

Resolution No. 2008-19

A RESOLUTION AUTHORIZING THE CITY OF CEDARBURG, WISCONSIN
TO BORROW THE SUM OF \$3,175,000 BY ISSUING GENERAL
OBLIGATION REFUNDING BONDS PURSUANT TO SECTION 67.04
OF THE WISCONSIN STATUTES AND AUTHORIZING
THE SALE OF THE BONDS

WHEREAS the City of Cedarburg, Ozaukee County, Wisconsin (sometimes hereinafter called the "City") is presently in need of the sum of Three Million One Hundred Seventy-Five Thousand Dollars (\$3,175,000) for the public purpose of refunding obligations of the City, including interest on them; and

WHEREAS the Common Council of the City deems it necessary and in the best interest of the City that said sum be borrowed pursuant to the provisions of Section 67.04, Wis. Stats., upon the terms and conditions hereinafter provided; and

WHEREAS the City has duly received bids for its proposed issue of \$3,175,000 General Obligation Refunding Bonds (the "Bonds") as described on the bid tabulation attached hereto as Exhibit A and incorporated herein by this reference; and

WHEREAS it has been determined that the best bid received was that submitted by the bidder (the "Purchaser") whose bid is attached hereto as Exhibit B and incorporated herein by this reference (the "Proposal");

NOW, THEREFORE, BE IT RESOLVED that the City borrow an amount not to exceed \$3,175,000 by issuing its general obligation bonds for the public purpose of refunding obligations of the City, including interest on them;

BE IT FURTHER RESOLVED that:

Section 1. Award. The bid of the Purchaser for the purchase price set forth in the Proposal be and it hereby is accepted and the Mayor and City Clerk are authorized and directed to execute an acceptance of the offer of said successful bidder on behalf of the City. The good faith deposit of the Purchaser shall be retained by the City Treasurer until the closing of the bond issue, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned.

Section 2. The Bonds. The Mayor and City Clerk shall make, execute and deliver the Bonds to the Purchaser, for and on behalf of the City. The Bonds shall be negotiable, general obligation bonds of the City, registered as to both principal and interest, in the denomination of Five Thousand Dollars (\$5,000) each or whole multiples thereof, numbered from R-1 upward and dated June 26, 2008. The Bonds shall bear interest at the rates per annum set forth in the Proposal and shall mature on June 1 of each year, in the years and principal amounts set forth in

the Proposal and the debt service schedule attached hereto as Exhibit C and incorporated herein by this reference (the "Schedule").

Interest on the Bonds shall be payable on June 1 and December 1 of each year, commencing December 1, 2008. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

The Bonds shall not be subject to optional redemption.

Section 3. Form of Bonds. The Bonds shall be in substantially the form attached hereto as Exhibit D and incorporated herein by this reference.

Section 4. Tax Provisions.

(A) Direct Annual Irrepealable Tax. For the purpose of paying the principal of and interest on the Bonds as the same become due, the full faith, credit and resources of the City are hereby irrevocably pledged and there be and there hereby is levied on all the taxable property in the City a direct, annual, irrepealable tax in the years 2008 through 2013 for payment of principal of and interest on the Bonds in the years 2008 through 2014 in the amounts set forth in the Schedule. The amount of tax levied for the year 2008 shall be the total amount of debt service due on the Bonds in the years 2008 and 2009; provided that the amount of such tax carried onto the tax rolls shall be abated by any amounts appropriated pursuant to subsection (D) below which are applied to payment of principal of or interest on the Bonds in the year 2008.

(B) Tax Collection. The City shall be and continue without power to repeal such levy or obstruct the collection of said tax until all such payments have been made or provided for. After the issuance of the Bonds, said tax shall be, from year to year, carried into the tax rolls of the City and collected as other taxes are collected, provided that the amount of tax carried into said tax rolls may be reduced in any year by the amount of any surplus money in the Debt Service Account created in Section 5(A) hereof.

(C) Additional Funds. If in any year there shall be insufficient funds from the tax levy to pay the principal of or interest on the Bonds when due, the said principal or interest shall be paid from other funds of the City on hand, said amounts to be returned when said taxes have been collected.

(D) Appropriation. There be and there hereby is appropriated from taxes levied in anticipation of the issuance of the Bonds or other funds of the City on hand a sum sufficient to be deposited in the Debt Service Account to meet payments with respect to debt service due on December 1, 2008.

Section 5. Debt Service Fund and Account.

(A) Creation and Deposits. There be and there hereby is established in the treasury of the City, if one has not already been created, a debt service fund separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Sinking funds established for obligations previously issued by the City may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there be and there hereby is established a separate and distinct account designated as the "Debt Service Account for \$3,175,000 'General Obligation Refunding Bonds,' dated June 26, 2008" (the "Debt Service Account") and said Account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. The City Treasurer shall deposit in such Debt Service Account (i) all accrued interest received by the City at the time of delivery of and payment for the Bonds; (ii) the taxes herein levied for the specific purpose of meeting principal of and interest on the Bonds when due; (iii) such other sums as may be necessary at any time to pay principal of and interest on the Bonds when due; (iv) any premium which may be received by the City over and above the par value of the Bonds and accrued interest thereon; (v) surplus monies in the Borrowed Money Fund as specified in Section 6 hereof; and (vi) such further deposits as may be required by Sec. 67.11, Wis. Stats.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Account and appropriated for any purpose other than the payment of principal of and interest on the Bonds until all such principal and interest has been paid in full and canceled; provided (i) the funds to provide for each payment of principal of and interest on the Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the City, be invested by purchasing the Bonds as permitted by and subject to Section 67.11(2)(a), Wis. Stats., in interest-bearing obligations of the United States of America, in other obligations of the City or in other investments permitted by law, which investments shall continue to be a part of the Debt Service Account.

(C) Remaining Monies. When all of the Bonds have been paid in full and canceled, and all permitted investments disposed of, any money remaining in the Debt Service Account shall be deposited in the general fund of the City, unless the Common Council directs otherwise.

Section 6. Borrowed Money Fund. All monies received by the City upon the delivery of the Bonds to the Purchaser thereof except for accrued interest and premium, if any, shall be deposited by the City Treasurer into a Borrowed Money Fund and such fund shall be maintained separate and distinct from all other funds of the City and shall be used for no purpose other than the purpose for which the Bonds are issued. Monies in the Borrowed Money Fund may be temporarily invested as provided in Section 66.0603(1m), Wis. Stats. Any monies, including any income from permitted investments, remaining in the Borrowed Money Fund after the purpose

for which the Bonds have been issued has been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose shall be deposited in the Debt Service Account.

Section 7. No Arbitrage. All investments permitted by this resolution shall be legal investments, but no such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code") or the Regulations of the Commissioner of Internal Revenue thereunder (the "Regulations"); and an officer of the City, charged with the responsibility for issuing the Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of closing which will permit the conclusion that the Bonds are not "arbitrage bonds," within the meaning of said Code or Regulations.

Section 8. Persons Treated as Owners; Transfer of Bonds. The City Clerk shall keep books for the registration and for the transfer of the Bonds. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

Any Bond may be transferred by the registered owner thereof by surrender of the Bond at the office of the City Clerk, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the Mayor and City Clerk shall execute and deliver in the name of the transferee or transferees a new Bond or Bonds of a like aggregate principal amount, series and maturity, and the City Clerk shall record the name of each transferee in the registration book. No registration shall be made to bearer. The City Clerk shall cancel any Bond surrendered for transfer.

The City shall cooperate in any such transfer, and the Mayor and City Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

The fifteenth day of each calendar month next preceding each interest payment date shall be the record dates for the Bonds. Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the City at the close of business on the corresponding record date.

Section 9. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Bonds and the Refunded Obligations defined in Section 12 and their ownership, management and use will not cause the Bonds or the Refunded Obligations to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an

arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The City also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Bonds provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Bonds and the laws of Wisconsin, and to the extent that there is a reasonable period of time in which to comply.

Section 10. Designation as Qualified Tax-Exempt Obligations. The Bonds are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265 of the Code relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

Section 11. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York, the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the City and on file in the City Clerk's office.

Section 12. Redemption of Refunded Obligations. The City has outstanding its General Obligation Corporate Purpose Bonds, dated June 1, 1999 (the "Refunded Obligations"). The Refunded Obligations are called for prior payment on July 18, 2008 at the price of par plus accrued interest to the date of redemption.

The City Clerk shall cause timely notice of the call of the Refunded Obligations to be redeemed to be given by mailing a notice thereof, in substantially the form attached hereto as Exhibit E and incorporated herein by this reference, by registered or certified mail no later than June 17, 2008, to the registered owner of each Refunded Obligation to be redeemed at the address shown on the registration books.

In addition to the official notice of redemption provided for in the paragraph above, the City Clerk shall cause further notice of the redemption of the Refunded Obligations to be given on behalf of the City to all nationally recognized municipal securities information repositories, to all registered securities depositories in the business of holding substantial amounts of obligations of types such as the Refunded Obligations (such depositories being Depository Trust Company of New York, New York) and to one or more national information services that disseminate notices of redemption of obligations such as the Refunded Obligations. Each further notice of redemption shall be sent by registered or certified mail, overnight express delivery, facsimile transmission or email transmission and shall contain the information set forth in the official notice of redemption provided on Exhibit E.

Section 13. Payment of Issuance Expenses. The City authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Bank of America, New York, New York on the closing date for further distribution as directed by the City's financial advisor, Ehlers & Associates, Inc.

Section 14. Official Statement. The Common Council hereby approves the Preliminary Official Statement with respect to the Bonds and deems the Preliminary Official Statement as "final" for purposes of SEC Rule 15c2-12. All actions taken by officers of the City in connection with the preparation of such Preliminary Official Statement and addenda to it are hereby ratified and approved. In connection with the closing for the Bonds, the appropriate City official shall certify the Preliminary Official Statement and addenda. The City Clerk shall cause copies of the Preliminary Official Statement and addenda to be distributed to the Purchaser of the Bonds.

Section 15. Undertaking to Provide Continuing Disclosure. The City covenants and agrees, for the benefit of the holders of the Bonds, to enter into a written undertaking (the "Undertaking") required by SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule") to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the holders of the Bonds or by the original purchaser(s) of the Bonds on behalf of such holders (provided that the rights of the holders and the purchaser(s) to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Bonds).

The City Clerk, or other officer of the City charged with the responsibility for issuing the Bonds, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the City's Undertaking.

Section 16. Records. The City Clerk shall provide and keep a separate record book and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing these Bonds.

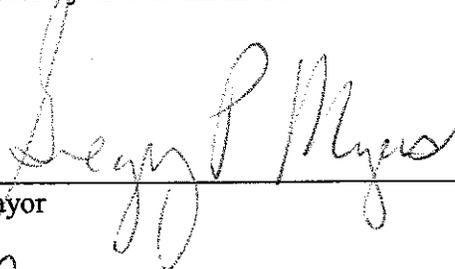
Section 17. Initial Resolution. The first resolution paragraph of this Resolution shall constitute the initial resolution required under Sec. 67.05(1) Wis. Stats.

Section 18. Bond Insurance. If the Purchaser of the Bonds determines to obtain municipal bond insurance with respect to the Bonds, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of Bond proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds by the bond insurer and notices to be given to the bond insurer. In addition, appropriate reference to the municipal bond insurance policy shall be made in the form of Bond provided herein.

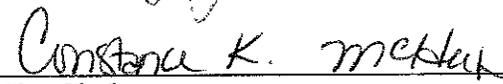
Section 19. Closing. The Mayor and City Clerk are hereby authorized and directed to execute and deliver the Bonds to the Purchaser thereof upon receipt of the purchase price. The Mayor and City Clerk may execute the Bonds by manual or facsimile signature, but at least one of said officers shall sign the Bonds manually.

The officers of the City hereby are directed and authorized to take all necessary steps to close the bond issue as soon as practicable hereafter, in accordance with the terms of sale thereof, and said officers are hereby authorized and directed to execute and deliver such documents, certificates and acknowledgments as may be necessary or convenient in accordance therewith.

Adopted and approved June 9, 2008.



Mayor



City Clerk

EXHIBIT A
BID TABULATION
(SEE ATTACHED)

BID TABULATION

\$3,180,000* General Obligation Refunding Bonds

CITY OF CEDARBURG, WISCONSIN

SALE: June 9, 2008

AWARD: BANKERS' BANK

RATING: Moody's Investors Service, Inc. "A1"

BBI: 4.59%

NAME OF BIDDER	MATURITY (June 1)	RATE	REOFFERING YIELD	PRICE	NET INTEREST COST	TRUE INTEREST RATE
BANKERS' BANK Madison, Wisconsin	2009	2.500%	2.500%	\$3,172,050.00	\$347,108.47	3.0746%
	2010	2.600%	2.600%			
	2011	2.800%	2.800%			
	2012	3.000%	3.000%			
	2013	3.100%	3.100%			
	2014	3.200%	3.200%			
ROBERT W. BAIRD & CO. Milwaukee, Wisconsin	2009	3.000%		\$3,196,439.25	\$361,759.15	3.1888%
	2010	3.000%				
	2011	3.250%				
	2012	3.375%				
	2013	3.375%				
	2014	3.500%				
HARRIS N.A. Chicago, Illinois	2009	3.000%		\$3,184,835.65	\$370,076.50	3.2691%
	2010	3.000%				
	2011	3.000%				
	2012	3.250%				
	2013	3.500%				
	2014	3.500%				
RBC CAPITAL MARKETS St. Petersburg, Florida	2009	3.500%		\$3,203,200.65	\$372,095.18	3.2785%
	2010	3.500%				
SUNTRUST ROBINSON HUMPHREY Atlanta, Georgia	2011	3.500%				
STEPHENS INC. Little Rock, Arkansas	2012	3.500%				
FIRST TRUST PORTFOLIOS L.P. Lisle, Illinois	2013	3.500%				
	2014	3.500%				

*Subsequent to bid opening the issue size was decreased to \$3,175,000 with the 2014 maturity decreased \$5,000 to \$560,000 in maturity value.

Adjusted Price - \$3,167,062.50
Adjusted Net Interest Cost - \$346,147.08
Adjusted TIC - 3.0741%



EHLERS
& ASSOCIATES INC

LEADERS IN PUBLIC FINANCE
375 Bishops Way, Suite 225, Brookfield, WI 53005-6202
262.785.1520 fax 262.785.1810 www.ehlers-inc.com
Offices in Roseville, MN, Brookfield, WI and Naperville, IL

**\$3,180,000 General Obligation Refunding Bonds
City of Cedarburg, Wisconsin**

NAME OF BIDDER	MATURITY (June 1)	RATE	REOFFERING YIELD	PRICE	NET INTEREST COST	TRUE INTEREST RATE
UMB BANK, N.A. Kansas City, Missouri	2009	2.400%		\$3,160,284.00	\$374,794.89	3.3264%
	2010	2.600%				
	2011	2.900%				
	2012	3.100%				
	2013	3.250%				
	2014	3.450%				
STIFEL, NICOLAUS & CO., INC. Minneapolis, Minnesota	2009	4.000%		\$3,250,065.45	\$381,701.22	3.3293%
	2010	4.000%				
	2011	4.000%				
	2012	4.000%				
	2013	4.000%				
	2014	4.000%				
PIPER JAFFRAY & CO. Leawood, Kansas	2009	4.000%		\$3,248,955.05	\$382,811.62	3.3398%
	2010	4.000%				
	2011	4.000%				
	2012	4.000%				
	2013	4.000%				
	2014	4.000%				
M & I MARSHALL & ILSLEY BANK Milwaukee, Wisconsin	2009	3.750%		\$3,221,764.05	\$381,767.20	3.3502%
	2010	3.750%				
	2011	3.750%				
	2012	3.750%				
	2013	3.750%				
	2014	3.750%				
JPMORGAN CHASE BANK, N.A. Milwaukee, Wisconsin	2009	3.400%		\$3,180,000.00	\$384,001.67	3.4005%
	2010	3.400%				
	2011	3.400%				
	2012	3.400%				
	2013	3.400%				
	2014	3.400%				
BERNARDI SECURITIES, INC. Chicago, Illinois	2009	2.750%		\$3,156,150.00	\$407,550.03	3.6223%
	2010	3.000%				
	2011	3.200%				
	2012	3.400%				
	2013	3.500%				
	2014	3.600%				

EXHIBIT B
PURCHASE PROPOSAL
(SEE ATTACHED)

BID FORM

The Common Council
City of Cedarburg, Wisconsin

June 9, 2008

RE: \$3,180,000* General Obligation Refunding Bonds
DATED: June 26, 2008

For all or none of the above Bonds, in accordance with the Notice of Sale and terms of the Global Book-Entry System as stated in this Preliminary Official Statement, we will pay you \$ 3,172,050.00 (not less than \$3,156,150) plus accrued interest to date of delivery for fully registered Bonds bearing interest rates and maturing in the stated years as follows:

<u>2.50</u> % due 2009	<u>2.80</u> % due 2011	<u>3.10</u> % due 2013
<u>2.60</u> % due 2010	<u>3.00</u> % due 2012	<u>3.20</u> % due 2014

* The City reserves the right to increase or decrease the principal amount of the Bonds on the day of sale, in increments of \$5,000 each. Increases or decreases may be made in any maturity. If any principal amounts are adjusted, the purchase price proposed will be adjusted to maintain the same gross spread per \$1,000.

We enclose our good faith deposit in the amount of \$63,600, to be held by you pending delivery and payment. Alternatively, we have provided a financial surety bond or have wired our good faith deposit to the Bank of America, N.A., New York, New York, ABA No. 026-009-593 for further credit to Ehlers & Associates, Inc. Bond Issue Escrow Account No. 850-788-1. If our bid is not accepted, said deposit shall be promptly returned to us. If the good faith deposit is wired to such escrow account, we agree to the conditions and duties of Ehlers & Associates, Inc., as escrow holder of the good faith deposit, pursuant to this Preliminary Official Statement dated May 30, 2008. This bid is for prompt acceptance and is conditional upon deposit of said Bonds to The Depository Trust Company, New York, New York, in accordance with the Notice of Sale. Delivery is anticipated to be on or about June 26, 2008.

This bid is subject to the City's covenant and agreement to enter into a written undertaking to provide continuing disclosure under Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 as described in the Preliminary Official Statement for this issue.

We have received and reviewed the Preliminary Official Statement and have submitted our requests for additional information or corrections to the Final Official Statement. As Syndicate Manager, we agree to provide the City with the reoffering price of the Bonds within 24 hours of the bid acceptance.

Account Manager: Bankers Bank By: [Signature]

Account Members:

Award will be on a true interest cost basis. According to our computations (the correct computation being controlling in the award), the total dollar interest cost (including any discount or less any premium) computed from June 26, 2008 of the above bid is \$ 747,108.47 and the true interest cost (TIC) is 3.0746%.

The foregoing offer is hereby accepted by and on behalf of the Common Council of the City of Cedarburg, Wisconsin, on June 9, 2008.

By: [Signature] By: Constance K. Mastugi
Title: Mayor Title: City Clerk

*Subsequent to bid opening the issue size was decreased to \$3,175,000 with the 2014 maturity decreased \$5,000 to \$560,000 in maturity value.

Adjusted Price - \$3,167,062.50
Adjusted Net Interest Cost - \$346,147.08
Adjusted TIC - 3.0741%

EXHIBIT C

DEBT SERVICE SCHEDULE AND IRREPEALABLE TAX LEVIES

(SEE ATTACHED)

City of Cedarburg

\$3,175,000 General Obligation Refunding Bonds

Dated June 26, 2008 | Winning Bidder: Bankers' Bank

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
06/26/2008	-	-	-	-	-
12/01/2008	-	-	39,434.58	39,434.58	39,434.58
06/01/2009	455,000.00	2.500%	45,795.00	500,795.00	-
12/01/2009	-	-	40,107.50	40,107.50	540,902.50
06/01/2010	490,000.00	2.600%	40,107.50	530,107.50	-
12/01/2010	-	-	33,737.50	33,737.50	563,845.00
06/01/2011	555,000.00	2.800%	33,737.50	588,737.50	-
12/01/2011	-	-	25,967.50	25,967.50	614,705.00
06/01/2012	550,000.00	3.000%	25,967.50	575,967.50	-
12/01/2012	-	-	17,717.50	17,717.50	593,685.00
06/01/2013	565,000.00	3.100%	17,717.50	582,717.50	-
12/01/2013	-	-	8,960.00	8,960.00	591,677.50
06/01/2014	560,000.00	3.200%	8,960.00	568,960.00	-
12/01/2014	-	-	-	-	568,960.00
Total	\$3,175,000.00	-	\$338,209.58	\$3,513,209.58	-

Yield Statistics

Bond Year Dollars	\$11,264.51
Average Life	3.548 Years
Average Coupon	3.0024339%
Net Interest Cost (NIC)	3.0728985%
True Interest Cost (TIC)	3.0741809%
Bond Yield for Arbitrage Purposes	2.9984897%
All Inclusive Cost (AIC)	3.3854445%

IRS Form 8038

Net Interest Cost	3.0024339%
Weighted Average Maturity	3.548 Years

EXHIBIT D

(Form of Bond)

UNITED STATES OF AMERICA
STATE OF WISCONSIN
COUNTY OF OZAUKEE
CITY OF CEDARBURG

GENERAL OBLIGATION REFUNDING BOND

<u>Number</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>Amount</u>	<u>CUSIP</u>
R-	%		June 26, 2008	\$	

FOR VALUE RECEIVED, the City of Cedarburg, Ozaukee County, Wisconsin (the "City"), promises to pay to _____, or registered assigns, the principal amount of _____ DOLLARS (\$ _____) on the maturity date specified above, together with interest thereon from June 26, 2008 or the most recent payment date to which interest has been paid, unless the date of registration of this Bond is after the 15th day of the calendar month immediately preceding an interest payment date, in which case interest will be paid from such interest payment date, at the rate per annum specified above, such interest being payable on June 1 and December 1 of each year, with the first interest on this issue being payable on December 1, 2008. For the prompt payment of this Bond with interest hereon as aforesaid, the full faith, credit and resources of the City have been and are hereby irrevocably pledged.

The Bonds are not subject to optional redemption.

Both principal hereof and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. The principal of this Bond shall be payable only upon presentation and surrender of this Bond at the office of the City Treasurer. Interest hereon shall be payable by check or draft dated as of the applicable interest payment date and mailed from the office of the City Treasurer to the person in whose name this Bond is registered at the close of business on the fifteenth day of the calendar month next preceding each interest payment date.

This Bond is transferable only upon the books of the City kept for that purpose at the office of the City Clerk, 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 City Clerk duly executed by the registered owner or his duly

authorized attorney. Thereupon a new Bond or Bonds of the same aggregate principal amount, series and maturity shall be issued to the transferee in exchange therefor. The City may deem and treat the person 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 interest hereof and for all other purposes. The Bonds are issuable solely as negotiable, fully-registered Bonds without coupons in authorized denominations of \$5,000 or any whole multiple thereof.

This Bond is one of an issue aggregating \$3,175,000, each of which is of like original issue date and tenor except as to numbers, interest rates and maturities, issued for the public purpose of refunding obligations of the City, including interest on them, pursuant to a resolution duly adopted by the Common Council on June 9, 2008 and in full conformity with the Constitution and laws of the State of Wisconsin thereunto enabling.

This Bond has been designated by the City as a "qualified tax-exempt obligation" for purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

It is hereby recited and certified that all acts, conditions and things required by law to be done precedent to and in the issuance of this Bond have been done, have happened and have been performed in regular and due form, time and manner; that a direct, annual irrevocable tax has been levied by the City sufficient in times and amounts to pay the interest on this Bond when it falls due and also to pay and discharge the principal hereof at maturity; and that this Bond, together with all other existing indebtedness of the City, does not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the City of Cedarburg, Ozaukee County, Wisconsin has caused this Bond to be executed in its behalf by its duly qualified and acting Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

(SEAL)

By _____
City Clerk

CITY OF CEDARBURG,
OZAUKEE COUNTY, WISCONSIN

By _____
Mayor

(Form of Assignment)

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

(Please print or typewrite name and address, including zip code, of Assignee)

Please insert Social Security or other identifying number of Assignee

the within Bond, and all rights thereunder, hereby irrevocably constituting and appointing

Attorney to transfer said Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated:

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

Signature(s) guaranteed by:

EXHIBIT E

NOTICE OF FULL CALL*

Regarding

CITY OF CEDARBURG
OZAUKEE COUNTY, WISCONSIN
GENERAL OBLIGATION CORPORATE PURPOSE BONDS
DATED JUNE 1, 1999

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the amounts; bear interest at the rates; and have CUSIP Nos. as set forth below have been called by the City for prior payment on July 18, 2008 at the principal amount thereof plus accrued interest to the date of prepayment:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
06/01/09	\$430,000	4.40%	150645KN8
06/01/10	475,000	4.40	150645KP3
06/01/11	550,000	4.40	150645KQ1
06/01/12	550,000	4.40	150645KR9
06/01/13	570,000	4.40	150645KS7
06/01/14	575,000	4.40	150645KT5

The City shall deposit federal or other immediately available funds sufficient for such redemption at the office of The Depository Trust Company on or before July 18, 2008.

Said Bonds will cease to bear interest on July 18, 2008.

By Order of the
Common Council
City of Cedarburg
City Clerk

Dated _____

* To be provided by registered or certified mail to The Depository Trust Company, Attn: Supervisor, Call Notification Department, 55 Water Street, 50th Floor, New York, NY 10041-0099, not less than thirty (30) days prior to July 18, 2008 and to nationally recognized municipal securities information repositories (NRMSIRs), the MSRB and any other depositories.

** If the Refunded Obligations are subject to the continuing disclosure requirements of SEC Rule 15c2-12 effective July 3, 1995, this Notice should be filed with the MSRB using Material Events Notice Cover Sheet available at http://www.msrb.org/msrb1/cdi/pdf/Generic_Cover_Sheet_and_Instructions.pdf