



AGENDA FOR COMMON COUNCIL SPECIAL MEETING

A Common Council Special Meeting meeting will be held on **Tuesday, June 06, 2023 at 6:30 PM** in the **Council Chambers at City Hall, 819 Superior Avenue, Tomah, WI.**

Join Zoom Meeting:

<https://zoom.us/j/7689466740?pwd=dEdLR2hXK0ZYMk1qNU5vNFlwMzdSZz09>

Meeting ID: 768 946 6740 Password: Tomah2020
Dial by your location +1 312 626 6799 US (Chicago)

AGENDA:

Call to Order, Pledge of Allegiance, Roll Call

- [A.](#) Presale Report Presentation by Dave Ferris from Ehlers Public Finance Advisors
- [B.](#) Initial Resolution Authorizing \$755,000 General Obligation Bonds for Street Improvement Projects
- [C.](#) Initial Resolution Authorizing \$2,500,000 General Obligation Bonds for Parks and Public Grounds Projects
- [D.](#) Initial Resolution Authorizing \$15,000 General Obligation Bonds for Airport Projects
- [E.](#) Initial Resolution Authorizing \$370,000 General Obligation Bonds for Garbage Disposal Projects
- [F.](#) Resolution Directing Publication of Notice to Electors Relating to Bond Issues
- [G.](#) Resolution Establishing Parameters for the Sale of Not to Exceed \$3,640,000 General Obligation Corporate Purpose Bonds, Series 2023A

ADJOURN

NOTICE: It is possible that a quorum of members of other governmental bodies of the municipality may be in attendance at the above-stated meeting to gather information. No action will be taken by any governmental body at the above-stated meeting other than the governmental body specifically referred to above in this notice. Please note that, upon reasonable notice, efforts will be made to accommodate the needs of disabled individuals through appropriate aids and services. For additional information or to request this service, contact Becki Weyer, City Clerk, at 819 Superior Avenue, Tomah, WI 54660.

June 6, 2023

PRE-SALE REPORT FOR

City of Tomah, Wisconsin

**\$3,640,000 General Obligation Corporate Purpose
Bonds, Series 2023A**



Prepared by:

Ehlers
N19W24400 Riverwood Drive,
Suite 100
Waukesha, WI 53188

Advisors:

David Ferris, CPA, Senior Municipal Advisor

Philip Cosson, Senior Municipal Advisor

BUILDING COMMUNITIES. IT'S WHAT WE DO.

EXECUTIVE SUMMARY OF PROPOSED DEBT

Proposed Issue:

\$3,640,000 General Obligation Corporate Purpose Bonds, Series 2023A

Purposes:

The proposed issue includes financing for the following purposes:

- 2023 Capital Improvement Plan including street projects and equipment, park projects and equipment, airport projects and a garbage truck. Debt service will be paid from ad valorem property taxes.
- 2023 Ice Arena Addition Project. Debt service will be paid from room tax revenues.
- 2023 Flare Avenue Ball Complex. Debt service will be paid from room tax revenues.

Authority:

The Bonds are being issued pursuant to Wisconsin Statute(s):

- 67.04

The Bonds will be general obligations of the City for which its full faith, credit and taxing powers are pledged.

The Bonds count against the City’s General Obligation Debt Capacity Limit of 5% of total City Equalized Valuation. Following issuance of the Bonds, the City’s total General Obligation debt principal outstanding will be \$30,300,000, which is 70% of its limit. Remaining General Obligation Borrowing Capacity will be approximately \$12,980,455.

Term/Call Feature:

The Bonds are being issued for a term of 20 years. Principal on the Bonds will be due on May 1 in the years 2024 through 2043. Interest is payable every six months beginning May 1, 2024.

The Bonds will be subject to prepayment at the discretion of the City on May 1, 2033 or any date thereafter.

Bank Qualification:

Because the City is expecting to issue no more than \$10,000,000 in tax exempt debt during the calendar year, the City will be able to designate the Bonds as “bank qualified” obligations. Bank qualified status broadens the market for the Bonds, which can result in lower interest rates.

Rating:

The City's most recent bond issues were rated by Moody's Investors Service. The current rating on those bonds is "A1". The City will request a new rating for the Bonds.

If the winning bidder on the Bonds elects to purchase bond insurance, the rating for the issue may be higher than the City's bond rating in the event that the bond rating of the insurer is higher than that of the City.

Basis for Recommendation:

Based on your objectives, financial situation and need, risk tolerance, liquidity needs, experience with the issuance of Bonds and long-term financial capacity, as well as the tax status considerations related to the Bonds and the structure, timing and other similar matters related to the Bonds, we are recommending the issuance of Bonds as a suitable option. Ehlers has reviewed other reasonably feasible alternatives to the recommended issuance of municipal securities.

Method of Sale/Placement:

We are recommending the Bonds be issued as municipal securities and offered through a competitive underwriting process. We will solicit competitive bids for the purchase of the Bonds from underwriters and banks.

We will include an allowance for discount bidding in the terms of the issue. The discount is treated as an interest item and provides the underwriter with all or a portion of their compensation in the transaction.

If the Bonds are purchased at a price greater than the minimum bid amount (maximum discount), the unused allowance may be used to reduce your borrowing amount.

Premium Pricing:

In some cases, investors in municipal bonds prefer "premium" pricing structures. A premium is achieved when the coupon for any maturity (the interest rate paid by the issuer) exceeds the yield to the investor, resulting in a price paid that is greater than the face value of the bonds. The sum of the amounts paid in excess of face value is considered "reoffering premium." The underwriter of the bonds will retain a portion of this reoffering premium as their compensation (or "discount") but will pay the remainder of the premium to the City.

For this issue of Bonds, any premium amount received that is in excess of the underwriting discount and any capitalized interest amounts must be placed in the debt service fund and used to pay a portion of the interest payments due on the Bonds.

The amount of premium allowed can be restricted in the bid specifications. Restrictions on premium may result in fewer bids, but may also eliminate large adjustments on the day of sale and unintended results with respect to debt service payment impacts. Ehlers will identify appropriate premium restrictions for the Bonds intended to achieve the City's objectives for this financing.

Parameters:

The City Council will consider adoption of a Parameters Resolution on April 17, 2023, which delegates authority to the City Treasurer or the City Clerk to accept and approve a bid for the Bonds so long as the bid meets certain parameters. These parameters are:

- * Issue size not to exceed \$3,640,000
- * Maximum Bid of 106.00%
- * Minimum Bid of 98.75%
- * Maximum True Interest Cost (TIC) of 6.00%
- * Maturity Schedule Adjustments not to exceed \$50,000 per maturity

Other Considerations:

The Bonds will be offered with the option of the successful bidder utilizing a term bond structure. By offering underwriters the option to “term up” some of the maturities at the time of the sale, it gives them more flexibility in finding a market for your Bonds. This makes your issue more marketable, which can result in lower borrowing costs. In the event that the successful bidder utilizes a term bond structure, we recommend the City retain a paying agent to handle responsibility for processing mandatory redemption/call notices associated with term bonds.

Review of Existing Debt:

We have reviewed all outstanding indebtedness for the City and find that there are no refunding opportunities at this time.

We will continue to monitor the market and the call dates for the City’s outstanding debt and will alert you to any future refunding opportunities.

Continuing Disclosure:

Because the City has more than \$10,000,000 in outstanding debt (including this issue) and this issue is over \$1,000,000, the City will be agreeing to provide certain updated Annual Financial Information and its Audited Financial Statement annually, as well as providing notices of the occurrence of certain reportable events to the Municipal Securities Rulemaking Board (the “MSRB”), as required by rules of the Securities and Exchange Commission (SEC). The City is already obligated to provide such reports for its existing bonds, and has contracted with Ehlers to prepare and file the reports.

Arbitrage Monitoring:

The City must ensure compliance with certain sections of the Internal Revenue Code and Treasury Regulations (“Arbitrage Rules”) throughout the life of the issue to maintain the tax-exempt status of the Bonds. These Arbitrage Rules apply to amounts held in construction, escrow, reserve, debt service account(s), etc., along with related investment income on each fund/account.

IRS audits will verify compliance with rebate, yield restriction and records retention requirements within the Arbitrage Rules. The City’s specific arbitrage responsibilities will be detailed in the Tax Exemption Certificate the “Tax Compliance Document”) prepared by your Bond Attorney and provided at closing.

The Bonds may qualify for one or more exception(s) to the Arbitrage Rules by meeting 1) small issuer exception, 2) spend down requirements, 3) bona fide debt service fund limits, 4) reasonable reserve requirements, 5) expenditure within an available period limitations, 6) investments yield restrictions, 7) de minimis rules, or; 8) borrower limited requirements.

We recommend that the City review its specific responsibilities related to the Bonds with an arbitrage expert in order to utilize one or more of the exceptions listed above.

Investment of Bond Proceeds:

Ehlers can assist the City in developing a strategy to invest your Bond proceeds until the funds are needed to pay project costs.

Risk Factors:

GO with Planned Abatement: The City expects to abate a portion of the City debt service with room tax revenues. In the event this revenue is not available, the City is obligated to levy property taxes in an amount sufficient to make all debt payments.

Other Service Providers:

This debt issuance will require the engagement of other public finance service providers. This section identifies those other service providers, so Ehlers can coordinate their engagement on your behalf. Where you have previously used a particular firm to provide a service, we have assumed that you will continue that relationship. For services you have not previously required, we have identified a service provider. Fees charged by these service providers will be paid from proceeds of the obligation, unless you notify us that you wish to pay them from other sources. Our pre-sale bond sizing includes a good faith estimate of these fees, but the final fees may vary. If you have any questions pertaining to the identified service providers or their role, or if you would like to use a different service provider for any of the listed services, please contact us.

Bond Counsel & Disclosure Counsel: Quarles & Brady LLP.

Paying Agent: Bond Trust Services Corporation.

Rating Agency: Moody’s Investors Service, Inc.

PROPOSED DEBT ISSUANCE SCHEDULE

| | |
|---|-----------------------|
| Pre-Sale Review and Adoption of Parameters Resolution by the Common Council to Award Sale of Bonds: | June 6, 2023 |
| Conference Call with Rating Agency: | Week of June 26, 2023 |
| Due Diligence Call to review Official Statement: | Week of June 26, 2023 |
| Distribute Official Statement: | Week of June 26, 2023 |
| Designated Officials Award Sale of the Bonds: | July 12, 2023 |
| Estimated Closing Date: | July 27, 2023 |

Attachments

- Estimated Sources and Uses of Funds
- Estimated Proposed Debt Service Schedule
- Estimated Tax Levy Impact
- Estimated Debt Limit Calculation
- Bond Buyer Index

EHLERS' CONTACTS

| | |
|---|----------------|
| David Ferris, Senior Municipal Advisor | (262) 796-6194 |
| Philip Cosson, Senior Municipal Advisor | (262) 796-6161 |
| Peter Curtin, Senior Public Finance Analyst | (262) 796-6187 |
| Kathy Myers, Senior Financial Analyst | (262) 796-6177 |

Table 1 Capital Improvements Financing Plan

City of Tomah, WI

| | 2023 | | | | | | | |
|------------------------------------|------------------|----------------|----------------|----------------|-------------------------|----------------------|-----------------------------|----------|
| | G.O. Bonds | Levy - Streets | Levy - Parks | Levy - Airport | Levy - Garbage Disposal | Room Tax - Ice Arena | Room Tax - Baseball Complex | |
| CIP Projects¹ | | | | | | | | |
| 2023 CIP Projects | 3,557,200 | 740,000 | 342,000 | 15,200 | 360,000 | 1,100,000 | 1,000,000 | |
| Estimated Issuance Expenses | 117,150 | 24,299 | 11,264 | 483 | 11,908 | 36,368 | 32,828 | |
| Municipal Advisor (Ehlers) | 26,400 | 5,476 | 2,538 | 109 | 2,684 | 8,196 | 7,398 | |
| Bond Counsel | 19,950 | 4,138 | 1,918 | 82 | 2,028 | 6,193 | 5,590 | |
| Disclosure Counsel | 9,950 | 2,064 | 957 | 41 | 1,011 | 3,089 | 2,788 | |
| Rating Fee | 14,500 | 3,008 | 1,394 | 60 | 1,474 | 4,501 | 4,063 | |
| Maximum Underwriter's Discount | 12.50 | 45,500 | 9,438 | 4,375 | 188 | 4,625 | 14,125 | 12,750 |
| Paying Agent | 850 | 176 | 82 | 4 | 86 | 264 | 238 | |
| Subtotal Issuance Expenses | 117,150 | 24,299 | 11,264 | 483 | 11,908 | 36,368 | 32,828 | |
| TOTAL TO BE FINANCED | 3,674,350 | 764,299 | 353,264 | 15,683 | 371,908 | 1,136,368 | 1,032,828 | |
| Estimated Interest Earnings | 3.00% | (35,572) | (7,400) | (3,420) | (152) | (3,600) | (11,000) | (10,000) |
| Assumed spend down (months) | 4 | | | | | | | |
| Rounding | 1,222 | (1,899) | 156 | (531) | 1,692 | 4,632 | (2,828) | |
| NET BOND SIZE | 3,640,000 | 755,000 | 350,000 | 15,000 | 370,000 | 1,130,000 | 1,020,000 | |

Table 2
Allocation of Debt Service - 2023 G.O. Bonds

City of Tomah, WI

| Year Ending | Levy - Streets Portion | | | | Levy - Parks Portion | | | | Levy - Airport Portion | | | | Levy - Garbage Disposal Portion | | | | Room Tax - Ice Arena | | | |
|--------------|------------------------|------------------------|----------------|------------------|----------------------|-----------|----------------|----------------|------------------------|-----------|------------|---------------|---------------------------------|-----------|----------------|----------------|----------------------|-----------|----------------|------------------|
| | Principal | Est. Rate ¹ | Interest | Total | Principal | Est. Rate | Interest | Total | Principal | Est. Rate | Interest | Total | Principal | Est. Rate | Interest | Total | Principal | Est. Rate | Interest | Total |
| 2024 | 15,000 | 3.53% | 35,546 | 50,546 | 5,000 | 3.53% | 16,551 | 21,551 | 5,000 | 3.53% | 580 | 5,580 | 10,000 | 3.53% | 16,889 | 26,889 | 35,000 | 3.53% | 56,755 | 91,755 |
| 2025 | 20,000 | 3.53% | 27,514 | 47,514 | 10,000 | 3.53% | 12,841 | 22,841 | 5,000 | 3.53% | 265 | 5,265 | 10,000 | 3.53% | 13,003 | 23,003 | 40,000 | 3.53% | 43,553 | 83,553 |
| 2026 | 20,000 | 3.53% | 26,808 | 46,808 | 20,000 | 3.53% | 12,312 | 32,312 | 5,000 | 3.53% | 88 | 5,088 | 25,000 | 3.53% | 12,385 | 37,385 | 40,000 | 3.53% | 42,141 | 82,141 |
| 2027 | 40,000 | 3.50% | 25,755 | 65,755 | 20,000 | 3.50% | 11,609 | 31,609 | | | | | 25,000 | 3.50% | 11,507 | 36,507 | 45,000 | 3.50% | 40,647 | 85,647 |
| 2028 | 45,000 | 3.50% | 24,267 | 69,267 | 20,000 | 3.50% | 10,909 | 30,909 | | | | | 30,000 | 3.50% | 10,544 | 40,544 | 45,000 | 3.50% | 39,072 | 84,072 |
| 2029 | 55,000 | 3.51% | 22,514 | 77,514 | 20,000 | 3.51% | 10,208 | 30,208 | | | | | 30,000 | 3.51% | 9,493 | 39,493 | 45,000 | 3.51% | 37,495 | 82,495 |
| 2030 | 70,000 | 3.52% | 20,317 | 90,317 | 20,000 | 3.52% | 9,505 | 29,505 | | | | | 30,000 | 3.52% | 8,438 | 38,438 | 50,000 | 3.52% | 35,825 | 85,825 |
| 2031 | 60,000 | 3.55% | 18,020 | 78,020 | 25,000 | 3.55% | 8,709 | 33,709 | | | | | 35,000 | 3.55% | 7,289 | 42,289 | 50,000 | 3.55% | 34,058 | 84,058 |
| 2032 | 60,000 | 3.60% | 15,875 | 75,875 | 30,000 | 3.60% | 7,725 | 37,725 | | | | | 35,000 | 3.60% | 6,038 | 41,038 | 50,000 | 3.60% | 32,270 | 82,270 |
| 2033 | 60,000 | 3.70% | 13,685 | 73,685 | 30,000 | 3.70% | 6,630 | 36,630 | | | | | 35,000 | 3.70% | 4,760 | 39,760 | 55,000 | 3.70% | 30,353 | 85,353 |
| 2034 | 60,000 | 3.80% | 11,435 | 71,435 | 30,000 | 3.80% | 5,505 | 35,505 | | | | | 35,000 | 3.80% | 3,448 | 38,448 | 55,000 | 3.80% | 28,290 | 83,290 |
| 2035 | 60,000 | 3.90% | 9,125 | 69,125 | 30,000 | 3.90% | 4,350 | 34,350 | | | | | 35,000 | 3.90% | 2,100 | 37,100 | 60,000 | 3.90% | 26,075 | 86,075 |
| 2036 | 60,000 | 4.05% | 6,740 | 66,740 | 30,000 | 4.05% | 3,158 | 33,158 | | | | | 35,000 | 4.05% | 709 | 35,709 | 60,000 | 4.05% | 23,690 | 83,690 |
| 2037 | 65,000 | 4.20% | 4,160 | 69,160 | 30,000 | 4.20% | 1,920 | 31,920 | | | | | | | | | 60,000 | 4.20% | 21,215 | 81,215 |
| 2038 | 65,000 | 4.30% | 1,398 | 66,398 | 30,000 | 4.30% | 645 | 30,645 | | | | | | | | | 65,000 | 4.30% | 18,558 | 83,558 |
| 2039 | | | | | | | | | | | | | | | | | 70,000 | 4.40% | 15,620 | 85,620 |
| 2040 | | | | | | | | | | | | | | | | | 70,000 | 4.50% | 12,505 | 82,505 |
| 2041 | | | | | | | | | | | | | | | | | 75,000 | 4.60% | 9,205 | 84,205 |
| 2042 | | | | | | | | | | | | | | | | | 80,000 | 4.65% | 5,620 | 85,620 |
| 2043 | | | | | | | | | | | | | | | | | 80,000 | 4.70% | 1,880 | 81,880 |
| Total | 755,000 | | 263,157 | 1,018,157 | 350,000 | | 122,574 | 472,574 | 15,000 | | 933 | 15,933 | 370,000 | | 106,601 | 476,601 | 1,130,000 | | 554,824 | 1,684,824 |

Notes:

1) Estimated Rate assumes Aa3 sale of 1/17/23 + .80

| Room Tax - Baseball Complex | | | | Year Ending | Totals | | |
|-----------------------------|-----------|----------|-----------|-------------|-----------------|-----------|-----------|
| Principal | Est. Rate | Interest | Total | | Principal (5/1) | Interest | Total |
| 30,000 | 3.53% | 51,295 | 81,295 | 2024 | 100,000 | 177,616 | 277,616 |
| 35,000 | 3.53% | 39,418 | 74,418 | 2025 | 120,000 | 136,593 | 256,593 |
| 40,000 | 3.53% | 38,094 | 78,094 | 2026 | 150,000 | 131,827 | 281,827 |
| 40,000 | 3.50% | 36,688 | 76,688 | 2027 | 170,000 | 126,205 | 296,205 |
| 40,000 | 3.50% | 35,288 | 75,288 | 2028 | 180,000 | 120,080 | 300,080 |
| 40,000 | 3.51% | 33,886 | 73,886 | 2029 | 190,000 | 113,595 | 303,595 |
| 45,000 | 3.52% | 32,392 | 77,392 | 2030 | 215,000 | 106,477 | 321,477 |
| 45,000 | 3.55% | 30,801 | 75,801 | 2031 | 215,000 | 98,876 | 313,876 |
| 45,000 | 3.60% | 29,193 | 74,193 | 2032 | 220,000 | 91,100 | 311,100 |
| 50,000 | 3.70% | 27,458 | 77,458 | 2033 | 230,000 | 82,885 | 312,885 |
| 50,000 | 3.80% | 25,583 | 75,583 | 2034 | 230,000 | 74,260 | 304,260 |
| 50,000 | 3.90% | 23,658 | 73,658 | 2035 | 235,000 | 65,308 | 300,308 |
| 55,000 | 4.05% | 21,569 | 76,569 | 2036 | 240,000 | 55,865 | 295,865 |
| 55,000 | 4.20% | 19,300 | 74,300 | 2037 | 210,000 | 46,595 | 256,595 |
| 60,000 | 4.30% | 16,855 | 76,855 | 2038 | 220,000 | 37,455 | 257,455 |
| 60,000 | 4.40% | 14,245 | 74,245 | 2039 | 130,000 | 29,865 | 159,865 |
| 65,000 | 4.50% | 11,463 | 76,463 | 2040 | 135,000 | 23,968 | 158,968 |
| 70,000 | 4.60% | 8,390 | 78,390 | 2041 | 145,000 | 17,595 | 162,595 |
| 70,000 | 4.65% | 5,153 | 75,153 | 2042 | 150,000 | 10,773 | 160,773 |
| 75,000 | 4.70% | 1,763 | 76,763 | 2043 | 155,000 | 3,643 | 158,643 |
| 1,020,000 | | 502,488 | 1,522,488 | Total | 3,640,000 | 1,550,577 | 5,190,577 |

Table 3
Financing Plan Tax Impact

City of Tomah, WI

| Year Ending | Existing Debt | | | | | Proposed Debt | | | | | | | Year Ending | |
|-------------|-----------------------|-----------------------------|---------------------------|---------------------------|------------------------|--|----------------------------|-----------------------------------|-----------------------------|-----------------------------|---------------------------------|-----------------------------|-------------|---------------------------------------|
| | Net Debt Service Levy | Change From Prior Year Levy | Equalized Value (TID OUT) | Tax Rate Per \$1,000 Home | Annual Taxes \$200,000 | 2023 G.O. Bonds 3,640,000 Dated: 7/27/2023 Total Principal and Interest | Abatements | | Debt Service Levy | | Taxes | | | |
| | | | | | | | Less: Room Tax - Ice Arena | Less: Room Tax - Baseball Complex | Total Net Debt Service Levy | Levy Change from Prior Year | Total Tax Rate for Debt Service | Annual Taxes \$200,000 Home | | Annual Taxes Difference From Existing |
| 2023 | \$ 1,965,119 | | \$ 803,572,700 | \$2.45 | \$489.10 | | | | \$ 1,965,119 | | \$ 2.45 | \$ 489.10 | \$ - | 2023 |
| 2024 | 1,859,785 | (105,334) | 803,572,700 | \$2.31 | \$462.88 | 277,616 | (91,755) | (81,295) | 1,964,350 | (769) | 2.44 | 488.90 | 26.03 | 2024 |
| 2025 | 1,748,470 | (111,315) | 803,572,700 | \$2.18 | \$435.17 | 256,593 | (83,553) | (74,418) | 1,847,092 | (117,258) | 2.30 | 459.72 | 24.55 | 2025 |
| 2026 | 1,622,221 | (126,249) | 803,572,700 | \$2.02 | \$403.75 | 281,827 | (82,141) | (78,094) | 1,743,814 | (103,279) | 2.17 | 434.02 | 30.26 | 2026 |
| 2027 | 1,494,286 | (127,935) | 803,572,700 | \$1.86 | \$371.91 | 296,205 | (85,647) | (76,688) | 1,628,156 | (115,658) | 2.03 | 405.23 | 33.32 | 2027 |
| 2028 | 1,384,351 | (109,935) | 803,572,700 | \$1.72 | \$344.55 | 300,080 | (84,072) | (75,288) | 1,525,071 | (103,085) | 1.90 | 379.57 | 35.02 | 2028 |
| 2029 | 1,263,006 | (121,345) | 803,572,700 | \$1.57 | \$314.35 | 303,595 | (82,495) | (73,886) | 1,410,221 | (114,850) | 1.75 | 350.99 | 36.64 | 2029 |
| 2030 | 1,132,373 | (130,634) | 803,572,700 | \$1.41 | \$281.83 | 321,477 | (85,825) | (77,392) | 1,290,632 | (119,589) | 1.61 | 321.22 | 39.39 | 2030 |
| 2031 | 1,028,563 | (103,810) | 803,572,700 | \$1.28 | \$256.00 | 313,876 | (84,058) | (75,801) | 1,182,580 | (108,052) | 1.47 | 294.33 | 38.33 | 2031 |
| 2032 | 924,678 | (103,885) | 803,572,700 | \$1.15 | \$230.14 | 311,100 | (82,270) | (74,193) | 1,079,315 | (103,265) | 1.34 | 268.63 | 38.49 | 2032 |
| 2033 | 846,443 | (78,235) | 803,572,700 | \$1.05 | \$210.67 | 312,885 | (85,353) | (77,458) | 996,518 | (82,798) | 1.24 | 248.02 | 37.35 | 2033 |
| 2034 | 824,758 | (21,685) | 803,572,700 | \$1.03 | \$205.27 | 304,260 | (83,290) | (75,583) | 970,145 | (26,373) | 1.21 | 241.46 | 36.19 | 2034 |
| 2035 | 783,473 | (41,285) | 803,572,700 | \$0.97 | \$195.00 | 300,308 | (86,075) | (73,658) | 924,048 | (46,098) | 1.15 | 229.98 | 34.99 | 2035 |
| 2036 | 761,850 | (21,623) | 803,572,700 | \$0.95 | \$189.62 | 295,865 | (83,690) | (76,569) | 897,456 | (26,591) | 1.12 | 223.37 | 33.75 | 2036 |
| 2037 | 715,095 | (46,755) | 803,572,700 | \$0.89 | \$177.98 | 256,595 | (81,215) | (74,300) | 816,175 | (81,281) | 1.02 | 203.14 | 25.16 | 2037 |
| 2038 | 671,695 | (43,400) | 803,572,700 | \$0.84 | \$167.18 | 257,455 | (83,558) | (76,855) | 768,738 | (47,438) | 0.96 | 191.33 | 24.15 | 2038 |
| 2039 | 633,995 | (37,700) | 803,572,700 | \$0.79 | \$157.79 | 159,865 | (85,620) | (74,245) | 633,995 | (134,743) | 0.79 | 157.79 | - | 2039 |
| 2040 | 591,995 | (42,000) | 803,572,700 | \$0.74 | \$147.34 | 158,968 | (82,505) | (76,463) | 591,995 | (42,000) | 0.74 | 147.34 | - | 2040 |
| 2041 | 511,595 | (80,400) | 803,572,700 | \$0.64 | \$127.33 | 162,595 | (84,205) | (78,390) | 511,595 | (80,400) | 0.64 | 127.33 | - | 2041 |
| 2042 | 492,395 | (19,200) | 803,572,700 | \$0.61 | \$122.55 | 160,773 | (85,620) | (75,153) | 492,395 | (19,200) | 0.61 | 122.55 | - | 2042 |
| Total | 21,256,144 | | | | | 5,190,577 | (1,684,824) | (1,522,488) | 23,239,408 | | | | | Total |

Notes:

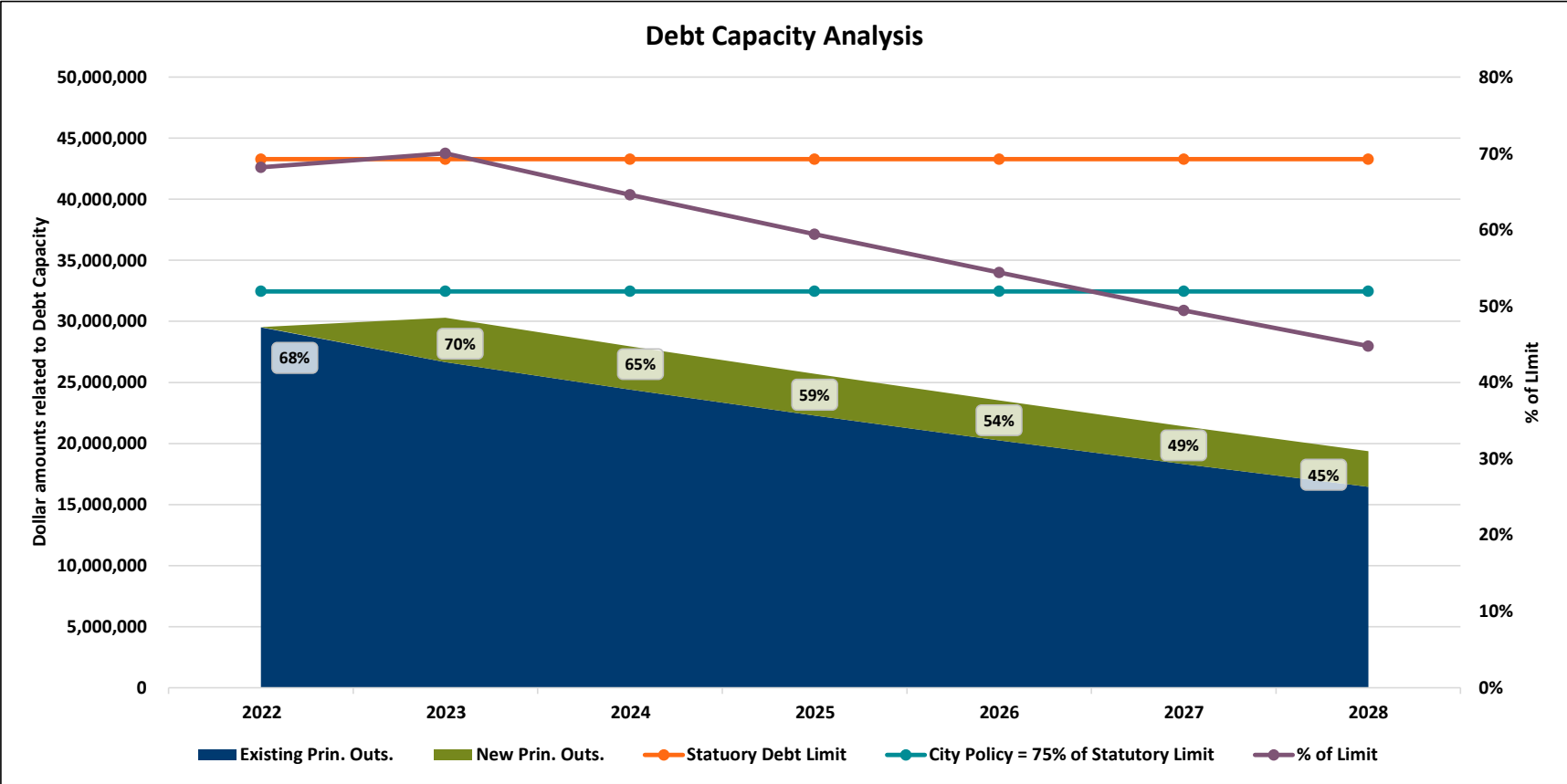
Table 4 General Obligation Debt Capacity Analysis - Impact of Financing Plan

City of Tomah, WI

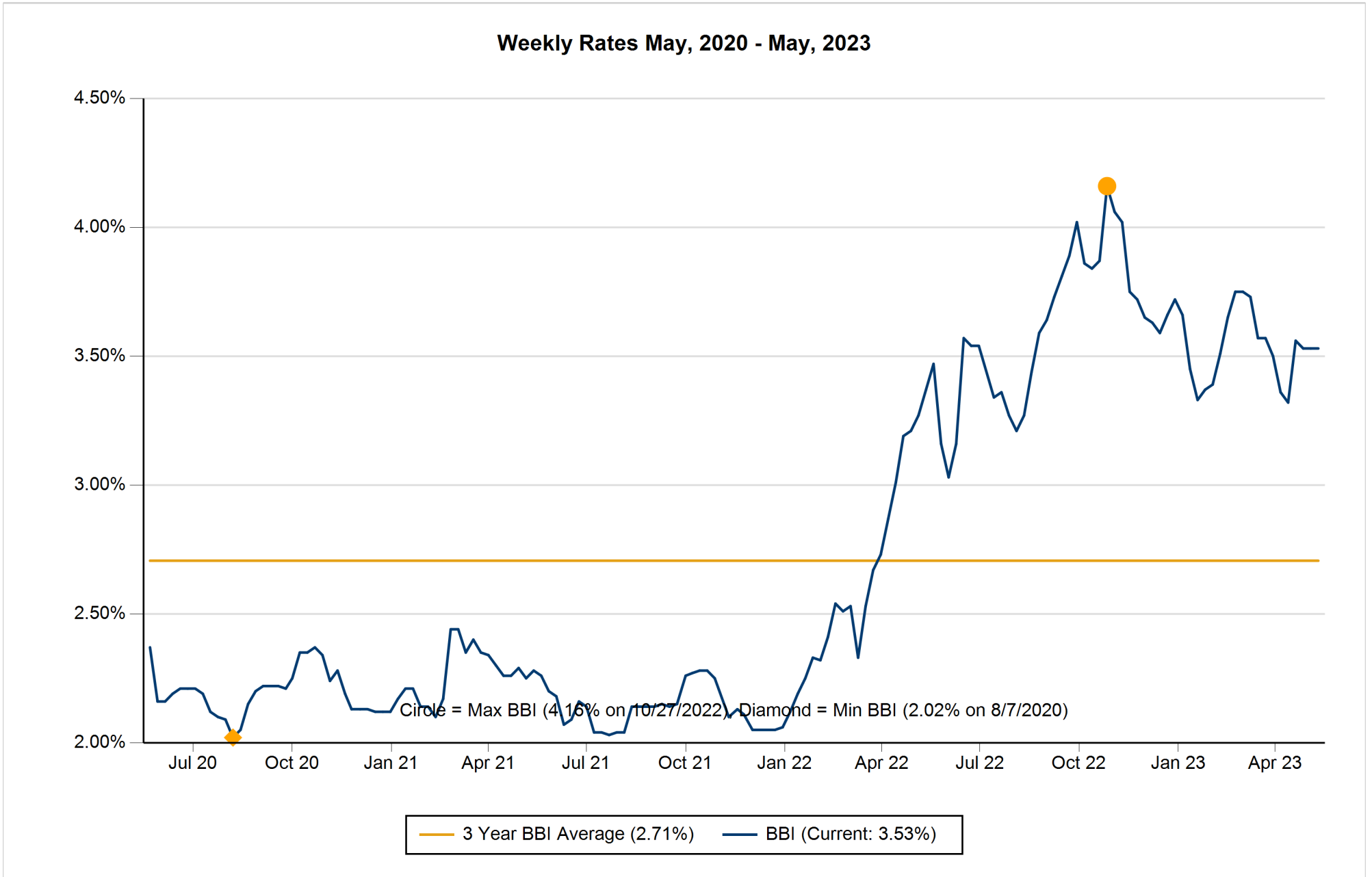
| Existing Debt | | | | | |
|---------------|------------------------------------|----------------------|--------------------------------|------------|--------------------------------------|
| Year Ending | Projected Equalized Value (TID IN) | Statutory Debt Limit | Existing Principal Outstanding | % of Limit | City Policy = 75% of Statutory Limit |
| 2022 | 865,609,100 | 43,280,455 | 29,519,348 | 68% | 32,460,341 |
| 2023 | 865,609,100 | 43,280,455 | 26,660,000 | 62% | 32,460,341 |
| 2024 | 865,609,100 | 43,280,455 | 24,420,000 | 56% | 32,460,341 |
| 2025 | 865,609,100 | 43,280,455 | 22,295,000 | 52% | 32,460,341 |
| 2026 | 865,609,100 | 43,280,455 | 20,270,000 | 47% | 32,460,341 |
| 2027 | 865,609,100 | 43,280,455 | 18,300,000 | 42% | 32,460,341 |
| 2028 | 865,609,100 | 43,280,455 | 16,455,000 | 38% | 32,460,341 |
| 2029 | 865,609,100 | 43,280,455 | 14,735,000 | 34% | 32,460,341 |
| 2030 | 865,609,100 | 43,280,455 | 13,095,000 | 30% | 32,460,341 |
| 2031 | 865,609,100 | 43,280,455 | 11,625,000 | 27% | 32,460,341 |
| 2032 | 865,609,100 | 43,280,455 | 10,215,000 | 24% | 32,460,341 |
| 2033 | 865,609,100 | 43,280,455 | 8,845,000 | 20% | 32,460,341 |
| 2034 | 865,609,100 | 43,280,455 | 7,475,000 | 17% | 32,460,341 |
| 2035 | 865,609,100 | 43,280,455 | 6,315,000 | 15% | 32,460,341 |
| 2036 | 865,609,100 | 43,280,455 | 5,150,000 | 12% | 32,460,341 |
| 2037 | 865,609,100 | 43,280,455 | 4,235,000 | 10% | 32,460,341 |
| 2038 | 865,609,100 | 43,280,455 | 3,340,000 | 8% | 32,460,341 |
| 2039 | 865,609,100 | 43,280,455 | 2,460,000 | 6% | 32,460,341 |
| 2040 | 865,609,100 | 43,280,455 | 1,600,000 | 4% | 32,460,341 |
| 2041 | 865,609,100 | 43,280,455 | 800,000 | 2% | 32,460,341 |
| 2042 | 865,609,100 | 43,280,455 | 0 | 0% | 32,460,341 |

| Proposed Debt | | | | | |
|-----------------|--|------------|-----------------------|----------------------------------|-------------|
| 2023 G.O. Bonds | Combined Principal Existing & Proposed | % of Limit | % of City Policy Used | Residual Capacity of City Policy | Year Ending |
| | 29,519,348 | 68% | 91% | \$ 2,940,994 | 2022 |
| 3,640,000 | 30,300,000 | 70% | 93% | 2,160,341 | 2023 |
| 3,540,000 | 27,960,000 | 65% | 86% | 4,500,341 | 2024 |
| 3,420,000 | 25,715,000 | 59% | 79% | 6,745,341 | 2025 |
| 3,270,000 | 23,540,000 | 54% | 73% | 8,920,341 | 2026 |
| 3,100,000 | 21,400,000 | 49% | 66% | 11,060,341 | 2027 |
| 2,920,000 | 19,375,000 | 45% | 60% | 13,085,341 | 2028 |
| 2,730,000 | 17,465,000 | 40% | 54% | 14,995,341 | 2029 |
| 2,515,000 | 15,610,000 | 36% | 48% | 16,850,341 | 2030 |
| 2,300,000 | 13,925,000 | 32% | 43% | 18,535,341 | 2031 |
| 2,080,000 | 12,295,000 | 28% | 38% | 20,165,341 | 2032 |
| 1,850,000 | 10,695,000 | 25% | 33% | 21,765,341 | 2033 |
| 1,620,000 | 9,095,000 | 21% | 28% | 23,365,341 | 2034 |
| 1,385,000 | 7,700,000 | 18% | 24% | 24,760,341 | 2035 |
| 1,145,000 | 6,295,000 | 15% | 19% | 26,165,341 | 2036 |
| 935,000 | 5,170,000 | 12% | 16% | 27,290,341 | 2037 |
| 715,000 | 4,055,000 | 9% | 12% | 28,405,341 | 2038 |
| 585,000 | 3,045,000 | 7% | 9% | 29,415,341 | 2039 |
| 450,000 | 2,050,000 | 5% | 6% | 30,410,341 | 2040 |
| 305,000 | 1,105,000 | 3% | 3% | 31,355,341 | 2041 |
| 155,000 | 155,000 | 0% | 0% | 32,305,341 | 2042 |

Notes:



3 YEAR TREND IN MUNICIPAL BOND INDICES



The Bond Buyer “20 Bond Index” (BBI) shows average yields on a group of municipal bonds that mature in 20 years and have an average rating equivalent to Moody’s Aa2 and S&P’s AA.

Source: The Bond Buyer



Resolution No. _____

INITIAL RESOLUTION AUTHORIZING
\$755,000 GENERAL OBLIGATION BONDS
FOR STREET IMPROVEMENT PROJECTS

BE IT RESOLVED by the Common Council of the City of Tomah, Monroe County, Wisconsin, that there shall be issued, pursuant to Chapter 67, Wisconsin Statutes, general obligation bonds in an amount not to exceed \$755,000 for the public purpose of paying the cost of street improvement projects.

Adopted, approved and recorded June 6, 2023.

Michael Murray
Mayor

ATTEST:

Rebecca Weyer
City Clerk

(SEAL)

Resolution No. _____

INITIAL RESOLUTION AUTHORIZING
\$2,500,000 GENERAL OBLIGATION BONDS
FOR PARKS AND PUBLIC GROUNDS PROJECTS

BE IT RESOLVED by the Common Council of the City of Tomah, Monroe County, Wisconsin, that there shall be issued, pursuant to Chapter 67, Wisconsin Statutes, general obligation bonds in an amount not to exceed \$2,500,000 for the public purpose of paying the cost of parks and public grounds projects.

Adopted, approved and recorded June 6, 2023.

Michael Murray
Mayor

ATTEST:

Rebecca Weyer
City Clerk

(SEAL)

Resolution No. _____

INITIAL RESOLUTION AUTHORIZING
\$15,000 GENERAL OBLIGATION BONDS FOR AIRPORT PROJECTS

BE IT RESOLVED by the Common Council of the City of Tomah, Monroe County, Wisconsin, that there shall be issued, pursuant to Chapter 67, Wisconsin Statutes, general obligation bonds in an amount not to exceed \$15,000 for the public purpose of paying the cost of airport projects.

Adopted, approved and recorded June 6, 2023.

Michael Murray
Mayor

ATTEST:

Rebecca Weyer
City Clerk

(SEAL)

Resolution No. _____

INITIAL RESOLUTION AUTHORIZING
\$370,000 GENERAL OBLIGATION BONDS
FOR GARBAGE DISPOSAL PROJECTS

BE IT RESOLVED by the Common Council of the City of Tomah, Monroe County, Wisconsin, that there shall be issued, pursuant to Chapter 67, Wisconsin Statutes, general obligation bonds in an amount not to exceed \$370,000 for the public purpose of paying the cost of garbage disposal projects.

Adopted, approved and recorded June 6, 2023.

Michael Murray
Mayor

ATTEST:

Rebecca Weyer
City Clerk

(SEAL)

Resolution No. _____

RESOLUTION DIRECTING PUBLICATION
OF NOTICE TO ELECTORS RELATING TO BOND ISSUES

WHEREAS, initial resolutions authorizing general obligation bonds have been adopted by the Common Council of the City of Tomah, Monroe County, Wisconsin (the "City") and it is now necessary that said initial resolutions be published to afford notice to the residents of the City of their adoption;

NOW, THEREFORE, BE IT RESOLVED that the City Clerk shall, within 15 days, publish a notice to the electors in substantially the form attached hereto in the official City newspaper as a class 1 notice under ch. 985, Wis. Stats.

Adopted, approved and recorded June 6, 2023.

Michael Murray
Mayor

ATTEST:

Rebecca Weyer
City Clerk

(SEAL)

RESOLUTION NO. _____

RESOLUTION ESTABLISHING
PARAMETERS FOR THE SALE OF NOT TO EXCEED
\$3,640,000 GENERAL OBLIGATION CORPORATE PURPOSE BONDS, SERIES 2023A

WHEREAS, the Common Council of the City of Tomah, Monroe County, Wisconsin (the "City") on the date hereof has heretofore adopted initial resolutions (the "Initial Resolutions") authorizing the issuance of general obligation bonds in the following not to exceed amounts for the following public purposes: (i) \$755,000 for street improvement projects; (ii) \$2,500,000 for parks and public grounds projects; (iii) \$15,000 for airport projects and (iv) \$370,000 for garbage disposal projects (collectively, the "Project");

WHEREAS, within 15 days following the adoption of the Initial Resolutions, the City Clerk will cause a notice to electors to be published in the official newspaper of the City, stating the purpose and maximum principal amount of the bond issues authorized by the Initial Resolutions and describing the opportunity and procedure for submitting a petition requesting a referendum on the bond issues authorized by the Initial Resolutions;

WHEREAS, the time to file such a petition shall expire on July 6, 2023;

WHEREAS, the Common Council hereby combines the bond issues authorized by the Initial Resolutions into a single issue of bonds to be designated as "General Obligation Corporate Purpose Bonds, Series 2023A" (the "Bonds") for the purpose of paying the cost of the Project;

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

WHEREAS, the City is authorized by the provisions of Section 67.04, Wisconsin Statutes, to borrow money and issue general obligation bonds for such public purposes;

WHEREAS, it is the finding of the Common Council that it is in the best interest of the City to direct its financial advisor, Ehlers & Associates, Inc. ("Ehlers"), to take the steps necessary for the City to offer and sell the Bonds at public sale and to obtain bids for the purchase of the Bonds;

WHEREAS, the City Clerk (in consultation with Ehlers) is hereby authorized and directed to cause the sale of the Bonds to be publicized at such times and in such manner as the City Clerk may determine and to cause copies of a complete Notice of Sale and other pertinent data to be forwarded to interested bidders as the City Clerk may determine; and

WHEREAS, in order to facilitate the sale of the Bonds in a timely manner, the Common Council hereby finds and determines that it is necessary, desirable and in the best interest of the City to delegate to either the City Treasurer or City Clerk (each, an "Authorized Officer") of the City the authority to accept on behalf of the City the bid for the Bonds that results in the lowest true interest cost for the Bonds (the "Proposal") and meets the terms and conditions provided for

in this Resolution by executing a certificate in substantially the form attached hereto as Exhibit A and incorporated herein by reference (the "Approving Certificate").

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

Section 1. Authorization and Sale of the Bonds; Parameters. For the purpose of paying costs of the Project, the City is authorized to borrow pursuant to Section 67.04 Wisconsin Statutes, the principal sum of not to exceed THREE MILLION SIX HUNDRED FORTY THOUSAND DOLLARS (\$3,640,000) upon the terms and subject to the conditions set forth in this Resolution. Subject to satisfaction of the conditions set forth in Section 17 of this Resolution, the Mayor and City Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the financial institution that submitted the Proposal (the "Purchaser") for, on behalf of and in the name of the City, Bonds aggregating the principal amount of not to exceed THREE MILLION SIX HUNDRED FORTY THOUSAND DOLLARS (\$3,640,000). The amount of Bonds to be issued pursuant to each of the Initial Resolutions shall be determined by an Authorized Officer and set forth in the Approving Certificate. The purchase price to be paid to the City for the Bonds shall not be less than 98.75% nor more than 106.00% of the principal amount of the Bonds.

Section 2. Terms of the Bonds. The Bonds shall be designated "General Obligation Corporate Purpose Bonds, Series 2023A"; shall be issued in the aggregate principal amount of up to \$3,640,000; shall be dated as of their date of issuance; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and mature or be subject to mandatory redemption on the dates and in the principal amounts set forth below, provided that the principal amount of each maturity or mandatory redemption amount may be increased or decreased by up to \$50,000 per maturity or mandatory redemption amount and that the aggregate principal amount of the Bonds shall not exceed \$3,640,000. The schedule below assumes the Bonds are issued in the aggregate principal amount of \$3,640,000.

| <u>Date</u> | <u>Principal Amount</u> |
|-------------|-------------------------|
| 05-01-2024 | \$100,000 |
| 05-01-2025 | 120,000 |
| 05-01-2026 | 150,000 |
| 05-01-2027 | 170,000 |
| 05-01-2028 | 180,000 |
| 05-01-2029 | 190,000 |
| 05-01-2030 | 215,000 |
| 05-01-2031 | 215,000 |
| 05-01-2032 | 220,000 |
| 05-01-2033 | 230,000 |
| 05-01-2034 | 230,000 |
| 05-01-2035 | 235,000 |
| 05-01-2036 | 240,000 |
| 05-01-2037 | 210,000 |
| 05-01-2038 | 220,000 |
| 05-01-2039 | 130,000 |

| <u>Date</u> | <u>Principal Amount</u> |
|-------------|-------------------------|
| 05-01-2040 | \$135,000 |
| 05-01-2041 | 145,000 |
| 05-01-2042 | 150,000 |
| 05-01-2043 | 155,000 |

Interest shall be payable semi-annually on May 1 and November 1 of each year commencing on May 1, 2024. The true interest cost on the Bonds (computed taking the Purchaser's compensation into account) shall not exceed 6.00%. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

Section 3. Redemption Provisions. The Bonds shall not be subject to optional redemption or shall be callable as set forth on the Approving Certificate. If the Proposal specifies that certain of the Bonds are subject to mandatory redemption, the terms of such mandatory redemption shall be set forth on an attachment to the Approving Certificate labeled as Schedule MRP. Upon the optional redemption of any of the Bonds subject to mandatory redemption, the principal amount of such Bonds so redeemed shall be credited against the mandatory redemption payments established in the Approving Certificate in such manner as the City shall direct.

Section 4. Form of the Bonds. The Bonds shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference.

Section 5. Tax Provisions.

(A) Direct Annual Irrepealable Tax Levy. For the purpose of paying the principal of and interest on the Bonds as the same becomes due, the full faith, credit and resources of the City are hereby irrevocably pledged, and there is hereby levied upon all of the taxable property of the City a direct annual irrepealable tax in the years 2023 through 2042 for the payments due in the years 2024 through 2043 in the amounts as are sufficient to meet the principal and interest payments when due.

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

(C) Additional Funds. If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Bonds when due,

the requisite amounts shall be paid from other funds of the City then available, which sums shall be replaced upon the collection of the taxes herein levied.

Section 6. Segregated Debt Service Fund Account.

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

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for General Obligation Corporate Purpose Bonds, Series 2023A" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. There shall be deposited into the Debt Service Fund Account (i) all accrued interest received by the City at the time of delivery of and payment for the Bonds; (ii) any premium which may be received by the City above the par value of the Bonds and accrued interest thereon; (iii) all money raised by the taxes herein levied and any amounts appropriated for the specific purpose of meeting principal of and interest on the Bonds when due; (iv) such other sums as may be necessary at any time to pay principal of and interest on the Bonds when due; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

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

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

Section 7. Proceeds of the Bonds; Segregated Borrowed Money Fund. The proceeds of the Bonds (the "Bond Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Bonds into the Debt Service Fund Account created above) shall be deposited into a special fund (the "Borrowed Money Fund") separate and distinct from all other funds of the City and disbursed solely for the purpose or purposes for which borrowed. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the Bonds have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose(s) shall be deposited in the Debt Service Fund Account.

Section 8. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the City, charged with the responsibility for issuing the Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Bonds to the Purchaser which will permit the conclusion that the Bonds are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 9. Compliance with Federal Tax Laws. (a) The City represents and covenants that the projects financed by the Bonds and the ownership, management and use of the projects will not cause the Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

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

Section 10. Designation as Qualified Tax-Exempt Obligations. The Bonds are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265 of the Code, relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

Section 11. Execution of the Bonds; Closing; Professional Services. The Bonds shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the Mayor and City Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Bonds may be imprinted on the Bonds in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Bonds, at least one of the signatures appearing on each Bond shall be a manual signature. In the event that either of the officers whose signatures appear on the Bonds shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Bonds and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The City hereby authorizes the officers and agents of the City to enter into, on its behalf, agreements and contracts in conjunction with the Bonds, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Bonds is hereby ratified and approved in all respects.

Section 12. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by Bond Trust Services Corporation, Roseville, Minnesota, which is hereby appointed as the City's registrar and fiscal agent pursuant to the provisions of Section 67.10(2), Wisconsin Statutes (the "Fiscal Agent"). The City hereby authorizes the Mayor and City Clerk or other appropriate officers of the City to enter into a Fiscal Agency Agreement between the City and the Fiscal Agent. Such contract may provide, among other things, for the performance by the Fiscal Agent of the functions listed in Wis. Stats. Sec. 67.10(2)(a) to (j), where applicable, with respect to the Bonds.

Section 13. Persons Treated as Owners; Transfer of Bonds. The City shall cause books for the registration and for the transfer of the Bonds to be kept by the Fiscal Agent. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

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

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

Section 14. Record Date. The 15th day of the calendar month next preceding each interest payment date shall be the record date for the Bonds (the "Record Date"). Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the City at the close of business on the Record Date.

Section 15. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations, which the City Clerk or other authorized representative of the City is authorized and directed to execute and deliver to DTC on behalf of the City to the extent an effective Blanket Issuer Letter of Representations is not presently on file in the City Clerk's office.

Section 16. Payment of Issuance Expenses. The City authorizes the Purchaser to forward the amount of the proceeds of the Bonds allocable to the payment of issuance expenses to a financial institution selected by Ehlers at Closing for further distribution as directed by the City's financial advisor, Ehlers.

Section 17. Conditions on Issuance and Sale of the Bonds. The issuance of the Bonds and the sale of the Bonds to the Purchaser are subject to satisfaction of the following conditions:

- (a) expiration of the petition period provided for under Section 67.05(7)(b), Wis. Stats., without the filing of a sufficient petition for a referendum with respect to any of the Initial Resolutions; and
- (b) approval by an Authorized Officer of the principal amount, definitive maturities, redemption provisions, interest rates and purchase price for the Bonds, which approval shall be evidenced by execution by an Authorized Officer of the Approving Certificate.

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

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

Section 19. Undertaking to Provide Continuing Disclosure. The City hereby covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of certain financial

information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Bonds or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Bonds).

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

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

Section 21. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Bonds, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The 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 Bond proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Bond provided herein.

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

Adopted, approved and recorded June 6, 2023.

Michael Murray
Mayor

ATTEST:

Rebecca Weyer
City Clerk

(SEAL)

EXHIBIT A
APPROVING CERTIFICATE

The undersigned [_____] of the City of Tomah, Monroe County, Wisconsin (the "City"), hereby certifies that:

1. Resolution. On June 6, 2023, the Common Council of the City adopted resolutions (collectively, the "Resolution") authorizing the issuance and establishing parameters for the sale of not to exceed \$3,640,000 General Obligation Corporate Purpose Bonds, Series 2023A of the City (the "Bonds") after a public sale and delegating to me the authority to approve the Preliminary Official Statement, to approve the purchase proposal for the Bonds, and to determine the details for the Bonds within the parameters established by the Resolution.

2. Proposal; Terms of the Bonds. On the date hereof, the Bonds were offered for public sale and the bids set forth on the Bid Tabulation attached hereto as Schedule I and incorporated herein by this reference were received. The institution listed first on the Bid Tabulation, _____ (the "Purchaser") offered to purchase the Bonds in accordance with the terms set forth in the Proposal attached hereto as Schedule II and incorporated herein by this reference and results in the lowest true interest cost (the "Proposal"). Ehlers & Associates, Inc. recommends the City accept the Proposal. The Proposal meets the parameters and conditions established by the Resolution and is hereby approved and accepted.

The Bonds shall be issued in the aggregate principal amount of \$ _____, which is not more than the \$3,640,000 approved by the Resolution, and shall mature on May 1 of each of the years and in the amounts and shall bear interest at the rates per annum as set forth in the Pricing Summary attached hereto as Schedule III and incorporated herein by this reference. The amount of each annual principal or mandatory redemption payment due on the Bonds is not more than \$50,000 more or less per maturity or mandatory redemption amount than the schedule included in the Resolution as set forth below:

| <u>Date</u> | <u>Resolution Schedule</u> | <u>Actual Amount</u> |
|-------------|----------------------------|----------------------|
| 05-01-2024 | \$100,000 | \$ _____ |
| 05-01-2025 | 120,000 | _____ |
| 05-01-2026 | 150,000 | _____ |
| 05-01-2027 | 170,000 | _____ |
| 05-01-2028 | 180,000 | _____ |
| 05-01-2029 | 190,000 | _____ |
| 05-01-2030 | 215,000 | _____ |
| 05-01-2031 | 215,000 | _____ |
| 05-01-2032 | 220,000 | _____ |
| 05-01-2033 | 230,000 | _____ |
| 05-01-2034 | 230,000 | _____ |
| 05-01-2035 | 235,000 | _____ |
| 05-01-2036 | 240,000 | _____ |
| 05-01-2037 | 210,000 | _____ |

| <u>Date</u> | <u>Resolution Schedule</u> | <u>Actual Amount</u> |
|-------------|----------------------------|----------------------|
| 05-01-2038 | \$220,000 | _____ |
| 05-01-2039 | 130,000 | _____ |
| 05-01-2040 | 135,000 | _____ |
| 05-01-2041 | 145,000 | _____ |
| 05-01-2042 | 150,000 | _____ |
| 05-01-2043 | 155,000 | _____ |

The true interest cost on the Bonds (computed taking the Purchaser's compensation into account) is _____%, which is not in excess of 6.00%, as required by the Resolution.

3. Purchase Price of the Bonds. The Bonds shall be sold to the Purchaser in accordance with the terms of the Proposal at a price of \$_____, plus accrued interest, if any, to the date of delivery of the Bonds, which is not less than 98.75% nor more than 106.00% of the principal amount of the Bonds, as required by the Resolution.

4. Redemption Provisions of the Bonds. The Bonds maturing on May 1, _____ and thereafter are subject to redemption prior to maturity, at the option of the City, on May 1, _____ or on any date thereafter. Said Bonds are redeemable as a whole or in part, and if in part, from maturities selected by the City and within each maturity by lot, at the principal amount thereof, plus accrued interest to the date of redemption. [The Proposal specifies that [some of] the Bonds are subject to mandatory redemption. The terms of such mandatory redemption are set forth on an attachment hereto as Schedule MRP and incorporated herein by this reference.]

5. Direct Annual Irrepealable Tax Levy. For the purpose of paying the principal of and interest on the Bonds as the same respectively falls due, the full faith, credit and taxing powers of the City have been irrevocably pledged and there has been levied on all of the taxable property in the City, pursuant to the Resolution, a direct, annual irrepealable tax in an amount and at the times sufficient for said purpose. Such tax shall be for the years and in the amounts set forth on the debt service schedule attached hereto as Schedule IV.

6. Expiration of Petition Period. The petition period provided for under Section 67.05(7)(b), Wisconsin Statutes, has expired without the filing of a sufficient petition for a referendum with respect to the initial resolutions authorizing the issuance of the Bonds.

7. Purpose of the Bonds. The Bonds are issued for the following public purposes in the following amounts: \$_____ for street improvement projects; \$_____ for parks and public grounds projects; \$_____ for airport projects and \$_____ for garbage disposal projects.

8. Preliminary Official Statement. The Preliminary Official Statement with respect to the Bonds is hereby approved and deemed "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.

9. Approval. This Certificate constitutes my approval of the Proposal, and the principal amount, definitive maturities, interest rates, purchase price and redemption provisions for the Bonds and the direct annual irrevocable tax levy to repay the Bonds, in satisfaction of the parameters set forth in the Resolution.

IN WITNESS WHEREOF, I have executed this Certificate on _____, 2023 pursuant to the authority delegated to me in the Resolution.

[Rebecca Weyer] [Molly Powell]
[City Clerk] [City Treasurer]

COPY

SCHEDULE I TO APPROVING CERTIFICATE

Bid Tabulation

To be provided by Ehlers & Associates, Inc. and incorporated into the Certificate.

(See Attached)

COPY

SCHEDULE II TO APPROVING CERTIFICATE

Proposal

To be provided by Ehlers & Associates, Inc. and incorporated into the Certificate.

(See Attached)

COPY

SCHEDULE III TO APPROVING CERTIFICATE

Pricing Summary

To be provided by Ehlers & Associates, Inc. and incorporated into the Certificate.

(See Attached)

COPY

SCHEDULE IV TO APPROVING CERTIFICATE
Debt Service Schedule and Irrepealable Tax Levies

To be provided by Ehlers & Associates, Inc. and incorporated into the Certificate.

(See Attached)

COPY

[SCHEDULE MRP

Mandatory Redemption Provision

The Bonds due on May 1, ____, ____, and ____ (the "Term Bonds") are subject to mandatory redemption prior to maturity by lot (as selected by the Depository) at a redemption price equal to One Hundred Percent (100%) of the principal amount to be redeemed plus accrued interest to the date of redemption, from debt service fund deposits which are required to be made in amounts sufficient to redeem on May 1 of each year the respective amount of Term Bonds specified below:

For the Term Bonds Maturing on May 1, 20

| <u>Redemption Date</u> | <u>Amount</u> |
|----------------------------|------------------|
| ____ | \$ _____ |
| ____ | _____ |
| ____ | _____ (maturity) |

For the Term Bonds Maturing on May 1, 20

| <u>Redemption Date</u> | <u>Amount</u> |
|----------------------------|------------------|
| ____ | \$ _____ |
| ____ | _____ |
| ____ | _____ (maturity) |

For the Term Bonds Maturing on May 1, 20

| <u>Redemption Date</u> | <u>Amount</u> |
|----------------------------|------------------|
| ____ | \$ _____ |
| ____ | _____ |
| ____ | _____ (maturity) |

For the Term Bonds Maturing on May 1, 20

| <u>Redemption Date</u> | <u>Amount</u> |
|----------------------------|-------------------|
| ____ | \$ _____ |
| ____ | _____ |
| ____ | _____ (maturity)] |

EXHIBIT B

(Form of Bond)

| | | |
|------------|------------------------------|---------|
| REGISTERED | UNITED STATES OF AMERICA | DOLLARS |
| | STATE OF WISCONSIN | |
| | MONROE COUNTY | |
| NO. R-____ | CITY OF TOMAH | \$_____ |
| | GENERAL OBLIGATION CORPORATE | |
| | PURPOSE BOND, SERIES 2023A | |

| | | | |
|----------------|-------------------------|----------------|--------|
| MATURITY DATE: | ORIGINAL DATE OF ISSUE: | INTEREST RATE: | CUSIP: |
| May 1, _____ | _____, 2023 | _____% | _____ |

DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.

PRINCIPAL AMOUNT: _____ THOUSAND DOLLARS
(\$_____)

FOR VALUE RECEIVED, the City of Tomah, Monroe 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), 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 shall be payable semi-annually on May 1 and November 1 of each year commencing on May 1, 2024 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 Bond Trust Services Corporation, Roseville, Minnesota (the "Fiscal Agent") or any successor thereto at the close of business on the 15th day of the calendar month next preceding each 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.

For the prompt payment of this Bond together with interest hereon as aforesaid and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the City are hereby irrevocably pledged.

This Bond is one of an issue of Bonds aggregating the principal amount of \$_____, all of which are of like tenor, except as to denomination, interest rate, maturity date and redemption provision, issued by the City pursuant to the provisions of Section 67.04, Wisconsin Statutes, for the following public purposes in the following amounts: street improvement projects (\$_____); parks and public grounds projects (\$_____); airport projects (\$_____); and garbage disposal projects (\$_____), as authorized by resolutions adopted on June 6, 2023 as

supplemented by an Approving Certificate, dated _____, _____ (the "Approving Certificate") (collectively, the "Resolution"). Said Resolutions are recorded in the official minutes of the Common Council for said date.

The Bonds maturing on May 1, _____ and thereafter are subject to redemption prior to maturity, at the option of the City, on May 1, _____ or on any date thereafter. Said Bonds are redeemable as a whole or in part, and if in part, from maturities selected by the City, and within each maturity by lot (as selected by the Depository), at the principal amount thereof, plus accrued interest to the date of redemption.

[The Bonds maturing in the years _____ are subject to mandatory redemption by lot as provided in the Approving Certificate, at the redemption price of par plus accrued interest to the date of redemption and without premium.]

In the event the Bonds are redeemed prior to maturity, as long as the Bonds are in book-entry-only form, official notice of the redemption will be given by mailing a notice by registered or certified mail, overnight express delivery, facsimile transmission, electronic transmission or in any other manner required by the Depository, to the Depository not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. If less than all of the Bonds of a maturity are to be called for redemption, the Bonds of such maturity to be redeemed will be selected by lot. Such notice will include but not be limited to the following: the designation, date and maturities of the Bonds called for redemption, CUSIP numbers, and the date of redemption. Any notice provided as described herein shall be conclusively presumed to have been duly given, whether or not the registered owner receives the notice. The Bonds shall cease to bear interest on the specified redemption date provided that federal or other immediately available funds sufficient for such redemption are on deposit at the office of the Depository at that time. Upon such deposit of funds for redemption the Bonds shall no longer be deemed to be outstanding.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Bond have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the City, including this Bond and others issued simultaneously herewith, does not exceed any limitation imposed by law or the Constitution of the State of Wisconsin; and that a direct annual irrevocable tax has been levied sufficient to pay this Bond, together with the interest thereon, when and as payable.

This Bond has been designated by the Common Council as a "qualified tax-exempt obligation" pursuant to the provisions of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

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 Bonds, 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, 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 (i) after the Record Date, (ii) during the fifteen (15) calendar days preceding the date of any publication of notice of any proposed redemption of the Bonds, or (iii) with respect to any particular Bond, after such Bond has been called for redemption. 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 shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Fiscal Agent.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

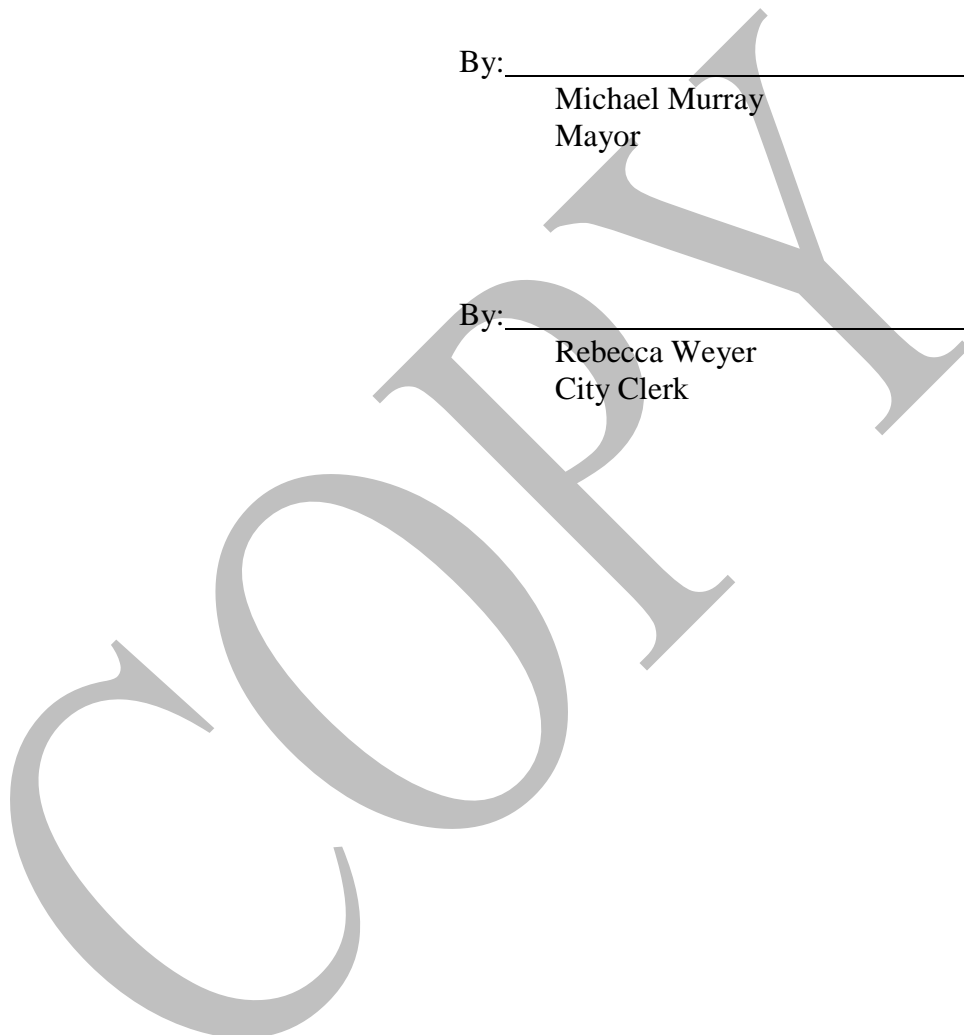
IN WITNESS WHEREOF, the City of Tomah, Monroe County, Wisconsin, by its governing body, has caused this Bond to be executed for it and in its name by the manual or facsimile signatures of its duly qualified Mayor and City Clerk; and to be sealed with its official or corporate seal, if any, all as of the original date of issue specified above.

CITY OF TOMAH
MONROE COUNTY, WISCONSIN

By: _____
Michael Murray
Mayor

(SEAL)

By: _____
Rebecca Weyer
City Clerk



Date of Authentication: _____, _____

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds of the issue authorized by the within-mentioned Resolution of the City of Tomah, Monroe County, Wisconsin.

BOND TRUST SERVICES CORPORATION,
ROSEVILLE, MINNESOTA

By _____
Authorized Signatory

COPY

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)