

RESOLUTION NO. 77-2/09

RESOLUTION determining to issue \$19,500,000 aggregate principal amount of General Obligation Law Enforcement Center Bonds, Series 2009-A, of the County of La Crosse, Wisconsin, providing details, prescribing the form of bond, awarding the bonds to the best bidder, and levying taxes.

WHEREAS, the County of LaCrosse, Wisconsin (the "County") is authorized by the provisions of Chapter 67, Wisconsin Statutes, as supplemented and amended, to issue bonds for any public purpose and to refund any municipal obligations, including interest on them; and

WHEREAS, by initial resolution duly adopted on October 18, 2007, there have been authorized to be issued not to exceed \$29,500,000 general obligation bonds of the County for the public purposes of constructing a building addition and improvements to the law enforcement center of the County; and

WHEREAS, it is considered necessary and desirable by the County Board of Supervisors of the County that the County borrow \$19,500,000 for the purpose aforesaid and that the County issue its General Obligation Law Enforcement Center Bonds, Series 2009-A (the "Bonds") to evidence the indebtedness thereby incurred; and

WHEREAS, notice of the sale of such bonds for such purpose was published on January 26, 2009, in *The Bond Buyer*; and

WHEREAS, it is now necessary that said bonds be sold and issued for the public purposes aforesaid in the aggregate principal amount of \$19,500,000; and

WHEREAS, pursuant to the advertisement aforesaid, sealed bids were received for the purchase of said bonds in said amount until 11:30 A.M., C.T., on February 9, 2009, and are as follows:

NAME OF BIDDER	TRUE INTEREST RATE
Hutchinson, Shockey, Erley & Company	3.3618%
Robert W. Baird & Company, Incorporated	3.3671
UBS Financial Services	3.5361
BMO Capital Markets GKST Inc.	3.7159

; and

WHEREAS, the bid of Hutchinson, Shockey, Erley & Company of Chicago, Illinois, and associates at a price of \$19,975,730.60, plus accrued interest to the date of delivery, was the best bid submitted, which bid is as follows:

(Here insert or attach a true copy of the Winning Bid)

NOW, THEREFORE, Be It Resolved by the County Board of Supervisors of the County of La Crosse, Wisconsin, as follows:

Section 1. Definitions. For all purposes of this Resolution, except as otherwise expressly provided herein or unless the context otherwise requires, the terms defined in this Section 1 shall have the meanings set forth below, and shall include the plural as well as the singular:

“*Bond*” or “*Bonds*” shall mean one or more of the General Obligation Law Enforcement Center Bonds, Series 2009-A, authorized to be issued by the County by the terms of this Resolution.

“*Bond Register*” shall mean the books of the County kept by the Registrar to evidence the registration and transfer of the Bonds.

“*Code*” means the Internal Revenue Code of 1986, as amended.

“*County*” shall mean the County of La Crosse, Wisconsin, and any successor to the duties or functions of the County.

“*Governing Body*” shall mean the County Board of Supervisors of the County, or such other council, board, commission or body, by whatever name known, which shall succeed to its powers.

“*Registrar*” shall mean Wells Fargo Bank, National Association, of Minneapolis, Minnesota, or a successor designated as Registrar under this Resolution.

“*Resolution*” shall mean this resolution as adopted by the Governing Body of the County.

Section 2. Authorization. The issuance of \$19,500,000 aggregate principal amount of Bonds is hereby authorized for the purpose of providing funds in the amount of \$19,500,000 for public purpose projects of the County, as set out in the preamble to this Resolution.

The Bonds shall be designated “General Obligation Law Enforcement Center Bonds, Series 2009-A,” shall be dated March 1, 2009, as originally issued, and shall also bear the date of their authentication by the Registrar. The Bonds shall be in fully registered form, shall be in denominations of \$5,000 each and integral multiples thereof (but no single Bond shall represent installments of principal maturing on more than one date), shall be lettered “R” and numbered consecutively starting with the number one, shall mature serially on October 1 of the years, in the principal amounts, and shall bear interest at the rates per annum, as follows:

YEAR	PRINCIPAL AMOUNT	INTEREST RATE
2011	\$ 815,000	2.00%
2012	835,000	2.00
2013	850,000	2.50
2014	870,000	2.50
2015	895,000	2.75
2016	920,000	3.00
2017	950,000	3.00
2018	980,000	3.25
2019	12,385,000	4.00

Section 3. Interest; Payment Provisions. The Bonds shall bear interest from their date or from the most recent interest payment date to which interest has been paid or duly provided for, at the rates set out above, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on April 1 and October 1 of each year, commencing on October 1, 2009. Interest on each Bond shall be paid by check or draft of the Registrar to the person in whose name such Bond is registered at the close of business on the fifteenth day of the calendar month next preceding the applicable interest payment date. The principal of each Bond shall be payable in lawful money of the United States of America only upon presentation and surrender of such Bond at the principal corporate trust office of the Registrar in Minneapolis, Minnesota.

Section 4. Execution; Authentication. The Bonds shall be executed on behalf of the County with the manual or facsimile signature of the Chairperson of the County and with the manual or facsimile signature of the County Clerk of the County, and sealed with the official seal of the County or a printed facsimile thereof. In case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

All Bonds shall have thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the Registrar as authenticating agent of the County and showing the date of authentication thereof. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Resolution unless and until such certificate of authentication shall have been duly executed by the Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Resolution. The certificate of authentication on any Bond shall be deemed to have been executed by the Registrar if signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued under this Resolution.

Section 5. Registration of Bonds; Persons Treated as Owners. The County shall cause books (the "Bond Register") for the registration and for the transfer of the Bonds as provided in

this Resolution to be kept at the principal corporate trust office of the Registrar, which is hereby constituted and appointed the registrar of the County with respect to the Bonds herein authorized.

Upon surrender for transfer of any Bond at the principal corporate trust office of the Registrar duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Registrar duly executed by, the registered owner thereof or his attorney duly authorized in writing, the County shall execute and the Registrar shall authenticate, date and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same maturity and interest rate of authorized denomination or denominations, for a like aggregate principal amount. Any fully registered Bond or Bonds may be exchanged at said office of the Registrar for a like aggregate principal amount of Bond or Bonds of the same maturity and interest rate of other authorized denominations. The execution by the County of any fully registered Bond shall constitute full and due authorization of such Bond, and the Registrar shall thereby be authorized to authenticate, date and deliver such Bond; *provided, however*, that the principal amount of the outstanding Bonds authenticated by the Registrar shall never exceed the authorized principal amount of the Bonds, less previous retirements.

The Registrar may, but shall not be required to, transfer or exchange any Bond during the period of fifteen (15) days next preceding any interest payment date on such Bond, nor to transfer or exchange any Bond after notice calling such Bond for redemption prior to maturity has been mailed nor during the period of fifteen (15) days next preceding mailing of a notice of redemption of any 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 the principal of, premium (if any) or interest on any Bond shall be made only to or upon the order of the registered owner thereof or his legal representative. 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.

No service charge shall be made for any transfer or exchange of Bonds, but the County or the Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds, except in the case of the issuance of a Bond or Bonds for the unredeemed portion of a Bond surrendered for redemption.

The County and/or the Registrar may enter into an agreement with a securities depository registered under Section 17A of the Securities Exchange Act of 1934, as amended (the "*Securities Depository*"), including without limitation The Depository Trust Company, which is the record owner of the Bonds, to establish procedures with respect to Bonds owned by such Securities Depository. Such agreement may impose additional requirements on the Registrar with respect to the Bonds.

Section 6. Prior Redemption. The Bonds maturing on and after October 1, 2018, shall be subject to redemption prior to maturity at the option of the County as a whole, or in part in such order of maturity as the County may determine (less than all of the Bonds of a single maturity to be selected by the Registrar as hereinafter provided), on October 1, 2017, and on any

date thereafter, at a redemption price of 100% of the principal amount thereof being redeemed plus accrued interest to the date fixed for redemption.

The Bonds shall be redeemed only in the principal amount of \$5,000 each and integral multiples thereof. At least forty-five (45) days prior to the date fixed for any optional redemption (unless a shorter notice shall be satisfactory to the Registrar), the County shall notify the Registrar of such date fixed for redemption and of the principal amount of Bonds to be redeemed. For purposes of any redemption of less than all of the outstanding Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by the Registrar from the outstanding Bonds of such maturity then outstanding by such method as the Registrar shall deem fair and appropriate, and which may provide for the selection for redemption of Bonds or portions of Bonds in principal amounts of \$5,000 and integral multiples thereof.

The Registrar shall promptly notify the County in writing of the Bonds or portions of Bonds selected for redemption prior to maturity and, in the case of any Bond selected for partial redemption, the principal amount thereof to be redeemed.

Section 7. Redemption Procedure. Unless waived by any registered owner of Bonds (or portions thereof) to be redeemed, notice of the call for any such redemption prior to maturity shall be given by the Registrar on behalf of the County by mailing the redemption notice by registered or certified mail, postage prepaid, not less than thirty (30) days prior to the date fixed for redemption to the registered owner of the Bond or Bonds to be so redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Registrar. Failure to give such notice by mailing to any owner of any Bond, or any defect therein, shall not affect the validity of any proceedings for the redemption of any other Bonds.

All notices of redemption shall state:

- (1) the date fixed for redemption,
- (2) the redemption price,
- (3) if less than all outstanding Bonds are to be redeemed, the identification, including CUSIP numbers (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,
- (4) that on the date fixed for redemption the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date, and
- (5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal corporate trust office of the Registrar.

Prior to any date fixed for redemption, the County shall deposit with the Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds which are to be redeemed on that date. With respect to an optional redemption of the Bonds, unless moneys sufficient to pay the principal of and interest on the Bonds to be redeemed shall have been received by the Registrar prior to the giving of such notice of redemption, such notice may, at the option of the County, state that said redemption shall be conditional upon the receipt of such moneys by the Registrar on or prior to the date fixed for redemption. If such moneys are not received, such notice shall be of no force and effect, the County shall not redeem the Bonds or portion thereof and the Registrar shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not so received and that the Bonds or portion thereof will not be redeemed.

Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the date fixed for redemption, become due and payable at the redemption price therein specified, and from and after such date (unless the County shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at the redemption price. Installments of interest due on or prior to the date fixed for redemption shall be payable as herein provided for the payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be cancelled and destroyed by the Registrar, and shall not be reissued.

In addition to the redemption notice required above, further notice of redemption (the "*Additional Redemption Notice*") shall be given by the Registrar as set forth below, but no defect in the Additional Redemption Notice nor any failure to give all or any portion of the Additional Redemption Notice shall in any manner affect the effectiveness of a call for redemption if notice thereof is given as prescribed above.

Each Additional Redemption Notice given hereunder shall contain the information required above, plus (i) the date such notice required above has been or will be mailed; (ii) the date of issuance of the Bonds being redeemed, as originally issued; (iii) the maturity date of each Bond (or portion thereof) to be redeemed; and (iv) any other descriptive information needed to identify accurately the Bonds being redeemed prior to maturity.

Each Additional Redemption Notice shall be sent at least thirty (30) days before the date fixed for redemption by legible facsimile transmission, registered or certified mail (postage prepaid) or overnight delivery service to The Depository Trust Company of New York, New York, and to at least two (2) national information services that disseminate notices of redemption of obligations such as the Bonds.

Section 8. Form of Bonds. The Bonds, the certificate of authentication to be endorsed thereon and the form of assignment to be endorsed thereon are all to be in substantially the following forms with necessary and appropriate variations, omissions and insertions as permitted or required by this Resolution:

(Form of Bond—Front Side)

No. R- _____

\$ _____

UNITED STATES OF AMERICA

STATE OF WISCONSIN

COUNTY OF LA CROSSE

GENERAL OBLIGATION

LAW ENFORCEMENT CENTER BOND, SERIES 2009-A

See Reverse Side for
Additional Provisions

RATE OF INTEREST	MATURITY DATE	DATED DATE	CUSIP NUMBER
_____ %	October 1, _____	March 1, 2009	_____

Registered Owner:

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS: That the County of La Crosse in the State of Wisconsin (the "County"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner hereinabove identified, or registered assigns as hereinafter provided, on the Maturity Date hereinabove identified, the Principal Amount hereinabove identified and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on such Principal Amount from the Dated Date hereinabove identified or from the most recent interest payment date to which interest has been paid at the Rate of Interest per annum hereinabove identified on April 1 and October 1 of each year, commencing on October 1, 2009, until said Principal Amount is paid, except as the provisions hereinafter set forth with respect to redemption prior to maturity may be and become applicable to this Bond.

The principal of this Bond is payable in lawful money of the United States of America only upon presentation and surrender of this Bond at the principal corporate trust office of Wells Fargo Bank, National Association, in Minneapolis, Minnesota, as registrar and paying agent (the "Registrar"). Payment of each installment of interest hereon shall be made to the Registered Owner hereof who shall appear on the registration books of the County maintained by the Registrar at the close of business on the fifteenth day of the calendar month next preceding the applicable interest payment date, and shall be paid by check or draft of the Registrar mailed to

such Registered Owner at his address as it appears on such registration books or at such other address as may be furnished in writing by such Registered Owner to the Registrar.

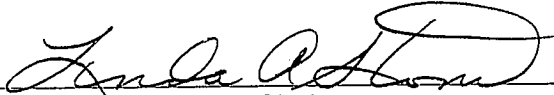
Reference is hereby made to the further provisions of this Bond set forth on the reverse side hereof, and such further provisions shall for all purposes have the same effect as if set forth on the front side of this Bond

It is hereby certified, recited and declared that all acts, conditions and things required to be done, exist, happen and be performed precedent to and in the issuance of this Bond have been done, have existed, have happened and have been performed in due time, form and manner as required by the Constitution and the laws of the State of Wisconsin; that this Bond, together with all other indebtedness of the County, does not exceed any limitation prescribed by law; and that the County has levied a direct annual irrevocable tax sufficient to pay the interest hereon when it falls due and also to pay and discharge the principal hereof at maturity.

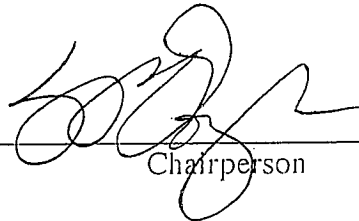
The full faith, credit and resources of the County are hereby pledged for the payment of the principal of and interest on this Bond and the issue of which it is a part as the same respectively become due and for the levy and collection of sufficient taxes for that purpose.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the Registrar.

IN WITNESS WHEREOF, the County of La Crosse, Wisconsin, by its County Board of Supervisors, has caused this Bond to be executed with the duly authorized manual or facsimile signature of its Chairperson and with the duly authorized manual or facsimile signature of its County Clerk, and its official seal or a facsimile thereof to be impressed or reproduced hereon, as of the Dated Date hereinabove identified.



County Clerk



Chairperson

[SEAL]

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Resolution, and is one of the General Obligation Law Enforcement Center Bonds, Series 2009-A, of the County of La Crosse, Wisconsin.

Date of Authentication: 3-5-09

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Bond Registrar

By Debra A. McKenney, VP
Authorized Officer

[Form of Bond - Reverse Side]

This Bond is one of an authorized issue of General Obligation Law Enforcement Center Bonds, Series 2009-A, aggregating the principal amount of \$19,500,000 (the "Bonds") issued for the public purpose of constructing a building addition and improvements to the law enforcement center of the County, pursuant to and in all respects in compliance with Chapter 67, *Wisconsin Statutes*, as supplemented and amended and a resolution adopted by the County Board of Supervisors of the County on February 9, 2009 (the "Resolution").

Bonds of the issue of which this Bond is one maturing on and after October 1, 2018, are subject to redemption prior to maturity at the option of the County as a whole, or in part in integral multiples of \$5,000 in such order of their maturity as the County may designate (less than all of the Bonds of a single maturity to be selected by the Bond Registrar in such manner as it shall deem fair and appropriate) on October 1, 2017, and on any date thereafter, at a redemption price equal to 100% of the principal amount thereof being redeemed plus accrued interest to the date fixed for redemption.

Notice of any intended redemption shall be sent by registered or certified mail, postage prepaid, not less than thirty (30) days prior to the date fixed for redemption to the registered owner of each Bond to be redeemed (in whole or in part) at the address shown on the registration books of the County maintained by the Registrar or at such other address as is furnished in writing by such registered owner to the Registrar. Such notice of redemption may be conditional as provided in the authorizing resolution. When so called for redemption, this Bond, or the portion hereof being so called for redemption, will cease to bear interest on the specified redemption date, provided funds for redemption are on deposit at the place of payment on that date, and shall not be deemed to be outstanding.

This Bond is transferable by the Registered Owner hereof in person or by his attorney duly authorized in writing at the principal corporate trust office of the Registrar in Minneapolis, Minnesota, but only in the manner, subject to the limitations and upon payment of the charges provided in the authorizing resolution, and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds of the same maturity and interest rate of authorized denomination or denominations and for a like aggregate principal amount will be issued to the transferee in exchange for this Bond.

The Bonds are issuable in fully registered form in denominations of \$5,000 each and integral multiples thereof. This Bond may be exchanged at the principal corporate trust office of the Registrar for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations, upon the terms set forth in the authorizing resolution.

The County and the Registrar may deem and treat the registered owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes and neither the County nor the Registrar shall be affected by any notice to the contrary.

* * *

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	—	as tenants in common	UNIF GIFT/TRANS MIN ACT- Custodian
TEN ENT	—	as tenants by the entirety	(Cust) (Minor)
JT TEN	—	as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts/Transfers to Minors Act (State)

Additional abbreviations may also be used though not listed above.

ASSIGNMENT

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

(Name and Address of Assignee)

the within Bond, and does hereby irrevocably constitute and appoint _____, or its successor as Registrar, to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this Assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Signature guaranteed: _____

NOTICE: Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the bond registrar, which requirements include membership or participation in STAMP or such other "signature guarantee program" as may be determined by the bond registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Section 9. Sale of Bonds. The sale of the Bonds to Hutchinson, Shockey, Erley & Company of Chicago, Illinois, and associates, at the price of \$19,975,730.60 plus accrued interest to the date of delivery, is hereby confirmed. The County Treasurer of the County is hereby authorized to deliver the Bonds to said purchasers upon payment of the purchase price.

Section 10. Tax Levy. In order to provide for the collection of a direct annual tax sufficient to pay the interest on the Bonds and to pay and discharge the principal thereof at maturity, there is hereby levied upon all the taxable property in the County of La Crosse, Wisconsin, a direct annual tax in amounts sufficient for that purpose, and there is hereby levied upon all taxable property in the County the following direct annual tax in each of the years and amounts, to-wit:

YEAR	AMOUNT
2009	\$ 683,962.50
2010	1,498,962.50
2011	1,502,662.50
2012	1,500,962.50
2013	1,499,712.50
2014	1,502,962.50
2015	1,503,350.00
2016	1,505,750.00
2017	1,507,250.00
2018	12,880,400.00

In each of said years from 2009 to 2018, inclusive, the direct annual tax above levied shall be extended upon the tax rolls of the County in the same manner and time as taxes for general County purposes, and when collected the proceeds of said taxes shall be deposited into the account of the debt service fund established in favor of the Bonds, to be used solely for paying the principal of and interest on the Bonds as long as any of the Bonds remain outstanding.

Section 11. Sufficiency. Interest or principal maturing at any time during the life of the Bonds when there shall be insufficient funds on hand from the above tax levy to pay the same shall be paid promptly when due from the general fund of the County, and said fund shall be reimbursed in a like amount out of the proceeds of taxes hereby levied when the same shall have been collected.

Section 12. Debt Service Fund. There has been ordered to be established in the County Treasury a fund separate and distinct from all other funds of the County to be designated the "Debt Service Fund," which fund shall be used solely for the purpose of paying principal of, premium, if any, and interest on municipal obligations issued pursuant to Chapter 67, *Wisconsin Statutes*, as supplemented and amended. There is hereby created, and there shall be deposited in, an account known as the "Series 2009-A General Obligation Law Enforcement Center Bond Account," to be held as a part of the Debt Service Fund, all money raised by taxation pursuant to Section 10 hereof, and such other sums as may be necessary to pay interest on the Bonds when the same shall become due and to retire the Bonds at their respective maturity dates.

Section 13. Use of Proceeds; No Arbitrage; Bonds to Remain in Registered Form; Reimbursement. The principal proceeds of the Bonds shall be deposited in a special fund, and used solely for the purposes for which the Bonds are hereby authorized. The principal proceeds from the sale of the Bonds shall be used only to pay the costs of the public projects aforesaid, and the Governing Body hereby covenants and agrees that said principal proceeds shall be devoted to and used with due diligence for such purposes.

The County recognizes that the purchasers and owners of the Bonds will have accepted them on, and paid therefor a price which reflects, the understanding that interest thereon is excludible from Federal gross income of the owners thereof under laws in force at the time the

Bonds shall have been delivered. In this connection, the County agrees that it shall take no action which may render the interest on any of the Bonds includible in Federal gross income of the owners thereof. The County agrees that, to the extent possible under state law, it will comply with whatever Federal law is adopted in the future which applies to the Bonds and affects the tax-exempt status of the interest on the Bonds.

The Chairperson, the County Clerk, the Finance Director and the County Treasurer of the County, or any of them, are hereby authorized to execute on behalf of the County a Tax Exemption Certificate and Agreement to assure the purchasers and owners of the Bonds that the proceeds of the Bonds are not expected to be used in a manner which would or might result in the Bonds being "reimbursement bonds" issued in contravention of Section 1.103-18 of the United States Treasury Department Regulations (the "*Regulations*") or "arbitrage bonds" under Section 148 of the Code or the Regulations currently in effect or proposed. Such Tax Exemption Certificate and Agreement shall constitute a representation, certification and covenant of the County, and shall be incorporated herein by reference, and no investment of Bond proceeds or of moneys accumulated to pay the Bonds herein authorized shall be made in violation of the expectations prescribed by said Tax Exemption Certificate and Agreement. Such Tax Exemption Certificate and Agreement shall constitute an agreement of the County to follow certain covenants which may require the County to take certain actions (including the payment of certain amounts to the United States Treasury) or which may prohibit certain actions (including the establishment of certain funds) under certain conditions as specified in such Tax Exemption Certificate and Agreement.

The County further recognizes that Section 149(a) of the Code requires the Bonds to be issued and to remain in fully registered form in order that the interest thereon is excludible from Federal gross income of the owners thereof under laws in force at the time the Bonds are delivered. In this connection, the County agrees that it will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 14. Duties of Registrar. If requested by the Registrar, the Chairperson of the County is hereby authorized to execute, and the County Clerk of the County is hereby authorized to attest, and said Chairperson and County Clerk are hereby authorized to deliver, the Registrar's standard form of agreement between the County and the Registrar with respect to the obligations and duties of the Registrar hereunder which shall include the following:

- (a) to act as Registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (b) to give notice of redemption of the Bonds as provided herein;
- (c) to cancel and destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer;
- (d) to furnish the County at least annually a certificate of destruction with respect to Bonds cancelled and destroyed; and

(e) to furnish the County at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds.

Section 15. Continuing Disclosure Undertaking. The Chairperson or the Finance Director of the County is hereby authorized, empowered and directed to execute and deliver the Continuing Disclosure Undertaking with respect to the Bonds (the "*Continuing Disclosure Undertaking*") in substantially the form as the individual executing the Continuing Disclosure Undertaking on behalf of the County shall approve, his execution to constitute conclusive evidence of his approval of the form of such Continuing Disclosure Undertaking. When the Continuing Disclosure Undertaking is executed and delivered on behalf of the County as herein provided, the Continuing Disclosure Undertaking will be binding on the County and the officers, employees and agents of the County, and the officers, employees and agents of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Undertaking, as executed. Copies of the Continuing Disclosure Undertaking shall be placed in the official records of the County, and shall be available for public inspection at the offices of the County. Notwithstanding any other provision of this Resolution to the contrary, the sole remedies for failure to comply with the Continuing Disclosure Undertaking shall be the ability of any beneficial owner of any Bond to seek mandamus or specific performance by court order, to cause the County to comply with its obligations under the Continuing Disclosure Undertaking.

Section 16. Other Documents. The Chairperson, the County Clerk, the County Treasurer, the Finance Director and all other officers of the County are hereby authorized to execute all documents and certificates necessary in connection with the authorization and delivery of the Bonds, including without limitation an official statement describing the Bonds and the County.

Section 17. Prior Action. The action of the Finance Director of the County in causing the notice of the sale of the Bonds to be published is hereby in all respects ratified and confirmed.

Section 18. Severability. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability or such section, paragraph or provision shall not affect any of the remaining sections, paragraphs and provisions of this Resolution.

Section 19. Conflicting Proceedings Superseded. All ordinances, resolutions or orders, or parts thereof, heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, shall be and in the same are hereby superseded to the extent of such conflict, and this Resolution shall be in effect from and after its passage.

Adopted February 9, 2009.

Approved February 9, 2009.

Recorded February 9, 2009.

/s/ Steven P. Doyle
Chairperson

ATTEST:

/s/ Linda A. Stone
County Clerk

* * * * *
(Other Business)

There being no further business to come before the County Board of Supervisors, it was moved, seconded and unanimously carried that the County Board of Supervisors adjourn.

/s/ Steven P. Doyle
Chairperson

Attest:

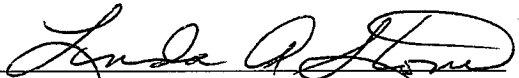
/s/ Linda A. Stone
County Clerk

STATE OF WISCONSIN)
) SS.
COUNTY OF LA CROSSE)

I, Linda A. Stone, hereby certify that I am the duly qualified and acting County Clerk of the County of La Crosse, Wisconsin, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the County Board of Supervisors of said County held on February 9, 2009; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to the \$19,500,000 aggregate principal amount of General Obligation Law Enforcement Center Bonds, Series 2009-A, of said County, dated March 1, 2009.

I further certify that a true and correct statement of every step or proceeding had or taken to date in connection with the authorization of said Bonds has been recorded by me in a separate record book pursuant to the provisions of Section 67.05(12), *Wisconsin Statutes*, as supplemented and amended

WITNESS my official signature and the official seal of said County this 11th day of February, 2009.


County Clerk

(SEAL)