

PROCEEDINGS OF WOOD COUNTY BOARD OF SUPERVISORS

September 23, 2014 - 9:30 a.m.

The Wood County Board of Supervisors composed of nineteen members convened at the Wood County Boardroom in Wisconsin Rapids, Wisconsin on September 23, 2014.

Chairman Pliml called the meeting to order at 9:30 a.m.

Supervisors present were: Ashbeck, Breu, Clendenning, Curry, Feirer, Hamilton, Hendler, Henkel, Hokamp, Leichtnam, Machon, Miner, Nelson, Pliml, Polach, Rozar, Wagner and Winch. District 17 is vacant.

Supervisor Breu gave the invocation and led the Pledge of Allegiance.

Motion by Hendler/Hamilton to approve the minutes of the previous meeting. Motion by Miner/Henkel to amend the August meeting minutes to reflect that the meeting was held at Wisconsin Rapids City Hall Council Chambers and not the Wood County Boardroom. Motion to approve the August 2014 county board minutes as amended carried by voice vote.

Motion by Feirer/Nelson to accept the resignation of Gary Allworden with regrets carried by voice vote.

There were no public comments.

Acknowledgements and Recognitions: Chairman Pliml presented a plaque to Gary Allworden honoring his service as Wood County Board Supervisor.

The county board chairman noted that President Obama proclaimed September as Childhood Cancer Awareness Month in the U.S.

Minutes of various committees were reviewed. Reports, requests and resolutions relating to county board business are as follows:

Committee minutes presented: Executive

RESOLUTION 14-9-1

Introduced by: Executive Committee

INTENT & SYNOPSIS: Tax deed eligible property – authorize the tax deeding of property in compliance with Section 75.14, Wisconsin Statutes.

FISCAL NOTE:	Taxes 2009 – 2013	\$69,504.74
	Special Charges:	3,981.32
	Publication Fees:	1,251.84
	Tax Deeding Exp.:	<u>913.00</u>
	TOTAL	\$75,650.90

Motion by Hamilton/Breu to adopt Resolution 14-9-1. Motion carried unanimously

Joe Murray, financial consultant from Springsted and Mike Martin, Wood County's Finance Director came forward and explained the process and results of the Resolution Awarding the Sales of \$4,825,000 General Obligation Promissory Notes, Series 2014A

RESOLUTION 14-9-2

Introduced by: Executive Committee

INTENT & SYNOPSIS: Resolution Awarding the Sales of \$4,825,000 General Obligation Promissory Notes, Service 2014A

WHEREAS, on July 15, 2014, the County Board of Supervisors of Wood County, Wisconsin (the "County"), by a vote of at least three-fourths of the members-elect, adopted a resolution entitled "Initial Resolution Authorizing the Issuance of General Obligation Promissory Notes in an Amount Not to Exceed \$4,850,000" (the "Initial Resolution") authorizing the issuance of general obligation promissory notes in an amount not to exceed \$4,850,000 (the "Notes") for the public purpose of financing highway improvement projects (the "Project");

WHEREAS, the County Board of Supervisors hereby finds and determines that the Project is within the County's power to undertake and therefore serves a "public purpose" as that term is defined in Section 67.04(1)(b), Wisconsin Statutes;

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

WHEREAS, the County has directed Springsted Incorporated ("Springsted") to take the steps necessary to sell the Notes to pay costs of the Project;

WHEREAS, Springsted, in consultation with the officials of the County, prepared an Official Terms of Offering (a copy of which is attached hereto as Exhibit A and incorporated herein by this reference) setting forth the details of and the bid requirements for the Notes and indicating that the Notes would be offered for public sale on September 22, 2014;

WHEREAS, the County Clerk (in consultation with Springsted) caused notice of the sale of the Notes to be published and/or announced and caused the Official Terms of Offering to be distributed to potential bidders offering the Notes for public sale;

WHEREAS, the County has duly received bids for the Notes as described on the Bid Tabulation attached hereto as Exhibit B and incorporated herein by this reference (the "Bid Tabulation");

WHEREAS, it has been determined that the bid proposal (the "Proposal") submitted by the financial institution listed first on the Bid Tabulation fully complies with the bid requirements set forth in the Official Terms of Offering and is deemed to be the most advantageous to the County. Springsted has recommended that the County accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit C and incorporated herein by this reference; and

WHEREAS, the County Board of Supervisors now deems it to be necessary, desirable and in the best interest of the County that the Notes be issued in the aggregate principal amount of \$4,825,000.

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

Section 1A. Ratification of the Official Terms of Offering and Offering Materials. The County Board of Supervisors of the County hereby ratifies and approves the details of the Notes set forth in Exhibit A attached hereto as and for the details of the Notes. The Official Terms of Offering and any other offering materials prepared and circulated by Springsted are hereby ratified and approved in all respects. All actions taken by

officers of the County and Springsted in connection with the preparation and distribution of the Official Terms of Offering and any other offering materials are hereby ratified and approved in all respects.

Section 1B. Award of the Notes. The Proposal of the Purchaser offering to purchase the Notes for the sum set forth on the Proposal (as modified on the Bid Tabulation and reflected in the Pricing Summary referenced below and incorporated herein), plus accrued interest to the date of delivery, is hereby accepted. The Chairperson and County Clerk or other appropriate officers of the County are authorized and directed to execute an acceptance of the Proposal on behalf of the County. The good faith deposit of the Purchaser shall be retained by the County Treasurer and applied in accordance with the Official Terms of Offering, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Notes shall bear interest at the rates set forth on the Proposal.

Section 2. Terms of the Notes. The Notes shall be designated "General Obligation Promissory Notes, Series 2014A"; shall be issued in the aggregate principal amount of \$4,825,000; shall be dated October 15, 2014; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and shall bear interest at the rates per annum and mature on October 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit D-1 and incorporated herein by this reference. Interest is payable semi-annually on April 1 and October 1 of each year commencing on April 1, 2015. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board. The schedule of principal and interest payments due on the Notes is set forth on the Debt Service Schedule attached hereto as Exhibit D-2 and incorporated herein by this reference (the "Schedule").

Section 3. Redemption Provisions. The Notes maturing on October 1, 2022 and thereafter shall be subject to redemption prior to maturity, at the option of the County, on October 1, 2021 or on any date thereafter. Said Notes shall be redeemable as a whole or in part, and if in part, from maturities selected by the County and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

Section 4. 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 E and incorporated herein by this reference.

Section 5. Tax Provisions.

(A) 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 there is hereby levied upon all of the taxable property of the County a direct annual irrepealable tax in the years 2014 through 2023 for the payments due in the years 2015 through 2024 in the amounts set forth on the Schedule.

(B) Tax Collection. So long as any part of the principal of or interest on the Notes remains unpaid, 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 Notes, said tax shall be, from year to year, carried onto the tax roll of the County and collected in addition to all other taxes and in the same manner and at the same time as other taxes of the County for said years are collected, except that the amount of tax carried onto the tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account created below.

(C) Additional Funds. If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Notes when due, the requisite amounts shall be paid from other funds of the County then available, which sums shall be replaced upon the collection of the taxes herein levied.

Section 6. Segregated Debt Service Fund 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. Debt service or 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 hereby is established a separate and distinct account designated as the "Debt Service Fund Account for General Obligation Promissory Notes, Series 2014A, dated October 15, 2014" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. The County Treasurer shall deposit in the Debt Service Fund Account (i) all accrued interest received by the County at the time of delivery of and payment for the Notes; (ii) any premium which may be received by the County above the par value of the Notes and accrued interest thereon; (iii) all money raised by the taxes herein levied and any amounts appropriated for the specific purpose of meeting principal of and interest on the Notes when due; (iv) such other sums as may be necessary at any time to pay principal of and interest on the Notes when due; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Notes until all such principal and interest has been paid in full and the Notes canceled; provided (i) the funds to provide for each payment of principal of and interest on the Notes 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 Notes may be used to reduce the next succeeding tax levy, or may, at the option of the County, be invested by purchasing the Notes as permitted by and subject to Section 67.11(2)(a), Wisconsin Statutes, or in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes ("Permitted Investments"), which investments shall continue to be a part of the Debt Service Fund Account. Any investment of the Debt Service Fund Account shall at all times conform with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") and any applicable Treasury Regulations (the "Regulations").

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

Section 7. Proceeds of the Notes; 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 a special fund separate and distinct from all other funds of the County and disbursed solely for the purpose for which borrowed or for the payment of the principal of and the interest on the Notes. In no event shall monies in the Borrowed Money Fund be used to fund operating expenses of the general fund of the County or of any special revenue fund of the County that is supported by property taxes. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose for which the Notes 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 Fund Account.

Section 8. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the County, charged with the responsibility for issuing the Notes, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Notes to the Purchaser which will permit the conclusion that the Notes are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 9. Compliance with Federal Tax Laws. (a) The County represents and covenants that the projects financed by the Notes and the ownership, management and use of the projects will not cause the Notes to be "private activity bonds" within the meaning of Section 141 of the Code. The County further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Notes including, if applicable, the rebate requirements of Section 148(f) of the Code. The County further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Notes) if taking, permitting or omitting to take such action would cause any of the Notes to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Notes to be included in the gross income of the recipients thereof for federal income tax purposes. 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 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 Notes provided that in meeting such requirements the County will do so only to the extent consistent with the proceedings authorizing the Notes and the laws of the State 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 Notes 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. Execution of the Notes; Closing; Professional Services. The Notes shall be issued in printed form, executed on behalf of the County by the manual or facsimile signatures of the Chairperson and County Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the County of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Notes may be imprinted on the Notes in lieu of the manual signature of the officer but, unless the County has contracted with a fiscal agent to authenticate the Notes, at least one of the signatures appearing on each Note shall be a manual signature. In the event that either of the officers whose signatures appear on the Notes shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Notes and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The County hereby authorizes the officers and agents of the County to enter into, on its behalf, agreements and contracts in conjunction with the Notes, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Notes is hereby ratified and approved in all respects.

Section 12. Payment of the Notes; Fiscal Agent. The principal of and interest on the Notes shall be paid by the County Clerk or County Treasurer (the "Fiscal Agent").

Section 13. Persons Treated as Owners; Transfer of Notes. The County shall cause books for the registration and for the transfer of the Notes to be kept by the Fiscal Agent. 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 Fiscal Agent, 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 Note or Notes of a like aggregate principal amount, series and maturity and the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Note surrendered for transfer.

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

Section 14. Record Date. The fifteenth day of each calendar month next preceding each interest payment date shall be the record date for the Notes (the "Record Date"). 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 at the close of business on the Record Date.

Section 15. 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 agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the County and on file in the County Clerk's office.

Section 16. Official Statement. The County Board of Supervisors hereby approves the Preliminary Official Statement with respect to the Notes and deems the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by officers of the County in connection with the preparation of such Preliminary Official Statement and any addenda to it or Final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate County official shall certify the Preliminary Official Statement and any addenda or Final Official Statement. The County Clerk shall cause copies of the Preliminary Official Statement and any addenda or Final Official Statement to be distributed to the Purchaser.

Section 17. Undertaking to Provide Continuing Disclosure. The County hereby covenants and agrees, for the benefit of the owners of the Notes, to enter into a written undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of certain customarily prepared and publicly available financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Notes or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the County to comply with the provisions of the Undertaking shall not be an event of default with respect to the Notes).

To the extent required under the Rule, the Chairperson and County Clerk, or other officer of the County charged with the responsibility for issuing the Notes, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the County's Undertaking.

Section 18. Record Book. The County Clerk shall provide and keep the transcript of proceedings as a separate record book (the "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 the Notes in the Record Book.

Section 19. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Notes, the officers of the County are authorized to take all actions necessary to obtain such municipal bond insurance. The Chairperson and County Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Chairperson and County Clerk including provisions regarding restrictions on investment of Note proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Notes by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Note provided herein.

Section 20. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the County Board of Supervisors 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 and recorded September 23, 2014.

Motion by Miner/Nelson to adopt Resolution 14-9-2. Motion by Miner/Rozar that Resolution 14-9-2 which was placed on the desk replaces the resolution that was included in the packet and reflects the effects of the changes. The changes were on page 47, Section 3: Redemption Provisions. The first date listed in the paragraph changes from October 1, 2023 to October 1, 2022 and the second date listed in the paragraph changes from October 1, 2022 to October 1, 2021. Motion to amend resolution 14-9-2 carried by voice vote. Motion to adopt Resolution 14-9-2 as amended carried. Clendenning inadvertently voted to abstain. He asked that his vote be recorded as a no. No objection heard. Voting no were Winch, Curry, Clendenning.

Committee minutes presented: Health and Human Services

Supervisor Rozar noted that the Edgewater Haven Nursing Home open house is today and invited everyone to come.

RESOLUTION 14-9-3

Introduced by: Health and Human Services Committee and the Executive Committee

INTENT & SYNOPSIS: To authorize the negotiation for a multi-year lease with the City of Marshfield for space in the city hall building.

FISCAL NOTE: Funds have and will continue to be budgeted to address the space needs of the Human Services Dept. in Marshfield.

Supervisor Rozar was asked to come forward and explain why they went in this direction.

Motion by Hamilton/Machon to adopt Resolution 14-9-3. Motion carried. Voting no was Winch.

Committee minutes presented: Public Safety, Traffic Safety Commission

RESOLUTION 14-9-4

Introduced by: Public Safety

INTENT & SYNOPSIS: To authorize Wood County to enter into an agreement and seek funding under §165.90 for Law Enforcement Services on Restricted Tribal Lands.

FISCAL NOTE: \$29,164.88

Motion by Feirer/Hamilton to adopt Resolution 14-9-4. Motion carried unanimously

Committee minutes presented: Conservation, Education, & Economic Development. Supervisor Henkel gave the heads up that post cards will be going out in the mail to residents shortly for the POWTS servicing fees. Jason Grueneberg was asked about the nomination of Wood County Courthouse to the National Register of Historic Places. The board informed him that governmental units cannot object to nominations of their properties to the register, and that Board decisions are based solely on the merits of the nomination. They unanimously approved the nomination of the courthouse to the National Register and offered to meet with the officials to explain how this will affect the Courthouse. Golden Sands Resource, Conservation & Development Council, Judicial and Legislative Committee, WCA Conference Resolution Advisory Meeting, Highway Infrastructure & Recreation Committee, Aging & Disability Resource Center of Central Wisconsin, Marshfield Fairgrounds Commission, Central Wisconsin State Fair Board, McMillan Memorial Library, SCLS Board of Trustees, University Commission, Spray Irrigation of Waste Ad Hoc Committee.

RESOLUTION 14-9-5

INTENT & SYNOPSIS: Relating to the life and public service of Earl W. Nelson

Supervisor Rozar came forward to say a few words about Mr. Nelson.

Motion by Nelson/Breu to adopt Resolution 14-9-5. Motion carried unanimously by voice vote. The board stood for a moment of silence.

Motion by Clendenning/Machon to adjourn. Motion carried by voice vote. Next scheduled county board meeting is October 21, 2014.

Respectfully Submitted
Cynthia Boyd
Wood County Deputy Clerk