

COMMON COUNCIL MEETING
Tuesday, June 11, 2019

A regular and open meeting of the City of New London Common Council was convened on Tuesday, June 11, 2019 at 7 p.m. in the Council Chambers of the Municipal Building. After the Pledge of Allegiance, roll was called. Presiding: Mayor Gary Henke.

Members Present: Robert Besaw, John Faucher, Fred Zaug, D. Thomas O'Connell, Lori Dean, Michael Barrington, Ronald Steinhorst, Mike Pinch, Dennis Herter and Dave Morack.

Officers Present: Attorney Luaders; Jackie Beyer, City Clerk; Chad Hoerth, Director of Public Services; Police Chief Schlueter; Fire Chief Mark Wilfuer; Finance Director Radke.

Others Present: Maureen Holsen, Ehlers; Russ Oberstadt; Marcia Oberstadt; Mark Herter; Randy Frick; Jerry Frick.

AGENDA: O'Connell/Pinch to Approve Agenda. Carried 10-0.

MINUTES: Zaug/Morack to approve the Council minutes of May 14, 2019 and the Special Council Minutes of May 28, 2019 as written. Carried 10-0.

BILLS: Morack/Barrington to authorize the payment of invoices incurred during May, 2019 in the amount of \$776,061.85. Carried 10-0.

PUBLIC COMMENT: None.

STANDING & SPECIAL COMMITTEES:

BOARD OF PUBLIC WORKS -

1. Minutes of June 3, 2019 were read by Barrington.
2. Barrington/ Zaug to provide Sewer & Water services to the State of Wisconsin for the Proposed Juvenile Detention Facility, with the State paying the costs and Annexing to the City of New London. Carried 10-0.

FINANCE & PERSONNEL -

1. Minutes of the June 5, 2019 meeting were read by Morack.
2. Morack/Zaug to approve the Annual License List as printed. Carried 10-0.

Combination "Class B" Licenses

BREE'S INN II, 323 S. PEARL ST, William R. Bree
ELEVATE ARCHERY, LLC. 865 SUPRISE ENDING, Michael Bonack
C & R WATERFRONT BAR & GRILL, 408 W. N. WATER ST, Chong S. Hanamann
CRYSTAL FALLS BANQUET FACILITY, 1500 HANDSCHKE DR, Bailey Kargus
EASY STREET BAR, 519 N. WATER ST, Michael W. Rice
TEQUILAS DE MEXICO, LLC. 208 W. N. WATER ST, Miguel A. Hernandez
HANMAN, LLC dba Coppershot, 318 W. N. WATER ST, Kristen M. Stichman
JOHN'S BAR, 211 S. PEARL ST, Mark J. Locy
JOLLY ROGERS PIZZERIA, LLC, 220 N. WATER ST, Robert F. Leahy
MARLY'S RESTAURANT, 520 S. PEARL ST, Gregory S. Brown
NEW LONDON FAMILY DINER, 1601 N. SHAWANO ST, Viliulfo Benitez
NEW LONDON LANES/HILBY'S RESTAURANT, 106 E. WOLF RIVER AVE, Terry Hilbert
THE BARN, LLC, 309 S. PEARL ST, Jeff A. Reeck
THE WATERS SUPPER CLUB, 815 W. WOLF RIVER AVE, James Adrian

Combination "Class A" Licenses

BUTCH'S FAMILY FOODS, INC, dba PIGGLY WIGGLY, 1919 N. SHAWANO ST, Peter Butch
COPPERSMITH FOODS, INC, dba FESTIVAL FOODS, 308 N. SHAWANO ST, Michael Coppersmith
DOLGENCORP, LLC, dba DOLLAR GENERAL STORE 6639, 805 N Shawano St., Deb Jopek
TOM & DORIE'S BOTTLE SHOP, 303 S. SHAWANO ST, Thomas C. Huss
WALGREEN COMPANY, dba WALGREENS #11301, 981 N. SHAWANO ST, Scott Banker
WALMART STORES EAST LP, dba WALMART #1471, 1717 NORTH SHAWANO ST, Dan Loy

Class "A" Beer Licenses

DEPOT STREET STATION, LLC., 1280 N. Shawano Street, New London Travel Plaza, Erik Hanson
KWIK TRIP #791, 984 N. SHAWANO ST, Kevin R. Schultz
KWIK TRIP #792, 1500 MILL ST, Kevin W. Ziesemer

LA COSTENITA VERACRUZANA, 214 W. N. WATER ST, Filemon L. Atanacio
R & K CONVENIENCE LL, dba RAMA'S MOBIL, 509 MILL ST, Raminder Singh
SRS MINI MART LLC, dba River Side Mini Mart, 116 N. Pearl ST, Shiva Raj Bhattarai

Class "B" Beer and 'C' Wine License

BROTHERS HOSPITALITY CORP., dba AMERICINN, 1404 N. SHAWANO ST, Jayesh D. Patel
FAMILIAR GROUNDS II, LLC , 206 N. PEARL ST, Jennifer and Chris Heideman
COUNTRY ROOTS, 315 S. PEARL ST, Alex LaRoux

Beverage Operators Licenses:

LISA M. NASS , LISA BETKER, BILL M. BREE, ROBERT R. MCARTHUR JR., TIFFANY L. AHLERS
BRENDA GRAHAM, PATRICK MORACK, SOFIA M. PULIDO, JAMES R SAGER, JAYNE E. WHITE
DANIEL P FEYEN, DAVE J. BESSETTE, LORI J. SCHMIDT, THERESA A. SPATZ, KAITLYN RIGGLES
SARAH A. QUAINANCE, MERCEDE T. WOLFGRAM, JOLENE M. SCHULTZ
CAITLIN M FITZGERALD, KAITLYN J. DEMUNCK, JUSTIN D. HENRY, LUKE A. JAWORSKI
BAILEY M. KARGUS, SYDNI E. WILLIAMS, MECKENZI S. WOLFGRAM, KATHLEEN CIESLAK
JULIE A. MORAN, MIGUEL A. HERNANDEZ, MIGUEL HERNANDEZ, MICHAEL J. BELLIN
GEORGETTE K. COPPERSMITH, TED L. COPPERSMITH, DENNIS L. KOLBE, CAMMIE B. PEETERS
PAULA K. SCHENDEL, LAWRENCE T. SIMONS, COLLEEN M. VAN GEFFEN, KIM M. WEBER
DORINE M. RODGERS, NOREEN J. SCRUTON, MACKENZIE L. LEAHY, MICHELLE L. LEAHY
REID FIEBER, LEANNE J. ERNST, PAMELA J. GIESEN, STACEY L. HILL, MARY J. KLOC
AMBER J. RETTLER, CLAIRE SCHULTZ-WARE, BOBBI J SULLIVAN, RENEE D. BISNER
JOANN DANKE, LORI ANN DEAN, MARY FENSKE, ALEXIS J. GRANT, LEA S. MYERS
PATRICIA K. PETIT, RYAN POLLESCH, ILENE SANCHEZ, LISA K. SCHWARTZ
BRITTANY M. VAN HAMMOND, KARLA J. WALBRUCK, THERESA E. WARNKE, DANA L. WORM
WANDA L. WIEDEMANN, HEATHER LILLA, KENDRA BAUMANN, PENNY HAST, NATIYA VARGAS
JENNIFER LATHROP, CASSIDY DUCIAUME. MARIA DE FLORES, KIM A. BROWN, HUNTER DANKE
ADRIENNE A. HILBERT, LUKE R. JARCHOW, ROBIN L. LOCY, CHRISTOPHER MUCH,
JOSHUA MEYER, ADRIAN A. OLESON, BRANDON OSTRANDER, ADAM R. SELK,
WILLIAM P. GUSTIN, SAMANTHA M. WARREN, LINDSEY M. MARKS, SHAWN PESCHL
JOYCE M. SPETH, AMY MUSKEVITSCH, RICHARD J. EHM, MARCEEDA R. STILP, RITA PAUDEL
PATRICIA M. VAN ARK, HEIDE M RIECKMANN, PATTI ANN NEWHOUSE, SCOTT HILL
BROOKE K. BINDER, BRYANT HOHEISEL, NICHOLE GODIN, RACHEAL A. HUEBNER
KAELA RETTLER, KASIE WEGENER, ROBIN L WILSON, CARRIE M BOEHM, JUNE A. BUSH
JACKIE A. JANKE, JULIE A. MALOUF, FIFI MOY, NANCY A. ROEHL, DARLA M. VERHYEN
THOMAS J. SCHMUDE, MONTE J. BERG, WILLIAM KREJCAREK, LAURIE L. BERG
RANDOLPH CLEVELAND, DALE STERN, DAVID DORSEY, KEITH RICE, MELISSA G. SANNES,
CHAD R. MCCARTNEY, TAMELA M. MCCARTNEY, TIMOTHY KARPf, JULIA R. MARTINSON
TEODORA B. HUSS, NICOLE M HARN, JORDAN JAEGER, PAULA E. OWEN, NICOLE M THIEME
DEBORAH MARTIN, ELIZABETH RADKE, MORGAN MOEDE, KATHLEEN FARNEY

3. Morack/Herter to approve the revised Wellness Policy. Carried 10-0.
4. Maureen Holsen , Ehlers, presented the Sale Day Report for the Bonding. She spoke about the City's good standing for credit, which allowed for a large reduction in the amount needed to finance. She presented the Resolution for the Council to approve the Sale of the Mortgage Revenue Bonds. Morack/Pinch to adopt Resolution 1374, Authorizing the Issuance and Awarding the Sale Of \$7,545,000 Sewerage, Water and Electric System Mortgage Revenue Bonds. Carried 10-0.

RESOLUTION NO. 1374

A RESOLUTION SUPPLEMENTING RESOLUTION NO. 698, AS AMENDED; AUTHORIZING THE
ISSUANCE AND AWARDING THE SALE OF
\$7,545,000 SEWERAGE, WATER AND ELECTRIC SYSTEM
MORTGAGE REVENUE BONDS, SERIES 2019A OF
THE CITY OF NEW LONDON, OUTAGAMIE AND WAUPACA COUNTIES, WISCONSIN,
AND PROVIDING FOR THE PAYMENT OF THE BONDS AND
OTHER DETAILS WITH RESPECT TO THE BONDS

WHEREAS, the City of New London, Outagamie and Waupaca Counties, Wisconsin (the "City") 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 City (hereinafter, the Sewerage System and Combined Water and Electric System shall be referred to collectively as the "System"); and

WHEREAS, under the provisions of Section 66.0621, Wisconsin Statutes, any city in the State of Wisconsin may, by action of its governing body, provide funds for extending, adding to

and improving a public utility from the proceeds of bonds, which bonds are payable only from the Revenues of such utility and are secured by a pledge of the Revenues of the utility and may be secured by a mortgage lien on such utility; and

WHEREAS, the City 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 are no longer outstanding; and

WHEREAS, the City also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2011B, dated August 3, 2011 (the "2011 Bonds"), which 2011 Bonds are payable from the Revenues of the System, pursuant to Section 9 of the 1986 Resolution and Resolution No. 1251 adopted on July 13, 2011 (the "2011 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the City also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Refunding Bonds, Series 2013B, dated March 7, 2013 (the "2013 Bonds"), which 2013 Bonds are payable from the Revenues of the System and are on a parity with the 2011 Bonds, pursuant to Section 9 of the 1986 Resolution and Resolution No. 1268 adopted on February 12, 2013 (the "2013 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the City also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2016B, dated May 26, 2016 (the "2016 Bonds"), which 2016 Bonds are payable from the Revenues of the System and are on a parity with the 2011 Bonds and the 2013 Bonds, pursuant to Section 9 of the 1986 Resolution and Resolution No. 1317 adopted on May 4, 2016 (the "2016 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the City also has heretofore issued its Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2018B, dated June 28, 2018 (the "2018 Bonds"), which 2018 Bonds are payable from the Revenues of the System and are on a parity with the 2011 Bonds, the 2013 Bonds and the 2016 Bonds, pursuant to Section 9 of the 1986 Resolution and Resolution No. 1361 adopted on June 12, 2018 (the "2018 Resolution"), which supplements the 1986 Resolution; and

WHEREAS, the outstanding 2011 Bonds, 2013 Bonds, 2016 Bonds and 2018 Bonds shall be referred to herein collectively as the "Outstanding Bonds", and the 1986 Resolution, the 2011 Resolution, the 2013 Resolution, the 2016 Resolution and the 2018 Resolution shall be referred to herein collectively as the "Prior Resolutions"; and

WHEREAS, on May 14, 2019, the Common Council of the City adopted a resolution (the "Set Sale Resolution") providing for the sale of Sewerage, Water and Electric System Mortgage Revenue Bonds (the "Bonds") to finance extensions and improvements to the System, including water mains and a digester (collectively, the "Project"); and

WHEREAS, Section 9 of the 1986 Resolution provides that additional revenue bonds may be issued on a parity with the 1986 Bonds or any parity bonds to pay the cost of providing extensions or improvements to the System provided certain conditions are met, and those provisions are applicable with respect to the issuance of bonds on a parity with the Outstanding Bonds; and

WHEREAS, the Bonds shall be issued pursuant to Section 66.0621 of the Wisconsin Statutes on a parity with the Outstanding Bonds in accordance with the provisions of Section 9 of the 1986 Resolution; and

WHEREAS, to the best of the City's knowledge, information and belief, the City complies with the conditions precedent to the issuance of additional bonds set forth in the 1986 Resolution, as amended; and

WHEREAS, the City has determined that the Project is necessary to adequately supply the needs of the City and the residents thereof; and

WHEREAS, it is necessary, desirable and in the best interests of the City to supplement the 1986 Resolution, as amended, and to authorize and sell the Bonds for the purpose of financing the Project, which Bonds shall be payable solely from the Revenues of the System and are to be authorized and issued pursuant to the provisions of Section 66.0621, Wisconsin Statutes, on a parity with the Outstanding Bonds; and

WHEREAS, other than the Outstanding Bonds, the City has no bonds or obligations outstanding which are payable from the income and revenues of the System; and

WHEREAS, pursuant to the Set Sale Resolution, the City has directed Ehlers & Associates, Inc. ("Ehlers") to take the steps necessary to sell the Bonds; and

WHEREAS, Ehlers, in consultation with the officials of the City, prepared a Notice of Sale (a copy of which is attached hereto as Exhibit A and incorporated herein by this reference) setting forth the details of and the bid requirements for the Bonds and indicating that the

Bonds would be offered for public sale on June 11, 2019; and
WHEREAS, the City Clerk (in consultation with Ehlers) caused a form of notice of the sale to be announced and caused the Notice of Sale to be distributed to potential bidders offering the Bonds for public sale on June 11, 2019; and
WHEREAS, the City has duly received bids for the Bonds as described on the Bid Tabulation attached hereto as Exhibit B and incorporated herein by this reference (the "Bid Tabulation"); and
WHEREAS, it has been determined that the bid proposal (the "Proposal") submitted by the financial institution listed first on the Bid Tabulation fully complies with the bid requirements set forth in the Notice of Sale and is deemed to be the most advantageous to the City. Ehlers has recommended that the City accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit C and incorporated herein by this reference.

NOW, THEREFORE, the Common Council of the City of New London, Outagamie and Waupaca Counties, Wisconsin, do resolve that:

Section 1A. Ratification of the Notice of Sale and Offering Materials. The Common Council of the City hereby ratifies and approves the details of the Bonds set forth in Exhibit A attached hereto as and for the details of the Bonds. The Notice of Sale and any other offering materials prepared and circulated by Ehlers are hereby ratified and approved in all respects. All actions taken by officers of the City and Ehlers in connection with the preparation and distribution of the Notice of Sale, and any other offering materials are hereby ratified and approved in all respects.

Section 1B. Authorization of Bonds. For the purpose of paying the cost of the Project, the City shall borrow on the credit of the Revenues of the System the sum of \$7,545,000. Negotiable, fully registered bonds of the City, in the denomination of \$5,000, or any whole multiple thereof, shall be issued in evidence thereof. The Bonds shall be designated "Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2019A", shall be numbered from R 1 upward and shall be dated June 27, 2019. The Bonds shall bear interest at the rates per annum set forth in the Proposal and shall mature on December 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit D-1 and incorporated herein by this reference.

Interest on the Bonds shall be payable on June 1 and December 1 of each year, commencing December 1, 2019. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

The schedule of principal and interest payments due on the Bonds is set forth on the Debt Service Schedule attached hereto as Exhibit D-2 and incorporated herein by this reference (the "Schedule").

The Bonds maturing on December 1, 2028, and thereafter shall be subject to redemption prior to maturity, at the option of the City, on December 1, 2027, or on any date thereafter. Said Bonds shall be redeemable as a whole or in part, and if in part, from maturities selected by the City and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

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

Section 2. Form of the Bonds. The Bonds shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit E and incorporated herein by this reference.

Section 3(a). Definitions. The definitions in the Prior Resolutions apply to and are incorporated into this Resolution except as expressly amended below or unless the context expressly or by necessary implication requires otherwise. References in the Prior Resolutions to "Bonds", "Additional Bonds" and "Parity Bonds" shall apply to the Bonds being issued pursuant to this Resolution. All references to specific sections in the Prior Resolutions also apply to the Bonds being issued pursuant to this Resolution unless otherwise amended herein.

Section 3(b). Restated, Additional and/or Amended Definitions. In addition to and/or in amendment of the terms defined in subsection (a) hereof, the following terms shall have the following meanings in this Resolution unless the context expressly or by implication requires otherwise:

"Act" means Section 66.0621 of the Wisconsin Statutes.

"Annual Debt Service Requirement" means the total amount of principal and interest due on the Outstanding Bonds, the Bonds and any Parity Bonds in any Bond Year.

"Bond Year" means the one-year period ending on a principal payment date for the Bonds.

"Bulk Power Supply Engineer" means a nationally recognized engineer, or firm of engineers

selected by the City and which has skill and expertise in the field of bulk power supply planning.

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

"Credit Obligation" means any obligation of the City 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 City, under which the City 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.

"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, replacements 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 City and WPPI, and all payments required by Credit Obligations.

"DTC" or "Depository" means The Depository Trust Company, New York, New York or its nominee or successor which shall act as securities depository for the Bonds.

"Parity Bonds" means additional bonds issued on a parity with the Outstanding Bonds and the Bonds pursuant to the Act and Section 9 of the 1986 Resolution.

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

"Reserve Requirement" means an amount equal to the lesser of the maximum Annual Debt Service Requirement or 125% of the average Annual Debt Service Requirement.

"Resolution" means this Resolution entitled: "A Resolution Supplementing Resolution No. 698, as Amended; Authorizing the Issuance and Awarding the Sale of \$7,545,000 Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 2019A of the City of New London, Outagamie and Waupaca Counties, Wisconsin; and Providing for the Payment of the Bonds and Other Details with Respect to the Bonds" adopted on June 11, 2019.

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

Section 4. Parity with the Outstanding Bonds. The Bonds shall be additional bonds within the meaning of Section 9 of the 1986 Resolution; are issued on a parity with the Outstanding Bonds; and are secured by an equal lien and claim to the Revenues of the System and the monies on deposit in the Special Redemption Fund as set forth in the 1986 Resolution as supplemented by the 2011 Resolution, the 2013 Resolution, the 2016 Resolution, the 2018 Resolution and this Resolution. In addition, the Bonds and any Parity Bonds are secured by a mortgage lien upon the System on a parity with the mortgage lien granted to the owners of the Outstanding Bonds.

Section 5. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the City nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Special Redemption Fund created and established pursuant to the 1986 Resolution as supplemented by the 2011 Resolution, the 2013 Resolution, the 2016 Resolution, the 2018 Resolution and this Resolution, and shall be a valid claim of any holder thereof only against said Special Redemption Fund and the Revenues of the System pledged to such fund on a parity with the Outstanding Bonds. Sufficient Revenues have been heretofore pledged to said Special Redemption Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Outstanding Bonds, the Bonds and any Parity Bonds as the same becomes due. In addition, the Bonds are secured by a mortgage lien upon the System on a parity with the mortgage lien granted to the owners of the Outstanding Bonds. It is the express intent and determination of the Common Council that the amount of Revenues to be set aside in the Special Redemption Fund

(including the Reserve Account) shall be sufficient in any event to pay the principal of and interest on the Outstanding Bonds, the Bonds and any Parity Bonds and to provide any amounts required to be paid into the Reserve Account to maintain the Reserve Requirement.

Section 6. Mortgage Lien. For the further protection of the owners of the Bonds, a mortgage lien upon the System is hereby granted to and in favor of the owner or owners of the Bonds, which lien is hereby recognized as valid and binding upon the City and as a valid and binding lien upon the System and any additions and improvements to be made thereto on a parity with the mortgage lien granted to the owners of the Outstanding Bonds. The City Clerk is hereby directed to perfect said mortgage lien by recording this Resolution in the records of the City.

Section 7. 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 Outstanding Bonds, the Bonds and any Parity Bonds, certain funds of the System have been created and established pursuant to Section 3 of the 1986 Resolution which shall be used solely for the purposes set forth in the 1986 Resolution, as supplemented below:

There shall be deposited in the "Special Redemption Fund for Sewerage, Water and Electric System Mortgage Revenue Bonds, Series 1986" from Bond proceeds all accrued interest. In addition, there shall be deposited in said account in the manner specified in Section 3 of the 1986 Resolution, an amount sufficient (after giving effect to available amounts in said account from accrued interest, any premium, investment earnings and any other source) to pay the principal of and interest on the Outstanding Bonds, the Bonds and any Parity Bonds as the same becomes due. The Special Redemption Fund shall be used solely for the purpose of paying principal of and interest on the Outstanding Bonds, the Bonds and any Parity Bonds in accordance with the provisions of the 1986 Resolution, as amended.

The minimum amounts to be so deposited in the Special Redemption Fund for debt service on the Bonds are set forth on the Schedule.

The Reserve Account within the Special Redemption Fund established by the 1986 Resolution is hereby continued to additionally secure the Bonds. Upon the issuance of the Bonds, the Reserve Account will be maintained in an amount equal to the Reserve Requirement. The Reserve Account shall be used solely for the purpose of paying principal of or interest on the Outstanding Bonds, the Bonds or any Parity Bonds at any time when there shall be insufficient money in the Special Redemption Fund. The Reserve Account shall be funded and replenished in the manner specified in Section 3 of the 1986 Resolution, as amended by the 2011 Resolution, the 2013 Resolution, the 2016 Resolution, the 2018 Resolution and this Resolution so long as such funding and replenishment at all times complies with the pertinent provisions of the Code and Regulations.

Section 8. Application of Revenues. After the delivery of the Bonds, the entire gross earnings of the System will continue to be deposited as collected in the Operation and Maintenance Funds and shall be transferred monthly to the funds listed in the 1986 Resolution in the order of priority and in the manner set forth in the 1986 Resolution, as amended by the 2011 Resolution, the 2013 Resolution, the 2016 Resolution, the 2018 Resolution and this Resolution.

Section 9. Service to the City. In accordance with the Act, Section 5 of the 1986 Resolution, as amended by Section 9 of the 2011 Resolution, as amended by Section 9 of the 2013 Resolution, as amended by Section 9 of the 2016 Resolution, as amended by Section 9 of the 2018 Resolution and further amended hereby, provides that the reasonable cost and value of services rendered to the City by the System by furnishing sewerage, water and electric service for public purposes, shall be charged against the City and shall be paid by it in monthly installments as the service accrues, out of the current revenues of the City collected or in the process of collection, exclusive of the revenues derived from the System, and out of the tax levy of the City made by it to raise money to meet its necessary current expenses. It is hereby found and determined that the reasonable cost and value of such service to the City in each year shall be amended to be an amount which, together with the other revenues of the System, will produce earnings equivalent to not less than one and one quarter (1.25) times annual principal and interest requirements on the Outstanding Bonds, the Bonds and any Parity Bonds then outstanding after deduction of all operation and maintenance expenses of the System but before deduction of depreciation charges and local tax equivalents. Such compensation for such service rendered to the City shall, in the manner provided hereinabove, be paid into the separate and special funds described in Section 3 of the 1986 Resolution. However, such payment is subject to (a) annual appropriations by the

Common Council therefor, (b) approval of the Wisconsin Public Service Commission, or successors to its function, if necessary, and (c) applicable levy limits, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the City to make any such appropriation over and above the reasonable cost and value of services rendered to the City and its inhabitants or to make any subsequent payment over and above such reasonable cost and value.

Section 10. Sale of Bonds. The bid of the Purchaser for the purchase price set forth in the Proposal be and it hereby is accepted and the Mayor and City Clerk are authorized and directed to execute an acceptance of the offer of said successful bidder on behalf of the City. The good faith deposit of the Purchaser shall be applied as set forth in the Notice of Sale. The officers of the City are authorized and directed to do any and all acts necessary to conclude delivery of the Bonds to the Purchaser, upon receipt of the purchase price, as soon after adoption of this Resolution as is convenient.

Section 11. Credit Obligations. (a) To the extent permitted by law, the City 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 City 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 City 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 3 of the 1986 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 City, 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 12. Application of Bond Proceeds. The proceeds of the sale of the Bonds (including any premium and accrued interest from their date to the date of delivery) shall be deposited and applied as follows:

(a) to the Special Redemption Fund, the amount of any accrued interest received from the sale of the Bonds;

(b) to the Reserve Account within the Special Redemption Fund, such amount (if any) as is necessary to make the amount on deposit in the Reserve Account equal to the Reserve Requirement; and

(c) to the Sewerage, Water and Electric System Improvement Fund, a special fund hereby created and established, the balance of the proceeds of the Bonds. Said Improvement Fund shall be adequately secured and shall be used solely for the purpose of meeting the costs of extending and improving the System, as more fully described in the preamble hereof (including paying legal, financing, and other professional fees). Any balance remaining in said Improvement Fund after the purpose for which the Bonds have been issued has been accomplished shall be transferred to the Special Redemption Fund for use in payment of principal of or interest on the Bonds.

Section 13. Investments and Arbitrage. Monies accumulated in any of the funds and accounts referred to herein which are not immediately needed for the respective purposes thereof, may be invested in legal investments subject to the provisions of Sec. 66.0603(1m), Wisconsin Statutes, until needed. All income derived from such investments shall be credited to the fund or account from which the investment was made; provided, however, that at any time that the Reserve Requirement is on deposit in the Reserve Account, any income derived from investment of the Reserve Account shall be deposited into the Special Redemption Fund and used to pay principal and interest on the Outstanding Bonds, the Bonds and any Parity Bonds. A separate banking account is not required for each of the funds and accounts established under this Resolution; however, the monies in each fund or account shall be accounted for separately by the City and used only for the respective purposes thereof. The proceeds of the Bonds shall be used solely for the purposes for which they are issued but may be temporarily invested until needed in legal investments. No such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations of the Commissioner of Internal Revenue thereunder (the "Regulations").

An officer of the City, charged with the responsibility for issuing the Bonds, shall, on the basis of the facts, estimates and circumstances in existence on the date of closing, make such certifications as are necessary to permit the conclusion that the Bonds are not "arbitrage bonds" under Section 148 of the Code or the Regulations.

Section 14. Resolution a Contract. The provisions of this Resolution, together with the Prior Resolutions, shall constitute a contract between the City and the holder or holders of the Outstanding Bonds, the Bonds and any Parity Bonds, and after issuance of any Bond or any Parity Bond no change or alteration of any kind in the provisions of this Resolution may be made except as provided in Section 12 of the 1986 Resolution, until all of the Outstanding Bonds, the Bonds and any Parity Bonds have been paid in full as to both principal and interest. The holder or holders of any Bond or any Parity 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 his or their rights against the City, the Common Council thereof, and any and all officers and agents thereof, including, but without limitation, the right to require the City, its Common Council and 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 and the Prior Resolutions.

Section 15. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations, which the City Clerk or other authorized representative of the City is authorized and directed to execute and deliver to DTC on behalf of the City to the extent an effective Blanket Issuer Letter of Representations is not presently on file in the City Clerk's office.

Section 16. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by the City Clerk or City Treasurer (the "Fiscal Agent").

Section 17. Persons Treated as Owners; Transfer of Bonds. The City shall cause books for the registration and for the transfer of the Bonds to be kept by the Fiscal Agent. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

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

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

Section 18. Record Date. The fifteenth day of each calendar month next preceding each interest payment date shall be the record date for the Bonds (the "Record Date"). Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the City at the close of business on the Record Date.

Section 19. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Bonds and the ownership, management and use of the Project will not cause the Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

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

The foregoing covenants shall remain in full force and effect, notwithstanding the defeasance of the Bonds, until the date on which all of the Bonds have been paid in full.

Section 20. Designation as Qualified Tax Exempt Obligations. The Bonds are hereby designated as "qualified tax exempt obligations" for purposes of Section 265 of the Code, relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax exempt obligations.

Section 21. Payment of Issuance Expenses. The City authorizes the Purchaser to forward the amount of the proceeds of the Bonds allocable to the payment of issuance expenses to Old National Bank at Closing for further distribution as directed by Ehlers.

Section 22. Official Statement. The Common Council hereby approves the Preliminary Official Statement with respect to the Bonds and deems the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by officers of the City in connection with the preparation of such Preliminary Official Statement or Final Official Statement or addenda are hereby ratified and approved. In connection with the closing of the Bonds, the appropriate City official shall certify the Preliminary Official Statement or Final Official Statement or addenda. The City Clerk shall cause copies of the Preliminary Official Statement or Final Official Statement or addenda to be distributed to the Purchaser.

Section 23. Undertaking to Provide Continuing Disclosure. The City hereby covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written undertaking (the "Undertaking") required by the Rule to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Bonds or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Bonds).

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

Section 24. Record Book. The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Bonds in the Record Book.

Section 25. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Bonds, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of Bond proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Bond provided herein.

Section 26. Execution of the Bonds; Closing; Professional Services. The Bonds shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the Mayor and City Clerk, authenticated, if required, by the Fiscal Agent, sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Bonds may be imprinted on the Bonds in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Bonds, at least one of the signatures appearing on each Bond shall be a manual signature. In the event that either of the officers whose signatures appear on the Bonds shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The

aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Bonds and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The City hereby authorizes the officers and agents of the City to enter into, on its behalf, agreements and contracts in conjunction with the Bonds, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Bonds is hereby ratified and approved in all respects.

Section 27. Conflicting Ordinances or Resolutions. All prior ordinances, resolutions (other than the Prior Resolutions), rules, 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 Prior Resolutions, the Prior Resolutions shall control so long as any of the Outstanding Bonds authorized by such resolutions are outstanding.

Adopted, approved and recorded June 11, 2019.

Gary Henke

Mayor

ATTEST:

Jackie Beyer

City Clerk (SEAL)

SEE BOND BOOK FOR EXHIBITS

PARKS & RECREATION –

1. Minutes of the June 4, 2019 meeting were read by Besaw.

PLAN COMMISSION –

1. The Minutes of the May 23, 2019 meeting were read by Steinhorst.
2. Steinhorst/Pinch to accept the 1st Reading of an Ordinance for Small Cell Towers. Motion carried 10-0.

ECONOMIC DEVELOPMENT COMMITTEE -

1. Minutes of the May 28, 2019 meeting were read by Morack.

CAPITAL EQUIPMENT & PROJECTS COMMITTEE-

1. Minutes of the Meeting on June 5, 2019 were read by Morack.
2. Morack/Herter to approve the St. Johns Park small shelter improvement, for a cost of \$12,000, with \$6,000 of it coming from a grant. Carried 10-0.

REPORTS & MINUTES DISTRIBUTED:

1. Housing Authority – 5/29/2019
2. Library & Museum –5/20/2019
3. Police & Fire Commission –5/20/2019
4. Utility – 5/7/2019 & 5/21/2019
5. Cemetery Superintendent – May
6. Building Inspector – May

REPORT OF OFFICERS on recent events and announcements to the Public –

Mayor Henke reported he has been keeping very busy as Interim City Administrator. He stated he is learning a lot and appreciated the help of the staff at City Hall.

Police Chief- Schlueter reminds residents that the warmer weather brings out more walkers in the late hours, so always lock your house and garage doors and your cars, to ensure your safety.

Director of Public Services – Chad Hoerth reported the river is going down; when it goes below the 7 ft. mark, the ‘slow no wake’ signs will be removed. He is working on several construction projects, and those will be starting soon. The Park n Rec Summer Programs are set to begin next week.

Fire Chief- Wilfuer reminds residents to always ignite or start your grills when they are 10 ft. from an overhang or building to prevent fires.

There being no other business O'Connell/Morack to adjourn. Carried 10-0. Council adjourned at 7:45 p.m.

Jackie Beyer, City Clerk
May 14, 2019