

RESOLUTION NO. _____

Jm
11-17-14

RESOLUTION RESCINDING APPOINTMENT OF ASSOCIATED TRUST COMPANY,
NATIONAL ASSOCIATION AS FISCAL AGENT FOR THE \$5,890,000 ELECTRIC POWER
SYSTEM REVENUE REFUNDING BONDS, SERIES 2014

WHEREAS, on October 20, 2014, the Common Council of the City of Manitowoc, Manitowoc County, Wisconsin (the "City") adopted a resolution entitled: "Resolution Authorizing the Issuance and Sale of \$5,890,000 City of Manitowoc Electric Power System Revenue Refunding Bonds, Series 2014 (Series Resolution)" (the "Series Resolution") authorizing the issuance of \$5,890,000 Electric Power System Revenue Refunding Bonds, Series 2014, dated November 10, 2014 (the "2014 Bonds");

WHEREAS, pursuant to Section 6.03 of the Series Resolution, the Common Council of the City appointed Associated Trust Company, National Association, Green Bay, Wisconsin ("Associated") as the Registrar, Paying Agent and Fiscal Agent with respect to the 2014 Bonds; and

WHEREAS, the Common Council hereby finds and determines that it is necessary, desirable and in the best interest of the City that the City Clerk or Finance Director/Treasurer be named as the Bond Registrar, Paying Agent and Fiscal Agent rather than Associated.

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

Section 1. Change in Fiscal Agent, Bond Registrar and Paying Agent. The Fiscal Agent, Bond Registrar and Paying Agent (within the meaning of the Series Resolution) for the Bonds is hereby designated to be the City Clerk or Finance Director/Treasurer. All prior actions of the City's officers and agents consistent with that designation are hereby ratified and affirmed.

Section 2. Conflicting Resolutions, Severability, Closing and 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of the Common Council or any parts thereof in conflict with the provisions hereof shall be and the same are hereby rescinded insofar as they may so conflict. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded _____, 2014.

Introduced NOV 17 2014

(Signed) _____

Adopted _____

(Signed) _____

Approved _____

Justin M. Nickels
Mayor

ATTEST:

Jennifer B. Hudon
City Clerk

(SEAL)



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November 6, 2014

VIA EMAIL

Ms. Jennifer B. Hudon
City Clerk
City of Manitowoc
City Hall
900 Quay Street
Manitowoc, WI 54220

Re: City of Manitowoc - Resolution Changing Fiscal Agent Designation for Electric Power System Revenue Refunding Bonds, Series 2014 (the "Bonds")

Dear Ms. Hudon:

We understand that the City and Utility have determined not to utilize Associated Trust Company, National Association as Fiscal Agent for the Bonds.

Attached is a **Resolution** to be considered by the Common Council at its next meeting, which removes Associated Trust Company, National Association from that role.

Please include the title of the Resolution on the agenda for the meeting. Please then post the agenda in at least three public places and provide it to the official newspaper of the City (or if the City has no official newspaper, to a news medium likely to give notice in the area) and to any other requesting media at least twenty-four hours prior to the meeting (see Section 19.84(1)(b), Wisconsin Statutes).

Unless the Common Council has adopted special rules regarding the adoption of resolutions, a vote of at least a majority of the members of the Common Council is necessary to adopt the Resolution.


Please arrange for an executed copy of the Resolution to be returned to us after the meeting for our records.

Ms. Jennifer B. Hudon
November 6, 2014
Page 2

If you have any questions regarding the attached documents or any other matter, please do not hesitate to call us at any time.

Very truly yours,

QUARLES & BRADY LLP


Rebecca A. Speckhard

RAS:SMW:jmm
Enclosures
#630561.00052

cc: Mr. Steven Corbeille (w/enc. via email)
Mr. Anthony J. Scherer (w/enc. via email)
Ms. Deborah A. Neuser (w/enc. via email)
Mr. Nilaksh Kothari (w/enc. via email)
Ms. Cindy Carter (w/enc. via email)
Kathleen McDaniel, Esq. (w/enc. via email)
Mr. Bradley D. Viegut (w/enc. via email)
Mr. Steve Kornetzke (w/enc. via email)
Ms. Tonia Morris (w/enc. via email)