



## **RESOLUTION NO. 2013-28**

### **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$3,595,000 WATER UTILITY REVENUE REFUNDING BONDS, SERIES 2013, OF THE CITY OF NEENAH, WINNEBAGO COUNTY, WISCONSIN, AND PROVIDING FOR THE PAYMENT OF THE BONDS AND OTHER DETAILS WITH RESPECT TO THE BONDS**

WHEREAS, the City of Neenah, Winnebago County, Wisconsin ("City") now owns and operates and has for many years owned and operated its Water System, a public utility (the Water System and all properties of every nature in connection with such System now or hereafter owned by the City, including all improvements and extensions thereto, all real and personal property of every nature comprising part of and used or useful in connection therewith, and all appurtenances, contracts, leases, franchises and other intangibles, are hereinafter referred to collectively as the "System"); and

WHEREAS, under the provisions of Chapter 66, Wis. Stats., any municipality in the State of Wisconsin may, by action of its governing body, provide funds for extending, adding to and improving a public utility or to refund obligations issued to finance extensions, additions and improvements from the proceeds of bonds, which bonds are to be payable only from the income and revenues derived from the operation of such utility and are to be secured by a pledge of the revenues of the utility; and

WHEREAS, the City has outstanding the Water Utility Revenue Bonds, Series 2003 (the "Series 2003 Bonds"), the Water Utility Revenue Refunding Bonds, Series 2004 (the "Series 2004 Bonds"), the Water Utility Revenue Bonds, Series 2007 (the "Series 2007 Bonds") and the Water Utility Revenue Refunding Bonds, Series 2012 (the "Series 2012 Bonds") (collectively, the "Prior Bonds"), which bonds are payable from the income and revenues of the System and were issued as Parity Bonds pursuant to the provisions of Resolution No. 6772, adopted by the Common Council on April 19, 1995 (the "1995 Resolution"); and

WHEREAS, the City also has outstanding the Water Utility Revenue Bonds, Series 2005, and the Water Utility Revenue Bonds, Series 2006 (collectively, the "Safe Drinking Water Fund Bonds"), which bonds are payable from the income and revenues of the System and were issued on a basis junior and subordinate to the Outstanding Prior Bonds; and

WHEREAS, the City has determined that it is necessary and desirable to refund the outstanding Series 2003 Bonds (the "Refunded Obligations") for the purpose of achieving debt service cost savings; and

WHEREAS, it is desired to authorize and sell revenue bonds for such purpose payable solely from the revenues to be derived from the operation of the System, which bonds are to be authorized and issued pursuant to the provisions of Section 66.0621, Wis. Stats.; and

WHEREAS, other than the Prior Bonds and the Safe Drinking Water Fund Bonds, the City has no bonds or obligations outstanding which are payable from the income and revenues of the System; and

WHEREAS, (a) the resolutions authorizing the Prior Bonds permit the issuance of bonds payable from revenues of the System on a parity with the Prior Bonds upon certain conditions and (b) the resolutions authorizing the Safe Drinking Water Fund Bonds permit the issuance of bonds on a basis senior to the Safe Drinking Water Fund Bonds upon certain conditions, and those conditions have been met.

NOW, THEREFORE, the Common Council of the City of Neenah, Winnebago County, Wisconsin, does resolve that:

Section 1. Authorization of Bonds. For the purpose above stated, the City shall borrow on the credit of the income and revenue of the System the sum of \$3,595,000. Negotiable, fully-registered bonds of the City, in the denomination of \$5,000, or any whole multiple thereof, shall be issued in evidence thereof. Such bonds shall be designated "Water Utility Revenue Refunding Bonds, Series 2013" (the "Series 2013 Bonds"), shall be numbered from R-1 upward and shall be dated September 10, 2013. The Series 2013 Bonds shall bear interest at the rates per annum set forth in the Bond Purchase Agreement attached hereto as Exhibit A and incorporated herein by this reference (the "Proposal") and shall mature on December 1 of each year, in the years and principal amounts set forth in the Pricing Summary attached hereto as Exhibit B-1 and incorporated herein by this reference.

Interest on the Series 2013 Bonds shall be payable on June 1 and December 1 of each year, commencing June 1, 2014. 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.

The schedule of principal and interest payments due on the Series 2013 Bonds is set forth on the Debt Service Schedule attached hereto as Exhibit B-2 and incorporated herein by this reference (the "Schedule").

The Series 2013 Bonds shall not be subject to optional redemption. If the Proposal specifies that any of the Series 2013 Bonds are subject to mandatory redemption, the terms of such mandatory redemption are set forth on an attachment hereto as Exhibit MRP and incorporated by this reference.

The schedule of maturities and mandatory redemption payments, if any, is found to be such that the amount of annual debt service payments is reasonable in accordance with prudent municipal utility practices.

The Common Council hereby determines that the refunding of the Refunded Obligations is advantageous and necessary to the City.

The Series 2013 Bonds, together with interest thereon, shall be payable only out of the Special Redemption Fund hereinafter provided, and shall be a valid claim of the owner thereof only against the Special Redemption Fund and the revenues pledged to such Fund, and sufficient revenues are pledged to the Special Redemption Fund, and shall be used for no other purpose than to pay the principal of and interest on the Outstanding Prior Bonds, the Series 2013 Bonds and Parity Bonds as the same fall due.

Section 2. Form of Bonds. The Series 2013 Bonds shall be in substantially the form attached hereto as Exhibit C and incorporated herein by this reference.

Section 3. Definitions. In addition to the words defined elsewhere in this Resolution, the following words shall have the following meanings unless the context or use indicates another or different meaning or intent:

"Bond" or "Bonds" means the Series 2004 Bonds, the Series 2007 Bonds, the Series 2012 Bonds and any bond or bonds authorized and delivered pursuant to this resolution, including the Series 2013 Bonds, and any Parity Bonds.

"Bondowner" or "holder" or "owner" or words of similar import means, when used with reference to a Bond, the registered owner of such Bond.

"Code" means the Internal Revenue Code of 1986, as amended.

"Commission" means the Neenah Water Commission and any body, board or commission that may hereafter succeed to its powers, duties and functions.

"Current Expenses" means the reasonable and necessary cost of operating, maintaining and repairing the System, including the cost of water at wholesale, salaries, wages, cost of materials and supplies, insurance and audits, but shall exclude depreciation, replacements, in lieu of tax payments, and payments into the Special Redemption Fund.

"Debt Service" means as of any particular date of computation and with respect to a particular Fiscal Year, the sum of (a) all interest payable on June 1 and December 1 of such Fiscal Year on all Bonds Outstanding, and where the Safe Drinking Water Fund Bonds are referenced, all interest payable on May 1 and November 1 of such Fiscal Year on all Safe Drinking Water Fund Bonds

Outstanding, exclusive of interest payable from amounts set aside from Bond proceeds and deposited in the Special Redemption Fund, (b) the principal amount of all Bonds Outstanding that mature on December 1 of such Fiscal Year, and, where the Safe Drinking Water Fund Bonds are referenced, the principal amount of all Safe Drinking Water Fund Bonds Outstanding that mature on May 1 of such Fiscal Year and (c) the amount of all mandatory redemption payments, if any, in such Fiscal Year; all calculated on the assumption that Bonds and Safe Drinking Water Fund Bonds will cease to be Outstanding only by reason of the payment thereof when due and the payment when due and application in accordance with this resolution of mandatory redemption payments.

"Fiscal Year" means the twelve-month period beginning on January 1 of each calendar year and ending on December 31 of such calendar year.

"Interest Account" means the Account by that name established within the Special Redemption Fund pursuant to Section 4 hereof.

"Interest Payment Date" means any June 1 or December 1 on which interest on any Bond is payable.

"Maximum Annual Debt Service" means, as of any date of computation, (a) when used with respect to the Bonds of any particular series, an amount equal to the greatest amount of Debt Service on the Bonds of such series for the then current or any future Fiscal Year, and (b) when used with respect to the Bonds of all series, an amount equal to the greatest amount of aggregate Debt Service on all Outstanding Bonds for the then current or any future Fiscal Year.

"Net Revenues" means Revenues, excluding any profits or losses on the sale or other disposition, not in the ordinary course of business, of investments or fixed or capital assets, less Current Expenses.

"1995 Resolution" means Resolution 6772 adopted by the Common Council of the City on April 19, 1995.

"Outstanding," when used with reference to Safe Drinking Water Fund Bonds, means all Safe Drinking Water Fund Bonds which have not been paid in accordance with their terms and, when used with reference to Bonds, means, as of any date, all Bonds theretofore or thereupon being authorized and delivered except:

- (a) any Bonds cancelled by the City or by a registrar for the Bonds at or prior to such date;

- (b) any Bond (or portion thereof) for the payment or redemption of which there shall be set aside and held in trust pursuant to Section 13 hereof either:

(i) moneys in an amount sufficient to pay when due the principal or applicable redemption price thereof, together with all accrued interest;

(ii) securities, as described in Section 13 hereof, or obligations secured by such securities, in such principal amounts, of such maturities, bearing such interest and otherwise having such terms and qualifications, as are necessary to provide moneys (whether as principal or interest) in an amount sufficient to pay when due the principal or applicable redemption price thereof, together with all accrued interest, or

(iii) any combination of (a) and (b) above,

and, if such Bond or portion thereof is to be redeemed, for which notice of redemption has been given as provided by the terms of the Bond or provision has been made for the giving of such notice;

(c) any Bond in lieu of or in substitution for which another Bond has or other Bonds have been delivered; and

(d) any Bond deemed to have been paid as provided in Section 13 hereof.

"Parity Bonds" means Bonds issued on a parity with the Series 2004 Bonds, the Series 2007 Bonds, the Series 2012 Bonds and the Series 2013 Bonds in accordance with the provisions of Section 9 hereof.

"Principal Account" means the Account by that name established within the Special Redemption Fund pursuant to Section 4 hereof.

"Principal Payment Date" means any December 1 on which principal on any Bond is payable.

"Qualified Investments" means any investments permitted by Section 66.0603(1m), Wisconsin Statutes.

"Rating Agency" means Moody's Investors Service.

"Reserve Account" means the Account by that name established within the Special Redemption Fund pursuant to Section 4 hereof.

"Reserve Account Asset" means any letter of credit, insurance policy, surety bond or similar instrument issued by a provider with a rating in one of the two highest rating categories of the Rating Agency and held in the Reserve Account in lieu of the deposit herein of moneys.

"Reserve Requirement" means, as of any particular date of computation, a sum equal to the lesser of (i) ten percent of the aggregate principal amount of

proceeds of the Bonds secured by the Reserve Account or (ii) the Maximum Annual Debt Service on the Bonds secured by the Reserve Account which are then Outstanding.

"Revenues" means all revenues, rentals and income of the System from whatever source, including all revenues derived from the operation of the System; proceeds from the sale of property; proceeds of insurance and condemnation awards and compensation for damages, to the extent not applied to the payment of the cost of repairs, replacements and improvements; and all amounts realized from the investment of money in the Accounts and Funds described in this resolution; but excluding all meter deposits and connection charges.

"Safe Drinking Water Fund Bonds" means the Outstanding Water Utility Revenue Bonds, Series 2005 and the Outstanding Water Utility Revenue Bonds, Series 2006.

"Series 2004 Bonds" means the Outstanding Water Utility Revenue Refunding Bonds, Series 2004, of the City, authorized by the 2004 Resolution.

"Series 2007 Bonds" means the Outstanding Water Utility Revenue Bonds, Series 2007, of the City, authorized by the 2007 Resolution.

"Series 2012 Bonds" means the Outstanding Water Utility Revenue Refunding Bonds, Series 2012, of the City, authorized by the 2012 Resolution.

"Special Redemption Fund" means the Fund by that name established pursuant to Section 4 hereof.

"State" means the State of Wisconsin.

"2004 Resolution" means Resolution 7111 adopted by the Common Council of the City on October 20, 2004 authorizing the issuance of the Series 2004 Bonds.

"2007 Resolution" means Resolution 7241 adopted by the Common Council of the City on May 2, 2007 authorizing the issuance of the Series 2007 Bonds.

"2012 Resolution" means Resolution 2012-32 adopted by the Common Council of the City on September 5, 2012 authorizing the issuance of the Series 2012 Bonds.

Section 4. Income and Revenue Funds. From and after the delivery of any Bonds hereunder, and as long as any of the Bonds shall be Outstanding, the entire Revenues of the System shall be applied as provided in this section.

All Revenues shall be deposited in a fund established pursuant to Section 9 of the 1995 Resolution known as the Water Utility Revenue Fund (the "Revenue Fund"), and shall be disbursed only as follows:

(a) *Payment of Current Expenses.* First for the payment of Current Expenses as the same become due and payable, and for the accumulation of an operating reserve in the Revenue Fund in an amount equal to one-twelfth (1/12) of the Current Expenses budgeted for the current Fiscal Year pursuant to Section 6 hereof, which reserve may be used during the month for the payment of Current Expenses.

(b) *Deposits into Special Redemption Fund.* Next to make deposits into a separate and special fund to pay principal of and interest on the Bonds and Parity Bonds as the same become due and to maintain a reserve for such payment as hereinafter set forth. Said Fund was established by Section 9 of the 1995 Resolution as the Water Utility Special Redemption Fund (the "Special Redemption Fund"), which is divided into three separate Accounts, known respectively as the Interest Account, the Principal Account, and the Reserve Account.

(1) *Interest Account.* In each month, there shall be deposited into the Interest Account an amount equal to one-sixth (1/6) of the interest coming due on all of the Outstanding Bonds on the next succeeding Interest Payment Date, or such larger amount as may be necessary to pay such interest; but no deposit need be made into the Interest Account in any month whenever the amount therein shall equal or exceed the interest coming due on all of the Outstanding Bonds on the next succeeding Interest Payment Date. Money in the Interest Account shall be used solely to pay interest on the Bonds as the same comes due.

(2) *Principal Account.* In each month, there shall be deposited into the Principal Account an amount equal to one-twelfth (1/12) of the principal of the Outstanding Bonds coming due on the next Principal Payment Date or subject to mandatory redemption thereon, or such larger amount as may be necessary to pay such principal; but no deposit need be made into the Principal Account in any month whenever the amount therein shall equal or exceed the principal amount of Outstanding Bonds maturing or required to be redeemed on the Principal Payment Date next succeeding. Money in the Principal Account shall be used solely to pay principal of the Bonds either at maturity or upon call for redemption.

(3) *Reserve Account.* To the degree required to correct any deficiency in the Reserve Account, an amount equal to the difference between the Reserve Requirement and any current amount maintained in the Reserve Account shall be deposited in

the Reserve Account on the first day of each month from available Net Revenues after the required payments have been made to the Interest Account and the Principal Account until the required balance has been attained. If such deficiency results from a draw on the Reserve Account, the amount of the deficiency shall be replenished during the 12-month period next succeeding the date of the draw by 12 equal monthly deposits until the Reserve Requirement has again been attained. Upon the issuance of Parity Bonds an additional amount may be immediately deposited into the Reserve Account (and credited to such subaccount therein as shall be specified in the supplemental resolution authorizing such Parity Bonds) sufficient to meet the Reserve Requirement (determined after giving effect to the issuance of such Parity Bonds), or an amount equal to the difference between such Reserve Requirement and the amount then on deposit in the Reserve Account shall be accumulated in the Reserve Account (and credited to such subaccount therein as shall be specified in the supplemental resolution authorizing such Parity Bonds) during the five-year period next succeeding the date of issuance of such Parity Bonds by sixty (60) equal monthly deposits, until the required balance has been attained. When the amount in the Reserve Account shall be equal to or exceed the Reserve Requirement as to all Outstanding Bonds secured by the Reserve Account, no further deposit need be made into the Reserve Account except to maintain said Account at such level. Whenever it shall become necessary to use money in the Reserve Account, the payments required above shall immediately be continued or resumed and replaced therein from the first available money until amounts therein shall have been restored to the required minimum. Reserve Account Assets or moneys (or a combination of both) may be used to satisfy the Reserve Requirement, provided that Reserve Account Assets shall be used only with the prior written approval of the Rating Agency. Moneys deposited in the Reserve Account to cure any deficiency therein shall be used first to repay the provider of a Reserve Account Asset any amount due such provider, including interest. Except as otherwise provided in the next preceding sentence, money in the Reserve Account shall be used solely for the purpose of paying interest on the Bonds secured by the Reserve Account, or the principal thereof at maturity or upon call for mandatory redemption, for the payment of which insufficient money shall be available in the Interest Account or the Principal Account, as the case may be. The Safe Drinking Water Fund Bonds are not secured by the Reserve Account.

All moneys in the Special Redemption Fund shall constitute trust funds irrevocably pledged for the payment of the principal of, and interest upon, and redemption premiums, if any, on the Outstanding Bonds and

such moneys shall, under no circumstances, be utilized for any other purpose until all of the Bonds shall have been retired or provision for the retirement thereof duly made in accordance with the provisions of this resolution.

(c) *Deposits into Depreciation Fund.* Next to make deposits into a separate and special Fund established by Section 9 the 1995 Resolution as the Water System Depreciation Fund (the "Depreciation Fund"). In each month there shall be deposited into the Depreciation Fund \$2,000. No such deposit need be made in any month if the aggregate amount on deposit in the Depreciation Fund equals or exceeds \$250,000. Withdrawals and disbursements from the Depreciation Fund shall be made to meet unforeseen emergencies in connection with the operation of the System or for the payment of the cost of making replacements necessary for the continued effective and efficient operation of the System. If necessary to prevent a default in the payment of principal of or interest on the Bonds, moneys in the Depreciation Fund may be transferred to the Special Redemption Fund; in the event of any such transfer, the deposit requirement into the Depreciation Fund shall be increased so as to replenish the amount of the transfer over the next succeeding 12-month period by 12 equal monthly deposits.

(d) *Payment of Subordinate Indebtedness.* Next to be used to pay principal of and interest (including reasonable reserves therefor) on the Safe Drinking Water Fund Bonds and any other obligations or indebtedness that by their terms are payable from the Revenues of the System but are subordinate to the Bonds and have been issued for the purpose of renewals, replacements, extensions or improvements to the System.

(e) *Use of Surplus Moneys.* All moneys thereafter remaining in the Revenue Fund shall be considered surplus and may be used for any lawful purpose of the Commission, including the making of payments into the general fund of the City in lieu of ad valorem taxes.

Money in the Revenue Fund shall be transferred and paid into the various Funds and Accounts hereinbefore referred to in the order in which said Funds and Accounts are listed, on a cumulative basis, and if in any month the money in the Revenue Fund shall be insufficient to place the required amount in any of said Funds and Accounts the deficiency shall be made up in the following month or months after payment into all Funds and Accounts enjoying a prior claim to the Revenues shall have been met in full.

Money in the Revenue Fund shall be transferred and paid into the various Funds and Accounts hereinabove referred to as of the first day of each month. If the first day of any month shall not be a business day then such transfer shall be as of the next succeeding business day.

The minimum amounts to be so deposited for debt service on the Series 2013 Bonds, in addition to all amounts to be deposited to pay debt service on the Prior Bonds and the Safe Drinking Water Fund Bonds, are set forth on the Schedule.

All of the Funds and Accounts provided by this section shall be kept on deposit with a bank or banks that shall be members of Federal Deposit Insurance Corporation and shall be secured to the fullest extent required by law.

Money on deposit in any of the Funds and Accounts described herein may be invested in Qualified Investments, all such obligations to mature not later than the date on which the money so invested shall be required for the purpose of the Fund or Account from which the investment was made. Moneys on deposit in the Reserve Account shall be invested in Qualified Investments having maturities no longer than five years from the dates of such investment. All income derived from such investments shall be deposited into the Revenue Fund and shall, to the extent so deposited, be regarded as Revenues; provided, however, that income derived from the investment of money on deposit in any construction fund or account established in whole or in part with the proceeds of bonds for the purpose of providing for the payment of the cost of extending, improving or replacing the System may, if and to the extent so required by the provisions of the supplemental resolution authorizing such bonds, be retained in such fund or account and used for the purposes for which such fund or account was established. Such investments shall at any time necessary be liquidated and the proceeds thereof applied to the purpose for which the respective fund was created.

Section 5. Service to the City. The reasonable cost and value of any service rendered to the City by the System shall be charged against the City and shall be paid by it in monthly installments as the service accrues, out of the current revenues of the City collected or in the process of collection, exclusive of the revenues derived from the System, to wit: out of the tax levy of the City made by it to raise money to meet its necessary current expenses. It is hereby found and determined that the amount of such reasonable cost and value shall be equal to such amount as may be necessary from year to year to pay the balance of an amount which, together with other Revenues of the System, will produce Net Revenues equivalent to not less than 1.25 times the annual Debt Service requirement on the Bonds and the Safe Drinking Water Fund Bonds. Such compensation for such service rendered to the City shall, in the manner provided hereinabove, be paid into the separate and special funds described in Section 4 of this Resolution. However, such payment is subject to (a) annual appropriation by the Common Council, (b) approval of the Wisconsin Public Service Commission, if necessary, and (c) applicable levy limits, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the City to make any such appropriation over and above the reasonable cost and value of services rendered to the City or to make any subsequent payment over and above such reasonable cost and value.

Section 6. Operation of System; City Covenants. It is covenanted and agreed by the City with the owner or owners of the Bonds, and each of them, that:

It will faithfully and punctually perform all duties with reference to the System required by the Constitution and Statutes of the State of Wisconsin, including the making and collecting of reasonable and sufficient rates lawfully established for services rendered by the System, and will segregate the Revenues of the System and apply them to the respective funds and accounts described hereinabove;

It will not sell, lease, or in any manner dispose of the System, including any part thereof or any additions, extensions, or improvements that may be made part thereto, except that the City shall have the right to sell, lease or otherwise dispose of any property of the System found by the City to be neither necessary nor useful in the operation of the System, provided the proceeds received from such sale, lease or disposal shall be paid into the Special Redemption Fund or applied to the acquisition or construction of capital facilities for use in the normal operation of the System, and such payment shall not reduce the amounts otherwise required to be paid into the Special Redemption Fund;

It will pay or cause to be paid all lawful taxes, assessments, governmental charges, and claims for labor, materials or supplies which if unpaid could become a lien upon the System or its Revenues or could impair the security of the Bonds;

It will permit no free service to be furnished to any consumer or user whatsoever, including the City;

It will maintain in reasonably good condition and operate the System, and will establish, charge and collect such lawfully established rates and charges for the service rendered by the System, so that in each Fiscal Year Net Revenues shall not be less than 1.25 times the Debt Service payable during the next succeeding Fiscal Year on the Outstanding Bonds and the Outstanding Safe Drinking Water Fund Bonds, and so that the Revenues of the System herein agreed to be set aside to provide for the payment of the Bonds and Parity Bonds and the Safe Drinking Water Fund Bonds and the interest thereon as the same becomes due and payable, and to meet the Reserve Requirement, will be sufficient for those purposes; and

It will prepare a budget not less than sixty days prior to the end of each Fiscal Year and, in the event such budget indicates that the Net Revenues for each Fiscal Year will not exceed the annual Debt Service requirement for each corresponding Fiscal Year by the applicable proportion stated hereunder, will take any and all steps permitted by law to increase rates so that the

aforementioned proportion of Net Revenues to the annual Debt Service requirement shall be accomplished as promptly as possible.

Section 7. Books and Accounts; Inspection. The City will keep proper books and accounts relative to the System separate from all other records of the City and will cause such books and accounts to be audited annually by a recognized independent firm of certified public accountants including a balance sheet and a profit and loss statement of the System as certified by such accountants. Each such audit, in addition to whatever matters may be thought proper by the accountants to be included therein shall include the following: (1) a statement in detail of the income and expenditures of the System for the Fiscal Year; (2) a balance sheet as of the end of such Fiscal Year; (3) the accountants' comment regarding the manner in which the City has carried out the requirements of this Resolution and the accountants' recommendations for any changes or improvements in the operation of the System; (4) the number of connections to the System at the end of the Fiscal Year, for each user classification (i.e., residential, commercial, public and industrial); (5) a list of the insurance policies in force at the end of the Fiscal Year setting out as to each policy the amount of the policy, the risks covered, the name of the insurer, and the expiration date of the policy; and (6) the volume of water used.

The owners of any of the Bonds shall have at all reasonable times the right to inspect the System and the records, accounts and data of the City relating thereto.

Section 8. Insurance. So long as any of the Bonds are outstanding the City will carry for the benefit of the owners of the Bonds: (a) adequate fire, lightning, vandalism, riot, strike, explosion, civil commotion, malicious damage, tornado and windstorm insurances on all portions of the System which are subject to loss through such casualties; (b) adequate insurance against loss of use and occupancy resulting from such casualties; (c) adequate public liability insurance and (d) insurance of the kinds and in the amounts normally carried by private companies engaged in the operation of similar systems. All money received for loss of use and occupancy shall be considered Revenue of the System payable into the separate funds and accounts named in Section 4 of this Resolution. All money received for losses under any of such casualty policies, except those specified in (b) above, shall be used in repairing the damage or in replacing the property destroyed provided that if the Common Council shall find it is inadvisable to repair such damage or replace such property and that the operation of the System has not been impaired thereby, such money, including proceeds from insurance under (b) above, shall be deposited in the Special Redemption Fund, but in that event such payments shall not reduce the amounts otherwise required to be paid into the Special Redemption Fund.

Section 9. Additional Bonds. The Bonds shall enjoy complete parity of lien on the Net Revenues despite the fact that any of the Bonds may be delivered at an earlier date than any other of the Bonds. The City will issue no other bonds

or obligations of any kind or nature payable from or enjoying a lien or claim on the Revenues of the System having priority over the Bonds.

Additional bonds may be issued on a parity and equality of rank with the Bonds with respect to the lien and claim of such additional bonds to the Net Revenues of the System and the money on deposit in the funds and accounts of the System, for the following purposes and under the following conditions, but not otherwise:

9: (a) Without regard to the requirements of paragraph (b) of this Section

(1) for the purpose of refunding any of the Bonds that shall have matured or have become subject to mandatory redemption, or that shall mature or become subject to mandatory redemption not later than three months after the date of delivery of such refunding bonds and for the payment of which there shall be insufficient money in the Special Redemption Fund; or

(2) for the purpose of refunding any Outstanding Bonds under circumstances not resulting in the defeasance of all of the Bonds pursuant to Section 13 hereof, provided that the Maximum Annual Debt Service computed with respect to all Bonds to be Outstanding as of the date of issuance of such Parity Bonds (and after giving effect to the application of the proceeds thereof) shall not be greater than one hundred five percent (105%) of the Maximum Annual Debt Service computed with respect to all Bonds Outstanding as of the date immediately preceding the issuance of such additional bonds.

(b) For the purpose of refunding any Outstanding Bonds under circumstances not resulting in the defeasance of all of the Bonds pursuant to Section 13 hereof, and/or for the making of improvements, extensions, renewals or replacements to the System, if all of the following conditions shall have been met:

(1) Either:

(A) the Net Revenues of the System for the last completed Fiscal Year for which audited financial statements are available immediately preceding the issuance of such proposed additional bonds, as evidenced by the annual audits required by Section 6 hereof, must have been equal to at least Maximum Annual Debt Service computed with respect to the additional bonds proposed to be issued and all Outstanding Bonds other than any Bonds intended to be refunded by the proposed additional bonds times 1.25; or

(B) the Net Revenues of the System for the last completed Fiscal Year for which audited financial statements are available immediately preceding the issuance of such proposed additional bonds, as evidenced by the annual audits required by Section 6 hereof, must have been equal to at least Maximum Annual Debt Service computed with respect to the additional bonds proposed to be issued and all Outstanding Bonds other than any Bonds intended to be refunded by the proposed additional bonds times 1.25; provided, however, that if prior to the authorization of such additional bonds either (i) the City shall have adopted and put into effect or (ii) the Wisconsin Public Service Commission shall have approved a revised schedule of rates for services and water furnished by the System, then the Net Revenues for the Fiscal Year immediately preceding, as certified by an independent certified public accountant not in the employ of the City on a salary basis, that would have resulted from such rates had they been in effect for such period, may be used in lieu of the actual Net Revenues for such Fiscal Year;

(2) The payments required to be made into the various Funds and Accounts provided in Section 4 hereof must be current; and

(3) The additional bonds must be payable as to principal on December 1 of each year in which principal falls due and payable as to interest on June 1 and December 1 of each year.

Section 10. Sale of Series 2013 Bonds. The City shall sell and deliver the Series 2013 Bonds to Robert W. Baird & Co. Incorporated (the "Purchaser") for the purchase price set forth in the Proposal. The Proposal is hereby approved, and the appropriate City officials are hereby authorized and directed to execute the same. The officers of the City are authorized and directed to do any and all acts necessary to conclude delivery of the Series 2013 Bonds to the Purchaser, upon receipt of the purchase price, as soon after adoption of this Resolution as is convenient.

Section 11. Application of Series 2013 Bond Proceeds. All accrued interest received from the sale of the Series 2013 Bonds shall be deposited into the Special Redemption Fund. An amount (if any) necessary to make the amount currently on deposit in the Reserve Account equal to the Reserve Requirement shall be deposited in the Reserve Account. An amount of proceeds of the Series 2013 Bonds sufficient to provide for the payment of the Refunded Obligations shall be deposited in a special account designated the "Refunding Fund" for that purpose. The balance of the proceeds, less the expenses incurred in authorizing, issuing and delivering the Series 2013 Bonds, shall be transferred to the Special Redemption Fund for use in payment of principal of and interest on the Series 2013 Bonds.

Section 12. Amendment to Resolution. After the issuance of any of the Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except:

a. The City may, from time to time, amend this Resolution without the consent of any of the owners of the Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and

b. This Resolution may be amended, in any respect, with the written consent of the owners of not less than two-thirds of the principal amount of the Bonds then outstanding, exclusive of Bonds held by the City; provided, however, that no amendment shall permit any change in the pledge of Revenues derived from the System, or in the maturity of any Bond issued hereunder, or a reduction in the rate of interest on any Bond, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Bond to which the change is applicable.

Section 13. Defeasance. When all Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The City may discharge all Bonds due on any date by depositing into a special account on or before that date a sum sufficient to pay the same in full; or if any Bonds should not be paid when due, it may nevertheless be discharged by depositing into a special account a sum sufficient to pay it in full with interest accrued from the due date to the date of such deposit. The City, at its option, may also discharge all Bonds called for redemption on any date when they are prepayable according to their terms, by depositing into a special account on or before that date a sum sufficient to pay them in full, with the required redemption premium, if any, provided that notice of redemption has been duly given as required by this Resolution. The City, at its option, may also discharge all Bonds of said issue at any time by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Bonds to its maturity or, at the City's option, if said Bond is prepayable to any prior date upon which it may be called for redemption, and to pay and redeem the principal amount of each such Bond at maturity, or at the City's option, if said Bond is prepayable, at its earliest redemption date, with the premium required for such redemption, if any, provided that notice of the redemption of all prepayable Bonds on such date has been duly given or provided for.

Section 14. Investments and Arbitrage. Monies accumulated in any of the funds and accounts referred to in Sections 4 and 11 hereof which are not immediately needed for the respective purposes thereof, may be invested in Qualified Investments until needed. All income derived from such investments shall be credited to the fund or account from which the investment was made; provided, however, that at any time that the Reserve Requirement is on deposit in the Reserve Account, any income derived from investment of the Reserve Account shall be deposited into the Special Redemption Fund and used to pay principal and interest on the Bonds. A separate banking account is not required for each of the funds and accounts established under this Resolution; however, the monies in each fund or account shall be accounted for separately by the City and used only for the respective purposes thereof. The proceeds of the Series 2013 Bonds shall be used solely for the purpose for which they are issued but may be temporarily invested until needed in legal investments. No such investment shall be made in such a manner as would cause the Series 2013 Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations of the Commissioner of Internal Revenue thereunder (the "Regulations").

An officer of the City, charged with the responsibility for issuing the Series 2013 Bonds, shall, on the basis of the facts, estimates and circumstances in existence on the date of closing, make such certifications as are necessary to permit the conclusion that the Series 2013 Bonds are not "arbitrage bonds" under Section 148 of the Code or the Regulations.

Section 15. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the City and the owner or owners of the Series 2013 Bonds, and after issuance of any of the Series 2013 Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 12, until all of the Series 2013 Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Series 2013 Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the City, the governing body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the City, its governing body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 16. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Series 2013 Bonds eligible for the services provided by The Depository Trust Company, New York, New York, the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the City and on file in the City Clerk's office.

Section 17. Payment of the Series 2013 Bonds; Fiscal Agent. The principal of and interest on the Series 2013 Bonds shall be paid by the City Clerk or City Treasurer (the "Fiscal Agent").

Section 18. Persons Treated as Owners; Transfer of Series 2013 Bonds. The City Clerk shall cause books for the registration and for the transfer of the Series 2013 Bonds to be kept by the Fiscal Agent. The person in whose name any Series 2013 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 Series 2013 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 Series 2013 Bond to the extent of the sum or sums so paid.

Any Series 2013 Bond may be transferred by the registered owner thereof by surrender of the Series 2013 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 Mayor and City Clerk shall execute and deliver in the name of the transferee or transferees a new Series 2013 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 Series 2013 Bond surrendered for transfer.

The City shall cooperate in any such transfer, and the Mayor and City Clerk are authorized to execute any new Series 2013 Bond or Bonds necessary to effect any such transfer.

The fifteenth day of each calendar month next preceding each interest payment date shall be the record dates for the Series 2013 Bonds. Payment of interest on the Series 2013 Bonds on any interest payment date shall be made to the registered owners of the Series 2013 Bonds as they appear on the registration book of the Fiscal Agent at the close of business on the corresponding record date.

Section 19. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Series 2013 Bonds and by the Refunded Obligations and the ownership, management and use of the projects will not cause the Series 2013 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 Series 2013 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 Series 2013 Bonds) if taking, permitting or omitting to take such action would cause any of the Series 2013 Bonds to be an arbitrage bond or a private activity bond within

the meaning of the Code or would otherwise cause interest on the Series 2013 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 Series 2013 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 Series 2013 Bonds provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Series 2013 Bonds and the laws of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

The foregoing covenants shall remain in full force and effect, notwithstanding the defeasance of the Series 2013 Bonds, until the date on which all of the Series 2013 Bonds have been paid in full.

Section 20. Undertaking to Provide Continuing Disclosure. The City covenants and agrees, for the benefit of the owners of the Series 2013 Bonds, to enter into a written undertaking (the "Undertaking") required by SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (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 Series 2013 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 Series 2013 Bonds).

The Mayor and City Clerk, or other officer of the City charged with the responsibility for issuing the Series 2013 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 21. Official Statement. The Common Council hereby approves the Preliminary Official Statement with respect to the Series 2013 Bonds and deems 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 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 of the Series 2013 Bonds, 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 22. Redemption of Refunded Obligations. The Refunded Obligations maturing in the years 2014 through 2022 are hereby called for prior payment and redemption on December 1, 2013 at a price of par plus accrued interest to the date of redemption.

The City hereby directs the City Clerk to work with the Purchaser to cause timely notice of redemption, in substantially the form attached hereto as Exhibit D-1 and incorporated herein by this reference (the "Notice"), to be provided at the times, to the parties and in the manner set forth on the Notice. 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 23. Records. The City Clerk shall provide and keep a separate 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 Series 2013 Bonds.

Section 24. Bond Insurance. If the Purchaser of the Series 2013 Bonds determines to obtain municipal bond insurance with respect to the Series 2013 Bonds, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of Series 2013 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 Series 2013 Bonds by the bond insurer and notices to be given to the bond insurer. In addition, appropriate reference to the municipal bond insurance policy shall be made in the form of Bond provided herein.

Section 25. Execution of the Series 2013 Bonds; Closing; Professional Services. The Series 2013 Bonds shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the Mayor and City Clerk, authenticated, if required, by the Fiscal Agent, 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 Series 2013 Bonds may be imprinted on the Series 2013 Bonds in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Series 2013 Bonds, at least one of the signatures appearing on each Series 2013 Bond shall be a manual signature. In the event that either of the officers whose signatures appear on the Series 2013 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 Series 2013 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 Series 2013 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 Series 2013 Bonds is hereby ratified and approved in all respects.

Section 26. Conflicting Ordinances or Resolutions. All ordinances and resolutions, other than the 1995 Resolution, the 2004 Resolution, the 2007 Resolution and the 2012 Resolution (collectively, the "Prior Resolutions") or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage. In case of any conflict between this Resolution and the Prior Resolutions, the Prior Resolutions shall control so long as any Prior Bonds are outstanding.

Adopted, approved and recorded August 21, 2013.

Recommended by: Finance and  
Personnel Committee

CITY OF NEENAH, WISCONSIN

Moved: \_\_\_\_\_

\_\_\_\_\_  
George D. Scherck, Mayor

Passed: \_\_\_\_\_

\_\_\_\_\_  
Patricia A. Sturn, City Clerk

[ SEAL ]

EXHIBIT A

Bond Purchase Proposal

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT B-1

Pricing Summary

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT B-2

Debt Service Schedule

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT C

(Form of Bond)

REGISTERED UNITED STATES OF AMERICA DOLLARS  
STATE OF WISCONSIN  
NO. R-\_\_\_\_ COUNTY OF WINNEABGO \$\_\_\_\_\_  
CITY OF NEENAH

WATER UTILITY REVENUE REFUNDING BOND, SERIES 2013

MATURITY DATE: ORIGINAL DATE OF ISSUE: INTEREST RATE: CUSIP:  
December 1, \_\_\_\_\_ September 10, 2013 \_\_\_\_\_% \_\_\_\_\_  
DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.  
PRINCIPAL AMOUNT: \_\_\_\_\_ THOUSAND DOLLARS  
(\$\_\_\_\_\_)

FOR VALUE RECEIVED, the City of Neenah, Winnebago County, Wisconsin (the "City"), hereby acknowledges itself to owe and promises to pay to the Depository or its Nominee Name (the "Depository") identified above (or to registered assigns), solely from the fund hereinafter specified, on the maturity date identified above, the principal amount identified above, and to pay interest thereon at the rate of interest per annum identified above, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest is payable semi-annually on June 1 and December 1 of each year commencing on June 1, 2014 until the aforesaid principal amount is paid in full. Both the principal of and interest on this Bond are payable to the registered owner in lawful money of the United States. Interest payable on any interest payment date shall be paid by wire transfer to the Depository in whose name this Bond is registered on the Bond Register maintained by the City Clerk or City Treasurer (the "Fiscal Agent") or any successor thereto at the close of business on the 15th day of the calendar month next preceding the semi-annual interest payment date (the "Record Date"). This Bond is payable as to principal upon presentation and surrender hereof at the office of the Fiscal Agent.

This Bond is not subject to optional redemption.

This Bond is transferable only upon the books of the City kept for that purpose at the office of the Fiscal Agent, only in the event that the Depository does not continue to act as depository for the Bond, and the City appoints another depository, upon surrender of the Bond to the Fiscal Agent, by the registered owner in person or his duly authorized attorney, upon surrender of this Bond together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new fully registered Bond in the same aggregate principal amount shall be issued to the new depository in exchange therefor and upon the payment of a

charge sufficient to reimburse the City for any tax, fee or other governmental charge required to be paid with respect to such registration. The Fiscal Agent shall not be obliged to make any transfer of the Bonds after the Record Date. The Fiscal Agent and City may treat and consider the Depository in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever. The Bonds are issuable solely as negotiable, fully-registered Bonds without coupons in the denomination of \$5,000 or any integral multiple thereof.

This Bond is one of an issue aggregating \$3,595,000, issued to refund obligations of the City issued to finance additions, improvements and extensions to the Water System of the City, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 66.0621, Wisconsin Statutes, acts supplementary thereto and a Resolution adopted August 21, 2013, and entitled: "Resolution Authorizing the Issuance and Sale of \$3,595,000 Water Utility Revenue Refunding Bonds, Series 2013, of the City of Neenah, Winnebago County, Wisconsin, and Providing for the Payment of the Bonds and Other Details With Respect to the Bonds," and is payable only from the income and revenues derived from the operation of said Water System. Such revenues have been set aside and pledged as a special fund for that purpose and identified as "Special Redemption Fund", created by Resolution No. 6772 adopted by the City on April 19, 1995 and continued by the resolution referred to above. The Bonds are issued on a parity with the City's outstanding Water Utility Revenue Refunding Bonds, Series 2004, Water Utility Revenue Bonds, Series 2007 and Water Utility Revenue Refunding Bonds, Series 2012, and senior to the Water Utility Revenue Bonds, Series 2005 and Water Utility Revenue Bonds, Series 2006. This Bond does not constitute an indebtedness of the City within the meaning of any constitutional or statutory debt limitation or provision.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen, and be performed precedent to and in the issuance of this Bond have existed, have happened and have been performed in due time, form and manner as required by law; and that sufficient of the income and revenue to be received by said City from the operation of its Water System has been pledged to and will be set aside into a special fund for the payment of the principal of and interest on this Bond.

IN WITNESS WHEREOF, the City of Neenah, Winnebago County, Wisconsin, has caused this Bond to be signed by its Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF NEENAH,  
WINNEBAGO COUNTY, WISCONSIN

(SEAL)

By \_\_\_\_\_  
City Clerk

By \_\_\_\_\_  
Mayor

ASSIGNMENT

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

\_\_\_\_\_  
(Name and Address of Assignee)

\_\_\_\_\_  
(Social Security or other Identifying Number of Assignee)

the within Bond and all rights thereunder and hereby irrevocably constitutes and appoints \_\_\_\_\_, Legal Representative, to transfer said Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed:

\_\_\_\_\_  
(e.g. Bank, Trust Company  
or Securities Firm)

\_\_\_\_\_  
(Depository or Nominee Name)

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

\_\_\_\_\_  
(Authorized Officer)

EXHIBIT D-1

NOTICE OF FULL CALL\*

Regarding

City of Neenah  
Winnebago County, Wisconsin  
Water Utility Revenue Bonds, Series 2003  
Dated July 1, 2003

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the dates and in the amounts; bear interest at the rates; and have CUSIP Nos. as set forth below have been called by the City for prior payment on December 1, 2013 at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the date of prepayment:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
12/01/2014	\$250,000	3.15 %	640089EX2
12/01/2015	480,000	3.25	640089EY0
12/01/2016	375,000	3.35	640089EZ7
12/01/2017	390,000	3.45	640089FA1
12/01/2018	410,000	3.55	640089FB9
12/01/2019	425,000	3.65	640089FC7
12/01/2020	445,000	3.75	640089FD5
12/01/2021	460,000	3.85	640089FE3
12/01/2022	485,000	4.00	640089FF0

The City shall deposit federal or other immediately available funds sufficient for such redemption at the office of The Depository Trust Company on or before December 1, 2013.

Said Bonds will cease to bear interest on December 1, 2013.

By Order of the  
Common Council  
City of Neenah  
City Clerk

Dated \_\_\_\_\_  
\_\_\_\_\_

\* To be provided by facsimile transmission, registered or certified mail, or overnight express to The Depository Trust Company, Attn: Supervisor, Call Notification Department, 55 Water Street, 50<sup>th</sup> Floor, New York, NY 10041-0099, not less than thirty (30) days nor more than sixty (60) days prior to December 1, 2013 and to the MSRB. Notice shall also be provided to Ambac Assurance Corporation, or any successor, the bond insurer of the Bonds.

In addition, if the Bonds are subject to the continuing disclosure requirements of SEC Rule 15c2-12 effective July 3, 1995, this Notice should be filed electronically with the MSRB through the Electronic Municipal Market Access (EMMA) System website at [www.emma.msrb.org](http://www.emma.msrb.org).