

Finance  
10-16-17

17-1014

RESOLUTION NO. 17-1014

RESOLUTION AWARDDING THE SALE OF \$775,000  
GENERAL OBLIGATION PROMISSORY NOTES

WHEREAS, on September 18, 2017, the Common Council of the City of Manitowoc, Manitowoc County, Wisconsin (the "City") adopted a resolution (the "Set Sale Resolution"), providing for the sale of general obligation promissory notes for the public purpose of refinancing certain outstanding obligations of the City, to wit: a portion of the General Obligation Corporate Purpose Bonds, dated April 9, 2007 (the "2007 Bonds") and all of the General Obligation Promissory Notes, Series 2009B, dated February 17, 2009 (the "2009 Notes") (collectively, the "Refunded Obligations") (hereinafter the refinancing of the Refunded Obligations shall be referred to as the "Refunding");

WHEREAS, the Common Council deems it to be necessary, desirable and in the best interest of the City to refund the Refunded Obligations for the purpose of restructuring the outstanding obligations of the City;

WHEREAS, the City is authorized by the provisions of Section 67.12(12), Wisconsin Statutes, to borrow money and issue general obligation promissory notes to refinance its outstanding obligations;

WHEREAS, it is the finding of the Common Council that it is necessary, desirable and in the best interest of the City to sell such general obligation promissory notes to ZB, N.A. (the "Purchaser"), pursuant to the terms and conditions of the Preliminary Private Placement Memorandum attached hereto as Exhibit A and incorporated herein by this reference (the "Proposal"); and

WHEREAS, the City was duly organized, validly existing and operating under and by virtue of the laws of the State of Wisconsin.

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

Section 1. Authorization and Sale of the Notes. For the purpose of paying the cost of the Refunding, there shall be borrowed pursuant to Section 67.12(12), Wisconsin Statutes, the principal sum of SEVEN HUNDRED SEVENTY-FIVE THOUSAND DOLLARS (\$775,000) from the Purchaser in accordance with the terms and conditions of the Proposal. The Proposal is hereby accepted and the Mayor and City Clerk or other appropriate officers of the City are authorized and directed to execute an acceptance of the Proposal on behalf of the City. To evidence the obligation of the City, the Mayor and City Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the City, general obligation promissory notes aggregating the principal amount of SEVEN HUNDRED SEVENTY-FIVE THOUSAND DOLLARS (\$775,000) (the "Notes") for the sum set forth on the Proposal, plus accrued interest to the date of delivery.

Section 2. Terms of the Notes. The Notes shall be designated "General Obligation Promissory Notes"; shall be issued in the aggregate principal amount of \$775,000; shall be dated

November 16, 2017; shall be in the denomination of \$100,000 or more; shall be numbered R-1 and upward; and shall bear interest at the rates per annum and mature on February 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit B-1 and incorporated herein by this reference. Interest shall be payable semi-annually on February 1 and August 1 of each year commencing on February 1, 2018. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board. The schedule of principal and interest payments due on the Notes is set forth on the Debt Service Schedule attached hereto as Exhibit B-2 and incorporated herein by this reference (the "Schedule").

**Section 3. Redemption Provisions.** The Notes are subject to redemption prior to maturity, at the option of the Issuer, on February 1, 2022 or on any date thereafter. Said Notes are redeemable as a whole or in part, and if in part, from maturities selected by the Issuer, and within each maturity by lot, at the principal amount thereof, plus accrued interest to the date of redemption. Before the redemption of the Notes, unless waived by the registered owner, the City shall give notice of such redemption by registered or certified mail at least thirty (30) days prior to the date fixed for redemption to the registered owner of each Note to be redeemed, in whole or in part, at the address shown on the registration books.

**Section 4. Form of the Notes.** The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit C and incorporated herein by this reference.

**Section 5. Tax Provisions.**

**(A) Direct Annual Irrepealable Tax Levy.** For the purpose of paying the principal of and interest on the Notes as the same becomes due, the full faith, credit and resources of the City are hereby irrevocably pledged, and there is hereby levied upon all of the taxable property of the City a direct annual irrepealable tax in the years 2017 through 2026 for payments due in the years 2018 through 2027 in the amounts set forth on the Schedule.

**(B) Tax Collection.** So long as any part of the principal of or interest on the Notes remains unpaid, the City shall be and continue without power to repeal such levy or obstruct the collection of said tax until all such payments have been made or provided for. After the issuance of the Notes, said tax shall be, from year to year, carried onto the tax roll of the City and collected in addition to all other taxes and in the same manner and at the same time as other taxes of the City for said years are collected, except that the amount of tax carried onto the tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account created below.

**(C) Additional Funds.** If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Notes when due, the requisite amounts shall be paid from other funds of the City then available, which sums shall be replaced upon the collection of the taxes herein levied.

**Section 6. Segregated Debt Service Fund Account.**

**(A) Creation and Deposits.** There be and there hereby is established in the treasury of the City, if one has not already been created, a debt service fund, separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Debt service or sinking funds established for obligations previously issued by the City may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for \$775,000 General Obligation Promissory Notes" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. The Finance Director/Treasurer shall deposit in the Debt Service Fund Account (i) all accrued interest received by the City at the time of delivery of and payment for the Notes; (ii) any premium not used for the Refunding which may be received by the City above the par value of the Notes and accrued interest thereon; (iii) all money raised by the taxes herein levied and any amounts appropriated for the specific purpose of meeting principal of and interest on the Notes when due; (iv) such other sums as may be necessary at any time to pay principal of and interest on the Notes when due; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

**(B) Use and Investment.** No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Notes until all such principal and interest has been paid in full and the Notes canceled; provided (i) the funds to provide for each payment of principal of and interest on the Notes prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Notes may be used to reduce the next succeeding tax levy, or may, at the option of the City, be invested by purchasing the Notes as permitted by and subject to Section 67.11(2)(a), Wisconsin Statutes, or in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes ("Permitted Investments"), which investments shall continue to be a part of the Debt Service Fund Account. Any investment of the Debt Service Fund Account shall at all times conform with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") and any applicable Treasury Regulations (the "Regulations").

**(C) Remaining Monies.** When all of the Notes have been paid in full and canceled, and all Permitted Investments disposed of, any money remaining in the Debt Service Fund Account shall be transferred and deposited in the general fund of the City, unless the Common Council directs otherwise.

**Section 7. Proceeds of the Notes; Segregated Borrowed Money Fund.** The proceeds of the Notes (the "Note Proceeds") (other than any premium not used for the Refunding and accrued interest which must be paid at the time of the delivery of the Notes into the Debt Service Fund

Account created above) shall be deposited into a special fund separate and distinct from all other funds of the City and disbursed solely for the purpose or purposes for which borrowed or for the payment of the principal of and the interest on the Notes. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the Notes have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose(s) shall be deposited in the Debt Service Fund Account.

**Section 8. No Arbitrage.** All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the City, charged with the responsibility for issuing the Notes, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Notes to the Purchaser which will permit the conclusion that the Notes are not "arbitrage bonds," within the meaning of the Code or Regulations.

**Section 9. Compliance with Federal Tax Laws.** (a) The City represents and covenants that the projects financed by the Notes and by the Refunded Obligations and the ownership, management and use of the projects will not cause the Notes and the Refunded Obligations to be "private activity bonds" within the meaning of Section 141 of the Code. The City further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Notes including, if applicable, the rebate requirements of Section 148(f) of the Code. The City further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Notes) if taking, permitting or omitting to take such action would cause any of the Notes to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Notes to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the City charged with the responsibility of issuing the Notes shall provide an appropriate certificate of the City certifying that the City can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The City also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Notes provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Notes and the laws of the State of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

**Section 10. Designation as Qualified Tax-Exempt Obligations.** The Notes are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265 of the Code, relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

**Section 11. Execution of the Notes; Closing; Professional Services.** The Notes shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the Mayor and City Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed

with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Notes may be imprinted on the Notes in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Notes, at least one of the signatures appearing on each Note shall be a manual signature. In the event that either of the officers whose signatures appear on the Notes shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Notes and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The City hereby authorizes the officers and agents of the City to enter into, on its behalf, agreements and contracts in conjunction with the Notes, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Notes is hereby ratified and approved in all respects.

**Section 12. Payment of the Notes; Fiscal Agent.** The principal of and interest on the Notes shall be paid by Associated Trust Company, National Association, Green Bay, Wisconsin, which is hereby appointed as the City's registrar and fiscal agent pursuant to the provisions of Section 67.10(2), Wisconsin Statutes (the "Fiscal Agent"). The City hereby authorizes the Mayor and City Clerk or other appropriate officers of the City to enter a Fiscal Agency Agreement between the City and the Fiscal Agent. Such contract may provide, among other things, for the performance by the Fiscal Agent of the functions listed in Wis. Stats. Sec. 67.10(2)(a) to (j), where applicable, with respect to the Notes.

**Section 13. Persons Treated as Owners; Transfer of Notes.** The City shall cause books for the registration and for the transfer of the Notes to be kept by the Fiscal Agent. The person in whose name any Note shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Note shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note to the extent of the sum or sums so paid.

Any Note may be transferred by the registered owner thereof by surrender of the Note at the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the Mayor and City Clerk shall execute and deliver in the name of the transferee or transferees a new Note or Notes of a like aggregate principal amount, series and maturity and the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Note surrendered for transfer.

The City shall cooperate in any such transfer, and the Mayor and City Clerk are authorized to execute any new Note or Notes necessary to effect any such transfer.

**Section 14. Record Date.** The 15th day of the calendar month next preceding each interest payment date shall be the record date for the Notes (the "Record Date"). Payment of interest on the Notes on any interest payment date shall be made to the registered owners of the

Notes as they appear on the registration book of the City at the close of business on the Record Date.

**Section 15. Continuing Disclosure.** The continuing disclosure requirements of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule") are not applicable to the Notes because the Purchaser will covenant that it will hold and not make a primary offering of the Notes, or otherwise will establish an exception to the Rule relating to the Notes.

**Section 16. Redemption of the 2007 Bonds.** \$430,000 in principal amount of the February 1, 2018 maturity of the 2007 Bonds are hereby called for prior payment and redemption on November 16, 2017 at a price of par plus accrued interest to the date of redemption.

The City hereby directs the City Clerk to work with Robert W. Baird & Co. Incorporated ("Baird") to cause timely notice of redemption, in substantially the form attached hereto as Exhibit D-1 and incorporated herein by this reference (the "2007 Bonds Notice"), to be provided at the times, to the parties and in the manner set forth on the 2007 Bonds Notice. Any and all actions heretofore taken by the officers and agents of the City to effectuate the redemption of the 2007 Bonds are hereby ratified and approved.

**Section 17. Redemption of the 2009 Notes.** The 2009 Notes maturing on February 1, 2018 and thereafter are hereby called for prior payment and redemption on November 16, 2017 at a price of par plus accrued interest to the date of redemption.

The City hereby directs the City Clerk to work with Baird to cause timely notice of redemption, in substantially the form attached hereto as Exhibit D-2 and incorporated herein by this reference (the "2009 Notes Notice"), to be provided at the times, to the parties and in the manner set forth on the 2009 Notes Notice. Any and all actions heretofore taken by the officers and agents of the City to effectuate the redemption of the 2009 Notes are hereby ratified and approved.

**Section 18. Record Book.** The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Notes in the Record Book.

**Section 19. Bond Insurance.** If the Purchaser determines to obtain municipal bond insurance with respect to the Notes, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of Note Proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Notes by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Note provided herein.

**Section 20. Conflicting Resolutions; Severability; 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 the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded October 16, 2017.

INTRODUCED \_\_\_\_\_

ADOPTED \_\_\_\_\_

APPROVED \_\_\_\_\_

\_\_\_\_\_  
Justin M. Nickels  
Mayor

ATTEST:

\_\_\_\_\_  
Deborah A. Neuser  
City Clerk

(SEAL)

EXHIBIT A

Note Purchase Proposal

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)



# Preliminary Private Placement Memorandum Dated September 21, 2017

## CITY OF MANITOWOC Manitowoc County, Wisconsin

### \$775,000\* General Obligation Promissory Notes (the "Notes") Bank Qualified

Par Amount: \$775,000\*

Award Date: Monday, October 16, 2017

Dated Date/Closing Date: Monday, November 16, 2017

**Maturity Structure:  
(Serial Maturities)**

(February 1)	Amount*	Rate	CUSIP <sup>(1)</sup> Base 563588
2023	\$145,000	1.78%	
2024	150,000	1.96	
2025	255,000	2.16	
2026	110,000	2.34	
2027	115,000	2.50	

<sup>(1)</sup>CUSIP® is a registered trademark of the American Bankers Association. CUSIP Global Services (CGS) is managed on behalf of the American Bankers Association by S&P Capital IQ. Copyright(c) 2017 CUSIP Global Services. All rights reserved. CUSIP® data herein is provided by CUSIP Global Services. This data is not intended to create a database and does not serve in any way as a substitute for services provided by CGS. CUSIP® numbers are provided for convenience of reference only. None of the City, the Placement Agent, the Purchaser or their agents or counsel assume responsibility for the accuracy of such numbers.

**Interest Due:** Commencing February 1, 2018 and on each August 1 and February 1 thereafter. Interest on the Notes will be computed on the basis of a 30-day month and 360-day year.

**Purchase Price:** Par.

**Redemption Provision:** The Notes are subject to call and prior redemption on February 1, 2022 or any date thereafter, in whole or in part, from maturities selected by the City and within any maturity by lot, at par plus accrued interest to the date of redemption upon 30 days prior written notice to the Purchaser.

**Security:** The Notes are being issued pursuant to Section 67.12(12) of the Wisconsin Statutes. The Notes will be general obligations of the City for which its full faith and credit and taxing powers are pledged which taxes may, under current law, be levied without limitation as to rate or amount.

**Purpose:** The proceeds from the sale of the Notes will be used for the purpose of current refunding certain outstanding obligations of the City; specifically, the 2018 maturity of the \$8,220,000 General Obligation Corporate Purpose Bonds, dated April 9, 2007 and the 2018-2019 maturities of the \$2,955,000 General Obligation Promissory Notes, Series 2009B, dated February 17, 2009 (collectively, the "Refunded Obligations") on November 16, 2017.

**Tax Status:** Under existing law, interest on the Notes is excludable from gross income and is not an item of tax preference for federal income tax purpose. Interest on the Notes is not exempt from present Wisconsin income or franchise tax.

**Bank Qualification:** The Notes will be designated as "qualified tax-exempt obligations."

\*Preliminary, subject to change.

**Authorization:**

By way of a resolution adopted on September 18, 2017 (the "Set Sale Resolution") the City provided for the sale of general obligation promissory note in an amount of approximately \$775,000 for the public purpose of current refunding obligations of the City.

Wisconsin Statutes permit general obligation promissory notes such as the Notes to be issued by the City without a referendum.

The Notes will be issued pursuant to the provisions of Section 67.12(12), Wisconsin Statutes and a resolution to be adopted by the City on October 16, 2017 (the "Award Resolution"). A copy of the Award Resolution will be available upon request after the award date.

**Paying Agent:**

Associated Trust Company, National Association, Green Bay, Wisconsin

**Type of Note:**

Typewritten notes. (One typewritten note per maturity, not DTC eligible)  
The Notes will mature serially, with principal payable in the amounts and on the dates provided for under "Maturity Structure" above.

**Population**

	Manitowoc County	City of Manitowoc
Preliminary Est., 2017	81,076	33,572
Estimate, 2016	81,404	33,783
Estimate, 2015	81,372	33,703
Estimate, 2014	81,320	33,649
Census, 2010	81,442	33,736

Source: Wisconsin Department of Administration, Demographic Services Center.

**Largest Taxpayers**

The ten largest taxpayers in the City are listed below.

Name	Type of Business or Property	2016 Assessed Valuation	2016 Equalized Valuation
Manitowoc Co. Inc. (also known as Manitowoc Cranes)	Manufacturer of construction cranes and food service operations		
- Manitowoc Cranes, LLC		\$15,080,800	\$14,395,541
- Manitowoc FSG Operations		6,653,600	6,351,266
- The Manitowoc Company		5,076,100	4,845,446
- Manitowoc Cranes, Inc.		4,259,100	4,065,570
Holy Family Memorial Medical Center	Health care	13,700,100	13,077,579
Manitowoc Partners (Wal-Mart Stores)	Retail	10,765,500	10,276,325
Menards Inc.	Retail	8,729,800	8,333,125
Tramontina US Cookware	Manufacturer	8,380,800	7,999,983
Lowe's <sup>(1)</sup>	Retail	8,071,400	7,704,642
Jagemann Stamping Co.	Manufacturing	7,186,100	6,859,570
Northern Labs Inc.	Health care	6,718,600	6,413,312
Zetley Real Estate	Lodging - Holiday Inn	6,299,700	6,013,447
Manitowoc Healthcare Properties LLC	Health care	6,179,000	5,898,232
	TOTAL	\$107,100,600	\$102,234,038

The above taxpayers represent 5.34% of the City's 2016 Equalized Value (TID IN) (\$1,915,217,400). The City's 2017 Equalized Value (TID IN) is \$1,873,663,200.

<sup>(1)</sup>Assessment under appeal.

Set forth in the table below is a comparison of the outstanding indebtedness of the City, as of the closing date of the Notes and net of the portion of the Refunded Obligations being refunded, as a percentage of the applicable debt limit.

Equalized Valuation (2017) as certified by Wisconsin Department of Revenue	\$1,873,663,200
Legal Debt Percentage Allowed	<u>5.00%</u>
Legal Debt Limit	\$93,683,160
Debt Outstanding (Including the Notes)*	<u>\$50,130,102</u>
Unused Margin of Indebtedness*	\$43,553,058
Percent of Legal Debt Incurred*	53.51%
Percentage of Legal Debt Available*	46.49%

\*Preliminary, subject to change.

**Legal Opinion:**

Ms. Rebecca Speckhard, Quarles & Brady LLP  
 Phone: (414) 277-5761 Fax: (414) 978-8381  
 E-mail: [rebecca.speckhard@quarles.com](mailto:rebecca.speckhard@quarles.com)

Legal matters incident to the authorization and issuance of the Notes is subject to the unqualified approving legal opinion of Quarles & Brady LLP, Bond Counsel. Such opinion will be issued on the basis of the law existing at the time of the issuance of the Notes. A copy of such opinion will be available at the time of the delivery of the Notes.

Bond Counsel has not assumed responsibility for this Private Placement Memorandum or participated in its preparation and has not performed any investigation as to its accuracy, completeness or sufficiency.

**Exemption from Continuing Disclosure:**

The continuing disclosure requirements of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule") are not applicable to the Notes because the Notes are being placed with the Purchaser, which is buying the Notes for investment purposes, without a present view to resell or reoffer the Notes. The Purchaser will be required to certify to that effect. No continuing disclosure undertaking will be entered into with respect to the Notes.

The City expects to voluntarily submit information about the transaction through the Electronic Municipal Market Access ("EMMA") system's continuing disclosure service, located in the voluntary continuing disclosure category of "Financial/Operating Data – Investments/Debt/Financial Policy" ([www.emma.msrb.org](http://www.emma.msrb.org)). However, there is no requirement to submit such information and the City may discontinue this practice in the future.


**Issuer Contact:** Mr. Steve Corbeille, Finance Director/Treasurer  
Phone: (920) 686-6961  
E-mail: [scorbeille@manitowoc.org](mailto:scorbeille@manitowoc.org)

**Placement Agent:** Mr. Brad Viegut, Robert W. Baird & Co. Incorporated (the "Placement Agent")  
Phone: (414) 298-7540 Fax (414) 298-7354  
E-mail: [bviegut@rwbaird.com](mailto:bviegut@rwbaird.com)

Ms. Emily Timmerman, Robert W. Baird & Co. Incorporated  
Phone: (414) 298-7856  
E-mail: [etimmerman@rwbaird.com](mailto:etimmerman@rwbaird.com)

**Purchaser:** ZB, N.A.

**Signature & Date:**

  
\_\_\_\_\_  
Jonathan Baker

9/21/17  
Date

**City:** City of Manitowoc, Wisconsin

**Signature & Date:**

\_\_\_\_\_  
Finance Director/Treasurer

October 16, 2017  
Date

EXHIBIT B-1

Pricing Summary

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)



BOND PRICING

City of Manitowoc  
General Obligation Promissory Notes (CR) - FINAL  
BQ; Callable 2/1/22 or any date thereafter  
ZB, N.A.

Bond Component	Maturity Date	Amount	Rate	Yield	Price
Serial Bond:	02/01/2023	145,000	1.780%	1.780%	100.000
	02/01/2024	150,000	1.960%	1.960%	100.000
	02/01/2025	255,000	2.160%	2.160%	100.000
	02/01/2026	110,000	2.340%	2.340%	100.000
	02/01/2027	115,000	2.500%	2.500%	100.000
		775,000			

Dated Date	11/16/2017	
Delivery Date	11/16/2017	
First Coupon	02/01/2018	
Par Amount	775,000.00	
Original Issue Discount		
Production	775,000.00	100.000000%
Underwriter's Discount		
Purchase Price	775,000.00	100.000000%
Accrued Interest		
Net Proceeds	775,000.00	

EXHIBIT B-2

Debt Service Schedule and Irrepealable Tax Levies

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)



BOND DEBT SERVICE

City of Manitowoc  
General Obligation Promissory Notes (CR) - FINAL  
BQ; Callable 2/1/22 or any date thereafter  
ZB, N.A.

Dated Date 11/16/2017  
Delivery Date 11/16/2017

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
11/16/2017					
02/01/2018			3,432.92	3,432.92	
08/01/2018			8,239.00	8,239.00	11,671.92
02/01/2019			8,239.00	8,239.00	
08/01/2019			8,239.00	8,239.00	16,478.00
02/01/2020			8,239.00	8,239.00	
08/01/2020			8,239.00	8,239.00	16,478.00
02/01/2021			8,239.00	8,239.00	
08/01/2021			8,239.00	8,239.00	16,478.00
02/01/2022			8,239.00	8,239.00	
08/01/2022			8,239.00	8,239.00	16,478.00
02/01/2023	145,000	1.780%	8,239.00	153,239.00	
08/01/2023			6,948.50	6,948.50	160,187.50
02/01/2024	150,000	1.960%	6,948.50	156,948.50	
08/01/2024			5,478.50	5,478.50	162,427.00
02/01/2025	255,000	2.160%	5,478.50	260,478.50	
08/01/2025			2,724.50	2,724.50	263,203.00
02/01/2026	110,000	2.340%	2,724.50	112,724.50	
08/01/2026			1,437.50	1,437.50	114,162.00
02/01/2027	115,000	2.500%	1,437.50	116,437.50	
08/01/2027					116,437.50
	775,000		119,000.92	894,000.92	894,000.92



EXHIBIT C

(Form of Note)

NUMBER UNITED STATES OF AMERICA STATE OF WISCONSIN MANITOWOC COUNTY CITY OF MANITOWOC GENERAL OBLIGATION PROMISSORY NOTE DOLLARS

No. R- \_\_\_\_\_ \$ \_\_\_\_\_

MATURITY DATE: ORIGINAL DATE OF ISSUE: INTEREST RATE: CUSIP:

February 1, 20\_\_ November 16, 2017 \_\_\_\_% 563588\_\_

REGISTERED OWNER: ZB, N.A.

PRINCIPAL AMOUNT: \_\_\_\_\_ DOLLARS (\$\_\_)

FOR VALUE RECEIVED, the City of Manitowoc, Manitowoc County, Wisconsin (the "City"), hereby acknowledges itself to owe and promises to pay to the registered owner identified above (or to registered assigns), on the maturity date identified above, the principal amount identified above, and to pay interest thereon at the rate of interest per annum identified above, until such principal amount is fully repaid, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest shall be payable semi-annually on February 1 and August 1 of each year commencing on February 1, 2018 until the aforesaid principal amount is paid in full.

Both the principal of and interest on this Note are payable in lawful money of the United States by Associated Trust Company, National Association, Green Bay, Wisconsin, or its successor, as fiscal agent (the "Fiscal Agent").

This Note is payable as to principal upon presentation and surrender hereof at the office of the Fiscal Agent. Payment of each installment of interest shall be made to the registered owner hereof who shall appear on the registration books of the City maintained by the Fiscal Agent at the close of business on the 15th day of the calendar month next preceding each interest payment date (the "Record Date") and shall be paid by check or draft 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 Fiscal Agent.

For the prompt payment of this Note together with interest hereon as aforesaid and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the City are hereby irrevocably pledged.

This Note is one of an issue of Notes aggregating the principal amount of \$775,000, all of which are of like tenor, except as to denomination, interest rate, maturity date and redemption provision, issued by the City pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, for the public purpose of refunding certain obligations of the City, as authorized by resolutions adopted on

September 18, 2017 and October 16, 2017. Said resolutions are recorded in the official minutes of the Common Council for said dates.

The Notes are subject to redemption prior to maturity, at the option of the City, on February 1, 2022 or on any date thereafter. Said Notes are redeemable as a whole or in part, and if in part, from maturities selected by the City, and within each maturity by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

Before the redemption of any of the Notes, unless waived by the registered owner, the City shall give notice of such redemption by registered or certified mail at least thirty (30) days prior to the date fixed for redemption to the registered owner of each Note to be redeemed, in whole or in part, at the address shown on the registration books. Any notice provided as described herein shall be conclusively presumed to have been duly given, whether or not the registered owner receives the notice. The Notes shall cease to bear interest on the specified redemption date, provided that federal or other immediately available funds sufficient for such redemption are on deposit with the registered owner at that time. Upon such deposit of funds for redemption the Notes shall no longer be deemed to be outstanding.

The Notes are issued in registered form in the denomination of \$100,000 or more. This Note may be exchanged at the office of the City Clerk or City Treasurer for a like aggregate principal amount of Notes of the same maturity in other authorized denominations.

This Note is transferable by a written assignment duly executed by the registered owner hereof or by such owner's duly authorized legal representative. Upon such transfer a new registered Note, in authorized denomination or denominations and in the same aggregate principal amount, shall be issued to the transferee in exchange hereof.

The City and Fiscal Agent may deem and treat the registered owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof, premium, if any, hereon and interest due hereon and for all other purposes, and the City and Fiscal Agent shall not be affected by notice to the contrary.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Note have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the City, including this Note and others issued simultaneously herewith, does not exceed any limitation imposed by law or the Constitution of the State of Wisconsin; and that a direct annual irrevocable tax has been levied sufficient to pay this Note, together with the interest thereon, when and as payable.

This Note has been designated by the Common Council as a "qualified tax-exempt obligation" pursuant to the provisions of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

This Note shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Fiscal Agent.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

IN WITNESS WHEREOF, the City of Manitowoc, Manitowoc County, Wisconsin, by its governing body, has caused this Note to be executed for it and in its name by the manual or facsimile signatures of its duly qualified Mayor and City Clerk; and to be sealed with its official or corporate seal, if any, all as of the original date of issue specified above.

CITY OF MANITOWOC,  
MANITOWOC COUNTY, WISCONSIN

By: \_\_\_\_\_  
Justin M. Nickels  
Mayor

By: \_\_\_\_\_  
Deborah A. Neuser  
City Clerk

(SEAL)

Date of Authentication: \_\_\_\_\_, \_\_\_\_\_

CERTIFICATE OF AUTHENTICATION

This Note is one of the Notes of the issue authorized by the within-mentioned resolutions of the City of Manitowoc, Wisconsin.

ASSOCIATED TRUST COMPANY, NATIONAL  
ASSOCIATION,  
GREEN BAY, WISCONSIN

By \_\_\_\_\_  
Authorized Signatory

COPY

ASSIGNMENT

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

\_\_\_\_\_  
(Name and Address of Assignee)

\_\_\_\_\_  
(Social Security or other Identifying Number of Assignee)

the within Note and all rights thereunder and hereby irrevocably constitutes and appoints \_\_\_\_\_, Legal Representative, to transfer said Note on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed:

\_\_\_\_\_  
(e.g. Bank, Trust Company  
or Securities Firm)

**COPY**  
\_\_\_\_\_  
(Registered Owner)

NOTICE: This signature must correspond with the name of the registered owner as it appears upon the face of the within Note in every particular, without alteration or enlargement or any change whatever.

\_\_\_\_\_  
(Authorized Officer)

\*The Internal Revenue Code of 1986 (IRC Section 149) requires that for interest on a municipal obligation with a term greater than one year to be exempt from federal income tax, the obligation must be issued and remain in registered form.

EXHIBIT D-1

NOTICE OF PARTIAL CALL\*

Regarding

CITY OF MANITOWOC  
MANITOWOC COUNTY, WISCONSIN  
GENERAL OBLIGATION CORPORATE PURPOSE BONDS,  
DATED APRIL 9, 2007

NOTICE IS HEREBY GIVEN that the Bonds of the above-referenced issue which mature on the date and in the amount; bear interest at the rate; and have a CUSIP No. as set forth below have been called by the City for prior payment on November 16, 2017 at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the date of prepayment:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
2/1/2018	\$430,000**	3.875%	563588WJ7

The City shall deposit federal or other immediately available funds sufficient for such redemption at the office of The Depository Trust Company on or before November 16, 2017.

Said Bonds will cease to bear interest on November 16, 2017.

By Order of the  
Common Council  
City of Manitowoc  
City Clerk

Dated \_\_\_\_\_

\* To be provided by registered or certified mail, overnight express delivery, facsimile transmission, or electronic transmission to The Depository Trust Company, Attn: Supervisor, Call Notification Department, 570 Washington Blvd., Jersey City, NJ 07310, not less than thirty (30) days nor more than sixty (60) days prior to November 16, 2017 and to the MSRB electronically through the Electronic Municipal Market Access (EMMA) System website at [www.emma.msrb.org](http://www.emma.msrb.org).

\*\* Represents a portion of the principal amount outstanding of this maturity.

EXHIBIT D-2

NOTICE OF FULL CALL\*

Regarding

CITY OF MANITOWOC  
MANITOWOC COUNTY, WISCONSIN  
GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2009B,  
DATED FEBRUARY 17, 2009

NOTICE IS HEREBY GIVEN that the Notes of the above-referenced issue which mature on the dates and in the amounts; bear interest at the rates; and have CUSIP Nos. as set forth below have been called by the City for prior payment on November 16, 2017 at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the date of prepayment:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
2/1/2018	\$160,000	3.00%	563588YP1
2/1/2019	165,000	3.25	563588YQ9

The City shall deposit federal or other immediately available funds sufficient for such redemption at the office of The Depository Trust Company on or before November 16, 2017.

Said Notes will cease to bear interest on November 16, 2017.

By Order of the  
Common Council  
City of Manitowoc  
City Clerk

Dated \_\_\_\_\_

\* To be provided by registered or certified mail, overnight express delivery, facsimile transmission, or electronic transmission to The Depository Trust Company, Attn: Supervisor, Call Notification Department, 570 Washington Blvd., Jersey City, NJ 07310, not less than thirty (30) days nor more than sixty (60) days prior to November 16, 2017 and to the MSRB electronically through the Electronic Municipal Market Access (EMMA) System website at [www.emma.msrb.org](http://www.emma.msrb.org).