

CITY OF APPLETON, WISCONSIN

Date: _____, 2017

Resolution No. _____

**RESOLUTION AUTHORIZING A PLEDGE AND SECURITY AGREEMENT WITH
RESPECT TO THE FOX CITIES EXHIBITION CENTER PROJECT**

WHEREAS, the City is a party to the Exhibition Center Cooperation Agreement dated November 24, 2015 (the “Cooperation Agreement”); and

WHEREAS, the City has complied with its obligations under Section 3.02 of the Cooperation Agreement to enact a Room Tax Rate (as defined in the Cooperation Agreement) of 3%; and

WHEREAS, pursuant to Section 3.03 of the Cooperation Agreement the City is obligated to enter into that certain Pledge and Security Agreement, pledging as collateral security for the financing of the Fox Cities Exhibition Center all revenue earned at the Room Tax Rate; and

WHEREAS, there has been presented to the City Clerk a draft Pledge and Security Agreement (the “**Pledge and Security Agreement**”); and

Now, THEREFORE, BE IT RESOLVED by this Common Council (the “**Governing Body**”) of the City of Appleton, Wisconsin (the “**Municipality**”), as follows:

Section 1. Approval of Pledge and Security Agreement.

The terms and provisions of 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 Pledge and Security Agreement in the form thereof presented herewith, or with such insertions therein or corrections or changes thereto as shall be reasonably requested by the lenders and 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, provided that any insertions, corrections or changes do not materially alter the Municipality’s obligations under the Pledge and Security Agreement.

Section 2. 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 as shall be necessary or desirable to accomplish the purposes of this resolution and to comply with the obligations of the Municipality under the Pledge and Security Agreement.

Section 3. Effective Date.

This resolution shall be effective immediately upon its passage. 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.

Section 4. von Briesen & Roper, s.c. to Hold in Trust

Following execution of the Pledge and Security Agreement, the Clerk shall forward to von Briesen & Roper, s.c. the following, to be held in trust until the closing date of the financing; 1) the Municipality's signature page of the Pledge and Security Agreement, 2) this fully endorsed Resolution and 3) the attached fully endorsed Certification.

Introduced: _____

Adopted: _____

Approved: _____

Timothy M. Hannah, Mayor

Kami Lynch, 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 a Pledge and Security Agreement with Respect to the Fox Cities Exhibition Center

I do hereby further certify as follows:

1. **Meeting Date.** On _____, 2017, a meeting of the Governing Body was held commencing at ____ p.m.
2. **Posting.** On _____, 2017 (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 time, date, place, and subject matter (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On _____, 2017 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, 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 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 _____, 2017, 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 _____, 2017.

Kami Lynch, Clerk

[Seal]

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