

**COMMON COUNCIL
OF THE
CITY OF APPLETON, WISCONSIN**

August 6, 2025

Resolution No. 2025-10

**A Resolution Authorizing and Providing for the Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025,
and All Related Details**

RECITALS

The Common Council (the “**Governing Body**”) of the City of Appleton, Wisconsin (the “**Municipality**”) makes the following findings and determinations:

1. The Municipality currently owns and operates a municipal storm water system (the “**System**”, as more fully defined below), which is a “public utility” (within the meaning of Section 66.0621 (1) (b) of the Wisconsin Statutes).
2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable only from the income and revenues derived from the operation of the System.
3. On July 21, 1999 the Governing Body adopted a resolution (the “**1999 Resolution**”) authorizing the issuance of the Municipality’s \$3,080,000 Storm Water System Revenue Bonds, Series 1999, dated August 1, 1999 (the “**Series 1999 Bonds**”). The outstanding Series 1999 Bonds were redeemed on April 1, 2009.
4. On July 18, 2012 the Governing Body adopted a resolution (the “**2012 Resolution**”) authorizing the issuance of the Municipality’s \$13,190,000 Storm Water System Revenue Refunding Bonds, Series 2012, dated August 8, 2012 (the “**Series 2012 Bonds**”). The Series 2012 Bonds are currently outstanding in the aggregate principal amount of \$2,010,000.
5. On July 24, 2013 the Governing Body adopted a resolution (the “**2013 Resolution**”) authorizing the issuance of the Municipality’s \$6,440,000 Storm Water System Revenue Bonds, Series 2013, dated August 7, 2013 (the “**Series 2013 Bonds**”). The Series 2013 Bonds are currently outstanding in the aggregate principal amount of \$3,305,000.
6. On August 20, 2014 the Governing Body adopted a resolution (the “**2014 Resolution**”) authorizing the issuance of the Municipality’s \$3,450,000 Storm Water System

Revenue Bonds, Series 2014, dated September 10, 2014 (the “**Series 2014 Bonds**”). The Series 2014 Bonds are currently outstanding in the aggregate principal amount of \$1,920,000.

7. On October 7, 2015 the Governing Body adopted a resolution (the “**2015 Resolution**”) authorizing the issuance of the Municipality’s \$9,425,000 Storm Water System Revenue Refunding Bonds, Series 2015, dated October 28, 2015 (the “**Series 2015 Bonds**”). The Series 2015 Bonds are currently outstanding in the aggregate principal amount of \$3,495,000.

8. On September 7, 2016 the Governing Body adopted a resolution (the “**2016 Resolution**”) authorizing the issuance of the Municipality’s \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, dated October 4, 2016 (the “**Series 2016 Bonds**”). The Series 2016 Bonds are currently outstanding in the aggregate principal amount of \$6,535,000.

9. On September 6, 2017 the Governing Body adopted a resolution (the “**2017 Resolution**”) authorizing the issuance of the Municipality’s \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017 (the “**Series 2017 Bonds**”). The Series 2017 Bonds are currently outstanding in the aggregate principal amount of \$3,885,000.

10. On September 5, 2018 the Governing Body adopted a resolution (the “**2018 Resolution**”) authorizing the issuance of the Municipality’s \$3,000,000 Storm Water System Revenue Bonds, Series 2018, dated October 9, 2018 (the “**Series 2018 Bonds**”). The Series 2018 Bonds are currently outstanding in the aggregate principal amount of \$2,495,000.

11. On July 15, 2020 the Governing Body adopted a resolution (the “**2020 Resolution**”) authorizing the issuance of the Municipality’s \$2,965,000 Storm Water System Revenue Bonds, Series 2020, dated August 6, 2020 (the “**Series 2020 Bonds**”). The Series 20 Bonds are currently outstanding in the aggregate principal amount of \$2,585,000.

12. No other outstanding obligations are payable from the income and revenues derived from the operation of the System.

13. The Municipality needs funds to finance the current refunding of all or a portion of the outstanding Series 2013 Bonds, Series 2014 Bonds, and Series 2015 Bonds, subject to the parameters set forth in Section 4 of this resolution (the “**Refunding**”).

14. The Governing Body wishes to finance the costs of the Project by authorizing, selling, and issuing its not to exceed \$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025 (the “**Bonds**”). The Bonds will be issued pursuant to the Act, on the terms and conditions described in this resolution, and will be secured by and payable from the income and revenues derived and to be derived from the operation of the System. The Bonds will be issued on a parity and equality of rank with the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, the Series 2015 Bonds, the Series 2016 Bonds, the Series 2017 Bonds, the Series 2018 Bonds, and the Series 2020 Bonds (collectively, the “**Outstanding Bonds**”).

15. Section 20 of the 1999 Resolution, which section is continued under each of the resolutions authorizing the issuance of the Outstanding Bonds, authorizes the issuance of additional bonds on a parity and equality of rank with the Outstanding Bonds upon compliance with the conditions set forth therein (the “**Additional Bonds Test**”). All conditions set forth under the Additional Bonds Test have been or will be satisfied prior to the issuance of the Bonds.

16. In accordance with the provisions of Section 66.0621 (4) (a) 2 of the Wisconsin Statutes and this resolution: (i) interest on the Bonds will be payable at least annually, and (ii) payment of principal of the Bonds will commence not later than 3 years after the date of issuance of the Bonds. The requirement each year to pay both principal of, and interest on, the Bonds will be reasonable and in accordance with prudent municipal utility management practices.

17. Robert W. Baird & Co. Incorporated, or a group that it leads (the “**Bond Purchaser**”), has proposed to purchase the Bonds for a purchase price to be determined, which shall not be less than 98% nor more than 110% of the principal amount of the Bonds to be issued, plus accrued interest, if any, to the date of delivery of the Bonds (the “**Purchase Price**”).

18. The Municipality has taken all actions required by law and has the power to sell and issue the Bonds.

19. The Governing Body will adopt this resolution to sell and issue the Bonds.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Definitions.

In addition to the capitalized terms defined in the recitals above, capitalized terms not otherwise defined in this resolution shall have the meanings set forth below unless the context requires another meaning.

“**Act**” means Section 66.0621 of the Wisconsin Statutes, as amended.

“**Authorized Officers**” means the Mayor, the Financial Officer, or the Clerk, each having the authority to act alone on behalf of the Municipality for purposes of Sections 4 and 25 hereof.

“**Bond Counsel**” means (i) as of the Original Issue Date, Foley & Lardner LLP, and (ii) after the Original Issue Date, either Foley & Lardner LLP or any other nationally recognized firm of attorneys, employed by the Municipality, experienced in municipal finance, whose legal and tax opinions are generally accepted by purchasers of municipal obligations.

“**Bonds**” means the not to exceed \$8,800,000 City of Appleton, Wisconsin Storm Water System Revenue Refunding Bonds, Series 2025, which are authorized to be issued pursuant to this resolution.

“Bond Purchase Agreement” means the purchase contract presented by the Bond Purchaser to evidencing the purchase of the Bonds as described in Section 25 of this resolution.

“Bond Purchaser” has the meaning given in the recitals to this resolution.

“Bond Register” means the register maintained by the Fiscal Agent at its designated office, in which the Fiscal Agent records:

- (i) the name and address of the owner of each Bond.
- (ii) all transfers of each Bond.

“Book-Entry System” means a system in which no physical distribution of certificates representing ownership of the Bonds is made to the owners of the Bonds but instead all outstanding Bonds are registered in the name of a securities depository appointed by the Municipality, or in the name of such a depository’s nominee, and the depository and its participants record beneficial ownership and transfers of the Bonds electronically.

“Code” means the Internal Revenue Code of 1986, as amended.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, dated as of the Original Issue Date, to be executed by the Municipality and delivered on the closing date of the Bonds.

“Current Expenses” means the reasonable and necessary cost of operating, maintaining, administering, insuring, and repairing the System, as determined in accordance with generally accepted accounting principles, including, but not limited to, salaries, premiums for insurance, wages, cost of materials and supplies, insurance, and audits but shall exclude allowances for depreciation, debt service on obligations of the System, tax equivalents, replacements, capital expenditures, and accumulations of reserves.

“Depository” means DTC or any successor appointed by the Municipality and acting as securities depository for the Bonds.

“DTC” means The Depository Trust Company, New York, New York.

“Financial Officer” means the Municipality’s Director of Finance.

“Fiscal Agent” means the Municipality’s Director of Finance or any successor fiscal agent appointed by the Municipality to act as authentication agent, paying agent, and registrar for the Bonds pursuant to Section 67.10 (2) of the Wisconsin Statutes.

“Fiscal Year” means the twelve-month period beginning on January 1 of each year and ending on December 31 of each year. The Municipality may change the Fiscal Year of the System if the Original Purchasers consent to the change. If the Original Purchasers consent to the change, then the change will not constitute a modification, change, amendment, or alteration of this resolution for purposes of Section 24 of this resolution.

“Governing Body” means the Municipality’s Common Council.

“Gross Revenues” means the gross revenues of the System from all sources, excluding earnings on the Storm Water System Special Redemption Fund, customer deposits, and collected taxes imposed by other governmental entities.

“Independent Consulting Firm” means a recognized consultant, auditor, or engineer, or firm of auditors, consultants, or engineers, who or which is not an officer or regular employee of the Municipality or the System and who or which is not devoting substantially all his, her, or its time and efforts to the affairs of the System.

“Minimum Reserve Amount” means the least of the following: (i) the maximum annual debt service coming due in any future year on the Bonds and Parity Bonds then outstanding, (ii) 10% of the outstanding principal amount of the Bonds and Parity Bonds, or (iii) 125% of the average annual debt service on the Bonds and Parity Bonds.

“Municipal Officers” means the Mayor and Clerk of the Municipality. These are the officers required by law to execute revenue obligations on the Municipality’s behalf.

“Municipality” means the City of Appleton, Wisconsin.

“Net Revenues” means Gross Revenues after deduction of Current Expenses.

“Original Issue Date” means October 1, 2025, or such other date established for delivery of the Bonds pursuant to the Bond Purchase Agreement.

“Original Purchasers” means the Bond Purchaser and the initial purchaser of each issue of Parity Bonds (including the Outstanding Bonds), so long as the issue of Parity Bonds remains outstanding.

“Outstanding Bonds” has the meaning given in the recitals to this resolution.

“Parity Bonds” means all other obligations payable from the revenues of the System (including the Outstanding Bonds) other than the Bonds but issued on a parity and equality with the Bonds and the Outstanding Bonds pursuant to the restrictive provisions of the applicable sections of the Prior Resolutions and of Section 21 of this resolution.

“Prior Resolutions” means, collectively, the 2012 Resolution, the 2013 Resolution, the 2014 Resolution, the 2015 Resolution, the 2016 Resolution, the 2017 Resolution, the 2018 Resolution, and the 2020 Resolution, each as defined in the recitals to this resolution.

“Project” has the meaning given in the recitals to this resolution.

“Purchase Price” has the meaning given in the recitals to this resolution.

“Record Date” means the 15th day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date for the Bonds.

“**Recording Officer**” means the Municipality’s Clerk.

“**Redemption Date**” means October 14, 2025, or such other date established for redemption of the Refunded Bonds pursuant to the Bond Purchase Agreement.

“**Refunded Bonds**” means all or a portion of the outstanding principal amount of the Series 2013 Bonds, the Series 2014 Bonds, and the Series 2015 Bonds, each as defined in the recitals to this resolution, and as set forth in the Bond Purchase Agreement.

“**Refunding**” has the meaning given in the recitals to this resolution.

“**Reserve Account**” means the Reserve Account of the Special Redemption Fund.

“**Special Redemption Fund**” means the fund designated as such and described in Section 18 of this Resolution.

“**System**” means the storm water utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the collection, storage, treatment, transmission, distribution, metering, and discharge of storm water, or constituting part of, or used or useful in connection with, the storm water utility of the Municipality; and including all improvements and extensions thereto made by the Municipality while any of the Bonds or the Outstanding Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

The attached exhibits are also a part of this resolution as though they were fully written out in this resolution:

- (i) *Exhibit A* - Form of Bond.
- (ii) *Exhibit B* - Notice to Electors of Sale.

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued, subject to the parameters set forth in Section 4. The Bonds will be fully registered, negotiable, storm water system revenue refunding bonds of the Municipality in the aggregate principal amount of not to exceed \$8,800,000. The Bonds will be issued pursuant to the Act to pay the costs of the Refunding and issuing the Bonds (including, but not limited to, printing costs and fees for underwriting, financial consultants, bond counsel, fiscal agent, rating agencies, bond insurance, and registration, as applicable).

Section 4. Terms of Bonds.

The Bonds will be named “City of Appleton, Wisconsin Storm Water System Revenue Refunding Bonds, Series 2025.” The Bonds will be dated the Original Issue Date, even

if they are actually issued or executed on another date. Each Bond will also be dated the date on which it is authenticated by the Fiscal Agent. That date is its registration date.

The face amount of each Bond will be \$5,000 or any multiple thereof up to the principal amount authorized for that maturity.

The Bond Purchaser will purchase the Bonds at the Purchase Price set forth in the Bond Purchase Agreement.

The Bonds will bear interest from the Original Issue Date at the rates set forth in the Bond Purchase Agreement and accepted by an Authorized Officer; *provided, however*, that (i) the true interest cost of the Bonds shall not exceed 4.50% (computed taking the Bond Purchaser's compensation into account), and (ii) the difference between the offering price to the public for the Bonds and the Purchase Price to be paid to the Municipality for the Bonds shall not exceed 2.00% of the principal amount of the Bonds. All or a portion of the Refunded Bonds may be removed from the Refunding at the discretion of an Authorized Officer. The Refunded Bonds shall be determined by an Authorized Officer in the Bond Purchase Agreement.

Interest on the Bonds will be due and payable on each April 1 and October 1, until the principal of the Bonds has been paid, beginning on April 1, 2026, or on such other date as set forth in the Bond Purchase Agreement. Interest on each Bond will be (i) computed on the basis of a 360-day year of twelve 30-day months and (ii) payable to the entity or person in whose name the Bond is registered on the Bond Register at the end of the day on the applicable Record Date. The Municipality and the Fiscal Agent may treat the entity or person in whose name any Bond is registered on the Bond Register as the absolute owner of the Bonds for all purposes whatsoever under this resolution. The Bonds will be numbered consecutively as may be required to comply with any applicable rules or customs or as determined by the Municipal Officers executing the Bonds.

The following table shows when the Bonds will mature or be subject to mandatory sinking fund redemption, except that the principal amounts coming due each year below, whether by maturity or by mandatory sinking fund redemption of term bonds, may be increased or decreased by up to \$1,275,000 in each year and a maturity may be removed if the principal amount of such maturity is less than \$1,275,000. The aggregate principal amount of the Bonds shall not exceed \$8,800,000 and the table below assumes the Bonds are issued in that amount. The actual maturity schedule, within the parameters set forth herein, will be set forth in the Bond Purchase Agreement and accepted by an Authorized Officer.

Principal Maturity Date (April 1)	Principal Amount
2026	\$1,275,000
2027	1,085,000
2028	785,000
2029	815,000
2030	855,000
2031	890,000
2032	945,000
2033	990,000
2034	560,000
2035	600,000

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

Section 5. Fiscal Agent; Redemption Agent.

The Municipality appoints the Fiscal Agent to act as authentication agent, paying agent, and registrar for the Bonds. Among other things, the Fiscal Agent shall maintain the Bond Register.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption as described in Section 8, then the Municipality appoints Associated Trust Company, National Association (the “**Redemption Agent**”) to act as redemption agent for such Bonds, which includes giving notice of redemption on behalf of the Municipality prior to each Sinking Fund Redemption Date (as defined in Section 8). The appropriate officers of the Municipality are authorized and directed to enter into a redemption agent agreement with the Redemption Agent on behalf of the Municipality. Such agreement may provide for the Municipality to pay the reasonable and customary fees of the Redemption Agent for its services.

Section 6. Appointment of Depository.

The Municipality appoints DTC to act as securities depository for the Bonds. An authorized representative of the Municipality has previously executed a blanket issuer letter of

representations with DTC on the Municipality's behalf, and the Municipality ratifies and approves that document.

Section 7. Book-Entry System.

On the date of their initial delivery, the Bonds will be registered in the name of DTC or its nominee and maintained in a Book-Entry System. If the Municipality's relationship with DTC is terminated, then the Municipality may appoint another securities depository to maintain the Book-Entry System.

If on any date the Bonds are not being maintained in a Book-Entry System, then the Municipality will do the following:

- (i) At its expense, the Municipality will prepare, authenticate, and deliver to the beneficial owners of the Bonds fully-registered, certificated Bonds in the denomination of \$5,000 or any multiple thereof in the aggregate principal amount then outstanding. The beneficial owners will be those shown on the records of the Depository and its direct and indirect participants.
- (ii) The Municipality will appoint a fiscal agent to act as authentication agent, paying agent, and registrar for the Bonds under Section 67.10 (2) of the Wisconsin Statutes.

Section 8. Redemption.

The Bond Purchase Agreement may specify that certain Bonds maturing on or after a certain date are subject to redemption before their stated maturity dates, at the Municipality's option, in whole or in part, in the order of maturity selected by the Municipality, on a stated redemption date and on any date thereafter. If certain maturities of the Bonds are subject to such optional redemption, then the redemption price will be 100% of the principal amount redeemed, plus accrued interest to the redemption date, and no premium will be paid. If payment of a Bond called for redemption has been made or provided for, then interest on such Bond stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Bonds will be redeemed in \$5,000 multiples in accordance with Sections 9 and 10 below, and if a portion, but not all, of a maturity that is subject to mandatory partial redemptions by operation of a sinking fund (as described below) is being redeemed, then the Municipality will select the amounts to be redeemed on future Sinking Fund Redemption Dates (as defined below) that are reduced as a result of the partial redemption.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption, then the Bonds maturing on such dates shall be subject to mandatory sinking fund redemption at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on April 1 of the years (each a "**Sinking Fund Redemption Date**"), and in the respective principal amounts (subject to reduction as provided in the immediate preceding sentence), as set forth in the Bond Purchase Agreement and consistent with Section 4 hereof.

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

So long as the Bonds are being maintained in a Book-Entry System, the following provisions apply:

Payment. The Fiscal Agent is directed to pay the principal of, and interest on, the Bonds by wire transfer to the Depository or its nominee in accordance with the Depository's rules that are then in effect.

Transfers. The Bonds are transferable, only upon the Bond Register and only if the Depository ceases to act as securities depository for the Bonds and the Municipality appoints a successor securities depository. If that happens, then upon the surrender of the Bonds to the Fiscal Agent, the Municipality will issue new fully registered Bonds in the same aggregate principal amount to the successor securities depository, and the Bonds will be recorded as transferred to the successor securities depository in the Bond Register.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Bonds, or (ii) with respect to any particular Bond, after such Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Depository and its direct and indirect participants will select the beneficial owners of the Bonds to be redeemed. If a Bond has been called for redemption but less than all the principal amount of a specific maturity is redeemed, then on or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of optional redemption may be revoked by sending notice to the Depository, in the manner required by the Depository, not less than 15 days prior to the proposed optional redemption date.

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

If on any date the Bonds are not being maintained in a Book-Entry System, then the following provisions apply:

Payment. The Fiscal Agent will pay the principal of each Bond upon its presentation and surrender on or after its maturity or earlier redemption date at the designated office of the Fiscal Agent, and the Fiscal Agent will pay, on each interest payment date, the interest on each Bond by wire or other electronic funds transfer, or by check of the Fiscal Agent sent by first class mail, to the entity or person in whose name the Bond is registered on the Bond Register at the end of the day on the applicable Record Date.

Transfers. Each Bond is transferable, only upon the Bond Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000 or any multiple thereof. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Bond shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Municipality will issue one or more new fully registered Bonds in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Bonds and upon the payment of a charge sufficient to reimburse the Municipality or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Bonds, or (ii) with respect to any particular Bond, after the Bond has been called for redemption.

Partial Redemptions. If less than all the principal amount of a specific maturity is to be redeemed, then the Municipality or the Fiscal Agent will randomly select the Bonds to be redeemed. If a Bond has been called for redemption but less than all the principal amount thereof is redeemed, then on or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of the Bonds to be redeemed at the respective addresses set forth in the Bond Register. A notice of optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional redemption date to the registered owners of the Bonds which have been called for redemption.

Section 11. Form of Bonds.

The Bonds shall be in substantially the form shown in Exhibit A hereto. Omissions, insertions, or variations are permitted if they are deemed necessary or desirable and are consistent with this resolution or any supplemental resolution. The Municipality may cause the approving opinion of bond counsel to be printed or reproduced on the Bonds.

Section 12. Execution of Bonds.

The Bonds shall be signed by the persons who are the Municipal Officers on the date on which the Bonds are signed. The Bonds shall be sealed with the Municipality's corporate seal (or a facsimile thereof), if the Municipality has one, and the Bonds shall also be authenticated by the manual signature of the Fiscal Agent.

The Bonds will be valid and binding even if before they are delivered any person whose signature appears on the Bonds is no longer living or is no longer the person authorized to sign the Bonds. In that event, the Bonds will have the same effect as if the person were living or were still the person authorized to sign the Bonds.

A facsimile signature may be used as long as at least one signature of a Municipal Officer is a manual signature or the Fiscal Agent's certificate of authentication has a manual signature. If a facsimile signature is used, then it will be treated as the officer's own signature.

Section 13. Continuing Disclosure.

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

Section 14. Payable Only From Special Redemption Fund.

The Bonds and any Parity Bonds, together with interest thereon, will be payable only out of the Special Redemption Fund as provided in the Prior Resolutions and in this resolution. The registered owners of the Bonds and any Parity Bonds will have a valid claim only against the Special Redemption Fund and the revenues pledged to such fund.

Section 15. Pledge.

The Municipality pledges sufficient revenues of the System to the Special Redemption Fund to pay the principal of, and interest on, the Bonds and any Parity Bonds as provided in this resolution. Such revenues will be used for no purpose other than to pay the principal of, and interest on, the Bonds and any Parity Bonds on the dates on which such amounts are due. The Bonds and any Parity Bonds, together with the interest thereon, shall not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision and shall not constitute a general obligation of the Municipality or a charge against its general credit or taxing power. The Municipality will not be liable for the payment of the principal of, and interest on, the Bonds, except as provided in this resolution.

Section 16. Equality of Lien.

All Bonds and any Parity Bonds, regardless of issue dates, maturity dates, or series designations, will be secured equally by the pledge of the Net Revenues of the System and all amounts in the Special Redemption Fund.

Section 17. Parity Bonds.

Except as permitted by Section 21(a) of this resolution, the Municipality will issue no bonds or other obligations payable from the revenues of the System, or enjoying a lien on the revenues or property of the System, that have a priority over the Outstanding Bonds and the Bonds with respect to their payment or security. The Municipality may issue Parity Bonds on the terms and conditions set forth in the applicable section of each Prior Resolution and Section 21 of this resolution.

Section 18. Funds and Accounts.

The Municipality affirms and continues, or creates, as applicable, the following funds and accounts of the System, some of which were originally created under Section 17 of the

1999 Resolution (collectively, the “**Funds and Accounts**”), to provide for the collection, distribution, and use of the Gross Revenues and the proceeds of the Bonds:

- (a) Storm Water System Revenue Fund (the “**Revenue Fund**”), into which shall be deposited as received the entire Gross Revenues.
- (b) Storm Water System Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which shall be used for the payment of the reasonable and necessary expenses of operating and maintaining the System, including salaries, wages, materials, supplies, and insurance, and for the purposes described in Section 19 of this resolution.
- (c) Storm Water System Special Redemption Fund (the “**Special Redemption Fund**”), which shall be divided into three accounts to be known as (i) the **Interest and Principal Account**, (ii) the **Earnings Account**, and (iii) the **Reserve Account**. The Interest and Principal Account and the Earnings Account shall be used solely for the purpose of paying interest on and principal of the Bonds and Parity Bonds in accordance with the provisions of this resolution. The Reserve Account shall be used for the purpose of paying principal of or interest on the Bonds or Parity Bonds on any date when there shall be insufficient money in the Interest and Principal Account and the Earnings Account. Notwithstanding the foregoing, to effect the Refunding an additional account shall be created within the Special Redemption Fund with the name “**2025 Escrow Account**”. Funds held in the 2025 Escrow Account shall be used to pay the redemption price of the Refunded Bonds on the Redemption Date. Any balance remaining in the 2025 Escrow Account after the Redemption Date shall be transferred to the Earnings Account.
- (d) Storm Water System Surplus Fund (the “**Surplus Fund**”), which shall be used for the purposes described in Section 19 of this resolution.

Money in any of the Funds and Accounts created pursuant to this section may be invested in any manner permitted by the laws of the State of Wisconsin, and invested money shall be secured to the full extent required by the laws of the State of Wisconsin.

The Special Redemption Fund shall be maintained as a separate fund in the treasury of the Municipality, but the other Funds and Accounts herein created may be combined in a single fund or bank account. All income from investments of money in the Special Redemption Fund shall be transferred to the Earnings Account of the Special Redemption Fund. All income from investments of money in all other funds and accounts shall be deposited in the Revenue Fund and regarded as revenues of the System. Investments in the foregoing funds shall be liquidated at any time when it shall be necessary to do so to provide money for any of the purposes for which such funds were created.

Notwithstanding any other provision of this resolution, the Municipality hereby covenants and agrees with each and every registered owner of the Bonds that:

- (1) The Municipality will take no action to permit any investment or other use of the proceeds of the Bonds which would cause any Bond to be classified as an “arbitrage bond” within the meaning of Section 148 of the Code, or any proposed, temporary, or final regulations promulgated thereunder; and
- (2) In the event that the Municipality is of the opinion (supported by an opinion of Bond Counsel) that it is necessary or advisable to restrict or limit the yield on the investment of any moneys held in any fund created hereunder in order to avoid the Bonds being considered “arbitrage bonds” within the meaning aforesaid, the Municipality shall take such action as is necessary to do so.
- (3) The Municipality shall take the following actions to provide for any required rebate payments to the United States Treasury pursuant to Section 148(f) of the Internal Revenue Code and any proposed, temporary, or final regulations promulgated thereunder:
 - (i) The Municipality shall cause a determination to be made, by engaging Bond Counsel or another qualified rebate determination provider, of the amount, if any, of rebate required to be paid with respect to the Bonds to the United States Treasury at least every five years (as of the anniversary date of the issuance of the Bonds) and upon the retirement of the last Bond. The Municipality may pay reasonable compensation to the rebate determination provider for the performance of such services.
 - (ii) The Municipality shall make required rebate payments to the United States Treasury with respect to the Bonds at such times and in such amounts and manner as are required by the Code and the related Treasury Regulations.
 - (iii) The Municipality shall keep records of the rebate determinations prepared and rebate payments made until three years after the April 15th following the retirement of the last Bond.

Section 19. Application of Revenues.

Until all Bonds and Parity Bonds, if any, have been retired, or until there shall be on deposit in the Special Redemption Fund an amount sufficient to provide for the payment of the principal of all such outstanding bonds and interest thereon to maturity, the Gross Revenues shall, to the extent permitted by law, be deposited as collected in the Revenue Fund and shall be transferred therefrom and deposited in the Operation and Maintenance Fund, the Special Redemption Fund, and the Surplus Fund in the following order:

- (a) A sum sufficient of the money in the Revenue Fund for the purposes of the Operation and Maintenance Fund shall be deposited in the Operation and Maintenance Fund.
- (b) A sum sufficient of the money in the Revenue Fund for the purposes of the Special Redemption Fund shall be deposited in the Special Redemption Fund.
- (c) The remainder of the money in the Revenue Fund shall be deposited in the Surplus Fund.

Transfers from the Revenue Fund to the Operation and Maintenance Fund, the Special Redemption Fund, and the Surplus Fund shall be made in the order indicated above, at such times as are necessary to carry out the purposes of the respective funds.

It is the express intent and determination of this Governing Body that the amount of money to be deposited in the Special Redemption Fund from all sources shall in any event be sufficient to pay the interest on the Bonds and Parity Bonds as the same becomes due and to retire such bonds at maturity, and to provide any necessary monthly amounts payable into the Reserve Account.

Money allocated to and deposited in the foregoing Funds and Accounts shall be applied only as follows:

- (1) Money transferred to the Operation and Maintenance Fund shall be retained therein in an amount not exceeding the estimated operating and maintenance expenses of the System for the next succeeding sixty days. Any balance thereafter remaining of the amount so transferred to the Operation and Maintenance Fund shall be used first to remedy any deficiency in the Special Redemption Fund; any balance thereafter remaining shall be transferred to the Surplus Fund.
- (2) Money in the Special Redemption Fund shall first be used to deposit on the tenth day of each month into the Interest and Principal Account an amount equal to one-sixth of the next installment of interest on the Bonds and Parity Bonds then outstanding, plus an amount equal to one-twelfth of the next installment of principal of said bonds coming due, until the full amount of such installments shall be on deposit in said Interest and Principal Account. Such deposits shall be made first from the Earnings Account until it is depleted, and all moneys in the Earnings Account shall be deemed to have been used first in payment of principal of, and interest on, the Bonds and Parity Bonds. Any funds remaining in the Earnings Account after each such transfer shall first be transferred to the Interest and Principal Account until there is on hand in the Interest and Principal

Account an amount equal to the full amount of principal of, and interest on, the Bonds and any Parity Bonds then outstanding coming due during the 12 months following the date of such transfer and thereafter forthwith either (i) be used to retire the Bonds or Parity Bonds in advance of maturity by redemption or by purchase of such bonds on the open market or an invitation and receipt of tenders of the lowest dollar price or prices obtainable, but not exceeding the lowest price at which such bonds could be redeemed on the next succeeding redemption date or (ii) be invested so as to restrict the yield thereon to avoid the Bonds or Parity Bonds being classified as "arbitrage bonds" within the meaning of Section 148 of the Code, or any proposed, temporary, or final regulations issued thereunder. Notwithstanding the foregoing, unless the Municipality is provided with an opinion of Bond Counsel that the action specified below will not adversely affect the exclusion of interest on the Bonds or the applicable issue of Parity Bonds from gross income for federal income tax purposes (i) moneys in the Earnings Account that are allocable to "proceeds" of the Bonds or any issue of Parity Bonds (within the meaning of Treas. Reg. §1.148-1(b)) may only be deposited in the Interest and Principal Account if such moneys will be used to pay principal of, and interest on, the issue to which such proceeds are allocable, and (ii) no moneys that are allocable to proceeds of the Bonds or any issue of Parity Bonds may be used to pay principal of, or interest on, obligations that are not part of the issue to which the proceeds are allocable.

- (3) The next available money in the Special Redemption Fund shall be used to make monthly transfers to the Reserve Account until there is on hand in the Reserve Account an amount equal to the Minimum Reserve Amount. Money in the Reserve Account shall be used whenever necessary to pay principal of, or interest on, the Bonds and Parity Bonds whenever the Interest and Principal Account shall be insufficient for that purpose. Any money in the Reserve Account in excess of the Minimum Reserve Amount shall be transferred to the Earnings Account. For the purpose of computing the Minimum Reserve Amount, all investments in the Reserve Account shall be valued semiannually on each interest payment date on the Bonds, at current market value. In the event moneys are withdrawn from the Reserve Account, the Municipality, from revenues of the System, shall restore any moneys so withdrawn so that 12 months following such withdrawal the amount on deposit in the Reserve Account shall equal the Minimum Reserve Amount.
- (4) If, 12 months following any withdrawal from the Reserve Account, the amount on deposit in the Reserve Account is less than the

Minimum Reserve Amount, then the Financial Officer shall certify to the Governing Body the amount necessary to restore the Reserve Account to the Minimum Reserve Amount. Recognizing its moral obligation to do so, the Governing Body hereby expresses its expectation and aspiration that, if presented with such a certification, it shall make an appropriation of funds sufficient to restore the Reserve Account to the Minimum Reserve Amount. The Governing Body determines that the System and any appropriation of funds pursuant to this expression of its moral obligation serves a public purpose by safeguarding the health and welfare of its citizens.

- (5) Money in the Surplus Fund shall first be used whenever necessary to pay principal of, or interest on, the Bonds and any Parity Bonds when the Special Redemption Fund shall be insufficient for that purpose, and thereafter shall be disbursed as follows:
 - (i) to remedy any deficiency in any of the funds or accounts provided above;
 - (ii) to transfer any money thereafter remaining in the Surplus Fund at the end of any Fiscal Year to any of the funds or accounts created by this resolution or to the general fund of the Municipality or, at the option of the Municipality, to retire Bonds and any Parity Bonds by purchase or redemption in the manner hereinbefore provided, or for any other lawful purpose.

All transfers and deposits within any Fund or Account or to any other Fund or Account required or permitted by this section shall be made at such times as are necessary to carry out the purposes of the applicable Fund or Account.

Section 20. Covenants Regarding Operation of the System.

The Municipality hereby covenants and agrees with each and every registered owner of the Bonds and Parity Bonds as follows:

- (a) The reasonable cost and value of any service rendered to the Municipality by the System by furnishing storm water services for public purposes shall be charged against the Municipality and shall be paid by it monthly as the service accrues out of the current revenues of the Municipality collected or in process of collection, exclusive of the Gross Revenues, and, if necessary, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses.
- (b) The Municipality will faithfully and punctually perform all duties with reference to the System required by the constitution and statutes of the State of Wisconsin, including the making and collecting of reasonable and sufficient rates lawfully established for services rendered by the System,

the segregation of the revenues of the System, and the application to the respective Funds and Accounts.

- (c) The Municipality will not sell, lease, or in any manner dispose of the System including any part thereof or any additions or extensions that may be made thereto, until all the Bonds and Parity Bonds shall have been paid in full, both principal and interest, or until provision shall have been made for the payment of said bonds and the interest thereon in full. Notwithstanding the foregoing provision, the Municipality shall have the right to sell, lease, or otherwise dispose of any property of the System found by the Governing Body to be neither necessary nor useful in the operation thereof. The proceeds received from any sale, lease, or disposal of any such property of the System shall be paid into (i) the Earnings Account of the Special Redemption Fund, if the property sold was acquired or improved with proceeds of the Bonds or any Parity Bonds that are tax-exempt obligations, or (ii) the Revenue Fund, in all other cases but shall not be permitted to reduce the amount otherwise required to be paid into said funds.
- (d) The Municipality will: (i) operate and maintain the System in good condition; (ii) charge and collect such lawfully established rates and charges for the service rendered by the System so that the Gross Revenues of the System will be sufficient to make the payments into the Funds and Accounts and provide for Net Revenues at least equal to 1.20 times the highest combined annual interest and principal requirements on all Bonds and Parity Bonds then outstanding; and (iii) promptly take such actions as are necessary to adopt and enforce increased rates whenever such increase shall be necessary to fulfill any covenant of this resolution.
- (e) The Municipality will keep proper books and accounts relating to the System separate from all other records of the Municipality and will cause such books and accounts to be audited annually by a recognized independent firm of certified public accountants, or by the Wisconsin Department of Administration, and will make available to the owners of any of the Bonds or Parity Bonds the latest balance sheet and the profit and loss statement of the System as certified by such accountants or by said department. The registered owners of any Bonds or Parity Bonds shall have at all reasonable times the right to inspect the System and the records, accounts and data of the Municipality relating thereto. Each such audit, in addition to whatever matters may be thought proper by the accountants or said department to be included therein, shall include the following: (1) a statement in detail of the revenues and expenditures of the System for the Fiscal Year; (2) a statement of the Net Revenues as herein defined for the Fiscal Year; (3) a balance sheet as of the end of the Fiscal Year; (4) the accountants' comment regarding the manner in which the Municipality has carried out the requirements of this resolution and the accountants' recommendation for any changes or improvements in the

operation of the System; (5) a list of the insurance policies in force at the end of the Fiscal Year setting out as to each policy the amount of the policy, the risks covered, the name of the insurer and the expiration date of the policy; and (6) the number and types of equivalent runoff units at the end of such Fiscal Year.

- (f) The Municipality will carry, for the benefit of the registered owners of the Bonds and Parity Bonds, insurance of a kind and in such amounts as would usually be carried by private companies or other public bodies engaged in operating a similar utility system. All money received for losses under any of such insurance policies, except public liability, shall be used in repairing the damage or in replacing the property destroyed, but in the event that the Governing Body shall find it inadvisable to repair such damage or replace such property, and that the operation of the System shall not have been impaired thereby, in which case such amounts shall be deposited in the Earnings Account, provided that any amounts deposited in the Earnings Account shall not reduce the amounts otherwise required to be paid into the Special Redemption Fund.
- (g) The Municipality will not enter into any contract with any person or persons which would cause any Outstanding Bonds, that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes, or Bonds to become “private activity bonds”, within the meaning of Section 141(a) of the Code or any regulations promulgated thereunder.
- (h) The Municipality will comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes, including, but not limited to the rebate requirements set forth in the Code and the Treasury Regulations. The Municipality will comply with the provisions of the Tax Certificate delivered in connection with the issuance of the Bonds relating to these requirements.

Section 21. Additional Bonds.

The Municipality will issue no notes, bonds, or any other obligations of any kind or nature payable from or enjoying a lien on the Gross Revenues, the Special Redemption Fund or properties of the System on a parity with or having a priority over the Outstanding Bonds or the Bonds except as hereinafter provided in this Section:

- (a) Notes (including bond anticipation notes) or bonds may hereafter be issued having a priority over the Bonds and Parity Bonds if either (i) such notes or bonds are issued, wholly or in part, for the purpose of paying, and will provide an amount sufficient, together with the earnings thereon and all other funds legally available therefor to pay, the entire principal of, and all interest on, the Bonds and Parity Bonds to their maturity or early

redemption; or (ii) immediately upon the issuance of such notes or bonds, the Municipality has discharged all the Bonds and Parity Bonds in the manner provided in Section 23 of this resolution.

- (b) Additional notes (including bond anticipation notes) or bonds may hereafter be issued on a parity with the Bonds and Parity Bonds if such notes or bonds are issued for the purpose of refunding any of the Bonds or Parity Bonds which either (i) shall have matured or (ii) shall mature not later than 90 days after the date of delivery of such refunding notes or bonds and for the payment of which no money shall be available in the Special Redemption Fund.
- (c) Additional notes (including bond anticipation notes) or bonds may also be issued on a parity with the Bonds and Parity Bonds if all of the following conditions have been satisfied:
 - (1) Either (A) the Net Revenues of the System for the last completed Fiscal Year must have been at least 1.20 times the highest combined annual interest and principal requirements on all bonds and notes then outstanding payable from the Gross Revenues of the System (other than bonds being refunded) and the bonds or notes so proposed to be issued for any succeeding Bond Year in which there shall be a principal maturity on such outstanding bonds or notes; *provided, however*, that if, prior to the authorization of such additional bonds or notes, the Municipality shall have adopted and put into effect a revised schedule of rates, then the Net Revenues of the System for the last completed Fiscal Year which would, in the written opinion of an Independent Consulting Firm employed for that purpose, have resulted from such rates had they been in effect for such period, may be used in lieu of the actual net income for the last completed Fiscal Year; or (B) the need for such financing shall be evidenced by a certificate or certificates of an Independent Consulting Firm giving a detailed description of the proposed projects to be financed, an estimate of the cost thereof including proposed capitalized interest, if any, and an estimate of the time of completion thereof, and showing the feasibility of such financing with reference to projected Net Revenues based on rates and charges projected to be in effect upon completion of such projects; provided, that such feasibility shall not be deemed shown unless the projected Net Revenues for each of the two full Fiscal Years next succeeding the estimated date of completion of such projects shall be equal to at least equal to 1.20 times the highest combined annual interest and principal requirements on all bonds and notes then outstanding payable from the Gross Revenues of the System (other than bonds being refunded) and the bonds or notes so proposed to be issued for any succeeding Bond Year in which there shall be a principal maturity on such outstanding bonds or

notes. “**Bond Year**”, for the purposes of this section, shall mean the 12-month period commencing on January 2 of any year and ending on and including January 1 of the next succeeding year. Actual Net Revenues for any Fiscal Year shall, for purposes of this subsection, be as defined in Section 1 hereof and be that shown by the audit for such year as provided in Section 20(e) of this resolution.

- (2) The payments required to be made into the Funds and Accounts created or continued under Section 18 of this resolution must be current.
- (3) There shall be on hand in the Reserve Account, immediately upon the issuance of such additional bonds or notes, an amount not less than the Minimum Reserve Amount.
- (4) The additional bonds or notes must be payable as to principal on April 1 of each year and as to interest on April 1 and October 1 of each year.
- (5) The proceeds of the additional bonds or notes must be used solely to refund Bonds or Parity Bonds, or to provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System.

In the case of bond anticipation notes, the provisions of the Act shall govern with respect to all matters relating to the lien and sources of payment of such notes.

Section 22. Resolution a Contract; Remedies of Bondholders.

The provisions of this resolution constitute a contract between the Municipality and the registered owners of the Bonds. After the issuance of the Bonds no change or alteration in the provisions of this resolution may be made, except as provided in Section 24 of this resolution and in the definition of “Fiscal Year” in Section 1 of this resolution, until all Bonds have been paid in full as to both principal and interest.

The registered owners of any of the Bonds will have the right, in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce their rights against the Municipality, the Governing Body, and any and all officers and agents thereof, including, but not limited to, the rights to require the Municipality, the Governing Body, and any other authorized body to fix and collect rates and charges fully adequate to carry out all provisions and agreements contained in this resolution, and for the appointment of a receiver for the System in the event of a default in the payment of principal of, or interest on, the Bonds.

Section 23. Discharge and Satisfaction of Bonds and Covenants.

The agreements, covenants, liens, and pledges entered into, created, or imposed pursuant to this resolution may be fully discharged and satisfied with respect to any or all of the Bonds in any one or more of the following ways:

- (a) By paying the Bonds when the same shall become due and payable, or upon their prior redemption in the manner provided in this resolution;
- (b) By depositing with the appropriate fiscal agent(s) for the Bonds funds in the amount necessary, without consideration of any reinvestment thereof, to pay the principal of, and interest on, the Bonds until their maturity or earlier redemption; provided that if the Bonds are to be redeemed prior to their stated maturities, then the Bonds must have been irrevocably called for redemption by the Governing Body, and the required notice of the redemption must have been given in the manner provided in this resolution; or
- (c) By depositing with a trustee or an escrow agent, in trust for such purpose, on or before the date of maturity or redemption, money or direct obligations of, or obligations the principal of, and interest on, which are fully guaranteed by, the United States of America, in such amount as, together with the income or increment to accrue thereon without consideration of any reinvestment thereof, will be fully sufficient to pay or redeem (when redeemable) the Bonds at or before their respective maturity dates; provided, that if a Bond is to be redeemed prior to its stated maturity date, then the Bond must have been irrevocably called for redemption by the Governing Body and the required notice of the redemption must have been given in the manner provided in this resolution or satisfactory arrangements must have been made for the giving of the required notice of redemption; provided, further, that any such deposit can only be made if the deposit will not adversely affect the exclusion of interest on the Bonds from gross income of the owners thereof for federal income tax purposes.

Upon a payment or a deposit of money or investments in the amount and manner required by this section, all liability of the Municipality with respect to the relevant Bonds will cease, determine, and be completely discharged, and the registered owners of any Bonds that are not then retired will be entitled only to payment out of the money and investments deposited as required by this section.

Section 24. Amendment of Resolution.

Amendment Without the Consent of the Owners. This resolution may be amended from time to time without the consent of the registered owners of the Bonds to make any change that does not adversely affect the registered owners of the Bonds, including, without limitation,

to cure any ambiguities, inconsistencies, or typographical errors that may be contained in this resolution.

Amendment With the Consent of the Owners. This resolution may also be amended from time to time with the written consent of the registered owners of not less than two-thirds in outstanding principal amount of the Bonds and any Parity Bonds (not including any Bonds or Parity Bonds that are held or owned by or for the account of the Municipality) if such amendment affects the owners of any Parity Bonds; *however* this resolution may be amended only with the unanimous written consent of:

- (a) The registered owners of the Bonds (not including any Bonds that are held or owned by or for the account of the Municipality):
 - (i) To make any change in the stated maturity date of or interest rate on any Bond; to modify the terms of payment of principal of, or interest on, any Bond; or to impose any conditions with respect to payment of principal of, or interest on, any Bond;
 - (ii) To materially affect the rights of the owners of less than all Bonds then outstanding; or
 - (iii) To reduce the required outstanding principal amount of the Bonds for which consent shall be given to effect any future amendments to this resolution; and
- (b) The registered owners of any series of Parity Bonds (not including any Parity Bonds of the series that are held or owned by or for the account of the Municipality):
 - (i) To make any change in the stated maturity date of or interest rate on any Parity Bond of the series; to modify the terms of payment of principal of, or interest on, any Parity Bond of the series; or to impose any conditions with respect to payment of principal of, or interest on, any Parity Bond of the series;
 - (ii) To materially affect the rights of the owners of less than all Parity Bonds of the series then outstanding; or
 - (iii) To reduce the required outstanding principal amount of Parity Bonds of the series for which consent shall be given to effect any future amendments to this resolution.

Notice. If the Municipality proposes to amend this resolution under any provision of this section, then the Municipality shall cause notice of the proposed amendment (the “**Amendment Notice**”) and, if consent is required, a form of consent to the proposed amendment (the “**Consent**”) to be (i) sent by certified mail to all registered owners of the Bonds and, if appropriate, any Parity Bonds, and (ii) filed with the Bond Purchaser. The Amendment Notice shall briefly describe the nature of the proposed amendment and shall state that a copy of the

proposed amendment is on file for public inspection in the office of the Recording Officer. The Consent must refer to the proposed amendment, specifically evidence consent to and approval of the proposed amendment, and be dated by the owner of the Bonds and, if appropriate, any Parity Bonds, upon execution of the Consent. The Amendment Notice and Consent may be one instrument.

If, on any date prior to one year after the date of the sending of the Amendment Notice and Consent the Recording Officer receives Consents executed by the registered owners of the Bonds and Parity Bonds owning not less than the required outstanding principal amount to approve the amendment, then the Governing Body may adopt a resolution effecting the proposed amendment and, upon the adoption of the resolution effecting the proposed amendment, the proposed amendment will become effective and binding upon the registered owners of all of the Bonds and Parity Bonds issued after the Bonds.

Any Consent given by the registered owner of a Bond or Parity Bond pursuant to the provisions of this section will be irrevocable for a period of six months from the date of the Consent and will be conclusive and binding upon all future registered owners of the same Bonds or Parity Bonds during the six-month period. A Consent may be revoked on any date after the six-month period by the registered owner who gave the Consent or by a successor in title by filing notice of such revocation with the Recording Officer; *provided* that a revocation will not be effective if the Recording Officer has already received Consents from registered owners of the Bonds and Parity Bonds owning not less than the required outstanding principal amount to approve the amendment, evidencing their consent to and approval of the proposed amendment that was the subject of the Consent.

Section 25. Sale of Bonds.

Each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized to receive final pricing information from the Bond Purchaser for the sale of the Bonds on behalf of the Municipality on a date deemed to be most advantageous to the Municipality by such Authorized Officers for the sale of the Bonds; provided, however, that such date shall not be later than December 17, 2025. The Authorized Officer shall reject the pricing information if it does not comply with the parameters set forth in Section 4 of this resolution.

Subject to the terms of this resolution, each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized and directed to award the sale of the Bonds to the Bond Purchaser at the Purchase Price, plus any accrued interest from the Original Issue Date to the date of delivery of the Bonds, such award to be evidenced by and effected by the execution by an Authorized Officer of the Bond Purchase Agreement. If the Bond Purchase Agreement signed and presented by the Bond Purchaser complies with the parameters set forth in this resolution, then an Authorized Officer is also hereby authorized and directed (i) to approve and accept the Bond Purchase Agreement, (ii) to sign the Bond Purchase Agreement in the Municipality's name, and (iii) to take any additional actions needed to complete the sale of the Bonds, including arranging for a specific date, time, and location of closing of the sale.

The Municipal Officers are directed to sign the Bonds and to deliver the Bonds to the Bond Purchaser through the facilities of DTC in accordance with the Bond Purchase

Agreement and this resolution. The Bonds may be delivered to the Bond Purchaser upon payment by the Bond Purchaser of the Purchase Price, plus any accrued interest, as required by this resolution.

Unless waived by the Bond Purchaser, the delivery of the Bonds is conditioned upon the Municipality furnishing the following items to the Bond Purchaser:

- (i) The Bonds, together with the written, unqualified approving opinion of Bond Counsel, evidencing the legality of the Bonds and that interest on the Bonds will be excluded from gross income for federal income tax purposes.
- (ii) A transcript of the proceedings relating to the issuance of the Bonds.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Bonds or the right of the Municipality to issue them at the time of their delivery.

Section 26. Redemption of Refunded Bonds.

Subject to the parameters set forth in Section 4, the delivery of the Bonds, and the receipt of the Purchase Price for the Bonds from the Bond Purchaser, the Municipality irrevocably directs that the principal amount of the Refunded Bonds be redeemed and paid in full in advance of their stated maturity dates on the Redemption Date. The appropriate officers of the Municipality are directed to instruct the fiscal agent for the Refunded Bonds to take all actions required to call the Refunded Bonds for redemption on the Redemption Date, including giving notice in the manner that the governing documents for the Refunded Bonds require. The Municipality ratifies and approves any action that has been taken in connection with the redemption of the Refunded Bonds prior to the Original Issue Date, including giving notice as described above.

Section 27. Disposition of Bond Proceeds.; Transfers

- (a) The proceeds from the sale of the Bonds shall be disbursed as follows:
 - (i) Any accrued interest shall be deposited into the Interest and Principal Account of the Special Redemption Fund.
 - (ii) Any contingency or rounding amount shall be deposited in the Interest and Principal Account of the Special Redemption Fund and used to pay interest on the Bonds.
 - (iii) The remaining proceeds of the sale of the Bonds being the amount necessary to effect the Refunding as set forth in the Bond Purchase Agreement, subject to the parameters in Section 4, shall be deposited into the 2025 Escrow Account of the Special Redemption Fund and used as described in Section 18(c) hereof.

- (b) Any amount in the Reserve Account, which is the amount in excess of the Minimum Reserve Amount, shall be transferred on the Original Issue Date from the Reserve Account to the Earnings Account of the Special Redemption Fund.

Section 28. Official Statement.

The Municipal Officers, the Financial Officer, and the officers of the Municipality's sewer utility (in consultation with the Bond Purchaser), are each hereby authorized to cause a preliminary offering document for the Bonds (the "**Preliminary Official Statement**") to be prepared and distributed prior to the sale of the Bonds and the execution of the Bond Purchase Agreement. The Municipal Officers and the Financial Officer are hereby authorized, on behalf of the Municipality, to approve the form of Preliminary Official Statement and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement upon request.

The Municipality authorizes and directs the final version of such document (the "**Official Statement**") to be prepared and distributed prior to the issuance of the Bonds; provided, however, that the Official Statement shall be substantially the form of the Preliminary Official Statement and shall include the final terms of the Bonds as set forth in the Bond Purchase Agreement. The Municipal Officers are directed to deliver copies of the Official Statement to the Bond Purchaser and, if the Bond Purchaser requests, execute one or more copies on behalf of the Municipality. Execution and delivery of the Official Statement conclusively evidences the approval of the Municipal Officers.

Section 29. Publication of Notice.

The Recording Officer is directed to publish notice that the Municipality has agreed to sell the Bonds. The notice shall be published promptly after the execution of the Bond Purchase Agreement in the Municipality's official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes. The notice shall be in substantially the form shown in Exhibit B hereto. The Recording Officer shall obtain proof, in affidavit form, of the publication and shall compare the notice as published with the attached form to make sure that no mistake was made in publication.

Section 30. Authorization of Officers

The appropriate officers of the Municipality are directed to prepare and furnish the following items to the Bond Purchaser and the attorneys approving the legality of the Bonds:

- (i) Certified copies of proceedings and records of the Municipality relating to the Bonds and to the financial condition and affairs of the Municipality.
- (ii) Other affidavits, certificates, and information as may be required to show the facts about the legality of the Bonds as such facts appear on the books and records under the officer's custody or control or as are otherwise known to the officer.

All certified copies, affidavits, certificates, and information furnished for such purpose are representations of the Municipality as to the facts they present.

Section 31. Tax Law Covenants.

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

Section 32. Further Authorization.

The Municipality authorizes its officers, attorneys, and other agents or employees to do all acts required of them to carry out the purposes of this resolution.

Section 33. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, that part of the prior action is hereby rescinded, except that this section shall not be interpreted as rescinding any part of the Prior Resolutions.

Section 34. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution.

Section 35. Effective Date.

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

Adopted: August 6, 2025

Approved: August ___, 2025

Mayor

Clerk

EXHIBIT A

FORM OF BOND

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF WISCONSIN
CITY OF APPLETON

No. R-_____ Registered
\$ _____

STORM WATER SYSTEM REVENUE REFUNDING BOND, SERIES 2025

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____ %	April 1, 20__	_____, 2025	038137 _____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

THE CITY OF APPLETON, WISCONSIN (herein called the “**Municipality**”) hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner, only from the income and revenues hereinafter specified, on the Maturity Date, and interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. Interest is payable on each April 1 and October 1, until the Principal Amount has been paid, beginning on [April 1, 2026]. Interest is computed on the basis of a 360 day year of twelve 30 day months.

This Bond is one of a duly authorized issue of revenue bonds (the “**Bonds**”) of the Municipality of an aggregate principal amount of \$ _____, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the Municipality pursuant to Article XI, Section 3 of the Wisconsin Constitution and Section 66.0621 of the Wisconsin Statutes, and acts supplementary thereto.

This Bond, together with interest hereon, is payable in lawful money of the United States of America, together with the Municipality’s outstanding (i) \$13,190,000 Storm Water System Revenue Refunding Bonds, Series 2012, dated August 8, 2012, (ii) \$6,440,000

Storm Water System Revenue Bonds, Series 2013, dated August 7, 2013, (iii) \$3,450,000 Storm Water Revenue Bonds, Series 2014, dated September 10, 2014, (iv) \$9,425,000 Storm Water Revenue Refunding Bonds, Series 2015, dated October 28, 2015, (v) \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, dated October 4, 2016, (vi) \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017, (vii) \$3,000,000 Storm Water System Revenue Bonds, Series 2018, dated August 6, 2018, and (viii) \$2,965,000 Storm Water System Revenue Bonds, Series 2020, dated August 6, 2020 (collectively, the “**Outstanding Bonds**”), only from the income and revenues to be derived from the operation of the Municipality’s storm water utility (the “**System**”) and set aside in the “Storm Water System Special Redemption Fund,” which was created by a resolution adopted by the governing body of the Municipality on July 21, 1999 (the “**1999 Resolution**”) and affirmed and continued by subsequent resolutions, including a resolution adopted by the governing body of the Municipality on August 6, 2025 (the “**2025 Resolution**”). The 2025 Resolution is entitled “A Resolution Authorizing and Providing for the Issuance and Establishing the Parameters for the Sale of Not to Exceed \$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025, and All Related Details”. Reference is hereby made to the 2025 Resolution for a more complete statement of the revenues from which and conditions under which this Bond is payable, the provisions pursuant to which this Bond has been issued, and the conditions under which bonds may hereafter be issued on a parity with this Bond. The Bonds rank on a parity with the Outstanding Bonds. This Bond does not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision.

This Bond is a valid claim of the registered owner hereof only against the Storm Water System Special Redemption Fund and the revenues of the System pledged to the Storm Water System Special Redemption Fund. Sufficient revenues of the System have been pledged to the Storm Water System Special Redemption Fund and will be used for no other purpose than to pay the principal of, and interest on, the Bonds and all other obligations payable from the revenues of the System (including the Outstanding Bonds) that are issued on a parity and equality with the Bonds and the Outstanding Bonds, as the same becomes due.

On the date of their initial delivery, the Bonds will be maintained in a system in which no physical distribution of certificates representing ownership of the Bonds is made to the owners of the Bonds but instead all outstanding Bonds are registered in the name of a securities depository appointed by the Municipality (a “**Depository**”), or in the name of the Depository’s nominee, and the Depository and its participants record beneficial ownership and effect transfers of the Bonds electronically (a “**Book-Entry System**”). So long as the Bonds are maintained in a Book-Entry System, the principal of, and interest on, this Bond will be paid by wire transfer to the Depository or its nominee in accordance with the Depository’s rules that are then in effect by the Director of Finance of the Municipality or any successor fiscal agent appointed by the Municipality (hereinafter, the “**Fiscal Agent**”), which will act as authentication agent, paying agent, and registrar for the Bonds.

If on any date the Bonds are not being maintained in a Book-Entry System, then (i) the principal of this Bond will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity date or prior redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Bond will be paid by the Fiscal Agent, on each interest payment date, by wire or other electronic funds transfer, or by check of the Fiscal Agent sent by first class mail,

to the person or entity in whose name this Bond is registered in the register (the “**Register**”) maintained by the Fiscal Agent at the end of the day on the 15th day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date (the “**Record Date**”). The Municipality and the Fiscal Agent may treat the entity or person in whose name this Bond is registered on the Register as the absolute owner of this Bond for all purposes.

The Bonds maturing on or after April 1, 20__ are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, in the order of maturity selected by the Municipality, on April 1, 20__ and on any date thereafter. The redemption price will be 100% of the principal amount redeemed plus accrued interest to the redemption date, and no premium will be paid. If payment of a Bond called for redemption has been made or provided for, then interest on the Bond stops accruing on the stated redemption date. If less than all outstanding Bonds are redeemed, then the Bonds will be redeemed in \$5,000 multiples as described below[, and if a portion, but not all, of a maturity that is subject to mandatory partial redemptions by operation of a sinking fund (as described below) is being redeemed, then the Municipality will select the amounts to be redeemed on future Sinking Fund Redemption Dates (as defined below) that are reduced as a result of the partial redemption].

[The Bonds maturing on April 1 in the years 20__ and 20__ (collectively, the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity dates, by operation of a sinking fund. On the following redemption dates (each a “**Sinking Fund Redemption Date**”) the Municipality will redeem the following principal amounts (subject to reduction as provided in the immediately preceding paragraph) of the Term Bonds:

Term Bonds Maturing April 1, 20__

Sinking Fund Redemption Date (April 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__	,000
20__ (Stated Maturity)	,000

Term Bonds Maturing April 1, 20__

Sinking Fund Redemption Date (April 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__	,000
20__ (Stated Maturity)	,000]

[The redemption price will be 100% of the principal amount so redeemed, plus accrued interest thereon to the Sinking Fund Redemption Date, and no premium will be paid. The particular Term Bonds to be redeemed will be selected in the manner described below, and the Municipality will give notice of the redemption in the manner described below.]

So long as the Bonds are being maintained in a Book-Entry System the following provisions apply:

Transfers. The Bonds are transferable, only upon the Register and only if the Depository ceases to act as securities depository for the Bonds and the Municipality appoints a successor securities depository. If that happens, then upon the surrender of the Bonds to the Fiscal Agent, the Municipality will issue new fully registered Bonds in the same aggregate principal amounts to the successor securities depository and the Bonds will be recorded as transferred to the successor securities depository in the Register.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Bonds, or (ii) with respect to any particular Bond, after such Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Depository and its direct and indirect participants will select the beneficial owners of the Bonds to be redeemed. If a Bond has been called for redemption but less than all the principal amount of a specific maturity is redeemed, then on or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of optional redemption may be revoked by sending notice to the Depository, in the manner required by the Depository, not less than 15 days prior to the proposed optional redemption date.

If on any date the Bonds are not being maintained in a Book-Entry System, then the following provisions apply:

Transfers. Each Bond is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000 or any multiple thereof. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Bond shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Municipality will issue one or more new fully registered Bonds, in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Bonds and upon the payment of a charge sufficient to reimburse the Municipality or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Bonds, or (ii) with respect to any particular Bond, after such Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Municipality or the Fiscal Agent will randomly select the Bonds to be redeemed. If a Bond has been called for redemption but less than all the principal amount thereof is redeemed, then on or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of any Bonds to be redeemed, at the respective addresses set forth in the Register. A notice of optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional redemption date to the registered owners of the Bonds which have been called for redemption.

The Municipality certifies, recites, and declares that all acts, conditions, and procedures required by law to exist, to have happened, and to be performed, leading up to and in the issuing of this Bond and of the issue of which it is a part, do exist, have happened, and have been performed in regular and due form, time, and manner as required by law; and that a sufficient amount of the income and revenue to be received by the Municipality from the operation of the System 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, by its governing body, has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signatures of its Mayor and Clerk, and to be sealed with its corporate seal (or a facsimile thereof), if any, all as of the Original Issue Date.

CITY OF APPLETON, WISCONSIN

By: _____
Mayor

[SEAL]

And: _____
Clerk

CERTIFICATE OF AUTHENTICATION:

Dated: _____, 2025

This Bond is one of the Bonds described
in the within-mentioned Resolution.

Director of Finance, as Fiscal Agent

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

--

(Please Print or Type Name and Address of Assignee)

the within-mentioned Bond and all rights thereunder and does hereby irrevocably constitute and appoint _____ attorney-in-fact, to transfer the same on the books of the registry in the office of the Fiscal Agent, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

NOTICE: Signatures must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Fiscal Agent, which requirements include membership or participation in the Securities Transfer Association Medallion Program ("STAMP") or such other "signature guarantee program" as may be determined by the Fiscal Agent in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

NOTE: The signature to this assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or change whatsoever. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation, or anyone in a representative capacity, proof of such person's authority to act must accompany this Bond.

EXHIBIT B

NOTICE TO THE ELECTORS OF THE
CITY OF APPLETON, WISCONSIN
RELATING TO
STORM WATER SYSTEM REVENUE REFUNDING BOND SALE

On August 6, 2025, pursuant to Section 66.0621 of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin (the "City") authorized the borrowing of money and authorized certain City officials to enter into a purchase contract relating to said borrowing. On _____, 2025 the City entered into a purchase contract with a purchaser to whom the City agreed to sell its storm water system revenue refunding bonds in the principal amount of \$ _____. It is anticipated that the closing of the bonds will be held on or about _____, 2025. A copy of all proceedings had to date with respect to the authorization and sale of said bonds is on file and may be examined in the office of the City Clerk at 100 North Appleton Street, Appleton, Wisconsin between the hours of 9:00 a.m. and 4:30 p.m. on weekdays.

This notice is given pursuant to Section 893.77(2) of the Wisconsin Statutes, which provides that (i) an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice, and (ii) the notice may not be published until after the issuer has entered into a contract for sale of the bond or other financing.

Publication Date: _____, 2025 /s/ Amy Molitor
City Clerk

CERTIFICATIONS BY CLERK

I, Amy Molitor, certify that I am the duly qualified Clerk of the City of Appleton, Wisconsin (the “**Municipality**”), and as such I have in my possession, or have access to, the complete corporate records of the Municipality and of its Common Council (the “**Governing Body**”), and that attached to this certificate is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

**A Resolution Authorizing and Providing for the Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$8,800,000 Storm Water System Revenue Bonds, Series 2025,
and All Related Details**

I further certify as follows:

1. **Meeting Date.** On August 6, 2025, a meeting of the Governing Body was held beginning at ____ p.m.
2. **Posting.** On August ____, 2025 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2025 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Municipality. The communication specifically referred to the Resolution.
4. **Open Meeting Law Compliance.** The meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
5. **Members Present.** The meeting was duly called to order by the Mayor (the “**Presiding Officer**”), who chaired the meeting. Upon roll call, I noted and recorded that there were ____ members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
6. **Consideration of, and Roll Call Vote on, Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, ____ of the Governing Body members voted Aye, ____ voted Nay, and ____ Abstained.

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

8. **Approval of Presiding Officer.** The Resolution was approved by the Presiding Officer on August __, 2025, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Municipality, if any, on this certificate on August ____, 2025.

Clerk

[SEAL]