

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

UNITED STATES OF AMERICA
STATE OF WISCONSIN
MANITOWOC COUNTY
CITY OF MANITOWOC

REGISTERED
\$ _____

TAXABLE SEWERAGE SYSTEM REVENUE BOND, SERIES 2017

Final
Maturity Date

May 1, 2037

Date of
Original Issue

_____, 20__

REGISTERED OWNER: STATE OF WISCONSIN CLEAN WATER FUND PROGRAM

FOR VALUE RECEIVED the City of Manitowoc, Manitowoc County, Wisconsin (the "Municipality") hereby acknowledges itself to owe and promises to pay to the registered owner shown above, or registered assigns, solely from the fund hereinafter specified, the principal sum of an amount not to exceed _____ DOLLARS (\$_____) (but only so much as shall have been drawn hereunder, as provided below) on May 1 of each year commencing May 1, 2019 until the final maturity date written above, together with interest thereon (but only on amounts as shall have been drawn hereunder, as provided below) from the dates the amounts are drawn hereunder or the most recent payment date to which interest has been paid, at the rate of 1.760% per annum, calculated on the basis of a 360-day year made up of twelve 30-day months, such interest being payable on the first days of May and November of each year, with the first interest being payable on May 1, 2018.

The principal amount evidenced by this Bond may be drawn upon by the Municipality in accordance with the Financial Assistance Agreement entered by and between the Municipality and the State of Wisconsin by the Department of Natural Resources and the Department of Administration including capitalized interest transferred (if any). The principal amounts so drawn shall be repaid in installments on May 1 of each year commencing on May 1, 2019 in an amount equal to an amount which when amortized over the remaining term of this Bond plus current payments of interest (but only on amounts drawn hereunder) at One and 760/1000ths percent (1.760%) per annum shall result in equal annual payments of the total of principal and the semiannual payments of interest. The State of Wisconsin Department of Administration shall record such draws and corresponding principal repayment schedule on a cumulative basis in the format shown on the attached Schedule A.

Both principal and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. On the final maturity date, principal of this Bond shall be payable only upon presentation and surrender of this Bond at the office of the Municipal Treasurer. Principal hereof (except the final maturity) and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date and mailed from the office of the Municipal Treasurer to the person in whose name this Bond is registered at the close of business on the fifteenth day of the calendar month next preceding such interest payment date.

The Bonds shall not be redeemable prior to their maturity, except with the consent of the registered owner.

This Bond is transferable only upon the books of the Municipality kept for that purpose at the office of the Municipal Treasurer, by the registered owner in person or its duly authorized attorney, upon surrender of this Bond, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Municipal Treasurer, duly executed by the registered owner or its duly authorized attorney. Thereupon a replacement Bond shall be issued to the transferee in exchange therefor. The Municipality may deem and treat the person 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 interest hereof and for all other purposes. This Bond is issuable solely as a negotiable, fully-registered bond, without coupons, and in denominations of \$0.01 or any integral multiple thereof.

This Bond is issued for the purpose of providing for the payment of the cost of constructing improvements to the Sewerage System of the Municipality, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 66.0621, Wisconsin Statutes, and a resolution adopted November 20, 2017, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$9,764,459 Taxable Sewerage System Revenue Bonds, Series 2017, and Providing for Other Details and Covenants With Respect Thereto" and is payable only from the income and revenues derived from the operation of the Sewerage System of the Municipality (the "Utility"). The Bonds are issued on a parity with the Municipality's Sewerage System Revenue Bonds, Series 1999, dated February 10, 1999, Sewerage System Revenue Bonds, Series 2002, dated December 23, 2002 and Sewerage System Revenue Bonds, Series 2010, dated May 12, 2010, as to the pledge of income and revenues of the Utility. This Bond does not constitute an indebtedness of said Municipality within the meaning of any constitutional or statutory debt limitation or provision.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen, and be performed precedent to and in the issuance of this Bond have existed, have happened and have been performed in due time, form and manner as required by law; and that sufficient of the income and revenue to be received by said Municipality from the operation of its Utility has been pledged to and will be set aside into a special fund for the payment of the principal of and interest on this Bond.

IN WITNESS WHEREOF, the Municipality has caused this Bond to be signed by the signatures of its Mayor and City Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

CITY OF MANITOWOC,
WISCONSIN

(SEAL)

By: _____
Justin M. Nickels
Mayor

By: _____
Deborah A. Neuser
City Clerk

(Form of Assignment)

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

(Please print or typewrite name and address, including zip code, of Assignee)

Please insert Social Security or other identifying number of Assignee

the within Bond and all rights thereunder, hereby irrevocably constituting and appointing

Attorney to transfer said Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

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

Signature(s) guaranteed by

SCHEDULE A

\$9,764,459

CITY OF MANITOWOC, WISCONSIN
TAXABLE SEWERAGE SYSTEM REVENUE BONDS, SERIES 2017

<u>Amount of Disburse- ment</u>	<u>Date of Disbursement</u>	<u>Series of Bonds</u>	<u>Principal Repaid</u>	<u>Principal Balance</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

SCHEDULE A (continued)

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Principal Amount</u>
May 1, 2019	\$437,239.68
May 1, 2020	444,935.09
May 1, 2021	452,765.95
May 1, 2022	460,734.63
May 1, 2023	468,843.56
May 1, 2024	477,095.21
May 1, 2025	485,492.08
May 1, 2026	494,036.75
May 1, 2027	502,731.79
May 1, 2028	511,579.87
May 1, 2029	520,583.68
May 1, 2030	529,745.95
May 1, 2031	539,069.48
May 1, 2032	548,557.10
May 1, 2033	558,211.71
May 1, 2034	568,036.23
May 1, 2035	578,033.67
May 1, 2036	588,207.06
May 1, 2037	598,559.51

Manitowoc City of - DEBT COVERAGE CALCULATION

SEWER REVENUE BONDS

11/3/2017

FINAL

	Audit 2014	Audit 2015	Audit 2016
Sewer System Revenues			
Sales of Sewer	6,714,873.00	7,178,115.00	7,083,022.00
Other Sewer Revenues	3,168.00	0.00	0.00
Interest Income	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
Total "Gross Earnings"	6,718,041.00	7,178,115.00	7,083,022.00
Sewer System Expenses			
Operation & maintenance	3,673,279.00	3,967,634.00	4,398,387.00
Payroll Taxes	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
reserved	0.00	0.00	0.00
Total "Current Expenses"	3,673,279.00	3,967,634.00	4,398,387.00
"NET REVENUES"	3,044,762.00	3,210,481.00	2,684,635.00
		2018 MAX DS	Required Debt
Sewer Revenue Debt Issues		Prin & Int	Cover
\$20,215,592, CWFP 1, Series 1999		1,445,690.29	110%
\$1,801,926, CWFP 1, Series 2002		117,400.27	110%
\$1,000,000, CWFP 1, Series 2010		61,826.62	110%
\$9,764,459, CWFP, Series 2017		151,804.79	110%
reserved		0.00	
Max Annual Debt Service		1,776,721.97	
Net Revenues / Max Annual Debt Service	--> 2,684,635.00 / 1,776,721.97	= 151.10%	Debt Coverage
Conclusion: need Net Revenues of at least	--> 1,954,394.17	(1,776,721.97 x 110%)	to meet Debt Coverage Test
Net Revenues Excess or (Shortfall) -->	730,240.83		

ANNUAL DEBT SERVICE SCHEDULE

** Maximum Debt Service is SHADED **

11/3/2017

FINAL

		CWFP ¹	CWFP ¹	CWFP ¹	CWFP		
		Sewer Rev	Sewer Rev	Sewer Rev	Sewer Rev ³		
		\$20,215,592	\$1,801,926	\$1,000,000	\$9,764,459	Annual	
		Series 1999	Series 2002	Series 2010	Series 2017	Debt Service	
Year	Dated 2/10/1999	Dated 12/23/2002	Dated 5/12/2010	Dated 12/13/2017	Total		
1	2018	1,445,690.29	117,400.27	61,826.62	151,804.79	1,776,721.97	MAX Annual
2	2019	-	117,356.43	61,815.24	605,246.45	784,418.12	
3	2020	-	117,311.33	61,803.63	605,178.72	784,293.68	
4	2021	-	117,264.87	61,791.76	605,109.81	784,166.44	
5	2022	-	117,217.10	61,779.62	605,039.69	784,036.41	
6	2023	-	-	61,767.21	604,968.33	666,735.54	
7	2024	-	-	61,754.54	604,895.71	666,650.25	
8	2025	-	-	61,741.59	604,821.81	666,563.40	
9	2026	-	-	61,728.34	604,746.63	666,474.97	
10	2027	-	-	61,714.81	604,670.11	666,384.92	
11	2028	-	-	61,700.99	604,592.25	666,293.24	
12	2029	-	-	61,686.84	604,513.02	666,199.86	
13	2030	-	-	61,672.40	604,432.39	666,104.79	
14	2031	-	-	-	604,350.35	604,350.35	
15	2032	-	-	-	604,266.85	604,266.85	
16	2033	-	-	-	604,181.89	604,181.89	
17	2034	-	-	-	604,095.43	604,095.43	
18	2035	-	-	-	604,007.46	604,007.46	
19	2036	-	-	-	603,917.93	603,917.93	
20	2037	-	-	-	603,826.83	603,826.83	
21	2038	-	-	-	-	-	
22	2039	-	-	-	-	-	
23	2040	-	-	-	-	-	
24	2041	-	-	-	-	-	
25	2042	-	-	-	-	-	
26	2043	-	-	-	-	-	
27	2044	-	-	-	-	-	
28	2045	-	-	-	-	-	
29	2046	-	-	-	-	-	
30	2047	-	-	-	-	-	
31	2048	-	-	-	-	-	
32	2049	-	-	-	-	-	
33	2050	-	-	-	-	-	
34	2051	-	-	-	-	-	
35	2052	-	-	-	-	-	
36	2053	-	-	-	-	-	
37	2054	-	-	-	-	-	
38	2055	-	-	-	-	-	
39	2056	-	-	-	-	-	
40	2057	-	-	-	-	-	
41	2058	-	-	-	-	-	
	Total	1,445,690.29	586,550.00	802,783.59	11,638,666.45	14,473,690.33	
						14,473,690.33	Cross Check
						TRUE	Check with Amor

¹ Project closed-out - final amort schedule.

² Project not closed-out.

³ New Loan at 1.760%, 19 principal payments, closing 12/13/2017, 1st principal 5/1/2019.

Loan Payment Schedule Comments

The following Loan Repayment Schedule is a hypothetical payment schedule that assumes all of the loan proceeds are drawn on the loan closing date. Since the Environmental Improvement Fund (“EIF”) loans are generally construction loans, the actual total amount of the loan disbursements, as well as the timing of the loan disbursements, will typically not be known until the construction project is complete. At the time that the last draw on your loan is made, the actual loan repayment schedule can be determined for the remainder of the loan term. Your municipality is only charged interest on the amount of the loan that is disbursed and the calculation is based on the number of days that the municipality has use of the money.

Please look over the following loan payment schedule so that you are aware of the dates when the interest payments start and when the principal payments will start. These payment dates are set in the bond/note that is the collateral for your EIF loan. A final loan payment schedule will be provided to you when DNR notifies DOA that the project is complete and the project is ready to be “closed-out”. A Loan Payment Schedule based on year-to-date disbursements may be obtained by your municipality or your auditor for planning or reporting purposes. To obtain a Loan Payment Schedule based on year-to-date loan disbursements, please go to:

<http://www.eif.doa.wi.gov>

and select the report titled “Loan Payment Schedule”.

If you have any questions on the following hypothetical loan payment schedule, please call Aaron Heintz at 608-266-0739.

Other loan accounts reports are also available at the above website. Updated information is available on the website the day following a loan disbursement, a loan payment or other financial transaction that changes the loan balance.

Manitowoc City of, Wisconsin
Project # 4679-10 Clean Water Fund Program
Loan Closing Date:

December 13, 2017

Exhibit B-1

<u>Payment Date</u>	<u>Principal Payment</u>	<u>Interest Rate</u>	<u>Interest Payment</u>	<u>Principal & Interest</u>	<u>Bond Year Debt Service</u>	<u>Calendar Year Debt Service</u>
1-May-18		1.760%	65,877.55	65,877.55	65,877.55	
1-Nov-18		1.760%	85,927.24	85,927.24		151,804.79
1-May-19	437,239.68	1.760%	85,927.24	523,166.92	609,094.16	
1-Nov-19		1.760%	82,079.53	82,079.53		605,246.45
1-May-20	444,935.09	1.760%	82,079.53	527,014.62	609,094.15	
1-Nov-20		1.760%	78,164.10	78,164.10		605,178.72
1-May-21	452,765.95	1.760%	78,164.10	530,930.05	609,094.15	
1-Nov-21		1.760%	74,179.76	74,179.76		605,109.81
1-May-22	460,734.63	1.760%	74,179.76	534,914.39	609,094.15	
1-Nov-22		1.760%	70,125.30	70,125.30		605,039.69
1-May-23	468,843.56	1.760%	70,125.30	538,968.86	609,094.16	
1-Nov-23		1.760%	65,999.47	65,999.47		604,968.33
1-May-24	477,095.21	1.760%	65,999.47	543,094.68	609,094.15	
1-Nov-24		1.760%	61,801.03	61,801.03		604,895.71
1-May-25	485,492.08	1.760%	61,801.03	547,293.11	609,094.14	
1-Nov-25		1.760%	57,528.70	57,528.70		604,821.81
1-May-26	494,036.75	1.760%	57,528.70	551,565.45	609,094.15	
1-Nov-26		1.760%	53,181.18	53,181.18		604,746.63
1-May-27	502,731.79	1.760%	53,181.18	555,912.97	609,094.15	
1-Nov-27		1.760%	48,757.14	48,757.14		604,670.11
1-May-28	511,579.87	1.760%	48,757.14	560,337.01	609,094.15	
1-Nov-28		1.760%	44,255.24	44,255.24		604,592.25
1-May-29	520,583.68	1.760%	44,255.24	564,838.92	609,094.16	
1-Nov-29		1.760%	39,674.10	39,674.10		604,513.02
1-May-30	529,745.95	1.760%	39,674.10	569,420.05	609,094.15	
1-Nov-30		1.760%	35,012.34	35,012.34		604,432.39
1-May-31	539,069.48	1.760%	35,012.34	574,081.82	609,094.16	
1-Nov-31		1.760%	30,268.53	30,268.53		604,350.35
1-May-32	548,557.10	1.760%	30,268.53	578,825.63	609,094.16	
1-Nov-32		1.760%	25,441.22	25,441.22		604,266.85
1-May-33	558,211.71	1.760%	25,441.22	583,652.93	609,094.15	
1-Nov-33		1.760%	20,528.96	20,528.96		604,181.89
1-May-34	568,036.23	1.760%	20,528.96	588,565.19	609,094.15	
1-Nov-34		1.760%	15,530.24	15,530.24		604,095.43
1-May-35	578,033.67	1.760%	15,530.24	593,563.91	609,094.15	
1-Nov-35		1.760%	10,443.55	10,443.55		604,007.46
1-May-36	588,207.06	1.760%	10,443.55	598,650.61	609,094.16	
1-Nov-36		1.760%	5,267.32	5,267.32		603,917.93
1-May-37	598,559.51	1.760%	5,267.32	603,826.83	609,094.15	603,826.83
Totals	9,764,459.00		1,874,207.45	11,638,666.45	11,638,666.45	11,638,666.45
			Net Interest Rate	1.7600%		
			Bond Years	106,489.0580		
			Average Life	10.9058		

The above schedule assumes full disbursement of the loan on the loan closing date.
03-Nov-17 Wisconsin Department of Administration