



# City of Appleton

100 North Appleton Street  
Appleton, WI 54911-4799  
[www.appleton.org](http://www.appleton.org)

## Meeting Agenda - Final Finance Committee

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Wednesday, September 7, 2016

6:30 PM

Council Chambers, 6th Floor

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### Special

1. Call meeting to order

2. Roll call of membership

4. **Public Hearings/Appearances**

[16-1349](#) Brad Viegut, Robert W. Baird presentation on results of General Obligation Notes, Stormwater and Water Revenue Bond Sales.

5. **Action Items**

[16-1350](#) A Resolution authorizing and providing for the sale and issuance of \$19,625,000 General Obligation Promissory Notes, Series 2016, and all related details.

**Attachments:** [Award Resolution - Appleton 2016 G O Promissory Notes.pdf](#)

[16-1351](#) A Resolution authorizing and providing for the sale and issuance of \$15,515,000 Storm Water System Revenue Bonds, Series 2016, and all related details.

**Attachments:** [Award Resolution - Appleton 2016 Storm Water System Rev Ref Bonds.pdf](#)

[16-1352](#) A Resolution authorizing and providing for the sale and issuance of \$24,190,000 Water System Revenue Bonds, Series 2016, and all related details.

**Attachments:** [Award Resolution - Appleton 2016 Water System Rev Ref Bonds.pdf](#)

6. **Information Items**

NONE

## 7. Adjournment

*Notice is hereby given that a quorum of the Common Council may be present during this meeting, although no Council action will be taken.*

*Reasonable Accommodations for Persons with Disabilities will be made upon Request and if Feasible.*

*For questions on this agenda, please contact Tony Saucerman at (920) 832-6440.*

COMMON COUNCIL  
OF THE  
CITY OF APPLETON, WISCONSIN

September 7, 2016

Resolution No. None

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**A Resolution Authorizing and Providing for the Sale and Issuance of  
\$19,625,000 General Obligation Promissory Notes, Series 2016,  
and All Related Details**

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**RECITALS**

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

1. The Issuer needs funds to finance the relocation of power poles, improvements to bridges, streets, street lighting, traffic cameras, and sidewalks; improvements to municipal buildings, parking ramps, and grounds; equipment upgrades for the fire, technology, and public works departments, improvements to parks and public grounds, and the purchase of land (collectively, the “**Project**”).
2. The Governing Body now wishes to borrow the funds needed for the Project by selling and issuing its \$19,625,000 General Obligation Promissory Notes, Series 2016 (the “**Obligations**”) pursuant to the provisions of Section 67.12 (12) of the Wisconsin Statutes.
3. The Issuer has taken all actions required by law and has the power to sell and issue the Obligations.
4. The Governing Body is adopting this resolution to sell the Obligations and provide for their issuance upon the terms and conditions set forth in this resolution.

**RESOLUTIONS**

The Governing Body resolves as follows:

**Section 1.     Definitions.**

In this resolution, the following terms have the meanings given in this section, unless the context clearly requires another meaning.

“**Book-Entry System**” means a system in which no physical distribution of certificates representing ownership of the Obligations is made to the owners of the Obligations but instead all outstanding Obligations are registered in the name of a securities depository

appointed by the Issuer, or in the name of such a depository's nominee, and the depository and its participants record beneficial ownership and effect transfers of the Obligations 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 Issuer and delivered on the closing date of the Obligations.

**"Debt Service Fund"** means the fund created by the Issuer pursuant to Section 67.11 of the Wisconsin Statutes to provide for the payment of debt service on its general obligations.

**"Debt Service Fund Account"** has the meaning given in Section 16 of this resolution.

**"Depository"** means DTC or any successor appointed by the Issuer and acting as securities depository for the Obligations.

**"Director of Finance"** means the Issuer's Director of Finance.

**"DTC"** means The Depository Trust Company.

**"Financial Officer"** means the Issuer's Director of Finance.

**"Fiscal Agent"** means the Director of Finance, or any successor fiscal agent appointed by the Issuer to act as paying agent and registrar for the Obligations pursuant to Section 67.10 (2) of the Wisconsin Statutes.

**"Governing Body"** means the Issuer's Common Council.

**"Issuer"** means the City of Appleton, Wisconsin.

**"Municipal Officers"** means the Mayor and the Clerk of the Issuer. These are the officers required by law to execute general obligations on the Issuer's behalf.

**"Obligations"** means the \$19,625,000 City of Appleton, Wisconsin General Obligation Promissory Notes, Series 2016, which will be issued pursuant to this resolution.

**"Original Issue Date"** means October 4, 2016.

**"Project"** has the meaning given in the recitals to this resolution.

**"Purchase Price"** means \$ \_\_\_\_\_[, plus payment by the Purchaser on behalf of the Issuer of \$ \_\_\_\_\_ for the costs of issuing the Obligations].

**"Purchaser"** means Robert W. Baird & Co. Incorporated, or a group that it represents.

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

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

“**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 registered owner of each Obligation.
- (ii) All transfers of each Obligation.

## **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 Obligation.
- (ii) *Exhibit B* — Notice to Electors of Sale.

## **Section 3. Purposes of Borrowing; Issuance of Obligations.**

The Governing Body authorizes the Obligations and orders that they be prepared, executed, and issued. The Obligations will be fully registered, negotiable, general obligation promissory notes of the Issuer in the principal amount of \$19,625,000. The Obligations will be issued pursuant to the provisions of Section 67.12(12) of the Wisconsin Statutes to pay the costs of the Project and certain costs of issuing the Obligations (including printing costs and fees for financial consultants, bond counsel, fiscal agent, rating agencies, insurance, and registration, as applicable).

## **Section 4. Terms of Obligations.**

The Obligations will be named “City of Appleton, Wisconsin General Obligation Promissory Notes, Series 2016.” The Obligations will be dated the Original Issue Date, even if they are actually issued or executed on another date. Each Obligation 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 Obligation will be \$5,000 or any multiple thereof up to the principal amount authorized for that maturity.

The Obligations will bear interest from the Original Issue Date. Interest will be payable semiannually on each April 1 and October 1, beginning on April 1, 2017, until the principal of the Obligations has been paid. Interest on each Obligation will be (i) computed on the basis of a 360-day year of twelve 30-day months and (ii) payable to the person in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date. The Obligations 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

Obligations. The Issuer and the Fiscal Agent may treat the entity or person in whose name any Obligation is registered on the Register as the absolute owner of the Obligations for all purposes whatsoever under this resolution. The following table shows when the Obligations will mature and the rate of interest each maturity will bear:

<u>Maturity Date</u> <u>(April 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2017	\$ 950,000	____.____%
2018	1,795,000	____.____
2019	1,685,000	____.____
2020	1,925,000	____.____
2021	2,005,000	____.____
2022	2,085,000	____.____
2023	2,170,000	____.____
2024	2,260,000	____.____
2025	2,340,000	____.____
2026	2,410,000	____.____

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

#### **Section 5. Fiscal Agent.**

The Issuer appoints the Fiscal Agent to act as paying agent and registrar for the Obligations. Among other things, the Fiscal Agent shall maintain the Register.

#### **Section 6. Appointment of Depository.**

The Issuer appoints DTC to act as securities depository for the Obligations. An authorized representative of the Issuer has previously executed a blanket issuer letter of representations with DTC on the Issuer's behalf, and the Issuer ratifies and approves that document.

#### **Section 7. Book-Entry System.**

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

The Issuer may decide at any time not to maintain the Obligations in a Book-Entry System. If the Issuer decides not to maintain a Book-Entry System, then it will do the following:

- (i) At its expense, the Issuer will prepare, authenticate, and deliver to the beneficial owners of the Obligations fully-registered, certificated Obligations 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 Issuer will appoint a fiscal agent to act as paying agent and registrar for the Obligations under Section 67.10 (2) of the Wisconsin Statutes.

**Section 8. Redemption.**

The Obligations maturing on and after April 1, 2025 are subject to redemption before their stated maturity dates, at the Issuer's option, in whole or in part, in the order of maturity selected by the Issuer, on April 1, 2024 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 an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Obligations will be redeemed in \$5,000 multiples in accordance with Sections 9 and 10 hereof.

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

So long as the Issuer maintains the Obligations in a Book-Entry System, the following provisions apply:

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

*Transfers.* The Obligations are transferable, only upon the Register and only if the Depository ceases to act as securities depository for the Obligations and the Issuer appoints a successor securities depository. If that happens, then upon the surrender of the Obligations to the Fiscal Agent, the Issuer will issue new fully registered Obligations in the same aggregate principal amounts to the successor securities depository, and the Obligations 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 Obligations (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation 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 Obligations to be redeemed. If an Obligation has been called for redemption but less than all the principal amount of a specific maturity is redeemed, then on the redemption date and upon surrender to the Fiscal Agent of the Obligation, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

*Notice of Redemption.* Notice of the redemption of any of the Obligations 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 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 redemption date.

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

If on any date the Issuer decides *not* to maintain the Obligations in a Book-Entry System, then the following provisions apply:

*Payment.* The Fiscal Agent will pay the principal of each Obligation 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 Obligation by wire or other electronic money transfer or by check of the Fiscal Agent sent by first class mail to the person in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date.

*Transfers.* Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation 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 Issuer will issue one or more new fully registered Obligations in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the Issuer 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 Obligations (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after the Obligation has been called for redemption.

*Partial Redemptions.* If less than all the principal amount of a specific maturity is to be redeemed, then the Issuer or the Fiscal Agent will randomly select the Obligations to be redeemed. If less than the entire principal amount of a particular Obligation has been called for redemption, then upon surrender to the Fiscal Agent of the Obligation to be redeemed, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

*Notice of Redemption.* Notice of the redemption of any of the Obligations 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 Obligations to be redeemed at the addresses set forth in the Register. A notice of redemption may be revoked by sending a notice, by first class mail, not less than 15 days prior to the proposed redemption date to the registered owners of the Obligations which have been called for redemption.



### **Section 11. Form of Obligations.**

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

### **Section 12. Execution of Obligations.**

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

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

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 Issuer are directed to sign the Continuing Disclosure Agreement, and the Issuer agrees to comply with all its terms.

### **Section 14. Sale of Obligations.**

The Issuer awards the sale of the Obligations to the Purchaser at the Purchase Price, plus any accrued interest from the Original Issue Date to the date of delivery of the Obligations. The Issuer approves and accepts the purchase agreement signed and presented by the Purchaser to evidence the purchase of the Obligations (the "**Purchase Agreement**"). The Municipal Officers are directed (i) to sign the Purchase Agreement in the Issuer's name and (ii) to take any additional actions needed to complete the sale of the Obligations, including arranging for a specific date, time, and location of closing of the sale.

The officers of the Issuer are directed to sign the Obligations and to arrange for delivery of the Obligations to the Purchaser through the facilities of DTC in accordance with the Purchase Agreement and this resolution. The Obligations may be delivered to the Purchaser upon payment by the Purchaser of the Purchase Price, plus any accrued interest, as required by this resolution.

Unless waived by the Purchaser, the delivery of the Obligations is conditioned upon the Issuer furnishing the following items to the Purchaser:

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

**Section 15. General Obligation Pledge; Tax Levy.**

For the prompt payment of the principal of, and interest on, the Obligations, the Issuer irrevocably pledges its full faith and credit. The Issuer hereby levies upon all taxable property in its territory a direct, annual, and irrepealable tax in an amount sufficient to pay, and for the express purpose of paying, the interest on the Obligations as it falls due and also to pay and discharge the principal of the Obligations on their maturity dates.

This tax shall be carried from year to year into the Issuer's tax roll. It shall be collected in addition to all other taxes and in the same manner and at the same time as all other taxes. The amount of this tax that is carried into the Issuer's tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account available to pay debt service on the Obligations for such year. This tax for each year the levy is made will be in the following amounts:

<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>	<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>
2016	\$ _____	2021	\$ _____
2017	_____	2022	_____
2018	_____	2023	_____
2019	_____	2024	_____
2020	_____	2025	_____

**Section 16. Debt Service Fund Account.**

The Issuer shall create a separate account within the Debt Service Fund solely for the Obligations (the “**Debt Service Fund Account**”), which shall be maintained and administered as provided in Section 67.11 of the Wisconsin Statutes. The Director of Finance is directed to keep the proceeds of the taxes levied under this resolution, when they are collected, in the Debt Service Fund Account. Any accrued interest received on the date of delivery of the Obligations and the premium, if any, paid to the Issuer by the Purchaser in excess of the stated principal amount of the Obligations shall be deposited into the Debt Service Fund Account and

used to pay interest on the Obligations. If the money in the Debt Service Fund Account is insufficient to make a payment of principal of, or interest on, the Obligations on a date on which such a payment is due, then the Issuer will promptly provide the necessary funds to make the payment from other available sources.

**Section 17. Borrowed Money Fund.**

The sale proceeds of the Obligations (not including any accrued interest or premium received) shall be deposited in and kept by the Director of Finance in a separate fund. The fund shall be designated with both the name of the Obligations and the name Borrowed Money Fund (herein referred to as the “**Borrowed Money Fund**”). Money in the Borrowed Money Fund, including any earnings, shall be (a) used to pay the costs of the Project and issuing the Obligations, or (b) transferred to the Debt Service Fund Account as provided by law.

**Section 18. Official Statement.**

The Issuer approves and ratifies the preliminary offering document prepared and distributed in connection with the sale of the Obligations, and the Issuer authorizes and approves the final version of such document (the “**Official Statement**”) to be prepared prior to the issuance of the Obligations; *provided, however*, that the Official Statement shall be substantially in the form submitted to this meeting, with such modifications as the Municipal Officers approve. The Municipal Officers are directed to deliver copies of the Official Statement to the Purchaser and, if the Purchaser requests, execute one or more copies on behalf of the Issuer. Execution and delivery of the Official Statement will conclusively evidence the approval of the Municipal Officers.

**Section 19. Publication of Notice.**

The Recording Officer is directed to publish notice that the Issuer has agreed to sell the Obligations. The notice shall be published in the Issuer’s official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the execution of the Purchase Agreement. The notice shall be in substantially the form shown in Exhibit B. 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 20. Authorization of Officers.**

The appropriate officers of the Issuer are directed to prepare and furnish the following items to the Purchaser and the attorneys approving the legality of the Obligations:

- (i) Certified copies of proceedings and records of the Issuer relating to the Obligations and to the financial condition and affairs of the Issuer.
- (ii) Other affidavits, certificates, and information that may be required to show the facts about the legality of the Obligations, 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 will be representations of the Issuer as to the facts they present.

**Section 21. Tax Law Covenants.**

The Issuer 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 Obligations will be excluded from gross income for federal income tax purposes.

**Section 22. Further Authorization.**

The Issuer 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 23. 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.

**Section 24. 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 25. Effective Date.**

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

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Adopted: September 7, 2016

Approved: September \_\_\_\_, 2016

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Mayor

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Clerk

EXHIBIT A  
FORM OF OBLIGATION

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.

STATE OF WISCONSIN  
CITY OF APPLETON

Registered

No. R-\_\_\_\_

\$\_\_\_\_\_

GENERAL OBLIGATION PROMISSORY NOTE, SERIES 2016

<u>Interest</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Original</u> <u>Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	October 4, 2016	038105 ____

REGISTERED OWNER:      CEDE & CO.

PRINCIPAL AMOUNT:      \_\_\_\_\_ DOLLARS

THE CITY OF APPLETON, WISCONSIN (herein called the “**Issuer**”), hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner on the Maturity Date, and to pay interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. Interest is payable semiannually on April 1 and October 1, beginning on April 1, 2017, until the Principal Amount has been paid. Interest is computed on the basis of a 360-day year of twelve 30-day months.

This Obligation is one of a duly authorized issue of notes (the “**Obligations**”) of the Issuer of an aggregate principal amount of \$19,625,000, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the Issuer pursuant to the provisions of Section 67.12(12) of the Wisconsin Statutes, and is authorized by the resolution duly adopted by the governing body of the Issuer on September 7, 2016, entitled: “A Resolution Authorizing and Providing for the Sale and Issuance of \$19,625,000 General Obligation Promissory Notes, Series 2016, and All Related Details” (the “**Resolution**”). The Obligations are issuable only in the form of fully registered notes.

On the date of their initial delivery, the Obligations will be maintained in a system in which no physical distribution of certificates representing ownership of the Obligations is made to the owners of the Obligations but instead all outstanding Obligations are registered in the name of a securities depository appointed by the Issuer (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 Obligations electronically (a “**Book-Entry System**”). So long as the Obligations are maintained in a Book-Entry System, then the principal of, and interest on, this Obligation 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 Issuer, or any successor fiscal agent appointed by the Issuer under Section 67.10 (2) of the Wisconsin Statutes (the “**Fiscal Agent**”), which will act as paying agent and registrar for the Obligations.

If at any time the Issuer decides *not* to maintain the Obligations in a Book-Entry System, then (i) the principal of this Obligation 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 Obligation will be paid, on each interest payment date, by wire or other electronic money transfer or by check of the Fiscal Agent sent by first class mail to the person in whose name this Obligation is registered on the register (the “**Register**”) maintained by the Fiscal Agent at the end of the day on the 15<sup>th</sup> day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date (the “**Record Date**”). The Issuer and the Fiscal Agent may treat the entity or person in whose name this Obligation is registered on the Register as the absolute owner of this Obligation for all purposes.

The principal of, and interest on, this Obligation is payable in lawful money of the United States of America. For the prompt payment of the principal of and interest on this Obligation, the Issuer has irrevocably pledged its full faith and credit. The Issuer has levied upon all taxable property in its territory a direct, annual, and irrevocable tax sufficient in amount to pay, and for the express purpose of paying, the interest on this Obligation as it falls due and the principal of this Obligation on the Maturity Date.

The Obligations maturing on or after April 1, 2025 are subject to redemption before their stated maturity dates, at the Issuer’s option, in whole or in part, in the order of maturity selected by the Issuer, on April 1, 2024 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 an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Obligations will be redeemed in \$5,000 multiples as set forth below.

So long as the Issuer maintains the Obligations in a Book-Entry System, then the following provisions apply:

*Transfers.* The Obligations are transferable, only upon the Register and only if the Depository ceases to act as securities depository for the Obligations and the Issuer appoints a successor securities depository. If that happens, then upon the surrender of the Obligations to the Fiscal Agent, the Issuer will issue new fully

registered Obligations in the same aggregate principal amounts to the successor securities depository and the Obligations 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 Obligations (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation 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 Obligations to be redeemed. If an Obligation has been called for redemption but less than all the principal amount of a specific maturity is redeemed, then on the redemption date and upon surrender to the Fiscal Agent of the Obligation, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

*Notice of Redemption.* Notice of the redemption of any of the Obligations 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 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 redemption date.

If on any date the Issuer decides *not* to maintain the Obligations in a Book-Entry System, then the following provisions apply:

*Transfers.* Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation 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 Issuer will issue one or more new fully registered Obligations, in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the Issuer 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 Obligations (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation has been called for redemption. If a portion of an Obligation has been called for redemption, then on the redemption date, and upon surrender of the Obligation, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

*Partial Redemption.* If less than all the principal amount of a specific maturity is to be redeemed, then the Issuer or the Fiscal Agent will randomly select the Obligations to be redeemed. If less than the entire principal amount of a particular Obligation has been called for redemption, then upon surrender to the Fiscal Agent of the Obligation to be redeemed, the Issuer will issue one or more new Obligations in the principal amount outstanding after the redemption.

*Notice of Redemption.* Notice of the redemption of any of the Obligations 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 Obligations to be redeemed. A notice of redemption may be revoked by sending a notice, by first class mail, not less than 15 days prior to the proposed redemption date to the registered owners of the Obligations which have been called for redemption.

The Issuer 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 Obligation 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; that the indebtedness of the Issuer, including this Obligation and the issue of which it is a part, does not exceed any limitation, general or special, imposed by law; and that a valid, direct, annual and irrevocable tax has been levied by the Issuer sufficient to pay the interest on this Obligation when it falls due and also to pay and discharge the principal of this Obligation at maturity.

IN WITNESS WHEREOF, the Issuer, by its governing body, has caused this Obligation 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: October \_\_\_\_, 2016

This Obligation is one of the Obligations described in the Resolution.

By: \_\_\_\_\_  
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

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(Please Print or Type Name and Address of Assignee)

the within-mentioned Obligation 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

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NOTICE: Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Fiscal Agent. Those 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.

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

EXHIBIT B

NOTICE TO THE ELECTORS OF THE  
CITY OF APPLETON, WISCONSIN  
RELATING TO NOTE SALE

On September 7, 2016, pursuant to Section 67.12(12) of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin authorized the borrowing of money and entered into a contract to sell general obligation promissory notes in the principal amount of \$19,625,000. It is anticipated that the closing of this note financing will be held on or about October 4, 2016. A copy of all proceedings had to date with respect to the authorization and sale of said notes 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 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this notice.

Publication Date: October \_\_\_\_, 2016

/s/ Kami Lynch  
City Clerk

## **CERTIFICATIONS OF CLERK**

I, Kami Lynch, certify that I am the duly qualified 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 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 Sale and Issuance of \$19,625,000 General Obligation Promissory Notes, Series 2016 and All Related Details**

I further certify as follows:

1. **Meeting Date.** On September 7, 2016, a meeting of the Governing Body was held beginning at \_\_\_\_\_ p.m.

2. **Posting.** On September \_\_\_\_, 2016 (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 September \_\_\_\_, 2016 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, 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 September \_\_\_\_, 2016, 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 September \_\_\_\_, 2016.

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Clerk

[SEAL]

COMMON COUNCIL  
OF THE  
CITY OF APPLETON, WISCONSIN

September 7, 2016

Resolution No. None

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**A Resolution Authorizing and Providing for the Sale and Issuance of  
\$15,515,000\* Storm Water System Revenue Refunding Bonds, Series 2016,  
and All Related Details**

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**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, among other things, the acquisition, construction, extension, improvement, operation, and management of 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 March 15, 2006 the Governing Body adopted a resolution (the “**2006 Resolution**”) authorizing the issuance of the Municipality’s \$7,855,000 Storm Water System Revenue Refunding Bonds, Series 2006, dated April 1, 2006 (the “**Series 2006 Bonds**”). A portion of each of the 2017 through and including 2026 maturities of the Series 2006 Bonds was refunded on October 28, 2015 and redeemed on April 1, 2016. The unrefunded Series 2006 Bonds are currently outstanding in the aggregate principal amount of \$1,540,000.
5. On August 15, 2007 the Governing Body adopted a resolution (the “**2007 Resolution**”) authorizing the issuance of the Municipality’s \$5,145,000 Storm Water System Revenue Bonds, Series 2007, dated September 5, 2007 (the “**Series 2007 Bonds**”). The 2018 through and including 2027 maturities of the Series 2007 Bonds were refunded on October 28, 2015 and will be redeemed on April 1, 2017 from funds set aside in escrow for that purpose.

The unrefunded Series 2007 Bonds are currently outstanding in the aggregate principal amount of \$240,000.

6. On August 20, 2008 the Governing Body adopted a resolution (the “**2008 Resolution**”) authorizing the issuance of the Municipality’s \$6,010,000 Storm Water System Revenue Bonds, Series 2008, dated September 10, 2008 (the “**Series 2008 Bonds**”). The Series 2008 Bonds are currently outstanding in the aggregate principal amount of \$4,155,000.

7. On December 16, 2009 the Governing Body adopted a resolution (the “**2009 Resolution**”) authorizing the issuance of the Municipality’s \$10,720,000 Storm Water System Revenue Bonds, Series 2009, dated December 30, 2009 (the “**Series 2009 Bonds**”). The Series 2009 Bonds are currently outstanding in the aggregate principal amount of \$9,275,000.

8. 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 \$9,895,000.

9. 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 \$5,945,000.

10. 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 \$3,315,000.

11. 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 \$9,380,000.

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 (i) certain additions, extensions, and improvements to the System, including, but not limited to, the acquisition of land and rights of way, and the construction of storm sewers, lift stations, pumps, detention ponds, laterals, manholes, and inlets (collectively, the “**Project**”), (ii) the current refunding of the remaining portions of certain outstanding maturities of the Series 2006 Bonds, and (iii) the advance refunding of certain outstanding maturities of the Series 2008 Bonds and the Series 2009 Bonds as described herein (collectively, the “**Refunding**”).

14. The Governing Body wishes to finance the costs of the Project and the Refunding by authorizing, selling, and issuing \$15,515,000 in principal amount of Storm Water System Revenue Refunding Bonds, Series 2016 (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 2006 Bonds, the Series 2007 Bonds, the Series 2008 Bonds, the Series 2009 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, and the Series 2015 Bonds (collectively, the “**Outstanding Bonds**”).

15. Section 20 of the 1999 Resolution (the “**Additional Bonds Test**”), 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 under 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 represents (the “**Bond Purchaser**”) has offered to purchase the Bonds for \$\_\_\_\_\_, [plus payment by the Bond Purchaser on behalf of the Municipality of \$\_\_\_\_\_ for the costs of issuing 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.

“**Advance Refunded Bonds**” means, collectively, the Series 2008 Refunded Bonds and the Series 2009 Refunded Bonds.

“**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 \$15,515,000 City of Appleton, Wisconsin Storm Water System Revenue Refunding Bonds, Series 2016, which will be issued pursuant to 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.

“**Current Refunded Bonds**” means the Series 2006 Refunded Bonds and the outstanding portion of the 2017 maturity of the Series 2006 Bonds to be paid as described in Section 28 (b)(i) hereof.

“**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.

“**Escrow Account**” means the escrow account created under the Escrow Agreement.

“**Escrow Agent**” means Associated Trust Company, National Association.



**“Escrow Agreement”** means the escrow agreement to be entered into between the Issuer and the Escrow Agent to effect the refunding of the Refunded Bonds.

**“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 4, 2016.

**“Original Purchasers”** means the combined reference to 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 Section 20 of the 1999 Resolution, the applicable sections of the other Prior Resolutions, and Section 21 of this resolution.

“**Prior Resolutions**” means, collectively, the 1999 Resolution, the 2006 Resolution, the 2007 Resolution, the 2008 Resolution, the 2009 Resolution, the 2012 Resolution, the 2013 Resolution, the 2014 Resolution, and the 2015 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 10, 2016 for the Current Refunded Bonds, April 1, 2018 for the Series 2008 Refunded Bonds, and April 1, 2019 for the Series 2009 Refunded Bonds.

“**Refunded Bonds**” means, collectively, the Current Refunded Bonds and the Advance Refunded Bonds.

“**Refunding**” means the current refunding of the Current Refunded Bonds and the advance refunding of the Advance Refunded Bonds.

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

“**Series 2006 Refunded Bonds**” means the outstanding portion, set forth below, of each of the 2018 through and including 2022 maturities of the Series 2006 Bonds, as defined in the recitals to this resolution:

<u>Maturity</u>	<u>Principal Refunded</u>	<u>Principal Remaining</u>
2018	\$435,000	-0-
2019	440,000	-0-
2022	240,000	-0-

“**Series 2008 Refunded Bonds**” means the 2019 through and including 2028 maturities of the Series 2008 Bonds, as defined in the recitals to this resolution.

“**Series 2009 Refunded Bonds**” means the 2020 through and including 2029 maturities of the Series 2009 Bonds, as defined in the recitals to this resolution.

“**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 Parity 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. The Bonds will be fully registered, negotiable, storm water system revenue refunding bonds of the Municipality in the aggregate principal amount of \$15,515,000. The Bonds will be issued under the provisions of the Act for the purposes of the Project and the Refunding, and to pay the expenses of issuing the Bonds (including, but not limited to, printing costs and fees for financial consultants, bond counsel, 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 2016.” 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 Bonds will bear interest from the Original Issue Date. Interest on the Bonds will be payable on each April 1 and October 1, beginning on April 1, 2017, until the principal of the Bonds has been paid. 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 and the rate of interest each maturity will bear:

Principal Maturity Date (April 1)	Principal Amount	Interest Rate	Principal Maturity Date (April 1)	Principal Amount	Interest Rate
2018	\$ 545,000	_____ %	2028	\$1,490,000	_____ %
2019	845,000	_____	2029	1,125,000	_____
2020	1,230,000	_____	2030	170,000	_____
2021	1,135,000	_____	2031	180,000	_____
2022	1,180,000	_____	2032	185,000	_____
2023	1,230,000	_____	2033	195,000	_____
2024	1,275,000	_____	2034	200,000	_____
2025	1,320,000	_____	2035	205,000	_____
2026	1,365,000	_____	2036	210,000	_____
2027	1,430,000	_____			

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

#### **Section 5. Fiscal Agent.**

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

#### **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 at any time 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 paying agent and registrar for the Bonds under Section 67.10 (2) of the Wisconsin Statutes.

**Section 8. Redemption.**

The Bonds maturing on and after April 1, 2027 are subject to redemption before their stated maturity dates, at the Municipality's option, in whole or in part, as selected by the Municipality, on April 1, 2026 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 in accordance with Sections 9 and 10 hereof [, 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 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

<u>Sinking Fund Redemption Date (April 1)</u>	<u>Principal Amount To be Redeemed</u>
20____	\$_____
20____ (Stated Maturity)	_____

Term Bonds Maturing April 1, 20

<u>Sinking Fund Redemption Date (April 1)</u>	<u>Principal Amount To be Redeemed</u>
20____	\$_____
20____ (Stated Maturity)	_____

The redemption price will be 100% of the principal amount 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 accordance with Sections 9 and 10

hereof, and the Municipality will give notice of the redemption in the manner stated in this resolution.]

**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 amounts 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 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 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 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 money transfer, or by check of the Fiscal Agent

sent by first class mail, to the 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 of a specific maturity is redeemed, then on 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 redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed 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 of 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, the Outstanding 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, the Outstanding Bonds, and any Parity Bonds on the dates on which such amounts are due. The Bonds, the Outstanding 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 the (i) **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 at any time when there shall be insufficient money in the Interest and Principal Account.
- (d) Storm Water System Surplus Fund (the “**Surplus Fund**”), which shall be used for the purposes described in Section 19 of this resolution.
- (e) 2016 Storm Water System Construction Fund (the “**2016 Construction Fund**”), which shall be used to pay the costs of issuance of the Bonds, the costs of the Project, or interest on the Bonds at any time when there shall be insufficient money in the Special Redemption Fund. Any balance remaining in the 2016 Construction Fund after the completion of the Project shall be transferred to the Earnings Account of the Special Redemption Fund.

Money in any of the funds or 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 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 the 2016 Construction Fund shall be retained in said 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 counsel whose legal and tax opinion on municipal bond issues is nationally recognized) 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 15<sup>th</sup> following the retirement of the last Bond.

## **Section 19. Application of Revenues.**

From and after the date of issuance of the Bonds, and while any of the Bonds or Parity Bonds shall be outstanding, 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 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 counsel whose legal and tax opinion on municipal bond issues is nationally recognized 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 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 the sale, lease, or disposal of said property shall be paid into the Special Redemption Fund, but shall not be permitted to reduce the amount otherwise required to be paid into said fund.
- (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 of said 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 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, such money shall be deposited in the Special Redemption Fund, but in that event such payments shall not reduce the amounts otherwise required to be paid into said fund.
- (g) The Municipality will not enter into any contract with any person or persons which would cause any Outstanding Bonds, Bonds, or Parity 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 or Parity Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes.

#### **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 various 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 for acquiring or constructing additions, extensions, improvements, renewals, or replacements to 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 and any Parity 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 and any Parity 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 (not including any Bonds that are held or owned by or for the account of the Municipality); 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 must 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 must 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 must 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 must briefly describe the nature of the proposed amendment and must 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, at any time prior to one year from the date of the mailing of the Amendment Notice concerning a proposed amendment for which consent is required, the Recording Officer receives Consents executed by the owners of the Bonds and Parity Bonds owning not less than the required outstanding principal amount of the Bonds and Parity Bonds, 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 owners of all of the Bonds and the Parity Bonds issued after the Bonds.

Any Consent given by the registered owner of a 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 Bond during the six-month period. A Consent may be revoked at any time 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.**

The Municipality awards 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. The Municipality approves and accepts the purchase agreement signed and presented by the Bond Purchaser to evidence the purchase of the Bonds (the “**Bond Purchase Agreement**”). The Municipal Officers are directed (a) to sign the Bond Purchase Agreement in the Municipality’s name and (b) to take any additional actions needed to complete the sale of the Bonds, including arranging for a specific date, location, and time 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. Escrow Agreement/Escrow Account.**

To provide for the payment of the interest on the Refunded Bonds when due on and prior to their applicable Redemption Date, and to effect the redemption of the Refunded Bonds on their respective Redemption Dates, the Municipal Officers are directed to enter into the Escrow Agreement on the Municipality's behalf and to transfer to the Escrow Account the amounts necessary for this purpose. The amounts deposited in the Escrow Account must be invested and disbursed in the manner described in the Escrow Agreement.

It is necessary to purchase investment securities to be held in the Escrow Account. The Municipality is directed to purchase, or cause to be purchased, appropriate securities to be held in the Escrow Account in the Municipality's name. The securities that are purchased must be deposited in the Escrow Account and held pursuant to the terms of the Escrow Agreement and this resolution.

**Section 27. Redemption of Refunded Bonds.**

Subject to 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 applicable 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 applicable Redemption Date, including giving notice in the manner that the governing documents for the Refunded Bonds require; *provided, however*, that no such action may be taken to redeem the Refunded Bonds until after the Bonds are delivered and paid for. Notwithstanding the foregoing, the Issuer ratifies and approves any action that has been taken in connection with the redemption of the Current Refunded Bonds prior to the Original Issue Date, including giving notice as described above.

**Section 28. Disposition of Bond Proceeds.**

- (a) The proceeds from the sale of the Bonds shall be disbursed as follows:
  - (i) Any accrued interest shall be deposited in the Interest and Principal Account of the Special Redemption Fund.

- (ii) \$\_\_\_\_\_ of the sale proceeds of the Bonds shall be deposited in the 2016 Construction Fund and used to pay the costs of the Project as described in Section 18(e) hereof.
  - (iii) The remaining proceeds of the sale of the Bonds shall be deposited in trust with the Escrow Agent, pursuant to the Escrow Agreement, for the purpose of paying the Refunded Bonds.
- (b) Amounts in the existing Funds and Accounts shall be transferred on the date issuance of the Bonds as follows (or in such other amounts as may be specified by the Municipality's Director of Finance):
  - (i) The sum of \$[425,438.28] currently held in or credited to the Interest and Principal Account, which is an amount sufficient to pay the redemption price of the outstanding portion of the 2017 maturity of the Series 2006 Bonds, shall be transferred to the Escrow Account.
  - (ii) The sum of \$\_\_\_\_\_ currently held in the Reserve Account, which is allocated to the Refunded Bonds and is in excess of the Minimum Reserve Amount after giving effect to the issuance of the Bonds and the transfers provided herein, shall be transferred to the Escrow Account.

**Section 29. Official Statement.**

The Municipality approves and ratifies the preliminary offering document prepared and distributed in connection with the sale of the Bonds, and the Municipality authorizes, directs, and approves 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 in the form submitted to this meeting, with such modifications as the Municipal Officers approve. 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 will conclusively evidence the approval of the Municipal Officers.

**Section 30. 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 31. 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 will be representations of the Municipality as to the facts they present.

**Section 32. 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 33. 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 34. 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 35. 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 36. Effective Date.**

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

\* \* \* \* \*

Adopted: September 7, 2016

Approved: September \_\_\_\_, 2016

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Mayor

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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.

#### STATE OF WISCONSIN CITY OF APPLETON

No. R-\_\_\_\_ Registered  
\$ \_\_\_\_\_

#### STORM WATER SYSTEM REVENUE REFUNDING BOND, SERIES 2016

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	October 4, 2016	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, beginning on April 1, 2017, until the Principal Amount has been paid. 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 \$15,515,000, 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 (i) \$7,855,000 Storm Water System Revenue Refunding Bonds, Series 2006, dated April 1, 2006, (ii) \$5,145,000 Storm Water

System Revenue Bonds, Series 2007, dated September 5, 2007, (iii) \$6,010,000 Storm Water System Revenue Bonds, Series 2008, dated September 10, 2008, (iv) \$10,720,000 Storm Water System Revenue Bonds, Series 2009, dated December 30, 2009, (v) \$13,190,000 Storm Water System Revenue Refunding Bonds, Series 2012, dated August 8, 2012, (vi) \$6,440,000 Storm Water System Revenue Bonds, Series 2013, dated August 7, 2013, (vii) \$3,450,000 Storm Water Revenue Bonds, Series 2014, dated September 10, 2014, and (viii) \$9,425,000 Storm Water Revenue Bonds, Series 2014, dated October 28, 2015 (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 September 7, 2016 (the “**2016 Resolution**”). The 2016 Resolution is entitled “A Resolution Authorizing and Providing for the Sale and Issuance of \$15,515,000 Storm Water System Revenue Refunding Bonds, Series 2016, and All Related Details”. Reference is hereby made to the 2016 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 Outstanding Bonds and the 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 money transfer, or by check of the Fiscal Agent sent by first class mail, to the person 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, 2027 are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, as selected by the Municipality, on April 1, 2026 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__	\$_____
20__ (Stated Maturity)	_____

Term Bonds Maturing April 1, 20\_\_

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

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 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 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 redemption date.

If at any time 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 of a specific maturity is redeemed, then on 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 redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed 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), all as of the Original Issue Date.

CITY OF APPLETON, WISCONSIN

By: \_\_\_\_\_  
Mayor

[SEAL]

And: \_\_\_\_\_  
Clerk

Certificate of Authentication:

Dated: October \_\_\_\_, 2016

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

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(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

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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.

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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 BOND SALE

On September 7, 2016, pursuant to Section 66.0621 of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin authorized the borrowing of money and entered into a contract to sell storm water system revenue refunding bonds in the principal amount of \$15,515,000. It is anticipated that the closing of this bond financing will be held on or about October 4, 2016. 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 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this notice.

Publication Date: September \_\_\_\_, 2016

/s/ Kami Lynch  
\_\_\_\_\_  
City Clerk



## **CERTIFICATIONS BY CLERK**

I, Kami Lynch, 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 Sale and Issuance of \$15,515,000 Storm Water System Revenue Bonds, Series 2016, and All Related Details**

I further certify as follows:

1.     **Meeting Date.** On September 7, 2016, a meeting of the Governing Body was held beginning at \_\_\_\_ p.m.

2.     **Posting.** On September \_\_\_\_, 2016 (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, location, time, and subject matter of said meeting. The notice specifically referred to the Resolution.

3.     **Notification of Media.** On September \_\_\_\_, 2016 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, location, time, 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 September \_\_\_\_, 2016, 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 September \_\_\_\_, 2016.

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Clerk

[SEAL]

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

**September 7, 2016**

**Resolution No. None**

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**A Resolution Authorizing and Providing for the Sale and Issuance of  
\$24,190,000\* Water System Revenue Refunding Bonds, Series 2016,  
and All Related Details**

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**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 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, among other things, the acquisition, construction, extension, improvement, operation, and management of 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 January 17, 2007, the Governing Body adopted a resolution (the “**2007A Resolution**”) authorizing the issuance of the Municipality’s \$58,510,000 Water System Revenue Refunding Bonds, Series 2007A, dated February 6, 2007 (the “**Series 2007A Bonds**”). The Series 2007A Bonds are currently outstanding in the aggregate principal amount of \$27,555,000.
4. On February 7, 2007, the Governing Body adopted a resolution (the “**2007C Resolution**”) authorizing the issuance of the Municipality’s \$12,140,000 Water System Revenue Bonds, Series 2007C, dated March 1, 2007 (the “**Series 2007C Bonds**”). The 2018 through and including 2027 maturities of the Series 2007C Bonds were refunded on October 28, 2015 and will be redeemed on January 1, 2017 from funds set aside in escrow for that purpose. The unrefunded Series 2007C Bonds are currently outstanding in the aggregate principal amount of \$665,000.
5. On December 3, 2008, the Governing Body adopted a resolution (the “**2008 Resolution**”) authorizing the issuance of the Municipality’s \$15,215,000 Water System Revenue Bonds, Series 2008, dated December 17, 2008 (the “**Series 2008 Bonds**”). The 2019 through and including 2028 maturities of the Series 2008 Bonds were refunded on October 28,

2015 and will be redeemed on January 1, 2018 from funds set aside in escrow for that purpose. The unrefunded Series 2008 Bonds are currently outstanding in the aggregate principal amount of \$1,410,000.

6. On August 3, 2011, the Governing Body adopted a resolution (the “**2011 Resolution**”) authorizing the issuance of the Municipality’s \$3,170,000 Water System Revenue Bonds, Series 2011, dated August 24, 2011 (the “**Series 2011 Bonds**”). The Series 2011 Bonds are currently outstanding in the aggregate principal amount of \$2,665,000.

7. On July 18, 2012 the Governing Body adopted a resolution (the “**2012 Resolution**”) authorizing the issuance of the Municipality’s \$2,510,000 Water System Revenue Bonds, Series 2012, dated August 8, 2012 (the “**Series 2012 Bonds**”). The Series 2012 Bonds are currently outstanding in the aggregate principal amount of \$2,200,000.

8. On July 24, 2013 the Governing Body adopted a resolution (the “**2013 Resolution**”) authorizing the issuance of the Municipality’s \$7,180,000 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 \$6,635,000.

9. On August 20, 2014 the Governing Body adopted a resolution (the “**2014 Resolution**”) authorizing the issuance of the Municipality’s \$3,850,000 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 \$3,695,000.

10. On October 7, 2015 the Governing Body adopted a resolution (the “**2015 Resolution**”) authorizing the issuance of the Municipality’s \$22,735,000 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 \$22,735,000.

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

12. The Municipality needs funds to finance (i) certain additions, extensions, and improvements to the System, including, but not limited to, construction of and improvements to water mains and intakes, and improvements to the meter reading system (collectively, the “**Project**”) and (ii) the current refunding of certain outstanding maturities of the Series 2007A Bonds as described herein (the “**Refunding**”).

13. The Governing Body wishes to finance the costs of the Project and the Refunding by authorizing, selling, and issuing \$24,190,000 in principal amount of Water System Revenue Refunding Bonds, Series 2016 (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 2007A Bonds, the Series 2007C Bonds, the Series 2008 Bonds, the Series 2011 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, and the Series 2015 Bonds (collectively, the “**Outstanding Bonds**”).

14. Section 21 of the 2007A Resolution (the “**Additional Bonds Test**”), 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 under 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.

15. 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.

16. Robert W. Baird & Co. Incorporated, or a group that it represents (the “**Bond Purchaser**”) has offered to purchase the Bonds for \$\_\_\_\_\_ [, plus payment by the Bond Purchaser on behalf of the Municipality of \$\_\_\_\_\_ for the costs of issuing the Bonds] (the “**Purchase Price**”).

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

18. 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.

“**2016 Refunding Account**” means the 2016 Refunding Account of the Special Redemption Fund.

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

“**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 \$24,190,000 City of Appleton, Wisconsin Water System Revenue Refunding Bonds, Series 2016, which will be issued pursuant to 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. Current Expenses shall be determined in accordance with generally accepted accounting principles and shall include, but not be limited to, salaries, premiums for insurance, wages, cost of materials and supplies, and insurance and audits. Current Expenses shall exclude allowances for depreciation, debt service on obligations of the System, tax equivalents, 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.

**“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 (i) customer deposits, (ii) collected taxes imposed by other governmental entities, and (iii) earnings on amounts held in the Special Redemption Fund.

**“Independent Consultant”** means a recognized engineer or firm of engineers or a recognized certified public accountant or firm of certified public accountants 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 of 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 then outstanding principal amount of the Bonds and Parity Bonds, or (iii) 125% of the average annual debt service on the Bonds and Parity Bonds then outstanding.

**“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, plus earnings on moneys held in the Special Redemption Fund.

**“Original Issue Date”** means October 4, 2016.

**“Original Purchasers”** means the combined reference to 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 Section 21 of this resolution.

**“Prior Resolutions”** means, collectively, the 2007A Resolution, the 2007C Resolution, the 2008 Resolution, the 2011 Resolution, the 2012 Resolution, the 2013 Resolution, the 2014 Resolution, and the 2015 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 January 1, 2017.

“**Refunded Bonds**” means the Series 2007A Refunded Bonds.

“**Refunding**” means the current refunding of the Refunded Bonds.

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

“**Series 2007A Refunded Bonds**” means the 2018 through and including 2025 maturities of the Series 2007A Bonds, as defined in the recitals to this resolution.

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

“**System**” means the water utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the extraction, collection, storage, treatment, transmission, distribution, metering, and discharge of domestic, industrial, and potable public water, or constituting part of, or used or useful in connection with the water utility of the Municipality; and including all improvements and extensions thereto made by the Municipality while any of the Bonds or Parity 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. The Bonds will be fully registered, negotiable, water system revenue refunding bonds of the Municipality in the aggregate principal amount of \$24,190,000. The Bonds will be issued under the provisions of the Act for the purposes of the Project and the Refunding and to pay the expenses of issuing the Bonds (including, but not limited to, printing costs and fees for financial consultants, bond counsel, rating agencies, bond insurance, and registration, as applicable).

## **Section 4. Terms of Bonds.**

The Bonds will be named “City of Appleton, Wisconsin Water System Revenue Refunding Bonds, Series 2016.” 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 Bonds will bear interest from the Original Issue Date. Interest on the Bonds will be payable on each January 1 and July 1, beginning on July 1, 2017, until the principal of the Bonds has been paid. 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 and the rate of interest each maturity will bear:

Principal Maturity Date (January 1)	Principal Amount	Interest Rate	Principal Maturity Date (January 1)	Principal Amount	Interest Rate
2018	\$4,535,000	_____ %	2028	\$185,000	_____ %
2019	4,130,000	_____	2029	195,000	_____
2020	4,245,000	_____	2030	200,000	_____
2021	4,105,000	_____	2031	210,000	_____
2022	4,266,000	_____	2032	220,000	_____
2023	210,000	_____	2033	230,000	_____
2024	215,000	_____	2034	235,000	_____
2025	165,000	_____	2035	245,000	_____
2026	170,000	_____	2036	250,000	_____
2027	180,000	_____			

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

#### **Section 5. Fiscal Agent.**

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

#### **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 at any time 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 paying agent and registrar for the Bonds under Section 67.10 (2) of the Wisconsin Statutes.

## **Section 8. Redemption.**

The Bonds maturing on and after January 1, 2027 are subject to redemption before their stated maturity dates, at the Municipality's option, in whole or in part, as selected by the Municipality, on January 1, 2026 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 in accordance with Sections 9 and 10 hereof [, 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 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 January 1, 20

Sinking Fund Redemption Date (January 1)	Principal Amount To be Redeemed
_____	\$ _____
_____ (Stated Maturity)	_____

Term Bonds Maturing January 1, 20

Sinking Fund Redemption Date (January 1)	Principal Amount To be Redeemed
_____	\$ _____
_____ (Stated Maturity)	_____

The redemption price will be 100% of the principal amount 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 accordance with Sections 9 and 10 hereof, and the Municipality will give notice of the redemption in the manner stated in this resolution.]

**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 amounts 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 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 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 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 money transfer, or by check of the Fiscal Agent sent by first class mail, to the 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 of a specific maturity is redeemed, then on 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 redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed 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 of 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 the revenues of the System to the Special Redemption Fund to pay the principal of, and interest on, the Bonds, the Outstanding 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, the Outstanding Bonds, and any Parity Bonds on the dates on which such amounts are due. The Bonds, the Outstanding 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, Outstanding 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. No Senior Bonds; 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 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.**

(a) Creation of Funds and Accounts; Purposes.

The Municipality affirms, continues, and creates, as applicable, the following funds and accounts of the System (collectively, the “**Funds and Accounts**”) to provide for the collection, distribution, and use of the Gross Revenues and the proceeds of the Bonds:

- (1) Water System Revenue Fund (the “**Revenue Fund**”), into which the entire Gross Revenues will be deposited as received.
- (2) Water System Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which will be used to hold amounts expected to 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(c)(1) of this resolution.
- (3) Water System Special Redemption Fund (the “**Special Redemption Fund**”), which will be divided into the following three accounts: (i) the “**Interest and Principal Account**”, (ii) the “**Earnings Account**”, and (iii) the “**Reserve Account**.” Amounts held in the Interest and Principal Account and the Earnings Account will be used only to pay interest on and principal of the Bonds and Parity Bonds as provided in this resolution. Amounts held in the Reserve Account will be used to pay principal of or interest on the Bonds or any Parity Bonds at any time when amounts in the Interest and Principal Account and the Earnings Account are insufficient to make such payments. Notwithstanding the foregoing, to effect the Refunding an additional account shall

be created within the Special Redemption Fund with the name “**2016 Refunding Account**”. Funds held in the 2016 Refunding Account shall be used to pay the redemption price of the Refunded Bonds on the Redemption Date. Any balance remaining in the 2016 Refunding Account after the Redemption Date shall be transferred to the Earnings Account.

- (4) Water System Surplus Fund (the “**Surplus Fund**”), amounts in which will be used for the purposes described in Section 19(c)(5) of this resolution.
- (5) 2016 Water System Construction Fund (the “**2016 Construction Fund**”), amounts in which will be used only to pay (i) the costs of issuing of the Bonds (including fees for any bond insurance policies securing the Bonds) and the costs of the Project, or (ii) interest on the Bonds at any time when there shall be insufficient money in the Special Redemption Fund for that purpose. Any balance remaining in the 2016 Construction Fund after the completion of the Project shall be transferred to the Earnings Account.

(b) Limitation on the Use of Amounts in the Funds and Accounts.

Amounts held in the Funds and Accounts must be used only for the purposes described in this resolution.

(c) Requirement to Maintain the Special Redemption Fund as a Separate Fund.

The Special Redemption Fund must be maintained as a separate fund in the treasury of the Municipality. The other Funds and Accounts may be combined in a single investment or bank account.

(d) Investment of Amounts held in Funds and Accounts.

Amounts in the Funds and Accounts may be invested in any manner permitted by the laws of Wisconsin, subject to the following limitations:

- (i) The investments in each Fund or Account must be sold whenever necessary to provide funds for the purposes for which the Fund or Account was created.
- (ii) or its retention would cause any Bond to be an “arbitrage bond” (within the meaning of Section 148 of the Code or the Treasury Regulations promulgated thereunder).
- (iii) All investments held in the Funds and Accounts must be secured to the fullest extent required by the laws of Wisconsin.

(e) Required Transfers of Earnings on Certain Funds and Accounts.

All income from the investment of amounts in the Special Redemption Fund must be transferred to the Earnings Account. All income from the investment of amounts in the 2016 Construction Fund must be retained in the 2016 Construction Fund until used for the purposes described above. All income from the investment of amounts in all other Funds and Accounts must be deposited in the Revenue Fund and regarded as revenues of the System.

(f) Rebate Matters.

To comply with the rebate requirements of Section 148(f) of the Code and the related Treasury Regulations:

- (i) The Municipality shall cause a determination to be made of the amount, if any, of rebate required to be paid to the United States Treasury with respect to the Bonds at least every five years after the date of the issuance of the Bonds and upon the retirement of the last Bond. The Municipality may engage Bond Counsel or another qualified rebate determination provider to prepare the determination, and 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 any rebate payments made until three years after the April 15th following the retirement of the last Bond.

**Section 19. Application of Revenues.**

(a) Deposits to Revenue Fund and Transfers From Revenue Fund.

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

- (1) A sum sufficient of the money in the Revenue Fund for the purposes of the Operation and Maintenance Fund must be deposited in the Operation and Maintenance Fund.



- (2) A sum sufficient of the money in the Revenue Fund for the purposes of the Special Redemption Fund must be deposited in the Special Redemption Fund.
- (3) The remainder of the money in the Revenue Fund must 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 must be made in the order indicated above, at such times as are necessary to carry out the purposes of the respective funds.

(b) Transfers to the Special Redemption Fund.

The Governing Body intends that the amount of money deposited in the Special Redemption Fund from all sources will be sufficient (i) to pay the interest on the Bonds and any Parity Bonds as the same becomes due, (ii) to retire the Bonds and any Parity Bonds at maturity, and (iii) to provide for any required monthly deposits to the Reserve Account.

(c) Transfers Among Certain Funds and Accounts; Uses of Amounts in Funds and Accounts.

Amounts deposited in the following Funds and Accounts must be held, used, or transferred as follows:

- (1) *Operation and Maintenance Fund.* Amounts deposited in the Operation and Maintenance Fund must be used for the purposes described in Section 18(a)(2) of this resolution, unless the balance in the Operation and Maintenance Fund exceeds the estimated operating and maintenance expenses of the System for the next succeeding sixty days, in which case the excess amount must (i) be transferred to the Special Redemption Fund to remedy any deficiency in the Special Redemption Fund, or (ii) if or to the extent that no such deficiency exists, then the remaining excess amount must be transferred to the Surplus Fund.
- (2) *Interest and Principal Account and Earnings Account.* Amounts deposited in the Special Redemption Fund must first be used to deposit each month into the Interest and Principal Account an amount equal to one-sixth (1/6) of the next installment of interest due on the Bonds and Parity Bonds then outstanding, plus an amount equal to one-twelfth (1/12) of the next installment of principal of the Bonds and Parity Bonds coming due, until the full amount of such installments is on deposit in the Interest and Principal Account. The deposits must be made first from the Earnings Account until it is depleted, and all moneys in the Earnings Account will be deemed to have been used first in payment of interest on the Bonds and Parity Bonds. Any funds remaining in the Earnings Account after each such transfer must

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 after that either (i) be used to retire 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 Treasury Regulations promulgated 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” (within the meaning of Treas. Reg. § 1.148-1(b)) of the Bonds or any issue of Parity Bonds may only be deposited in the Interest and Principal Account if such moneys will be used to pay principal of, or 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 interest on or principal of obligations that are not part of the issue to which the proceeds are allocable.

- (3) *Reserve Account.* The next available amounts in the Special Redemption Fund must 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. Amounts in the Reserve Account must be used whenever necessary to pay principal of or interest on the Bonds and Parity Bonds whenever the Interest and Principal Account and the Earnings Account are insufficient for that purpose. Any amounts in the Reserve Account in excess of the Minimum Reserve Amount must 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, at then current market value. In the event that amounts are withdrawn from the Reserve Account or amounts on deposit in the Reserve Account on any valuation date are less than the Minimum Reserve Amount, the Municipality, from revenues of the System, must restore any amounts so withdrawn or any shortfall so that 12 months following such withdrawal or shortfall the amount on

deposit in the Reserve Account equals the Minimum Reserve Amount.

- (4) *Moral Obligation to Restore Reserve Account.* If, on July 2nd of any Fiscal Year, the amount on deposit in the Reserve Account is less than the Minimum Reserve Amount, then before October 1st of that Fiscal Year 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 expresses its expectation and aspiration that, if presented with such a certification, it will, by December 31st of the Fiscal Year in which such a certification is presented to the Governing Body, 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 moral obligation pledge serves a public purpose by safeguarding the health and welfare of its citizens.
- (5) *Surplus Fund.* Amounts in the Surplus Fund must first be used whenever necessary to pay principal of or interest on the Bonds and Parity Bonds when the Special Redemption Fund is insufficient for that purpose, and thereafter:
  - (i) to remedy any deficiency in any of the Funds or Accounts;
  - (ii) to pay local and school tax equivalents;
  - (iii) to pay the cost of additions, repairs, or improvements to the System;
  - (iv) to pay any other necessary disbursements or indebtedness with respect to the System; or
  - (v) if at the close of any Fiscal Year there are amounts in the Surplus Fund in excess of what is needed for the foregoing purposes, then such amounts may be used for any other purpose permitted by the Wisconsin Statutes.

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. Agreements and Covenants Regarding the Operation of the System.**

The Municipality agrees and covenants 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 utility services, including, but not limited to, fire, police, safety and health protection, will, to the extent permitted by law, be charged against the Municipality and be paid by it monthly as the service accrues out of the current revenues of the Municipality collected or in process of collection, but not from 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 concerning the System required by the constitution and statutes of the State of Wisconsin, including the making and collecting of reasonable, lawful, and sufficient rates for services rendered by the System and the segregation and application of the revenues of the System as provided in this resolution.
- (c) The Municipality will not sell, lease, or in any manner dispose of all or any part of the System, or any additions or extensions that may be made to the System, until all Bonds and Parity Bonds have been paid in full, both principal and interest, or until provision has been made for the payment in full of all Bonds and Parity Bonds, both principal and interest, unless the property to be sold, leased, or otherwise disposed of has been found by the Governing Body to not be necessary or useful in the operation of the System. The proceeds received from any sale, lease, or disposal of any such property of the System must 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.
- (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 created or continued by this resolution and provide for Net Revenues at least equal to 1.10 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 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. The registered owners of any Bonds or Parity Bonds will

have the right to inspect the System and the records, accounts, and data of the Municipality relating to the System at all reasonable times. Each audit of the books and accounts of the System, in addition to whatever matters may be thought proper by the accountants to be included therein, must include the following: (i) a statement in detail of the revenues and expenditures of the System for the Fiscal Year; (ii) a statement of the Net Revenues as herein defined for the Fiscal Year; (iii) a balance sheet as of the end of the Fiscal Year; (iv) 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; (v) 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 (vi) the number and types of connections at the end of the 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 amounts received for losses under any of such insurance policies, except public liability, must be used in repairing the damage or in replacing the property destroyed, unless the Governing Body finds that it is not advisable to repair such damage or replace such property and that the operation of the System will not be impaired if such property is not repaired or such property is not replaced, in which case such amounts shall be deposited in the Earnings Account, provided that any amounts deposited in the Earnings Account must not reduce the amounts otherwise required to be paid into the Special Redemption Fund.
- (g) The Municipality will grant no franchise for the operation of another System (or any part thereof) within the geographic limits of the Municipality, unless the denial of such franchise would be in violation of any law.
- (h) The Municipality will by resolution of its Governing Body require all buildings in the Municipality used for human habitation and located adjacent to service from the System, or located in a block through which service from the System extends, to be connected with service from the System.
- (i) The Municipality will not enter into any contract with any person or persons which would cause any Bonds or Parity Bonds that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes to become "private activity bonds," within the meaning of Section 141(a) of the Code or any Treasury Regulations promulgated thereunder.

- (j) The Municipality will comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds or Parity Bonds that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes 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 Bonds, except as provided in this Section:

- (a) Notes (including bond anticipation notes) or bonds may 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 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 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) have matured, or (ii) will mature not later than 90 days after the date of delivery of such refunding notes or bonds, if there is insufficient amounts in the Special Redemption Fund to provide for the required payments.
- (c) Additional notes (including bond anticipation notes) or bonds may be issued on a parity with the Bonds and Parity Bonds if all of the following conditions have been satisfied:
  - (1) If (A) the Net Revenues of the System for the last completed Fiscal Year were at least 1.10 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 will 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 has 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 Consultant 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 Revenues for the last completed Fiscal Year; (B) the need for such financing is evidenced by a certificate or certificates of an Independent Consultant with recognized expertise in utility ratemaking before the Public Service Commission of Wisconsin employed for that purpose, giving a detailed description of the proposed projects to be financed, an estimate of the cost of the proposed projects including proposed capitalized interest, if any, and an estimate of the time of completion of the proposed projects, 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 1.10 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 Fiscal Year in which there shall be a principal maturity on such outstanding bonds or notes; or (C) the proceeds of the additional bonds or notes will be used to refund Bonds or Parity Bonds and, after giving effect to the refunding, the payments due in each year of the interest and principal on the Bonds and Parity Bonds then outstanding (not including the obligations being refunded), and the additional bonds or notes proposed to be issued will be less than the payments due in each year of the principal of, and interest on, the Bonds and Parity Bonds then outstanding (in other words, the refunding will produce debt service savings in each year). For purposes of this subsection, except as otherwise provided, Net Revenues for any Fiscal Year will be either (x) the Net Revenues shown in the audit of the System's books and accounts for the Fiscal Year required by Section 20(e) of this resolution, if such an audit is available, or (y) if such an audit is not available, then the estimated, unaudited Net Revenues of the System for the last completed Fiscal Year.

- (2) The payments required to be made into the Funds and Accounts created pursuant to Section 18 of this resolution must be current.
- (3) There must 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 January 1 of each year and as to interest on January 1 and July 1 of each year.
- (5) The proceeds of the additional bonds or notes must be used only to refund Bonds or Parity Bonds, or for acquiring or constructing additions, extensions, improvements, renewals, or replacements to 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 right 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 the right to have a receiver appointed 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 they 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 (i) the Bonds must have been irrevocably called for redemption by the Governing Body, and (ii) provision must have been made for the required notice of the redemption 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 and/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 (i) the Bond must have been irrevocably called for redemption by the Governing Body, and (ii) provision must have been made for the required notice of the redemption in the manner provided in this resolution; *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 (not including any Bonds that are held or owned by or for the account of the Municipality); 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; modify the terms of payment of principal of, or interest on, any Bond; or 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 must 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; modify the terms of payment of principal of or interest on any Parity Bond of the series; or 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 must 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 must 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 must briefly describe the nature of the proposed amendment and must 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, the Parity Bonds upon execution of the Consent. The Amendment Notice and Consent may be one instrument.

If, at any time prior to one year after the date of the mailing of the Amendment Notice concerning a proposed amendment for which consent is required, 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 Bond or Parity Bonds during the six-month period. A Consent may be revoked at any time 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.**

The Municipality awards 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. The Municipality approves and accepts the purchase agreement signed and presented by the Bond Purchaser to evidence the purchase of the Bonds (the “**Bond Purchase Agreement**”). The Municipal Officers are directed (a) to sign the Bond Purchase Agreement in the Municipality’s name and (b) to take any additional actions needed to complete the sale of the Bonds, including arranging for a specific date, location, and time 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 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; *provided, however*, that no such action may be taken to redeem the Refunded Bonds until after the Bonds are delivered and paid for.

**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) \$\_\_\_\_\_ of the sale of the Bonds shall be deposited in the 2016 Refunding Account of the Special Redemption Fund for the purpose of the paying the Refunded Bonds as described in Section 18(a)(3).
  - (iii) The remaining proceeds from the sale proceeds of the Bonds shall be deposited in the 2016 Construction Fund and used as described in Section 18(a)(5).
- (b) Amounts in the existing Funds and Accounts shall be transferred on the Original Issue Date as follows (or in such other amounts as may be specified by the Municipality's Director of Finance):
  - (i) The sum of \$\_\_\_\_\_ currently held in or credited to the Principal and Interest Account to provide for the upcoming debt service payments due on the Refunded Bonds shall be transferred to the 2016 Refunding Account.
  - (ii) The sum of \$\_\_\_\_\_ currently held in the Reserve Account, which is allocated to the Refunded Bonds and is in excess of the Minimum Reserve Amount after giving effect to the issuance of the Bonds and the transfers provided herein, shall be transferred to the 2016 Refunding Account.

**Section 28. Official Statement.**

The Municipality approves and ratifies the preliminary offering document prepared and distributed in connection with the sale of the Bonds, and the Municipality authorizes, directs, and approves 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 in the form submitted to this meeting, with such modifications as the Municipal Officers approve. 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 will conclusively evidence 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 will be 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:       September 7, 2016

Approved:      September \_\_\_\_, 2016

\_\_\_\_\_  
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.

STATE OF WISCONSIN

CITY OF APPLETON

No. R-\_\_\_\_ Registered  
\$ \_\_\_\_\_

#### WATER SYSTEM REVENUE REFUNDING BOND, SERIES 2016

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	January 1, 20__	October 4, 2016	038141 ____

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 January 1 and July 1, beginning on July 1, 2017, until the Principal Amount has been paid. 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 \$24,190,000, 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) \$58,510,000 Water System Revenue Refunding Bonds, Series 2007A, dated February 6, 2007, (ii) \$12,140,000

Water System Revenue Bonds, Series 2007C, dated March 1, 2007, (iii) \$15,215,000 Water System Revenue Bonds, Series 2008, dated December 17, 2008, (iv) \$3,170,000 Water System Revenue Bonds, Series 2011, dated August 24, 2011, (v) \$2,510,000 Water System Revenue Bonds, Series 2012, dated August 8, 2012, \$3,850,000 Water System Revenue Bonds, Series 2014, dated September 10, 2014, (vi) \$7,180,000 Water System Revenue Bonds, Series 2013, dated August 7, 2013, (vii) \$3,850,000 Water System Revenue Bonds, Series 2014, dated September 10, 2014, and (viii) \$22,735,000 Water System Revenue Refunding Bonds, Series 2015, dated October 28, 2015 (collectively, the “**Outstanding Bonds**”), only from the income and revenues to be derived from the operation of the Municipality’s water utility (the “**System**”) and set aside in the “Water System Special Redemption Fund,” which was created by a resolution adopted by the governing body of the Municipality on January 17, 2007 (the “**2007A Resolution**”) and affirmed and continued by subsequent resolutions, including a resolution adopted by the governing body of the Municipality on September 7, 2016 (the “**2016 Resolution**”). The 2016 Resolution is entitled “A Resolution Authorizing and Providing for the Sale and Issuance of \$24,190,000 Water System Revenue Refunding Bonds, Series 2016, and All Related Details.” Reference is hereby made to the 2016 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 Water System Special Redemption Fund and the revenues of the System pledged to the Water System Special Redemption Fund. Revenues of the System have been pledged to the Water System Special Redemption Fund and will be used for no other purpose than to pay the principal of, and interest on, the Outstanding Bonds and the 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 at any time 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 money transfer, or by check of the Fiscal Agent sent by first class mail, to the person 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 January 1, 2027 are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, as selected by the Municipality, on January 1, 2026 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 January 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 January 1, 20\_\_

Sinking Fund Redemption Date (January 1)	Principal Amount To be Redeemed
_____	\$ _____
_____ (Stated Maturity)	_____

Term Bonds Maturing January 1, 20\_\_

Sinking Fund Redemption Date (January 1)	Principal Amount To be Redeemed
_____	\$ _____
_____ (Stated Maturity)	_____

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 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 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 redemption date.

If at any time 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 of a specific maturity is redeemed, then on 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 redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed 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), all as of the Original Issue Date.

CITY OF APPLETON, WISCONSIN

By: \_\_\_\_\_  
Mayor

[SEAL]

And: \_\_\_\_\_  
Clerk

Certificate of Authentication:

Dated: October \_\_\_\_, 2016

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

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(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

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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.

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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  
WATER SYSTEM REVENUE BOND SALE

On September 7, 2016, pursuant to Section 66.0621 of the Wisconsin Statutes, a resolution was offered, read, approved and adopted whereby the City of Appleton, Wisconsin authorized the borrowing of money and entered into a contract to sell water system revenue refunding bonds in the principal amount of \$24,190,000. It is anticipated that the closing of this bond financing will be held on or about October 4, 2016. 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 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this notice.

Publication Date: September \_\_\_\_, 2016

/s/ Kami Lynch  
City Clerk

## **CERTIFICATIONS BY CLERK**

I, Kami Lynch, 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 Sale and Issuance of \$24,190,000 Water System Revenue Refunding Bonds, Series 2016, and All Related Details**

I further certify as follows:

1. **Meeting Date.** On September 7, 2016, a meeting of the Governing Body was held beginning at \_\_\_\_ p.m.

2. **Posting.** On September \_\_\_\_, 2016 (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, location, time, and subject matter of said meeting. The notice specifically referred to the Resolution.

3. **Notification of Media.** On September \_\_\_\_, 2016 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, location, time, 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 September \_\_\_\_, 2016, 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 September \_\_\_\_, 2016.

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Clerk

[SEAL]