

RESOLUTION NO. _____

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$10,409,006 SEWER SYSTEM REVENUE BONDS, SERIES 2020C,
AND PROVIDING FOR OTHER DETAILS AND
COVENANTS WITH RESPECT THERETO

WHEREAS, the City of Waukesha, Waukesha County, Wisconsin (the "Municipality") owns and operates its Sewer System (the "System") which is operated for a public purpose as a public utility by the Municipality; and

WHEREAS, pursuant to Resolution No. 22-14 adopted by the Common Council of the Municipality (the "Governing Body") on March 18, 2014 (the "2014 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2014, dated April 8, 2014 (the "2014 Bonds"), which 2014 Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 43-14 adopted on June 17, 2014 (the "2014B Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2014B, dated June 25, 2014 (the "2014B Bonds"), which 2014B Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 49-15 adopted on June 16, 2015 (the "2015 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2015, dated July 8, 2015 (the "2015 Bonds"), which 2015 Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 45-16 adopted on April 19, 2016 (the "2016 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2016, dated May 10, 2016 (the "2016 Bonds"), which 2016 Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 27-17 adopted on May 2, 2017 (the "2017 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2017, dated May 23, 2017 (the "2017 Bonds"), which 2017 Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 29-18 adopted on April 17, 2018 (the "2018 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2018, dated May 8, 2018 (the "2018 Bonds"), which 2018 Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 65-18 adopted on October 16, 2018 (the "2018B Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2018B, dated October 24, 2018 (the "2018B Bonds"), which 2018B Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 19-19 adopted on April 16, 2019 (the "2019 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2019, dated May 7, 2019 (the "2019 Bonds"), which 2019 Bonds are payable from the income and revenues of the System; and

WHEREAS, pursuant to Resolution No. 2020-22 adopted on April 21, 2020 (the "2020 Resolution"), the Municipality has heretofore issued its Sewer System Revenue Bonds, Series 2020, dated May 14, 2020 (the "2020 Bonds"), which 2020 Bonds are payable from the income and revenues of the System; and

WHEREAS, the 2014 Bonds, the 2014B Bonds, the 2015 Bonds, the 2016 Bonds, the 2017 Bonds, the 2018 Bonds, the 2018B Bonds, the 2019 Bonds and the 2020 Bonds shall collectively be referred to as the "Senior Bonds"; and

WHEREAS, the 2014 Resolution, the 2014B Resolution, the 2015 Resolution, the 2016 Resolution, the 2017 Resolution, the 2018 Resolution, the 2018B Resolution, the 2019 Resolution and the 2020 Resolution shall collectively be referred to 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. 4062-07 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-2019-0868 and dated February 24, 2020 and No. S-2019-0870 and dated March 6, 2020 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 pursuant to this Resolution on a basis junior and subordinate to the Senior Bonds, 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, simultaneously with the issuance of said revenue bonds, the Municipality intends to also issue Sewer System Revenue Bonds, Series 2020B (the "2020B Bonds") on a parity with said revenue bonds in the amount of \$55,549,871; and

WHEREAS, the State of Wisconsin Clean Water Fund Program as evidenced by the Consent attached hereto as Exhibit B has provided consent to waive certain provisions of the 2014B Resolution, 2015 Resolution and 2018B Resolution with respect to said revenue bonds and the 2020B Bonds; 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 \$10,409,006 Sewer System Revenue Bonds, Series 2020C, 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 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 Waukesha, Waukesha County, Wisconsin;
- (m) "Net Revenues" means the Gross Earnings of the System after deduction of Current Expenses;
- (n) "Parity Bonds" means the 2020B Bonds and any other 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 2014 Bonds, the 2014B Bonds, the 2015 Bonds, the 2016 Bonds, the 2017 Bonds, the 2018 Bonds, the 2018B Bonds, the 2019 Bonds, the 2020 Bonds, and any other obligations issued on a parity with the Senior Bonds in the future, collectively;
- (r) "Senior Resolutions" means the 2014 Resolution, the 2014B Resolution, the 2015 Resolution, the 2016 Resolution, the 2017 Resolution, the 2018 Resolution, the 2018B Resolution, the 2019 Resolution and the 2020 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) "2014 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2014, dated April 8, 2014;
- (u) "2014 Resolution" means Resolution No. 22-14 adopted by the Governing Body on March 18, 2014 authorizing the issuance of the 2014 Bonds;
- (v) "2014B Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2014B, dated June 25, 2014;
- (w) "2014B Resolution" means Resolution No. 43-14 adopted by the Governing Body on June 17, 2014 authorizing the issuance of the 2014B Bonds;
- (x) "2015 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2015, dated July 8, 2015;

(y) "2015 Resolution" means Resolution No. 49-15 adopted by the Governing Body on June 16, 2015 authorizing the issuance of the 2015 Bonds;

(z) "2016 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2016, dated May 10, 2016;

(aa) "2016 Resolution" means Resolution No. 45-16 adopted by the Governing Body on April 19, 2016 authorizing the issuance of the 2016 Bonds;

(bb) "2017 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2017, dated May 23, 2017;

(cc) "2017 Resolution" means Resolution No. 27-17 adopted by the Governing Body on May 2, 2017 authorizing the issuance of the 2017 Bonds;

(dd) "2018 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2018, dated May 8, 2018;

(ee) "2018 Resolution" means Resolution No. 29-18 adopted by the Governing Body on April 17, 2018 authorizing the issuance of the 2018 Bonds;

(ff) "2018B Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2018B, dated October 24, 2018;

(gg) "2018B Resolution" means Resolution No. 65-18 adopted by the Governing Body on October 16, 2018 authorizing the issuance of the 2018B Bonds;

(hh) "2019 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2019, dated May 7, 2019;

(ii) "2019 Resolution" means Resolution No. 19-19 adopted by the Governing Body on April 16, 2019 authorizing the issuance of the 2019 Bonds;

(jj) "2020 Bonds" means the Municipality's Sewer System Revenue Bonds, Series 2020, dated May 14, 2020; and

(kk) "2020 Resolution" means Resolution No. 2020-22 adopted by the Governing Body on April 21, 2020 authorizing the issuance of the 2020 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 \$10,409,006; 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 2020C" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 1.760% 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, 2020 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 and on a parity with the pledge granted to the holders of the Parity 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 by the 2014 Resolution 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 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, first, the Senior Bonds, and, second, the Bonds and Parity Bonds, as the same becomes due. Neither the Reserve Account created by the 2014 Resolution within the Debt Service Fund or any Reserve Account created with respect to any future Parity Bonds is pledged to the payment of principal of or interest on the Bonds and moneys in said Reserve Accounts shall under no circumstances be used to pay principal of or interest on the Bonds.
- (c) Sewer System Depreciation Fund (the "Depreciation Fund"), which shall be used to provide a proper and adequate depreciation account for the System.
- (d) Sewer System Surplus Fund (the "Surplus Fund"), which shall first be used when necessary to meet requirements of the Operation and Maintenance Fund including the one month reserve, the Debt Service Fund, including the Reserve Accounts, and the Depreciation Fund. Any money then remaining in the Surplus Fund at the end of any Fiscal Year may be used only as permitted and in the order specified in Section 66.0811(2), Wis. Stats. Money thereafter remaining in the Surplus Fund may be transferred to any of the funds or accounts provided in this section.

Section 7. Application of Revenues. After the delivery of the Bonds, the Gross Earnings of the System shall be deposited 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 any amount required by the 2014 Resolution, 2016 Resolution, 2017 Resolution, 2018 Resolution, 2019 Resolution, 2020 Resolution or future resolutions authorizing the issuance of Senior Bonds or Parity Bonds to fund the respective Reserve Accounts;

- (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
- (d) to the Surplus Fund, any amount remaining after the monthly transfers required above have been completed.

Transfers to the Operation and Maintenance Fund, the Debt Service Fund, the Depreciation Fund and the Surplus 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 (d) 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 (including the Reserve Accounts) 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, and to meet the Reserve Requirement established in connection with the 2014 Bonds, 2016 Bonds, 2017 Bonds, 2018 Bonds, 2019 Bonds, 2020 Bonds and any other Senior Bonds issued in the future and any reserve requirement established in connection with any Parity Bonds.

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 110%. Separately, such Net Revenues shall also be equivalent to not less than the annual principal and interest requirements on the Senior Bonds and any obligations payable from the revenues of the System then outstanding (other than Bonds and Parity Bonds), times the greater of 110% or (ii) the highest debt service coverage ratio required with respect to the Senior Bonds or such other obligations payable from revenues of the System then outstanding (other than Bonds and Parity Bonds). 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 2014 Bonds, 2014B Bonds, 2015 Bonds, 2016 Bonds, 2017 Bonds, 2018 Bonds, 2018B Bonds, 2019 Bonds and 2020 Bonds as to the pledge of revenues of the System. The Bonds are issued on a parity with the 2020B Bonds as to the pledge of revenues of the System. Additional obligations may be issued on a basis senior to the Bonds and 2020B Bonds provided they are issued on a parity with all then outstanding Senior Bonds pursuant to the restrictive provisions of the resolutions authorizing such then outstanding Senior 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 1.10. Separately, such Net Revenues must also have been in an amount at least equal to the maximum annual interest and principal requirements on all Senior Bonds then outstanding and any obligations payable from revenues of the System then outstanding (other than Bonds and Parity Bonds), times the greater of 1.10 or (ii) the highest debt service coverage ratio to

be required with respect to any Senior Bonds or any other obligations payable from revenues of the System then outstanding (other than Bonds or Parity Bonds). 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 \$10,409,006 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 CWFP Project Fund." The Sewer System CWFP 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 CWFP 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 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: August 18, 2020

Approved: August 18, 2020

Shawn N. Reilly
Mayor

Attest:

Gina K. Kozlik
City Clerk

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
WAUKESHA COUNTY
CITY OF WAUKESHA

REGISTERED
\$ _____

SEWER SYSTEM REVENUE BOND, SERIES 2020C

Final
Maturity Date

May 1, 2040

Date of
Original Issue

_____, 20__

REGISTERED OWNER: STATE OF WISCONSIN CLEAN WATER FUND PROGRAM

FOR VALUE RECEIVED the City of Waukesha, Waukesha County, Wisconsin (the "Municipality") hereby acknowledges itself to owe and promises to pay to the registered owner shown above, or registered assigns, solely from the fund hereinafter specified, the principal sum of an amount not to exceed _____ DOLLARS (\$ _____) (but only so much as shall have been drawn hereunder, as provided below) on May 1 of each year commencing May 1, 2023 until the final maturity date written above, together with interest thereon (but only on amounts as shall have been drawn hereunder, as provided below) from the dates the amounts are drawn hereunder or the most recent payment date to which interest has been paid, at the rate of 1.760% per annum, calculated on the basis of a 360-day year made up of twelve 30-day months, such interest being payable on the first days of May and November of each year, with the first interest being payable on November 1, 2020.

The principal amount evidenced by this Bond may be drawn upon by the Municipality in accordance with the Financial Assistance Agreement entered by and between the Municipality and the State of Wisconsin by the Department of Natural Resources and the Department of Administration including capitalized interest transferred (if any). The principal amounts so drawn shall be repaid in installments on May 1 of each year commencing on May 1, 2023 in an amount equal to an amount which when amortized over the remaining term of this Bond plus current payments of interest (but only on amounts drawn hereunder) at One and 760/1000ths percent (1.760%) per annum shall result in equal annual payments of the total of principal and the semiannual payments of interest. The State of Wisconsin Department of Administration shall record such draws and corresponding principal repayment schedule on a cumulative basis in the format shown on the attached Schedule A.

Both principal and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. On the final maturity date, principal of this Bond shall be payable only upon presentation and surrender of this Bond at the office of the Municipal Treasurer. Principal hereof (except the final maturity) and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date and mailed from the office of the Municipal Treasurer to the person in whose name this Bond is registered at the close of business on the fifteenth day of the calendar month next preceding such interest payment date.

The Bonds shall not be redeemable prior to their maturity, except with the consent of the registered owner.

This Bond is transferable only upon the books of the Municipality kept for that purpose at the office of the Municipal Treasurer, by the registered owner in person or its duly authorized attorney, upon surrender of this Bond, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Municipal Treasurer, duly executed by the registered owner or its duly authorized attorney. Thereupon a replacement Bond shall be issued to the transferee in exchange therefor. The Municipality may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or interest hereof and for all other purposes. This Bond is issuable solely as a negotiable, fully-registered bond, without coupons, and in denominations of \$0.01 or any integral multiple thereof.

This Bond is issued for the purpose of providing for the payment of the cost of constructing improvements to the Sewer System of the Municipality, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 66.0621, Wisconsin Statutes, and a resolution adopted August 18, 2020, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$10,409,006 Sewer System Revenue Bonds, Series 2020C, and Providing for Other Details and Covenants With Respect Thereto" and is payable only from the income and revenues of the Sewer System of the Municipality (the "Utility"). The Bonds are issued on a basis junior and subordinate to the Municipality's Sewer System Revenue Bonds, Series 2014, dated April 8, 2014, Sewer System Revenue Bonds, Series 2014B, dated June 25, 2014, Sewer System Revenue Bonds, Series 2015, dated July 8, 2015, Sewer System Revenue Bonds, Series 2016, dated May 10, 2016, Sewer System Revenue Bonds, Series 2017, dated May 23, 2017, Sewer System Revenue Bonds, Series 2018, dated May 8, 2018, Sewer System Revenue Bonds, Series 2018B, dated October 24, 2018, Sewer System Revenue Bonds, Series 2019, dated May 7, 2019, and Sewer System Revenue Bonds, Series 2020, dated May 14, 2020 and on a parity with the Municipality's Sewer System Revenue Bonds, Series 2020B, dated August 26, 2020, as to the pledge of income and revenues of the Utility. This Bond does not constitute an indebtedness of said Municipality within the meaning of any constitutional or statutory debt limitation or provision.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen, and be performed precedent to and in the issuance of this Bond have existed, have happened and have been performed in due time, form and manner as required by law; and that sufficient of the income and revenue to be received by said Municipality from the operation of its

Utility 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 has caused this Bond to be signed by the signatures of its Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF WAUKESHA,
WISCONSIN

(SEAL)

By: _____
Shawn N. Reilly
Mayor

By: _____
Gina L. Kozlik
City Clerk

COPY

(Form of Assignment)

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please print or typewrite name and address, including zip code, of Assignee)

Please insert Social Security or other identifying number of Assignee

the within Bond and all rights thereunder, hereby irrevocably constituting and appointing

Attorney to transfer said Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

NOTICE: The signature of this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Signature(s) guaranteed by

SCHEDULE A

\$10,409,006

CITY OF WAUKESHA, WISCONSIN
SEWER SYSTEM REVENUE BONDS, SERIES 2020C

<u>Amount of Disbursement</u>	<u>Date of Disbursement</u>	<u>Series of Bonds</u>	<u>Principal Repaid</u>	<u>Principal Balance</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

COPY

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Principal Amount</u>
May 1, 2023	\$496,539.42
May 1, 2024	505,278.51
May 1, 2025	514,171.41
May 1, 2026	523,220.83
May 1, 2027	532,429.52
May 1, 2028	541,800.28
May 1, 2029	551,335.96
May 1, 2030	561,039.48
May 1, 2031	570,913.77
May 1, 2032	580,961.85
May 1, 2033	591,186.78
May 1, 2034	601,591.67
May 1, 2035	612,179.68
May 1, 2036	622,954.04
May 1, 2037	633,918.04
May 1, 2038	645,074.99
May 1, 2039	656,428.32
May 1, 2040	667,981.45



EXHIBIT B

STATE OF WISCONSIN
DEPARTMENT OF ADMINISTRATION

Tony Evers, Governor
Joel T. Brennan, Secretary
Brian Pahnke, Division Administrator

City of Waukesha Clean Water Fund Projects No. 4062-05 and No. 4062-07

Consent to Issue Bonds on Junior and Subordinate Basis and Agreement to Require Only 110% Coverage with Respect to Debt Service on the Bonds

WHEREAS, pursuant to resolutions adopted on June 17, 2014 and June 16, 2015 (collectively, the “Clean Water Fund Resolutions”), the City has issued its Sewer System Revenue Bonds, Series 2014B, dated June 25, 2014, its Sewer System Revenue Bonds, Series 2015, dated July 8, 2015, and its Sewer System Revenue Bonds, Series 2018B, dated October 24, 2018 (collectively, the “Clean Water Fund Bonds”); and

WHEREAS, the City also has outstanding its Sewer System Revenue Bonds, Series 2014, dated April 8, 2014, its Sewer System Revenue Bonds, Series 2016, dated May 10, 2016, its Sewer System Revenue Bonds, Series 2017, dated May 23, 2017, its Sewer System Revenue Bonds, Series 2018, dated May 8, 2018, its Sewer System Revenue Bonds, Series 2019, dated May 7, 2019, and its Sewer System Revenue Bonds, Series 2020, dated May 14, 2020 (collectively the “Publicly Offered Bonds”); and

WHEREAS, the Clean Water Fund Bonds and the Publicly Offered Bonds are issued on a parity as to the pledge of revenues of the City’s Sewer System; and

WHEREAS, the City intends to issue additional Sewer System Revenue Bonds (the “Additional Clean Water Fund Bonds”) to the State of Wisconsin Clean Water Fund Loan Program (the “State”) in order to finance Projects No. 4062-05 and No. 4062-07 (the “Projects”); and

WHEREAS, the City has requested that the State (a) permit the Additional Clean Water Fund Bonds with respect to the Projects to be issued junior and subordinate to the outstanding Clean Water Fund Bonds, and Publicly Offered Bonds, (b) permit future sewer system revenue bonds to be issued senior to the Additional Clean Water Fund Bonds, (c) waive the requirement of Section 9 of the Clean Water Fund Resolutions and any similar requirements of the Clean Water Fund Resolutions or the related Financial Assistance Agreements that the System produce in each Fiscal Year Net Revenues equivalent to not less than the annual principal and interest requirements on the Clean Water Fund Bonds, any Parity Bonds and any other obligations payable from the revenues of the System then outstanding, which would include the Additional Clean Water Fund Bonds when issued (the “Annual Debt Service Requirement”) times the highest debt service coverage ratio required with respect to any outstanding obligations payable from revenues of the System (which currently would be 125%) and (d) require only 110% coverage of the Annual Debt Service Requirement.

NOW, THEREFORE, for State (a) consents to the issuance of the Additional Clean Water Fund Bonds with respect to the Projects on a junior and subordinate basis, as described above, (b) agrees that future sewer system revenue bonds can be issued senior to the Additional Clean Water Fund Bonds pursuant to the restrictive provisions of the resolutions authorizing the issuance of the Publicly Offered Bonds and the Clean Water Fund Bonds, (c) waives the requirement that in each Fiscal Year Net Revenues of the System are equivalent to not less than the Annual Debt Service Requirement times the highest debt service coverage ratio required with respect to any obligations payable from revenues of the System and (d) agrees that only 110% coverage of the Annual Debt Service Requirement will be required.

This consent shall apply only in connection with the issuance of Additional Clean Water Fund Bonds with respect to the Projects and shall not extend to the issuance of any other additional bonds or prejudice any rights or remedies whatever that the State may have with respect to the issuance of those other additional bonds.

Dated as of August 10, 2020.

State of Wisconsin
Clean Water Fund Loan Program

ACCEPTED BY:

City of Waukesha, Wisconsin

By: _____

David Erdman
Capital Finance Director

By: _____

Mayor

Attest: _____

City Clerk