

**Village of Stoddard  
Village Board Meeting  
September 14th, 2021  
6:00 p.m.**

The Village Board met in regular session. Roll call: Bob Wurtzel, Steve Davis, Scott Chiples and Robin Palmer present. Bill Evans Tom Venner and Garry Oliver - excused.

**Minutes:** Motion Palmer, second Chiples to approve the minutes from the August meeting. All aye. Motion carried.

**Appearances:** None.

**Bills and Vouchers:** Motion Davis, second Palmer to approve August payments #20158-20198 in the amount of \$55,039.19 for payment. All aye. Motion carried.

**Committee Reports:**

**Board of Appeals** – No meeting.

**Board of Review** – No meeting.

**Budget & Finance** – No meeting.

**Building/Zoning/Land Planning** – No meeting.

**Fire** – No meeting. Next meeting scheduled for Sept. 20<sup>th</sup>

**Park** – No meeting.

**Personnel**- No meeting.

**Police**- No meeting.

**Public Works** – Village of Stoddard, Public Works Committee Meeting, September 1st, 2021, 3:00 p.m.

Meeting called to order at 3:00 p.m. Roll call: Garry Oliver, Steve Davis and Scott Chiples. Administrator Kent Hatlestad and Bob Wurtzel also present.

Minutes: Motion Chiples second Davis to approve 7-9-21 minutes from the previous meeting. All aye, motion carried.

Appearances: Debra Wenger, Mark Stellner and Robin Palmer.

Unfinished Business:

Discussion on Pearl Street sign placement. The Visual Clearance Triangle was discussed. The ordinance says thirty feet. The intersection could be painted yellow.

Debra Wenger handed out maps and explained her objection to the Pearl Street sign placement. The Public Works discussed where to place the parking restriction signs. One sign will be placed below the driveway at 410 S Pearl Street. The other sign will be placed below the driveway at 409 S Pearl St.

Discussion on Proksch Coulee Road sign placement. Vernon County Sheriff's Department will need to increase patrol on Proksch Coulee Rd. for safety reasons. We will get pricing on rumble strips or a permanent speed bump to slow traffic on Proksch Coulee Road. In the meantime, the Stop sign will stay.

Discussion on siren repair. The siren is repaired and working great

New Business:

Discussion on proposed 2008 truck replacement. The 2008 Ford Truck frame is cracked. Several calls have been made to repair it and so far all of the shops couldn't or wouldn't do it. The insurance adjuster came down August 31 to see if it would have to be totaled or not. The PW committee wants the office to get estimates for a new truck that is bigger than 1 ton.

Discussion on snow plowing plan winter 21/22. We might need to have an outside contractor to plow snow this year. An estimate from Manske came to \$95 an hour.

We will get more estimates.

Discussion on street repair. The street needs repairing on Broadway Street that was dug up for a sewer hookup. The curb and gutter will need to be done first, then the street. Is Mike Tully going to take care of both?

Discussion on proposed equipment purchase. A broom was proposed for sweeping the street in the amount of \$4,500. The committee would like a demonstration. A snow blade was proposed for plowing this winter in the amount of \$4,000. The committee would like to keep it as an option if we are without a second plow truck this 21/22 snow season.

Motion Davis, second Chiples to adjourn. All aye. Motion carried. Adjournment.

**W&S - Village of Stoddard, Utilities Commission Meeting, September 13th, 2021, 3:30 p.m., Stoddard Sewer Plant**

Meeting called to order at 3:30 p.m. Present - Mark Peterson and John Tully. Russ Bolton-excused. Village Board member Scott Chiples, Clerk-Kent Hatlestad, Village Lead Operator-Mike Young also present.

**Minutes:** Motion Tully, second Peterson to approve minutes from the July meeting. All aye, motion carried.

**Appearances:** Jamey Makepeace, Makepeace Engineering.

**Bills and Vouchers:** Water #3156-3165 \$2,647.65. Sewer #3457-3468 \$6,246.46 Motion Tully, second Peterson to approve. All aye, motion carried.

**Unfinished Business:**

Discussion on emergency generator install. Hatlestad reported that the generator was installed and operational. The new dialer was being programmed today, should be all done by Friday.

Discussion on sewer rate increase. Hatlestad reported that the WI DOA had contacted him about the rate increase needed to pay for the Clean Water Fund Loan. Jamey Makepeace, Makepeace Engineering, prepared a Certification of Net Revenues report for the WQI DOA. The rate being discussed is \$70/quarter base and \$5.00 /1,000 gals. Applying the new sewer rates to volume, strength and number of customers billed, the resulting sewer system revenue will be approximately \$221,528. This will satisfy the CWF loan. Motion Tully, second Peterson to send recommendation to raise the sewer rate to \$70/qr. base rate and \$5.00/1,000 gal. usage rate to the village board for approval. All aye, motion carried.

Discussion on closing CWF loan. Hatlestad reported that the CWF loan will close on October 13th. After the rate increase is passed the information will be sent to the WI DNR and the WI DOA for final approval. The final total will be approximately \$622,782. The village will be responsible for approximately \$187,000 for their share of the road project. The village can pay the cost of the generator and be reimbursed by the loan in October.

**New Business:**

Discussion on general maintenance. Hatlestad reported on a number of projects that should be taken under consideration:

- New roof - bids will be obtained
- Chemical room parts will be ordered

Discussion on 2022 budget prep. Hatlestad reported that following the rate increase numbers will be able to be firmed up for 2022.

Motion Peterson, second Tully to adjourn at 4:20. All aye. Motion carried. Adjournment. Next meeting October 12th.

**Unfinished Business:**

Discussion on Hwy 35 project closeout. Hatlestad reported that he was working on closing the Clean Water Fund (CWF) loan with the WI Dept. of Administration and the WI DNR. Hatlestad reported that the CWF loan will close on October 13th. After the rate increase is passed the information will be sent to the WI DNR and the WI DOA for final approval. The final total will be approximately \$622,782. The village will be responsible for approximately \$187,000 for their share of the road project.

**New Business:**

Discussion on proposed sewer rate increase. Hatlestad reported that following a Utility Commission meeting on Sept. 13, The Commission agreed to send a recommendation to raise the sewer rate to \$70/qtr. base rate and \$5.00/1,000 gal. usage rate to the village board for approval. Jamey Makepeace, Makepeace Engineering, prepared a Certification of Net Revenues report for the WI DOA. Applying the new sewer rates to volume, strength and number of customers billed, the resulting sewer system revenue will be approximately \$221,528. This will satisfy the CWF loan. Motion Davis, second Chiples to approve raising the sewer rate to \$70/quarter base and \$5.00 /1,000 gals. All aye, motion carried.

Discussion on Resolution No. 2021-04

RESOLUTION NO. 2021-04

RESOLUTION AUTHORIZING THE ISSUANCE AND  
SALE OF UP TO \$622,782 SEWERAGE SYSTEM REVENUE BONDS, SERIES 2021,  
AND PROVIDING FOR OTHER DETAILS AND COVENANTS WITH RESPECT THERETO

WHEREAS, the Village of Stoddard, Vernon County, Wisconsin (the "Municipality") owns and operates a sewerage system (the "System") which is operated for a public purpose as a public utility by the Municipality; and  
WHEREAS, pursuant to a resolution adopted by the Governing Body on August 2, 2005 (the "2005 Resolution"), the Municipality has heretofore issued its Sewerage System Revenue Bonds, Series 2005, dated August 24, 2005 (the "2005 Bonds"), which are payable from the income and revenues of the System; and  
WHEREAS, certain improvements to the System are necessary to meet the needs of the Municipality and the residents thereof, consisting of the construction of a project (the "Project") assigned Clean Water Fund Program Project No. 4043-07 by the Department of Natural Resources, and as described in the Department of Natural Resources approval letter for the plans and specifications of the Project, or portions thereof, issued under Section 281.41, Wisconsin Statutes, assigned No. S-2019-0777 and dated January 24, 2020 by the DNR; and  
WHEREAS, under the provisions of Chapter 66, Wisconsin Statutes any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, operating and managing a public utility from the proceeds of bonds, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees; and  
WHEREAS, the Municipality has heretofore issued its General Obligation Promissory Note, dated August 26, 2020, as extended (the "Prior Note") for the purpose of paying a portion of the costs of the Project; and  
WHEREAS, pursuant to Section 66.0621(4)(b), Wisconsin Statutes any municipality may also issue new bonds to provide funds for the payment of any outstanding municipal obligations issued for purchasing, acquiring, constructing, extending, adding to, improving, conducting, controlling, operating and managing a public utility; and  
WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell sewerage system revenue bonds of the Municipality payable solely from the revenues of the System, pursuant to the provisions of Section 66.0621, Wisconsin Statutes, to pay the cost of the Project and to refund the Prior Note; and  
WHEREAS, the 2005 Resolution permits the issuance of additional bonds on a parity with the 2005 Bonds upon certain conditions, and those conditions have been met or will be met prior to the issuance of any bonds pursuant to this Resolution; and  
WHEREAS, other than the 2005 Bonds, no bonds or obligations payable from the revenues of the System are now outstanding.  
NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:  
Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:  
(a) "Act" means Section 66.0621, Wisconsin Statutes;  
(b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Bonds;  
(c) "Bonds" means the \$622,782 Sewerage System Revenue Bonds, Series 2021, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;  
(d) "Bond Year" means the twelve-month period ending on each May 1;  
(e) "Current Expenses" means the reasonable and necessary costs of operating, maintaining, administering and repairing the System, including salaries, wages, costs of materials and supplies, insurance and audits, but shall exclude depreciation, debt service, tax equivalents and capital expenditures;  
(f) "Debt Service Fund" means the Debt Service Fund of the Municipality, which shall be the "special redemption fund" as such term is defined in the Act;  
(g) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Bonds are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;  
(h) "Fiscal Year" means the twelve-month period ending on each December 31;  
(i) "Governing Body" means the Village Board, or such other body as may hereafter be the chief legislative body of the Municipality;  
(j) "Gross Earnings" means the gross earnings of the System, including earnings of the System derived from sewerage charges imposed by the Municipality, all payments to the Municipality under any wastewater treatment service agreements

between the Municipality and any contract users of the System, and any other monies received from any source including all rentals and fees, any tax incremental district revenues appropriated by the Governing Body to the System, and any special assessments levied and collected in connection with the Project;

- (k) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;
- (l) "Municipality" means the Village of Stoddard, Vernon County, Wisconsin;
- (m) "Net Revenues" means the Gross Earnings of the System after deduction of Current Expenses;
- (n) "Parity Bonds" means bonds payable from the revenues of the System other than the Bonds but issued on a parity and equality with the Bonds pursuant to the restrictive provisions of Section 11 of this Resolution;
- (o) "Prior Note" means the Municipality's General Obligation Promissory Note, dated August 26, 2020, as extended;
- (p) "Project" means the Project described in the preamble to this Resolution. All elements of the Project are to be owned and operated by the Municipality as part of the System as described in the preamble hereto;
- (q) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date;
- (r) "System" means the entire sewerage system of the Municipality specifically including that portion of the Project owned by the Municipality and including all property of every nature now or hereafter owned by the Municipality for the collection, transmission, treatment and disposal of domestic and industrial sewerage and waste, including all improvements and extensions thereto made by the Municipality while any of the Bonds and Parity Bonds remain outstanding, including all real and personal property of every nature comprising part of or used or useful in connection with such sewerage system and including all appurtenances, contracts, leases, franchises, and other intangibles;
- (s) "2005 Bonds" means the Municipality's Sewerage System Revenue Bonds, Series 2005, dated August 24, 2005; and
- (t) "2005 Resolution" means a resolution adopted by the Governing Body on August 2, 2005 authorizing the issuance of the 2005 Bonds.

Section 2. Authorization of the Bonds and the Financial Assistance Agreement. For the purpose of paying the cost of the Project (including legal, fiscal, engineering and other expenses) and refunding the Prior Note, there shall be borrowed on the credit of the income and revenue of the System up to the sum of \$622,782; and fully registered revenue bonds of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Clean Water Fund Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference and the President and Village Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement. The Bonds shall not be issued unless and until the provisions of the 2005 Resolution allowing the issuance of the Bonds on a parity with the 2005 Bonds are met, as evidenced by a certification of an officer of the Village.

The Governing Body hereby determines that the refunding of the Prior Note is advantageous and necessary to the Municipality.

Section 3. Terms of the Bonds. The Bonds shall be designated "Sewerage System Revenue Bonds, Series 2021" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 1.485% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and in the Bond form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Bonds shall be payable commencing on May 1, 2022 and semiannually thereafter on May 1 and November 1 of each year. The Bonds shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

The schedule of maturities of the Bonds is found to be such that the amount of annual debt service payments is reasonable in accordance with prudent municipal utility practices.

Section 4. Form, Execution, Registration and Payment of the Bonds. The Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Bonds shall be executed in the name of the Municipality by the manual signatures of the President and Village Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Bonds shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Bonds shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Bond will be payable upon presentation and surrender of the Bond to the Bond Registrar. Payment of principal on the Bond (except the final maturity) and each installment of interest shall be made to the registered owner of each Bond who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by check or draft of the Municipality and mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Debt Service Fund hereinafter created and established, and shall be a valid claim of the registered owner or owners thereof only against such Debt Service Fund and the revenues of the System pledged to such fund, on a parity with the pledge granted to the holders of the 2005 Bonds. Sufficient revenues are hereby pledged to said Debt Service Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the 2005 Bonds, the Bonds and any Parity Bonds as the same becomes due.

Section 6. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the System, and to secure the payment of the principal of and interest on the 2005 Bonds, the Bonds and Parity Bonds, certain funds of the System which were created and established by the 2005 Resolution are hereby continued and shall be used solely for the following respective purposes:

- (a) Revenue Fund, into which shall be deposited as received the Gross Earnings of the System, which money shall then be divided among the Operation and Maintenance Fund, the Debt Service Fund and the Surplus Fund in the amounts and in the manner set forth in Section 7 hereof and used for the purposes described below.
- (b) Operation and Maintenance Fund, which shall be used for the payment of Current Expenses.
- (c) Debt Service Fund, which shall be used for the payment of the principal of, premium, if any, and interest on the 2005 Bonds, the Bonds and Parity Bonds as the same becomes due, and which may contain a Reserve Account established by a future resolution authorizing the issuance of Parity Bonds to secure such Parity Bonds.
- (d) Surplus Fund, which shall first be used whenever necessary to pay principal of, premium, if any, or interest on the 2005 Bonds, the Bonds and Parity Bonds when the Debt Service Fund shall be insufficient for such purpose, and thereafter shall be disbursed as follows: (i) at any time, to remedy any deficiency in any of the Funds provided in this Section 6 hereof; and (ii) money thereafter remaining in the Surplus Fund at the end of any Fiscal Year may be transferred to any of the funds or accounts created herein or to reimburse the general fund of the Municipality for advances made by the Municipality to the System.

Section 7. Application of Revenues. After the delivery of the Bonds, the Gross Earnings of the System shall be deposited as collected in the Revenue Fund and shall be transferred monthly to the funds listed below in the following order of priority and in the manner set forth below:

- (a) to the Operation and Maintenance Fund, in an amount equal to the estimated Current Expenses for such month and for the following month (after giving effect to available amounts in said Fund from prior deposits);
- (b) to the Debt Service Fund, an amount equal to one-sixth (1/6) of the next installment of interest coming due on the 2005 Bonds, the Bonds and any Parity Bonds then outstanding and an amount equal to one-twelfth (1/12) of the installment of principal of the 2005 Bonds, the Bonds and any Parity Bonds coming due during such Bond Year (after giving effect to available amounts in said Fund from accrued interest, any premium or any other source), and any amount required by a future resolution authorizing the issuance of Parity Bonds to fund a Reserve Account established therein; and
- (c) to the Surplus Fund, any amount remaining in the Revenue Fund after the monthly transfers required above have been completed.

Transfers from the Revenue Fund to the Operation and Maintenance Fund, the Debt Service Fund and the Surplus Fund shall be made monthly not later than the tenth day of each month, and such transfer shall be applicable to monies on deposit in the Revenue Fund as of the last day of the month preceding. Any other transfers and deposits to any fund required or permitted by subsection (a) through (c) of this Section, except transfers or deposits which are required to be made immediately or annually, shall be made on or before the tenth day of the month. Any transfer or deposit required to be made at the end of any Fiscal Year shall be made within sixty (60) days after the close of such Fiscal Year. If the tenth day of any month shall fall on a day other than a business day, such transfer or deposit shall be made on the next succeeding business day. It is the express intent and determination of the Governing Body that the amounts transferred from the Revenue Fund and deposited in the Debt Service Fund shall be sufficient in any event to pay the interest on the 2005 Bonds, the Bonds and any Parity Bonds as the same accrues and the principal thereof as the same matures, and to fund the Reserve Account as required in connection with future Parity Bonds.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on the 2005 Bonds, the Bonds and any Parity Bonds as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34, Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes. The other funds herein created (except the Sewerage System CWFPP Project Fund) may be combined in a single account in a public depository selected in the manner set forth above and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes.

Section 9. Service to the Municipality. The reasonable cost and value of services rendered to the Municipality by the System by furnishing sewerage services for public purposes shall be charged against the Municipality and shall be paid in monthly installments as the service accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the System; that is to say, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. The reasonable cost and value of such service to the Municipality in each year shall be equal to an amount which, together with other revenues of the System, will produce in each Fiscal Year Net Revenues equivalent to not less than the annual principal and interest requirements on the 2005 Bonds, the Bonds, any Parity Bonds and any other obligations payable from the revenues of the System then outstanding, times the greater of (i) 110% or (ii) the highest debt service coverage ratio required with respect to any obligations payable from revenues of the System then

outstanding. However, such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if applicable, (b) yearly appropriations therefor, and (c) applicable levy limitations, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of the services rendered to the Municipality and its inhabitants or to make any subsequent payment over and above such reasonable cost and value.

Section 10. Operation of System; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Bonds, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 11. Additional Bonds. The Bonds are issued on a parity with the 2005 Bonds as to the pledge of revenues of the System. No bonds or obligations payable out of the revenues of the System may be issued in such manner as to enjoy priority over the Bonds. Additional obligations may be issued if the lien and pledge is junior and subordinate to that of the Bonds. Parity Bonds may be issued only under the following circumstances:

(a) Additional Parity Bonds may be issued for the purpose of completing the Project and for the purpose of financing costs of the Project which are ineligible for payment under the State of Wisconsin Clean Water Fund Program. However, such additional Parity Bonds shall be in an aggregate amount not to exceed 20% of the face amount of the Bonds; or

(b) Additional Parity Bonds may also be issued if all of the following conditions are met:

(1) The Net Revenues of the System for the Fiscal Year immediately preceding the issuance of such additional bonds must have been in an amount at least equal to the maximum annual interest and principal requirements on all bonds outstanding payable from the revenues of the System, and on the bonds then to be issued, times the greater of (i) 1.10 or (ii) the highest debt service coverage ratio to be required with respect to the Additional Parity Bonds to be issued or any other obligations payable from the revenues of the System then outstanding. Should an increase in permanent rates and charges, including those made to the Municipality, be properly ordered and made effective during the Fiscal Year immediately prior to the issuance of such additional bonds or during that part of the Fiscal Year of issuance prior to such issuance, then Net Revenues for purposes of such computation shall include such additional revenues as a registered municipal adviser, an independent certified public accountant, consulting professional engineer or the Wisconsin Public Service Commission may certify would have accrued during the prior Fiscal Year had the new rates been in effect during that entire immediately prior Fiscal Year.

(2) The payments required to be made into the funds enumerated in Section 6 of this Resolution must have been made in full.

(3) The additional bonds must have principal maturing on May 1 of each year and interest falling due on May 1 and November 1 of each year.

(4) The proceeds of the additional bonds must be used only for the purpose of providing extensions or improvements to the System, or to refund obligations issued for such purpose.

Section 12. Sale of Bonds. The sale of the Bonds to the State of Wisconsin Clean Water Fund Program for the purchase price of up to \$622,782 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Bonds as hereinabove provided, necessary to conclude delivery of the Bonds to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Bonds shall be paid upon requisition therefor as provided in the Financial Assistance Agreement, and the officers of the Municipality are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Bonds.

Section 13. Application of Bond Proceeds. The proceeds of the sale of the Bonds shall be deposited by the Municipality into a special fund designated as "Sewerage System CWFP Project Fund." The Sewerage System CWFP Project Fund shall be used solely for the purpose of paying the costs of the Project and refunding expended proceeds of the Prior Note as more fully described in the preamble hereof and in the Financial Assistance Agreement. Moneys in the Sewerage System CWFP Project Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 14. Amendment to Resolution. After the issuance of any of the Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from time to time, amend this Resolution without the consent of any of the owners of the Bonds, but only to cure any ambiguity, administrative conflict, formal defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Bonds then outstanding, exclusive of Bonds held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of revenues derived from the System or the maturity of any Bond issued hereunder, or a reduction in the rate of interest on any Bond, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Bond to which the change is applicable.

Section 15. Defeasance. When all Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The Municipality may discharge all Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal

and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Bonds to its maturity or, at the Municipality's option, if said Bond is prepayable to any prior date upon which it may be called for redemption, and to pay and redeem the principal amount of each such Bond at maturity, or at the Municipality's option, if said Bond is prepayable, at its earliest redemption date, with the premium required for such redemption, if any, provided that notice of the redemption of all prepayable Bonds on such date has been duly given or provided for.

Section 16. Rebate Fund. Unless the Bonds are exempt from the rebate requirements of the Internal Revenue Code of 1986, as amended (the "Code"), the Municipality shall establish and maintain, so long as the Bonds and any Parity Bonds are outstanding, a separate account to be known as the "Rebate Fund." The sole purpose of the Rebate Fund is to provide for the payment of any rebate liability with respect to the Bonds under the relevant provisions of the Code and the Treasury Regulations promulgated thereunder (the "Regulations"). The Rebate Fund shall be maintained by the Municipality until all required rebate payments with respect to the Bonds have been made in accordance with the relevant provisions of the Code and the Regulations.

The Municipality hereby covenants and agrees that it shall pay to the United States from the Rebate Fund, at the times and in the amounts and manner required by the Code and the Regulations, the portion of the "rebate amount" (as defined in Section 1.148-3(b) of the Regulations) that is due as of each "computation date" (within the meaning of Section 1.148-3(e) of the Regulations). As of the date of this Resolution, the provisions of the Regulations specifying the required amounts of rebate installment payments and the time and manner of such payments are contained in Sections 1.148-3(f) and (g) of the Regulations, respectively. Amounts held in the Rebate Fund and the investment income therefrom are not pledged as security for the Bonds or any Parity Bonds and may only be used for the payment of any rebate liability with respect to the Bonds.

The Municipality may engage the services of accountants, attorneys or other consultants necessary to assist it in determining the rebate payments, if any, owed to the United States with respect to the Bonds. The Municipality shall maintain or cause to be maintained records of determinations of rebate liability with respect to the Bonds for each computation date until six (6) years after the retirement of the last of the Bonds. The Municipality shall make such records available to the State of Wisconsin upon reasonable request therefor.

Section 17. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Bonds, and after issuance of any of the Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 14, until all of the Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 18. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Clean Water Fund Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Clean Water Fund Program may require, in order that securities issued by the Municipality and the State of Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 19. Redemption of the Prior Note. The Governing Body hereby calls the Prior Note for redemption on October 14, 2021 or as soon as practicable thereafter. The Governing Body directs its officers and agents to take all action necessary to effect the redemption of the Prior Note.

Section 20. Conflicting Resolutions. All ordinances, resolutions (other than the 2005 Resolution), or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage. In case of any conflict between this Resolution and the 2005 Resolution, the 2005 Resolution shall control as long as any 2005 Bonds are outstanding.

Hatlestad reported that the village board consider passage of Resolution of 2021-04 in order to authorize the issuance and sale of \$622,782 Sewerage Revenue Bonds, Series 2021 to facilitate the closing of the Hwy 35 project. Motion Chiples, second Palmer to approve. Chiples-aye, Wurtzel-aye, Palmer-aye, Chiples-aye. Motion carried.

**Communications:** None.

**License Applications:** Operator license – Cindy McCarty, Michael McCarty, Kelly King. Motion Davis, second Chiples to approve. All aye, motion carried.

**Public Comment:** None.

Motion Chiples, second Davis to adjourn. All aye. Motion carried.