



City of Appleton

100 North Appleton Street
Appleton, WI 54911-4799
www.appletonwi.gov

Meeting Agenda - Final Finance Committee

Monday, July 21, 2025

5:30 PM

Council Chambers, 6th Floor

1. Call meeting to order

2. Pledge of Allegiance

3. Roll call of membership

4. Approval of minutes from previous meeting

[25-0842](#) Finance Committee Meeting Minutes July 7, 2025

Attachments: [MeetingMinutes07-July-2025.pdf](#)

5. Public Hearing/Apearances

[25-0868](#) Brad Viegut from Baird presentation on the 2025 General Obligation Notes, Water System Revenue Refunding Bonds, Sewerage System Revenue Bonds, and Storm Water System Revenue Refunding Bonds Sales

Attachments: [prs financing plan_appleton finance committee 07.21.25.pdf](#)

6. Action Items

[25-0870](#) Request to approve a resolution authorizing and providing for the issuance and establishing parameters for the sale of not to exceed \$10,865,000 General Obligation Promissory Notes, Series 2025, and all related details.

Attachments: [Appleton 2025 G.O. Promissory Notes - Parameters Resolution.pdf](#)

[25-0872](#) Request to approve a resolution authorizing and providing for the issuance and establishing parameters for the sale of not to exceed \$8,975,000 Water System Revenue Refunding Bonds, Series 2025, and all related details.

Attachments: [Appleton 2025 Water Revenue Refunding Bonds - Parameters Resolution.pdf](#)

[25-0878](#) Request to approve a resolution authorizing and providing for the issuance and establishing parameters for the sale of not to exceed \$4,725,000 Sewerage System Revenue Bonds, Series 2025, and all related details.

Attachments: [Appleton 2025 Sewer Revenue Bonds - Parameters Resolution.pdf](#)

[25-0879](#) Request to approve a resolution authorizing and providing for the issuance and establishing parameters for the sale of not to exceed \$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025, and all related details.

Attachments: [Appleton 2025 Storm Water Revenue Refunding Bonds - Parameters Resolution](#)

[25-0845](#) Request to award construction services to RJM Construction in the amount of \$828,500 with a 10% contingency of \$82,850 for a project total not to exceed \$911,350.

Attachments: [2025 RJM Renovation Contract.pdf](#)

7. Information Items

[25-0843](#) Contract 16-25 was awarded to Norcon Construction \$203,946.00 with a contingency of \$20,394.60 for the Lawe Street Bridge over Fox River Repairs. Change orders were approved totaling \$5,961.38. Final contract amount is \$209,907.38 with a contingency of \$14,433.22. Payments issued to date total \$199,412.01. Request final payment of \$10,495.37.

[25-0846](#) Contract 78-25 was awarded to Norcon Corporation for \$144,842.94 with a contingency of \$5,157.06 for Bridge Deck Sealing. No payments issued to date. Request final payment of \$134,367.47.

[25-0849](#) Change Orders #5, #6, and #7 to Staab Construction contract as part of the AWWTP Phase 2 Belt Filter Press Equipment Upgrades Project totaling \$74,137 resulting in a decrease in contingency from \$100,811 to \$26,674.

Attachments: [250716_Finance Memo_Phase 2 BFP Change Orders 5-7_Staab.pdf](#)

[25-0850](#) Change Orders #3, #4, and #5 to August Winter and Sons, Inc. contract as part of the AWWTP Grit System & Raw Sludge Pump Replacement Project totaling \$16,050 resulting in a decrease in contingency from \$38,377 to \$22,327.

Attachments: [071025_FinanceMemo_AWWTP GritProj_ChangeOrders 3-5.pdf](#)

[25-0851](#) Change Orders #2 and #3 to Sabel Mechanical as part of the AWWTP Mix Liquor Channel Blower Replacement Project totaling \$18,581.61 resulting in a decrease in contingency from \$43,856.81 to \$25,275.20.

Attachments: [250710_FinanceMemo_AWWTP MLChannelBlower_ChangeOrders2-3.pdf](#)

[25-0852](#) 2025 Finance Mid-Year Report

Attachments: [2025 Finance Mid-Year Report.pdf](#)

[25-0858](#)

2025 Legal and Administrative Services Mid-Year Report

Attachments: [2025 Mid Year Report - FINAL.pdf](#)

8. Adjournment

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

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



City of Appleton

100 North Appleton Street
Appleton, WI 54911-4799
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Meeting Minutes - Final Finance Committee

Monday, July 7, 2025

5:30 PM

Council Chambers, 6th Floor

1. Alderperson Croatt called the meeting to order at 5:30 p.m.

2. Pledge of Allegiance

3. Roll call of membership

Present: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

4. Approval of minutes from previous meeting

[25-0711](#)

Finance Committee Meeting Minutes June 9, 2025

Attachments: [MeetingMinutes09-Jun-2025.pdf](#)

Hartzheim moved, seconded by Van Zeeland, that the Report Action Item be approved. Roll Call. Motion carried by the following vote:

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

5. Public Hearing/Appearances

6. Action Items

[25-0737](#)

Request to award sole source Engineering Bidding and Construction Services Contract to McMahon as part of Water Tower Booster Pump Improvements in the amount of \$28,000 with a 10% contingency of \$2,800 for a total not to exceed \$30,800

Attachments: [250618_SoleSourceAward_McMahon_TowerPumpConstructionServices.pdf](#)

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

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

[25-0738](#)

Request to award Unit DD-25 Mackville Quarry Grading & Capping contract to

MCC, Inc., in the amount of \$131,126.25 with a 15% contingency of \$19,668.94 for a contract total not to exceed \$150,795.19

Attachments: [DD-25 Award-Funding-Bid Tab.pdf](#)

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

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

[25-0751](#)

Request to approve 2026 sole source agreement with Baycom and Motorola Solutions for portable radios to receive promotional discount.

Attachments: [Radio Request to Committee \(002\).pdf](#)
[SoleSource.pdf](#)

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

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

[25-0779](#)

Request to award sole source purchase of Appleton Wastewater Treatment Plant phosphorus analyzer to William Reid Ltd. for a total cost not to exceed \$49,845

Attachments: [250702_Finance Memo_Sole Source_Award_P Analyzer_William Reid.pdf](#)
[SoleSource William Reid.pdf](#)

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

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

[25-0780](#)

Request to award contract to Advance Construction, Inc. for the Summer Street Lift Station Replacement Project in the amount of \$1,194,000 with a 7.5% contingency of \$89,550 for a project total not to exceed \$1,283,550

Attachments: [250702_FinanceMemo_BidAward_AWWTP_Summer_LS_Advance_Contract.pdf](#)
[250702_FinanceMemo_Summer_LS_NoA & Bid Tab.pdf](#)

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

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Excused: 1 - Firkus

7. Information Items

[25-0710](#)

Contract 126-24 was awarded to Rhode Bros for \$563,500 with a contingency of \$42,263 for the ORC Generator install. Change orders were approved totaling \$39,135. Final contract amount is \$602,635 with a contingency of \$3,128. Payments issued to date total \$587,569.12. Request final payment of \$15,065.88.

This Report Action Item was presented

[25-0781](#)

Contract Unit H-25 was awarded to Norcon Corporation, Inc. for \$203,946.00 with a contingency of \$20,394.60 for Lawe Street Bridge over Fox River Repairs. Change orders were approved totaling an increase of \$5,961.38. Final contract amount is \$209,907.38. Payments issued to date total \$199,412.01. Request final payment of \$10,495.37

This Report Action Item was presented

8. Adjournment

**Hartzheim moved, seconded by Fenton, that the be adjourned at 5:49 p.m.
Roll Call. Motion carried by the following vote:**

Aye: 4 - Hartzheim, Van Zeeland, Fenton and Croatt

Absent: 1 - Firkus

The logo for BAIRD is a blue parallelogram tilted to the right, containing the word "BAIRD" in white, bold, serif capital letters.

BAIRD

City of Appleton

Finance Committee Meeting

July 21, 2025

Bradley D. Viegut, Managing Director

bviegut@rwbaird.com

777 East Wisconsin Avenue

Milwaukee, WI 53202

Phone 414.765.3827



City of Appleton

FINANCE COMMITTEE MEETING

July 21, 2025

Timeline

- Finance Committee considers plan of finance / parameters resolutionsJuly 21, 2025
 - City Council considers plan of finance / parameters resolutionsAugust 6, 2025
- A Parameters Resolution defines a narrow set of parameters for the issuance of the Notes/Bonds. Provides additional flexibility to lock-in long-term interest rates between Council meeting dates and when timing is optimal.*
- Authority for final sign-off on the sale of the Notes/Bonds, within designated parameters, is delegated to the Mayor, Finance Director or City Clerk (the "Authorized Officers").
 - Preparations are made for issuance
 - ✓ Official Statement
 - ✓ Bond Rating
 - ✓ Marketing
- Tentative Sale (target date to finalize terms and interest rates) September 9, 2025
- Designated parameters established in Parameters Resolution are met*
- Closing (funds available).....October 1, 2025



Borrowing Amount / Structure / Purpose – General Obligation Promissory Notes, Series 2025

Estimated Size:	\$10,865,000
Issue:	General Obligation Promissory Notes, Series 2025
Purpose:	2025 CIP: \$10,862,791
Structure:	Matures April 1, 2026-2035
First Interest:	April 1, 2026
Callable:	April 1, 2034
Estimated Interest Rate:	3.81%

Summary of Parameters Resolution

Not to Exceed Par:	\$10,865,000
Not to Exceed Interest Rate (TIC%):	4.50%
Maturity Schedule:	April 1, 2026-2035
Per maturity increase/decrease:	\$1,100,000



Example Financing Plan – General Obligation Promissory Notes, Series 2025

		PRELIMINARY 2025 NOTES						
		\$10,865,000						
		General Obligation Promissory Notes, Series 2025						
		October 1, 2025						
		(First Interest April 1, 2026)						
		2025 CIP Projects: \$10,862,791						
LEVY YEAR	YEAR DUE	EXISTING LEVY SUPPORTED DEBT SERVICE ^(A)	PRINCIPAL (4/1)	INTEREST (4/1 & 10/1) TIC= 3.81%	LESS: HYPOTHETICAL BID PREMIUM	TOTAL	TOTAL EXISTING & 2025 DEBT SERVICE (Lew)	YEAR DUE
2024	2025	\$13,813,034					\$13,813,034	2025
2025	2026	\$13,813,945	\$200,000	\$542,930	(\$742,930)	\$0	\$13,813,945	2026
2026	2027	\$13,404,525	\$100,000	\$535,430	(\$59,382)	\$576,048	\$13,980,573	2027
2027	2028	\$13,054,088	\$100,000	\$530,430		\$630,430	\$13,684,518	2028
2028	2029	\$11,814,400	\$100,000	\$525,430		\$625,430	\$12,439,830	2029
2029	2030	\$10,650,750	\$700,000	\$505,430		\$1,205,430	\$11,856,180	2030
2030	2031	\$7,943,025	\$965,000	\$463,805		\$1,428,805	\$9,371,830	2031
2031	2032	\$6,107,050	\$2,015,000	\$389,305		\$2,404,305	\$8,511,355	2032
2032	2033	\$4,408,575	\$2,120,000	\$285,930		\$2,405,930	\$6,814,505	2033
2033	2034	\$1,568,250	\$2,225,000	\$177,305		\$2,402,305	\$3,970,555	2034
2034	2035		\$2,340,000	\$60,840		\$2,400,840	\$2,400,840	2035
		\$96,577,642	\$10,865,000	\$4,016,835	(\$802,312)	\$14,079,523	\$110,657,165	

(A) Net of bid premium from the 2023 and 2024 Notes. After re-allocation of 2023 Notes issue.



Amount / Structure / Purpose – Sewerage System Revenue Bonds, Series 2025

Estimated Size:	\$4,530,000
Issue:	Sewerage System Revenue Bonds, Series 2025
Purpose:	\$4,352,875 Sewerage System Projects
Structure:	Matures May 1, 2027-2045
First Interest:	May 1, 2026
Callable:	May 1, 2035
Estimated Interest Rate:	4.73%

Summary of Parameters Resolution

Not to Exceed Par:	\$4,725,000
Not to Exceed Interest Rate (TIC%):	5.25%
Maturity Schedule:	May 1, 2026-2045
Per maturity increase/decrease:	\$500,000



Example Financing Plan – Sewerage System Revenue Bonds, Series 2025

PRELIMINARY							
\$4,530,000							
Sewerage System Revenue Bonds, Series 2025							
Dated October 1, 2025							
(First Interest May 1, 2026)							
2025 Projects Financed: \$4,352,875							
LEVY YEAR	YEAR DUE	EXISTING SEWERAGE SYSTEM DEBT (Revenue Only)	PRINCIPAL (5/1)	INTEREST (5/1 & 11/1) TIC= 4.73%	TOTAL	COMBINED SEWERAGE SYSTEM DEBT (Revenue Only)	DEBT SERVICE COVERAGE (2023 Net Revenues)
2024	2025	\$3,779,620				\$3,779,620	1.73
2025	2026	\$3,876,438		\$251,025	\$251,025	\$4,127,462	1.58
2026	2027	\$3,873,388	\$60,000	\$230,215	\$290,215	\$4,163,603	1.57
2027	2028	\$3,706,138	\$235,000	\$222,840	\$457,840	\$4,163,978	1.57
2028	2029	\$3,397,388	\$160,000	\$212,965	\$372,965	\$3,770,353	1.73
2029	2030	\$3,401,938	\$170,000	\$204,715	\$374,715	\$3,776,653	1.73
2030	2031	\$3,106,888	\$175,000	\$196,090	\$371,090	\$3,477,978	1.88
2031	2032	\$2,833,963	\$185,000	\$187,090	\$372,090	\$3,206,053	2.04
2032	2033	\$2,829,888	\$195,000	\$177,590	\$372,590	\$3,202,478	2.04
2033	2034	\$2,830,688	\$205,000	\$167,590	\$372,590	\$3,203,278	2.04
2034	2035	\$2,838,288	\$215,000	\$157,090	\$372,090	\$3,210,378	2.03
2035	2036	\$2,832,688	\$230,000	\$145,620	\$375,620	\$3,208,308	2.03
2036	2037	\$2,834,863	\$240,000	\$133,165	\$373,165	\$3,208,028	2.03
2037	2038	\$2,834,538	\$255,000	\$120,048	\$375,048	\$3,209,585	2.03
2038	2039	\$2,839,781	\$270,000	\$106,135	\$376,135	\$3,215,916	2.03
2039	2040	\$2,834,844	\$280,000	\$91,560	\$371,560	\$3,206,404	2.04
2040	2041	\$2,330,625	\$295,000	\$76,323	\$371,323	\$2,701,948	2.41
2041	2042	\$1,878,769	\$315,000	\$60,158	\$375,158	\$2,253,926	2.90
2042	2043	\$1,008,400	\$330,000	\$43,065	\$373,065	\$1,381,465	4.72
2043	2044	\$1,004,700	\$350,000	\$25,920	\$375,920	\$1,380,620	4.73
2044	2045		\$365,000	\$8,760	\$373,760	\$373,760	17.46
		\$56,873,826	\$4,530,000	\$2,817,962	\$7,347,962	\$64,221,788	

2023 Audited Net Revenues Available for Debt Service: \$6,525,132

Additional Bonds Test: Net Revenues at least 1.20 times the maximum annual combined principal and interest requirement annual combined principal and interest requirement.



Amount / Structure / Purpose – Water System Revenue Bonds, Series 2025

Estimated Size:	\$8,485,000
Issue:	Water System Revenue Bonds, Series 2025
Purpose:	<ul style="list-style-type: none"> • \$2,941,000 – Water System Projects • Current Refunding of 2013 & 2014 Revenue Bonds
Structure:	Matures January 1, 2026-2045
First Interest:	January 1, 2026
Callable:	January 1, 2035
Estimated Interest Rate:	4.31%
Estimated Present Value Savings:	\$136,130

Summary of Parameters Resolution

Not to Exceed Par:	\$8,975,000
Not to Exceed Interest Rate (TIC%):	5.25%
Maturity Schedule:	January 1, 2026-2045
Per maturity increase/decrease:	\$1,000,000 - Ability to remove current refunding(s)



Example Financing Plan – Water System Revenue Bonds, Series 2025

PRELIMINARY

\$2,870,000

Water System Revenue Bonds, Series 2025

Dated October 1, 2025

(First Interest January 1, 2026)

2025 Projects Financed: \$2,941,000

LEVY YEAR	YEAR DUE	EXISTING WATER DEBT (Revenue Only) (A)	PRINCIPAL (1/1)	INTEREST (1/1 & 7/1) TIC= 4.75%	TOTAL	COMBINED WATER DEBT (Revenue Only)	DEBT SERVICE COVERAGE (2023 Net Revenues)
2024	2025	\$4,853,254				\$4,853,254	2.31
2025	2026	\$4,841,324		\$110,111	\$110,111	\$4,951,435	2.26
2026	2027	\$3,923,041	\$90,000	\$144,565	\$234,565	\$4,157,606	2.69
2027	2028	\$3,921,669	\$95,000	\$139,940	\$234,940	\$4,156,609	2.69
2028	2029	\$2,753,625	\$100,000	\$135,065	\$235,065	\$2,988,690	3.74
2029	2030	\$2,744,406	\$105,000	\$129,940	\$234,940	\$2,979,346	3.76
2030	2031	\$2,749,475	\$115,000	\$124,440	\$239,440	\$2,988,915	3.74
2031	2032	\$2,536,694	\$120,000	\$118,565	\$238,565	\$2,775,259	4.03
2032	2033	\$2,367,669	\$125,000	\$112,440	\$237,440	\$2,605,109	4.30
2033	2034	\$1,826,606	\$130,000	\$106,065	\$236,065	\$2,062,671	5.43
2034	2035	\$1,540,044	\$135,000	\$99,440	\$234,440	\$1,774,484	6.31
2035	2036	\$1,146,319	\$145,000	\$92,223	\$237,223	\$1,383,541	8.09
2036	2037	\$897,419	\$150,000	\$84,405	\$234,405	\$1,131,824	9.89
2037	2038	\$898,719	\$160,000	\$76,190	\$236,190	\$1,134,909	9.86
2038	2039	\$901,341	\$170,000	\$67,445	\$237,445	\$1,138,786	9.83
2039	2040	\$898,328	\$180,000	\$58,170	\$238,170	\$1,136,498	9.85
2040	2041	\$439,622	\$190,000	\$48,365	\$238,365	\$677,987	16.51
2041	2042		\$200,000	\$38,030	\$238,030	\$238,030	47.02
2042	2043		\$210,000	\$27,165	\$237,165	\$237,165	47.19
2043	2044		\$220,000	\$16,320	\$236,320	\$236,320	47.36
2044	2045		\$230,000	\$5,520	\$235,520	\$235,520	47.52
		\$39,239,553	\$2,870,000	\$1,734,404	\$4,604,404	\$43,843,957	

2023 Audited Net Revenues Available for Debt Service:

(Additional Bonds Test requires 1.1x max annual debt service)

\$11,191,874

(A) After hypothetical current refunding of 2013 and 2014 Bonds.



Illustration of Hypothetical Refunding – Water System Revenue Bonds, Series 2025 (Before)

BEFORE REFINANCING

Calendar Year	\$7,180,000 <i>Water Sys. Rev. Bonds, 2013</i> <i>Dated August 7, 2013</i>			\$3,850,000 <i>Water Sys. Rev. Bonds, 2014</i> <i>Dated September 10, 2014</i>			TOTAL NEW DEBT SERVICE	Calendar Year	
	PRINCIPAL (1/1)	RATE	INTEREST (1/1 & 7/1)	PRINCIPAL (1/1)	RATE	INTEREST (1/1 & 7/1)			TOTAL
2025	\$380,000	4.000%	\$170,150	\$195,000	4.000%	\$89,500	\$284,500	\$834,650	2025
2026	\$395,000	4.250% / 5.000%	\$153,969	\$200,000	4.000%	\$81,600	\$281,600	\$830,569	2026
2027	\$410,000	4.250% / 5.000%	\$136,488	\$210,000	4.000%	\$73,400	\$283,400	\$829,888	2027
2028	\$430,000	4.250% / 5.000%	\$118,263	\$220,000	4.000%	\$64,800	\$284,800	\$833,063	2028
2029	\$450,000	4.375%	\$99,094	\$230,000	4.000%	\$55,800	\$285,800	\$834,894	2029
2030	\$470,000	4.375%	\$78,969	\$235,000	4.000%	\$46,500	\$281,500	\$830,469	2030
2031	\$490,000	4.375%	\$57,969	\$245,000	4.000%	\$36,900	\$281,900	\$829,869	2031
2032	\$515,000	4.500%	\$35,663	\$255,000	4.000%	\$26,900	\$281,900	\$832,563	2032
2033	\$535,000	4.500%	\$12,038	\$265,000	4.000%	\$16,500	\$281,500	\$828,538	2033
2034				\$280,000	4.000%	\$5,600	\$285,600	\$285,600	2034
	<u>\$4,075,000</u>		<u>\$862,600</u>	<u>\$2,335,000</u>		<u>\$497,500</u>	<u>\$2,832,500</u>	<u>\$7,770,100</u>	

Maturities callable 1/1/2023
or any date thereafter.

Maturities callable 1/1/2024
or any date thereafter.

	CALLABLE MATURITIES
X.XXX%	TERM BONDS



Illustration of Hypothetical Refunding⁽¹⁾ – Water System Revenue Bonds, Series 2025 (After)

AFTER REFINANCING									
Calendar Year	\$7,180,000 Water Sys. Rev. Bonds, 2013 Dated August 7, 2013		\$3,850,000 Water Sys. Rev. Bonds, 2014 Dated September 10, 2014		\$5,615,000 Water Sys. Rev. Ref. Bonds (CR) Dated October 1, 2025 ⁽²⁾		TOTAL NEW DEBT SERVICE	POTENTIAL DEBT SERVICE SAVINGS	Calendar Year
	PRINCIPAL (1/1)	INTEREST (1/1 & 7/1)	PRINCIPAL (1/1)	INTEREST (1/1 & 7/1)	PRINCIPAL (1/1)	INTEREST (1/1 & 7/1)			
2025	\$380,000	\$170,150	\$195,000	\$89,500			\$834,650	\$0	2025
2026	***		***		\$615,000	\$195,188	\$810,188	\$20,381	2026
2027	***		***		\$580,000	\$235,500	\$815,500	\$14,388	2027
2028	***		***		\$610,000	\$205,750	\$815,750	\$17,313	2028
2029	***		***		\$640,000	\$174,500	\$814,500	\$20,394	2029
2030	***		***		\$670,000	\$141,750	\$811,750	\$18,719	2030
2031	***		***		\$705,000	\$107,375	\$812,375	\$17,494	2031
2032	***		***		\$740,000	\$71,250	\$811,250	\$21,313	2032
2033	***		***		\$780,000	\$33,250	\$813,250	\$15,288	2033
2034	***		***		\$275,000	\$6,875	\$281,875	\$3,725	2034
	\$380,000	\$170,150	\$195,000	\$89,500	\$5,615,000	\$1,171,438	\$7,621,088	\$149,013	

*** REFINANCED WITH 2025 ISSUE.

(1) This illustration represents a mathematical calculation of potential interest cost savings (cost), assuming hypothetical rates based on current rates for municipal bonds as of 6/26/25 +0bps. Actual rates may vary. If actual rates are higher than those assumed, the interest cost savings would be lower. This illustration provides information and is not intended to be a recommendation, proposal or suggestion for a refinancing or otherwise to be considered as advice.

ROUNDING AMOUNT..... **\$4,968**
 POTENTIAL GROSS SAVINGS..... **\$153,981**

(2) Present value calculated using the All Inclusive Cost (AIC) of 3.64% as the discount rate.

⁽²⁾ POTENTIAL PRESENT VALUE SAVINGS \$..... **\$136,130**
 POTENTIAL PRESENT VALUE SAVINGS %..... **2.333%**

Interest Rate Sensitivity		
Change in Rates	Est. PV % Savings	Est. PV \$ Savings
-0.30%	3.465%	\$202,193
-0.20%	3.089%	\$180,252
-0.10%	2.711%	\$158,211
+0.10%	1.955%	\$114,085
+0.20%	1.576%	\$91,963
+0.30%	1.195%	\$69,705



Amount / Structure / Purpose – Storm Water System Revenue Refunding Bonds, Series 2025

Estimated Size:	\$8,295,000
Issue:	Storm Water System Revenue Refunding Bonds, Series 2025
Purpose:	Current Refunding of 2013, 2014 & 2015 Revenue Bonds
Structure:	Matures April 1, 2026-2035
First Interest:	April 1, 2026
Callable:	Non-callable
Estimated Interest Rate:	3.55%
Estimated Present Value Savings:	\$142,977

Summary of Parameters Resolution

Not to Exceed Par:	\$8,800,000
Not to Exceed Interest Rate (TIC%):	4.50%
Maturity Schedule:	April 1, 2026-2035
Per maturity increase/decrease:	\$1,275,000 - Ability to remove prior issues from refunding



Illustration of Hypothetical Refunding – Storm Water System Revenue Refunding Bonds, Series 2025 (Before)

BEFORE REFINANCING											
Calendar Year	\$6,440,000 Storm Sys. Rev. Bonds Dated August 7, 2013			\$3,450,000 Storm Sys. Rev. Bonds Dated September 10, 2014			\$9,425,000 Storm Sys. Rev. Bonds Dated October 28, 2015			TOTAL NEW DEBT SERVICE	Calendar Year
	PRINCIPAL (4/1)	RATE	INTEREST (4/1 & 10/1)	PRINCIPAL (4/1)	RATE	INTEREST (4/1 & 10/1)	PRINCIPAL (4/1)	RATE	INTEREST (4/1 & 10/1)		
2025	\$340,000	4.000%	\$150,394	\$175,000	4.000%	\$80,300	\$780,000	4.000%	\$152,450	\$1,678,144	2025
2026	\$355,000	4.000%	\$136,494	\$180,000	4.000%	\$73,200	\$810,000	4.000%	\$120,650	\$1,675,344	2026
2027	\$370,000	4.000%	\$121,994	\$190,000	4.000%	\$65,800	\$585,000	4.000%	\$92,750	\$1,425,544	2027
2028	\$385,000	4.375%	\$106,172	\$195,000	4.000%	\$58,100	\$230,000	4.000%	\$76,450	\$1,050,722	2028
2029	\$400,000	4.375%	\$89,000	\$205,000	4.000%	\$50,100	\$235,000	4.000%	\$67,150	\$1,046,250	2029
2030	\$420,000	4.375%	\$71,063	\$210,000	4.000%	\$41,800	\$245,000	4.000%	\$57,550	\$1,045,413	2030
2031	\$435,000	4.500%	\$52,088	\$220,000	4.000%	\$33,200	\$255,000	4.000%	\$47,550	\$1,042,838	2031
2032	\$460,000	4.500%	\$31,950	\$230,000	4.000%	\$24,200	\$265,000	4.000%	\$37,150	\$1,048,300	2032
2033	\$480,000	4.500%	\$10,800	\$240,000	4.000%	\$14,800	\$280,000	4.000%	\$26,250	\$1,051,850	2033
2034				\$250,000	4.000%	\$5,000	\$290,000	3.500%	\$15,575	\$560,575	2034
2035							\$300,000	3.500%	\$5,250	\$305,250	2035
	<u>\$3,645,000</u>		<u>\$769,953</u>	<u>\$2,095,000</u>		<u>\$446,500</u>	<u>\$4,275,000</u>		<u>\$698,775</u>	<u>\$11,930,228</u>	
	Maturities callable 4/1/2023 or any date thereafter.			Maturities callable 4/1/2024 or any date thereafter.			Maturities callable 4/1/2023 or any date thereafter.				

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

August 6, 2025

Resolution No.: 2025-07

**A Resolution Authorizing and Providing for the Issuance
and Establishing Parameters for the Sale of Not to Exceed
\$10,865,000 General Obligation Promissory Notes, Series 2025,
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 infrastructure improvements including, but not limited to, safety cameras, bridges, asphalt, concrete, grade & gravel, and sidewalk programs; improvements to municipal buildings and grounds, including, but not limited to, electrical, hardscape infrastructure, facility renovations, and interior finishes and furniture; improvements to enterprise resource planning system; acquisition of equipment; and development of and improvements to parks and public grounds (collectively, the “**Project**”).

2. The Governing Body now wishes to borrow the funds needed for the Project by selling and issuing its not to exceed \$10,865,000 General Obligation Promissory Notes, Series 2025 (the “**Obligations**”) pursuant to the provisions of Section 67.12(12) of the Wisconsin Statutes.

3. Robert W. Baird & Co. Incorporated (the “**Purchaser**”), or a group that it leads, has proposed to purchase the Obligations for a purchase price to be determined, which shall not be less than 98% or more than 115% of the principal amount of the Obligations to be issued, plus accrued interest, if any, to the date of delivery of the Obligations (the “**Purchase Price**”).

4. The Issuer has taken all actions required by law and has the power to sell and issue the Obligations.

5. 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 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.

“**Authorized Officer**” means the Mayor, the Director of Finance, or the Clerk, each having the authority to act alone on behalf of the Issuer for purposes of Sections 4 and 14 hereof.

“**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 set forth 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, New York, New York.

“**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**” has the meaning set forth in the recitals to this resolution.

“**Issuer**” has the meaning set forth in the recitals to this resolution.

“**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 not to exceed \$10,865,000 City of Appleton, Wisconsin General Obligation Promissory Notes, Series 2025, which are authorized to be issued pursuant to this resolution.

“**Original Issue Date**” means October 1, 2025, or such other date established for delivery of the Obligations pursuant to the Purchase Agreement.

“**Project**” has the meaning set forth 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 and the final terms thereof as described in Section 14.

“**Purchase Price**” has the meaning set forth in the recitals to this resolution.

“**Purchaser**” has the meaning set forth in the recitals to this resolution.

“**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, subject to the conditions set forth in Section 4. The Obligations will be fully registered, negotiable, general obligation promissory notes of the Issuer in the principal amount of not to exceed \$10,865,000. 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 to pay certain costs of issuing the Obligations (including, but not limited to, printing costs and fees for underwriting, financial consultants, bond counsel, fiscal agent, rating agencies, bond insurance, and registration, as applicable).

Section 4. Terms of Obligations.

The Obligations will be named “City of Appleton, Wisconsin General Obligation Promissory Notes, Series 2025.” 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 Purchaser will purchase the Obligations at the Purchase Price set forth in the Purchase Agreement.

The Obligations will bear interest from the Original Issue Date at the rates set forth in the Purchase Agreement pursuant to, and in compliance with, the terms set forth in this resolution and accepted by an Authorized Officer; *provided, however*, that (i) the true interest cost of the Obligations shall not exceed 4.50% (computed taking the Purchaser’s compensation into account), (ii) actual debt service in any year does not exceed the amount levied for the same year in Section 15 hereof, and (iii) the difference between the offering price to the public for the Obligations and the Purchase Price to be paid to the Issuer for the Obligations shall not exceed 2.00% of the principal amount of the Obligations.

Interest will be due and payable on each April 1 and October 1, until the principal of the Obligations has been paid, beginning on April 1, 2026, or on such other date as set forth in the Purchase Agreement. 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 entity or person in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date. 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 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 Obligations will mature on the dates and in the amounts shown in the following table; except that the principal amounts coming due each year below (i) may instead be mandatory sinking fund redemptions of term notes, and (ii) may be increased or decreased by up to \$1,100,000 in each year and a maturity may be removed if the principal amount of such maturity is less than \$1,100,000. The aggregate principal amount of the Obligations shall not exceed \$10,865,000 and the table below assumes the Obligations are issued in that amount. The actual maturity schedule and interest rates per annum, within the parameters set forth in this Section, will be set forth in the Purchase Agreement and accepted by an Authorized Officer.

<u>Maturity Date</u> <u>(April 1)</u>	<u>Principal Amount</u>
2026	\$ 200,000
2027	100,000
2028	100,000
2029	100,000
2030	700,000
2031	965,000
2032	2,015,000
2033	2,120,000
2034	2,225,000
2035	2,340,000

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

Section 5. Fiscal Agent; Redemption 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.

If the Purchase Agreement specifies that certain maturities of the Obligations are term notes and subject to partial mandatory sinking fund redemption as described in Section 8, then the Issuer appoints Associated Trust Company, National Association (the “**Redemption Agent**”) to act as redemption agent for such Obligations, which includes giving notice of redemption on behalf of the Issuer prior to each Sinking Fund Redemption Date (as defined in Section 8). The appropriate officers of the Issuer are authorized and directed to enter into a redemption agent agreement with the Redemption Agent on behalf of the Issuer. Such agreement may provide for the Issuer to pay the reasonable and customary fees of the Redemption Agent for its services.

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 a successor securities depository to maintain the Book-Entry System.

If on any date the Obligations are not being maintained in a Book-Entry System, then the Issuer 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 Purchase Agreement may specify that certain Obligations maturing on or after a certain date are subject to redemption at the Issuer's option before their stated maturity dates, in whole or in part, in the order of maturity selected by the Issuer, on a stated redemption date and on any date thereafter. If certain maturities of the Obligations are subject to such optional redemption, then 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 outstanding Obligations of a specific maturity are redeemed, then such Obligations will be redeemed in multiples of \$5,000 in accordance with Sections 9 and 10 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 Issuer 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.

If the Purchase Agreement specifies that certain maturities of the Obligations are term notes and subject to partial mandatory sinking fund redemption, then the Obligations maturing on such dates shall be subject to partial mandatory sinking fund redemption at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on April 1 of the years (each a "**Sinking Fund Redemption Date**"), and in the respective principal amounts (subject to reduction as provided in the preceding paragraph), as set forth in the Purchase Agreement, consistent with Section 4 hereof.

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

So long as the Obligations 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 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 amount 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 Obligations of a particular maturity are to be redeemed, then the Depository and its direct and indirect participants will select the beneficial owners of the Obligations to be redeemed. If 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 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 optional 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 optional redemption date.

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

If on any date the Obligations are not being maintained 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 funds transfer or by check of the Fiscal Agent sent by first class mail to the person or entity 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 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 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 Obligations of a particular maturity are to be redeemed, then the Issuer or the Fiscal Agent will randomly select the Obligations to be redeemed. If an Obligation has been called for redemption but less than the entire principal amount thereof is redeemed, then on or after the redemption date and upon surrender of the Obligation to the Fiscal Agent, the Issuer will issue a new Obligation 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 respective addresses set forth in the Register. A notice of optional redemption may be revoked by sending a notice, by first class mail, not less than 15 days prior to the proposed optional redemption date to the registered owners of the Obligations which have been called for optional 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 the Obligations 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. Authorization of Sale of Obligations.

Each Authorized Officer, acting alone on behalf of the Issuer, is hereby authorized and directed to obtain final pricing information from the Purchaser for the sale of the Obligations on behalf of the Issuer on a date deemed to be most advantageous to the Issuer by such Authorized Officer for the sale of the Obligations; provided, however, that such date shall not be later than December 17, 2025. The Authorized Officer shall reject the pricing information if it does not comply with the parameters set forth in Section 4 of this resolution.

Subject to the terms of this resolution, each Authorized Officer, acting alone on behalf of the Issuer, is hereby authorized and directed to award 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, such award to be evidenced by and effected by the execution of the Purchase Agreement. If the Purchase Agreement signed and presented by the Purchaser complies with the parameters set forth in this resolution, then an Authorized Officer is hereby authorized to approve and accept the Purchase Agreement, and an Authorized Officer, acting alone on behalf of the Issuer, is 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 Municipal Officers 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 shall be delivered to the Purchaser upon payment by the Purchaser of the Purchase Price 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 on the Original Issue Date.

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 (i) the amount of any surplus money in the Debt Service Fund Account available to pay debt service on the Obligations for such year and (ii) any amount by which the actual debt service coming due in such year is less than the applicable levy amount set forth below. The 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>
2025	\$ 850,000.00	2030	\$1,550,000.00
2026	750,000.00	2031	2,650,000.00
2027	750,000.00	2032	2,650,000.00
2028	750,000.00	2033	2,650,000.00
2029	1,350,000.00	2034	2,650,000.00

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 Original Issue Date 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 as provided in Section 67.10(3) of the Wisconsin Statutes. The fund shall be designated with both the name of the Obligations and the name Borrowed Money Fund (the “**Borrowed Money Fund**”). Money in the Borrowed Money Fund, including any earnings, shall be (a) used to pay the costs of the Project, the costs of issuing the Obligations, and the costs of investing amounts in

the Borrowed Money Fund, or (b) transferred to the Debt Service Fund Account as provided by law.

Section 18. Official Statement.

The Mayor, the Director of Finance, and the City Clerk of the Issuer (in consultation with the Purchaser) are each hereby authorized to cause a preliminary offering document for the Obligations (the “**Preliminary Official Statement**”) to be prepared and distributed prior to the sale of the Obligations and the execution of the Purchase Agreement. The Mayor and the Director of Finance are hereby authorized, on behalf of the Issuer, to approve the form of Preliminary Official Statement and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement upon request.

The Issuer authorizes and directs a final offering document (the “**Official Statement**”) to be prepared prior to the issuance of the Obligations; *provided, however*, that the Official Statement shall be substantially the form of the Preliminary Official Statement and shall include the final terms of the Obligations as set forth in the Purchase Agreement. 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 must 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: August 6, 2025

Approved: August ____, 2025

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 2025

<u>Interest</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Original</u> <u>Issue Date</u>	<u>CUSIP</u>
_____ %	April 1, 20__	_____, 2025	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 due and payable on each April 1 and October 1, until the Principal Amount has been paid, beginning on April 1, 2026. 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 \$_____, 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 August 6, 2025, entitled: “A Resolution Authorizing and Providing for the Issuance and Establishing Parameters for the Sale of Not to Exceed \$10,865,000 General Obligation Promissory Notes, Series 2025, 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 on any date the Obligations are *not* being maintained 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 earlier redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Obligation 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 or entity 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 and after April 1, 20__ 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, 20__ 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 outstanding Obligations are redeemed, then such Obligations will be redeemed in multiples of \$5,000 as set forth 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 Issuer 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 Obligations maturing on April 1 in the years 20__ and 20__ (the “**Term Notes**”) are also subject to partial mandatory partial redemptions prior to their stated maturity

dates, by operation of a sinking fund. On the following redemption dates (each a “**Sinking Fund Redemption Date**”) the Issuer will redeem the following principal amounts (subject to reduction as provided in the immediately preceding paragraph) of the Term Notes:

Term Notes Maturing April 1, 20__

Sinking Fund Redemption Date (April 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__ (Stated Maturity)	,000

Term Notes Maturing April 1, 20__

Sinking Fund Redemption Date (April 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__ (Stated Maturity)	,000]

[The redemption price will be 100% of the principal amount redeemed, plus accrued interest to the Sinking Fund Redemption Date, and no premium will be paid. The particular Term Notes to be redeemed will be selected in the manner set forth below, and the Issuer will give notice of the redemption in the manner described below.]

So long as the Obligations are being maintained in a Book-Entry System, 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 amount 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 Obligations of a particular maturity are to be redeemed, then the Depository and its direct and indirect participants will select the beneficial owners of the Obligations to be redeemed. If 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 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 optional 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 optional redemption date.

If on any date the Obligations are *not* being maintained 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 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 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.

Partial Redemption. If less than all the Obligations of a particular maturity are to be redeemed, then the Issuer or the Fiscal Agent will randomly select the Obligations to be redeemed. If an Obligation has been called for redemption but less than the entire principal amount thereof is redeemed, then on or after the redemption date and upon surrender of the Obligation to the Fiscal Agent, the Issuer will issue a new Obligation 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, at the respective addresses set forth in the Register. A notice of optional redemption may be revoked by sending a notice by first class mail, not less than 15 days prior

to the proposed optional redemption date, to the registered owners of the Obligations which have been called for optional 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: _____, 2025

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 August 6, 2025, pursuant to Section 67.12(12) of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin (the "City") authorized the borrowing of money through the issuance of notes and authorized certain City officials to enter into a purchase agreement relating to said borrowing. On _____, 2025 the City entered into a purchase agreement with a purchaser to whom the City agreed to sell its general obligation promissory notes in the principal amount of \$_____. It is anticipated that the closing of the notes will be held on or about _____, 2025. 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(2) of the Wisconsin Statutes, which provides that (i) an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice, and (ii) the notice may not be published until after the issuer has entered into a contract for sale of the bond or other financing.

Publication Date: _____, 2025

/s/ Amy Molitor
City Clerk

CERTIFICATIONS BY CLERK

I, Amy Molitor, 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 Issuance
and Establishing Parameters for the Sale of Not to Exceed
\$10,865,000 General Obligation Promissory Notes, Series 2025,
and All Related Details**

I further certify as follows:

1. **Meeting Date.** On August 6, 2025, a meeting of the Governing Body was held beginning at _____ p.m.
2. **Posting.** On August ____, 2025 (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 ____, 2025 (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 that have filed a written request for such notice and to the official newspaper of the Municipality, if any. 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 August ____, 2025, 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 Municipality's official newspaper as 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 August ____, 2025.

Clerk

[SEAL]

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

August 6, 2025

Resolution No. 2025-08

**A Resolution Authorizing and Providing for the Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$8,975,000 Water System Revenue Refunding Bonds, Series 2025,
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 water system (the “**System**”, as more fully defined below), which is a “public utility” (within the meaning of Section 66.0621 (1) (b) of the Wisconsin Statutes).
2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for, among other things, the acquisition, construction, extension, improvement, operation, and management of the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable only from the income and revenues derived from the operation of the System.
3. On January 17, 2007, the Governing Body adopted a resolution (the “**2007A Resolution**”) authorizing the issuance of the Municipality’s \$58,510,000 Water System Revenue Refunding Bonds, Series 2007A, dated February 6, 2007 (the “**Series 2007A Bonds**”). The outstanding Series 2007A Bonds were redeemed on January 1, 2017.
4. On July 18, 2012 the Governing Body adopted a resolution (the “**2012 Resolution**”) authorizing the issuance of the Municipality’s \$2,510,000 Water System Revenue Bonds, Series 2012, dated August 8, 2012 (the “**Series 2012 Bonds**”). The Series 2012 Bonds are currently outstanding in the aggregate principal amount of \$1,230,000.
5. On July 24, 2013 the Governing Body adopted a resolution (the “**2013 Resolution**”) authorizing the issuance of the Municipality’s \$7,180,000 Water System Revenue Bonds, Series 2013, dated August 7, 2013 (the “**Series 2013 Bonds**”). The Series 2013 Bonds are currently outstanding in the aggregate principal amount of \$3,695,000.
6. On August 20, 2014 the Governing Body adopted a resolution (the “**2014 Resolution**”) authorizing the issuance of the Municipality’s \$3,850,000 Water System Revenue

Bonds, Series 2014, dated September 10, 2014 (the “**Series 2014 Bonds**”). The Series 2014 Bonds are currently outstanding in the aggregate principal amount of \$2,140,000.

7. On October 7, 2015 the Governing Body adopted a resolution (the “**2015 Resolution**”) authorizing the issuance of the Municipality’s \$22,735,000 Water System Revenue Refunding Bonds, Series 2015, dated October 28, 2015 (the “**Series 2015 Bonds**”). The Series 2015 Bonds are currently outstanding in the aggregate principal amount of \$7,575,000.

8. On September 7, 2016 the Governing Body adopted a resolution (the “**2016 Resolution**”) authorizing the issuance of the Municipality’s \$23,830,000 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 \$2,290,000.

9. On July 15, 2020 the Governing Body adopted a resolution (the “**2020 Resolution**”) authorizing the issuance of the Municipality’s \$6,865,000 Water System Revenue Bonds, Series 2020, dated August 6, 2020 (the “**Series 2020 Bonds**”). The Series 2020 Bonds are currently outstanding in the aggregate principal amount of \$5,920,000.

10. On July 21, 2021 the Governing Body adopted a resolution (the “**2021 Resolution**”) authorizing the issuance of the Municipality’s \$8,265,000 Water System Revenue Refunding Bonds, Series 2021, dated August 11, 2021 (the “**Series 2025 Bonds**”). The Series 2025 Bonds are currently outstanding in the aggregate principal amount of \$6,875,000.

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

12. The Municipality needs funds to finance (i) certain additions, extensions, and improvements to the System, including, but not limited to, construction of and improvements to water mains, raw water lines, and intakes, and equipment replacement and upgrades (collectively, the “**Project**”) and (ii) the current refunding of all or a portion of the outstanding Series 2013 Bonds and Series 2014 Bonds, subject to the parameters set forth in Section 4 of this resolution (the “**Refunding**”).

13. The Governing Body wishes to finance the costs of the Project and the Refunding by authorizing, selling, and issuing its not to exceed \$8,975,000 Water System Revenue Refunding Bonds, Series 2025 (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 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, the Series 2015 Bonds, the Series 2016 Bonds, the Series 2020 Bonds, and the Series 2021 Bonds (collectively, the “**Outstanding Bonds**”).

14. Section 21 of the 2007A Resolution, 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 therein (the “**Additional Bonds Test**”). All conditions set forth under the Additional Bonds Test have been or will be satisfied prior to the issuance of the Bonds.

15. In accordance with the provisions of Section 66.0621 (4) (a) 2 of the Wisconsin Statutes and this resolution: (i) interest on the Bonds will be payable at least annually, and (ii) payment of principal of the Bonds will commence not later than 3 years after the date of issuance of the Bonds. The requirement each year to pay both principal of, and interest on, the Bonds will be reasonable and in accordance with prudent municipal utility management practices.

16. Robert W. Baird & Co. Incorporated, or a group that it leads (the “**Bond Purchaser**”), has proposed to purchase the Bonds for a purchase price to be determined, which shall not be less than 98% nor more than 110% of the principal amount of the Bonds to be issued, plus accrued interest, if any, to the date of delivery of 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.

“**Authorized Officers**” means the Mayor, the Financial Officer, or the Clerk, each having the authority to act alone on behalf of the Municipality for purposes of Sections 4 and 25 hereof.

“**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 not to exceed \$8,975,000 City of Appleton, Wisconsin Water System Revenue Refunding Bonds, Series 2025, which are authorized to be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase contract presented by the Bond Purchaser evidencing the purchase of the Bonds as described in Section 25 of this resolution.

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

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

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

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

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

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

“**Current Expenses**” means the reasonable and necessary cost of operating, maintaining, administering, insuring, and repairing the System as determined in accordance with generally accepted accounting principles and shall include, but not be 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, 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.

“Independent Consultant” means a recognized engineer or firm of engineers or a recognized certified public accountant or firm of certified public accountants who or which is not an officer or regular employee of the Municipality or the System and who or which is not devoting substantially all of his, her, or its time and efforts to the affairs of the System.

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

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

“Municipality” means the City of Appleton, Wisconsin.

“Net Revenues” means Gross Revenues after deduction of Current Expenses, plus earnings on moneys held in the Special Redemption Fund.

“Original Issue Date” means October 1, 2025, or such other date established for delivery of the Bonds pursuant to the Bond Purchase Agreement.

“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 2012 Resolution, the 2013 Resolution, the 2014 Resolution, the 2015 Resolution, the 2016 Resolution, the 2020 Resolution, and the 2021 Resolution, each as defined in the recitals to this resolution.

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

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

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

“Recording Officer” means the Municipality’s Clerk.

“Redemption Date” means October 14, 2025, or such other date established for redemption of the Refunded Bonds pursuant to the Bond Purchase Agreement.

“**Refunded Bonds**” means all or a portion of the outstanding principal amount of the Series 2013 Bonds and the Series 2014 Bonds, each as defined in the recitals to this resolution, and as set forth in the Bond Purchase Agreement.

“**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 water utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the extraction, collection, storage, treatment, transmission, distribution, metering, and discharge of domestic, industrial, and potable public water, or constituting part of, or used or useful in connection with the water utility of the Municipality; and including all improvements and extensions thereto made by the Municipality while any of the Bonds or Parity Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

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

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

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued, subject to the parameters set forth in Section 4. The Bonds will be fully registered, negotiable, water system revenue refunding bonds of the Municipality in the aggregate principal amount of not to exceed \$8,975,000. The Bonds will be issued pursuant to the Act to pay the costs of the Project, the Refunding, and issuing the Bonds (including, but not limited to, printing costs and fees for underwriting, financial consultants, bond counsel, fiscal agent, rating agencies, bond insurance, and registration, as applicable).

Section 4. Terms of Bonds.

The Bonds will be named “City of Appleton, Wisconsin Water System Revenue Refunding Bonds, Series 2025.” 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 Bond Purchaser will purchase the Bonds at the Purchase Price set forth in the Bond Purchase Agreement.

The Bonds will bear interest from the Original Issue Date at the rates set forth in the Bond Purchase Agreement and accepted by an Authorized Officer; *provided, however*, that (i) the true interest cost of the Bonds shall not exceed 5.25% (computed taking the Bond Purchaser's compensation into account), and (ii) the difference between the offering price to the public for the Bonds and the Purchase Price to be paid to the Municipality for the Bonds shall not exceed 2.00% of the principal amount of the Bonds. All or a portion of the Refunded Bonds may be removed from the Refunding at the discretion of an Authorized Officer. The Refunded Bonds shall be determined by an Authorized Officer in the Bond Purchase Agreement.

Interest on the Bonds will be due and payable on each January 1 and July 1, until the principal of the Bonds has been paid, beginning on January 1, 2026, or on such other date as set forth in the Bond Purchase Agreement. 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 or be subject to mandatory sinking fund redemption, except that the principal amounts coming due each year below, whether by maturity or by mandatory sinking fund redemption of term bonds, may be increased or decreased by up to \$1,000,000 in each year and a maturity may be removed if the principal amount of such maturity is less than \$1,000,000. The aggregate principal amount of the Bonds shall not exceed \$8,975,000 and the table below assumes the Bonds are issued in that amount. The actual maturity schedule, within the parameters set forth herein, will be set forth in the Bond Purchase Agreement and accepted by an Authorized Officer.

Principal Maturity Date (<u>January 1</u>)	Principal <u>Amount</u>
2026	\$640,000
2027	695,000
2028	730,000
2029	770,000
2030	805,000
2031	845,000
2032	890,000
2033	930,000
2034	430,000
2035	155,000
2036	165,000

2037	170,000
2038	180,000
2039	190,000
2040	200,000
2041	210,000
2042	220,000
2043	230,000
2044	240,000
2045	280,000

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

Section 5. Fiscal Agent; Redemption 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.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption as described in Section 8, then the Municipality appoints Associated Trust Company, National Association (the “**Redemption Agent**”) to act as redemption agent for such Bonds, which includes giving notice of redemption on behalf of the Municipality prior to each Sinking Fund Redemption Date (as defined in Section 8). The appropriate officers of the Municipality are authorized and directed to enter into a redemption agent agreement with the Redemption Agent on behalf of the Municipality. Such agreement may provide for the Municipality to pay the reasonable and customary fees of the Redemption Agent for its services.

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 on any date 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 Bond Purchase Agreement may specify that certain Bonds maturing on or after a certain date are subject to redemption before their stated maturity dates, at the Municipality's option, in whole or in part, in the order of maturity selected by the Municipality, on a stated redemption date and on any date thereafter. If certain maturities of the Bonds are subject to such optional redemption, then 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 such Bond stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Bonds will be redeemed in \$5,000 multiples in accordance with Sections 9 and 10 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.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption, then the Bonds maturing on such dates shall be subject to mandatory sinking fund redemption at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on January 1 of the years (each a "**Sinking Fund Redemption Date**"), and in the respective principal amounts (subject to reduction as provided in the immediate preceding sentence), as set forth in the Bond Purchase Agreement and consistent with Section 4 hereof.

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 amount 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 optional 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 optional 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 or entity 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 thereof 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 optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional 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 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) Creation of Funds and Accounts; Purposes.

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 2007A 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) Water System Revenue Fund (the “**Revenue Fund**”), into which the entire Gross Revenues shall be deposited as received.
- (2) Water 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) Water System Special Redemption Fund (the “**Special Redemption Fund**”), which will be divided into the following

three accounts: (i) the “**Interest and Principal Account**”, (ii) the “**Earnings Account**”, and (iii) the “**Reserve Account**.” Amounts held in the Interest and Principal Account and the Earnings Account will be used only to pay interest on and principal of the Bonds and Parity Bonds as provided in this resolution. Amounts held in the Reserve Account will be used to pay principal of or interest on the Bonds or any Parity Bonds on any date when amounts in the Interest and Principal Account and the Earnings Account are insufficient to make such payments. Notwithstanding the foregoing, to effect the Refunding an additional account shall be created within the Special Redemption Fund with the name “**2025 Escrow Account**”. Funds held in the 2025 Escrow Account shall be used to pay the redemption price of the Refunded Bonds on the Redemption Date. Any balance remaining in the 2025 Escrow Account after the Redemption Date shall be transferred to the Earnings Account.

- (4) Water System Surplus Fund (the “**Surplus Fund**”), amounts in which will be used for the purposes described in Section 19(c)(5) of this resolution.
- (5) 2025 Water System Construction Fund (the “**2025 Construction Fund**”), amounts in which will be used only to pay (i) the costs of issuing of the Bonds (including fees for any bond insurance policies securing the Bonds) and the costs of the Project, or (ii) interest on the Bonds at any time when there shall be insufficient money in the Special Redemption Fund for that purpose. Any balance remaining in the 2025 Construction Fund after the completion of the Project shall be transferred to the Earnings Account.

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

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

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

The Special Redemption Fund 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:

- (i) 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.
- (ii) or its retention would cause any Bond to be an “arbitrage bond” (within the meaning of Section 148 of the Code or the Treasury Regulations promulgated thereunder).
- (iii) All investments held in the Funds and Accounts 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 2025 Construction Fund shall be retained in the 2025 Construction 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:

- (i) The Municipality shall cause a determination to be made of the amount, if any, of rebate required to be paid to the United States Treasury with respect to the Bonds at least every five years after the date of the issuance of the Bonds and upon the retirement of the last Bond. The Municipality may engage Bond Counsel or another qualified rebate determination provider to prepare the determination, and the Municipality may pay reasonable compensation to the rebate determination provider for the performance of such services.
- (ii) The Municipality shall make required rebate payments to the United States Treasury with respect to the Bonds at such times and in such amounts and manner as are required by the Code and the related Treasury Regulations.
- (iii) The Municipality shall keep records of the rebate determinations prepared and any rebate payments made until three years after the April 15th following the retirement of the last Bond.

Section 19. Application of Revenues.

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

Until all Bonds and Parity Bonds, if any, have been retired, or until there is on deposit in the Special Redemption Fund an amount sufficient to provide for the payment of the principal of all outstanding Bonds and Parity Bonds, if any, together with the interest thereon to maturity, the Gross Revenues 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, 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) 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.

(b) Transfers to the Special Redemption Fund.

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

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

Amounts deposited in the following Funds and Accounts 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 (i) be transferred to the Special Redemption Fund to remedy any deficiency in the Special Redemption Fund, or (ii) if or to the

extent that no such deficiency exists, then the remaining excess amount 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 principal of, and interest on, the Bonds and any Parity Bonds then outstanding coming due during the 12 months following the date of such transfer and after that either (i) be used to retire Bonds or Parity Bonds in advance of maturity by redemption or by purchase of such bonds on the open market or an invitation and receipt of tenders of the lowest dollar price or prices obtainable, but not exceeding the lowest price at which such bonds could be redeemed on the next succeeding redemption date or (ii) be invested so as to restrict the yield thereon to avoid the Bonds or Parity Bonds being classified as “arbitrage bonds” within the meaning of Section 148 of the Code or any Treasury Regulations promulgated thereunder. Notwithstanding the foregoing, unless the Municipality is provided with an opinion of Bond Counsel that the action specified below will not adversely affect the exclusion of interest on the Bonds or the applicable issue of Parity Bonds from gross income for federal income tax purposes (i) moneys in the Earnings Account that are allocable to “proceeds” (within the meaning of Treas. Reg. § 1.148-1(b)) of the Bonds or any issue of Parity Bonds may only be deposited in the Interest and Principal Account if such moneys will be used to pay principal of, or interest on, the issue to which such proceeds are allocable, and (ii) no moneys that are allocable to proceeds of the Bonds or any issue of Parity Bonds may be used to pay interest on or principal of obligations that are not part of the issue to which the proceeds are allocable.
- (3) *Reserve Account.* The next available amounts in the Special Redemption Fund 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.

- (4) *Moral Obligation to Restore Reserve Account.* If, on July 2nd of any Fiscal Year, the amount on deposit in the Reserve Account is less than the Minimum Reserve Amount, then before October 1st of that Fiscal Year the Financial Officer shall certify to the Governing Body the amount necessary to restore the Reserve Account to the Minimum Reserve Amount. Recognizing its moral obligation to do so, the Governing Body expresses its expectation and aspiration that, if presented with such a certification, it will, by December 31st of the Fiscal Year in which such a certification is presented to the Governing Body, make an appropriation of funds sufficient to restore the Reserve Account to the Minimum Reserve Amount. The Governing Body determines that the System and any appropriation of funds pursuant to this moral obligation pledge serves a public purpose by safeguarding the health and welfare of its citizens.
- (5) *Surplus Fund.* Amounts in the Surplus Fund 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:
 - (i) to remedy any deficiency in any of the Funds or Accounts;
 - (ii) to pay local and school tax equivalents;
 - (iii) to pay the cost of additions, repairs, or improvements to the System;

- (iv) to pay any other necessary disbursements or indebtedness with respect to the System; or
- (v) if at the close of any Fiscal Year there are amounts in the Surplus Fund in excess of what is needed for the foregoing purposes, then such amounts may be used for any other purpose permitted by the Wisconsin Statutes.

All transfers and deposits within any Fund or Account or to any other Fund or Account required or permitted by this section shall be made at such times as are necessary to carry out the purposes of the applicable Fund or Account.

Section 20. Agreements and Covenants Regarding the Operation of the System.

The Municipality agrees and covenants with each and every registered owner of the Bonds and Parity Bonds as follows:

- (a) The reasonable cost and value of any service rendered to the Municipality by the System by furnishing utility services, including, but not limited to, fire, police, safety and health protection, will, to the extent permitted by law, be charged against the Municipality and be paid by it monthly as the service accrues out of the current revenues of the Municipality collected or in process of collection, but not from Gross Revenues, and, if necessary, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses.
- (b) The Municipality will faithfully and punctually perform all duties concerning the System required by the constitution and statutes of the State of Wisconsin, including the making and collecting of reasonable, lawful, and sufficient rates for services rendered by the System and the segregation and application of the revenues of the System as provided in this resolution.
- (c) The Municipality will not sell, lease, or in any manner dispose of all or any part of the System, or any additions or extensions that may be made to the System, until all Bonds and Parity Bonds have been paid in full, both principal and interest, or until provision has been made for the payment in full of all Bonds and Parity Bonds, both principal and interest, unless the property to be sold, leased, or otherwise disposed of has been found by the Governing Body 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 created or continued by this resolution and provide for Net Revenues at least equal to 1.10 times the highest combined annual interest and principal requirements on all Bonds and Parity Bonds then outstanding; and (iii) promptly take such actions as are necessary to adopt and enforce increased rates whenever such increase shall be necessary to fulfill any covenant of this resolution.
- (e) The Municipality will keep proper books and accounts relating to the System separate from all other records of the Municipality and will cause such books and accounts to be audited annually by a recognized independent firm of certified public accountants and will make available to the owners of any of the Bonds or Parity Bonds the latest balance sheet and the profit and loss statement of the System as certified by such accountants. The registered owners of any Bonds or Parity Bonds will have the right to inspect the System and the records, accounts, and data of the Municipality relating to the System at all reasonable times. Each audit of the books and accounts of the System, in addition to whatever matters may be thought proper by the accountants to be included therein, 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 Outstanding Bonds, that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes, or 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 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 Outstanding Bonds or the Bonds, except as provided in this Section:

- (a) Notes (including bond anticipation notes) or bonds may be issued having a priority over the Bonds and Parity Bonds if either (i) such notes or bonds are issued, wholly or in part, for the purpose of 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 be issued on a parity with the Bonds and Parity Bonds if such notes or bonds are issued for the purpose of refunding any of the Bonds or Parity Bonds which either (i) have matured, or (ii) will mature not later than 90 days

after the date of delivery of such refunding notes or bonds, if there is insufficient amounts in the Special Redemption Fund to provide for the required payments.

- (c) Additional notes (including bond anticipation notes) or bonds may be issued on a parity with the Bonds and Parity Bonds if all of the following conditions have been satisfied:
 - (1) If (A) the Net Revenues of the System for the last completed Fiscal Year were at least 1.10 times the highest combined annual interest and principal requirements on all bonds and notes then outstanding payable from the Gross Revenues of the System (other than bonds being refunded) and the bonds or notes so proposed to be issued for any succeeding Bond Year in which there will be a principal maturity on such outstanding bonds or notes; *provided, however,* that if prior to the authorization of such additional bonds or notes the Municipality has adopted and put into effect a revised schedule of rates, then the Net Revenues of the System for the last completed Fiscal Year which would, in the written opinion of an Independent Consultant employed for that purpose, have resulted from such rates had they been in effect for such period, may be used in lieu of the actual Net Revenues for the last completed Fiscal Year; (B) the need for such financing is evidenced by a certificate or certificates of an Independent Consultant with recognized expertise in utility ratemaking before the Public Service Commission of Wisconsin employed for that purpose, giving a detailed description of the proposed projects to be financed, an estimate of the cost of the proposed projects including proposed capitalized interest, if any, and an estimate of the time of completion of the proposed projects, and showing the feasibility of such financing with reference to projected Net Revenues based on rates and charges projected to be in effect upon completion of such projects; provided, that such feasibility shall not be deemed shown unless the projected Net Revenues for each of the two full Fiscal Years next succeeding the estimated date of completion of such projects shall be equal to at least equal to 1.10 times the highest combined annual interest and principal requirements on all bonds and notes then outstanding payable from the Gross Revenues of the System (other than bonds being refunded) and the bonds or notes so proposed to be issued for any succeeding Fiscal Year in which there shall be a principal maturity on such outstanding bonds or notes; or (C) the proceeds of the additional bonds or notes will be used to refund Bonds or Parity Bonds and, after giving effect to the refunding, the payments due in each year of the interest and principal on the Bonds and Parity Bonds then outstanding (not including the obligations being refunded), and the additional bonds or notes proposed to be issued will be less than the payments due

in each year of the principal of, and interest on, the Bonds and Parity Bonds then outstanding (in other words, the refunding will produce debt service savings in each year). For purposes of this subsection, except as otherwise provided, Net Revenues for any Fiscal Year will be either (x) the Net Revenues shown in the audit of the System's books and accounts for the Fiscal Year required by Section 20(e) of this resolution, if such an audit is available, or (y) if such an audit is not available, then the estimated, unaudited Net Revenues of the System for the last completed Fiscal Year.

- (2) The payments required to be made into the Funds and Accounts created 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 January 1 of each year and as to interest on January 1 and July 1 of each year.
- (5) The proceeds of the additional bonds or notes shall be used only to refund Bonds or Parity Bonds, or for acquiring or constructing additions, extensions, improvements, renewals, or replacements to the System.

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

Section 22. Resolution a Contract; Remedies of Bondholders.

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

The registered owners of any of the Bonds will have the right, in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce their rights against the Municipality, the Governing Body, and any and all officers and agents thereof, including, but not limited to, the right to require the Municipality, the Governing Body, and any other authorized body to fix and collect rates and charges fully adequate to carry out all provisions and agreements contained in this resolution, and the right to have a receiver appointed for the System in the event of a default in the payment of principal of or interest on the Bonds.

Section 23. Discharge and Satisfaction of Bonds and Covenants.

The agreements, covenants, liens, and pledges entered into, created, or imposed pursuant to this resolution may be fully discharged and satisfied with respect to any or all of the Bonds in any one or more of the following ways:

- (a) By paying the Bonds when they become due and payable, or upon their prior redemption, in the manner provided in this resolution;
- (b) By depositing with the appropriate fiscal agent(s) for the Bonds funds in the amount necessary, without consideration of any reinvestment thereof, to pay the principal of, and interest on, the Bonds until their maturity or earlier redemption; provided that if the Bonds are to be redeemed prior to their stated maturities, then (i) the Bonds shall have been irrevocably called for redemption by the Governing Body, and (ii) provision shall have been made for the required notice of the redemption in the manner provided in this resolution; or
- (c) By depositing with a trustee or an escrow agent, in trust for such purpose, on or before the date of maturity or redemption, money and/or direct obligations of, or obligations the principal of, and interest on, which are fully guaranteed by, the United States of America, in such amount as, together with the income or increment to accrue thereon without consideration of any reinvestment thereof, will be fully sufficient to pay or redeem (when redeemable) the Bonds at or before their respective maturity dates; *provided, that* if a Bond is to be redeemed prior to its stated maturity date, then (i) the Bond shall have been irrevocably called for redemption by the Governing Body, and (ii) provision shall have been made for the required notice of the redemption in the manner provided in this resolution; *provided, further,* that any such deposit can only be made if the deposit will not adversely affect the exclusion of interest on the Bonds from gross income of the owners thereof for federal income tax purposes.

Upon a payment or a deposit of money or investments in the amount and manner required by this section, all liability of the Municipality with respect to the relevant Bonds will cease, determine, and be completely discharged, and the registered owners of any Bonds that are not then retired will be entitled only to payment out of the money and investments deposited as required by this section.

Section 24. Amendment of Resolution.

Amendment Without the Consent of the Owners. This resolution may be amended from time to time without the consent of the registered owners of the Bonds to make any change that does not adversely affect the registered owners of the Bonds, including, without limitation, to cure any ambiguities, inconsistencies, or typographical errors that may be contained in this resolution.

Amendment With the Consent of the Owners. This resolution may also be amended from time to time with the written consent of the registered owners of not less than two-thirds in outstanding principal amount of the Bonds 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 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) 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 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, the 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 sending 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.

Each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized to receive final pricing information from the Bond Purchaser for the sale of the Bonds on behalf of the Municipality on a date deemed to be most advantageous to the Municipality by such Authorized Officers for the sale of the Bonds; provided, however, that such date shall not be later than December 17, 2025. The Authorized Officer shall reject the pricing information if it does not comply with the parameters set forth in Section 4 of this resolution.

Subject to the terms of this resolution, each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized and directed to award 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, such award to be evidenced by and effected by the execution by an Authorized Officer of the Bond Purchase Agreement. If the Bond Purchase Agreement signed and presented by the Bond Purchaser complies with the parameters set forth in this resolution, then an Authorized Officer is also hereby authorized and directed (i) to approve and accept the Bond Purchase Agreement, (ii) to sign the Bond Purchase Agreement in the Municipality's name, and (iii) 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. Redemption of Refunded Bonds.

Subject to the parameters set forth in Section 4, 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. 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; Transfers.

- (a) The proceeds from the sale of the Bonds shall be disbursed as follows:
 - (i) Any accrued interest shall be deposited into the Interest and Principal Account of the Special Redemption Fund.
 - (ii) The amount necessary to effect the Refunding as set forth in the Bond Purchase Agreement, subject to the parameters in Section 4, shall be deposited in the 2025 Escrow Account of the Special Redemption Fund for the purpose of the paying the Refunded Bonds as described in Section 18(a)(3).
 - (iii) Any contingency or rounding amount shall be deposited in the Interest and Principal Account of the Special Redemption Fund and used to pay interest on the Bonds.
 - (iv) The remaining proceeds from the sale of the Bonds shall be deposited into the 2025 Construction Fund and used as described in Section 18(a)(5).

- (b) Any amount in the Reserve Account, 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 of the Special Redemption Fund.

Section 28. Official Statement.

The Municipal Officers, the Financial Officer, and the officers of the Municipality's sewer utility (in consultation with the Bond Purchaser), are each hereby authorized to cause a preliminary offering document for the Bonds (the "**Preliminary Official Statement**") to be prepared and distributed prior to the sale of the Bonds and the execution of the Bond Purchase Agreement. The Municipal Officers and the Financial Officer are hereby authorized, on behalf of the Municipality, to approve the form of Preliminary Official Statement and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement upon request.

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 the form of the Preliminary Official Statement and shall include the final terms of the Bonds as set forth in the Bond Purchase Agreement. 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 conclusively evidences 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 in the Municipality's official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the execution of the Bond Purchase Agreement. 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, that part of the prior action is hereby rescinded, except that this section shall not be interpreted as rescinding any part of the Prior Resolutions.

Section 34. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution.

Section 35. Effective Date.

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

* * * * *

Adopted: August 6, 2025

Approved: August __, 2025

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 STATE OF AMERICA
STATE OF WISCONSIN
CITY OF APPLETON

No. R- _____ Registered
\$ _____

WATER SYSTEM REVENUE REFUNDING BOND, SERIES 2025

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____ %	January 1, 20__	August 11, 2025	038141 _____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

THE CITY OF APPLETON, WISCONSIN (herein called the “**Municipality**”) hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner, only from the income and revenues hereinafter specified on the Maturity Date, and interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. Interest is payable on each January 1 and July 1, until the Principal Amount has been paid, beginning on [January 1, 2026]. 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 \$ _____, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the Municipality pursuant to Article XI, Section 3 of the Wisconsin Constitution and Section 66.0621 of the Wisconsin Statutes, and acts supplementary thereto.

This Bond, together with interest hereon, is payable in lawful money of the United States of America, together with the Municipality’s outstanding (i) \$2,510,000 Water

System Revenue Bonds, Series 2012, dated August 8, 2012, \$3,850,000 Water System Revenue Bonds, Series 2014, dated September 10, 2014, (ii) \$7,180,000 Water System Revenue Bonds, Series 2013, dated August 7, 2013, (iii) \$3,850,000 Water System Revenue Bonds, Series 2014, dated September 10, 2014, (iv) \$22,735,000 Water System Revenue Refunding Bonds, Series 2015, dated October 28, 2015, (v) \$23,830,000 Water System Revenue Refunding Bonds, Series 2016, dated October 4, 2016, (vi) \$6,685,000 Water System Revenue Bonds, Series 2020, dated August 6, 2020, and (vi) \$8,265,000 Water System Revenue Refunding Bonds, Series 2021, dated August 11, 2021 (collectively, the “**Outstanding Bonds**”), only from the income and revenues to be derived from the operation of the Municipality’s water utility (the “**System**”) and set aside in the “Water System Special Redemption Fund,” which was created by a resolution adopted by the governing body of the Municipality on January 17, 2007 and affirmed and continued by subsequent resolutions, including a resolution adopted by the governing body of the Municipality on August 6, 2025 (the “**2025 Resolution**”). The 2025 Resolution is entitled “A Resolution Authorizing and Providing for the Issuance and Establishing the Parameters for the Sale of Not to Exceed \$8,975,000 Water System Revenue Bonds, Series 2025, and All Related Details.” Reference is hereby made to the 2025 Resolution for a more complete statement of the revenues from which and conditions under which this Bond is payable, the provisions pursuant to which this Bond has been issued, and the conditions under which bonds may hereafter be issued on a parity with this Bond. The Bonds rank on a parity with the Outstanding Bonds. This Bond does not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision.

This Bond is a valid claim of the registered owner hereof only against the Water System Special Redemption Fund and the revenues of the System pledged to the Water System Special Redemption Fund. Sufficient revenues of the System have been pledged to the Water System Special Redemption Fund and will be used for no other purpose than to pay the principal of, and interest on, the 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 or entity in whose name this Bond is registered in the register (the “**Register**”) maintained by the Fiscal Agent at the end of the day on the 15th day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date (the “**Record Date**”). The Municipality and the Fiscal Agent may treat the entity or person in whose name this Bond is registered on the Register as the absolute owner of this Bond for all purposes.

The Bonds maturing on or after January 1, 20__ are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, in the order of maturity selected by the Municipality, on January 1, 20__ and on any date thereafter. The redemption price will be 100% of the principal amount redeemed plus accrued interest to the redemption date, and no premium will be paid. If payment of a Bond called for redemption has been made or provided for, then interest on the Bond stops accruing on the stated redemption date. If less than all outstanding Bonds are redeemed, then the Bonds will be redeemed in \$5,000 multiples as described below[, and if a portion, but not all, of a maturity that is subject to mandatory partial redemptions by operation of a sinking fund (as described below) is being redeemed, then the Municipality will select the amounts to be redeemed on future Sinking Fund Redemption Dates (as defined below) that are reduced as a result of the partial redemption].

[The Bonds maturing on January 1 in the years 20__ and 20__ (collectively, the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity dates, by operation of a sinking fund. On the following redemption dates (each a “**Sinking Fund Redemption Date**”) the Municipality will redeem the following principal amounts (subject to reduction as provided in the immediately preceding paragraph) of the Term Bonds:

Term Bonds Maturing January 1, 20__

Sinking Fund Redemption Date (January 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__ (Stated Maturity)	,000

Term Bonds Maturing January 1, 20__

Sinking Fund Redemption Date (January 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__ (Stated Maturity)	,000]

[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 optional 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 optional redemption date.

If on any date 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 thereof 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 optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional 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: _____, 2025

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
WATER SYSTEM REVENUE REFUNDING BOND SALE

On August 6, 2025, pursuant to Section 66.0621 of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin (the "City") authorized the borrowing of money and authorized certain City officials to enter into a purchase contract relating to said borrowing. On _____, 2025 the City entered into a purchase contract with a purchaser to whom the City agreed to sell its water system revenue refunding bonds in the principal amount of \$ _____. It is anticipated that the closing of the bonds will be held on or about _____, 2025. 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(2) of the Wisconsin Statutes, which provides that (i) an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice, and (ii) the notice may not be published until after the issuer has entered into a contract for sale of the bond or other financing.

Publication Date: _____, 2025

/s/ Amy Molitor
City Clerk

CERTIFICATIONS BY CLERK

I, Amy Molitor, 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 Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$8,975,000 Water System Revenue Refunding Bonds, Series 2025,
and All Related Details**

I further certify as follows:

1. **Meeting Date.** On August 6, 2025, a meeting of the Governing Body was held beginning at ____ p.m.
2. **Posting.** On August ____, 2025 (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 ____, 2025 (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 August __, 2025, 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 August ____, 2025.

Clerk

[SEAL]

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

August 6, 2025

Resolution No.: 2025-09

**A Resolution Authorizing and Providing for the Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$4,725,000 Sewerage System Revenue Bonds, Series 2025,
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 September 5, 2018, the Governing Body adopted a resolution (the “**2018 Resolution**”), authorizing the issuance of the Municipality’s \$5,245,000 Sewerage System Revenue Refunding Bonds, Series 2018, dated October 9, 2018 (the “**Series 2018 Bonds**”). The Series 2018 Bonds are currently outstanding in the aggregate principal amount of \$1,390,000.

5. On July 15, 2020, the Governing Body adopted a resolution (the “**2020 Resolution**”), authorizing the issuance of the Municipality’s \$10,850,000 Sewerage System Revenue Refunding Bonds, Series 2020, dated August 6, 2020 (the “**Series 2020 Bonds**”). The Series 2020 Bonds are currently outstanding in the aggregate principal amount of \$8,035,000.

6. On July 21, 2021, the Governing Body adopted a resolution (the “**2021 Resolution**”), authorizing the issuance of the Municipality’s \$8,845,000 Sewerage System

Revenue Refunding Bonds, Series 2021, dated August 11, 2021 (the “**Series 2021 Bonds**”). The Series 2021 Bonds are currently outstanding in the aggregate principal amount of \$7,115,000.

7. On May 18, 2022, the Governing Body adopted a resolution (the “**2022 Resolution**”), authorizing the issuance of the Municipality’s \$11,710,000 Sewerage System Revenue Bonds, Series 2022, dated June 15, 2022 (the “**Series 2022 Bonds**”). The Series 2022 Bonds are currently outstanding in the aggregate principal amount of \$10,570,000.

8. On August 7, 2024, the Governing Body adopted a resolution (the “**2024 Resolution**”), authorizing the issuance of the Municipality’s \$12,630,000 Sewerage System Revenue Bonds, Series 2024, dated August 28, 2024 (the “**Series 2024 Bonds**”). The Series 2024 Bonds are currently outstanding in the aggregate principal amount of \$12,630,000.

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 certain additions, extensions, and improvements to the System, including, but not limited to, construction of and improvements to sewer mains, laterals, and lift stations, and equipment, building, and hardscape improvements at the wastewater treatment facility (collectively, the “**Project**”).

11. The Governing Body wishes to finance the costs of the Project by authorizing, selling, and issuing its not to exceed \$4,725,000 Sewerage System Revenue Bonds, Series 2025 (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 2018 Bonds, the Series 2020 Bonds, the Series 2021 Bonds, the Series 2022 Bonds, and the Series 2024 Bonds (collectively, the “**Outstanding Bonds**”).

12. Section 21 of the 2005 Resolution, 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 therein (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, or a group that it leads (the “**Bond Purchaser**”), has proposed to purchase the Bonds for a purchase price to be determined, which shall not be less than 97.75% nor more than 110% of the principal amount of the Bonds to be issued, plus accrued interest, if any, to the date of delivery of 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.

“**Authorized Officers**” means the Mayor, the Financial Officer, or the Clerk, each having the authority to act alone on behalf of the Municipality for purposes of Sections 4 and 25 hereof.

“**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 not to exceed \$4,725,000 City of Appleton, Wisconsin Sewerage System Revenue Bonds, Series 2025, which are authorized to be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase contract presented by the Bond Purchaser evidencing the purchase of the Bonds as described in Section 25 of this resolution.

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

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

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

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

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

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

“**Current Expenses**” means the reasonable and necessary cost of operating, maintaining, administering, insuring, and repairing the System as determined in accordance with generally accepted accounting principles and shall include, but not be 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, 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 1, 2025, or such other date established for delivery of the Bonds pursuant to the Bond Purchase Agreement.

“**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 the 2018 Resolution, the 2020 Resolution, the 2021 Resolution, the 2022 Resolution, and the 2024 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 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 Parity Bonds remain outstanding and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 2. Exhibits.

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

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

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued, subject to the parameters set forth in Section 4. The Bonds will be fully registered, negotiable, sewerage system revenue bonds of the Municipality in the aggregate principal amount of not to exceed \$4,725,000. The Bonds will be issued pursuant to the Act to pay the costs of the Project and issuing the Bonds (including, but not limited to, printing costs and fees for underwriting, financial consultants, bond counsel, fiscal agent, 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 Bonds, Series 2025.” 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 Bond Purchaser will purchase the Bonds at the Purchase Price set forth in the Bond Purchase Agreement.

The Bonds will bear interest from the Original Issue Date at the rates set forth in the Bond Purchase Agreement and accepted by an Authorized Officer; *provided, however*, that (i) the true interest cost of the Bonds shall not exceed 5.25% (computed taking the Bond Purchaser’s compensation into account) and (ii) the difference between the offering price to the public for the Bonds and the Purchase Price to be paid to the Municipality for the Bonds shall not exceed 2.25% of the principal amount of the Bonds.

Interest on the Bonds will be due and payable on each May 1 and November 1 until the principal of the Bonds has been paid, beginning on May 1, 2026, or on such other date as set forth in the Bond Purchase Agreement. 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 or be subject to mandatory sinking fund redemption, except that the principal amounts coming due each year below, whether by maturity or by mandatory sinking fund redemption of term bonds, may be increased or decreased by up to \$500,000 in each year and a maturity may be removed if the principal amount of such maturity is less than \$500,000. The aggregate principal amount of the Bonds shall not exceed \$4,725,000 and the table below assumes the Bonds are issued in that amount. The actual maturity schedule, within the parameters set forth herein, will be set forth in the Bond Purchase Agreement and accepted by an Authorized Officer.

Principal Maturity Date (May 1)	Principal Amount
2026	\$100,000
2027	60,000
2028	235,000
2029	165,000
2030	175,000
2031	180,000
2032	190,000
2033	195,000
2034	210,000
2035	220,000
2036	235,000
2037	245,000
2038	260,000
2039	275,000
2040	285,000
2041	300,000
2042	320,000
2043	340,000
2044	360,000
2045	375,000

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

Section 5. Fiscal Agent; Redemption 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.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption as described in Section 8, then the Municipality appoints Associated Trust Company, National Association (the “**Redemption Agent**”) to act as redemption agent for such Bonds, which includes giving notice of redemption on behalf of the Municipality prior to each Sinking Fund Redemption Date (as defined in Section 8). The appropriate officers of the Municipality are authorized and directed to enter into a redemption agent agreement with the Redemption Agent on behalf of the Municipality. Such agreement may provide for the Municipality to pay the reasonable and customary fees of the Redemption Agent for its services.

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 on any date 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 Bond Purchase Agreement may specify that certain Bonds maturing on or after a certain date are subject to redemption before their stated maturity dates, at the Municipality’s option, in whole or in part, in the order of maturity selected by the Municipality, on a stated redemption date and on any date thereafter. If certain maturities of the Bonds are subject to such optional redemption, then 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 such Bond stops accruing on the stated redemption date. If less than all the principal amount of a

specific maturity is redeemed, then the Bonds will be redeemed in \$5,000 multiples in accordance with Sections 9 and 10 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.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption, then the Bonds maturing on such dates shall be subject to mandatory sinking fund redemption at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on May 1 of the years (each a “**Sinking Fund Redemption Date**”), and in the respective principal amounts (subject to reduction as provided in the immediate preceding sentence), as set forth in the Bond Purchase Agreement and consistent with Section 4 hereof.

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 amount 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 optional 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 optional 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 or entity 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 thereof 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 optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional 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 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 will be used only to pay interest on and principal of the Bonds and Parity Bonds as provided in this resolution. Amounts held in the Reserve Account will be used to pay principal of or interest on the Bonds or any Parity Bonds on any date 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 will 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 will be used for the purposes described in Section 19(c)(4) of this resolution.
- (6) 2025 Sewerage System Construction Fund (the “**2025 Construction Fund**”), amounts in which will be used to pay (i) the costs of issuing of the Bonds (including fees for any bond insurance policies securing the Bonds) and the costs of the Project, or (ii) interest on the Bonds at any time when there shall be insufficient money in the Special Redemption Fund for that purpose. Any balance remaining in the 2025 Construction Fund after completion of the Project shall be transferred to the Earnings Account.

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

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

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

The Special Redemption Fund 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 2025 Construction Fund shall be retained in the 2025 Construction Fund. All income from the investment of amounts in the Depreciation Fund shall be retained 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 (i) the excess amount shall be transferred to the Special Redemption Fund to remedy any deficiency in the Special Redemption Fund or, (ii) if or to the extent that no such deficiency exists, then the remaining excess amount 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, but not from Gross Revenues, and, if necessary, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses.

- (b) The Municipality will faithfully and punctually perform all duties concerning the System required by the constitution and statutes of the State of Wisconsin, including the making and collecting of reasonable, lawful, and sufficient rates for services rendered by the System and the segregation and application of the revenues of the System as provided in this resolution.
- (c) The Municipality will not sell, lease, or in any manner dispose of all or any part of the System, or any additions or extensions that may be made to the System, until all Bonds and Parity Bonds have been paid in full, both principal and interest, or until provision has been made for the payment in full of all Bonds and Parity Bonds, both principal and interest, unless the property to be sold, leased or otherwise disposed of has been found by the Governing Body 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 but shall not be permitted to reduce the amount otherwise required to be paid into said funds.
- (d) The Municipality will: (i) operate and maintain the System in good condition; (ii) charge and collect such lawfully established rates and charges for the service rendered by the System so that the Gross Revenues of the System will be sufficient to make the payments into the Funds and Accounts created or continued by this resolution and provide for Net Revenues at least equal to 1.20 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 Outstanding Bonds, that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes, or 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 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 Outstanding Bonds or the Bonds, except as provided in this Section:

- (a) Notes (including bond anticipation notes) or bonds may be issued having a priority over the Bonds and Parity Bonds if either (i) such notes or bonds are issued, wholly or in part, for the purpose of 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 will have the right, in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to

enforce their rights against the Municipality, the Governing Body, and any and all officers and agents thereof, including, but not limited to, the right to require the Municipality, the Governing Body, and any other authorized body to fix and collect rates and charges fully adequate to carry out all provisions and agreements contained in this resolution, and the right to have a receiver appointed for the System in the event of a default in the payment of principal of or interest on the Bonds.

Section 23. Discharge and Satisfaction of Bonds and Covenants.

The agreements, covenants, liens and pledges entered into, created, or imposed pursuant to this resolution may be fully discharged and satisfied with respect to any or all of the Bonds in any one or more of the following ways:

- (a) By paying the Bonds when they become due and payable, or upon their prior redemption in the manner provided in this resolution;
- (b) By depositing with the appropriate fiscal agent(s) for the Bonds funds in the amount necessary, without consideration of any reinvestment thereof, to pay the principal of and interest on the Bonds until their maturity or earlier redemption; provided that if the Bonds are to be redeemed prior to their stated maturities, then (i) the Bonds shall have been irrevocably called for redemption by the Governing Body, and (ii) provision shall have been made for the required notice of the redemption in the manner provided in this resolution; or
- (c) By depositing with a trustee or an escrow agent, in trust for such purpose, on or before the date of maturity or redemption, money or direct obligations of, or obligations the principal of and interest on which are fully guaranteed by the United States of America, in such amount as, together with the income or increment to accrue thereon without consideration of any reinvestment thereof, will be fully sufficient to pay or redeem (when redeemable) the Bonds at or before their respective maturity dates; *provided, that* if a Bond is to be redeemed prior to its stated maturity date, then (i) the Bond shall have been irrevocably called for redemption by the Governing Body, and (ii) provision shall have been made for the required notice of the redemption in the manner provided in this resolution; *provided, further,* that any such deposit can only be made if the deposit will not adversely affect the exclusion of interest on the Bonds from gross income of the owners thereof for federal income tax purposes.

Upon a payment or a deposit of money or investments in the amount and manner required by this section, all liability of the Municipality with respect to the relevant Bonds will cease, determine, and be completely discharged, and the registered owners of any Bonds that are not then retired will be entitled only to payment out of the money and investments deposited as required by this section.

Section 24. Amendment of Resolution.

Amendment Without the Consent of the Owners. This resolution may be amended from time to time without the consent of the registered owners of the Bonds to make any change that does not adversely affect the registered owners of the Bonds, including, without limitation, to cure any ambiguities, inconsistencies, or typographical errors that may be contained in this resolution.

Amendment With the Consent of the Owners. This resolution may also be amended from time to time with the written consent of the registered owners of not less than two-thirds in outstanding principal amount of the Bonds 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 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) 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 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, on any date prior to one year after the date of the sending 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 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 any 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.

Each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized to receive final pricing information from the Bond Purchaser for the sale of the Bonds on behalf of the Municipality on a date deemed to be most advantageous to the Municipality by such Authorized Officers for the sale of the Bonds; provided, however, that such date shall not be later than December 17, 2025. The Authorized Officer shall reject the pricing information if it does not comply with the parameters set forth in Section 4 of this resolution.

Subject to the terms of this resolution, each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized and directed to award 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, such award to be evidenced by and effected by the execution by an Authorized Officer of the Bond Purchase Agreement. If the Bond Purchase Agreement signed and presented by the Bond Purchaser complies with the parameters set forth in this resolution, then an Authorized Officer is also hereby authorized and directed (i) to approve and

accept the Bond Purchase Agreement, (ii) to sign the Bond Purchase Agreement in the Municipality's name, and (iii) 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:

- (a) 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.
- (b) A transcript of the proceedings relating to the issuance of the Bonds.
- (c) 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:

- (a) Any accrued interest shall be deposited into the Interest and Principal Account of the Special Redemption Fund.
- (b) Any amount necessary to meet the Minimum Reserve Amount shall be deposited in the Reserve Account of the Special Redemption Fund as set forth in the Bond Purchase Agreement.
- (c) Any contingency or rounding amount shall be deposited in the Interest and Principal Account of the Special Redemption Fund and used to pay interest on the Bonds.
- (d) The remaining proceeds from the sale of the Bonds shall be deposited into the 2025 Construction Fund and used as described in Section 18(a)(6).

Section 27. Official Statement.

The Municipal Officers, the Financial Officer, and the officers of the Municipality's sewer utility (in consultation with the Bond Purchaser), are each hereby authorized to cause a preliminary offering document for the Bonds (the "**Preliminary Official Statement**") to be prepared and distributed prior to the sale of the Bonds and the execution of

the Bond Purchase Agreement. The Municipal Officers and the Financial Officer are hereby authorized, on behalf of the Municipality, to approve the form of Preliminary Official Statement and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement upon request.

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 the form of the Preliminary Official Statement and shall include the final terms of the Bonds as set forth in the Bond Purchase Agreement. 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 conclusively evidences 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 in the Municipality’s official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the execution of the Bond Purchase Agreement. 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 are 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.

Section 34. Effective Date.

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

* * * * *

Adopted: August 6, 2025

Approved: August __, 2025

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

No. R-_____ Registered
\$ _____

SEWERAGE SYSTEM REVENUE BOND, SERIES 2025

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____ %	May 1, 20__	_____, 2025	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, until the Principal Amount has been paid, beginning on May 1, 2026. 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 \$ _____, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the Municipality pursuant to Article XI, Section 3 of the Wisconsin Constitution and Section 66.0621 of the Wisconsin Statutes, and acts supplementary thereto.

This Bond, together with interest hereon, is payable in lawful money of the United States of America, together with the Municipality’s outstanding (i) \$5,245,000 Sewerage System Revenue Refunding Bonds, Series 2018, dated October 9, 2018, (ii) \$10,850,000

Sewerage System Revenue Refunding Bonds, Series 2020, dated August 6, 2020, (iii) \$8,845,000 Sewerage System Revenue Refunding Bonds, Series 2021, dated August 11, 2021, (iv) \$11,710,000 Sewerage System Revenue Bonds, Series 2022, dated June 15, 2022, and (v) \$12,630,000 Sewerage System Revenue Bonds, Series 2024, dated August 28, 2024 (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 August 6, 2025 (the “**2025 Resolution**”). The 2025 Resolution is entitled “A Resolution Authorizing and Providing for the Issuance and Establishing the Parameters for the Sale of Not to Exceed \$4,725,000 Sewerage System Revenue Bonds, Series 2025 and All Related Details”. Reference is hereby made to the 2025 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 or entity 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, 20__ are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, in the order of maturity selected by the Municipality, on May 1, 20__ 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 in the years 20__ and 20__ (collectively, the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity dates, by operation of a sinking fund. On the following redemption dates (each a “**Sinking Fund Redemption Date**”) the Municipality will redeem the following principal amounts (subject to reduction as provided in the immediately preceding paragraph) of the Term Bonds:

Term Bonds Maturing May 1, 20__

Sinking Fund Redemption Date (May 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__ (Stated Maturity)	,000

Term Bonds Maturing May 1, 20__

Sinking Fund Redemption Date (May 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__ (Stated Maturity)	,000]

[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 optional 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 optional redemption date.

If on any date 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 thereof 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 optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional 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: _____, 2025

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 August 6, 2025, pursuant to Section 66.0621 of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin (the "City") authorized the borrowing of money and authorized certain City officials to enter into a purchase contract relating to said borrowing. On _____, 2025 the City entered into a purchase contract with a purchaser to whom the City agreed to sell its sewerage system revenue bonds in the principal amount of \$ _____. It is anticipated that the closing of the bonds will be held on or about _____, 2025. 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(2) of the Wisconsin Statutes, which provides that (i) an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice, and (ii) the notice may not be published until after the issuer has entered into a contract for sale of the bond or other financing.

Publication Date: _____, 2025

/s/ Amy Molitor

City Clerk

CERTIFICATIONS BY CLERK

I, Amy Molitor, 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 Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$4,725,000 Sewerage System Revenue Bonds, Series 2025,
and All Related Details**

I further certify as follows:

1. **Meeting Date.** On August 6, 2025, a meeting of the Governing Body was held beginning at _____ p.m.
2. **Posting.** On August ____, 2025 (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 ____, 2025 (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 August ____, 2025, 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 August ____, 2025.

Clerk

[SEAL]

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

August 6, 2025

Resolution No. 2025-10

**A Resolution Authorizing and Providing for the Issuance
and Establishing the Parameters for the Sale of Not to Exceed
\$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025,
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 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 \$2,010,000.
5. 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 \$3,305,000.
6. 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 \$1,920,000.

7. 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 \$3,495,000.

8. 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 \$6,535,000.

9. On September 6, 2017 the Governing Body adopted a resolution (the “**2017 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 \$3,885,000.

10. On September 5, 2018 the Governing Body adopted a resolution (the “**2018 Resolution**”) authorizing the issuance of the Municipality’s \$3,000,000 Storm Water System Revenue Bonds, Series 2018, dated October 9, 2018 (the “**Series 2018 Bonds**”). The Series 2018 Bonds are currently outstanding in the aggregate principal amount of \$2,495,000.

11. On July 15, 2020 the Governing Body adopted a resolution (the “**2020 Resolution**”) authorizing the issuance of the Municipality’s \$2,965,000 Storm Water System Revenue Bonds, Series 2020, dated August 6, 2020 (the “**Series 2020 Bonds**”). The Series 20 Bonds are currently outstanding in the aggregate principal amount of \$2,585,000.

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

13. The Municipality needs funds to finance the current refunding of all or a portion of the outstanding Series 2013 Bonds, Series 2014 Bonds, and Series 2015 Bonds, subject to the parameters set forth in Section 4 of this resolution (the “**Refunding**”).

14. The Governing Body wishes to finance the costs of the Project by authorizing, selling, and issuing its not to exceed \$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025 (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 2012 Bonds, the Series 2013 Bonds, the Series 2014 Bonds, the Series 2015 Bonds, the Series 2016 Bonds, the Series 2017 Bonds, the Series 2018 Bonds, and the Series 2020 Bonds (collectively, the “**Outstanding Bonds**”).

15. Section 20 of the 1999 Resolution, 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 therein (the “**Additional Bonds Test**”). All conditions set forth under the Additional Bonds Test have been or will be satisfied prior to the issuance of the Bonds.

16. In accordance with the provisions of Section 66.0621 (4) (a) 2 of the Wisconsin Statutes and this resolution: (i) interest on the Bonds will be payable at least annually, and (ii) payment of principal of the Bonds will commence not later than 3 years after the date of issuance of the Bonds. The requirement each year to pay both principal of, and interest on, the Bonds will be reasonable and in accordance with prudent municipal utility management practices.

17. Robert W. Baird & Co. Incorporated, or a group that it leads (the “**Bond Purchaser**”), has proposed to purchase the Bonds for a purchase price to be determined, which shall not be less than 98% nor more than 110% of the principal amount of the Bonds to be issued, plus accrued interest, if any, to the date of delivery of the Bonds (the “**Purchase Price**”).

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

19. The Governing Body will adopt this resolution to sell and issue the Bonds.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Definitions.

In addition to the capitalized terms defined in the recitals above, capitalized terms not otherwise defined in this resolution shall have the meanings set forth below unless the context requires another meaning.

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

“**Authorized Officers**” means the Mayor, the Financial Officer, or the Clerk, each having the authority to act alone on behalf of the Municipality for purposes of Sections 4 and 25 hereof.

“**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 not to exceed \$8,800,000 City of Appleton, Wisconsin Storm Water System Revenue Refunding Bonds, Series 2025, which are authorized to be issued pursuant to this resolution.

“**Bond Purchase Agreement**” means the purchase contract presented by the Bond Purchaser to evidencing the purchase of the Bonds as described in Section 25 of this resolution.

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

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

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

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

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

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

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

“**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 1, 2025, or such other date established for delivery of the Bonds pursuant to the Bond Purchase Agreement.

“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 2012 Resolution, the 2013 Resolution, the 2014 Resolution, the 2015 Resolution, the 2016 Resolution, the 2017 Resolution, the 2018 Resolution, and the 2020 Resolution, each as defined in the recitals to this resolution.

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

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

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

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

“**Redemption Date**” means October 14, 2025, or such other date established for redemption of the Refunded Bonds pursuant to the Bond Purchase Agreement.

“**Refunded Bonds**” means all or a portion of the outstanding principal amount of the Series 2013 Bonds, the Series 2014 Bonds, and the Series 2015 Bonds, each as defined in the recitals to this resolution, and as set forth in the Bond Purchase Agreement.

“**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 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, subject to the parameters set forth in Section 4. The Bonds will be fully registered, negotiable, storm water system revenue refunding bonds of the Municipality in the aggregate principal amount of not to exceed \$8,800,000. The Bonds will be issued pursuant to the Act to pay the costs of the Refunding and issuing the Bonds (including, but not limited to, printing costs and fees for underwriting, financial consultants, bond counsel, fiscal agent, rating agencies, bond insurance, and registration, as applicable).

Section 4. Terms of Bonds.

The Bonds will be named “City of Appleton, Wisconsin Storm Water System Revenue Refunding Bonds, Series 2025.” 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 Bond Purchaser will purchase the Bonds at the Purchase Price set forth in the Bond Purchase Agreement.

The Bonds will bear interest from the Original Issue Date at the rates set forth in the Bond Purchase Agreement and accepted by an Authorized Officer; *provided, however*, that (i) the true interest cost of the Bonds shall not exceed 4.50% (computed taking the Bond Purchaser's compensation into account), and (ii) the difference between the offering price to the public for the Bonds and the Purchase Price to be paid to the Municipality for the Bonds shall not exceed 2.00% of the principal amount of the Bonds. All or a portion of the Refunded Bonds may be removed from the Refunding at the discretion of an Authorized Officer. The Refunded Bonds shall be determined by an Authorized Officer in the Bond Purchase Agreement.

Interest on the Bonds will be due and payable on each April 1 and October 1, until the principal of the Bonds has been paid, beginning on April 1, 2026, or on such other date as set forth in the Bond Purchase Agreement. 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 or be subject to mandatory sinking fund redemption, except that the principal amounts coming due each year below, whether by maturity or by mandatory sinking fund redemption of term bonds, may be increased or decreased by up to \$1,275,000 in each year and a maturity may be removed if the principal amount of such maturity is less than \$1,275,000. The aggregate principal amount of the Bonds shall not exceed \$8,800,000 and the table below assumes the Bonds are issued in that amount. The actual maturity schedule, within the parameters set forth herein, will be set forth in the Bond Purchase Agreement and accepted by an Authorized Officer.

Principal Maturity Date (<u>April 1</u>)	Principal <u>Amount</u>
2026	\$1,275,000
2027	1,085,000
2028	785,000
2029	815,000
2030	855,000
2031	890,000
2032	945,000
2033	990,000
2034	560,000
2035	600,000

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

Section 5. Fiscal Agent; Redemption 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.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption as described in Section 8, then the Municipality appoints Associated Trust Company, National Association (the “**Redemption Agent**”) to act as redemption agent for such Bonds, which includes giving notice of redemption on behalf of the Municipality prior to each Sinking Fund Redemption Date (as defined in Section 8). The appropriate officers of the Municipality are authorized and directed to enter into a redemption agent agreement with the Redemption Agent on behalf of the Municipality. Such agreement may provide for the Municipality to pay the reasonable and customary fees of the Redemption Agent for its services.

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 on any date 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 Bond Purchase Agreement may specify that certain Bonds maturing on or after a certain date are subject to redemption before their stated maturity dates, at the Municipality's option, in whole or in part, in the order of maturity selected by the Municipality, on a stated redemption date and on any date thereafter. If certain maturities of the Bonds are subject to such optional redemption, then 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 such Bond stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Bonds will be redeemed in \$5,000 multiples in accordance with Sections 9 and 10 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.

If the Bond Purchase Agreement specifies that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption, then the Bonds maturing on such dates shall be subject to mandatory sinking fund redemption at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on April 1 of the years (each a "**Sinking Fund Redemption Date**"), and in the respective principal amounts (subject to reduction as provided in the immediate preceding sentence), as set forth in the Bond Purchase Agreement and consistent with Section 4 hereof.

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 amount 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 optional 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 optional 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 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.

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 thereof 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 optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional 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 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 on any date when there shall be insufficient money in the Interest and Principal Account and the Earnings Account. Notwithstanding the foregoing, to effect the Refunding an additional account shall be created within the Special Redemption Fund with the name “**2025 Escrow Account**”. Funds held in the 2025 Escrow Account shall be used to pay the redemption price of the Refunded Bonds on the Redemption Date. Any balance remaining in the 2025 Escrow Account after the Redemption Date shall be transferred to the Earnings Account.
- (d) Storm Water System Surplus Fund (the “**Surplus Fund**”), which shall be used for the purposes described in Section 19 of this resolution.

Money in any of the Funds and 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 and Accounts 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 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 Bond Counsel) 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.

Until all Bonds and Parity Bonds, if any, have been retired, 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 and Accounts 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 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” 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 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. 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 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 but shall not be permitted to reduce the amount otherwise required to be paid into said funds.
- (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 Bonds or Parity 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 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 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, 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 not enter into any contract with any person or persons which would cause any Outstanding Bonds, that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes, 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, 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 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 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 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.

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 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) 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 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 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 sending 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.

Each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized to receive final pricing information from the Bond Purchaser for the sale of the Bonds on behalf of the Municipality on a date deemed to be most advantageous to the Municipality by such Authorized Officers for the sale of the Bonds; provided, however, that such date shall not be later than December 17, 2025. The Authorized Officer shall reject the pricing information if it does not comply with the parameters set forth in Section 4 of this resolution.

Subject to the terms of this resolution, each Authorized Officer, acting alone on behalf of the Municipality, is hereby authorized and directed to award 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, such award to be evidenced by and effected by the execution by an Authorized Officer of the Bond Purchase Agreement. If the Bond Purchase Agreement signed and presented by the Bond Purchaser complies with the parameters set forth in this resolution, then an Authorized Officer is also hereby authorized and directed (i) to approve and accept the Bond Purchase Agreement, (ii) to sign the Bond Purchase Agreement in the Municipality's name, and (iii) 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. Redemption of Refunded Bonds.

Subject to the parameters set forth in Section 4, 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. 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.; Transfers

- (a) The proceeds from the sale of the Bonds shall be disbursed as follows:
 - (i) Any accrued interest shall be deposited into the Interest and Principal Account of the Special Redemption Fund.
 - (ii) Any contingency or rounding amount shall be deposited in the Interest and Principal Account of the Special Redemption Fund and used to pay interest on the Bonds.
 - (iii) The remaining proceeds of the sale of the Bonds being the amount necessary to effect the Refunding as set forth in the Bond Purchase Agreement, subject to the parameters in Section 4, shall be deposited into the 2025 Escrow Account of the Special Redemption Fund and used as described in Section 18(c) hereof.

- (b) Any amount in the Reserve Account, 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 of the Special Redemption Fund.

Section 28. Official Statement.

The Municipal Officers, the Financial Officer, and the officers of the Municipality's sewer utility (in consultation with the Bond Purchaser), are each hereby authorized to cause a preliminary offering document for the Bonds (the "**Preliminary Official Statement**") to be prepared and distributed prior to the sale of the Bonds and the execution of the Bond Purchase Agreement. The Municipal Officers and the Financial Officer are hereby authorized, on behalf of the Municipality, to approve the form of Preliminary Official Statement and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement upon request.

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 the form of the Preliminary Official Statement and shall include the final terms of the Bonds as set forth in the Bond Purchase Agreement. 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 conclusively evidences 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, that part of the prior action is hereby rescinded, except that this section shall not be interpreted as rescinding any part of the Prior Resolutions.

Section 34. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution.

Section 35. Effective Date.

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

Adopted: August 6, 2025

Approved: August ____, 2025

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

No. R-____ Registered
\$ _____

STORM WATER SYSTEM REVENUE REFUNDING BOND, SERIES 2025

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
_____%	April 1, 20__	_____, 2025	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, until the Principal Amount has been paid, beginning on [April 1, 2026]. 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 \$ _____, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the Municipality pursuant to Article XI, Section 3 of the Wisconsin Constitution and Section 66.0621 of the Wisconsin Statutes, and acts supplementary thereto.

This Bond, together with interest hereon, is payable in lawful money of the United States of America, together with the Municipality’s outstanding (i) \$13,190,000 Storm Water System Revenue Refunding Bonds, Series 2012, dated August 8, 2012, (ii) \$6,440,000

Storm Water System Revenue Bonds, Series 2013, dated August 7, 2013, (iii) \$3,450,000 Storm Water Revenue Bonds, Series 2014, dated September 10, 2014, (iv) \$9,425,000 Storm Water Revenue Refunding Bonds, Series 2015, dated October 28, 2015, (v) \$14,935,000 Storm Water System Revenue Refunding Bonds, Series 2016, dated October 4, 2016, (vi) \$5,000,000 Storm Water System Revenue Bonds, Series 2017, dated October 2, 2017, (vii) \$3,000,000 Storm Water System Revenue Bonds, Series 2018, dated August 6, 2018, and (viii) \$2,965,000 Storm Water System Revenue Bonds, Series 2020, dated August 6, 2020 (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 August 6, 2025 (the “**2025 Resolution**”). The 2025 Resolution is entitled “A Resolution Authorizing and Providing for the Issuance and Establishing the Parameters for the Sale of Not to Exceed \$8,800,000 Storm Water System Revenue Refunding Bonds, Series 2025, and All Related Details”. Reference is hereby made to the 2025 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 funds transfer, or by check of the Fiscal Agent sent by first class mail,

to the person or entity 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, 20__ are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, in the order of maturity selected by the Municipality, on April 1, 20__ and on any date thereafter. The redemption price will be 100% of the principal amount redeemed plus accrued interest to the redemption date, and no premium will be paid. If payment of a Bond called for redemption has been made or provided for, then interest on the Bond stops accruing on the stated redemption date. If less than all outstanding Bonds are redeemed, then the Bonds will be redeemed in \$5,000 multiples as described below[, and if a portion, but not all, of a maturity that is subject to mandatory partial redemptions by operation of a sinking fund (as described below) is being redeemed, then the Municipality will select the amounts to be redeemed on future Sinking Fund Redemption Dates (as defined below) that are reduced as a result of the partial redemption].

[The Bonds maturing on April 1 in the years 20__ and 20__ (collectively, the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity dates, by operation of a sinking fund. On the following redemption dates (each a “**Sinking Fund Redemption Date**”) the Municipality will redeem the following principal amounts (subject to reduction as provided in the immediately preceding paragraph) of the Term Bonds:

Term Bonds Maturing April 1, 20__

Sinking Fund Redemption Date (April 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__	,000
20__ (Stated Maturity)	,000

Term Bonds Maturing April 1, 20__

Sinking Fund Redemption Date (April 1)	Principal Amount To be Redeemed
20__	\$,000
20__	,000
20__	,000
20__ (Stated Maturity)	,000]

[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 optional 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 optional redemption date.

If on any date 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 thereof 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 optional redemption may be revoked by sending a notice by first class mail not less than 15 days prior to the proposed optional 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: _____, 2025

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 REFUNDING BOND SALE

On August 6, 2025, pursuant to Section 66.0621 of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Appleton, Wisconsin (the "City") authorized the borrowing of money and authorized certain City officials to enter into a purchase contract relating to said borrowing. On _____, 2025 the City entered into a purchase contract with a purchaser to whom the City agreed to sell its storm water system revenue refunding bonds in the principal amount of \$ _____. It is anticipated that the closing of the bonds will be held on or about _____, 2025. 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(2) of the Wisconsin Statutes, which provides that (i) an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice, and (ii) the notice may not be published until after the issuer has entered into a contract for sale of the bond or other financing.

Publication Date: _____, 2025 /s/ Amy Molitor
City Clerk

CERTIFICATIONS BY CLERK

I, Amy Molitor, 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 Issuance and Establishing the Parameters for the Sale of Not to Exceed \$8,800,000 Storm Water System Revenue Bonds, Series 2025, and All Related Details

I further certify as follows:

1. **Meeting Date.** On August 6, 2025, a meeting of the Governing Body was held beginning at ____ p.m.
2. **Posting.** On August ____, 2025 (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 ____, 2025 (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 August __, 2025, 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 August ____, 2025.

Clerk

[SEAL]



CITY OF APPLETON

Department of Parks & Recreation

1819 East Witzke Blvd.

Appleton, WI 54911

p: 920-832-3919

f: 920-993-3103

www.appleton.org

TO: Finance Committee

FROM: Dean R. Gazza

DATE: July 21, 2025

RE: Action: Approve a contract to RJM Construction for construction services for a contract of \$828,500 plus 10% for contingency not-to-exceed \$911,350.

On July 1st bid(s) were opened for construction services for the renovation of the Community & Economic Development department. Though four general contractors took out bid documents only one contractor submitted a bid. The bid received is within budget, therefore we are requesting approval to issue a contract to allow work to be completed by the end of this year.

Bid – RJM Construction \$828,500. The budget includes \$1.3 million which includes furniture and professional services. We anticipate the total project budget to be below our total budget upon completion.

A responsible 10% contingency is being requested to cover an unforeseen circumstances.

Please contact me at 832-5572 or at dean.gazza@appletonwi.gov with any questions.



DEPARTMENT OF
UTILITIES

Department of Utilities
Wastewater Treatment Plant
2006 East Newberry Street
Appleton, WI 54915
p: 920-832-5945
f: 920-832-5949

www.appleton.org/government/utilities

MEMORANDUM

Date: July 16, 2025
To: Chairperson Brad Firkus and Members of the Finance Committee
From: Chris Stempa, Utilities Director
CC: Ryan Rice, Utilities Deputy Director
Kelli Rindt, Enterprise Fund Accounting Manager
Subject: **Information: Change Orders #5, #6, and #7 to Staab Construction contract as part of the AWWTP Phase 2 Belt Filter Press Equipment Upgrades Project totaling \$74,137 resulting in a decrease in contingency from \$100,811 to \$26,674**

BACKGROUND:

On June 24, 2024 Common Council approved a contract for the Appleton Wastewater Treatment Plant (AWWTP) Phase 2 Belt Filter Press Equipment Upgrades Project to Staab Construction in the amount of \$4,627,000 with 4.65% contingency of \$215,119 for a project total not to exceed \$4,842,119. The change order tasks summarized within Table 1 represent work added to the original contract scope of work (per Section IV P of the Procurement and Contract Management Policy) or deleted from, which alters the original contract amount.

CHANGE ORDER #5

Change Order #5 reflects the labor and material costs to fabricate and install an additional high pressure spray bar system that will facilitate bidirectional flow through the permeable mesh belt associated with each new Belt Filter Press (BFP). This change is intended to enhance cleaning and promote extended operation requiring less frequent acid wash events which are required to remove calcium carbonate formation. The additional costs are to custom fabricate and install guards and protective bellows at strategic locations on BFP #1 and #2. These equipment additions are intended to mitigate filtrate mist and the subsequent formation of calcium carbonate scale on the outside of the BFPs. The total change order cost was \$42,779.

CHANGE ORDER #6

Change Order #6 reflects the labor and material costs to install four Vega pressure sensors on the polymer injection rings to provide remote monitoring and data logging capabilities. The costs of this change order include rigid conduit, electrical wiring, and system integration. The total change order cost was \$18,778.

CHANGE ORDER #7

Change Order #7 reflects the labor and material costs to install gravity backdraft dampers on two existing exhaust fans that were formally associated with the decommissioned Zimpro Wet Air Oxidation process (\$2,519). The new HVAC equipment pad required the relocation of two drain lines in first floor air handling room (\$5,368). A credit has been applied to the contract for the Owner directed request to not insulate or paint new PVC vent lines (- \$4,873). This change order also includes the costs for masonry repair surrounding an existing drain line (\$669) and the costs to fabricate 316L SST washwater collection pans (\$8,897) on BFP #1 and #2. The total change order cost was \$12,580.

Table 1: Change Order (CO) Summary

CO#	Cost	Description
CO#1	\$29,457	Replace existing beam smoke detector with linear heat wire fire protection system because of conflicts with new HVAC ductwork.
CO#2	\$28,148	Demo unused fiberglass-reinforced plastic bulk chemical storage tanks, concrete tank bases, concrete secondary containment walls, pumps, and nonfunctional HVAC system within the former dewatering chemical room.
CO#3	\$17,946	Install four pressure sensors with local analog pressure indication (\$13,616) on sludge feed pipes; install two stainless steel wash sink in former Operator office rooms (\$3,507); and install fire hose connection on BFP platform for future maintenance cleaning activities.
CO#4	\$38,757	Demo the existing polymer make-down systems and install new Polydyne Inc. manufactured units. Costs also include electrical and controls integration for SCADA connectivity.
CO#5	\$42,779	BFP #1 and #2 custom fabrication of additional high pressure spray bars to facilitate bidirectional flow for belt washing, filtrate mist guards and protective bellows.
CO#6	\$18,778	Install four Vega pressure sensors to polymer injection rings (includes conduit, electrical, and system integration).
CO#7	\$12,580	Provide gravity backdraft dampers for exhaust fans EF-7 & EF-9 (\$2,519). Credit for not Insulating/painting PVC vent lines (- \$4,873). Masonry repair surrounding an existing drain line (\$669). Fabricate 316L SST washwater collection pans (\$8,897). Relocate drain lines in first floor air handling room (\$5,368)
Total	\$188,445	

If you have any questions or require additional information regarding this project, please contact Chris Stempa at 920-832-5945.



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

Department of Utilities
Wastewater Treatment Plant
2006 E Newberry Street
Appleton, WI 54915-3128
920-832-5945 tel.
920-832-5949 fax

MEMORANDUM

To: Chairperson Brad Firkus and Members of the Finance Committee

From: Chris Stempa, Utilities Director

CC: Kelli Rindt, Enterprise Fund Accounting Manager

Date: July 10, 2025

Re: Information: Change Orders #3, #4, and #5 to August Winter and Sons, Inc. contract as part of the AWWTP Grit System & Raw Sludge Pump Replacement Project totaling \$16,050 resulting in a decrease in contingency from \$38,377 to \$22,327

BACKGROUND:

On September 6, 2023 Common Council approved a contract for the Appleton Wastewater Treatment Plant (AWWTP) Grit System & Raw Sludge Pump Replacement Project in the amount of \$573,355 with 10% contingency of \$57,336 for a project total not to exceed \$630,691. The change order tasks described below represent work added to the original contract scope of work (per Section IV P of the Procurement and Contract Management Policy) or deleted from, which alters the original contract amount.

CHANGE ORDER #3

Change Order #3 reflects labor, material, and equipment costs to remove the existing primary sludge plunger pump #3 and demolish the existing concrete base then construct a new concrete base and install the new plunger pump. Total cost was \$16,885.

CHANGE ORDER #4

Change Order #4 reflects the labor and material costs to reorientate the new raw sludge pump to match existing piping configuration. Total cost was \$1,326.

CHANGE ORDER #5

Change Order #5 reflects a credit to the contract for not coating the new concrete pump base. Total contract deduct was -\$2,161.

The final payment authorization will be submitted in conjunction with the Change Order #5 contract deduct. All project work has been successfully completed with formal contract closeout occurring after the final payment is issued to August Winter and Sons. Please contact me at 920-832-5945 if you have any questions or require additional information regarding this project.



DEPARTMENT OF
UTILITIES

Department of Utilities
Wastewater Treatment Plant
2006 East Newberry Street
Appleton, WI 54915
p: 920-832-5945
f: 920-832-5949

www.appletonwi.gov/government/utilities

MEMORANDUM

To: Chairperson Brad Firkus and Members of the Finance Committee

From: Chris Stempa, Utilities Director

CC: Kelli Rindt, Enterprise Fund Accounting Manager

Date: July 10, 2025

Subject: Information: Change Orders #2 and #3 to Sabel Mechanical as part of the AWWTP Mix Liquor Channel Blower Replacement Project totaling \$18,581.61 resulting in a decrease in contingency from \$43,856.81 to \$25,275.20

BACKGROUND:

On June 19, 2024 Common Council approved a contract for the Appleton Wastewater Treatment Plant (AWWTP) AWWTP Mix Liquor Channel Blower Replacement Project to Sabel Mechanical, in the amount of \$392,100 with 15% contingency of \$58,815 for a project total not to exceed \$450,915. The change order tasks described below represents work added to the original contract scope of work (per Section IV P of the Procurement and Contract Management Policy) or deleted from, which alters the original contract amount.

CHANGE ORDER #2

Change Order #2 reflects labor, material, and equipment costs to remove the existing discharge air header check valves and the addition of pipe spool sections (\$5,021.68). Suction pipe relocation deduct (\$1,213). Total cost is \$3,808.68.

CHANGE ORDER #3

Change Order #3 reflects labor, material, and equipment costs to replace a section of buried 10-inch diameter high pressure aeration piping. The excavation to expose and remove the corroded pipe section extends to a depth of at least 8 feet below grade. Total cost is \$14,772.93.

Please contact me at 920-832-5945 if you have any questions or require additional information regarding this project or the change order request.

**FINANCE DEPARTMENT
MID-YEAR REVIEW**

All figures through June 30, 2025

Significant 2024 Events:

- Managed logistics of multiple staffing vacancies and leaves during the year including coverage schedules, training, and supporting staff.
- Completed the 2025 budget and tax billing process.
- Reviewed scheduled Wastewater Rate increase during the budget process to determine possible adjustments to the 2025 planned increase.
- Continued tracking funding sources and costs related to COVID-19 and ARPA funding.
- Completed required quarterly reports for COVID-19 & ARPA grants.
- Completed issuance of 2024 GO debt notes.
- Continued implementation of the Utility Billing module of the ERP system.
- Continued implementation of the Enterprise Asset Management (EAM) module of the ERP system.

Significant 2025 Events:

- Continued working with the auditors on the 2024 annual audit.
- Completed annual required reports with the State and PSC.
- Continued implementation process for the Utility Billing module of the ERP system.
- Completed implementation process for Enterprise Asset Management (EAM) module in ERP system.
- Began the process to issue \$10.9 million of G.O. notes, \$3 million in Water revenue bonds and \$12.6 million in Wastewater revenue bonds.
- Began reviewing the option to refund available Water and Stormwater revenue bonds for possible cost savings.
- Began process for Water rate study.
- Completed required reports for ARPA grant.
- Managed logistics of multiple staffing vacancies and leaves during the year including coverage schedules, training, and supporting staff.
- Continue to evaluate funding options for replacement of private side lead service and address PSC requirements.

Major objectives for the remainder of 2025:

- Complete implementation process for the Utility Billing module of the ERP system.
- Complete 2024 annual audit.
- Complete the 2026 budget and related tax billing process.
- Complete issuance of GO notes and Water and Wastewater revenue bonds.
- Continue to monitor and report ARPA grant.

Budget Performance Summary

<u>Program</u>	<u>Actual</u>	<u>Budget</u>	<u>%</u>
Administration	72,111	156,176	46.2
Customer Service	27,545	107,745	25.6
Support Service	<u>364,518</u>	<u>730,670</u>	<u>49.9</u>
Total	<u>464,174</u>	<u>994,591</u>	<u>46.7</u>

LEGAL and ADMINISTRATIVE SERVICES DEPARTMENT
MID-YEAR REVIEW

All figures through June 30, 2025

Significant 2025 Events:

The Legal and Administrative Services Department has been engaged in a number of matters through the first half of 2025. Below are some of the highlights for the first half of the year:

City Attorney's Office

- As of June 30, represented the City in traffic and ordinance related matters in 2025, including 3,003 scheduled initial court appearances and 1,306 hearings and trials.
- Worked cooperatively with City staff on multiple acquisitions including acquiring a blighted strip of abandoned property along the river using the eminent domain process and assisting with the negotiation, purchase, closing, and drafting of a use agreement for the Summer Street Lift Station parcel.
- Assisted the Community Development and Public Works departments with the drafting and negotiation of several development agreements, provided counsel regarding proposed projects including the Thrivent development, Transit Center project and others, and provided advice and guidance to facilitate resolution of contractual issues.
- Assisted with the preparation and processing of three annexations to the City.
- Assisted AFD with the preparation, coordination and execution of multiple automatic aid agreements with other jurisdictions.
- Drafted or assisted in amending or creating more than 92 ordinances.
- In just under the first six months of 2025, the Attorney's Office processed over 117 new agreements/contracts. This can include negotiation, preparation of the contract document, circulation for signatures, tracking, and distribution.
- Provided officers and staff of the Appleton Police Department with research results, written legal guidance as well as assisted APD officers to address legal questions on multiple occasions.

City Clerk's Office

- Implemented new procedures related to the updated Special Events policy including a new application process, fee schedule, and charge-back procedure.
- Worked with internal and external stakeholders to prepare and execute several Special Event Service agreements for historic or high-attendance special events.
- Finished a multi-year review of documents and records held by the City Clerk's Office to determine adherence to retention requirements. This improved our organization of documents and has allowed for more efficiency in record retrieval.
- Developed new procedures for managing alcohol license renewals, resulting in improved methods of processing of applications and fewer establishments failing to submit prior to the renewal deadline.
- Successfully completed the necessary license renewals by processing applications and issuing licenses for 192 alcohol license holders, 60 cigarette, tobacco, and vape license holders and 284 operator license holders.
- Successfully administered the Spring Primary Election and Spring Election, including

preparing and sending out over 11,000 absentee ballots.

- Improved the election night returns check-in procedures to increase security and ensure accuracy to facilitate an efficient reconciliation process the following day.

Areas of Primary Concentration for the remainder of 2025:

- We will continue working with other departments in the City to ensure that City projects run smoothly and there is no delay in project completions.
- The City Attorney’s Office will continue to vigorously defend the City of Appleton in actions filed against the City of Appleton and work closely with outside counsel to manage external litigation.
- The City Clerk’s Office will begin preparations for the next election cycle, including completing an analysis of our current electronic poll book inventory to identify upgrade and repair needs.
- The City Clerk’s Office will continue our maintenance of voter records, complying with the State of Wisconsin 4-year maintenance procedures, as well as conducting thorough reviews of outdated voter registration applications to identify records that have exceeded retention requirements.
- The City Clerk’s Office will implement a new mail processing system to lower costs and increase staff efficiency.

Budget Performance Summary

ORG	ACCOUNT DESCRIPTION	ORIGINAL APPROP	REVISED BUDGET	YTD ACTUAL	% USED
14510	Administration	\$410,081	\$410,081	\$194,228.79	47.40%
14521	Litigation	\$214,283	\$214,283	\$97,925.08	45.70%
14530	Recordkeeping	\$119,167	\$119,167	\$53,702.22	45.10%
14540	Licensing	-\$256,230	-\$256,230	-\$205,464.40	80.20%
14550	Elections	\$200,195	\$200,195	\$97,828.47	48.90%
14560	Mail/Copy Services	\$190,434	\$190,434	\$111,150.45	58.40%
	Revenue Total	-\$314,000	-\$314,000	-\$234,148.51	74.60%
	Expense Total	\$1,191,930	\$1,191,930	\$583,519.12	49.00%
	Grand Total	\$877,930	\$877,930	\$349,370.61	39.80%