

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

June _____, 2018

Resolution No. N/A

**Resolution Authorizing the Execution and Delivery of Documents
relating to the Fox Cities Sports Facility Project**

WHEREAS, the City of Appleton, Wisconsin (the “**Municipality**”) adopted an amended and restated room tax ordinance (the “**Room Tax Ordinance**”), that levied a 10% room tax (the “**Room Tax**”), which includes a 3% room tax allocated toward the support of amateur sports facilities within the Fox Cities Tourism Zone (established under the Commission and Zone Agreement described below) (the “**Fox Cities Tourism Zone**”) and/or other facilities which are reasonably likely to generate paid overnight stays at more than one hotel, motel, or other lodging establishment within the Fox Cities Tourism Zone (the “**Tourism Facilities Room Tax**”) and, among other things, set forth the priority of application of payments of the Room Tax; and

WHEREAS, the Municipality, certain other municipalities in the Fox Cities Tourism Zone (together with the Municipality, the “**Municipalities**”), and the Fox Cities Room Tax Commission (the “**Commission**”) have entered into an Amended and Restated Room Tax Commission and Tourism Zone Agreement, dated as of November 24, 2015 (as amended by a First Amendment to Amended and Restated Room Tax Commission and Tourism Zone Agreement, dated as of May 1, 2018, the “**Commission and Zone Agreement**”), to confirm the establishment of the Fox Cities Tourism Zone, to confirm the establishment of the Commission and its powers, duties, and membership, to appoint the Fox Cities Convention & Visitors Bureau (the “**CVB**”) as a tourism entity to provide for the administration of the Tourism Facilities Room Tax; and

WHEREAS, the Municipalities, the Commission, and Associated Trust Company, National Association, in its capacity as fiscal agent (the “**Fiscal Agent**”), are parties to a Fox Cities Room Tax Fiscal Agency Agreement, dated as of May 1, 2018 (the “**Fiscal Agency Agreement**”), pursuant to which the Municipalities have directed the hotelkeepers, motel operators, and other persons or entities furnishing accommodations that are available to the public and obligated to pay the Room Tax (the “**Operators**”) within their respective jurisdictions to forward all Room Taxes to the Fiscal Agent to be allocated by the Fiscal Agent to the respective purposes therefor under the Room Tax Ordinance, including the allocation of the Tourism Facilities Room Tax; and

WHEREAS, the Town of Grand Chute, Wisconsin has donated land on which the Fox Cities sports facility, an indoor venue for ice and hardcourt sporting events (the “**Sports Facility**”), will be constructed and which Sports Facility is expected to be financed by bonds (the

“**Bonds**”) to be issued by the Community Development Authority of the Town of Grand Chute, Wisconsin (the “**Authority**”); and

WHEREAS, the Sports Facility constitutes an amateur sports facility located within the Fox Cities Tourism Zone reasonably likely to generate paid overnight stays at more than one hotel, motel, or other lodging establishment within the Fox Cities Tourism Zone; and

WHEREAS, the Municipality desires to enter into a Cooperation Agreement for the Fox Cities Sports Facility (the “**Cooperation Agreement**”), with the other Municipalities, the Authority, Commission, and the Fox Cities Convention & Visitors Bureau, Inc. pursuant to which all the parties thereto will agree to take all necessary action to provide that the Sports Facility will be constructed for the promotion and development of tourism activities within the Fox Cities Tourism Zone and that all the Tourism Facilities Room Tax is pledged to pay debt service on the Bonds that will finance the construction and equipping of the Sports Facility and related payments or deposits such as costs of issuance, a debt service reserve fund, a stabilization fund, and a capitalized interest fund; and

WHEREAS, to provide for the pledge of the Tourism Facilities Room Tax for the payment of the Bonds, the Municipality desires to enter into a Pledge and Security Agreement with the other Municipalities, the Commission, and a trustee (the “**Pledge and Security Agreement**”); and

WHEREAS, pursuant to the Pledge and Security Agreement, all the Tourism Facilities Room Tax will be required to be paid to the trustee for the Bonds; and

WHEREAS, it is necessary and desirable to enter into the Cooperation Agreement and the Pledge and Security Agreement in furtherance of the promotion and development of tourism activities within the Fox Cities Tourism Zone; and

WHEREAS, there have been presented to the Municipality substantially final drafts of a Cooperation Agreement and a Pledge and Security Agreement (collectively, the “**Sports Facility Documents**”);

NOW, THEREFORE, BE IT RESOLVED by the Common Council (the “**Governing Body**”) of the Municipality as follows:

Section 1. Sports Facility as Tourism Development.

It is hereby found and determined that the construction and development of the Sports Facility is crucial to the achievement of a sound and coordinated development of the Fox Cities Tourism Zone and for the promotion and development of tourism activities within the Fox Cities Tourism Zone.

Section 2. Approval of Sports Facility Documents.

The terms and provisions of the Cooperation Agreement and the Pledge and Security Agreement are hereby approved. The Mayor and Clerk are hereby authorized for and in the name of the Municipality to execute and deliver the Sports Facility Documents in

substantially the forms thereof presented herewith, with such insertions therein or corrections or changes thereto as shall be approved by such officers consistent with this resolution, their execution thereof to constitute conclusive evidence of their approval of any such insertions, corrections, or changes.

Section 3. General Authorizations.

The officers of the Municipality are hereby each authorized to execute, publish, file, and record such other documents, instruments, notices, and records and to take such other actions, including entering into additional agreements and amending existing agreements, as shall be necessary or desirable to accomplish the purposes of this resolution and to comply with the obligations of the Municipality under the Commission and Zone Agreement and the Sports Facility Documents, as each may be amended and restated, and to facilitate the issuance of the Bonds. In addition, the representatives of the Municipality that serve as commissioners on the Commission are hereby authorized and directed to take any necessary action on behalf of the Municipality with respect to actions taken by the Commission relating to the Bonds and the Tourism Facilities Room Tax allocated to the payment, either directly or indirectly, of debt service on the Bonds.

Section 4. Effective Date.

This resolution shall be effective immediately upon its passage and approval. To the extent that any prior resolutions of the Governing Body are inconsistent with the provisions hereof, this resolution shall control, and such prior resolutions shall be deemed amended to such extent as may be necessary to bring them in conformity with this resolution.

* * * * *

Adopted: June ____, 2018

Approved: June ____, 2018

Mayor

City Clerk

CERTIFICATIONS BY CLERK

I, Kami Lynch, hereby certify that I am the duly qualified and acting 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 said Municipality and of its Common Council (the “**Governing Body**”) and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

Resolution Authorizing the Execution and Delivery of Documents relating to the Fox Cities Sports Facility Project

I do hereby further certify as follows:

1. **Meeting Date.** On June _____, 2018, a meeting of the Governing Body was held commencing at _____ p.m.
2. **Posting.** On June _____, 2018 (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 (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On June _____, 2018 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Municipality.
4. **Open Meeting Law Compliance.** Said 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.** Said 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 Resolution.

8. **Approval of Presiding Officer.** The Resolution was approved by the Presiding Officer on June ____, 2018, 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.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Municipality, if any, hereto on June _____, 2018.

Clerk

[SEAL]