

The following resolution was moved by Supervisor Beichorst and seconded by Supervisor Laufenberg, and upon roll call vote, duly adopted by a vote of 21 to 0:

Resolution No. 7

A RESOLUTION AUTHORIZING IOWA COUNTY, WISCONSIN
TO ISSUE GENERAL OBLIGATION REFUNDING BONDS
PURSUANT TO SECTION 67.04
OF THE WISCONSIN STATUTES AND AUTHORIZING
THE SALE OF THE BONDS

WHEREAS pursuant to an Agreement dated December 7, 1987 (the "Agreement") by and between the Village of Muscoda, Wisconsin (the "Village") and Grant, Iowa, and Richland Counties, Wisconsin, Iowa County, Wisconsin (the "County") has an obligation to pay a specified portion of the principal and interest due on the Village's Solid Waste Incineration Facility Mortgage Revenue Bonds, dated December 1, 1987 and Solid Waste Incineration Facility Mortgage Revenue Bonds dated September 1, 1989 (collectively, the "Village Bonds") when revenues of the incineration facility financed by the Village Bonds (the "Incineration Facility") are insufficient to pay such principal and interest; and

WHEREAS pursuant to its obligation under the Agreement the County has paid and is expected to continue to pay its specified portion of principal and interest on the Village Bonds; and

WHEREAS it is necessary, advantageous and in the best interests of the County to refund the County's obligation to pay a specified portion of principal and interest on the Village Bonds; and

WHEREAS the County is presently in need of the sum of ONE MILLION SEVEN HUNDRED NINETY-FIVE THOUSAND DOLLARS (\$1,795,000) for the public purpose of refunding the above-described obligation, including interest on it; and

WHEREAS the County Board of Supervisors of the County deems it necessary and in the best interest of the County that said sum be borrowed pursuant to the provisions of Section 67.04, Wis. Stats., upon the terms and conditions hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED that the County borrow an amount not to exceed \$1,795,000 by issuing its general obligation bonds for the public purpose of refunding obligations of the County, including interest on them;

BE IT FURTHER RESOLVED that:

Section 1. Sale of Bonds; Conditions. The County shall sell and deliver its \$1,795,000 General Obligation Refunding Bonds (the "Bonds"), issued for the purpose above stated, to Clayton Brown & Associates, Inc. for the purchase price set forth in the attached Bond Purchase Agreement, provided however, that the sale of the Bonds is subject to the condition that both Grant County, Wisconsin and Richland County, Wisconsin issue bonds to refund their respective payment obligations under the Agreement. The attached Bond Purchase Agreement is hereby approved, and the appropriate County officials are hereby authorized and directed to execute the same.

Section 2. The Bonds. The Chairperson and County Clerk shall make, execute and deliver the Bonds to said purchaser, for and on behalf of the County. The Bonds shall be negotiable, general obligation bonds of the County, registered as to both principal and interest, in the denomination of Five Thousand Dollars (\$5,000) each or whole multiples thereof, numbered from R-1 upward and dated April 1, 1994. The Bonds shall mature on October 1 of each of the years and shall bear interest at the rates per annum as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
1995	\$105,000	3.50%
1996	150,000	3.80
1997	155,000	4.10
1998	160,000	4.30
1999	165,000	4.45
2000	175,000	4.60
2001	180,000	4.75
2002	190,000	4.90
2003	200,000	5.00
2004	210,000	5.15
2005	105,000	5.25

Interest shall be payable on April 1 and October 1 of each year, commencing April 1, 1995.

Bonds maturing in the years 2004 and 2005 shall be subject to call and prior payment at the option of the County in whole or from time to time in part in inverse order of maturity (but within any maturity by lot) on October 1, 2003 or any interest payment date thereafter at the price of par plus accrued interest to the date of redemption.

Section 3. Form of Bonds. The Bonds shall be in substantially the form attached hereto as Exhibit A.

Section 4. Tax Provisions.

(A) Direct Annual Irrepealable Tax. For the purpose of paying the principal of and interest on the Bonds as the same become due, the full faith, credit and resources of the County are hereby irrevocably pledged and there be and there hereby is levied on all the taxable property in the County a direct, annual, irrepealable tax in such years and in such amounts as are sufficient to meet such principal and interest payments when due; said tax is hereby levied in the following years and in the following minimum amounts:

<u>Year of Levy</u>	<u>Amount</u>	<u>Year of Levy</u>	<u>Amount</u>
1994	\$228,285.00	2000	\$224,187.50
1995	228,515.00	2001	225,637.50
1996	227,815.00	2002	226,327.50
1997	226,460.00	2003	226,327.50
1998	224,580.00	2004	110,512.50
1999	227,237.50		

(B) Tax Collection. The County shall be and continue without power to repeal such levy or obstruct the collection of said tax until all such payments have been made or provided for. After the issuance of the Bonds, said tax shall be, from year to year, carried into the tax rolls of the County and collected as other taxes are collected, provided that the amount of tax carried into said tax rolls may be reduced in any year by the amount of any surplus money in the Debt Service Account created in Section 5(A) hereof.

(C) Additional Funds. If in any year there shall be insufficient funds from the tax levy to pay the principal of or interest on the Bonds when due, the said principal or interest shall be paid from other funds of the County on hand, said amounts to be returned when said taxes have been collected.

Section 5. Debt Service Fund and Account.

(A) Creation and Deposits. There be and there hereby is established in the treasury of the County, if one has not already been created, a debt service fund separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Sinking funds established for obligations previously issued by the County may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there be and there hereby is established a separate and distinct account designated as the "Debt Service Account for 'General Obligation Refunding Bonds' dated April 1, 1994," (the "Debt Service Account") and said Account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. The County Treasurer shall deposit in such Debt Service Account (i) all accrued interest received by the County at the time of delivery of and payment for the Bonds; (ii) the taxes herein levied for the specific purpose of meeting principal of and interest on the Bonds when due; (iii) such other sums as may be necessary at any time to pay principal of and interest on the Bonds when due; (iv) any premium which may be received by the County over and above the par value of the Bonds and accrued interest thereon; (v) surplus monies in the Borrowed Money Fund as specified in Section 6 hereof; and (vi) such further deposits as may be required by Sec. 67.11, Wis. Stats.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Account and appropriated for any purpose other than the payment of principal of and interest on the Bonds until all such principal and interest has been paid in full and canceled; provided (i) the funds to provide for each payment of principal of and interest on the Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the County, be invested by purchasing the Bonds as permitted by and subject to Section 67.11(2)(a), Wis. Stats., in interest-bearing obligations of the United States of America, in other obligations of the County or in other investments permitted by law, which investments shall continue to be a part of the Debt Service Account.

(C) Remaining Monies. When all of the Bonds have been paid in full and canceled, and all permitted investments disposed of, any money remaining in the Debt Service Account shall be deposited in the general fund of the County, unless the County Board of Supervisors directs otherwise.

Section 6. Borrowed Money Fund. All monies received by the County upon the delivery of the Bonds to the purchaser thereof except for accrued interest and premium, if any, shall be deposited by the County Treasurer into a Borrowed Money Fund and such fund shall be maintained separate and distinct from all other funds of the County and shall be used for no purpose other than the purpose for which the Bonds are issued. In no event shall monies in the Borrowed Money Fund be used to fund operating

expenses of the County. In order to accomplish the purpose for which the Bonds are issued, proceeds of the Bonds shall be transferred to the Escrow Account, as provided in Section 13 hereof. Monies in the Borrowed Money Fund may be temporarily invested as provided in Section 66.04(2), Wis. Stats. Any monies, including any income from permitted investments, remaining in the Borrowed Money Fund after the purpose for which the Bonds have been issued has been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose shall be deposited in the Debt Service Account.

Section 7. No Arbitrage. All investments permitted by this resolution shall be legal investments, but no such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code") or the Regulations of the Commissioner of Internal Revenue thereunder (the "Regulations"); and an officer of the County, charged with the responsibility for issuing the Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of closing which will permit the conclusion that the Bonds are not "arbitrage bonds," within the meaning of said Code or Regulations.

Section 8. Persons Treated as Owners; Transfer of Bonds. The County Clerk shall keep books for the registration and for the transfer of the Bonds. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

Any Bond may be transferred by the registered owner thereof by surrender of the Bond at the office of the County Clerk, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the Chairperson and County Clerk shall execute and deliver in the name of the transferee or transferees a new Bond or Bonds of a like aggregate principal amount, series and maturity, and the County Clerk shall record the name of each transferee in the registration book. No registration shall be made to bearer. The County Clerk shall cancel any Bond surrendered for transfer.

The County shall cooperate in any such transfer, and the Chairperson and County Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

The fifteenth day of each calendar month next preceding each interest payment date shall be the record dates for the Bonds. Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the County at the close of business on the corresponding record date.

Section 9. Compliance with Federal Tax Laws. (a) The County represents and covenants that the projects financed by the Bonds and the Refunded Obligation defined in Section 12 and their ownership, management and use will not cause the Bonds or the Refunded Obligation to be "private activity bonds" within the meaning of Section 141 of the Code and that the County shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The County Clerk or other officer of the County charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the County certifying that the County can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The County also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Bonds provided that in meeting such requirements the County will do so only to the extent consistent with the proceedings authorizing the Bonds and the laws of Wisconsin, and to the extent that there is a reasonable period of time in which to comply.

Section 10. Designation as Qualified Tax-Exempt Obligations. The Bonds are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265 of the Code relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

Section 11. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the County agrees to the applicable provisions set forth in the Letter of Representations attached hereto as Exhibit B. The appropriate officers of the County are authorized and directed to execute such Letter of Representations, in substantially the form attached hereto as Exhibit B, and deliver it to DTC on behalf of the County.

Section 12. Payment of Refunded Obligation; Termination of State Trust Fund Loans. (a) The officers and agents of the County are authorized and directed to provide for the prepayment

of the County's obligation to pay principal and interest on the Village Bonds pursuant to the Agreement (the "Refunded Obligation") by depositing proceeds of the Bonds necessary for that purpose into the Escrow Account referred to in Section 13 below.

(b) Upon the issuance of the Bonds and the defeasance of the Refunded Obligation, the officers and agents of the County are authorized and directed to take all actions necessary to terminate and cancel the state trust fund loans required by Section 7.(B)(ii) of the Agreement to secure the County's obligations under the Agreement.

Section 13. Escrow Agent; Escrow Agreement; Escrow Account. Norwest Bank Wisconsin, National Association, Milwaukee, Wisconsin is hereby appointed Escrow Agent of the County, for the purpose of ensuring the payment of the principal of and interest on the Refunded Obligation.

The Chairperson and County Clerk are hereby authorized and directed to execute an escrow agreement substantially in the form attached hereto as Exhibit C (the "Escrow Agreement") (such form may be modified by said officers prior to execution, the execution of such agreement by said officers to constitute full approval of the County of any such modifications), with the Escrow Agent, for the purpose of effecting the provisions of this Resolution.

The Bond proceeds allocable to refunding the Refunded Obligation shall be deposited in an Escrow Account which is hereby created with the Escrow Agent, pursuant to the Escrow Agreement. The use, investment and disbursement of the Bond proceeds by the Escrow Agent in the manner provided in the Escrow Agreement is authorized and approved.

Section 14. SLGS Subscriptions. Clayton Brown & Associates, Inc. and the Escrow Agent are authorized to submit subscriptions for United States Treasury Securities - State and Local Government Series on behalf of the County in such amount as is necessary in order to carry out the refunding authorized by this resolution pursuant to Section 67.04, Wisconsin Statutes.


Section 15. Records. The County Clerk shall provide and keep a separate record book and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing these Bonds.


Section 16. Initial Resolution. The first resolution paragraph of this Resolution shall constitute the initial resolution required under Sec. 67.05(1) Wis. Stats.

Section 17. Closing. The Chairperson and County Clerk are hereby authorized and directed to execute and deliver the Bonds to the purchaser thereof upon receipt of the purchase price. The Chairperson and County Clerk may execute the Bonds by manual or facsimile signature, but at least one of said officers shall sign the Bonds manually.

The officers of the County hereby are directed and authorized to take all necessary steps to close the bond issue as soon as practicable hereafter, in accordance with the terms of sale thereof, and said officers are hereby authorized and directed to execute and deliver such documents, certificates and acknowledgments as may be necessary or convenient in accordance therewith.

Adopted March 15, 1994.


Chairperson

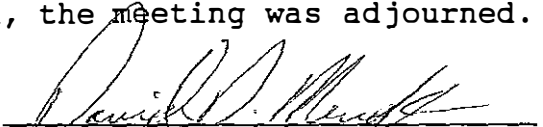

County Clerk

The Chairperson thereupon declared the Resolution adopted.

(Here occurred business not pertinent to the bond issue.)

Upon motion made and seconded, the meeting was adjourned.

Dated March 15, 1994


County Clerk