

Elsen, Nikki

From: Chuck Jarik <jarik@chapman.com>
Sent: Tuesday, May 12, 2015 3:59 PM
Cc: Lehrke, Teri
Subject: Re: City of La Crosse Resolutions

Teri -- At your request, attached are the corrected amended resolutions for the Series 2015 A, B and C issues. The attached versions corrected the interest rate columns in Section 2 of each resolution to show the interest rates before the Council on April 9 rather than the yields. Thanks for your attention to this matter. Please let me know if there is anything else that you need.

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On May 12, 2015, at 3:40 PM, Laurie Krause <krause@chapman.com> wrote:

Teri,

Per Chuck, attached are the City of La Crosse Resolution in Word and .pdf format.

<3752646.01.06.B.pdf>

<3752109.01.06.B.pdf>

<3753600.01.07.B.pdf>

<3752646.01.06.B.doc>

<3752109.01.06.B.doc>

<3753600.01.07.B.doc>

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The Common Council of the City of La Crosse, La Crosse County, Wisconsin, met in open, public, regular session at its regular meeting place at the City Hall in La Crosse, Wisconsin, on April 9, 2015, at 7:30 o'clock P.M., with the following members present:

Richmond, Miller, Cornett, Johnson, Svitavsky, Cherf, Seaquist,
Becker, Jerome, Kader, Sullivan, Formanek, Medinger, Happel,
Wigdahl, Swantz

and the following members absent:

Krump

There was also present Teri Lehrke, City Clerk.

* * *

(Other Business)

The Mayor then reported that sealed bids had been received until 10:00 o'clock A.M., on April 9, 2015, at the offices of the financial consultant to the City in St. Paul, Minnesota, for the purchase of \$1,975,000 aggregate principal amount of General Obligation Airport Bonds, Series 2015-B, of the City of La Crosse, La Crosse County, Wisconsin, and that the bids had been publicly opened at said time and place, and had been tabulated as follows:

NAME OF BIDDER	TRUE INTEREST COST
Robert W. Baird & Co., Incorporated	2.2039189%
Morgan Stanley & Co.	2.2169138
Hutchinson, Shockey, Erley & Co.	2.4447505

and that the highest and best bid submitted was that of Robert W. Baird & Co., Incorporated of Milwaukee, Wisconsin, and associates, at a price of \$2,016,921.00 and accrued interest, if any, and that the acceptance of said bid is recommended, which bid is as follows:

(Here insert or attach a true copy of the winning bid)

Thereupon the following resolution was introduced by Council Member Kader, and was read in full, and pursuant to motion made by Council Member Kader and seconded by Council Member Richmond, was adopted by the following vote:

Aye: Richmond, Miller, Cornett, Johnson, Svitavsky, Cherf,
Seaquist, Becker, Jerome, Kader, Sullivan, Formanek,
Medinger, Happel, Wigdahl, Swantz

Nay: None

Absent or Not Voting: Krump

AMENDED RESOLUTION NO. 2015-0280

RESOLUTION confirming sale, determining rates of interest and other details and levying taxes in connection with \$1,975,000 aggregate principal amount of General Obligation Airport Bonds, Series 2015-B, of the City of La Crosse, La Crosse County, Wisconsin.

WHEREAS, cities are authorized by the provisions of Chapter 67, *Wisconsin Statutes*, as supplemented and amended, to issue bonds for any public purpose and to refund any municipal obligations, including interest on them; and

WHEREAS, by an initial resolution duly adopted on February 12, 2015, there have been authorized to be issued not to exceed \$1,975,000 aggregate principal amount of general obligation bonds of the City of La Crosse, La Crosse County, Wisconsin (the “City”) for the public purpose of providing airport improvements; and

WHEREAS, it is considered necessary and desirable by the Common Council of the City that the City borrow \$1,975,000 for the purpose aforesaid and that the City issue its General Obligation Airport Bonds, Series 2015-B (the “Bonds”) to evidence the indebtedness thereby incurred; and

WHEREAS, notice of the sale of bonds for such purposes was published on March 2, 2015, in *The Bond Buyer*; and

WHEREAS, sealed bids for the Bonds were received at the offices of the financial consultant in the City of St. Paul, Minnesota, until 10:00 o’clock A.M., on April 9, 2015, which bids are as follows:

NAME OF BIDDER	TRUE INTEREST COST
Robert W. Baird & Co., Incorporated	2.2039189%
Morgan Stanley & Co.	2.2169138
Hutchinson, Shockey, Erley & Co.	2.4447505

; and

WHEREAS, the bid of Robert W. Baird & Co., Incorporated, of Milwaukee, Wisconsin, and associates, at a price of \$2,016,921.00 plus accrued interest to the date of delivery, if any, was the best bid submitted for the Bonds, which bid is as follows:

(Attach Bid Here)

; and

WHEREAS, pursuant to the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, a public hearing on the proposed plan of financing of said airport improvements through the issuance of the Bonds was held by the Finance and Personnel Committee of the City on March 5, 2015, prior to the adoption of this resolution, pursuant to notice published in *The La Crosse Tribune* on February 16, 2015;

NOW, THEREFORE, Be It Resolved by the Common Council of the City of La Crosse, La Crosse County, Wisconsin, as follows:

Section 1. Definitions. For all purposes of this Resolution, except as otherwise expressly provided or unless the context otherwise requires, the terms defined in this Section 1 shall have the meanings set forth below, and shall include the plural as well as the singular.

“*Bond*” or “*Bonds*” shall mean one or more of the General Obligation Airport Bonds, Series 2015-B, authorized to be issued by the terms of this Resolution.

“*Bond Register*” shall mean the books of the City kept by the Bond Registrar to evidence the registration and transfer of the Bonds.

“*Bond Registrar*” shall mean Wells Fargo Bank, National Association, of Minneapolis, Minnesota, or a successor designated as Bond Registrar under this Resolution.

“*City*” shall mean the City of La Crosse, La Crosse County, Wisconsin, and any successor to the duties or functions of the City.

“*Code*” shall mean the Internal Revenue Code of 1986, as amended.

“*Governing Body*” shall mean the Common Council of the City, or such other council, board, commission or body, by whatever name known, which shall succeed to its powers.

“*Resolution*” shall mean this resolution as adopted by the Governing Body of the City.

“*Statute*” shall mean Chapter 67 of the *Wisconsin Statutes*, as supplemented and amended.

Section 2. Authorization. The issuance of \$1,975,000 aggregate principal amount of general obligation bonds authorized in the initial resolution referred to in the preamble hereto is hereby authorized for the purpose of providing funds in the amount of \$1,975,000 for the public purpose projects set out in the Preamble to this Resolution.

The Bonds shall be designated “General Obligation Airport Bonds, Series 2015-B,” shall be dated the date of issuance thereof, and shall also bear the date of authentication, shall be in fully registered form, shall be in denominations of \$5,000 each and integral multiples thereof

(but no single Bond shall represent installments of principal maturing on more than one date), shall be appropriately lettered and numbered, and shall mature serially on December 1 of each of the years, and bear interest at the rates per annum, as follows:

YEAR	AMOUNT	INTEREST RATE
2015	\$200,000	2.00%
2016	185,000	2.00
2017	185,000	2.00
2018	190,000	2.00
2019	190,000	2.00
2020	195,000	2.00
2021	200,000	3.00
2022	205,000	3.00
2023	210,000	3.00
2024	215,000	3.00

Section 3. Interest; Payment Provisions. The Bonds shall bear interest from their date or from the most recent interest payment date to which interest has been paid or duly provided for, at the respective rates set out above, such interest (computed upon the basis of a 360-day year consisting of twelve 30-day months) being payable on the first days of June and December of each year, commencing on December 1, 2015. Interest on each Bond shall be paid by check or draft of the Bond Registrar to the person in whose name such Bond is registered at the close of business on the fifteenth day of the calendar month next preceding the applicable interest payment date or at such other address as may be furnished in writing by such registered owner to the Bond Registrar. The principal of the Bonds shall be payable in lawful money of the United States of America only at the designated corporate trust office of the Bond Registrar.

Section 4. Execution; Authentication. The Bonds shall be executed on behalf of the City with the manual or facsimile signature of the Mayor of the City and with the manual or facsimile signature of the City Clerk of the City, and sealed with the official seal of the City or a printed facsimile of such seal. In case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

All Bonds shall have thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the Bond Registrar as authenticating agent of the City and showing the date of authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Resolution unless and until such certificate of authentication shall have been duly executed by the Bond Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Resolution. The certificate of authentication on any Bond shall be deemed to have been executed by the Bond Registrar if signed by an authorized signatory of the Bond Registrar, but it shall not be necessary that the

same signatory sign the certificate of authentication on all of the Bonds issued under this Resolution.

Section 5. Registration of Bonds; Persons Treated as Owners. The City shall cause books (the “*Bond Register*”) for the registration and for the transfer of the Bonds as provided in this Resolution to be kept at the designated corporate trust office of the Bond Registrar, which is hereby constituted and appointed the registrar of the City. Upon surrender for transfer of any Bond at the designated corporate trust office of the Bond Registrar duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar duly executed by, the registered owner or his attorney duly authorized in writing, the City shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same maturity and interest rate of authorized denominations, for a like aggregate principal amount. Any fully registered Bond or Bonds may be exchanged at said office of the Bond Registrar for a like aggregate principal amount of Bond or Bonds of the same maturity and interest rate of other authorized denominations. The execution by the City of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond. The Bond Registrar shall not be required to transfer or exchange any Bond during the period of fifteen (15) days next preceding any interest payment date on such Bond.

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 the principal of or interest on any Bond shall be made only to or upon the order of the registered owner thereof or his legal representative. 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.

No service charge shall be made for any transfer or exchange of Bonds, but the City or the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

Section 6. No Redemption Prior to Maturity. The Bonds shall not be subject to redemption prior to their respective maturity dates.

Section 7. Form of Bonds. The Bonds, the certificate of authentication to be endorsed thereon and the form of assignment to be endorsed thereon are all to be in substantially the following forms with necessary and appropriate variations, omissions and insertions as permitted or required by this Resolution:

[Form of Bond - Front Side]

No. R-_____

\$_____

UNITED STATES OF AMERICA

STATE OF WISCONSIN

COUNTY OF LA CROSSE

CITY OF LA CROSSE

GENERAL OBLIGATION AIRPORT BOND, SERIES 2015-B

See Reverse Side for
Additional Provisions

DATED DATE	MATURITY DATE	RATE OF INTEREST	CUSIP NO.
April __, 2015	December 1, ____	____%	_____

Registered Owner:

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS: That the City of La Crosse, in the County of La Crosse and the State of Wisconsin (the “City”), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner hereinabove identified, or registered assigns as hereinafter provided, on the Maturity Date hereinabove identified, the Principal Amount hereinabove identified and to pay interest (computed on the basis of a 360-day year consisting of twelve 30-day months) on such principal amount from the Dated Date of this Bond hereinabove identified or from the most recent interest payment date to which interest has been paid at the Rate of Interest per annum hereinabove identified, payable on the first day of June and December of each year, commencing on December 1, 2015, until said Principal Amount is paid.

The principal of this Bond is payable in lawful money of the United States of America only at the designated corporate trust office of Wells Fargo Bank, National Association, in Minneapolis, Minnesota, as bond registrar and paying agent, and its successors (the “Bond Registrar”). Payment of each installment of interest shall be made in lawful money of the United States of America to the Registered Owner hereof who shall appear on the registration books of the City maintained by the Bond Registrar at the close of business on the fifteenth day of the calendar month next preceding the applicable interest payment date, and shall be paid by check or draft of the Bond Registrar mailed to such Registered Owner at his address as it appears on such registration books or at such other address as may be furnished in writing by such Registered Owner to the Bond Registrar.

Reference is hereby made to the further provisions of this Bond set forth on the reverse side hereof, and such further provisions shall for all purposes have the same effect as if set forth on the front side of this Bond.

It is hereby certified, recited and declared that all acts, conditions and things required to be done, exist, happen and be performed precedent to and in the issuance of this Bond have been done, have existed, have happened and have been performed in regular form and manner as required by the Constitution and the laws of the State of Wisconsin; that this Bond, together with all other indebtedness of the City, does not exceed any limitation prescribed by law; and that the City has levied a direct annual irrepealable tax sufficient to pay the interest hereon when it falls due and also to pay and discharge the principal hereof at maturity.

The full faith, credit and resources of the City are hereby pledged for the payment of the principal of and interest on this Bond and the issue of which it is a part as the same respectively become due and for the levy and collection of sufficient taxes for that purpose.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the Bond Registrar.

IN WITNESS WHEREOF, the City of La Crosse, La Crosse County, Wisconsin, by its Common Council, has caused this Bond to be executed with the duly authorized manual or facsimile signature of its Mayor and with the duly authorized manual or facsimile signature of its City Clerk, and its official seal or a facsimile thereof to be impressed or reproduced hereon, as of the Dated Date hereinabove identified.

City Clerk

Mayor

[SEAL]

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Resolution and is one of the General Obligation Airport Bonds, Series 2015-B, of the City of La Crosse, La Crosse County, Wisconsin.

Date of Authentication: _____, 20__

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Bond Registrar

By _____
Authorized Signatory

[Form of Bond - Reverse Side]

This Bond is one of an authorized issue of General Obligation Airport Bonds, Series 2015-B, aggregating the principal amount of \$1,975,000 (the “*Bonds*”), issued for the purpose of providing for airport improvements, pursuant to and in all respects in compliance with Chapter 67 of the *Wisconsin Statutes*, as supplemented and amended, and a resolution adopted by the Common Council of the City on April 9, 2015.

This Bond is transferable by the Registered Owner hereof in person or by his attorney duly authorized in writing at the designated corporate trust office of the Bond Registrar, but only in the manner, subject to the limitations and upon payment of the charges provided in the authorizing resolution, and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds of authorized denominations of the same maturity and interest rate and for the same aggregate principal amount will be issued to the transferee in exchange for this Bond.

The Bonds are issued in fully registered form in denominations of \$5,000 each and integral multiples thereof. This Bond may be exchanged at the designated corporate trust office of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity and interest rate of other authorized denominations, upon the terms set forth in the authorizing resolution.

The Bonds of the issue of which this Bond is one are not subject to redemption prior to maturity.

The City and the Bond Registrar may deem and treat the Registered Owner as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and neither the City nor the Bond Registrar shall be affected by any notice to the contrary.

* * * *

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	—	as tenants in common	UNIF GIFT/TRANS MIN ACT-
			_____ Custodian _____
TEN ENT	—	as tenants by the entirety	(Cust) _____ (Minor)
JT TEN	—	as joint tenants with rights of survivorship and not as tenants in common	under Uniform Gifts/Transfers to Minors Act _____ (State)

Additional abbreviations may also be used though not listed above.

(ASSIGNMENT)

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

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint _____, attorney, to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Signature guaranteed:

NOTICE: Signature(s) must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Bond Registrar, which requirements include membership or participation in STAMP or such other “signature guaranty program” as may be determined by the Bond Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Section 8. Sale of Bonds. The sale of the Bonds to Robert W. Baird & Co., Incorporated, of Milwaukee, Wisconsin, and associates, at a price of \$2,016,921.00 and accrued interest to the date of delivery thereof, if any, is hereby confirmed, the same being the best bid submitted.

Section 9. Levy of Taxes. In order to provide for the collection of a direct annual tax sufficient to pay the interest on the Bonds and to pay and discharge the principal thereof at maturity, there is hereby levied upon all taxable property in the City of La Crosse, La Crosse County, Wisconsin, a direct annual tax in an amount sufficient for that purpose, and there is hereby levied upon all of said taxable property in the City the following direct annual tax in each of the years and amounts as follows:

YEAR OF LEVY	AMOUNT FOR INTEREST AND PRINCIPAL
2015	\$228,800
2016	225,100
2017	226,400
2018	222,600
2019	223,800
2020	224,900
2021	223,900
2022	222,750
2023	221,450

In each of said years 2015 to 2023, inclusive, the direct annual tax above levied shall be extended upon the tax rolls of the City and collected by the officers of the City in the same manner and at the same time as taxes for general City purposes for such years are extended and collected, and when so collected, the proceeds of said taxes shall be used solely for paying the principal of and interest on the Bonds so long as any of the Bonds remain outstanding.

The City has funds on hand and available in the amount of \$228,281.67, which is sufficient to pay the principal of and the interest on the Bonds coming due on December 1, 2015, which funds are hereby appropriated to the payment of such principal and interest.

Interest on or principal of the Bonds falling due at any time when there shall be on hand insufficient funds from the proceeds of the above tax levy for the payment of such interest or principal shall be paid promptly when due from other funds of the City, which funds shall be reimbursed therefor out of the proceeds of the taxes above levied when such taxes shall have been collected.

Section 10. Establishment of Debt Service Fund. There is hereby established in the City Treasury a fund separate and distinct from all other funds of the City to be designated "General Obligation Airport Bonds, Series 2015-B Debt Service Fund," which fund shall be used solely for the purpose of paying the principal of and interest on the Bonds. There shall be deposited in said fund all accrued interest paid on the Bonds at the time the Bonds are delivered to the

purchaser thereof, all money raised by taxation pursuant to Section 9 hereof, and such other sums as may be necessary to pay interest on the Bonds when the same shall become due and to retire the Bonds at their respective maturity dates.

Section 11. Use of Proceeds; No Arbitrage; Bonds to Remain in Registered Form; Compliance with Federal Law; Execution of Tax Exemption Certificate and Agreement. The principal proceeds of and accrued interest paid on the Bonds shall be deposited in a special fund, and used solely for the purposes for which the Bonds are hereby authorized.

The City recognizes that the purchasers and owners of the Bonds will have accepted them on, and paid therefor a price which reflects, the understanding that the interest thereon is excludible from Federal gross income of the owners thereof under laws in force at the time the Bonds shall have been delivered. In this connection, the City agrees that it shall take no action which may render the interest on any of the Bonds includible in Federal gross income of the owners thereof and that the principal proceeds of the sale of the Bonds shall be devoted to and used with due diligence for the purposes for which the Bonds are hereby authorized to be issued. The City agrees that, to the extent possible under state law, it will comply with whatever Federal law is adopted in the future, which applies to the Bonds and affects the tax-exempt status of the interest on the Bonds.

The Mayor, the City Clerk and the City Treasurer/Director of Finance of the City, or any of them, are hereby authorized to execute on behalf of the City a Tax Exemption Certificate and Agreement (the "*Tax Exemption Certificate*") to assure the purchasers and owners of the Bonds that the proceeds of the Bonds are not expected to be used in a manner which would or might result in the Bonds being "reimbursement bonds" issued in contravention of Section 1.103-18 of the United States Treasury Department Regulations (the "*Regulations*") or "arbitrage bonds" under Section 148 of the Code or the Regulations currently in effect or proposed. Such Tax Exemption Certificate shall constitute a representation, certification and covenant of the City, and shall be incorporated herein by reference, and no use or investment of Bond proceeds or of moneys accumulated to pay the Bonds herein authorized shall be made in violation of the expectations prescribed by said Tax Exemption Certificate. Such Tax Exemption Certificate shall constitute an agreement of the City to follow certain covenants which may require the City to take certain actions (including the payment of certain amounts to the United States Treasury) or which may prohibit certain actions (including the establishment of certain funds) under certain conditions as specified in such Tax Exemption Certificate.

The City further recognizes that Section 149(a) of the Code requires the Bonds to be issued and to remain in fully registered form in order that the interest thereon is excludible from Federal gross income of the owners thereof under laws in force at the time the Bonds are delivered. In this connection, the City agrees that it will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 12. Public Approval. The Common Council of the City hereby acknowledges that notice of a public hearing with respect to the proposed issuance of the Bonds was published on February 16, 2015, in *The La Crosse Tribune*, a newspaper of general circulation in the City, the form and contents of which notice are hereby incorporated herein by reference. Pursuant to

the Statute, the City does hereby authorize and approve the financing of the costs of providing the airport facilities as set forth in this Resolution through the issuance of the Bonds in accordance with the terms hereof, which authorization and approval shall constitute the “*public approval*” of the Bonds under Section 147(f)(2) of the Code.

Section 13. Duties of Bond Registrar; Securities Depository. If requested by the Bond Registrar, the Mayor of the City is authorized to execute and the City Clerk of the City is authorized to attest the Bond Registrar’s standard form of agreement between the City and the Bond Registrar with respect to the obligations and duties of the Bond Registrar hereunder which may include the following:

- (a) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (b) to cancel and destroy Bonds which have been paid at maturity or submitted for exchange or transfer;
- (c) to furnish the City at least annually a certificate of destruction with respect to Bonds cancelled and destroyed; and
- (d) to furnish the City at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to the interest on the Bonds.

The City Clerk of the City is hereby directed to file a certified copy of this Resolution with the Bond Registrar.

The City covenants that it shall at all times retain a Bond Registrar with respect to the Bonds, that it will maintain at the designated office of such Bond Registrar a place or places where Bonds may be presented for payment or registration of transfer or exchange, and that it shall require that the Bond Registrar properly maintain the Bond Register and perform the other duties and obligations imposed upon it by this Resolution in a manner consistent with the standards, customs and practices of the municipal securities industry.

The Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Resolution by executing the certificate of authentication on any Bond, and by such execution the Bond Registrar shall be deemed to have certified to the City that it has all requisite power to accept and has accepted such duties and obligations. The Bond Registrar is the agent of the City, and shall not be liable in connection with the performance of its duties, except for its own negligence or willful wrongdoing. The Bond Registrar shall, however, be responsible for any representation in its certificate of authentication on the Bonds.

The Bond Registrar may be removed at any time by the City by an instrument in writing delivered to the Bond Registrar. In case the Bond Registrar shall be removed, or be dissolved, or shall be in the course of dissolution or liquidation, or otherwise become incapable of acting hereunder, or in case it shall be taken under the control of any public officer or officers, or of a receiver appointed by a court, a successor may be appointed by the City by an instrument in

writing, a copy of which shall be delivered to the retiring Bond Registrar, the successor Bond Registrar and the registered owners of the Bonds.

The City and/or the Bond Registrar may enter into an agreement with a securities depository registered under Section 17A of the Securities Exchange Act of 1934, as amended (the “*Securities Depository*”), including without limitation The Depository Trust Company, which is the record owner of the Bonds, to establish procedures with respect to Bonds owned by such Securities Depository. Such agreement may impose additional requirements on the Bond Registrar with respect to the Bonds.

Section 14. Continuing Disclosure Undertaking. The Mayor, the City Clerk and the City Treasurer/Director of Finance of the City, or any of them, are hereby authorized to execute and deliver on behalf of the City a continuing disclosure undertaking with respect to the Bonds (the “*Continuing Disclosure Undertaking*”). When the Continuing Disclosure Undertaking shall be executed and delivered on behalf of the City as contemplated herein, it shall be binding on the City, and all officers, employees and agents of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the terms and provisions of the Continuing Disclosure Undertaking. Notwithstanding any other provision of this Resolution to the contrary, the sole remedy for the failure to comply with the Continuing Disclosure Undertaking shall be the ability of the beneficial owners of the Bonds to seek mandamus or specific performance.

Section 15. Severability. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability or such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

Section 16. Ordinances, Resolutions Superseded. All ordinances and resolutions in conflict herewith are hereby superseded to the extent of such conflict, and this Resolution shall take effect from and after its passage.

Adopted: April 9, 2015.

Approved: April 9, 2015.

Recorded: April 9, 2015.

/s/ Timothy Kabat

Mayor

Attest:

/s/ Teri Lehrke

City Clerk

* * *

(Other Business)

There being no further business to come before the Common Council, it was moved, seconded and unanimously carried that the Common Council adjourn.

/s/ Timothy Kabat

Mayor

Attest:

/s/ Teri Lehrke

City Clerk

STATE OF WISCONSIN)
) SS.
COUNTY OF LA CROSSE)

I, Teri Lehrke, hereby certify that I am the duly qualified and acting City Clerk of the City of La Crosse, La Crosse County, Wisconsin, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the Common Council of said City held on April 9, 2015, and of a resolution adopted at said meeting; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to \$1,975,000 aggregate principal amount of General Obligation Airport Bonds, Series 2015-B, of said City.

I further certify that a true and correct statement of every step or proceeding had or taken to date in connection with the authorization of said Bonds has been recorded by me in a separate record book pursuant to the provisions of Section 67.05(12), *Wisconsin Statutes*, as supplemented and amended.

WITNESS my official signature and the official seal of said City this 28th day of April, 2015.

City Clerk

[SEAL]