



City of Fort Atkinson
City Clerk/Treasurer's Office
101 N. Main Street
Fort Atkinson, WI 53538

**CITY COUNCIL MEETING
IN PERSON AND VIA ZOOM
TUESDAY, DECEMBER 5, 2023 – 7:00 PM
CITY HALL – SECOND FLOOR**

1. CALL MEETING TO ORDER

President Johnson called the meeting to order at 7:00 pm.

2. ROLL CALL

Present: Cm. Jaeckel, Cm. Lescohier, Cm. Schultz and President Johnson. Also present: City Manager, City Attorney, City Clerk/Treasurer, Public Works Superintendent, Police Chief and Park & Recreation Director.

Excused absence: Cm. Becker.

3. PUBLIC HEARINGS: – NONE

4. PUBLIC COMMENT:

John Donohue, 1550 Raveen Street – referenced a personal 'to do' list he tracked over the past few months regarding his prior public comments.

5. CONSENT AGENDA:

- a) Review and possible action relating to the minutes of the November 17, 2023 Police and Fire Commission meeting (Ebbert, Clerk/Treasurer/Finance Director)*
- b) Review and possible action relating to the minutes of the November 20, 2023 Police and Fire Commission meeting (Ebbert, Clerk/Treasurer/Finance Director)*
- c) Review and possible action relating to the minutes of the November 21, 2023 regular Fort Atkinson City Council meeting (Ebbert, Clerk/Treasurer/Finance Director)*
- d) Review and possible action relating to the minutes of the November 28, 2023 regular Plan Commission meeting (Ebbert, Clerk/Treasurer/Finance Director)*
- e) Review and possible action relating to the minutes of the November 29, 2023 Police and Fire Commission meeting (Ebbert, Clerk/Treasurer/Finance Director)*

Cm. Schultz moved, seconded by Cm. Jaeckel to approve the consent agenda items 5.a. through 5.e. as presented. Motion carried unanimously 4-0.

6. PETITIONS, REQUESTS, AND COMMUNICATIONS:

- a) Presentation relating to City of Fort Atkinson 2024 proposed borrowing structure, purpose, and timeline (Justin Fisher, Baird)*

Justin Fisher presented the borrowing timeline that pertains to the Public Works and Parks Operation Facility, CIP projects and TID #9 infrastructure. Borrowing interest rates are estimated at 5%.

7. RESOLUTIONS AND ORDINANCES:

- a) Review and possible action on a Resolution Authorizing the Issuance of Not to Exceed \$20,500,000 General Obligation Promissory Notes and Authorizing the Issuance and Establishing Parameters for the Sale of Not to Exceed \$20,500,000 Note Anticipation Notes, Series 2024A in Anticipation Thereof (Houseman, City Manager)*

Manager Houseman reviewed the Council action at their April 6, 2023 meeting, approving a resolution declaring official intent to reimburse expenditures relating to the Public Works and Parks Operations facility and other projects from proceeds of borrowing. Section 2 indicates that the City intends to borrow up to \$26,000,000 for projects in 2024 and 2025. Throughout the 2024 capital improvements budgeting process and 2025-2029 capital improvements project plan, the City Council and staff identified additional CIP projects to be funded through proceeds of borrowing.

RESOLUTION NO. 1412
RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO
EXCEED \$20,500,000 GENERAL OBLIGATION PROMISSORY
NOTES AND AUTHORIZING THE ISSUANCE AND ESTABLISHING
PARAMETERS FOR THE SALE OF NOT TO EXCEED
\$20,500,000 NOTE ANTICIPATION NOTES, SERIES 2024A
IN ANTICIPATION THEREOF

WHEREAS, the City Council of the City of Fort Atkinson, Jefferson County, Wisconsin (the "City") hereby finds and determines that it is necessary, desirable and in the best interest of the City to raise funds for public purposes, including paying the cost of projects included in the City's 2024-2025 capital improvement plan (collectively, the "Project");

WHEREAS, the City Council hereby finds and determines that the Project is within the City's power to undertake and therefore serves a "public purpose" as that term is defined in Section 67.04(1)(b), Wisconsin Statutes;

WHEREAS, cities are authorized by the provisions of Section 67.12(12), Wisconsin Statutes, to borrow money and issue general obligation promissory notes for such public purposes;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance of and covenant to issue general obligation promissory notes (the "Securities") to provide permanent financing for the Project;

WHEREAS, the Securities have not yet been issued or sold;

WHEREAS, cities are authorized by the provisions of Section 67.12(1)(b), Wisconsin Statutes, to issue note anticipation notes in anticipation of receiving the proceeds from the issuance and sale of the Securities;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance and sale of note anticipation notes pursuant to Section 67.12(1)(b), Wisconsin Statutes (the "Notes"), in anticipation of receiving the proceeds from the issuance and sale of the Securities, to provide interim financing to pay the cost of the Project;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance of and to sell the Notes to Robert W. Baird & Co. Incorporated (the "Purchaser");

WHEREAS, the Purchaser intends to submit a note purchase agreement to the City (the "Proposal") offering to purchase the Notes in accordance with the terms and conditions to be set forth in the Proposal; and

WHEREAS, in order to facilitate the sale of the Notes to the Purchaser in a timely manner, the City Council hereby finds and determines that it is necessary, desirable and in the best interest of the City to delegate to the City Manager or the City Clerk/Treasurer/Finance Director (each, an "Authorized Officer") of the City the authority to accept the Proposal on behalf of the City so long as the Proposal meets the terms and conditions set forth in this Resolution by executing a certificate in substantially the form attached hereto as Exhibit A and incorporated herein by this reference (the "Approving Certificate").

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City that:

Section 1. Authorization and Issuance of Securities. The City hereby authorizes the issuance of and declares its intention and covenants to issue the Securities pursuant to the provisions of Chapter 67, Wisconsin Statutes, in an amount sufficient to retire the Notes.

Section 2. Authorization and Sale of the Notes; Parameters. In anticipation of the sale of the Securities, for the purpose of paying the cost of the Project, there shall be borrowed pursuant to Section 67.12(1)(b), Wisconsin Statutes, the principal sum of not to exceed TWENTY MILLION FIVE HUNDRED THOUSAND DOLLARS (\$20,500,000) from the Purchaser upon the terms and subject to the conditions set forth in this Resolution. Subject to satisfaction of the condition set forth in Section 17 of this Resolution, the City Manager and City Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the City, the Notes aggregating the principal amount of not to exceed TWENTY MILLION FIVE HUNDRED THOUSAND DOLLARS (\$20,500,000). The purchase price to be paid to the City for the Notes shall not be less than 99.25% of the principal amount of the Notes and the difference between the initial public offering price of the Notes provided by the Purchaser and the purchase price to be paid to the City by the Purchaser shall not exceed 0.75% of the principal amount of the Notes, with an amount not to exceed 0.10% of the principal amount of the Notes representing the Purchaser's compensation.

Section 3. Terms of the Notes. The Notes shall be designated "Note Anticipation Notes, Series 2024A"; shall be issued in the aggregate principal amount of up to \$20,500,000; shall be dated as of their date of issuance; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and shall mature on December 1, 2024 or on such other date listed in the Approving Certificate and in the principal amount set forth below, and that the aggregate principal amount of the Notes shall not exceed \$20,500,000. The schedule below assumes the Notes are issued in the aggregate principal amount of \$20,500,000.

<u>Date</u>	<u>Principal Amount</u>
December 1, 2024	\$20,500,000

Interest shall be payable at maturity. The true interest cost on the Notes shall not exceed 5.75%. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

Section 4. Redemption Provisions. The Notes shall not be subject to optional redemption or shall be callable as set forth in the Approving Certificate.

Section 5. Form of the Notes. The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference.

Section 6. Security. The Notes shall in no event be a general obligation of the City and do not constitute an indebtedness of the City nor a charge against its general credit or taxing power. No lien is created upon the Project or any other property of the City as a result of the issuance of the Notes. The Notes shall be payable only from (a) any proceeds of the Notes set aside for payment of interest on the Notes as it becomes due and (b) proceeds to be derived from the issuance and sale of the Securities, which proceeds are hereby declared to constitute a special trust fund, hereby created and established, to be held by the City Clerk or City Treasurer and expended solely for the payment of the principal of and interest on the Notes until paid. The City hereby agrees that, in the event such monies are not sufficient to pay the principal of and interest on the Notes when due, if necessary, the City will pay such deficiency out of its annual general tax levy or other available funds of the City; provided, however, that such payment shall be subject to annual budgetary appropriations therefor and any applicable levy or revenue limits; and provided further, that neither this Resolution nor any such payment shall be construed as constituting an obligation of the City to make any such appropriation or any further payments.

Section 7. Segregated Debt Service Fund Account.

(A) Creation and Deposits. There shall be and there hereby is established in the treasury of the City, if one has not already been created, a debt service fund, separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Debt service or sinking funds established for obligations previously issued by the City may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for Note Anticipation Notes, Series 2024A" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. There shall be deposited into the Debt Service Fund Account (i) all accrued interest received by the City at the time of delivery of and payment for the Notes; (ii) any proceeds of the Notes representing capitalized interest on the Notes or other funds appropriated by the City for payment of interest on the Notes, as needed to pay the interest on the Notes when due; (iii) proceeds of the Securities (or other obligations of the City issued to pay principal of or interest on the Notes); (iv) such other sums as may be necessary at any time to pay principal of and interest on the Notes when due and which are appropriated by the City Council for that purpose; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Notes until all such principal and interest has been paid in full and the Notes canceled; provided that such monies may be invested in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes ("Permitted Investments"), which investments shall continue to be a part of the Debt Service Fund Account. Said account shall be used for the sole purpose of paying the principal of and interest on the Notes and shall be maintained for such purpose until the Notes are fully paid or otherwise extinguished, and shall at all times be invested in a manner that conforms with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and any applicable Treasury Regulations (the "Regulations").

(C) Remaining Monies. When all of the Notes have been paid in full and canceled, and all Permitted Investments disposed of, any money remaining in the Debt Service Fund Account shall be transferred and deposited in the general fund of the City, unless the City Council directs otherwise.

Section 8. Covenants of the City. The City hereby covenants with the owners of the Notes as follows:

(A) It shall issue and sell the Securities as soon as practicable, as necessary to provide for payment of the Notes;

(B) It shall segregate the proceeds derived from the sale of the Securities into the special trust fund herein created and established and shall permit such special trust fund to be used for no purpose other than the payment of principal of and interest on the Notes until paid. After the payment of principal of and interest on the Notes in full, said trust fund may be used for such other purposes as the City Council may direct in accordance with law; and,

(C) It shall maintain a debt limit capacity such that its combined outstanding principal amount of general obligation bonds or promissory notes or certificates of indebtedness and the principal amount authorized for the issuance of the Securities to provide for the payment of the Notes shall at no time exceed its constitutional debt limit.

Section 9. Proceeds of the Notes; Segregated Borrowed Money Fund. The proceeds of the Notes (the "Note Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Notes into the Debt Service Fund Account created above) shall be deposited into a special fund (the "Borrowed Money Fund") separate and distinct from all other funds of the City and disbursed solely for the purpose or purposes for which borrowed. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the Notes have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose(s) shall be deposited in the Debt Service Fund Account.

Section 10. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the City, charged with the responsibility for issuing the Notes, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Notes to the Purchaser which will permit the conclusion that the Notes are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 11. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Notes and the ownership, management and use of the projects will not cause the Notes to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Notes including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Notes) if taking, permitting or omitting to take such action would cause any of the Notes to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Notes to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Notes shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The City also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Notes provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Notes and the laws of the State of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

Section 12. Execution of the Notes; Closing; Professional Services. The Notes shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the City Manager and City Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Notes may be imprinted on the Notes in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Notes, at least one of the signatures appearing on each Note shall be a manual signature. In the event that either of the officers whose signatures appear on the Notes shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Notes and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The City hereby authorizes the officers and agents of the City to enter into, on its behalf, agreements and contracts in conjunction with the Notes, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Notes is hereby ratified and approved in all respects.

Section 13. Payment of the Notes; Fiscal Agent. The principal of and interest on the Notes shall be paid by the City Clerk/Treasurer/Finance Director (the "Fiscal Agent").

Section 14. Persons Treated as Owners; Transfer of Notes. The City shall cause books for the registration and for the transfer of the Notes to be kept by the Fiscal Agent. The person in whose name any Note shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Note shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note to the extent of the sum or sums so paid.

Any Note may be transferred by the registered owner thereof by surrender of the Note at the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the City Manager and City Clerk shall execute and deliver in the name of the transferee or transferees a new Note or Notes of a like aggregate principal amount, series and maturity and the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Note surrendered for transfer.

The City shall cooperate in any such transfer, and the City Manager and City Clerk are authorized to execute any new Note or Notes necessary to effect any such transfer.

Section 15. Record Date. The 15th day of the calendar month next preceding the interest payment date shall be the record date for the Notes (the "Record Date"), unless another Record Date is listed in the Approving Certificate. Payment of interest on the Notes on any interest payment date shall be made to the registered owners of the Notes as they appear on the registration book of the City at the close of business on the Record Date.

Section 16. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Notes eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations, which the City Clerk or other authorized representative of the City is authorized and directed to execute and deliver to DTC on behalf of the City to the extent an effective Blanket Issuer Letter of Representations is not presently on file in the City Clerk's office.

Section 17. Condition on Issuance and Sale of the Notes. The issuance of the Notes and the sale of the Notes to the Purchaser are subject to approval by an Authorized Officer of the principal amount, definitive maturity, redemption provisions, interest rate, purchase price and other terms for the Notes, which approval shall be evidenced by execution by an Authorized Officer of the Approving Certificate.

The Notes shall not be issued, sold or delivered until this condition is satisfied. Upon satisfaction of this condition, an Authorized Officer is authorized to execute a Proposal with the Purchaser providing for the sale of the Notes to the Purchaser.

Section 18. Official Statement. The City Council hereby directs an Authorized Officer to approve the Preliminary Official Statement with respect to the Notes and deem the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by the Authorized Officer or other officers of the City in connection with the preparation of such Preliminary Official Statement and any addenda to it or final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate City official shall certify the Preliminary Official Statement and any addenda or final Official Statement. The City Clerk shall cause copies of the Preliminary Official Statement and any addenda or final Official Statement to be distributed to the Purchaser.

Section 19. Undertaking to Provide Continuing Disclosure. The City covenants and agrees, for the benefit of the owners of the Notes, to enter into a written undertaking (the "Undertaking") required by the Rule to provide continuing disclosure of timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Notes or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Notes).

To the extent required under the Rule, the City Manager and City Clerk, or other officer of the City charged with the responsibility for issuing the Notes, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the City's Undertaking.

Section 20. Record Book. The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Notes in the Record Book.

Section 21. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Notes, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The City Manager and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the City Manager and City Clerk including provisions regarding restrictions on investment of Note proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Notes by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Note provided herein.

Section 22. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the City Council or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded December 5, 2023.

Cm. Schultz moved, seconded by Cm. Leschier to adopt the Resolution Authorizing the Issuance of Not to Exceed \$20,500,000 General Obligation Promissory Notes and Authorizing the Issuance and Establishing Parameters for the Sale of Not to Exceed \$20,500,000 Note Anticipation Notes, Series 2024A in Anticipation Thereof. Motion carried unanimously 4-0.

b) Review and possible action on a Resolution Authorizing the Issuance of Not to Exceed \$3,600,000 General Obligation Promissory Notes and Authorizing the Issuance and Establishing Parameters for the Sale of Not to Exceed \$3,600,000 Note Anticipation Notes, Series 2024B in Anticipation Thereof (Houseman, City Manager)

RESOLUTION NO. 1413
RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED
\$3,600,000 GENERAL OBLIGATION PROMISSORY NOTES AND
AUTHORIZING THE ISSUANCE AND ESTABLISHING
PARAMETERS FOR THE SALE OF NOT TO EXCEED \$3,600,000
NOTE ANTICIPATION NOTES, SERIES 2024B
IN ANTICIPATION THEREOF

WHEREAS, the City Council of the City of Fort Atkinson, Jefferson County, Wisconsin (the "City") hereby finds and determines that it is necessary, desirable and in the best interest of the City to raise funds for public purposes, including paying the cost of projects included in the project plans for the City's Tax Increment District No. 9 (collectively, the "Project");

WHEREAS, the City Council hereby finds and determines that the Project is within the City's power to undertake and therefore serves a "public purpose" as that term is defined in Section 67.04(1)(b), Wisconsin Statutes;

WHEREAS, cities are authorized by the provisions of Section 67.12(12), Wisconsin Statutes, to borrow money and issue general obligation promissory notes for such public purposes;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance of and covenant to issue general obligation promissory notes (the "Securities") to provide permanent financing for the Project;

WHEREAS, the Securities have not yet been issued or sold;

WHEREAS, cities are authorized by the provisions of Section 67.12(1)(b), Wisconsin Statutes, to issue note anticipation notes in anticipation of receiving the proceeds from the issuance and sale of the Securities;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance and sale of note anticipation notes pursuant to Section 67.12(1)(b), Wisconsin Statutes (the "Notes"), in anticipation of receiving the proceeds from the issuance and sale of the Securities, to provide interim financing to pay the cost of the Project;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance of and to sell the Notes to Robert W. Baird & Co. Incorporated (the "Purchaser");

WHEREAS, the Purchaser intends to submit a note purchase agreement to the City (the "Proposal") offering to purchase the Notes in accordance with the terms and conditions to be set forth in the Proposal; and

WHEREAS, in order to facilitate the sale of the Notes to the Purchaser in a timely manner, the City Council hereby finds and determines that it is necessary, desirable and in the best interest of the City to delegate to the City Manager or the City Clerk/Treasurer/Finance Director (each, an "Authorized Officer") of the City the authority to accept the Proposal on behalf of the City so long as the Proposal meets the terms and conditions set forth in this Resolution by executing a certificate in substantially the form attached hereto as Exhibit A and incorporated herein by this reference (the "Approving Certificate").

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City that:

Section 23. Authorization and Issuance of Securities. The City hereby authorizes the issuance of and declares its intention and covenants to issue the Securities pursuant to the provisions of Chapter 67, Wisconsin Statutes, in an amount sufficient to retire the Notes.

Section 24. Authorization and Sale of the Notes; Parameters. In anticipation of the sale of the Securities, for the purpose of paying the cost of the Project, there shall be borrowed pursuant to Section 67.12(1)(b), Wisconsin Statutes, the principal sum of not to exceed THREE MILLION SIX HUNDRED THOUSAND DOLLARS (\$3,600,000) from the Purchaser upon the terms and subject to the conditions set forth in this Resolution. Subject to satisfaction of the condition set forth in Section 17 of this Resolution, the City Manager and City Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the City, the Notes aggregating the principal

amount of not to exceed THREE MILLION SIX HUNDRED THOUSAND DOLLARS (\$3,600,000). The purchase price to be paid to the City for the Notes shall not be less than 98.00% of the principal amount of the Notes and the difference between the initial public offering price of the Notes provided by the Purchaser and the purchase price to be paid to the City by the Purchaser shall not exceed 2.00% of the principal amount of the Notes, with an amount not to exceed 0.60% of the principal amount of the Notes representing the Purchaser's compensation.

Section 25. Terms of the Notes. The Notes shall be designated "Note Anticipation Notes, Series 2024B"; shall be issued in the aggregate principal amount of up to \$3,600,000; shall be dated as of their date of issuance; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and shall mature on the date and in the principal amount set forth below, and that the aggregate principal amount of the Notes shall not exceed \$3,600,000. The schedule below assumes the Notes are issued in the aggregate principal amount of \$3,600,000.

<u>Date</u>	<u>Principal Amount</u>
February 1, 2027	\$3,600,000

Interest shall be payable semi-annually on February 1 and August 1 of each year commencing on August 1, 2024, or on such other date approved by an Authorized Officer in the Approving Certificate. The true interest cost on the Notes shall not exceed 5.75%. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

Section 26. Redemption Provisions. The Notes shall not be subject to optional redemption or shall be callable as set forth in the Approving Certificate.

Section 27. Form of the Notes. The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference.

Section 28. Security. The Notes shall in no event be a general obligation of the City and do not constitute an indebtedness of the City nor a charge against its general credit or taxing power. No lien is created upon the Project or any other property of the City as a result of the issuance of the Notes. The Notes shall be payable only from (a) any proceeds of the Notes set aside for payment of interest on the Notes as it becomes due and (b) proceeds to be derived from the issuance and sale of the Securities, which proceeds are hereby declared to constitute a special trust fund, hereby created and established, to be held by the City Clerk or City Treasurer and expended solely for the payment of the principal of and interest on the Notes until paid. The City hereby agrees that, in the event such monies are not sufficient to pay the principal of and interest on the Notes when due, if necessary, the City will pay such deficiency out of its annual general tax levy or other available funds of the City; provided, however, that such payment shall be subject to annual budgetary appropriations therefor and any applicable levy or revenue limits; and provided further, that neither this Resolution nor any such payment shall be construed as constituting an obligation of the City to make any such appropriation or any further payments.

Section 29. Segregated Debt Service Fund Account.

(A) Creation and Deposits. There shall be and there hereby is established in the treasury of the City, if one has not already been created, a debt service fund, separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Debt service or sinking funds established for obligations previously issued by the City may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for Note Anticipation Notes, Series 2024B" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. There shall be deposited into the Debt Service Fund Account (i) all accrued interest received by the City at the time of delivery of and payment for the Notes; (ii) any proceeds of the Notes representing capitalized interest on the Notes or other funds appropriated by the City for payment of interest on the Notes, as needed to pay the interest on the Notes when due; (iii) proceeds of the Securities (or other obligations of the City issued to pay principal of or interest on the Notes); (iv) such other sums as may be necessary at any time to pay principal of and interest on the Notes when due and which are appropriated by the City Council for that purpose; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Notes until all such principal and interest has been paid in full and the Notes canceled; provided that such monies may be invested in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes ("Permitted Investments"), which investments shall continue to be a part of the Debt Service Fund Account. Said account shall be used for the sole purpose of paying the principal of and interest on the Notes and shall be maintained for such purpose until the Notes are fully paid or otherwise extinguished, and shall at all times be invested in a manner that conforms with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and any applicable Treasury Regulations (the "Regulations").

(C) Remaining Monies. When all of the Notes have been paid in full and canceled, and all Permitted Investments disposed of, any money remaining in the Debt Service Fund Account shall be transferred and deposited in the general fund of the City, unless the City Council directs otherwise.

Section 30. Covenants of the City. The City hereby covenants with the owners of the Notes as follows:

- (A) It shall issue and sell the Securities as soon as practicable, as necessary to provide for payment of the Notes;
- (B) It shall segregate the proceeds derived from the sale of the Securities into the special trust fund herein created and established and shall permit such special trust fund to be used for no purpose other than the payment of principal of and interest on the Notes until paid. After the payment of principal of and interest on the Notes in full, said trust fund may be used for such other purposes as the City Council may direct in accordance with law; and,
- (C) It shall maintain a debt limit capacity such that its combined outstanding principal amount of general obligation bonds or promissory notes or certificates of indebtedness and the principal amount authorized for the issuance of the Securities to provide for the payment of the Notes shall at no time exceed its constitutional debt limit.

Section 31. Proceeds of the Notes; Segregated Borrowed Money Fund. The proceeds of the Notes (the "Note Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Notes into the Debt Service Fund Account created above) shall be deposited into a special fund (the "Borrowed Money Fund") separate and distinct from all other funds of the City and disbursed solely for the purpose or purposes for which borrowed. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the Notes have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose(s) shall be deposited in the Debt Service Fund Account.

Section 32. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the City, charged with the responsibility for issuing the Notes, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Notes to the Purchaser which will permit the conclusion that the Notes are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 33. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Notes and the ownership, management and use of the projects will not cause the Notes to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Notes including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Notes) if taking, permitting or omitting to take such action would cause any of the Notes to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Notes to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Notes shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The City also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Notes provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Notes and the laws of the State of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

Section 34. Execution of the Notes; Closing; Professional Services. The Notes shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the City Manager and City Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Notes may be imprinted on the Notes in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Notes, at least one of the signatures appearing on each Note shall be a manual signature. In the event that either of the officers whose signatures appear on the Notes shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Notes and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The City hereby authorizes the officers and agents of the City to enter into, on its behalf, agreements and contracts in conjunction with the Notes, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Notes is hereby ratified and approved in all respects.

Section 35. Payment of the Notes; Fiscal Agent. The principal of and interest on the Notes shall be paid by the City Clerk/Treasurer/Finance Director (the "Fiscal Agent").

Section 36. Persons Treated as Owners; Transfer of Notes. The City shall cause books for the registration and for the transfer of the Notes to be kept by the Fiscal Agent. The person in whose name any Note shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Note shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note to the extent of the sum or sums so paid.

Any Note may be transferred by the registered owner thereof by surrender of the Note at the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the City Manager and City Clerk shall execute and deliver in the name of the transferee or transferees a new Note or Notes of a like aggregate principal amount, series and maturity and the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Note surrendered for transfer.

The City shall cooperate in any such transfer, and the City Manager and City Clerk are authorized to execute any new Note or Notes necessary to effect any such transfer.

Section 37. Record Date. The 15th day of the calendar month next preceding each interest payment date shall be the record date for the Notes (the "Record Date"). Payment of interest on the Notes on any interest payment date shall be made to the registered owners of the Notes as they appear on the registration book of the City at the close of business on the Record Date.

Section 38. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Notes eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations, which the City Clerk or other authorized representative of the City is authorized and directed to execute and deliver to DTC on behalf of the City to the extent an effective Blanket Issuer Letter of Representations is not presently on file in the City Clerk's office.

Section 39. Condition on Issuance and Sale of the Notes. The issuance of the Notes and the sale of the Notes to the Purchaser are subject to approval by an Authorized Officer of the principal amount, redemption provisions, interest rate and purchase price for the Notes, which approval shall be evidenced by execution by an Authorized Officer of the Approving Certificate.

The Notes shall not be issued, sold or delivered until this condition is satisfied. Upon satisfaction of this condition, an Authorized Officer is authorized to execute a Proposal with the Purchaser providing for the sale of the Notes to the Purchaser.

Section 40. Official Statement. The City Council hereby directs an Authorized Officer to approve the Preliminary Official Statement with respect to the Notes and deem the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by the Authorized Officer or other officers of the City in connection with the preparation of such Preliminary Official Statement and any addenda to it or final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate City official shall certify the Preliminary Official Statement and any addenda or final Official Statement. The City Clerk shall cause copies of the Preliminary Official Statement and any addenda or final Official Statement to be distributed to the Purchaser.

Section 41. Undertaking to Provide Continuing Disclosure. The City hereby covenants and agrees, for the benefit of the owners of the Notes, to enter into a written undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Notes or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Notes).

To the extent required under the Rule, the City Manager and City Clerk, or other officer of the City charged with the responsibility for issuing the Notes, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the City's Undertaking.

Section 42. Record Book. The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Notes in the Record Book.

Section 43. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Notes, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The City Manager and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the City Manager and City Clerk including provisions regarding restrictions on investment of Note proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Notes by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Note provided herein.

Section 44. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the City Council or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded December 5, 2023

Cm. Jaeckel moved, seconded by Cm. Schultz to adopt the Resolution Authorizing the Issuance of Not to Exceed \$3,600,000 General Obligation Promissory Notes and Authorizing the Issuance and Establishing Parameters for the Sale of Not to Exceed \$3,600,000 Note Anticipation Notes, Series 2024B in Anticipation Thereof. Motion carried unanimously 4-0.

c) Review and possible action on a Resolution Authorizing the Issuance and Establishing Parameters for the Sale of Not to Exceed \$20,500,000 General Obligation Refunding Bonds (Houseman, City Manager)

RESOLUTION NO. 1414
RESOLUTION AUTHORIZING THE ISSUANCE AND
ESTABLISHING PARAMETERS FOR THE SALE OF NOT TO EXCEED
\$20,500,000 GENERAL OBLIGATION REFUNDING BONDS

WHEREAS, the City of Fort Atkinson, Jefferson County, Wisconsin (the "City") has authorized and is issuing its Note Anticipation Notes, Series 2024A, expected to be dated March 1, 2024 (the "NANs") for public purposes, including paying the cost of projects included in the City's 2024-2025 capital improvement plan (collectively, the "Project");

WHEREAS, the City Council deems it to be necessary, desirable and in the best interest of the City to refund the NANs (which are also referred to herein as the "Refunded Obligations") (the refinancing of the Refunded Obligations shall be referred to herein as the "Refunding") for the purpose of providing permanent financing for the Project financed by the NANs;

WHEREAS, cities are authorized by the provisions of Section 67.04, Wisconsin Statutes, to borrow money and issue general obligation refunding bonds to refinance their outstanding obligations;

WHEREAS, it is the finding of the City Council that it is necessary, desirable and in the best interest of the City to authorize the issuance of and to sell the general obligation refunding bonds (the "Bonds") which will refund the NANs to Robert W. Baird & Co. Incorporated (the "Purchaser");

WHEREAS, the Purchaser intends to submit a bond purchase agreement to the City (the "Proposal") offering to purchase the Bonds in accordance with the terms and conditions to be set forth in the Proposal; and

WHEREAS, in order to facilitate the sale of the Bonds to the Purchaser in a timely manner, the City Council hereby finds and determines that it is necessary, desirable and in the best interest of the City to delegate to the City Manager or the City Clerk/Treasurer/Finance Director (each, an "Authorized Officer") of the City the authority to accept the Proposal on behalf of the City so long as the Proposal meets the terms and conditions set forth in this Resolution by executing a certificate in substantially the form attached hereto as Exhibit A and incorporated herein by this reference (the "Approving Certificate").

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City that:

Section 45. Authorization and Sale of the Bonds; Parameters. For the purpose of paying the cost of the Refunding, the City is authorized to borrow pursuant to Section 67.04, Wisconsin Statutes, the aggregate principal sum of not to exceed TWENTY MILLION FIVE HUNDRED THOUSAND DOLLARS (\$20,500,000) from the Purchaser upon the terms and subject to the conditions set forth in this Resolution. Subject to satisfaction of the condition set forth in Section 15 of this Resolution, the City Manager and City Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the City, the Bonds aggregating the principal amount of not to exceed TWENTY MILLION FIVE HUNDRED THOUSAND DOLLARS (\$20,500,000) (the "Bonds"). The purchase price to be paid to the City for the Bonds shall not be less than 97.25% of the principal amount of the Bonds and the difference between the initial public offering price of the Bonds provided by the Purchaser and the purchase price to be paid to the City by the Purchaser shall not exceed 2.75% of the principal amount of the Bonds, with an amount not to exceed 1.25% of the principal amount of the Bonds representing the Purchaser's compensation.

Section 46. Terms of the Bonds. The Bonds shall be designated "General Obligation Refunding Bonds"; shall be issued in the aggregate principal amount of up to \$20,500,000; shall be dated as of their date of issuance, which shall be on or after February 1, 2024; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and shall mature or be subject to mandatory redemption on the dates and in the principal amounts set forth below, provided that the principal amount of each maturity or mandatory redemption amount may be increased or decreased by up to \$1,000,000 per maturity or mandatory redemption amount; that a maturity or mandatory redemption payment may be eliminated if the amount of such maturity or mandatory redemption payment set forth in the schedule below is less than or equal to \$1,000,000; and that the aggregate principal amount of the Bonds shall not exceed \$20,500,000. The schedule below assumes the Bonds are issued in the aggregate principal amount of \$20,500,000.

<u>Date</u>	<u>Principal Amount</u>
February 1, 2025	\$ 115,000
February 1, 2026	680,000
February 1, 2027	705,000
February 1, 2028	810,000
February 1, 2029	845,000

February 1, 2030	885,000
February 1, 2031	930,000
February 1, 2032	980,000
February 1, 2033	1,030,000
February 1, 2034	1,080,000
February 1, 2035	970,000
February 1, 2036	1,025,000
February 1, 2037	1,080,000
February 1, 2038	1,135,000
February 1, 2039	1,195,000
February 1, 2040	1,255,000
February 1, 2041	1,340,000
February 1, 2042	1,405,000
February 1, 2043	1,480,000
February 1, 2044	1,555,000

Interest shall be payable semi-annually on February 1 and August 1 of each year commencing on February 1, 2025, or on such other date approved by the Authorized Officer in the Approving Certificate. The true interest cost on the Bonds shall not exceed 5.75%. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

Section 47. Redemption Provisions. The Bonds shall not be subject to optional redemption or shall be callable as set forth in the Approving Certificate. If the Proposal specifies that certain of the Bonds shall be subject to mandatory redemption, the terms of such mandatory redemption shall be set forth in an attachment to the Approving Certificate labeled as Schedule MRP. Upon the optional redemption of any of the Bonds subject to mandatory redemption, the principal amount of such Bonds so redeemed shall be credited against the mandatory redemption payments established in the Approving Certificate in such manner as the City shall direct.

Section 48. Form of the Bonds. The Bonds shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference.

Section 49. Tax Provisions.

(A) Direct Annual Irrepealable Tax Levy. For the purpose of paying the principal of and interest on the Bonds as the same becomes due, the full faith, credit and resources of the City are hereby irrevocably pledged, and there is hereby levied upon all of the taxable property of the City a direct annual irrepealable tax in each year during the term of the Bonds in such amounts as are sufficient to meet the principal and interest payments due on the Bonds in the following year, which amounts are to be set forth in the Approving Certificate.

(B) Tax Collection. So long as any part of the principal of or interest on the Bonds remains unpaid, the City shall be and continue without power to repeal such levy or obstruct the collection of said tax until all such payments have been made or provided for. After the issuance of the Bonds, said tax shall be, from year to year, carried onto the tax roll of the City and collected in addition to all other taxes and in the same manner and at the same time as other taxes of the City for said years are collected, except that the amount of tax carried onto the tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account created below.

(C) Additional Funds. If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Bonds when due, the requisite amounts shall be paid from other funds of the City then available, which sums shall be replaced upon the collection of the taxes herein levied.

(D) Appropriation. To the extent necessary (if any), the City hereby appropriates from proceeds of the Bonds or other funds of the City on hand a sum sufficient to be irrevocably deposited in the segregated Debt Service Fund Account created below and used to pay interest on the Bonds coming due in 2024, if any, as set forth in an attachment to the Approving Certificate labeled as Schedule III.

Section 50. Segregated Debt Service Fund Account.

(A) Creation and Deposits. There shall be and there hereby is established in the treasury of the City, if one has not already been created, a debt service fund, separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Debt service or sinking funds established for obligations previously issued by the City may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for General Obligation Refunding Bonds - 2024" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. There shall be deposited into the Debt Service Fund Account (i) all accrued interest received by the City at the time of delivery of and payment for the Bonds; (ii) any premium not used for the Refunding which may be received by the City above the par value of the Bonds and accrued interest thereon; (iii) all money raised by the taxes herein levied and any amounts appropriated for the specific purpose of meeting principal of and interest on the Bonds when due; (iv) such other sums as may be necessary at any

time to pay principal of and interest on the Bonds when due; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Bonds until all such principal and interest has been paid in full and the Bonds canceled; provided (i) the funds to provide for each payment of principal of and interest on the Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the City, be invested by purchasing the Bonds as permitted by and subject to Section 67.11(2)(a), Wisconsin Statutes, or in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes ("Permitted Investments"), which investments shall continue to be a part of the Debt Service Fund Account. Any investment of the Debt Service Fund Account shall at all times conform with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") and any applicable Treasury Regulations (the "Regulations").

(C) Remaining Monies. When all of the Bonds have been paid in full and canceled, and all Permitted Investments disposed of, any money remaining in the Debt Service Fund Account shall be transferred and deposited in the general fund of the City, unless the City Council directs otherwise.

Section 51. Proceeds of the Bonds; Segregated Borrowed Money Fund. The proceeds of the Bonds (the "Bond Proceeds") (other than any premium not used for the Refunding and accrued interest which must be paid at the time of the delivery of the Bonds into the Debt Service Fund Account created above) shall be deposited into a special fund (the "Borrowed Money Fund") separate and distinct from all other funds of the City and disbursed solely for the purpose or purposes for which borrowed. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the Bonds have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose(s) shall be deposited in the Debt Service Fund Account.

Section 52. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the City, charged with the responsibility for issuing the Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Bonds to the Purchaser which will permit the conclusion that the Bonds are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 53. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Bonds and by the Refunded Obligations and the ownership, management and use of the projects will not cause the Bonds or the Refunded Obligations to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The City also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Bonds provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Bonds and the laws of the State of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

Section 54. Execution of the Bonds; Closing; Professional Services. The Bonds shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the City Manager and City Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Bonds may be imprinted on the Bonds in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Bonds, at least one of the signatures appearing on each Bond shall be a manual signature. In the event that either of the officers whose signatures appear on the Bonds shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Bonds and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The City hereby authorizes the officers and agents of the City to enter into, on its behalf, agreements and contracts in conjunction with the Bonds, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Bonds is hereby ratified and approved in all respects.

Section 55. Payment of the Bonds; Mandatory Redemption Agent or Fiscal Agent. The principal of and interest on the Bonds shall be paid by the City Clerk/Treasurer/Finance Director (the "Fiscal Agent"). If deemed necessary, the City hereby authorizes the City Manager and City

Clerk or other appropriate officers of the City to enter into either a mandatory redemption agreement or fiscal agency agreement with Associated Trust Company, National Association, Green Bay, Wisconsin, which, if applicable, shall be outlined in the Approving Certificate.

Section 56. Persons Treated as Owners; Transfer of Bonds. The City shall cause books for the registration and for the transfer of the Bonds to be kept by the Fiscal Agent. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

Any Bond may be transferred by the registered owner thereof by surrender of the Bond at the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the City Manager and City Clerk shall execute and deliver in the name of the transferee or transferees a new Bond or Bonds of a like aggregate principal amount, series and maturity and the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Bond surrendered for transfer.

The City shall cooperate in any such transfer, and the City Manager and City Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

Section 57. Record Date. The 15th day of the calendar month next preceding each interest payment date shall be the record date for the Bonds (the "Record Date"). Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the City at the close of business on the Record Date.

Section 58. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations, which the City Clerk or other authorized representative of the City is authorized and directed to execute and deliver to DTC on behalf of the City to the extent an effective Blanket Issuer Letter of Representations is not presently on file in the City Clerk's office.

Section 59. Condition on Issuance and Sale of the Bonds. The issuance of the Bonds and the sale of the Bonds to the Purchaser are subject to approval by an Authorized Officer of the principal amount, definitive maturities, redemption provisions, interest rates and purchase price for the Bonds, and the redemption date for the Refunded Obligations, which approval shall be evidenced by execution by the Authorized Officer of the Approving Certificate.

The Bonds shall not be issued, sold or delivered until this condition is satisfied. Upon satisfaction of this condition, the Authorized Officer is authorized to execute a Proposal with the Purchaser providing for the sale of the Bonds to the Purchaser.

Section 60. Official Statement. The City Council hereby directs the Authorized Officer to approve the Preliminary Official Statement with respect to the Bonds and deem the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by the Authorized Officer or other officers of the City in connection with the preparation of such Preliminary Official Statement and any addenda to it or final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate City official shall certify the Preliminary Official Statement and any addenda or final Official Statement. The City Clerk shall cause copies of the Preliminary Official Statement and any addenda or final Official Statement to be distributed to the Purchaser.

Section 61. Undertaking to Provide Continuing Disclosure. The City hereby covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Bonds or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Bonds).

To the extent required under the Rule, the City Manager and City Clerk, or other officer of the City charged with the responsibility for issuing the Bonds, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the City's Undertaking.

Section 62. Redemption of the Refunded Obligations. The Refunded Obligations are hereby called for prior payment and redemption on such date approved by the Authorized Officer in the Approving Certificate that is not more than 90 days after the date of issuance of the Bonds at a price of par plus accrued interest to the date of redemption, subject to final approval of the Bonds by the Authorized Officer as evidenced by the execution of the Approving Certificate.

The City hereby directs the City Clerk after final approval to work with the Purchaser to cause timely notice of redemption, in substantially the form attached hereto as Exhibit C and incorporated herein by this reference (the "Notice"), to be provided at the times, to the parties and in the manner set forth in the Notice. Any and all actions heretofore taken by the officers and agents of the City to effectuate the redemption of the Refunded Obligations are hereby ratified and approved.

Section 63. Record Book. The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Bonds in the Record Book.

Section 64. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Bonds, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The City Manager and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the City Manager and City Clerk including provisions regarding restrictions on investment of Bond proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Bond provided herein.

Section 65. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the City Council or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded December 5, 2023.

Cm. Lescohier moved, seconded by Cm. Jaeckel to adopt Resolution Authorizing the Issuance and Establishing Parameters for the Sale of Not to Exceed \$20,500,000 General Obligation Refunding Bonds. Motion carried unanimously 4-0.

d) Second reading and possible third/final reading of an Ordinance Annexing the territory addressed N2696 Banker Road to the City of Fort Atkinson (Selle, City Engineer/Director of Public Works)

Manager Houseman provided how the applicants and property owners Josh Majewski and Somer Majewski have requested the annexation of the property located at N2696 Banker Road from the Town of Koshkonong to the City of Fort Atkinson in order to access the City's water and sewer infrastructure. Future land use for this site is listed as Planned Neighborhood. Per the City Comprehensive Plan, this parcel is part of the Northwest Quadrant Planning Area and the Proposed use is in concert with the City Comprehensive Plan.

Cm. Lescohier moved, seconded by Cm. Schultz to approve the second reading, suspend the rules and waive the third reading of the Ordinance Annexing the territory addressed as N2696 Banker Road to the City of Fort Atkinson. Motion carried unanimously 4-0.

Cm. Schultz moved, seconded by Cm. Schultz to adopt the Ordinance Annexing the territory addressed as N2696 Banker Road to the City of Fort Atkinson. Motion carried unanimously 4-0.

8. REPORTS OF OFFICERS, BOARDS, AND COMMITTEES:

a) City Manager's Report (Houseman, City Manager)

No action was taken.

9. UNFINISHED BUSINESS – NONE

10. NEW BUSINESS:

a) Review and possible action relating to the purchase of two MCT60 Brooms with 2024 Parks CIP funds at a cost not to exceed \$11,142.50 (Franseen, Parks and Recreation Director)

Director Franseen stated that the Parks and Recreation Department currently has three 60" MCT broom attachments that are essential for clearing snow from public sidewalks and trails during the winter months, as well as for addressing debris and leaves during warmer weather. The MCT60 Broom has proven to be a reliable and effective tool for staff to maintain clear and safe walkways for residents. Staff is requesting to replace the two oldest broom attachments purchased in 2015 and 2017. By securing the purchase of these

brooms now and acquiring them in 2024, the brooms can be available for the upcoming winter season. No purchases will be made until 2024.

Cm. Lescohier moved, seconded by Cm. Schultz to authorize the purchase of two MCT60 Brooms from Mid-State Equipment at a cost not to exceed \$11,142.50 in 2024. Motion carried unanimously 4-0.

b) Review and possible action relating to the purchase of four Scag Turf Tiger Zero-Turn Mowers and a Clam Shell Bagger with 2024 Parks CIP funds at a cost not to exceed \$40,534 (Franseen, Parks and Recreation Director)

Director Franseen discussed the 2024 Capital Improvements Budget that includes \$48,500 to replace four zero-turn mowers in accordance with the regular 6-year replacement schedule the Parks and Recreation Department. One significant benefit of the proposed purchase is that the Parks and Recreation Department, along with the Department of Public Works and Wastewater, all utilize Scag Turf Tiger mowers. This shared equipment selection streamlines the ability to conduct maintenance, facilitates faster repairs when needed, and enhances the ability to manage a comprehensive parts inventory.

Cm. Jaeckel moved, seconded by Cm. Schultz to authorize the purchase of four 2024 Scag Turf Tiger 2 Model 842D and a Clam Shell Bagger from Mid-State Equipment at a cost not to exceed \$40,534 in 2024. Motion carried unanimously 4-0.

c) Review and possible action relating to the purchase of one squad car and associated equipment (Bump, Police Chief)

Chief Bump discussed the plan to replace one (1) police vehicle in 2024 per the approved 2024 Capital Improvements Budget through the 2024-2025 borrowing. Funds are established in the 2024 Budget under the Police Outlay Account in the amount of \$65,500.00 and include both the cost of the vehicle and the equipment to transition it to a fully functional squad car. The Police Department requested proposals for the 2024 Ford Interceptor SUV. Staff received two proposals from Ewald Ford and Griffin Ford. Delivery is expected to occur between four and six months after the order is made, which is why the request is being brought to the City Council in December 2023. Payment is not required until delivery, which will occur in 2024. Additional funds were budgeted within the Outlay Account for the squad cars beyond the vehicle purchase price for squad specific equipment and changeover fees. Staff received a proposal from 10-33 Vehicle Services for the majority of this equipment at a cost of \$17,542.55. There will likely be additional small purchases over the next several months with the total not exceeding \$65,500.

Cm. Lescohier moved, seconded by Cm. Schultz purchase of one new squad car from Griffin Ford for \$43,302 and the purchase of equipment from 10-33 Vehicle Services for \$17,542.55. Motion carried unanimously 4-0.

d) Review and possible action relating to the purchase of a rear load minivan for the City's Shared Ride Taxi Program (Selle, City Engineer/Director of Public Works)

Manager Houseman discussed the 2024 Shared Ride Taxi program through the State of Wisconsin, the City is authorized to purchase a new Taxi to replace one of the aging vehicles in the fleet. Funds were included in the 2023 Capital Improvements Budget (\$13,000) as well as the 2024 Capital Improvements Budget (\$20,000) for the City's portion of a new taxi vehicle. The vehicles are then leased to Running, Inc., (doing business as Brown Cab) to be used for the City's taxi program. The City purchases the vehicles through a State contract program, therefore guaranteeing that the vehicles meet the specifications for handicap accessibility. The State uses specific vendors for the Public Transit Assistance Program recipients. The vendor for rear-load mini vans is Transportation Equipment Sales Corp of Ohio. The City has six taxis in

service at this time, five 2011 Dodge Caravans and one 2020 Dodge Caravan. The proposed purchase would replace one of the 2011 Caravans.

Cm. Schultz moved, seconded by Cm. Lescohier to authorize the City Manager to order a new rear-load minivan at a cost not to exceed \$72,373 from Transportation Equipment Sales Corp. Note that \$57,809.60 will be reimbursed from the Wisconsin DOT grant, and the remaining \$14,566.40 to be funded through the Taxi Fund with ARPA funds. Motion carried unanimously 4-0.

e) Review and possible action relating to Appointment of Election Inspectors for a two-year cycle (Ebbert, Clerk/Treasurer/Finance Director)

Clerk Ebbert discussed the appointment of inspectors required no later than December 31, 2023, for a two-year term which begins January 1, 2024, and ends December 31, 2025. Wis. Stats. §§ 7.30(4)(a), 7.30(6). Election inspectors staff the polling place on Election Day, preserve the order of the process, register electors, record electors, issue ballots, monitor voting equipment and properly complete required forms. Inspectors are required to attend training every two years and must have attended training within two years of any election at which they serve. I conducted training sessions in late October 2023 and I always have a training the week before an election for the inspectors scheduled to work that immediate election.

Cm. Jaeckel moved, seconded by Cm. Schultz to approve the list of Election Inspectors for the election cycle beginning January 1, 2024 and ending December 31, 2025. Motion carried unanimously 4-0..

11. MISCELLANEOUS – NONE

12. CLAIMS, APPROPRIATIONS AND CONTRACT PAYMENTS:

a) Review and possible action relating to the Verified Claims presented by the Director of Finance and authorization of payment (Ebbert, Clerk/Treasurer/Finance Director)

Cm. Lescohier moved, seconded by Cm. Jaeckel to approve the list of Verified Claims and authorize payment. Motion carried unanimously 4-0.

13. ADJOURNMENT

Cm. Jaeckel moved, seconded by Cm. Schultz to adjourn. Meeting adjourned at 7:58 pm.

Respectfully submitted,
Michelle Ebbert
City Clerk/Treasurer/Finance Director