

MEETING NOTICE

Unless specifically noticed otherwise, this meeting and all other meetings of this body are open to the public. Proper notice has been posted and given to the media in accordance with Wisconsin Statutes so that citizens may be aware of the time, place and purpose of the meeting.

SPECIAL COMMON COUNCIL MEETING

WEDNESDAY, JULY 31, 2024 at 4PM

Council Chambers, New London Municipal Building

215 N Shawano Street, New London, WI

AGENDA

1. PLEDGE OF ALLEGIANCE, CALL TO ORDER, ROLL CALL, ADOPT AGENDA
2. CONSIDER RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$162,342 TAXABLE GENERAL OBLIGATION WATER SYSTEM PROMISSORY NOTES, SERIES 2024A, AND PROVIDING FOR OTHER DETAILS AND COVENANTS WITH RESPECT THERETO, AND APPROVAL OF RELATED \$253,990 FINANCIAL ASSISTANCE AGREEMENT
3. CONSIDER RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$105,829 TAXABLE GENERAL OBLIGATION WATER SYSTEM PROMISSORY NOTES, SERIES 2024B, AND PROVIDING FOR OTHER DETAILS AND COVENANTS WITH RESPECT THERETO, AND APPROVAL OF RELATED \$156,653 FINANCIAL ASSISTANCE AGREEMENT
4. CONSIDER RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$801,846 SEWERAGE, WATER AND ELECTRIC SYSTEM REVENUE BONDS, SERIES 2024C, AND PROVIDING FOR OTHER DETAILS AND COVENANTS WITH RESPECT THERETO
5. CONSIDER CONTRACT WITH AECOM FOR SITE INVESTIGATION ON PEARL STREET
6. ADJOURN

It is the policy of the City of New London to comply in good faith with all applicable regulations, guidelines, etc. put forth in the Americans with Disabilities Act (ADA). To that end, it is the City's intent to provide equal opportunity for everyone to participate in all programs and/or services offered, to attend every public meeting scheduled, and to utilize all public facilities available. Any person(s) in need of an alternative format (i.e. larger print, audio tapes, Braille, readers, interpreters, amplifiers, transcription) regarding information disseminated by the City of New London should notify the City 48 hours prior to a meeting, etc., or allow 48 hours after a request for a copy of brochures, notices, etc. for delivery of that alternative format. Contact ADA Coordinator Chad Hoerth by telephone through: (Relay Wisconsin) – 920/ 982-8500 or (Voice) – 920/982-8500 and in person/letter at 215 N. Shawano Street, New London, WI 54961.

Watch this meeting live and access our video archives at: www.youtube.com/NewLondonAccess

RESOLUTION NO. ____

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$162,342 TAXABLE GENERAL OBLIGATION WATER SYSTEM
PROMISSORY NOTES, SERIES 2024A,
AND PROVIDING FOR OTHER DETAILS AND COVENANTS
WITH RESPECT THERETO

WHEREAS, the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "Municipality") owns and operates a water system (the "System") which is operated for a public purpose as a public utility by the Municipality; and

WHEREAS, certain improvements to the System, including the replacement of public and private lead service lines, are necessary to meet the needs of the Municipality and the residents thereof, consisting of the construction of a project (the "Project") assigned Safe Drinking Water Loan Program Project No. 5564-04 by the Department of Natural Resources; and

WHEREAS, under the provisions of Section 67.12(12), Wisconsin Statutes, any municipality (as defined in Section 67.01(5), Wisconsin Statutes) may, by action of its governing body, issue promissory notes as evidence of indebtedness for any public purpose (as defined in Section 67.04(1)(b), Wisconsin Statutes) which promissory notes are general obligations of the municipality; and

WHEREAS, the Municipality has heretofore issued its Sewerage, Water and Electric System Revenue Bond Anticipation Note, Series 2023, dated August 28, 2023 (the "Prior Note") in part for the purpose of paying a portion of the costs of the Project; and

WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell general obligation promissory notes of the Municipality, pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, to pay the cost of the Project and to refund the portion of the Prior Note issued to pay costs of the Project; and

WHEREAS, such notes are to be issued for purposes of Sections 281.58, 281.59, 281.60 or 281.61, Wisconsin Statutes; and

WHEREAS, due to certain provisions of the Internal Revenue Code of 1986, as amended, it is necessary to issue such notes on a taxable basis, and the State of Wisconsin Safe Drinking Water Loan Program has approved the issuance of such notes on a taxable basis; and

WHEREAS, the only outstanding general obligations of the Municipality are its General Obligation Corporate Purpose Bonds, Series 2016A, dated May 26, 2016, General Obligation Corporate Purpose Bonds, Series 2018A, dated June 28, 2018, General Obligation Corporate Purpose Bonds, Series 2020A, dated October 29, 2020 and General Obligation Corporate Purpose Bonds, Series 2023A, dated July 12, 2023, currently outstanding in an aggregate principal amount not exceeding \$11,940,000 and the Municipality intends to issue \$105,829

Taxable General Obligation Water System Promissory Notes, Series 2024B concurrently with the notes being issued pursuant to this resolution.

NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

- (a) "Act" means Chapter 67, Wisconsin Statutes;
- (b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Notes;
- (c) "Debt Service Fund" means the Debt Service Fund of the Municipality, which shall be the "debt service fund" as such term is defined in the Act;
- (d) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Notes are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;
- (e) "Fiscal Year" means the twelve-month period ending on each December 31;
- (f) "Governing Body" means the Common Council, or such other body as may hereafter be the chief legislative body of the Municipality;
- (g) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;
- (h) "Municipality" means the City of New London, Outagamie and Waupaca Counties, Wisconsin;
- (i) "Notes" means the \$162,342 Taxable General Obligation Water System Promissory Notes, Series 2024A, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;
- (j) "Note Year" means the twelve-month period ending on each May 1;
- (k) "Prior Note" means the Municipality's Sewerage, Water and Electric System Revenue Bond Anticipation Note, Series 2023, dated August 28, 2023;
- (l) "Project" means the Project described in the preamble to this Resolution. All elements of the Project are to be owned and operated by the Municipality as part of the System as described in the preamble hereto; and
- (m) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date.

Section 2. Authorization of the Notes and the Financial Assistance Agreement. For the purpose of paying the cost of the Project (including legal, fiscal, engineering and other expenses) and refunding the portion of the Prior Note issued to pay costs of the Project, there shall be borrowed on the full faith and credit of the Municipality up to the sum of \$162,342; and fully registered general obligation promissory notes of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Safe Drinking Water Loan Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference, and the Mayor and City Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement.

The Governing Body hereby determines that the refunding of the portion of the Prior Note issued to pay costs of the Project is advantageous and necessary to the Municipality.

Section 3. Terms of the Notes. The Notes shall be designated "Taxable General Obligation Water System Promissory Notes, Series 2024A" (the "Notes"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 0.250% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and in the Note form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Notes shall be payable commencing on November 1, 2024 and semiannually thereafter on May 1 and November 1 of each year. The Notes shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

Section 4. Form, Execution, Registration and Payment of the Notes. The Notes shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Notes shall be executed in the name of the Municipality by the manual signatures of the Mayor and City Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Notes shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Notes shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Note will be payable upon presentation and surrender of the Note to the Bond Registrar. Payment of principal on the Note and each installment of interest shall be made to the registered owner of each Note who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by electronic transfer or by check or draft of the Municipality (as directed by the registered owner) and if by check or draft, mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Application of Note Proceeds; Borrowed Money Fund. The sale proceeds of the Notes (exclusive of accrued interest and any premium received, which shall be deposited in the Debt Service Fund) shall, forthwith upon receipt, be placed in and kept by the Treasurer as a separate fund to be known as the "Taxable General Obligation Water System Promissory Notes, Series 2024A, Borrowed Money Fund" (hereinafter referred to as the "Borrowed Money Fund"). Monies in the Borrowed Money Fund shall be used solely for the purposes for which borrowed or for transfer to the Debt Service Fund as provided by law. Moneys in the Borrowed Money Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 6. Tax Levy. (a) For the express purpose of paying interest on the Notes as it falls due and also to pay and discharge the principal thereof at maturity, the full faith, credit and taxing powers of the Municipality are hereby pledged and there is hereby levied upon all of the taxable property in the Municipality, in addition to all other taxes, a direct, annual irrevocable tax in an amount and at the times sufficient for that purpose. This tax shall be for the years 2024 through 2043, inclusive, and shall be in such amounts as are necessary to provide for payment of the principal of and interest on the Notes in 2024 through 2044, inclusive, when due. The amount of the tax levied for the year 2024 shall be the total amount of debt service due on the Notes in the years 2024 and 2025; 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 interest on the Notes in the year 2024.

Assuming the entire principal amount of the Notes is drawn, this tax will be in the following amounts:

<u>Levy Year</u>	<u>Amount</u>
2024	\$8,408.76
2025	8,321.93
2026	8,321.90
2027	8,321.88
2028	8,321.85
2029	8,321.83
2030	8,321.80
2031	8,321.77
2032	8,321.75
2033	8,321.72
2034	8,321.70
2035	8,321.67
2036	8,321.65
2037	8,321.63
2038	8,321.61
2039	8,321.58
2040	8,321.55
2041	8,321.52
2042	8,321.49
2043	8,321.47

The actual tax carried onto the tax rolls each year shall equal the amount necessary to repay the actual principal amount drawn under the Notes, and any interest thereon, when due.

(b) The Municipality 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 Notes, said tax shall be, from year to year, carried into the tax rolls of the Municipality 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 Fund created in Section 7 hereof.

(c) If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Notes when due, the requisite amounts shall be paid from other funds of the Municipality then available, which sums shall be replaced upon the collection of the taxes herein levied.

(d) There be and there hereby is appropriated from funds of the Municipality on hand a sum sufficient to be deposited in the Debt Service Fund to meet payments with respect to debt service due on November 1, 2024.

Section 7. Debt Service Fund. The proceeds of the taxes levied pursuant to Section 6 above, when collected by the Municipal Treasurer, and such further deposits as may be required by Section 67.11, Wisconsin Statutes, shall be placed and kept by the Municipal Treasurer as a separate fund irrevocably pledged for paying the principal of and interest on the Notes so long as any such Notes shall remain outstanding, to be known as the "Taxable General Obligation Water System Promissory Notes, Series 2024A Debt Service Fund" (hereinafter referred to as "Debt Service Fund"). The accrued interest and any premium received at the time of delivery of the Notes shall be paid into the Debt Service Fund. Interest on or principal of the Notes falling due at any time when there shall be on hand in the Debt Service Fund insufficient funds for the payment of such principal and interest shall be paid promptly when due from other funds of the Municipality.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on the Notes as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34 of the Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m) and 67.10(3), Wisconsin Statutes. All income derived from such investments shall be regarded as revenues of the Municipality.

Section 9. Operation of Project; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Notes, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 10. Sale of Notes. The sale of the Notes to the State of Wisconsin Safe Drinking Water Loan Program for the purchase price of up to \$162,342 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Notes as hereinabove provided, necessary to conclude delivery of the Notes to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Notes shall be paid upon requisition therefor as provided in the Financial Assistance Agreement, and the officers of the Municipality are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Notes.

Section 11. Amendment to Resolution. After the issuance of any of the Notes, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Notes have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from time to time, amend this Resolution without the consent of any of the owners of the Notes, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Notes then outstanding, exclusive of Notes held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of tax revenues of the Municipality or the maturity of any Note issued hereunder, or a reduction in the rate of interest on any Note, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Notes may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Note to which the change is applicable.

Section 12. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Notes, and after issuance of any of the Notes no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 11, until all of the Notes have been paid in full as to both principal and interest. The owner or owners of any of the Notes shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to take any and all actions necessary to carry out all of the provisions and agreements contained in this Resolution.

Section 13. Requirements of Municipality. The officers of the Municipality, staff of the Municipality, attorneys for the Municipality, financial consultants of the Municipality, or other agents or employees of the Municipality are hereby authorized to do all acts and things required of them by this Resolution for the full, punctual and complete performance of all of the provisions of this Resolution.

Section 14. Illegal or Invalid Provisions. In case any one or more of the provisions of this Resolution or any of the Notes shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution or of the Notes.

Section 15. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Safe Drinking Water Loan Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Safe Drinking Water Loan Program may require, in order that securities issued by the Municipality and the State of Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 16. Redemption of the Prior Note. The Governing Body hereby calls such amount of the Prior Note as the Municipality determines was issued to pay costs of the Project and is eligible for payment with proceeds of the Notes or any related principal forgiveness for redemption on August 16, 2024 or as soon as practicable thereafter. The Governing Body directs its officers and agents to take all action necessary to effect the redemption of the Prior Note.

Section 17. Conflicting Resolutions. All ordinances, resolutions, or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage.

Passed: July 31, 2024

Approved: July 31, 2024

Mark Herter
Mayor

Attest:

Nicole Ryerson
City Clerk

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
OUTAGAMIE AND WAUPACA COUNTIES
CITY OF NEW LONDON

REGISTERED
\$ _____

TAXABLE GENERAL OBLIGATION WATER SYSTEM PROMISSORY NOTE,
SERIES 2024A

Final
Maturity Date

May 1, 2044

Date of
Original Issue

_____, 20__

REGISTERED OWNER: STATE OF WISCONSIN SAFE DRINKING WATER LOAN
PROGRAM

FOR VALUE RECEIVED the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "Municipality") hereby acknowledges itself to owe and promises to pay to the registered owner shown above, or registered assigns, the principal sum of an amount not to exceed _____ DOLLARS (\$ _____) (but only so much as shall have been drawn hereunder, as provided below) on May 1 of each year commencing May 1, 2025 until the final maturity date written above, together with interest thereon (but only on amounts as shall have been drawn hereunder, as provided below) from the dates the amounts are drawn hereunder or the most recent payment date to which interest has been paid, at the rate of 0.250% per annum, calculated on the basis of a 360-day year made up of twelve 30-day months, such interest being payable on the first days of May and November of each year, with the first interest being payable on November 1, 2024.

The principal amount evidenced by this Note may be drawn upon by the Municipality in accordance with the Financial Assistance Agreement entered by and between the Municipality and the State of Wisconsin by the Department of Natural Resources and the Department of Administration including capitalized interest transferred (if any). The principal amounts so drawn shall be repaid in installments on May 1 of each year commencing on May 1, 2025 in an amount equal to an amount which when amortized over the remaining term of this Note plus current payments of interest (but only on amounts drawn hereunder) at Zero and 250/1000ths percent (0.250%) per annum shall result in equal annual payments of the total of principal and the semiannual payments of interest. The State of Wisconsin Department of Administration shall record such draws and corresponding principal repayment schedule on a cumulative basis in the format shown on the attached Schedule A.

Both principal and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. On the final maturity date, principal of this Note shall be payable only upon presentation and surrender of this Note at the office of the Municipal Treasurer. Principal hereof and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date (as directed by the registered owner) and if by check or draft, mailed from the office of the Municipal Treasurer to the person in whose name this Note is registered at the close of business on the fifteenth day of the calendar month next preceding such interest payment date.

This Note shall not be redeemable prior to its maturity, except with the consent of the registered owner.

This Note is transferable only upon the books of the Municipality kept for that purpose at the office of the Municipal Treasurer, by the registered owner in person or its duly authorized attorney, upon surrender of this Note, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Municipal Treasurer, duly executed by the registered owner or its duly authorized attorney. Thereupon a replacement Note shall be issued to the transferee in exchange therefor. The Municipality may deem and treat the person in whose name this Note 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. This Note is issuable solely as a negotiable, fully-registered note, without coupons, and in denominations of \$0.01 or any integral multiple thereof.

This Note is issued for the purpose of providing for the payment of the cost of constructing improvements to the Water System of the Municipality, including the replacement of public and private lead service lines, and refunding obligations of the Municipality issued for that purpose, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 67.12(12), Wisconsin Statutes, and a resolution adopted July 31, 2024, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$162,342 Taxable General Obligation Water System Promissory Notes, Series 2024A, and Providing for Other Details and Covenants With Respect Thereto". The principal of and interest on this Note are payable in lawful money of the United States of America as aforesaid, and for the prompt payment of the principal and interest on this Note, and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the Municipality are hereby irrevocably pledged.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen, and be performed precedent to and in the issuance of this Note have existed, have happened and have been performed in due time, form and manner as required by law; that the indebtedness of the Municipality, including this Note 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 irrevocable tax has been levied by the Municipality sufficient to pay the interest on this Note when it falls due and also to pay and discharge the principal hereof at maturity.

IN WITNESS WHEREOF, the Municipality has caused this Note to be signed by the signatures of its Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF NEW LONDON, WISCONSIN

(SEAL)

By: _____
Mark Herter
Mayor

By: _____
Nicole Ryerson
City Clerk

COPY

(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 Note and all rights thereunder, hereby irrevocably constituting and appointing

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

Dated: _____

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

Signature(s) guaranteed by

SCHEDULE A

\$162,342

CITY OF NEW LONDON, WISCONSIN
TAXABLE GENERAL OBLIGATION WATER SYSTEM PROMISSORY NOTES,
SERIES 2024A

<u>Amount of Disbursement</u>	<u>Date of Disbursement</u>	<u>Series of Notes</u>	<u>Principal Repaid</u>	<u>Principal Balance</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

COPY

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Amount</u>
May 1, 2025	\$7,926.00
May 1, 2026	7,945.82
May 1, 2027	7,965.68
May 1, 2028	7,985.60
May 1, 2029	8,005.56
May 1, 2030	8,025.58
May 1, 2031	8,045.64
May 1, 2032	8,065.75
May 1, 2033	8,085.92
May 1, 2034	8,106.13
May 1, 2035	8,126.40
May 1, 2036	8,146.71
May 1, 2037	8,167.08
May 1, 2038	8,187.50
May 1, 2039	8,207.97
May 1, 2040	8,228.49
May 1, 2041	8,249.06
May 1, 2042	8,269.68
May 1, 2043	8,290.35
May 1, 2044	8,311.08

RESOLUTION NO. ____

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$105,829 TAXABLE GENERAL OBLIGATION WATER SYSTEM
PROMISSORY NOTES, SERIES 2024B,
AND PROVIDING FOR OTHER DETAILS AND COVENANTS
WITH RESPECT THERETO

WHEREAS, the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "Municipality") owns and operates a water system (the "System") which is operated for a public purpose as a public utility by the Municipality; and

WHEREAS, certain improvements to the System, including the replacement of public and private lead service lines, are necessary to meet the needs of the Municipality and the residents thereof, consisting of the construction of a project (the "Project") assigned Safe Drinking Water Loan Program Project No. 5564-07 by the Department of Natural Resources; and

WHEREAS, under the provisions of Section 67.12(12), Wisconsin Statutes, any municipality (as defined in Section 67.01(5), Wisconsin Statutes) may, by action of its governing body, issue promissory notes as evidence of indebtedness for any public purpose (as defined in Section 67.04(1)(b), Wisconsin Statutes) which promissory notes are general obligations of the municipality; and

WHEREAS, the Municipality has heretofore issued its Sewerage, Water and Electric System Revenue Bond Anticipation Note, Series 2023, dated August 28, 2023 (the "Prior Note") in part for the purpose of paying a portion of the costs of the Project; and

WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell general obligation promissory notes of the Municipality, pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, to pay the cost of the Project and to refund the portion of the Prior Note issued to pay costs of the Project; and

WHEREAS, such notes are to be issued for purposes of Sections 281.58, 281.59, 281.60 or 281.61, Wisconsin Statutes; and

WHEREAS, due to certain provisions of the Internal Revenue Code of 1986, as amended, it is necessary to issue such notes on a taxable basis, and the State of Wisconsin Safe Drinking Water Loan Program has approved the issuance of such notes on a taxable basis; and

WHEREAS, the only outstanding general obligations of the Municipality are its General Obligation Corporate Purpose Bonds, Series 2016A, dated May 26, 2016, General Obligation Corporate Purpose Bonds, Series 2018A, dated June 28, 2018, General Obligation Corporate Purpose Bonds, Series 2020A, dated October 29, 2020 and General Obligation Corporate Purpose Bonds, Series 2023A, dated July 12, 2023, currently outstanding in an aggregate principal amount not exceeding \$11,940,000 and the Municipality intends to issue \$162,342

Taxable General Obligation Water System Promissory Notes, Series 2024A concurrently with the notes being issued pursuant to this resolution.

NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

- (a) "Act" means Chapter 67, Wisconsin Statutes;
- (b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Notes;
- (c) "Debt Service Fund" means the Debt Service Fund of the Municipality, which shall be the "debt service fund" as such term is defined in the Act;
- (d) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Notes are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;
- (e) "Fiscal Year" means the twelve-month period ending on each December 31;
- (f) "Governing Body" means the Common Council, or such other body as may hereafter be the chief legislative body of the Municipality;
- (g) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;
- (h) "Municipality" means the City of New London, Outagamie and Waupaca Counties, Wisconsin;
- (i) "Notes" means the \$105,829 Taxable General Obligation Water System Promissory Notes, Series 2024B, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;
- (j) "Note Year" means the twelve-month period ending on each May 1;
- (k) "Prior Note" means the Municipality's Sewerage, Water and Electric System Revenue Bond Anticipation Note, Series 2023, dated August 28, 2023;
- (l) "Project" means the Project described in the preamble to this Resolution. All elements of the Project are to be owned and operated by the Municipality as part of the System as described in the preamble hereto; and
- (m) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date.

Section 2. Authorization of the Notes and the Financial Assistance Agreement. For the purpose of paying the cost of the Project (including legal, fiscal, engineering and other expenses) and refunding the portion of the Prior Note issued to pay costs of the Project, there shall be borrowed on the full faith and credit of the Municipality up to the sum of \$105,829; and fully registered general obligation promissory notes of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Safe Drinking Water Loan Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference and the Mayor and City Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement.

The Governing Body hereby determines that the refunding of the portion of the Prior Note issued to pay costs of the Project is advantageous and necessary to the Municipality.

Section 3. Terms of the Notes. The Notes shall be designated "Taxable General Obligation Water System Promissory Notes, Series 2024B" (the "Notes"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 0.250% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and in the Note form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Notes shall be payable commencing on November 1, 2024 and semiannually thereafter on May 1 and November 1 of each year. The Notes shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

Section 4. Form, Execution, Registration and Payment of the Notes. The Notes shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Notes shall be executed in the name of the Municipality by the manual signatures of the Mayor and City Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Notes shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Notes shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Note will be payable upon presentation and surrender of the Note to the Bond Registrar. Payment of principal on the Note and each installment of interest shall be made to the registered owner of each Note who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by electronic transfer or by check or draft of the Municipality (as directed by the registered owner) and if by check or draft, mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Application of Note Proceeds; Borrowed Money Fund. The sale proceeds of the Notes (exclusive of accrued interest and any premium received, which shall be deposited in the Debt Service Fund) shall, forthwith upon receipt, be placed in and kept by the Treasurer as a

separate fund to be known as the "Taxable General Obligation Water System Promissory Notes, Series 2024B, Borrowed Money Fund" (hereinafter referred to as the "Borrowed Money Fund"). Monies in the Borrowed Money Fund shall be used solely for the purposes for which borrowed or for transfer to the Debt Service Fund as provided by law. Moneys in the Borrowed Money Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 6. Tax Levy. (a) For the express purpose of paying interest on the Notes as it falls due and also to pay and discharge the principal thereof at maturity, the full faith, credit and taxing powers of the Municipality are hereby pledged and there is hereby levied upon all of the taxable property in the Municipality, in addition to all other taxes, a direct, annual irrevocable tax in an amount and at the times sufficient for that purpose. This tax shall be for the years 2024 through 2043, inclusive, and shall be in such amounts as are necessary to provide for payment of the principal of and interest on the Notes in 2024 through 2044, inclusive, when due. The amount of the tax levied for the year 2024 shall be the total amount of debt service due on the Notes in the years 2024 and 2025; 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 interest on the Notes in the year 2024.

Assuming the entire principal amount of the Notes is drawn, this tax will be in the following amounts:

<u>Levy Year</u>	<u>Amount</u>
2024	\$5,481.59
2025	5,424.97
2026	5,424.95
2027	5,424.93
2028	5,424.92
2029	5,424.91
2030	5,424.90
2031	5,424.88
2032	5,424.85
2033	5,424.84
2034	5,424.83
2035	5,424.81
2036	5,424.79
2037	5,424.77
2038	5,424.76
2039	5,424.74
2040	5,424.73
2041	5,424.72
2042	5,424.69
2043	5,424.68

The actual tax carried onto the tax rolls each year shall equal the amount necessary to repay the actual principal amount drawn under the Notes, and any interest thereon, when due.

(b) The Municipality 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 Notes, said tax shall be, from year to year, carried into the tax rolls of the Municipality 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 Fund created in Section 7 hereof.

(c) If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Notes when due, the requisite amounts shall be paid from other funds of the Municipality then available, which sums shall be replaced upon the collection of the taxes herein levied.

(d) There be and there hereby is appropriated from funds of the Municipality on hand a sum sufficient to be deposited in the Debt Service Fund to meet payments with respect to debt service due on November 1, 2024.

Section 7. Debt Service Fund. The proceeds of the taxes levied pursuant to Section 6 above, when collected by the Municipal Treasurer, and such further deposits as may be required by Section 67.11, Wisconsin Statutes, shall be placed and kept by the Municipal Treasurer as a separate fund irrevocably pledged for paying the principal of and interest on the Notes so long as any such Notes shall remain outstanding, to be known as the "Taxable General Obligation Water System Promissory Notes, Series 2024B Debt Service Fund" (hereinafter referred to as "Debt Service Fund"). The accrued interest and any premium received at the time of delivery of the Notes shall be paid into the Debt Service Fund. Interest on or principal of the Notes falling due at any time when there shall be on hand in the Debt Service Fund insufficient funds for the payment of such principal and interest shall be paid promptly when due from other funds of the Municipality.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on the Notes as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34 of the Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m) and 67.10(3), Wisconsin Statutes. All income derived from such investments shall be regarded as revenues of the Municipality.

Section 9. Operation of Project; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Notes, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 10. Sale of Notes. The sale of the Notes to the State of Wisconsin Safe Drinking Water Loan Program for the purchase price of up to \$105,829 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Notes as hereinabove provided, necessary to conclude delivery of the Notes to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Notes shall be paid upon requisition

therefor as provided in the Financial Assistance Agreement, and the officers of the Municipality are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Notes.

Section 11. Amendment to Resolution. After the issuance of any of the Notes, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Notes have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from time to time, amend this Resolution without the consent of any of the owners of the Notes, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Notes then outstanding, exclusive of Notes held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of tax revenues of the Municipality or the maturity of any Note issued hereunder, or a reduction in the rate of interest on any Note, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Notes may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Note to which the change is applicable.

Section 12. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Notes, and after issuance of any of the Notes no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 11, until all of the Notes have been paid in full as to both principal and interest. The owner or owners of any of the Notes shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to take any and all actions necessary to carry out all of the provisions and agreements contained in this Resolution.

Section 13. Requirements of Municipality. The officers of the Municipality, staff of the Municipality, attorneys for the Municipality, financial consultants of the Municipality, or other agents or employees of the Municipality are hereby authorized to do all acts and things required of them by this Resolution for the full, punctual and complete performance of all of the provisions of this Resolution.

Section 14. Illegal or Invalid Provisions. In case any one or more of the provisions of this Resolution or any of the Notes shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution or of the Notes.

Section 15. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Safe Drinking Water Loan Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Safe Drinking Water Loan Program may require, in order that securities issued by the Municipality and the State of

Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 16. Redemption of the Prior Note. The Governing Body hereby calls such amount of the Prior Note as the Municipality determines was issued to pay costs of the Project and is eligible for payment with proceeds of the Notes or any related principal forgiveness for redemption on August 16, 2024 or as soon as practicable thereafter. The Governing Body directs its officers and agents to take all action necessary to effect the redemption of the Prior Note.

Section 17. Conflicting Resolutions. All ordinances, resolutions, or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage.

Passed: July 31, 2024

Approved: July 31, 2024

Mark Herter
Mayor

Attest:

Nicole Ryerson
City Clerk

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
OUTAGAMIE AND WAUPACA COUNTIES
CITY OF NEW LONDON

REGISTERED
\$ _____

TAXABLE GENERAL OBLIGATION WATER SYSTEM PROMISSORY NOTE,
SERIES 2024B

Final
Maturity Date

May 1, 2044

Date of
Original Issue

_____, 20__

REGISTERED OWNER: STATE OF WISCONSIN SAFE DRINKING WATER LOAN
PROGRAM

FOR VALUE RECEIVED the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "Municipality") hereby acknowledges itself to owe and promises to pay to the registered owner shown above, or registered assigns, the principal sum of an amount not to exceed _____ DOLLARS (\$ _____) (but only so much as shall have been drawn hereunder, as provided below) on May 1 of each year commencing May 1, 2025 until the final maturity date written above, together with interest thereon (but only on amounts as shall have been drawn hereunder, as provided below) from the dates the amounts are drawn hereunder or the most recent payment date to which interest has been paid, at the rate of 0.250% per annum, calculated on the basis of a 360-day year made up of twelve 30-day months, such interest being payable on the first days of May and November of each year, with the first interest being payable on November 1, 2024.

The principal amount evidenced by this Note may be drawn upon by the Municipality in accordance with the Financial Assistance Agreement entered by and between the Municipality and the State of Wisconsin by the Department of Natural Resources and the Department of Administration including capitalized interest transferred (if any). The principal amounts so drawn shall be repaid in installments on May 1 of each year commencing on May 1, 2025 in an amount equal to an amount which when amortized over the remaining term of this Note plus current payments of interest (but only on amounts drawn hereunder) at Zero and 250/1000ths percent (0.250%) per annum shall result in equal annual payments of the total of principal and the semiannual payments of interest. The State of Wisconsin Department of Administration shall record such draws and corresponding principal repayment schedule on a cumulative basis in the format shown on the attached Schedule A.

Both principal and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. On the final maturity date, principal of this Note shall be payable only upon presentation and surrender of this Note at the office of the Municipal Treasurer. Principal hereof and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date (as directed by the registered owner) and if by check or draft, mailed from the office of the Municipal Treasurer to the person in whose name this Note is registered at the close of business on the fifteenth day of the calendar month next preceding such interest payment date.

This Note shall not be redeemable prior to its maturity, except with the consent of the registered owner.

This Note is transferable only upon the books of the Municipality kept for that purpose at the office of the Municipal Treasurer, by the registered owner in person or its duly authorized attorney, upon surrender of this Note, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Municipal Treasurer, duly executed by the registered owner or its duly authorized attorney. Thereupon a replacement Note shall be issued to the transferee in exchange therefor. The Municipality may deem and treat the person in whose name this Note 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. This Note is issuable solely as a negotiable, fully-registered note, without coupons, and in denominations of \$0.01 or any integral multiple thereof.

This Note is issued for the purpose of providing for the payment of the cost of constructing improvements to the Water System of the Municipality, including the replacement of public and private lead service lines, and refunding obligations of the Municipality issued for that purpose, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 67.12(12), Wisconsin Statutes, and a resolution adopted July 31, 2024, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$105,829 Taxable General Obligation Water System Promissory Notes, Series 2024B, and Providing for Other Details and Covenants With Respect Thereto". The principal of and interest on this Note are payable in lawful money of the United States of America as aforesaid, and for the prompt payment of the principal and interest on this Note, and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the Municipality are hereby irrevocably pledged.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen, and be performed precedent to and in the issuance of this Note have existed, have happened and have been performed in due time, form and manner as required by law; that the indebtedness of the Municipality, including this Note 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 irrevocable tax has been levied by the Municipality sufficient to pay the interest on this Note when it falls due and also to pay and discharge the principal hereof at maturity.

IN WITNESS WHEREOF, the Municipality has caused this Note to be signed by the signatures of its Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF NEW LONDON, WISCONSIN

(SEAL)

By: _____
Mark Herter
Mayor

By: _____
Nicole Ryerson
City Clerk

COPY

(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 Note and all rights thereunder, hereby irrevocably constituting and appointing

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

Dated: _____

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

Signature(s) guaranteed by

SCHEDULE A

\$105,829

CITY OF NEW LONDON, WISCONSIN
TAXABLE GENERAL OBLIGATION WATER SYSTEM PROMISSORY NOTES,
SERIES 2024B

<u>Amount of Disbursement</u>	<u>Date of Disbursement</u>	<u>Series of Notes</u>	<u>Principal Repaid</u>	<u>Principal Balance</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

COPY

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Amount</u>
May 1, 2025	\$5,166.88
May 1, 2026	5,179.79
May 1, 2027	5,192.74
May 1, 2028	5,205.72
May 1, 2029	5,218.74
May 1, 2030	5,231.79
May 1, 2031	5,244.87
May 1, 2032	5,257.98
May 1, 2033	5,271.12
May 1, 2034	5,284.30
May 1, 2035	5,297.51
May 1, 2036	5,310.75
May 1, 2037	5,324.03
May 1, 2038	5,337.34
May 1, 2039	5,350.69
May 1, 2040	5,364.06
May 1, 2041	5,377.47
May 1, 2042	5,390.92
May 1, 2043	5,404.39
May 1, 2044	5,417.91

RESOLUTION NO. _____

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$801,846
SEWERAGE, WATER AND ELECTRIC SYSTEM REVENUE BONDS, SERIES 2024C,
AND PROVIDING FOR OTHER DETAILS AND
COVENANTS WITH RESPECT THERETO

WHEREAS, the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "Municipality") owns and operates a Sewerage System (the "Sewerage System") and a combined Water and Electric System (the "Combined Water and Electric System") which are operated for public purposes by the Municipality (hereinafter, the Sewerage System and the Combined Water and Electric System shall be referred to collectively as the "System"); and

WHEREAS, the Municipality has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 1986, dated August 1, 1986 (the "1986 Bonds"), pursuant to Resolution No. 698 adopted on July 10, 1986, as amended by Resolution No. 699 adopted on July 22, 1986 (collectively, the "1986 Resolution"), which bonds are no longer outstanding; and

WHEREAS, the Municipality also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2016B, dated May 26, 2016 (the "2016 Bonds"), which are payable from the income and revenues of the System pursuant to the 1986 Resolution and Resolution No. 1317 adopted on May 4, 2016 (the "2016 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the Municipality also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2018B, dated June 28, 2018 (the "2018 Bonds"), which are payable from the income and revenues of the System pursuant to the 1986 Resolution and Resolution No. 1361 adopted on June 12, 2018 (the "2018 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the Municipality also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2019A, dated June 27, 2019 (the "2019 Bonds"), which are payable from the income and revenues of the System pursuant to the 1986 Resolution and Resolution No. 1374 adopted on June 11, 2019 (the "2019 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the Municipality also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Refunding Bonds, Series 2020B, dated October 29, 2020 (the "2020 Bonds"), which are payable from the income and revenues of the System pursuant to the 1986 Resolution and Resolution No. 1404 adopted on October 13, 2020 (the "2020 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the 2016 Bonds, the 2018 Bonds, the 2019 Bonds and the 2020 Bonds shall collectively be referred to as the "Senior Bonds"; and

WHEREAS, the 1986 Resolution, as supplemented by the 2016 Resolution, the 2018 Resolution, the 2019 Resolution and the 2020 Resolution shall collectively be referred to as the "Senior Resolutions"; and

WHEREAS, certain improvements to the System are necessary to meet the needs of the Municipality and the residents thereof, consisting of the construction of a project (the "Project") assigned Safe Drinking Water Loan Program Project No. 5564-05 by the Department of Natural Resources, and as described in the Department of Natural Resources approval letter for the plans and specifications of the Project, or portions thereof, issued under Section 281.41, Wisconsin Statutes, assigned No. W-2023-0613 and dated June 22, 2023 and No. W-2023-0257 and dated March 30, 2023 by the DNR; and

WHEREAS, under the provisions of Chapter 66, Wisconsin Statutes any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, operating and managing a public utility from the proceeds of bonds, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees; and

WHEREAS, the Municipality has heretofore issued its Sewerage, Water and Electric System Revenue Bond Anticipation Note, Series 2023, dated August 28, 2023 (the "Prior Note") in part for the purpose of paying a portion of the costs of the Project; and

WHEREAS, pursuant to Section 66.0621(4)(b), Wisconsin Statutes any municipality may also issue new bonds to provide funds for the payment of any outstanding municipal obligations issued for purchasing, acquiring, constructing, extending, adding to, improving, conducting, controlling, operating and managing a public utility; and

WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell sewerage, water and electric system revenue bonds of the Municipality payable solely from the revenues of the System, pursuant to the provisions of Section 66.0621, Wisconsin Statutes, to pay the cost of the Project and to refund the portion of the Prior Note issued to pay costs of the Project;

WHEREAS, the Senior Resolutions permit the issuance of obligations on a junior and subordinate basis without restriction; and

WHEREAS, other than the Prior Note and the Senior Bonds, no bonds or obligations payable from the revenues of the System are now outstanding.

NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

- (a) "Act" means Section 66.0621, Wisconsin Statutes;
- (b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Bonds;

(c) "Bonds" means the \$801,846 Sewerage, Water and Electric System Revenue Bonds, Series 2024C, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;

(d) "Bond Year" means the twelve-month period ending on each May 1;

(e) "Bulk Power Supply Engineer" means a nationally recognized engineer, or firm of engineers selected by the Municipality and which has skill and expertise in the field of bulk power supply planning;

(f) "Credit Obligation" means any obligation of the Municipality under a contract, lease, installment sales agreement or other instrument, including but not limited to any contract entered into with a municipal electric company pursuant to Section 66.0825(8) of the Wisconsin Statutes, to make payments for property, services or commodities for the benefit or use of the electric utility portion of the System whether or not the same are made available, furnished or received, or any other obligation of the Municipality, under which the Municipality lends credit to or guarantees debts, claims or other obligations of any other person or entity for the purpose of obtaining property, services or commodities for the electric utility portion of the System or for the purpose of financing the initial costs of any project of any other person or entity from which property, services or commodities are intended to be obtained for the benefit or use of the electric utility portion of the System but only to the extent such obligation requires payment directly or indirectly from a designated fund or account provided for under this Resolution;

(g) "Current Expenses" means the reasonable and necessary costs of operating, maintaining, administering and repairing the System, including salaries, wages, costs of materials and supplies, insurance and audits, but shall exclude depreciation, debt service, tax equivalents and capital expenditures. In the case of the electric utility portion of the System, Current Expenses shall include, without intent to limit the foregoing, all costs of purchasing, producing and delivering electric power and energy and specifically fuel costs, costs of transmission service, reserve service, interchange service, and all other costs of purchased power, including obligations under the Power Supply Contract between the Municipality and WPPI, and all payments required by Credit Obligations;

(h) "Debt Service Fund" means the Junior Special Redemption Fund of the Municipality, which shall be the "special redemption fund" as such term is defined in the Act;

(i) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Bonds are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;

(j) "Fiscal Year" means the twelve-month period ending on each December 31;

(k) "Governing Body" means the Common Council, or such other body as may hereafter be the chief legislative body of the Municipality;

(l) "Gross Earnings" means the gross earnings of the System, including earnings of the System derived from sewerage, water and electric charges imposed by the Municipality, all

payments to the Municipality under any service agreements between the Municipality and any contract users of the System, and any other monies received from any source including all rentals and fees, any tax incremental district revenues or other revenues of the Municipality pursuant to Section 9 appropriated by the Governing Body to the System, and any special assessments levied and collected in connection with the Project;

(m) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;

(n) "Municipality" means the City of New London, Outagamie and Waupaca Counties, Wisconsin;

(o) "Net Revenues" means the Gross Earnings of the System after deduction of Current Expenses;

(p) "Parity Bonds" means bonds payable from the revenues of the System other than the Bonds but issued on a parity and equality with the Bonds pursuant to the restrictive provisions of Section 11 of this Resolution;

(q) "Power Supply Contract" means the Long Term Power Supply Contract for Participating Members between the Municipality and WPPI entered into under Section 66.0825(8), Wisconsin Statutes;

(r) "Prior Note" means the Municipality's Sewerage, Water and Electric System Revenue Bond Anticipation Note, Series 2023, dated August 28, 2023;

(s) "Project" means the Project described in the preamble to this Resolution. All elements of the Project are to be owned and operated by the Municipality as part of the System as described in the preamble hereto;

(t) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date;

(u) "Senior Bonds" means the 2016 Bonds, the 2018 Bonds, the 2019 Bonds and the 2020 Bonds, collectively;

(v) "Senior Resolutions" means the 1986 Resolution, as supplemented by the 2016 Resolution, 2018 Resolution, the 2019 Resolution and the 2020 Resolution, collectively;

(w) "System" means the entire Sewerage System and combined Water and Electric System of the Municipality specifically including that portion of the Project owned by the Municipality and including all property of every nature now or hereafter owned by the Municipality for the extraction, collection, treatment, storage and distribution of water; generation, acquisition and distribution of electricity; and collection, transmission, treatment and disposal of domestic and industrial sewerage and waste, including all improvements and extensions thereto made by the Municipality while any of the Bonds and Parity Bonds remain outstanding, including all real and personal property of every nature comprising part of or used

or useful in connection with such Sewerage System and combined Water and Electric System and including all appurtenances, contracts, leases, franchises, and other intangibles;

(x) "2016 Bonds" means the Municipality's Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2016B, dated May 26, 2016;

(y) "2016 Resolution" means Resolution No. 1317 adopted by the Governing Body on May 4, 2016 authorizing the issuance of the 2016 Bonds;

(z) "2018 Bonds" means the Municipality's Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2018B, dated June 28, 2018;

(aa) "2018 Resolution" means Resolution No. 1361 adopted by the Governing Body on June 12, 2018 authorizing the issuance of the 2018 Bonds;

(bb) "2019 Bonds" means the Municipality's Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2019A, dated June 27, 2019;

(cc) "2019 Resolution" means Resolution No. 1374 adopted by the Governing Body on June 11, 2019 authorizing the issuance of the 2019 Bonds;

(dd) "2020 Bonds" means the Municipality's Sewerage, Water and Electric System Mortgage Revenue Refunding Bonds, Series 2020B, dated October 29, 2020;

(ee) "2020 Resolution" means Resolution No. 1404 adopted by the Governing Body on October 13, 2020 authorizing the issuance of the 2020 Bonds; and

(ff) "WPPI" means WPPI Energy, a municipal electric company organized under Section 66.0825, Wisconsin Statutes.

Section 2. Authorization of the Bonds and the Financial Assistance Agreement. For the purpose of paying the cost of the Project (including legal, fiscal, engineering and other expenses) and refunding the portion of the Prior Note issued to pay costs of the Project, there shall be borrowed on the credit of the income and revenue of the System up to the sum of \$801,846; and fully registered revenue bonds of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Safe Drinking Water Loan Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference and the Mayor and City Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement.

The Governing Body hereby determines that the refunding of the portion of the Prior Note issued to pay costs of the Project is advantageous and necessary to the Municipality.

Section 3. Terms of the Bonds. The Bonds shall be designated "Sewerage, Water and Electric System Revenue Bonds, Series 2024C" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 2.365% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and

in the Bond form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Bonds shall be payable commencing on November 1, 2024 and semiannually thereafter on May 1 and November 1 of each year. The Bonds shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

The schedule of maturities of the Bonds is found to be such that the amount of annual debt service payments is reasonable in accordance with prudent municipal utility practices.

Section 4. Form, Execution, Registration and Payment of the Bonds. The Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Bonds shall be executed in the name of the Municipality by the manual signatures of the Mayor and City Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Bonds shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Bonds shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Bond will be payable upon presentation and surrender of the Bond to the Bond Registrar. Payment of principal on the Bond and each installment of interest shall be made to the registered owner of each Bond who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by electronic transfer or by check or draft of the Municipality (as directed by the registered owner) and if by check or draft, mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Debt Service Fund hereinafter created, and shall be a valid claim of the registered owner or owners thereof only against such Debt Service Fund and the revenues of the System pledged to such fund, junior and subordinate to the pledge granted to the holders of the Senior Bonds. Sufficient revenues are hereby pledged to said Debt Service Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Senior Bonds, if necessary, and the Bonds and any Parity Bonds as the same becomes due.

Section 6. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the System, and to secure the payment of the principal of and interest on the Senior Bonds, the Bonds and Parity Bonds, certain funds of the System which were created and established pursuant to Section 3 of the 1986 Resolution shall be used solely for the purposes set forth in the 1986 Resolution, as amended below:

- (a) Operation and Maintenance Funds for each of the Sewerage System and the Combined Water and Electric System (collectively, the "Operation and Maintenance Funds"), which shall be used for the payment of Current Expenses of the respective Systems.
- (b) Special Redemption Fund (the "Senior Special Redemption Fund"), which shall be used for the payment of the principal of, premium, if any, and interest on, the Senior Bonds as the same becomes due. Neither the Senior Special Redemption Fund nor the Reserve Account within the Senior Special Redemption Fund is pledged to the payment of principal of or interest on the Bonds, and moneys in the Senior Special Redemption Fund, including the Reserve Account, shall under no circumstances be used to pay principal of or interest on the Bonds.
- (c) Junior Special Redemption Fund (the "Debt Service Fund"), which shall be used first to remedy any deficiencies in the Senior Special Redemption Fund (including the Reserve Account) and thereafter for the payment of the principal of, premium, if any, and interest on the Bonds and Parity Bonds as the same becomes due, and which may contain a reserve account established for future Parity Bonds secured thereby.
- (d) Depreciation Funds for the Sewerage System and Combined Water and Electric System (collectively, the "Depreciation Funds"), which shall be used to provide proper and adequate depreciation accounts for the respective Systems.
- (e) Water System Surplus Fund (the "Surplus Fund"), which shall first be used when necessary to meet requirements of the Operation and Maintenance Funds including the one month reserve, the Senior Special Redemption Fund including the Reserve Account, the Debt Service Fund and the Depreciation Funds. Any money then remaining in the Surplus Fund at the end of any fiscal year may be used only as permitted and in the order specified in the 1986 Resolution. Money thereafter remaining in the Surplus Fund may be transferred to any of the funds or accounts created or continued by this section.

Section 7. Application of Revenues. After the delivery of the Bonds, the Gross Earnings of the System shall be transferred monthly to the funds listed below in the following order of priority and in the manner set forth below:

- (a) to the Operation and Maintenance Funds, in an amount equal to the estimated Current Expenses for such month and for the following month (after giving effect to available amounts in said Funds from prior deposits);
- (b) to the Senior Special Redemption Fund, an amount equal to one-sixth (1/6) of the next installment of interest coming due on the Senior Bonds then outstanding and an amount equal to one-twelfth (1/12) of the installment of principal of the Senior Bonds coming due on the next succeeding principal payment date (after giving effect to available amounts in said Fund from accrued interest, any premium or

any other source) and any amounts required by the Senior Resolutions to fund the Reserve Account;

- (c) to the Debt Service Fund, an amount equal to one-sixth (1/6) of the next installment of interest coming due on the Bonds and any Parity Bonds then outstanding and an amount equal to one-twelfth (1/12) of the installment of principal of the Bonds and any Parity Bonds coming due on the next succeeding principal payment date (after giving effect to available amounts in said Fund from accrued interest, any premium or any other source), and any amounts required to be deposited into a reserve account established for future Parity Bonds to be secured thereby;
- (d) to the Depreciation Funds, amounts determined by the Governing Body to be sufficient to provide proper and adequate depreciation accounts for the System; and
- (e) to the Surplus Fund, any amount remaining after the monthly transfers required above have been completed.

Transfers to the Operation and Maintenance Funds, the Senior Special Redemption Fund, the Debt Service Fund, the Depreciation Funds and the Surplus Fund shall be made monthly not later than the tenth day of each month, and such transfer shall be applicable to monies on deposit as of the last day of the month preceding. Any other transfers and deposits to any fund required or permitted by subsection (a) through (e) of this Section, except transfers or deposits which are required to be made immediately or annually, shall be made on or before the tenth day of the month. Any transfer or deposit required to be made at the end of any Fiscal Year shall be made within sixty (60) days after the close of such Fiscal Year. If the tenth day of any month shall fall on a day other than a business day, such transfer or deposit shall be made on the next succeeding business day.

It is the express intent and determination of the Governing Body that the amounts deposited in the Debt Service Fund shall be sufficient in any event to pay the interest on the Bonds and any Parity Bonds as the same accrues and the principal thereof as the same matures, and to fund any reserve account for future Parity Bonds secured thereby.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on, first, the Senior Bonds, if necessary and, next, the Bonds and any Parity Bonds as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34, Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes. The other funds herein created (except the Water System SDWLP Project Fund) may be combined in a single account in a public depository selected in the manner set forth above and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes.

Section 9. Service to the Municipality. The reasonable cost and value of services rendered to the Municipality by the System by furnishing sewerage, water and electric services for public purposes shall be charged against the Municipality and shall be paid in monthly installments as the service accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the System; that is to say, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. The reasonable cost and value of such service to the Municipality in each year shall be equal to an amount which, together with other revenues of the System, will produce in each Fiscal Year Net Revenues equivalent to not less than the annual principal and interest requirements on the Senior Bonds, the Bonds, any Parity Bonds and any other obligations payable from the revenues of the System then outstanding, times the greater of (i) 110% or (ii) the highest debt service coverage ratio required with respect to any obligations payable from revenues of the System then outstanding. However, such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if applicable, (b) yearly appropriations therefor, and (c) applicable levy limitations, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of the services rendered to the Municipality and its inhabitants or to make any subsequent payment over and above such reasonable cost and value.

Section 10. Operation of System; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Bonds, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 11. Additional Bonds. The Bonds are issued on a basis junior and subordinate to the Senior Bonds as to the pledge of revenues of the System. No bonds or obligations payable out of the revenues of the System may be issued in such manner as to enjoy priority over the Bonds. Additional obligations may be issued if the lien and pledge is junior and subordinate to that of the Bonds. Parity Bonds may be issued only under the following circumstances:

(a) Additional Parity Bonds may be issued for the purpose of completing the Project and for the purpose of financing costs of the Project which are ineligible for payment under the State of Wisconsin Safe Drinking Water Loan Program. However, such additional Parity Bonds shall be in an aggregate amount not to exceed 20% of the face amount of the Bonds; or

(b) Additional Parity Bonds may also be issued if all of the following conditions are met:

(1) The Net Revenues of the System for the Fiscal Year immediately preceding the issuance of such additional bonds must have been in an amount at least equal to the maximum annual interest and principal requirements on all bonds outstanding payable from the revenues of the System, and on the bonds then to be issued, times the greater of (i) 1.10 or (ii) the highest debt service coverage ratio to be required with respect to the Additional Parity Bonds to be issued or any other obligations payable from the revenues of the System then

outstanding. Should an increase in permanent rates and charges, including those made to the Municipality, be properly ordered and made effective during the Fiscal Year immediately prior to the issuance of such additional bonds or during that part of the Fiscal Year of issuance prior to such issuance, then Net Revenues for purposes of such computation shall include such additional revenues as a registered municipal advisor, an independent certified public accountant, consulting professional engineer or the Wisconsin Public Service Commission may calculate would have accrued during the prior Fiscal Year had the new rates been in effect during that entire immediately prior Fiscal Year.

(2) The payments required to be made into the funds enumerated in Section 6 of this Resolution must have been made in full.

(3) The additional bonds must have principal maturing on May 1 of each year and interest falling due on May 1 and November 1 of each year.

(4) The proceeds of the additional bonds must be used only for the purpose of providing extensions or improvements to the System, or to refund obligations issued for such purpose.

Section 12. Credit Obligations. (a) To the extent permitted by law, the Municipality may undertake any Credit Obligation which directly or indirectly requires payments from the Operation and Maintenance Fund, but only if it shall first obtain an opinion of a Bulk Power Supply Engineer to the effect that: (i) the property, services or commodities to be furnished pursuant to such Credit Obligation may be used beneficially by the Municipality to meet the power and energy requirements of the electric utility portion of the System; and (ii) the obtaining of such property, services or commodities is technically and economically justifiable in accordance with prudent municipal utility management practice.

(b) To the extent permitted by law, the Municipality may undertake any Credit Obligation that directly or indirectly requires payments from the Surplus Fund, subject to any prior use of such monies for the benefit of the Bonds pursuant to Section 6 of this Resolution without meeting the requirements of subsection (a).

(c) The Bulk Power Supply Engineer may, in making all estimates required to be made or necessary to render any opinion required under this Section, rely upon estimates supplied by other engineers or information supplied by other persons, including an authorized representative of the Municipality, who the Bulk Power Supply Engineer believes to be qualified and to have access to the necessary information to make such estimates and to provide such information.

Section 13. Sale of Bonds. The sale of the Bonds to the State of Wisconsin Safe Drinking Water Loan Program for the purchase price of up to \$801,846 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Bonds as hereinabove provided, necessary to conclude delivery of the Bonds to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Bonds shall be paid upon requisition

therefor as provided in the Financial Assistance Agreement, and the officers of the Municipality are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Bonds.

Section 14. Application of Bond Proceeds. The proceeds of the sale of the Bonds shall be deposited by the Municipality into a special fund designated as "Water System SDWLP Project Fund." The Water System SDWLP Project Fund shall be used solely for the purpose of paying the costs of the Project and refunding expended proceeds of the Prior Note as more fully described in the preamble hereof and in the Financial Assistance Agreement. Moneys in the Water System SDWLP Project Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 15. Amendment to Resolution. After the issuance of any of the Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from time to time, amend this Resolution without the consent of any of the owners of the Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Bonds then outstanding, exclusive of Bonds held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of revenues derived from the System or the maturity of any Bond issued hereunder, or a reduction in the rate of interest on any Bond, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Bond to which the change is applicable.

Section 16. Defeasance. When all Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The Municipality may discharge all Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Bonds to its maturity or, at the Municipality's option, if said Bond is prepayable to any prior date upon which it may be called for redemption, and to pay and redeem the principal amount of each such Bond at maturity, or at the Municipality's option, if said Bond is prepayable, at its earliest redemption date, with the premium required for such redemption, if any, provided that notice of the redemption of all prepayable Bonds on such date has been duly given or provided for.

Section 17. Rebate Fund. Unless the Bonds are exempt from the rebate requirements of the Internal Revenue Code of 1986, as amended (the "Code"), the Municipality shall establish and maintain, so long as the Bonds and any Parity Bonds are outstanding, a separate account to be known as the "Rebate Fund." The sole purpose of the Rebate Fund is to provide for the payment of any rebate liability with respect to the Bonds under the relevant provisions of the

Code and the Treasury Regulations promulgated thereunder (the "Regulations"). The Rebate Fund shall be maintained by the Municipality until all required rebate payments with respect to the Bonds have been made in accordance with the relevant provisions of the Code and the Regulations.

The Municipality hereby covenants and agrees that it shall pay to the United States from the Rebate Fund, at the times and in the amounts and manner required by the Code and the Regulations, the portion of the "rebate amount" (as defined in Section 1.148-3(b) of the Regulations) that is due as of each "computation date" (within the meaning of Section 1.148-3(e) of the Regulations). As of the date of this Resolution, the provisions of the Regulations specifying the required amounts of rebate installment payments and the time and manner of such payments are contained in Sections 1.148-3(f) and (g) of the Regulations, respectively. Amounts held in the Rebate Fund and the investment income therefrom are not pledged as security for the Bonds or any Parity Bonds and may only be used for the payment of any rebate liability with respect to the Bonds.

The Municipality may engage the services of accountants, attorneys or other consultants necessary to assist it in determining the rebate payments, if any, owed to the United States with respect to the Bonds. The Municipality shall maintain or cause to be maintained records of determinations of rebate liability with respect to the Bonds for each computation date until six (6) years after the retirement of the last of the Bonds. The Municipality shall make such records available to the State of Wisconsin upon reasonable request therefor.

Section 18. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Bonds, and after issuance of any of the Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 14, until all of the Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 19. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Safe Drinking Water Loan Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Safe Drinking Water Loan Program may require, in order that securities issued by the Municipality and the State of Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 20. Redemption of the Prior Note. The Governing Body hereby calls such amount of the Prior Note as the Municipality determines was issued to pay costs of the Project and is eligible for payment with proceeds of the Bonds for redemption on August 16, 2024 or as soon as practicable thereafter. The Governing Body directs its officers and agents to take all action necessary to effect the redemption of the Prior Note.

Section 21. Conflicting Resolutions. All ordinances, resolutions (other than the Senior Resolutions), or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage. In case of any conflict between this Resolution and the Senior Resolutions, the Senior Resolutions shall control as long as any of the respective Senior Bonds are outstanding.

Passed: July 31, 2024

Approved: July 31, 2024

Mark Herter
Mayor

Attest:

Nicole Ryerson
City Clerk

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
OUTAGAMIE AND WAUPACA COUNTIES
CITY OF NEW LONDON

REGISTERED
\$ _____

SEWERAGE, WATER AND ELECTRIC SYSTEM REVENUE BOND, SERIES 2024C

Final
Maturity Date

May 1, 2044

Date of
Original Issue

_____, 20__

REGISTERED OWNER: STATE OF WISCONSIN SAFE DRINKING WATER LOAN PROGRAM

FOR VALUE RECEIVED the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "Municipality") hereby acknowledges itself to owe and promises to pay to the registered owner shown above, or registered assigns, solely from the fund hereinafter specified, the principal sum of an amount not to exceed _____ DOLLARS (\$_____) (but only so much as shall have been drawn hereunder, as provided below) on May 1 of each year commencing May 1, 2025 until the final maturity date written above, together with interest thereon (but only on amounts as shall have been drawn hereunder, as provided below) from the dates the amounts are drawn hereunder or the most recent payment date to which interest has been paid, at the rate of 2.365% per annum, calculated on the basis of a 360-day year made up of twelve 30-day months, such interest being payable on the first days of May and November of each year, with the first interest being payable on November 1, 2024.

The principal amount evidenced by this Bond may be drawn upon by the Municipality in accordance with the Financial Assistance Agreement entered by and between the Municipality and the State of Wisconsin by the Department of Natural Resources and the Department of Administration including capitalized interest transferred (if any). The principal amounts so drawn shall be repaid in installments on May 1 of each year commencing on May 1, 2025 in an amount equal to an amount which when amortized over the remaining term of this Bond plus current payments of interest (but only on amounts drawn hereunder) at Two and 365/1000ths percent (2.365%) per annum shall result in equal annual payments of the total of principal and the semiannual payments of interest. The State of Wisconsin Department of Administration shall record such draws and corresponding principal repayment schedule on a cumulative basis in the format shown on the attached Schedule A.

Both principal and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. On the final maturity date, principal of this Bond shall be payable only upon presentation and surrender of this Bond at the office of the Municipal Treasurer. Principal hereof and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date (as directed by the registered owner) and if by check or draft, mailed from the office of the Municipal 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 such interest payment date.

This Bond shall not be redeemable prior to its maturity, except with the consent of the registered owner.

This Bond is transferable only upon the books of the Municipality kept for that purpose at the office of the Municipal Treasurer, by the registered owner in person or its duly authorized attorney, upon surrender of this Bond, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Municipal Treasurer, duly executed by the registered owner or its duly authorized attorney. Thereupon a replacement Bond shall be issued to the transferee in exchange therefor. The Municipality 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. This Bond is issuable solely as a negotiable, fully-registered bond, without coupons, and in denominations of \$0.01 or any integral multiple thereof.

This Bond is issued for the purpose of providing for the payment of the cost of constructing improvements to the Water System of the Municipality, which is a part of the Municipality's public utility system, a public utility that includes its Sewerage System and combined Water and Electric System (collectively, the "Utility") and refunding obligations of the Municipality issued for that purpose pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 66.0621, Wisconsin Statutes, and a resolution adopted July 31, 2024, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$801,846 Sewerage, Water and Electric System Revenue Bonds, Series 2024C, and Providing for Other Details and Covenants With Respect Thereto" and is payable only from the income and revenues of the Utility. The Bonds are issued on a basis junior and subordinate to the Municipality's Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2016B, dated May 26, 2016, Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2018B, dated June 28, 2018, Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2019A, dated June 27, 2019 and Sewerage, Water and Electric System Mortgage Revenue Refunding Bonds, Series 2020B, dated October 29, 2020, as to the pledge of income and revenues of the Utility. This Bond does not constitute an indebtedness of said Municipality within the meaning of any constitutional or statutory debt limitation or provision.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen, and be performed precedent to and in the issuance of this Bond have existed, have happened and have been performed in due time, form and manner as required by law; and that sufficient of the income and revenue to be received by said Municipality from the operation of its Utility has been pledged to and will be set aside into a special fund for the payment of the principal of and interest on this Bond.

IN WITNESS WHEREOF, the Municipality has caused this Bond to be signed by the signatures of its Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF NEW LONDON,
WISCONSIN

(SEAL)

By: _____
Mark Herter
Mayor

By: _____
Nicole Ryerson
City Clerk

COPY

(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 of 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

SCHEDULE A

\$801,846

CITY OF NEW LONDON, WISCONSIN
SEWERAGE, WATER AND ELECTRIC SYSTEM REVENUE BONDS, SERIES 2024C

<u>Amount of Disbursement</u>	<u>Date of Disbursement</u>	<u>Series of Bonds</u>	<u>Principal Repaid</u>	<u>Principal Balance</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

COPY

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Principal Amount</u>
May 1, 2025	\$31,818.82
May 1, 2026	32,571.34
May 1, 2027	33,341.65
May 1, 2028	34,130.18
May 1, 2029	34,937.36
May 1, 2030	35,763.62
May 1, 2031	36,609.43
May 1, 2032	37,475.25
May 1, 2033	38,361.54
May 1, 2034	39,268.79
May 1, 2035	40,197.49
May 1, 2036	41,148.16
May 1, 2037	42,121.32
May 1, 2038	43,117.49
May 1, 2039	44,137.22
May 1, 2040	45,181.06
May 1, 2041	46,249.59
May 1, 2042	47,343.40
May 1, 2043	48,463.07
May 1, 2044	49,609.22