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## **ROCK COUNTY, WISCONSIN**

### **SALE RESULTS**

**FOR**

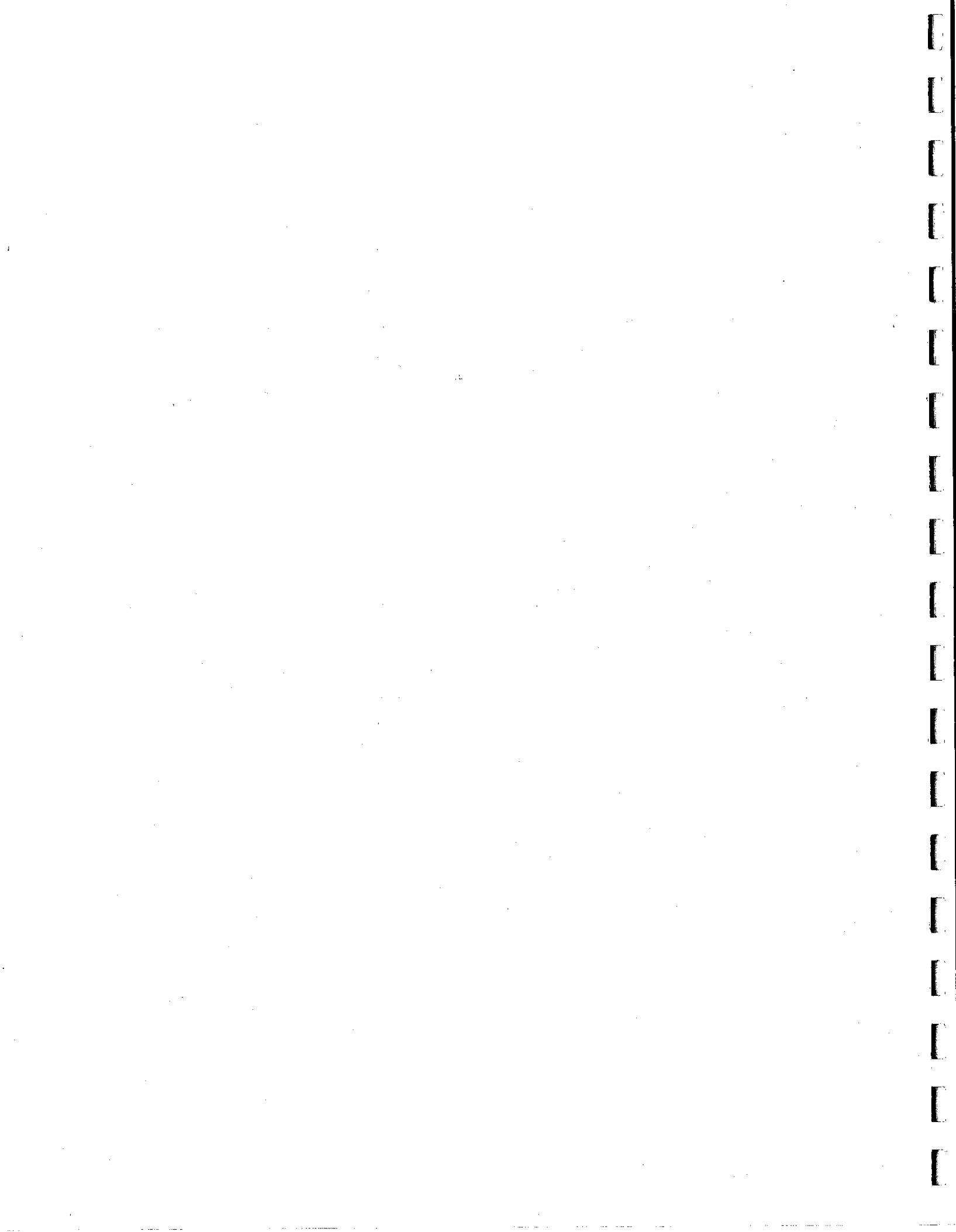
**\$7,300,000 GENERAL OBLIGATION PROMISSORY NOTES**

**(ROCK HAVEN PROJECT AND HIGHWAY ROAD CONSTRUCTION)**

**DATED: SEPTEMBER 13, 2012**

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**PRESENTED BY:**  
**CAROL A. WIRTH, PRESIDENT**



Carol

## Summary of Sale Results

Today the County Board is considering a resolution authorizing the issuance and awarding the sale of \$7,300,000 General Obligation Promissory Notes. The Notes will provide funding for the remaining Rock Haven project costs and a portion of 2012 highway road construction projects. In October 2011, the County issued \$22 Million G.O. Bonds for the Rock Haven project.

★ Wisconsin Public Finance Professionals, LLC ("WFPF"), as Financial Advisor to the County, prepared the County to access the municipal bond market with the completion and distribution of an Official Statement, and the application for bond ratings from Moody's Investors Service and Standard & Poor's. Comprehensive rating conference calls were held with the County Administrator, Finance Director and the rating analysts. Moody's rating committee has affirmed the County's rating of "Aa1" "reflecting the county's sizeable tax base; solid financial position supported by healthy reserves; and a manageable debt profile." Standard & Poor's rating committee has affirmed the County's rating of "AA" reflecting a diversifying economy with a decreasing reliance on the manufacturing industry; good-to-strong economic indicators; very strong general fund balance coupled with good financial management practices; and moderate debt with rapid amortization. A copy of each credit report is included herein for your review.

☞ Included in this report is the final resolution with the actual interest rates achieved in the marketplace, and the tax levy for the 2012 Notes. Also included is a firm commitment from Stern Brothers & Co. to underwrite the Notes (Note Purchase Agreement Exhibit A). **The final net interest rate for the Notes is 1.71%, which includes all expenses of issuance.** The Underwriter is directed to pay expenses as itemized in the Note Purchase Agreement.

Upon County Board approval of the resolution, the interest rates will be locked in. The County will receive \$7,458,855.15 on September 25<sup>th</sup> of which \$7,300,000 will be deposited in the project account to be spent in accordance with a two-year spend down requirement, and \$158,855.15 to be deposited in debt service account and applied to 2013. ↙

Following are detailed debt service and pricing schedules reflecting the actual sale results.

# PRELIMINARY OFFICIAL STATEMENT

**NEW ISSUE**

**Investment Rating Requested:  
Moody's Investors Service  
Standard & Poor's**

**Outstanding Investment Ratings:  
Moody's Investors Service – "Aa1"  
Standard & Poor's – "AA"**

*In the opinion of Godfrey & Kahn, S.C., Bond Counsel, assuming continued compliance with the requirements of the Internal Revenue Code of 1986, under existing law interest on the Notes is excludable from gross income and is not an item of tax preference for federal income tax purposes. The Notes are "qualified tax-exempt obligations." See "TAX EXEMPTION" herein for a more detailed discussion of some of the federal income tax consequences of owning the Notes. The interest on the Notes is not exempt from present Wisconsin income or franchise taxes.*

## ROCK COUNTY, WISCONSIN \$7,300,000 General Obligation Promissory Notes

**DATED: September 25, 2012**

**DUE: September 1,  
as shown below**

The Notes are being issued pursuant to Chapter 67 of the Wisconsin Statutes, the Initial Resolutions and the Award Resolution for the purpose of paying a portion of the costs of constructing and equipping a replacement for the Rock Haven Nursing Home; and for highway road construction (the "Project"). The Notes are general obligations of the County and are payable from taxes levied on all taxable property.

The Notes are issuable as fully registered notes and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York, to which principal and interest payments on the Notes will be made. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any whole multiple thereof. Purchasers of the Notes will not receive physical delivery of note certificates. So long as Cede & Co. is the registered owner of the Notes, reference herein to the holders of the Notes or registered owners of the Notes shall mean Cede & Co. and shall not mean the Beneficial Owners of the Notes. So long as Cede & Co. is the registered owner of the Notes, the principal of and interest (first payable on March 1, 2013 and thereafter semiannually on each September 1 and March 1) on the Notes are payable to Cede & Co. which will in turn remit such principal and interest to the DTC Participants (as defined herein) for subsequent disbursement to the Beneficial Owners of the Notes. See "Book-Entry-Only System."

### MATURITY SCHEDULE

<u>September 1</u>	<u>Amount</u>	<u>Rate</u>	<u>Yield</u>	<u>Base CUSIP</u> <u>772028</u>	<u>September 1</u>	<u>Amount</u>	<u>Rate</u>	<u>Yield</u>	<u>Base CUSIP</u> <u>772028</u>
2013	\$225,000				2018	\$ 900,000			
2014	100,000				2019	910,000			
2015	885,000				2020	1,100,000			
2016	970,000				2021	1,280,000			
2017	930,000								

(Plus accrued interest from September 25, 2012)

The Notes maturing in the years 2020 and 2021 are 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 September 1, 2019 or on any date thereafter, at the principal amount thereof, plus accrued interest to the date of redemption.

The Notes are offered when, as and if issued and received by the Underwriter, **Stern Brothers & Co.**, subject to prior sale, to withdrawal or modification of the offer without notice, and to the approval of legality by Godfrey & Kahn, S.C., Milwaukee, Wisconsin, Bond Counsel. The Notes are expected to be delivered on or about September 25, 2012.

**Wisconsin Public Finance Professionals, LLC**  
Financial Advisor to the Issuer

The date of this Preliminary Official Statement is August 24, 2012.

This Preliminary Official Statement and the information contained herein are subject to completion and amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to buy these securities nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

**Rock County**

\$7,300,000 G.O. Promissory Notes - 2012

Final Sale Results

**Debt Service Schedule**

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
03/01/2013	-	-	65,436.58	65,436.58	-
09/01/2013	280,000.00	1.500%	75,503.75	355,503.75	420,940.33
03/01/2014	-	-	73,403.75	73,403.75	-
09/01/2014	100,000.00	1.500%	73,403.75	173,403.75	246,807.50
03/01/2015	-	-	72,653.75	72,653.75	-
09/01/2015	875,000.00	3.000%	72,653.75	947,653.75	1,020,307.50
03/01/2016	-	-	59,528.75	59,528.75	-
09/01/2016	970,000.00	1.250%	59,528.75	1,029,528.75	1,089,057.50
03/01/2017	-	-	53,466.25	53,466.25	-
09/01/2017	920,000.00	1.500%	53,466.25	973,466.25	1,026,932.50
03/01/2018	-	-	46,566.25	46,566.25	-
09/01/2018	885,000.00	1.750%	46,566.25	931,566.25	978,132.50
03/01/2019	-	-	38,822.50	38,822.50	-
09/01/2019	900,000.00	4.000%	38,822.50	938,822.50	977,645.00
03/01/2020	-	-	20,822.50	20,822.50	-
09/01/2020	1,100,000.00	1.650%	20,822.50	1,120,822.50	1,141,645.00
03/01/2021	-	-	11,747.50	11,747.50	-
09/01/2021	1,270,000.00	1.850%	11,747.50	1,281,747.50	1,293,495.00
<b>Total</b>	<b>\$7,300,000.00</b>	<b>-</b>	<b>\$894,962.83</b>	<b>\$8,194,962.83</b>	<b>-</b>

**Pricing Summary**

Maturity	Type of Bond	Coupon	Yield	Maturity Value	Price	Dollar Price
09/01/2013	Serial Coupon	1.500%	0.450%	280,000.00	100.976%	282,732.80
09/01/2014	Serial Coupon	1.500%	0.600%	100,000.00	101.727%	101,727.00
09/01/2015	Serial Coupon	3.000%	0.650%	875,000.00	106.816%	934,640.00
09/01/2016	Serial Coupon	1.250%	0.850%	970,000.00	101.543%	984,967.10
09/01/2017	Serial Coupon	1.500%	1.050%	920,000.00	102.157%	939,844.40
09/01/2018	Serial Coupon	1.750%	1.300%	885,000.00	102.561%	907,664.85
09/01/2019	Serial Coupon	4.000%	1.500%	900,000.00	116.403%	1,047,627.00
09/01/2020	Serial Coupon	1.650%	1.700%	1,100,000.00	99.629%	1,095,919.00
09/01/2021	Serial Coupon	1.850%	1.900%	1,270,000.00	99.590%	1,264,793.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$7,300,000.00</b>	<b>-</b>	<b>\$7,559,915.15</b>

**Bid Information**

Par Amount of Bonds	\$7,300,000.00
Reoffering Premium or (Discount)	259,915.15
Gross Production	\$7,559,915.15
Total Underwriter's Discount (1.384%)	\$(101,060.00)
Bid (102.176%)	7,458,855.15
Total Purchase Price	\$7,458,855.15
Bond Year Dollars	\$42,938.33
Average Life	5.882 Years
Average Coupon	2.0842980%
Net Interest Cost (NIC)	1.7143369%
True Interest Cost (TIC)	1.6914142%

# MOODY'S

## INVESTORS SERVICE

### New Issue: Moody's assigns a Aa1 rating to Rock County's (WI) \$7.3 million General Obligation Promissory Notes

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Global Credit Research - 05 Sep 2012

**Aa1 rating applies to \$43.5 million of post-sale general obligation debt**

ROCK (COUNTY OF) WI  
Counties  
WI

#### Moody's Rating

ISSUE	RATING
General Obligation Promissory Notes	Aa1
Sale Amount	\$7,300,000
Expected Sale Date	09/13/12
Rating Description	General Obligation

#### Moody's Outlook

##### Opinion

NEW YORK, September 05, 2012 --Moody's Investors Services has assigned an Aa1 rating to Rock County's (WI) \$7.3 million General Obligation Promissory Notes. The Aa1 rating applies to the county's \$43.5 million of outstanding post-sale general obligation debt.

##### SUMMARY RATINGS RATIONALE

The notes are secured by the county's general obligation unlimited tax pledge. Proceeds of the notes will be used to finance the cost of constructing and equipping a replacement for the Rock Haven Nursing Home as well as financing 2012 highway road construction projects. The Aa1 rating reflects the county's sizeable tax base; solid financial position supported by healthy reserves; and a manageable debt profile.

##### STRENGTHS

- Sizeable and diverse tax base
- Sound financial management that has built up and maintained healthy General Fund liquidity

##### CHALLENGES

- Tax base valuation declines
- Modest decline in resident wealth indices

##### DETAILED CREDIT DISCUSSION

###### SIZEABLE TAX BASE EXPERIENCING RECENT DECLINES IN VALUATION

Despite the recent declines, the county's tax base will likely experience modest growth over the medium term due to commercial development and significant redevelopment projects underway throughout the county and within Janesville (Aa2) and Beloit (A3). Until recently, the county's sizeable \$9.6 billion tax base had grown at a moderate pace, driven partially by appreciation of residential property and commercial development. However, due in part to the economic downturn and the General Motors (GM) (Long Term rating Ba1/ positive outlook) closure and

reassessment, the county's tax base began declining in 2009. The county's tax base declined by -0.9% in 2009, -4.8% in 2010, -2.4% in 2011, and -2.3% in 2012. Despite the declines, officials expect the full valuation to flatten with modest growth in the near term due to the stabilization of residential property valuations and continued commercial growth.

Rock County is located along the Illinois-Wisconsin border, with direct highway access to the cities of Madison (Aaa/ stable outlook), Rockford (Aa3), Milwaukee (Aa2/ stable outlook) and Chicago (Aa3/ negative outlook). The county's economy has historically been dominated by agriculture as well as manufacturing, specifically concentrated in the cities of Janesville and Beloit. The northern portion of the county, in particular, benefits from its proximity to the city of Madison's strong and stable economy, as residential and commercial projects continue along Interstate 90. Although the local economy was once dominated by GM, plant downsizing occurring over the last few decades and the eventual closing in 2008 has provided opportunities for diversification in the county's tax base as evidenced by expansion of major taxpayers including Hendricks Holdings, the county's largest taxpayer (accounted for 0.7% of 2011 assessed valuation). Hendricks Holding Company is an investment and business development group with a portfolio of companies. Located in Beloit, ABC Supply Company, Inc., one of Hendricks holdings, is the largest wholesale distributor of roofing in the U.S. as well as one of the nation's largest distributors of siding, windows, and other select exterior building products nationwide. Additionally, Kerry Ingredients, the third largest taxpayer (accounted for 0.6% of 2011 assessed valuation) announced several investments throughout Wisconsin totaling \$20 million, of which nearly \$8 million will be allocated toward its Beloit Customer Center. The new reconfigured office and lab space will add approximately sixty seven new positions. Resident incomes indices are below state-wide medians, with per capita income and median family income at 89.9% and 94.3%, respectively. The county's June 2012 unemployment rate of 9.4% was above the state and national level of 7.6% and 8.4%, respectively, for the same period.

#### TREND OF STRONG FINANCIAL OPERATIONS AND HEALTHY RESERVES EXPECTED TO CONTINUE

The county's financial operations will remain strong based on its demonstrated ability to control expenditure growth and reduce budget pressures. After experiencing operating deficits in fiscal years 2006 to 2008, the county's General Fund balance has improved with consecutive operating surpluses in the last three years. At fiscal year-end 2009, following two consecutive years of General Fund operating deficits, the county experienced a \$1.12 million operating surplus due to tightened departmental expenditures, as the county maintained programmatic and service levels. In fiscal 2010, the county posted an operating surplus of \$4.2 million, closing with a General Fund balance of approximately \$23.03 million or a healthy 47.8% of General Fund revenues. The surplus was mostly attributable to various cost cutting measures including an elimination of eleven positions. Fiscal 2011 also closed with an operating surplus of approximately \$3.6 million which increased the General Fund balance to \$26.6 million or an ample 51.6% of General Fund revenues.

The fiscal 2011 General Fund balance partly reflects the county's practice of transferring any unreserved budgetary appropriations in the Human Services Fund to the General Fund at the end of the fiscal year. For fiscal 2011, the county transferred approximately \$2.1 million to the General Fund from the Human Service fund increasing the unassigned General Fund balance to \$19.8 million or 38.5% of General Fund revenues. The county's fiscal 2011 undesignated General Fund balance represented approximately 16.4% of reported General, Special Revenue and Enterprise Fund expenditures, which is well within the county's formal policy to retain an undesignated General Fund balance of 10% to 17% of total audited General, Special Revenue and Enterprise Fund expenditures.

For fiscal 2012, the county incorporated a reduction in state aid revenues totaling \$2.9 million which will be offset from available savings from the pension and health care provisions of Wisconsin's 2011 Act 10 legislation. Act 10 increased employee contributions to pension and retiree healthcare plans, which will net modest annual savings for the county's General Fund. The county projects \$2.9 million in savings from those provisions. Additionally, officials report that revenues, specifically sales tax revenues, are tracking slightly higher than the county's 2012 budget with officials anticipating a modest surplus in the General Fund at fiscal 2012 year end. Historically, the county has budgeted conservatively for this economically sensitive revenue stream in its financial projections. The county budgeted for \$9.7 million in sales tax revenues in 2012, while it actually received \$10.1 million in 2011 and year to date trends indicate higher than budgeted results can be expected for 2012. Of the total \$9.7 million budgeted, \$7.5 million is to be used for operational costs and the remaining amount is to be used for capital projects. The flexibility to allocate sales tax revenues to operations is a credit strength providing future operating flexibility to meet budgetary obligations without tapping General Fund reserves.

Looking ahead to fiscal 2013, though the county expects to budget for balanced operations and maintain reserves at

current levels with no plans to draw down the General Fund in the near term, officials cited tax levy and tax rate limits difficulties that will impact the county going forward. Enacted legislation imposed tax rate limits on Wisconsin counties which froze tax rates for operations and debt service. Due to declines in property values over the last three years, Rock County had to increase its rate closer to the allowable limit in order to generate revenue for operations. Favorably, the limits for the operating levy rate were suspended for the 2012 and 2013 budget years under Act 32. However, if tax rate limits go back into effect for 2014, the county may be forced to reduce the property tax levy for operations at that time which will place a constraint on the county's largest revenue source (property taxes represented 58% of 2011 General Fund revenues) requiring either expenditure reductions or attempts to enhance other, less significant revenues. Despite this pressure, given historically prudent financial management, we believe that management remains committed to contain expenditure growth within available revenues as well as maintaining reserve levels within their formal policy guidelines going forward.

#### MANAGEABLE DEBT PROFILE

The county's debt profile will remain manageable due to a modest direct debt ratio and average principal amortization. At 0.5% of full valuation, the county's direct debt is average and its overall debt burden of 4.7% is above average the result of borrowing by underlying entities. Principal amortization is average with 71.5% of debt retired in ten years (100% in fifteen years). Due to a federally mandated sprinkler requirement for nursing homes, the county conducted an evaluation study of construction costs and timelines on either remodeling the existing Rock Haven nursing home or constructing a new facility. After review, the county board decided to build a new nursing home facility. Construction of the new Rock Haven facility began in October 2011 with an anticipated completion date of November 2012. The current issuance of \$7.3 million will finance the final construction cost for this project. The county indicated that because the Rock Haven project cost have been finalized not all of the current issuance will be utilized for the project, the county will apply the remaining proceeds to 2012 highway road construction projects. The Rock Haven nursing home is a county-owned and operated facility supported primarily by charges for sales and services. Since 1998, the Rock Haven nursing home has undergone downsizing of the facility and a reduction of staff for a more tax efficient operation. Due to the construction of the new facility and improvements to existing facilities, the General Fund recently supported the Rock Haven fund with an inter-fund transfer of approximately \$8.6 million as of fiscal 2011 year end. Favorably, officials note that this inter fund transfer will be repaid with proceeds from bonds issued for the project. All of the county's outstanding debt is in fixed rate, and the county is not a party to any interest rate swap agreements.

What could change the rating - UP

- Strengthening of the county's economy including improved wealth indices and employment rate

What could change the rating - DOWN

- Material multi-year declines in fund balances and liquidity

- Deterioration of the county's tax base and demographic profile

#### KEY STATISTICS:

2010 Census population: 160,331

2012 Full Valuation: \$9.64 billion (a 2.3% decrease from 2011)

Full value per capita: \$60,193

2006 - 2010 Per capita income as a % of state: 89.9%

2006 - 2010 Median family income as a % of state: 94.3%

Rock County unemployment rate (6/12): 9.4%

Direct debt: 0.5% (4.7% overall)

Amortization of principal (10 years): 71.5%

FY 2011 General Fund balance: \$26.6 million (51.6% of General Fund revenues)



Post-sale general obligation debt: \$43.5 million

#### PRINCIPAL METHODOLOGY

The principal methodology used in this rating was General Obligation Bonds Issued by U.S. Local Governments published in October 2009. Please see the Credit Policy page on [www.moodys.com](http://www.moodys.com) for a copy of this methodology.

#### REGULATORY DISCLOSURES

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# RatingsDirect®

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## Summary:

# Rock County, Wisconsin; General Obligation

### Primary Credit Analyst:

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### Secondary Contact:

Carol A Hendrickson, Chicago (1) 312-233-7062; carol\_hendrickson@standardandpoors.com

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## Summary:

# Rock County, Wisconsin; General Obligation

### Credit Profile

US\$7.3 mil GO promissory nts ser 2012 dtd 09/25/2012 due 09/01/2021

<i>Long Term Rating</i>	AA/Stable	New
Rock Cnty GO		
<i>Long Term Rating</i>	AA/Stable	Affirmed

## Rationale

Standard & Poor's Ratings Services assigned its 'AA' rating and stable outlook to Rock County, Wis.' series 2012 general obligation (GO) promissory notes and affirmed its 'AA' rating, with a stable outlook, on the county's existing GO debt.

The rating reflects our opinion of the county's:

- Diversifying economy with a decreasing reliance on the manufacturing industry;
- Economic indicators that range from good-to-strong;
- Very strong general fund balance, coupled with good financial management practices; and
- Moderate debt with rapid principal amortization.

The county's unlimited-tax GO pledge secures the notes. Officials intend to use note proceeds to complete the Rock Haven project, an undertaking by county management to replace the existing Rock Haven Nursing Home. This issuance is the remaining portion of the GO debt authorized by the county board to finance the project.

Rock County is about 30 miles south of Madison, on the border of Wisconsin and Illinois. Interstate 90 traverses the county, providing direct access to Madison and Chicago. The county population estimate is 160,129 as of 2012. Janesville (AA-/Stable GO debt rating), the county seat, and Beloit (A+/Stable) are the county's largest cities and leading employment centers. Although historically dominated by automotive and other manufacturing, the area has transitioned into a more-diverse economic area. Economic development along the I-90 corridor has fueled additional growth in recent history. Leading employers include:

- Mercy Health System (3,835 employees);
- Beloit Health System (1,543);
- Janesville School District (1,368);
- Rock County (1,161);
- Beloit School District (881); and
- Hendricks Holdings (865), various construction businesses.

While it has decreased recently, unemployment has remained above state and national rates: The 9.5% rate was the 11th highest among Wisconsin counties in 2011. We consider median household and per capita effective buying

incomes a good 97% and an adequate 88%, respectively, of national levels. Spurred mostly by decreasing residential property value, equalized value (EV) has decreased by an annual average of 2.6% in four consecutive years. Despite the reduction, EV is \$9.64 billion in fiscal 2012, which we view as a strong \$60,193 per capita.

In our opinion, county finances remain strong. The county has increased general fund balance in each of the past three fiscal years, and management is projecting at least break-even results for fiscal 2012 despite new limitations that constrain levy growth to the greater of 0% or net new construction and shared-revenue reductions. Officials have achieved savings through the Wisconsin Budget Repair Bill; nonpublic safety employees contribute more to pension and health care costs. Management has also eliminated several staff positions to neutralize fiscal pressure, and it expects at least break-even results for the year. Officials continue to monitor sales tax revenue, and this revenue stream has continually exceeded monthly budgeted targets.

Officials added \$3.6 million to general fund reserves, which surpassed previous estimates, at fiscal year-end 2011; this brought assigned and unassigned fund balance to \$21.6 million, or, what we view as, a very strong 45.2% of general fund expenditures. Taxes generate 61% of general fund revenue and intergovernmental receipts generate 24%. Management's formal policy is to maintain a minimum general fund balance between 10% and 17% of general, special revenue, and enterprise fund expenditures.

Standard & Poor's considers the county's financial management practices "good" under its Financial Management Assessment methodology, indicating financial practices exist in most areas but that governance officials might not formalize or regularly monitor all of them.

We regard overall net debt as a moderate \$2,676 per capita, or 4.4% of EV. Debt service as a percent of governmental expenditures has historically been, in our opinion, low, ranging between 2% and 3% over the past three fiscal years. We consider debt amortization rapid with officials planning to retire 72% of direct debt over the next 10 years. Officials intend to issue between \$2 million and \$4 million in 2013 for the capital improvement plan.

The county participates in the Wisconsin Retirement System, a state-administered pension plan. The fiscal 2011 contribution of \$7 million equaled 4.8% of governmental expenditures and met the annual requirement. The county also provides retiree health care benefits for its employees. As of the most recent actuarial valuation date, Jan. 1, 2011, the accrued liability was \$26.1 million, all of which was unfunded. Management contributed \$1.1 million to the plan, or 46% of the annual required contribution, in fiscal 2011. Management has historically funded these costs through pay-as-you-go financing.

## Outlook

The stable outlook reflects Standard & Poor's opinion that management will likely maintain its very strong reserves. We believe the Rock Haven nursing home project's financing will likely not cause budgetary issues due to, what we consider, the county's historically low carrying charges and management's conservative budget estimates. Management has also been able to reduce operational expenditures. In our opinion, management is committed to maintaining its stable finances. Because of this, we do not expect to change the rating over the outlook's next two years.

## **Related Criteria And Research**

- **USPF Criteria: GO Debt, Oct. 12, 2006**
- **USPF Criteria: Key General Obligation Ratio Credit Ranges – Analysis Vs. Reality, April 2, 2008**

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**McGRAW-HILL**

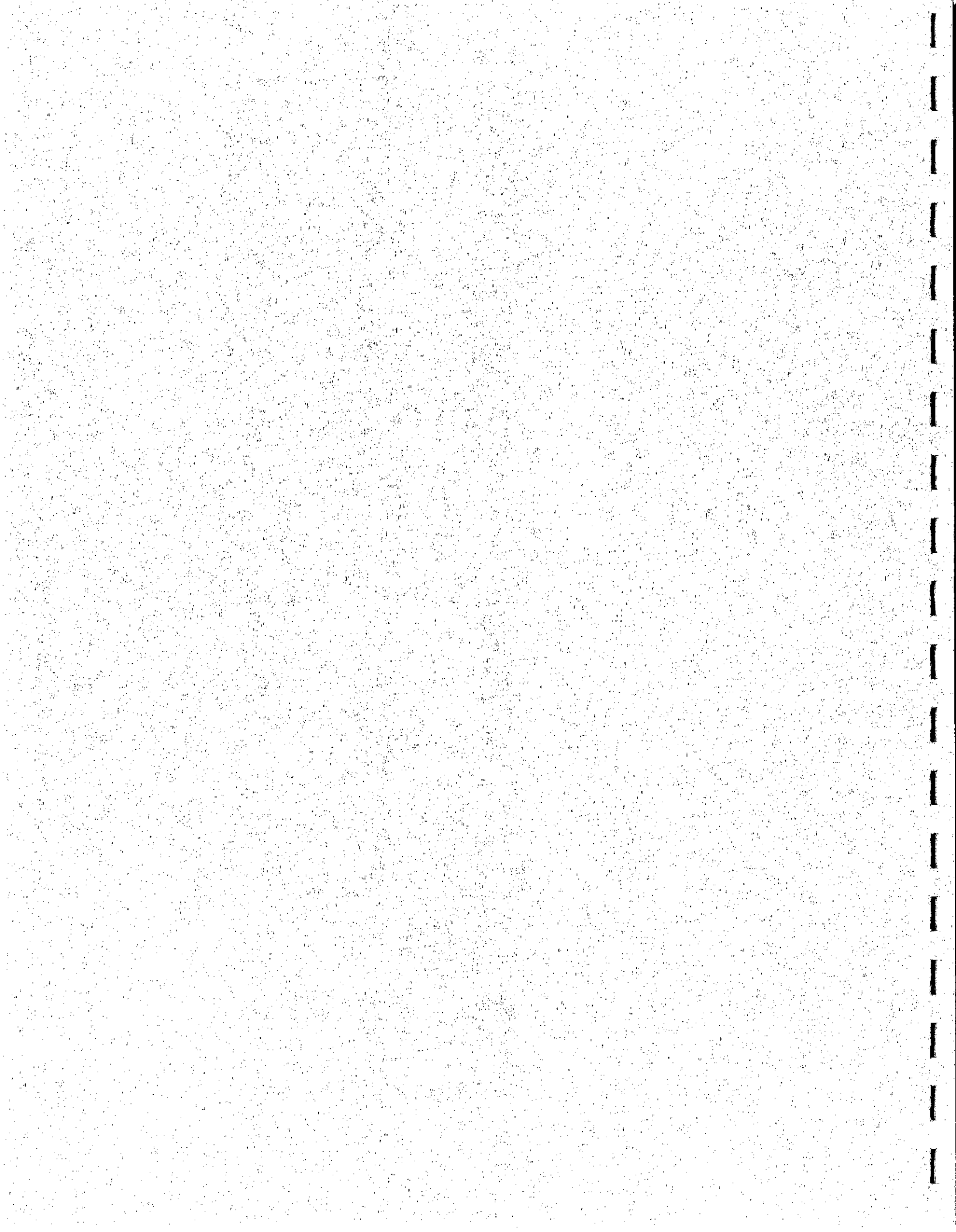
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**AUGUST 30, 2012 5**

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**NOTE RESOLUTION**



RESOLUTION AUTHORIZING THE ISSUANCE AND  
AWARDING THE SALE OF \$7,300,000  
GENERAL OBLIGATION PROMISSORY NOTES; PROVIDING  
THE FORM OF THE NOTES; AND LEVYING A TAX  
IN CONNECTION THEREWITH

WHEREAS, on September 8, 2011, the County Board of Rock County, Wisconsin (the "County") adopted an Initial Resolution authorizing the issuance of general obligation bonds in an amount not to exceed \$29,300,000 for the purpose of paying the cost of constructing and equipping a replacement for the Rock Haven Nursing Home (the "Rock Haven Project");

WHEREAS, pursuant to said Initial Resolution, the County issued its \$22,000,000 General Obligation Bonds (Rock Haven Project), Series 2011B, dated November 16, 2011 to pay for a portion of the costs of the Rock Haven Project;

WHEREAS, it is now necessary to borrow additional funds to pay for the remaining costs of the Rock Haven Project;

WHEREAS, on December 15, 2011, the County Board adopted an Initial Resolution authorizing the issuance of general obligation bonds or notes in an amount not to exceed \$2,410,000 for the purpose of paying the cost of highway road construction projects (the "Highway Projects" and, together with the Rock Haven Project, hereinafter collectively referred to as the "Projects");

WHEREAS, the County deems the Projects to be within its powers to undertake and therefore to be a public purpose as defined in Section 67.04(2) of the Wisconsin Statutes;

WHEREAS, the County Board hereby finds and determines that it is necessary, desirable and in the best interests of the County to raise funds, first, for the purpose of paying the remaining costs of the Rock Haven Project and, second, to pay for a portion of the costs of the Highway Projects;

WHEREAS, counties are authorized by the provisions of Section 67.12(12) of the Wisconsin Statutes to borrow money and to issue general obligation promissory notes for such public purposes.

NOW, THEREFORE, BE IT RESOLVED by the County Board of the County that:

Section 1. Authorization of the Notes. For the purpose of paying the costs of the Projects as set forth above there shall be borrowed pursuant to Chapter 67 of the Wisconsin Statutes, the principal sum of SEVEN MILLION THREE HUNDRED THOUSAND DOLLARS (\$7,300,000) from Stern Brothers & Co., Kansas City, Missouri (the "Purchaser"), in accordance with the terms and conditions of its purchase proposal attached hereto as Exhibit A and incorporated herein by this reference.

Section 2. Sale of the Notes. To evidence such indebtedness, the County Board Chairperson and County Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for and on behalf of and in the name of the County, general

obligation promissory notes aggregating the principal amount of SEVEN MILLION THREE HUNDRED THOUSAND DOLLARS (\$7,300,000) (the "Notes"), for the sum of SEVEN MILLION FOUR HUNDRED FIFTY-EIGHT THOUSAND EIGHT HUNDRED FIFTY-FIVE DOLLARS AND FIFTEEN CENTS (\$7,458,855.15), plus accrued interest to the date of delivery.

Section 3. Terms of the Notes. The Notes shall be designated "General Obligation Promissory Notes"; shall be dated September 25, 2012; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered 1 and upward; and shall mature serially on September 1 of each year, in the years and principal amounts as follows:

<u>Years of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2013	\$ 280,000	1.500%
2014	100,000	1.500
2015	875,000	3.000
2016	970,000	1.250
2017	920,000	1.500
2018	885,000	1.750
2019	900,000	4.000
2020	1,100,000	1.650
2021	1,270,000	1.850

Interest is payable commencing on March 1, 2013 and semi-annually thereafter on September 1 and March 1 of each year.

Section 4. Designation of Purchaser as Agent. The County hereby designates the Purchaser as its agent for purposes of distributing the Final Official Statement relating to the Notes to any participating underwriter in compliance with Rule 15c2-12 of the Securities and Exchange Commission.

Section 5. Redemption Provisions. At the option of the County, the Notes maturing on September 1, 2020 and thereafter are subject to redemption prior to maturity on September 1, 2019 or on any date thereafter. Said Notes are redeemable as a whole or in part, in inverse order of maturity and within each maturity by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

Section 6. Form of the Notes. The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference.

Section 7. Direct Annual Irrepealable Tax Levy. For the purpose of paying the principal of and interest on the Notes as the same becomes due, the full faith, credit and resources of the County are hereby irrevocably pledged and a direct annual irrepealable tax is hereby levied upon all taxable property of the County. Said direct annual irrepealable tax shall be levied in the years and amounts as follows:

<u>Levy Year</u>	<u>Amount</u>	<u>Levy Year</u>	<u>Amount</u>
2012	\$ 420,940.33	2017	\$ 978,132.50
2013	246,807.50	2018	977,645.00
2014	1,020,307.50	2019	1,141,645.00
2015	1,089,057.50	2020	1,293,495.00
2016	1,026,932.50		

The aforesaid direct annual irrevocable tax hereby levied shall be collected in addition to all other taxes and in the same manner and at the same time as other taxes of the County levied in said years are collected. So long as any part of the principal of or interest on the Notes remains unpaid, the tax herein above levied shall be and continues irrevocable except that the amount of tax carried onto the tax roll may be reduced in any year by the amount of any surplus in the Debt Service Fund Account created herein.

Section 8. Debt Service Fund Account. There is hereby established in the County treasury a fund account separate and distinct from every other County fund or account designated "Debt Service Fund Account for \$7,300,000 General Obligation Promissory Notes, dated September 25, 2012." There shall be deposited in said fund account any premium plus accrued interest paid on the Notes at the time of delivery to the Purchaser, all money raised by taxation pursuant to Section 7 hereof and all other sums as may be necessary to pay interest on the Notes when the same shall become due and to retire the Notes at their respective maturity dates. Said fund account shall be used for the sole purpose of paying the principal of and interest on the Notes and shall be maintained for such purpose until such indebtedness is fully paid or otherwise extinguished.

Section 9. Segregated Borrowed Money Fund. The proceeds of the Notes (the "Note Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Notes into the Debt Service Fund Account created above) shall be deposited into an account separate and distinct from all other funds and be disbursed solely for the purposes for which borrowed or for the payment for the principal of and the interest on the Notes.

Section 10. Arbitrage Covenant. The County shall not take any action with respect to the Note Proceeds which, if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken on the date of the delivery of and payment for the Notes (the "Closing"), would cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code") and any income tax regulations promulgated thereunder (the "Regulations").

The Note Proceeds may be temporarily invested in legal investments until needed, provided however, that the County hereby covenants and agrees that so long as the Notes remain outstanding, moneys on deposit in any fund or account created or maintained in connection with the Notes, whether such moneys were derived from the Note Proceeds or from any other source, will not be used or invested in a manner which would cause the Notes to be "arbitrage bonds" within the meaning of the Code or Regulations.

The County Clerk, or other officer of the County charged with responsibility for issuing the Notes, shall provide an appropriate certificate of the County, for inclusion in the transcript of

proceedings, setting forth the reasonable expectations of the County regarding the amount and use of the Note Proceeds and the facts and estimates on which such expectations are based, all as of the Closing.

Section 11. Additional Tax Covenants; Exemption from Rebate; Qualified Tax-Exempt Obligation Status. The County hereby further covenants and agrees that it will take all necessary steps and perform all obligations required by the Code and Regulations (whether prior to or subsequent to the issuance of the Notes) to assure that the Notes are obligations described in Section 103(a) of the Code, the interest on which is excluded from gross income for federal income tax purposes, throughout their term. The County Clerk or other officer of the County charged with the responsibility of issuing the Notes, shall provide an appropriate certificate of the County as of the Closing, for inclusion in the transcript of proceedings, certifying that it can and covenanting that it will comply with the provisions of the Code and Regulations.

Further, it is the intent of the County to take all reasonable and lawful actions to comply with any new tax laws enacted so that the Notes will continue to be obligations described in Section 103(a) of the Code, the interest on which is excluded from gross income for federal income tax purposes.

The County anticipates that the Notes will qualify for the construction expenditure exemption from the rebate requirements of the Code. The County Clerk or other officer of the County charged with the responsibility of issuing the Notes, shall provide an appropriate certificate of the County as of the Closing, for inclusion in the transcript of proceedings, with respect to said exemption from the rebate requirements, and said County Clerk or other officer is hereby authorized to make any election on behalf of the County in order to comply with the rebate requirements of the Code. If, for any reason, the County did not qualify for any exemption from the rebate requirements of the Code, the County covenants that it would take all necessary steps to comply with such requirements.

The County hereby designates the Notes to be "qualified tax-exempt obligations" pursuant to the provisions of Section 265(b)(3) of the Code and in support of such designation, the County Clerk or other officer of the County charged with the responsibility for issuing the Notes, shall provide an appropriate certificate of the County, all as of the Closing.

Section 12. Persons Treated as Owners; Transfer of Notes. The County Clerk shall keep books for the registration and for the transfer of the Notes. The person in whose name any Note 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 Note 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 Note to the extent of the sum or sums so paid.

Any Note may be transferred by the registered owner thereof by surrender of the Note 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 County Clerk shall execute and deliver in the name of the transferee or transferees a new Note or Notes 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 Note surrendered for transfer.

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

The 15th day of each calendar month next preceding each interest payment date shall be the record date for the Notes. Payment of interest on the Notes on any interest payment date shall be made to the registered owners of the Notes as they appear on the registration book of the County maintained by the County Clerk at the close of business on the corresponding record date.

Section 13. Utilization of The Depository Trust Company Book-Entry-Only-System. In order to make the Notes eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the County has heretofore agreed to the applicable provisions set forth in the DTC Blanket Issuer Letter of Representation and the Finance Director has executed such Letter of Representation and delivered it to the DTC on behalf of the County.

Section 14. Execution of the Notes. The Notes shall be issued in typewritten form, one Note for each maturity, executed on behalf of the County by the manual or facsimile signatures of the County Board Chairperson and County Clerk (except that one of the foregoing signatures shall be manual), sealed with its official or corporate seal, if any, and delivered to the Purchaser upon payment to the County of the purchase price thereof, plus accrued interest to the date of delivery. In the event that either of the officers whose signatures appear on the Notes shall cease to be such officers before the delivery of the Notes, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until such delivery. The aforesaid officers are hereby authorized to do all acts and execute and deliver all documents as may be necessary and convenient to effectuate the Closing.

Section 15. Payment of the Notes. The principal of and interest on the Notes shall be paid by the County Treasurer or his or her agent in lawful money of the United States.

Section 16. Continuing Disclosure. The County hereby covenants and agrees that it will comply with and carry out all of the provisions of its Continuing Disclosure Certificate, which the County will execute and deliver on the Closing Date. Any Noteholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the County to comply with its obligations under this Section.

Section 17. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the County or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted this 13<sup>th</sup> day of September, 2012.

---

J. Russell Podzilni  
County Board Chairperson

ATTEST:

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Lorena R. Stottler  
County Clerk

(SEAL)

8203378\_2



ST. LOUIS, MISSOURI  
KANSAS CITY, MISSOURI  
CHICAGO, ILLINOIS  
LOS ANGELES, CALIFORNIA  
DALLAS, TEXAS  
DENVER, COLORADO  
TAMPA, FLORIDA

EXHIBIT A  
**SternBrothers&Co**  
INVESTMENT BANKING SINCE 1917

SINCE 1917

801 WEST 47TH STREET, SUITE 401  
KANSAS CITY, MISSOURI 64112  
(816) 471-6460 • FAX (816) 842-2789  
WWW.STERNBROTHERS.COM

NOTE PURCHASE AGREEMENT

Rock County, Wisconsin

\$7,300,000 General Obligation Promissory Notes Dated September 25, 2012

September 13, 2012

County Board of Supervisors  
Rock County  
51 South Main Street  
Janesville, Wisconsin 53547

Ladies and Gentlemen:

Stern Brothers & Co. (the "Underwriter"), hereby offers to enter into this Purchase Agreement with Rock County, Wisconsin (the "County") for the purchase by the Underwriter and sale by the County, of your \$7,300,000 General Obligation Promissory Notes (the "Notes"). This offer is made subject to acceptance by the County on September 13, 2012.

Upon closing of the issuance of the County's \$7,300,000 General Obligation Promissory Notes the County will receive funds totaling \$7,458,855.15, which represents the principal amount of the Notes, plus reoffering premium, and less the Underwriter's compensation and expenses. As compensation for acting as the Underwriter of the Notes, the Underwriter will be paid \$43,800 and \$1,010 for underwriter's expenses out of the costs of issuance. The Notes are more fully described in the Preliminary Official Statement dated August 24, 2012, which the County has provided the Underwriter with and has "deemed final" for purposes of SEC Rule 15c2-12(b)(1). The Notes shall mature on the dates, in the amounts and at the rates set forth below. Interest is payable commencing March 1, 2013 and semi-annually thereafter.

<u>September 1</u>	<u>Amount</u>	<u>Rate</u>	<u>September 1</u>	<u>Amount</u>	<u>Rate</u>
2013	\$280,000	1.50%	2018	\$ 885,000	1.75%
2014	100,000	1.50	2019	900,000	4.00
2015	875,000	3.00	2020	1,000,000	1.65
2016	970,000	1.25	2021	1,270,000	1.85
2017	920,000	1.50			

The Notes are being purchased subject to the following conditions at closing.

1. The unqualified approving opinion of Godfrey & Kahn, S.C., Bond Counsel, Milwaukee, Wisconsin, stating that the Notes have been duly authorized and executed by the County and constitute valid and binding obligations of the County and further stating that under existing law interest on the Notes is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, but is taken into account in determining adjusted net book income or adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. Said opinion is to be accompanied by the customary non-litigation certificate concerning matters which would affect the authority or validity or enforceability of the Notes, the Note Resolution or this Purchase Agreement
2. Copies of proceedings and certifications of the County indicating that the County has validly designated the Notes to be "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended, and that the County has covenanted to take all actions necessary to maintain the "qualified" and tax-exempt status of the Notes.

- 3. Written confirmation from Moody's Investors Service, Inc. and Standard & Poor's Corporation as to their assignment of a quality rating of "Aa1" and "AA", respectively.
- 4. A certificate signed by the County Board Chair and County Clerk to the effect that:
  - a. the Preliminary Official Statement, which will subsequently be made a Final Official Statement, is as of the date of purchase and as of the date of closing, true and correct in all material respects and does not contain an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they are made, not misleading, and our use of such statement in offering the Notes to investors is authorized.
  - b. the County's Financial Statements for the year ended December 31, 2011, delivered to us present fairly the financial position of the County as of the date indicated, said financial statement has been prepared in conformity with general accepted accounting principles consistently applied and since December 31, 2011 there has been no material or adverse change in the financial position or results of operations of the County, nor has the County incurred any material liabilities other than the ordinary course of business, or as set forth in or contemplated by the Official Statement.
- 5. The County will indemnify the Underwriter against losses, claims, damages and liabilities arising out of any incorrect statements of information contained in the Official Statement.
- 6. This offer is subject to the County's covenant and agreement to enter into a written undertaking to provide ongoing disclosure about the County for the benefit of the holders of the Notes as required by SEC Rule 15c2-12, as amended (the "Rule") (subject to any applicable exemptions in the Rule.) In addition, the County must certify as of the date of closing the terms and conditions of the undertaking and that it is in compliance with each and every other undertaking previously entered into by it pursuant to the Rule.
- 7. That there shall have been no materially adverse events affecting either the legality or tax consequences of the Note issue.
- 8. That no action by Congress, the Securities and Exchange Commission or a court shall have occurred which would require the registration of the Notes under the Securities Act of 1933, as amended.
- 9. That no material restriction not presently in force on trading in securities generally shall have been imposed.
- 10. That no banking moratorium shall have been imposed.
- 11. That no inception or escalation of any war or major military hostilities or act of terrorism shall have occurred which, in the judgment of the Underwriter, substantially impairs the marketability of the Notes.
- 12. The County directs the Underwriter to act as agent, and to pay out of the costs of issuance, the following expenses:
  - a. Wisconsin Public Finance Professionals, LLC Financial Advisory Fee which includes printing and distribution of the Official Statements - \$26,000
  - b. Moody's Investors Service Rating Fee - \$11,500
  - c. Standard & Poor's Rating Fee - \$10,000
  - d. Godfrey & Kahn, S.C. Bond Counsel Fee - \$8,750
  - e. The Depository Trust Company (DTC) and the Committee on Uniform Securities Identification Procedures (CUSIP), and miscellaneous Fees - \$1,010

STERN BROTHERS & CO.

Jeff Malone, Managing Director

ACCEPTED:  
COUNTY BOARD OF SUPERVISORS  
ROCK COUNTY, WISCONSIN

BY: \_\_\_\_\_  
J. Russell Podzilni, County Board Chair

BY: \_\_\_\_\_  
Lorena R. Stottler, County Clerk

DATE: \_\_\_\_\_

TIME: \_\_\_\_\_

**SternBrothers&Co**  
INVESTMENT BANKING SINCE 1917

EXHIBIT B

(Form of Note)

REGISTERED  
NO. R- \_\_\_ UNITED STATES OF AMERICA  
STATE OF WISCONSIN  
ROCK COUNTY  
GENERAL OBLIGATION PROMISSORY NOTE

MATURITY DATE: ORIGINAL DATE OF ISSUE INTEREST RATE: CUSIP:  
SEPTEMBER 1, 20\_\_ SEPTEMBER 25, 2012 \_\_\_\_% 772028\_\_

DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.

PRINCIPAL AMOUNT: \_\_\_\_\_ DOLLARS  
(\$ \_\_\_\_\_)

KNOW ALL MEN BY THESE PRESENTS, that Rock County, Wisconsin (the "County"), hereby acknowledges itself to owe and for value received promises to pay to the Depository or its Nominee Name (the "Depository") identified above (or to registered assigns), on the maturity date identified above, the principal amount identified above, and to pay interest thereon at the rate of interest per annum identified above, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest is payable commencing on March 1, 2013 and semi-annually thereafter on September 1 and March 1 of each year until the aforesaid principal amount is paid in full. Both the principal of and interest on this Note are payable in lawful money of the United States. The principal of this Note shall be payable only upon presentation and surrender of the Note at the office of the County Clerk or Treasurer. Interest payable on any interest payment date shall be paid by wire transfer to the Depository in whose name this Note is registered on the Bond Register maintained by the County Clerk or Treasurer at the close of business on the 15th day of the calendar month next preceding the semi-annual interest payment date (the "Record Date").

For the prompt payment of this Note together with interest hereon as aforesaid and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the County are hereby irrevocably pledged.

This Note is one of an issue of Notes aggregating the principal amount of \$7,300,000, all of which are of like tenor, except as to denomination, interest rate, maturity date and redemption provision, issued by the County pursuant to the provisions of Chapter 67, Wisconsin Statutes, for the purpose of paying a portion of the costs of constructing and equipping a replacement for the Rock Haven Nursing Home and highway road construction projects, all as authorized by a resolution of the County Board duly adopted by said governing body at a meeting held on September 13, 2012. Said resolution is recorded in the official minutes of the County Board for said date.

At the option of the County, the Notes maturing on September 1, 2020 and thereafter are subject to redemption prior to maturity on September 1, 2019 or on any date thereafter. Said Notes are redeemable as a whole or in part, in inverse order of maturity and within each maturity by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

In the event the County exercises its option to redeem the Notes prior to maturity, as long as the Notes are in book-entry-only form, official notice of the redemption will be given by mailing a notice by registered or certified mail, or overnight express delivery, to the Depository not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. If less than all the Notes of a maturity are to be called for redemption, the Notes of such maturity to be redeemed will be selected by lot. Such notice will include but not be limited to the following: the designation, date and maturities of the Notes called for redemption, CUSIP numbers, and the date of redemption. Any notice mailed as provided herein shall be conclusively presumed to have been duly given, whether or not the Depository receives the notice. The Notes shall cease to bear interest on the specified redemption date, provided that federal or other immediately available funds sufficient for such redemption are on deposit at the office of the Depository at that time. Upon such deposit of funds for redemption the Notes shall no longer be deemed to be outstanding.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Note have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the County, including this Note and others issued simultaneously herewith, does not exceed any limitation imposed by law or the Constitution of the State of Wisconsin; and that a direct annual irrepealable tax has been levied sufficient to pay this Note, together with the interest thereon, when and as payable. It is hereby further certified that the County has designated this Note to be a "qualified tax-exempt obligation" pursuant to the provisions of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

This Note is transferable only upon the books of the County kept for that purpose at the office of the County Clerk or Treasurer. In the event that the Depository does not continue to act as depository for the Notes, and the County Board appoints another depository, new fully registered Notes in the same aggregate principal amount shall be issued to the new depository upon surrender of the Notes to the County Clerk or Treasurer, in exchange therefor and upon the payment of a charge sufficient to reimburse the County for any tax, fee or other governmental charge required to be paid with respect to such registration. The County Clerk or Treasurer shall not be obliged to make any transfer of the Notes (i) after the Record Date, (ii) during the fifteen (15) calendar days preceding the date of any publication of notice of any proposed redemption of the Notes, or (iii) with respect to any particular Note, after such Note has been called for redemption. The County may treat and consider the Depository in whose name this Note is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever.

IN WITNESS WHEREOF, Rock County, Wisconsin, by its governing body, has caused this Note to be executed for it and in its name by the signatures of its duly qualified County Board Chairperson and County Clerk; and to be sealed with its official or corporate seal, if any, all as of the 25th day of September, 2012.

ROCK COUNTY, WISCONSIN

By: \_\_\_\_\_  
J. Russell Podzilni,  
County Board Chairperson

(SEAL)

By: \_\_\_\_\_  
Lorena R. Stottler,  
County Clerk

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

\_\_\_\_\_

\_\_\_\_\_

(Name and Address of Assignee)

\_\_\_\_\_

(Social Security or other Identifying Number of Assignee)

the within Note and all rights thereunder and hereby irrevocably constitutes and appoints \_\_\_\_\_, Legal Representative, to transfer said Note on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed:

\_\_\_\_\_  
(e.g. Bank, Trust Company  
or Securities Firm)

\_\_\_\_\_  
(Depository or its Nominee  
Name)

\_\_\_\_\_  
(Authorized Officer)

NOTICE: The above-named  
Depository or its Nominee Name must  
correspond with the name as it appears upon  
the face of the within Note in every  
particular, without alteration or enlargement  
or any change whatever.

8249463\_1

**RESOLUTION AUTHORIZING THE ISSUANCE AND AWARDING THE SALE OF \$7,300,000 GENERAL OBLIGATION PROMISSORY NOTES; PROVIDING THE FORM OF THE NOTES; AND LEVYING A TAX IN CONNECTION THEREWITH.**

**Finance Committee**

Absent  
Mary Mawhinney, Chair

Sandra Kraft  
Sandra Kraft, Vice Chair

Absent  
Mary Beaver

Brent Fox  
Brent Fox

J. Russell Podzilni  
J. Russell Podzilni

**FISCAL NOTE:**

This resolution authorizes the borrowing of \$7,300,000 in General Obligation Promissory Notes to be redeemed over a nine-year period commencing March 1, 2013 (interest only) with the last principal payment scheduled for September 1, 2021. The proceeds are to be used for the remaining construction and equipping costs for the Rock Haven Project. Any proceeds remaining upon completion of the Rock Haven Project will be used for highway road construction projects that were approved in the 2012 budget.

Sherry Oja  
Sherry Oja  
Finance Director

**LEGAL NOTE:**

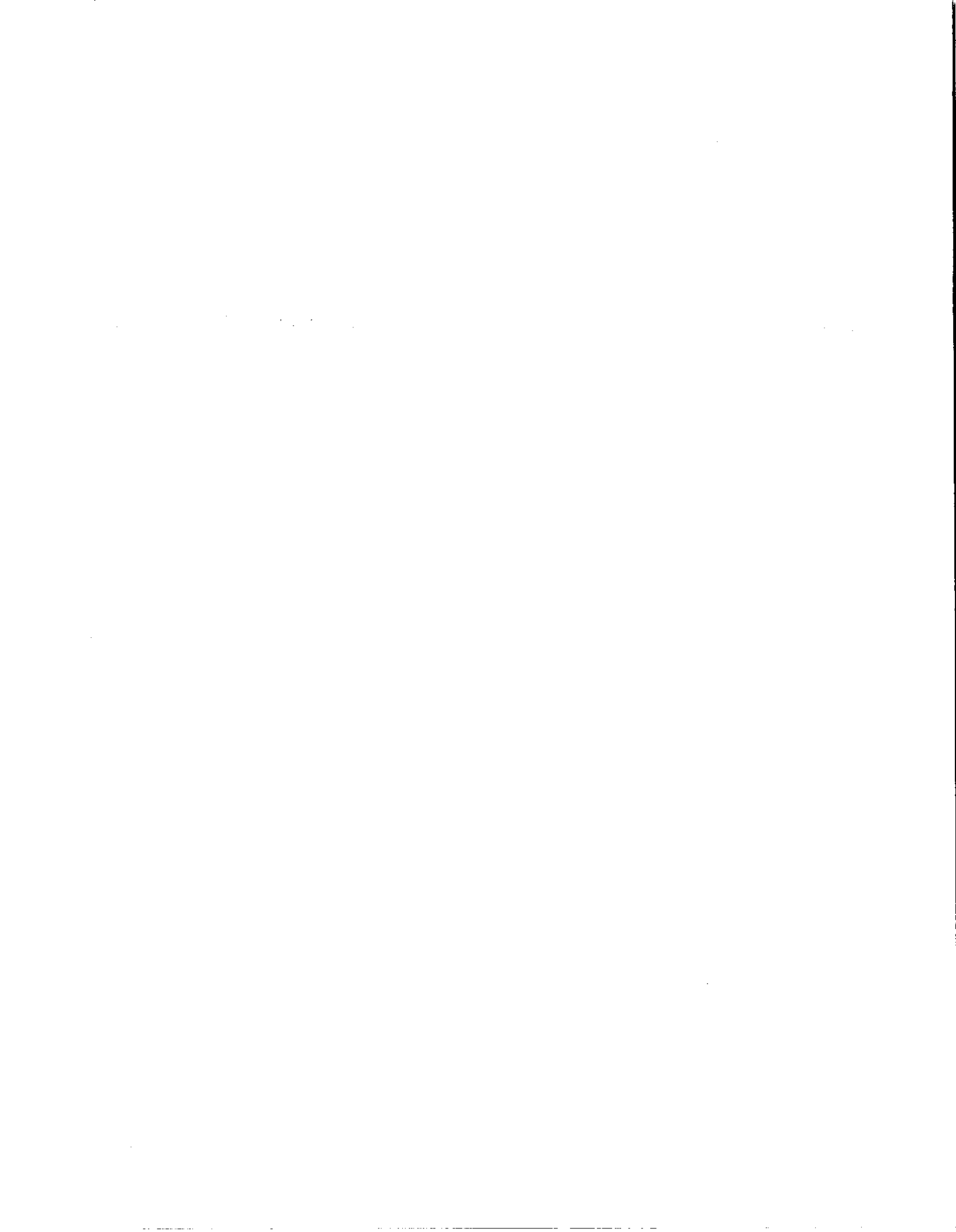
Chapter 67, Wis Stats., provides the authorization for the action proposed in this resolution which has been determined to be proper by counsel retained for this purpose.

Jeffrey S. Kuglitsch  
Jeffrey S. Kuglitsch  
Corporation Counsel

**ADMINISTRATIVE NOTE:**

Recommended.

Craig Knutson  
Craig Knutson  
County Administrator





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