

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

CLOSING CERTIFICATE OF ORIGINAL PURCHASER

BMO Harris Bank N.A. (the “Original Purchaser”), is the purchaser of all of the Bonds referenced above (the “Bonds”) issued by the City of La Crosse, Wisconsin (the “Issuer”). The Bond proceeds will be loaned to DuraTech Industries, Inc., a Wisconsin corporation (“DuraTech”) and Commercial Properties Partners, LLC, a Wisconsin limited liability company (“CPP” and collectively with DuraTech, the “Borrower”). The Original Purchaser is providing this certification to ensure compliance with applicable state and federal securities laws.

1. The Original Purchaser is a national banking association organized pursuant to the laws of the United States of America, and it has the full corporate right, power and authority to purchase the Bonds.

2. The Original Purchaser has relied solely upon the representations, covenants and agreements of the Borrower contained in the Bond Agreement dated as of April 1, 2017, among the Issuer, the Borrower, the Original Purchaser, and BMO Harris Bank N.A., as trustee, relating to the Bonds, and upon credit investigations and due diligence reviews conducted by itself or its own advisors.

3. The Original Purchaser has been offered copies of or full access to all bond documents and all records, reports, financial statements and other information concerning the Borrower and pertinent to the source of payment for the Bonds to which a reasonable investor would attach significance in making investment decisions.

4. The Original Purchaser is sufficiently knowledgeable and experienced in financial and business matters, including the purchase and ownership of municipal and other tax-exempt obligations, to be able to evaluate the risks and merits of the investment represented by the purchase of the principal amount of the Bonds, and it is aware of the intended use of the proceeds of the Bonds and the risks involved therein.

5. The Original Purchaser understands that the purchase of the Bonds involves a degree of risk, that the Bonds are not secured by any obligation or pledge of any monies received or to be received from taxation or from the State of Wisconsin or any political subdivision or taxing district thereof, and that the Bonds will never represent or constitute a general or moral obligation, debt or bonded indebtedness of the Issuer, the State of Wisconsin or any political subdivision thereof, and that no right will exist to have taxes levied by the Issuer, the State of Wisconsin or any political subdivision thereof for the payment of principal and interest on the Bonds.

6. The Original Purchaser is purchasing the Bonds solely for its own account and not for or on behalf of others, and solely for investment and not with a present view to reselling or otherwise distributing all or any part of its interest in the Bonds.


7. The Original Purchaser has been informed and agrees that the Bonds: (i) are not being registered or otherwise qualified for sale under the federal securities laws and regulations, or “Blue Sky” laws and regulations of any State; (ii) will not be listed on any stock or other securities exchange; (iii) will carry no rating from any rating service; and (iv) are not likely to be readily marketable.

8. The Original Purchaser will not offer, sell or otherwise dispose of all or any part of or interest in the Bonds, except: (i) in full good faith compliance with all securities registration, broker-dealer, antifraud and other provisions of the applicable state and federal laws; (ii) with full and accurate disclosure of all material facts to the prospective purchasers or transferees; and (iii) either under effective federal and state registration statements (which the Issuer shall not in any way be obligated to provide) or upon delivery of an opinion of recognized counsel satisfactory to the Borrower and the Issuer to the effect that the Bonds are being offered, sold or otherwise disposed of pursuant to exemptions from such registrations.

[SIGNATURE PAGE TO FOLLOW]

Certified as of April 7th, 2017

BMO HARRIS BANK N.A.,
as Original Purchaser

By: 
Name: PAUL KULLB
Title: VP