



City of Appleton

100 North Appleton Street
Appleton, WI 54911-4799
www.appleton.org

Meeting Agenda - Final-revised Common Council

Wednesday, September 5, 2018

7:00 PM

Council Chambers

- 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
[18-1284](#) Common Council Meeting Minutes of August 15, 2018

Attachments: [CC Minutes 8-15-18.pdf](#)

- H. BUSINESS PRESENTED BY THE MAYOR
[18-1290](#) National Rail Safety Week Proclamation
[18-1291](#) Honoring Senator Roger Roth as a Municipal Champion

- I. PUBLIC HEARINGS

- J. SPECIAL RESOLUTIONS
[18-1281](#) Resolution Authorizing Sewer System Revenue Refunding Bonds
Attachments: [Sp Resolution-2018 Sewer Revenue Refunding Bonds.pdf](#)
[18-1282](#) Resolution Authorizing Storm Water System Revenue Bonds
Attachments: [Sp Resolution- 2018 Storm Water Revenue Bonds.pdf](#)
[18-1283](#) Resolution Authorizing General Obligation Promissory Notes, Series 2018A
Attachments: [Sp Resolution- 2018 G.O. Promissory Notes.pdf](#)

K. ESTABLISH ORDER OF THE DAY

L. COMMITTEE REPORTS

1. MINUTES OF THE MUNICIPAL SERVICES COMMITTEE

[18-1256](#) Request from Mr. Frank Schadt for a street occupancy permit to have two (2) propane fireplaces within a portion of the College Avenue sidewalk at 525 W. College Avenue be denied.

Attachments: [525 W College Ave-two propane tanks.pdf](#)

2. MINUTES OF THE SAFETY AND LICENSING COMMITTEE

[18-1213](#) Class "A" Beer License - Change of Agent of Kwik Trip #639, Shannon A. Otte, Agent, 2175 S. Memorial Drive, contingent upon approval from the Police Department.

Legislative History

8/22/18	Safety and Licensing Committee	recommended for approval
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[18-1257](#) Operator's Licenses

Attachments: [Operator's Licenses for 08-22-2018 S&L.pdf](#)

3. MINUTES OF THE CITY PLAN COMMISSION

[18-1230](#) **CRITICAL TIMING** Annual review and request to approve the Downtown Appleton Business Improvement District (BID) 2019 Operating Plan

Attachments: [StaffReport_2019BIDOperatingPlan_For08-21-18.pdf](#)

[2019 BID Operational Plan.pdf](#)

[2017 BID Annual Report.pdf](#)

[2017 BID Audit - Financial Statements.pdf](#)

[2017 BID Audit - Management Communications.pdf](#)

Legislative History

8/21/18	City Plan Commission	recommended for approval
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4. MINUTES OF THE PARKS AND RECREATION COMMITTEE

5. MINUTES OF THE FINANCE COMMITTEE

- [18-1195](#) Request to award contract to Commercial Horizons for design and engineering services for the Appleton Public Library for a contract of \$347,000. This includes \$122,961 for work completed to date and \$4,000 for site analysis specific to the Soldier Square site.

Attachments: [2018 Library Architect and Engineer.pdf](#)

Legislative History

8/6/18 Finance Committee recommended for approval

8/15/18 Common Council referred to the Finance Committee
Motion by Alderperson Croatt, seconded by Alderperson Plank to hold this item until the next Council meeting. After some discussion, Plank withdrew her second. Alderperson Coenen then seconded the Motion to hold.
Roll Call.
Motion to hold failed 3/12 with Alderpersons Williams, Coenen, & Croatt voting Aye.

This item was then referred back to the Finance Committee by Alderperson Baranowski.

8/20/18 Finance Committee held

- [18-1274](#) A Resolution authorizing and providing for the sale and issuance of \$13,840,000 General Obligation Promissory Notes, Series 2018, and all related details

Attachments: [Appleton 2018A G.O. Promissory Notes - Award Resolution.pdf](#)

- [18-1275](#) A Resolution authorizing and providing for the sale and issuance of \$3,000,000 Stormwater System Revenue Bonds, Series 2018, and all related details

Attachments: [Appleton 2018 Storm Water Revenue Bonds - Award Resolution.pdf](#)

- [18-1276](#) A Resolution authorizing and providing for the sale and issuance of \$5,400,000 Wastewater System Revenue Refunding Bonds, Series 2018, and all related details

Attachments: [Appleton 2018 Sewer Revenue Refunding Bonds - Award Resolution.pdf](#)

- [18-1022](#) Request to approve contract for Granicus services for next three years

Attachments: [2018 Granicus Contract Renewal 3yr.pdf](#)
[WI Appleton Renewal Q-23670 2018JULY23.pdf](#)
[REVISED Granicus Renewal_2018 August 16..pdf](#)

Legislative History

7/9/18 Finance Committee held

7/23/18 Finance Committee held
Second meeting in Aug

8/20/18 Finance Committee recommended for approval
Amend contract utilizing the I-Pad Option

[18-1242](#)

Request to approve the 2019 Special Assessment Policy.

Attachments: [2019 Special Assessment Policy.pdf](#)

Legislative History

8/20/18 Finance Committee recommended for approval

[18-1244](#)

Request to approve accepting the Home Depot grant in the amount of \$13,200.

Attachments: [2018 Home Depot Grant.pdf](#)

Legislative History

8/20/18 Finance Committee recommended for approval

[18-1267](#)

Request to award contract to AAR Advanced Asbestos for remediation of asbestos and lead for the Blue Ramp Demolition for a contract of \$28,640 and a contingency of 15% for a contract not-to-exceed \$32,936

Attachments: [2018 Blue Ramp Remediation.pdf](#)

Legislative History

8/20/18 Finance Committee recommended for approval

[18-1270](#)

Request to approve \$5,000 contribution to the League of Wisconsin Municipalities to support their "Close the Dark Store Loopholes" campaign. Funding would come from general fund balance.

Attachments: [League Dark Store Campaign 2018.pdf](#)

Legislative History

8/20/18 Finance Committee recommended for approval

[18-1293](#)

Request to award Unit Y-18 Evergreen Drive Storm Sewer Construction to Dorner, Inc in the amount of \$880,170 with a 5% contingency of \$44,009 for a project total not to exceed \$924,179.

Attachments: [Award of Contract Unit Y-18.pdf](#)

6. MINUTES OF THE COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE

7. MINUTES OF THE UTILITIES COMMITTEE

[18-1233](#)

Request from Ms. Rebecca Kent to have stormwater reimbursement for 303 S. Victoria Street back to January 2004 instead of 6-year timeframe that Utilities Committee and Council have previously authorized.

Attachments: [R Kent Victoria Street Stormwater Reimbursement.pdf](#)

Legislative History

8/21/18	Utilities Committee	recommended for approval
8/21/18	Utilities Committee	recommended for denial

8. MINUTES OF THE HUMAN RESOURCES & INFORMATION TECHNOLOGY COMMITTEE

[18-1240](#)

Request to approve Health Department reorganization to change the .75 fte Health Preparedness Coordinator to a 1.0 Emergency Management Coordinator.

Attachments: [Health Reorg 8-2018.pdf](#)
[Health Reorg TO 8-16-18.pdf](#)

Legislative History

8/22/18	Human Resources & Information Technology Committee	recommended for approval
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9. MINUTES OF THE FOX CITIES TRANSIT COMMISSION

10. MINUTES OF THE BOARD OF HEALTH

M. CONSOLIDATED ACTION ITEMS

N. ITEMS HELD

O. ORDINANCES

[18-1278](#)

Ordinances 80-18 to 90-18

Attachments: [Ordinances going to Council 9-5-18.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[18-1294](#)

The Common Council will go into closed session according to State Statute §19.85(e) for the purpose of discussions regarding deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified business, whenever competitive or bargaining reasons require a closed session concerning funding for the Appleton Public Library and then reconvene into 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

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Meeting Minutes - Final Common Council

Wednesday, August 15, 2018

7:00 PM

Council Chambers

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 Croatt.

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 Patti Coenen, Alderperson Kyle Lobner, Mayor Timothy Hanna, Alderperson Keir Dvorachek, Alderperson Bob Baker, Alderperson Rachel Raasch, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Matt Reed, Alderperson Christine Williams, Alderperson Cathy Spears and Alderperson Chris Croatt

E. ROLL CALL OF OFFICERS AND DEPARTMENT HEADS

City Attorney Walsh, Deputy City Attorney Behrens, City Clerk Lynch, Director of Community & Economic Development Harkness, Director of Finance Saucerman, Fire Chief Hansen, Library Director Rortvedt, Director of Parks, Recreation & Facilities Gazza, Deputy Police Chief Potter, Director of Public Works Vandehey, & Director of Utilities Shaw.

Valley Transit, Human Resources, Health, & Information Technology were excused.

F. PUBLIC PARTICIPATION

The following spoke regarding item 18-1195, the design contract for the library project:

Mille Thomas, 1 Hillock Ct
Cheri Honer, 1003 W College Ave
Will Scheffler, 522 E Pacific St
Ed Perkins, 4486 N White Hawk Dr
Barb Merry, 1431 N Briarcliff Dr
Brian Garrow, 806 W Winnebago St
Janice Qunlan, 322 South Ct
Connie Roop, 2601 N Union St
Jason Brozek, 1402 N Division St
Jill Swenson, 1501 N Elinor St
Jeanne Roberts, 110 E Florida Ave
Aaron Leschke, 1521 N Nicholas St

The following spoke regarding item 18-1154, the amended and restated development agreement with U.S. Venture:

Loni Hoersch, 425 Better Way
Paul Hoffman, 200 E Washington St

G. APPROVAL OF PREVIOUS COUNCIL MEETING MINUTES[18-1221](#)

Common Council Meeting Minutes of August 1, 2018

Attachments: [CC Minutes 8-1-18.pdf](#)

Alderson Croatt moved, seconded by Alderson Baranowski, that the Minutes 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 Patti Coenen, Alderson Kyle Lobner, Alderson Keir Dvorachek, Alderson Bob Baker, Alderson Rachel Raasch, Alderson Vered Meltzer, Alderson Joe Martin, Alderson Matt Reed, Alderson Christine Williams, Alderson Cathy Spears and Alderson Chris Croatt

Abstained: 1 - Mayor Timothy Hanna

[18-1222](#)

Special Common Council Meeting Minutes of August 6, 2018

Attachments: [CC Minutes 8-6-18 Spcl.pdf](#)

Alderson Croatt moved, seconded by Alderson Baranowski, that the Minutes 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 Patti Coenen, Alderson Kyle Lobner, Alderson Keir Dvorachek, Alderson Bob Baker, Alderson Rachel Raasch, Alderson Vered Meltzer, Alderson Joe Martin, Alderson Matt Reed, Alderson Christine Williams, Alderson Cathy Spears and Alderson Chris Croatt

Abstained: 1 - Mayor Timothy Hanna

H. BUSINESS PRESENTED BY THE MAYOR

[18-1223](#)

Mixed Use Library Proposal Project Update with Mindy Sorg of OPN Architects

The Library Project Update was presented

I. PUBLIC HEARINGS

J. SPECIAL RESOLUTIONS

K. ESTABLISH ORDER OF THE DAY

[18-1154](#)

Approval of the amendment to U.S. Venture Development Agreement (Finance, Municipal Services & Community and Economic Development Committees)

Attachments:[USV - Amendment to Dev Agrm - FINAL - 07-27-2018_2.pdf](#)[USV - Fully Executed Dev Agrm - 12-17-2017.pdf](#)[USV - Original Exhibit D to 12-19-2017 Dev Agrm_1.pdf](#)[USV - COMPARED Document - 07-31-2018.pdf](#)[USV COW memo 080318.pdf](#)[USV - REDLINED - COMPARED Document - 08-10-2018.pdf](#)**Aldersperson Croatt moved, seconded by Aldersperson Baranowski, that the Amended Restated Development Agreement be approved. Roll Call. Motion carried by the following vote:****Aye:** 14 - Aldersperson Kathleen Plank, Aldersperson William Siebers, Aldersperson Curt Konetzke, Aldersperson Ed Baranowski, Aldersperson Patti Coenen, Aldersperson Kyle Lobner, Aldersperson Keir Dvorachek, Aldersperson Bob Baker, Aldersperson Rachel Raasch, Aldersperson Vered Meltzer, Aldersperson Joe Martin, Aldersperson Matt Reed, Aldersperson Christine Williams and Aldersperson Chris Croatt**Abstained:** 2 - Mayor Timothy Hanna and Aldersperson Cathy Spears

[18-1195](#)

Request to award contract to Commercial Horizons for design and engineering services for the Appleton Public Library for a contract of \$347,000

Attachments: [2018 Library Architect and Engineer.pdf](#)

Motion by Alderperson Croatt, seconded by Alderperson Plank to hold this item until the next Council meeting. After some discussion, Plank withdrew her second.

Alderperson Coenen then seconded the Motion to hold.

Roll Call.

Motion to hold failed 3/12 with Alderpersons Williams, Coenen, & Croatt voting Aye.

This item was then referred back to the Finance Committee by Alderperson Baranowski.

This Report Action Item was referred to the Finance Committee due back on 8/20/2018.

[18-1192](#)

Request for Finance Director to sell \$13,840,000 of General Obligation Notes

Alderperson Baranowski moved, seconded by Alderperson Lobner, that the sale of General Obligation Notes 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 Patti Coenen, Alderperson Kyle Lobner, Alderperson Keir Dvorachek, Alderperson Bob Baker, Alderperson Rachel Raasch, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Matt Reed, Alderperson Christine Williams, Alderperson Cathy Spears and Alderperson Chris Croatt

Abstained: 1 - Mayor Timothy Hanna

[18-1217](#)

Approval of updated Rules & Regulations and Permit Application for Keeping Chickens

Attachments: [Revised Chicken Keeping Requirements.pdf](#)

Alderperson Baker moved, seconded by Alderperson Meltzer, that the updated Chicken Keeping Rules, Regulations and Permit Application be approved. Roll Call. Motion carried by the following vote:

Aye: 14 - Alderperson Kathleen Plank, Alderperson William Siebers, Alderperson Ed Baranowski, Alderperson Patti Coenen, Alderperson Kyle Lobner, Alderperson Keir Dvorachek, Alderperson Bob Baker, Alderperson Rachel Raasch, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Matt Reed, Alderperson Christine Williams, Alderperson Cathy Spears and Alderperson Chris Croatt

Nay: 1 - Alderperson Curt Konetzke

Abstained: 1 - Mayor Timothy Hanna

[18-1186](#)

Approve Resolution regarding Interstate Hwy 41.

Attachments: [Resolution regarding Interstate Hwy. 41..pdf](#)

Aldersperson Croatt moved, seconded by Aldersperson Konetzke, that the Resolution be approved. Roll Call. Motion carried by the following vote:

Aye: 15 - Aldersperson Kathleen Plank, Aldersperson William Siebers, Aldersperson Curt Konetzke, Aldersperson Ed Baranowski, Aldersperson Patti Coenen, Aldersperson Kyle Lobner, Aldersperson Keir Dvorachek, Aldersperson Bob Baker, Aldersperson Rachel Raasch, Aldersperson Vered Meltzer, Aldersperson Joe Martin, Aldersperson Matt Reed, Aldersperson Christine Williams, Aldersperson Cathy Spears and Aldersperson Chris Croatt

Abstained: 1 - Mayor Timothy Hanna

[18-0788](#)

R/B Resolution #7-R-18 Snow Emergencies

Submitted by: William Siebers, District 1

Date: May 16, 2018

Referred to: Municipal Services Committee

Whereas, there are only 218 days left until winter, And

Whereas, the best time to deal with a problem is before circumstances force our hand, And

Whereas, with all winters we will once again need to deal with winter storms, which includes calling snow emergencies, And

Whereas, snow emergencies are exactly that, emergencies, And

Whereas, these emergencies are called to promote the most efficient removal of snow from our streets, and also to promote safety, And

Whereas, as common as it is to have snow storms in the winter it is also common for people to ignore the parking ban during the snow emergency, And

Whereas, the fine for parking on the street during the snow emergency is the same as a normal parking ticket and not likely a deterrent as we would hope,

Therefore, the fine for parking on the street during a snow emergency be more reflective of the seriousness of the situation and be increased **to \$100.**

Attachments: [Research by Aldersperson Siebers.pdf](#)

Aldersperson Raasch moved, seconded by Aldersperson Lobner, that the fine amount be amended to double the overnight parking fine. Roll Call. Motion failed by the following vote:

Aye: 6 - Alderperson Kyle Lobner, Alderperson Keir Dvorachek, Alderperson Bob Baker, Alderperson Rachel Raasch, Alderperson Vered Meltzer and Alderperson Christine Williams

Nay: 9 - Alderperson Kathleen Plank, Alderperson William Siebers, Alderperson Curt Konetzke, Alderperson Ed Baranowski, Alderperson Patti Coenen, Alderperson Joe Martin, Alderperson Matt Reed, Alderperson Cathy Spears and Alderperson Chris Croatt

Abstained: 1 - Mayor Timothy Hanna

Alderperson Baranowski moved, seconded by Alderperson Konetzke, that the Resolution be approved. Roll Call. Motion failed by the following vote:

Aye: 7 - Alderperson William Siebers, Alderperson Curt Konetzke, Alderperson Ed Baranowski, Alderperson Patti Coenen, Alderperson Joe Martin, Alderperson Cathy Spears and Alderperson Chris Croatt

Nay: 8 - Alderperson Kathleen Plank, Alderperson Kyle Lobner, Alderperson Keir Dvorachek, Alderperson Bob Baker, Alderperson Rachel Raasch, Alderperson Vered Meltzer, Alderperson Matt Reed and Alderperson Christine Williams

Abstained: 1 - Mayor Timothy Hanna

L. COMMITTEE REPORTS

Balance of the action items on the agenda.

Alderperson Baranowski moved, Alderperson Baker seconded, to approve the balance of the agenda. The motion carried by the following vote:

Aye: 15 - Alderperson Kathleen Plank, Alderperson William Siebers, Alderperson Curt Konetzke, Alderperson Ed Baranowski, Alderperson Patti Coenen, Alderperson Kyle Lobner, Alderperson Keir Dvorachek, Alderperson Bob Baker, Alderperson Rachel Raasch, Alderperson Vered Meltzer, Alderperson Joe Martin, Alderperson Matt Reed, Alderperson Christine Williams, Alderperson Cathy Spears and Alderperson Chris Croatt

Abstained: 1 - Mayor Timothy Hanna

1. MINUTES OF THE MUNICIPAL SERVICES COMMITTEE

[18-1135](#)

Resolution #10-R-18 Wayne Street Parking

Submitted by: Vered Meltzer, District 2

Date: July 18, 2018

Referred to: Municipal Services Committee

WHEREAS parking solutions should proactively address needs instead of create problems, and

WHEREAS the 15 minute parking restriction on the east side of the 1300 block of Wayne Street creates problems for the business owner on the corner of Wayne Street and Wisconsin Avenue,

THEREFORE be it resolved that the 15 minute parking restriction be removed from that location.

This Report Action Item was approved.

[18-1159](#)

Proposed 6-month trial for parking changes on Banta Court.

Attachments: [Proposed 6-month trial for parking changes on Banta Court.pdf](#)
[Lawrence University-Banta Court parking changes.pdf](#)

This Report Action Item was approved.

[18-1160](#)

Proposed parking changes related to the Oneida Street Reconstruction Project.

Attachments: [Proposed parking changes related to the Oneida St Reconstruction Project.pdf](#)

This Report Action Item was approved.

[18-1161](#)

Proposed parking changes related to the Providence Avenue/Apple Creek trail crossing enhancement project.

Attachments: [Parking changes-Providence Ave-Apple Creek trail crossing.pdf](#)

This Report Action Item was approved.

[18-1162](#)

Proposed changes to intersection control at the intersection of Center Street and North Street.

Attachments: [Proposed changes to intersection control-Center St and North St. .pdf](#)

This Report Action Item was approved.

[18-1187](#)

Approve Intergovernmental Agreement for Valley Road Concrete Reconstruction/Urbanization Project between Chain Drive and Forestview Court.

Attachments: [Valley Road Concrete Reconstruction-Urbanization Project.pdf](#)

This Report Action Item was approved.

2. MINUTES OF THE SAFETY AND LICENSING COMMITTEE

[18-1167](#)

Operator's License application of Heather A. Poole, 1118 W. Kamps Avenue.

Attachments: [Heather A. Poole.pdf](#)
 [SL Denial-Poole 8-8-18.pdf](#)
 [Poole Lic. Denial Memo 8-8-18.pdf](#)

The Committee recommendation to deny the license was approved.

[18-1063](#)

Winter Farm Market application of Appleton Downtown, Inc., Djuanna Hugdahl, 116 N. Appleton Street, contingent upon approval from all departments.

This Report Action Item was approved.

[18-1120](#)

Operator's Licenses

Attachments: [Operator's Licenses for 8-8-18 S&L.pdf](#)

This Report Action Item was approved.

[18-1123](#)

Recommendation of a Fire Records Management System Vendor

Attachments: [Fire Records Management System Memo.pdf](#)

This Report Action Item was approved.

[18-1125](#)

Renewal Operator's Licenses

Attachments: [Renewal Operator's Licenses for 8-8-18 S&L.pdf](#)

This Report Action Item was approved.

[18-1158](#)

Reserve "Class B" Beer/Liquor License temporary Premise Amendment application of Fox Cities Performing Arts Center, Maria S. Van Laanen, Agent, 400 W. College Ave., contingent upon approval from all departments.

Attachments: [Fox Cities PAC - Premise Amendment.pdf](#)

This Report Action Item was approved.

3. MINUTES OF THE CITY PLAN COMMISSION

[18-1166](#)

Request to approve the Apple Ridge Annexation, located at the southeast corner of N. Ballard Road and E. Apple Creek Road currently in the Town of Grand Chute, as shown on the attached maps, and establish a temporary zoning classification of AG Agricultural District, subject to the stipulation in the attached staff report

Attachments: [StaffReport_AppleRidge_Annexation_For08-07-18.pdf](#)

This Report Action Item was approved.

4. MINUTES OF THE PARKS AND RECREATION COMMITTEE

5. MINUTES OF THE FINANCE COMMITTEE

[18-1190](#)

Request to award contract for the AWTF Chemical Systems Upgrade project to August Winter and Sons in the amount of \$698,500 with a 15% contingency of \$104,775 for a project total not to exceed \$803,275

Attachments: [Chemical Systems Upgrade Phase 1 Construction 07-31-18.pdf](#)

This Report Action Item was approved.

[18-1191](#)

Request to approve Rocky Bleier Run/Water Street amended Relocation Order

Attachments: [AMENDED Relocation Order \(08-01-2018\)_2.pdf](#)

This Report Action Item was approved.

[18-1193](#)

Request for Finance Director to sell \$3,000,000 of Stormwater Revenue Bonds

This Report Action Item was approved.

[18-1194](#)

Request for Finance Director to sell \$5,345,000 of Wastewater Revenue Refunding Bonds

This Report Action Item was approved.

6. MINUTES OF THE COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE

7. MINUTES OF THE UTILITIES COMMITTEE

[18-1179](#)

Request from Mario Maggiorana to reduce his stormwater utility charges for 1600 W. Haskell Street as he does not agree that gravel parking should be considered impervious surface.

Attachments: [Mario Letter.pdf](#)
 [Aerial Photo.pdf](#)

The Committee recommendation to deny the request was approved.

8. MINUTES OF THE HUMAN RESOURCES & INFORMATION TECHNOLOGY COMMITTEE

9. MINUTES OF THE FOX CITIES TRANSIT COMMISSION

10. MINUTES OF THE BOARD OF HEALTH

[18-1185](#)

Noise Variance Request-Truth Music Jam

Attachments: [Noise Variance Request-Truth Music Jam.pdf](#)

This Report Action Item was approved.

11. REPORT OF THE COMMITTEE OF THE WHOLE

M. CONSOLIDATED ACTION ITEMS

N. ITEMS HELD

O. ORDINANCES

[18-1216](#)

Ordinances 77-18 to 79-18

Attachments: [Ordinances going to Council 8-15-18.pdf](#)

This Report Action Item was approved.

- 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. ADJOURN

Alderson Baranowski moved, seconded by Alderson Baker, that the meeting be adjourned at 8:43 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 Patti Coenen, Alderson Kyle Lobner, Mayor Timothy Hanna, Alderson Keir Dvorachek, Alderson Bob Baker, Alderson Rachel Raasch, Alderson Vered Meltzer, Alderson Joe Martin, Alderson Matt Reed, Alderson Christine Williams, Alderson Cathy Spears and Alderson Chris Croatt

Kami Lynch, City Clerk

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

September 5, 2018

Resolution No.: None

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$5,400,000* Sewerage System Revenue Refunding Bonds, Series 2018,
and All Related Details**

RECITALS

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

1. The Municipality currently owns and operates a municipal sewerage system (the “**System**”, as more fully defined below), which is a “public utility” (within the meaning of Section 66.0621 (1)(b) of the Wisconsin Statutes).

2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable only from the income and revenues derived from the operation of the System.

3. On September 21, 2005, the Governing Body adopted a resolution, which was amended on October 5, 2005 (together, the “**2005 Resolution**”), authorizing the issuance of the Municipality’s \$4,735,000 Sewerage System Revenue Refunding Bonds, Series 2005, dated October 15, 2005 (the “**Series 2005 Bonds**”). The Series 2005 Bonds were retired on May 1, 2010.

4. On July 19, 2006, the Governing Body adopted a resolution (the “**2006 Resolution**”), authorizing the issuance of the Municipality’s \$3,265,000 Sewerage System Revenue Bonds, Series 2006, dated August 9, 2006 (the “**Series 2006 Bonds**”). The Series 2006 Bonds are currently outstanding in the aggregate principal amount of \$1,675,000.

5. On August 15, 2007, the Governing Body adopted a resolution (the “**2007 Resolution**”), authorizing the issuance of the Municipality’s \$2,350,000 Sewerage System Revenue Bonds, Series 2007, dated September 5, 2007 (the “**Series 2007 Bonds**”). The Series 2007 Bonds are currently outstanding in the aggregate principal amount of \$1,330,000.

6. On August 20, 2008, the Governing Body adopted a resolution (the “**2008 Resolution**”), authorizing the issuance of the Municipality’s \$4,330,000 Sewerage 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 \$2,610,000.

7. On September 1, 2010, the Governing Body adopted a resolution (the “**2010 Resolution**”), authorizing the issuance of the Municipality’s \$4,935,000 Sewerage System Revenue Bonds, Series 2010, dated September 22, 2010 (the “**Series 2010 Bonds**”). The Series 2010 Bonds are currently outstanding in the aggregate principal amount of \$3,600,000.

8. On August 3, 2011, the Governing Body adopted a resolution (the “**2011 Resolution**”), authorizing the issuance of the Municipality’s \$3,735,000 Sewerage 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 \$2,820,000.

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

10. The Municipality needs funds to finance the current refunding of the outstanding principal amount of the Series 2006 Bonds, the Series 2007 Bonds, and the Series 2008 Bonds (collectively, the “**Refunding**”).

11. The Governing Body wishes to finance the costs of the Refunding by authorizing, selling, and issuing its \$5,400,000 in principal amount of Sewerage System Revenue Refunding Bonds, Series 2018 (the “**Bonds**”). The Bonds will be issued pursuant to the provisions of 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 2010 Bonds and the Series 2011 Bonds (collectively, the “**Outstanding Bonds**”).

12. Section 21 of the 2005 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.

13. 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.

14. Robert W. Baird & Co. Incorporated (the “**Bond Purchaser**”), or a group that it represents, 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**”).

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

16. 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.

“**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 \$5,400,000 City of Appleton, Wisconsin Sewerage System Revenue Refunding Bonds, Series 2018, which will be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase agreement signed and presented by the Bond Purchaser to evidence the purchase of the Bonds.

“**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, New York, New York.

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

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

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

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

“Gross Revenues” means the gross revenues of the System from all sources, excluding (i) customer deposits, (ii) collected taxes imposed by other governmental entities, and (iii) earnings on amounts held in the Special Redemption Fund, the Depreciation Fund, and any construction or proceeds fund created under this resolution or under a resolution authorizing the issuance of Parity Bonds.

“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 maximum annual debt service coming due in any future year 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 8, 2018.

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

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

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

“Prior Resolutions” means, collectively, the 2010 Resolution and the 2011 Resolution, each as defined 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 8, 2018.

“Refunded Bonds” means, collectively, the outstanding principal amount of the Series 2006 Bonds, the Series 2007 Bonds, and the Series 2008 Bonds.

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

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

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

“System” means the sewer utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the collection, treatment, storage, metering, transmission, and disposal of domestic, industrial, and public sewage, including all improvements and extensions thereto made by the Municipality while any of the Bonds or the Outstanding Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

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

- (i) *Exhibit A* - Form of Bond.

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

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued. The Bonds will be fully registered, negotiable, sewerage system revenue refunding bonds of the Municipality in the principal amount of \$5,400,000. The Bonds will be issued under the provisions of the Act for the purposes of the Refunding and to pay the expenses of issuing the Bonds (including, but not limited to, printing costs, fees for underwriting, 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 Sewerage System Revenue Refunding Bonds, Series 2018.” 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 May 1 and November 1, beginning on May 1, 2019, 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 (May 1)	Principal Amount	Interest Rate	Principal Maturity Date (May 1)	Principal Amount	Interest Rate
2019	\$490,000	____%	2024	\$620,000	____%
2020	525,000	____	2025	635,000	____
2021	550,000	____	2026	665,000	____
2022	565,000	____	2027	460,000	____
2023	595,000	____	2028	295,000	____

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 authentication agent, 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 authentication agent, 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 May 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 May 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 Bonds maturing on May 1, 20__ (the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity date 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:

<u>Term Bonds Maturing May 1, 20__</u>	
<u>Sinking Fund Redemption Date (May 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ _____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 funds 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of the Bonds to be redeemed at the respective addresses set forth in the Bond Register. A notice of 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 and any Parity Bonds as provided in this resolution. Such revenues will be used for no purpose other than to pay the principal of and interest on the Bonds and any Parity Bonds on the dates on which such amounts

are due. The Bonds and any Parity Bonds, together with the interest thereon, shall not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision and shall not constitute a general obligation of the Municipality or a charge against its general credit or taxing power. The Municipality will not be liable for the payment of the principal of and interest on the Bonds, except as provided in this resolution.

Section 16. Equality of Lien.

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

Section 17. Parity Bonds.

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

Section 18. Funds and Accounts.

(a) 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 the 2005 Resolution (collectively, the “**Funds and Accounts**”), to provide for the collection, distribution, and use of the Gross Revenues and the proceeds of the Bonds:

- (1) Sewerage System Revenue Fund (the “**Revenue Fund**”), into which the entire Gross Revenues shall be deposited as received.
- (2) Sewerage System Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which shall 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) Sewerage System 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 shall be used solely to pay interest on and principal of the Bonds and Parity Bonds as provided in this resolution. Amounts held in the Reserve Account shall 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 those payments.

- (4) Sewerage System Depreciation Fund (the “**Depreciation Fund**”), which shall be used to hold amounts expected to be used to pay for repairs, replacements, extensions, or additions to the System, provided that amounts in the Depreciation Fund can be used for any such purpose only if such amounts are not needed to make up any deficiency in the Interest and Principal Account or the Reserve Account.
- (5) Sewerage System Surplus Fund (the “**Surplus Fund**”), amounts in which shall be used for the purposes described in Section 19(c)(4) of this resolution.
- (6) 2018 Refunding Account (the “**2018 Refunding Account**”), amounts in which will be used to (i) pay the costs of issuing of the Bonds and (ii) effect the Refunding. Any balance remaining in the 2018 Refunding Account after the Redemption Date 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 shall be used solely for the purposes described in this resolution.

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

The Special Redemption Fund shall 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:

- (1) The investments in each Fund or Account shall be sold whenever necessary to provide funds for the purposes for which the Fund or Account was created.
- (2) In particular, amounts in the Reserve Account shall be invested so that sufficient funds will be available on each interest payment date for the Bonds and any Parity Bonds to make the required interest and principal payments in the event amounts in the Interest and Principal Account and the Earnings Account are insufficient to make the payments.

- (3) No investment may be purchased or retained if the purchase of the investment 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).
- (4) All investments held in the Funds and Accounts shall 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 shall be transferred to the Earnings Account. All income from the investment of amounts in the 2018 Refunding Account shall be deposited in the 2018 Refunding Account. All income from the investment of amounts in the Depreciation Fund shall be deposited in the Depreciation Fund. All income from the investment of amounts in all other Funds and Accounts shall 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:

- (1) 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.
- (2) 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.
- (3) The Municipality shall keep records of the rebate determinations prepared and rebate payments made until three years after the April 15th following the retirement of the last Bond.

Section 19. Application of Revenues.

(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 shall, to the extent permitted by law, be deposited as collected in the Revenue Fund and shall be transferred from the Revenue Fund and deposited in the

Operation and Maintenance Fund, the Special Redemption Fund, the Depreciation 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 shall 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 shall be deposited in the Special Redemption Fund.
- (3) A sum sufficient of the money in the Revenue Fund for the purposes of the Depreciation Fund shall be deposited in the Depreciation Fund.
- (4) 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, the Depreciation 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.

(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 to (i) pay the interest on the Bonds and any Parity Bonds as the same becomes due, (ii) retire the principal amounts of the Bonds and any Parity Bonds at maturity, and (iii) 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 shall be held, used or transferred as follows:

- (1) *Operation and Maintenance Fund.* Amounts deposited in the Operation and Maintenance Fund shall 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 shall be transferred to the Special Redemption Fund to remedy any deficiency in the Special Redemption Fund or, if or to the extent that no such deficiency exists, then the remaining excess amount shall be transferred to the Surplus Fund.
- (2) *Interest and Principal Account and Earnings Account.* Amounts deposited in the Special Redemption Fund shall 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 shall 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 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 interest and principal coming due on the Bonds and any Parity Bonds then outstanding during the 12 months following the date of such transfer and after that 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 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 interest on or principal of 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 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. Amounts 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 and the Earnings Account are insufficient for that purpose. Any amounts 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, 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, shall 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. 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 expresses its expectation and aspiration that, if presented with such a certification, it will 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.

- (4) *Surplus Fund.* Amounts in the Surplus Fund shall 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 to remedy any deficiency in any of the Funds or Accounts, or if at the close of any Fiscal Year there is no such deficiency, then such amounts may be disbursed as follows:
- (i) 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 at 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) to rebate payments made by customers of the System pursuant to any plan adopted by the Governing Body of the Municipality; or
 - (iii) to the general fund of the Municipality.

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, 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 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 not to 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 shall be paid into (i) the Earnings Account of the Special Redemption Fund, if the property sold was acquired or improved with proceeds of the Bonds or any Parity Bonds that are tax-exempt obligations, or (ii) the Revenue Fund, in all other cases.
- (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 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, shall

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, shall 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 shall 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 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 shall 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, 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 or Parity 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 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 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) Either (A) the Net Revenues of the System for the last completed Fiscal Year were 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 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 income for the last completed Fiscal Year; or (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 1.20 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 Fiscal Year in which there shall be a principal maturity on such outstanding bonds or notes. For purposes of this subsection, actual Net Revenues for any Fiscal Year will be 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.

- (2) The payments required to be made into the Funds and Accounts created or continued pursuant to Section 18 of this resolution shall 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 shall be payable as to principal on May 1 of each year and as to interest on May 1 and November 1 of each year.
- (5) The proceeds of the additional bonds or notes shall be used solely to refund Bonds or Parity Bonds, or to provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System.

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

Section 22. Resolution a Contract; Remedies of Bondholders.

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

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

Notice. If the Municipality proposes to amend this resolution under any provision of this section, then the Municipality shall cause notice of the proposed amendment (the “**Amendment Notice**”) and, if consent is required, a form of consent to the proposed amendment (the “**Consent**”) to be (i) mailed by certified mail to all registered owners of the Bonds and, if appropriate, any Parity Bonds, and (ii) filed with the Bond Purchaser. The Amendment Notice shall briefly describe the nature of the proposed amendment and shall state that a copy of the proposed amendment is on file for public inspection in the office of the Recording Officer. The Consent shall 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 and Consent, 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 any 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 Bond Purchase Agreement. The Municipal Officers are directed (i) to sign the Bond Purchase Agreement in the Municipality’s name and (ii) to take any additional actions needed to complete the sale of the Bonds, including arranging for a specific date, time, and location of closing of the sale.

The Municipal Officers are directed to sign the Bonds and to deliver the Bonds to the Bond Purchaser through the facilities of DTC in accordance with the Bond Purchase Agreement and this resolution. The Bonds may be delivered to the Bond Purchaser upon payment by the Bond Purchaser of the Purchase Price, plus any accrued interest, as required by this resolution.

Unless waived by the Bond Purchaser, the sale 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. Notwithstanding the foregoing, the Municipality ratifies and approves any action that has been taken in connection with the redemption of the Refunded Bonds prior to the Original Issue Date, including giving notice as described above.

Section 27. Disposition of Bond Proceeds.

- (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) The remaining proceeds from the sale of the Bonds shall be deposited in the 2018 Refunding Account and used as described in Section 18(a)(6).
- (b) An amount in the Reserve Account of \$_____, which is the amount in excess of the Minimum Reserve Amount, shall be transferred on the Original Issue Date from the Reserve Account to the Earnings Account.

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 and directs the final version of such document (the “**Official Statement**”) to be prepared and distributed prior to the issuance of the Bonds; *provided, however*, that the Official Statement shall be substantially 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 are representations of the Municipality as to the facts they present.

Section 31. Tax Law Covenants.

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

Section 32. Further Authorization.

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

Section 33. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, the Municipality rescinds that part of the prior action, 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 5, 2018

Approved: September __, 2018

Mayor

Clerk

EXHIBIT A

FORM OF BOND

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

UNITED STATES OF AMERICA
STATE OF WISCONSIN
CITY OF APPLETON

Registered

No. R-_____ \$ _____

SEWERAGE SYSTEM REVENUE REFUNDING BOND, SERIES 2018

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	May 1, 20__	October 8, 2018	038132 ____

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 May 1 and November 1, beginning on May 1, 2019, 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 \$5,400,000, all of which are 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) \$4,935,000 Sewerage System Revenue Bonds, Series 2010, dated September 22, 2010, and (ii) \$3,735,000 Sewerage System

Revenue Bonds, Series 2011, dated August 24, 2011 (collectively, the “**Outstanding Bonds**”), only from the income and revenues to be derived from the operation of the Municipality’s sewer utility (the “**System**”) and set aside in the “Sewerage System Special Redemption Fund,” which was created by a resolution adopted by the governing body of the Municipality on September 21, 2005 and affirmed and continued by subsequent resolutions, including a resolution adopted by the governing body of the Municipality on September 5, 2018 (the “**2018 Resolution**”). The 2018 Resolution is entitled “A Resolution Authorizing and Providing for the Sale and Issuance of \$5,400,000 Sewerage System Revenue Refunding Bonds, Series 2018 and All Related Details”. Reference is hereby made to the 2018 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 Sewerage System Special Redemption Fund and the revenues of the System pledged to the Sewerage System Special Redemption Fund. Sufficient revenues of the System have been pledged to the Sewerage System Special Redemption Fund and will be used for no other purpose than to pay the principal of and interest on the Bonds and all other obligations payable from the revenues of the System (including the Outstanding Bonds) that are issued on a parity and equality with the Bonds and the Outstanding Bonds, as the same becomes due.

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

If on any date the Bonds are *not* being maintained in a Book-Entry System, then (i) the principal of this Bond will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity date or prior redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Bond will be paid by the Fiscal Agent, on each interest payment date, by wire or other electronic funds transfer, or by check of the Fiscal Agent sent by first class mail to the person 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 May 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 May 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 May 1, 20__ (the "**Term Bonds**") are also subject to mandatory partial redemptions prior to their stated maturity date, 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:

<u>Term Bonds Maturing May 1, 20__</u>	
<u>Sinking Fund Redemption Date (May 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ _____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of any Bonds to be redeemed, at the respective addresses set forth in the Register. A notice of 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), if any, all as of the Original Issue Date.

CITY OF APPLETON, WISCONSIN

By: _____
Mayor

[SEAL]

And: _____
Clerk

Certificate of Authentication:

Dated: September ____, 2018

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

Director of Finance, as Fiscal Agent

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

(Please Print or Type Name and Address of Assignee)

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

Dated: _____

Signature Guaranteed

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

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

EXHIBIT B

NOTICE TO THE ELECTORS OF THE
CITY OF APPLETON, WISCONSIN
RELATING TO
SEWERAGE SYSTEM REVENUE BOND SALE

On September 5, 2018, 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 sewerage system revenue refunding bonds in the principal amount of \$5,400,000. It is anticipated that the closing of this bond financing will be held on or about October 8, 2018. 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 __, 2018

/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 \$5,400,000 Sewerage System Revenue Refunding Bonds, Series 2018, and All Related Details

I further certify as follows:

1. **Meeting Date.** On September 5, 2018, a meeting of the Governing Body was held beginning at _____ p.m.
2. **Posting.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter 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 ___, 2018, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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 ___, 2018.

Clerk

[SEAL]

COMMON COUNCIL
OF THE
CITY OF APPLETON, WISCONSIN

September 5, 2018

Resolution No. None

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$3,000,000 Storm Water System Revenue Bonds, Series 2018,
and All Related Details**

RECITALS

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

1. The Municipality currently owns and operates a municipal storm water system (the “**System**”, as more fully defined below), which is a “public utility” (within the meaning of Section 66.0621 (1) (b) of the Wisconsin Statutes).
2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable only from the income and revenues derived from the operation of the System.
3. On July 21, 1999 the Governing Body adopted a resolution (the “**1999 Resolution**”) authorizing the issuance of the Municipality’s \$3,080,000 Storm Water System Revenue Bonds, Series 1999, dated August 1, 1999 (the “**Series 1999 Bonds**”). The outstanding Series 1999 Bonds were redeemed on April 1, 2009.
4. On 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 2020 through and including 2029 maturities of the Series 2009 Bonds were refunded on October 4, 2016 and will be redeemed on April 1, 2019 from funds set aside in escrow for that purpose. The unrefunded Series 2009 Bonds are currently outstanding in the aggregate principal amount of \$360,000.
5. 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 \$7,815,000.

6. 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 \$5,425,000.

7. 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 \$3,035,000.

8. 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 \$8,395,000.

9. On September 7, 2016 the Governing Body adopted a resolution (the “**2016 Resolution**”) authorizing the issuance of the Municipality’s \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, dated October 4, 2016 (the “**Series 2016 Bonds**”). The Series 2016 Bonds are currently outstanding in the aggregate principal amount of \$14,400,000.

10. On September 6, 2017 the Governing Body adopted a resolution (the “**2016 Resolution**”) authorizing the issuance of the Municipality’s \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017 (the “**Series 2017 Bonds**”). The Series 2017 Bonds are currently outstanding in the aggregate principal amount of \$5,000,000.

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 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**”).

13. The Governing Body wishes to finance the costs of the Project by authorizing, selling, and issuing its \$3,000,000 Storm Water System Revenue Bonds, Series 2018 (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 2009 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, the Series 2015 Bonds, the Series 2016 Bonds, and the Series 2017 Bonds (collectively, the “**Outstanding Bonds**”).

14. 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.

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 (the “**Bond Purchaser**”), or a group that it represents, 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.

“**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 \$3,000,000 City of Appleton, Wisconsin Storm Water System Revenue Bonds, Series 2018, which will be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase agreement signed and presented by the Bond Purchaser to evidence the purchase of the Bonds

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“Independent Consulting Firm” means a recognized consultant, auditor, or engineer, or firm of auditors, consultants, or engineers, who or which is not an officer or regular

employee of the Municipality or the System and who or which is not devoting substantially all his, her, or its time and efforts to the affairs of the System.

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

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

“Municipality” means the City of Appleton, Wisconsin.

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

“Original Issue Date” means October 8, 2018.

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

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

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

“Prior Resolutions” means, collectively, the 2009 Resolution, the 2012 Resolution, the 2013 Resolution, the 2014 Resolution, the 2015 Resolution, the 2016 Resolution, and the 2017 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.

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

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

“System” means the storm water utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the collection, storage, treatment, transmission, distribution, metering, and discharge of storm water, or

constituting part of, or used or useful in connection with, the storm water utility of the Municipality; and including all improvements and extensions thereto made by the Municipality while any of the Bonds or the Outstanding Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

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

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

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued. The Bonds will be fully registered, negotiable, storm water system revenue bonds of the Municipality in the aggregate principal amount of \$3,000,000. The Bonds will be issued under the provisions of the Act for the purposes of the Project 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 Bonds, Series 2018.” 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, 2019, 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
2022	\$110,000	____%	2031	\$165,000	____%
2023	115,000	____	2032	175,000	____
2024	120,000	____	2033	180,000	____
2025	130,000	____	2034	190,000	____
2026	135,000	____	2035	195,000	____
2027	140,000	____	2036	205,000	____
2028	150,000	____	2037	215,000	____
2029	155,000	____	2038	225,000	____
2030	160,000	____	2039	235,000	____

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 authentication agent, 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 authentication agent, 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, 2028 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, 2027 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 Bonds maturing on April 1, 20__ (the "**Term Bonds**") are also subject to mandatory partial redemptions prior to their stated maturity date 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:

<u>Term Bonds Maturing April 1, 20__</u>	
<u>Sinking Fund Redemption Date (April 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ _____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 funds 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of the Bonds to be redeemed at the respective addresses set forth in the Bond Register. A notice of 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 and any Parity Bonds as provided in this resolution. Such revenues will be used for no purpose other than to pay the principal of, and interest on, the Bonds and any Parity Bonds on the dates on which such amounts are due. The Bonds and any Parity Bonds, together with the interest thereon, shall not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision and shall not constitute a general obligation of the Municipality or a charge against its general credit or taxing power. The Municipality will not be liable for the payment of the principal of, and interest on, the Bonds, except as provided in this resolution.

Section 16. Equality of Lien.

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

Section 17. Parity Bonds.

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

Section 18. Funds and Accounts.

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

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

- (a) Storm Water System Revenue Fund (the “**Revenue Fund**”), into which shall be deposited as received the entire Gross Revenues.
- (b) Storm Water System Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which shall be used for the payment of the reasonable and necessary expenses of operating and maintaining the System, including salaries, wages, materials, supplies, and insurance, and for the purposes described in Section 19 of this resolution.
- (c) Storm Water System Special Redemption Fund (the “**Special Redemption Fund**”), which shall be divided into three accounts to be known as (i) the **Interest and Principal Account**, (ii) the **Earnings Account**, and (iii) the **Reserve Account**. The Interest and Principal Account and the Earnings Account shall be used solely for the purpose of paying interest on and principal of the Bonds and Parity Bonds in accordance with the provisions of this resolution. The Reserve Account shall be used for the purpose of paying principal of or interest on the Bonds or Parity Bonds 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) 2018 Storm Water System Construction Fund (the “**2018 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 2018 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 2018 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 15th 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 or Bonds to become private activity bonds, within the meaning of Section 141(a) of the Code or any regulations promulgated thereunder.
- (h) The Municipality will comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes.

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 to provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System.

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

Section 22. Resolution a Contract; Remedies of Bondholders.

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

The registered owners of any of the Bonds 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 and any Parity Bonds (not including any Bonds or Parity Bonds that are held or owned by or for the account of the Municipality) if such amendment affects the owners of any Parity Bonds; *however* this resolution may be amended only with the unanimous written consent of:

- (a) The registered owners of the Bonds (not including any Bonds that are held or owned by or for the account of the Municipality):
 - (i) To make any change in the stated maturity date of or interest rate on any Bond; to modify the terms of payment of principal of, or interest on, any Bond; or to impose any conditions with respect to payment of principal of, or interest on, any Bond;
 - (ii) To materially affect the rights of the owners of less than all Bonds then outstanding; or
 - (iii) To reduce the required outstanding principal amount of the Bonds for which consent 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 on any date prior to one year after the date of the mailing of the Amendment Notice and Consent the Recording Officer receives Consents executed by the registered owners of the Bonds and Parity Bonds owning not less than the required outstanding principal amount to approve the amendment, then the Governing Body may adopt a resolution effecting the proposed amendment and, upon the adoption of the resolution effecting the proposed amendment, the proposed amendment will become effective and binding upon the registered owners of all of the Bonds and Parity Bonds issued after the Bonds.

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

Section 25. Sale of Bonds.

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 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, time, and location of closing of the sale.

The Municipal Officers are directed to sign the Bonds and to deliver the Bonds to the Bond Purchaser through the facilities of DTC in accordance with the Bond Purchase Agreement and this resolution. The Bonds may be delivered to the Bond Purchaser upon payment by the Bond Purchaser of the Purchase Price, plus any accrued interest, as required by this resolution.

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

- (i) The Bonds, together with the written, unqualified approving opinion of Bond Counsel, evidencing the legality of the Bonds and that interest on

the Bonds will be excluded from gross income for federal income tax purposes.

- (ii) A transcript of the proceedings relating to the issuance of the Bonds.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Bonds or the right of the Municipality to issue them at the time of their delivery.

Section 26. Disposition of Bond Proceeds.

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 Interest and Principal Account of the Special Redemption Fund.
- (iii) \$_____ of the sale proceeds of the Bonds shall be deposited in the Reserve Account.
- (iv) The remaining proceeds of the sale of the Bonds shall be deposited in the 2018 Construction Fund and used as described in Section 18(e) hereof.

Section 27. 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 and directs the final version of such document (the “**Official Statement**”) to be prepared and distributed prior to the issuance of the Bonds; *provided, however*, that the Official Statement shall be substantially 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 28. 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 29. 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 30. 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 31. 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 32. 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 33. 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.

[Signature Page Follows]

Section 34. Effective Date.

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

Adopted: September 5, 2018

Approved: September ____, 2018

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
\$_____

STORM WATER SYSTEM REVENUE BOND, SERIES 2018

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	October 8, 2018	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, 2019, 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 \$3,000,000, 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) \$10,720,000 Storm Water System Revenue Bonds, Series 2009, dated December 30, 2009, (ii) \$13,190,000 Storm Water System Revenue Refunding Bonds, Series 2012, dated August 8, 2012, (iii) \$6,440,000 Storm Water

Exhibit A-1

System Revenue Bonds, Series 2013, dated August 7, 2013, (iv) \$3,450,000 Storm Water Revenue Bonds, Series 2014, dated September 10, 2014, (v) \$9,425,000 Storm Water Revenue Refunding Bonds, Series 2015, dated October 28, 2015, (vi) \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, and (vii) \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017 (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 5, 2018 (the “**2018 Resolution**”). The 2018 Resolution is entitled “A Resolution Authorizing and Providing for the Sale and Issuance of \$3,000,000 Storm Water System Revenue Bonds, Series 2018, and All Related Details”. Reference is hereby made to the 2018 Resolution for a more complete statement of the revenues from which and conditions under which this Bond is payable, the provisions pursuant to which this Bond has been issued, and the conditions under which bonds may hereafter be issued on a parity with this Bond. The Bonds rank on a parity with the Outstanding Bonds. This Bond does not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision.

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

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

If on any date the Bonds are not being maintained in a Book-Entry System, then (i) the principal of this Bond will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity date or prior redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Bond will be paid by the Fiscal Agent, on each interest payment date, by wire or other electronic 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, 2028 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, 2027 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, 20____ (the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity date, 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:

<u>Term Bonds Maturing April 1, 20____</u>	
<u>Sinking Fund Redemption Date (April 1)</u>	<u>Principal Amount To be Redeemed</u>
20____	\$ _____
20____	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of any Bonds to be redeemed, at the respective addresses set forth in the

Register. A notice of 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 ____, 2018

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

Director of Finance, as Fiscal Agent

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

--

(Please Print or Type Name and Address of Assignee)

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

Dated: _____

Signature Guaranteed

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

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

EXHIBIT B

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

On September 5, 2018, 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 bonds in the principal amount of \$3,000,000. It is anticipated that the closing of this bond financing will be held on or about October 8, 2018. 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 ____, 2018

/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 \$3,000,000 Storm Water System Revenue Bonds, Series 2018, and All Related Details

I further certify as follows:

1. **Meeting Date.** On September 5, 2018, a meeting of the Governing Body was held beginning at ____ p.m.
2. **Posting.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter 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 __, 2018, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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 ____, 2018.

Clerk

[SEAL]

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

September 5, 2018

Resolution No.: None

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$13,840,000 General Obligation Promissory Notes, Series 2018A,
and All Related Details**

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 improvements to streets, street lighting, traffic cameras, crosswalks and sidewalks; demolition of a parking ramp; improvements to municipal buildings and grounds; equipment upgrades for the fire, police, technology, sanitary and public works departments, and improvements to parks and public grounds (collectively, the “**Project**”).

2. The Issuer now wishes to borrow the funds needed for the Project and the Refunding by selling and issuing its \$13,840,000 General Obligation Promissory Notes, Series 2018A (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 authentication agent, 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 \$13,840,000 City of Appleton, Wisconsin General Obligation Promissory Notes, Series 2018A, which will be issued pursuant to this resolution.

"Original Issue Date" means October 8, 2018.

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

"Purchase Agreement" means the purchase agreement signed and presented by the Purchaser to evidence the purchase of the Obligations.

"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 leads.

“**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 \$13,840,000. 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 2018A.” 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, 2019, 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>
2019	\$ 325,000	_____ %
2020	1,415,000	_____
2021	1,310,000	_____
2022	1,365,000	_____
2023	1,420,000	_____
2024	1,475,000	_____
2025	1,535,000	_____
2026	1,600,000	_____
2027	1,665,000	_____
2028	1,730,000	_____

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 authentication agent, 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 authentication agent, 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, 2026 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, 2025 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. 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 irrevocable 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>
2018	\$_____	2023	\$_____
2019	_____	2024	_____
2020	_____	2025	_____
2021	_____	2026	_____
2022	_____	2027	_____

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 5, 2018

Approved: September __, 2018

Mayor

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 2018A

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	October 8, 2018	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, 2019, 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 \$13,840,000, 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 5, 2018, entitled: “A Resolution Authorizing and Providing for the Sale and Issuance of \$13,840,000 General Obligation Promissory Notes, Series 2018A, 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 authentication agent, 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 15th 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, 2026 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, 2025 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 ____, 2018

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

(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

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.

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 5, 2018, 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 \$13,840,000. It is anticipated that the closing of this note financing will be held on or about October 8, 2018. 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: September ____, 2018

/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 \$13,840,000 General Obligation Promissory Notes, Series 2018, and All Related Details

I further certify as follows:

1. **Meeting Date.** On September 5, 2018, a meeting of the Governing Body was held beginning at _____ p.m.
2. **Posting.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2018 (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 ___, 2018, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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 ___, 2018.

Clerk

[SEAL]

Paula Vandehey

From: frank schadt <frankschadt@yahoo.com>
Sent: Tuesday, August 14, 2018 10:37 AM
To: Paula Vandehey
Subject: Old Bavarian Brau Haus / Fire Places

complaint from 07-02-18 about fire places (see picture attached)

first of our apologies this issue might caused ...

we purchased in 2016 and operate 2 propane fireplaces and have them attached to the wall for safety reasons. they look great and are COMPLETE SAFE!
the idea came from me traveling and seen them in big city on outside restaurants.

if the concern is obtaining a permit and proof of insurance we would gladly do so.

if they need to be removed we would do so as well. (just see no reason why they cool, they keep staff, customers, even police warm at night.

other option is we could move them on the inside part so they away from street but than we would have a hazard by exit. other option is we move them in out and in every night but than they wouldn't be attached.

either way please advise so we can do the correct thing.



LICENSES, PERMITS AND BUSINESS REGULATIONS

requestor to appear before the Committee. The Municipal Services Committee shall hear any person for or against the granting of the permit and shall report its recommendation to the Common Council, which shall grant or deny the permit.
(Ord 51-05, §1, 5-24-05)


9-261. Restrictions on use of permit.

Street Occupancy Permits issued under this division shall not be valid on the following special event days: Flag Day Parade, License to Cruise, Octoberfest, Christmas Parade and any day that planned/permitted special event would close the street in front of the sidewalk café for normal use or traffic.
(Ord 51-05, §1, 5-24-05)

9-262. Conduct of business generally.

(a) A permit holder under this division shall be subject to the following:

- (1) The parameters of the sidewalk café shall be limited to the area of the amenity strip located immediately in front of the establishment and shall not extend beyond the width of the establishment's property line.

- 
- (2) No sidewalk café may neither obstruct the defined pedestrian right-of-way adjacent to the amenity strip, nor have any items in excess of five (5) feet in height, with the exception of table umbrellas.

(Ord 54-17, §1, 8-8-17)

- (3) A permit holder shall keep the parameters of the sidewalk café and the surrounding area in a clean and sanitary condition.
- (4) All food, beverages or other items shall only be served within the sidewalk café by employees of the permit holder and only to patrons who are seated at a table within the sidewalk café. This section shall not apply to establishments that solely offer over the counter service and are not licensed to sell alcoholic beverages.
- (5) During the sidewalk café's operating hours, patrons being served within the sidewalk café shall count towards the premise's established capacity.
- (6) A minimum width of twelve (12) feet between the back of curb and the building face must exist; with a minimum of eight (8) feet available for pedestrian traffic and four (4) feet available for tables and chairs.

- (7) The sidewalk café must be adjacent to the street with marked on-street parking stalls to provide a physical barrier between vehicular traffic and the café.

(b) If a permit holder is going to serve alcoholic beverages within the parameters of the sidewalk café, the permit holder shall also be subject to the following:

- (1) The permit holder must hold a Class B license.
- (2) The description for the premise on the Class B license must include the parameters of the sidewalk café.
- (3) The permit holder must obtain a Special Use Permit.
- (4) The permit holder can begin serving alcoholic beverages in the sidewalk café at 4:00 p.m. Monday through Friday and 11:00 a.m. on Saturday and Sunday. All alcoholic beverages must be removed from the sidewalk café by 9:30 p.m.
- (5) A licensed operator working for the permit holder must serve the alcoholic beverages in the sidewalk café.
- (6) Customers are not allowed to carry alcoholic beverages outside the sidewalk café.

(c) The Chief of Police or designee may close a sidewalk café at any time the health, safety, welfare or good order of the City is threatened.

(Ord 51-05, §1, 5-24-05; Ord 115-06, §1, 9-26-06; Ord 138-09, §1, 8-11-09; Ord 53-14, §1, 7-8-14)

9-263. Revocation, suspension, non-renewal.

(a) *Causes.* A Street Occupancy Permit may be revoked, suspended or not renewed for a violation of any provision of this ordinance, or any other City ordinance or state statute which is substantially related to the permit activity.

(b) *Procedure.*

- (1) A complaint shall be made in writing by the Chief of Police or any other person to the Common Council.
- (2) A hearing shall be held before the Municipal Services Committee. The permit holder shall be notified in writing of the hearing date and time and of the charges alleged, not less than three (3) days and not more than ten (10) days prior to the hearing.

Martin moved, seconded by Konetzke, that the Report Action Item be recommended for denial. Roll Call. Motion carried by the following vote:

Aye: 5 - Croatt, Coenen, Konetzke, Martin and Dannecker

17-662

Request from Garry Kunstman, 703 E. Goodall Street, to have his sidewalk snow removal bill of \$75 waived.

Attachments: [703 E Goodall-fee waived.pdf](#)

Martin moved, seconded by Konetzke, that the Report Action Item be recommended for approval. Roll Call. Motion carried by the following vote:

Aye: 3 - Coenen, Konetzke and Martin

Nay: 2 - Croatt and Dannecker

17-663

Request from Andrew Graf, 1731 N Briarcliff Drive, for a variance to the Street Terrace Policy to install a 10-foot high hedge along the entire front yard within the street right-of-way.

Attachments: [1731 N Briarcliff-variance.pdf](#)

Amend item 17-663 to require a 5 foot minimum setback from the back of curb to the face of the shrubbery and also require a hold harmless agreement from the property owner. Konetzke motion, 2nd by Coenen. Amendment passed 4-1 (Dannecker).

Konetzke moved, seconded by Coenen, that the Report Action Item be recommended for approval. Roll Call. Motion carried by the following vote:

Aye: 4 - Croatt, Coenen, Konetzke and Martin

Nay: 1 - Dannecker

17-664

Approve Temporary Honorary Street Name Policy.

Attachments: [Temporary Honorary Street Name Policy.pdf](#)

Konetzke moved, seconded by Croatt, that the Report Action Item be recommended for approval. Roll Call. Motion carried by the following vote:

Aye: 5 - Croatt, Coenen, Konetzke, Martin and Dannecker

17-683

Request from Antojitos Mexicanos Restaurant for a Street Occupancy Permit to set up heater lamps within the College Avenue beautification strip at 204 E. College Avenue.

Attachments: [Antojitos Mexicanos Restaurant-heat lamp.pdf](#)

Martin moved, seconded by Croatt, that the Report Action Item be recommended for denial. Roll Call. Motion carried by the following vote:

Aye: 5 - Croatt, Coenen, Konetzke, Martin and Dannecker

Operator's Licenses for 8/22/18 S & L

Approved

Monique Anderson	2915 W. 4 th Street
Christopher A. Buchanan	6505 Evergreen Ave., Portage
Samjhana Budhathoki	N8951 Holmes Road, Brillion
Bradley D. Cebulski	919 W. Lindbergh Street
Vanessa L. Cebulski	919 W. Lindbergh Street
Patricia L. Khakh	509 E. Franklin Ave., Neenah
Kimberly S. Eder	1133 W. 5 th Ave., Oshkosh
Vicki A. Edlebeck	608 N. Camellia Lane
Eric J. Jacobson	1223 Appleton Road, Menasha
Julia M. Jandacek	1806 Silvercrest Drive, #2
Julia A. Menn	714 S. Summit Street
Morgan D. Meyer	2223 Stillwater Court, Neenah
Jacob D. Sleger	N1636 Keifer Court, Greenville
James L. Thomas	209 Olde Pulley Ln, #209T, Menasha
Jessica H. Thompson	810 E. Minor Street
Robert W. Thompson	2045 Schanock Drive, Green Bay
Gopi Vakiti	111 W. Wisconsin Avenue
Gorden D. Washburn	3401 E. Edgemere Dr, #3
Wesley J. Waukau	3412 N. Gillett Street
Daniel L. Weghorn	4012 Towne Lakes Cir, #8113
Steven R. Wichelt	910 Sullivan Ave., Kaukauna



REPORT TO CITY PLAN COMMISSION

Plan Commission Meeting Date: August 21, 2018 ***Critical Timing***

Common Council Meeting Date: September 5, 2018

Item: Annual Review of the Business Improvement District (BID) 2019 Operating Plan

Case Manager: David Kress

GENERAL INFORMATION

On behalf of Jennifer Stephany, Executive Director of Appleton Downtown Inc., please find the attached 2019 Business Improvement District (BID) Operating Plan for your review and recommendation.

Staff has reviewed the Operating Plan, and it would appear that there are no BID boundary changes proposed.

Business Improvement Districts (BID) are regulated by Section 66.1109 of the Wisconsin State Statutes. These Statutes require that a BID Operating Plan be reviewed and approved by the local legislative body on an annual basis. The Plan Commission is being asked to review and make recommendation to the Common Council in regard to the submitted 2019 Operating Plan.



2019
Downtown Appleton Business
Improvement District Operating Plan

Downtown Appleton Business Improvement District Operating Plan 2019

I. Preface

Wisconsin Act 184, signed into law in 1984, gives Wisconsin municipalities the power to establish business improvement districts (BIDs) within their communities upon petition of at least one property owner within the proposed district. The State Legislature created 66.1109 of the Wisconsin Statutes (the “BID Law”) to provide a mechanism by which business properties within an established district could voluntarily assess themselves to pay for programs aimed at promoting, developing, redeveloping, managing and maintaining the district. In many instances, BIDs are established in downtowns so property owners can jointly attract tenants and increase the value of their properties.

Business improvement district assessments are quite similar to traditional special assessments wherein property owners are assessed for improvements or services that benefit them. Unlike traditional special assessments, however, business improvement district assessments can be used to finance a wide range of activities, services, and improvements. Business improvement districts in Wisconsin have been used to fund a broad scope of activity including business retention and recruitment programs, marketing and promotional activities, environmental enhancement and maintenance programs, and crime prevention and security activities.

Pursuant to the BID Law, this shall be, when adopted, the 2019 Operating Plan for the Downtown Appleton Business Improvement District. This Operating Plan has been prepared by Appleton Downtown Incorporated (ADI).

As used herein, BID shall refer to the business improvement district’s operating and governance mechanism, and “District” shall refer to the property located within the physical boundaries of the business improvement district, as provided herein.

Further development of the District through establishment of the BID is proposed because:

1. The BID law provides a mechanism whereby private property owners can work together in conjunction with the City to develop the district.
2. Existing public funding sources used to maintain and promote the district may not be sufficient. Unified development efforts will have to be financed with new private resources as well as existing public dollars.
3. The District is dynamic, including properties of varying types and sizes. Some form of cost sharing is necessary because it is not feasible for a small group alone or the City of Appleton to support District development efforts. The BID Plan provides a fair and equitable mechanism for cost sharing which will benefit all businesses and properties within the district.
4. Use of the BID mechanism helps to ensure that the entire District will be promoted, programmed and developed as expeditiously as possible.

The property owners advocating the continuation of the BID view it as a method to build on work previously done in the community to improve the downtown. These property owners and the board of directors of Appleton Downtown Inc. have pledged to work cooperatively with other organizations and the City of Appleton to enhance the vibrancy and overall health of downtown Appleton.

This Plan, when adopted by the City Council of the City of Appleton, after public hearing and recommendation of the Plan Commission in the manner required by the BID Law, shall govern the BID for the calendar year of 2017 which shall be the Sixteenth “Plan Year”. However, it is anticipated that the BID shall continue to be so successful that it will be renewed, upon essentially the same terms and conditions for subsequent years, each of which shall be the “Plan Year”. In the manner allowed under Section 66.1109 (3)(b) of the BID Law, although with changes to the budget, work plans and assessment Appendices.

II. Plan Development

This shall be the Business Improvement District Operating Plan for the Downtown Appleton Business Improvement District, for the year 2019.

A. Plan of Action

The Plan of Action Work Plan was developed by the BID and ADI Board of Directors and Standing Committees with approval from the BID and ADI Board of Directors. Those participating in this process were ever conscious of the need to represent the full membership of the BID and of ADI. The following initiatives, strategies identified role and tasks are identified in the Work Plan and align with the City of Appleton Comprehensive plan Chapter 14. (**Appendix A**)

B. Goals and Objectives

The BID seeks to protect public and private investments in downtown Appleton and to attract new investment to the district. The BID exists to promote the orderly development of the district in cooperation with the City of Appleton, including implementation of the Downtown Plan (Chapter 14 of the Comprehensive Plan) and to develop, redevelop, maintain, operate, and promote the District. The BID shall work to preserve and improve economic, cultural, and social conditions within the District by facilitating partnerships of people and organizations to achieve mutual goals. The BID provides the necessary funding to plan, evaluate, facilitate and implement District development projects, planning activities, and promotional activities that fit within the identified mixed-use strategy for developing viable and sustainable markets that the District in downtown Appleton can serve.

C. Benefits

Money collected by the BID under this plan will be spent within the District or for the benefit of the District, and used to help property owners attract and retain tenants, keep downtown clean, safe and attractive, increase the value of property downtown and expand on a strong brand and marketing campaign for downtown. **Appendix A** outlines the initiatives, strategies and tasks for the plan year as they align with Chapter 14 Downtown Plan of the City of Appleton Comprehensive Plan.

D. 2017 Annual Report

The 2017 annual report is attached. The total assessed value of properties for the District for 2017 was \$123,013,300 2016 a 1.014% increase over the previous year. The vacancy rate of 18% was calculated based on a total of 227 total BID properties and condo units represents a decrease of one percent over the previous year.

Also included as **Appendix B** is the 2018 Midyear BID/ADI/CDA review summary

E. 2019 Budget

All of the estimated expenditures of the BID are shown on **Appendix C**, the Budget. All of the expected expenditures will be financed by the collection of BID assessments and with other revenues generated by Appleton Downtown Incorporated (ADI) and Creative Downtown Appleton Inc. (CDA) including but not limited to sponsorships and donations, ADI memberships, and by revenues of events and promotional activities. Ownership of all activities, programs, promotions, and events, along with any related revenues shall remain with ADI or CDA respectively but shall be applied to programs and services that further goals of the BID.

It is anticipated that the BID will contract with ADI to carry out the BID's Operational Plan, and that the BID will have no paid staff of its own. Funds collected through BID assessments shall be used to pay for this contracted and approved expenditures with ADI, and are expected to pay for about 30 percent of the projected by annual budget to implement a full downtown management program. Additional funds will be raised by ADI from public and private sources to cover the remaining 70 percent, and any other projects not identified herein.

Except as identified herein, all expenditures will be incurred during the Plan Year. Any funds remaining on any line item above may be moved to another budget line item, as determined by the Board of the BID. Any unused funds remaining at the end of the year shall be deposited into a contingency fund for the following Plan Year. If any additional funds are received by the BID, whether from gifts, grants, government programs, or other sources, they shall be expended for the purposes identified herein, and in the manner required by the source of such funds, or, if the funds have no restrictions, in the manner determined by the Board of the BID, in keeping with the objectives of this BID Plan. All physical improvements made with these funds shall be made in the BID District. The location of other expenditures shall be determined by the BID Board, but for the benefit of the District.

F. Powers

The BID, and the Board managing the BID shall have all the powers authorized by law, and by this Plan, and shall have all powers necessary or convenient, to implement the Operating Plan, including, but not limited to, the following powers:

1. To manage the affairs of the District.
2. To promote new investment and appreciation in value of existing investments in the District.
3. To contract with Appleton Downtown Incorporated on behalf of the BID to implement the Operational Plan.
4. To develop, advertise and promote the existing and potential benefits of the District.

5. To acquire, improve, lease and sell properties within the District, and otherwise deal in real estate.
6. To undertake on its own account, public improvements and/or to assist in development, underwriting or guaranteeing public improvements within the District.
7. To apply for, accept, and use grants and gifts for these purposes.
8. To elect officers, and contract out work as necessary to carry out these goals.
9. To add to the security of the district.
10. To elect Officers to carry out the day to day work authorized by the BID Board, including signing checks and contracts on behalf of the Board, and to adopt, if the Board wishes, By-Laws governing the conduct of the Board and its Officers, not inconsistent with this Operating Plan.
11. To adopt by-laws related to the day to day operation of the Board and Board meetings.

G. Relationship to Plans for the Orderly Development of the City

Creation of a business improvement district to facilitate District development is consistent with the City of Appleton's Downtown Plan and will promote the orderly development of the City in general and downtown in particular.

H. Public Review Process

The BID Law establishes a specific process for reviewing and approving the proposed Operating Plan, and the boundaries of the proposed District. All statutory requirements to create the BID were followed.

III. District Boundaries - – no change has been made to this section from the previous year.

The District is defined as those tax key parcels, which are outlined in pink and indicated by property in blue on **Appendix G**, attached hereto and incorporated herein by this reference, reflecting the parcels as they existed in the City of Appleton Assessor's records as of September 1, 2001. The District is generally bounded on the south by the south right of way line of Lawrence Street, on the north by the north right of way line of Franklin Street, on the east by the right of way line of Drew Street and on the west by the west right of way line of Richmond Street/Memorial Drive, with additional corridors extending north on Richmond Street to Packard Street and west along college Avenue to Badger Avenue. Properties zoned for commercial use by the City of Appleton Assessor on both sides of boundary streets are included in the District. The District includes 223 contributing parcels and units. Notwithstanding the parcels of property which are not subject to general real estate taxes, shall be excluded from the District by definition, even though they lie within the boundaries of the BID as in the map in **Appendix G**.

IV. Organization – no change has been made to this section from the previous year.

A. Operating Board

The BID Board (“Board”) as defined below, shall be appointed by the Mayor of the City of Appleton, with substantial input from ADI and the property owners in the District. Appointments by the Mayor must be confirmed by the City Council and voted in by the BID Board. The appointments and confirmation shall be made before the commencement of the Plan Year for which the Operating Plan was adopted.

This Board’s primary responsibility shall be to implement the current year’s Operating Plan, to contract for the carrying out of the Operating Plan, contracting for preparation of an annual report and audit on the District, annually considering and making changes to the Operating Plan including suggestions made by Appleton Downtown Incorporated and submitting the Operating Plan for the following Plan Year to the Common Council of the City of Appleton for approval, and other powers granted in this Plan. This requires the Board to negotiate with providers of service and materials to carry out the Plan; to enter into various contracts; to monitor development activity; and to ensure District compliance with provisions of applicable statutes and regulations.

The BID Board shall be structured as follows:

1. Board size maximum of 9
 2. Composition – A majority (at least 5) members shall be owners or occupants of the property within the District. Any non-owner, non-occupant appointee to the Board shall be a resident of the City of Appleton. At least 2 members shall be representative of each of the 3 identified market sectors, service/retail, hospitality, and office. One member shall be a representative of the Mayor or City Council. Any Board member who because of transfer of ownership of property is no longer eligible to act as a representative for a particular sector, or where such transfer of property shall cause the make-up of the Board to fall out of compliance with this Operational Plan shall be replaced. The Board shall make a recommendation for replacement to the Mayor who shall appoint a new Board member within 30 days of the recommendation.
 3. Term – Appointments to the Board shall be for a period of 3 years-for staggered terms, each ending on December 31 of the applicable year. The Board may remove by majority vote, any BID Board member who is absent for more than 3 meetings, without a valid excuse, and may recommend to the Mayor replacement members, which the Mayor shall act upon within 30 days of the recommendation.
 4. Compensation – None.
 5. Meetings – all Meetings of the Board shall be governed by Wisconsin Open Meetings Law. Minutes will be recorded and submitted to the City and the Board. The Board shall adopt rules of order to govern the conduct of its meetings and meet regularly, at least annually.
 6. Record keeping – Files and records of the Board’s affairs shall be kept pursuant to public records requirements.
 7. Staffing – The Board may employ staff and/or contract for staffing services pursuant to this Plan and subsequent modifications thereof. Unless requested otherwise by the Board, and any staff members or employees of contractors may attend all meetings of the Board, but will not have voting authority.
 8. Officers – The Board shall appoint a Chairman, Treasurer and Secretary, any two of the three of which shall have the authority to execute documents on behalf of the full Board, for the purposes authorized by the full Board, including the writing of checks. Attached Board list
- Appendix D**
9. For purposes of this section “person” means an individual owner of a parcel, or a representative of an entity owner of such parcel. No one individual, and no more than one representative of any entity, may hold more than one Board position. If, during the course of a term, a

Board member's situation changes, so that they no longer fit the definition for that seat, such as by selling their parcel, they shall resign within 10 days of selling their parcel.

B. Amendments

This Operating Plan, when adopted, shall be the governing plan for the Plan Year. However, section 66.1109 (3) (b) of the BID Law requires the Board of the city to annually review and make changes as appropriate to the district Plan, when adopting a new Operating Plan for later Plan Years. Approval by the City's Common Council of such Plan updates shall be conclusive evidence of compliance of such Plan with the BID Law.

The BID Law allows the BID to annually present amendments to its Plan. The following process for approval of the amended Plan will be followed.

1. A joint strategy session of the BID Board and the ADI Board of Directors will develop the objectives of the Operational Plan for the next Plan Year.
2. The proposed Goals and Objectives for the Plan Year will be drafted by Appleton downtown Incorporated Staff and submitted to the BID Board for review and input.
3. ADI Staff and Board will edit the plan and submit it to the BID Board for approval based on comments by the BID Board.
4. The BID Board will review the proposed BID Plan and submit to Planning Commission for approval.
5. The Common Council will act on the proposed BID Operational Plan for the following Plan Year.
6. The Mayor of Appleton will appoint new members to the BID Board at least 30 days prior to the expiration of outgoing Board members' terms.

It is anticipated that the BID will continue to revise and develop the master Operating Plan for later Plan Years, in response to changing development needs and opportunities in the District, within the purpose and objectives defined herein and therein.

Included in these changes for later Plan years will be changes in the BID budget and assessments.

V. Finance Method - no change has been made to this section from the previous year.

The proposed expenditures contained in Section II (D) above, will be financed with moneys collected from the BID assessment, and will be made, from time to time, throughout the year, in accordance with the BID Budget, attached hereto as Appendix C.

Moneys collected from BID assessments by the City will be used to pay Appleton Downtown Incorporated in accordance with the implementation contract between the BID and ADI

VI. Method of Assessment - no change has been made to this section from the previous year.

A. Parcels Assessed – **Appendix E**

All tax parcels within the District required to pay real estate taxes, including those taxed by the State as manufacturing, will be assessed with the exception of those parcels used solely for parking and those parcels subject to a recorded condominium declaration, and zoned for commercial use as shown on the City of Appleton Assessors records. Commercial Condominiums shall be assessed as if the entire building in which the Commercial Condominiums are located were not subject to the Condominium act and instead were assessed as one building, and the assessment for that entire building shall be levied against each Commercial Condominium unit in such proportion as the condominium assessments of that condominium are prorated, as defined in the Declaration of Condominium for that building. Real property used exclusively for residential purposes may not be assessed, as required by the BID Law. Property exempt from paying real estate taxes or owned by government agencies will not be assessed.

The Business Improvement District reassessment was completed by the City of Appleton Assessor's Office. The current property assessment list was generated by the Assessor's office and reviewed by the Finance Department and BID Board. As is stated below, the assessment rate of \$2.50 for each \$1000 of assessed value remains for the thirteenth year with no increase recommended. The minimum and maximum also remain with no increase recommended.

B. Levy of Assessments

Special assessments under this Operating Plan are hereby levied, by the adoption of this Operating Plan by the City Council against each tax parcel of property within the District which has a separate tax key number, in the amount shown on the assessment schedule which is attached hereto as **Appendix E**.

The 2018 assessment shown in **Appendix E** was calculated as \$2.50 for each \$1000 of assessed value for each parcel in the District with no parcel assessed more than \$5,000 and no parcel assessed less than \$250, with parcels used solely for parking excluded, with parcels solely used for residences excluded, and with the adjustments for the Commercial Condominiums and adjustments for relocation of the caps and minimums. The assessment was based on the assessed value of that parcel (land and improvements) as shown in the records of the City Assessor's Office except as otherwise identified below. It is understood that some properties within the BID may be re-assessed. The changes in the tax assessment may impact the BID assessment for these properties.

The principal behind the assessment methodology is that each non-exempt parcel's owner should pay for District development in proportion to the benefit derived. Obviously, not every parcel in the District will benefit equally, nor should each parcel, regardless of size or value contribute in exact ration of property value. It is assumed that a minimum and maximum benefit can be achieved for each parcel, thus, minimum and maximum BID assessments have been established.

For those parcels identified as Commercial Condominiums, the minimum and maximum assessments shall be established for the entire building of which the Commercial Condominium is a part, in the ratios identified above.

C. Schedule of Assessments

The final form of this 2019 Operating Plan has attached as **Appendix E** are schedules of all the tax key numbers within the BID which are being assessed, and their assessment using this formula.

The 2018 BID assessment total is anticipated to be \$198,468

Assessment adjustments compared to previous year:

	Property Owner	Address	Adjustment amount	
Removed				
31-2-0384-00	Valley Premier Property LLC	222 Oneida St.	-211,000	(527.50)
Added				
31-2-0144-00	One Lawrence Street LLC	209 S. Allen St.	+807,200	\$ 2018.00
31-2-0333-00	Lawrence University – Seth’s Coffee	323 E. Washington St.	+155,200	\$388.00
31-3-0878-00	Four-M Properties LLC	621 W. Lawrence St.	+124,000	\$310.00
31-2-0343-00	Lawrence University	320 E. College	+ 278,900	\$455.25
Increase				
79 properties experienced an increase				
Decrease				
28 properties experienced a decrease				

D. Assessment Collection and Dispersal

The City of Appleton shall include the special assessment levied herein as a separate line item on the real estate bill for each parcel. The City shall collect such assessments with the taxes as a special assessment, and in the same manner as such taxes, and shall turn over all moneys so collected to the BID Board for distribution in accordance with the BID Plan.

All BID assessments shall be shown on the tax bill as due and owing with the first installment of taxes and shall carry the same penalties and interest if not so paid.

Any money collected by the City of Appleton for BID assessments shall be held by the City in a segregated account.

The City of Appleton Finance Department shall provide to the BID Board by the 15th day of each month or as requested a separate financial statement for the BID along with a list of collections and source of such collections identified by tax parcel number for which the amount was collected.

Any BID assessments collected by the City before or after the Plan Year for which the assessments were made shall be held by the city in a segregated account and are to be used by the BID Board in the manner as if received during the applicable Plan Year. This provision is intended to govern BID assessments prepaid in December prior to the applicable Plan Year, as well as to delinquent and late payments made after the Plan Year.

The BID Board shall prepare and make available to the public and the City Council annual reports describing the current status of the BID, including expenditures and revenues, at the time it submits its amended Plan to the City for the following year. Following the end of the fiscal year an independent certified audit shall be obtained by the Board, and which shall be paid for out of the BID Budget. Copies of the 2017 audit are available in the ADI office and a copy was submitted to the Community Development Department with this plan.

Disbursement of BID funds shall be made in accordance with approved BID Operational Plan and Budget. Disbursements for contracted services such as those provided by Appleton Downtown Incorporated shall be done on a reimbursement basis. Invoices and documentation of services performed shall be submitted on a monthly basis to the BID Board. The BID Board shall forward these invoices for payment to the City of Appleton Finance Department. The Finance Department shall issue payment on the invoice once it has received evidence that the expenditures are eligible for reimbursement in accordance with the BID Operational Plan and Budget. This reimbursement shall be made to the service provider within seven business days of the submittal of the request to the City.

The presentation of the proposed Plan to the City shall deem a standing order of the Board under 66.1109 (4) Wis. Stats. To disburse the BID assessments in the manner provided herein. This section shall be sufficient instruction to the City to disburse the BID assessment, without necessity of an additional disbursement agreement, disbursement method, or accounting method. Other than as specified herein, the disbursement procedures shall follow standard City disbursement policy.

E. Annual Report

The Board shall prepare an annual report as required by section 66.1109 (3) (c) of the Wisconsin Statutes. A copy of the 2017 report is attached.

The report shall include the required audit. The required audit shall be prepared by the auditing firm conducting the annual audit for the City of Appleton. The BID shall be solely responsible for payment of any funds specified for the BID Audit related to BID activities for said BID Audit.

The City of Appleton Finance Department shall provide an estimate of the cost of said BID audit for the following year to the BID Board no later than September 1 of the previous year.

VII. City Role

The City of Appleton is committed to helping private property owners in the District promote development. To this end, the City intends to play a significant role in the implementation of the Downtown plan. In particular, the City will:

1. Encourage the County and State Governments to support activities of the district.
2. Monitor and when appropriate, apply for outside funds, which could be used in support of the district.
3. Collect assessments and maintain a segregated account.
4. Provide disbursement of BID funds to service providers in accordance with the BID Operational Plan and Budget.
5. Contract with an auditing firm to conduct the Audit. Said firm shall be the same firm that conducts the City of Appleton annual audit.
6. Provide a cost estimate for said audit no later than September 1 for the following year.
7. Provide a separate monthly financial statement to the BID Board.
8. Review annual audits as required per 66.1109 (3) (c) of the BID Law.
9. Provide the BID Board through the Assessor's Office on or before June 1 each Plan Year, with the official City records on assessed value for each tax key number within the District, as of that date in each Plan Year, for purposes of calculating the BID assessment.
10. Adopt this plan in the manner required by the BID Law.
11. Appoint and confirm new BID Board members as required herein.

VIII. Required Statements - no change has been made to this section from the previous year.

The Business Improvement District Law requires the Plan to include several specific statements.

66.1109 (1) (f) (1.m): The District will contain property used exclusively for manufacturing purpose, as well as properties used in part for manufacturing. These properties will be assessed according to the formula contained herein because it is assumed that they will benefit from development in the District.

66.1109 (5) (a) Property known to be used exclusively for residential purposes may not be assessed, and such properties will be identified as BID exempt properties.

66.1109(1)(f)(5): Michael, Best & Friedrich, LLP has previously opined that the Operating Plan complies with the provisions of Wis Stat. sec. 66.1109(1)(f)(1-4). Michael, Best & Friedrich, LLP has confirmed that, because no substantive changes are proposed in this amendment, no additional opinion is required.

IX. Appleton Downtown Incorporated - no change has been made to this section from the previous year.

A. Appleton Downtown Incorporated

The BID shall be a separate entity from Appleton Downtown Incorporated (ADI). ADI shall remain a private not-for-profit organization, not subject to the open meeting law, and not subject to the public records law except for its records generated in connection with its contract with the BID Board, and may, and it is intended, shall contract with the BID to provide services to the BID in accordance with the Plan. Any contracting with ADI to

provide services to BID shall be exempt from the requirements of sec. 62.15, Wis. Stats., because such contracts shall not be for the construction of improvements or provision of materials. If the BID does contract for the construction of improvements or provisions of material, it shall follow the requirements of such statutes to the extent applicable to assure open, competitive procurement of contracts and purchases. Further, the annual accounting required under 66.1109 (3) (c) Wis. Stats. Shall be deemed to fulfill the requirement of 62.15 (14) Wis. Stats. Ownership of assets of Appleton Downtown Incorporated shall remain solely with Appleton Downtown Incorporated.

A. Binding Clause

The adoption of this Operating Plan is subject to the BID Board contracting with Appleton Downtown Incorporated to carry out this Operational Plan, and if such contract is not entered into by the first day of the Plan Year, then the Plan shall be null and void.

X. Severability and Expansion - no change has been made to this section from the previous year.

The Business Improvement District has been created under authority of 66.1109 of the Statutes of the State of Wisconsin.

Should any court find any portion of the BID Law or this Plan invalid or unconstitutional, said decision will not invalidate or terminate the Business Improvement District and this Business Improvement District Operating Plan should be amended by the Common Council of the City of Appleton as and when it conducts its annual budget approval and without necessity to undertake any other act.

All of the above is specifically authorized under 66.1109 (3) (b) of the BID Law.

If it is determined by a court or administrative body that the parcel of property not be subject to general real estate taxes may not be included within the District, then said parcels shall be excluded from the definition of the district.

All appendices are hereby incorporated by this reference.

APPENDIX A

2019 Plan of Action

APPLETON DOWNTOWN INC., BUSINESS IMPROVEMENT DISTRICT and CREATIVE DOWNTOWN APPLETON INC. 2019 Plan of Action

Mission

Our mission to establish a vibrant and accessible destination for business, learning, living and leisure is anchored in our focus to create an environment of success and sustainability for the new exhibition center, a robust employment center and a more livable Downtown. Our strategic initiatives build support for an exceptional visitor experience, a strong business climate and an attractive, accessible and inclusive downtown where more people want to live.

OUR BRIGHT FUTURE

As the City, ADI and its partners continue to plan and invest in downtown Appleton, they will be guided by the following vision and principles: “Downtown Appleton is a great American urban neighborhood and employment center with world class arts and entertainment.”

1. Fully embrace and leverage the diverse arts, cultural, and educational assets of the community
2. Invest in the growth of downtown neighborhoods with diverse housing options and residential amenities
3. Increase connectivity, trails, and recreation opportunities between the downtown, the Fox River, and the region
4. Foster a culture of walking and biking
5. Promote quality development along the Fox River by embracing the region’s industrial and natural heritage
6. Support diverse partnerships which make downtown more attractive for residents and visitors through: activities and events; public art and place making; on-going maintenance; and promotion and marketing
7. Create a safe, welcoming, inclusive and accessible downtown
8. Grow downtown as an employment center for the region
9. Continue to support events and entertainment which draw visitors to downtown Appleton
10. Support a destination Fox Cities Exhibition Center as a unique attraction and community asset
11. Support unique, independent businesses

MARKET FINDINGS

The recently adopted Appleton Downtown Market Analysis identifies the following key assets and subsequent development and community priorities that reflect the public input and discussion throughout the plan development.

Key Assets

1. Large daytime workforce
2. A thriving arts/entertainment/culture/educational scene
3. The Fox River, an extensive parks system, and growing trail network

4. Diverse events and programs draw thousands of visitors
5. Strong business mix
6. College Avenue, which is walkable and economically vibrant

Development Priorities

- Residential Development - A mix of multifamily, townhouse, and condo housing into downtown, with a focus north of College Avenue.
- Office Development - New office downtown, including north of College Avenue.
- Hospitality - Few deficiencies exist, more restaurants.
- Retail/Commercial - Focus on strategically filling existing spaces.
- City Center Plaza/Public Market - Explore public market concept.

Community Priorities

- Successful Operation of the Fox Cities Exhibition Center
- Balanced Riverfront revitalization
- New or remodeled Appleton Public Library
- Develop Ellen Kort Peace Park & redevelop Jones Park
- A walkable Downtown
- Strong livable Downtown neighborhoods
- Traffic flow Improvements
- Accessible and affordable parking solutions
- Enhanced streetscapes throughout Downtown
- Expand Public Art & Creative Culture
- Continued Partnership with Lawrence University

Key Accomplishments from the Past Year

Over the last 12 months our organization has experienced significant progress through several key initiatives and new projects including:

- Economic Development support including our involvement on the Library planning Core team and promoting the new TIF Districts 11 and 12 and the supporting grant programs. Distribution of support pieces including the downtown lifestyle and market study summary pieces. A state of the Downtown event was again hosted in cooperation with the City of Appleton to share information on the new TIF districts, PACE funding, Historic Tax Credits and residential mixed use development interest.
- Riverfront Spaces and Places plan in process in cooperation with East Central Wisconsin Regional Planning Commission to create an activation plan to identify opportunities to enhance the walkability of the riverfront and connectivity to downtown. Such a plan may include beautification elements, wayfinding signage, lighting or other placemaking enhancements to the area. This plan will help support a Riverfront BID creation process.
- Expansion of the Downtown CARE (Clean.Assess.Refresh.Enhance) Program in cooperation with Riverview Gardens and the City of Appleton with the addition of 10 hours a week of contracted cleaning with the Gumbuster with the Service Works program. The CARE program is

designed to provide employability skills to those experiencing homelessness or other barriers to employment while providing general cleaning service to the public areas of the Downtown district.

- Contributions to the Creative Environment included our partnership on the Acre of Art sculpture project which will place additional sculptures for a two year period. The program will be an annual project to allow for rotating pieces and acquisition of a piece every two years. Support and coordination for the completion of the Neenah Papers mural which will enhance the trail experience along the river. Our partnership on Mile of Music, additional steps in our pet friendly campaign, little libraries and continuing to enhance the public space areas with interactive games and activities like Creative Kids program, live music and public art.
- Embracing and supporting the Appleton Dignity and Respect campaign brings important discussion and initiatives to Downtown to become a more inclusive and welcoming community. Downtown is a place where everyone needs to feel a safe sense of belonging and opportunities for success are supported equally.

The State of Downtown Appleton

The state of Downtown Appleton is strong. Across the nation there is a trend toward urban living amidst vibrant cultural districts. People, especially those without children, are desiring convenient, car-optional neighborhoods where residents can walk to work, shop and access entertainment. Downtown Appleton has benefited from this trend and the ADI and BID boards are optimistic that we are emerging as a destination for urban living.

Downtown Appleton has become the central social district in the area. ADI sponsored programs such as the Saturday Farm Market and Thursday concerts continue to grow in popularity. Special events such as the Mile of Music and Octoberfest are attended by tens of thousands of people. With the Exhibition Center now open, Downtown Appleton is poised to see even greater growth in visitors.

The employer base in Downtown Appleton is thriving and demand for office space has increased of late. Opportunities exist to further engage workers to take advantage of what Downtown Appleton has to offer. The market study indicates leakage in grocery and more opportunity for experiential and specialty retail. As big box retailers are struggling and closing around the country, Downtown's are positioned to welcome independent retailers and smaller scale national retail service centers in active walkable urban corridors.

Downtown Appleton enjoys many assets, and the opportunity to better leverage these assets is exciting: a riverfront district that is growing in popularity; a highly regarded university that brings world-class entertainment to Downtown Appleton; and historic buildings that are the core of good urban design.

Statistics indicate that Appleton is one of the safest cities in the country. However, as more people come downtown there are more security incidents and a concern about the safety of downtown. More crowds also make it challenging to keep our downtown clean. Today, downtown cleanliness is of utmost importance. Increasing the accountability of the CARE program is expected to improve downtown cleanliness, but we need to do more and ensure that we have a long term solution in place for continued financial support and growth.

The City of Appleton Dignity and Respect campaign continues to foster strong collaboration in our community's efforts to become for inclusive and welcome. ADI has much to learn and our goal for this year is to better understand how we can make positive improvements. We look forward to our participation in the campaign and the creation of a Downtown Dignity and Respect video in cooperation with the City's Diversity and Inclusion Director. Our goal is a downtown where ALL people feel safe and welcome.

Our work to create One Great Place is also about talent attraction. As the premier arts and entertainment district of the Fox Cities, downtown is a quality of life benefit highlighted by employers throughout the region to attract and retain a talented workforce. Employees are more often making a decision on job selection based on community and quality of life. By adopting a creative placemaking approach to activating public spaces, recruiting a healthy business mix and integrating public art, we position downtown for employment growth and increased residential capacity.

Forward

For the next year, the ADI and BID boards will continue to advance the three imperatives for advancing ADI's Mission:

1. Advance downtown living to increase the number of downtown residents and the economic diversity of those residents
2. Play a more integrated role in business recruitment and retention efforts in partnership with Downtown property owners
3. Curate walkability and livability enhancements throughout the Riverfront corridor and the West end of College Ave.

The Chapter 14 Downtown Plan will be implemented through seven initiatives and their associated strategies. The BID/ADI/CDA Plan aligns its work plan within the following initiatives and strategies.

2019 WORK PLAN

The following plan integrates Appleton Downtown Inc., Creative Downtown Appleton Inc. and the Business Improvement District. This work plan is aligned with the Initiatives and Strategies from Chapter 14 of the City of Appleton 2017 Comprehensive Plan – the Downtown chapter.

- **Major Partner** – ADI/BID/CDA is a primary partner, organizer, and contributor.
- **Contributor** – Another stakeholder owns this initiative, but ADI/BID/CDA will have significant execution responsibilities.
- **Support and Promote** – Another stakeholder owns this initiative and there is no apparent ADI/BID/CDA work effort, but ADI/BID/CDA leadership will help promote the effort and be present at key times to help explain how the initiative impacts or benefits downtown and ADI/BID/CDA.

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#1 Urban Form & Design	1.1 Continue development of entry features on major routes into the downtown	Major Partner	Entry Signage for Downtown <ul style="list-style-type: none"> • Maintain and program the Message Center on the Red Ramp • Continue to work on entry signage plan for main routes into downtown. 		X	X
	1.2 Continue to enhance the civic campus south of Lawrence Street	Support and Promote				
	1.3 Implement appropriate streetscaping projects throughout the downtown	Contributor	<ul style="list-style-type: none"> • Develop a vision plan for streetscape enhancements for the next three years. • Continue to fund the flowers in the planters along College Ave. • Partner with DPW on sidewalk kiosk updates 	X	X X	X X
	1.4 Install sculpture, murals, and other art in public locations throughout the downtown	Major Partner	<ul style="list-style-type: none"> • Be a partner on the Acre of Art program to support annual temporary sculptures. • Promote and curate additional interactive public art in the district. • Establish a Quarterly City Public Art Committee meeting with Creative Downtown Appleton (CDA) 		X X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#1 Urban Form & Design	1.5 Continue to encourage quality urban design throughout the downtown through voluntary measures	Contributor	<ul style="list-style-type: none"> Continue to offer the Façade Grant program for exterior building and access improvements. Identify opportunities to enhance the grant program through matching support from vendors or other local partners. Create a set of façade standards to include with the grant and share with all buildings within the CBD. 	X	X X	X X
	1.6 Add flexible outdoor space throughout the downtown area	Major Partner	<ul style="list-style-type: none"> Focus on adding seating options on the West end and riverfront Draft a proposal and budget for a seasonal parklet option for the west end. 		X	X
#2 Tourism, Arts, Entertainment & Education	2.1 Maintain and strengthen the vitality of the arts and entertainment niche	Major Partner	<ul style="list-style-type: none"> W/partners: Conduct an inventory of public art downtown and riverfront and identify gaps and potential future public art locations. Continue to host 100+ events annually. Continue to partner with Mile of Music and Octoberfest on event coordination. Recruit and support an organization to own and manage a monthly night market on College Ave – preferably on the West end Host monthly hospitality committee and creative committee meetings 	X	X X X X	X X
	2.2 Pursue opportunities to attract more artists and arts related businesses to the downtown	Contributor	<ul style="list-style-type: none"> Provide exhibit and sales opportunities for local artisans. Music movement partner with Mile of Music to become a more musician friendly city 			X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#2 Tourism, Arts, Entertainment & Education	2.3 Create new venues for arts and entertainment activities in the downtown	Contributor	<ul style="list-style-type: none"> • Pop up gallery support and promote the “how to” guide available soon on our website • Explore underutilized space on the west end and riverfront for arts related activities or events: ie Thompson Center parking lot • Music Movement support to venues – more collaborative promotion for live music, create a secret shopper type program with musicians to provide free venue audits 		X	
	2.4 Continue to support the Fox Cities Exhibition Center as a vital component of the downtown	Contributor	<ul style="list-style-type: none"> • Assist the Convention and Visitors Bureau (CVB) and Red Lion with convention and event attraction. • One Great Place for your convention promotion video. • Grow the Ambassador program focused on connecting convention visitors to the downtown businesses & attractions. 	X	X	X
	2.5 Foster an arts education focus downtown	Support and Promote	<ul style="list-style-type: none"> • W/partners grow Creative Kids program with Art on the Town • Fund free to the public arts workshops with local artists during Art on The Town - CDA 	X	X	
	2.6 Create more Fox River to Downtown tourism opportunities and connections	Contributor	<ul style="list-style-type: none"> • Include riverfront messaging and wayfinding in marketing and promotions. • Continue to fund 40% of the trolley service for Thursday night, Friday night and all-day Saturday. • Create a new promo video: Explore Downtown’s backyard -The Fox Riverfront! Highlight: outdoor dining, tour boat, kayak and bike rentals, live music, bird watching, 		X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#2 Tourism, Arts, Entertainment & Education	2.7 Support creation of a new or remodeled library downtown, which will significantly contribute to the arts and culture of downtown Appleton	Support and Promote	<ul style="list-style-type: none"> Continue to be an advocate for a new library in Downtown Appleton Provide communication to our members about library developments 			
	2.8 Establish an Arts and Culture Plan for the City	Contributor	<ul style="list-style-type: none"> Collaborate with City Public Art Committee Establish a public art inventory database and map Submit public art project ideas to the committee annually for consideration Provide opportunities for multicultural inclusion in events and public art projects 		X X X X	X
#3 Neighborhood & Residential Development	3.1 Encourage mixed-use and mid-density residential redevelopment on under-utilized sites on the edge of downtown	Contributor	<ul style="list-style-type: none"> Continue to support second floor façade building improvements in our façade program Host an Annual Downtown Summit Partner with the Home Builders Association, and Downtown residential spaces to feature a Downtown Living Tour 	X	X X X	X
	3.2 Preserve and enhance historic neighborhoods adjacent to downtown	Support and Promote				

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#3 Neighborhood & Residential Development	3.3 Promote development of neighborhood serving businesses to meet the basic shopping and service needs of downtown and nearby residents	Major Partner	<ul style="list-style-type: none"> Annual Downtown resident survey Host a Downtown resident night at a concert series and offer free wristband and drink ticket to all Downtown Residents for completing a survey Create a Welcome to Downtown residential packet – Guide, welcome message, discount coupons from businesses, survey to provide feedback to us. Continue efforts to make downtown pet-friendly: waste stations, leash hooks, and a downtown dog park. Assemble a bike share program proposal with smart bikes as Lime Bikes 		X X X X X	X X
	3.4 Evaluate the need to amend the Zoning Code and other tools to facilitate redevelopment in mixed-use areas bordering the downtown CBD	Support and Promote				
	3.5 As future housing is added downtown, coordinate efforts with the Appleton Area School District (AASD)	Support and Promote				
	3.6 Enhance the image of downtown north of College Avenue	Contributor	<ul style="list-style-type: none"> Host monthly Washington Square committee monitor and track daily reports, manage security contract Microtarget spaces that are not safe, comfortable, or interesting for improvement. Partner with area residents, business and churches for quick, inexpensive improvements. 		X X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
	3.7 Support green energy and sustainable infrastructure development	Support and Promote	<ul style="list-style-type: none"> Research solar powered charging stations for Houdini Plaza and the parklet 		X	X X
	3.8 Promote a broad spectrum of housing types within the downtown study area	Contributor	<ul style="list-style-type: none"> Partner with the Home Builders Association and Downtown residential spaces to feature a Downtown Living Tour night as part of Art on the Town or other event 		X	
	3.9 Fund and implement a “Quiet Zone”	Support and Promote			X	
	3.10 Promote well-designed transitional areas between higher density development downtown and adjacent, largely single family neighborhoods	Support and Promote				
#4 Downtown Development & Business Retention	4.1 Sustain and grow the retail niches which have formed downtown	Major Partner	<ul style="list-style-type: none"> Continue to offer business Recruitment grant program Administer a business retention survey Continue to offer marketing grant program Increase brand and image marketing to highlight our retail nodes Support a new Shop Appleton Campaign and Retail promotion and events in cooperation with ANBA Recruit and promote retail pop up shops in vacant store fronts 	X X X X	X X X X X	X X X X X
	4.2 Identify and aggressively recruit target industries	Major Partner	<ul style="list-style-type: none"> Develop vacant property mini-plans to activate storefronts and assist with business recruitment – econ dev committee Request community input on what businesses and amenities would you like to see Downtown: Post Crescent and online campaign Participate in statewide WDAC second location program 	X	X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#4 Downtown Development & Business Retention	4.3 Protect the existing retail blocks on College Avenue	Major Partner	<ul style="list-style-type: none"> Continue grant programs: business recruitment, façade improvement, marketing Coordinate a business mentorship program for retail and hospitality businesses 	X X	X X	X
	4.4 Add depth to retail nodes beyond College Avenue by encouraging new businesses on side streets and fronting Soldier's Square	Major Partner	<ul style="list-style-type: none"> Continue Business recruitment strategies Vacant property plans and promotion See 4.2	X X	X X	X
	4.5 Facilitate and pursue entrepreneurial business development in the downtown	Contributor	<ul style="list-style-type: none"> Approach entrepreneurial support programs and organizations to partner in the downtown message, offer support and grant program opportunities (gBeta, venture center, WWBIC, LU, kinnecter) Pop up shop support 		X X	X
	4.6 Create opportunities for smaller offices and business services to locate downtown, including north of College Avenue	Major Partner	<ul style="list-style-type: none"> Continue to host an annual State of the Downtown event Continue façade and recruitment grant programs Create an internal system for tracking available properties 	X X	X X	X
	4.7 Maintain an environment favorable to larger employers in the downtown	Major Partner	<ul style="list-style-type: none"> Expand our message about the role downtown and ADI's work plays in talent attraction for the region Annual presentation at SHRM to share the Downtown story Create a Downtown Appleton piece for inclusion in the Relocate Fox Cities packets Create and distribute a New Downtown Employee packet: guide, coupons, Connect into the I41 Corridor Strategies initiative with ECWRPC Connect into New North and encourage inclusion in regional messaging 	 X X	X X X X X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
	4.8 Support private sector efforts to redevelop and invest in downtown	Contributor	<ul style="list-style-type: none"> Continue to host an annual State of the Downtown event and actively distribute recruitment and market analysis materials to brokers and developers Continue grant programs: business recruitment and façade improvement, Cooperatively market the City TIF grant program 		X X	
	4.9 Implement the block level conceptual ideas contained in Section 4 of the full chapter	Support and Promote				
#5 Mobility and Parking	5.1 Support Access Appleton initiatives through the City & BID	Contributor	<ul style="list-style-type: none"> Continue to include accessibility improvements in façade grant criteria. Conduct a Walk Audit of Downtown using the AARP Walk Audit Tool Kit 	X	X X	X
	5.2 Continue to proactively address real and perceived parking needs as they arise	Support and Promote	<ul style="list-style-type: none"> Participate in discussing, promoting and lobbying for parking solutions Coordinate a parking promotion to highlight the parking App, ramps, variety of meters, best practices etc.. Social, window clings, ads 	X	X X	X
	5.3 Improve pedestrian and bicycle connections to and through the downtown	Contributor	<ul style="list-style-type: none"> Promote walking and biking routes Conduct a Walk Audit and implement enhancement recommendations Work with city on adding bike friendly amenities: ie racks, fix stations, lockers etc.. Assemble a bike share program proposal with smart bikes as Lime Bikes 		X X X X	
	5.4 Implement the recommendations contained in the 2016 Downtown Mobility Plan	Support and Promote	<ul style="list-style-type: none"> Participation in Appleton Street reconstruction project and help communicate to businesses and public 		X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
	5.5 Endorse a system of public transportation centered on downtown	Support and Promote	<ul style="list-style-type: none"> Continue to fund 40% of the trolley service for Thursday night, Friday night and all-day Saturday. Propose option to transit commission to add a second trolley to reduce the route to 15-20 minutes and service all needed stops 		X X	X
	5.6 Plan, design, and implement bike and pedestrian wayfinding signage	Contributor	<ul style="list-style-type: none"> Design a system of riverfront wayfinding signage to propose with the Riverfront BID 			X
	5.7 Promote downtown development best practices which encourage walkability	Contributor	<ul style="list-style-type: none"> Implement walkability elements to west end and riverfront Continue support for CARE program to keep Downtown clean (see #6) 	X X	X X	
#6 Downtown Management	6.1 Update the Downtown Plan as initiatives are completed or new opportunities arise	Support and Promote	<ul style="list-style-type: none"> Continued participation in annual plan reviews 		X	X
	6.2 Uphold support for Appleton Downtown, Inc. and the Business Improvement District	Major Partner	<ul style="list-style-type: none"> Manage cooperative agreement between the BID and ADI Create a more structured internship program to work with high school and college students Grow the new volunteer program to add support for event management, office help and the Ambassador program Develop a plan for adding a riverfront BID part time staff member 	X X	X X X X X	X

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
#6 Downtown Management	6.3 Ensure the cleanliness and safety of the downtown and surrounding neighborhoods	Major Partner	<ul style="list-style-type: none"> Continue support for the CARE program, in partnership with Riverview Gardens and the City of Appleton, to ensure daily clean up of all downtown areas. Work with law enforcement, businesses, and residents to develop a security strategy for side streets and transitional areas between downtown and neighborhoods. Continue to manage the cooperative agreement for a Washington Square security guard Provide diversity training video and group sessions for our members that reflects our aspiration for all cultures and communities of people to feel safe and welcome downtown. 	X X X	X X X X	
	6.4 Continue to explore potential for formation of a Riverfront Business Improvement District (BID)	Major Partner	<ul style="list-style-type: none"> Apply the ECWRPC spaces and places plan findings into a Riverfront BID plan. Adoption of riverfront BID in 2019 for budget year 2020 		X	
#7 Public Spaces & Riverfront	7.1 Complete proposed trail segments along the Fox River	Support and Promote	<ul style="list-style-type: none"> Continue involvement in Ellen Kort Park planning and encourage the trail connection to Jones Park 		X	X
	7.2 Construct a grand stair case and similar stair and ramp linkages which connect downtown to the river	Support and Promote				
	7.3 Consider developing a civic plaza on a portion of the YMCA ramp site when it comes down	Support and Promote	<ul style="list-style-type: none"> Continue to participate on the library planning team 			

Initiatives	Strategies	ADI/BID/CD A Role	DRAFT: 2019 Work Plan	BID Funded	2019	Thru 2020
	7.4 Plan, design, and construct improvements to Jones Park and Ellen Kort Peace Park	Contributor	<ul style="list-style-type: none"> Continue involvement in Ellen Kort Park planning and encourage the trail connection to Jones Park 		X	X
	7.5 Continue to support public and private efforts to identify and develop pocket parks, alleyways, and other pedestrian opportunity zones off of College Avenue	Major Partner	<ul style="list-style-type: none"> Propose, fundraise for and implement a parklet on the west end of College Ave. Encourage more sidewalk café seating on the west end of College Ave. 		X X	X
	7.6 Promote the identity of the riverfront through creative use of lighting	Support and Promote	<ul style="list-style-type: none"> Propose LED lighting options as riverfront enhancement 		X	X
	7.7 Support creation of a new or remodeled library downtown providing space for contemplation, creation & collaboration.	Support and Promote	<ul style="list-style-type: none"> Participate in APL planning process and assist with communication with neighboring businesses 		X	
	7.8 Continue both public and private redevelopment along the Fox River Corridor	Major Partner	<ul style="list-style-type: none"> Adoption of riverfront BID in 2019 for budget year 2020 		X	X

Appendix B

2018 Midyear Review

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
#1 Urban Form & Design	1.1 Continue development of entry features on major routes into the downtown	Major Partner	Entry Signage for Downtown <ul style="list-style-type: none"> Develop an entry signage plan for main routes into downtown. Work with the City and private funding partners to implement entry signage plan. 		X	X	ADI has been offered a free electronic message center from Fox Cities Sign. ADI Board review of an agreement more information needed on replacement costs: \$12,000 and lifespan of the unit – 20 years. Next would be an approach to the City about installing on the Red parking ramp at the corner of Lawrence and Appleton St. Must be sure it is a quality unit with longevity and easy to use.
	1.2 Continue to enhance the civic campus south of Lawrence Street	Support and Promote					
	1.3 Implement appropriate streetscaping projects throughout the downtown	Contributor	<ul style="list-style-type: none"> Develop a vision plan for streetscape improvements for the next three years. Work with the City and private funding partners to implement. Continue to fund the flowers in the planters along College Ave. Re-imagine how to use the College Avenue wayfinding kiosks (e.g., display QR codes for parking app, ADI web site, etc.). 	X	X	X X	Sidewalk kiosk updates – held until library decision is made City: Crosswalks updated this year and Johnston street improvements Flowers are planted Pet friendly station on west end is ready to install West End walkability round tables forming to explore placemaking amenities and cross promotional opportunities

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	1.4 Install sculpture, murals, and other art in public locations throughout the downtown	Major Partner	<ul style="list-style-type: none"> Be a partner on the Acre of Art program to support annual temporary sculptures. Promote and curate additional mural art in the district. 		X	X	<p>Acre of Art 2018 requests have begun. 2 year sculpture rental: \$5000 over 2 years. slow response!!</p> <p>Creative committee has drafted a matrix to evaluate project ideas brought to our committee. 2109 potential projects: west end parklet, riverfront lighting, Acre of Art, another musical instrument</p> <p>Musical Instrument – now working on Plan C – approaching PAC about under their overhang.</p> <p>Neenah Paper wall mural complete. Private donor payment in full. Artist paid in full.</p>
	1.5 Continue to encourage quality urban design throughout the downtown through voluntary measures	Contributor	<ul style="list-style-type: none"> Continue to offer the Façade Grant program for exterior building improvements. Create a set of façade standards to include with the grant and share with all buildings within the CBD. 	X	X	X	<p>Façade grant and TIF grant programs are fully invested for 2018</p> <ul style="list-style-type: none"> OB Brau House: \$5000 Lillians: \$1000 Player 2: \$1000 Scooter G's: \$1000 Dr. Jeckyls: \$1000 IlAngolo: \$2000 Brewed Awakenings: \$2000 Red Lion Hotel : \$5000 423 W. College Ave: Dealer Inspire: \$5000 Spats: \$1000 Josef's Gyros: \$1000 <p>Total of \$25,000</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	1.6 Add flexible outdoor space throughout the downtown area	Major Partner	<ul style="list-style-type: none"> Add more seating options to public spaces. 		X	X	Researching a community table placement and cost. Location is our obstacle – another reason to explore perm. Parklets 34 Houdini Plaza plastic chairs placed Applied to AARP grant process for an outdoor seating area under the awning near City Center East.
#2 Tourism, Arts, Entertainment & Education	2.1 Maintain and strengthen the vitality of the arts and entertainment niche	Major Partner	<ul style="list-style-type: none"> Continue to host 100+ events annually. Continue to partner with Mile of Music and Octoberfest on event coordination. Continue to coordinate brand marketing and promotions. 	X	X	X	<p>Farm Market, Annual Meeting, Vacation Destination, Ladies Day, Mini Golf, Craft Beer Walk, Lunchtime Live, Concert Series, Street Music support, Make Music Day support, concert at Heid Music during AOTT.</p> <p>Contracts with Mile and Octoberfest in negotiations</p> <p>Marketing report attached</p>
	2.2 Pursue opportunities to attract more artists and arts related businesses to the downtown	Contributor	<ul style="list-style-type: none"> Provide exhibit and sales opportunities for local artisans. 			X	<p>Art on the Town May – September Farm Market vendor booths Octoberfest Arts and Crafts area managed by ADI</p> <p>Worked with Door County artist on downtown location search</p> <p>Discussion with Avenue art about coming back downtown. Unfortunately, they selected a nonretail location in a business park.</p> <p>New interest in creating a 1000 seat music venue</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	2.3 Create new venues for arts and entertainment activities in the downtown	Contributor	<ul style="list-style-type: none"> Create a “How To” guide for pop up shops and galleries to encourage more activity in underutilized or vacant spaces. Pursue sponsors for Jones Park amphitheater 		X		<p>Assisted LU in location for Rabbit Gallery</p> <p>Assisted photographer with pop up location for Mile of Music</p> <p>Working on Pop up How To for Downtown potential location options, temp leases, insurance, rent rates, marketing ideas, event alignment</p> <p>City has informed us they have a potential sponsor for the amphitheater</p>
	2.4 Continue to support the Fox Cities Exhibition Center as a vital component of the downtown	Contributor	<ul style="list-style-type: none"> Assist the Convention and Visitors Bureau (CVB) and the Radisson with convention and event attraction. One Great Place for your convention promotion brochure and video. Implement the Ambassador program focused on connecting convention visitors to the downtown businesses & attractions. 	<p>X</p> <p>X</p>	<p>X</p> <p>X</p> <p>X</p>	<p>X</p> <p>X</p> <p>X</p>	<p>Assisted Kiwanis with Kids Expo planning at FCEC</p> <p>Working with Kinnector to bring their annual event to the FCEC</p> <p>Assisted WAMCI conference on finding a mobile workshop for attendees</p> <p>Tour the CVB staff on downtown updates and new businesses and attractions.</p> <p>Ambassador program first four volunteers are recruited for training. Requesting a list of conference dates, purchase of a tablet and vests. Lisa will lead the Volunteer program internally and work with the Vol Center on recruitment and scheduling</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	2.5 Foster an arts education focus downtown	Support and Promote					<p>Fiscal agent for Mile of Music education series</p> <p>Expansion of the Creative Kids program with AOTT YMCA, Building for Kids, APL, Paper Discovery Center,</p> <p>Partner in Make Music Day</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	2.6 Create more Fox River to Downtown tourism opportunities and connections	Contributor	<ul style="list-style-type: none"> • Include riverfront messaging and wayfinding in marketing and promotions. • Collaborate with other stakeholders to plan the provision of riverfront amenities (e.g., hot dog carts, and book sharing). • Continue to fund 40% of the trolley service for Thursday night, Friday night and all-day Saturday. • Promote the Fox Trot Trail app and create additional walking and biking routes to further enhance connectivity to the riverfront. Explore mobile apps as a more convenient alternative to paper maps 		X X X X	X X	<p>Fam tours with downtown businesses on the River tour boat and Riverheath locations</p> <p>ECWRPC Riverfront Spaces and Places Plan sessions in process Scheduling river business visits</p> <p>Trolley relationship continuing</p> <p>We help monitor the Fox Trot trail map container and fill also promoted on our website under Exploring Downtown</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	2.7 Support creation of a new or remodeled library downtown, which will significantly contribute to the arts and culture of downtown Appleton	Support and Promote					<p>Invited to participate on the Core Plus team for library planning several 4 to 5 hour sessions are booked with the consultants in addition to the public input sessions. Also recommended that Mark Behnke be invited to participate on the committee</p> <p>Continue to express concerns about parking and access for the 100 E. College tenants south side of the street.</p>
	2.8 Establish an Arts and Culture Plan for the City	Contributor	<ul style="list-style-type: none"> CDA to be a lead partner on the development of an arts and culture plan with the City of Appleton Provide opportunities for multicultural inclusion in events and public art projects 		X X	X	<p>City Public Art Committee moving to application process Once established would like to have Creative Downtown present to the committee and work together.</p> <p>May AOTT has a cultural art focus – will move to August in 2019 Discussion with NEWAA about reaching out to more diverse artists to include in AOTT and other Downtown events Discussion with Indus on developing a cultural program to present annually with Art on the Town.</p> <p>Shared interest with Make Music Day partners to invite cultural groups to participate next year.</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
#3 Neighborhood & Residential Development	3.1 Encourage mixed-use and mid-density residential redevelopment on under-utilized sites on the edge downtown	Contributor	<ul style="list-style-type: none"> Define trends and craft a vision and messaging for residential investment Encourage second floor residential improvements to increase property values, retain tenants and increase rental rates Partner with the City and private developers to identify sites for potential housing options and projects Continue real estate investment club outreach 	X	X X X		<p>Created the Lifestyle piece as support material for downtown property owners and agent – need to distribute more widely</p> <p>Hosted the Downtown Summit with a focus on residential mixed use development</p> <p>Included in several conversation on potential developments that include residential or temporary housing.</p> <p>Home Builder Association still has interest in hosting a downtown event with us</p>
	3.2 Preserve and enhance historic neighborhoods adjacent to downtown	Support and Promote					

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	3.3 Promote development of neighborhood serving businesses to meet the basic shopping and service needs of downtown and nearby residents	Major Partner	<ul style="list-style-type: none"> In partnership with the Downtown Appleton Neighborhood Group (DANG), administer a Downtowner survey to identify needs and desired amenities Explore the creation of a concierge service for downtown residents to provide an order process and pick up space for services such as grocery, dry cleaning, UPS pick up. Continue efforts to make downtown pet-friendly: waste stations, leash hooks, and a downtown dog park. 		X X X		<p>Reached out to DANG but they are no longer active. Requested input from the City on potential survey tool for reaching downtown residents – the challenge is how to get the online survey to them!</p> <p>No work on this</p> <p>Second waste station maintenance partner now secured with Acoca Coffee. Request for installation. Will approach the CARE team to also help with waste stations</p> <p>Still have two leash hooks to distribute as well.</p>
	3.4 Evaluate the need to amend the Zoning Code and other tools to facilitate redevelopment in mixed-use areas bordering the downtown CBD	Support and Promote					Recently approved amendment to allow first floor residential on non College Ave streets within the CBD.

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	3.5 As future housing is added downtown, coordinate efforts with the Appleton Area School District (AASD)	Support and Promote					
	3.6 Enhance the image of downtown north of College Avenue	Contributor	<ul style="list-style-type: none"> Microtarget spaces that are not safe, comfortable, or interesting for improvement. Partner with are residents, business and churches for quick, inexpensive improvements. 		X	X	Washington Square inclusion of OuterEdge building to the North – more need to expand walkability elements to the North, to the West and the Riverfront
	3.7 Support green energy and sustainable infrastructure development	Support and Promote	<ul style="list-style-type: none"> Pursue electric car charging stations in downtown. Work with City DPW to develop a car optional plan 			X X	No progress. DPW said they have done some research on car charging stations. No progress
	3.8 Promote a broad spectrum of housing types within the downtown study area	Contributor	<ul style="list-style-type: none"> Host a Tour of Homes event to showcase the variety and quality of downtown living options. 		X		Inclusion of home builders association in the Downtown Development Summit. Still interest in hosting a home tour downtown.
	3.9 Fund and implement a “Quiet Zone”	Contributor	<ul style="list-style-type: none"> Develop a noise improvement plan in collaboration with the City of Appleton. Survey downtown residents regarding major noise sources. 		X		Fox River House noise variance support and discussion. Will be included in the residential survey we are working on for the fall. And Business survey

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	3.10 Promote well-designed transitional areas between higher density development downtown and adjacent, largely single family neighborhoods	Support and Promote					
#4 Downtown Development & Business Retention	4.1 Sustain and grow the retail niches which have formed downtown	Major Partner	<ul style="list-style-type: none"> Continue to offer a business Recruitment grant program Administer a business retention survey Increase brand and image marketing to highlight our retail nodes Continue to offer marketing grant to BID property tenants 	X X X	X X X X	X X X X	Business Recruitment Grants: total distributed: \$8042 Player 2: \$2000 Scooter G's: \$1800 POSH: \$1460 Author's Kitchen and Bar: \$2000 Blank Slate Collective: 782 Member business survey not crafted – moved to fall project Marketing grants total to date: \$1250 Potential to reallocate to façade or recruitment based on need and the BID Board Fall project with AASD Student Marketing Team – develop a city wide Shop Appleton campaign in cooperation with ANBA

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	4.2 Identify and aggressively recruit target industries	Major Partner	<ul style="list-style-type: none"> Continue Business recruitment strategies that support the market analysis recommendations 	X	X	X	<p>July-August work for ED committee: Develop a plan template for available property and meet with each agent/owner to discuss:</p> <ul style="list-style-type: none"> Property specs, features, challenges Potential uses and neighborhood fit Generate a leads list Assist agent/owner with recruitment materials and calls
	4.3 Protect the existing retail blocks on College Avenue	Major Partner	<ul style="list-style-type: none"> Continue grant programs: business recruitment, façade improvement, marketing 	X	X	X	ADI continues to offer events and promos that support retail such as Ladies Fashion Show, coupon pages for conventions, businesses want Giving Hope back.
	4.4 Add depth to retail nodes beyond College Avenue by encouraging new businesses on side streets and fronting Soldier's Square	Major Partner	<ul style="list-style-type: none"> Continue Business recruitment strategies 	X	X	X	Jennifer continues to work one on one with business interests but cold call recruitment is minimal. More direct work with the agents and landlords needed.
	4.5 Facilitate and pursue entrepreneurial business development in the downtown	Contributor	<ul style="list-style-type: none"> Participate in the development of a Business Diversity Council Coordinate an entrepreneur focused session or round table at annual State of the Downtown event with regional partners. 		X X	X	<p>Support for Blank Slate collective through recruitment grant</p> <p>Working with Kinnecter (Launch WI) event moving to Appleton this fall. We are talking about a downtown focus or track.</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	4.6 Create opportunities for smaller offices and business services to locate downtown, including north of College Avenue	Major Partner	<ul style="list-style-type: none"> Continue Business recruitment strategies Continue to host an annual State of the Downtown event 	X	X X	X X	Tracking available space is more difficult with CoStar now unaffordable. Hosted the Downtown Summit attendance down a little this year. The added tour was a great new feature. Create two tracks: Public and Developer. Keep it all Free. More activities, take a ways, networking
	4.7 Maintain an environment favorable to larger employers in the downtown	Major Partner	<ul style="list-style-type: none"> Expand our message about the role downtown and ADI's work plays in talent attraction for the region 	X	X	X	Participating in Regional conversation about messaging and how to help move the needle on talent attraction Conversation on how to educate HR recruiters on highlighting downtown as a recruitment benefit to the Fox Cities area. Offered to give a presentation to SHRM would also include Future Neenah
	4.8 Support private sector efforts to redevelop and invest in downtown	Major Partner	<ul style="list-style-type: none"> Continue to host an annual State of the Downtown event and actively distribute recruitment and market analysis materials to brokers and developers Continue grant programs: business recruitment, façade improvement, marketing 		X X X		Hosted the Downtown Summit attendance down a little this year. The added tour was a great new feature. Create two tracks: Public and Developer. Keep it all Free. More activities, better take a way materials, networking May need to look at expanding 2019 façade and recruitment Grant programs. Suggestion to limit one grant per three years to each building

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	4.9 Implement the block level conceptual ideas contained in Section 4 of the full chapter	Support and Promote					
#5 Mobility and Parking	5.1 Support Access Appleton initiatives through the City and BID	Contributor	<ul style="list-style-type: none"> Continue to include accessibility improvements in façade grant criteria in partnership with Access Appleton. 	X	X	X	Grants continue to include access improvements and big bell Will host in the fall a Walk Audit using the AARP Walk Audit materials
	5.2 Continue to proactively address real and perceived parking needs as they arise	Support and Promote	<ul style="list-style-type: none"> Coordinate a parking promotion to highlight the parking App, ramps, variety of meters, best practices etc.. Social, window clings, ads 	X	X		<p>We continue to express concerns about the loss of parking once the blue ramp comes down and the proposed library development has also raised many concerns about parking access and capacity</p> <p>More parking will be lost with Appleton Street reconstruction</p> <p>Need to work closer with DPW on parking promotion.</p> <p>- Passport App is promoted on our website</p>
	5.3 Improve pedestrian and bicycle connections to and through the downtown	Support and Promote	<ul style="list-style-type: none"> Create and promote new walking and biking routes with an App. Encourage enforcement of the Walk Your Wheels city campaign 		X X		<p>An app is not a cost effective approach. The new public art walking map is a great addition</p> <p>Otocast public art tour also great.</p> <p>Encouraging a second bike coral on the West end side street</p> <p>Walk your wheels - New emblems are much better</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	5.4 Implement the recommendations contained in the 2016 Downtown Mobility Plan	Support and Promote	<ul style="list-style-type: none"> Participation in Appleton Street reconstruction project 		X	X	2019 Appleton Street reconstruction – no new information at this time.
	5.5 Endorse a system of public transportation centered on downtown	Support and Promote	<ul style="list-style-type: none"> Continue to fund 40% of the trolley service for Thursday night, Friday night and all-day Saturday. 		X	X	Trolley partnership continues Riverheath promoting as great way to get to their concerts! Eagle Flats residents also continue to ride often Trolley rider numbers: 1182 through June 28
	5.6 Plan, design, and implement bike and pedestrian wayfinding signage	Support and Promote					Spaces and Places plan work
	5.7 Promote downtown development best practices which encourage walkability	Contributor	<ul style="list-style-type: none"> Add question to the annual business survey to share block improvements to neighboring building facades or infrastructure Continue support for CARE program to keep Downtown clean (more in management) 	X	X		Business survey late summer early fall CARE team expansion (see #6)
#6 Downtown Management	6.1 Update the Downtown Plan as initiatives are completed or new opportunities arise	Support and Promote	<ul style="list-style-type: none"> Continued participation in plan reviews 		X	X	

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	6.2 Uphold support for Appleton Downtown, Inc. and the Business Improvement District	Major Partner	<ul style="list-style-type: none"> • Manage cooperative agreement between the BID and ADI • Revise ADI Operating Model to increase bandwidth available for non-event projects • Complete an event and promotion ROI evaluation including business survey responses, board and staff reviews • Create a more structured internship program to work with high school and college students • Enhance our social media depth with original content creation including a podcast series 	<div>X</div> <div>X</div>	<div>X</div> <div>X</div> <div>X</div> <div>X</div>	<div>X</div>	<p>Staff role transitions since Anne retiring, Lisa joining the team, Lynn in Marketing role and Brian assisting with LTL management and more involvement with economic development committee</p> <p>Staff completed an event review. The Board has requested to spend more time at the retreat on event evaluation as well as riverfront inclusion in our program of work</p> <p>Working with the Volunteer Center to create a more structured volunteer program for our events, office needs, and the Ambassador program we still plan to launch this year.</p> <p>Marketing report attached: More video creation this year. Facebook live Instagram much more active Farm Market and concert filters created</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	6.4 Continue to explore potential for formation of a Riverfront Business Improvement District (BID)	Major Partner	<ul style="list-style-type: none"> Adoption of riverfront BID in 2018 for budget year 2019 		X		ECWRPC spaces and places workshop received feedback maps from 21 people. Participants from LU, Riverheath, Marriott, Edison building, Stone Arch, Fox River Mills, City, Eagle Flats, Creative Downtown, Sculpture Valley, etc...
#7 Public Spaces & Riverfront	7.1 Complete proposed trail segments along the Fox River	Support and Promote	<ul style="list-style-type: none"> Continue involvement in Ellen Kort Park planning and encourage the trail connection to Jones Park 		X	X	No new involvement
	7.2 Construct a grand stair case and similar stair and ramp linkages which connect downtown to the river	Support and Promote					
	7.3 Consider developing a civic plaza on a portion of the YMCA ramp site when it comes down	Support and Promote					Library core plus team involvement

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	7.4 Plan, design, and construct improvements to Jones Park and Ellen Kort Peace Park	Contributor	<ul style="list-style-type: none"> Recruit private funding for Jones Park stage and participate in final design 		X	X	<p>Jones Park plan scaled back. Hillside play area and water feature removed. Budget exceeded \$225,000 for hillside, \$100,000 for water feature.</p> <p>Creative Downtown secured \$100,000 support from Principal for Jones Park remaining playground</p> <p>Meeting inclusion on stage & sound logistics also power locations in the parking lot.</p> <p>We continue to voice our concern for the inability to stage portable toilets or food trucks within Jones Park. Toilets and food trucks must be staged in the parking lot behind the stage. Parking lot is rented separately from parking utility. Moving concert series to Jones less likely.</p>
	7.5 Continue to support public and private efforts to identify and develop pocket parks, alleyways, and other pedestrian opportunity zones off of College Avenue	Major Partner	<ul style="list-style-type: none"> Creative Downtown to revisit exploration of alley between Radisson and Durty Leprechaun for a mini pocket park as well as additional opportunities Request process for city ordinance amendment to allow licensed permitted rooftop patios 		X X	X	<p>Creative project evaluation process matrix discussed at the last Creative meeting. How we vet projects: including impact, cost, logistics, support and partnerships</p> <p>Current research and discussion with west end owners on creating a public use parklet in parking stalls on College Ave. or side streets. Need to open discussion with City about a proposal process</p>

Initiatives	Strategies	ADI/BID/ CDA Role	Work Plan	BID Funded	2018	Thru 2020	Midyear 2018 Updates
	7.6 Promote the identity of the riverfront through creative use of lighting	Support and Promote	<ul style="list-style-type: none"> Research LED lighting options used in neighboring communities - engage Creative Downtown committee 		X		Bridge lighting continues to surface as a possible creative project. I'll request our committee research other communities and their process, equipment and cost
	7.7 Support creation of a new or remodeled library downtown providing space for contemplation, creation and collaboration.	Support and Promote	<ul style="list-style-type: none"> Support the inclusion of the library in a downtown mix used facility 		X		Jennifer is a Core plus committee member. Support for the library development but expressed concerns about lost parking and access to back of properties
	7.8 Continue both public and private redevelopment along the Fox River Corridor	Major Partner	<ul style="list-style-type: none"> Adoption of riverfront BID in 2018 for budget year 2019 		X		Riverfront Spaces and Places an important step in moving this forward

APPENDIX C

2019

Budget

Business Improvement District Budget 2019

REVENUE		2018 Budget	2019 PROPOSED Budget
	BID Assessments	196,750	198,468
	Carry Over from Prior Year	10,500	
	Cancelled Special Assessment		
	Interest Income		
	Total	207,250	198,468
EXPENSES			
Contracted Services			
	ADI Staff	50,000	50,000
	Security Washington Square	2,500	2,750
Administrative		6,750	6,418
	Telephone		
	Office Supplies		
	Postage		
	Dues, Fees, Subscriptions		
	Space Lease/Rental Fees		
	Internet Fees		
BID Audit/Accounting		2,500	2,800
Marketing		65,000	67,000
	Website		
	Image Advertising		
	Design services		
Economic Development			
	Façade Grants	25,000	20,000
	Marketing Grant	10,500	10,000
	Recruitment Grant	10,000	10,000
	Business Recruitment	10,000	6,500
Maintenance & Concierge services			
	Maintenance	20,000	20,000
	Ambassador program	5,000	3,000
		207,250	198,468

APPENDIX D

2019 BID Board List

Board Member	Business	Category
Monica Stage – Treasurer	City of Appleton	City Government
Pam Ulness	Ulness Health and Downtown Resident	Property owner / Business Owner – service / Downtown Resident
Brad Schweb	Newmark Grubb Pfefferle	Property owner representative
Gary Schmitz – President	Universal Insurance	Business office / service
Marcie Harris	Triumph Engineering	Property and Business Owner – office
Mark Behnke – Secretary	Behnke Enterprises	Property Owner / Business Owner Hospitality
Jason Druxman	Avenue Jewelers	Retail & property/co-owner
Leah Fogle	Appleton Beer Factory	Business Owner : Hospitality
Nate Weyenberg	Angels Forever Windows of Light	Property Owner / Business Owner: Retail

Appendix E

Schedule of Assessments

PINLINK	Owner Last Name	Owner Name	Improvement Value	Land Value	Total Value	% Condo	Prop Unit	Prop Address	Living Unites	Assessmt		Total Assessmt
310006900	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	269000	0	269000			119 E COLLEGE AVE	0	\$ 672.50	\$ 672.50	\$ 672.50
310006900	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	239900	0	239900			109 W COLLEGE AVE	0	\$ 599.75	\$ 599.75	\$ 599.75
310033700	BGO LLC	BGO LLC	73500	0	73500			304 E COLLEGE AVE	0	\$ 183.75	\$ 250.00	\$ 250.00
310097602	VANG	MAI VANG	37300	0	37300			104 S MEMORIAL DR	0	\$ 93.25	\$ 250.00	\$ 250.00
312000200	WP & R INC	WP & R INC	171400	128600	300000			303 E COLLEGE AVE	0	\$ 750.00	\$ 750.00	\$ 750.00
312000300	NOYCE MANAGEMENT LLC	NOYCE MANAGEMENT LLC	92300	54900	147200			305 E COLLEGE AVE	0	\$ 368.00	\$ 368.00	\$ 368.00
312000400	311 COLLEGE AVE LLC	311 COLLEGE AVE LLC	117000	43000	160000			311 E COLLEGE AVE	1	\$ 400.00	\$ 400.00	\$ 400.00
312000700	PHIMMASENE	JIMMY PHIMMASENE	237800	68300	306100			321 E COLLEGE AVE	0	\$ 765.25	\$ 765.25	\$ 765.25
312001700	LOUBERTS PROPERTIES	LOUBERTS PROPERTIES LLC	281400	68600	350000			233 E COLLEGE AVE	2	\$ 875.00	\$ 875.00	\$ 875.00
312002000	ISAKSON	PETER ISAKSON	93400	30700	124100			227 E COLLEGE AVE	2	\$ 310.25	\$ 310.25	\$ 310.25
312002100	GREENE ET AL	THOMAS GREENE ET AL	91900	32100	124000			225 E COLLEGE AVE	2	\$ 310.00	\$ 310.00	\$ 310.00
312002200	223 COLLEGE LLC	223 COLLEGE LLC	123300	59400	182700			223 E COLLEGE AVE	2	\$ 456.75	\$ 456.75	\$ 456.75
312002300	SJSOCZKA LLC	SJSOCZKA LLC	45600	59400	105000			219 E COLLEGE AVE	0	\$ 262.50	\$ 262.50	\$ 262.50
312002500	MUELLER	ANTHONY MUELLER	112600	59400	172000			217 E COLLEGE AVE	0	\$ 430.00	\$ 430.00	\$ 430.00
312002600	KORN ACQUISITIONS	KORN ACQUISITIONS R.E. LLC	254300	59700	314000			215 E COLLEGE AVE	2	\$ 785.00	\$ 785.00	\$ 785.00
312002700	STUDIO 213 LLC	STUDIO 213 LLC	162300	59700	222000			213 E COLLEGE AVE	1	\$ 555.00	\$ 555.00	\$ 555.00
312002900	WELLS	JOSEPH WELLS	84700	118900	203600			209 E COLLEGE AVE	0	\$ 509.00	\$ 509.00	\$ 509.00
312003000	WELLS	JOSEPH WELLS	51700	59400	111100			207 E COLLEGE AVE	0	\$ 277.75	\$ 277.75	\$ 277.75
312003100	WELLS	JOSEPH WELLS	203600	125500	329100			201 E COLLEGE AVE	0	\$ 822.75	\$ 822.75	\$ 822.75
312003800	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	194700	37900	232600			101 E COLLEGE AVE	1	\$ 581.50	\$ 581.50	\$ 581.50
312003900	SOMA CORPORATION	SOMA CORPORATION	426700	122300	549000			103 E COLLEGE AVE	0	\$ 1,372.50	\$1,372.50	\$ 1,372.50
312004000	ASPLUND	RAYMON ASPLUND	124000	49400	173400			107 E COLLEGE AVE	2	\$ 433.50	\$ 433.50	\$ 433.50
312004100	DKS REALTY WISCONSIN	DKS REALTY WISCONSIN IV LLC	127000	53000	180000			109 E COLLEGE AVE	3	\$ 450.00	\$ 450.00	\$ 450.00
312004200	DKS REALTY WISCONSIN	DKS REALTY WISCONSIN IV LLC	136000	53000	189000			111 E COLLEGE AVE	3	\$ 472.50	\$ 472.50	\$ 472.50
312004300	ISAKSON	PETER ISAKSON	97600	55100	152700			113 E COLLEGE AVE	2	\$ 381.75	\$ 381.75	\$ 381.75
312004400	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	104600	152900	257500			115 E COLLEGE AVE	1	\$ 643.75	\$ 643.75	\$ 643.75
312004600	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	113200	46400	159600			121 E COLLEGE AVE	1	\$ 399.00	\$ 399.00	\$ 399.00
312004700	ECO PROPERTIES LLC	ECO PROPERTIES LLC	115100	44900	160000			123 E COLLEGE AVE	1	\$ 400.00	\$ 400.00	\$ 400.00
312004800	SOMA CORPORATION	SOMA CORPORATION	157800	47500	205300			125 E COLLEGE AVE	2	\$ 513.25	\$ 513.25	\$ 513.25
312004900	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	126100	58700	184800			127 E COLLEGE AVE	1	\$ 462.00	\$ 462.00	\$ 462.00
312005000	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	182700	58700	241400			129 E COLLEGE AVE	3	\$ 603.50	\$ 603.50	\$ 603.50
312005100	TAYLOR-CHANCE LLC	TAYLOR-CHANCE LLC	247600	58700	306300			133 E COLLEGE AVE	0	\$ 765.75	\$ 765.75	\$ 765.75
312005101	GREENSIDE PROPERTIES	GREENSIDE PROPERTIES LLC	135600	61900	197500			135 E COLLEGE AVE	0	\$ 493.75	\$ 493.75	\$ 493.75
312006900	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	120000	90100	210100			107 W COLLEGE AVE	0	\$ 525.25	\$ 525.25	\$ 525.25
312007000	ZUELKE BUILDING LLC	ZUELKE BUILDING LLC	1789000	133100	1922100			101 W COLLEGE AVE	0	\$ 4,805.25	\$4,805.25	\$ 4,805.25
312007200	APPLETON CENTER	APPLETON CENTER ASSOCIATES	7315900	519100	7835000			100 W LAWRENCE ST	0	\$ 19,587.50	\$5,000.00	\$ 5,000.00
312007400	SHAH BECK GROUP LLC	SHAH BECK GROUP LLC	2264800	533600	2798400			221 W COLLEGE AVE	0	\$ 6,996.00	\$5,000.00	\$ 5,000.00
312007800	BAD BADGER INVESTMENTS	BAD BADGER INVESTMENTS LLC	207500	98400	305900			215 W COLLEGE AVE	0	\$ 764.75	\$ 764.75	\$ 764.75

312007900	SOMA CORPORATION	SOMA CORPORATION	308100	146200	454300			211 W COLLEGE AVE	0	\$ 1,135.75	\$1,135.75	\$ 1,135.75
312008000	TUSLER PROPERTIES LLC	TUSLER PROPERTIES LLC	226900	73000	299900			207 W COLLEGE AVE	0	\$ 749.75	\$ 749.75	\$ 749.75
312008100	HECKENLAIBLE	STEVEN HECKENLAIBLE	231800	43200	275000			205 W COLLEGE AVE	2	\$ 687.50	\$ 687.50	\$ 687.50
312008200	CLEO'S REAL ESTATE	CLEO'S REAL ESTATE PARTNERSHIP	260100	44200	304300			203 W COLLEGE AVE	3	\$ 760.75	\$ 760.75	\$ 760.75
312008300	PARILLA PROPERTIES LLC	PARILLA PROPERTIES LLC	249100	53100	302200			201 W COLLEGE AVE	0	\$ 755.50	\$ 755.50	\$ 755.50
312008400	THEOBALD-APPLETON	THEOBALD-APPLETON RENTAL	114000	24200	138200			117 S APPLETON ST	1	\$ 345.50	\$ 345.50	\$ 345.50
312009200	MCGREGORS LLC	MCGREGORS LLC	93800	56200	150000			343 W COLLEGE AVE	0	\$ 375.00	\$ 375.00	\$ 375.00
312009201	KONIETZKI HOLDINGS LLC	KONIETZKI HOLDINGS LLC	123800	44000	167800			345 W COLLEGE AVE	0	\$ 419.50	\$ 419.50	\$ 419.50
312009500	APPLETON LAND LLC	APPLETON LAND LLC	3112600	321700	3434300	21.00%		333 W COLLEGE AVE	0	\$ 8,585.75	\$5,000.00	\$ 1,050.00
312009600	APPLETON LAND LLC	APPLETON LAND LLC	12287000	1963700	14250700	79.00%		333 W COLLEGE AVE	0	\$ 35,626.75	\$5,000.00	\$ 3,950.00
312014400	ONE LAWRENCE STREET	ONE LAWRENCE STREET LLC	87100	720100	807200			209 S ALLEN ST	0	\$ 2,018.00	\$2,018.00	\$ 2,018.00
312023300	FOX CITIES CHAMBER OF	FOX CITIES CHAMBER OF COMMERCE	475400	179600	655000			125 N SUPERIOR ST	0	\$ 1,637.50	\$1,637.50	\$ 1,637.50
312023500	HVN COMMERCIAL	HVN COMMERCIAL HOLDINGS LLC	1328900	401100	1730000			342 W COLLEGE AVE	0	\$ 4,325.00	\$4,325.00	\$ 4,325.00
312023800	EVANS	STEPHEN EVANS	2010700	332300	2343000			330 W COLLEGE AVE	0	\$ 5,857.50	\$5,000.00	\$ 5,000.00
312024200	STREUR TRUST ET AL	WILLIAM STREUR TRUST ET AL	179500	110500	290000			322 W COLLEGE AVE	0	\$ 725.00	\$ 725.00	\$ 725.00
312024300	BATRA HOSPITALITY	BATRA HOSPITALITY GROUP INC	500300	326700	827000			318 W COLLEGE AVE	0	\$ 2,067.50	\$2,067.50	\$ 2,067.50
312024800	WEYENBERG	NATHAN WEYENBERG	105000	57000	162000			310 W COLLEGE AVE	0	\$ 405.00	\$ 405.00	\$ 405.00
312025000	FOX CITIES HOTEL	FOX CITIES HOTEL INVESTORS LLC	6618300	333700	6952000			300 W COLLEGE AVE	0	\$ 17,380.00	\$5,000.00	\$ 5,000.00
312025300	BANK ONE	BANK ONE	158300	378300	536600			131 N APPLETON ST	0	\$ 1,341.50	\$1,341.50	\$ 1,341.50
312025700	222 BUILDING LLC	222 BUILDING LLC	10472900	567800	11040700			222 W COLLEGE AVE	0	\$ 27,601.75	\$5,000.00	\$ 5,000.00
312026000	PATTEN PROPERTIES LLC	PATTEN PROPERTIES LLC	706800	144200	851000			210 W COLLEGE AVE	0	\$ 2,127.50	\$2,127.50	\$ 2,127.50
312026300	BANK ONE	BANK ONE	1369000	305100	1674100			200 W COLLEGE AVE	0	\$ 4,185.25	\$4,185.25	\$ 4,185.25
312027201	COUTU LLC	COUTU LLC	280600	57700	338300			124 N APPLETON ST	0	\$ 845.75	\$ 845.75	\$ 845.75
312027202	HIETPAS	DAVID HIETPAS	225200	49800	275000			115 W WASHINGTON ST	0	\$ 687.50	\$ 687.50	\$ 687.50
312027303	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	100	6400	6500	1.30%	UNIT 50B	100 W COLLEGE AVE	0	\$ 16.25	\$ 250.00	\$ 65.00
312027304	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	100	3900	4000	0.80%	UNIT 50C	100 W COLLEGE AVE	0	\$ 10.00	\$ 250.00	\$ 40.00
312027305	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	100	3900	4000	0.80%	UNIT 50D	100 W COLLEGE AVE	0	\$ 10.00	\$ 250.00	\$ 40.00
312027306	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	3200	2500	5700	0.50%	UNIT 50E	100 W COLLEGE AVE	0	\$ 14.25	\$ 250.00	\$ 25.00
312027308	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	0	0	0	4.50%	UNIT 50G	100 W COLLEGE AVE	0	\$ -	\$ -	\$ -
312027310	THE BUILDING FOR KIDS	THE BUILDING FOR KIDS INC	19900	0	19900	0.00%	UNIT 100A	100 W COLLEGE AVE	0	\$ 49.75	\$ 250.00	\$ -
312027312	PFEFFERLE FAMILY LTD	PFEFFERLE FAMILY LTD PARTNERSHIP	87700	5900	93600	1.20%	UNIT 100C	116 N APPLETON ST	0	\$ 234.00	\$ 250.00	\$ 60.00
312027330	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	987400	74000	1061400	15.00%	UNIT 300A	100 W COLLEGE AVE	0	\$ 2,653.50	\$2,653.50	\$ 750.00
312027340	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	992200	74500	1066700	15.10%	UNIT 400A	100 W COLLEGE AVE	0	\$ 2,666.75	\$2,666.75	\$ 755.00
312027341	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	4400	500	4900	0.10%	UNIT 400B	100 W COLLEGE AVE	0	\$ 12.25	\$ 250.00	\$ 5.00

312027342	ISLAND MEDICAL LLC	ISLAND MEDICAL LLC ET AL	6900	500	7400	0.10%	UNIT 400C	100 W COLLEGE AVE	0	\$ 18.50	\$ 250.00	\$ 5.00
312028200	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	1928800	447100	2375900	34.00%	UNIT 001	122 E COLLEGE AVE	0	\$ 5,939.75	\$5,000.00	\$ 1,700.00
312028201	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	7100	2200	9300	0.17%	UNIT 002	122 E COLLEGE AVE	0	\$ 23.25	\$ 250.00	\$ 8.50
312028202	WASHINGTON STREET R.E.	WASHINGTON STREET R.E. INVESTMENT	1194600	123900	1318500	9.42%	UNIT 101	122 E COLLEGE AVE	0	\$ 3,296.25	\$3,296.25	\$ 471.00
312028203	WASHINGTON STREET R.E.	WASHINGTON STREET R.E. INVESTMENT	19500	7100	26600	0.54%	UNIT 102	122 E COLLEGE AVE	0	\$ 66.50	\$ 250.00	\$ 27.00
312028204	WASHINGTON STREET R.E.	WASHINGTON STREET R.E. INVESTMENT	71600	12200	83800	0.93%	UNIT 103	122 E COLLEGE AVE	0	\$ 209.50	\$ 250.00	\$ 46.50
312028205	HOFFMAN HOLDINGS LLC	HOFFMAN HOLDINGS LLC ET AL	19000	7600	26600	0.58%	UNIT 104	122 E COLLEGE AVE	0	\$ 66.50	\$ 250.00	\$ 29.00
312028206	APPLETON EDUCATION	APPLETON EDUCATION FOUNDATION INC	674300	0	674300	12.68%	UNIT 105	122 E COLLEGE AVE	0	\$ 1,685.75	\$1,685.75	\$ 634.00
312028207	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	1606800	166700	1773500	0.38%	UNIT 201	122 E COLLEGE AVE	0	\$ 4,433.75	\$4,433.75	\$ 19.00
312028208	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	13800	5000	18800	18.52%	UNIT 202	122 E COLLEGE AVE	0	\$ 47.00	\$ 250.00	\$ 926.00
312028210	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	2327500	243500	2571000	0.26%	UNIT 204	122 E COLLEGE AVE	0	\$ 6,427.50	\$5,000.00	\$ 13.00
312028211	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	10000	3400	13400	0.27%	UNIT 205	122 E COLLEGE AVE	0	\$ 33.50	\$ 250.00	\$ 13.50
312028212	PFEFFERLE INVESTMENTS	PFEFFERLE INVESTMENTS INC ET AL	9700	3600	13300	3.45%	UNIT 206	122 E COLLEGE AVE	0	\$ 33.25	\$ 250.00	\$ 172.50
312028213	WASHINGTON STREET R.E.	WASHINGTON STREET R.E. INVESTMENT	410700	45400	456100	4.37%	UNIT 301	122 E COLLEGE AVE	0	\$ 1,140.25	\$1,140.25	\$ 218.50
312028214	WASHINGTON STREET R.E.	WASHINGTON STREET R.E. INVESTMENT	554800	57500	612300	6.64%	UNIT 106	122 E COLLEGE AVE	0	\$ 1,530.75	\$1,530.75	\$ 332.00
312028215	HOFFMAN HOLDINGS LLC	HOFFMAN HOLDINGS LLC ET AL	871800	87300	959100		UNIT 107	122 E COLLEGE AVE	0	\$ 2,397.75	\$2,397.75	\$ -
312028700	APPLETON HOTEL GROUP	APPLETON HOTEL GROUP LLC	227700	60300	288000			100 E COLLEGE AVE	0	\$ 720.00	\$ 720.00	\$ 720.00
312029001	TAM LLC	TAM LLC	769500	1209400	1978900			10 E COLLEGE AVE	0	\$ 4,947.25	\$4,947.25	\$ 4,947.25
312030200	DAUNTLESS PROPERTIES	DAUNTLESS PROPERTIES LLC	114000	26000	140000			130 N MORRISON ST	0	\$ 350.00	\$ 350.00	\$ 350.00
312030300	MORRISON BUILDING LLC	MORRISON BUILDING LLC	332400	96500	428900			120 N MORRISON ST	0	\$ 1,072.25	\$1,072.25	\$ 1,072.25
312031100	BROUILLARD	ROBERT BROUILLARD	123400	37100	160500			129 N DURKEE ST	2	\$ 401.25	\$ 401.25	\$ 401.25
312031200	200 EAST LLC	200 EAST LLC	527400	102600	630000			200 E COLLEGE AVE	0	\$ 1,575.00	\$1,575.00	\$ 1,575.00
312031300	FA & VB LLC	FA & VB LLC	272500	97500	370000			204 E COLLEGE AVE	5	\$ 925.00	\$ 925.00	\$ 925.00
312031500	TENNIE'S JEWELRY	TENNIE'S JEWELRY PROPERTIES LLC	92500	47500	140000			208 E COLLEGE AVE	2	\$ 350.00	\$ 350.00	\$ 350.00
312031600	VANDINTER	BRADLEY VANDINTER	88300	49700	138000			212 E COLLEGE AVE	4	\$ 345.00	\$ 345.00	\$ 345.00
312031700	QUEEN BEE RESTAURANT	QUEEN BEE RESTAURANT INC	242300	97200	339500			216 E COLLEGE AVE	4	\$ 848.75	\$ 848.75	\$ 848.75
312031900	SCOTT	HELEN SCOTT	275600	94000	369600			218 E COLLEGE AVE	5	\$ 924.00	\$ 924.00	\$ 924.00

312032100	HALEY'S PROPERTIES ONE	HALEY'S PROPERTIES ONE LLC	140900	45900	186800			222 E COLLEGE AVE	0	\$ 467.00	\$ 467.00	\$ 467.00
312032200	THE WEIDERS LLC	THE WEIDERS LLC	355000	78500	433500			224 E COLLEGE AVE	1	\$ 1,083.75	\$1,083.75	\$ 1,083.75
312032300	CJW PROPERTIES LLC	CJW PROPERTIES LLC	113800	67300	181100			230 E COLLEGE AVE	4	\$ 452.75	\$ 452.75	\$ 452.75
312032400	CJW PROPERTIES LLC	CJW PROPERTIES LLC	138500	60500	199000			232 E COLLEGE AVE	3	\$ 497.50	\$ 497.50	\$ 497.50
312032500	CJW PROPERTIES LLC	CJW PROPERTIES LLC	60700	8400	69100			109 N DURKEE ST	1	\$ 172.75	\$ 250.00	\$ 250.00
312032701	WAGNER ET AL	TIMOTHY WAGNER ET AL	123600	37400	161000			118 N DURKEE ST	2	\$ 402.50	\$ 402.50	\$ 402.50
312032800	RICKS REVOC LIV TRUST	DREW RICKS REVOC LIV TRUST	51600	107400	159000			309 E WASHINGTON ST	0	\$ 397.50	\$ 397.50	\$ 397.50
312033300	LAWRENCE UNIV OF WI	LAWRENCE UNIV OF WI	12300	142900	155200			323 E WASHINGTON ST	0	\$ 388.00	\$ 388.00	\$ 388.00
312033400	331 PROPERTIES LLP	331 PROPERTIES LLP	195500	42500	238000			331 E WASHINGTON ST	0	\$ 595.00	\$ 595.00	\$ 595.00
312033700	BGO LLC	BGO LLC	107500	206600	314100			300 E COLLEGE AVE	0	\$ 785.25	\$ 785.25	\$ 785.25
312034000	BGO LLC	BGO LLC	183700	96300	280000			308 E COLLEGE AVE	0	\$ 700.00	\$ 700.00	\$ 700.00
312034200	BOMB ALLEY LLC	BOMB ALLEY LLC	136500	45600	182100			314 E COLLEGE AVE	0	\$ 455.25	\$ 455.25	\$ 455.25
312034300	LAWRENCE UNIV OF WI	LAWRENCE UNIV OF WI	115000	163900	278900			320 E COLLEGE AVE	0	\$ 697.25	\$ 697.25	\$ 697.25
312035300	FIRSTAR BANK APPLETON	FIRSTAR BANK APPLETON	947500	492500	1440000			200 N DURKEE ST	0	\$ 3,600.00	\$3,600.00	\$ 3,600.00
312036300	230 N MORRISON LLC	230 N MORRISON LLC	209800	115600	325400			230 N MORRISON ST	0	\$ 813.50	\$ 813.50	\$ 813.50
312036600	FOND DU LAC BLDG ASSOC	FOND DU LAC BLDG ASSOC LLP	341200	88800	430000	8.19%	UNIT 100-A	200 E WASHINGTON ST	0	\$ 1,075.00	\$1,075.00	\$ 409.50
312036601	PFEFFERLE ENTERPRISES	PFEFFERLE ENTERPRISES	1006500	177600	1184100	20.73%	UNIT 200	200 E WASHINGTON ST	0	\$ 2,960.25	\$2,960.25	\$ 1,036.50
312036602	FOND DU LAC BLDG ASSOC	FOND DU LAC BLDG ASSOC LLP	910500	177600	1088100	20.73%	UNIT 300	200 E WASHINGTON ST	0	\$ 2,720.25	\$2,720.25	\$ 1,036.50
312036603	FOND DU LAC BLDG ASSOC	FOND DU LAC BLDG ASSOC	910500	177600	1088100	20.73%	UNIT 400	200 E WASHINGTON ST	0	\$ 2,720.25	\$2,720.25	\$ 1,036.50
312036604	FOND DU LAC BLDG ASSOC	FOND DU LAC BLDG ASSOC	910500	177600	1088100	20.73%	UNIT 500	200 E WASHINGTON ST	0	\$ 2,720.25	\$2,720.25	\$ 1,036.50
312036605	FOND DU LAC BLDG ASSOC	FOND DU LAC BLDG ASSOC	416900	88800	505700	8.89%	UNIT 100-B	200 E WASHINGTON ST	0	\$ 1,264.25	\$1,264.25	\$ 444.50
312037100	CONNER LLC	ETHEL CONNER LLC	125000	65000	190000			229 E FRANKLIN ST	0	\$ 475.00	\$ 475.00	\$ 475.00
312040400	SEC PROPERTIES LLC	SEC PROPERTIES LLC	138700	132200	270900			231 W FRANKLIN ST	0	\$ 677.25	\$ 677.25	\$ 677.25
312040500	214 SUPERIOR LLC	214 SUPERIOR LLC	153400	21500	174900			214 N SUPERIOR ST	1	\$ 437.25	\$ 437.25	\$ 437.25
312040800	BERKEN	SCOTT BERKEN	136600	86500	223100			233 N APPLETON ST	1	\$ 557.75	\$ 557.75	\$ 557.75
312041700	VINTAGE-SPECIALTY	VINTAGE-SPECIALTY PROPERTIES LLC	105000	30500	135500			211 N APPLETON ST	3	\$ 338.75	\$ 338.75	\$ 338.75
312041800	JK APOLLON LLC	JK APOLLON LLC	184100	34600	218700			207 N APPLETON ST	2	\$ 546.75	\$ 546.75	\$ 546.75
312041900	S & S ENTREPRENEURS	S & S ENTREPRENEURS LLC	254700	58300	313000			201 N APPLETON ST	4	\$ 782.50	\$ 782.50	\$ 782.50
312042800	GANNETT MIDWEST	GANNETT MIDWEST PUBLISHING INC	672100	455200	1127300			306 W WASHINGTON ST	0	\$ 2,818.25	\$2,818.25	\$ 2,818.25
312043006	HOERSCH	ROBERT HOERSCH	142200	71100	213300			218 N DIVISION ST	0	\$ 533.25	\$ 533.25	\$ 533.25
312045800	STELLA LUNA PROPERTIES	STELLA LUNA PROPERTIES LLC	177000	42000	219000			130 E FRANKLIN ST	0	\$ 547.50	\$ 547.50	\$ 547.50
313084700	MIP LLC	MIP LLC	300400	72000	372400			201 S WALNUT ST	1	\$ 931.00	\$ 931.00	\$ 931.00
313084900	DEXTERS PUB LLC	DEXTERS PUB LLC	121200	28800	150000			211 S WALNUT ST	1	\$ 375.00	\$ 375.00	\$ 375.00
313085500	NORWEST BANK WISCONSIN	NORWEST BANK WISCONSIN APPLETON	141900	375900	517800			516 W EIGHTH ST	0	\$ 1,294.50	\$1,294.50	\$ 1,294.50
313087600	THAO PROPERTIES LLC	THAO PROPERTIES LLC	144800	61200	206000			206 S MEMORIAL DR	0	\$ 515.00	\$ 515.00	\$ 515.00
313087700	THAO REVOCABLE TRUST	CHUNGYIA THAO REVOCABLE TRUST	28500	34800	63300			625 W LAWRENCE ST	0	\$ 158.25	\$ 250.00	\$ 250.00
313087800	FOUR-M PROPERTIES LLC	FOUR-M PROPERTIES LLC	46300	77700	124000			621 W LAWRENCE ST	0	\$ 310.00	\$ 310.00	\$ 310.00

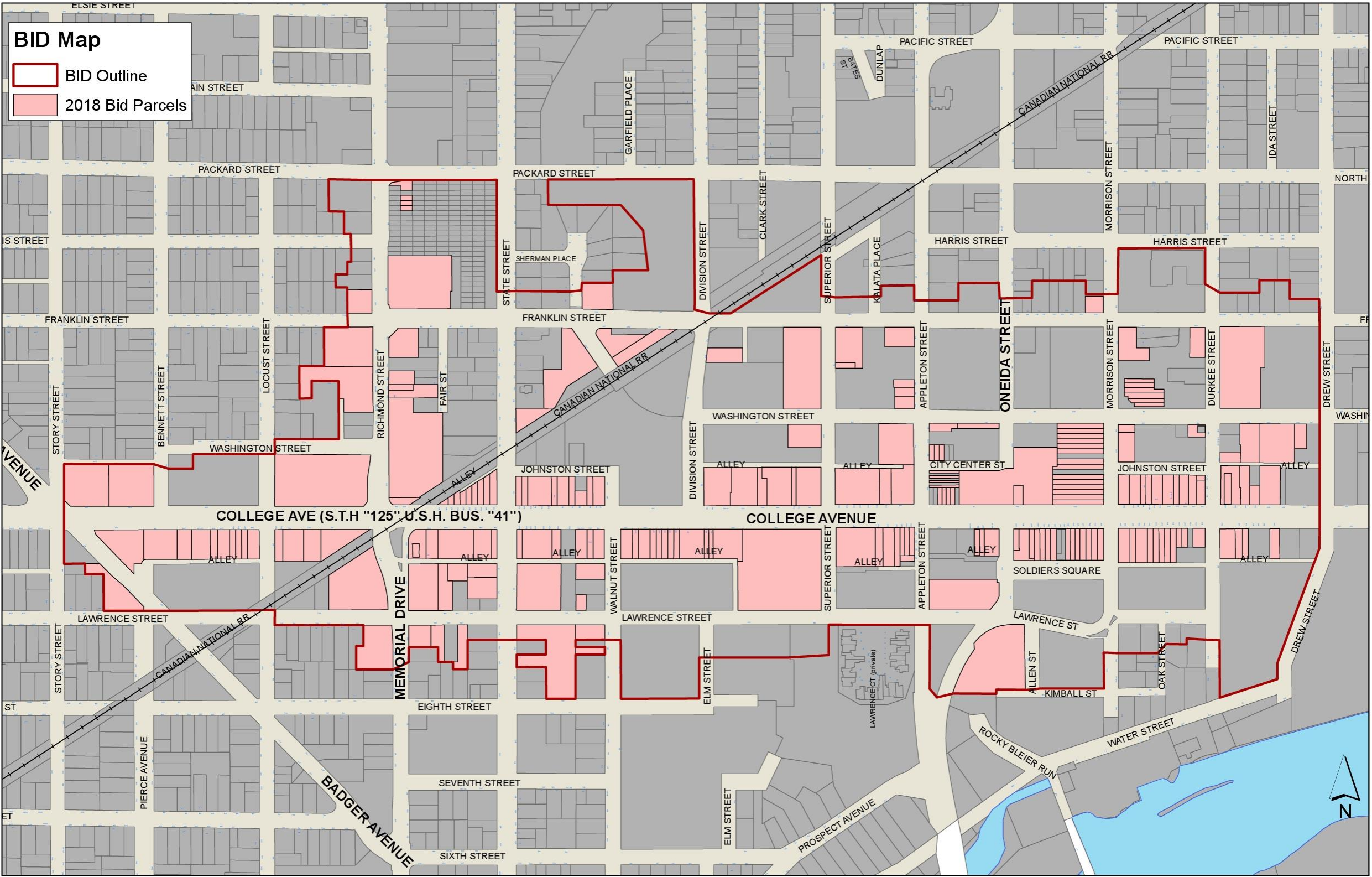
313087900	BEHNKE PROPERTIES LLC	BEHNKE PROPERTIES LLC	45600	42900	88500			617 W LAWRENCE ST	0	\$ 221.25	\$ 250.00	\$ 250.00
313088300	DECLEENE-ZELLNER LLC	DECLEENE-ZELLNER LLC	448300	145700	594000			215 S MEMORIAL DR	0	\$ 1,485.00	\$1,485.00	\$ 1,485.00
313093400	BOYLE	JAMES BOYLE	47400	77600	125000			131 S BADGER AVE	0	\$ 312.50	\$ 312.50	\$ 312.50
313093700	S & K FOOD MART INC	S & K FOOD MART INC	314900	132800	447700			911 W COLLEGE AVE	0	\$ 1,119.25	\$1,119.25	\$ 1,119.25
313093800	NEVINS REVOCABLE TRUST	LANCE NEVINS REVOCABLE TRUST	321000	115600	436600			843 W COLLEGE AVE	0	\$ 1,091.50	\$1,091.50	\$ 1,091.50
313094300	AMS 823/825 LLC	AMS 823/825 LLC	16200	63800	80000			823 W COLLEGE AVE	0	\$ 200.00	\$ 250.00	\$ 250.00
313094302	AMS 827 LLC	AMS 827 LLC	400	44600	45000			827 W COLLEGE AVE	0	\$ 112.50	\$ 250.00	\$ 250.00
313094400	PIERRI REVOCABLE TRUST	SARA PIERRI REVOCABLE TRUST	79200	25200	104400			819 W COLLEGE AVE	1	\$ 261.00	\$ 261.00	\$ 261.00
313094500	PIERRI REVOCABLE TRUST	SARA PIERRI REVOCABLE TRUST	139500	40500	180000			815 W COLLEGE AVE	0	\$ 450.00	\$ 450.00	\$ 450.00
313094501	PIERRI REVOCABLE TRUST	SARA PIERRI REVOCABLE TRUST	52500	20800	73300			813 W COLLEGE AVE	0	\$ 183.25	\$ 250.00	\$ 250.00
313094600	PIONEER PROFESSIONAL	PIONEER PROFESSIONAL CARPET CARE	62300	20200	82500			809 W COLLEGE AVE	0	\$ 206.25	\$ 250.00	\$ 250.00
313094700	SMART INVESTING LLC	SMART INVESTING LLC	67700	20200	87900			807 W COLLEGE AVE	2	\$ 219.75	\$ 250.00	\$ 250.00
313094800	WENZ RENTAL PROPERTIES	WENZ RENTAL PROPERTIES LLC	115200	46100	161300			801 W COLLEGE AVE	0	\$ 403.25	\$ 403.25	\$ 403.25
313096000	745 COLLEGE LLC	745 COLLEGE LLC	274500	29500	304000			745 W COLLEGE AVE	8	\$ 760.00	\$ 760.00	\$ 760.00
313096100	I KNOW, RIGHT? LLC	I KNOW, RIGHT? LLC	33300	45100	78400			741 W COLLEGE AVE	0	\$ 196.00	\$ 250.00	\$ 250.00
313096301	THEADOCIA LLC	THEADOCIA LLC	142700	64400	207100			733 W COLLEGE AVE	0	\$ 517.75	\$ 517.75	\$ 517.75
313096400	YU ET AL	SHERMAN YU ET AL	185300	114500	299800			719 W COLLEGE AVE	0	\$ 749.50	\$ 749.50	\$ 749.50
313097200	PACIFICA APPLETON LLC	PACIFICA APPLETON LLC	210000	269500	479500			127 S MEMORIAL DR	0	\$ 1,198.75	\$1,198.75	\$ 1,198.75
313097600	MILLER ET AL	WILLIAM MILLER ET AL	224600	69400	294000			623 W COLLEGE AVE	8	\$ 735.00	\$ 735.00	\$ 735.00
313097601	VANG	MAI VANG	48100	107500	155600			100 S MEMORIAL DR	0	\$ 389.00	\$ 389.00	\$ 389.00
313097900	APPLETON WEST END	APPLETON WEST END REALTY LTD	271700	202300	474000			609 W COLLEGE AVE	4	\$ 1,185.00	\$1,185.00	\$ 1,185.00
313098300	DAS VENTURES HOLDINGS	DAS VENTURES HOLDINGS LLC	488600	112500	601100			603 W COLLEGE AVE	0	\$ 1,502.75	\$1,502.75	\$ 1,502.75
313098500	LISON	JAMES LISON	168900	46100	215000			601 W COLLEGE AVE	1	\$ 537.50	\$ 537.50	\$ 537.50
313098600	MCFLESHMAN'S COMMONS	MCFLESHMAN'S COMMONS LLC	189600	63900	253500			115 S STATE ST	0	\$ 633.75	\$ 633.75	\$ 633.75
313098800	HINZMAN	PAUL HINZMAN	126500	83000	209500			121 S STATE ST	0	\$ 523.75	\$ 523.75	\$ 523.75
313099300	BOXER ENTERPRISES LLC	BOXER ENTERPRISES LLC	108100	59900	168000			620 W LAWRENCE ST	0	\$ 420.00	\$ 420.00	\$ 420.00
313099600	MAZZA	ROBERT MAZZA	138000	182000	320000			122 S MEMORIAL DR	0	\$ 800.00	\$ 800.00	\$ 800.00
313099800	BOXER ENTERPRISES LLC	BOXER ENTERPRISES LLC	35600	24400	60000			613 W COLLEGE AVE	0	\$ 150.00	\$ 250.00	\$ 250.00
313099900	GREINER	JOHN GREINER	151100	51800	202900			535 W COLLEGE AVE	1	\$ 507.25	\$ 507.25	\$ 507.25
313100300	EFS LLC	EFS LLC	724800	246400	971200			523 W COLLEGE AVE	10	\$ 2,428.00	\$2,428.00	\$ 2,428.00
313100400	KOROLL PROPERTIES LLC	KOROLL PROPERTIES LLC	336300	77600	413900			519 W COLLEGE AVE	0	\$ 1,034.75	\$1,034.75	\$ 1,034.75
313100800	NORWEST BANK WISCONSIN	NORWEST BANK WISCONSIN APPLETON	791700	341000	1132700			118 S STATE ST	0	\$ 2,831.75	\$2,831.75	\$ 2,831.75
313101500	VICTORIA	CRESENCIO VICTORIA	55700	24300	80000			510 W LAWRENCE ST	0	\$ 200.00	\$ 250.00	\$ 250.00
313101700	HAUSSERMAN ET AL	ROBERT HAUSSERMAN ET AL	78000	82000	160000			119 S WALNUT ST	6	\$ 400.00	\$ 400.00	\$ 400.00
313102000	HVN COMMERCIAL	HVN COMMERCIAL HOLDINGS LLC	415600	109400	525000			509 W COLLEGE AVE	0	\$ 1,312.50	\$1,312.50	\$ 1,312.50

313102100	VICTORIAS APPLETON INC	VICTORIAS APPLETON INC	250100	57600	307700			507 W COLLEGE AVE	1	\$ 769.25	\$ 769.25	\$ 769.25
313102200	VICTORIAS APPLETON INC	VICTORIAS APPLETON INC	238200	121400	359600			503 W COLLEGE AVE	0	\$ 899.00	\$ 899.00	\$ 899.00
313102300	THE BAR GROUP LLC	THE BAR GROUP LLC	789500	138200	927700			427 W COLLEGE AVE	0	\$ 2,319.25	\$2,319.25	\$ 2,319.25
313102500	OTTPERTIES LLC	OTTPERTIES LLC	193000	66200	259200			425 W COLLEGE AVE	0	\$ 648.00	\$ 648.00	\$ 648.00
313102700	FERRUCCIO VC INC	FERRUCCIO VC INC	97900	132500	230400			423 W COLLEGE AVE	0	\$ 576.00	\$ 576.00	\$ 576.00
313102800	M & H PROPERTIES LLC	M & H PROPERTIES LLC	242700	69300	312000			417 W COLLEGE AVE	0	\$ 780.00	\$ 780.00	\$ 780.00
313102900	ZIMJET LLC	ZIMJET LLC	167800	63500	231300			415 W COLLEGE AVE	2	\$ 578.25	\$ 578.25	\$ 578.25
313103000	JTB APPLETON LLC	JTB APPLETON LLC	203800	66200	270000			413 W COLLEGE AVE	0	\$ 675.00	\$ 675.00	\$ 675.00
313103100	ELMAZI	MERIJE ELMAZI	183800	66200	250000			411 W COLLEGE AVE	1	\$ 625.00	\$ 625.00	\$ 625.00
313103200	GUYETTE	TIMOTHY GUYETTE	128800	66200	195000			409 W COLLEGE AVE	0	\$ 487.50	\$ 487.50	\$ 487.50
313103300	AH&M ENTERPRISES LLC	AH&M ENTERPRISES LLC	1090700	277700	1368400			403 W COLLEGE AVE	0	\$ 3,421.00	\$3,421.00	\$ 3,421.00
315069300	KRUEGER	LEWIS KRUEGER	95200	71800	167000			305 N RICHMOND ST	0	\$ 417.50	\$ 417.50	\$ 417.50
315071200	BLUE OFFICE LLC	BLUE OFFICE LLC	385800	239200	625000			225 N RICHMOND ST	0	\$ 1,562.50	\$1,562.50	\$ 1,562.50
315105800	STATEVIEW LLC	STATEVIEW LLC	145400	51800	197200			532 W COLLEGE AVE	4	\$ 493.00	\$ 493.00	\$ 493.00
315105900	THORNELL	ANDREW THORNELL	121000	49000	170000			530 W COLLEGE AVE	2	\$ 425.00	\$ 425.00	\$ 425.00
315106000	FLANAGAN	PATRICK FLANAGAN	267300	201500	468800			524 W COLLEGE AVE	0	\$ 1,172.00	\$1,172.00	\$ 1,172.00
315106300	MULDOON ET AL	LINDA MULDOON ET AL	74900	51800	126700			516 W COLLEGE AVE	2	\$ 316.75	\$ 316.75	\$ 316.75
315106400	MULDOON ET AL	LINDA MULDOON ET AL	36600	103100	139700			514 W COLLEGE AVE	0	\$ 349.25	\$ 349.25	\$ 349.25
315106500	CHUDACOFF ET AL	BRUCE CHUDACOFF ET AL	98900	52400	151300			512 W COLLEGE AVE	1	\$ 378.25	\$ 378.25	\$ 378.25
315106700	APPLETON WEST END	APPLETON WEST END REALTY LTD	129400	55700	185100			508 W COLLEGE AVE	4	\$ 462.75	\$ 462.75	\$ 462.75
315106800	APPLETON WEST END	APPLETON WEST END REALTY LTD	121400	54700	176100			506 W COLLEGE AVE	3	\$ 440.25	\$ 440.25	\$ 440.25
315107000	COLLEGE AVENUE	COLLEGE AVENUE ASSOCIATES	100000	119700	219700			500 W COLLEGE AVE	0	\$ 549.25	\$ 549.25	\$ 549.25
315107500	BELFEUIL RENTALS LLC	BELFEUIL RENTALS LLC	88500	111500	200000			509 W FRANKLIN ST	0	\$ 500.00	\$ 500.00	\$ 500.00
315107502	HAHNEMANN	TODD HAHNEMANN	85000	55500	140500			437 W FRANKLIN ST	0	\$ 351.25	\$ 351.25	\$ 351.25
315107600	CASTON	ROBERT CASTON	66000	43200	109200			136 N STATE ST	0	\$ 273.00	\$ 273.00	\$ 273.00
315110000	KWIK TRIP INC	KWIK TRIP INC	1546200	401700	1947900			306 N RICHMOND ST	0	\$ 4,869.75	\$4,869.75	\$ 4,869.75
315110100	400 NORTH LLC	400 NORTH LLC	610100	67700	677800		UNIT 1	400 N RICHMOND ST	0	\$ 1,694.50	\$1,694.50	\$ 1,694.50
315110120	400 NORTH LLC	400 NORTH LLC	117800	16800	134600		UNIT 2	400 N RICHMOND ST	0	\$ 336.50	\$ 336.50	\$ 336.50
315110121	400 NORTH LLC	400 NORTH LLC	415300	85200	500500		UNIT 3	400 N RICHMOND ST	0	\$ 1,251.25	\$1,251.25	\$ 1,251.25
315110122	400 NORTH LLC	400 NORTH LLC	141900	14100	156000		UNIT 4	400 N RICHMOND ST	0	\$ 390.00	\$ 390.00	\$ 390.00
315113900	PETROLEUM REALTY IV	PETROLEUM REALTY IV LLC	8200	104500	112700			226 N RICHMOND ST	0	\$ 281.75	\$ 281.75	\$ 281.75
315114700	BOYCE	JAMIE BOYCE	60300	34700	95000			208 N RICHMOND ST	1	\$ 237.50	\$ 250.00	\$ 250.00
315114800	BOYCE	JAMIE BOYCE	69500	50500	120000			200 N RICHMOND ST	3	\$ 300.00	\$ 300.00	\$ 300.00
315114801	BOYCE	JAMIE BOYCE	66300	14700	81000			204 N RICHMOND ST	1	\$ 202.50	\$ 250.00	\$ 250.00
315115800	OLD BRICK PROPERTIES	OLD BRICK PROPERTIES LLC	489100	630900	1120000			110 N RICHMOND ST	0	\$ 2,800.00	\$2,800.00	\$ 2,800.00
315115900	HANSEN TRUST	JOHN HANSEN TRUST	35900	41700	77600			638 W COLLEGE AVE	0	\$ 194.00	\$ 250.00	\$ 250.00
315116000	SPARKY MARK LLC	SPARKY MARK LLC	67500	53500	121000			600 W COLLEGE AVE	2	\$ 302.50	\$ 302.50	\$ 302.50
315116200	KRUEGER	SHANE KRUEGER	88300	32600	120900			602 W COLLEGE AVE	1	\$ 302.25	\$ 302.25	\$ 302.25
315116300	FDS LLC	FDS LLC	102100	28500	130600			604 W COLLEGE AVE	0	\$ 326.50	\$ 326.50	\$ 326.50
315116400	VANHANDEL	FREDERICK VANHANDEL	90800	24300	115100			606 W COLLEGE AVE	1	\$ 287.75	\$ 287.75	\$ 287.75
315116500	VANHANDEL	FREDERICK VANHANDEL	98600	20200	118800			610 W COLLEGE AVE	1	\$ 297.00	\$ 297.00	\$ 297.00
315116600	INVESTMENT CREATIONS	INVESTMENT CREATIONS LLC	103700	16300	120000			612 W COLLEGE AVE	1	\$ 300.00	\$ 300.00	\$ 300.00

315116700	ASCHENBRENER	JAMES ASCHENBRENER	86900	15100	102000			614 W COLLEGE AVE	1	\$ 255.00	\$ 255.00	\$ 255.00
315116800	YDE	JOHN YDE	61700	11000	72700			616 W COLLEGE AVE	1	\$ 181.75	\$ 250.00	\$ 250.00
315116900	BARQUET-LEYTE ET AL	ANTAR BARQUET-LEYTE ET AL	30900	9700	40600			618 W COLLEGE AVE	0	\$ 101.50	\$ 250.00	\$ 250.00
315117300	GRANITE PEAK PROPERTY	GRANITE PEAK PROPERTY INVESTMENTS LP	1409300	790700	2200000			700 W COLLEGE AVE	0	\$ 5,500.00	\$5,000.00	\$ 5,000.00
315118400	CHRISTENSEN LAND CO	CHRISTENSEN LAND CO	414000	227200	641200			137 N RICHMOND ST	8	\$ 1,603.00	\$1,603.00	\$ 1,603.00
315121200	MAY REVOCABLE TRUST	JOHN MAY REVOCABLE TRUST	864000	251500	1115500			900 W COLLEGE AVE	0	\$ 2,788.75	\$2,788.75	\$ 2,788.75
315121600	CAPITAL CREDIT UNION	CAPITAL CREDIT UNION	387500	251200	638700			926 W COLLEGE AVE	0	\$ 1,596.75	\$1,596.75	\$ 1,596.75
315191800	500 W FRANKLIN STREET	500 W FRANKLIN STREET LLC	160100	69900	230000			500 W FRANKLIN ST	0	\$ 575.00	\$ 575.00	\$ 575.00
315222601	GRISHABER	FRANK GRISHABER	42200	39800	82000			407 W FRANKLIN ST	0	\$ 205.00	\$ 250.00	\$ 250.00
									166			\$ 198,468.00

Appendix G

Map of District





Appleton Downtown, Inc.

2017 ANNUAL REPORT

"We love being here in Downtown Appleton. Every day is a **new, exciting adventure**!! ADI is extremely supportive with all the events and things happening!"

– Kara Manuel, Owner of Lillians of Appleton
the Hippest Shoppe in Town!

"We love being a part of Downtown Appleton, and **ADI is the heart of it all**. Downtown wouldn't be what it is today without these dynamic people and their drive. The opportunities that are given to all the small businesses for growth, community involvement and making a name within the Downtown are just incredible."

– Jillian Campbell,
Shear Chaos Salon & Barbering Co.



"The easiest decision we made when starting our business was locating it in Downtown Appleton. We've always wanted to be a part of it. Now that we are, we know it was the right decision. ADI and the other Downtown businesses have developed a **truly welcoming community**, which in turn creates a unique energy that is felt and appreciated by the people who choose to spend their time and dollars Downtown."

– Jane Oliver, Mondo! Wine Bar & Retail

"Being part of a **vibrant, walkable, safe and welcoming** Downtown ensures the thousands of artists and visitors who come here for events have a memorable experience and look forward to returning!"

– Maria Van Laanen,
President of the Fox Cities Performing Arts Center

"Being Downtown, for us, means you are at the nexus of the Fox Cities, **where people live, work and play...** and ADI is an integral part of Downtown Appleton's success. The team is creative, hardworking and responsive. They help nurture and grow our businesses, which then strengthens the Downtown community. They genuinely care about the success of the businesses and the city."

– Bill Wetzel, owner of ACOCA Coffee

Appleton
DOWNTOWN
incorporated

& BUSINESS IMPROVEMENT DISTRICT
& CREATIVE DOWNTOWN APPLETON

2017 ADI & BID HIGHLIGHTS

WELCOME:

Fox Cities Exhibition Center



- 38,000+ sq. ft. of flexible space
- Outdoor plaza with 17,000 sq. ft.
- Access to Jones Park
- Connected to hotel & additional meeting facilities
- Centrally located Downtown

MARKETING AND EVENTS

185,851
WEBSITE VISITS



53%
MOBILE



38%
DESKTOP

9%
OTHER



12,957
LIKES
+21.7%



6,467
FOLLOWERS
+8.5%



2,240
FOLLOWERS
+42.6%



637
BLOG POSTS



15,677
LIKES
+6.4%



3,374
FOLLOWERS
+9.8%

75,000

DOWNTOWN GUIDES, COUPON BOOKS, BAG STUFFERS & COASTERS DISTRIBUTED



#1
Instagram
ENGAGEMENT

YEAR-ROUND EVENTS:

Farm Market | Soup Walk
Death By Chocolate | Lunchtime Live
Parades: Memorial Day, Flag Day & Christmas
Heid Music Summer Concerts | Ladies' Day
Craft Beer Walk | Mini Golf On The Town
Small Business Saturday



DOWNTOWN TROLLEY

7,785 RIDERS

PLUS EXPANDED ROUTE TO SERVICE RIVERHEATH



44 JOB TRAINEES

23 TRANSITIONAL EMPLOYEES

45 WEEKS OF WORK

60 GUM-BUSTING HOURS

450 HOURS OF CLEANING

397 BAGS OF TRASH



Employability skills training and a community made stronger!

THE DOWNTOWN PLAN

Guides our program of work to support 7 Key Initiatives:

URBAN Form and Design

TOURISM, Arts, Entertainment and Education

NEIGHBORHOOD & Residential Development

DOWNTOWN Development & Business Retention

MOBILITY and Parking

DOWNTOWN Management

PUBLIC Spaces & Riverfront

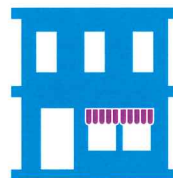


2,134

DOWNTOWN GIFT CERTIFICATES SOLD

\$56,260

GENERATED IN DOWNTOWN SPENDING!



BUSINESS

11 NEW BUSINESSES OPENED IN THE DISTRICT

+3 JOINED FROM OUTSIDE THE BID

2018 WILL HAVE US FOCUSED ON:

RIVERFRONT Spaces and Places Plan in partnership with ECWRPC and City of Appleton

LAUNCHING a Volunteer Ambassador program to welcome **NEW EXHIBITION CENTER** guests

A CLEANER Downtown

NEW creative amenities and public art

BUSINESS recruitment & retention

SUPPORT for new Downtown developments

HOSTING our 2nd **STATE OF THE DOWNTOWN DEVELOPMENT SUMMIT** May 15th with the City of Appleton

2017 ADI CREATIVE DOWNTOWN APPLETON HIGHLIGHTS

ART ON
THE TOWN
CHALK

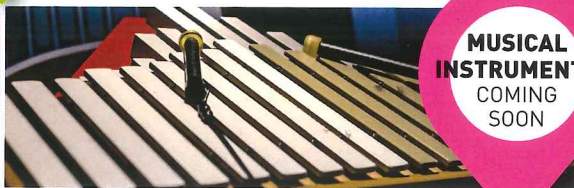


DOWNTOWN FOR
THE HOLIDAYS

ONE STOP
ELF
SHOP



MUSICAL
INSTRUMENTS
COMING
SOON



PET
FRIENDLY
AMENITIES
DOG WASTE
STATION



CREATIVE PARTNERSHIPS

\$3M
ECONOMIC
IMPACT

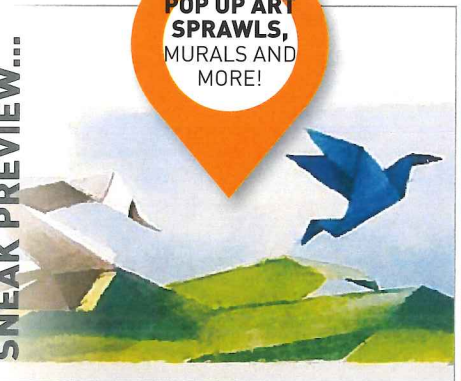
MILE OF MUSIC -
MILE 5

250 ORIGINAL ARTISTS
950 LIVE PERFORMANCES
70,000 ATTENDEES



POP UP ART
SPRAWLS,
MURALS AND
MORE!

NEW MURAL
SNEAK PREVIEW...



9

SCULPTURES

SCULPTURE
VALLEY -
ACRE OF ART
OTOCAST.COM



FIND MORE PUBLIC ART AT: appletondowntown.org/getting-aroundpublic-art-map/

2017 BID YEAR IN REVIEW

REVENUE

	2018 Budget	2017 Actual
BID Assessments	196,750	196,387
Carry Over from Prior Year	10,500	1,534
	\$207,250	\$197,921

EXPENSES

Contracted Services		
ADI Staff	50,000	52,318
Security Services	2,500	2,600
Administrative	6,750	6,690
BID Audit/Accounting Services	2,500	2,920
Marketing and Printing	65,000	80,502
Economic Development		
Façade Grant	25,000	13,688
Marketing Grant	10,000	6,670
Recruitment Grant	10,000	10,050
Business Recruitment	10,000	2,623
Maintenance & Concierge Services		
Maintenance CARE Program	20,000	9,360
Ambassador Program	5,000	
	\$207,250	\$187,421
CARRY OVER TO 2018		\$10,500

BID Total Value on
225 Assessable Units:
\$123,013,300

1.4% increase over previous year

82%
OCCUPANCY

18% VACANCY

BID Property Classification



APPLETON DOWNTOWN, INC. AND CREATIVE DOWNTOWN APPLETON, INC. BOARD OF DIRECTORS 2017

PRESIDENT

Will Weider

PAST PRESIDENT

John Peterson, Peterson, Berk & Cross

VICE PRESIDENT

Deb Johnson, CopperLeaf Boutique Hotel & Spa

TREASURER

Laura Vargosko, Schenck SC

SECRETARY

Lynn Hagee, Downtown Resident

Christyn Abarray, Lawrence University

Dale Ver Voort, Crazy Sweet

Lyssa King, OuterEdge Stage

Monica Stage, City of Appleton

Elizabeth Ringgold, Newmark Grubb Pfefferle

Jill VanderLoop, Joseph's Shoes

Kevin Wirth, US Venture

Steve Lonsway, Stone Arch Brew Pub

Natasha Banks, Cozy Corner and

Val U Beauty Supplies

A. J. Olander, West

BUSINESS IMPROVEMENT DISTRICT BOARD OF DIRECTORS 2017

PRESIDENT

Gary Schmitz, Universal Insurance

SECRETARY

Mark Behnke, Basil's Pub

TREASURER

Monica Stage, City of Appleton

Steve Winter, Rollie Winter & Associates

Brad Schwebs, Pfefferle Management

Pam Ulness, Ulness Health and Wellness

Nate Weyenberg, Angels Forever-Windows of Light

Jason Druxman, Avenue Jewelers

Leah Fogle, Appleton Beer Factory

APPLETON DOWNTOWN, INC. STAFF 2017

EXECUTIVE DIRECTOR

Jennifer Stephany

MARKETING DIRECTOR

Anne Wiegman

EVENT DIRECTOR

Djuanna Hugdahl

EVENT SPECIALIST

Greg Otis

CREATIVE

COORDINATOR

Lynn Schemm

RESOURCE

DEVELOPMENT

DIRECTOR

Brian Leone Tracy

THANK YOU

to all those who sponsor our events and creative projects throughout the year:

Appleton International Airport
Ascension
Atlas Group
AT&T
AZCO Inc.
Basil's Pub
BMO Harris Bank
City of Appleton
Consolidated Construction
CopperLeaf Boutique Hotel & Spa
Crunch Fitness
Downtown Dental
Faith Technologies Inc.
Festival Foods

Fox Communities Credit Union
Fox Cities Signs & Lighting
Gateway Chiropractic
General Beer
Habush Habush & Rottier
Heid Music
Hoffman
Johnson Bank
Mile of Music
Miron Construction
Newmark Grubb Pfefferle
North Wind Renewable Energy
Octoberfest
Peterson, Berk & Cross

Pfefferle Companies, Inc.
Principal
Signature Homes
Stellar Blue Technology
Sure Dry Basements
ThedaCare
Triumph Engineering
Tundraland
Ulness Health
US Bank
Warning Lites of Appleton
West
Wisconsin Distributors
Wollersheim Wines

2017 AWARD WINNERS

Business of the Year Award – Cozy Corner

Presented to the Business or entity that stands out from the rest and captured the admiration of the Downtown.

The Bernie Pearlman Downtowner Award – Brian Gottlieb / Tundraland

Presented to a person who has had a significant positive impact on Downtown and displays an overwhelming passion for its success.

The Dreamers & Doers Award – CopperLeaf Boutique Hotel & Spa

A new award last year - Presented to the business, group or individual who has significantly enhanced, for years to come, the physical and/or economic landscape of the Downtown.

The President's Award – Principal

Presented to an individual, group or business who, within their working relationship with ADI and the Downtown, went above and beyond that usual relationship to contribute to the success of Downtown.

The Outstanding Volunteer Award – Andy Bong

Presented to an individual whose time and commitment to the effort of building a strong Downtown highlights him or her as an outstanding volunteer and community advocate.

Downtown Renovation Award – Gibson Music Hall

Presented to a business that has invested in the physical appearance of the building they call home in our Downtown neighborhood.

New Business of the Year – Tempest Coffee Collective

Presented to a business new to Downtown in the last year that shows longevity and fulfills a need in the Downtown.

Walter Kalata Landmark Award – Wooden Nickel Sports Bar & Grill

Presented to a business that has withstood the test of time and operates with passion and a strong commitment to Downtown. A place where people can remember the past and converse about the future.

Thank you to the photographers and artists whose work graces the walls, sidewalks, windows and public spaces of our Downtown.

Appleton Downtown, Inc.
Creative Downtown Appleton, Inc.
Business Improvement District
116 N. Appleton St., Appleton, WI 54911
920-954-9112 • Fax 920-954-0219
lynn@appletondowntown.org

#onegreatplace    

appletondowntown.org

One Great Place!
DOWNTOWN

Appleton

City of Appleton
Business Improvement District
A Component Unit of the
City of Appleton, Wisconsin

ANNUAL FINANCIAL REPORT

December 31, 2017

City of Appleton Business Improvement District Appleton, Wisconsin

DECEMBER 31, 2017

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Independent auditors' report

To the Board of Directors
Appleton Business Improvement District
City of Appleton, Wisconsin

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements Appleton Business Improvement District (the "District") a component unit of the City of Appleton, Wisconsin, as of and for the year ended December 31, 2017, and the related notes to the financial statements, which collectively comprise the District's financial statements as listed in the table of contents.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the District's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the District as of December 31, 2017, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

EMPHASIS OF MATTER

As discussed in Note 1, the financial statements present only the District and do not purport to, and do not present fairly, the financial position of the City of Appleton, Wisconsin as of December 31, 2017 and the changes in its financial position or its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

OTHER MATTERS**Required Supplementary Information**

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements is not affected by this missing information.

REPORT ON SUMMARIZED FINANCIAL INFORMATION

We have previously audited the District's 2016 financial statements, and our report dated June 22, 2017, expressed an unmodified opinion on those financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.



Certified Public Accountants

Green Bay, Wisconsin
August 9, 2018

FINANCIAL STATEMENTS

City of Appleton Business Improvement District

Appleton, Wisconsin

STATEMENT OF NET POSITION DECEMBER 31, 2017 WITH COMPARATIVE AMOUNTS AS OF DECEMBER 31, 2016

	<u>2017</u>	<u>2016</u>
ASSETS		
Current assets		
Cash and investments	\$ 174,834	\$ 172,041
Receivables		
Special assessments	<u>61,105</u>	<u>71,746</u>
Total assets	<u>235,939</u>	<u>243,787</u>
LIABILITIES		
Current liabilities		
Accounts payable	<u>28,541</u>	<u>46,193</u>
DEFERRED INFLOWS OF RESOURCES		
Unearned revenue	<u>196,751</u>	<u>196,388</u>
NET POSITION		
Unrestricted	<u>10,647</u>	<u>1,206</u>
Total net position	<u>\$ 10,647</u>	<u>\$ 1,206</u>

The notes to the financial statements are an integral part of this statement.

City of Appleton Business Improvement District

Appleton, Wisconsin

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
BUDGET AND ACTUAL
FOR THE YEAR ENDED DECEMBER 31, 2017
WITH COMPARATIVE ACTUAL AMOUNTS FOR THE YEAR ENDED DECEMBER 31, 2016

	Original and Final Budget	2017	2016
OPERATING REVENUES			
BID assessments	\$ 196,387	\$ 196,388	\$ 193,125
OPERATING EXPENSES			
Contracted services	47,500	54,916	60,596
Administrative			
Telephone		2,299	4,661
Office supplies		1,003	1,055
Postage		1,027	3,238
Conferences/workshops/classes		-	608
Dues, fees, and subscriptions		1,185	1,553
Facility rent		873	741
Other service contracts		302	891
Equipment		76	-
Total administrative	6,387	6,765	12,747
Audit and accounting services	2,500	2,919	2,500
Marketing			
Advertising		79,779	69,225
Printing		723	75
Total marketing	75,000	80,502	69,300
Economic development projects			
Sidewalk maintenance/amenities	15,000	9,285	5,544
Façade grants	20,000	13,696	26,738
Marketing grants	10,000	6,665	7,092
Recruiting grant	10,000	10,050	9,895
Business recruitment	10,000	2,622	4,653
Total economic development projects	65,000	42,318	53,922
Total operating expenses	196,387	187,420	199,065
Operating income (loss)	-	8,968	(5,940)
NONOPERATING REVENUES			
Investment income (loss)	-	473	(54)
Change in net position	-	9,441	(5,994)
Net position - January 1	1,206	1,206	7,200
Net position - December 31	\$ 1,206	\$ 10,647	\$ 1,206

The notes to the financial statements are an integral part of this statement.

City of Appleton Business Improvement District

Appleton, Wisconsin

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2017
WITH COMPARATIVE AMOUNTS FOR THE YEAR ENDED DECEMBER 31, 2016

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	\$ 207,392	\$ 185,016
Cash paid to suppliers	(205,072)	(165,499)
Net cash provided by operating activities	<u>2,320</u>	<u>19,517</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	<u>473</u>	<u>(54)</u>
Change in cash and cash equivalents	2,793	19,463
Cash and cash equivalents - January 1	<u>172,041</u>	<u>152,578</u>
Cash and cash equivalents - December 31	<u><u>\$ 174,834</u></u>	<u><u>\$ 172,041</u></u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO		
NET CASH PROVIDED BY OPERATING ACTIVITIES		
Operating income (loss)	\$ 8,968	\$ (5,940)
Adjustments to reconcile operating income (loss) to		
net cash provided by operating activities		
Change in operating assets and liabilities		
Accounts receivables	10,641	(11,372)
Accounts payable	(17,652)	33,566
Unearned revenue	363	3,263
Net cash provided by operating activities	<u><u>\$ 2,320</u></u>	<u><u>\$ 19,517</u></u>

The notes to the financial statements are an integral part of this statement.

City of Appleton Business Improvement District Appleton, Wisconsin

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2017

SEE INDEPENDENT ACCOUNTANTS' REVIEW REPORT

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the City of Appleton Business Improvement District, Appleton, Wisconsin (the "District"), have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The significant accounting principles and policies utilized by the District are described below:

A. REPORTING ENTITY

Wisconsin Statutes allow for the creation of Business Improvement Districts (BID). A BID is a geographic area within a municipality consisting of contiguous parcels, which are subject to assessments, where the assessment revenue must be used to benefit the BID. The purpose was to authorize cities, villages, and towns to create one or more business improvement districts to allow businesses within those districts to develop, manage, maintain, and promote their districts and to establish an assessment method to fund these activities. A BID affords property owners and business people a very real role in directing those affairs within the district, which influences their investment and environment. It also ensures that the beneficiaries of district programs participate in the funding of the programs.

The District is a legal entity separate and distinct from the City of Appleton, Wisconsin. The District is governed by a nine member appointed board and approved by the City Council. The members serve staggered, two year terms. A majority of the board members shall own or occupy real property in the District.

B. MEASUREMENT FOCUS AND BASIS OF ACCOUNTING

The accounting and financial reporting treatment applied to the District is determined by its measurement focus. The transactions of the District are accounted for using the *economic resources measurement focus*. With this measurement focus, all assets, deferred outflows of resources, liabilities, and deferred inflows of resources associated with the operations are included on the statement of net position.

The statement of net position and statement of revenues, expenses, and changes in net position are reported using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used. Revenues, expenses, gains, losses, assets, and liabilities resulting from exchange and exchange like transactions are recognized when the exchange takes place. Assessments are levied upon all property within the District and are recognized as revenues in the year for which they are levied. At year end, assessments for the following year are recorded as receivables and unearned revenue. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider are met. Special assessments are recorded as revenue when earned. Unbilled receivables are recorded as revenues when services are provided.

The District distinguishes *operating* revenues and expenses from *nonoperating* items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the District are charges to the district members. Operating expenses for the District include salaries and wages, operation and maintenance, business development and promotions. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources, as they are needed.

City of Appleton Business Improvement District Appleton, Wisconsin

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2017 SEE INDEPENDENT ACCOUNTANTS' REVIEW REPORT

C. ASSETS, LIABILITIES, DEFERRED OUTFLOWS/INFLOWS OF RESOURCES, AND NET POSITION

1. Cash and Investments

Cash and investments are combined in the financial statements. Cash deposits consist of demand and time deposits with financial institutions and are carried at cost. Investments are stated at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

2. BID Special Assessments

The primary source of revenue for the District is an assessment levied on property located within District boundaries. The BID assessments are determined in November, and included as a special charge on each property owner's tax bill within the District and become an enforceable lien on January 1. The BID assessments are due in full to the City by January 31st of the subsequent year, who collects and distributes to the District.

3. Deferred Outflows/Inflows of Resources

Deferred outflows of resources are a consumption of net position by the government that is applicable to a future reporting period. Deferred inflows of resources are an acquisition of net position by the government that is applicable to a future reporting period. The recognition of those outflows and inflows as expenses or expenditures and revenues are deferred until the future periods to which the outflows and inflows are applicable.

4. Net Position

Equity is classified as net position and displayed in three components:

- ▶ **Net investment in capital assets.** Amount of capital assets, net of accumulated depreciation, and capital related deferred outflows of resources less outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets and any capital related deferred inflows of resources.
- ▶ **Restricted net position.** Amount of net position that is subject to restrictions that are imposed by 1) external groups, such as creditors, grantors, contributors or laws or regulations of other governments or 2) law through constitutional provisions or enabling legislation.
- ▶ **Unrestricted net position.** Net position that is neither classified as restricted nor as net investment in capital assets.

5. Claims and Judgements

Claims and judgements are recorded as expenses when the related liabilities are incurred.

D. PRIOR YEAR INFORMATION

Comparative amounts for the prior year have been presented in the financial statements to provide an understanding of changes in the District's financial position and operations. The comparative amounts may be summarized in total and not at the level of detail required for a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the District's financial statements for the year ended December 31, 2016, from which the summarized information was derived.

City of Appleton Business Improvement District Appleton, Wisconsin

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2017 SEE INDEPENDENT ACCOUNTANTS' REVIEW REPORT

NOTE 2: STEWARDSHIP AND COMPLIANCE

A. OPERATING PLAN

The budgetary information is derived from the District's annual operating plan budget and is presented using the same basis of accounting as described in Note 1.B. The 2017 Operating Plan, as approved by the Board of Directors and City Council, included provisions for District assessments and related spending of \$196,387. The board of directors and management use the budget to manage the District's program activities; however, the budget does not represent a legal budget establishing specific line item expenditure limits.

NOTE 3: DETAILED NOTES ON ALL FUNDS

A. CASH AND INVESTMENTS

The District's cash and investments total \$174,834 are commingled with the cash and investment accounts of the City of Appleton; therefore, individual bank balances of the District cannot be determined. Please refer to the City's financial statements for further information.

NOTE 4: OTHER INFORMATION

A. RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters for which the government carries commercial insurance. The District completes an annual review of its insurance coverage to ensure adequate coverage.

B. CONTINGENCIES

From time to time, the District is party to other various pending claims and legal proceedings. Although the outcome of such matters cannot be forecast with certainty, it is the opinion of management that the likelihood is remote that any such claims or proceedings will have a material adverse effect on the District's financial position or results of operations.

City of Appleton
Business Improvement District
A Component Unit of the
City of Appleton, Wisconsin

MANAGEMENT COMMUNICATIONS

December 31, 2017

City of Appleton Business Improvement District Appleton, Wisconsin

DECEMBER 31, 2017

Table of Contents

COMMUNICATION TO THE BOARD OF DIRECTORS

1

APPENDIX

Management Representation Letter

To the Board of Directors
City of Appleton Business Improvement District
Appleton, Wisconsin

We have audited the financial statements of the Appleton Business Improvement District (the "District") a component unit of the City of Appleton, Wisconsin, for the year ended December 31, 2017. The District's financial statements, including our report thereon dated August 9, 2018, are presented in a separate audit report document. Professional standards require that we provide you with the following information related to our audit.

OUR RESPONSIBILITIES UNDER U.S. GENERALLY ACCEPTED AUDITING STANDARDS AND GOVERNMENT AUDITING STANDARDS

As stated in our engagement letter, our responsibility, as described by professional standards, is to express an opinion about whether the financial statements are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your responsibilities.

In planning and performing our audit, we considered the District's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting.

As part of obtaining reasonable assurance about whether the District's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grants. However, providing an opinion on compliance with those provisions is not an objective of our audit.

PLANNED SCOPE AND TIMING OF THE AUDIT

We performed the audit according to the planned scope and timing previously communicated to you in our correspondence about planning matters

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the District are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2017. We noted no transactions entered into by the District during the year for which there is a lack of authoritative guidance or consensus. To the best of our knowledge, all significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. We are not aware of any particularly sensitive accounting estimates used by management in the preparation of the financial statements.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. Copies of the audit adjustments are available from management. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the District's financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. No such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated August 9, 2018. The management representation letter follows this communication.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the District's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the District's auditors. However, these discussions occurred in the normal course of our professional relationship and, to the best of our knowledge, our responses were not a condition to our retention.

Restriction on Use

This information is intended solely for the information and use of the District Board, and management of the City of Appleton Business Improvement District and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely,



Certified Public Accountants

Green Bay, Wisconsin
August 9, 2018

APPENDIX



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

August 9, 2018

Schenck SC
2200 Riverside Drive
P.O. Box 23819
Green Bay, WI 54305-3819

This representation letter is provided in connection with your audit of the financial statements of the Appleton Business Improvement District (the "District") a component unit of the City of Appleton, Wisconsin, which comprise the financial position as of December 31, 2017, and the changes in the financial position and cash flows for the year then ended, and the related notes to the financial statements for the purpose of expressing an opinion as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of August 9, 2018, the following representations made to you during your audit.

FINANCIAL STATEMENTS

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated November 6, 2017, including our responsibility for the preparation and fair presentation of the financial statements in accordance with U. S. GAAP.
2. The financial statements referred to above are fairly presented in conformity with U.S. GAAP and include all financial information of the primary government and all component units required by generally accepted accounting principles to be included in the financial reporting entity.
3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
4. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.

5. Significant assumptions we used in making accounting estimates, including those measured at fair value, are reasonable.
6. Related party relationships and transactions, including revenues, expenditures/expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties have been appropriately accounted for and disclosed in accordance with U.S. GAAP.
7. Adjustments or disclosures have been made for all events, including instances of noncompliance, subsequent to the date of the financial statements that would require adjustment to or disclosure in the financial statements.
8. We are in agreement with the adjusting journal entries you have proposed, and they have been posted to the District's accounts.
9. We are not aware of any pending or threatened litigation, claims or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements, and we have not consulted a lawyer concerning litigation, claims, or assessments.
10. Guarantees, whether written or oral, under which the District is contingently liable, if any, have been properly recorded or disclosed.

INFORMATION PROVIDED


11. We have provided you with:
 - a. Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters.
 - b. Additional information that you have requested from us for the purpose of the audit.
 - c. Unrestricted access to persons within the District from whom you determined it necessary to obtain audit evidence.
 - d. Minutes of meetings of the District Board or summaries of actions of recent meetings for which minutes have not yet been prepared.
12. All material transactions have been recorded in the accounting records and are reflected in the financial statements.
13. We made an assessment of the risk that the financial statements may be materially misstated as a result of fraud. We have disclosed the results of our assessment as follows:
 - a. We have no knowledge of any fraud or suspected fraud that affects the entity and involves:
 - i. Management,
 - ii. Employees who have significant roles in internal control, or
 - iii. Others where the fraud could have a material effect on the financial statements.
 - b. We have no knowledge of any allegations of fraud or suspected fraud affecting the District's financial statements communicated by employees, former employees, regulators, or others.
14. We have no knowledge of instances of noncompliance or suspected noncompliance with provisions of laws, regulations, contracts, or grant agreements, or abuse, whose effects should be considered when preparing financial statements.

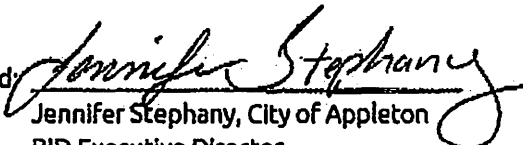
15. We are not aware of any pending or threatened litigation, claims or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements, and we have not consulted a lawyer concerning litigation, claims, or assessments.
16. We have disclosed to you the identity of the District's related parties and all the related party relationships and transactions of which we are aware.

GOVERNMENT - SPECIFIC

17. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
18. We have identified to you any previous audits, attestation engagements, and other studies related to the audit objectives and whether related recommendations have been implemented.
19. The District has no plans or intentions that may materially affect the carrying value or classification of assets, liabilities, deferred inflows/outflows of resources, or equity.
20. We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including tax or debt limits and debt contracts; and legal and contractual provisions for reporting specific activities in separate funds.
21. We have identified and disclosed to you all instances, which have occurred or are likely to have occurred of fraud and noncompliance with provisions of laws and regulations that we believe have a material effect on the financial statements or other financial data significant to the audit objectives, and any other instances that warrant the attention of those charged with governance.
22. We have identified and disclosed to you all instances, which have occurred or are likely to have occurred, of noncompliance with provisions of contracts and grant agreements that we believe have a material effect on the determination of financial statement amounts or other financial data significant to the audit objectives.
23. We have identified and disclosed to you all instances that have occurred or are likely to have occurred, of abuse that could be quantitatively or qualitatively material to the financial statements or other financial data significant to the audit objectives.
24. There are no violations or possible violations of budget ordinances, laws and regulations (including those pertaining to adopting, approving, and amending budgets), provisions of contracts and grant agreements, tax or debt limits; and any related debt covenants whose effects should be considered for disclosure in the financial statements, or as a basis for recording a loss contingency, or for reporting on noncompliance.
25. As part of your audit, you assisted with preparation of the financial statements and related notes. We acknowledge our responsibility as it relates to those nonaudit services, including that we assume all management responsibilities; oversee the services by designating an individual, preferably within senior management, who possesses suitable skill, knowledge, or experience; evaluate the adequacy and results of the services performed; and accept responsibility for the results of the services. We have reviewed, approved, and accepted responsibility for those financial statements and related notes.
26. The District has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
27. The District has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

28. We have followed all applicable laws and regulations in adopting, approving, and amending budgets.
29. The financial statements include all component units as well as joint ventures with an equity interest, and properly disclose all other joint ventures and other related organizations.
30. The financial statements properly classify all activities, in accordance with GASB Statement No. 34.
31. Components of net position (net investment in capital assets, restricted, and unrestricted) are properly classified and, if applicable, approved.
32. Expenses have been appropriately classified in or allocated to functions and programs in the statement of revenues, expenses and changes in net position, and allocations have been made on a reasonable basis.
33. Revenues are appropriately classified in the statement of revenues, expenses and changes in net position within operating and nonoperating revenues.
34. Deposits and investment securities and derivative transactions are properly classified as to risk and are properly disclosed.
35. Joint ventures, jointly governed organizations, and other related organizations have been properly disclosed in the financial statements.
36. We have appropriately disclosed the District's policy regarding whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available and have determined that net position is properly recognized under the policy.
37. Receivables recorded in the financial statements represent valid claims against debtors for transactions arising on or before the balance sheet date and have been reduced to their estimated net realizable value.
38. We have evaluated and classified any subsequent events as recognized or nonrecognized through the date of this letter. No events, including instances of noncompliance, have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to or disclose in the aforementioned financial statements or in the schedule of findings and questioned costs.

Signed: 
Tony Salcerman, City of Appleton
Finance Director

Signed: 
Jennifer Stephany, City of Appleton
BID Executive Director



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

**PARKS, RECREATION & FACILITIES
MANAGEMENT**

Dean R. Gazza, Director

1819 East Witzke Boulevard
Appleton, Wisconsin 54911-8401
(920) 832-5572 FAX (920) 993-3103
Email - dean.gazza@appleton.org

TO: Finance Committee

FROM: Dean R. Gazza, Director of Parks, Recreation and Facilities Management
Colleen Rortvedt, Library Director

DATE: 8/6/2018

RE: Action Item: Award contract to Commercial Horizons for design and engineering services for the Appleton Public Library for a contract of \$347,000.

On April 9, 2018 and April 17, 2018 the City Council and the Library Board, respectively, voted to support the city's efforts to include the library's needs as identified in a mixed use development with Commercial Horizons towards the development of a mixed-use library project on the current site of the Soldier's Square Parking Ramp. The Commercial Horizons team consists of OPN Architects (library consultant), EUA Architects (architect) and Miron Construction (general contractor).

This memo requests to award a contract to Commercial Horizons to provide the following services for the continued planning towards the library and a temporary parking solution during the phasing of construction. The 2018 Capital Improvement Plan includes \$500,000 in funding for the library.

This contract includes:

- Site development and building coordination for the new library.
- Programming and public outreach for the new library.
- Library schematic design.
- Site development for a temporary parking solution.
- Topographic & schematic parking lot layouts for temporary parking.

The Commercial Horizon team continues to demonstrate an understanding and approach to the library project that demonstrates their depth of experience and knowledge in library and mixed use design and construction and recommend awarding this contract so planning for the library can continue.

Please feel free to contact me at 832-5572 with any questions, or by email at dean.gazza@appleton.org.

cc: Mayor Timothy M. Hanna

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

September 5, 2018

Resolution No.: None

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$13,840,000 General Obligation Promissory Notes, Series 2018A,
and All Related Details**

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 improvements to streets, street lighting, traffic cameras, crosswalks and sidewalks; demolition of a parking ramp; improvements to municipal buildings and grounds; equipment upgrades for the fire, police, technology, sanitary and public works departments, and improvements to parks and public grounds (collectively, the “**Project**”).

2. The Issuer now wishes to borrow the funds needed for the Project and the Refunding by selling and issuing its \$13,840,000 General Obligation Promissory Notes, Series 2018A (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 authentication agent, 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 \$13,840,000 City of Appleton, Wisconsin General Obligation Promissory Notes, Series 2018A, which will be issued pursuant to this resolution.

"Original Issue Date" means October 8, 2018.

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

"Purchase Agreement" means the purchase agreement signed and presented by the Purchaser to evidence the purchase of the Obligations.

"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 leads.

“**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 \$13,840,000. 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 2018A.” 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, 2019, 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>
2019	\$ 325,000	_____ %
2020	1,415,000	_____
2021	1,310,000	_____
2022	1,365,000	_____
2023	1,420,000	_____
2024	1,475,000	_____
2025	1,535,000	_____
2026	1,600,000	_____
2027	1,665,000	_____
2028	1,730,000	_____

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 authentication agent, 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 authentication agent, 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, 2026 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, 2025 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. 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>
2018	\$_____	2023	\$_____
2019	_____	2024	_____
2020	_____	2025	_____
2021	_____	2026	_____
2022	_____	2027	_____

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 5, 2018

Approved: September __, 2018

Mayor

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 2018A

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	October 8, 2018	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, 2019, 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 \$13,840,000, 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 5, 2018, entitled: “A Resolution Authorizing and Providing for the Sale and Issuance of \$13,840,000 General Obligation Promissory Notes, Series 2018A, 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 authentication agent, 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 15th 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, 2026 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, 2025 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 ____, 2018

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

(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

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.

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 5, 2018, 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 \$13,840,000. It is anticipated that the closing of this note financing will be held on or about October 8, 2018. 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: September ____, 2018

/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 \$13,840,000 General Obligation Promissory Notes, Series 2018, and All Related Details

I further certify as follows:

1. **Meeting Date.** On September 5, 2018, a meeting of the Governing Body was held beginning at _____ p.m.
2. **Posting.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2018 (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 ___, 2018, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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 ___, 2018.

Clerk

[SEAL]

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

September 5, 2018

Resolution No. None

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$3,000,000 Storm Water System Revenue Bonds, Series 2018,
and All Related Details**

RECITALS

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

1. The Municipality currently owns and operates a municipal storm water system (the “**System**”, as more fully defined below), which is a “public utility” (within the meaning of Section 66.0621 (1) (b) of the Wisconsin Statutes).
2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable only from the income and revenues derived from the operation of the System.
3. On July 21, 1999 the Governing Body adopted a resolution (the “**1999 Resolution**”) authorizing the issuance of the Municipality’s \$3,080,000 Storm Water System Revenue Bonds, Series 1999, dated August 1, 1999 (the “**Series 1999 Bonds**”). The outstanding Series 1999 Bonds were redeemed on April 1, 2009.
4. On 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 2020 through and including 2029 maturities of the Series 2009 Bonds were refunded on October 4, 2016 and will be redeemed on April 1, 2019 from funds set aside in escrow for that purpose. The unrefunded Series 2009 Bonds are currently outstanding in the aggregate principal amount of \$360,000.
5. 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 \$7,815,000.

6. 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 \$5,425,000.

7. 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 \$3,035,000.

8. 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 \$8,395,000.

9. On September 7, 2016 the Governing Body adopted a resolution (the “**2016 Resolution**”) authorizing the issuance of the Municipality’s \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, dated October 4, 2016 (the “**Series 2016 Bonds**”). The Series 2016 Bonds are currently outstanding in the aggregate principal amount of \$14,400,000.

10. On September 6, 2017 the Governing Body adopted a resolution (the “**2016 Resolution**”) authorizing the issuance of the Municipality’s \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017 (the “**Series 2017 Bonds**”). The Series 2017 Bonds are currently outstanding in the aggregate principal amount of \$5,000,000.

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 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**”).

13. The Governing Body wishes to finance the costs of the Project by authorizing, selling, and issuing its \$3,000,000 Storm Water System Revenue Bonds, Series 2018 (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 2009 Bonds, the Series 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, the Series 2015 Bonds, the Series 2016 Bonds, and the Series 2017 Bonds (collectively, the “**Outstanding Bonds**”).

14. 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.

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 (the “**Bond Purchaser**”), or a group that it represents, 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.

“**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 \$3,000,000 City of Appleton, Wisconsin Storm Water System Revenue Bonds, Series 2018, which will be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase agreement signed and presented by the Bond Purchaser to evidence the purchase of the Bonds

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“Independent Consulting Firm” means a recognized consultant, auditor, or engineer, or firm of auditors, consultants, or engineers, who or which is not an officer or regular

employee of the Municipality or the System and who or which is not devoting substantially all his, her, or its time and efforts to the affairs of the System.

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

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

“Municipality” means the City of Appleton, Wisconsin.

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

“Original Issue Date” means October 8, 2018.

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

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

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

“Prior Resolutions” means, collectively, the 2009 Resolution, the 2012 Resolution, the 2013 Resolution, the 2014 Resolution, the 2015 Resolution, the 2016 Resolution, and the 2017 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.

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

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

“System” means the storm water utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the collection, storage, treatment, transmission, distribution, metering, and discharge of storm water, or

constituting part of, or used or useful in connection with, the storm water utility of the Municipality; and including all improvements and extensions thereto made by the Municipality while any of the Bonds or the Outstanding Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

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

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

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued. The Bonds will be fully registered, negotiable, storm water system revenue bonds of the Municipality in the aggregate principal amount of \$3,000,000. The Bonds will be issued under the provisions of the Act for the purposes of the Project 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 Bonds, Series 2018.” 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, 2019, 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
2022	\$110,000	____%	2031	\$165,000	____%
2023	115,000	____	2032	175,000	____
2024	120,000	____	2033	180,000	____
2025	130,000	____	2034	190,000	____
2026	135,000	____	2035	195,000	____
2027	140,000	____	2036	205,000	____
2028	150,000	____	2037	215,000	____
2029	155,000	____	2038	225,000	____
2030	160,000	____	2039	235,000	____

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 authentication agent, 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 authentication agent, 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, 2028 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, 2027 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 Bonds maturing on April 1, 20__ (the "**Term Bonds**") are also subject to mandatory partial redemptions prior to their stated maturity date 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:

<u>Term Bonds Maturing April 1, 20__</u>	
<u>Sinking Fund Redemption Date (April 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ ____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 funds 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of the Bonds to be redeemed at the respective addresses set forth in the Bond Register. A notice of 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 and any Parity Bonds as provided in this resolution. Such revenues will be used for no purpose other than to pay the principal of, and interest on, the Bonds and any Parity Bonds on the dates on which such amounts are due. The Bonds and any Parity Bonds, together with the interest thereon, shall not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision and shall not constitute a general obligation of the Municipality or a charge against its general credit or taxing power. The Municipality will not be liable for the payment of the principal of, and interest on, the Bonds, except as provided in this resolution.

Section 16. Equality of Lien.

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

Section 17. Parity Bonds.

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

Section 18. Funds and Accounts.

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

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

- (a) Storm Water System Revenue Fund (the “**Revenue Fund**”), into which shall be deposited as received the entire Gross Revenues.
- (b) Storm Water System Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which shall be used for the payment of the reasonable and necessary expenses of operating and maintaining the System, including salaries, wages, materials, supplies, and insurance, and for the purposes described in Section 19 of this resolution.
- (c) Storm Water System Special Redemption Fund (the “**Special Redemption Fund**”), which shall be divided into three accounts to be known as (i) the **Interest and Principal Account**, (ii) the **Earnings Account**, and (iii) the **Reserve Account**. The Interest and Principal Account and the Earnings Account shall be used solely for the purpose of paying interest on and principal of the Bonds and Parity Bonds in accordance with the provisions of this resolution. The Reserve Account shall be used for the purpose of paying principal of or interest on the Bonds or Parity Bonds 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) 2018 Storm Water System Construction Fund (the “**2018 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 2018 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 2018 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 15th 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 or Bonds to become private activity bonds, within the meaning of Section 141(a) of the Code or any regulations promulgated thereunder.
- (h) The Municipality will comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes.

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 to provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System.

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

Section 22. Resolution a Contract; Remedies of Bondholders.

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

The registered owners of any of the Bonds 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 and any Parity Bonds (not including any Bonds or Parity Bonds that are held or owned by or for the account of the Municipality) if such amendment affects the owners of any Parity Bonds; *however* this resolution may be amended only with the unanimous written consent of:

- (a) The registered owners of the Bonds (not including any Bonds that are held or owned by or for the account of the Municipality):
 - (i) To make any change in the stated maturity date of or interest rate on any Bond; to modify the terms of payment of principal of, or interest on, any Bond; or to impose any conditions with respect to payment of principal of, or interest on, any Bond;
 - (ii) To materially affect the rights of the owners of less than all Bonds then outstanding; or
 - (iii) To reduce the required outstanding principal amount of the Bonds for which consent 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 on any date prior to one year after the date of the mailing of the Amendment Notice and Consent the Recording Officer receives Consents executed by the registered owners of the Bonds and Parity Bonds owning not less than the required outstanding principal amount to approve the amendment, then the Governing Body may adopt a resolution effecting the proposed amendment and, upon the adoption of the resolution effecting the proposed amendment, the proposed amendment will become effective and binding upon the registered owners of all of the Bonds and Parity Bonds issued after the Bonds.

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

Section 25. Sale of Bonds.

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 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, time, and location of closing of the sale.

The Municipal Officers are directed to sign the Bonds and to deliver the Bonds to the Bond Purchaser through the facilities of DTC in accordance with the Bond Purchase Agreement and this resolution. The Bonds may be delivered to the Bond Purchaser upon payment by the Bond Purchaser of the Purchase Price, plus any accrued interest, as required by this resolution.

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

- (i) The Bonds, together with the written, unqualified approving opinion of Bond Counsel, evidencing the legality of the Bonds and that interest on

the Bonds will be excluded from gross income for federal income tax purposes.

- (ii) A transcript of the proceedings relating to the issuance of the Bonds.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Bonds or the right of the Municipality to issue them at the time of their delivery.

Section 26. Disposition of Bond Proceeds.

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 Interest and Principal Account of the Special Redemption Fund.
- (iii) \$_____ of the sale proceeds of the Bonds shall be deposited in the Reserve Account.
- (iv) The remaining proceeds of the sale of the Bonds shall be deposited in the 2018 Construction Fund and used as described in Section 18(e) hereof.

Section 27. 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 and directs the final version of such document (the “**Official Statement**”) to be prepared and distributed prior to the issuance of the Bonds; *provided, however*, that the Official Statement shall be substantially 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 28. 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 29. 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 30. 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 31. 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 32. 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 33. 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.

[Signature Page Follows]

Section 34. Effective Date.

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

Adopted: September 5, 2018

Approved: September ____, 2018

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
\$_____

STORM WATER SYSTEM REVENUE BOND, SERIES 2018

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	October 8, 2018	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, 2019, 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 \$3,000,000, 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) \$10,720,000 Storm Water System Revenue Bonds, Series 2009, dated December 30, 2009, (ii) \$13,190,000 Storm Water System Revenue Refunding Bonds, Series 2012, dated August 8, 2012, (iii) \$6,440,000 Storm Water

Exhibit A-1

System Revenue Bonds, Series 2013, dated August 7, 2013, (iv) \$3,450,000 Storm Water Revenue Bonds, Series 2014, dated September 10, 2014, (v) \$9,425,000 Storm Water Revenue Refunding Bonds, Series 2015, dated October 28, 2015, (vi) \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, and (vii) \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017 (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 5, 2018 (the “**2018 Resolution**”). The 2018 Resolution is entitled “A Resolution Authorizing and Providing for the Sale and Issuance of \$3,000,000 Storm Water System Revenue Bonds, Series 2018, and All Related Details”. Reference is hereby made to the 2018 Resolution for a more complete statement of the revenues from which and conditions under which this Bond is payable, the provisions pursuant to which this Bond has been issued, and the conditions under which bonds may hereafter be issued on a parity with this Bond. The Bonds rank on a parity with the Outstanding Bonds. This Bond does not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision.

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

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

If on any date the Bonds are not being maintained in a Book-Entry System, then (i) the principal of this Bond will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity date or prior redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Bond will be paid by the Fiscal Agent, on each interest payment date, by wire or other electronic 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, 2028 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, 2027 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, 20__ (the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity date, 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:

<u>Term Bonds Maturing April 1, 20__</u>	
<u>Sinking Fund Redemption Date (April 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ _____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of any Bonds to be redeemed, at the respective addresses set forth in the

Register. A notice of 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 ____, 2018

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

Director of Finance, as Fiscal Agent

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

--

(Please Print or Type Name and Address of Assignee)

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

Dated: _____

Signature Guaranteed

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

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

EXHIBIT B

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

On September 5, 2018, 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 bonds in the principal amount of \$3,000,000. It is anticipated that the closing of this bond financing will be held on or about October 8, 2018. 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 ____, 2018

/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 \$3,000,000 Storm Water System Revenue Bonds, Series 2018, and All Related Details

I further certify as follows:

1. **Meeting Date.** On September 5, 2018, a meeting of the Governing Body was held beginning at ____ p.m.
2. **Posting.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter 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 __, 2018, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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 ____, 2018.

Clerk

[SEAL]

COMMON COUNCIL
OF THE
CITY OF APPLETON, WISCONSIN

September 5, 2018

Resolution No.: None

**A Resolution Authorizing and Providing for the Sale and Issuance of
\$5,400,000* Sewerage System Revenue Refunding Bonds, Series 2018,
and All Related Details**

RECITALS

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

1. The Municipality currently owns and operates a municipal sewerage system (the “**System**”, as more fully defined below), which is a “public utility” (within the meaning of Section 66.0621 (1)(b) of the Wisconsin Statutes).
2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable only from the income and revenues derived from the operation of the System.
3. On September 21, 2005, the Governing Body adopted a resolution, which was amended on October 5, 2005 (together, the “**2005 Resolution**”), authorizing the issuance of the Municipality’s \$4,735,000 Sewerage System Revenue Refunding Bonds, Series 2005, dated October 15, 2005 (the “**Series 2005 Bonds**”). The Series 2005 Bonds were retired on May 1, 2010.
4. On July 19, 2006, the Governing Body adopted a resolution (the “**2006 Resolution**”), authorizing the issuance of the Municipality’s \$3,265,000 Sewerage System Revenue Bonds, Series 2006, dated August 9, 2006 (the “**Series 2006 Bonds**”). The Series 2006 Bonds are currently outstanding in the aggregate principal amount of \$1,675,000.
5. On August 15, 2007, the Governing Body adopted a resolution (the “**2007 Resolution**”), authorizing the issuance of the Municipality’s \$2,350,000 Sewerage System Revenue Bonds, Series 2007, dated September 5, 2007 (the “**Series 2007 Bonds**”). The Series 2007 Bonds are currently outstanding in the aggregate principal amount of \$1,330,000.
6. On August 20, 2008, the Governing Body adopted a resolution (the “**2008 Resolution**”), authorizing the issuance of the Municipality’s \$4,330,000 Sewerage 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 \$2,610,000.

7. On September 1, 2010, the Governing Body adopted a resolution (the “**2010 Resolution**”), authorizing the issuance of the Municipality’s \$4,935,000 Sewerage System Revenue Bonds, Series 2010, dated September 22, 2010 (the “**Series 2010 Bonds**”). The Series 2010 Bonds are currently outstanding in the aggregate principal amount of \$3,600,000.

8. On August 3, 2011, the Governing Body adopted a resolution (the “**2011 Resolution**”), authorizing the issuance of the Municipality’s \$3,735,000 Sewerage 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 \$2,820,000.

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

10. The Municipality needs funds to finance the current refunding of the outstanding principal amount of the Series 2006 Bonds, the Series 2007 Bonds, and the Series 2008 Bonds (collectively, the “**Refunding**”).

11. The Governing Body wishes to finance the costs of the Refunding by authorizing, selling, and issuing its \$5,400,000 in principal amount of Sewerage System Revenue Refunding Bonds, Series 2018 (the “**Bonds**”). The Bonds will be issued pursuant to the provisions of 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 2010 Bonds and the Series 2011 Bonds (collectively, the “**Outstanding Bonds**”).

12. Section 21 of the 2005 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.

13. 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.

14. Robert W. Baird & Co. Incorporated (the “**Bond Purchaser**”), or a group that it represents, 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**”).

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

16. 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.

“**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 \$5,400,000 City of Appleton, Wisconsin Sewerage System Revenue Refunding Bonds, Series 2018, which will be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase agreement signed and presented by the Bond Purchaser to evidence the purchase of the Bonds.

“**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, New York, New York.

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

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

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

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

“Gross Revenues” means the gross revenues of the System from all sources, excluding (i) customer deposits, (ii) collected taxes imposed by other governmental entities, and (iii) earnings on amounts held in the Special Redemption Fund, the Depreciation Fund, and any construction or proceeds fund created under this resolution or under a resolution authorizing the issuance of Parity Bonds.

“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 maximum annual debt service coming due in any future year 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 8, 2018.

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

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

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

“Prior Resolutions” means, collectively, the 2010 Resolution and the 2011 Resolution, each as defined 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 8, 2018.

“Refunded Bonds” means, collectively, the outstanding principal amount of the Series 2006 Bonds, the Series 2007 Bonds, and the Series 2008 Bonds.

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

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

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

“System” means the sewer utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the collection, treatment, storage, metering, transmission, and disposal of domestic, industrial, and public sewage, including all improvements and extensions thereto made by the Municipality while any of the Bonds or the Outstanding Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

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

- (i) *Exhibit A* - Form of Bond.

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

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued. The Bonds will be fully registered, negotiable, sewerage system revenue refunding bonds of the Municipality in the principal amount of \$5,400,000. The Bonds will be issued under the provisions of the Act for the purposes of the Refunding and to pay the expenses of issuing the Bonds (including, but not limited to, printing costs, fees for underwriting, 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 Sewerage System Revenue Refunding Bonds, Series 2018.” 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 May 1 and November 1, beginning on May 1, 2019, 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 (May 1)	Principal Amount	Interest Rate	Principal Maturity Date (May 1)	Principal Amount	Interest Rate
2019	\$490,000	____%	2024	\$620,000	____%
2020	525,000	____	2025	635,000	____
2021	550,000	____	2026	665,000	____
2022	565,000	____	2027	460,000	____
2023	595,000	____	2028	295,000	____

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 authentication agent, 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 authentication agent, 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 May 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 May 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 Bonds maturing on May 1, 20__ (the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity date 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:

<u>Term Bonds Maturing May 1, 20__</u>	
<u>Sinking Fund Redemption Date (May 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ _____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 funds 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of the Bonds to be redeemed at the respective addresses set forth in the Bond Register. A notice of 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 and any Parity Bonds as provided in this resolution. Such revenues will be used for no purpose other than to pay the principal of and interest on the Bonds and any Parity Bonds on the dates on which such amounts

are due. The Bonds and any Parity Bonds, together with the interest thereon, shall not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision and shall not constitute a general obligation of the Municipality or a charge against its general credit or taxing power. The Municipality will not be liable for the payment of the principal of and interest on the Bonds, except as provided in this resolution.

Section 16. Equality of Lien.

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

Section 17. Parity Bonds.

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

Section 18. Funds and Accounts.

(a) 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 the 2005 Resolution (collectively, the “**Funds and Accounts**”), to provide for the collection, distribution, and use of the Gross Revenues and the proceeds of the Bonds:

- (1) Sewerage System Revenue Fund (the “**Revenue Fund**”), into which the entire Gross Revenues shall be deposited as received.
- (2) Sewerage System Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which shall 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) Sewerage System 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 shall be used solely to pay interest on and principal of the Bonds and Parity Bonds as provided in this resolution. Amounts held in the Reserve Account shall 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 those payments.

- (4) Sewerage System Depreciation Fund (the “**Depreciation Fund**”), which shall be used to hold amounts expected to be used to pay for repairs, replacements, extensions, or additions to the System, provided that amounts in the Depreciation Fund can be used for any such purpose only if such amounts are not needed to make up any deficiency in the Interest and Principal Account or the Reserve Account.
- (5) Sewerage System Surplus Fund (the “**Surplus Fund**”), amounts in which shall be used for the purposes described in Section 19(c)(4) of this resolution.
- (6) 2018 Refunding Account (the “**2018 Refunding Account**”), amounts in which will be used to (i) pay the costs of issuing of the Bonds and (ii) effect the Refunding. Any balance remaining in the 2018 Refunding Account after the Redemption Date 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 shall be used solely for the purposes described in this resolution.

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

The Special Redemption Fund shall 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:

- (1) The investments in each Fund or Account shall be sold whenever necessary to provide funds for the purposes for which the Fund or Account was created.
- (2) In particular, amounts in the Reserve Account shall be invested so that sufficient funds will be available on each interest payment date for the Bonds and any Parity Bonds to make the required interest and principal payments in the event amounts in the Interest and Principal Account and the Earnings Account are insufficient to make the payments.

- (3) No investment may be purchased or retained if the purchase of the investment 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).
- (4) All investments held in the Funds and Accounts shall 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 shall be transferred to the Earnings Account. All income from the investment of amounts in the 2018 Refunding Account shall be deposited in the 2018 Refunding Account. All income from the investment of amounts in the Depreciation Fund shall be deposited in the Depreciation Fund. All income from the investment of amounts in all other Funds and Accounts shall 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:

- (1) 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.
- (2) 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.
- (3) The Municipality shall keep records of the rebate determinations prepared and rebate payments made until three years after the April 15th following the retirement of the last Bond.

Section 19. Application of Revenues.

(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 shall, to the extent permitted by law, be deposited as collected in the Revenue Fund and shall be transferred from the Revenue Fund and deposited in the

Operation and Maintenance Fund, the Special Redemption Fund, the Depreciation 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 shall 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 shall be deposited in the Special Redemption Fund.
- (3) A sum sufficient of the money in the Revenue Fund for the purposes of the Depreciation Fund shall be deposited in the Depreciation Fund.
- (4) 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, the Depreciation 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.

(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 to (i) pay the interest on the Bonds and any Parity Bonds as the same becomes due, (ii) retire the principal amounts of the Bonds and any Parity Bonds at maturity, and (iii) 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 shall be held, used or transferred as follows:

- (1) *Operation and Maintenance Fund.* Amounts deposited in the Operation and Maintenance Fund shall 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 shall be transferred to the Special Redemption Fund to remedy any deficiency in the Special Redemption Fund or, if or to the extent that no such deficiency exists, then the remaining excess amount shall be transferred to the Surplus Fund.
- (2) *Interest and Principal Account and Earnings Account.* Amounts deposited in the Special Redemption Fund shall 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 shall 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 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 interest and principal coming due on the Bonds and any Parity Bonds then outstanding during the 12 months following the date of such transfer and after that 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 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 interest on or principal of 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 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. Amounts 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 and the Earnings Account are insufficient for that purpose. Any amounts 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, 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, shall 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. 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 expresses its expectation and aspiration that, if presented with such a certification, it will 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.

- (4) *Surplus Fund.* Amounts in the Surplus Fund shall 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 to remedy any deficiency in any of the Funds or Accounts, or if at the close of any Fiscal Year there is no such deficiency, then such amounts may be disbursed as follows:
- (i) 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 at 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) to rebate payments made by customers of the System pursuant to any plan adopted by the Governing Body of the Municipality; or
 - (iii) to the general fund of the Municipality.

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, 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 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 not to 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 shall be paid into (i) the Earnings Account of the Special Redemption Fund, if the property sold was acquired or improved with proceeds of the Bonds or any Parity Bonds that are tax-exempt obligations, or (ii) the Revenue Fund, in all other cases.
- (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 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, shall

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, shall 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 shall 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 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 shall 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, 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 or Parity 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 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 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) Either (A) the Net Revenues of the System for the last completed Fiscal Year were 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 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 income for the last completed Fiscal Year; or (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 1.20 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 Fiscal Year in which there shall be a principal maturity on such outstanding bonds or notes. For purposes of this subsection, actual Net Revenues for any Fiscal Year will be 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.

- (2) The payments required to be made into the Funds and Accounts created or continued pursuant to Section 18 of this resolution shall 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 shall be payable as to principal on May 1 of each year and as to interest on May 1 and November 1 of each year.
- (5) The proceeds of the additional bonds or notes shall be used solely to refund Bonds or Parity Bonds, or to provide for purchasing, acquiring, leasing, constructing, extending, adding to, improving, conducting, controlling, operating, or managing the System.

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

Section 22. Resolution a Contract; Remedies of Bondholders.

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

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

Notice. If the Municipality proposes to amend this resolution under any provision of this section, then the Municipality shall cause notice of the proposed amendment (the “**Amendment Notice**”) and, if consent is required, a form of consent to the proposed amendment (the “**Consent**”) to be (i) mailed by certified mail to all registered owners of the Bonds and, if appropriate, any Parity Bonds, and (ii) filed with the Bond Purchaser. The Amendment Notice shall briefly describe the nature of the proposed amendment and shall state that a copy of the proposed amendment is on file for public inspection in the office of the Recording Officer. The Consent shall 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 and Consent, 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 any 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 Bond Purchase Agreement. The Municipal Officers are directed (i) to sign the Bond Purchase Agreement in the Municipality’s name and (ii) to take any additional actions needed to complete the sale of the Bonds, including arranging for a specific date, time, and location of closing of the sale.

The Municipal Officers are directed to sign the Bonds and to deliver the Bonds to the Bond Purchaser through the facilities of DTC in accordance with the Bond Purchase Agreement and this resolution. The Bonds may be delivered to the Bond Purchaser upon payment by the Bond Purchaser of the Purchase Price, plus any accrued interest, as required by this resolution.

Unless waived by the Bond Purchaser, the sale 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. Notwithstanding the foregoing, the Municipality ratifies and approves any action that has been taken in connection with the redemption of the Refunded Bonds prior to the Original Issue Date, including giving notice as described above.

Section 27. Disposition of Bond Proceeds.

- (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) The remaining proceeds from the sale of the Bonds shall be deposited in the 2018 Refunding Account and used as described in Section 18(a)(6).
- (b) An amount in the Reserve Account of \$_____, which is the amount in excess of the Minimum Reserve Amount, shall be transferred on the Original Issue Date from the Reserve Account to the Earnings Account.

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 and directs the final version of such document (the “**Official Statement**”) to be prepared and distributed prior to the issuance of the Bonds; *provided, however*, that the Official Statement shall be substantially 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 are representations of the Municipality as to the facts they present.

Section 31. Tax Law Covenants.

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

Section 32. Further Authorization.

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

Section 33. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, the Municipality rescinds that part of the prior action, 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 5, 2018

Approved: September __, 2018

Mayor

Clerk

EXHIBIT A

FORM OF BOND

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

UNITED STATES OF AMERICA
STATE OF WISCONSIN
CITY OF APPLETON

Registered

No. R-_____ \$ _____

SEWERAGE SYSTEM REVENUE REFUNDING BOND, SERIES 2018

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	May 1, 20__	October 8, 2018	038132 ____

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 May 1 and November 1, beginning on May 1, 2019, 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 \$5,400,000, all of which are 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) \$4,935,000 Sewerage System Revenue Bonds, Series 2010, dated September 22, 2010, and (ii) \$3,735,000 Sewerage System

Revenue Bonds, Series 2011, dated August 24, 2011 (collectively, the “**Outstanding Bonds**”), only from the income and revenues to be derived from the operation of the Municipality’s sewer utility (the “**System**”) and set aside in the “Sewerage System Special Redemption Fund,” which was created by a resolution adopted by the governing body of the Municipality on September 21, 2005 and affirmed and continued by subsequent resolutions, including a resolution adopted by the governing body of the Municipality on September 5, 2018 (the “**2018 Resolution**”). The 2018 Resolution is entitled “A Resolution Authorizing and Providing for the Sale and Issuance of \$5,400,000 Sewerage System Revenue Refunding Bonds, Series 2018 and All Related Details”. Reference is hereby made to the 2018 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 Sewerage System Special Redemption Fund and the revenues of the System pledged to the Sewerage System Special Redemption Fund. Sufficient revenues of the System have been pledged to the Sewerage System Special Redemption Fund and will be used for no other purpose than to pay the principal of and interest on the Bonds and all other obligations payable from the revenues of the System (including the Outstanding Bonds) that are issued on a parity and equality with the Bonds and the Outstanding Bonds, as the same becomes due.

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

If on any date the Bonds are *not* being maintained in a Book-Entry System, then (i) the principal of this Bond will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity date or prior redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Bond will be paid by the Fiscal Agent, on each interest payment date, by wire or other electronic funds transfer, or by check of the Fiscal Agent sent by first class mail to the person 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 May 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 May 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 May 1, 20__ (the "**Term Bonds**") are also subject to mandatory partial redemptions prior to their stated maturity date, 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:

<u>Term Bonds Maturing May 1, 20__</u>	
<u>Sinking Fund Redemption Date (May 1)</u>	<u>Principal Amount To be Redeemed</u>
20__	\$ _____
20__	_____
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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days prior to the proposed redemption date. A notice of 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 or after the redemption date and upon surrender to the Fiscal Agent of the Bond, the Municipality will issue one or more new Bonds in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds shall be sent by first class mail not less than 30, and not more than 60, days before the redemption date to the registered owners of any Bonds to be redeemed, at the respective addresses set forth in the Register. A notice of 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), if any, all as of the Original Issue Date.

CITY OF APPLETON, WISCONSIN

By: _____
Mayor

[SEAL]

And: _____
Clerk

Certificate of Authentication:

Dated: September ____, 2018

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

Director of Finance, as Fiscal Agent

ASSIGNMENT

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

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

(Please Print or Type Name and Address of Assignee)

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

Dated: _____

Signature Guaranteed

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

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

EXHIBIT B

NOTICE TO THE ELECTORS OF THE
CITY OF APPLETON, WISCONSIN
RELATING TO
SEWERAGE SYSTEM REVENUE BOND SALE

On September 5, 2018, 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 sewerage system revenue refunding bonds in the principal amount of \$5,400,000. It is anticipated that the closing of this bond financing will be held on or about October 8, 2018. 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 __, 2018

/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 \$5,400,000 Sewerage System Revenue Refunding Bonds, Series 2018, and All Related Details

I further certify as follows:

1. **Meeting Date.** On September 5, 2018, a meeting of the Governing Body was held beginning at _____ p.m.
2. **Posting.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Appleton, Wisconsin a notice setting forth the date, time, location, and subject matter of said meeting. The notice specifically referred to the Resolution.
3. **Notification of Media.** On August ____, 2018 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter 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 ___, 2018, and I have recorded the approval. The approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution to which this certificate is attached.

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 ___, 2018.

Clerk

[SEAL]



Quote Number: Q-23670
Quote Prepared On: 5/8/2018
Quote Valid Through: 6/30/2018
Payment Terms: Net 30
Currency: USD

Granicus Contact:
Name: Peter Dieterich
Phone: 720-613-8873
Email: peter.dieterich@granicus.com

The Agreement shall commence on the date this document is signed and continue for 3 years.

YEAR ONE ANNUAL SUBSCRIPTION FEE

Product Name	Invoice Schedule	Quantity	Annual Total
VoteCast Station for Meeting Efficiency Suite (ME)	Annual	1 Each	\$14,226.72
VoteCast Display for Meeting Efficiency Suite (ME)	Annual	1 Each	\$385.20
Meeting Efficiency Suite	Annual	1 Each	\$3,210.00
Granicus Remote Administration	Annual	1 Each	\$1,284.00
Template - Sectioned View Page	Annual	1	\$346.68
Government Transparency Managed Services Hardware (GT)	Annual	1 Each	\$1,284.00
Open Platform Suite	Annual	1 Each	\$1,527.96
Government Transparency Suite	Annual	1 Each	\$2,568.00
VoteCast Station for Meeting Efficiency Suite (ME)	Annual	1 Each	\$1,271.16
Granicus Encoding Appliance Hardware (Managed)	Annual	1 Each	\$1,284.00
Legistar	Annual	1 Each	\$12,198.00
VoteCast Package for Meeting Efficiency Suite (7 seats)	Annual	1 Each	\$0.00
		TOTAL	\$39,585.72



FUTURE YEAR PRICING

[illegible]

Product Name	Product Description
VoteCast Station for Meeting Efficiency Suite (ME)	
VoteCast Display for Meeting Efficiency Suite (ME)	
Meeting Efficiency Suite	<p>Meeting Efficiency is a hybrid Software-as-a-Service (SaaS) and Hardware-as-a-Service (HaaS) solution that enables government organizations to simplify the in-meeting management and post-meeting minutes creation processes of the clerk's office. By leveraging this solution, the client will be able to streamline meeting data capture and minutes production, reducing staff efforts and decreasing time to get minutes published. During a meeting, record roll calls, motions, votes, notes, and speakers, all indexed with video. Use the index points to quickly edit minutes, templates to format in Microsoft Word or HTML, and publish online with the click of a button. Meeting Efficiency includes:</p> <ul style="list-style-type: none"> • Unlimited user accounts • Unlimited meeting bodies • Unlimited storage of minutes documents • Access to one Granicus platform site • Access to the LiveManager software application for recording information during meetings • Access to the Word Add-in software component for minutes formatting in MS Word if desired • One MS Word or HTML minutes template (additional templates can be purchased if needed)
Granicus Remote Administration	
Template - Sectioned View Page	

Product Name	Product Description
Government Transparency Managed Services Hardware (GT)	The managed equipment solution offers an encoding appliance that is fully managed and maintained by Granicus.
Open Platform Suite	Open Platform is access to MediaManager, upload of archives, ability to post agendas/documents, and index of archives. These are able to be published and accessible through a searchable viewpage.
Government Transparency Suite	Government Transparency are the live in-meeting functions. Streaming of an event, pushing of documents, indexing of event, creation of minutes.
VoteCast Station for Meeting Efficiency Suite (ME)	
Granicus Encoding Appliance Hardware (Managed)	
Legistar	<p>Legistar is a Software-as-a-Service (SaaS) solution that enables government organizations to automate the entire Legislative process of the clerk's office. By leveraging Legistar, the client will be able to easily manage the entire legislative process from drafting files, through assignment to various departments, to final approval. Legistar includes:</p> <ul style="list-style-type: none"> • Unlimited user accounts • Unlimited meeting bodies and meeting types • Unlimited data storage and retention • Configuration services for one meeting body\type • One Legistar database • One InSite web portal • Design services for one agenda report template • Design services for one minute's report template
VoteCast Package for Meeting Efficiency Suite (7 seats)	

TERMS AND CONDITIONS

- Link to State & Local Terms: https://granicus.com/pdfs/Master_Subscription_Agreement.pdf
- Upon the effective date, this Agreement shall supersede and replace any previous agreement between the parties. All prior agreements between the parties are hereby void and of no force and effect.
- Payment terms: net 30
- Any lapse in payment may result in suspension of service and will require the payment of a setup fee to reinstate the subscription.
- This quote is exclusive of applicable state, local, and federal taxes, which, if any, will be included in the invoice. It is the responsibility of **Appleton, WI** to provide applicable exemption certificate(s).
- If submitting a Purchase Order instead of signing the quote, please include the following language: All pricing, terms and conditions of quote Q-23670 are incorporated into this Purchase Order by reference.



AGREEMENT AND ACCEPTANCE

Appleton, WI

Signature: _____

Name: _____

Title: _____

Date: _____

Billing Information

Name: _____

Phone: _____

Email: _____

Address: _____

Cover Letter

Dear Ms. Lynch,

Thank you for your continued partnership with Granicus as we are excited to continue to support Appleton's legislative management solutions.

At Granicus, we recognize that a great product is only part of what keeps our clients satisfied. We also take full responsibility for maintaining and monitoring the technology that powers your solution. This allows cities to do more in less time, and with less staff by using efficient cloud-based interaction within your department and externally to residents.

Attached, you will find a summary of your current services with Granicus as well as the proposed and updated Master Subscription Agreement. Please see the contract by clicking on the hyperlink located on page 3 of the attached quote.

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- Legistar— Legislative management solution
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- Granicus Encoding Hardware— Leased encoder hardware necessary to convert video to streaming
- VoteCast Digital Voting Systems (Hardware and Software components) — Software and hardware program that provides paperless access to the agenda and supporting materials

Please contact me directly should you have any questions relating to this documentation. As always, thank you for your time and relationship with Granicus.

Most Sincerely,
Peter Dieterich

Granicus Proposal for Appleton, WI

Granicus Contact

Name: Peter Dieterich

Phone: 720-613-8873

Email: peter.dieterich@granicus.com

Proposal Details

Quote Number: Q-23670

Prepared On: 7/23/2018

Valid Through: 8/31/2018

Pricing

Payment Terms: Net 30

Currency: USD

The Agreement shall commence on the date this document is signed and continue for 3 years.

Annual Fees for Renewing Subscriptions			
Solution	Billing Frequency	Quantity/Unit	Annual Fee
VoteCast Station for Meeting Efficiency Suite (ME)	Annual	1 Each	\$13,960.80
VoteCast Display for Meeting Efficiency Suite (ME)	Annual	1 Each	\$378.00
Meeting Efficiency Suite	Annual	1 Each	\$3,150.00
Granicus Remote Administration	Annual	1 Each	\$1,260.00
Template - Sectioned View Page	Annual	1	\$340.20
Government Transparency Managed Services Hardware (GT)	Annual	1 Each	\$1,260.00
Open Platform Suite	Annual	1 Each	\$1,499.40
Government Transparency Suite	Annual	1 Each	\$2,520.00
VoteCast Station for Meeting Efficiency Suite (ME)	Annual	1 Each	\$1,247.40
Granicus Encoding Appliance Hardware (Managed)	Annual	1 Each	\$1,260.00
Legistar	Annual	1 Each	\$11,970.00
VoteCast Package for Meeting Efficiency Suite (7 seats)	Annual	1 Each	\$0.00
SUBTOTAL:			\$38,845.80

Remaining Period(s)		
Solution	Year 1	Year 2
VoteCast Station for Meeting Efficiency Suite (ME)	\$14,658.84	\$15,391.78
VoteCast Display for Meeting Efficiency Suite (ME)	\$396.90	\$416.75
Meeting Efficiency Suite	\$3,307.50	\$3,472.88
Granicus Remote Administration	\$1,323.00	\$1,389.15
Template - Sectioned View Page	\$357.21	\$375.07
Government Transparency Managed Services Hardware (GT)	\$1,323.00	\$1,389.15
Open Platform Suite	\$1,574.37	\$1,653.09
Government Transparency Suite	\$2,646.00	\$2,778.30
VoteCast Station for Meeting Efficiency Suite (ME)	\$1,309.77	\$1,375.26
Granicus Encoding Appliance Hardware (Managed)	\$1,323.00	\$1,389.15
Legistar	\$12,568.50	\$13,196.93
VoteCast Package for Meeting Efficiency Suite (7 seats)	\$0.00	\$0.00
TOTAL:	\$40,788.09	\$42,827.49

Product Descriptions	
Name	Description
Meeting Efficiency Suite	<p>Meeting Efficiency is a hybrid Software-as-a-Service (SaaS) and Hardware-as-a-Service (HaaS) solution that enables government organizations to simplify the in-meeting management and post-meeting minutes creation processes of the clerk's office. By leveraging this solution, the client will be able to streamline meeting data capture and minutes production, reducing staff efforts and decreasing time to get minutes published. During a meeting, record roll calls, motions, votes, notes, and speakers, all indexed with video. Use the index points to quickly edit minutes, templates to format in Microsoft Word or HTML, and publish online with the click of a button. Meeting Efficiency includes:</p> <ul style="list-style-type: none"> • Unlimited user accounts • Unlimited meeting bodies • Unlimited storage of minutes documents • Access to one Granicus platform site • Access to the LiveManager software application for recording information during meetings • Access to the Word Add-in software component for minutes formatting in MS Word if desired • One MS Word or HTML minutes template (additional templates can be purchased if needed)
Government Transparency Managed Services Hardware (GT)	The managed equipment solution offers an encoding appliance that is fully managed and maintained by Granicus.
Open Platform Suite	Open Platform is access to MediaManager, upload of archives, ability to post agendas/ documents, and index of archives. These are able to be published and accessible through a searchable viewpage.
Government Transparency Suite	Government Transparency are the live in-meeting functions. Streaming of an event, pushing of documents, indexing of event, creation of minutes.
Legistar	<p>Legistar is a Software-as-a-Service (SaaS) solution that enables government organizations to automate the entire Legislative process of the clerk's office. By leveraging Legistar, the client will be able to easily manage the entire legislative process from drafting files, through assignment to various departments, to final approval. Legistar includes:</p> <ul style="list-style-type: none"> • Unlimited user accounts • Unlimited meeting bodies and meeting types • Unlimited data storage and retention • Configuration services for one meeting body\type • One Legistar database • One InSite web portal • Design services for one agenda report template • Design services for one minute's report template

Terms and Conditions

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- Any lapse in payment may result in suspension of service and will require the payment of a setup fee to reinstate the subscription.
- If submitting a Purchase Order, please include the following language: All pricing, terms and conditions of quote Q-23670 dated 7/23/2018 are incorporated into this Purchase Order by reference.

Agreement and Acceptance

By signing this document, the undersigned certifies they have authority to enter the agreement. The undersigned also understands the services and terms.

Appleton, WI	Billing Information
Signature:	Name:
Name:	Phone:
Title:	Email:
Date:	Address:



Granicus Video

A complete video solution for government

Granicus Video enables organizations to build a content-rich library of live and archived public meeting webcasts and records without hassle, enabling agencies to reach a broader audience and further meet modern transparency demands.

With easy-to-use media management tools, agencies can schedule and broadcast live webcasts while simultaneously recording and archiving the live content to unlimited storage. Agendas can be imported prior to each meeting, allowing for video to be indexed in real-time, which eliminates hours of follow up work after an event has ended. After the meeting, publish a full and integrated public record which links the agenda directly to the video.

Empowered citizens can browse published agendas and supporting documents or save time

by performing keyword searches to jump directly to specific topics, making it easier for viewers to find the information they're most interested in. Citizens can also subscribe to agendas or keyword searches to get real-time notifications when new, relevant content becomes available.

Opt in to HD video for an enhanced viewing experience or further enable accessibility and ensure ADA compliance by adding closed-captioning services. Agencies can monitor and analyze public interest through visitor and viewership reports, which break down visitor statistics, including most-popular content, number of views, length of time on site, and more to better understand the viewing audience.



Live event streaming



Archive videos with unlimited storage



Searchable, indexed content



Publish a complete public record



Closed captioning add-on for ADA compliance



Reports to analyze public participation



Legistar

Customize the entire legislative and agenda management workflow

Reach new levels of automation with a complete legislative solution that manages decisions and automates the workflow of legislative items from introduction to final passage. Extensive configurability sets Legistar apart from the rest with unlimited workflow sequences that can be customized to cater to an unlimited number of users, records and managing bodies. Legistar automates legislation drafting and agenda creation with a built-in, customizable workflow that tracks each item throughout the approval process.

A single piece of legislation can flow through dozens of agendas and drafts

before more than a handful of boards until it's agreed upon, all too often getting lost and rewritten in the process. Easily create new documents for meeting agendas in Legistar or Microsoft Word, then digitally organize them to automatically associate the files to the correct workflow.

The program automates agenda creation and meeting execution with tools to streamline minutes, voting, full reporting and publishing to a citizen-facing web portal for boosted transparency. From drafting files, through assignment to various departments, to final approval, Legistar reduces workloads and creates a more efficient method for managing



Eliminate manual workflows



Automate a customizable legislative workflow



Automate agenda material compilation and approval



Integration to manage documents with Microsoft Word



Track progress and generate reports



Unlimited workflow sequences, users and records



Minutes

Modernize and simplify meeting minutes creation

Granicus Minutes reduces labor, and streamlines minutes creation by electronically capturing roll-call, agenda items, speakers, motions, votes, and notes through a simple interface. When a meeting ends, the tool transfers captured content to a minutes document, allowing users to finalize minutes quickly and easily in Microsoft Word.

With content 75-80% complete at the time the meeting ends, Minutes saves

staff countless hours in their post-meeting workflow.

Minutes can also integrate with other Granicus products to further streamline the meeting process. Import agendas directly from agenda management systems, digitally capture vote results with VoteCast, and publish minutes alongside indexed meeting recordings using Granicus Video.



Digitally capture meeting content



Record motions, votes and notes



Save time in post-meeting workflow



Finalize minutes in Microsoft Word



Publish PDF or HTML minutes

Cover Letter

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Attached, you will find a summary of your current services with Granicus as well as the proposed and updated Master Subscription Agreement. Please see the contract by clicking on the hyperlink located on page 3 of the attached quote.

This continuation of services includes the following solutions:

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Most Sincerely,
Peter Dieterich

Granicus Proposal for Appleton, WI

Granicus Contact

Name: Peter Dieterich

Phone: 720-613-8873

Email: peter.dieterich@granicus.com

Proposal Details

Quote Number: Q-23670

Prepared On: 8/16/2018

Valid Through: 9/14/2018

Pricing

Payment Terms: Net 30

Currency: USD

Period of Performance: The agreement will commence on the date of signature and continue in full force and effect for 36 months.

Annual Fees for Renewing Subscriptions			
Solution	Billing Frequency	Quantity/Unit	Annual Fee
VoteCast Station for Meeting Efficiency Suite (ME)	Annual	1 Each	\$13,694.88
VoteCast Display for Meeting Efficiency Suite (ME)	Annual	1 Each	\$370.80
Meeting Efficiency Suite	Annual	1 Each	\$3,090.00
Granicus Remote Administration	Annual	1 Each	\$1,236.00
Template - Sectioned View Page	Annual	1	\$333.72
Government Transparency Managed Services Hardware (GT)	Annual	1 Each	\$1,236.00
Open Platform Suite	Annual	1 Each	\$1,470.84
Government Transparency Suite	Annual	1 Each	\$2,472.00
VoteCast Station for Meeting Efficiency Suite (ME)	Annual	1 Each	\$1,223.64
Granicus Encoding Appliance Hardware (Managed)	Annual	1 Each	\$1,236.00
Legistar	Annual	1 Each	\$11,742.00
VoteCast Package for Meeting Efficiency Suite (7 seats)	Annual	1 Each	\$0.00
SUBTOTAL:			\$38,105.88

Remaining Period(s)		
Solution	Term 2	Term 3
VoteCast Station for Meeting Efficiency Suite (ME)	\$14,105.73	\$14,528.90
VoteCast Display for Meeting Efficiency Suite (ME)	\$381.92	\$393.38
Meeting Efficiency Suite	\$3,182.70	\$3,278.18
Granicus Remote Administration	\$1,273.08	\$1,311.27
Template - Sectioned View Page	\$343.73	\$354.04
Government Transparency Managed Services Hardware (GT)	\$1,273.08	\$1,311.27
Open Platform Suite	\$1,514.97	\$1,560.41
Government Transparency Suite	\$2,546.16	\$2,622.54
VoteCast Station for Meeting Efficiency Suite (ME)	\$1,260.35	\$1,298.16
Granicus Encoding Appliance Hardware (Managed)	\$1,273.08	\$1,311.27
Legistar	\$12,094.26	\$12,457.09
VoteCast Package for Meeting Efficiency Suite (7 seats)	\$0.00	\$0.00
TOTAL:	\$39,249.06	\$40,426.53

Product Descriptions	
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Name:	Phone:
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Closed captioning add-on for ADA compliance



Reports to analyze public participation



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Publish PDF or HTML minutes

CITY OF APPLETON, WI
POLICY FOR SPECIAL ASSESSMENTS 2019

I. STREET CONSTRUCTION AND RECONSTRUCTION

ADOPTED 9/06/17

A. General Information

CONCRETE PAVEMENT		R-1 Zoning		R-2 Zoning		All Other Zoning**	
		New	Rural to Urban Conversion	New	Rural to Urban Conversion	New	Rural to Urban Conversion
	Max. Width	33'	33'	33'	33'	49'	49'
	Max. Thickness	7"	7"	7"	7"	9"	9"
	Assessed at (%)	75%	75%	100%	100%	100%	100%
	Multiple Frontage Reduction	Yes*	Yes*	Yes*	Yes*	None	None
Base Assessment Rate		Calculated on an individual street basis using actual bid prices					
(Y=Assessed N=Not Assessed)		New Concrete		Rural to Urban Conversion		Direct Assessments (in addition to Base Rate)	
Construction Items							
Administrative Fees		Y		Y		-	
Property Owner Notification		Y		Y		-	
Concrete Pavement		Y		Y		-	
Curb & Gutter (Integral)		Y		Y		-	
Sawcutting		Y		Y		-	
Fine Grading		Y		Y		-	
Seed & Mulch/Sod		Y		Y		-	
Terrace Restoration		Y		Y		-	
Concrete Driveway Apron		Y		N *		Per bid price	
Trees		Y		Y		\$0.75 \$1.00/front foot	
Miscellaneous Asphalt		N		N		-	
Asphalt - Milling		N		N		-	
Curb & Gutter (miscellaneous)		N		N		-	
Geotextile Fabric		N		N		-	
Stone Base		N		N		-	
Unclassified Excavation		N		N		-	
Erosion Control		N		N		-	
Adjust MH/Inlet Tops		N		N		-	
Asphalt - Miscellaneous		N		N		-	
Asphalt Transitions		N		N		-	
Curb Thimbles		N		N		-	
Drill-in Tie Bars/Dowels		N		N		-	
Driveway Closure		N		N		-	
Inlet Leads		N		N		-	
Manhole / Inlet Reconstruction		N		N		-	
Manhole/Inlet Castings		N		N		-	
MH Chimney Seals		N		N		-	
Pavement Marking		N		N		-	
PVC Pipe for sump pumps		N		N		-	
Reinforcing Rods		N		N		-	
Removal - Asphalt		N		N		-	
Removal - C&G		N		N		-	
Removal - Concrete		N		N		-	
Removal - DW Aprons (Conc. & Asp.)		N		N		-	
Removal - Sidewalk		N		N		-	
Repair work from permits		N		N		-	
Repair work from Utility Permits		N		N		-	
Traffic Signals		N		N		-	

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

ASPHALT PAVEMENT (Not including New Subdivisions)		R-1 Zoning		R-2 Zoning		All Other Zoning**	
		After G&G	Rural to Urban Conversion	After G&G	Rural to Urban Conversion	After G&G	Rural to Urban Conversion
	Max. Width	33'	33'	33'	33'	49'	49'
	Max. Thickness	3"	3"	3"	3"	6"	6"
	Assessed at (%)	25%	0%	25%	0%	25%	0%
	Multiple Frontage Reduction	Yes*	Yes*	Yes*	Yes*	None	None
	Base Assessment Rate	Calculated on an individual street basis using actual bid prices					
(Y=Assessed N=Not Assessed)							
Construction Items	Asphalt following G&G		Rural to Urban Conversion		Asphalt Reconstruct / Overlay		Direct Assessments (in addition to Base Rate)
Administrative Fees	Y		Y		N		-
Property Owner Notification	Y		Y		N		-
Asphalt Pavement	Y		Y		N		-
Milling	N		Y		N		-
Sawcutting	N		Y		N		-
Curb & Gutter (New/repair)	N		Y		N		-
Fine Grading	Y		Y		N		-
Seed & Mulch/Sod	N		Y		N		-
Terrace Restoration	N		Y		N		-
Concrete Driveway Apron	N		N *		N *		per bid price
Asphalt (miscellaneous)	N		N		N		-
Geotextile Fabric	N		N		N		-
Stone Base	N		N		N		-
Trees	N		N		N		-
Unclassified Excavation	N		N		N		-
Erosion Control	N		N		N		-
Adjust MH/Inlet Tops	N		N		N		-
Curb Thimbles	N		N		N		-
Drill-in Tie Bars/Dowels	N		N		N		-
Driveway Closure	N		N		N		-
Inlet Leads	N		N		N		-
Manhole / Inlet Reconstruction	N		N		N		-
Manhole/Inlet Castings	N		N		N		-
MH Chimney Seals	N		N		N		-
Pavement Marking	N		N		N		-
Removal - Asphalt	N		N		N		-
Removal - C&G	N		N		N		-
Removal - Concrete	N		N		N		-
Removal - DW Aprons (Conc. & Asp.)	N		N		N		-
Removal - Sidewalk	N		N		N		-
Repair work from permits	N		N		N		-
Repair work from Utility Projects	N		N		N		-
Traffic Signals	N		N		N		-

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

GRADING & GRAVELING (not including New Subdivisions)		R-1 Zoning		R-2 Zoning		All Other Zoning**	
		New Street	Rural to Urban Conversion	New Street	Rural to Urban Conversion	New Street	Rural to Urban Conversion
	Max. Width	35'	35'	35'	35'	51'	51'
	Max. Thickness	-	-	-	-	-	-
	Assessed at (%)	100%	0%	100%	0%	100%	0%
	Multiple Frontage Reduction	Yes*	Yes*	Yes*	Yes*	None	None
	Base assessment Rate	Calculated on an individual street basis based upon bid prices					
(Y=Assessed N=Not Assessed)							
Construction Items		New Street		Rural to Urban Conversion		Direct Assessments (in addition to Base Rate)	
Administrative Fees		Y		N		-	
Property Owner Notification		Y		N		-	
Fine Grading		Y		N		-	
Seed & Mulch/Sod		Y		N		-	
Erosion Control		Y		N		-	
Sawcutting		Y		N		-	
Unclassified Excavation		Y		N		-	
Stone Base		Y		N		-	
Geotextile Fabric		Y		N		-	
Removal - Asphalt		Y		N		-	
Removal - C&G		Y		N		-	
Removal - Concrete		Y		N		-	
Removal - Sidewalk		Y		N		-	
Miscellaneous Asphalt		N		N		-	
Miscellaneous Curb & Gutter		N		N		-	
Adjust MH/Inlet Tops		N		N		-	
Street Lighting		Y		N		-	
Traffic Signals		N		N		-	

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

B. Calculation Guidelines – Street Construction and Reconstruction

1. Assessments will be levied according to the front foot dimensions of abutting property except as noted.
2. The assessment rate will be the portion (%) of assessable construction costs in accordance with the charts above. Assessments will be reduced proportionately for pavements constructed less than the maximum widths.
3. Public owned property, including lands under the jurisdiction of the Board of Education, Parks and Recreation Committee and other branches of city, churches and private schools and other exempt properties will be assessed 100% of the "all other zoning" assessment rate

regardless of the zoning. (BPW 2/2/94) All county, state and federal governments will be exempt from assessment charges. (City Attorney 1/23/14)

4. The assessment rate for alley pavement will be based on the full width of the pavement.
5. The City assumes the entire cost of permanent pavement for all intersections on new construction in areas platted prior to 1/1/04 or after 12/31/14.
6. Driveway approaches shall be constructed at property owner's expense when:
 - a. When permanent street surfaces are constructed.
 - b. Where a street has been permanently improved, driveway approaches shall be installed within six months of the completion of the adjacent structure.
 - c. When ordered installed by the Common Council.
 - d. When a property owner requests approach to be widened, rebuilt or closed.
7. The costs of closing unused driveway openings that are closed in conjunction with the paving program are not directly assessed to the property owner.

Any driveway approach without improved surface shall be paved with a permanent surface in conjunction with a street-paving project. The cost will be assessed to the property.
(S&S 3/3/93 and MSC 9/3/97)

8. The cost of the initial asphalt surface application on a new subdivision gravel street will be billed at the time of official street opening.
9. All asphalt maintenance exclusive of the initial application will be done as general maintenance and at no cost to the abutting property.
10. Assessments for asphalt pavements that are constructed without curb and gutter (City standard) will be calculated by dividing total project cost by assessable frontage.
11. Assessments for trees ~~to be installed on new street paving~~ will be included with paving assessments.
12. If one person owns an entire block as one parcel and the block is zoned R-1 or R-2, the shortest side shall be assessed in full. The remaining sides shall receive up to a 120' discount.
13. On paving projects where there are other contributing sources of funding such as federal, state, or from other units of government, the City rates will be applied. If projected revenue (using the City rates) exceeds the City's share of project costs, then assessment rates will be reduced proportionately so that revenue equals City share of project cost. "City share" of project cost will include, in addition to normal construction costs, items such as right-of-way acquisition, relocation costs, consultant cost, all Department of Transportation administrative and review costs, and any other fees charged by the other participating units of government.
(BPW 1/7/97)
14. When the long side of a corner lot falls on the "bulb" or "mouse ear", the assessment shall be calculated as follows:
 - a. Determine a rate per foot by dividing the lump sum per lot charge by the actual footage of the long side.

- b. The first 120 feet will be charged 25% of the rate calculated in “a” above. The balance of the frontage will be assessed at 100% of the rate calculated in “a” above. (BPW 1/21/98)
15. The requesting property owner, where permitted, shall pay all additional cost for indented parking.
16. When additional pavement width is required to accommodate on street bike lanes, the extra width beyond what would be required for a standard street design, will not be assessed.
17. Assessments will only be levied on partial or total street reconstruction for those streets that do not meet current City Street or Drainage standards prior to their reconstruction.
18. Calculation Guidelines:
- a. On multiple frontage lots zoned R-1 or R-2, the shortest side will be assessed at 100% of the assessment rate. On the other sides, the first 120 feet of each side will be assessed at 25% (R-2, 50%) of the assessment rate. The balance of the frontage will be assessed at 100% of the assessment rate.
 - b. On lots having multiple frontages, there will be NO assessment for the frontage to which access is legally precluded or fronts on a naturally occurring access barrier such as a steep incline.
 - c. On inside corner or multiple frontage lots, the side or sides precluded from access are not included in the assessment frontage determination.
 - d. On multiple frontage lots where all sides have equal frontage, the side to be considered the short side is the “Addressed” side.
 - e. On cul-de-sac lots, the abutting property owner shall be responsible for cul-de-sac pavement, overbuild costs including the straightaway portion of the affected property. The assessment will be calculated using total assessable cost divided by the number of properties fully or partially abutting the “bulb” according to the number of originally platted lots.
 - f. On “mouse ear” lots, defined as abutting lots to a widening in the road around a curve but not including lots on a cul-de-sac, the front foot dimensions for assessment calculation will be determined by dividing the square footage of the property by the average depth of the lots in the block.
 - g. For work abutting only part of a parcel’s total frontage, assessments will be calculated based on the partial frontage. The balance will be assessed as work is completed along the remaining frontage.
 - h. Definition of “addressed” side: The street with the house number.
 - i. No corner lot exception will be provided for combined properties that did not meet the corner lot criteria prior to their combination.
19. The Wheel Tax is used for reconstructed asphalt and concrete streets only. Not for rural to urban conversion to concrete pavement.
20. Portions of projects funded by TIF and IPLF are not assessable.

II. SIDEWALKS

A. General Information

SIDEWALKS (Not including New subdivisions)		R-1 Zoning		R-2 Zoning		All Other Zoning**	
		New	Recon.	New	Recon.	New	Recon.
	Max. Width	5'	5'	5'	5'	5'	5'
	Max. Thickness	5"	5"	5"	5"	7"	7"
	Assessed at (%)	100%	125%	100%	125%	100%	125%
	Multiple Frontage Reduction	Yes*	Yes*	Yes*	Yes*	None	None
	Base Assessment Rate	Calculated annually based upon the average bid prices for the sidewalk reconstruction, concrete paving reconstruction and asphalt paving reconstruction contracts.					
(Y=Assessed N =Not Assessed) Construction Items		New and Reconstruction not meeting replacement criteria		Reconstruction meeting replacement criteria		Individual Rates (if not included in current Rate above)	
Administrative Fees		Y		N		-	
Property Owner Notification		Y		N		-	
Concrete Sidewalk		Y		N		-	
Seed & Mulch (max. of 18" on each side of walk)		Y		N		-	
Terrace Restoration		Y		N		-	
Sawcutting		N		N		-	
Fine Grading		N		N		-	
Miscellaneous Asphalt		N		N		-	
Stone Base		N		N		-	
Driveway Aprons - Removal and Replacement		Y		n/a		-	
Unclassified Excavation		N		N		-	
Erosion Control		N		N		-	
Drill-in Tie Bars/Dowels/Rebar		N		N		-	
Removal - Sidewalk		N		N		-	

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

B. Calculation Guidelines - Sidewalks

1. Assessments will be levied according to the front foot dimensions of abutting property, except as noted.
2. Sidewalks on right-of-ways 60 feet or more will be a minimum of 5 feet wide. Sidewalks on right-of ways less than 60 feet will be a minimum of 4 feet.
3. There will be no assessment for sidewalk that meets the replacement criteria as defined in the Sidewalk Maintenance Policy.
4. Assessments will be levied when sidewalks not meeting replacement criteria are replaced at the property owner's request

5. Service walks between the curb and sidewalk will be assessed to the property owner when installed on new subdivision streets.
6. The extra expense of installing a sidewalk beyond the City's standard width or in an unusual manner at the request of the owner will be charged to the abutting property owner.
7. Public owned property, including lands under the jurisdiction of the Board of Education, Parks and Recreation Committee and other branches of city, state or county governments, churches and private schools and other exempt properties will be assessed 100% of the assessment rate regardless of the zoning.
8. To figure credit for useful life (20 years) of sidewalk: credit = divide age of sidewalk by 20. If less than 1.0, multiply that number by the current assessment rate.
9. For City contract installation, sidewalk assessments shall include a 6% administration fee.
10. Calculation Guidelines:
 - a. On multiple frontage lots zoned R-1 or R-2, the shortest side will be assessed at 100% of the assessment rate. On the other sides, the first 120 feet of each side will be assessed at 25% (R-2, 50%) of the assessment rate. The balance of the frontage will be assessed at 100% of the assessment rate.
 - b. On inside corner lots where all sides have equal footage, the side to be considered the short side is the "Addressed" side.
 - c. On lots having multiple frontages, there will be NO assessment for the frontage to which access is legally precluded or fronts on a naturally occurring access barrier such as a steep incline.
 - d. On inside corner or multiple frontage lots, the side or sides precluded from access is not included in the assessment frontage determination.
 - e. For work abutting only part of a parcel's total frontage, assessments will be calculated based on the partial frontage. The balance will be assessed as work is completed along the remaining frontage.
 - f. Definition of "addressed" side: The street with the house number.

III. SANITARY SEWER

A. General Information

SANITARY SEWER (not including New Subdivisions)		R-1 Zoning		R-2 Zoning		All Other Zoning**	
		New	Recon.	New	Recon.	New	Recon.
	Max. Size (Diameter)	12"	12"	12"	12"	12"	12"
	Max. Depth	16'	16'	16'	16'	16'	16'
	% Assessed (Main/Laterals)	33%/50%	0%/50%	33%/50%	0%/50%	33%/50%	0%/50%
	Multiple Frontage Reduction	Yes*	N/A	Yes*	N/A	Yes*	N/A
	Current (33% main) Rate	Actual Cost	N/A	Actual Cost	N/A	Actual Cost	N/A
(Y=Assessed N =Not Assessed)		New		Reconstruction		Individual Rates (if not included in current Rate above)	
Construction Items							
Administrative Fees		Y		N		-	
Property Owner Notification		Y		N		-	
Sanitary area assessment		Y		N		-	
Sanitary Sewer Main		Y		N		-	
Sanitary Manholes		Y		N		-	
Drop Manholes		Y		N		-	
Manhole Castings		Y		N		-	
Sanitary Laterals (50% Rate)		Y		Y		4" = \$52.00 >4" = Actual Cost	
Private Lateral Televising		Y-N		Y-N		Actual Cost	
Lateral Connections		Y		N		-	
Pipe Bedding		Y		N		-	
Pipe Backfill Material		Y		N		-	
Terrace Restoration		Y		N		-	
Seed & Mulch		Y		N		-	
Pavement Restoration		N		N		-	
Sawcutting		N		N		-	
Asphalt removal		N		N		-	
Concrete Removal		N		N		-	
Sidewalk Removal		N		N		-	
Erosion Control		N		N		-	

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

B. Calculation Guidelines – Sanitary Sewer

- Assessments will be levied according to the front foot dimensions of abutting property, except as noted. The assessment rate for new sanitary sewers will be determined on the basis of actual construction cost up to and including 12" sanitary sewer main and manholes. The assessment rate for new construction in an existing area will be based upon the rates shown in the chart above.
- Area assessment, where applicable, will be levied in accordance with Section 18-116 of the Municipal Code of the City of Appleton.

3. Any lot or parcel within the corporate limits which has not paid a sanitary sewer assessment when the main was installed will, at the time the lateral permit is taken out, be required to pay a connection fee with the lateral permit fee. Payment of a connection fee must be made in full prior to connecting. The connection fee, equivalent to the front foot assessment and area assessment, will be based on the assessment rates the year the main was installed.
4. When utilities are installed in a street where one side is within the corporate limits but remains undeveloped, assessments will be levied for the utilities that benefit the parcel. The area assessment for sanitary sewer is calculated using a nominal lot depth of 120 feet. The balance of the area assessment will be assessed when the property is developed and charged a connection fee in lieu of assessments.
5. On sanitary relay, where existing laterals meet the sanitary lateral policy and are not re-laid, the cost of reconnecting (including short sections of connecting pipe, usually within the trench area) is absorbed by the City and not assessed to the property owner.
6. Calculation Guidelines (see chart for applicability):
 - a. On multiple frontage lots zoned R-1 or R-2, the shortest side will be assessed at 100% of the assessment rate. On the other sides, the first 120 feet for each side will be assessed at 0% of the assessment. The balance of the frontage will be assessed at 100% of the assessment rate.
 - b. On multiple frontage lots where all sides have equal frontage, the side to be considered the short side is the "Addressed" side.
 - c. Where sewer exists across an entire parcel frontage, but sewer construction only occurs along part of a parcel's total frontage, assessments will be calculated based on the partial frontage. The balance will be assessed as work is completed along the remaining frontage. Where sewer exists along only a portion of the parcel frontage, the entire frontage will be assessed.
 - d. Assessment for construction of sanitary sewer will be levied against all abutting property frontage regardless if laterals are present, provided that the property is not legally precluded from connecting to the sewer. Amount of assessment will be calculated according to existing policy.
 - e. Cost of sewer and manhole construction deeper than 16 feet shall be borne by the city except where extra depth is required for development of adjacent property.
 - f. No corner lot exception will be provided for combined properties that did not meet the corner lot criteria prior to their combination.
 - g. For cul-de-sac lots, the assessable footage for each lot shall be the sum of frontages for all lots fully or partially abutting a cul-de-sac divided by the number of lots.
 - h. Assessable footage for sewers constructed within easements shall be equal to the centerline length of easement falling within the property. Assessments will be levied to only those properties with lateral connections to the easement sewer. The easement length will be considered as "frontage" for purposes of calculating multiple-frontage reductions (see 6a. above).
 - i. Sanitary main reconstruction will be borne by the Wastewater Utility.

IV. SANITARY SEWER LATERALS

A. General Definition

1. For new development funded by the City, the total cost of lateral installation will be assessed to the property.
2. The assessment rate for reconstruction of laterals and construction of new laterals in existing streets will be based upon the rates shown in the chart from Section III above.

B. Calculation Guidelines

1. Assessments for laterals will be based on the unit cost per foot as indicated in the chart in section III.A applied to the length of the lateral between the sanitary sewer and the property line. The length of lateral assessed shall not exceed $\frac{1}{2}$ the street right-of-way width.
2. Assessments for laterals within cul-de-sacs will be based on the actual length of lateral installed, but shall not exceed the right-of-way radius for the cul-de-sac bulb.
3. Assessments for laterals connected to sewers within easements will be based on actual length of lateral installed, but not to exceed $\frac{1}{2}$ the right-of-way width of the street for which the property is addressed.
4. Total Lateral Replacement Program Calculation Guidelines (Pilot Project for 2019 Carpenter Street):
 - a. For properties electing to participate: No assessments will be levied for the portion of private lateral replaced within the public right-of-way. Property owners will be assessed 50% of the actual cost for lateral replacement on private property. **Property owners will also be assessed 100% of the actual cost of private lateral televising in conjunction with this program.**
 - b. For properties declining to participate: City will only replace the portion of lateral within the public right-of-way. Property owners will be assessed 100% of the actual cost.

V. STORMWATER FACILITIES

A. General Information

STORM SEWER (not including New Subdivisions)		R-1 Zoning		R-2 Zoning		All Other Zoning**	
		New	Recon.	New	Recon.	New	Recon.
	Max. Size (Diameter)	-	-	-	-	15"	15"
	Max. Depth	-	-	-	-	10'	10'
	% Assessed (Main/Laterals)	0% / 0% ⁺	0% / 0% ⁺	0% / 0% ⁺	0% / 0% ⁺	33%/50%	33%/50%
	Corner Lot Reduction	Yes*	Yes*	Yes*	Yes*	None	None
	Current Rate	Actual Cost	\$32.00 \$36.00	Actual Cost	\$32.00 \$36.00	Actual Cost	\$32.00 \$36.00
(Y=Assessed N =Not Assessed)		New		Reconstruction		Individual Rates (if not included in current Rate above)	
Construction Items							
Administrative Fees		Y		Y		-	
Property Owner Notification		Y		Y		-	
Regional Stormwater Facilities (built prior to 1/1/02)		Y		Y		See rates Pg. 21	
Regional Stormwater Facilities (built between 1/1/02 and 3/1/06)		Y		Y		See rates Pg. 21	
Regional Stormwater Facilities (built after 3/1/06)		N		N		-	
Locally Water Quality Practices		N		N		-	
Storm Sewer Main		Y		Y		-	
Storm Manholes		Y		Y		-	
Inlets		Y		Y		-	
Inlet Leads		Y		Y		-	
Drop Manholes		Y		Y		-	
Manhole Castings		Y		Y		-	
Storm Laterals		Y		Y		6" = \$31.00 8" = \$37.00 10" = \$40.00 12" = \$43.00 Greater than 12" actual cost	
Lateral Connections		N		N		-	
Pipe Bedding		Y		Y		-	
Pipe Backfill Material		Y		Y		-	
Terrace Restoration		Y		Y		-	
Seed & Mulch		Y		Y		-	
Pavement Restoration		N		N		-	
Sawcutting		N		N		-	
Asphalt removal		N		N		-	
Concrete Removal		N		N		-	
Sidewalk Removal		N		N		-	
Erosion Control		N		N		-	

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

⁺ See Section V.B.3.b. for exceptions

B. Calculation Guidelines – Stormwater Facilities

1. Stormwater facilities shall be installed as needed to serve properties contributing to the need for, and benefiting from, such facilities. Storm main shall be installed to serve all properties on arterial streets prior to total reconstruction of the pavement.
2. Assessable stormwater facilities under this section include storm sewer, mains and piping, manholes, inlets and inlet leads. Assessments shall also include overhead, property acquisition and financing costs attributable to the facilities.
3. Assessments for storm sewer will be levied according to the front foot dimensions of abutting property.
 - a. R-1, R-2, zoning
The cost of (re) constructing or relining in existing streets will be borne by the Stormwater Utility.
 - b. The cost of constructing or reconstructing storm sewers, mini-sewers or other drainage facilities in existing developed areas zoned R-1 and R-2 annexed after January 1, 1999 will be fully assessable to the abutting property owners.
 - c. All Other Zoning
The assessment rate for storm sewer (re) construction or relining in existing streets will be 33% of the actual construction cost, up to and including 15" storm main (not deeper than 10'), manholes, inlets and inlet leads. Credit will be given for the remaining useful life of a reconstructed or relined sewer based on current cost of construction. For this purpose, the useful life of storm sewer will be 75 years.
4. Assessments for new developments will be based on the actual construction costs of facilities required by the subdivision and charged on a per lot basis. To calculate an equivalent lot cost for parkland, school properties or other atypical lots, use the average size of a new development lot that abuts the parkland, school property or atypical lot. Example, if a lot is 10,000 square feet and parkland, school property or atypical lot is 100,000 square feet; the charge for that land would be equivalent to 10 lots.
5. Any lot or parcel zoned other than R-1 or R-2, within the corporate limits which has not paid a storm sewer assessment when the main was installed will, at the time the lateral permit is taken out, be required to pay a connection fee with the lateral permit fee. This will be effective the same date as the initial Special Assessment policy for storm sewers. The connection fee, equivalent to the front foot and area assessment, will be based on the assessment rates the year the main was installed.
6. Public owned property, including lands under the jurisdiction of the Board of Education, Parks and Recreation Committee and other branches of city, state or county governments, churches and private schools and other exempt properties will be assessed 100% of the assessment rate regardless of the zoning.
7. Calculation Guidelines – (See chart for applicability):
 - a. On multiple frontage lots zoned R-1 or R-2, the shortest side will be assessed at 100% of the assessment rate. On the other sides, the first 120 feet of each side will be assessed at 0% of the assessment rate. The balance of the frontage will be assessed at 100% of the assessment rate.
 - b. On multiple frontage lots where all sides have equal frontage, the side to be considered the short side is the “Addressed” side.

- c. At the completion of the improvements, where sewer exists across an entire parcel frontage, but sewer construction only occurs along part of a parcel's total frontage, assessments will be calculated based on the partial frontage. The balance will be assessed as work is completed along the remaining frontage. Where sewer exists along only a portion of the parcel frontage, the entire frontage will be assessed.
- d. Assessment for reconstruction or relining of storm sewer will be levied only when the work affects the main to which the property is connected. Amount of assessment will be calculated according to the existing policy.
- e. No corner lot exception will be provided for combined properties that did not meet the corner lot criteria prior to the combination.
- f. New Development - 100% of actual construction costs of facilities required by the development plus area assessment.
- g. For cul-de-sac lots, the assessable footage for each lot shall be the sum of frontages for all lots fully or partially abutting a cul-de-sac divided by the number of lots.
- h. Assessable footage for sewers (re)constructed within Easements shall be equal to the centerline length of easement falling within the property. Assessments will be levied to only those properties with lateral connections to the easement sewer. The easement length will be considered as "frontage" for purposes of calculating multiple-frontage reductions (see 7a. above).
- i. Rural to urban conversion shall be assessed as new.**

VI. STORM SEWER LATERALS

A. General Information

- 1. For new development funded by the City, the total cost of lateral installation will be assessed to the property.
- 2. The assessment rate for reconstruction of laterals and construction of new laterals in existing developed streets will be 50% of the actual construction cost.
- 3. Street Reconstruction:
 - a. Arterial Streets – Prior to total reconstruction of a street, storm laterals shall be installed to all properties that are not yet served.
 - b. Non-arterial Streets – Prior to total reconstruction of a street, storm laterals shall be installed to all properties not zoned R-1 or R-2. In addition, laterals shall be installed to residential properties based on needs identified under the mini-sewer and rehabilitation programs.

B. Calculation Guidelines

- 1. Assessments for laterals will be based on the unit cost per foot as indicated in the chart in section V.A applied to the length of the lateral between the storm sewer and the property line. The length of lateral assessed shall not exceed $\frac{1}{2}$ the street right-of-way width.
- 2. Assessments for laterals within cul-de-sacs will be based on the actual length of lateral installed, but shall not exceed the right-of-way radius for the cul-de-sac bulb.
- 3. The cost of installing new laterals to properties zoned R-1 or R-2 will be borne by the Stormwater Utility unless the property was annexed after January 1, 1999.
- 4. Assessments for laterals connected to sewers within easements will be based on actual length of lateral installed, but not to exceed $\frac{1}{2}$ the right-of-way width of the street for which the property is addressed.

VII. WATERMAINS AND SERVICES

A. General Information

WATER MAIN (not including New Subdivisions)		R-1,R-2,R-3 Zoning		C-1, C-2 Zoning		All Other Zoning**	
		New	Recon.	New	Recon.	New	Recon.
	Max. Size (Diameter)	8"	8"	12"	12"	16"	16"
	Max. Depth	-	-	-	-	-	-
	Assessed at (%)	100%	0%*	100%	0%*	100%	0%*
	Multiple Frontage Reduction	Yes*	Yes*	Yes*	Yes*	None	None
	Current Rate	Actual Cost	Actual Cost	Actual Cost	Actual Cost	Actual Cost	Actual Cost
(Y=Assessed N =Not Assessed)							
Construction Items		New		Reconstruction		Individual Rates (if not included in current Rate above)	
Administrative Fees		Y		N*		-	
Property Owner Notification		Y		N*		-	
Local Water Main		Y		N*		-	
Transmission Main		N*		N*		-	
Valves		Y		N*		-	
Hydrants		Y		N*		-	
Hydrant Leads		Y		N*		-	
1"- 1 1/4" Water Service (Including connection) In New Street(s)		Y		N*		Actual Cost	
1"- 1 1/4" Water Service (Including connection) In Existing Street(s)		Y		N*		Actual Cost	
1 1/2" - 2" Water Service (Including connection) In New Street(s)		Y		N*		Actual Cost	
1 1/2" - 2" Water Service (Including connection) In Existing Street(s)		Y		N*		Actual Cost	
Pipe Bedding		Y		N*		-	
Pipe Backfill Material		Y		N*		-	
Terrace Restoration		Y		N*		-	
Seed & Mulch		Y		N*		-	
Pavement Restoration		N		N		-	
Sawcutting		N		N		-	
Asphalt removal		N		N		-	
Concrete Removal		N		N		-	
Sidewalk Removal		N		N		-	
Erosion Control		Y		N		-	

* See Calculation Guidelines

** Residential Use Properties to be Assessed as R-2

B. Calculation Guidelines – Water Mains and Services

- Assessments will be levied according to the front foot dimensions of abutting property, except as noted. The assessment rate will be determined on the basis of actual construction cost required by the city for development:
 - R-1, R-2 and R-3 zoning. All costs to construct water main up to and including 8" main, hydrants and valves.
 - C-1 and C-2 zoning. All costs to construct water main up to and including 12" main, hydrants and valves.

- c. Other zoning. All costs to construct water main up to and including 16" main, hydrants and valves.
 - d. Water main installed for transmission use shall not be assessed, except if no other main is available for service. The property shall be assessed at the rate of the year the main was installed based on zoning at the time of connection.
 - e. All costs to furnish and install hydrants, including leads and valves shall be assessed.
 - f. In-kind water main reconstruction, including hydrants and leads, is not assessed.
 - g. All additional costs to upgrade a water main, including additional valving due to a service and/or fire line, when requested, shall be borne by the property owner.
 - h. New, and/or additional water main(s) installed for circulation and/or looping in a developed area shall not be assessed, except in case of B1.d.
2. Permission to connect to the City water main prior to annexation must be obtained from the Common Council through the Utilities Committee.
 3. Any lot or parcel within the corporate limits which has not paid a water main assessment when the main was installed will, at the time the water lateral permit is taken out, be required to pay the connection fee with the lateral permit fee. Payment of a connection fee must be made in full prior to connecting. The connection fee, equivalent to the front foot water main assessment, will be based on the assessment rate the year the main was installed. Payment for connection fees may be made in accordance with Section XI.
 4. New Service Installation. The property owner or developer per Schedule Cz-1 (attached) shall pay all installation costs from the main through and including the curb shut-off.
 5. Replacement of Service. All additional cost to upgrade a service (example, 1" copper to 4" service line) shall be borne by the property owner or developer per Schedule X-2 (Attached).
 6. Public owned property, including lands under the jurisdiction of the Board of Education, Parks and Recreation Committee and other branches of city & county governments, churches and private schools and other exempt properties will be assessed 100% of the C-1, C-2 assessment rate regardless of the zoning.
 7. Calculation Guidelines (see chart for applicability):
 - a. On multiple frontage lots zoned R-1, R-2 or R-3, the shortest side will be assessed at 100% of the assessment rate. On the other sides, the first 120 feet of each side will be assessed at 0% of the assessment rate. The balance of the frontage will be assessed at 100% of the assessment rate.
 - b. No corner lot exception will be provided for combined properties that did not meet the corner lot criteria prior to their combination.
 - c. Where water main exists across an entire parcel frontage, but construction only occurs along part of a parcel's total frontage, assessments will be calculated based on the partial frontage. The balance will be assessed as work is completed along the remaining frontage. Where water main exists along only a portion of the parcel frontage, the entire frontage will be assessed.
 - d. On multiple frontage lots where all sides have equal frontage, the side to be considered the short side is the "Addressed" side.
 - e. For cul-de-sac lots, the assessable footage for each lot shall be the sum of frontages for all lots fully or partially abutting a cul-de-sac divided by the number of lots.

- f. Assessable footage for water mains (re)constructed within Easements shall be equal to the centerline length of easement falling within the property. Assessments will be levied to only those properties with service connections to the easement main. The easement length will be considered as "frontage" for purposes of calculating multiple-frontage reductions (see 7a. above).
- g. Assessments for water services will be based on the unit cost per foot as indicated in the chart in section VII.A applied to the length of the service between the main and the property line. The length of water service assessed shall not exceed $\frac{1}{2}$ the street right-of-way width.
- h. Assessments for water services within cul-de-sacs will be based on the actual length of service installed, but shall not exceed the right-of-way radius for the cul-de-sac bulb.
- i. Assessments for laterals connected to watermain within easements will be based on actual length of lateral installed, but not to exceed $\frac{1}{2}$ the right-of-way width of the street for which the property is addressed.

VIII. STREET LIGHTING

A. Calculation Guidelines

1. Assessments for non-decorative streetlights will be levied according to the front foot dimensions of abutting property except as noted.
2. Assessments will be levied at the time of and in conjunction with the initial street light installation.
3. The assessment rate will be based on the actual cost of installation.
4. The assessment rate for replacement of existing streetlights will be based upon the additional cost of enhanced features beyond standard street light requirements.

B. Assessment Exceptions:

- a. On multiple frontage lots zoned R-1, R-2 or R-3, the shortest side will be assessed at 100% of the assessment rate. On the other sides, the first 120 feet of each side will be assessed at 0% of the assessment rate. The balance of the frontage will be assessed at 100% of the assessment rate.
- b. On inside corner or multiple frontage lots, the side or sides precluded from access is not included in the assessment frontage.

IX. NEW SUBDIVISIONS

A. General Information

NEW SUBDIVISION DEVELOPMENT		Subdivisions Platted prior to 1/1/04 or after 12/31/14	Subdivisions Platted between 1/1/04 and 12/31/14
	Funding Mechanisms	Private Contracts / City Funds (Assessable)	Private Contracts /Standby Lines of Credit
	Development Agreement Required?	No	Yes
	Assessed at (%)	100%	100%
	Assessment Rates	Actual Costs Incurred.	Actual Costs Incurred.
Construction Items		(Y=City Funded/Assessable D=Developer Financed)	(Y=City Funded/Escrow Draws D=Developer Financed)
		Platted Prior to 1/1/04	Platted After 12/31/14
City Administrative Fees		Y	Y
Area Assessment - Sanitary		Y	Y
Park Fees		Y	D
Regional Stormwater Facilities		Y	Y
Sewer Televising		Y	Y
Temporary Asphalt Pavement		Y	Y
Concrete Pavement ⁺		Y	Y
Sidewalks		Y	Y
Boulevard Trees		Y	Y
Street Name Signs		Y	Y
Traffic Control Signs		Y	Y
Sanitary Sewer		D	D
Sanitary Overbuild		D	D
Storm Sewer		D	D
Storm Overbuild		D	D
Water Main		D	D
Water Main Overbuild		D	D
Sanitary Laterals		D	D
Storm Laterals		D	D
Water Services		D	D
Rear-yard Drains		D	D
Grading & Graveling (Right-of-way)		D	D
Lot Grading		D	D
Private Utilities (Gas, Electric, Telephone, Cable TV)		D	D
Seed & Mulch (Right-of-way)		D	D
Seed & Mulch (Lot areas)		D	D
Street Lights		D	D
Erosion Control		D	D

* See Calculation Guidelines

⁺ See Section IX.B.2 for exceptions

B. Calculation Guidelines – New subdivisions

1. The City does not provide funding for New Subdivisions platted between January 1, 2004 and December 31, 2014 except as indicated in the chart above. Escrow accounts or

irrevocable lines of credit will be required of developers for all items administered or installed by the City.

2. For subdivisions platted prior to 1/1/04 or after 12/31/14, assessments for concrete pavement shall be levied in accordance with Section I.A. of this policy.
3. Engineering fees for new subdivision developments shall be included in assessments. Included shall be preparation of plans and specifications, consultant fees, material testing fees, field survey, inspection and assessment preparation.
4. Individual lots within but not part of a new development when funded by the city shall be assessed at the current city interest rate.
5. Extraordinary sanitary sewer construction costs not to be assessed include pipes larger than 12" and depths greater than 16' when project funded by the city.
6. Typical residential street lighting will consist of 100-watt sodium vapor lamps on a wooden pole, mounted 30 feet high, spaced 250 to 300 feet apart.
7. The effective date for interest to begin accumulating on new subdivision developments will be the date of invoice. This includes all city utilities and street work.
8. Storm sewer area assessment for regional facilities built prior to 3-1-2006 shall be based on the cost of storm sewer needed to serve the subdivision and the share of downstream trunk main.

X. SPECIAL CHARGES

A. General definition

1. Special charges shall accrue interest starting 30 days following the invoice date. Interest shall accrue at the same rate as for special assessments. (Board of Public Works, June 6, 1990).

XI. METHOD OF PAYMENT

A. General Definition

1. Lump sum payment to be paid at due date.
2. One installment if the assessment is \$1000 or less.
3. Five equal annual installments if the assessment is greater than \$1000.
4. Deferred payments will bear an interest at the rate of prime plus 3.00% per annum on the unpaid balance.
5. Separate current year special assessment bills may be combined to establish eligibility for the \$1000 limit for installment payment options. Finance Department must be notified prior to November 1.

XII. APPEAL PROCESS

1. If the governing body decides to reconsider and reopen any assessment, the body may, after giving a public notice as required for the initial assessment, and after a public hearing, amend, cancel or confirm the prior assessment. Any request for a change to the first assessment, must be made within 30 days of the passage of the original final resolution. The Clerk shall publish a notice of any resolution changing the assessment, as was done with the original assessment.

XIII. MISCELLANEOUS

1. Deferred payment of special assessments is not permitted. (See WI Statutes Chapter 74.)
2. Any construction project where right-of-way acquisition would contribute to 25% or more of the assessment rate shall be brought to the Board of Public Works for review and establishment of an appropriate assessment rate. In establishing this rate, the Board will consider assessment rates for similar projects and any other information it considers relevant.

XIV. REFERENCED ITEMS

1/17/83 Street and Sanitation Committee #3

The following policy concerning sump pump discharges adopted, "When streets are paved where storm sewer laterals exist, curb openings for sump pump discharges or surface drainage shall not be allowed."

7/06/83 Street and Sanitation Committee #6

Most of this information has been put in Appendix IX Stormwater/Clear Water Discharges

3/03/93 Street and Sanitation Committee #10

Any driveway adjacent to a street paving project that is not used will be closed with curb and gutter and will have the terrace reseeded in conjunction with the street paving. The cost of this work is to be included with the assessment for curb and gutter on the project.

Any driveway aprons without improved surfaces shall be either paved with permanent surface or abandoned and closed in conjunction with a street paving project. The cost of either option will be assessed to the property.

2/02/94 Board of Public Works Report - This was adopted as part of the assessment policy.

"Publicly owned property, including lands under the jurisdiction of the Board of Education, Park Board, Water Department and other branches of city, state or county governments, and churches and private schools be assessed 100% of the assessment rate.

11/16/94 Municipal Services Committee #2 - "Resolved, that when a property asks for a second curb cut, the two neighboring properties to each side of the requesting property be notified and asked if they have any problems with the curb cut. If any of the four (4) properties are against the second curb cut, the request must be brought to Municipal Services Committee and Council for approval, thus all neighbors have an avenue for input."

1/18/95 Board of Public Works #3 - The Board reaffirms its previous recommendation that: The special assessment policy for stormwater that recovers 75% of costs from new developers and 40% from existing benefiting owners be approved. Existing is defined as that

a building permit has been issued at the time of adoption of the policy by the Common Council.

1/17/96 Board of Public Works – This was adopted with the assessment policy.

Sidewalks B.2 – The assessment rate for reconstruction of sidewalks will be 125% of the rate of new sidewalks.

9/03/97 Municipal Services Committee – Amended Driveway Opening Policy “Any driveway adjacent to a street reconstruction project that is not used will be permanently paved or closed with curb and gutter and will have terrace reseeded in conjunction with the street work.

3/03/99 Board of Public Works – “Resolved, that the repair and replacement of existing sidewalks in the green dot program be paid by the general fund after green dot has gone through the City once. All hazardous sidewalks as defined by City criteria will be replaced at City cost.”

5/15/13 Board of Public Works – Prime plus 3% will be the rate set for the 5-year payment option.

XV. **2016** SPECIAL ASSESSMENT RATES

Sanitary Sewer Laterals Reconstruction	4"	\$52.00/ft
	> 4"	actual cost
Storm Sewer Reconstruction up to & including 15" main:		\$36.00/ft
Storm Sewer Laterals Reconstruction	6"	\$31.00/ft
	8"	\$37.00/ft
	10"	\$40.00/ft
	12"	\$43.00/ft
	> 12"	actual cost
New Water Main - Zoning R1, R2, R3	up to & including 8" main:	actual cost
Zoning C1, C2	up to & including 12" main:	actual cost
Other Zoning	up to & including 16" main:	actual cost

Rates for previous Stormwater Detention Basins (Cost per ERU's)

SE Basin	75% of cost	\$173.25
	40% of cost	92.40

AAL Basin	75% of cost	\$430.20
	40% of cost	229.44

Meade Pond	\$797.04
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Holland Pond	\$345.78
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Ashbury Pond	\$593.76
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Mud Creek South Pond	\$815.00 (2002 basin rate)
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Cost for 2003 basins \$860.00
 Southpoint Commerce Park Pond North (K2a), Plank Road West

Cost for 2004 basins \$915.00
 Southpoint Commerce Park Pond South (K2B)

Cost for 2005 basins \$1,104.00
 Plank Road Northwest Pond

Sheet No.1 of 1
Schedule No.Cz-1
Amendment No. 60

Public Service Commission of Wisconsin
Appleton Water Department

WATER LATERAL INSTALLATION CHARGE

Subdivision developers shall be responsible, where the main extension has been approved by the utility, for the water service lateral installation costs from the main through the curb stop and box.

When the cost of a utility main extension is to be collected through assessment by the municipality, the actual average water lateral installation costs from the main through the curb stop and box shall be included in the assessment of the appropriate properties.

The initial water service lateral(s), not installed as part of a subdivision development or an assessable utility extension, will be installed from the main through the curb stop and box by the utility, for which the actual cost will be made.

EFFECTIVE: May 1, 2001
PSCW AUTHORIZATION: 190-WR-108
RATE FILE

Public Service Commission of Wisconsin
Appleton Water Department

WATER LATERAL INSTALLATION CHARGE

Water mains will be extended for new customers on the following basis:

- A. Where the cost of the extension is to immediately be collected through assessment by the municipality against the abutting property, the procedure set for under Wis. Stat. 66.0703 will apply, and no additional customer contribution to the utility will be required.
- B. Where the municipality is unwilling or unable to make a special assessment, the extension will be made on a customer-financed basis as follows:
 - 1. The applicant(s) will advance as a contribution in aid of construction, the total amount equivalent to that which would have been assessed for all property under (A).
 - 2. Part of the contribution required in (1) will be refundable. When additional customers are connected to the extended main within ten years of the date of completion, contributions in aid of construction will be collected equal to the amount, which would have been assessed under (A) for the abutting property being served. This amount will be refunded to the original contributor(s). In no case will the contributions received from additional customers exceed the proportionate amount, which would have been required under (A) or will it exceed the total assessable cost of the original extension.
- C. When a customer connects to a transmission main or connecting loop installed at utility expense within 10 years of the date of completion, there will be a contribution required of an amount equivalent to that which would have been assessed under A.

EFFECTIVE: May 1, 2001
PSCW AUTHORIZATION: 190-WR-108



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

**PARKS, RECREATION & FACILITIES
MANAGEMENT**

Dean R. Gazza, Director

1819 East Witzke Boulevard
Appleton, Wisconsin 54911-8401
(920) 832-5572 FAX (920) 993-3103
Email - dean.gazza@appleton.org

To: Finance Committee

From: Dean R. Gazza, Director of Parks, Recreation and Facilities Management

Date: August 20, 2018

Re: Action: Accept Grant from Home Depot for \$13,200

The City of Appleton was awarded a grant from The Home Depot Foundation for \$13,200 to complete kitchen and restroom renovations at Fire Station #3. In addition, Home Depot will be providing the labor to complete the work. Our staff will be providing a limited amount of labor also.

This grant was initiated by a resident, Melissa Brown, who brought her preschool class on a field trip to Fire Station #3. While there she noticed that the kitchen and other areas needed some updating. She was aware that Home Depot partnered with local non-profits to help their communities.

Ms. Brown recognizes that the men and women of our Fire Department commit their lives to keeping the citizens of Appleton safe and recognizes that some of these staff have also served in our military. The grant helps provide a "home away from home" as they spend much time at the fire stations.

Our capital improvement budget includes updates to fire station kitchens and bathrooms so this grant will offset future capital expenditures in the capital improvement plan.

Please feel free to contact me at 832-5572 with any questions, or by email at dean.gazza@appleton.org.



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

**PARKS, RECREATION & FACILITIES
MANAGEMENT**

Dean R. Gazza, Director

1819 East Witzke Boulevard

Appleton, Wisconsin 54911-8401

(920) 832-5572 FAX (920) 993-3103

Email - dean.gazza@appleton.org

TO: Finance Committee

FROM: Dean R. Gazza, Director of Parks, Recreation and Facilities Management

DATE: 8/20/2018

RE: Action Item: Award contract to AAR Advanced Asbestos for remediation of asbestos and lead for the Blue Ramp Demolition for a contract of \$28,640 and a contingency of 15% for a contract not-to-exceed \$32,936.

The 2018 Capital Improvement budget allocated monies for the demolition of the Blue Ramp. In preparation of demolition, the Department of Natural Resources requires hazardous materials be remediated. This contract is to remediate asbestos and lead.

AAR Advanced Asbestos - \$28,640

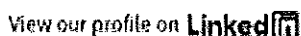
Asbestos Removal - \$29,897

After careful review our team recommends awarding a contract to AAR Advanced Asbestos for \$28,640. Contingency will be utilized for hazardous materials not visibly present during the survey. Please feel free to contact me at 832-5572 with any questions, or by email at dean.gazza@appleton.org.

League of Wisconsin Municipalities

Capitol Buzz

August 15, 2018

Witynski@lwm-info.orgwww.lwm-info.org

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In an advisory referendum, West Allis voters loudly demand legislators close the so-called dark store loophole

WEST ALLIS - Local voters in Tuesday's primary election stood solidly behind West Allis officials in wanting the state legislature to close the so-called dark store loophole that has resulted in big-box stores getting drastic reductions in their property tax assessments in many communities.

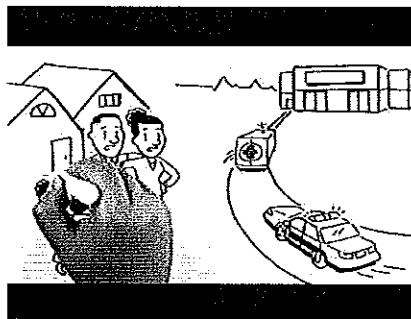
The result is a shift of the tax burden onto other property taxpayers.

In the advisory referendum, 7,128 West Allis voters urged the state legislature to close the dark store loophole, according to unofficial results. Only 734 voted "no." That's 91 percent in favor of closing the so-called loophole.

"It was pretty convincing," Mayor Dan Devine said of the wide margin. "I hope this strong message sent by voters resonates with the legislature and the governor."

Alderman Tom Lajsic, who serves as the city's common council president, added: "I think it sends a loud message to state legislators, even though our West Allis legislators have been supportive of opposing dark stores." Read the story [here...](#)

Click [here](#) to watch the Dark Store Loopholes Video



**League Produces Video Explaining Why
Dark Store and Walgreens Loopholes Must
be Closed**

The League has worked with the Wisconsin Counties Association and the Wisconsin Towns Association to produce a [whiteboard video](#) explaining the dark store and Walgreens loopholes.

Check it out on the League's YouTube Channel [here](#).

Ways your community can make use of this video include:

- + Post the video to your website**
- + Show the video at a governing body meeting**
- + Show the video at your Rotary, Neighborhood Association, Kiwanis, Elks, etc. meeting**
- + Show the video as part of a legislative candidate forum**
(see the August, *The Municipality* magazine, pg. 7 for more on how to host a forum.)
- + Sit down with your local editorial board and watch the video together**
Provide the local impact of the loopholes on an average homeowner in your municipality.
- + Post the video to social media** (and tag the League and Wisconsin Counties Association so that we can amplify your voice) (The Towns Association is not on social media.)



League's Close the Dark Store Loopholes Campaign Up and Running

Take a look at the newly launched "[Close the Dark Store Loopholes](#)" website. You can take action and contact your Legislators directly through the "[Act](#)" buttons.

Please also engage on the "Close the Dark Store Loopholes" Facebook page [here](#). You can comment, like, share and tag the page in your own posts. Go directly to the first ad [here](#).

DOR releases 2018 Final Equalized Values

Today, the Department of Revenue (DOR) posted its final 2018 Equalized Values, Tax Incremental District (TID) Values, Net New Construction Report, and County Apportionment Report.



Demand that lawmakers close the Dark Store Loopholes, which increase property taxes on homeowners & small businesses!

Do you think your property taxes are too high? Lawyers and lobbyists have rigged the Wisconsin property tax system by using the Dark Store Loopholes to lower taxes on wealthy and powerful big box retailers and to raise property taxes on Wisconsin homeowners and small businesses.

There is broad bipartisan support for dark store reform in the Legislature, but it hasn't even been allowed to come up for a vote.

Before anyone asks you for your vote this fall, ask them where they stand on closing the Dark Store Loopholes!

FACT

Dark Store Loopholes allow big box retailers to avoid paying their fair share of property taxes.

ACT

Ask Lawmakers to **CLOSE** the Dark Store Loopholes! >

FACT

Wisconsin homeowners already pay a too-high 68% of property taxes, and may soon pay an even bigger share.

ACT

Ask Lawmakers to **CLOSE** the Dark Store Loopholes! >

FACT

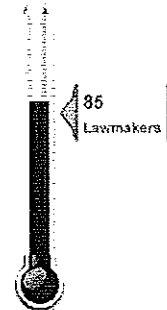
Big box retailers use more municipal services like police & fire, but soon will pay even less for them.

ACT

Ask Lawmakers to **CLOSE** the Dark Store Loopholes! >

Closing the Dark Store Loopholes has broad bipartisan support, but

Legislation to Close the Dark Store Loopholes already has broad bipartisan support amongst lawmakers!



See All Legislative Supporters >



DEPARTMENT OF PUBLIC WORKS - Engineering Division

MEMO

TO: Finance Committee

FROM: Ross Buetow, Deputy Director/City Engineer

SUBJECT: Award of Contract for Unit Y-18 Evergreen Drive Storm Sewer Construction

DATE: August 30, 2018

The City opened bids for the above referenced project on Monday, August 27, 2018. A contract award form and project bid tabulation accompany this memo.

The original scope of this project included sewer and water in Alvin Street and construction of a City owned stormwater pond on adjacent property. However, based on discussions with neighboring property owners, these items were not included in the project scope and we are requesting to postpone those projects indefinitely. We will re-budget for the Alvin Street work in a future year once development plans on adjacent properties become better defined. Any future stormwater ponds in the area will be built privately in conjunction with future development.

As you will notice, the bids for this project came in higher than the funds allocated as part of the adopted 2018 budget. However, sufficient fund balance exists within the Stormwater Capital Improvements business unit to complete this work.

Therefore, we are requesting award of contract for Unit Y-18 Evergreen Drive Storm Sewer Construction to Dorner, Inc. in the amount of \$880,170.00 with a 5% contingency of \$44,008.50 for a project total not to exceed \$924,178.50.

Please feel free to contact me if you have any questions regarding this request. Thank you for your consideration.

CITY OF APPLETON
Department of Public Works
MEMORANDUM

TO: ☒ Finance Committee
☐ Municipal Services Committee
☐ Utilities Committee

SUBJECT: Award of Contract

The Department of Public Works recommends that the following described work:

Y-18 Evergreen Drive Storm Sewer Construction

Be awarded to:

Name: Dorner Inc.
Address: E506 Luxemburg Road
P.O. Box 129
Luxemburg, WI 54217

In the amount of : 880,170.00

With a 5 % contingency of : \$44,008.50

For a project total not to exceed : \$924,178.50

**** OR ****

In an amount Not To Exceed : _____

Budget: \$575,000.00
Estimate: \$716,012.50
Committee Date: 09/05/18
Council Date: 09/05/18

EVERGREEN DRIVE STORM SEWER CONSTRUCTION

Unit Y-18
August 21, 2018

BID TABULATION

ITEM	DESCRIPTION	Quantity	Units	Dorner Inc.		Jossart Brothers Inc.		Kruczek Construction, Inc.		Carl Bowers & Sons		Vinton Construction	
				Unit Price	Total	Unit Price	Total	Unit Price	Total	Unit Price	Total	Unit Price	Total
1.	Furnish & Install 4" - 8" Sanitary Lateral	65	lin. ft.	\$125.00	\$8,125.00	\$160.00	\$10,400.00	\$100.00	\$6,500.00	\$160.00	\$10,400.00	\$152.00	\$9,880.00
2.	Furnish & Install 72" RCP Class IV Storm Sewer	245	lin. ft.	\$375.00	\$91,875.00	\$375.00	\$91,875.00	\$435.00	\$106,575.00	\$440.00	\$107,800.00	\$455.00	\$111,475.00
3.	Furnish & Install 72" RCP Class V Storm Sewer (Jacked)	200	lin. ft.	\$1,400.00	\$280,000.00	\$1,400.00	\$280,000.00	\$1,550.00	\$310,000.00	\$1,400.00	\$280,000.00	\$1,487.00	\$297,400.00
4.	Furnish & Install 60" Storm Sewer	610	lin. ft.	\$300.00	\$183,000.00	\$280.00	\$168,800.00	\$315.00	\$192,150.00	\$285.00	\$173,850.00	\$330.00	\$201,300.00
5.	Furnish & Install 24" RCP Class IV Storm Sewer	80	lin. ft.	\$140.00	\$11,200.00	\$130.00	\$10,400.00	\$134.00	\$10,720.00	\$142.00	\$11,360.00	\$174.00	\$13,920.00
6.	Furnish & Install 15" Storm Sewer	455	lin. ft.	\$85.00	\$38,675.00	\$87.00	\$44,135.00	\$65.00	\$29,575.00	\$94.00	\$42,770.00	\$112.30	\$51,096.50
7.	Furnish & Install 12" Class IV Storm Sewer	180	lin. ft.	\$150.00	\$27,000.00	\$119.00	\$21,420.00	\$48.00	\$8,640.00	\$127.00	\$22,860.00	\$162.50	\$29,250.00
8.	Furnish & Install 6" Storm Lateral	500	lin. ft.	\$75.00	\$37,500.00	\$74.00	\$37,000.00	\$52.00	\$26,000.00	\$70.00	\$35,000.00	\$86.00	\$43,000.00
9.	Furnish & Install 12" Inlet Lead	350	lin. ft.	\$65.00	\$22,750.00	\$60.00	\$21,000.00	\$57.00	\$19,950.00	\$91.00	\$31,850.00	\$92.00	\$32,200.00
10.	Furnish & Install Storm Manhole	50	vert. ft.	\$140.00	\$7,000.00	\$170.00	\$8,500.00	\$172.00	\$8,600.00	\$300.00	\$15,000.00	\$262.00	\$13,100.00
11.	Furnish & Install Tee-Line Storm Manhole	7	vert. ft.	\$875.00	\$6,125.00	\$1,165.00	\$8,155.00	\$1,400.00	\$9,800.00	\$600.00	\$4,200.00	\$648.00	\$4,536.00
12.	Furnish & Install 8' Dia. Precast Storm Manhole	18	vert. ft.	\$780.00	\$14,040.00	\$1,580.00	\$28,440.00	\$1,275.00	\$22,950.00	\$900.00	\$16,200.00	\$825.00	\$14,850.00
13.	Furnish & Install 10' Dia. Precast Storm Manhole	9	vert. ft.	\$1,160.00	\$10,440.00	\$1,780.00	\$16,020.00	\$2,170.00	\$19,530.00	\$1,300.00	\$11,700.00	\$1,236.00	\$11,124.00
14.	Furnish & Install 8' Dia. Strm. MH w/Orifice (MH AD-208)	1	ea.	\$12,000.00	\$12,000.00	\$10,000.00	\$10,000.00	\$12,200.00	\$12,200.00	\$10,000.00	\$10,000.00	\$9,120.00	\$9,120.00
15.	Furnish & Install 10' Dia. Strm. MH w/Orifice (MH AD-110)	1	ea.	\$15,000.00	\$15,000.00	\$16,000.00	\$16,000.00	\$14,000.00	\$14,000.00	\$12,000.00	\$12,000.00	\$11,920.00	\$11,920.00
16.	Furnish & Install Storm Manhole Casting	8	ea.	\$550.00	\$4,400.00	\$400.00	\$3,200.00	\$400.00	\$3,200.00	\$400.00	\$3,200.00	\$373.00	\$2,984.00
17.	Furnish & Install "E" Inlet w/Frame & Grate (3'Sump)	22	ea.	\$1,500.00	\$33,000.00	\$1,900.00	\$41,800.00	\$1,350.00	\$29,700.00	\$1,700.00	\$37,400.00	\$2,242.00	\$49,324.00
18.	Furnish & Install "C" Inlet w/Frame & Grate	1	ea.	\$1,400.00	\$1,400.00	\$1,900.00	\$1,900.00	\$1,250.00	\$1,250.00	\$1,700.00	\$1,700.00	\$2,228.00	\$2,228.00
19.	Furnish & Paint Pavement Marking (Yellow Paint) (4")	1700	lin. ft.	\$0.90	\$1,530.00	\$0.41	\$697.00	\$0.40	\$680.00	\$1.00	\$1,700.00	\$0.39	\$663.00
20.	Furnish & Paint Pavement Marking (White Paint) (4")	3400	lin. ft.	\$0.85	\$2,890.00	\$0.41	\$1,394.00	\$0.40	\$1,360.00	\$1.00	\$3,400.00	\$0.39	\$1,326.00
21.	Furnish & Install & Remove Silt Fence	475	lin. ft.	\$2.10	\$997.50	\$3.00	\$1,425.00	\$3.00	\$1,425.00	\$2.50	\$1,187.50	\$3.00	\$1,425.00
22.	Furnish & Install & Remove Sediment Log	525	lin. ft.	\$8.00	\$4,200.00	\$10.00	\$5,250.00	\$10.00	\$5,250.00	\$6.00	\$3,150.00	\$10.00	\$5,250.00
23.	Furnish & Install Type "D-M" Inlet Protection	22	ea.	\$130.00	\$2,860.00	\$100.00	\$2,200.00	\$100.00	\$2,200.00	\$100.00	\$2,200.00	\$70.00	\$1,540.00
24.	Temporary Traffic Control	1	LS	\$7,000.00	\$7,000.00	\$4,000.00	\$4,000.00	\$1,142.97	\$1,142.97	\$30,000.00	\$30,000.00	\$42,000.00	\$42,000.00
25.	Contaminated Soil Removal	150	cu yds.	\$25.00	\$3,750.00	\$15.00	\$2,250.00	\$20.00	\$3,000.00	\$20.00	\$3,000.00	\$10.00	\$1,500.00
26.	Furnish & Install Extra Stone Bedding	150	tons	\$12.75	\$1,912.50	\$12.00	\$1,800.00	\$10.00	\$1,500.00	\$15.00	\$2,250.00	\$16.00	\$2,400.00
27.	Furnish & Install Temporary Asphalt	1	LS	\$51,500.00	\$51,500.00	\$60,000.00	\$60,000.00	\$50,000.00	\$50,000.00	\$61,000.00	\$61,000.00	\$68,300.00	\$68,300.00

\$880,170.00 \$887,861.00 \$897,897.97 \$935,177.50 \$1,033,111.50

Advance Construction		Van Straten Const.	
Unit Price	Total	Unit Price	Total
\$220.00	\$14,300.00	\$250.00	\$16,250.00
\$500.00	\$122,500.00	\$700.00	\$171,500.00
\$1,430.00	\$286,000.00	\$2,500.00	\$500,000.00
\$400.00	\$244,000.00	\$300.00	\$183,000.00
\$210.00	\$16,800.00	\$200.00	\$16,000.00
\$110.00	\$50,050.00	\$125.00	\$56,875.00
\$200.00	\$36,000.00	\$125.00	\$22,500.00
\$60.00	\$30,000.00	\$90.00	\$45,000.00
\$130.00	\$45,500.00	\$125.00	\$43,750.00
\$340.00	\$17,000.00	\$900.00	\$45,000.00
\$1,000.00	\$7,000.00	\$1,400.00	\$9,800.00
\$1,000.00	\$18,000.00	\$1,500.00	\$27,000.00
\$1,700.00	\$15,300.00	\$2,000.00	\$18,000.00
\$14,000.00	\$14,000.00	\$18,000.00	\$18,000.00
\$21,000.00	\$21,000.00	\$20,000.00	\$20,000.00
\$500.00	\$4,000.00	\$900.00	\$7,200.00
\$2,200.00	\$48,400.00	\$4,250.00	\$93,500.00
\$2,250.00	\$2,250.00	\$4,250.00	\$4,250.00
\$0.39	\$663.00	\$1.00	\$1,700.00
\$0.39	\$1,325.00	\$1.00	\$3,400.00
\$2.50	\$1,187.50	\$5.00	\$2,375.00
\$8.00	\$4,200.00	\$5.00	\$2,625.00
\$120.00	\$2,640.00	\$200.00	\$4,400.00
\$20,000.00	\$20,000.00	\$50,000.00	\$50,000.00
\$50.00	\$7,500.00	\$5.00	\$750.00
\$20.00	\$3,000.00	\$5.00	\$750.00
\$100,000.00	\$100,000.00	\$90,000.00	\$90,000.00

\$1,132,616.50

\$1,453,625.00

Paula Vandehey

From: Kent, Rebecca <rkent@McCarty-Law.com>
Sent: Monday, August 13, 2018 4:20 PM
To: Paula Vandehey
Cc: jim@contourinc.com
Subject: 303 S. Victoria Street Appleton WI

Ms. Vandehey,

Please put us on the agenda for the Utilities Commission's August 21st hearing. Please confirm your receipt of this email. Thank you.

Rebecca Kent
Attorney

McCarty | Law LLP

2401 E. Enterprise Ave. | Appleton WI | 54913
P: 920.257.2213 | F: 920.882.7986

[Website](#) | [LinkedIn](#) | [Facebook](#) | [Blog](#)

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DEPARTMENT OF PUBLIC WORKS

Engineering Division
100 North Appleton Street
Appleton, WI 54911
Phone (920) 832-6474

August 7, 2018

Ms. Rebecca L. Kent
303 S. Victoria Street
Appleton, WI 54914

Dear Ms. Rebecca L. Kent:

This letter is in response to your letter dated August 3, 2018 regarding the reimbursement for a billing error for the property at 303 S. Victoria Street. As stated in my letter dated June 26, 2018, the Utilities Committee and City Council recently acted upon a similar situation and approved reimbursement for a 6 year period based on the Stormwater Utility Rate in place each year and the updated impervious area for the property. The 6 year period adopted by the Utilities Committee and City Council is consistent with the maximum lookback period permitted by the Public Service Commission for correcting Water Utility billing errors.

City staff does not have the authority to administratively reimburse any amount beyond what Utilities Committee and Council have previously authorized through their legislative action. Therefore, if you wish to appeal the amount of reimbursement issued to you for the 303 S. Victoria Street property you may appeal to the Utilities Committee. Their next meeting is Tuesday, August 21, 2018 at 5:00 pm. Please notify me no later than August 15, 2018 at 832-6482 if you wish to be placed on the agenda.

Sincerely,

Paula Vandehey, P.E.
Director of Public Works

James J. Abendroth & Rebecca L. Kent
303 S. Victoria Street
Appleton, WI 54914

August 3, 2018

VIA EMAIL AND U.S. MAIL
(Paula.vandehey@appleton.org)

Paula Vandehey, P.E.
Director of Public Works
City of Appleton
100 N. Appleton Street
Appleton, WI 54911

Dear Ms. Vandehey:

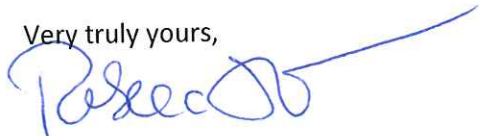
RE: Notice of Circumstances and Notice of Claim
303 S. Victoria Street
Tax Key 31-3-0004-00
Utility Account Number: 303-492-200

We are in receipt of the City of Appleton's ("City") partial reimbursement for the gross error made in calculating the impervious surface square footage over a period of 14 years with regard to our property located at 303 S. Victoria Street, Appleton, Wisconsin. The reimbursement made to date covers the time period of 6/1/12 through 5/24/18. However, as you know, our demand for repayment dates back to January 2004, as we have been overcharged since that time.

The legal authority on which the Utilities Committee and the City Council are relying to limit the City's liability for reimbursement to a 6-year period is not clear. Please provide us with the legal citation supporting such a limitation. Both the City's gross error and our overpayment are without question. The City's charges were based on a grossly inaccurate impervious surface square footage which we very recently discovered in connection with the City's project to update commercial accounts. We are not responsible for the City's error and were grossly overcharged for the storm water utility services on this property.

Therefore, please remit payment of the remaining \$1,906.85 of our repayment demand within the next seven (7) days. We truly hope that litigation is not necessary to rectify this situation. If you have questions, please call me. Thank you very much.

Very truly yours,



Rebecca L. Kent
Attorney at Law



DEPARTMENT OF PUBLIC WORKS

Engineering Division
100 North Appleton Street
Appleton, WI 54911
Phone (920) 832-6474

June 26, 2018

Mr. James J. Abendroth & Ms. Rebecca L. Kent
303 S. Victoria Street
Appleton, WI 54914

Dear Mr. James J. Abendroth & Ms. Rebecca L. Kent:

This letter is in response to your letter dated June 7, 2018 requesting reimbursement for a billing error for the property at 303 S. Victoria Street. The Utilities Committee and City Council recently acted upon a similar situation and approved reimbursement for a 6 year period based on the Stormwater Utility Rate in place each year and the updated impervious area for the property. The 6 year period is consistent with what the Public Service Commission allows for reimbursements for Water Utility billing errors. Therefore, enclosed is the reimbursement check for \$1,883.02 (back to June 1, 2012).

Sincerely,

Paula Vandehey, P.E.
Director of Public Works

Enclosure

James J. Abendroth & Rebecca L. Kent
303 S. Victoria Street
Appleton, WI 54914

June 7, 2018

VIA EMAIL AND U.S. MAIL
(Paula.vandehey@appleton.org)

Paula Vandehey
Director of Public Works
100 N. Appleton Street
Appleton, WI 54911

Dear Ms. Vandehey:

RE: Notice of Circumstances and Notice of Claim
303 S. Victoria Street
Tax Key 31-3-0004-00
Utility Account Number: 303-492-200

The undersigned own the commercial building located at 303 S. Victoria Street, Appleton, WI 54914. The building is leased to Contour, Inc., which is the business operated by Jim Abendroth. We acquired ownership of the property on January 15, 2004.

We recently received correspondence from the City of Appleton indicating that the storm water utility bills for 303 S. Victoria have been based on an impervious surface square footage of 8,300 for the roof and 2,890 for the concrete, asphalt and gravel, for a total of 11,190 square feet. Through the City's updating of its commercial storm water database, it was discovered that the impervious surface square footage for the property was greatly miscalculated. Effective on June 1, 2018, the impervious surface square footage total was corrected to reflect 3,596 square feet for the roof and 2,507 square feet for the concrete, asphalt and gravel, for a total of 6,103 square feet. This is a difference of 5,087 square feet.

The building at 303 S. Victoria Street is 3,500 square feet in size. The square footage of the impervious surfaces has not changed since we have owned the property. From January 15, 2004 to May 31, 2018, the City has based the storm water billing for this property on 5,087 more square feet of impervious surface than has ever existed on this property.

Until receiving the City's Storm Water Billing Notification, we had no notice or knowledge that the storm water utility billing was based on this gross error in impervious surface square footage. This is a gross error on the part of the City or its agents, which has resulted in us being overcharged for storm water utility services on this property for 14 years. It was a shock to see that even after discovering this gross error, the City continued to base the storm water utility billing for the property on the same incorrect number (11,190 square feet) that it has been using since 2004. It is unclear why the City would not have taken action to correct this error

immediately upon discovering it instead of knowingly overcharging us yet again for storm water utility services.

By this letter, the undersigned demand a cash refund in the amount of **\$3,789.87**, as set forth in the attached Claim. If full refund is approved, we will waive our right to interest on the amount of our overpayment which dates back to 2004. If we are forced to proceed in court to recover the amount that is owed to us, we will seek interest on the amount of the overpayment, plus our legal costs of suit.

The overage in square footage and the resulting miscalculation are clear and it should not be necessary for us to have to take time to appear before the Utilities Committee on this matter. However, if that is necessary in order to receive the refund we are due, we ask for this matter to be placed the Utilities Committee agenda for the meeting scheduled for July 10, 2018.

Thank you.



James J. Abendroth, Owner



Rebecca L. Kent, Owner

cc: Sue Olson, Project Engineer, City of Appleton Finance Department (via email and U.S.Mail)
Edward Baranowski, Utilities Committee Chair (via U.S. Mail only)

CLAIM FOR REFUND OF OVERPAYMENT FROM CITY OF APPLETON					
Incorrect ERU used by City 2004 - May 31, 2018: 11,990 sq. ft./2368 =			4.73		
Correct ERU: 6,103 sq. ft./2368 =			2.58		
YEAR	SERVICE MONTHS	RATE PER ERU	AMOUNT PAID	CORRECT AMOUNT DUE	OVERPAYMENT
2004	January - December	71.00	335.83	183.18	152.65
2005	January - December	71.00	335.83	183.18	152.65
2006	January & February	71.00	55.97	30.53	25.44
2006	March - December	108.88	429.17	234.09	195.08
2007	January - December	108.88	515.00	280.91	234.09
2008	January - December	108.88	515.00	280.91	234.09
2009	January - December	108.88	515.00	280.91	234.09
2010	January - June	108.88	257.50	140.46	117.05
2010	July - December	125.00	295.63	161.25	134.38
2011	January - December	125.00	591.25	322.50	268.75
2012	January - December	125.00	591.25	322.50	268.75
2013	January - June	125.00	295.63	161.25	134.38
2013	July - December	155.00	366.58	199.95	166.63
2014	January - December	155.00	733.15	399.90	333.25
2015	January - December	155.00	733.15	399.90	333.25
2016	January - December	155.00	733.15	399.90	333.25
2017	January - December	155.00	733.15	399.90	333.25
2018	January - May 31, 2018	155.00	305.48	166.63	138.85
TOTALS			\$8,337.71	\$4,547.84	\$3,789.87

APPLETON CODE

ERUs imposed		
Classification	Public Road	Private Road
Mobile Homes	.5/unit	1/unit
Bed & Breakfast (fewer than 5 units)	1	1
Bed & Breakfast (5 units or more)	.5/unit	1/unit
Multifamily rental	Actual impervious area of the property using aerial photography	
Non-Residential and Multi-Use	One (1) ERU, multiplied by the numerical factor obtained by dividing the total impervious area of a non-residential property by the square footage of one (1) ERU, rounded down to the nearest one-tenth (0.1), i.e.: ERU rate x <u>impervious area</u> ERU	One (1) ERU, multiplied by the numerical factor obtained by dividing the total impervious area of a non-residential property by the square footage of one (1) ERU, rounded down to the nearest one-tenth (0.1), i.e.: ERU rate x <u>impervious area</u> ERU
Undeveloped	One (1) ERU multiplied by a factor established by resolution then divided by the square footage for one (1) ERU established by resolution	One (1) ERU multiplied by a factor established by resolution then divided by the square footage for one (1) ERU established by resolution

(b) The Director shall prepare a list of lots and parcels within the City of Appleton and assign a classification to each lot or parcel.

(c) The average square footage of impervious area of ERU is established to be equivalent to 2,368 square feet.

(d) The Director shall be responsible for determining the impervious area based on the best available information, including, but not limited to, data supplied by the City Assessor, aerial photography, the property owner, tenant or developer. The Director may require additional information as necessary to make the determination. The billing amount shall be updated by the Director based on the building permit process and/or best available information.

(e) All unoccupied developed lots and parcels shall be subject to the stormwater utility charges.

(f) The minimum charges for any parcel shall be equal to the rate of four-tenths (0.4) of one (1) ERU. (Ord 123-07, §1, 8-7-07; Ord 136-08, §1, 10-7-08; Ord 23-

11, §1, 1-11-11, Ord 100-13, §1, 1-1-15, Ord 51-15, §1, 6-9-15; Ord 43-16, §1, 5-1-16)

Sec. 20-238. New construction.

(a) The property owner shall be responsible for completing the stormwater utility service application form any time a building permit is issued, exclusive of those issued to existing single family residences, or a site plan review is conducted. The form shall be provided by the Division of Inspections with each application for a building permit (exclusive of building permits for single family residences) or application for site plan review. Failure to submit a completed stormwater utility service application form or providing false information on said form, shall result in the penalty as provided in §1-18 of the Municipal Code. (Ord 129-95, §1, 12-9-95; Ord 132-96, §1, 12-18-96)

(b) The owner shall also be liable for stormwater charges, under this ordinance, for the improvement from the date construction of the improvement began.

Sec. 20-239. Method of appeal.

(a) The Stormwater Utility charge may be appealed as follows:

- (1) A written appeal shall be filed with the City Clerk prior to the utility charge due date; or
- (2) Within thirty (30) days of payment, a written challenge to the stormwater charge must be filed with the City Clerk on behalf of the customer, specifying all bases for the challenge and the amount of the stormwater charge the customer asserts is appropriate. Failure to file a challenge within thirty (30) days of payment waives all rights to later challenge the charge.

(b) The committee of jurisdiction will determine whether the stormwater charge is fair and reasonable, or whether a refund is due the customer. The committee may act with or without a hearing, and will inform the customer in writing of its decision.

(c) The customer has thirty (30) days from the decision of the committee to file a written appeal to the Common Council.

(d) If the Council or the committee determine that a refund is due the customer, the refund will be applied as a credit on the customer's next quarterly stormwater billing, if the refund will not exceed the customer's next quarterly stormwater billing, or will be refunded at the discretion of the Director of Finance.

Date: August 2018

To: Human Resources Committee

From: Kurt Eggebrecht

RE: Change in organizational chart

I am requesting that our current Public Health Preparedness Coordinator position be changed from .75 FTE to 1.0 FTE. I am also requesting that the title of the position be changed to Emergency Management Coordinator to reflect the expanded duties of this position. Currently the funding for this position comes from two sources; from federal pass through grant funds from the State and also supported by contracted communities. Changing to 1.0 FTE allows us to maintain grant objectives and support for contracted communities while also filling a need of emergency management services within the City. The additional funding for this added .25FTE will come from carry over funds from contracted communities. It has been estimated that these dollars are sufficient to support the .25FTE until 2021 at which time City supported funds may need to be added to the department budget if grant and contracted communities remain static.

Currently this position is responsible for leading local efforts to assess, develop, coordinate and implement public health emergency plans within the Health Department. This includes activities to increase readiness to respond to bioterrorism and other naturally occurring public health emergencies such as power outage, weather related health risk and communicable disease.

Specifically, the individual performs work for the Appleton Health department and collaborate with other partners including the Fox Valley Area Health Care Coalition. This position also currently provides contracted services with other communities within Northeast Wisconsin. We have contracts with the counties of Green Lake, Marquette, and Waushara and the City of Menasha. This position works to meet all requirements found within the State public health preparedness grant.

Adding .25 FTE to this current position will allow for an expanded role of Emergency Management related services. Emergency management in Wisconsin operates utilizing an all-hazards planning approach which includes mitigation, preparedness, response and recovery from major incidents. Working with City departments this position will:

- Support the review and update of hazard specific planning documents used in conjunction with the EOP and supporting operations plans and documents.
- Supporting City departments which are responsible for identifying emergency personnel, developing and updating Standard Operating Procedures.
- Priority will be placed on those hazards that pose a threat, significant in frequency, magnitude or both, to the lives, property and/or environment in the City. These hazards include: tornadoes; downbursts and other violent storms; floods; ice storms; drought; fires; hazardous materials releases to the air, ground or water during transportation or at fixed locations, aircraft

crashes; civil disturbances, communicable disease outbreaks and terrorism. Other scenarios not readily identifiable may pose significant threats to the City as well.

- Consequences of disasters could include, but are not limited to: mass casualties; disruption of power, fuel, communications, water and other vital services; damage and destruction of homes, facilities, vehicles and other property; damage to infrastructure; contamination of people, food, water, property or the environment; looting and other disruption of law and order; disruption of government functions and economic and financial disruption.

It should be noted this position will not replace existing roles related to emergency management within our public safety departments rather this EM coordinator role will support these efforts.

Essential job functions currently include, but are not limited to, the following:

- Responsible for ongoing development of the Public Health Emergency Plan.
- Regular Interaction with the Appleton Public Health Officer, Emergency Management staff, elected officials; Hazmat, law enforcement, public safety officials and other non-profit agencies.
- Coordinate bioterrorism-related surveillance and preparedness activities with existing communicable disease activities with state and local public health agencies.
- Integrate bioterrorism and communicable disease communication activities with existing and proposed public health communication networks.
- Coordinate and participate in all planning and training processes for biologic, chemical and radiological terrorism preparedness.
- Coordinate local activities with other grant funded positions relative to bioterrorism related surveillance and preparedness.
- Write policies, program proposals, grants, emergency preparedness plans, technical papers, publications and/or reports.
- Develop necessary partnerships and provide linkage to all of the public health community, including any necessary Memoranda of Understanding (MOUs) with counties, public or private organizations, academic institutions, and border jurisdictions.

WHAT IMPACT WILL IT HAVE IF THIS POSITION IS NOT FILED?

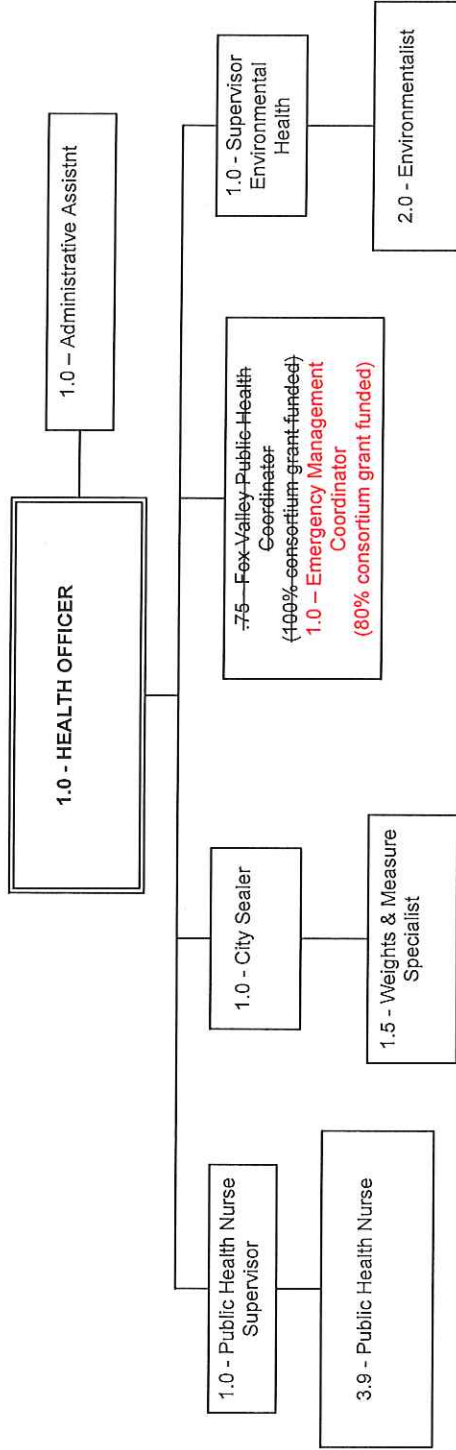
Governments have the legal and moral duty to protect the lives, property and environment within their jurisdictions

In order to meet the requirements of the federal pass through grant funds from the State we need to demonstrate progress on each year's requirements. Funds received are contingent on successfully completing objectives through on site audit of work twice a year with formal written report at years end. These objectives would be difficult to complete without a position focusing on this effort.

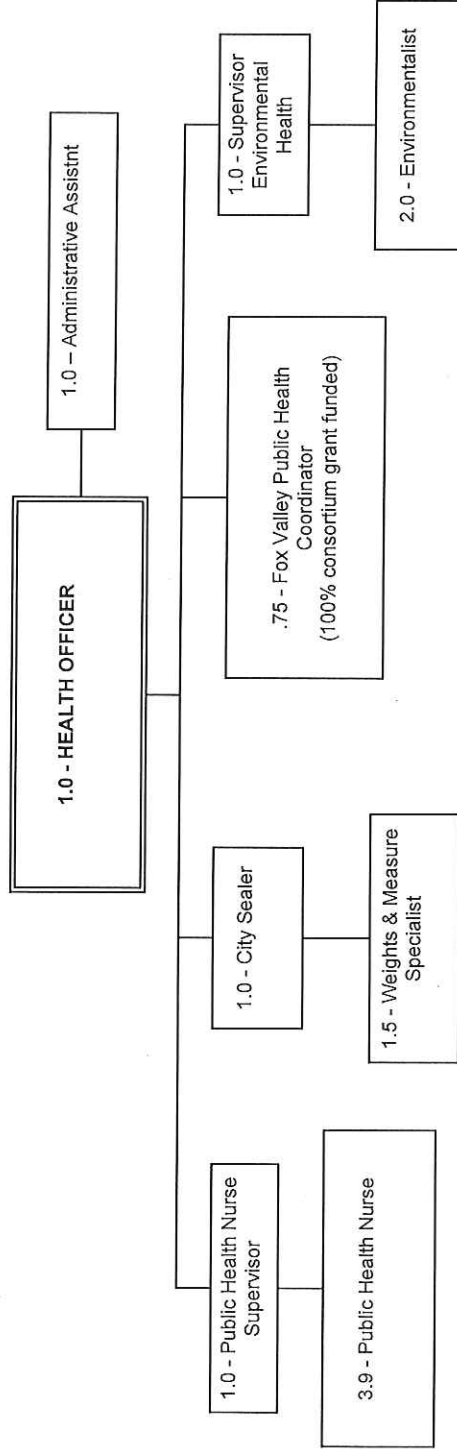
The most important impact will be that our community and region will struggle to remain current with new emerging health threats and response to these public health challenges. In the few years alone we have needed to prepare response plans for Ebola, MERS, and Measles and researched Zika virus in anticipation of a response to new cases. Without this position we would risk our ability to protect the public from new and sometimes reemerging diseases that are brought to our local communities from other parts of the globe.

CURRENT SALARY/RATE?

The hiring range (80% to Control Point) is \$ 32.10 per hour. The full salary range for this position is (80% to 120%) is \$25.68 to \$38.52 per hour.



DRAFT 8-16-18



Approved 1/26/2018

80-18

AN ORDINANCE AMENDING SECTION 19-5 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO THE ERECTION OF OFFICIAL TRAFFIC SIGNS AND SIGNALS.

(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-5 of Chapter 19 of the Municipal Code of the City of Appleton, relating to the erection of official traffic signs and signals, is hereby created/amended as follows:

INSTALL STOP SIGNS ON:

Center Street at North Street

Section 2: This Ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to erect and maintain the appropriate standard traffic signs, signals and markings, giving notice of the provisions of this Ordinance.

81-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.

(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby repealed:

Ord. 04-159: “Parking be prohibited on the west side of Orange Street from Olde Oneida Street to a point 250 feet south of Olde Oneida Street.”

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

82-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Parking be prohibited on the north/west side of Olde Oneida Street from Orange Street to South River Street.

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

83-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton,

relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Parking be prohibited on the south/east side of Olde Oneida Street from Lincoln Street to South River Street.

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

84-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Parking be prohibited on Oneida Street from Prospect Avenue to the south City limits.

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

85-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.

(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Parking be prohibited on Calumet Street from Oneida Street to a point 350 feet west of Oneida Street.

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

86-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.

(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby repealed:

Ord. 146-10: “Parking be prohibited on the east side of Providence Avenue from a point 305 feet south of Windingbrook Drive to a point 440 feet south of Windingbrook Drive.”

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

publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

87-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Parking be prohibited on the west side of Providence Avenue from Windingbrook Drive to a point 222 feet south of Windingbrook Drive.

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

88-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Stopping, Standing and Parking be prohibited on the west side of Providence Avenue from a point 222 feet south of Windingbrook Drive to a point 407 feet south of Winding brook Drive (tow zone).

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

89-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Parking be prohibited on the west side of Providence Avenue from Evergreen Drive to a point 407 feet south of Windingbrook Drive.

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.

90-18

AN ORDINANCE AMENDING SECTION 19-86 OF CHAPTER 19 OF THE MUNICIPAL CODE OF THE CITY OF APPLETON, RELATING TO PARKING RESTRICTIONS.
(Municipal Services Committee 08-15-2018)

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

Section 1: That Section 19-86 of Chapter 19 of the Municipal Code of the City of Appleton, relating to parking restrictions, is hereby created as follows. This ordinance supersedes and repeals any conflicting ordinance regarding parking in the designated area.

Stopping, Standing and Parking be prohibited on the east side of Providence Avenue from a point 290 feet south of Windingbrook Drive to a point 375 feet south of Windingbrook Drive (tow zone).

Section 2: This ordinance shall be in full force and effect from and after its passage and publication, and upon its passage and publication, the Traffic Engineer is authorized and directed to make the necessary changes in the Parking District Map in accordance with this Ordinance.