

\$1,304,058
City of Two Rivers, Wisconsin
Taxable General Obligation Water System Promissory Notes, Series 2024

CLOSING CERTIFICATE

Gregory E. Buckley, the City Manager, and Amanda Baryenbruch, the City Clerk of the City of Two Rivers, Manitowoc County, Wisconsin (the "Municipality"), hereby certify as follows:

1. We are the duly qualified and acting City Manager and City Clerk of the Municipality and have been such at all times pertinent to the authorization and delivery of the "Taxable General Obligation Water System Promissory Notes, Series 2024" of the Municipality (the "Notes").

2. We have executed and sealed the negotiable, fully-registered Notes. The Notes are in the aggregate principal amount of \$1,304,058, are dated November 13, 2024, and are numbered from 1 upward. The Notes mature in installments of principal due on May 1 of each of the years 2026 through 2044, and bear interest at a rate of 0.250% per annum. We were duly authorized to execute the same.

3. Attached in the Closing Transcript is a true and complete copy of a resolution entitled: "Resolution Authorizing the Issuance and Sale of Up to \$1,304,058 Taxable General Obligation Water System Promissory Notes, Series 2024, and Providing for Other Details and Covenants With Respect Thereto" (the "Note Resolution"). The Note Resolution was duly adopted by the City Council of the Municipality (the "Governing Body") on October 21, 2024. The Note Resolution has not been repealed, amended or modified in any respect and remains in full force and effect today.

4. Attached in the Closing Transcript is a true and complete copy of the Certificate of Compliance with Open Meeting Law Public Notice Requirements with respect to the October 21, 2024 meeting of the Governing Body of the Municipality, evidencing compliance with Subchapter V of Chapter 19, Wisconsin Statutes.

5. Attached in the Closing Transcript is a true and complete copy of the part of the minutes of the October 21, 2024 meeting of the Governing Body wherein the Governing Body adopted the Note Resolution.

6. Attached in the Closing Transcript is a true and complete copy of a sworn affidavit from an authorized representative of the official newspaper of the Municipality, in which a notice has been published pursuant to Section 893.77, Wisconsin Statutes, regarding the adoption of the Note Resolution.

7. Attached in the Closing Transcript is a Specimen Note. The signatures of Gregory E. Buckley, the City Manager, and Amanda Baryenbruch, the City Clerk of the

Municipality, are their respective true signatures, and the seal of the Municipality appearing on the Notes is an accurate impression or facsimile of the seal of the Municipality.

8. Attached in the Closing Transcript is a true and complete copy of the Financial Assistance Agreement relating to the Notes; said Financial Assistance Agreement has not been amended or modified in any respect and remains in full force and effect today.

9. The Municipality is a duly organized and existing municipal corporation of the State of Wisconsin.

10. There are no rules or resolutions in effect which require any officer or official of the Municipality, other than the City Manager and the City Clerk of the Municipality, to execute bonds or promissory notes of the Municipality.

11. Each meeting of the Governing Body or any committee of the Municipality at which the Note Resolution was taken up was held at the place and time and called and notified in the manner routinely established by the Governing Body or such committee and proceeded in accordance with a written agenda; was notified to the public and news media and conducted in full compliance with the "open meeting" laws of the State of Wisconsin, and particularly Subchapter V, Chapter 19, Wisconsin Statutes; was held in a public, accessible place in the Municipality, with doors open at all times to the public; and no secret ballot was taken thereat; and no such meeting was commenced, subsequently convened in closed session and thereafter reconvened in open session, unless public notice of such subsequent open session was given at the same time and in the same manner as the public notice of the meeting convened prior to the closed session. All such meetings were fully lawful and in all respects in accordance with the rules of the Municipality. Each such meeting was a regular meeting or duly-called special meeting, held at the place in the Municipality, on the date and at the time and notified in the manner routinely established by rule of the Governing Body.

12. The meeting of the Governing Body was held on October 21, 2024, at which a quorum was present throughout. The Governing Body consists of nine Alderpersons. At such meeting, the Note Resolution was introduced by one of the Governing Body members in accordance with routinely established procedures of the Governing Body (all Governing Body members having full copies thereof in advance and adequate time to read and examine prior to adoption, and no member objecting); and, on motion duly made and seconded, duly adopted by the unanimous affirmative vote of the members present, upon an aye or no vote duly recorded in the Governing Body minutes.

13. The City Clerk of the Municipality has recorded a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Notes in a separate record book as required by law. This record has been available for public inspection during normal business hours at the City Clerk's office in the Municipality and no person was denied the right to inspect or duplicate it.

14. Attached in the Closing Transcript is a true and complete copy of a "Certificate of Equalized Value," furnished by the state officer authorized by law so to certify, certifying that the aggregate, full, equalized value of all the taxable property in the Municipality, as last

determined by the Wisconsin Department of Revenue pursuant to Sections 67.03 and 70.57, Wisconsin Statutes, is \$918,797,900, an amount which, to the best of our information and belief, is correct.

15. We have reviewed the Note Resolution appearing in the Closing Transcript, and to the best of our information and belief, all of the statements made therein are true and correct.

16. No petition has been filed with the Municipality protesting against issuance of the Notes, and any period for filing such a petition as permitted by law has expired.

17. No litigation is pending or, to our knowledge, threatened (i) to restrain or enjoin the issuance or delivery of any of the Notes, or (ii) in any way contesting or affecting the validity of the Notes or the Note Resolution.

18. There is no litigation pending or, to our knowledge, threatened against the Municipality or involving any of the property or assets under the control of the Municipality that involves the possibility of any judgment or uninsured liability which may result in any material adverse change in the business, properties, assets or in the condition, financial or otherwise, of the Municipality or the Water System.

19. Neither the corporate existence nor boundaries of the Municipality nor the title of its present or former officers to their respective offices is being contested, and no authority or proceedings for the issuance of the Notes have been repealed, revoked or rescinded. No petition has been filed requesting that the Notes not be issued.

20. Based on our inquiry, information and belief, no part of the funds of the Municipality or the Water System derived from the issuance and sale of the Notes shall inure to the benefit of or be distributable to any official of the Water System or of the Municipality, except for the lawful payment or compensation for services rendered and its lawful reimbursement of expenses incurred, and no loans shall be made, and no property or services shall be purchased or sold, leased or otherwise disposed of, to any such official as a result of the use of such funds by the Municipality or by the Water System.

21. Based on our inquiry, information and belief, no official of the Water System or of the Municipality has any private interest, direct or indirect, in any of the proceedings relating to the authorization, issuance and sale of the Notes.

22. The Municipality is able to pay all of its current operating expenses in the usual course as they come due without need for special or exceptional tax levies.

23. The only outstanding general obligations of the Municipality are its General Obligation Storm Water System Promissory Notes, Series 2010, dated January 13, 2010; General Obligation Water System Promissory Notes, Series 2010, dated January 13, 2010; General Obligation Storm Water System Promissory Notes, Series 2010B, dated January 27, 2010; WPPI Energy Note; General Obligation Refunding Bonds, dated July 8, 2019; General Obligation Promissory Notes, dated July 8, 2019; State Trust Fund Loan, dated July 23, 2019; General Obligation Refunding Bonds, dated August 30, 2019; Taxable General Obligation Refunding Bonds, dated May 21, 2020; General Obligation Promissory Notes, dated May 21, 2020; State

Trust Fund Loan, dated May 22, 2020; Taxable General Obligation Refunding Bonds, dated June 7, 2021; General Obligation Promissory Notes, dated June 7, 2021; General Obligation Promissory Notes, dated May 2, 2022; General Obligation Promissory Notes, dated April 3, 2023; and General Obligation Promissory Notes, dated April 1, 2024, currently outstanding in an aggregate principal amount not exceeding \$17,350,129, and the Notes.

24. The total indebtedness of the Municipality, including the Notes, is not more than \$18,654,187 and does not exceed any general or special constitutional or statutory limitation thereon.

25. The Municipality is not in default on any borrowed money obligation.

26. The Municipality has delivered the Notes to the State on the date of this Certificate.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the official seal of the Municipality as of November 13, 2024.

CITY OF TWO RIVERS, WISCONSIN

(SEAL)

By: _____
Gregory E. Buckley
City Manager

By: _____
Amanda Baryenbruch
City Clerk

IN WITNESS WHEREOF, the SDWLP and the Municipality have caused this FAA to be executed and delivered, as of the date and year first written above.

CITY OF TWO RIVERS

By: _____
Gregory E. Buckley
City Manager

Attest: _____
Amanda Baryenbruch
City Clerk/Human Resources Director

STATE OF WISCONSIN
DEPARTMENT OF ADMINISTRATION

By: _____
Authorized Officer

STATE OF WISCONSIN
DEPARTMENT OF NATURAL RESOURCES

By: _____
Authorized Officer

REGISTERED
NO. 1

UNITED STATES OF AMERICA
STATE OF WISCONSIN
MANITOWOC COUNTY
CITY OF TWO RIVERS

REGISTERED
\$1,304,058

TAXABLE GENERAL OBLIGATION WATER SYSTEM
PROMISSORY NOTE, SERIES 2024

Final
Maturity Date

Date of
Original Issue

May 1, 2044

November 13, 2024

REGISTERED OWNER: STATE OF WISCONSIN SAFE DRINKING WATER LOAN
PROGRAM

FOR VALUE RECEIVED the City of Two Rivers, Manitowoc County, Wisconsin (the "Municipality") hereby acknowledges itself to owe and promises to pay to the registered owner shown above, or registered assigns, the principal sum of an amount not to exceed ONE MILLION THREE HUNDRED FOUR THOUSAND FIFTY-EIGHT DOLLARS (\$1,304,058) (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 0.250% 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 May 1, 2025.

The principal amount evidenced by this Note 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 (the "Financial Assistance Agreement") 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 Note plus current payments of interest (but only on amounts drawn hereunder) at Zero and 250/1000ths percent (0.250%) 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 Note shall be payable only upon presentation and surrender of this Note 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 Note is registered at the close of business on the fifteenth day of the calendar month next preceding such interest payment date.

This Note shall not be redeemable prior to its maturity, except as provided in the Financial Assistance Agreement.

This Note 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 Note, 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 Note shall be issued to the transferee in exchange therefor. The Municipality may deem and treat the person in whose name this Note 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 Note is issuable solely as a negotiable, fully-registered note, without coupons, and in denominations of \$0.01 or any integral multiple thereof.

This Note is issued for the purpose of providing for the payment of the cost of constructing improvements to the Water System of the Municipality, including the replacement of lead service lines, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 67.12(12), Wisconsin Statutes, and a resolution adopted October 21, 2024, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$1,304,058 Taxable General Obligation Water System Promissory Notes, Series 2024, and Providing for Other Details and Covenants With Respect Thereto". The principal of and interest on this Note are payable in lawful money of the United States of America as aforesaid, and for the prompt payment of the principal and interest on this Note, and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the Municipality are hereby irrevocably pledged.

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 Note have existed, have happened and have been performed in due time, form and manner as required by law; that the indebtedness of the Municipality, including this Note and the issue of which it is a part, does not exceed any limitation, general or special, imposed by law; and that a valid, direct, annual irrevocable tax has been levied by the Municipality sufficient to pay the interest on this Note when it falls due and also to pay and discharge the principal hereof at maturity.

IN WITNESS WHEREOF, the Municipality has caused this Note to be signed by the signatures of its City Manager and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF TWO RIVERS, WISCONSIN

(SEAL)

By: _____
Gregory E. Buckley
City Manager

By: _____
Amanda Baryenbruch
City Clerk

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 Note and all rights thereunder, hereby irrevocably constituting and appointing

Attorney to transfer said Note 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 Note in every particular, without alteration or enlargement or any change whatever.

Signature(s) guaranteed by

SCHEDULE A

\$1,304,058

CITY OF TWO RIVERS, WISCONSIN
TAXABLE GENERAL OBLIGATION WATER SYSTEM
PROMISSORY NOTES, SERIES 2024

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

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Amount</u>
May 1, 2026	\$67,103.20
May 1, 2027	67,270.96
May 1, 2028	67,439.14
May 1, 2029	67,607.74
May 1, 2030	67,776.76
May 1, 2031	67,946.20
May 1, 2032	68,116.07
May 1, 2033	68,286.35
May 1, 2034	68,457.07
May 1, 2035	68,628.21
May 1, 2036	68,799.78
May 1, 2037	68,971.78
May 1, 2038	69,144.22
May 1, 2039	69,317.07
May 1, 2040	69,490.37
May 1, 2041	69,664.09
May 1, 2042	69,838.26
May 1, 2043	70,012.85
May 1, 2044	70,187.88