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TO THE ATTACHED DISTRIBUTION LIST

**RE: \$10,000,000 City of Waukesha, Wisconsin  
Industrial Development Revenue Bonds, Series 2014  
(Production Service Company, Inc. Project)**

Greetings:

At the request of Pilot Court Partnership, LLP, a Wisconsin limited liability partnership, and/or a related entity, and/or a limited liability entity to be formed (collectively, the "Borrower"), we have prepared drafts of documents necessary for the consideration and adoption of an Initial Resolution Regarding Industrial Development Revenue Bond Financing for Production Service Company, Inc. Project (the "Initial Resolution") by the Common Council of the City of Waukesha, Wisconsin (the "City") on August 5, 2014 (with prior approval by the Finance Committee on August 5, 2014). The Borrower's project consists of financing the (i) acquisition of land, (ii) construction of an approximately 96,000 square foot manufacturing facility to be located at 827 Silvernail Road in the City of Waukesha, Wisconsin (the "Facility") to be operated by Production Service Company, Inc., a Wisconsin corporation, doing business as Oberlin Filter Company, to manufacture industrial filtration equipment, (iii) acquisition and installation of equipment at the Facility and (iv) payment of certain professional costs and costs of issuance (collectively, the "Project"), all of which would contribute to the well-being of the City.

Federal and state law requires that the authorization for such an industrial development revenue bond be done in two stages (first, the consideration of an Initial Resolution by the Common Council, and second, the consideration of a final resolution (the "Final Resolution") by the Common Council).

The Initial Resolution is not a commitment to issue bonds, but merely evidences the City's "official intent" to issue bonds pending satisfactory negotiation of the terms.

The Final Resolution to be considered by the Common Council at a future meeting will be drafted and presented to the City only after negotiations for the bond issue have been completed.

Enclosed are the following documents necessary to allow the Finance Committee and the Common Council to consider the Initial Resolution at their respective meetings on August 5, 2014:

- (1) Initial Resolution, with the form of Notice to Electors of the City of Waukesha, Wisconsin, attached as Exhibit A;
- (2) Good faith fee estimate letter required under Section 66.1103 of the Wisconsin Statutes;
- (3) Notice of Public Hearing (the so-called “TEFRA” notice); and
- (4) Notice of Intent to Obtain a Municipal Industrial Revenue Bond, which contains information regarding job estimates.

We have also enclosed a “Checklist for the City of Waukesha” and a summary of industrial development revenue bonds for informational purposes.

The following, in chronological order, are the steps necessary to issue the bonds:

1. For agenda purposes, the City Clerk should describe the Initial Resolution as follows for the Common Council meeting on August 5, 2014 meeting:

*“Consideration of an Initial Resolution Regarding Industrial Development Revenue Bond Financing for Production Service Company, Inc. Project. Information with respect to the job impact of the project will be available at the time of consideration of the Initial Resolution.”*

2. The Initial Resolution should be considered by the Common Council at its meeting on August 5, 2014. The meeting must meet the requirements of an open meeting under Sections 19.81 et seq. of the Wisconsin Statutes. Pursuant to Section 19.85 of the Wisconsin Statutes, the Common Council may not commence a meeting, subsequently convene in closed session, and reconvene in open session, unless public notice of such subsequent open session was given at the same time, and in the same manner, as the notice of the meeting convened prior to the closed session. If the Common Council proposes to go into closed session at the meeting, please contact me to discuss this issue. **A representative of the Borrower should attend the August 5, 2014 meeting to answer questions regarding the Project and provide job estimate information to the Common Council.**

Under federal regulations for cost recovery, reimbursement of the Borrower’s expenditures with bond proceeds can only occur if the Issuer adopts the Initial Resolution. This Initial Resolution may apply to expenditures made by the Borrower within sixty (60) days prior to the adoption of the Initial Resolution and, in general, the reimbursement must be made no later than three (3) years after the original expenditure.

3. On August 6, 2014 the City Clerk should call Kate L. Albrecht at our office (414-978-5516) to confirm that the Initial Resolution was adopted. Kate will publish the Notice to Electors, which is attached to the Initial Resolution as Exhibit A, in the City's local newspaper. After the notice is published, the electors of the City have thirty (30) days during which to circulate a petition for a referendum. In my personal experience, only one such referendum has ever been placed on the ballot, out of hundreds of industrial development revenue bond issues.

4. The City Clerk should mail a copy of the Initial Resolution (the Certificate by City Clerk which is attached to the Initial Resolution should be completed and signed) to Kate L. Albrecht. Kate will send a copy of the Initial Resolution, along with the date that the Notice to Electors was published, to Steven Sabatke at the Wisconsin Economic Development Corporation.

5. The federal tax law known as the Tax Equity and Fiscal Responsibility Act of 1986 ("TEFRA"), requires that this Project, which is being funded with tax-exempt bond proceeds, be the subject of a noticed public hearing called a TEFRA public hearing. These hearings provide interested individuals or parties the opportunity to testify on any matters related to such potential bond issues, including the nature and location of the Project.

Therefore, at a future date, a notice regarding the scheduled TEFRA public hearing must be published (our office will publish the Notice of Public Hearing on behalf of the City). The Notice of Public Hearing must be published no later than fourteen (14) days before the TEFRA public hearing. Our usual practice is to have the TEFRA public hearing immediately preceding the meeting at which the Final Resolution is considered by the Common Council. We will notify the City in the future to schedule the TEFRA public hearing/Final Resolution date.

6. At a future date, the Common Council will hold the TEFRA public hearing and consider the Final Resolution. A representative of the Borrower should attend the TEFRA public hearing. The Common Council meeting must meet the requirements of an open meeting under Sections 19.81 et seq. of the Wisconsin Statutes

7. After the preliminary steps outlined above have been completed, the Borrower and the Purchaser will need to negotiate the bond documents (to be prepared by Whyte Hirschboeck Dudek S.C.) in preparation for the sale of the bonds. The pricing will occur just prior to the Common Council meeting during which the Common Council will be asked to adopt the Final Resolution.

The foregoing is a brief sketch of the procedural steps that must be followed when issuing industrial development revenue bonds. The key point to remember is that the City will be considering, from a policy standpoint, whether to encourage the location of the Project in the City. By issuing the bonds, the City will give the Borrower an interest rate benefit because the bonds will be tax-exempt in the hands of the Purchaser. It must be emphasized that the City will not be liable in any way on the bonds; the bonds are special, limited obligations of the City.

*We are simultaneously delivering to the City Clerk the good faith fee estimate letter required under Section 66.1103 of the Wisconsin Statutes. A copy of this letter should be signed by Gina Kozlik and returned to us to evidence her receipt of the letter.*

*An authorized officer of the Borrower should sign the enclosed Notice of Intent to Obtain a Municipal Industrial Revenue Bond (the "Notice of Intent") and return it to me. We will send the signed Notice of Intent to the City Clerk and to Steven Sabatke at the Wisconsin Economic Development Corporation. Whoever attends the meeting on behalf of the Borrower should bring the signed Notice of Intent to the Common Council meeting on August 5, 2014.*

We are looking forward to working with everyone on this Project. Please call me with any questions or comments.

Very truly yours,

Lisa R. Lange

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