



# City of Appleton

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

## Meeting Agenda - Final Common Council

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Wednesday, September 7, 2016

7:00 PM

Council Chambers

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- A. CALL TO ORDER
- B. INVOCATION
- C. PLEDGE OF ALLEGIANCE TO THE FLAG
- D. ROLL CALL OF ALDERPERSONS
- E. ROLL CALL OF OFFICERS AND DEPARTMENT HEADS
- F. PUBLIC PARTICIPATION
- G. APPROVAL OF PREVIOUS COUNCIL MEETING MINUTES  
[16-1374](#) Common Council Meeting Minutes of August 17, 2016

Attachments: [CC Minutes 8-17-16.pdf](#)

- H. BUSINESS PRESENTED BY THE MAYOR

[16-1362](#) Appointment of Patricia Exarhos to the Library Board

Attachments: [COMM APPT FOR INFO LIBRARY 090216.pdf](#)

[16-1363](#) Reappointment of Travis Parish and Chuck Rundquist to the Fox Cities Transit Commission

Attachments: [COMM REAPPTS FOR INFOR TRANSIT 090216.pdf](#)

[16-1373](#) Valley Transit General Manager Position Recommendation

Attachments: [VT GM Appointment.pdf](#)

- I. PUBLIC HEARINGS

[16-1356](#) Public Hearing for Resolution 5-P-16, Sanitary Lateral

Attachments: [5-P-16 Public Hearing Notice.pdf](#)

- J. SPECIAL RESOLUTIONS

[16-1364](#) Final Resolution 5-P-16 for a Sanitary Lateral

**Attachments:** [5-P-16 Sanitary Lateral Final Resolution.pdf](#)

[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](#)

K. ESTABLISH ORDER OF THE DAY

L. COMMITTEE REPORTS

**1. MINUTES OF THE MUNICIPAL SERVICES COMMITTEE**

[16-1278](#) Request from Tim Lutz, 2013 S. Jefferson Street, for a variance to the City's Building Addressing Policy that states "Accessory buildings will not be allowed to have distinct official addresses."

**Attachments:** [Tim Lutz-2013 S. Jefferson Street.pdf](#)  
[Application for Home Occupation.pdf](#)

**Legislative History**

8/9/16	Municipal Services Committee	recommended for denial
8/17/16	Common Council	referred to the Municipal Services Committee
	<i>Aldersperson Jirschele requested that this item be referred back to Committee for further discussion.</i>	
8/23/16	Municipal Services Committee	recommended for denial

[16-1335](#) Approve recommended Scenario #4 in the Railroad Quiet Zone Report.

**Attachments:** [Email from Deann Brosman.pdf](#)  
[Railroad Quiet Zone-Bruce Hamachek.pdf](#)  
[Appleton Quiet Zone Final.pdf](#)

**Legislative History**

8/23/16	Municipal Services Committee	recommended for approval
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[16-1337](#) Request from Justin Long to waive his \$160 Weed Administration Fee for the empty lot across from 917 S. Daybreak Drive.

**Attachments:** [Vacant lot-Daybreak Drive.pdf](#)

**Legislative History**

8/23/16	Municipal Services Committee	recommended for denial
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[16-1338](#) Request from Lynn Driessen to waive her second \$50 Weed Administration Fee for 312 E. Calumet Street.

**Attachments:** [312 E. Calumet Street.pdf](#)

**Legislative History**

8/23/16	Municipal Services Committee	recommended for denial
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[16-1342](#) Approve Bike Lane Retrofit Project on John Street (Matthias Street to Calumet Street)

**Attachments:** [Addition of bike lanes on John St.pdf](#)

**Legislative History**

8/23/16	Municipal Services Committee	recommended for approval
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## 2. MINUTES OF THE SAFETY AND LICENSING COMMITTEE

[15-1905](#) "Class B" Beer/Liquor License application of Dairyland Brewing Co LLC, d/b/a Dairyland Brew Pub, Dorri M. Schmidt, Agent, 1216 E. Wisconsin Ave., contingent upon approval from all departments.

**Attachments:** [Memo Dairyland Brewing SUP Needed.pdf](#)

**Legislative History**

11/18/15	Safety and Licensing Committee	held
	<i>This item is being held until the December 2 meeting</i>	
12/2/15	Safety and Licensing Committee	held

12/2/15	Common Council	held
8/24/16	Safety and Licensing Committee	recommended for approval

[16-1313](#) "Class B" Beer/Liquor License application of Mr. Taco Authentic Mexican Cuisine Corporation, d/b/a Mr. Taco, Jennifer Almeida Sandoval, Agent, 106 S. State St., contingent upon approval from all departments.

**Legislative History**

8/24/16	Safety and Licensing Committee	recommended for approval
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[16-1323](#) Operator's Licenses

**Attachments:** [Operator's Licenses for 8-24-16 S & L.pdf](#)

**Legislative History**

8/24/16	Safety and Licensing Committee	recommended for approval
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[16-1341](#) "Class B" Beer/Liquor License change of premise description of Appleton Elks Club, James B. Marks, Agent, 1103 West College Avenue for an event on September 10, 2016, contingent upon approval from all departments.

**Attachments:** [Appleton Elks Lodge Change of Description.pdf](#)

**Legislative History**

8/24/16	Safety and Licensing Committee	recommended for approval
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### 3. MINUTES OF THE CITY PLAN COMMISSION

[16-1232](#) Request to approve the dedication of land for public right-of-way generally located south of E. Werner Road and west of N. Ballard Road, part of Tax ID #31-1-9300-01, as shown on the attached maps

**Attachments:** [StaffReport\\_StreetDedication\\_SouthofWernerRd.pdf](#)

**Legislative History**

8/22/16	City Plan Commission	recommended for approval
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[16-1321](#) Request to approve Special Use Permit #4-16 for a brewpub and restaurant with outdoor seating with alcohol sales and service at 1216 E. Wisconsin Avenue, as shown on the attached maps and per attached plan of operation, to run with the land subject to the conditions in the attached staff report (2/3 vote required)

**Attachments:** [StaffReport\\_DairylandBrewing\\_SpecialUsePermit#4-16.pdf](#)

**Legislative History**

8/22/16	City Plan Commission	recommended for approval
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**4. MINUTES OF THE PARKS AND RECREATION COMMITTEE****5. MINUTES OF THE FINANCE COMMITTEE****6. MINUTES OF THE COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE****7. MINUTES OF THE UTILITIES COMMITTEE**[16-1332](#)

Award Unit N-16, Sewer Spot Repairs, Protruding Tap & Mineral Deposit Removal to Great Lakes TV & Seal, Inc. in an amount not to exceed \$152,950.

Attachments: [Unit N-16.pdf](#)

Legislative History

8/23/16

Utilities Committee

recommended for approval

**8. MINUTES OF THE HUMAN RESOURCES & INFORMATION TECHNOLOGY COMMITTEE****9. MINUTES OF THE FOX CITIES TRANSIT COMMISSION****10. MINUTES OF THE BOARD OF HEALTH****M. CONSOLIDATED ACTION ITEMS****N. ITEMS HELD****O. ORDINANCES**[16-1358](#)

Ordinance 56-16

Attachments: [Ordinance going to Council 09-07-16.pdf](#)

**P. LICENSE APPLICATIONS AND COMMUNICATIONS REFERRED TO COMMITTEES OF JURISDICTION****Q. RESOLUTIONS SUBMITTED BY ALDERPERSONS REFERRED TO COMMITTEES OF JURISDICTION****R. OTHER COUNCIL BUSINESS****S. CLOSED SESSION**

16-1372

The Common Council may convene in closed session pursuant to State Statute §19.85(1)(e) for the purpose of deliberating the purchasing of public properties and/or the investing of public funds in certain property located in downtown Appleton as well as pursuant to State Statute §19.85(1)(g) for the purpose of conferring with legal counsel regarding pending litigation concerning the Town of Harrison and the Village of Harrison, and then will reconvene in open session.

## T. ADJOURN

Kami Lynch, City Clerk

*Reasonable accommodations for persons with disabilities will be made upon request and if feasible.*



# City of Appleton

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

## Meeting Minutes - Final Common Council

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Wednesday, August 17, 2016

7:00 PM

Council Chambers

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A. CALL TO ORDER

*The meeting was called to order by Mayor Hanna at 7:00 p.m.*

B. INVOCATION

*The Invocation was offered by Alderperson Lobner.*

C. PLEDGE OF ALLEGIANCE TO THE FLAG

D. ROLL CALL OF ALDERPERSONS

**Present:** 16 - Alderperson Kathleen Plank, Alderperson William Siebers, Alderperson Curt Konetzke, Alderperson Ed Baranowski, Alderperson Margret Mann, Alderperson Patti Coenen, Alderperson Kyle Lobner, Alderperson Jeffrey Jirschele, Alderperson Matt Reed, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Greg Dannecker, Alderperson Christine Williams, Alderperson Cathy Spears, Alderperson Chris Croatt and Mayor Timothy Hanna

E. ROLL CALL OF OFFICERS AND DEPARTMENT HEADS

*City Clerk Lynch, City Attorney Walsh, Deputy City Attorney Behrens,  
Director of Community & Economic Development Harkness,  
Director of Finance Saucerman, Battalion Chief Hockett,  
Health Office Eggebrecht, Human Resources Director Behnke  
Director of Information Technology Fox, Library Director Rortvedt,  
Police Department Representative, Director of Public Works Vandehey,  
Director of Utilities Shaw*

F. PUBLIC PARTICIPATION

G. APPROVAL OF PREVIOUS COUNCIL MEETING MINUTES

[16-1317](#)

Common Council Meeting Minutes of August 3, 2016

**Attachments:** [CC Minutes 8-3-16.pdf](#)

**Alderperson Konetzke moved, seconded by Alderperson Meltzer, that the Minutes be approved. Roll Call. Motion carried by the following vote:**

**Aye:** 14 - Alderperson Kathleen Plank, Alderperson William Siebers, Alderperson Curt Konetzke, Alderperson Ed Baranowski, Alderperson Margret Mann, Alderperson Patti Coenen, Alderperson Kyle Lobner, Alderperson Jeffrey Jirschele, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Greg Dannecker, Alderperson Christine Williams, Alderperson Cathy Spears and Alderperson Chris Croatt

**Abstained:** 2 - Alderperson Matt Reed and Mayor Timothy Hanna

## H. BUSINESS PRESENTED BY THE MAYOR

### [16-1316](#)

Appointment of Adriana Panella as the Teen Member to the Appleton Library Board

**Attachments:** [Library Bd Teen Appt 081716.pdf](#)

**Alderperson Baranowski moved, seconded by Alderperson Dannecker, that the appointment be approved. Roll Call. Motion carried by the following vote:**

**Aye:** 15 - Alderperson Kathleen Plank, Alderperson William Siebers, Alderperson Curt Konetzke, Alderperson Ed Baranowski, Alderperson Margret Mann, Alderperson Patti Coenen, Alderperson Kyle Lobner, Alderperson Jeffrey Jirschele, Alderperson Matt Reed, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Greg Dannecker, Alderperson Christine Williams, Alderperson Cathy Spears and Alderperson Chris Croatt

**Abstained:** 1 - Mayor Timothy Hanna

## I. PUBLIC HEARINGS

## J. SPECIAL RESOLUTIONS

## K. ESTABLISH ORDER OF THE DAY

### [16-1278](#)

Request from Tim Lutz, 2013 S. Jefferson Street, for a variance to the City's Building Addressing Policy that states "Accessory buildings will not be allowed to have distinct official addresses."

**Attachments:** [Tim Lutz-2013 S. Jefferson Street.pdf](#)

*Alderperson Jirschele requested that this item be referred back to Committee for further discussion.*

**This Report Action Item was referred to the Municipal Services Committee due back on 8/23/2016.**

[16-1285](#)

Adopt City of Appleton Downtown Mobility Plan.

**Attachments:**     [Appleton's Downtown Mobility Plan.pdf](#)  
                              [Comments from Appleton Downtown Mobility Plan.pdf](#)  
                              [AECOM Downtown Appleton Mobility Plan - Draft.pdf](#)

**Alderson Croatt moved, seconded by Alderson Baranowski, that the Report Action Item be approved. Roll Call. Motion carried by the following vote:**

**Aye:** 15 - Alderson Kathleen Plank, Alderson William Siebers, Alderson Curt Konetzke, Alderson Ed Baranowski, Alderson Margret Mann, Alderson Patti Coenen, Alderson Kyle Lobner, Alderson Jeffrey Jirschele, Alderson Matt Reed, Alderson Vered Meltzer, Alderson Joe Martin, Alderson Greg Dannecker, Alderson Christine Williams, Alderson Cathy Spears and Alderson Chris Croatt

**Absent:** 1 - Mayor Timothy Hanna

## L. COMMITTEE REPORTS

### Balance of the action items on the agenda.

**Alderson Croatt moved, Alderson Konetzke seconded, to approve the balance of the agenda. The motion carried by the following vote:**

**Aye:** 15 - Alderson Kathleen Plank, Alderson William Siebers, Alderson Curt Konetzke, Alderson Ed Baranowski, Alderson Margret Mann, Alderson Patti Coenen, Alderson Kyle Lobner, Alderson Jeffrey Jirschele, Alderson Matt Reed, Alderson Vered Meltzer, Alderson Joe Martin, Alderson Greg Dannecker, Alderson Christine Williams, Alderson Cathy Spears and Alderson Chris Croatt

**Abstained:** 1 - Mayor Timothy Hanna

## 1. MINUTES OF THE MUNICIPAL SERVICES COMMITTEE

[16-1277](#)

Request from Holschuh Properties LLC for a variance to extend the driveway at 704 E. Calumet Street 8 feet into the front yard.

**Attachments:**     [Holschuh Properties LLC.pdf](#)

**This Report Action Item was approved.**

[16-1279](#)

Request from McFleshman's Brewing Company for a permanent street occupancy permit for an electrical meter, gas service and associated poles on the alley side of 115 S. State Street.

**Attachments:**     [McFleshman's Brewing Company.pdf](#)

This Report Action Item was approved.

[16-1280](#)

Approve Modified City of Appleton Residential Recycling Multiple Cart Policy.

**Attachments:**     [Residential Recycling Multiple Cart Policy.pdf](#)

This Report Action Item was approved.

[16-1281](#)

Approve modified City of Appleton Multi-Family Residential Recycling Cart Policy.

**Attachments:**     [Mult-Family Residential Recycling Cart Policy.pdf](#)

This Report Action Item was approved.

[16-1286](#)

Award the UHF Digital Mobile Radio System to Baycom Inc. in the amount of \$124,787.32 with a 10% contingency of \$12,478 for a total cost not to exceed \$137,265.32.

**Attachments:**     [Award the UHF Digital Mobile Radio System.pdf](#)

This Report Action Item was approved.

[16-1298](#)

Request from Enviro forensics for a permanent street occupancy permit to install two (2) monitoring wells in Lawe Street to monitor groundwater at the former Appleton Wire Works property at 601 E. Hancock Street.

**Attachments:**     [Enviroforensics.pdf](#)

This Report Action Item was approved.

## 2. MINUTES OF THE SAFETY AND LICENSING COMMITTEE

[16-1212](#)

Operator's License application of Andrea K. Brown, 1811 E. Melrose Avenue

**Attachments:**     [Operator License application - Andrea K Brown.pdf](#)

The recommendation for denial was approved.

[16-1239](#)

Operator's Licenses

**Attachments:**     [Operator's Licenses for 8-10-16 S & L.pdf](#)

This Report Action Item was approved.

[16-1235](#)

"Class B" Beer/Liquor license Change of Premise Description of Fox Cities Performing Arts Center, 400 W. College Ave., for event on August 25, 2016, contingent upon approval from all departments.

**Attachments:**     [PAC change of description.pdf](#)

This Report Action Item was approved.

[16-1284](#)

Request to modify Chapter 9 of the Municipal Code to allow for the issuance of Temporary Operator Licenses

**Attachments:**     [Temporary Operator License Memo.pdf](#)

This Report Action Item was approved.

### 3. MINUTES OF THE CITY PLAN COMMISSION

[16-1231](#)

Request to approve the dedication of land for public right-of-way for E. Broadway Drive, as shown on the attached maps

**Attachments:**     [StaffReport StreetDedication BroadwayDrive.pdf](#)

This Report Action Item was approved.

[16-1233](#)

Request to approve Certified Survey Map #11-16, which crosses a plat boundary, for Nancy Mills to combine 17 River Front Court (Tax Id #31-3-1732-00) and Pierce Court (Tax Id #31-3-0311-00), subject to the conditions in the attached staff report (including the creation of a double frontage lot) and as shown on the attached maps

**Attachments:**     [StaffReport RiverFrontCt DoubleFrontage&PlatBoundary For08-08-16.pdf](#)

This Report Action Item was approved.

**4. MINUTES OF THE PARKS AND RECREATION COMMITTEE****5. MINUTES OF THE FINANCE COMMITTEE**[16-1242](#)

RIVERSIDE CEMETERY ASSOCIATION submitting a request for payment for maintenance of Veteran's graves.

**Attachments:**     [Riverside Cemetery.pdf](#)

**This Report Action Item was approved.**

[16-1257](#)

Request for Finance Director to sell \$19,625,000 General Obligation Notes.

**This Report Action Item was approved.**

[16-1259](#)

Request for Finance Director to sell \$24,190,000 Water Revenue Refunding Bonds.

**This Report Action Item was approved.**

[16-1260](#)

Request for Finance Director to sell \$15,515,000 Stormwater Revenue Refunding Bonds.

**This Report Action Item was approved.**

[16-1271](#)

Request to approve Finance Committee Report 5-P-16 for a Sanitary Sewer Lateral at 2619 N Richmond Street.

**Attachments:**     [Report 5-P-16.pdf](#)

**This Report Action Item was approved.**

[16-1272](#)

Request to approve contract amendment and Change Order No 1 to contract 18/16 for Unit W-16 Sewer and Water Reconstruction No. 1 for an additional 60 LF of steel casing pipe installation due to an unforeseen underground obstruction encountered during pipe boring in the amount of \$36,204 resulting in a decrease to the contingency from \$93,135 to \$73,428. Overall contract increased from \$2,640,946 to \$2,657,443.

**Attachments:**     [Contract Amendment and Change Order No.1 Unit W-16.pdf](#)

**This Report Action Item was approved.**



## 6. MINUTES OF THE COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE

[16-1070](#)

Request to approve Fox Cities Regional Partnership Economic Development Pledge for 2016

**Attachments:**     [Memo on Fox Cities Regional Partnership Invoice.pdf](#)  
[FCRP 2016 Pledge Invoice.pdf](#)  
[FCRP YP Week 2016 Invoice-Receipt.pdf](#)  
[CEDD Marketing & Business Services 2016 Budget.pdf](#)

This Report Action Item was approved.

## 7. MINUTES OF THE UTILITIES COMMITTEE

[16-1266](#)

Amend 2015C Design Contract fro Northland Pond with Brown and Caldwell by an amount not to exceed \$17,880.

**Attachments:**     [Northland Pond 2015C Design Amend 1.pdf](#)

This Report Action Item was approved.

[16-1270](#)

Preliminary Resolution 5-P-16 for Sanitary Lateral at 2619 N. Richmond Street be adopted and refer the matter to Finance Committee to determine the assessment rate.

**Attachments:**     [Preliminary Resolution 5-P-16.pdf](#)

This Report Action Item was approved.

## 8. MINUTES OF THE HUMAN RESOURCES & INFORMATION TECHNOLOGY COMMITTEE

[16-1300](#)

Request to award contract for the ERP (Enterprise Resource Planning) to Tyler Technologies headquartered in Plano, TX. The contract will cover 6 planned phases over approximately a 3 ½ year implementation project. The cost of the contract not to exceed \$1,849,574 plus a 10% contingency for a total of \$2,034,532.

**Attachments:**     [ERP Software HR-IT Committee Memo.pdf](#)  
[Tyler Client References.pdf](#)

This Report Action Item was approved.

**9. MINUTES OF THE FOX CITIES TRANSIT COMMISSION****10. MINUTES OF THE BOARD OF HEALTH**

M. CONSOLIDATED ACTION ITEMS

N. ITEMS HELD

O. ORDINANCES

P. LICENSE APPLICATIONS AND COMMUNICATIONS REFERRED TO  
COMMITTEES OF JURISDICTIONQ. RESOLUTIONS SUBMITTED BY ALDERPERSONS REFERRED TO  
COMMITTEES OF JURISDICTION

R. OTHER COUNCIL BUSINESS

S. CLOSED SESSION

T. ADJOURN

**Alderson Baranowski moved, seconded by Alderson Spears, that the meeting be adjourned at 7:25 p.m. Roll Call. Motion carried by the following vote:**

**Aye:** 16 - Alderson Kathleen Plank, Alderson William Siebers, Alderson Curt Konetzke, Alderson Ed Baranowski, Alderson Margret Mann, Alderson Patti Coenen, Alderson Kyle Lobner, Alderson Jeffrey Jirschele, Alderson Matt Reed, Alderson Vered Meltzer, Alderson Joe Martin, Alderson Greg Dannecker, Alderson Christine Williams, Alderson Cathy Spears, Alderson Chris Croatt and Mayor Timothy Hanna

Kami Lynch, City Clerk




*"...meeting community needs...enhancing quality of life."*

**OFFICE OF THE MAYOR**

Timothy M. Hanna  
100 North Appleton Street  
Appleton, Wisconsin 54911-4799  
(920) 832-6400 FAX (920) 832-5962  
e-mail: [mayor@appleton.org](mailto:mayor@appleton.org)

**TO:** Members of the Common Council

**FROM:** Mayor Timothy Hanna 

**DATE:** September 2, 2016

**RE:** Committee Appointment

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It is with pleasure that I present the following appointment for your information at the September 7 Common Council meeting:

**LIBRARY BOARD**

Patricia Exarhos      3-year term (Outagamie County Representative)




*"...meeting community needs...enhancing quality of life."*

**OFFICE OF THE MAYOR**

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e-mail: [mayor@appleton.org](mailto:mayor@appleton.org)

**TO:** Members of the Common Council

**FROM:** Mayor Timothy Hanna 

**DATE:** September 2, 2016

**RE:** Committee Reappointments

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It is with pleasure that I present the following reappointments for your information at the September 7 Common Council meeting:

**FOX CITIES TRANSIT COMMISSION**

Travis Parish                      3-year term (Village of Harrison Representative)


Chuck Rundquist                3-year term (Village of Kimberly Representative)



*"...meeting community needs...enhancing quality of life."*

**OFFICE OF THE MAYOR**

Timothy M. Hanna  
100 North Appleton Street  
Appleton, Wisconsin 54911-4799  
(920) 832-6400 FAX (920) 832-5962  
e-mail: mayor@appleton.org

**TO:** Members of the Appleton Common Council  
**FROM:** Mayor Timothy M. Hanna   
**DATE:** September 2, 2016  
**RE:** Valley Transit General Manager Position Recommendation

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After a nationwide recruitment search, it is my pleasure to recommend the appointment of Ron McDonald as the new Valley Transit General Manager.

Ron brings more than 25 years of management and supervisory experience in the transportation industry to this position. He served as the Director of Parking and Transit for Shoreline Metro in the City of Sheboygan for almost a decade. Prior to that, he was the ADA Coordinator/Operations Supervisor for 13 years with Green Bay Metro, and previously the Director of Operations for the Wisconsin Michigan Trailways system in Green Bay.

Ron has also served as the Director of Transit Mutual Insurance Corporation of Wisconsin, the Vice Chairperson of the Wisconsin Urban and Rural Transit Association, and a Commissioner for the Bay Lake Regional Planning Commission. Ron attended the University of South Florida and Northeast Wisconsin Technical College.

Ron brings a strong blend of management and supervisory experience with both private and public sector bus systems, and we would be fortunate to have him join our organization.

Upon your approval of his appointment, Ron would begin his new role as Valley Transit General Manager effective September 19, 2016 with an annual salary of \$92,310.

Thank you in advance for your support of Ron's appointment to the Valley Transit General Manager position. Should you have any questions, please let me know.

**NOTICE OF PUBLIC HEARING ON SPECIAL ASSESSMENTS**  
(Preliminary Resolution 5-P-16)

PLEASE TAKE NOTICE THAT the Common Council hereby declares its intention to exercise its powers under Section 66.0703, Wisconsin Statutes, to levy special assessments upon property within the following described area for benefits conferred upon such property by improvement of the following area.

**SANITARY LATERAL**

2619 N Richmond St.

The assessment area consists of all property fronting upon both sides of the named street from intersection to intersection or point to point described herewith including the full width of said intersection of said limits.

The Report of the Finance Committee showing preliminary and/or Final Plans and Specifications, estimated cost of improvements, schedule of proposed assessments is on file in the Department of Public Works, Fifth Floor, 100 North Appleton Street, Appleton, WI 54911. Please call 832-5592 to discuss specific questions or amounts to be assessed to your property or to view said documents, Monday through Friday, between the hours of 7:30 A.M. to 3:00 P.M.

You are further notified that the Common Council will hear all persons interested or their agents or attorneys concerning matters contained in the preliminary resolution authorizing such improvements and assessments at a regular meeting of the Common Council to be held on **September 7, 2016, at 7:00 P.M.** or as soon thereafter as can be heard, in the Council Chambers at the City Hall, 100 North Appleton Street, Appleton, Wisconsin. All objections will be considered at said hearing and thereafter the amount of the assessments will be finally determined.

August 22, 2016

RUN: August 26, 2016

KAMI LYNCH  
City Clerk

REASONABLE ACCOMMODATIONS FOR PERSONS WITH DISABILITIES WILL BE MADE UPON REQUEST AND IF FEASIBLE.

## RESOLUTION 5-P-16

### **FINAL RESOLUTION DECLARING INTENT TO EXERCISE SPECIAL ASSESSMENT POWERS UNDER SECTION 66.0703 (7) (a), WISCONSIN STATUTES OF 2011-2012.**

WHEREAS, the Common Council of the City of Appleton, Wisconsin, held a Public Hearing at the Council Chambers in the City Hall at 7:00 P.M. on the 7th day of September, 2016, for the purpose of hearing all interested persons concerning the proposed improvements and construction in the following streets or portion of streets:

SANITARY LATERAL  
2619 N. Richmond Street

And has heard all person desiring an audience at such hearing.

NOW, THEREFORE, BE IT RESOLVED, by the Common Council of the City of Appleton as follows:

1. That the report of the Finance Committee pertaining to the construction of the above described public improvements including plans and specifications therefor, is hereby adopted and approved.
2. That the Finance Committee is directed to advertise for bids to carry out the work of such improvement in accordance with the report of the Finance Committee.
3. That payment for said improvements be made by assessing the cost to the property benefited as indicated in said report.
4. The schedule of proposed assessments made under the police power and the amount assessed against each parcel are true and correct and are hereby confirmed.
5. That the assessment for all projects included on said report are hereby combined as a single assessments but any interested property owner shall be entitled to object to each assessment separately or both assessments jointly for any purpose or purposes.
6. The assessment against any parcel may be paid to the Finance Department on receipt of Special Assessment Notice by one of the following:
  - a. In cash, or if entered on the Tax Roll.
  - b. One installment, if the assessment is \$1000 or less.
  - c. In five equal installments, if the assessment is greater than \$1000;Deferred payment will bear an interest at the rate of 6.25% per annum on the unpaid balance.
7. The City Clerk is directed to publish this resolution in the Appleton Post Crescent, the Official Newspaper of the City.
8. The Clerk is further directed to mail a copy of this resolution to every property owner whose name appears on the assessment roll and whose post office address is known or can with diligence be ascertained.

Adopted: September 7, 2016  
Published: September 12, 2016

S/ TIMOTHY M. HANNA (Mayor)

Attest: KAMI L. LYNCH, (City Clerk)

**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.

\* \* \* \* \*

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.

---

Clerk

[SEAL]



*"...meeting community needs...enhancing quality of life."*

**DEPARTMENT OF PUBLIC WORKS**

100 North Appleton Street

Appleton, WI 54911

Phone (920) 832-6474

Fax (920) 832-6489

TO: Municipal Services Committee

FROM: Kurt W. Craanen, Inspections Supervisor  
Paula Vandehey, Director of Public Works

SUBJECT: Address Request for Garage at 2013 S. Jefferson St.

DATE: August 2, 2016

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The owner of the residential property at 2013 S. Jefferson St. is requesting that his newly constructed garage be given a separate address from the principal building, 370 E. Coolidge Ave.

The owner built a new detached garage that was completed in May of 2016. On May 23, 2016 the owner was granted a permit to run a home occupation (bicycle repair) from this garage.

The owner's original request to staff to add this address was denied because of the Council adopted Building Address Policy (9-6-95). This policy states that accessory buildings will not be allowed to have distinct official addresses. (Attached).

The owner states that the policy is 20 years old and written before home-based occupancies were allowed and that, as a fire fighter, corner lots can be very confusing with addresses. Having the correct address dispatched (370 East Coolidge Ave vs. 2013 s. Jefferson St) makes a huge safety and time issue when sizing up a fire scene and rig placement in relation to the hydrant location.

**The Department of Public Works recommends denial of the proposed address addition because it is inconsistent with the current policy.**

cc: Emily Truman

## Kurt Craanen

---

**From:** Tim Lutz  
**Sent:** Friday, July 08, 2016 12:32 PM  
**To:** Kurt Craanen  
**Subject:** RE: Follow up on building address request/inquiry

Sure, if that is the next step of discussion

Thx

Tim

---

**From:** Kurt Craanen  
**Sent:** Friday, July 08, 2016 11:53 AM  
**To:** Tim Lutz <Tim.Lutz@Appleton.org>  
**Subject:** Re: Follow up on building address request/inquiry

Tim:

Do you want me to place your request on the next muni services committee?

Sent from my iPhone

On Jul 8, 2016, at 10:37 AM, Tim Lutz <[Tim.Lutz@Appleton.org](mailto:Tim.Lutz@Appleton.org)> wrote:

Kurt, Thanks for meeting with me on short notice yesterday. I am following up with this note so you can discuss this further with Municipal Services and get it on the agenda for discussion. Some thoughts are:

- Code sec 4-3 says all buildings should have a building number.
- I think my building could be considered more of a stand alone building versus an accessory building.... Hopefully
- With more Home-Based Occupancy businesses occurring due to the poor economy and other factors.... More people will be making this request with their small business.
- As a Fire Fighter, corner lots can be very confusing with addresses. Having the correct address dispatched (370 East Coolidge Ave vs. 2013 s. Jefferson St) makes a huge safety and time issue when sizing up a fire scene and rig placement in relation to the hydrant location.
- The old code is 20 years old and written before Home-based occupancies were allowed.

Thanks Kurt, hopefully my request isn't too crazy, it will certainly make my life a little easier.

Tim Lutz  
2013 S Jefferson St  
Appleton Wi 54915  
920-428-7824

February 3, 1994  
7-6-94 (Council adopted amended policy)  
9-6-95 (council adopted policy amendment)

**CITY OF APPLETON  
DEPARTMENT OF COMMUNITY DEVELOPMENT**

**BUILDING ADDRESSING POLICY**

**INTENT AND PURPOSE OF POLICY**

The intent of this policy is to document the established procedure within the Department of Community Development, Inspection Division for building addressing.

**POLICY STATEMENT**

**DEFINING THE STREET NUMBERING GRID BASELINES:**

The existing street addressing system is based on Appleton's grid street pattern. This grid system uses Oneida Street as the east/west division and College Avenue as the north/south division. In this addressing system, the intersection of Oneida Street and College Avenue is the center point of a grid matrix numbering system which begins with the 100 block and grows progressively in the four (4) primary geographic bearings (Ref. Section 16-36, "Street naming system").

**ASSIGNING BUILDING ADDRESSES:**

It shall be the policy of the City of Appleton, as administered by the Department of Community Development, to assign all new building addresses in accordance with the grid addressing system established in Sections 4-3 and 16-36 of the Municipal Code. The hundred block grid designation shall be applied to all new platted subdivisions when the final plat or CSM is approved and recorded. Pre-addresses (2 pre-addresses for a corner lot) will be designated on the official address map at this time. The ultimate address will be decided by the location of the principal entryway to the structure and/or based on applicable deed restrictions or covenants.

Addresses will be officially assigned when a building permit is requested for a new home or building. These building numbers will be kept and maintained in the Inspections Division office.



One and two family residences are allowed one or two addresses, respectively. Multi-family and commercial buildings (including condominiums of 3 or more units) are permitted one address per principal building (except as provided in "AMENDMENTS" section below). Unit designations, on multi-family and commercial buildings, such as 1, 2, 3 or A, B, C, are permitted. The city-wide grid numbering system is used whenever possible.

If existing homes or principal buildings exist on lands annexed into the City, a new building address consistent with this City policy will be assigned to those properties when the annexation is adopted and published. In an annexation circumstance where two numbering systems would be in use on the same street and be a concern for public safety, this change may be delayed.

Assigned house numbers shall be displayed in a manner and location as specified in the Municipal Code, Section 4.3 "Building Numbering".

#### FURTHER ADDRESSING PARAMETERS:

- \* In the case of a corner lot, the individual building address will be assigned to the street which faces the side of the building considered to be the principal access. Only one address will be assigned to a building facing more than one street.
- \* The department will allow only one official address per parcel. Buildings may use a Unit 1, 2, or 3 or A, B, C type designation for distinguishing individual residential or business mailing addresses.
- \* Accessory buildings will not be allowed to have distinct official addresses.
- \* Storage facilities on a separate parcel of land may be given a separate address.
- \* There will be no exceptions to the grid system for establishing the hundred block designation. For example, freestanding numbering systems for addressing buildings such as 1, 2, 3, 4, 5 based on the name of a cul-de-sac or short court will not be allowed, except for unique and unusual conditions determined by the Director of Community Development.

- \* If a street layout follows a gentle meandering pattern, the building addressing designation shall correspond to the principal axis orientation of the majority of the street. The same principle will apply to establishing a north/south or east/west designation for street names.
- \* This policy is not intended to retroactively change any established street names or addresses.

RELEVANT STREET NAMING PARAMETERS:

- \* If a street layout changes direction by 90 degrees more or less, it shall be given a name designation distinct from the original name designation.
- \* If a new street in a proposed subdivision is aligned with an established street or shares a common intersection opposite that street, the new street shall carry on the same street name designation.

ENFORCEMENT:

Upon complaint or Department referral, specific cases will be investigated and a determination made.

AMENDMENTS:

(1) HOUSE NUMBERS FOR CONDOMINIUMS - The "policy regarding the assignment of separate house numbers be expanded to include properties which fall into the following parameters:

- a. A condominium-type ownership situation exists.
- b. There are no more than eight (8) condominium units in the building.
- c. The units are arranged in a townhouse style or are single story attached units.
- d. Each unit has a separate entrance and a joint or separate driveway which faces a publicly dedicated street.
- e. All units have separate tax key numbers."

"In addition, all such units on any public street must be numbered, or renumbered, in the same way, and in the case of renumbering, the City must have agreement in writing from at least 75% of the residences affected."

"In cases where the use of the City grid numbering system is not practical, numbering or renumbering of these types of units will be at the discretion of the Director of Community Development."

(2) ADDRESSING OFF OF PRIVATE STREETS - The policy is changed "to acknowledge the existence of private streets when such streets are identified on a CSM or plat, enter private street names on all City maps, and have the option of addressing future structures utilizing these private streets."

#### INTERPRETATION OR APPEALS OF THIS POLICY

Any questions regarding the application and interpretation of this policy shall be referred to the Director of Community Development for determinations.



# RECEIVED



**APPLICATION FOR HOME OCCUPATION  
CONDUCTED IN AN ATTACHED OR DETACHED GARAGE**  
Community and Economic Development Department  
100 N. Appleton St. PH: 920-832-6468  
Appleton, WI 54911 FAX: 920-832-5994

MAY 16 2016

**CITY OF APPLETON  
COMMUNITY/ECON DEVELOPMENT**  
Stamp date received

GENERAL INFORMATION (please type or print)			
Applicant Name <u>Tim LUTZ</u>		Phone <u>920 428-7824</u>	E-mail <u>heyitstimmer@yahoo.com</u>
Location of Home Occupation (Street Address) City State Zip <input type="checkbox"/> Attached Garage or <input checked="" type="checkbox"/> Detached Garage <u>2013 S. Jefferson St. Appleton WI 54915</u>		Property Tax # (31-0-0000-00) <u>319003300</u>	Current Zoning
Property Owner Name (If Different from Applicant)		Phone <u>920 428 7824</u>	
Property Owner Address (Street Address) City State Zip <u>2013 S. Jefferson St Appleton WI 54915</u>			
HOME OCCUPATION DESCRIPTION/ OPERATION DETAILS			
Describe your proposed business and the business activity, list products for sale and/or offered for rental as part of this business, list materials, equipment kept on-site and used for this business, list mechanical equipment and hand-tools used on-site as part of this business and list type and quantity of solvents, paints, or other hazardous chemicals used on-site as part of this business: (may be attached as separate sheet) <u>Bike Repair, Fitness equipment repair, hand tools, bench grinder, cordless drills, air compressor, Lubes (WD40 type), Polish, degreaser spray.</u>			
Total square footage of garage	Square footage used for business	Will a non-family member be employed at this business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, where on-site will they park their vehicle: <u>NA</u>	
Will clients be coming to this site? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, answer the following questions:			
a. By appointment? <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No b. How many clients will be on-site at any one time: <u>1-2</u> Driveway or c. How many clients will visit the on-site per day? <u>0-8</u> d. Where on-site will they park their vehicles? <u>street</u>			
Business Hours of Operation <u>8</u> am/pm to <u>8</u> am/pm		Any interior or exterior alterations or construction required for this business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, please describe:	
Will your business have a wall sign? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, answer the following questions: Size of proposed wall sign: <u>1x2'</u> Where will the wall sign be placed: <u>Front door</u>		Will your business have a company vehicle be kept at this address? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, please describe the make, model & payload capacity of the business vehicle kept at this address: <u>2004 Ford Explorer</u>	
Date <u>2-24-16</u>	Owner/Applicant Signature (Applicant must provide written proof of authorization, if not the property owner) <u>Timothy C. Lutz</u>		

OFFICE USE ONLY	
PERMIT # <u>2-16</u> Application Complete <input checked="" type="checkbox"/>	Date Submitted <u>5/16/16</u>
<u>All aspects of home occupation use shall not exceed 300sq. ft. in aggregate area of garage.</u>	



**CITY OF APPLETON  
APPLICATION FOR HOME OCCUPATION  
CONDUCTED IN AN ATTACHED OR  
DETACHED GARAGE**

**CONDITIONS OF APPROVAL**

1. The home occupation shall be incidental and subordinate to the residential use of the dwelling and shall be conducted entirely within the garage.
2. The home occupation shall be conducted by a member of the family residing on the premises.
3. The total area used for the home occupation shall take up no more than three hundred (300) square feet or thirty percent (30%) of the gross floor area of the attached or detached garage, whichever is less.
4. No internal or external alterations or construction of the dwelling or garage shall be permitted, including the creation of a separate or exclusive business entrance.
5. There shall be no other exterior indication that a home occupation exists, except for a wall sign.
6. No equipment shall be used which creates offensive noise, vibration, sound, smoke, dust, odors, heat, glare, X-rays or electrical disturbance to radio or television transmission in the area that would exceed what is normally associated with a residential use.
7. Only one (1) business vehicle shall be permitted to be located at the residence in conjunction with the home occupation. The home occupation vehicle must be of a type ordinarily used for conventional passenger transportation (i.e., passenger automobile or vans and pickup trucks not exceeding a payload capacity of one (1) ton).
8. No outdoor display or storage of materials, goods, supplies or equipment shall be allowed at the residence in conjunction with the home occupation.
9. One (1) non-illuminated wall sign that does not exceed two (2) square feet in area shall be allowed.
10. The sale and/or rental of products associated with the home occupation are permitted on an appointment basis only.
11. Only one (1) person may be employed on the site in connection with the home occupation who is not an actual resident of the dwelling unit.
12. There shall be no business visits and/or nonresident worker arrivals or departures allowed before 8:00 a.m. or after 8:00 p.m.
13. Clients in conjunction with the home occupation will be limited to no more than ten (10) per day. No more than two (2) clients may visit at one (1) time.
14. Off-street parking spaces shall be available for clients and employees during business hours.
15. Off-street parking spaces for the dwelling shall be maintained as required by the Zoning Ordinance.
16. Deliveries to the home occupation shall be made by passenger vehicles, mail carriers, or step vans (UPS, Federal Express).
17. All doors and windows of the attached or detached garage shall be kept closed at all times during the hours of operation of the home occupation, except when entering and exiting.
18. This home occupation permit shall not be transferred to any individual, firm or another address, nor shall the permit authorize any person, other than the person named therein, to commence or carry on the home occupation for which the permit was issued.

**Additional Specific Conditions:**

No more than 300 sq. ft. or 30% of garage to be used for  
home occupation

☒ **Approved with conditions as noted above and pursuant to the attached site plan.**

☐ **Denied**

Community Development

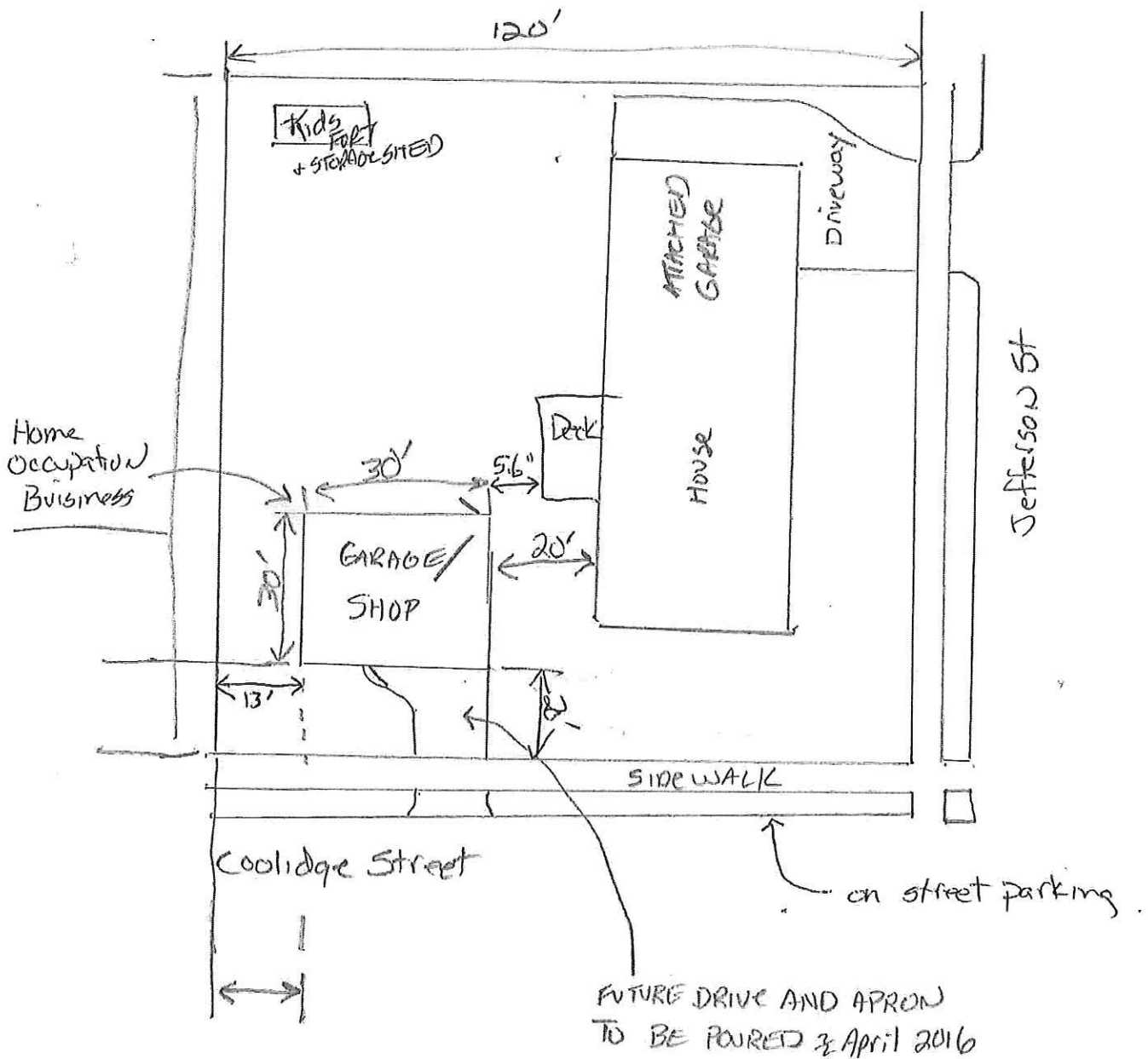
J. J. Towne

Date 5/23/16

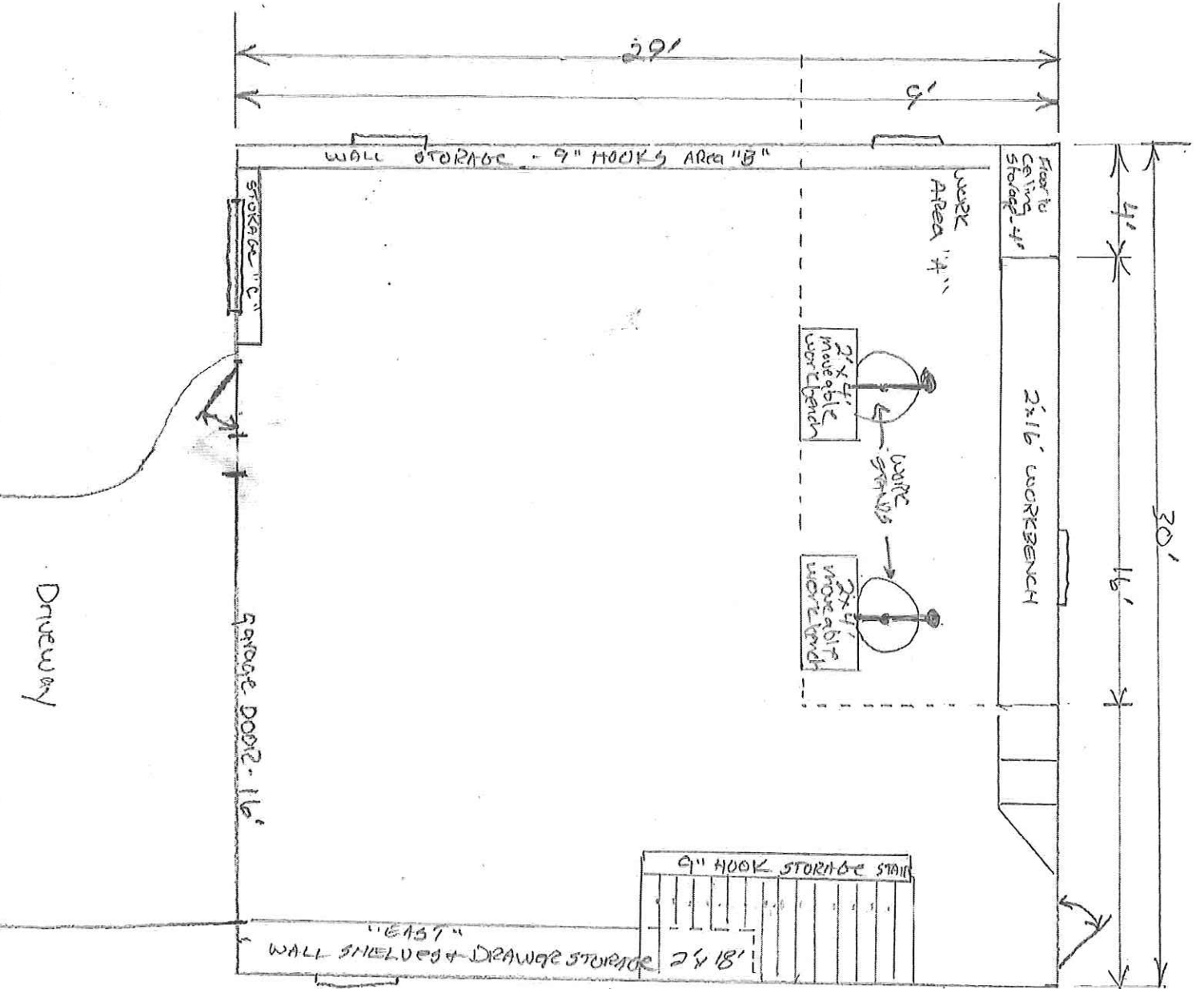


1 cm = 10'

SITE PLAN  
2013 S. JEFFERSON ST



1cm = 2'



FLOOR PLAN  
2013 S. Jefferson St.

WORK AREA "A" 9' x 20' = 180'  
 WEST WALL  
 HOOK STORAGE "B" 9' x 21' = 15.75'  
 SOUTH WALL  
 HOOK STORAGE 9' x 9' = 6.75'  
 EAST WALL  
 DRAWER + SHELF STORE 18' x 2' = 36'  
 STAIR CASE STORAGE 9' x 9' = 6.75'

24525

## Paula Vandehey

---

**From:** Deann L. Brosman  
**Sent:** Thursday, July 28, 2016 9:47 AM  
**To:** Paula Vandehey  
**Cc:** Eric Lom  
**Subject:** RE: Property value question

Hi Paula - We typically only discount for residential properties adjacent to or in view of railroad tracks and those discounts will not be changed because the view and some noise and vibration will remain. The noise created by the blowing of the trains can be heard for miles so we have never discounted for that specifically. It is possible that over time, homes very near the tracks will sell stronger due to the lessening noise factor, but that is difficult to predict. I don't believe our assessed values will change at this time.

DeAnn

---

**From:** Paula Vandehey  
**Sent:** Wednesday, July 27, 2016 5:39 PM  
**To:** Deann L. Brosman <Deann.Brosman@Appleton.org>  
**Cc:** Eric Lom <Eric.Lom@Appleton.org>  
**Subject:** Property value question

Hi Deann,

Last night at Municipal Services Committee (during our discussion of Railroad Quiet Zones) the question was raised... "How much will our property values increase if a Railroad Quiet Zone is implemented?"

We told committee that we would ask your advice on maybe a percentage basis that the value may increase?

Thanks for sharing your thoughts. Let me know if you have any questions.

Paula



Dept of Public Works  
100 N Appleton St  
Appleton, WI 54911

D Bruce Hamachek  
1110 w 5<sup>th</sup> St  
Appleton, WI 54914

August 7 2016

RE: Railroad Quiet Zone

I went to the meeting the other evening (Tue July 26) and was pleased at the progress of the detailed plan. I was not able to stay long enough for input so I would like to propose an idea.

I am most interested in the intersection of Spencer and Summit. As they said at the meeting the most favorable solution is to close an entrance to the corridor and I believe that would be the best. Since Summit isn't a thru street anyway the few homes on that block would have the inconvenience of going around the block. The advantage is that it would reduce the traffic on that street which is good for children and the overall atmosphere of the neighborhood.

I hope this might help and I really hope this Quiet Zone proposal gets implemented. The noise level in our home is outrageously loud and ruins the quality and value of these neighborhoods,

Sincerely,  
Bruce Hamachek

A handwritten signature in black ink, appearing to read "D. Bruce Hamachek". The signature is fluid and cursive, with the first name "D." and last name "Hamachek" clearly distinguishable.



# APPLETON QUIET ZONE FINAL RECOMMENDATIONS

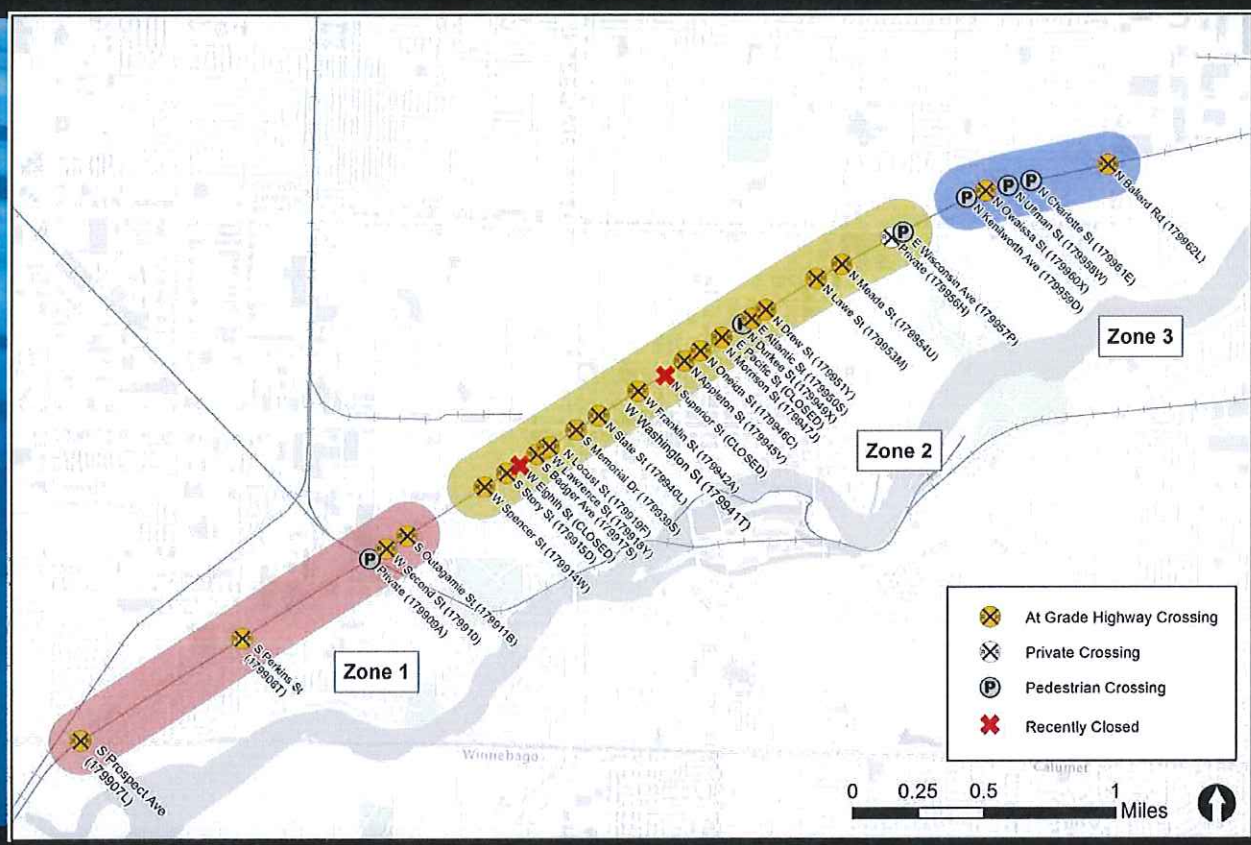


Appleton, Wisconsin

August 23, 2016

**SRF**  
Consulting Group, Inc.

# Proposed Quiet Zone Crossings





# Minimum Requirements

- Quiet Zone must be at least 1/2-mile long and include all crossings within the quiet zone limits
- All public grade crossings must meet pre-qualifying criteria:
  - Gates and flashing lights
  - Power-out indicators
  - Constant warning time detectors

# Supplementary Safety Measures (SSMs)

- Four-quadrant vehicle gates
- Medians/channelization devices
- Closure (temporary or permanent)
- One-way street
- Wayside horns

# Diagnostic Meeting

- Site visit to review all RR crossings  
(Conducted April 26, 2016)
- Representatives from:
  - City
  - County (if County Roads present)
  - State Department of Transportation
  - Federal Railroad Administration (FRA)
  - Railroad
  - Other Stakeholders (Appvion)
- Identify Potential Crossing Improvements

# Implementation Steps

1. Diagnostic Meeting
2. Determine Necessary Crossing Improvements
3. Notice of Intent
4. Application Required if ASMs are Used
5. Install Crossing Improvements
6. Notice of Establishment

Typical Quiet Zone Project takes 1-2 Years



# Improvement Scenarios

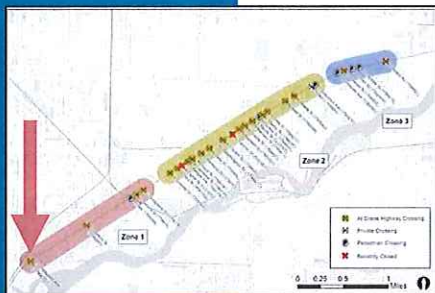
- Scenario 1: Maximize Safety
- Scenario 2: Minimize Access Restrictions
- Scenario 3: Phased Implementation
- Scenario 4: Hybrid (Preferred)



# Prospect Avenue

## Prospect Avenue

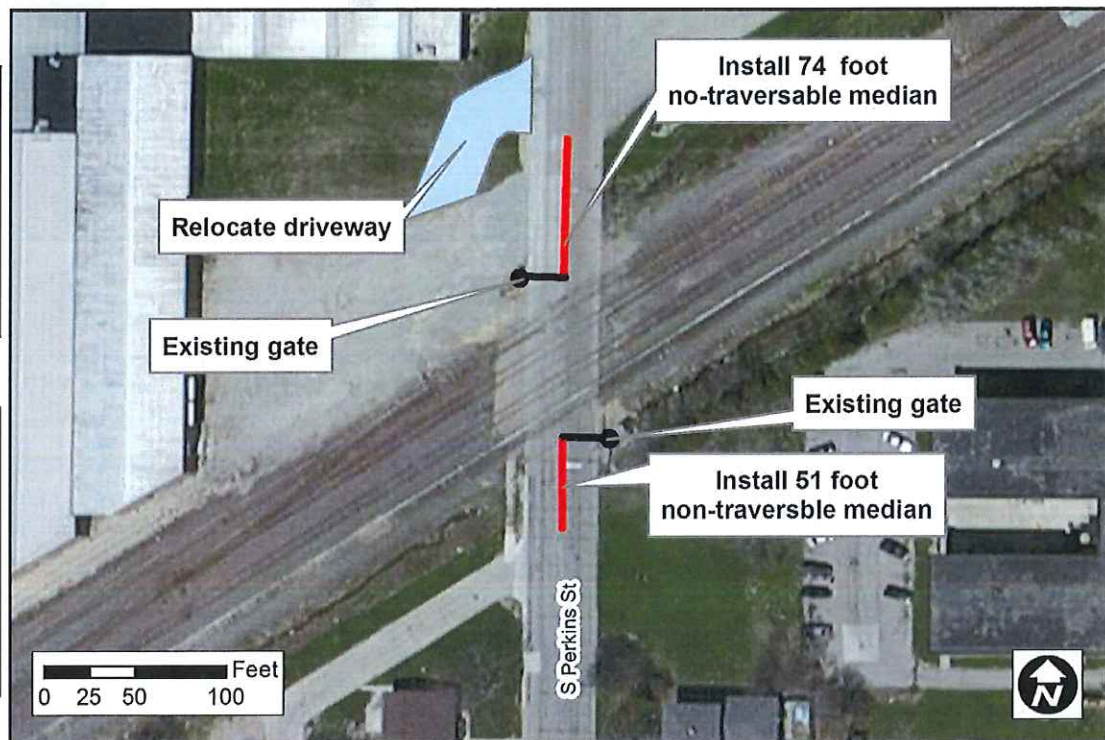
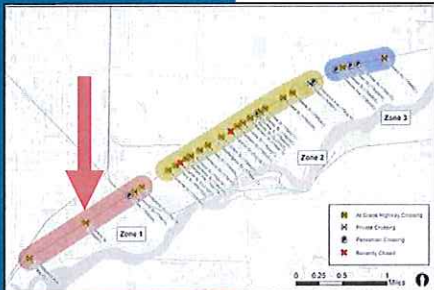
Risk Reduction	0%
Cost	\$100,000 - \$250,000



# Perkins Street – Option 2

## Perkins Street - Option 2

Risk Reduction	74%
Cost	\$53,750

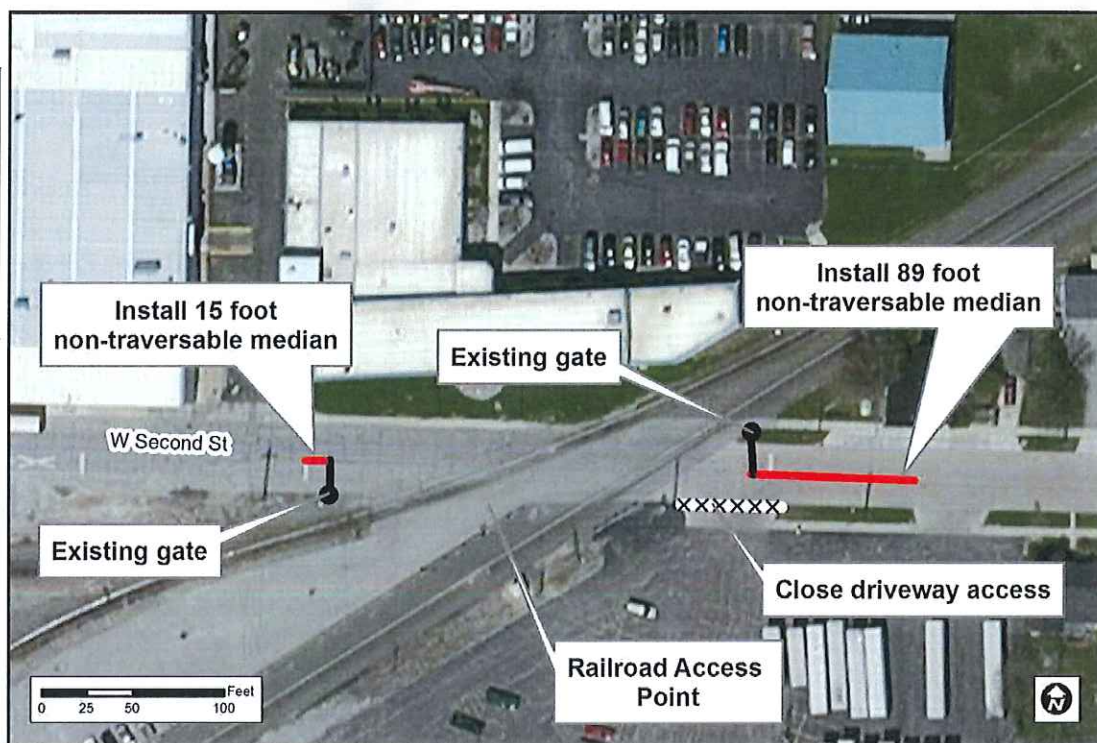
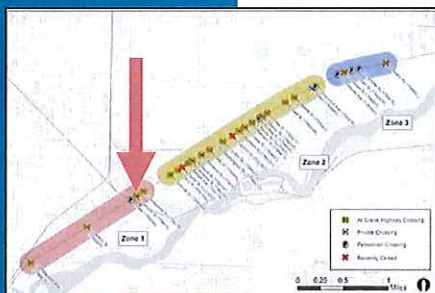




# Second Street

## Second Street

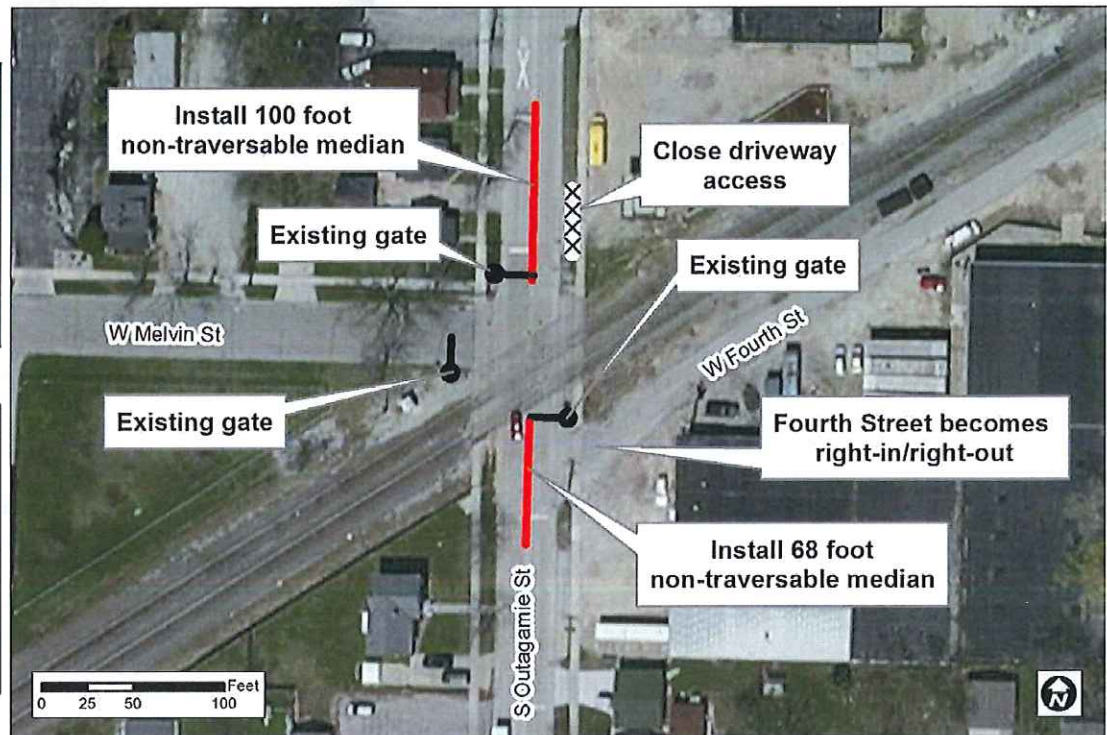
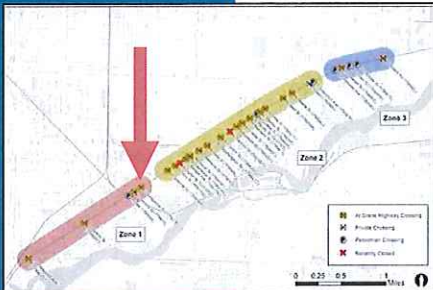
Risk Reduction	50%
Cost	\$41,400



# Outagamie Street – Option 1

## Outagamie Street – Option 1

Risk Reduction	80%
Cost	\$63,800

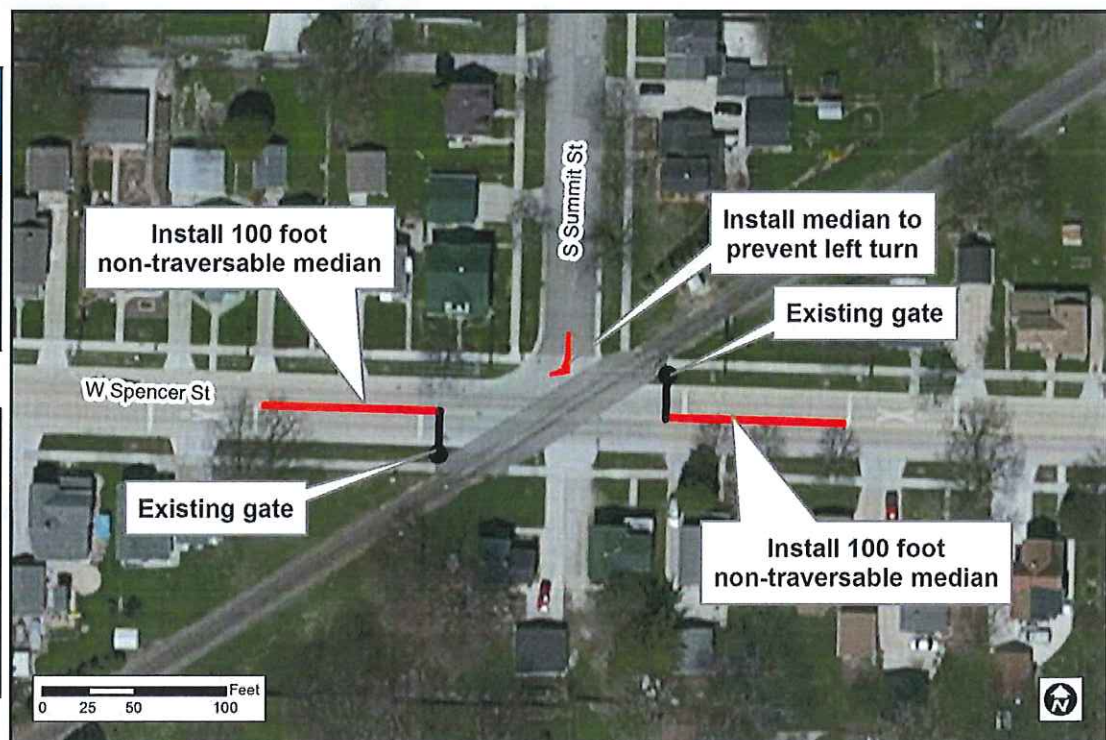
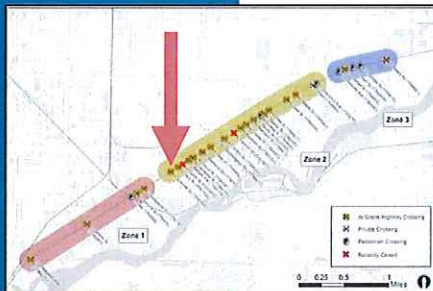




# Spencer Street – Option 1

## Spencer Street – Option 1

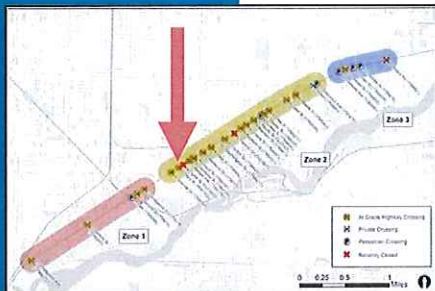
Risk Reduction	80%
Cost	\$75,000



# Story Street – Option 1

## Story Street – Option 1

Risk Reduction	53%
Cost	\$29,785

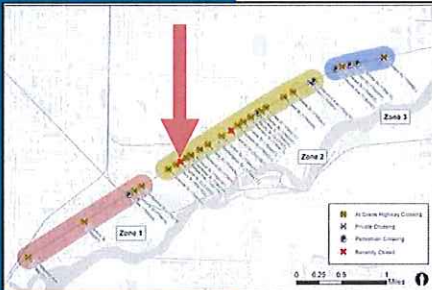




# Eighth Street

## Eighth Street

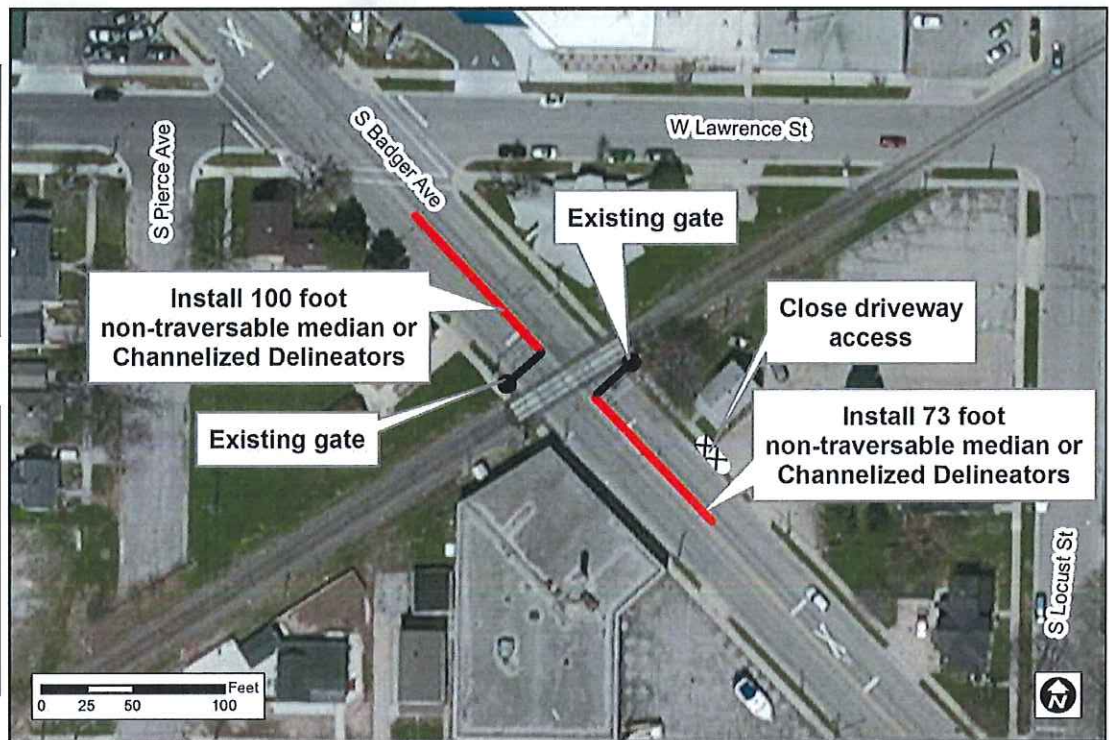
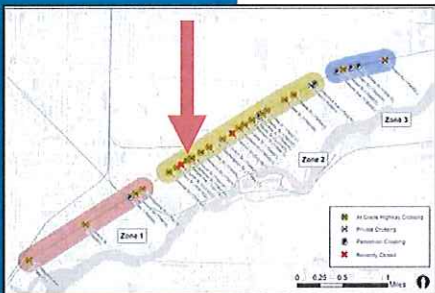
Risk Reduction	100%
Cost	N/A



# Badger Avenue

## Badger Avenue

Risk Reduction	80%
Cost	\$65,650

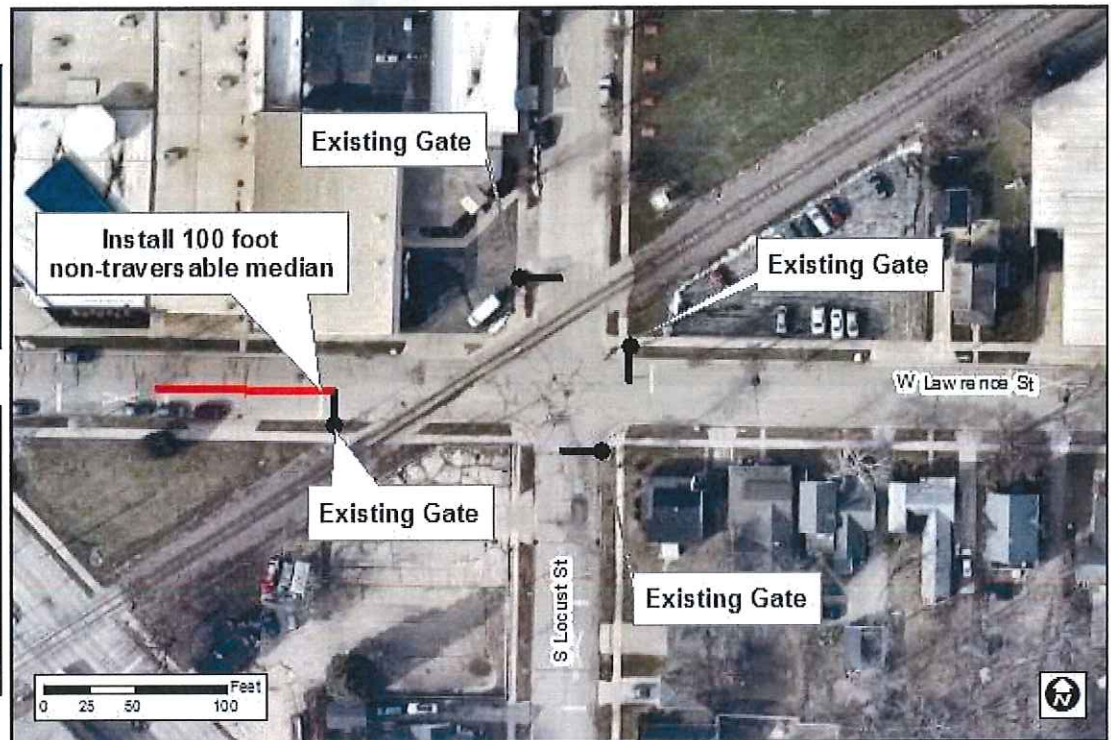
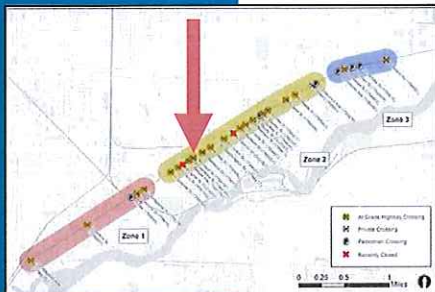




# Lawrence Street – Option 2

## Lawrence Street – Option 2

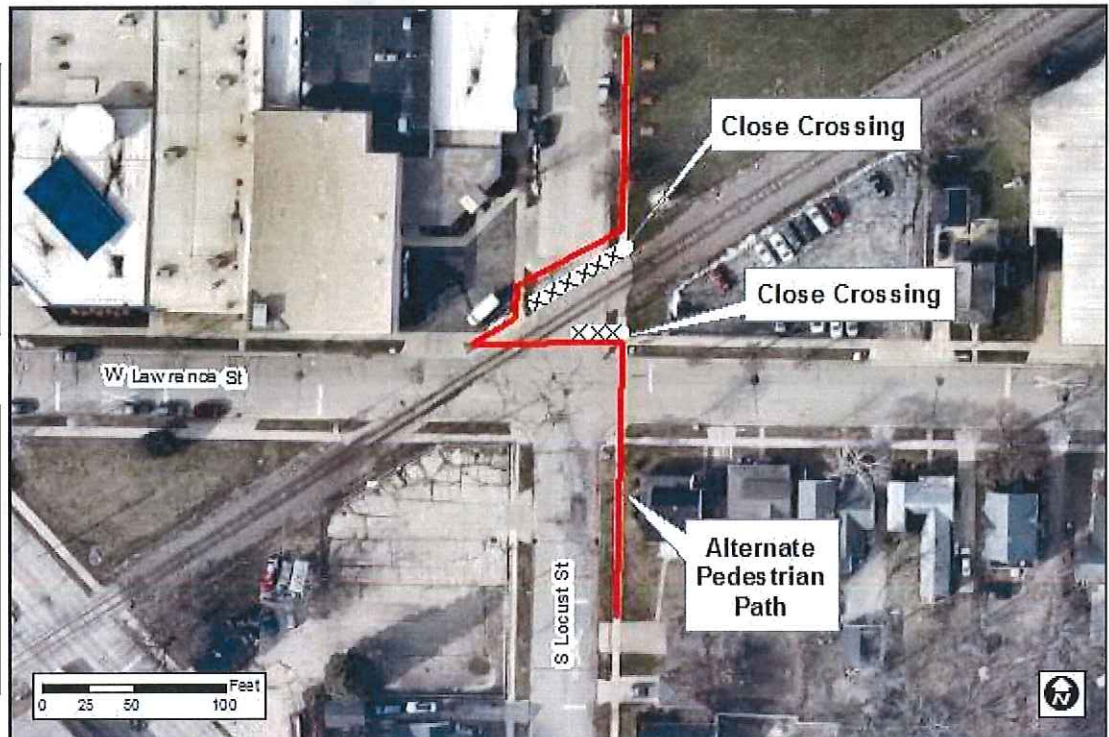
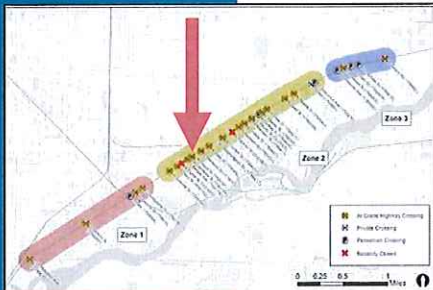
Risk Reduction	40%
Cost	\$35,500



# Locust Street – Option 1

## Locust Street – Option 1

Risk Reduction	100%
Cost	\$0

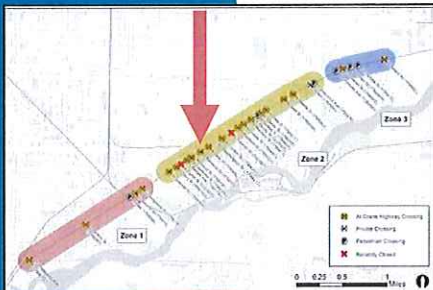




# Memorial Drive

## Memorial Drive

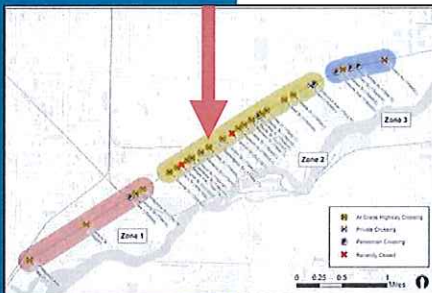
Risk Reduction	18%
Cost	\$18,900



# State Street – Option 2

## State Street – Option 2

Risk Reduction	36%
Cost	\$23,900

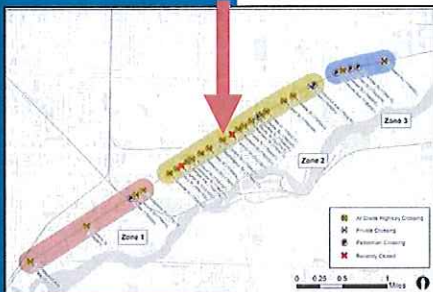




# Franklin Street – Option 1

## Franklin Street – Option 1

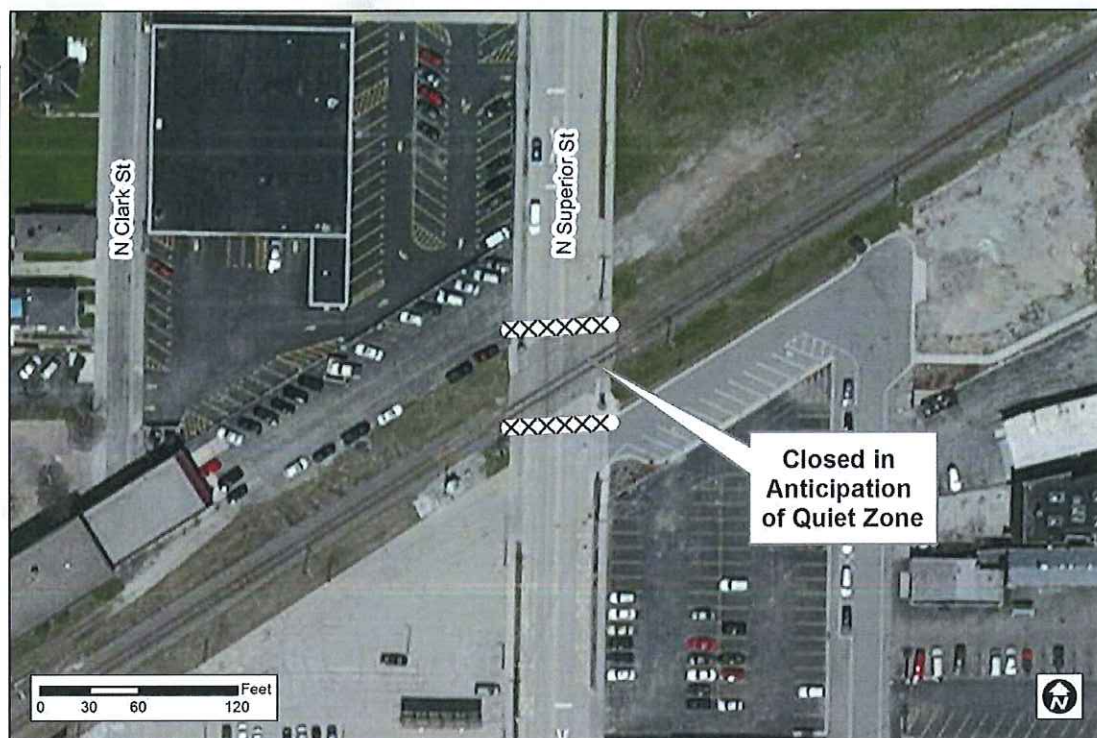
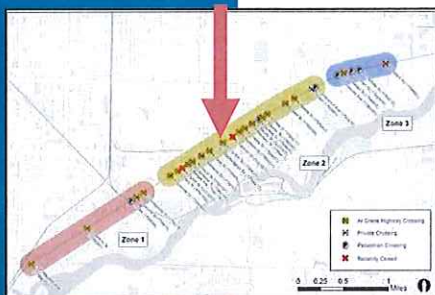
Risk Reduction	58%
Cost	\$43,300



# Superior Street

## Franklin Street – Option 2

Risk Reduction	100%
Cost	\$0

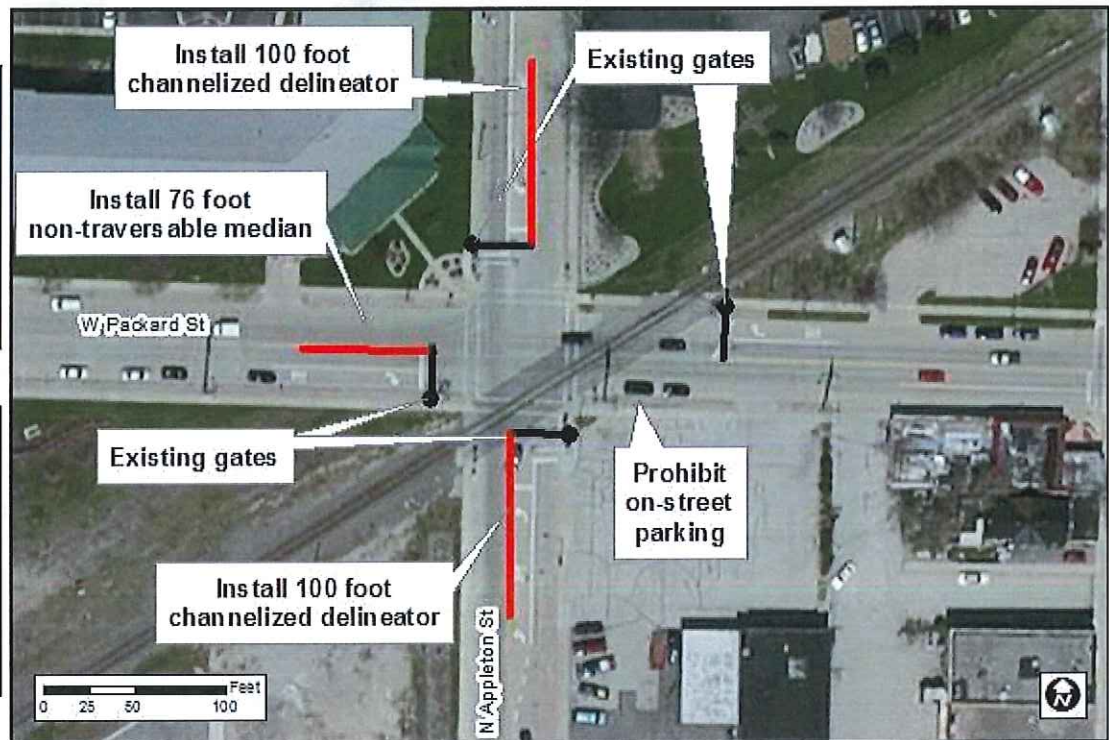
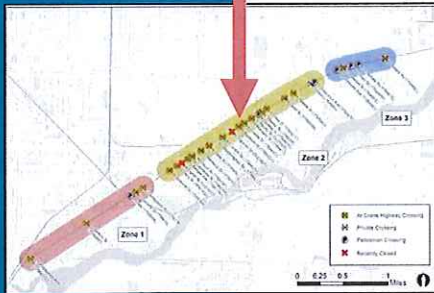




# Appleton Street – Option 1

## Appleton Street – Option 1

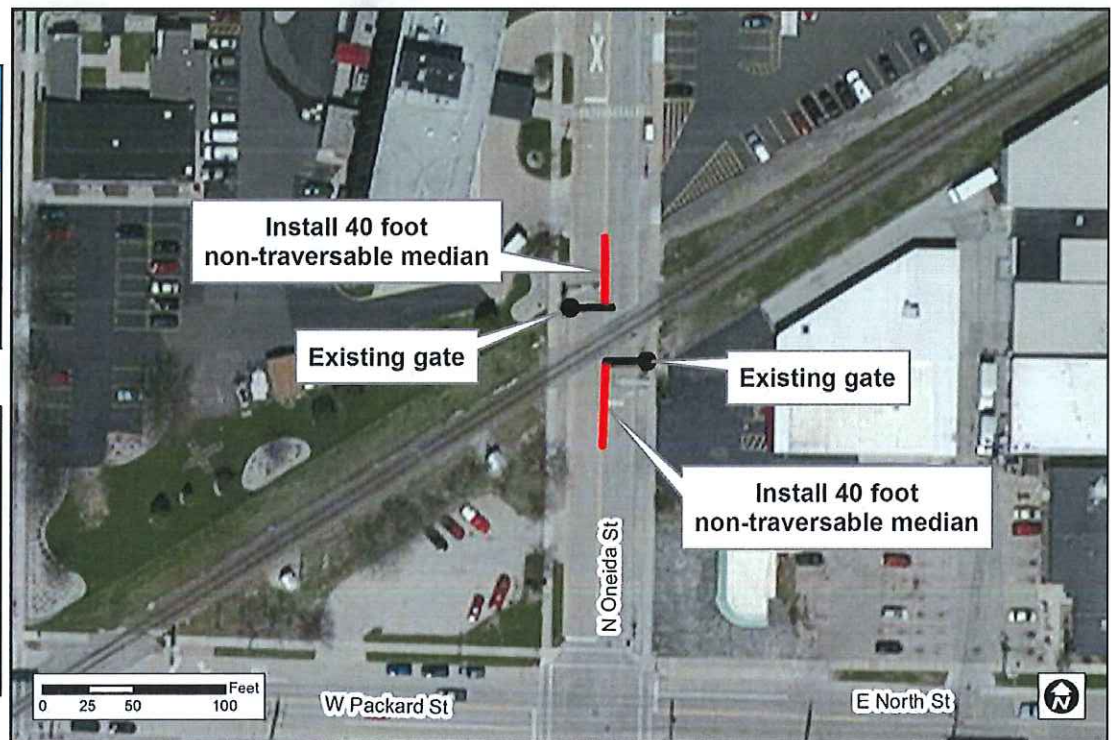
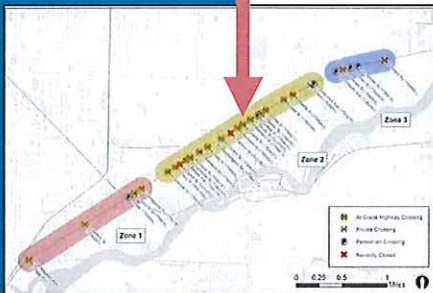
Risk Reduction	58%
Cost	\$36,600



# Oneida Street – Option 2

## Oneida Street – Option 2

Risk Reduction	53%
Cost	\$28,000

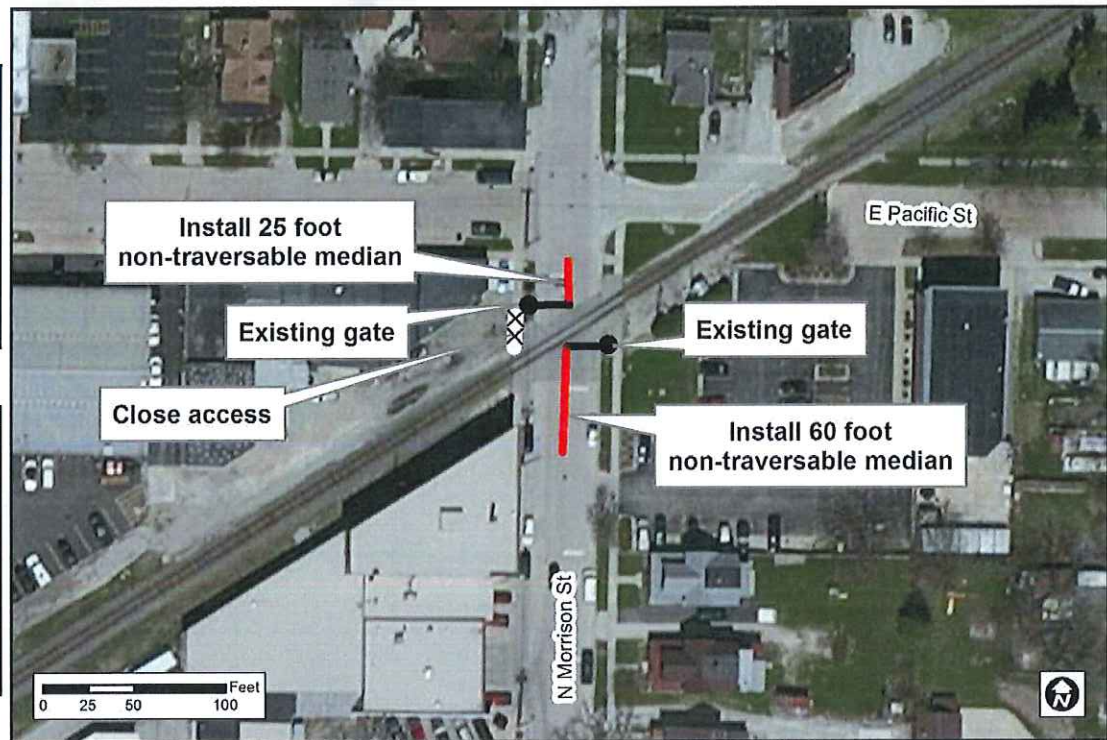
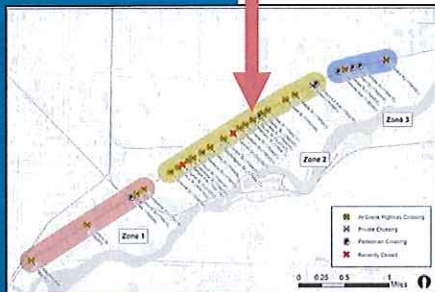




# Morrison Street – Option 2

## Morrison Street – Option 2

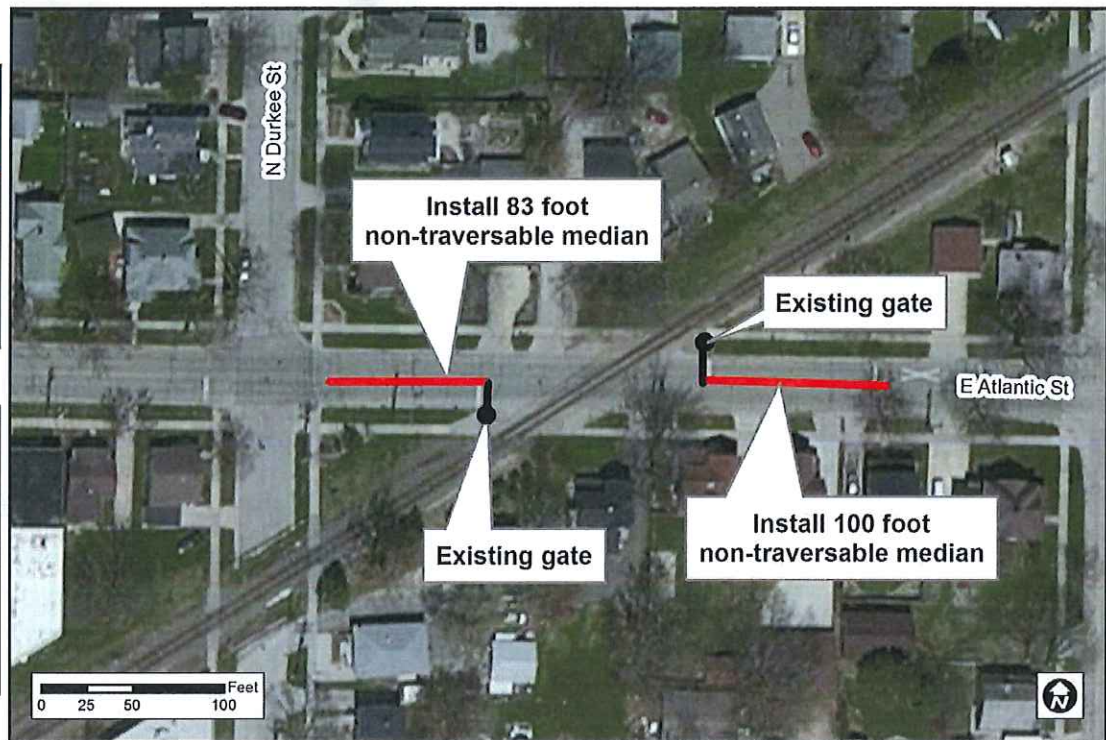
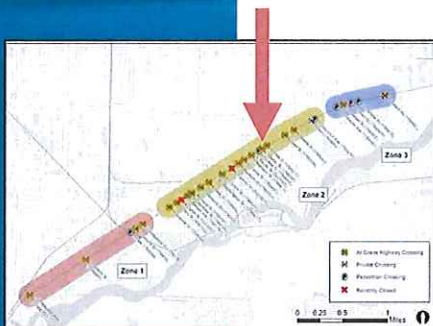
Risk Reduction	57%
Cost	\$34,750



# Atlantic Street – Option 1

## Atlantic Street – Option 1

Risk Reduction	80%
Cost	\$64,050

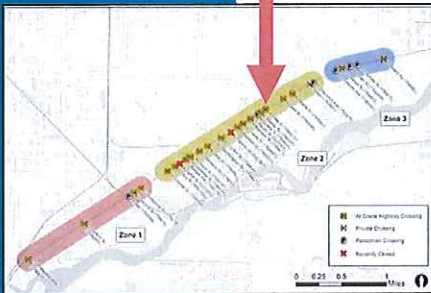




# Drew Street – Option 1

## Drew Street – Option 1

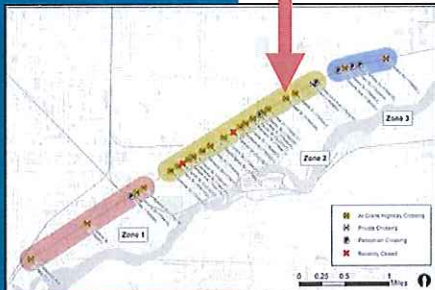
Risk Reduction	40%
Cost	\$24,500



# Lawe Street – Option 2

## Lawe Street – Option 2

Risk Reduction	49%
Cost	\$9,400

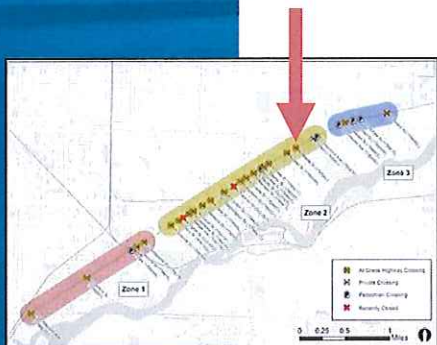




# Meade Street

## Meade Street

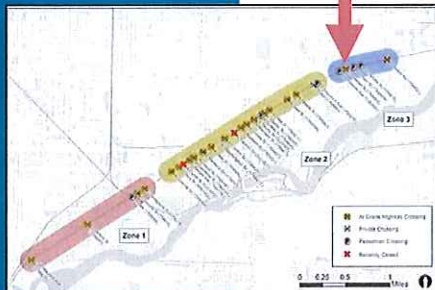
Risk Reduction	0%
Cost	\$5,000



# Owaissa Street

## Owaissa Street

Risk Reduction	53%
Cost	\$28,000

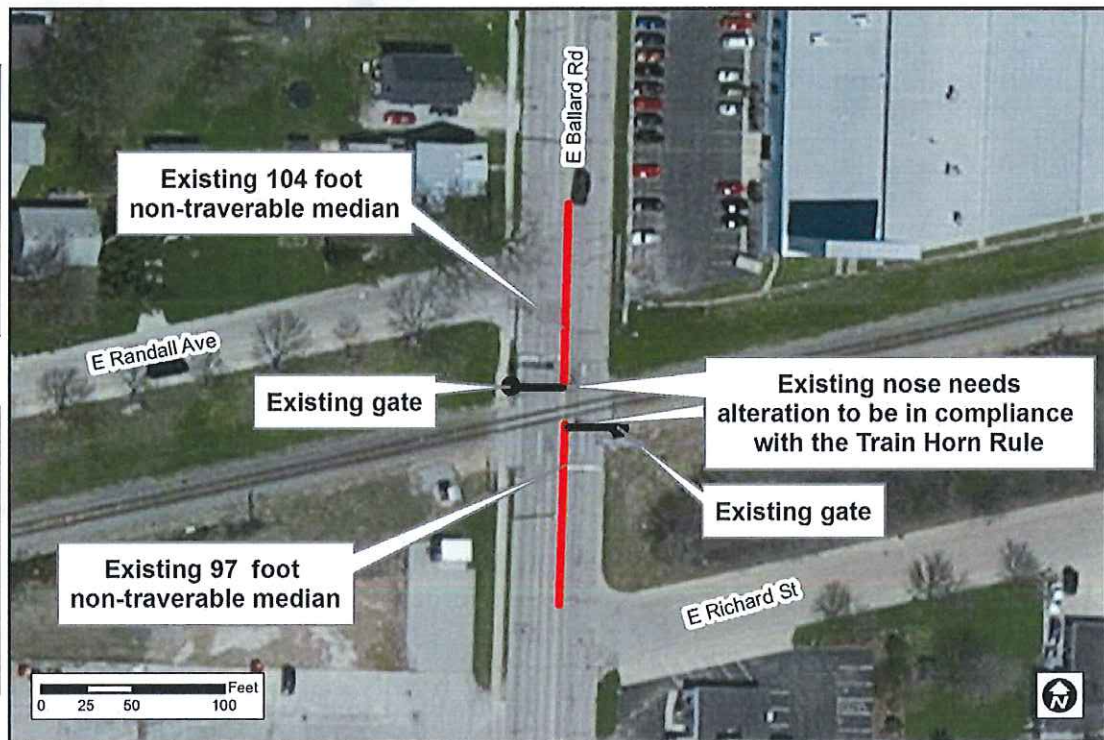
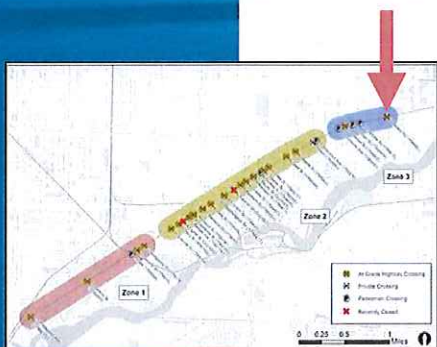




# Ballard Road

## Ballard Road

Risk Reduction	80%
Cost	\$5,000



## Summary of Scenario 4

- Only two crossings untreated
- Corridor risk index reduced by 14%
  - 12,103 to 9,777
- Estimated Improvement Costs
  - \$785,685



# Summary of Scenarios

Scenario	Cost	Risk Reduction
Scenario 1: Minimal Impact to Accesses	\$621,785	9%
Scenario 1a: Minimal Impact to Accesses (Excluding Prospect Av)	\$457,985	4%
Scenario 2: Maximum Safety	\$792,400	24%
Scenario 3: Phased Implementation/Minimal Impact	\$493,785 - \$671,085	Varies
Scenario 4: Recommended Option	\$785,685	14%

# Quiet Zone Decision Process





# Questions?

Chris Ryan, PE  
SRF Consulting Group, Inc.  
[cryan@srfconsulting.com](mailto:cryan@srfconsulting.com)  
763-475-0010

## Paula Vandehey

---

**From:** Justin Long <Justin.Long@CARAUSTAR.COM>  
**Sent:** Wednesday, August 10, 2016 10:43 AM  
**To:** Paula Vandehey  
**Subject:** Citation for Lot

Hi Paula,

I received a \$160 citation for my lot. The \$160 dollars was for a signature from the judge so the City of Appleton could mow my lawn since it was too long. I thought my lawn was being mowed by a 3<sup>rd</sup> party the whole time and did not get my warnings until the last one. I had it mowed twice now and did not need it mowed by the city of Appleton. I am asking that my \$160 be waived this one time. I truly thought it was being mowed.

I am so sorry for this and it will never happen again. Please waive this fee, I hope you can understand that this was a one time deal.

Please contact me at your convenience, you can email me or call me at: 920-585-7987.

I hope you have a great day!

**Justin Long** | Account Representative

Justin.Long@CARAUSTAR.COM  
(920) 967-9175 (Direct)  
(920) 585-7987 (Cell)  
(920) 967-8851 (Fax)

Caraustar's Oshkosh Tube Plant  
2980 S. Oakwood Rd  
Oshkosh, WI 54904



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Va cant lot

s Day break

06/16/2016 09:40



06/16/2016 09:40





06/16/2016 09:41







06/16/2016 09:42



## 2016 Weed Fee Appeals

ADDRESS	Complaint Received	Compliance Date	Re-inspection Date	Cut	Warrant Date	Fee
131 W. Winrowe Drive	3-Jun-16	9-Jun-16	10-Jun-16	Yes	N/A	\$50
Vacant Lot on Daybreak	15-Jun-16	20-Jun-16	21-Jun-16	No	22-Jun-16	\$160
312 E. Calumet Street	15-Jul-16	21-Jul-16	25-Jul-16	Yes	N/A	\$50

## Paula Vandehey

---

**From:** Lynn Driessen <lawlady9@hotmail.com>  
**Sent:** Friday, August 05, 2016 2:46 PM  
**To:** Paula Vandehey  
**Subject:** Re: Assessment No. 146690

Dear Ms. Vandehey:

I received Inspection Report No. 144372 in June requiring me to remedy tall weed growth along my East fence and the garage foundation areas. I contacted the Inspector, Blayne Lanser, to inquire whether the order included the wildflowers I had planted in the garage foundation area, some of which were in full bloom at the time along the West side of the foundation. I also indicated that there are planted aster wildflowers along the East side of the foundation that bloom in late summer/fall. Mr. Lanser advised that planted flowers should not be a problem.

I then proceeded to cut the weeds along the fence area first, with the intention to cut the weeds along the garage foundation, as well as the flower stems, once the flowers ceased blooming. Just after the blooms disappeared, I received Assessment No. 146690 with regard to the garage foundation area.

I contacted Mr. Lanser to discuss my understanding that it was not necessary to cut down the wildflowers until they had finished blooming. There was also some unwanted weed growth in that area, some of which I had cut, but not all of it. It was my intention to fully comply with the notice, but I had not finished the garage foundation area when the second inspection occurred.

In my second conversation with Mr. Lanser on July 21, 2016, I advised him that I have since completed cutting the weeds and wildflowers in the garage foundation area within the time period specified in the notice, except for the asters along the East side, which will bloom in late summer and fall.

I paid the \$50.00 assessment for the first notice on June 27, 2016. I request that the City of Appleton waive the second assessment because, based on my discussion with Mr. Lanser, I understood that I was not required to cut my wildflowers until they were no longer blooming. While there was some other weed growth around the flowers, it simply made sense to do the entire area at the same time. I intended to finish the cutting in full compliance with the notice, which is why I originally contacted Mr. Lanser to inquire about the wildflowers I had planted years ago.

I am a senior citizen who lives alone and is employed full-time, so I acknowledge that I may not have completed the task as quickly as I would have liked. I was working alone, as weather permitted, but was unable to engage in physical labor in the extreme heat. I made a good faith effort to comply after consulting with the Inspector, Mr. Lanser.

Thank you for your consideration.

Lynn Driessen

312 East Calumet Street

Appleton, Wisconsin 54915

---

**From:** Paula Vandehey <Paula.Vandehey@Appleton.org>

**Sent:** Monday, July 25, 2016 8:17 AM

**To:** Lynn Driessen

**Subject:** RE: Assessment No. 146690

Hi Lynn,

You can just send me an email explaining why you feel your Weed Fee should be waived. I will add this to the agenda for the August 9<sup>th</sup> Municipal Services Meeting. The meeting starts at 6:30 pm in Committee Room 6A, 6<sup>th</sup> floor City Center.

Thanks and have a great week!  
Paula

---

**From:** Lynn Driessen [mailto:lawlady9@hotmail.com]

**Sent:** Friday, July 22, 2016 5:03 PM

**To:** Paula Vandehey <Paula.Vandehey@Appleton.org>

**Subject:** Assessment No. 146690

Dear Ms. Vandehey:

In a conversation with Blayne Lanser on July 21, I inquired whether there was an appeal process with regard to assessments. Mr. Lanser advised me to contact you with regard to an appeal.

Please advise as to the proper procedure. Thank you for your assistance.

Lynn Driessen

[lawlady9@hotmail.com](mailto:lawlady9@hotmail.com)

PW03 8/11/16 CUSTOMER SERVICE AMS1145  
M\_SCHLIMM 07:32:51 REQUEST MAINT S4

REQUEST - 146690 TALL WEEDS/BRUSH  
LOCATION OF PROBLEM. -

STR ADDR OF PROBLEM. - HOUS# N/S/E/W STREET NAME  
312 E CALUMET

TYP APT #  
ST

----- REQUEST NOTES -----

7/15/16 BL - CUT ALL TALL WEEDS BY GARAGE  
FOUNDATION.

7/25/16 BL - CUT.

M\_SCHLIMM  
M\_SCHLIMM  
M\_SCHLIMM

+

F10-INSERT A LINE

F11-DELETE A LINE

F12-PREVIOUS W NO MAINT

F3-EXIT

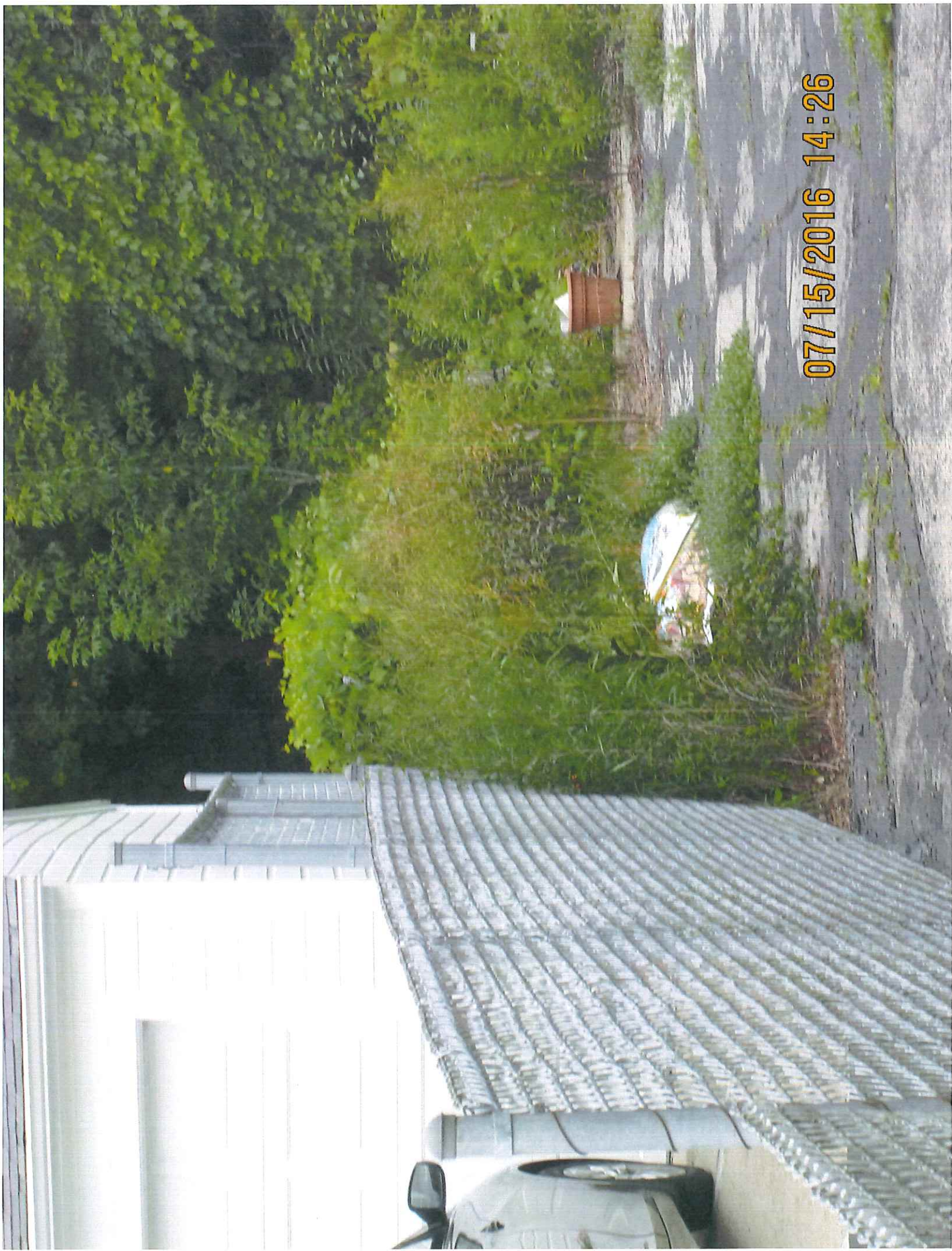


312



07/15/2016 14:26





07/15/2016 14:26



07/15/2016 14:26







"... meeting community needs... enhancing quality of life."

DEPARTMENT OF PUBLIC WORKS  
Engineering Division – Traffic Section  
2625 E. Glendale Avenue  
Appleton, WI 54911  
TEL (920) 832-5580  
FAX (920) 832-5570

**To:** Municipal Services Committee  
**From:** Eric Lom, City Traffic Engineer  
**Date:** August 18, 2016  
**Re:** Addition of bike lanes on John St between Matthias Street and Calumet Street

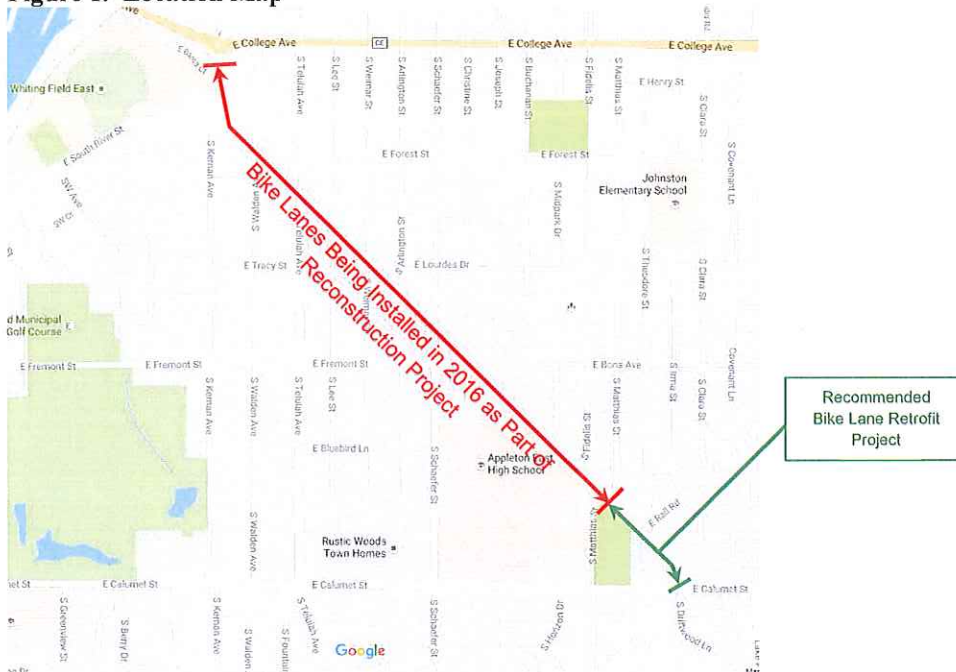
Later this construction season, bicycle lanes will be added to the northern section of John Street (College Avenue to Matthias Street) in conjunction with John Street reconstruction/concrete paving project.

In an effort to provide continuity along the entire length of John Street, we are recommending that bike lanes be marked on the adjacent southern section of John Street (Matthias Street to Calumet Street) in conjunction with a routine pavement marking maintenance project.

In combination with the northerly project, this extension would serve as one of the backbones of the city's bicycling network, providing safe bicycling connections to the downtown, the CE Trail, and to areas to south and east. The bike lanes would also serve to define this as a multi-modal roadway to keep traffic speeds down through this residential neighborhood.

This recommendation is consistent with the City's adopted master *On-Street Bike Lane Plan*. In order to safely accommodate the bike lanes in the area between Matthias Street and Calumet Street, a small section of on-street parking will need to be removed. The area in question is depicted on the attached drawings.

Figure 1. Location Map








## MEMORANDUM

---

"...meeting community needs...enhancing quality of life."

TO: Safety and Licensing Committee   
FROM: Don Harp, Principal Planner of Community and Economic Development  
DATE: November 12, 2015  
RE: Alcohol Beverage Retail License Application – Dairyland Brewing Co. LLC, 1216 East Wisconsin Avenue

---

The City Clerk's office provided our department with a copy of the above-referenced Alcohol Beverage Retail License Application for our review and approval pursuant to the General Policy Statement on Beer/Liquor Licensing. The Community and Economic Development Department is responsible to ensure the following requirements are satisfied.

### **Community and Economic Development Department Investigation:**

1. Ensure that all requirements of the Special Use Permit have been met. Review and determine whether or not the applicant must apply for and receive approval of a Special Use Permit pursuant to the current Zoning Ordinance.
2. Ensure the use of the building or property is allowed as a permitted use or special use in the Zoning District in which it is located.
3. Such things as traffic, parking and other related issues will be reviewed for their impact on the surrounding area.
4. Other planning and development factors.

### **Analysis:**

This property has a zoning designation of C-2 General Commercial District. Per Section 23-113(e) of the Municipal Code, a bar/restaurant including an outdoor patio for the sale, service and consumption of alcohol requires a Special Use Permit in the C-2 District. An application for Special Use Permit for a bar/restaurant including an outdoor patio for the sale, service and consumption of alcohol has not been applied for.

### **Recommendation:**

Before the Alcohol Beverage Retail License can be issued for the sale and consumption of alcoholic beverages at 1216 East Wisconsin Avenue, the successor, owner or assignee of 1216 East Wisconsin Avenue shall apply for and receive approval of a Special Use Permit (attached) pursuant to Section 23-66 Special Use Permits of the current City of Appleton Zoning Ordinance.

The successor, owner or assignee can contact me at 920-832-6466, and I'll be glad to assist them through the Special Use Permit process. If you have any questions, please contact me. Thank you.

cc: Dorri Schmidt, applicant





**APPLICATION FOR SPECIAL USE PERMIT  
FOR TAVERNS AND RESTAURANTS WITH ALCOHOL**

Community and Economic Development Department

100 N. Appleton St.

PH: 920-832-6468

Appleton, WI 54911

FAX: 920-832-5994

Stamp date received

PROPERTY OWNER		APPLICANT (owner's agent)	
Name		Name	
Mailing Address		Mailing Address	
Phone	Fax	Phone	Fax
E-mail		E-mail	

PROPERTY INFORMATION	
Property Tax # (31-0-0000-00)	
Site Address/Location	
Legal Description of Land (may be attached as separate sheet)	
Current Zoning:	Proposed Zoning:
Current Uses:	Proposed Uses:
Lot Dimensions and Area:	

DESCRIPTION OF THE PROPOSED USE FOR THIS PROPERTY

--	--

Date                      Owner/Agent Signature (Agents must provide written proof of authorization)

OFFICE USE ONLY			
Application Complete			Date Filed
Fee \$450.00	Acct #15020.5002	Receipt #	Date Paid



**TAVERN AND/OR RESTAURANT WITH ALCOHOL SALES  
PLAN OF OPERATION AND LOCATIONAL INFORMATION**

**Business Information:**

Name of business: \_\_\_\_\_

Years in operation: \_\_\_\_\_

Percentage of business derived from restaurant service: \_\_\_\_\_%

Type of proposed establishment (detailed explanation of business):

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**Proposed Hours of Operation for Indoor Uses:**

Day	From	To
Week Day		
Friday		
Saturday		
Sunday		

**Building Capacity and Area:**

Maximum number of persons permitted to occupy the building or tenant space as determined by the International Building Code (IBC) or the International Fire Code (IFC), whichever is more restrictive: \_\_\_\_\_ persons

Gross floor area of the existing building(s): \_\_\_\_\_

Gross floor area of the proposed building(s): \_\_\_\_\_

**Describe Any Potential Noise Emanating From the Proposed Use:**

Describe the noise levels anticipated from all equipment or other mechanical sources:

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Describe how the crowd noise will be controlled inside and outside the building:

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If off-street parking is available for the business, describe how noise from the parking lot will be controlled:

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**Outdoor Uses:**

Location, type, size and design of outdoor facilities:

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Type and height of screening of plantings/fencing/gating:

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Is there any alcohol service incorporated in this outdoor facility proposal? Yes \_\_\_ No \_\_\_

Are there plans for outdoor music/entertainment? Yes \_\_\_ No \_\_\_

If yes, describe how the noise will be controlled:

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Is there any food service incorporated in this outdoor facility proposal? Yes \_\_\_ No \_\_\_

**Proposed Hours of Operation for Outdoor Uses:**

Day	From	To
Week Day		
Friday		
Saturday		
Sunday		

**Outdoor Lighting:**

Type: \_\_\_\_\_

Location: \_\_\_\_\_

**Off-Street Parking:**

Number of spaces existing: \_\_\_\_\_

Number of spaces proposed: \_\_\_\_\_

**Other Licensed Premises:**

The number of licensed premises within the immediate geographic area of the proposed location will be considered in order to avoid an undue concentration that may have the potential of creating public safety problems or deterring neighborhood development.

List nearby licensed premises:

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**Number of Employees:**

Number of existing employees: \_\_\_\_\_

Number of proposed employees: \_\_\_\_\_

Number of employees scheduled to work on the largest shift: \_\_\_\_\_

## WHAT IS A SPECIAL USE PERMIT?

Special Uses are those uses having some uniqueness or unusual impact which require careful review of their location, design, and configuration to determine against fixed standards, the desirability of permitting their establishment at any given site. There are uses which may or may not be appropriate in a particular location depending on a weighing, in each case, of the public need and benefit against the community and neighborhood impact and effect as well as consistency to the 2010-2030 Comprehensive Plan. Each zoning district has a list of uses requiring a Special Use Permit.

## WHERE DO I START?

Contact the Community and Economic Development Department to discuss interest in a Special Use Permit. The staff will provide information regarding the 2010-2030 Comprehensive Plan, the criteria for evaluation, surrounding uses and possible nonconformities.

## WHAT'S NEXT?

A complete submittal includes a completed application, a detailed development plan of the proposed development and the appropriate fee. The Community and Economic Development Department files the complete submittal with the City Clerk.

City departments make recommendations to the Plan Commission. The Plan Commission holds a Public Hearing to review staff comments and the Findings of Fact (Section 23-66 (e)) and makes its recommendations to the Common Council. A notice of the Public Hearing will be advertised in The Post-Crescent for two consecutive weeks prior to the Plan Commission meeting. Notice of the hearing is sent to the petitioner, Alderperson of the district, property owners within 100 feet of the proposed Special Use Permit lot and/or the town clerk. A recommendation to the Common Council is made within 45 days of the Public Hearing.

The Common Council formally approves or denies the Special Use Permit within 45 days of the Plan Commission action. Two-thirds of the entire Common Council must vote in favor of the permit in order for it to be granted.

## WHAT IS THE FINAL ACTION?

Common Council approval is the final action for a Special Use Permit.

**NOTE:** *A Special Use Permit shall expire if the use is discontinued for a period of 12 months. Also, the Common Council has the ability to revoke a Special Use Permit for failure to comply with the provisions of approval.*



## DEVELOPMENT PLAN CHECKLIST FOR SPECIAL USE PERMITS

Development plan of property being proposed for a special use permit, which shall supply the information as identified below:

- a. North arrows, date of preparation and scale on 8½" x 11" paper.
- b. Name(s) of all adjacent or surrounding streets and right-of-way width(s).
- c. Recorded property lines and their dimensions.
- d. All existing and proposed buildings and structures accessory to the principal use, including the use of each building or structure, dimensions and their locations on the parcel.
- e. Dimensions of existing and proposed yard setbacks for buildings and structures.
- f. Dimensions of existing and proposed parking, loading and unloading areas, sidewalks and interior and perimeter landscaping areas. Identify proposed and existing surface material(s).
- g. The location of existing and proposed trees, shrubs and grass.
- h. The location and details of proposed and existing refuse containers and their enclosures.
- i. The location of proposed and existing signage.
- j. The location and type of all proposed and existing exterior lighting fixtures.
- k. The location, height and materials of all proposed and existing fences or retaining walls.
- l. The location and size of existing and proposed driveways.
- m. The location of snow storage areas.
- n. The location and use of buildings and structures on adjoining land.
- o. Show the general landscaping concept for the site.
- p. Indicate proposed hours of operation and number of employees.
- q. Submit preliminary architectural plans for the existing and proposed buildings that show sufficient detail to permit an understanding of the style of the development and the design of the building(s).
- r. Submit floor plan of the building(s), including room dimensions.
- s. Other additional information that may be deemed appropriate by the Community and Economic Development Director.

## FINDINGS OF FACT

### To be reviewed by Community and Economic Development Department Staff

Section 23-66 (e) ***Standards for granting special use permits.*** No special use permit shall be recommended by the Plan Commission, or approved by the Common Council, unless it shall find that:

1. ***Zoning.*** The proposed use conforms to the underlying zone district purpose and development standards and is in harmony with the general purposes and intent of the Appleton Zoning Ordinance. When there is an existing nonconforming structure, the development standards may be waived by the Common Council.  

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2. ***Plans.*** The proposed use conforms to the 2010-2030 Comprehensive Plan, any applicable urban design or other plan officially adopted by Common Council.  

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3. ***Traffic.*** Adequate measures have been or will be taken to provide ingress and egress so designed as to minimize traffic congestion in the public streets.  

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4. ***Landscaping and Screening.*** Appropriate landscaping and screening has been or will be provided to protect adjacent uses or properties from light, noise and other visual impacts that are associated with the proposed use as established in §23-172(g), Perimeter parking lot and loading space landscaping and §23-601, Landscaping and screening standards.  

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5. ***Neighborhood Compatibility.*** The proposed use is compatible with the predominant or prevailing land use of the neighborhood surrounding the proposed development.  

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6. ***Services.*** Adequate facilities, access roads, drainage and/or necessary services have been or will be provided.  

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## Operator's Licenses for 8/24/16 S & L

### Approved

Andrew A Grunert	120 E. Fox Point Lane
Anne D. Marcus-Casey	1640 Holland Road, Apt 202
Autumn B. Jentz	2600 N. Meade Street
Carolina Silveida Pedroso Goulart	111 E. Water Street
Edward R. Hough	1433 Hillcrest Drive, Kaukauna
Hillary N. Roh	515 Schindler Place, Apt 9
Jason J. VanStraten	2312 Southwood Drive, Apt 1
Jolene N. Johnson	3421 Lincoln Street, Wisconsin Rapids
Jonathon P. Hoks	7 Reinke Court
Kaylynn A. Boelter	409 E. Mitchell Avenue
Keegan D. Geurts	590 County Road G, Neenah
Krystal A. Bahr	440 Bicentennial Court, Apt 20, Kaukauna
Lisa M. Neumeyer	201 S. Riverheath Way, Apt 208
Mary L. Dexheimer	1356 W. Commercial Street
Melanie A. Faustich	1185 Christopher Drive, Apt 13, Neenah
Phillip J. Laird	530 E. Carroll Street
Raymond A. Cruz III	121 S. John Street, Neenah
Rebecca L. Muncey	1224 E. Frances Street
Sarah D. Martin	802 Washington Avenue, Oshkosh
Theodore L. Menge	609 W. Crossing Meadows Lane
Tierney A. Kerr	2820 S. Kernan Avenue, Apt D218
Tori A. Beal	1000 W. Winnebago Street
Isaac Ramirez	125 ½ E. College Avenue



## Appleton Elks Lodge #337

August 17, 2016

Cathy Bolwerk  
Administrative Clerk III  
City of Appleton  
100 N. Appleton St.  
Appleton, WI 54911-4799

Dear Cathy:

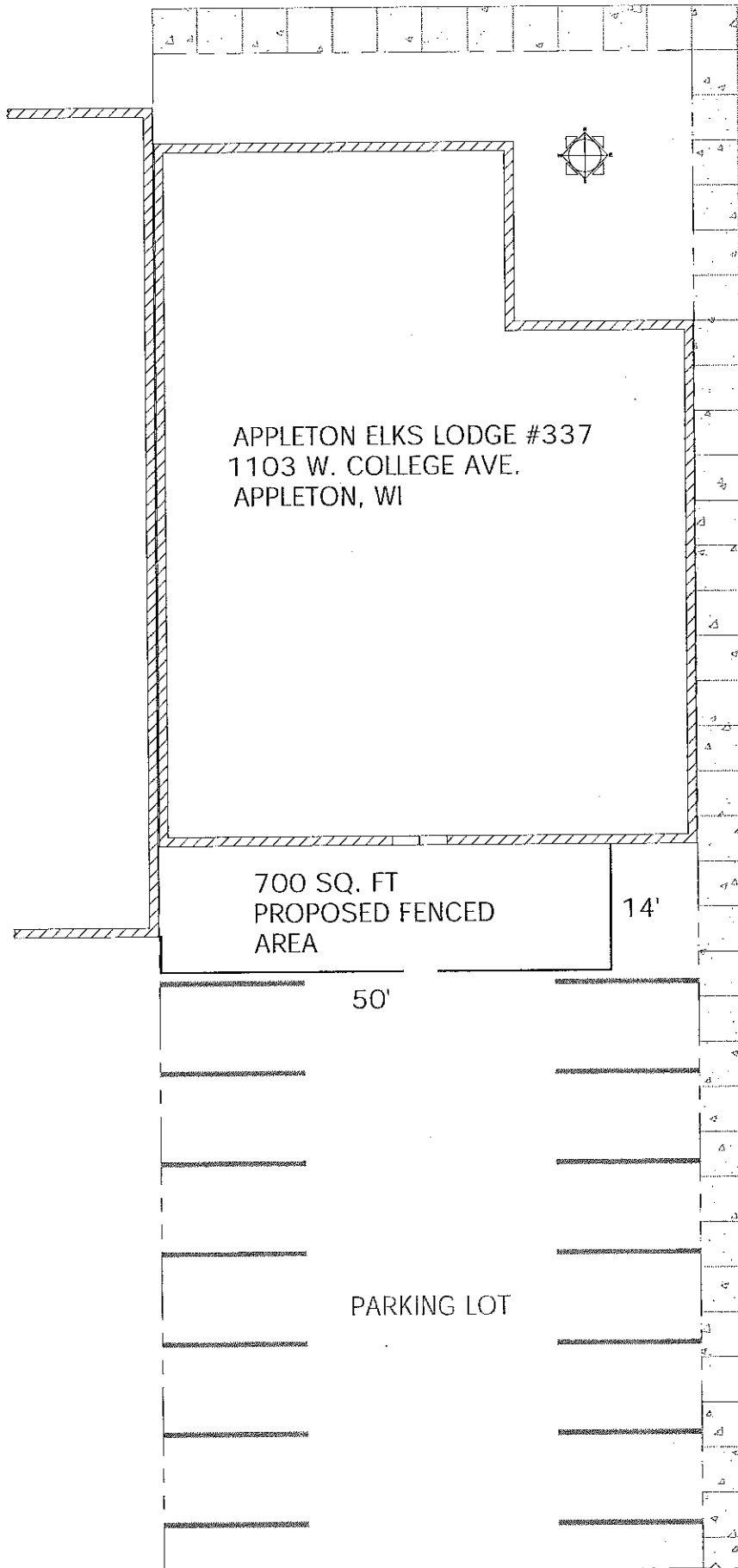
The Appleton Elks Lodge #337 would like to request a change to our liquor license to accommodate a function at our lodge on the 10<sup>th</sup> of September 2016. Our annual charity golf outing is that day and after the outing at Reid Municipal golf course, we will be hosting the awards, prizes and dinner at the lodge from approximately 3:00 until 9:00 pm.

Because of the number of golfers we are expecting, we would like to have an overflow area outside the back of the lodge to allow guests the opportunity be outside the lodge. Attached is the layout of the lodge and the area we would like to fence off for the event. The fence will be installed by Valley Custom Fence, LLC and be removed after the event is over. It will consist of different styles of fence ranging from 4' high to 6' high and be a temporary enclosure, with one controlled gate to the area.

Please look it over and contact me with any further questions.

Sincerely,

Jim Marks, President





## REPORT TO CITY PLAN COMMISSION

**Plan Commission Public Meeting Date:** August 22, 2016

**Common Council Meeting Date:** September 7, 2016

**Item:** Dedication of Public Right-of-Way

**Case Manager:** Jeff Towne

### GENERAL INFORMATION

**Owner/Applicant:** Kurey Ridge, LLC, Robert DeBruin; Owner  
Schuler & Associates, Michael Frank; Applicant

**Location:** Generally located south of East Werner Road and west of North Ballard Road, part of Tax ID 31-1-9300-01

**Petitioner's Request:** Right-of-way dedication

### BACKGROUND

The applicant has submitted a Certified Survey Map subdividing the adjacent property to the south of the proposed dedication area into two lots. The applicant is dedicating the subject area to the City for roadway purposes. The CSM is currently under review which is subject to the acceptance of the subject land for dedicated public right-of-way by the Plan Commission and Common Council.

### STAFF ANALYSIS

**Public Right-of-Way Dedication:** Approximately .02856 acre (1,244 square feet) of land is included in the proposed right-of-way dedication.

**Street Classification:** The proposed street will be classified as a local street.

**Street Name:** Outagamie County staff has made comments regarding the proposed street name of "Ptarmigan Court" and is recommending that it be changed. This will not affect the area to be dedicated.

### **Surrounding Zoning and Land Uses:**

North: R-1B – Residence  
Town of Center – Undeveloped agricultural land  
South: P-I – City of Appleton Detention Pond  
East: Town of Grand Chute – Residence  
West: P-I – City of Appleton Detention Pond  
R-1B – Residence

**Dedication of Public Right-of-Way**  
**August 22, 2016**  
**Page 2**

**2010-2030 Comprehensive Plan:** The City of Appleton 2010-2030 Comprehensive Plan identifies this area for future Multi-Family Residential uses. The proposed public land dedication is consistent with the following goal of the 2010-2030 Comprehensive Plan:

- **Goal 4 – Transportation** (Chapter 6)

Appleton will support a comprehensive transportation network that provides viable options for pedestrian, bicycle, highway, rail, and air transportation, both locally and within the region.

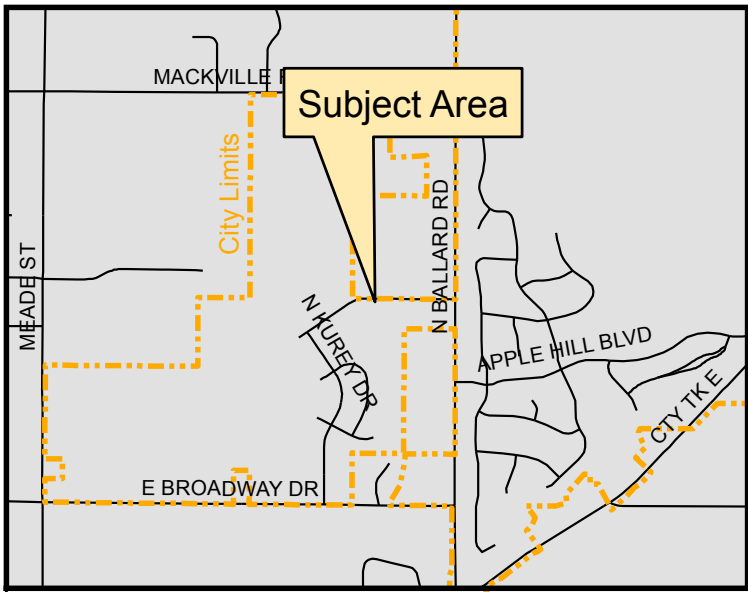
**Technical Review Group Report (TRG):** This item was discussed at the August 2, 2016 Technical Review Group meeting. No negative comments were received from participating departments.

**RECOMMENDATION**

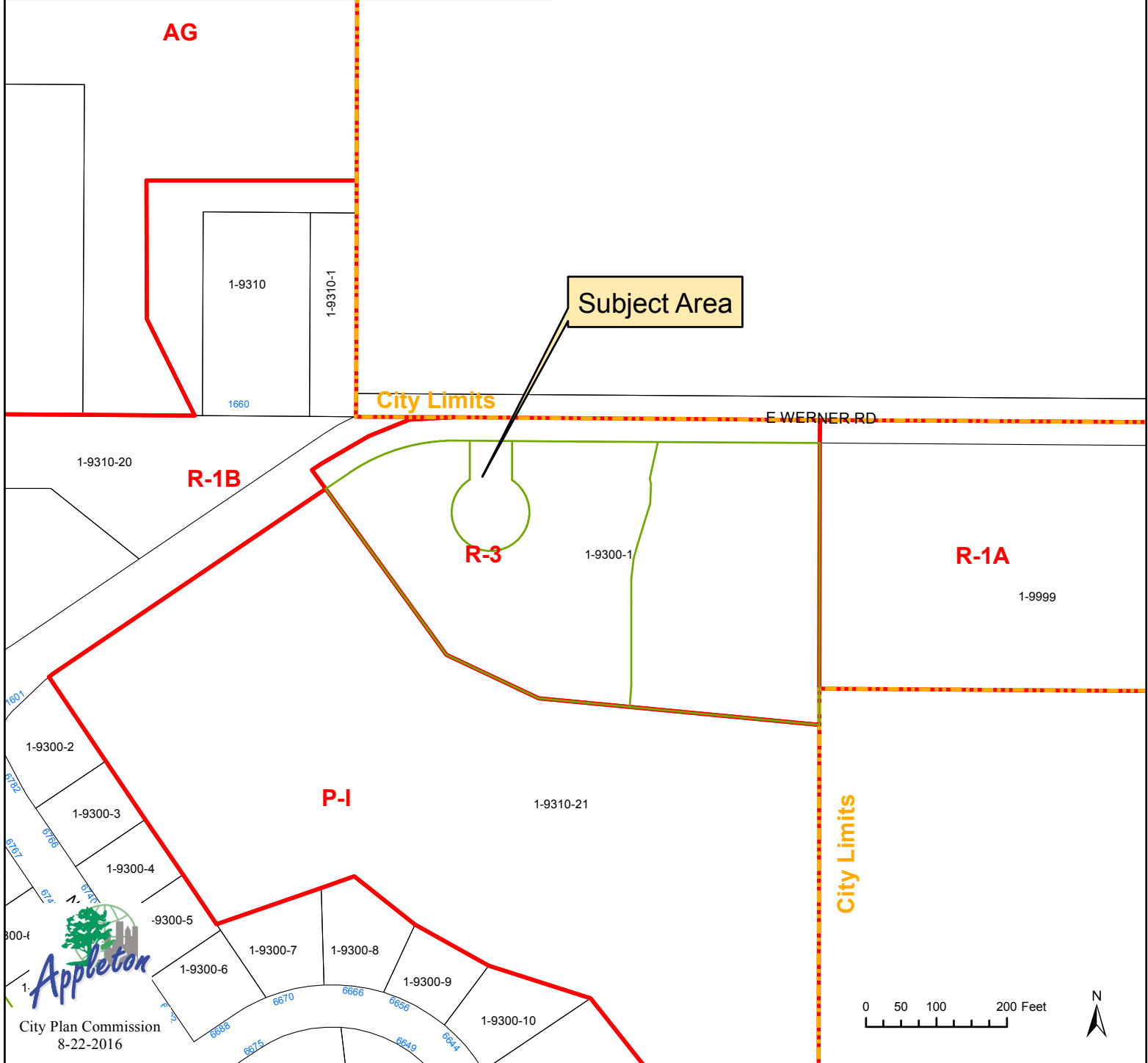
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Staff recommends the dedication of land for public right-of-way, as shown on the attached maps, **BE APPROVED**.



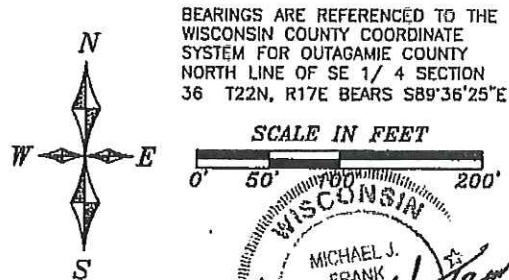


Street Right of Way Dedication  
Zoning/Vicinity Map



# CERTIFIED SURVEY MAP NO. \_\_\_\_\_

ALL OF LOT ONE (1), GLACIER RIDGE, BEING LOCATED  
IN THE NORTHEAST OF THE SOUTHEAST 1/4 AND  
NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 36,  
TOWNSHIP 22 NORTH, RANGE 17 EAST, CITY OF APPLETON,  
OUTAGAMIE COUNTY, WISCONSIN.



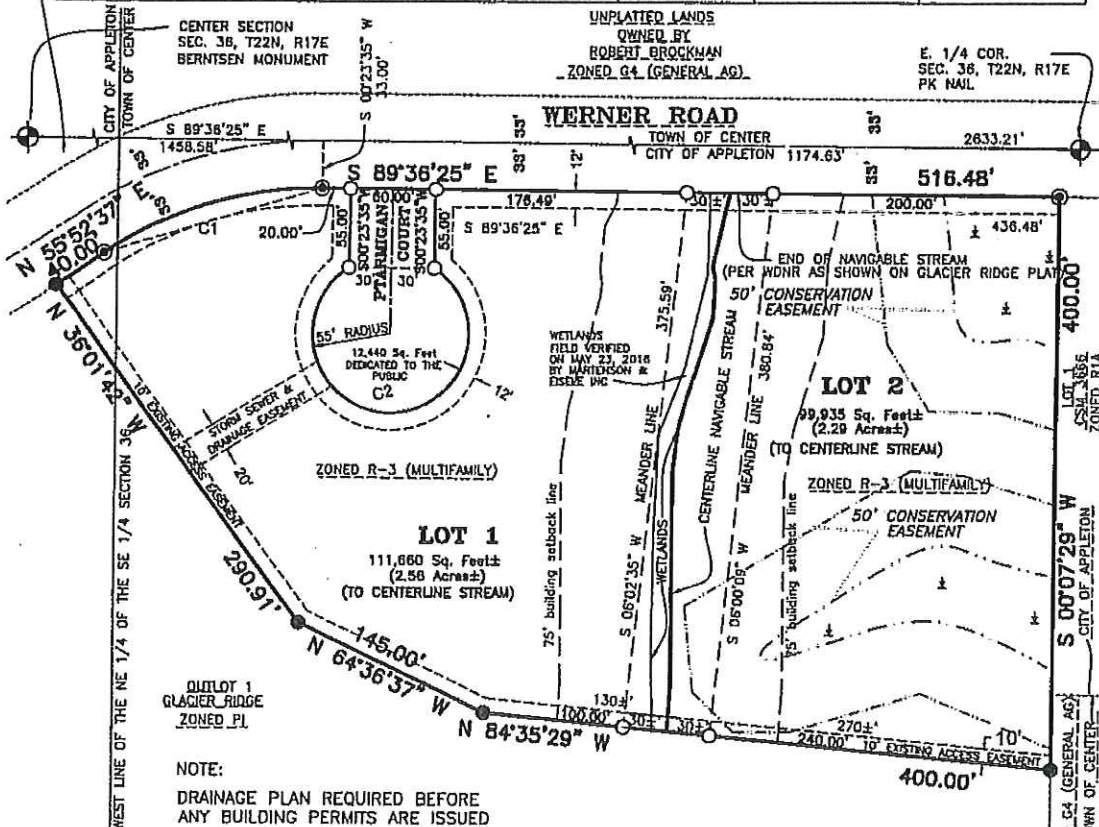
BEARINGS ARE REFERENCED TO THE  
WISCONSIN COUNTY COORDINATE  
SYSTEM FOR OUTAGAMIE COUNTY  
NORTH LINE OF SE 1/4 SECTION  
36 T22N, R17E BEARS S89°36'25"E

## LEGEND

- = 1" DIA. IRON PIPE FOUND
- = 1" DIA. ROUND x 24" LONG IRON PIPE  
WEIGHING 1.13 LBS./LIN. FOOT SET
- ⊙ = 1 1/4" DIA. ROUND STEEL REBAR FOUND
- = 10' EXISTING ACCESS EASEMENT
- - - = 12' UTILITY EASEMENT
- ± = WETLAND PER GLACIER RIDGE PLAT

CURVE DATA TABLE

NUMBER	DELTA ANGLE	CHORD DIRECTION	RADIUS	ARC LENGTH	CHORD LENGTH	TANGENT IN	TANGENT OUT
C1	34°30'58"	S73°08'05"W	267.00'	160.85'	158.42'	N55°52'37"E	S 89°36'25"E
C2	293°53'18"	S89°36'25"E	55.00'	282.11'	60.00'	S 56°33'04"E	N57°20'14"E



SCHULER & ASSOCIATES, INC.  
LAND SURVEYORS & ENGINEERS  
2711 N. MASON ST., SUITE F, APPLETON, WI 54914

PREPARED FOR:  
MEIERS BUILDERS  
4875 MELMAR CT.  
APPLETON, WI 54913

L-16-4433  
SHEET 1 OF 3

CERTIFIED SURVEY MAP NO. \_\_\_\_\_

**SURVEYOR'S CERTIFICATE:**

I, MICHAEL J. FRANK, PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY:  
THAT I HAVE SURVEYED, DIVIDED, MAPPED, UNDER THE DIRECTION OF THE OWNERS OF SAID LAND, ALL OF LOT ONE (1),  
GLACIER RIDGE, BEING LOCATED IN THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 AND THE NORTHWEST 1/4 OF THE  
SOUTHEAST 1/4 OF SECTION 36, TOWNSHIP 22 NORTH, RANGE 17 EAST, CITY OF APPLETON, OUTAGAMIE CO. WISCONSIN AND BEING DESCRIBED AS FOLLOWS:

COMMENCING AT THE EAST 1/4 OF SAID SECTION 36; THENCE NORTH 89 DEGREES 38 MINUTES 25 SECONDS WEST,  
ALONG THE NORTH LINE OF THE SOUTHEAST 1/4 OF SAID SECTION 36, A DISTANCE OF 1174.83 FEET; THENCE SOUTH 00  
DEGREES 23 MINUTES 35 SECONDS WEST 33.00 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 89 DEGREES 36  
MINUTES 25 SECONDS EAST, ALONG THE SOUTH RIGHT-OF-WAY LINE OF WERNER ROAD, 518.48 FEET; THENCE SOUTH  
00 DEGREES 07 MINUTES 29 SECONDS WEST, ALONG THE EAST LINE OF SAID LOT 1, 400.00 FEET; THENCE NORTH 84  
DEGREES 35 MINUTES 29 SECONDS WEST, ALONG THE SOUTH LINE OF SAID LOT ONE (1), A DISTANCE OF 400.00 FEET;  
THENCE NORTH 64 DEGREES 38 MINUTES 37 SECONDS WEST, ALONG THE WESTERLY LINE OF SAID LOT ONE (1), A  
DISTANCE OF 145.00 FEET; THENCE NORTH 36 DEGREES 01 MINUTES 42 SECONDS WEST, ALONG THE WESTERLY LINE  
OF SAID LOT ONE (1), A DISTANCE OF 280.91 FEET; THENCE NORTH 55 DEGREES 52 MINUTES 37 SECONDS EAST, ALONG  
THE SOUTHERLY RIGHT-OF-WAY LINE OF WERNER ROAD, 40.00 FEET; THENCE NORTHEASTERLY, ALONG SAID  
SOUTHERLY RIGHT-OF-WAY LINE, 160.85 FEET ALONG THE ARC OF CURVE TO THE RIGHT, HAVING A RADIUS OF 287.00  
FEET AND A CHORD THAT BEARS NORTH 73 DEGREES 08 MINUTES 08 SECONDS EAST 158.42 FEET TO THE POINT OF  
BEGINNING, CONTAINING 224,034 SQUARE FEET (5.143 ACRES) OF LAND, MORE OR LESS AND SUBJECT TO ALL  
EASEMENTS AND RESTRICTIONS OF RECORD.

THAT THIS MAP IS A CORRECT REPRESENTATION OF THE EXTERIOR BOUNDARY LINES OF THE LAND SURVEYED AND  
THE DIVISION OF THAT LAND.

THAT I HAVE FULLY COMPLIED WITH THE PROVISIONS OF CHAPTER 236.34 OF THE WISCONSIN STATUTES AND THE  
SUBDIVISION REGULATIONS OF CITY OF APPLETON IN SURVEYING, DIVIDING, AND MAPPING THE SAME.

DATED THIS 25<sup>th</sup> DAY OF July, 2016

Michael J. Frank  
MICHAEL J. FRANK  
WISCONSIN PROFESSIONAL LAND SURVEYOR S-2123

**CITY OF APPLETON APPROVAL:**

APPROVED BY THE CITY OF APPLETON, ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2016

MAYOR \_\_\_\_\_ DATE \_\_\_\_\_ CITY CLERK \_\_\_\_\_ DATE \_\_\_\_\_

**TREASURER'S CERTIFICATE:**

WE HEREBY CERTIFY THAT THERE ARE NO UNPAID TAXES OR SPECIAL ASSESSMENTS ON ANY OF THE LANDS INCLUDED  
IN THIS CERTIFIED SURVEY MAP.

COUNTY TREASURER \_\_\_\_\_ DATE \_\_\_\_\_ CITY TREASURER \_\_\_\_\_ DATE \_\_\_\_\_

THIS CERTIFIED SURVEY MAP IS CONTAINED WHOLLY WITHIN THE PROPERTY DESCRIBED IN THE FOLLOWING RECORDED  
INSTRUMENTS:

THIS CERTIFIED SURVEY MAP IS PART OF TAX PARCEL NUMBER 311930001, THE PROPERTY OWNER OF RECORD IS  
KUREY RIDGE LLC.



L-16-4433  
SHEET 2 OF 3



CERTIFIED SURVEY MAP NO. \_\_\_\_\_

**CORPORATE OWNER'S CERTIFICATE:**

KUREY RIDGE LLC, A LIMITED LIABILITY COMPANY DULY ORGANIZED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF WISCONSIN, AS OWNER DOES HEREBY CERTIFY THAT SAID LIMITED LIABILITY COMPANY CAUSED THE LAND DESCRIBED ON THIS CERTIFIED SURVEY MAP TO BE SURVEYED, DIVIDED AND MAPPED AS REPRESENTED ON THIS CERTIFIED SURVEY MAP.

IN WITNESS WHERE OF, KUREY RIDGE LLC HAS CAUSED THESE PRESENTS TO BE SIGNED BY  
ROBERT A. DE BRUIN AT \_\_\_\_\_

WISCONSIN, ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2016.

\_\_\_\_\_  
ROBERT A. DE BRUIN, MANAGING MEMBER

STATE OF WISCONSIN)

\_\_\_\_\_  
ss.  
COUNTY)



PERSONALLY CAME BEFORE ME THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2016,  
ROBERT A DE BRUIN, OF KUREY RIDGE LLC, TO ME KNOWN TO BE THE PERSON WHO EXECUTED THE  
FOREGOING INSTRUMENT, AND TO ME KNOWN TO BE SUCH MANAGING MEMBER, OF THE ABOVE NAMED  
LIMITED LIABILITY COMPANY AND ACKNOWLEDGE THAT HE EXECUTED THE FOREGOING INSTRUMENT AS  
SUCH OFFICER AS THE DEED OF SAID LIMITED LIABILITY COMPANY, BY ITS AUTHORITY.

\_\_\_\_\_  
NOTARY PUBLIC, \_\_\_\_\_, WISCONSIN

MY COMMISSION EXPIRES \_\_\_\_\_

**UTILITY EASEMENT PROVISIONS**

AN EASEMENT FOR ELECTRIC, NATURAL GAS, AND COMMUNICATIONS SERVICE IS HEREBY GRANTED BY  
KUREY RIDGE LLC, GRANTOR, TO

WISCONSIN ELECTRIC POWER COMPANY, A WISCONSIN CORPORATION DOING BUSINESS AS WE ENERGIES,  
GRANTEE,  
WISCONSIN BELL, INC. D/B/A AT&T, A WISCONSIN CORPORATION, GRANTEE, AND TIME WARNER  
ENTERTAINMENT COMPANY, L.P., GRANTEE

THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, TO CONSTRUCT, INSTALL, OPERATE, REPAIR, MAINTAIN  
AND REPLACE FROM TIME TO TIME, FACILITIES USED IN CONNECTION WITH OVERHEAD AND UNDERGROUND  
TRANSMISSION AND DISTRIBUTION OF ELECTRICITY AND ELECTRIC ENERGY, NATURAL GAS, TELEPHONE  
AND CABLE TV FACILITIES FOR SUCH PURPOSES AS THE SAME IS NOW OR MAY HEREAFTER BE USED, ALL  
IN, OVER, UNDER, ACROSS, ALONG AND UPON THE PROPERTY SHOWN WITHIN THOSE AREAS ON THE PLAT  
DESIGNATED AS "UTILITY EASEMENT AREAS" AND THE PROPERTY DESIGNATED ON THE PLAT FOR STREETS  
AND ALLEYS, WHETHER PUBLIC OR PRIVATE, TOGETHER WITH THE RIGHT TO INSTALL SERVICE  
CONNECTIONS UPON, ACROSS WITHIN AND BENEATH THE SURFACE OF EACH LOT TO SERVE  
IMPROVEMENTS, THERON, OR ON ADJACENT LOTS; ALSO THE RIGHT TO TRIM OR CUT DOWN TREES, BRUSH  
AND ROOTS AS MAY BE REASONABLY REQUIRED INCIDENT TO THE RIGHTS HEREIN GIVEN, AND THE RIGHT  
TO ENTER UPON THE SUBDIVIDED PROPERTY FOR ALL SUCH PURPOSES. THE GRANTEES AGREE TO  
RESTORE OR CAUSE TO HAVE RESTORED, THE PROPERTY, AS NEARLY AS IS REASONABLY POSSIBLE, TO  
THE CONDITION EXISTING PRIOR TO SUCH ENTRY BY THE GRANTEES OR THEIR AGENTS. THIS  
RESTORATION, HOWEVER, DOES NOT APPLY TO THE INITIAL INSTALLATION OF SAID UNDERGROUND AND/OR  
ABOVE GROUND ELECTRIC FACILITIES, NATURAL GAS FACILITIES, OR TELEPHONE AND CABLE TV FACILITIES  
OR TO ANY TREES, BRUSH OR ROOTS WHICH MAY BE REMOVED AT ANY TIME PURSUANT TO THE RIGHTS  
HEREIN GRANTED. STRUCTURES SHALL NOT BE PLACED OVER GRANTEES' FACILITIES OR IN, UPON OR  
OVER THE PROPERTY WITHIN THE LINES MARKED "UTILITY EASEMENT AREAS" WITHOUT THE PRIOR  
WRITTEN CONSENT OF GRANTEES. AFTER INSTALLATION OF ANY SUCH FACILITIES, THE GRADE OF THE  
SUBDIVIDED PROPERTY SHALL NOT BE ALTERED BY MORE THAN SIX INCHES WITHOUT WRITTEN CONSENT  
OF GRANTEES.

THE GRANT OF EASEMENT SHALL BE BINDING UPON AND INURE TO THE BENEFIT OF THE HEIRS,  
SUCCESSORS AND ASSIGNS OF ALL PARTIES HERETO.

\_\_\_\_\_  
ROBERT A. DE BRUIN, MANAGING MEMBER



## REPORT TO CITY PLAN COMMISSION

**Plan Commission Public Hearing Meeting Date:** August 22, 2016

**Common Council Meeting Date:** September 7, 2016

**Item:** Special Use Permit #4-16 for a brewpub and restaurant with outdoor seating with alcohol sales and service

**Case Manager:** Don Harp

### GENERAL INFORMATION

**Owner/Applicant:** Bernard and Dorri Schmidt (owners/applicants)

**Address/Parcel #:** 1216 East Wisconsin Avenue / 31-1-2791-00

**Petitioner's Request:** The applicant is requesting a Special Use to permit the sale and service of alcohol for on-site consumption in conjunction with a brewpub and restaurant with outdoor seating.

### BACKGROUND

Building permit B16-0503 was issued on July 11, 2016 for interior alternations to this building.

On December 2, 2015, the Safety and Licensing Committee held taking action on the "Class B" Beer/Liquor license for the subject site (4,200 square foot bar/restaurant including a 300 square foot patio on the west side of the building).

### STAFF ANALYSIS

**Previous Occupant:** The existing building was previously occupied by the Moose Lodge 367 which was issued a "Class B" Beer/Liquor License for on-site consumption of alcohol.

**Existing Site Conditions:** The property is developed with an existing building and off-street surface parking. This request will not increase building footprint or tenant capacity and, therefore, does not require additional off-street parking spaces because the intensity of the use remains the same.

**Operational Information:** See attached Plan of Operation and Locational Information.

**Proposed Outdoor Seating Area:** The proposed outdoor seating area with alcohol sales and service is located on the west side of the building. Access to the outdoor seating area will be from inside the building only. The outdoor seating area is enclosed with a six (6) feet high decorative fence.

**Off-Street Parking Requirements:** The off-street parking requirements for a bar/restaurant is one (1) parking space for each three (3) persons allowed based on maximum capacity. Based upon the development plan, the building will be posted for a maximum of 90 occupants. The development plan shows 32 off-street parking spaces; therefore, the minimum off-street parking requirements are met.



**Ordinance Requirements:** In order to permit the sale of alcohol for on-site consumption in conjunction with a brewpub and restaurant with outdoor seating, the Plan Commission makes a recommendation to the Common Council who will make the final decision on the Special Use Permit. A 2/3 vote of the Common Council is required for approval.

**Surrounding Zoning and Land Uses:**

North: R-1B Single-Family District – Residential uses  
South: C-2 General Commercial District – Commercial uses  
West: M-2 General Industrial District – Industrial use  
East: C-2 General Commercial District – Commercial uses

**2010-2030 Comprehensive Plan:** The 2010-2030 Future Land Use Map currently represents the subject site as commercial. The subject parcel is currently zoned C-2 General Commercial District. The proposed use is consistent with the purpose of the C-2 General Commercial District and goals and objectives of the City's Comprehensive Plan:

**Sec. 23-113. C-2 General Commercial District.**

- **Purpose.** This district is intended to provide for businesses which serve city and regional markets, provide goods and services to other businesses, as well as consumers, provide services to automobiles and serve the traveling public.

**Overall Community Goals**

- **Goal 1 – Community Growth** (Chapter 10 – Land Use)  
Appleton will continue to provide opportunities for residential, commercial and industrial growth, including appropriate redevelopment sites within the downtown and existing neighborhoods and greenfield development sites at the City's edge.
- **Goal 8 – Economic Development** (Chapter 9)  
Appleton will pursue economic development that brings good jobs to the area and supports the vitality of its industrial areas, downtown, and neighborhood business districts.

**Economic Development Element**

- 9.1 OBJECTIVE: Grow Appleton's business community through recruitment, expansion, and retention programs that ensure a diverse business mix and jobs that pay well.
- 9.1.2 Work with the existing business community to help identify and tap opportunities for expansion.

**Finding of Fact:** Prior to the granting of any special use permit, the Plan Commission may recommend and the Common Council may place such conditions and restrictions upon the establishment, location, construction, maintenance and method, or hours of operation of the special use as is deemed necessary for the protection of the public interest and to secure compliance with the standards specified in 23-66 (e)(1-6).

This proposed use appears to be consistent with the above-mentioned findings of fact and goals and objectives and is located along a major corridor of the City that contains existing industrial, retail, personal and professional services. This proposed use serves to expand the range of goods and services provided in the area and facilitates viability of the commercial corridor.

**Technical Review Group Report (TRG):** This item was discussed at the August 2, 2016 Technical Review Group meeting. No negative comments were received from participating departments.

### **RECOMMENDATION**

Staff recommends, based on the above, that Special Use Permit #4-16 for a brewpub and restaurant with outdoor seating with alcohol sales and service, **BE APPROVED**, as shown on the attached maps and per attached plan of operation, to run with the land, subject to the following conditions:

1. Any deviations from the approved Development Plan may require a major or minor amendment request to this Special Use Permit pursuant to Section 23-66(g) of the Zoning Ordinance.
2. Compliance with the Operational Plan is required at all times. Changes to the Operational Plan shall be submitted to the Community and Economic Development Department for review and approval.
3. The use shall conform to the standards established in Chapter 9, Article III, Alcoholic Beverages, of the Appleton Municipal Code.
4. All applicable Codes, Ordinances and regulations, including but not limited to, Fire, Building and Health Codes and the Noise Ordinance, shall be complied with.

TAVERN AND/OR RESTAURANT WITH ALCOHOL SALES  
PLAN OF OPERATION AND LOCATIONAL INFORMATION

**Business Information:**

Name of business: Dairyland Brew Pub

Years in operation: 0

Percentage of business derived from restaurant service: 45 %

Type of proposed establishment (detailed explanation of business):

Brew Pub with 24 craft beers draft,  
serving food to our patrons.

**Proposed Hours of Operation for Indoor Uses:**

Day	From	To
Week Day	11 AM	2:00 AM
Friday	11 AM	2:30 AM
Saturday	11 AM	2:30 AM
Sunday	11 AM	2:00 AM

**Building Capacity and Area:**

Maximum number of persons permitted to occupy the building or tenant space as determined by the International Building Code (IBC) or the International Fire Code (IFC), whichever is more restrictive: \_\_\_\_\_ persons

Gross floor area of the existing building(s): 4200 sq building

Gross floor area of the proposed building(s): 4200 sq building

**Describe Any Potential Noise Emanating From the Proposed Use:**

Describe the noise levels anticipated from all equipment or other mechanical sources:

Acoustic tiles and carpet to reduce noise  
from music entertainment.

Describe how the crowd noise will be controlled inside and outside the building:

Staff + security cameras will monitor this.

If off-street parking is available for the business, describe how noise from the parking lot will be controlled:

Staff + security cameras

#### Outdoor Uses:

Location, type, size and design of outdoor facilities:

~~12 x 20~~ 12 x 20 patio

Type and height of screening of plantings/fencing/gating:

6 ft high fence

Is there any alcohol service incorporated in this outdoor facility proposal? Yes ☒ No ☐

Are there plans for outdoor music/entertainment? Yes ☒ No ☐ future event

If yes, describe how the noise will be controlled:

Staff + security managed.

Is there any food service incorporated in this outdoor facility proposal? Yes ☒ No ☐

eating dinners outside

#### Proposed Hours of Operation for Outdoor Uses:

Day	From	To
Week Day	11 AM	2:00 AM
Friday	11 AM	2:30 AM
Saturday	11 AM	2:30 AM
Sunday	11 AM	2:00 AM

**Outdoor Lighting:**

Type: Wall mounted lights on Outside building

Location: outside a fix all parking lights.

**Off-Street Parking:**

Number of spaces existing: \_\_\_\_\_

Number of spaces proposed: \_\_\_\_\_

**Other Licensed Premises:**

The number of licensed premises within the immediate geographic area of the proposed location will be considered in order to avoid an undue concentration that may have the potential of creating public safety problems or deterring neighborhood development.

List nearby licensed premises:

Scuba's Pool House  
\_\_\_\_\_  
\_\_\_\_\_

**Number of Employees:**

Number of existing employees: 3

Number of proposed employees: 10-15

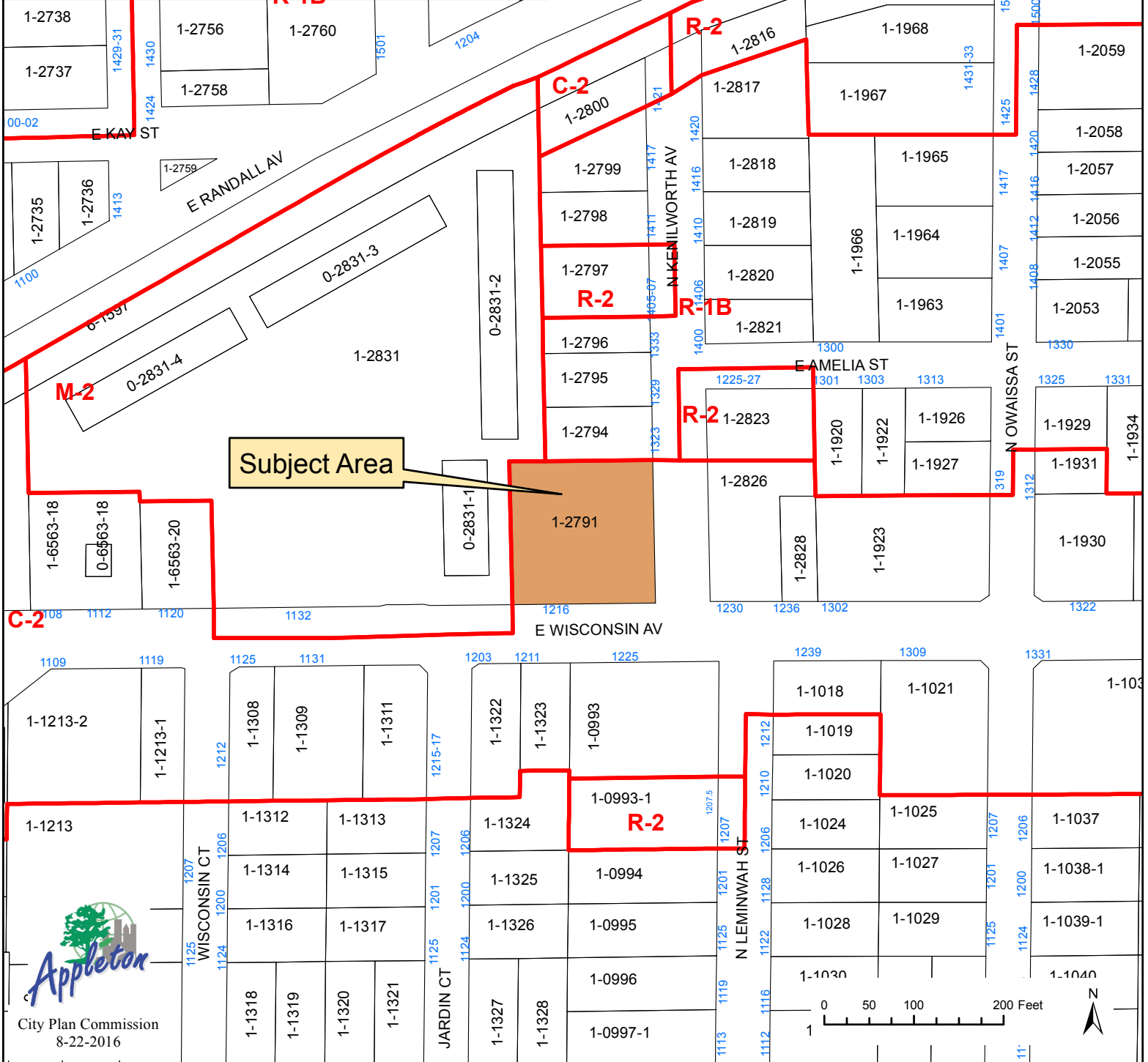
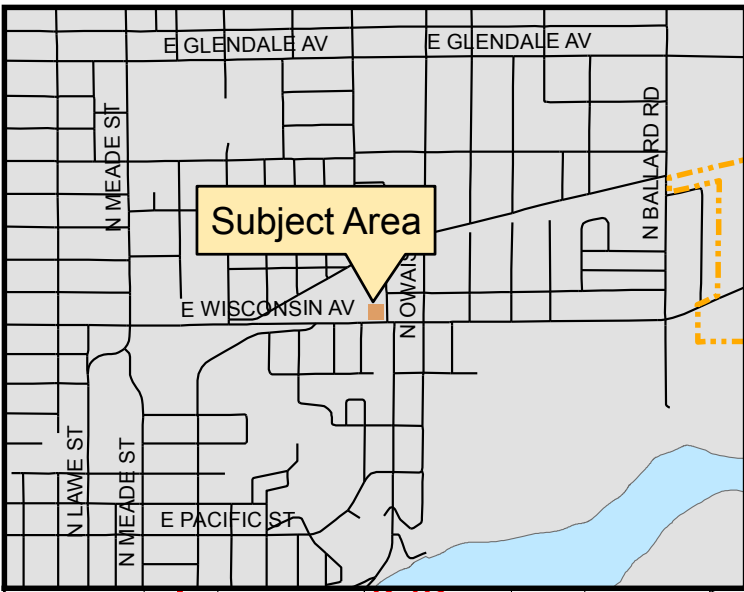
Number of employees scheduled to work on the largest shift: 6-7



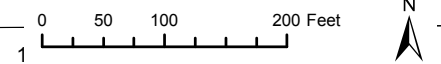
1216 E. Wisconsin Ave - Special Use Permit  
Brewpub/Restaurant and outdoor patio  
with Alcohol Sales  
Zoning/Vicinity Map

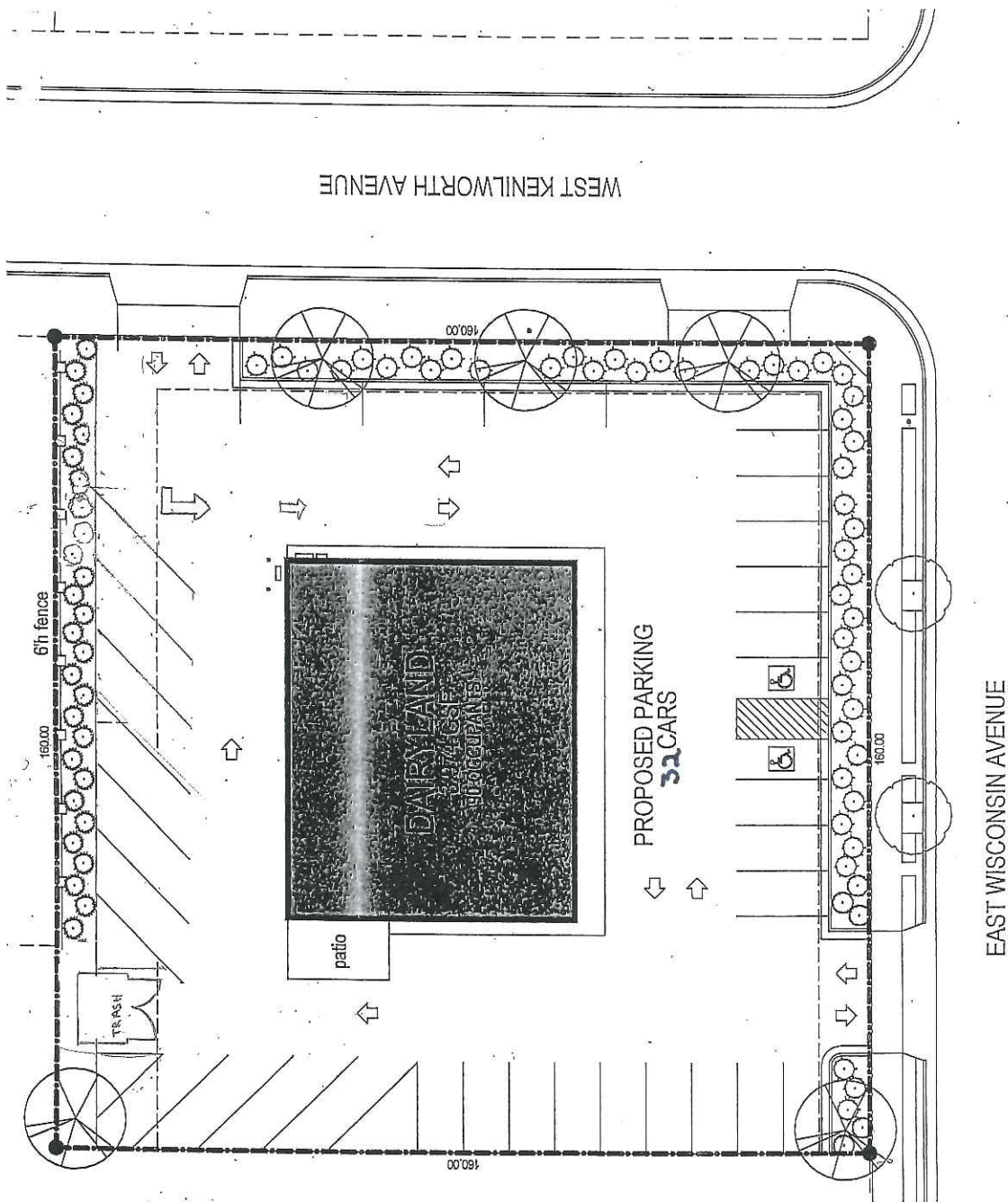
Subject Area

Subject Area



City Plan Commission  
8-22-2016



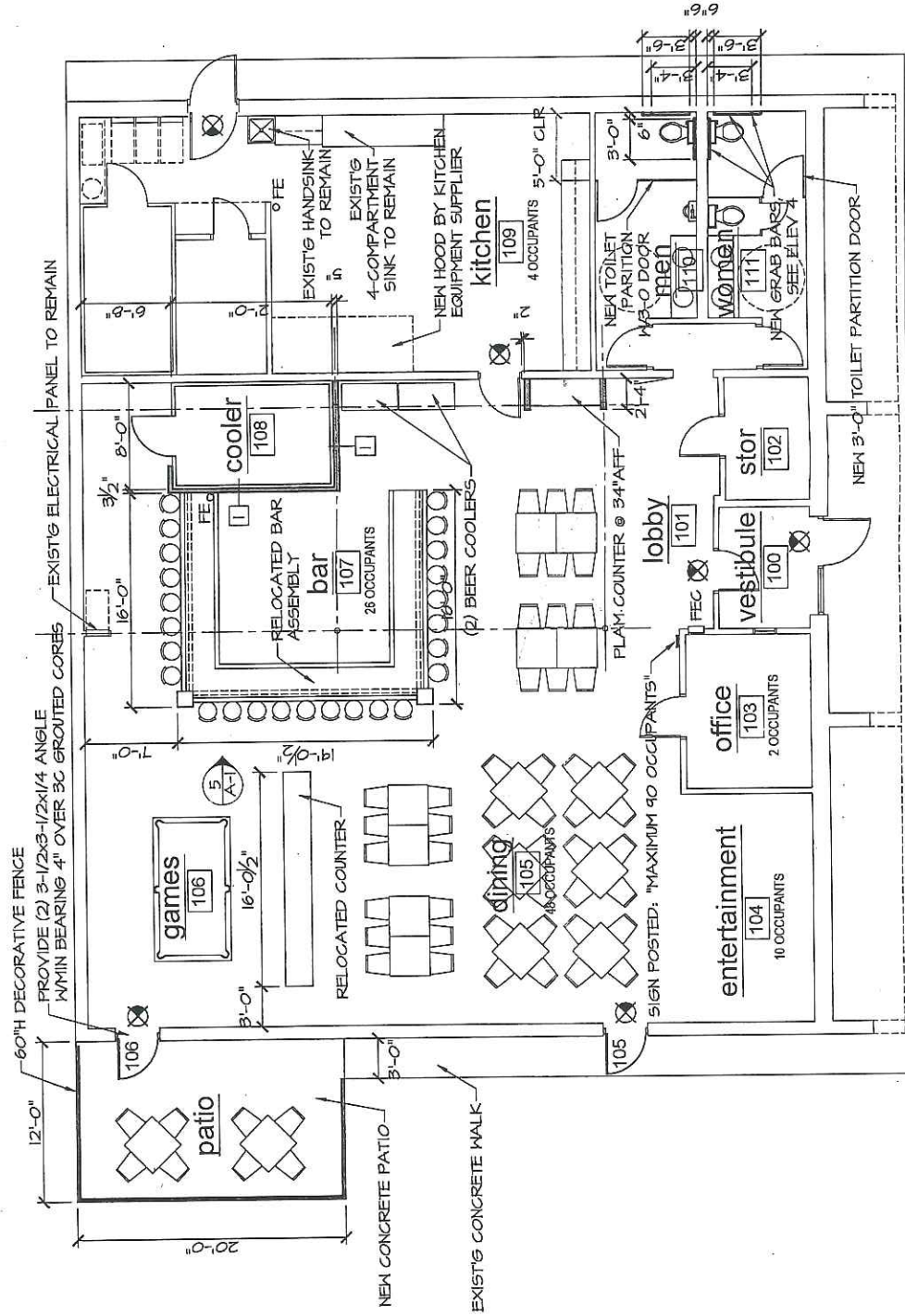


1 SITE PLAN  
A-1  
SCALE: 1" = 20'-0"

Special Use Permit for a Brewpub/Restaurant  
with Alcohol Sales  
1216 E Wisconsin Ave



City Plan Commission  
8-22-16



**MAIN FLOOR PLAN**  
 SCALE: 1/8" = 1'-0"

Special Use Permit for a Brewpub/Restaurant  
 with Alcohol Sales  
 1216 E Wisconsin Ave



Item	Description	Qty./	Unit	#1 - Great Lakes TV Seal, Inc.		#2 - Michels Corporation	
				Unit Price/\$	Total/\$	Unit Price/\$	Total/\$
Sanitary Sewer							
1.	Gillett St.	1	each	\$ 2,950.00	\$ 2,950.00	\$ 3,690.00	\$ 3,690.00
2.	Brewster St.	1	each	\$ 2,575.00	\$ 2,575.00	\$ 3,037.00	\$ 3,037.00
3.	Edgewood Ave.	1	each	\$ 2,500.00	\$ 2,500.00	\$ 2,318.00	\$ 2,318.00
4.	Packard St	1	each	\$ 3,500.00	\$ 3,500.00	\$ 5,022.00	\$ 5,022.00
5.	Bennett St.	1	each	\$ 2,200.00	\$ 2,200.00	\$ 2,302.00	\$ 2,302.00
6.	Lorain St.	1	each	\$ 2,000.00	\$ 2,000.00	\$ 1,545.00	\$ 1,545.00
7.	Winnabago St.	1	each	\$ 1,800.00	\$ 1,800.00	\$ 2,480.00	\$ 2,480.00
8.	Badger Ave.	1	each	\$ 2,850.00	\$ 2,850.00	\$ 3,042.00	\$ 3,042.00
9.	Summit St	1	each	\$ 1,800.00	\$ 1,800.00	\$ 1,731.00	\$ 1,731.00
10.	Story St.	1	each	\$ 1,550.00	\$ 1,550.00	\$ 1,617.00	\$ 1,617.00
11.	Spring St.	1	each	\$ 1,800.00	\$ 1,800.00	\$ 1,758.00	\$ 1,758.00
12.	Jackman St.	1	each	\$ 1,650.00	\$ 1,650.00	\$ 1,718.00	\$ 1,718.00
13.	Seymour St.	1	each	\$ 3,400.00	\$ 3,400.00	\$ 3,752.00	\$ 3,752.00
14.	Meade St.	1	each	\$ 2,600.00	\$ 2,600.00	\$ 4,945.00	\$ 4,945.00
15.	Randall St.	1	each	\$ 2,600.00	\$ 2,600.00	\$ 2,345.00	\$ 2,345.00
16.	Durkee St	1	each	\$ 1,750.00	\$ 1,750.00	\$ 2,366.00	\$ 2,366.00
17.	Morrison St	1	each	\$ 1,250.00	\$ 1,250.00	\$ 1,638.00	\$ 1,638.00
18.	Lawrence St	1	each	\$ 2,500.00	\$ 2,500.00	\$ 3,275.00	\$ 3,275.00
19.	Maple St.	1	each	\$ 1,250.00	\$ 1,250.00	\$ 1,638.00	\$ 1,638.00
20.	Meade St.	1	each	\$ 1,900.00	\$ 1,900.00	\$ 2,339.00	\$ 2,339.00
21.	John St.	1	each	\$ 1,850.00	\$ 1,850.00	\$ 1,670.00	\$ 1,670.00
22.	John St.	1	each	\$ 1,350.00	\$ 1,350.00	\$ 1,670.00	\$ 1,670.00
23.	Commercial St.	1	each	\$ 5,200.00	\$ 5,200.00	\$ 8,870.00	\$ 8,870.00
24.	Marquette St.	1	each	\$ 2,400.00	\$ 2,400.00	\$ 6,632.00	\$ 6,632.00
25.	Mason St.	1	each	\$ 2,500.00	\$ 2,500.00	\$ 6,632.00	\$ 6,632.00
26.	Harris St.	1	each	\$ 5,600.00	\$ 5,600.00	\$ 9,954.00	\$ 9,954.00
27.	Oklahoma St.	1	each	\$ 2,500.00	\$ 2,500.00	\$ 7,463.00	\$ 7,463.00
28.	River Dr. west end	1	each	\$ 3,000.00	\$ 3,000.00	\$ 6,633.00	\$ 6,633.00
29.	Commercial St..	1	each	\$ 3,600.00	\$ 3,600.00	\$ 8,708.00	\$ 8,708.00
30.	Alexander St.	1	each	\$ 3,000.00	\$ 3,000.00	\$ 6,634.00	\$ 6,634.00
31.	John St.	1	each	\$ 3,450.00	\$ 3,450.00	\$ 6,634.00	\$ 6,634.00
32.	Grant St.	1	each	\$ 650.00	\$ 650.00	\$ 830.00	\$ 830.00
33.	Weiland Ave.	1	each	\$ 3,200.00	\$ 3,200.00	\$ 6,323.00	\$ 6,323.00
34.	Nichols St.	1	each	\$ 950.00	\$ 950.00	\$ 2,446.00	\$ 2,446.00
35.	Pershing St.	1	each	\$ 1,450.00	\$ 1,450.00	\$ 2,252.00	\$ 2,252.00
36.	Birchwood Ave.	1	each	\$ 695.00	\$ 695.00	\$ 2,332.00	\$ 2,332.00
37.	Foster St.	1	each	\$ 900.00	\$ 900.00	\$ 1,400.00	\$ 1,400.00
38.	Brewster St	1	each	\$ 495.00	\$ 495.00	\$ 1,480.00	\$ 1,480.00
39.	Badger Ave.	1	each	\$ 2,300.00	\$ 2,300.00	\$ 5,426.00	\$ 5,426.00
40.	Esmnt in Pierce Park	1	each	\$ 950.00	\$ 950.00	\$ 898.00	\$ 898.00

Item	Description Storm Sewer	Qty./	Unit	#1 - Great Lakes TV Seal, Inc.		#2 - Michels Corporation	
				Unit Price/\$	Total/\$	Unit Price/\$	Total/\$
41.	Second St.	1	each	\$ 2,150.00	\$ 2,150.00	\$ 6,554.00	\$ 6,554.00
42.	Seminole Dr.	1	each	\$ 3,400.00	\$ 3,400.00	\$ 9,896.00	\$ 9,896.00
43.	Hycrest Dr.	1	each	\$ 3,050.00	\$ 3,050.00	\$ 3,598.00	\$ 3,598.00
44.	Esmnt Fairview St.	1	each	\$ 9,500.00	\$ 9,500.00	\$ 12,043.00	\$ 12,043.00
45.	Memorial Dr.	1	each	\$ 3,700.00	\$ 3,700.00	\$ 3,436.00	\$ 3,436.00
46.	Clark St.	1	each	\$ 1,950.00	\$ 1,950.00	\$ 2,756.00	\$ 2,756.00
47.	Parkway Blvd.	1	each	\$ 3,200.00	\$ 3,200.00	\$ 10,308.00	\$ 10,308.00
48.	Alley n/o College Ave.	1	each	\$ 4,200.00	\$ 4,200.00	\$ 4,851.00	\$ 4,851.00
49.	Verbrick St.	1	each	\$ 2,400.00	\$ 2,400.00	\$ 3,342.00	\$ 3,342.00
50.	Morrison St.	1	each	\$ 8,000.00	\$ 8,000.00	\$ 10,363.00	\$ 10,363.00
51.	Lawe St.	1	each	\$ 2,000.00	\$ 2,000.00	\$ 4,410.00	\$ 4,410.00
52.	Jefferson St.	1	each	\$ 7,000.00	\$ 7,000.00	\$ 14,540.00	\$ 14,540.00
53.	Jefferson St.	1	each	\$ 2,700.00	\$ 2,700.00	\$ 3,681.00	\$ 3,681.00
54.	Madison St.	1	each	\$ 2,600.00	\$ 2,600.00	\$ 3,042.00	\$ 3,042.00
55.	Viola St.	1	each	\$ 2,700.00	\$ 2,700.00	\$ 3,506.00	\$ 3,506.00
56.	Atlantic St.	1	each	\$ 5,000.00	\$ 5,000.00	\$ 3,506.00	\$ 3,506.00
57.	Reid Golf Course	1	each	\$ 3,950.00	\$ 3,950.00	\$ 6,670.00	\$ 6,670.00
58.	Sylvan Ave.	1	each	\$ 2,300.00	\$ 2,300.00	\$ 1,815.00	\$ 1,815.00
59.	Baker Tilly Storm Lateral - Enterprise Ave.	1	each	\$ 2,550.00	\$ 2,550.00	\$ 3,042.00	\$ 3,042.00
60.	Glendale Ave.	1	each	\$ 1,150.00	\$ 1,150.00	\$ 3,360.00	\$ 3,360.00
61.	Partridge Ct. s/leg	1	each	\$ 1,250.00	\$ 1,250.00	\$ 2,127.00	\$ 2,127.00
62.	Ravenswood Ct.	1	each	\$ 650.00	\$ 650.00	\$ 1,488.00	\$ 1,488.00
63.	Rainbow Ct.	1	each	\$ 650.00	\$ 650.00	\$ 744.00	\$ 744.00
64.	Rainbow Ct.	1	each	\$ 950.00	\$ 950.00	\$ 1,488.00	\$ 1,488.00
65.	Strawberry La. n/leg	1	each	\$ 950.00	\$ 950.00	\$ 1,488.00	\$ 1,488.00
66.	Esmnt n/o Newberry St.	1	each	\$ 1,250.00	\$ 1,250.00	\$ 1,488.00	\$ 1,488.00
67.	Joint Sealing Grout	300	gals	\$ 13.40	\$ 4,020.00	\$ 19.00	\$ 5,700.00
68.	Extra Hours	20	each	\$ 225.00	\$ 4,500.00	\$ 446.00	\$ 8,920.00
69.	Wastewater Treatment Plant Easement	1	each	\$ 2,750.00	\$ 2,750.00	\$ 14,186.00	\$ 14,186.00
TOTAL OF ITEMS 1 - 69:				\$	180,935.00	\$	299,793.00



**AN ORDINANCE AMENDING SECTION 9-75(a) OF CHAPTER 9 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO CLASSES OF LICENSES; FEES.**

(Safety and Licensing Committee – 8-17-16)

The Common Council of the City of Appleton does ordain as follows:

**Section 1:** That Section 9-75(a) of Chapter 9 of the Municipal Code of the City of Appleton, relating to classes of licenses; fees, is hereby amended to read as follows:

**Sec. 9-75. Classes of licenses; fees.**

(a) There shall be the following classes of licenses, which, when issued by the City Clerk under the authority of the Common Council, after payment of the fee, the amount of which is on file in the City Clerk's Office, shall permit the holder to sell, deal or traffic in intoxicating liquor or fermented malt beverages as provided in W.S.A. §125.25, §125.26, §125.27, §125.28 and §125.51.

- (1) Class "A" fermented malt beverage retail license.
- (2) Class "B" fermented malt beverage retail license.
- (3) "Class A" intoxicating liquor retail license.
- (4) "Class B" intoxicating liquor retail license.

a. If the City has granted or issued a number of licenses equal to or exceeding the quota established under W.S.A. §125.51, the City may still issue a license for any of the following:

1. A full service restaurant that has seating for three hundred (300) or more persons.
  - a. The principal business during all hours of operation must be that of a restaurant which serve meals that are primarily prepared individually and served to customers at their table by waitstaff.
  - b. At any given time, three hundred (300) or more persons must be able to be seated for meal service.
  - c. The seating area shall not include outdoor seating, any bar area or any area regularly used for entertainment.
  - d. The business shall only be held out and advertised to the public as a restaurant.

- e. Any establishment representing itself as a full service restaurant under this subsection shall maintain that status throughout the license period. If the establishment does not maintain its status, the license shall be revoked or not renewed. The burden is on the license holder to provide evidence that the principal business is a full service restaurant that has seating for three hundred (300) or more persons.
2. A hotel that has fifty (50) or more rooms of sleeping accommodations and that has either an attached restaurant with seating for one hundred fifty (150) or more persons or a banquet room in which banquets attended by four hundred (400) or more persons may be held.
- a. At any given time, one hundred fifty (150) or more persons must be able to be seated for meal service in any attached restaurant.
  - b. The seating area for a restaurant shall not include outdoor seating, any bar area or any area regularly used for entertainment.
  - c. Any establishment representing itself under this subsection shall maintain that status throughout the license period. If the establishment does not maintain its status, the license shall be revoked or not renewed. The burden is on the license holder to provide evidence that the principal business is a hotel that has fifty (50) or more rooms of sleeping accommodations and that the hotel has either an attached restaurant with seating for one hundred fifty (150) or more persons or a banquet room in which banquets attended by four hundred (400) or more persons may be held.
3. An opera house or theater for the performance arts operated by a nonprofit organization as defined in W.S.A. §134.695(1)(am).
- a. The sale of intoxicating beverages shall only be for consumption on the premises and only in connection with ticketed performances.
  - b. Any establishment representing itself under this subsection shall maintain that status throughout the license period. If the establishment does not maintain its status, the license shall be revoked or not renewed. The burden is on the license holder to provide evidence that the principal business is an opera house or theater for the performance of arts

operated by a nonprofit organization.

- (5) Reserve “Class B” intoxicating liquor retail license.
  - a. The number of reserve “class B” intoxicating liquor licenses shall be determined pursuant to W.S.A. §125.51(4)(br).
  - b. A reserve “class B” license cannot be transferred to another place or premises.
- (6) “Class C” wine retail license.
- (7) Provisional retail license.
  - a. A provisional retail license may be issued by the City Clerk to a person who has applied for a Class “A”, Class “B” or “Class C” license and authorizes only the activities that the type of retail license applied for authorizes.
  - b. A provisional license may not be issued to any person who has been denied a retail license.
  - c. The provisional license expires sixty (60) days after its issuance, when a license under subsection a. is issued to the applicant or upon written notice that the Common Council denied the applicant a license, whichever is sooner.
  - d. Persons are limited to one (1) provisional license for each type of license applied for by the holder per year.
- (8) Wholesaler’s fermented malt beverage license.
- (9) Picnic license. A single meeting license may be issued to eligible organizations pursuant to W.S.A. §125.26(6) for a fee of ten dollars (\$10.00). Said license may be issued by the City Clerk upon approval of the appropriate departments and the Safety and Licensing Committee, and after the application has been on file in the City Clerk’s office for ten (10) business days. Any application requesting an open concept license must be approved by the Common Council.
- (10) Operator's license.
  - a. An operator’s license shall be valid for a two- (2-) year period and shall expire on June 30.
  - b. The Clerk shall issue a photo identification card for operator’s licenses. Lost or stolen licenses may be replaced for a fee, the amount of which is on file in the City Clerk’s Office.
  - c. Each new applicant or each applicant who failed to renew the license shall successfully complete an approved bartender’s

awareness program prior to the issuance of an operator's license, unless the applicant meets one of the requirements listed on W.S.A. §125.185(6).

(11) Provisional operator's license.

- a. A provisional operator's license may be issued by the City Clerk to a person who has applied for a beverage operator's license under subsection (10) above.
- b. A provisional license may not be issued to any person who has been denied an operator's license.
- c. The provisional license expires sixty (60) days after its issuance, when a license under subsection a. is issued to the applicant or upon written notice that the Common Council denied the applicant a license, whichever is sooner.
- d. Persons are limited to one (1) provisional license per year.

(12) Temporary operator licenses.

- a. A temporary operator's license may be issued only to operators employed by, or donating their services to, nonprofit corporations. This license may be issued by the City Clerk to a person who has applied for a temporary beverage operator's license and conforms to the requirements under subsection (10)(c) above.
- b. A temporary operator's license shall be valid for any period of one (1) day to fourteen (14) days and the period for which it is valid shall be stated on the license.
- c. No person may hold more than two (2) kinds of this license per year.

(13) Clubs as defined in W.S.A. §125.27.

**Section 2:** This ordinance shall be in full force and effect from and after its passage and publication.