

RESOLUTION NO. 2024-09

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$7,198,734 SEWERAGE SYSTEM REVENUE BONDS, SERIES 2024,
AND PROVIDING FOR OTHER DETAILS AND
COVENANTS WITH RESPECT THERETO

WHEREAS, the City of Mauston, Juneau County, Wisconsin (the "Municipality") owns and operates a sewerage system (the "System") which is operated for a public purpose as a public utility by the Municipality; and

WHEREAS, the Municipality has heretofore issued its Sewerage System Mortgage Revenue Bonds, dated July 15, 2008 (the "2008 Bonds") pursuant to Resolution No. 2008-07 adopted by the Governing Body on June 24, 2008 (the "2008 Resolution"), which are payable from the income and revenues of the System; and

WHEREAS, the Municipality has heretofore also issued its Taxable Sewerage System Mortgage Revenue Bonds, Series 2010D (Build America Bonds - Direct Payment), dated December 16, 2010 (the "2010 Bonds") pursuant to Resolution No. 2010-24 adopted by the Governing Body on November 23, 2010 (the "2010 Resolution"), which are payable from the income and revenues of the System on parity with the 2008 Bonds; and

WHEREAS, the Municipality has heretofore also issued its Sewerage System Revenue Refunding Bonds, Series 2015B, dated April 30, 2015 (the "2015 Bonds") pursuant to Resolution No. 2015-09 adopted by the Governing Body on April 14, 2015 (the "2015 Resolution"), which are payable from the income and revenues of the System on a basis senior to the 2008 Bonds and the 2010 Bonds; and

WHEREAS, the 2008 Bonds, the 2010 Bonds and the 2015 Bonds shall collectively be referred to herein as the "Senior Bonds"; and

WHEREAS, the 2008 Resolution, the 2010 Resolution and the 2015 Resolution shall collectively be referred to herein as the "Senior Resolutions"; and

WHEREAS, the Municipality has heretofore also issued its Sewerage System Revenue Bonds, Series 2020, dated August 26, 2020 (the "2020 Bonds") pursuant to Resolution No. 2020-05 adopted by the Governing Body on August 11, 2020 (the "2020 Resolution"), which are payable from the income and revenues of the System on a basis junior and subordinate to the Senior Bonds; 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. 4413-11 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-2023-0772 and dated November 28, 2023 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 sewerage system revenue bonds of the Municipality payable solely from the revenues of the System, pursuant to the provisions of Section 66.0621, Wisconsin Statutes, on a basis junior and subordinate to the Senior Bonds and on a parity with the 2020 Bonds to pay the cost of the Project; and

WHEREAS, United States Department of Agriculture, the sole registered holder of all of the 2008 Bonds and the 2010 Bonds, has consented to the issuance of the bonds to be authorized pursuant to this Resolution on a basis junior and subordinate to the 2008 Bonds and 2010 Bonds, a copy of which consent is attached hereto as Exhibit B; and

WHEREAS, the 2020 Resolution permits the issuance of additional bonds on a parity with the 2020 Bonds upon certain conditions, and those conditions have been met; and

WHEREAS, other than the Senior Bonds and the 2020 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 \$7,198,734 Sewerage System Revenue Bonds, Series 2024, 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" or "Operation and Maintenance 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 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 sewerage 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, any tax incremental district revenues or other revenues of the Municipality pursuant to Section 9 appropriated by the Governing Body to the System, 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 Mauston, Juneau 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 2008 Bonds, the 2010 Bonds and the 2015 Bonds;

(r) "Senior Resolutions" means the 2008 Resolution, the 2010 Resolution and the 2015 Resolution;

(s) "System" means the entire sewerage 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 sewerage system and including all appurtenances, contracts, leases, franchises, and other intangibles;

(t) "2008 Bonds" means the Municipality's Sewerage System Mortgage Revenue Bonds, dated July 15, 2008;

(u) "2008 Resolution" means Resolution No. 2008-07 adopted by the Governing Body on June 24, 2008 authorizing the issuance of the 2008 Bonds;

(v) "2010 Bonds" means the Municipality's Taxable Sewerage System Mortgage Revenue Bonds, Series 2010D (Build America Bonds - Direct Payment), dated December 16, 2010;

(w) "2010 Resolution" means Resolution No. 2010-24 adopted by the Governing Body on November 23, 2010 authorizing the issuance of the 2010 Bonds;

(x) "2015 Bonds" means the Municipality's Sewerage System Revenue Refunding Bonds, Series 2015B, dated April 30, 2015;

(y) "2015 Resolution" means Resolution No. 2015-09 adopted by the Governing Body on April 14, 2015 authorizing the issuance of the 2015 Bonds;

(z) "2020 Bonds" means the Municipality's Sewerage System Revenue Bonds, Series 2020, dated August 26, 2020; and

(aa) "2020 Resolution" means Resolution No. 2020-05 adopted by the Governing Body on August 11, 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 \$7,198,734; 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 "Sewerage System Revenue Bonds, Series 2024" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 2.145% 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, 2024 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 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 electronic transfer or by check or draft of the Municipality (as directed by the registered owner) and if by check or draft, 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 continued, 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 2020 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 2020 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 2020 Bonds, the Bonds and Parity Bonds, certain funds of the System which were created and established by an ordinance adopted on May 6, 1985, and continued by the Senior Resolutions and the 2020 Resolution, and are hereby continued and shall be used solely for the following respective purposes:

(a) Operation and Maintenance Fund. Revenues in amounts sufficient to provide for the reasonable and proper operation and maintenance of the System through the payment of Operation and Maintenance Expenses shall be set aside monthly into the Sewerage System Operation and Maintenance Fund (the "Operation and Maintenance Fund").

(b) Special Redemption Fund, which is divided into:

(i) a General Special Redemption Account, after giving effect to available amounts in said account, not less than one-sixth of the interest next

coming due, plus one-twelfth of the principal next maturing for the 2015 Bonds, and any bonds issued on a parity with the 2015 Bonds; monies on deposit in the General Special Redemption Account shall be used for the payment of the principal of, premium, if any, and interest on the 2015 Bonds, and any bonds issued on a parity with the 2015 Bonds in the priority and pursuant to the terms as provided in the respective resolutions authorizing the 2015 Bonds and any bonds issued on a parity with the 2015 Bonds and this Resolution;

- (ii) a Subordinate Special Redemption Account, after giving effect to available amounts in said account, not less than one-sixth of the interest next coming due plus one-sixth of the principal next maturing for the 2008 Bonds, 2010 Bonds and any bonds issued on a parity with the 2008 Bonds and 2010 Bonds; monies on deposit in the Subordinate Special Redemption Account shall be used first to make up any deficiency in the General Special Redemption Account and thereafter for the payment of the principal of, premium, if any, and interest on the 2008 Bonds, 2010 Bonds and any bonds issued on a parity with the 2008 Bonds and 2010 Bonds as the same becomes due; and
- (iii) a Third-Lien Special Redemption Account, after giving effect to available amounts in said account, not less than one-sixth of the interest next coming due, plus one-twelfth of the principal next maturing, for the 2020 Bonds, the Bonds and any Parity Bonds; monies on deposit in the Third-Lien Special Redemption Account shall be used first to make up any deficiency in the General Special Redemption Account, next, to make up any deficiency in the Subordinate Special Redemption Account, and thereafter for the payment of principal of, premium, if any, and interest on the 2020 Bonds, the Bonds and any Parity Bonds as the same becomes due.

The Revenues so set aside for payment of the principal of and interest on the Senior Bonds, the 2020 Bonds, the Bonds and Parity Bonds shall be set apart and shall be paid into the Special Redemption Fund not later than the 10th day of each month.

Funds in the Special Redemption Fund in excess of the minimum amounts required to be paid therein may be transferred to the Surplus Fund.

(c) Reserve Account, which was established by Sections 4 of the 2008 Resolution and the 2010 Resolution shall not secure the payment of principal and interest on the 2015 Bonds, the 2020 Bonds or the Bonds.

(d) Depreciation Fund. Revenues in amounts sufficient to provide a proper and adequate depreciation account for the System shall be set aside into the Sewerage System Depreciation Fund (the "Depreciation Fund"). Revenues shall be deposited in the Depreciation Fund each month until such amount as the Governing Body may from time to time determine to constitute an adequate and reasonable depreciation account for the System (the "Depreciation

Requirement") is accumulated therein. Money in the Depreciation Fund shall be available and shall be used, whenever necessary, to restore any deficiency in the Special Redemption Fund. When the Special Redemption Fund is sufficient for its purpose, funds in the Depreciation Fund may be expended for repairs, replacements, new construction, extensions or additions to the System. Any money on deposit in the Depreciation Fund in excess of the Depreciation Requirement which is not required during the current Fiscal Year for the purposes of the Depreciation Fund, may be transferred to the Surplus Fund.

(e) Surplus Fund. Money in the Operation and Maintenance Fund shall be used to pay Operation and Maintenance Expenses as the same come due; money not immediately required for Operation and Maintenance Expenses shall be used to accumulate a reserve in the Operation and Maintenance Fund equal to estimated Operation and Maintenance Expenses for one month. Any money then available and remaining in the Operation and Maintenance Fund may be transferred to the Surplus Fund, which fund is hereby continued. Money in the Surplus Fund shall first be used when necessary to meet requirements of the Operation and Maintenance Fund, the Special Redemption Fund, the Depreciation Fund and the Reserve Account. 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 created by 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, the amounts specified in Section 6(b) above;
- (c) to the Reserve Account, the amounts required by the 2008 Resolution and 2010 Resolution;
- (d) 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
- (e) 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 Reserve Account, 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 (e) 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 2020 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 2015 Bonds, second, the 2008 Bonds and 2010 Bonds, and third, the 2020 Bonds, 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 Sewerage System CWWP 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 sewerage 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 2020 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 and on a parity with the 2020 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 a registered municipal advisor, an independent certified public accountant, consulting professional engineer or the Wisconsin Public Service Commission may calculate 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 \$7,198,734 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 "Sewerage System CWFPP Project Fund." The Sewerage 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 Sewerage 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 and the 2020 Resolution), 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 or the 2020 Resolution, the Senior Resolutions and the 2020 Resolution shall control as long as any of the respective Senior Bonds or 2020 Bonds are outstanding.

Passed: June 28, 2024

Approved: June 28, 2024

Darryl Teske
Mayor

Attest:

Daron J. Haugh
City Clerk

Votes: Ayes _____ Nays _____ Absent _____ Abstention _____

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
JUNEAU COUNTY
CITY OF MAUSTON

REGISTERED
\$ _____

SEWERAGE SYSTEM REVENUE BOND, SERIES 2024

Final
Maturity Date

May 1, 2044

Date of
Original Issue

_____, 20____

REGISTERED OWNER: STATE OF WISCONSIN CLEAN WATER FUND PROGRAM

FOR VALUE RECEIVED the City of Mauston, Juneau 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, 2026 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 2.145% 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, 2024.

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, 2026 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 Two and 145/1000ths percent (2.145%) 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 and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date (as directed by the registered owner) and if by check or draft, 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.

This Bond shall not be redeemable prior to its 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 Sewerage System of the Municipality, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 66.0621, Wisconsin Statutes, and a resolution adopted June 28, 2024, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$7,198,734 Sewerage System Revenue Bonds, Series 2024, and Providing for Other Details and Covenants With Respect Thereto" and is payable only from the income and revenues of the Sewerage System of the Municipality (the "Utility"). The Bonds are issued on a basis junior and subordinate to the Municipality's Sewerage System Mortgage Revenue Bonds, dated July 15, 2008, Taxable Sewerage System Mortgage Revenue Bonds, Series 2010D (Build America Bonds - Direct Payment), dated December 16, 2010 and Sewerage System Revenue Refunding Bonds, Series 2015B, dated April 30, 2015 and on a parity with the Municipality's Sewerage System Revenue Bonds, Series 2020, 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 MAUSTON,
WISCONSIN

(SEAL)

By: _____
Darryl Teske
Mayor

By: _____
Daron J. Haugh
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

\$7,198,734

CITY OF MAUSTON, WISCONSIN
SEWERAGE SYSTEM REVENUE BONDS, SERIES 2024

<u>Amount of Disburse- ment</u>	<u>Date of Disbursement</u>	<u>Series of Bonds</u>	<u>Principal Repaid</u>	<u>Principal Balance</u>

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Principal Amount</u>
May 1, 2026	\$310,898.22
May 1, 2027	317,566.99
May 1, 2028	324,378.80
May 1, 2029	331,336.73
May 1, 2030	338,443.90
May 1, 2031	345,703.52
May 1, 2032	353,118.86
May 1, 2033	360,693.26
May 1, 2034	368,430.13
May 1, 2035	376,332.96
May 1, 2036	384,405.30
May 1, 2037	392,650.79
May 1, 2038	401,073.16
May 1, 2039	409,676.17
May 1, 2040	418,463.73
May 1, 2041	427,439.77
May 1, 2042	436,608.36
May 1, 2043	445,973.61
May 1, 2044	455,539.74



June 10, 2024

City of Mauston
Attn: Daron Haugh
303 Mansion St
Mauston, WI 53948-1329

SUBJECT: Request for consent for subordinate 2024 Clean Water Fund loan

Dear Mr. Haugh:

We have received and reviewed your request for the City of Mauston to issue consent for a new 2024 Clean Water Fund loan from the DNR on subordinate to Rural Development's existing 2008 and 2010 sewer loans. We are pleased to inform you that this request has been approved.

A copy of the signed Application for Consent has been enclosed for your records.

The proceeds of the subordinate 2024 Clean Water Fund loan will be used for the purpose of completing upgrades and replacements to existing wastewater treatment facility. The new subordinate 2024 bond will improve the agency's security and lien position by maintaining the existing sewer system and extending its useful life.

We have reviewed SI 1782.17 (c) 1 through 7, and believe this transaction is in the governments interest, as our security position will be maintained and the liability on the sewer revenues will be manageable based on the 2024 certification of net revenues.

If you have any questions, please feel free to contact me.

Sincerely,

NATHAN BILLINGHURST

Digitally signed by NATHAN BILLINGHURST
Date: 2024.06.10 07:41:09 -05'00'

Nathan L. Billinghamurst
Community Programs Director

NB/lw

Rural Development • Wisconsin State Office
5417 Clem's Way • Stevens Point, WI 54482
Voice (715) 345-7635 • Fax (855) 731-0161

"USDA is an equal opportunity provider, employer, and lender."

UNITED STATES DEPARTMENT OF AGRICULTURE
RURAL DEVELOPMENT
FARM SERVICE AGENCY

APPLICATION FOR PARTIAL RELEASE,
SUBORDINATION, OR CONSENT

TYPE OF LOAN Direct - Sewer
(SPECIFY)

STATE WI
COUNTY Juneau
CASE NO. 58-029-000003769

The undersigned City of Mauston

(Names of Borrower and Co-Borrower)

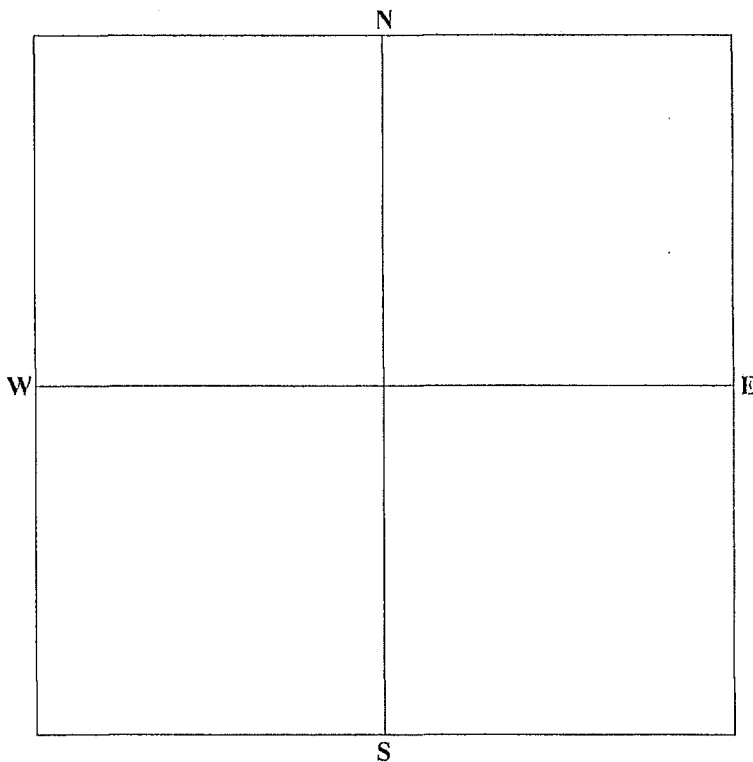
303 Mansion St. Mauston, WI. 53948

whose address (Including ZIP Code) is _____
in accordance with the terms of the security instruments held by Rural Development or the Farm Service Agency (hereafter referred to as "Agency") on their property, apply for release or subordination of the liens of said security instruments or consent to the following transaction.

City of Mauston requesting consent for a subordinate 2024 Clean Water Fund loan.

(Description)

1. Plot of Property:



2. Prior lienholders listed in order:

USDA RD Sewer loan \$2,000,000 &
Water loan \$722,200 closed
7/15/08

USDA RD Sewer loans \$1,480,000 &
\$694,000 & Water loans \$339,000 &
\$782,000 closed 2/16/10.



3. The prior lien to which subordination is
requested is to be held by:

N/A

4. The property to be leased or conveyed to:

N/A

5. Description of property to be covered by the release, subordination, or consent:

Located in the SE1/4 and the N1/2 of the fractional SW1/4, Section 18, T15N-R4E. Town of Lemonweir, Juneau County Wisconsin. Other said property runs along Hwy 12/16, south half of the south-east quarter of section seven, in Township of Fifteen, North, of Range Four, East.

6. The use to be made of the property covered by this application is:

The use of the property will not change

2024 CWF loan

7. The anticipated proceeds from this transaction are:

-Initial payment \$ \$7,198,734

-Subsequent payment(s) \$ _____

Other considerations:

If the borrower obtains a loan from another lender as a result of any subordination covered by this application, the lender must incorporate in the borrower's note a statement that the loan will be in default should any proceeds of the loan funds obtained as a result of this subordination be used for a purpose that will contribute to excessive erosion of highly erodible land or to the conversion of wetlands to produce an agricultural commodity.

N/A

8. Subject to the provisions of Paragraph 7 it is proposed to use the proceeds as follows:

The proceeds will be used to complete upgrades and replacements to our current Sewer Treatment plant, along with the replacement of already connecting items.

9. Have you or any member, stockholder, partner or joint operator of the entity borrower been convicted under Federal or State law of planting, cultivating, growing, producing, harvesting, or storing a controlled substance since December 23, 1985?

☐ Yes ☒ No

If yes, provide date of conviction and details on a separate sheet.

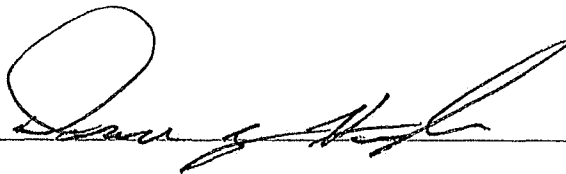
10. If this application is approved, the undersigned borrower(s) agree to comply with such terms as may be prescribed by Agency and to disposition of the proceeds as required by Agency pursuant to its regulations, including the method of applying payments to the borrower(s)' loan accounts. It is expressly understood that unless a separate written instrument of subordination or partial release is executed and delivered by Agency pursuant to this application, approval by Agency of this application will merely constitute and evidence its consent, as lienholder, to the proposed transaction without in any way subordinating its lien, releasing any of its security, modifying the payment terms of the loan, or otherwise affecting any rights of Agency.

The borrower(s) agrees that none of the funds obtained as a result of any subordination covered by this application will be used for a purpose that will contribute to excessive erosion of highly erodible land or to the conversion of wetlands to produce an agricultural commodity, as explained in Exhibit M of Subpart G of Part 1940 of Title 7 of the Code of Federal Regulations.

The loan amount will be \$7,198,734 secured by sewer system revenue bonds and funds will be used to complete upgrades and replacements to existing wastewater treatment facility.

Date 05-21-2024

Signed



(Borrower)

(Co-Borrower)

1. The proposed transaction:
- ☐ WILL ☒ WILL NOT prevent or make more difficult the successful operation of this property.
- ☐ WILL ☒ WILL NOT reduce the efficiency of the property.

2. The proposed transaction will affect the value of this property as security for the loan as follows:

Present Market Value

N/A

(a) Value of Real Estate Before

(b) Value of Real Estate After

(c) Value of Real Estate Disposed of

3. The following ☐ damages ☒ benefits will result to this property from the transaction:

Funds will be used to complete upgrades and replacements to existing wastewater treatment facility.

I hereby recommend that this application be approved and that the proceeds be applied or released as follows:

INITIAL PAYMENT

\$ _____ To extra payment on Agency loan

\$ _____ To regular payment on Agency loan

\$ _____ To borrower as regular income

\$ _____ To prior lien(s)

\$ \$7,198,734 Other (specify) 2024 CWF loan

SUBSEQUENT PAYMENTS:

\$ _____ or _____ % To extra payment on Agency loan

\$ _____ or _____ % To regular payment on Agency loan

\$ _____ or _____ % To borrower as regular income

\$ _____ or _____ % To prior lien(s)

\$ _____ Other (specify) _____

The proposed transaction is in the Governments' best interest as it will allow the City of Mauston to access loan funds to make improvements to the Utility. Those improvements will ensure the system works efficiently and will improve the USDA's security position on revenues of the system.

Date 6/6/2024

Recommended by _____

LANDIS
WUBBELS

Digitally signed

by LANDIS

WUBBELS

Date: 2024.06.06

17:19:49 -05'00'

Date 6/7/2024

☒ Approved

☐ Disapproved by

NATHAN

BILLINGHURST

Landis Wubbels, Community Programs Servicing Specialist

Digitally signed by

NATHAN BILLINGHURST

Date: 2024.06.10

07:41:52 -05'00'

Nathan Billingshurst, Community Programs Director

(Title)

UNITED STATES DEPARTMENT OF AGRICULTURE