

**\$6,660,000**  
**City of La Crosse, Wisconsin**  
**Industrial Development Revenue Bonds, Series 2017**  
**(DuraTech Industries, Inc. Project)**

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**ISSUER'S CLOSING CERTIFICATE**

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THE UNDERSIGNED HEREBY CERTIFY that all of the following statements are true and correct, in each case as of the date of this certificate (the "Certificate") except as a different date may be specifically set forth in respect of such statement.

1. We are, respectively, the duly qualified Mayor and City Clerk of the City of La Crosse, Wisconsin (the "Issuer"). We are familiar in general with the Issuer's affairs and records and those of its Common Council, and we are familiar in particular with the financing dealt with in this Certificate.

2. This Certificate is executed in connection with the issuance by the Issuer of its \$6,660,000 Industrial Development Revenue Bonds, Series 2017 (DuraTech Industries, Inc. Project) (the "Bonds"), issued in accordance with the terms of a Bond Agreement dated as of April 1, 2017 (the "Bond Agreement"), by and among the Issuer, DuraTech Industries, Inc., a Wisconsin corporation ("DuraTech") and Commercial Properties Partners, LLC, a Wisconsin limited liability company ("CPP" and collectively with DuraTech, the "Borrower"), BMO Harris Bank N.A., as original purchaser (the "Original Purchaser") and BMO Harris Bank N.A., as trustee (the "Trustee"). Unless the context clearly requires otherwise, all capitalized terms used in this Certificate shall have the meaning given to them in the Bond Agreement.

3. The Issuer is a municipality organized and existing under and pursuant to the laws of the State of Wisconsin and the provisions of Chapter 62 of the Wisconsin Statutes, with a mayor and common council form of government, and no proceedings are underway to change the Issuer's current form of government.

4. The Issuer has duly and timely performed and complied with all agreements and conditions on its part contained in the Bond Agreement as a condition of the closing of the Bonds.

5. Each of the representations of the Issuer contained in the Bond Agreement was true and accurate on the date of such agreement, and has been true and accurate at all times since and continues to be true and accurate on the date of this Certificate.

6. The Bond Agreement, the assignment of the Promissory Note, and the Bonds have been duly executed and delivered on behalf of the Issuer by the Mayor and the City Clerk. The execution, delivery and performance by the Issuer of the Bond Agreement will not violate any applicable judgment, order or regulation of any court or of any public or governmental agency or authority of the State of Wisconsin.

7. The Bonds have been executed and sealed on behalf of the Issuer with our true signatures and the true seal of the Issuer. The manual or facsimile signatures of the Mayor and the City Clerk appearing on the Bonds are hereby acknowledged, approved and adopted as our own.

8. No part of the funds of the Issuer derived from the issuance and sale of the Bonds shall inure to the benefit of or be distributable to any official of the Issuer, except for the lawful payment or compensation for services rendered and its lawful reimbursement of expenses incurred, and no loans shall be made to, and no property or services shall be purchased or sold, leased or otherwise disposed of, to any such official as a result of the use of such funds by the Issuer.

9. No official of the Issuer has any private interest, direct or indirect, in any of the proceedings relating to the authorization, issuance and sale of the Bonds.

10. There are no rules or resolutions of the Issuer in effect which require any officer or official of the Issuer, other than the Mayor and the acting City Clerk, to execute the Bond Agreement and the Bonds, as provided in the Wisconsin Statutes.

11. There is no litigation, administrative proceeding or investigation pending involving the Issuer (nor, to the knowledge of the undersigned, is any such action threatened) which in any way affects, contests, questions or seeks to restrain or enjoin any of the following: (i) the validity of Chapter 62 of the Wisconsin Statutes; (ii) any of the proceedings had or actions taken leading up to the issuance, sale or delivery of the Bonds; (iii) the delivery, validity or enforceability of the Bonds or any of the documents referred to in the paragraph 6; (iv) the corporate existence of the Issuer; (v) any corporate boundary or geographic jurisdiction of the Issuer which may affect the Project; or (vi) the right of the Mayor, the City Clerk, or any member of the Common Council to hold his or her office.

12. Attached hereto as Exhibit A is a true, correct and complete copy of a resolution entitled: "INITIAL RESOLUTION REGARDING INDUSTRIAL DEVELOPMENT REVENUE BOND FINANCING FOR DURATECH INDUSTRIES, INC. PROJECT" (the "Initial Resolution") which Initial Resolution was duly adopted by the Common Council on November 10, 2016 at a meeting duly called, noticed and held in accordance with all applicable law, including without limitation, the Wisconsin "open meetings" law, appearing as sections 19.84 et. seq. of the Wisconsin Statutes, and the procedures of the Issuer, and such Initial Resolution and has not been amended or modified, revoked or repealed, and remains in full force and effect. The official notice of the Common Council meeting at which the Initial Resolution was adopted stated that information regarding the job impact of the project would be available at the time the Initial Resolution was considered for adoption.

13. Attached hereto as Exhibit B is a true copy of an original affidavit of publication provided to the City of La Crosse by the La Crosse Tribune showing that public notice was given that the Issuer, at a meeting held on November 10, 2016, adopted the Initial Resolution with the said notice being published on November 16, 2016. No petition for referendum in connection with the issuance of the Bonds has been filed in the office of the City Clerk.

14. A copy of the Initial Resolution referred to in Paragraph 12, together with a statement indicating when the public notice required under Section 66.1103(10)(b) of the Wisconsin Statutes

was published, was filed with the Wisconsin Economic Development Corporation within twenty (20) days following publication of said notice.

15. Attached hereto as Exhibit C is a true, correct and complete copy of a resolution entitled “FINAL RESOLUTION REGARDING INDUSTRIAL DEVELOPMENT REVENUE BOND FINANCING FOR DURATECH INDUSTRIES, INC. PROJECT” (the “Final Resolution”) which Final Resolution was duly adopted by the Common Council on March 9, 2017 at a meeting duly called, noticed and held in accordance with all applicable law, including without limitation, the Wisconsin “open meetings” law, appearing as Sections 19.84 et. seq. of the Wisconsin Statutes, and the procedures of the Issuer, and such resolution has not been amended, modified, revoked or repealed, and remains in full force and effect.

16. Each meeting of any committee of the Issuer at which the Initial Resolution and the Final Resolution were taken up was held at the place and time and called and notified in the manner routinely established by such committee. Each meeting of the Issuer at which the Initial Resolution and the Final Resolution were taken up was attended by the Common Council and presided over by the Mayor of the Issuer; proceeded in accordance with a written agenda; was notified to the public and news media and conducted in full compliance with the “open meetings” laws of the State of Wisconsin, and particularly subchapter V, Chapter 19, Wisconsin Statutes; was held in a public, accessible place in the Issuer, with doors open at all times to the public; no secret ballot was taken thereat; and no such meeting was commenced, subsequently convened in closed session and thereafter reconvened in open session, unless public notice of such subsequent open session was given at the same time and in the same manner as the public notice of the meeting convened prior to the closed session. All such meetings were fully lawful and in all respects in accordance with the rules of the Issuer. Each such meeting was a regular meeting, held at the place in the City of La Crosse, on the date and at the time and notified in the manner routinely established by rule of the Common Council.

17. At the meeting of the Common Council held on November 10, 2016, a quorum was present in person throughout. At such meeting, the Initial Resolution was introduced by the Mayor in accordance with routinely established procedures of the Common Council (all Common Council members having full copies thereof in advance and adequate time to read and examine prior to adoption, and no Common Council member objecting); and, on motion duly made and seconded, duly adopted by the vote of the Common Council members present, duly recorded in the Common Council minutes.

18. At the meeting of the Common Council held on March 9, 2017, a quorum was present in person throughout. At such meeting, the Final Resolution was introduced by the Mayor in accordance with routinely established procedures of the Common Council (all Common Council members having full copies thereof in advance and adequate time to read and examine prior to adoption, and no Common Council member objecting); and, on motion duly made and seconded, duly adopted by the vote of the Common Council members present, duly recorded in the Common Council minutes.

19. At all times from November 10, 2016 to the date of this Certificate, the La Crosse Tribune was the official newspaper of the Issuer and a newspaper of general circulation in the City of La Crosse, Wisconsin.

20. A public hearing relating to the Bonds was held at a meeting of the Finance and Personnel Committee of the Issuer held on March 2, 2017, at a time and place and in the matter set forth in the notice of such public hearing as published on February 15, 2017 in the La Crosse Tribune. Copies of such notice and a true copy of the original affidavit of publication provided to the Issuer by the La Crosse Tribune are attached hereto as Exhibit D.

[SIGNATURE PAGE TO FOLLOW]

WITNESS our official signatures and the seal of the City of La Crosse, Wisconsin as of  
April 7, 2017.

[SEAL]

**CITY OF LA CROSSE, WISCONSIN**

By: Timothy Kabat  
Timothy Kabat, Mayor

By: Teri Lehrke  
Teri Lehrke, City Clerk

## **EXHIBITS**

Exhibit A – Initial Resolution appears at Tab #5 in this transcript

Exhibit B – Affidavit of Publication of Notice to Electors appears at Tab #11 in this transcript

Exhibit C – Final Resolution appears at Tab #10 in this transcript

Exhibit D – Affidavit of Publication of Notice of Public Hearing appears at Tab #12 in this transcript