

CITY OF PRINCETON
SPECIAL CITY COUNCIL MEETING
COUNCIL CHAMBERS – 431 W. MAIN STREET
FRIDAY, JUNE 10, 2016
9:00 A.M.

1. CALL TO ORDER AND ROLL CALL.
2. PLEDGE OF ALLEGIANCE.
3. APPROVAL OF AGENDA
4. CONSENT CALENDAR
 - A. Licenses for Approval
 - 1) Operator's License Renewals – See attached sheet with listing (7/1/2016-6/30/2017)
5. NEW BUSINESS
 - A. Farmer Street Reconstruction Project
 1. Approval of the Safe Drinking Water Loan Documents
Authorization of Mayor and Clerk to sign loan documents as required
Approval of Resolution # 2016-05 authorizing the issuance and sale of up to \$225,449 Water System Revenue Bonds Series 2016, and providing for other details and covenants with respect thereto, and approval of related \$563,624 Financial Assistance Agreement
 2. Approval of the Clean Water Fund Loan Documents
Authorization of Mayor and Clerk to sign loan document as required
Approval of Resolution # 2016-06 authorizing the issuance and sale of up to \$254,759 Sewer System Revenue Bonds Series 2016 and providing for other details and covenants with respect thereto, and approval of related \$289,559 Financial Assistance Agreement
6. ADJOURN

The meeting room is accessible to all. Requests from persons with disabilities who need assistance to participate in this meeting should be made to the Administrator's office at 920.295.6612 with as much advance notice as possible. The City now offers digital audio recording equipment for records purposes. If you have any questions please contact the City Clerk.

This agenda is for convenience purposes only and may not represent the most current version. If you require a copy of the official version of the agenda, please contact the City Clerk at 920.295.6612. All published meeting agendas of the Princeton Common Council are subject to changes.

2016-2017 OPERATORS LICENSES

The following have made applications for operator's licenses in the City of Princeton,
Green Lake County, granting of which is now pending.

Applications are noted by name and location of premises.

VFW

Vernon C Calbaum
Kathryn M Menting
Barbara A Stampnick

Stars and Strikes

Bonnie J Walker

CITY OF PRINCETON

Mayor
Charlie Wielgosh

531 S Fulton Street · Princeton, Wisconsin 54968
920-295-6612 · Fax: 920-295-3441

City Alderpersons

Dave Bednarek
Mary Ernest
Patti Garro
Dan Kallas
Jasper Kallenbach
Lara Roehl

An equal opportunity/affirmative action employer

City Administrator
Mary Lou Neubauer

COUNCIL REPORT

To: City Mayor, Common Council
From: Mary Lou Neubauer, City Administrator/Clerk/Treasurer
Date: June 10, 2016
RE: Farmer Street Documents

The two resolutions are for the DNR loans.

The loan documents will be based on the following breakdown, however the funding draws and ultimate ending loan balance MAY vary.

- 1) Clean Water Loan \$254,759. Included in this loan amount is approximately \$46,691 of costs which the City has already paid (initial design and engineering)
 - We have the ability to reimburse ourselves for costs associated with Plans and Specifications. Although it is listed as an eligible expense in the Project Budget, it is not required that we take this reimbursement – end result/net loan \$208,067
- 2) Safe Drinking Water Loan \$225,449. Included in this loan is approximately \$45,602 of costs which the City has already paid (initial design and engineering)
 - We have the ability to reimburse ourselves for costs associated with Plans and Specifications. Although it is listed as an eligible expense in the Project Budget, it is not required that we take this reimbursement - end result/net loan \$179,848
- 3) CDBG Grant is \$500,000.
- 4) The City has funds which we have set aside as well that will be utilized.
Being the Clean Water Fund loan carries an interest rate of 2.1% this would be the fund that we would draw a lesser amount on.

EXHIBIT A
Water
PROJECT BUDGET SHEET SUMMARY

CITY OF PRINCETON
SDWLP Project No. 5427-02

	Total Project Costs	Ineligible SDWLP Costs (A)	SDWLP Eligible Costs	SDWLP Fundable Amount for this Project (C)	Principal Forgiveness Amount	Net SDWLP Loan Amount
Force Account	\$7,500	\$5,500	\$2,000	\$2,000	\$0	\$2,000
Interim Financing Costs	0	0	0	0	0	0
Engineering Report Preparation	2,000	1,000	1,000	1,000	0	1,000
Plans/Specifications Preparation	131,329	85,727	45,602	45,602	0	45,602
Land or Easement Acquisition	0	0	0	0	0	0
Engineering/Construction Mgmt.	157,100	91,033	66,067	66,067	0	66,067
Construction/Equipment	1,002,415	588,839	413,576	413,576	338,175	75,401
Contingency	50,121	29,442	20,679	20,679	0	20,679
Miscellaneous Costs	22,619	14,419	8,200	8,200	0	8,200
SDWLP Closing Costs	13,000	6,500	6,500	6,500	0	6,500
TOTAL	\$1,386,084	\$822,460	\$563,624	\$563,624	\$338,175	\$225,449

A = Municipal Internal funds or other grant funding will cover ineligible SDWLP costs.
 B = Eligible SDWLP costs paid with municipal Internal funds or other non-SDWLP loan funds.
 C = This amount is calculated before deducting funding provided from non-SDWLP sources.

↑
Maximum loan

Water

Princeton City of , Wisconsin
Project # 5427-02 Safe Drinking Water Loan Program
Loan Closing Date: June 22, 2016

Exhibit B-1

<u>Payment Date</u>	<u>Principal Payment</u>	<u>Interest Rate</u>	<u>Interest Payment</u>	<u>Principal & Interest</u>	<u>Bond Year Debt Service</u>	<u>Calendar Year Debt Service</u>
1-Nov-16		0.990%	799.78	799.78		799.78
1-May-17	10,248.81	0.990%	1,115.97	11,364.78	12,164.56	
1-Nov-17		0.990%	1,065.24	1,065.24		12,430.02
1-May-18	10,350.27	0.990%	1,065.24	11,415.51	12,480.75	
1-Nov-18		0.990%	1,014.01	1,014.01		12,429.52
1-May-19	10,452.74	0.990%	1,014.01	11,466.75	12,480.76	
1-Nov-19		0.990%	962.27	962.27		12,429.02
1-May-20	10,556.22	0.990%	962.27	11,518.49	12,480.76	
1-Nov-20		0.990%	910.01	910.01		12,428.50
1-May-21	10,660.73	0.990%	910.01	11,570.74	12,480.75	
1-Nov-21		0.990%	857.24	857.24		12,427.98
1-May-22	10,766.27	0.990%	857.24	11,623.51	12,480.75	
1-Nov-22		0.990%	803.95	803.95		12,427.46
1-May-23	10,872.85	0.990%	803.95	11,676.80	12,480.75	
1-Nov-23		0.990%	750.13	750.13		12,426.93
1-May-24	10,980.49	0.990%	750.13	11,730.62	12,480.75	
1-Nov-24		0.990%	695.78	695.78		12,426.40
1-May-25	11,089.20	0.990%	695.78	11,784.98	12,480.76	
1-Nov-25		0.990%	640.88	640.88		12,425.86
1-May-26	11,198.98	0.990%	640.88	11,839.86	12,480.74	
1-Nov-26		0.990%	585.45	585.45		12,425.31
1-May-27	11,309.85	0.990%	585.45	11,895.30	12,480.75	
1-Nov-27		0.990%	529.46	529.46		12,424.76
1-May-28	11,421.82	0.990%	529.46	11,951.28	12,480.74	
1-Nov-28		0.990%	472.93	472.93		12,424.21
1-May-29	11,534.90	0.990%	472.93	12,007.83	12,480.76	
1-Nov-29		0.990%	415.83	415.83		12,423.66
1-May-30	11,649.09	0.990%	415.83	12,064.92	12,480.75	
1-Nov-30		0.990%	358.17	358.17		12,423.09
1-May-31	11,764.42	0.990%	358.17	12,122.59	12,480.76	
1-Nov-31		0.990%	299.93	299.93		12,422.52
1-May-32	11,880.89	0.990%	299.93	12,180.82	12,480.75	
1-Nov-32		0.990%	241.12	241.12		12,421.94
1-May-33	11,998.51	0.990%	241.12	12,239.63	12,480.75	
1-Nov-33		0.990%	181.73	181.73		12,421.36
1-May-34	12,117.30	0.990%	181.73	12,299.03	12,480.76	
1-Nov-34		0.990%	121.75	121.75		12,420.78
1-May-35	12,237.26	0.990%	121.75	12,359.01	12,480.76	
1-Nov-35		0.990%	61.17	61.17		12,420.18
1-May-36	12,358.40	0.990%	61.17	12,419.57	12,480.74	12,419.57
Totals	225,449.00		23,849.85	249,298.85	249,298.85	249,298.85
			Net Interest Rate	0.9900%		
			Bond Years	2,409.0752		
			Average Life	10.6857		

The above schedule assumes full disbursement of the loan on the loan closing date.
 27-May-16 Wisconsin Department of Administration

RESOLUTION NO. 2016-05

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$225,449 WATER SYSTEM REVENUE BONDS, SERIES 2016,
AND PROVIDING FOR OTHER DETAILS AND
COVENANTS WITH RESPECT THERETO

WHEREAS, the City of Princeton, Green Lake County, Wisconsin (the "Municipality") owns and operates a water system (the "System") which is operated for a public purpose as a public utility by the Municipality; and

WHEREAS, the Municipality has heretofore issued and sold its Joint Water and Electric System Revenue Refunding Bonds, dated December 1, 2002 (the "2002 Bonds") pursuant to a resolution adopted by the Governing Body (the "2002 Resolution"), which are payable from a pledge of revenues of the System; and

WHEREAS, the Municipality has also heretofore issued and sold its Water System Mortgage Revenue Bonds, dated April 26, 2007 (the "2007 Bonds") pursuant to a resolution adopted by the Governing Body on April 10, 2007 (the "2007 Resolution"), which are payable from a pledge of revenues of the Water System and are further secured by a mortgage lien on the Water System; and

WHEREAS, the 2002 Bonds and the 2007 Bonds shall be referred to collectively as the "Senior Bonds" and the 2002 Resolution and the 2007 Resolution shall be referred to collectively as the "Senior Resolutions"; and

WHEREAS, certain improvements to the System are necessary to meet the needs of the Municipality and the residents thereof, consisting of the construction of a project (the "Project") assigned Safe Drinking Water Loan Program Project No. 5427-02 by the Department of Natural Resources, and as described in the Department of Natural Resources approval letter for the plans and specifications of the Project, or portions thereof, issued under Section 281.41, Wisconsin Statutes, assigned No. W-2013-0424 and dated July 10, 2013 by the DNR; and

WHEREAS, under the provisions of Chapter 66, Wisconsin Statutes any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, operating and managing a public utility from the proceeds of bonds, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees; and

WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell water system revenue bonds of the Municipality payable solely from the revenues of the System, pursuant to the provisions of Section 66.0621, Wisconsin Statutes, to pay the cost of the Project; and

WHEREAS, other than the Senior Bonds, no bonds or obligations payable from the revenues of the System are now outstanding.

NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

- (a) "Act" means Section 66.0621, Wisconsin Statutes;
- (b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Bonds;
- (c) "Bonds" means the \$225,449 Water System Revenue Bonds, Series 2016, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;
- (d) "Bond Year" means the twelve-month period ending on each May 1;
- (e) "Current Expenses" means the reasonable and necessary costs of operating, maintaining, administering and repairing the System, including salaries, wages, costs of materials and supplies, insurance and audits, but shall exclude depreciation, debt service, tax equivalents and capital expenditures;
- (f) "Debt Service Fund" means the Water System Mortgage Revenue Bond and Interest Special Redemption Fund of the Municipality, which shall be the "special redemption fund" as such term is defined in the Act;
- (g) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Bonds are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;
- (h) "Fiscal Year" means the twelve-month period ending on each December 31;
- (i) "Governing Body" means the Common Council, or such other body as may hereafter be the chief legislative body of the Municipality;
- (j) "Gross Earnings" means the gross earnings of the System, including earnings of the System derived from water charges imposed by the Municipality, all payments to the Municipality under any service agreements between the Municipality and any contract users of the System, and any other monies received from any source including all rentals and fees and any special assessments levied and collected in connection with the Project;
- (k) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;
- (l) "Municipality" means the City of Princeton, Green Lake County, Wisconsin;

(m) "Net Revenues" means the Gross Earnings of the System after deduction of Current Expenses;

(n) "Parity Bonds" means bonds payable from the revenues of the System other than the Bonds but issued on a parity and equality with the Bonds pursuant to the restrictive provisions of Section 11 of this Resolution;

(o) "Project" means the Project described in the preamble to this Resolution. All elements of the Project are to be owned and operated by the Municipality as part of the System as described in the preamble hereto;

(p) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date;

(q) "Senior Bonds" means the 2002 Bonds and the 2007 Bonds, collectively;

(r) "Senior Resolutions" means the 2002 Resolution and the 2007 Resolution, collectively;

(s) "System" means the entire water system of the Municipality specifically including that portion of the Project owned by the Municipality and including all property of every nature now or hereafter owned by the Municipality for the extraction, collection, treatment, storage and distribution of water, including all improvements and extensions thereto made by the Municipality while any of the Bonds and Parity Bonds remain outstanding, including all real and personal property of every nature comprising part of or used or useful in connection with such water system and including all appurtenances, contracts, leases, franchises, and other intangibles;

(t) "2002 Bonds" means the Municipality's Joint Water and Electric System Revenue Refunding Bonds, dated December 1, 2002;

(u) "2002 Resolution" means a resolution adopted by the Governing Body authorizing the issuance of the 2002 Bonds;

(v) "2007 Bonds" means the Municipality's Water System Mortgage Revenue Bonds, dated April 26, 2007; and

(w) "2007 Resolution" means a resolution adopted by the Governing Body on April 10, 2007, authorizing the issuance of the 2007 Bonds.

Section 2. Authorization of the Bonds and the Financial Assistance Agreement. For the purpose of paying the cost of the Project (including legal, fiscal, engineering and other expenses), there shall be borrowed on the credit of the income and revenue of the System up to the sum of \$225,449; and fully registered revenue bonds of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Safe Drinking Water Loan Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference and the Mayor and City Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement.

Section 3. Terms of the Bonds. The Bonds shall be designated "Water System Revenue Bonds, Series 2016" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 0.990% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and in the Bond form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Bonds shall be payable commencing on November 1, 2016 and semiannually thereafter on May 1 and November 1 of each year. The Bonds shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

The schedule of maturities of the Bonds is found to be such that the amount of annual debt service payments is reasonable in accordance with prudent municipal utility practices.

Section 4. Form, Execution, Registration and Payment of the Bonds. The Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Bonds shall be executed in the name of the Municipality by the manual signatures of the Mayor and City Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Bonds shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Bonds shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Bond will be payable upon presentation and surrender of the Bond to the Bond Registrar. Payment of principal on the Bond (except the final maturity) and each installment of interest shall be made to the registered owner of each Bond who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by check or draft of the Municipality and mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Debt Service Fund hereinafter created and established, and shall be a valid claim of the registered owner or owners thereof only against such Debt Service Fund and the revenues of the System pledged to such fund, junior and subordinate to the pledge granted to the holders of the Senior Bonds. Sufficient revenues are hereby pledged to said Debt Service Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Senior Bonds, the Bonds and any Parity Bonds as the same becomes due.

Section 6. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the System, and to secure the payment of the

principal of and interest on the Senior Bonds, the Bonds and Parity Bonds, certain funds of the System which were created and established in the resolution authorizing the issuance of the 2002 Bonds are hereby continued and shall be used solely for the following respective purposes:

- (a) Water System Operation and Maintenance Fund (the "Operation and Maintenance Fund"), which shall be used for the payment of Current Expenses.
- (b) Water System Mortgage Revenue Bond and Interest Special Redemption Fund (the "Debt Service Fund"), which shall be used for the payment of the principal of, premium, if any, and interest on, the Senior Bonds, the Bonds and Parity Bonds as the same becomes due.
- (c) Water System Depreciation Fund (the "Depreciation Fund"), which shall be used to provide a proper and adequate depreciation account for the System and to serve as a reserve account for the Senior Bonds. To the extent the Depreciation Fund serves as a reserve account for the Senior Bonds, said funds are not pledged to the payment of the principal of or interest on the Bonds and moneys on deposit therein shall under no circumstances be used to pay principal of or interest on the Bonds.

Section 7. Application of Revenues. After the delivery of the Bonds, the Gross Earnings of the System shall be transferred monthly to the funds listed below in the following order of priority and in the manner set forth below:

- (a) to the Operation and Maintenance Fund, in an amount equal to the estimated Current Expenses for such month and for the following month (after giving effect to available amounts in said Fund from prior deposits);
- (b) to the Debt Service Fund, an amount equal to one-sixth (1/6) of the next installment of interest coming due on the Senior Bonds, the Bonds and any Parity Bonds then outstanding and an amount equal to one-twelfth (1/12) of the installment of principal of the Senior Bonds, the Bonds and any Parity Bonds coming due during such Bond Year (after giving effect to available amounts in said Fund from accrued interest, any premium or any other source); and
- (c) to the Depreciation Fund, an amount determined by the Governing Body to be sufficient to provide a proper and adequate depreciation account for the System and the amounts required by the Senior Resolution to fund the reserve account for the Senior Bonds.

Transfers to the Operation and Maintenance Fund, the Debt Service Fund and the Depreciation Fund shall be made monthly not later than the tenth day of each month, and such transfer shall be applicable to monies on deposit as of the last day of the month preceding. Any other transfers and deposits to any fund required or permitted by subsection (a) through (c) of this Section, except transfers or deposits which are required to be made immediately or annually, shall be made on or before the tenth day of the month. Any transfer or deposit required to be made at the end of any Fiscal Year shall be made within sixty (60) days after the close of such

Fiscal Year. If the tenth day of any month shall fall on a day other than a business day, such transfer or deposit shall be made on the next succeeding business day.

It is the express intent and determination of the Governing Body that the amounts deposited in the Debt Service Fund shall be sufficient in any event to pay the interest on the Senior Bonds, the Bonds and any Parity Bonds as the same accrues and the principal thereof as the same matures.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on, first, the Senior Bonds and, next, the Bonds and any Parity Bonds as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34, Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes. The other funds herein created (except the Water System SDWLP Project Fund) may be combined in a single account in a public depository selected in the manner set forth above and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes.

Section 9. Service to the Municipality. The reasonable cost and value of services rendered to the Municipality by the System by furnishing water services for public purposes shall be charged against the Municipality and shall be paid in monthly installments as the service accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the System; that is to say, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. The reasonable cost and value of such service to the Municipality in each year shall be equal to an amount which, together with other revenues of the System, will produce in each Fiscal Year Net Revenues equivalent to not less than the annual principal and interest requirements on the Senior Bonds, the Bonds, any Parity Bonds and any other obligations payable from the revenues of the System then outstanding, times the greater of (i) 110% or (ii) the highest debt service coverage ratio required with respect to any obligations payable from revenues of the System then outstanding. However, such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if applicable, (b) yearly appropriations therefor, and (c) applicable levy limitations, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of the services rendered to the Municipality and its inhabitants or to make any subsequent payment over and above such reasonable cost and value.

Section 10. Operation of System; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Bonds, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 11. Additional Bonds. The Bonds are issued on a basis junior and subordinate to the Senior Bonds as to the pledge of revenues of the System. No bonds or obligations payable

out of the revenues of the System may be issued in such manner as to enjoy priority over the Bonds. Additional obligations may be issued if the lien and pledge is junior and subordinate to that of the Bonds. Parity Bonds may be issued only under the following circumstances:

(a) Additional Parity Bonds may be issued for the purpose of completing the Project and for the purpose of financing costs of the Project which are ineligible for payment under the State of Wisconsin Safe Drinking Water Loan Program. However, such additional Parity Bonds shall be in an aggregate amount not to exceed 20% of the face amount of the Bonds; or

(b) Additional Parity Bonds may also be issued if all of the following conditions are met:

(1) The Net Revenues of the System for the Fiscal Year immediately preceding the issuance of such additional bonds must have been in an amount at least equal to the maximum annual interest and principal requirements on all bonds outstanding payable from the revenues of the System, and on the bonds then to be issued, times the greater of (i) 1.10 or (ii) the highest debt service coverage ratio to be required with respect to the Additional Parity Bonds to be issued or any other obligations payable from the revenues of the System then outstanding. Should an increase in permanent rates and charges, including those made to the Municipality, be properly ordered and made effective during the Fiscal Year immediately prior to the issuance of such additional bonds or during that part of the Fiscal Year of issuance prior to such issuance, then Net Revenues for purposes of such computation shall include such additional revenues as an independent certified public accountant, consulting professional engineer or the Wisconsin Public Service Commission may certify would have accrued during the prior Fiscal Year had the new rates been in effect during that entire immediately prior Fiscal Year.

(2) The payments required to be made into the funds enumerated in Section 6 of this Resolution must have been made in full.

(3) The additional bonds must have principal maturing on May 1 of each year and interest falling due on May 1 and November 1 of each year.

(4) The proceeds of the additional bonds must be used only for the purpose of providing extensions or improvements to the System, or to refund obligations issued for such purpose.

Section 12. Sale of Bonds. The sale of the Bonds to the State of Wisconsin Safe Drinking Water Loan Program for the purchase price of up to \$225,449 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Bonds as hereinabove provided, necessary to conclude delivery of the Bonds to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Bonds shall be paid upon requisition therefor as provided in the Financial Assistance Agreement, and the officers of the Municipality

are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Bonds.

Section 13. Application of Bond Proceeds. The proceeds of the sale of the Bonds shall be deposited by the Municipality into a special fund designated as "Water System SDWLP Project Fund." The Water System SDWLP Project Fund shall be used solely for the purpose of paying the costs of the Project as more fully described in the preamble hereof and in the Financial Assistance Agreement. Moneys in the Water System SDWLP Project Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 14. Amendment to Resolution. After the issuance of any of the Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from to time, amend this Resolution without the consent of any of the owners of the Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Bonds then outstanding, exclusive of Bonds held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of revenues derived from the System or the maturity of any Bond issued hereunder, or a reduction in the rate of interest on any Bond, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Bond to which the change is applicable.

Section 15. Defeasance. When all Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The Municipality may discharge all Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Bonds to its maturity or, at the Municipality's option, if said Bond is prepayable to any prior date upon which it may be called for redemption, and to pay and redeem the principal amount of each such Bond at maturity, or at the Municipality's option, if said Bond is prepayable, at its earliest redemption date, with the premium required for such redemption, if any, provided that notice of the redemption of all prepayable Bonds on such date has been duly given or provided for.

Section 16. Rebate Fund. Unless the Bonds are exempt from the rebate requirements of the Internal Revenue Code of 1986, as amended (the "Code"), the Municipality shall establish and maintain, so long as the Bonds and any Parity Bonds are outstanding, a separate account to be known as the "Rebate Fund." The sole purpose of the Rebate Fund is to provide for the payment of any rebate liability with respect to the Bonds under the relevant provisions of the Code and the Treasury Regulations promulgated thereunder (the "Regulations"). The Rebate

Fund shall be maintained by the Municipality until all required rebate payments with respect to the Bonds have been made in accordance with the relevant provisions of the Code and the Regulations.

The Municipality hereby covenants and agrees that it shall pay to the United States from the Rebate Fund, at the times and in the amounts and manner required by the Code and the Regulations, the portion of the "rebate amount" (as defined in Section 1.148-3(b) of the Regulations) that is due as of each "computation date" (within the meaning of Section 1.148-3(e) of the Regulations). As of the date of this Resolution, the provisions of the Regulations specifying the required amounts of rebate installment payments and the time and manner of such payments are contained in Sections 1.148-3(f) and (g) of the Regulations, respectively. Amounts held in the Rebate Fund and the investment income therefrom are not pledged as security for the Bonds or any Parity Bonds and may only be used for the payment of any rebate liability with respect to the Bonds.

The Municipality may engage the services of accountants, attorneys or other consultants necessary to assist it in determining the rebate payments, if any, owed to the United States with respect to the Bonds. The Municipality shall maintain or cause to be maintained records of determinations of rebate liability with respect to the Bonds for each computation date until six (6) years after the retirement of the last of the Bonds. The Municipality shall make such records available to the State of Wisconsin upon reasonable request therefor.

Section 17. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Bonds, and after issuance of any of the Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 14, until all of the Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 18. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Safe Drinking Water Loan Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Safe Drinking Water Loan Program may require, in order that securities issued by the Municipality and the State of Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 19. Conflicting Resolutions. All ordinances, resolutions (other than the Senior Resolutions), or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage. In case of any conflict between this Resolution and the Senior Resolutions, the Senior Resolutions shall control as long as any of the respective Senior Bonds are outstanding.

Passed: June 10, 2016

Approved: June 10, 2016

Leonard C. Wielgosh
Mayor

Attest:

Mary Lou Neubauer
City Clerk

EXHIBIT A
PROJECT BUDGET SHEET SUMMARY

Sumner

CITY OF PRINCETON
CWFP Project No. 4149-04

	Total Project Costs	Ineligible CWFP Costs (A)	CWFP Eligible Costs	Eligible CWFP Costs Paid With Municipal or Non-CWFP Loan Funds (B)	CWFP Fundable Amount for this Project (C)	FSP Principal Forgiveness Amount (D)	Net CWFP Loan Amount
Force Account	\$7,500	\$2,000	\$5,500	\$0	\$5,500	\$3,300	\$2,200
Interim Financing Costs	0	0	0	0	0	0	0
Facility Plan Preparation	2,000	1,000	1,000	0	1,000	0	1,000
Plans/Specifications/Preparation	131,329	62,138	69,191	0	69,191	22,500	46,691
Land or Easement Acquisition	0	0	0	0	0	0	0
Engineering/Construction Mgmt.	157,100	89,861	67,239	0	67,239	0	67,239
Construction/Equipment	1,002,415	577,992	424,423	319,934	104,489	0	104,489
Contingency	50,121	28,900	21,221	0	21,221	0	21,221
Miscellaneous Costs	22,619	8,200	14,419	0	14,419	9,000	5,419
CWFP Closing Costs	13,000	6,500	6,500	0	6,500	0	6,500
TOTAL	\$1,386,084	\$776,591	\$609,493	\$319,934	\$289,559	\$34,800	\$254,759.00

A = Municipal internal funds or other grant funding will cover ineligible CWFP costs.
 B = Eligible CWFP costs paid with municipal internal funds or other non-CWFP loan funds.
 C = This amount is calculated before deducting funding provided from non-CWFP sources.
 D = Fiscal Sustainability (FSP) Principal Forgiveness (PF) amount approved is \$34,800, which was calculated as (100% of \$30,000 plus 60% of \$8,000).
 Refer to Exhibit F for additional explanation.

Sumner



Princeton City of, Wisconsin
 Project # 4149-04 Clean Water Fund Program
 Loan Closing Date:

Exhibit B-1

June 22, 2016

<u>Payment Date</u>	<u>Principal Payment</u>	<u>Interest Rate</u>	<u>Interest Payment</u>	<u>Principal & Interest</u>	<u>Bond Year Debt Service</u>	<u>Calendar Year Debt Service</u>
1-Nov-16		2.100%	1,917.06	1,917.06		1,917.06
1-May-17	10,381.04	2.100%	2,674.97	13,056.01	14,973.07	
1-Nov-17		2.100%	2,565.97	2,565.97		15,621.98
1-May-18	10,599.05	2.100%	2,565.97	13,165.02	15,730.99	
1-Nov-18		2.100%	2,454.68	2,454.68		15,619.70
1-May-19	10,821.62	2.100%	2,454.68	13,276.30	15,730.98	
1-Nov-19		2.100%	2,341.05	2,341.05		15,617.35
1-May-20	11,048.88	2.100%	2,341.05	13,389.93	15,730.98	
1-Nov-20		2.100%	2,225.04	2,225.04		15,614.97
1-May-21	11,280.91	2.100%	2,225.04	13,505.95	15,730.99	
1-Nov-21		2.100%	2,106.59	2,106.59		15,612.54
1-May-22	11,517.80	2.100%	2,106.59	13,624.39	15,730.98	
1-Nov-22		2.100%	1,985.65	1,985.65		15,610.04
1-May-23	11,759.68	2.100%	1,985.65	13,745.33	15,730.98	
1-Nov-23		2.100%	1,862.18	1,862.18		15,607.51
1-May-24	12,006.63	2.100%	1,862.18	13,868.81	15,730.99	
1-Nov-24		2.100%	1,736.11	1,736.11		15,604.92
1-May-25	12,258.77	2.100%	1,736.11	13,994.88	15,730.99	
1-Nov-25		2.100%	1,607.39	1,607.39		15,602.27
1-May-26	12,516.21	2.100%	1,607.39	14,123.60	15,730.99	
1-Nov-26		2.100%	1,475.97	1,475.97		15,599.57
1-May-27	12,779.05	2.100%	1,475.97	14,255.02	15,730.99	
1-Nov-27		2.100%	1,341.79	1,341.79		15,596.81
1-May-28	13,047.40	2.100%	1,341.79	14,389.19	15,730.98	
1-Nov-28		2.100%	1,204.79	1,204.79		15,593.98
1-May-29	13,321.40	2.100%	1,204.79	14,526.19	15,730.98	
1-Nov-29		2.100%	1,064.92	1,064.92		15,591.11
1-May-30	13,601.15	2.100%	1,064.92	14,666.07	15,730.99	
1-Nov-30		2.100%	922.10	922.10		15,588.17
1-May-31	13,886.77	2.100%	922.10	14,808.87	15,730.97	
1-Nov-31		2.100%	776.29	776.29		15,585.16
1-May-32	14,178.40	2.100%	776.29	14,954.69	15,730.98	
1-Nov-32		2.100%	627.42	627.42		15,582.11
1-May-33	14,476.14	2.100%	627.42	15,103.56	15,730.98	
1-Nov-33		2.100%	475.42	475.42		15,578.98
1-May-34	14,780.14	2.100%	475.42	15,255.56	15,730.98	
1-Nov-34		2.100%	320.23	320.23		15,575.79
1-May-35	15,090.53	2.100%	320.23	15,410.76	15,730.99	
1-Nov-35		2.100%	161.78	161.78		15,572.54
1-May-36	15,407.43	2.100%	161.78	15,569.21	15,730.99	15,569.21
Totals	254,759.00		59,102.77	313,861.77	313,861.77	313,861.77
			Net Interest Rate	2.1000%		
			Bond Years	2,814.4159		
			Average Life	11.0474		

The above schedule assumes full disbursement of the loan on the loan closing date.
 01-Jun-16 Wisconsin Department of Administration

RESOLUTION NO. 2016-06

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$254,759 SEWER SYSTEM REVENUE BONDS, SERIES 2016,
AND PROVIDING FOR OTHER DETAILS AND
COVENANTS WITH RESPECT THERETO

WHEREAS, the City of Princeton, Green Lake County, Wisconsin (the "Municipality") owns and operates a sewer system (the "System") which is operated for a public purpose as a public utility by the Municipality; and

WHEREAS, the Municipality has heretofore issued and sold its Sewer System Mortgage Revenue Bonds, dated May 26, 2004 (the "2004 Bonds") pursuant to a resolution adopted by the Governing Body on May 11, 2004 (the "2004 Resolution"), which are payable from a pledge of revenues of the System; and

WHEREAS, the Municipality has also heretofore issued and sold its Sewer System Mortgage Revenue Bonds, dated April 26, 2007 (the "2007 Bonds") pursuant to a resolution adopted by the Governing Body on April 10, 2007 (the "2007 Resolution"), which are payable from a pledge of revenues of the Sewer System and are further secured by a mortgage lien on the Sewer System; and

WHEREAS, the 2004 Bonds and the 2007 Bonds shall be referred to collectively as the "Senior Bonds" and the 2004 Resolution and the 2007 Resolution shall be referred to collectively as the "Senior Resolutions"; and

WHEREAS, certain improvements to the System are necessary to meet the needs of the Municipality and the residents thereof, consisting of the construction of a project (the "Project") assigned Clean Water Fund Program Project No. 4149-04 by the Department of Natural Resources, and as described in the Department of Natural Resources approval letter for the plans and specifications of the Project, or portions thereof, issued under Section 281.41, Wisconsin Statutes, assigned No. S-2013-0332 and dated July 2, 2013 by the DNR; and

WHEREAS, under the provisions of Chapter 66, Wisconsin Statutes any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, operating and managing a public utility from the proceeds of bonds, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees; and

WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell sewer system revenue bonds of the Municipality payable solely from the revenues of the System, pursuant to the provisions of Section 66.0621, Wisconsin Statutes, to pay the cost of the Project; and

WHEREAS, other than the Senior Bonds, no bonds or obligations payable from the revenues of the System are now outstanding.

NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

- (a) "Act" means Section 66.0621, Wisconsin Statutes;
- (b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Bonds;
- (c) "Bonds" means the \$254,759 Sewer System Revenue Bonds, Series 2016, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;
- (d) "Bond Year" means the twelve-month period ending on each May 1;
- (e) "Current Expenses" means the reasonable and necessary costs of operating, maintaining, administering and repairing the System, including salaries, wages, costs of materials and supplies, insurance and audits, but shall exclude depreciation, debt service, tax equivalents and capital expenditures;
- (f) "Debt Service Fund" means the Sewer System Mortgage Revenue Bond and Interest Special Redemption Fund of the Municipality, which shall be the "special redemption fund" as such term is defined in the Act;
- (g) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Bonds are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;
- (h) "Fiscal Year" means the twelve-month period ending on each December 31;
- (i) "Governing Body" means the Common Council, or such other body as may hereafter be the chief legislative body of the Municipality;
- (j) "Gross Earnings" means the gross earnings of the System, including earnings of the System derived from sewer charges imposed by the Municipality, all payments to the Municipality under any wastewater treatment service agreements between the Municipality and any contract users of the System, and any other monies received from any source including all rentals and fees and any special assessments levied and collected in connection with the Project;
- (k) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;
- (l) "Municipality" means the City of Princeton, Green Lake County, Wisconsin;

(m) "Net Revenues" means the Gross Earnings of the System after deduction of Current Expenses;

(n) "Parity Bonds" means bonds payable from the revenues of the System other than the Bonds but issued on a parity and equality with the Bonds pursuant to the restrictive provisions of Section 11 of this Resolution;

(o) "Project" means the Project described in the preamble to this Resolution. All elements of the Project are to be owned and operated by the Municipality as part of the System as described in the preamble hereto;

(p) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date;

(q) "Senior Bonds" means the 2004 Bonds and the 2007 Bonds, collectively;

(r) "Senior Resolutions" means the 2004 Resolution and the 2007 Resolution, collectively;

(s) "System" means the entire sewer system of the Municipality specifically including that portion of the Project owned by the Municipality and including all property of every nature now or hereafter owned by the Municipality for the collection, transmission, treatment and disposal of domestic and industrial sewerage and waste, including all improvements and extensions thereto made by the Municipality while any of the Bonds and Parity Bonds remain outstanding, including all real and personal property of every nature comprising part of or used or useful in connection with such sewer system and including all appurtenances, contracts, leases, franchises, and other intangibles;

(t) "2004 Bonds" means the Municipality's Sewer System Mortgage Revenue Bonds, dated May 26, 2004;

(u) "2004 Resolution" means a resolution adopted by the Governing Body on May 11, 2004, authorizing the issuance of the 2004 Bonds;

(v) "2007 Bonds" means the Municipality's Sewer System Mortgage Revenue Bonds, dated April 26, 2007; and

(w) "2007 Resolution" means a resolution adopted by the Governing Body on April 10, 2007, authorizing the issuance of the 2007 Bonds.

Section 2. Authorization of the Bonds and the Financial Assistance Agreement. For the purpose of paying the cost of the Project (including legal, fiscal, engineering and other expenses), there shall be borrowed on the credit of the income and revenue of the System up to the sum of \$254,759; and fully registered revenue bonds of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Clean Water Fund Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference and the Mayor and City Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement.

Section 3. Terms of the Bonds. The Bonds shall be designated "Sewer System Revenue Bonds, Series 2016" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 2.100% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and in the Bond form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Bonds shall be payable commencing on November 1, 2016 and semiannually thereafter on May 1 and November 1 of each year. The Bonds shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

The schedule of maturities of the Bonds is found to be such that the amount of annual debt service payments is reasonable in accordance with prudent municipal utility practices.

Section 4. Form, Execution, Registration and Payment of the Bonds. The Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Bonds shall be executed in the name of the Municipality by the manual signatures of the Mayor and City Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Bonds shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Bonds shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Bond will be payable upon presentation and surrender of the Bond to the Bond Registrar. Payment of principal on the Bond (except the final maturity) and each installment of interest shall be made to the registered owner of each Bond who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by check or draft of the Municipality and mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Debt Service Fund hereinafter created and established, and shall be a valid claim of the registered owner or owners thereof only against such Debt Service Fund and the revenues of the System pledged to such fund, junior and subordinate to the pledge granted to the holders of the Senior Bonds. Sufficient revenues are hereby pledged to said Debt Service Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Senior Bonds, the Bonds and any Parity Bonds as the same becomes due.

Section 6. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the System, and to secure the payment of the principal of and interest on the Senior Bonds, the Bonds and Parity Bonds, certain funds of the System which were created and established in the resolution authorizing the issuance of the Bonds issued November 30, 1993, are hereby continued and shall be used solely for the following respective purposes:

- (a) Sewer System Operation and Maintenance Fund (the "Operation and Maintenance Fund"), which shall be used for the payment of Current Expenses.
- (b) Sewer System Mortgage Revenue Bond and Interest Special Redemption Fund (the "Debt Service Fund"), which shall be used for the payment of the principal of, premium, if any, and interest on, the Senior Bonds, the Bonds and Parity Bonds as the same becomes due.
- (c) Sewer System Depreciation Fund (the "Depreciation Fund"), which shall be used to provide a proper and adequate depreciation account for the System and to serve as a reserve account for the Senior Bonds. To the extent the Depreciation Fund serves as a reserve account for the Senior Bonds, said funds are not pledged to the payment of the principal of or interest on the Bonds and moneys on deposit therein shall under no circumstances be used to pay principal of or interest on the Bonds.

Section 7. Application of Revenues. After the delivery of the Bonds, the Gross Earnings of the System shall be transferred monthly to the funds listed below in the following order of priority and in the manner set forth below:

- (a) to the Operation and Maintenance Fund, in an amount equal to the estimated Current Expenses for such month and for the following month (after giving effect to available amounts in said Fund from prior deposits);
- (b) to the Debt Service Fund, an amount equal to one-sixth (1/6) of the next installment of interest coming due on the Senior Bonds, the Bonds and any Parity Bonds then outstanding and an amount equal to one-twelfth (1/12) of the installment of principal of the Senior Bonds, the Bonds and any Parity Bonds coming due during such Bond Year (after giving effect to available amounts in said Fund from accrued interest, any premium or any other source); and
- (c) to the Depreciation Fund, an amount determined by the Governing Body to be sufficient to provide a proper and adequate depreciation account for the System and the amounts required by the Senior Resolution to fund the reserve account for the Senior Bonds.

Transfers to the Operation and Maintenance Fund, the Debt Service Fund and the Depreciation Fund shall be made monthly not later than the tenth day of each month, and such transfer shall be applicable to monies on deposit as of the last day of the month preceding. Any other transfers and deposits to any fund required or permitted by subsection (a) through (c) of this Section, except transfers or deposits which are required to be made immediately or annually,

shall be made on or before the tenth day of the month. Any transfer or deposit required to be made at the end of any Fiscal Year shall be made within sixty (60) days after the close of such Fiscal Year. If the tenth day of any month shall fall on a day other than a business day, such transfer or deposit shall be made on the next succeeding business day.

It is the express intent and determination of the Governing Body that the amounts deposited in the Debt Service Fund shall be sufficient in any event to pay the interest on the Senior Bonds, the Bonds and any Parity Bonds as the same accrues and the principal thereof as the same matures.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on, first, the Senior Bonds and, next, the Bonds and any Parity Bonds as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34, Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes. The other funds herein created (except the Sewer System CWFPP Project Fund) may be combined in a single account in a public depository selected in the manner set forth above and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes.

Section 9. Service to the Municipality. The reasonable cost and value of services rendered to the Municipality by the System by furnishing sewer services for public purposes shall be charged against the Municipality and shall be paid in monthly installments as the service accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the System; that is to say, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. The reasonable cost and value of such service to the Municipality in each year shall be equal to an amount which, together with other revenues of the System, will produce in each Fiscal Year Net Revenues equivalent to not less than the annual principal and interest requirements on the Senior Bonds, the Bonds, any Parity Bonds and any other obligations payable from the revenues of the System then outstanding, times the greater of (i) 110% or (ii) the highest debt service coverage ratio required with respect to any obligations payable from revenues of the System then outstanding. However, such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if applicable, (b) yearly appropriations therefor, and (c) applicable levy limitations, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of the services rendered to the Municipality and its inhabitants or to make any subsequent payment over and above such reasonable cost and value.

Section 10. Operation of System; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Bonds, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 11. Additional Bonds. The Bonds are issued on a basis junior and subordinate to the Senior Bonds as to the pledge of revenues of the System. No bonds or obligations payable out of the revenues of the System may be issued in such manner as to enjoy priority over the Bonds. Additional obligations may be issued if the lien and pledge is junior and subordinate to that of the Bonds. Parity Bonds may be issued only under the following circumstances:

(a) Additional Parity Bonds may be issued for the purpose of completing the Project and for the purpose of financing costs of the Project which are ineligible for payment under the State of Wisconsin Clean Water Fund Program. However, such additional Parity Bonds shall be in an aggregate amount not to exceed 20% of the face amount of the Bonds; or

(b) Additional Parity Bonds may also be issued if all of the following conditions are met:

(1) The Net Revenues of the System for the Fiscal Year immediately preceding the issuance of such additional bonds must have been in an amount at least equal to the maximum annual interest and principal requirements on all bonds outstanding payable from the revenues of the System, and on the bonds then to be issued, times the greater of (i) 1.10 or (ii) the highest debt service coverage ratio to be required with respect to the Additional Parity Bonds to be issued or any other obligations payable from the revenues of the System then outstanding. Should an increase in permanent rates and charges, including those made to the Municipality, be properly ordered and made effective during the Fiscal Year immediately prior to the issuance of such additional bonds or during that part of the Fiscal Year of issuance prior to such issuance, then Net Revenues for purposes of such computation shall include such additional revenues as an independent certified public accountant, consulting professional engineer or the Wisconsin Public Service Commission may certify would have accrued during the prior Fiscal Year had the new rates been in effect during that entire immediately prior Fiscal Year.

(2) The payments required to be made into the funds enumerated in Section 6 of this Resolution must have been made in full.

(3) The additional bonds must have principal maturing on May 1 of each year and interest falling due on May 1 and November 1 of each year.

(4) The proceeds of the additional bonds must be used only for the purpose of providing extensions or improvements to the System, or to refund obligations issued for such purpose.

Section 12. Sale of Bonds. The sale of the Bonds to the State of Wisconsin Clean Water Fund Program for the purchase price of up to \$254,759 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Bonds as hereinabove provided, necessary to conclude delivery of the Bonds to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Bonds shall be paid upon requisition therefor as

provided in the Financial Assistance Agreement, and the officers of the Municipality are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Bonds.

Section 13. Application of Bond Proceeds. The proceeds of the sale of the Bonds shall be deposited by the Municipality into a special fund designated as "Sewer System CWFPP Project Fund." The Sewer System CWFPP Project Fund shall be used solely for the purpose of paying the costs of the Project as more fully described in the preamble hereof and in the Financial Assistance Agreement. Moneys in the Sewer System CWFPP Project Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 14. Amendment to Resolution. After the issuance of any of the Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from time to time, amend this Resolution without the consent of any of the owners of the Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Bonds then outstanding, exclusive of Bonds held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of revenues derived from the System or the maturity of any Bond issued hereunder, or a reduction in the rate of interest on any Bond, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Bond to which the change is applicable.

Section 15. Defeasance. When all Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The Municipality may discharge all Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Bonds to its maturity or, at the Municipality's option, if said Bond is prepayable to any prior date upon which it may be called for redemption, and to pay and redeem the principal amount of each such Bond at maturity, or at the Municipality's option, if said Bond is prepayable, at its earliest redemption date, with the premium required for such redemption, if any, provided that notice of the redemption of all prepayable Bonds on such date has been duly given or provided for.

Section 16. Rebate Fund. Unless the Bonds are exempt from the rebate requirements of the Internal Revenue Code of 1986, as amended (the "Code"), the Municipality shall establish and maintain, so long as the Bonds and any Parity Bonds are outstanding, a separate account to be known as the "Rebate Fund." The sole purpose of the Rebate Fund is to provide for the payment of any rebate liability with respect to the Bonds under the relevant provisions of the Code and the Treasury Regulations promulgated thereunder (the "Regulations"). The Rebate

Fund shall be maintained by the Municipality until all required rebate payments with respect to the Bonds have been made in accordance with the relevant provisions of the Code and the Regulations.

The Municipality hereby covenants and agrees that it shall pay to the United States from the Rebate Fund, at the times and in the amounts and manner required by the Code and the Regulations, the portion of the "rebate amount" (as defined in Section 1.148-3(b) of the Regulations) that is due as of each "computation date" (within the meaning of Section 1.148-3(e) of the Regulations). As of the date of this Resolution, the provisions of the Regulations specifying the required amounts of rebate installment payments and the time and manner of such payments are contained in Sections 1.148-3(f) and (g) of the Regulations, respectively. Amounts held in the Rebate Fund and the investment income therefrom are not pledged as security for the Bonds or any Parity Bonds and may only be used for the payment of any rebate liability with respect to the Bonds.

The Municipality may engage the services of accountants, attorneys or other consultants necessary to assist it in determining the rebate payments, if any, owed to the United States with respect to the Bonds. The Municipality shall maintain or cause to be maintained records of determinations of rebate liability with respect to the Bonds for each computation date until six (6) years after the retirement of the last of the Bonds. The Municipality shall make such records available to the State of Wisconsin upon reasonable request therefor.

Section 17. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Bonds, and after issuance of any of the Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 14, until all of the Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 18. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Clean Water Fund Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Clean Water Fund Program may require, in order that securities issued by the Municipality and the State of Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 19. Conflicting Resolutions. All ordinances, resolutions (other than the Senior Resolutions), or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage. In case of any conflict between this Resolution and the Senior Resolutions, the Senior Resolutions shall control as long as any of the respective Senior Bonds are outstanding.

Passed: June 10, 2016

Approved: June 10, 2016

Leonard C. Wielgosh
Mayor

Attest:

Mary Lou Neubauer
City Clerk