

Kenosha



County

BOARD OF SUPERVISORS

RESOLUTION NO. 2020-____

Subject: A Resolution Authorizing and Providing for the Sale and Issuance of \$11,870,000 General Obligation Refunding Bonds, Series 2020B, and All Related Details			
Original <input checked="" type="checkbox"/>	Corrected <input type="checkbox"/>	2nd Correction <input type="checkbox"/>	Resubmitted <input type="checkbox"/>
Date Submitted: April 21, 2020		Date Resubmitted:	
Submitted By: Finance/Administration Committee			
County Board Meeting Date: April 21, 2020			
Fiscal Note Attached <input type="checkbox"/>		Legal Note Attached <input type="checkbox"/>	
Prepared By: Foley & Lardner LLP		Signature:	

**COUNTY BOARD OF SUPERVISORS
OF
KENOSHA COUNTY, WISCONSIN**

April 21, 2020

Resolution No.: 2020-_____

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$11,870,000 General Obligation Refunding Bonds, Series 2020B,
and All Related Details**

RECITALS

The County Board of Supervisors (the “**Governing Body**”) of Kenosha County, Wisconsin (the “**County**”) makes the following findings and determinations:

1. The County is currently in need of funds to finance the current refunding of the 2021 and after maturities of the County’s (i) \$10,030,000 General Obligation Promissory Notes, Series 2011A, dated August 9, 2011, (ii) \$2,805,000 General Obligation County Building Bonds, Series 2012A, dated July 11, 2012, (iii) \$15,750,000 General Obligation Promissory Notes, Series 2012B, dated July 11, 2012, and (iv) \$9,765,000 General Obligation Promissory Notes, Series 2013A, dated September 10, 2013 (collectively, the “**Refunding**”).

2. On April 8, 2020, the Governing Body adopted an initial resolution authorizing the issuance of general obligation refunding bonds of the Issuer in the principal amount not to exceed \$12,125,000 for the purpose of the Refunding (the “**Initial Resolution**”).

3. The Initial Resolution was (i) adopted by an affirmative vote of at least three-fourths of the members-elect (as defined in Section 59.001 (2m) of the Wisconsin Statutes) of the Governing Body in accordance with Section 67.045(1)(f) of the Wisconsin Statutes, and (ii) approved and signed by the County Executive in accordance with Section 59.17(6) of the Wisconsin Statutes.

4. The Governing Body deems it in the best interests of the County that the funds needed be borrowed in the amount stated above and for the purpose of the Refunding, pursuant to the provisions of Chapter 67 of the Wisconsin Statutes, and upon the terms and conditions set forth below.

5. The Clerk of the County caused notice of the sale (the “**Notice to Bidders**”) of the Kenosha County, Wisconsin General Obligation Refunding Bonds, Series 2020B (the “**Obligations**”) to be given to media typically monitored by potential bidders in the manner and form directed by the Initial Resolution. The Notice to Bidders is made of record in these proceedings, and the Governing Body ratifies the Notice to Bidders.

6. In accordance with the Notice to Bidders and the bidding terms that were included in the document that was used for offering the Obligations for sale by competitive bid

(the “**Notice of Sale**”), written bids for the sale of the Obligations were received and delivered to the Governing Body.

7. The Governing Body has considered all the bids it received. The Governing Body has decided to accept the bid of Hilltop Securities Inc. (the “**Purchaser**”), or a group that it represents, to purchase the Obligations specified in the Purchaser’s bid. The Purchaser bid the price of \$12,330,154.60 for the entire issue of Obligations (the “**Purchase Price**”), plus any accrued interest, and specified that the Obligations maturing on June 1 in the years shown below will bear interest at the respective interest rates shown below:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2021	\$5,175,000	2.00%
2022	3,555,000	3.00
2023	1,620,000	4.00
2024	130,000	4.00
2025	140,000	4.00
2026	150,000	4.00
2027	160,000	4.00
2028	170,000	3.00
2029	180,000	3.00
2030	190,000	2.00
2031	200,000	3.00
2032	200,000	3.00

8. The Purchaser’s bid complies with all terms of the Notice to Bidders and the Notice of Sale.

9. The County has taken all actions required by law and has the power to sell and issue the Obligations.

10. The Governing Body is adopting this resolution to sell the Obligations and provide for their issuance upon the terms and conditions set forth in this resolution.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Definitions.

In addition to the terms defined in the recitals to this resolution, the following capitalized terms have the meanings given in this section, unless the context clearly requires another meaning.

“**Book-Entry System**” means a system in which no physical distribution of certificates representing ownership of the Obligations is made to the owners of the Obligations

but instead all outstanding Obligations are registered in the name of a securities depository appointed by the County, or in the name of such depository's nominee, and the depository and its participants record beneficial ownership and effect transfers of the Obligations electronically.

"Code" means the Internal Revenue Code of 1986, as amended.

"Continuing Disclosure Agreement" means the Continuing Disclosure Agreement, dated as of the Original Issue Date, to be executed by the County and delivered on the closing date of the Obligations.

"County" means Kenosha County, Wisconsin.

"Debt Service Fund" means the fund created by the County pursuant to Section 67.11 of the Wisconsin Statutes to provide for the payment of debt service on its general obligations.

"Debt Service Fund Account" has the meaning given in Section 18 hereof.

"Depository" means DTC or any successor appointed by the County and acting as securities depository for the Obligations.

"DTC" means The Depository Trust Company.

"Financial Officer" means the Treasurer.

"Fiscal Agent" means Bond Trust Services Corporation, or any successor fiscal agent appointed by the County to act as authentication agent, paying agent, and registrar for the Obligations pursuant to Section 67.10 (2) of the Wisconsin Statutes.

"Governing Body" means the County Board of Supervisors.

"Initial Resolution" has the meaning given in the recitals to this resolution.

"Municipal Officers" means the County Board Chairperson and the County Clerk. These are the officers required by law to execute general obligations on the County's behalf.

"Notice of Sale" has the meaning set forth in the recitals to this resolution.

"Obligations" means the \$11,870,000 Kenosha County, Wisconsin General Obligation Refunding Bonds, Series 2020B, which will be issued pursuant to this resolution.

"Original Issue Date" means May 7, 2020.

"Prior Bonds" means the 2011A Notes, the 2012A Bonds, the 2012B Notes, and the 2013A Notes.

"Purchase Agreement" means the purchase agreement, which may be a bid form, signed and presented by the Purchaser to evidence the purchase of the Obligations.

“Purchase Price” has the meaning given in the recitals to this resolution.

“Purchaser” has the meaning given in the recitals to this resolution.

“Record Date” means the 15th day (whether or not a business day) of the calendar month just before a regularly scheduled interest payment date for the Obligations.

“Recording Officer” means the County Clerk.

“Redemption Date” means (i) June 1, 2020 for the 2011A Refunded Notes, the 2020 maturity of the 2011A Notes, the 2012A Refunded Bonds, and the 2012B Refunded Notes, and (ii) August 1, 2020 for the 2013A Refunded Notes.

“Refunded Bonds” means collectively, the 2011A Refunded Notes, the 2012A Refunded Bonds, the 2012B Refunded Notes, and the 2013A Refunded Notes.

“Refunding” means the current refunding of the Refunded Bonds.

“Register” means the register maintained by the Fiscal Agent at its designated office, in which the Fiscal Agent records:

- (i) The name and address of the owner of each Obligation.
- (ii) All transfers of each Obligation.

“Treasurer” means the County Treasurer.

“2011A Notes” means the County’s \$10,030,000 General Obligation Promissory Notes, Series 2011A, dated August 9, 2011.

“2011A Refunded Notes” means the 2021 maturity of the 2011A Notes.

“2012A Bonds” means the County’s \$2,805,000 General Obligation County Building Bonds, Series 2012A, dated July 11, 2012.

“2012A Refunded Bonds” means the 2021 through and including 2032 maturities of the 2012A Bonds.

“2012B Notes” means the County’s \$15,750,000 General Obligation Promissory Notes, Series 2012B, dated July 11, 2012.

“2012B Refunded Notes” means the 2021 and 2022 maturities of the 2012B Notes.

“2013A Notes” means the County’s \$9,765,000 General Obligation Promissory Notes, Series 2013A, dated December 10, 2013.

“2013A Refunded Notes” means the 2021 through and including 2023 maturities of the 2013A Notes.

Section 2. Exhibits.

The attached exhibits are also a part of this resolution as though they were fully written out in this resolution:

- (i) *Exhibit A* — Form of Obligation.
- (ii) *Exhibit B* — Notice to Electors of Sale.

Section 3. Purposes of Borrowing; Issuance of Obligations.

The Governing Body authorizes the Obligations and orders that they be prepared, executed, and issued. The Obligations will be fully registered, negotiable, general obligation refunding bonds of the County in the principal amount of \$11,870,000. The Obligations will be issued pursuant to the Initial Resolution and the provisions of Chapter 67 of the Wisconsin Statutes to pay the costs of the Refunding and certain expenses of issuing the Obligations (including printing costs and fees for financial consultants, bond counsel, fiscal agent, rating agencies, insurance, and registration, as applicable).

Section 4. Terms of Obligations.

The Obligations will be named “Kenosha County, Wisconsin General Obligation Refunding Bonds, Series 2020B.” The Obligations will be dated the Original Issue Date, even if they are actually issued or executed on another date. Each Obligation will also be dated the date on which it is authenticated by the Fiscal Agent. That date is its registration date.

The face amount of each Obligation will be \$5,000 or any multiple thereof up to the principal amount authorized for that maturity.

The Obligations will bear interest from the Original Issue Date. Interest will be payable semiannually on each June 1 and December 1, beginning on December 1, 2020, until the principal of the Obligations has been paid. Interest on each Obligation will be (i) computed on the basis of a 360-day year of twelve 30-day months and (ii) payable to the person in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date. The Obligations will be numbered consecutively as may be required to comply with any applicable rules or customs or as determined by the Municipal Officers executing the Obligations. The County and the Fiscal Agent may treat the entity or person in whose name any Obligation is registered on the Register as the absolute owner of the Obligations for all purposes whatsoever under this resolution. The following table shows when the Obligations will mature and the rate of interest each maturity will bear:

<u>Maturity Date</u> <u>(June 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2021	\$5,175,000	2.00%
2022	3,555,000	3.00
2023	1,620,000	4.00
2024	130,000	4.00
2025	140,000	4.00
2026	150,000	4.00
2027	160,000	4.00
2028	170,000	3.00
2029	180,000	3.00
2030	190,000	2.00
2031	200,000	3.00
2032	200,000	3.00

To comply with statutory limitations on maximum maturity, the County specifies that the Obligations are being issued to first pay and discharge the original debts represented by the Refunded Bonds in the order in which such original debts were incurred. This means that the original debt represented by the Prior Bonds will be repaid within twenty years of the original issue date of such debt.

The principal of, and interest on, the Obligations will be payable in lawful money of the United States of America.

Section 5. Refunding of Refunded Bonds.

To provide for the redemption of the Refunded Bonds and the 2020 maturity of the 2011A Notes on the respective Redemption Dates, the Financial Officer is directed to transfer proceeds of the Obligations to the respective debt service fund accounts for the Prior Bonds. The transfers shall be made on or prior to the respective Redemption Dates. The amounts transferred shall be sufficient, together with all other funds then on deposit in such respective debt service fund accounts, to pay the redemption price of the related Refunded Bonds on the respective Redemption Date.

Section 6. Redemption of Refunded Bonds.

Subject to the delivery of the Obligations and the receipt of the Purchase Price for the Obligations from the Purchaser, the County irrevocably directs that the principal amount of the Refunded Bonds and the 2020 maturity of the 2011A Notes be redeemed and paid in full in advance of their stated maturity dates on the applicable Redemption Dates. The appropriate officers of the County are directed to instruct the fiscal agent for each of the Prior Bonds to take all actions required to call the Refunded Bonds and the 2020 maturity of the 2011A Notes for redemption on the applicable Redemption Dates, including giving notice in the manner required by the governing documents for each of the Prior Bonds. The County ratifies and approves any

action that has been taken prior to the date of this resolution in connection with the Refunding and the redemption of the Refunded Bonds and the 2020 maturity of the 2011A Notes.

Section 7. Fiscal Agent.

The County appoints the Fiscal Agent to act as authentication agent, paying agent, and registrar for the Obligations. The appropriate officers of the Issuer are directed to enter into a fiscal agency agreement with the Fiscal Agent on behalf of the Issuer. The fiscal agency agreement may provide for the Issuer to pay the reasonable and customary charges of the Fiscal Agent for those services. The fiscal agency agreement must require the Fiscal Agent to comply with all applicable federal and state regulations. Among other things, the Fiscal Agent shall maintain the Register.

Section 8. Appointment of Depository.

The County appoints DTC to act as securities depository for the Obligations. An authorized representative of the County has previously executed a blanket issuer letter of representations with DTC on the County's behalf, and the County ratifies and approves that document.

Section 9. Book-Entry System.

On the date of their initial delivery, the Obligations will be registered in the name of DTC or its nominee and maintained in a Book-Entry System. If the County's relationship with DTC is terminated, then the County may appoint another securities depository to maintain the Book-Entry System.

If on any date the Obligations are *not* being maintained in a Book-Entry System, then the County will do the following:

- (i) At its expense, the County will prepare, authenticate, and deliver to the beneficial owners of the Obligations fully-registered, certificated Obligations in the denomination of \$5,000 or any multiple thereof in the aggregate principal amount then outstanding. The beneficial owners will be those shown on the records of the Depository and its direct and indirect participants.
- (ii) The County will appoint a fiscal agent to act as authentication agent, paying agent, and registrar for the Obligations under Section 67.10 (2) of the Wisconsin Statutes (the Fiscal Agent may be reappointed in this capacity).

Section 10. Redemption.

The Obligations maturing on and after June 1, 2028 are subject to redemption before their stated maturity dates, at the County's option, in whole or in part, in the order of maturity selected by the County, on June 1, 2027 and on any date thereafter. The redemption price will be 100% of the principal amount redeemed, plus accrued interest to the redemption

date, and no premium will be paid. If payment of an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Obligations will be redeemed in \$5,000 multiples in accordance with Sections 11 and 12 hereof.

Section 11. Manner of Payment/Transfers/Redemption Notices Under Book-Entry System.

So long as the Obligations are being maintained in a Book-Entry System, the following provisions apply:

Payment. The Fiscal Agent is directed to pay the principal of, and interest on, the Obligations by wire transfer to the Depository or its nominee in accordance with the Depository's rules that are then in effect.

Transfers. The Obligations are transferable only upon the Register and only if the Depository ceases to act as securities depository for the Obligations and the County appoints a successor securities depository. If that happens, then upon the surrender of the Obligations to the Fiscal Agent, the County will issue new fully registered Obligations in the same aggregate principal amounts to the successor securities depository, and the Obligations will be recorded as transferred to the successor securities depository in the Register.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Depository and its direct and indirect participants will randomly select the beneficial owners of the Obligations to be redeemed. If an Obligation has been called for redemption but less than all the principal amount thereof is redeemed, then on or after the redemption date, upon surrender of the Obligation to the Fiscal Agent, the County will issue a new Obligation in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Obligations will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of redemption may be revoked by sending notice to the Depository, in the manner required by the Depository, not less than 15 days prior to the proposed redemption date.

Section 12. Manner of Payment/Transfers/Redemption Notices Not Under Book-Entry System.

If on any date the Obligations are *not* being maintained in a Book-Entry System, then the following provisions apply:

Payment. The Fiscal Agent will pay the principal of each Obligation upon its presentation and surrender on or after its maturity or earlier redemption date at the designated

office of the Fiscal Agent, and the Fiscal Agent will pay, on each interest payment date, the interest on each Obligation by wire or other electronic transfer or by check of the Fiscal Agent sent by first class mail to the person in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date.

Transfers. Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The County will issue one or more new fully registered Obligations in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the County or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar day period before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after the Obligation has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the County or the Fiscal Agent will randomly select the Obligations to be redeemed. If an Obligation has been called for redemption but less than the entire principal amount thereof is redeemed, then on or after the redemption date, upon surrender of the Obligation to the Fiscal Agent, the Municipality will issue a new Obligation in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Obligations shall be sent by first class mail, not less than 30, and not more than 60, days before the redemption date to the registered owners of the Obligations to be redeemed at the addresses set forth in the Register. A notice of redemption may be revoked by sending a notice, by first class mail, not less than 15 days prior to the proposed redemption date to the registered owners of the Obligations which have been called for redemption.

Section 13. Form of Obligations.

The Obligations shall be in substantially the form shown in Exhibit A. Omissions, insertions, or variations are permitted if they are deemed necessary or desirable and are consistent with this resolution or any supplemental resolution. The County may cause the approving opinion of bond counsel to be printed or reproduced on the Obligations.

Section 14. Execution of Obligations.

The Obligations shall be signed by the persons who are the Municipal Officers on the date on which the Obligations are signed. The Obligations shall be sealed with the County's corporate seal (or a facsimile), if the County has one, and they shall also be authenticated by the manual signature of an authorized representative of the Fiscal Agent.

The Obligations will be valid and binding even if before they are delivered any person whose signature appears on the Obligations is no longer living or is no longer the person authorized to sign the Obligations. In that event, the Obligations will have the same effect as if the person were living or were still the person authorized to sign the Obligations.

A facsimile signature may be used as long as at least one signature of a Municipal Officer is a manual signature or the Fiscal Agent's certificate of authentication has a manual signature. If a facsimile signature is used, then it will be treated as the officer's own signature.

Section 15. Continuing Disclosure.

The appropriate officers of the County are directed to sign the Continuing Disclosure Agreement, and the County agrees to comply with all its terms.

Section 16. Sale of Obligations.

The County awards the sale of the Obligations to the Purchaser at the Purchase Price, plus any accrued interest from the Original Issue Date to the date of delivery of the Obligations. The County approves and accepts the Purchase Agreement. The Municipal Officers are directed (i) to sign the Purchase Agreement in the County's name and (ii) to take any additional actions needed to complete the sale of the Obligations, including arranging for a specific date, time, and location of closing of the sale.

The Financial Officer is directed to comply with the terms of the Notice of Sale with respect to any good-faith deposit requirements.

The officers of the County are directed to sign the Obligations and to arrange for delivery of the Obligations to the Purchaser through the facilities of DTC in accordance with the Notice of Sale, the Purchase Agreement, and this resolution. The Obligations may be delivered to the Purchaser upon payment by the Purchaser of the Purchase Price, plus any accrued interest, as required by the Notice of Sale.

Unless waived by the Purchaser, the delivery of the Obligations is conditioned upon the County furnishing the following items to the Purchaser:

- (i) The Obligations, together with the written, unqualified approving opinion of the law firm of Foley & Lardner LLP, bond counsel, evidencing the legality of the Obligations and that interest on the Obligations will be excluded from gross income for federal income tax purposes.
- (ii) A transcript of the proceedings relating to the issuance of the Obligations.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Obligations or the right of the County to issue them at the time of their delivery.

Section 17. General Obligation Pledge; Tax Levy.

For the prompt payment of the principal of, and interest on, the Obligations, the County irrevocably pledges its full faith and credit. The County hereby levies upon all taxable property in its territory a direct, annual, and irrepealable tax in an amount sufficient to pay, and for the express purpose of paying, the interest on the Obligations as it falls due and also to pay and discharge the principal of the Obligations on their maturity dates.

This tax shall be carried from year to year into the County's tax roll. It shall be collected in addition to all other taxes and in the same manner and at the same time as all other taxes. The amount of this tax that is carried into the County's tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account available to pay debt service on the Obligations for such year. This tax for each year the levy is made will be in the following amounts:

<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>
2020	\$5,447,700.00
2021	3,722,625.00
2022	1,701,900.00
2023	176,900.00
2024	181,500.00
2025	185,700.00
2026	189,500.00
2027	193,750.00
2028	198,500.00
2029	203,900.00
2030	209,000.00
2031	203,000.00

Taking into account any accrued interest received on the Original Issue Date and any premium paid to the Issuer by the Purchaser in excess of the stated principal amount of the Obligations that has been deposited into the Debt Service Fund Account as provided in Section 18 hereof, the Issuer hereby appropriates from its tax levy made in the year 2019 an amount sufficient to pay the remaining amount, if any, needed pay the interest due on the Obligations on December 1, 2020.

Section 18. Debt Service Fund Account.

The County shall create a separate account within the Debt Service Fund solely for the Obligations (the "**Debt Service Fund Account**"), which shall be maintained and administered as provided in Section 67.11 of the Wisconsin Statutes. The Treasurer is directed to keep the proceeds of the taxes levied under this resolution, when they are collected, in the Debt Service Fund Account. Any accrued interest received on the date of delivery of the Obligations and the premium, if any, paid to the County by the Purchaser in excess of the stated principal amount of the Obligations shall be deposited into the Debt Service Fund Account and

used to pay interest on the Obligations. If the money in the Debt Service Fund Account is insufficient to make a payment of principal of, or interest on, the Obligations on a date on which such a payment is due, then the County will promptly provide the necessary funds to make the payment from other available sources.

Section 19. Borrowed Money Fund.

The sale proceeds of the Obligations (not including any accrued interest or premium received) shall be deposited in and kept by the Treasurer in a separate fund. The fund shall be designated with both the name of the Obligations and the name Borrowed Money Fund (herein referred to as the “**Borrowed Money Fund**”). Money in the Borrowed Money Fund, including any earnings, shall be (a) used to pay the costs of the Refunding and issuing the Obligations, or (b) transferred to the Debt Service Fund Account as provided by law.

Section 20. Official Statement.

The County ratifies and approves the preliminary offering document prepared and distributed in connection with the sale of the Obligations, and the County authorizes and approves the final version of such document (the “**Official Statement**”) to be prepared prior to the issuance of the Obligations; *provided, however*, that the Official Statement shall be substantially in the form submitted to this meeting, with such modifications as the Municipal Officers approve. The Municipal Officers are directed to deliver copies of the Official Statement to the Purchaser and, if the Purchaser requests, execute one or more copies on behalf of the County. Execution and delivery of the Official Statement will conclusively evidence the approval of the Municipal Officers.

Section 21. Publication of Notice.

The Recording Officer is directed to publish notice that the County has agreed to sell the Obligations. The notice shall be published in the County’s official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the execution of the Purchase Agreement. The notice shall be in substantially the form shown in Exhibit B. The Recording Officer shall obtain proof, in affidavit form, of the publication, and shall compare the notice as published with the attached form to make sure that no mistake was made in publication.

Section 22. Authorization of Officers.

The appropriate officers of the County are directed to prepare and furnish the following items to the Purchaser and the attorneys approving the legality of the Obligations:

- (i) Certified copies of proceedings and records of the County relating to the Obligations and to the financial condition and affairs of the County.
- (ii) Other affidavits, certificates, and information that may be required to show the facts about the legality of the Obligations, as such facts appear on the books and records under the officer’s custody or control or as are otherwise known to the officer.

All certified copies, affidavits, certificates, and information furnished for such purpose will be representations of the County as to the facts they present.

Section 23. Tax Law Covenants.

The County covenants that it will comply with all requirements of the Code and the Treasury Regulations promulgated thereunder, that shall be satisfied so that interest on the Obligations will be excluded from gross income for federal income tax purposes.

Section 24. Further Authorization.

The County authorizes its officers, attorneys, and other agents or employees to do all acts required of them to carry out the purposes of this resolution.

Section 25. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, that part of the prior action is hereby rescinded.

Section 26. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution.

Section 27. Effective Date.

This resolution takes effect upon its adoption and approval in the manner provided by law.

* * * * *

Adopted: April 21, 2020

County Board Chairperson

County Clerk

County Executive

EXHIBIT A
FORM OF OBLIGATION

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the County or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

STATE OF WISCONSIN
KENOSHA COUNTY

Registered

No. R-____

\$_____

GENERAL OBLIGATION REFUNDING BOND, SERIES 2020B

<u>Interest</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Original</u> <u>Issue Date</u>	<u>CUSIP</u>
_____%	June 1, 20__	May 7, 2020	489782 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

KENOSHA COUNTY, WISCONSIN (herein called the “**County**”), hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner on the Maturity Date, and to pay interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. Interest is payable semiannually on June 1 and December 1, beginning on December 1, 2020, until the Principal Amount has been paid. Interest is computed on the basis of a 360-day year of twelve 30-day months.

This Obligation is one of a duly authorized issue of bonds (the “**Obligations**”) of the County of an aggregate principal amount of \$11,870,000, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the County pursuant to the provisions of Chapter 67 of the Wisconsin Statutes, and is authorized by (1) initial resolution adopted by the governing body of the County on April 8, 2020, and (2) the resolution duly adopted by the governing body of the County on April 21, 2020, entitled: “A Resolution Authorizing and Providing for the Sale and Issuance of \$11,870,000 General Obligation Refunding Bonds, Series 2020B, and All Related Details” (the “**Resolution**”). The Obligations are issuable only in the form of fully registered bonds.

On the date of their initial delivery, the Obligations will be maintained in a system in which no physical distribution of certificates representing ownership of the Obligations is made to the owners of the Obligations but instead all outstanding Obligations are registered in the name of a securities depository appointed by the County (a “**Depository**”), or in the name of the Depository’s nominee, and the Depository and its participants record beneficial ownership and effect transfers of the Obligations electronically (a “**Book-Entry System**”). So long as the Obligations are maintained in a Book-Entry System, then the principal of, and interest on, this Obligation will be paid by wire transfer to the Depository or its nominee in accordance with the Depository’s rules that are then in effect by Bond Trust Services Corporation, or any successor fiscal agent appointed by the County under Section 67.10 (2) of the Wisconsin Statutes (the “**Fiscal Agent**”), which will act as authentication agent, paying agent, and registrar for the Obligations.

If on any date the Bonds are *not* being maintained in a Book-Entry System, then (i) the principal of this Obligation will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity date or prior redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Obligation will be paid, on each interest payment date, by wire or other electronic transfer or by check of the Fiscal Agent sent by first class mail to the person in whose name this Obligation is registered on the register (the “**Register**”) maintained by the Fiscal Agent at the end of the day on the 15th day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date (the “**Record Date**”). The County and the Fiscal Agent may treat the entity or person in whose name this Obligation is registered on the Register as the absolute owner of this Obligation for all purposes.

The principal of, and interest on, this Obligation is payable in lawful money of the United States of America. For the prompt payment of the principal of and interest on this Obligation, the County has irrevocably pledged its full faith and credit. The County has levied upon all taxable property in its territory a direct, annual, and irrevocable tax sufficient in amount to pay, and for the express purpose of paying, the interest on this Obligation as it falls due and the principal of this Obligation on the Maturity Date.

The Obligations maturing on and after June 1, 2028 are subject to redemption before their stated maturity dates, at the County’s option, in whole or in part, in the order of maturity selected by the County, on June 1, 2027 and on any date thereafter. The redemption price will be 100% of the principal amount redeemed, plus accrued interest to the redemption date, and no premium will be paid. If payment of an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Obligations will be redeemed in \$5,000 multiples as set forth below.

So long as the Obligations are being maintained in a Book-Entry System, the following provisions apply:

Transfers. The Obligations are transferable, only upon the Register and only if the Depository ceases to act as securities depository for the Obligations and the County appoints a successor securities depository. If that happens, then upon the surrender of the Obligations to the Fiscal Agent, the County will issue new fully

registered Obligations in the same aggregate principal amounts to the successor securities depository and the Obligations will be recorded as transferred to the successor securities depository in the Register.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Depository and its direct and indirect participants will randomly select the beneficial owners of the Obligations to be redeemed. If an Obligation has been called for redemption but less than all the principal amount thereof is redeemed, then on or after the redemption date, upon surrender of the Obligation to the Fiscal Agent, the County will issue a new Obligation in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Obligations will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of redemption may be revoked by sending notice to the Depository, in the manner required by the Depository, not less than 15 days prior to the proposed redemption date.

If on any date the Obligations are *not* being maintained in a Book-Entry System, then the following provisions apply:

Transfers. Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The County will issue one or more new fully registered Obligations, in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the County or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar day period before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the County or the Fiscal Agent will randomly select the

Obligations to be redeemed. If an Obligation has been called for redemption but less than the entire principal amount thereof is redeemed, then on or after the redemption date, upon surrender of the Obligation to the Fiscal Agent, the Municipality will issue a new Obligation in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Obligations shall be sent by first class mail, not less than 30, and not more than 60, days before the redemption date to the registered owners of any Obligations to be redeemed. A notice of redemption may be revoked by sending a notice, by first class mail, not less than 15 days prior to the proposed redemption date to the registered owners of the Obligations which have been called for redemption.

The County certifies, recites, and declares that all acts, conditions, and procedures required by law to exist, to have happened, and to be performed, leading up to and in the issuing of this Obligation and of the issue of which it is a part, do exist, have happened, and have been performed in regular and due form, time, and manner as required by law; that the indebtedness of the County, including this Obligation and the issue of which it is a part, does not exceed any limitation, general or special, imposed by law; and that a valid, direct, annual and irrevocable tax has been levied by the County sufficient to pay the interest on this Obligation when it falls due and also to pay and discharge the principal of this Obligation at maturity.

IN WITNESS WHEREOF, the County, by its governing body, has caused this Obligation to be executed in its name and on its behalf by the manual or facsimile signatures of its County Board Chairperson and Clerk and to be sealed with its corporate seal (or a facsimile thereof), if any, all as of the Original Issue Date.

KENOSHA COUNTY, WISCONSIN

By: _____
County Board Chairperson

[SEAL]

And: _____
County Clerk

Certificate of Authentication

Dated: May __, 2020

This Obligation is one of the Obligations
described in the Resolution.

BOND TRUST SERVICES CORPORATION, as Fiscal Agent

By: _____
Authorized Representative

ASSIGNMENT

For value received, the undersigned hereby sells, assigns, and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

--

(Please Print or Type Name and Address of Assignee)

the within-mentioned Obligation and all rights thereunder and does hereby irrevocably constitute and appoint _____ attorney-in-fact, to transfer the same on the books of the registry in the office of the Fiscal Agent, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

NOTICE: Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Fiscal Agent. Those requirements include membership or participation in the Securities Transfer Association Medallion Program (“STAMP”) or such other “signature guarantee program” as may be determined by the Fiscal Agent in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Note: The signature to this assignment must correspond with the name as written on the face of the within Obligation in every particular, without any alteration or change. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation, or anyone in a representative capacity, proof of the person’s authority to act must accompany this Obligation.

EXHIBIT B

NOTICE TO THE ELECTORS OF
KENOSHA COUNTY, WISCONSIN
RELATING TO BOND SALE

On April 21, 2020, pursuant to Chapter 67 of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby Kenosha County, Wisconsin authorized the borrowing of money and entered into a contract to sell general obligation refunding bonds in the principal amount of \$11,870,000. It is anticipated that the closing of this bond financing will be held on or about May 7, 2020. A copy of all proceedings had to date with respect to the authorization and sale of said bonds is on file and may be examined in the office of the County Clerk, at 1010 56th Street, Kenosha, Wisconsin 53140 between the hours of 9:00 a.m. and 4:30 p.m. on weekdays.

This notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this notice.

Publication Date: April ____, 2020

/s/ Regi Bachochin
County Clerk

Subject: A Resolution Authorizing and Providing for the Sale and Issuance of
\$11,870,000 General Obligation Refunding Bonds, Series 2020B,
and All Related Details

Approved by:

FINANCE/ADMINISTRATION COMMITTEE:

<u>Committee Member</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Excused</u>
<hr/> Terry Rose, Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/> Ronald J. Frederick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/> Edward Kubicki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/> John O'Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/> John Poole	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/> Jeffrey Gentz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<hr/> Jeffrey Wamboldt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>