COMMON COUNCIL
OF THE
CITY OF STEVENS POINT, WISCONSIN

March 14, 2011 **Resolution No. _____**

A Resolution Authorizing and Providing for the Sale and Issuance of $5,965,000 General Obligation Community Development Bonds, Series 2011A, and All Related Details

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RECITALS

The Common Council (the "**Governing Body**") of the City of Stevens Point, Wisconsin (the "**Issuer**") makes the following findings and determinations:

1. The Issuer needs funds to provide financial assistance to community development projects under Sections 66.1105 and 66.1331 to 66.1337 of the Wisconsin Statutes, including, but not limited to, financing a grant to the Issuer's Community Development Authority to provide for certain improvements in the Issuer's Tax Incremental District No. 6 (the "**Project**").

2. On December 20, 2010, the Governing Body adopted an initial resolution (the "**Initial Resolution**") under and by virtue of the provisions of Chapter 67 of the Wisconsin Statutes authorizing the issuance of negotiable, general obligation community development bonds in a principal amount not to exceed $5,965,000 to finance the Project.

3. The Initial Resolution was approved by the Mayor of the Issuer and was recorded on December 21, 2010.

4. Subsequent to the adoption of the Initial Resolution, the Governing Body determined, in its discretion, to submit the Initial Resolution to a popular vote (as permitted by Section 67.05 (7)(b) of the Wisconsin Statutes), whether or not a sufficient petition was filed pursuant to Section 67.05 (7)(b) of the Wisconsin Statutes requiring the submission of the Initial Resolution to the electors of the Issuer.

5. The Governing Body determined that the popular vote on the Initial Resolution (the "**Referendum**") should be held in connection with the regularly scheduled municipal election to be held on February 15, 2011.

6. On January 4, 2011, the Governing Body adopted a resolution (the "**Referendum Resolution**"): (i) to designate polling places and election officials for the Referendum, (ii) to authorize the form of ballot and election notices for the Referendum, and (iii) to provide for the publication of the election notices as required by law.

7. On February 15, 2011, a majority of the electors of the Issuer voting at the Referendum approved the Initial Resolution and therefore approved the purpose and amount of the borrowing authorized by the Initial Resolution.

8. The Governing Body now wishes to borrow the funds needed for the Project, pursuant to Chapter 67 of the Wisconsin Statutes and the authority granted by virtue of the approval of the Initial Resolution at the Referendum.

9. Notice of the sale (the "**Notice to Bidders**") of the City of Stevens Point, Wisconsin General Obligation Community Development Bonds, Series 2011A (the "**Obligations**") was given to such media typically monitored by potential bidders in the manner and form directed by the Governing Body. The Notice to Bidders is made of record in these proceedings, and the Governing Body ratifies the Notice to Bidders.

10. In accordance with the Notice to Bidders and the bidding terms that were included in the document 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.

11. The Governing Body has considered all the bids it received. The Governing Body has decided to accept the bid of _____ or a group that it leads (the "**Purchaser**") to purchase the Obligations on the terms specified in the Purchaser's bid. The Purchaser bid the price of $_____ for the entire issue of Obligations (the "**Purchase Price**"), plus any accrued interest, and specified that the Obligations maturing on the dates shown below will bear interest at the respective interest rates shown below:

Date	Amount	Interest Rate	Date	Amount	Interest Rate
03/01/2012	$155,000	_____%	03/01/2022	$155,000	_____%
09/01/2012	155,000	_____	09/01/2022	155,000	_____
03/01/2013	155,000	_____	03/01/2023	155,000	_____
09/01/2013	155,000	_____	09/01/2023	150,000	_____
03/01/2014	155,000	_____	03/01/2024	150,000	_____
09/01/2014	155,000	_____	09/01/2024	150,000	_____
03/01/2015	155,000	_____	03/01/2025	150,000	_____
09/01/2015	155,000	_____	09/01/2025	150,000	_____
03/01/2016	155,000	_____	03/01/2026	150,000	_____
09/01/2016	155,000	_____	09/01/2026	150,000	_____
03/01/2017	155,000	_____	03/01/2027	150,000	_____
09/01/2017	155,000	_____	09/01/2027	150,000	_____
03/01/2018	155,000	_____	03/01/2028	150,000	_____
09/01/2018	155,000	_____	09/01/2028	150,000	_____
03/01/2019	155,000	_____	03/01/2029	150,000	_____
09/01/2019	155,000	_____	09/01/2029	150,000	_____
03/01/2020	155,000	_____	03/01/2030	150,000	_____
09/01/2020	155,000	_____	09/01/2030	150,000	_____
03/01/2021	155,000	_____	03/01/2031	150,000	_____
09/01/2021	155,000	_____			

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

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

14. 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 this resolution, the following 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 Issuer, or in the name of such a 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 Issuer and delivered on the closing date of the Obligations.

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

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

"**DTC**" means The Depository Trust Company, New York, New York.

"**Financial Officer**" means the Issuer's Treasurer.

"**Fiscal Agent**" means the Treasurer or any successor fiscal agent appointed by the Issuer to act as paying agent and registrar for the Obligations pursuant to Section 67.10 (2) of the Wisconsin Statutes.

"**Governing Body**" means the Issuer's Common Council.

"**Initial Resolution**" has the meaning set forth in the recitals to this resolution.

"**Issuer**" means the City of Stevens Point, Wisconsin.

"**Municipal Officers**" means the Mayor and the Clerk of the Issuer. These are the officers required by law to execute general obligations on the Issuer's behalf.

"**Notice of Sale**" means the bidding terms that were (i) included in the offering document for the Obligations, and (ii) used in offering the Obligations for sale to underwriters by competitive bid.

"**Obligations**" means the $5,965,000 City of Stevens Point, Wisconsin General Obligation Community Development Bonds, Series 2011A, which will be issued pursuant to this resolution.

"**Original Issue Date**" means March 30, 2011.

"**Project**" has the meaning given in the recitals to this resolution.

"**Purchase Price**" means $_____.

"**Purchaser**" means _____, or a group that it leads.

"**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 Issuer's Clerk.

"**Referendum**" has the meaning set forth in the recitals to this resolution.

"**Register**" means the register maintained by the Fiscal Agent at its principal 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 Issuer's Treasurer.

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 community development bonds of the Issuer in the aggregate principal amount of $5,965,000. The Obligations will be issued pursuant to the provisions of Chapter 67 of the Wisconsin Statutes and the authority granted by the approval of the Initial Resolution at the Referendum for the purposes of the Project and paying the expenses of issuing the Obligations (including printing costs, fees for financial consultants, bond counsel, rating agencies, insurance, and registration, as applicable).

Section 4. Terms of Obligations.

The Obligations will be named "City of Stevens Point, Wisconsin General Obligation Community Development Bonds, Series 2011A." 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 whole multiple up to the principal amount authorized for that maturity.

The Obligations will bear interest from the Original Issue Date. Interest will be payable on each March 1 and September 1 until the principal of the Obligations has been paid, beginning on March 1, 2012. 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 following table shows when the Obligations will mature and the rate of interest each maturity will bear:

Maturity Date	Principal Amount	Interest Rate	Maturity Date	Principal Amount	Interest Rate
03/01/2012	$155,000	_____%	03/01/2022	$155,000	_____%
09/01/2012	155,000	_____	09/01/2022	155,000	_____
03/01/2013	155,000	_____	03/01/2023	155,000	_____
09/01/2013	155,000	_____	09/01/2023	150,000	_____
03/01/2014	155,000	_____	03/01/2024	150,000	_____
09/01/2014	155,000	_____	09/01/2024	150,000	_____
03/01/2015	155,000	_____	03/01/2025	150,000	_____
09/01/2015	155,000	_____	09/01/2025	150,000	_____
03/01/2016	155,000	_____	03/01/2026	150,000	_____
09/01/2016	155,000	_____	09/01/2026	150,000	_____
03/01/2017	155,000	_____	03/01/2027	150,000	_____
09/01/2017	155,000	_____	09/01/2027	150,000	_____
03/01/2018	155,000	_____	03/01/2028	150,000	_____
09/01/2018	155,000	_____	09/01/2028	150,000	_____
03/01/2019	155,000	_____	03/01/2029	150,000	_____
09/01/2019	155,000	_____	09/01/2029	150,000	_____
03/01/2020	155,000	_____	03/01/2030	150,000	_____
09/01/2020	155,000	_____	09/01/2030	150,000	_____
03/01/2021	155,000	_____	03/01/2031	150,000	_____
09/01/2021	155,000	_____			

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

Section 5. Fiscal Agent.

The Issuer appoints the Fiscal Agent to act as paying agent and registrar for the Obligations. Among other things, the Fiscal Agent must maintain the Register.

Section 6. Appointment of Depository.

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

Section 7. 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 Issuer's relationship with DTC is terminated, then the Issuer may appoint another securities depository to maintain the Book-Entry System.

The Issuer may decide at any time not to maintain the Obligations in a Book-Entry System. If the Issuer decides not to maintain a Book-Entry System, then it will do the following:

(i) At its expense, the Issuer will prepare, authenticate, and deliver to the beneficial owners of the Obligations fully registered certificated

Obligations in the denomination of $5,000 or any whole multiple of $5,000 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 Issuer will appoint a fiscal agent to act as paying agent and registrar for the Obligations under Section 67.10 (2) of the Wisconsin Statutes.

Section 8. Redemption.

The Obligations maturing on or after March 1, 2019 are subject to redemption before their stated maturity dates, at the Issuer's option, in whole or in part, in the order of maturity selected by the Issuer, on March 1, 2018 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 less than all outstanding Obligations are redeemed, then the Obligations will be redeemed in $5,000 multiples in accordance with Sections 9 and 10 hereof .

Section 9. Payment of Obligations/Transfers/Redemption Notices Under Book-Entry System.

So long as the Issuer maintains the Obligations 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 Issuer appoints a successor securities depository. If that happens, then upon the surrender of the Obligations to the Fiscal Agent, and the payment of a charge sufficient to reimburse the Fiscal Agent for any tax, fee, or other governmental charge required to be made with respect to such registration, the Issuer 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. If an Obligation has been called for redemption but less than all of the principal amount of a specific maturity is redeemed, then on the redemption date and upon surrender of the Obligation, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

Partial Redemption. If less than all of a particular maturity of the Obligations 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.

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.

Accrual of Interest. 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.

Register. The Issuer, the Fiscal Agent, and any alternate 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.

Section 10. Payment of Obligations/Transfers/Redemption Notices *Not* Under Book-Entry System.

If at any time the Issuer decides *not* to maintain the Obligations 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 principal 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 must 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 Fiscal Agent 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 Issuer 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 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 the Obligation has been called for redemption.

Partial Redemptions. If less than all of a particular maturity of the Obligations is to be redeemed, then the Issuer will randomly select the Obligations to be redeemed. If less than all of a particular Obligation has been called for redemption, then upon surrender of the Obligation to be redeemed, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Obligations must 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. 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.

Accrual of Interest. 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.

Register. The Issuer, the Fiscal Agent, and any alternate fiscal agent may treat the entity or person in whose name any Obligation is registered on the Register as the absolute owner of the Obligation for all purposes whatsoever under this resolution.

Section 11. Form of Obligations.

The Obligations must 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.

Section 12. Execution of Obligations.

The Obligations must be signed by the persons who are the Municipal Officers on the date on which the Obligations are signed. The Obligations must be sealed with the Issuer's corporate seal (or a facsimile), if the Issuer has one, and they must also be authenticated by the manual signature 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 13. Continuing Disclosure.

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

Section 14. Sale of Obligations.

The Issuer 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 Issuer approves and accepts the purchase agreement signed and presented by the Purchaser to evidence the purchase of the Obligations (the "**Bond Purchase Agreement**"). The Municipal Officers are directed (i) to sign the Bond Purchase Agreement in the Issuer's

name and (ii) to take any additional actions needed to complete the sale of the Obligations, including arranging for a specific time and place 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 Issuer are directed to sign the Obligations and to arrange for delivery of the Obligations to the Purchaser in accordance with the Notice of Sale, the Bond 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 this resolution.

The sale of the Obligations is conditioned upon the Issuer 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 Issuer to issue them at the time of their delivery.

Section 15. General Obligation Pledge; Tax Levy.

For the prompt payment of the principal of and interest on the Obligations, the Issuer irrevocably pledges its full faith, credit, and resources. The Issuer 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 at maturity.

This tax must be carried from year to year into the Issuer's tax roll. It must 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 Issuer's tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund available to pay debt service on the Obligations for such year. This tax will be in the following amounts:

Levy Year	Debt Service Amount Due in Following Year	Levy Year	Debt Service Amount Due in Following Year
2011	$_____	2021	$_____
2012	_____	2022	_____
2013	_____	2023	_____
2014	_____	2024	_____
2015	_____	2025	_____
2016	_____	2026	_____
2017	_____	2027	_____
2018	_____	2028	_____
2019	_____	2029	_____
2020	_____	2030	_____

Section 16. Debt Service Fund.

The Treasurer is directed to keep the proceeds of the taxes levied under this resolution, when they are collected, in the Debt Service Fund. The Debt Service Fund must be maintained and administered as provided in Section 67.11 of the Wisconsin Statutes. The Issuer may create a separate account within the Debt Service Fund solely for the Obligations. Any accrued interest received at the time of delivery of the Obligations and the premium, if any, paid to the Issuer by the Purchaser in excess of the stated principal amount of the Obligations must be deposited into the Debt Service Fund and used to pay interest on the Obligations. If the money in the Debt Service Fund 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 Issuer will promptly provide the necessary funds to make the payment from other available sources.

Section 17. Borrowed Money Fund.

The sale proceeds of the Obligations (not including any accrued interest or premium received) must be deposited in and kept by the Treasurer in a separate fund. The fund must 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, must be (i) used to pay the costs of the Project, to pay the costs of issuing the Obligations, and to pay the costs of investing amounts in the Borrowed Money Fund, or (ii) transferred to the Debt Service Fund as provided by law.

Section 18. Official Statement.

The Issuer ratifies, authorizes, and approves the offering document prepared and distributed in connection with the sale and issuance of the Obligations, and the Issuer authorizes and approves the final version of such document, which may include an addendum thereto (collectively, the "**Official Statement**"); *provided* that the Official Statement must be substantially in the form submitted to this meeting, with such modifications as the Municipal Officers approve. The Municipal Officers must deliver copies of the Official Statement to the Purchaser and, if the Purchaser requests, execute one or more copies on behalf of the Issuer.

Execution and delivery of the Official Statement conclusively evidences the approval of the Municipal Officers.

Section 19. Publication of Notice.

The Recording Officer must publish notice that the Issuer has agreed to sell the Obligations. The notice must be published in the Issuer's official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the adoption of this resolution. The notice must be in substantially the form shown in Exhibit B. The Recording Officer must obtain proof, in affidavit form, of the publication, and must compare the notice as published with the attached form to make sure that no mistake was made in publication.

Section 20. Authorization of Officers.

The appropriate officers of the Issuer 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 Issuer relating to the Obligations and to the financial condition and affairs of the Issuer.

(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 are representations of the Issuer as to the facts they present.

Section 21. Qualified Tax-Exempt Obligations.

The Issuer designates the Obligations as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code.

Section 22. Tax Law Covenants.

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

Section 23. Further Authorization.

The Issuer 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 24. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, the Issuer rescinds that part of the prior action.

Section 25. 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 26. Effective Date.

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

* * * * * * * * * *

Adopted: March 14, 2011

Approved: March __, 2011

_____
Mayor

_____
Clerk

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 issuer 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
CITY OF STEVENS POINT

No. R-___ Registered
$_____

GENERAL OBLIGATION COMMUNITY DEVELOPMENT BOND, SERIES 2011A

Interest Rate	Maturity Date	Original Issue Date	CUSIP
_____%	_____ 1, 20__	March 30, 2011	860248 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

THE CITY OF SEVENS POINT, WISCONSIN (herein called the "**Issuer**"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner, the Principal Amount, 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 on each March 1 and September 1 until the Principal Amount has been paid, beginning on March 1, 2012. 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 obligations (the "**Obligations**") of the Issuer of an aggregate principal amount of $5,965,000, all of which are of like tenor, except as to denomination, interest rate, and maturity date, issued by the Issuer pursuant to the provisions of Chapter 67 of the Wisconsin Statutes, and is authorized by (i) an initial resolution was duly adopted by the governing body of the Issuer on December 20, 2010, and (ii) the resolution duly adopted by the governing body of the Issuer on March 14, 2011, entitled: "A Resolution Authorizing and Providing for the Sale and Issuance of $5,965,000 General Obligation Community Development Bonds, Series 2011A, and All Related Details" (the "**Resolution**"). The Obligations are issuable only in the form of fully registered obligations.

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 Issuer (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 the Treasurer of the Issuer or any successor fiscal agent appointed by the Issuer under Section 67.10 (2) of the Wisconsin Statutes (the "**Fiscal Agent**"), who will act as paying agent and registrar for the Obligations.

If at any time the Issuer decides *not* to maintain the Obligations 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 earlier redemption date at the principal office of the Fiscal Agent, and (ii) the interest on this Obligation will be paid by the Fiscal Agent, 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 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 Issuer has irrevocably pledged its full faith, credit, and resources. The Issuer has levied upon all taxable property in its territory a direct, annual, and irrepealable 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 or after March 1, 2019 are subject to redemption before their stated maturity dates, at the Issuer's option, in whole or in part, in the order of maturity selected by the Issuer, on March 1, 2018 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 less than all outstanding Obligations are redeemed, then the Obligations will be redeemed in $5,000 multiples as described below.

So long as the Issuer maintains the Obligations 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 Issuer appoints a successor securities depository. If that happens, then upon the surrender of the Obligations to the Fiscal Agent and in exchange and upon the payment of a charge sufficient to reimburse the Fiscal Agent for any tax, fee, or other governmental charge required to be made with respect to such registration, the Issuer 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. If an Obligation has been called for redemption but less than all of the principal amount of a specific maturity is redeemed, then on the redemption date and upon surrender of the Obligation, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

Partial Redemption. If less than all of a particular maturity of the Obligations 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.

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.

Accrual of Interest. 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.

Register. The Issuer, the Fiscal Agent, and any alternate 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.

If at any time the Issuer decides *not* to maintain the Obligations 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 must 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 Fiscal Agent 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 Issuer 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 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. If a portion of an Obligation has been called for redemption, then on the redemption date, and upon surrender of the Obligation, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

Partial Redemption. If less than all of a particular maturity of the Obligations is to be redeemed, then the Issuer will randomly select the Obligations to be redeemed. If less than all of a particular Obligation has been called for redemption, then upon surrender of the Obligation to be redeemed the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Obligations must 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.

Accrual of Interest. 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.

Register. The Issuer, the Fiscal Agent, and any alternate 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 Issuer certifies, recites, and declares that all acts, conditions, and procedures required by law to be, or to be done, 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 done and performed in regular and due form, time, and manner as required by law; that the indebtedness of the Issuer, 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 irrepealable tax has been levied by the Issuer 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 Issuer, 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 Mayor and Clerk and to be sealed with its corporate seal (or a facsimile thereof), if any, all as of March __, 2011.

CITY OF STEVENS POINT, WISCONSIN

By: _____
Mayor

[SEAL]

And: _____
Clerk

Certificate of Authentication

Dated: March __, 2011

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

By: _____
Treasurer, as Fiscal Agent

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.

March __, 2011

City of Stevens Point
1515 Strongs Avenue
Stevens Point, Wisconsin 54481

Subject: $5,965,000
City of Stevens Point, Wisconsin
General Obligation Community Development Bonds, Series 2011A

We have acted as bond counsel to the City of Stevens Point, Wisconsin (the "**Issuer**") in connection with the issuance of its $5,965,000 General Obligation Community Development Bonds, Series 2011A, dated March 30, 2011 (the "**Obligations**").

We examined the law, a certified copy of the proceedings relating to the issuance of the Obligations, and certifications of public officials and others. As to questions of fact material to our opinion, we relied upon the certified proceedings and certifications without independently undertaking to verify them.

Based upon this examination, it is our opinion that, under existing law:

1. The Obligations are valid and binding general obligations of the Issuer.

2. All taxable property in the Issuer's territory is subject to *ad valorem* taxation without any limit as to rate or amount to pay the principal and interest coming due on the Obligations. The Issuer is required by law to include in its annual tax levy the principal and interest coming due on the Obligations except to the extent that the Issuer has deposited other funds, or there is otherwise surplus money, in the debt service fund created for the Obligations under Wisconsin law.

3. Interest on the Obligations is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; however, interest on the Obligations is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on certain corporations. The Issuer must comply with all requirements of the Internal Revenue Code of 1986, as amended (the "**Code**"), that must be satisfied after the Obligations are issued for interest on the Obligations to be, or continue to be, excluded from gross income for federal income tax purposes. The Issuer has agreed to comply with those requirements. Its failure to do so may cause interest on the Obligations to be included in gross income for federal income tax purposes, in some cases retroactively to the date the Obligations were issued. The Issuer has designated the Obligations as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. We express no opinion about other federal tax law consequences relating to the Obligations.

The rights of the owners of the Obligations and the enforceability of the Obligations may be limited by bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights and by equitable principles (which may be applied in either a legal or an equitable proceeding).

We express no opinion as to the truth or completeness of any official statement or other disclosure document used in connection with the offer and sale of the Obligations.

Our opinion is given as of the date of this letter. We assume no duty to update our opinion to reflect any facts or circumstances that later come to our attention or any subsequent changes in law. In acting as bond counsel, we have established an attorney-client relationship only with the Issuer.

Very truly yours,

EXHIBIT B

NOTICE TO THE ELECTORS OF THE
CITY OF STEVENS POINT, WISCONSIN
RELATING TO BOND SALE

On March 14, 2011, pursuant to Chapter 67 of the Wisconsin Statutes, a resolution was offered, read, approved and adopted whereby the City of Stevens Point, Wisconsin authorized the borrowing of money and entered into a contract to sell general obligation community development bonds in the face amount of $5,965,000. It is anticipated that the closing of this bond financing will be held on or about March 30, 2011. 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 City Clerk, at 1515 Strongs Avenue, Stevens Point, Wisconsin between the hours of 7:30 a.m. and 4:00 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: March __, 2011

/s/ John Moe
City Clerk

CERTIFICATIONS BY CLERK

I, John Moe, certify as follows:

(i) I am the duly qualified and acting Clerk of the City of Stevens Point, Wisconsin (the "**Issuer**").

(ii) As such I have in my possession, or have access to, the complete corporate records of the Issuer and of its Common Council (the "**Governing Body**").

(iii) Attached to this certificate is a true, correct, and complete copy of the resolution (the "**Resolution**") entitled:

A Resolution Authorizing and Providing for the Sale and Issuance of $5,965,000 General Obligation Community Development Bonds, Series 2011A, and All Related Details

I further certify as follows:

1. **Meeting Date**. On March 14, 2011, a meeting of the Governing Body was held beginning at _____ p.m.

2. **Posting**. On March __, 2011 (and not less than 24 hours prior to the meeting), I posted or caused to be posted at the Issuer's offices in Stevens Point, Wisconsin a notice setting forth the time, date, place, and subject matter of said meeting. The notice specifically referred to the Resolution.

3. **Notification of Media**. On March __, 2011 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, and subject matter of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Issuer. The communication specifically referred to the Resolution.

4. **Open Meeting Law Compliance**. The meeting was a special meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.

5. **Members Present**. The meeting was duly called to order by the Mayor (the "**Presiding Officer**"), who chaired the meeting. Upon roll I noted and recorded that there were ____ members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.

6. **Consideration of and Roll Call Vote on Resolution**. Various matters and business were taken up during the course of the meeting without intervention of any closed

session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, ___ of the Governing Body members voted Aye, ___ voted Nay, and ____ Abstained.

7. **Adoption of Resolution**. The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I recorded the adoption of the Resolution.

8. **Approval of Presiding Officer**. The Resolution was approved by the Presiding Officer on March ___, 2011, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

9. **Publication of Exhibit B to Resolution**. I have caused Exhibit B to the Resolution to be published in the form and place specified in the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Issuer, if any, on this certificate on March __, 2011.

_____
Clerk

[Seal]