

EXHIBIT A

Bond Purchase Proposal

To be provided by Wisconsin Public Finance Professionals, LLC and incorporated into the Resolution.

(See Attached)

EXHIBIT B

Debt Service Schedule and Irrepealable Tax Levies

To be provided by Wisconsin Public Finance Professionals, LLC and incorporated into the
Resolution.

(See Attached)

EXHIBIT C

(Form of Bond)

REGISTERED UNITED STATES OF AMERICA
STATE OF WISCONSIN DOLLARS
JUNEAU COUNTY
NO. R-____ TAXABLE GENERAL OBLIGATION REFUNDING BOND \$____
MATURITY DATE: ORIGINAL DATE OF ISSUE: INTEREST RATE: CUSIP:
March 1, _____ November 20, 2012 _____% _____
DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.
PRINCIPAL AMOUNT: _____ THOUSAND DOLLARS
(\$_____)

FOR VALUE RECEIVED, Juneau County, Wisconsin (the "County"), hereby acknowledges itself to owe and promises to pay to the Depository or its Nominee Name (the "Depository") identified above (or to registered assigns), on the maturity date identified above, the principal amount identified above, and to pay interest thereon at the rate of interest per annum identified above, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest is payable semi-annually on March 1 and September 1 of each year commencing on March 1, 2013 until the aforesaid principal amount is paid in full. Both the principal of and interest on this Bond are payable to the registered owner in lawful money of the United States. Interest payable on any interest payment date shall be paid by wire transfer to the Depository in whose name this Bond is registered on the Bond Register maintained by the County Clerk or County Treasurer (the "Fiscal Agent") or any successor thereto at the close of business on the 15th day of the calendar month next preceding the semi-annual interest payment date (the "Record Date"). This Bond is payable as to principal upon presentation and surrender hereof at the office of the Fiscal Agent.

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

This Bond is one of an issue of Bonds aggregating the principal amount of \$1,870,000, all of which are of like tenor, except as to denomination, interest rate, maturity date and redemption provision, issued by the County pursuant to the provisions of Section 67.04, Wisconsin Statutes, for the public purpose of refunding certain outstanding obligations of the

County, all as authorized by a resolution of the County Board of Supervisors duly adopted by said governing body at a meeting held on November 6, 2012. Said resolution is recorded in the official minutes of the County Board of Supervisors for said date.

The Bonds maturing on March 1, 2021 and thereafter are subject to redemption prior to maturity, at the option of the County, on March 1, 2020 or on any date thereafter. Said Bonds are redeemable as a whole or in part, and if in part, in inverse order of maturity and within each maturity, by lot (as selected by the Depository), at the principal amount thereof, plus accrued interest to the date of redemption.

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

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Bond have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the County, including this Bond and others issued simultaneously herewith, does not exceed any limitation imposed by law or the Constitution of the State of Wisconsin; and that a direct annual irrepealable tax has been levied sufficient to pay this Bond, together with the interest thereon, when and as payable.

This Bond is transferable only upon the books of the County kept for that purpose at the office of the Fiscal Agent, only in the event that the Depository does not continue to act as depository for the Bonds, and the County appoints another depository, upon surrender of the Bond to the Fiscal Agent, by the registered owner in person or his duly authorized attorney, upon surrender of this Bond together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new fully registered Bond in the same aggregate principal amount shall be issued to the new depository in exchange therefor and upon the payment of a charge sufficient to reimburse the County for any tax, fee or other governmental charge required to be paid with respect to such registration. The Fiscal Agent shall not be obliged to make any

transfer of the Bonds (i) after the Record Date, (ii) during the fifteen (15) calendar days preceding the date of any publication of notice of any proposed redemption of the Bonds, or (iii) with respect to any particular Bond, after such Bond has been called for redemption. The Fiscal Agent and County may treat and consider the Depository in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever. The Bonds are issuable solely as negotiable, fully-registered Bonds without coupons in the denomination of \$5,000 or any integral multiple thereof.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

IN WITNESS WHEREOF, Juneau County, Wisconsin, by its governing body, has caused this Bond to be executed for it and in its name by the manual or facsimile signatures of its duly qualified Chairperson and County Clerk; and to be sealed with its official or corporate seal, if any, all as of the original date of issue specified above.

JUNEAU COUNTY, WISCONSIN

By: _____
Alan K. Peterson
Chairperson

(SEAL)

By: _____
Kathleen Kobylski
County Clerk

ASSIGNMENT

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

(Name and Address of Assignee)

(Social Security or other Identifying Number of Assignee)

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

Dated: _____

Signature Guaranteed:

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

(Depository or Nominee Name)

NOTICE: This signature must correspond with the name of the Depository or Nominee Name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

(Authorized Officer)

Juneau County Board of Supervisors

Courthouse, 220 East State Street
Mauston, Wisconsin 53948



RESOLUTION No. 12 - 73

DATE: November 6, 2012

INTRODUCED BY: Executive Committee

**SYNOPSIS: Authorization Of A Juneau County Guarantee For Midwestern Disaster Area Bonds,
Or In The Alternative, Taxable Bonds To Be Issued On Behalf Of The Woodside
Sports Complex**

WHEREAS, Damon Zumwalt and Contemporary Services Corporation (CSC), have made a formal request for support from Juneau County in the form of a guarantee for payment of all scheduled principal and interest payments on not more than six million dollars (\$6,000,000) of Midwest Disaster Area Bonds, or in the alternative, taxable bonds to be issued on behalf of the Woodside Sports Complex in Mauston; and

WHEREAS, the Woodside Sports Complex developer will have the primary obligation to make all scheduled principal and interest payments when due, and the County's guarantee will apply only in the event that the developer does not pay as required; and

WHEREAS, the Bonds shall have a twenty (20) year maturity date, but the Woodside Sports Complex developer and CSC shall be required under a Reimbursement Agreement with the County to make deposits to an escrow account sufficient to redeem the Bonds on the tenth (10th) anniversary date of the Bonds; and

WHEREAS, in return for the County's guarantee, the County shall receive guarantees from Zumwalt personally and from CSC for repayment of all scheduled principal and interest payments on the bonds and for payment of all costs to the County and all expenses by the County related to the bond issue, including a cash deposit in advance in escrow with the trustee in an amount of not less than twelve months of principal and interest on the bonds; and

WHEREAS, as further security for its guarantee, the County shall receive a first mortgage on all land, buildings, and improvements of the Woodside Sports Complex; and

WHEREAS, the proposed Woodside Sports Complex has been closely evaluated by Stern Brothers & Co. of St. Louis, Missouri, when it was a financial consultant under contract with the County, and it concluded and advised the County Board that the proposed guarantees and security interests are sound and viable, and also has been subjected to a thorough feasibility study by Conventions, Sports & Leisure Incorporated of Minneapolis, Minnesota, which concluded and advised the Board that the Woodside Sports Complex is indeed feasible and is likely to be successful, thereby generating very substantial new and ongoing tax revenues to the County, many hundreds of new jobs for County residents, and a great boost to the economies of Juneau County, its businesses and residents, and municipalities within the County and in many surrounding counties in the central region of Wisconsin; and

WHEREAS, the County Board adopted Resolution No. 12 - 13 on March 20, 2012, authorizing this bond issue, and it is necessary to replace said Resolution as provided in this Resolution to accommodate certain changes necessary for the final implementation of the bond project consistent with the intent of the parties;

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

1. The Board shall and hereby does approve and authorize a Juneau County financial guarantee for payment of scheduled principal and interest of Midwest Disaster Area Bonds, or in the alternative, taxable bonds, to be issued on behalf of the Woodside Sports Complex in Mauston through and under the management and control of an independent trustee, said bonds not to exceed six million dollars (\$6,000,000) for a term not to exceed twenty

Motion made by Niles, seconded by Lally to adopt.

Roll Call: 6 ayes-Brounacker, Kelley, Niles, Robinson, Seamans, Waffle.

13 nays-Arnold, Brown, Carlson, Granger, Kolba, Koscal, Lally, Larson, Marchetti, Tadda, Willard,
Wollmer, Peterson.

1 abstain-Feldman. 1 absent-Wenum.

Motion failed.

(20) years at an interest rate not to exceed seven per cent (7%) per annum, provided, however, that the Woodside Sports Complex developer and CSC shall be required as a condition of a Reimbursement Agreement to make deposits to an escrow account sufficient to redeem the Bonds on the tenth (10th) anniversary of their issuance.

2. There shall be and hereby is levied on all of the taxable property in the County a direct annual tax in such years and in such amounts as may be necessary to make payments required of the County under its guarantee in the event the County is called upon to honor its guarantee.

3. The Board acknowledges and hereby declares that the Woodside Sports Complex is a regional project that will be of substantial benefit to Juneau County, its businesses and residents, all municipalities within the County, and many municipalities in surrounding counties in the central region of Wisconsin, within the meaning of Wis. Stats. § 67.05(7)(f), in that it will have a positive effect on tourism and economic development, reduce unemployment, and bring in capital for the benefit and welfare of people throughout the region.

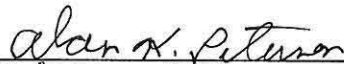
4. The aforesaid approval and guarantee are conditioned upon the County first receiving (a) written guarantees from Damon Zumwalt, personally, and Contemporary Services Corporation (CSC) for payment of all scheduled principal and interest payments on the bonds and for payment of all costs to the County and all expenses by the County related to the bond issue, (b) a first mortgage on all land, buildings, and improvements of the Woodside Sports Complex which is approximately 200 acres located in the Northwest Quarter of the Southeast Quarter (NW¼ SE¼) and the Northeast Quarter of the Southwest Quarter (NE¼ SW¼) of Section 2, Township 15 North, Range 4 East in the Town of Lemonweir, Juneau County, Wisconsin, (c) a written timetable for completion of the phase of the Woodside Sports Complex project that is being funded by the bond proceeds within two years from the date the bonds are issued, and (d) a Reimbursement Agreement with Zumwalt and CSC, detailing specific provisions for the protection of the County, which is subject to final approval by the County Board prior to the issuance of the bonds.


5. Said approval and guarantee are further conditioned upon terms and conditions of one or more written agreements between Juneau County and the various parties involved, ensuring that all of the proceeds from the sale of the bonds shall be administered by a duly appointed independent trustee, that they shall be used exclusively for the development of the Woodside Sports Complex in Juneau County, Wisconsin, and for no other purpose, and that the project funds shall be paid over to the Woodside Sports Complex by the trustee only as they become needed for completion of phase one of the project.

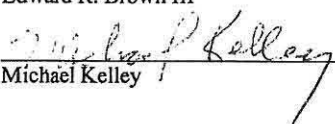
6. Juneau County Corporation Counsel David E. Lasker shall forthwith negotiate and confer with all interested parties, draft, edit, or approve the contracts or other documents necessary to carry out the provisions of this Resolution, and present the same to the Board of Supervisors as soon as possible for the Board's final review, ratification, and approval of all of the specific terms and conditions contained in said documents prior to the issuance of the Midwest Disaster Area Bonds or taxable bonds on behalf of the Woodside Sports Complex.

INTRODUCED AND RECOMMENDED FOR ADOPTION ON NOVEMBER 6, 2012.

EXECUTIVE COMMITTEE:


Alan K. Peterson, Chairperson


Edward R. Brown III


Michael Kelley

Adopted by the County Board of Supervisors of
Juneau County on November 6, 2012

Kathleen C. Kobylski, Juneau County Clerk