

RESOLUTION NO. _____

RESOLUTION AUTHORIZING THE ISSUANCE AND
SALE OF UP TO \$5,637,072 TAXABLE PRIVATE LSL REPLACEMENT LOAN
PROGRAM REVENUE BONDS, SERIES 2026,
AND PROVIDING FOR OTHER DETAILS AND
COVENANTS WITH RESPECT THERETO, AND APPROVAL OF
RELATED FINANCIAL ASSISTANCE AGREEMENT

WHEREAS, the City of Manitowoc, Manitowoc County, Wisconsin (the "Municipality") has established a loan program (the "Program") pursuant to which it makes loans pursuant to Section 66.0627(8)(ag), Wisconsin Statutes, to owners of property in the Municipality for the purpose of replacing private customer-side water service lines containing lead ("Loans"), which Program is hereby found and determined to be a revenue producing enterprise operated for a public purpose as a public utility by the Municipality within the meaning of Section 66.0621, Wisconsin Statutes; and

WHEREAS, pursuant to a resolution adopted by the Governing Body on November 18, 2024 (the "2024A Resolution"), the Municipality has heretofore issued its Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024A, dated November 27, 2024 (the "2024A Bonds"), which are payable from the revenues of the Program; and

WHEREAS, pursuant to a resolution adopted by the Governing Body on November 18, 2024 (the "2024B Resolution"), the Municipality has heretofore issued its Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024B, dated November 27, 2024 (the "2024B Bonds"), which are payable from the revenues of the Program; and

WHEREAS, the 2024A Bonds and the 2024B Bonds shall collectively be referred to as the "Prior Bonds"; and

WHEREAS, the 2024A Resolution and the 2024B Resolution shall collectively be referred to as the "Prior Resolutions"; and

WHEREAS, additional funding to conduct, operate and manage the Program to finance additional Loans is necessary to meet the needs of the Municipality and the residents thereof, consisting of Loans to be made for the construction of a project (the "Project") assigned Safe Drinking Water Loan Program Project No. 5191-21 by the Department of Natural Resources; and

WHEREAS, under the provisions of Chapter 66, Wisconsin Statutes any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, operating and managing a public utility from the proceeds of bonds, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees; and

WHEREAS, the Municipality deems it to be necessary, desirable and in its best interest to authorize and sell revenue bonds (the "Bonds") of the Municipality payable solely from the

revenues of the Program, pursuant to the provisions of Section 66.0621, Wisconsin Statutes, to pay the cost of the Project; and

WHEREAS, due to certain provisions of the Internal Revenue Code of 1986, as amended, it is necessary to issue such bonds on a taxable basis, and the State of Wisconsin Safe Drinking Water Loan Program has determined to allow such bonds to be issued on a taxable basis; and

WHEREAS, the State of Wisconsin Safe Drinking Water Loan Program is the registered owner of 100% of the Prior Bonds outstanding and has consented to the issuance of the Bonds on a parity with the Prior Bonds as evidenced by the consent attached hereto as Exhibit B; and

WHEREAS, other than the Prior Bonds, no bonds or obligations payable from the revenues of the Program are now outstanding.

NOW, THEREFORE, be it resolved by the Governing Body of the Municipality that:

Section 1. Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by implication requires otherwise:

- (a) "Act" means Section 66.0621, Wisconsin Statutes;
- (b) "Bond Registrar" means the Municipal Treasurer which shall act as Paying Agent for the Bonds;
- (c) "Bonds" means the \$5,637,072 Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2026, of the Municipality dated their date of issuance, authorized to be issued by this Resolution;
- (d) "Bond Year" means the twelve-month period ending on each May 1;
- (e) "Current Expenses" means the reasonable and necessary costs of operating, maintaining, administering and conducting the Program, including salaries, wages, costs of materials and supplies, insurance and audits, but shall exclude depreciation, debt service, tax equivalents and capital expenditures;
- (f) "Debt Service Fund" means the Debt Service Fund of the Municipality, which shall be the "special redemption fund" as such term is defined in the Act;
- (g) "Financial Assistance Agreement" means the Financial Assistance Agreement by and between the State of Wisconsin by the Department of Natural Resources and the Department of Administration and the Municipality pursuant to which the Bonds are to be issued and sold to the State, substantially in the form attached hereto and incorporated herein by this reference;
- (h) "Fiscal Year" means the twelve-month period ending on each December 31;
- (i) "Governing Body" means the Common Council, or such other body as may hereafter be the chief legislative body of the Municipality;

(j) "Gross Earnings" means the gross earnings of the Program, including earnings of the Program derived from any payments made to the Municipality under any Loans, any fees or charges imposed by the Municipality with respect to the Program or Loans, any service agreements between the Municipality and any contract users of the Program, and any other monies received by the Program from any source including all rentals and fees, any tax incremental district revenues or other revenues of the Municipality appropriated by the Governing Body to the Program pursuant to Section 9, and any special assessments and Special Charges levied or imposed and collected in connection with the Loans or the Project (for the avoidance of doubt, "Gross Earnings" does not include revenues of the water system or utility of the Municipality except for any water system or utility revenues which may in the future be appropriated to the Program with Public Service Commission approval);

(k) "Lead Service Line" or "LSL" means (i) all or a portion of a water Service Line constructed of lead, and/or (ii) all or a portion of a water Service Line constructed of galvanized material that is or was downstream of lead;

(l) "Loans" mean loans made by the Municipality pursuant to Section 66.0627(8)(ag), Wisconsin Statutes, or any successor provisions, to owners of property in the Municipality for the purpose of replacing private customer-side Lead Service Lines;

(m) "Municipal Treasurer" means the Treasurer of the Municipality who shall act as Bond Registrar and Paying Agent;

(n) "Municipality" means the City of Manitowoc, Manitowoc County, Wisconsin;

(o) "Net Revenues" means the Gross Earnings of the Program after deduction of Current Expenses;

(p) "Parity Bonds" means bonds payable from the revenues of the Program other than the Bonds but issued on a parity and equality with the Bonds pursuant to the restrictive provisions of Section 11 of this Resolution;

(q) "Prior Bonds" means the 2024A Bonds and the 2024B Bonds, collectively;

(r) "Prior Resolutions" means the 2024A Resolution and the 2024B Resolution, collectively;

(s) "Program" means the entire Private Lead Service Line Replacement Loan Program established and conducted by the Municipality for the purpose of making Loans, specifically including all funds or property of every nature now or hereafter owned by the Municipality for the purpose of making and administering Loans, including all improvements and extensions thereto made by the Municipality while any of the Bonds and Parity Bonds remain outstanding, including all real and personal property of every nature comprising part of or used or useful in connection with such loan program and including all appurtenances, contracts, leases, franchises, and other intangibles. All elements of the Program are to be owned and operated by the Municipality as part of the Program as described in the preamble hereto;

(t) "Project" means the Project described in the preamble to this Resolution;

(u) "Record Date" means the close of business on the fifteenth day of the calendar month next preceding any principal or interest payment date;

(v) "Service Line" means the water service piping from the corporation stop of the municipally-owned water main or service line to the meter, isolation valve, or other water utility service terminal on the served property;

(w) "Special Charges" means the special charges the Municipality imposes pursuant to Section 66.0627(8), Wisconsin Statutes, or any successor provisions, to collect loan repayments for the Loans;

(x) "2024A Bonds" means the Municipality's Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024A, dated November 27, 2024;

(y) "2024A Resolution" means a resolution adopted by the Governing Body on November 18, 2024 authorizing the issuance of the 2024A Bonds;

(z) "2024B Bonds" means the Municipality's Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024B, dated November 27, 2024; and

(aa) "2024B Resolution" means a resolution adopted by the Governing Body on November 18, 2024 authorizing the issuance of the 2024B Bonds.

Section 2. Authorization of the Bonds and the Financial Assistance Agreement. For the purpose of providing funding for the Program to make Loans to pay the cost of the Project (including legal, fiscal, engineering and other expenses), there shall be borrowed on the credit of the income and revenue of the Program up to the sum of \$5,637,072; and fully registered revenue bonds of the Municipality are authorized to be issued in evidence thereof and sold to the State of Wisconsin Safe Drinking Water Loan Program in accordance with the terms and conditions of the Financial Assistance Agreement, which is incorporated herein by this reference and the Mayor and City Clerk of the Municipality are hereby authorized, by and on behalf of the Municipality, to execute the Financial Assistance Agreement.

Section 3. Terms of the Bonds. The Bonds shall be designated "Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2026" (the "Bonds"); shall be dated their date of issuance; shall be numbered one and upward; shall bear interest at the rate of 0.250% per annum; shall be issued in denominations of \$0.01 or any integral multiple thereof; and shall mature on the dates and in the amounts as set forth in Exhibit B of the Financial Assistance Agreement and in the Bond form attached hereto as Exhibit A as it is from time to time adjusted by the State of Wisconsin based upon the actual draws made by the Municipality. Interest on the Bonds shall be payable commencing on November 1, 2026 and semiannually thereafter on May 1 and November 1 of each year. The Bonds shall not be subject to redemption prior to maturity except as provided in the Financial Assistance Agreement.

The schedule of maturities of the Bonds is found to be such that the amount of annual debt service payments is reasonable in accordance with prudent municipal utility practices.

Section 4. Form, Execution, Registration and Payment of the Bonds. The Bonds shall be issued as registered obligations in substantially the form attached hereto as Exhibit A and incorporated herein by this reference.

The Bonds shall be executed in the name of the Municipality by the manual signatures of the Mayor and City Clerk, and shall be sealed with its official or corporate seal, if any.

The principal of, premium, if any, and interest on the Bonds shall be paid by the Municipal Treasurer, who is hereby appointed as the Municipality's Bond Registrar.

Both the principal of and interest on the Bonds shall be payable in lawful money of the United States of America by the Bond Registrar. Payment of principal of the final maturity on the Bond will be payable upon presentation and surrender of the Bond to the Bond Registrar. Payment of principal on the Bond and each installment of interest shall be made to the registered owner of each Bond who shall appear on the registration books of the Municipality, maintained by the Bond Registrar, on the Record Date and shall be paid by electronic transfer or by check or draft of the Municipality (as directed by the registered owner) and if by check or draft, mailed to such registered owner at his or its address as it appears on such registration books or at such other address may be furnished in writing by such registered owner to the Bond Registrar.

Section 5. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Debt Service Fund hereinafter continued, and shall be a valid claim of the registered owner or owners thereof only against such Debt Service Fund and the revenues of the Program pledged to such fund on a parity with the pledge granted to the holders of the Prior Bonds. Sufficient revenues are hereby pledged to said Debt Service Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Bonds, the Prior Bonds and any Parity Bonds as the same becomes due.

Section 6. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the Program, and to secure the payment of the principal of and interest on the Bonds, the Prior Bonds and Parity Bonds, certain funds of the Program which were created and established by the Prior Resolutions are hereby continued and shall be used solely for the following respective purposes:

- (a) Private LSL Replacement Loan Program Revenue Fund (the "Revenue Fund"), into which shall be deposited as received the Gross Earnings of the Program, which money shall then be divided among the Debt Service Fund, the Operation and Maintenance Fund and the Surplus Fund in the amounts and in the manner set forth in Section 7 hereof and used for the purposes described below.
- (b) Private LSL Replacement Loan Program Debt Service Fund (the "Debt Service Fund"), which shall be used for the payment of the principal of, premium, if any, and interest on the Bonds, the Prior Bonds and Parity Bonds as the same becomes due, and which may contain a Reserve Account established by a future resolution authorizing the issuance of Parity Bonds to secure such Parity Bonds.

- (c) Private LSL Replacement Loan Program Operation and Maintenance Fund (the "Operation and Maintenance Fund"), which shall be used for the payment of Current Expenses.
- (d) Private LSL Replacement Loan Program Surplus Fund (the "Surplus Fund"), which shall first be used whenever necessary to pay principal of, premium, if any, or interest on the Bonds, the Prior Bonds and Parity Bonds when the Debt Service Fund shall be insufficient for such purpose, and thereafter shall be disbursed as follows: (i) at any time, to remedy any deficiency in any of the Funds provided in this Section 6 hereof; and (ii) money thereafter remaining in the Surplus Fund at the end of any Fiscal Year may be transferred to any of the funds or accounts created or continued in this section or to reimburse the general fund of the Municipality for advances made by the Municipality to the Program.

Section 7. Application of Revenues. After the delivery of the Bonds, the Gross Earnings of the Program shall be deposited as collected in the Revenue Fund and shall be transferred monthly to the funds listed below in the following order of priority and in the manner set forth below:

- (a) to the Debt Service Fund, until the amount on deposit therein is equal to the amount needed to pay the remaining installments of interest and principal coming due on the Bonds, the Prior Bonds and any Parity Bonds then outstanding during such Fiscal Year (after giving effect to available amounts in said Fund from accrued interest, any premium or any other source), and any amount required by a future resolution authorizing the issuance of Parity Bonds to fund a Reserve Account established therein;
- (b) to the Operation and Maintenance Fund, until the amount on deposit therein is equal to the remaining estimated Current Expenses for such Fiscal Year (after giving effect to available amounts in said Fund from prior deposits); and
- (c) to the Surplus Fund, any amount remaining in the Revenue Fund after the monthly transfers required above have been completed.

Transfers from the Revenue Fund to the Debt Service Fund, the Operation and Maintenance Fund and the Surplus Fund shall be made monthly not later than the tenth day of each month, and such transfer shall be applicable to monies on deposit in the Revenue Fund as of the last day of the month preceding. Any other transfers and deposits to any fund required or permitted by subsection (a) through (c) of this Section, except transfers or deposits which are required to be made immediately or annually, shall be made on or before the tenth day of the month. Any transfer or deposit required to be made at the end of any Fiscal Year shall be made within sixty (60) days after the close of such Fiscal Year. If the tenth day of any month shall fall on a day other than a business day, such transfer or deposit shall be made on the next succeeding business day.

It is the express intent and determination of the Governing Body that the amounts transferred from the Revenue Fund and deposited in the Debt Service Fund shall be sufficient in

any event to pay the interest on the Bonds, the Prior Bonds and any Parity Bonds as the same accrues and the principal thereof as the same matures, and to fund the Reserve Account as required in connection with future Parity Bonds.

Section 8. Deposits and Investments. The Debt Service Fund shall be kept apart from monies in the other funds and accounts of the Municipality and the same shall be used for no purpose other than the prompt payment of principal of and interest on the Bonds, the Prior Bonds and any Parity Bonds as the same becomes due and payable. All monies therein shall be deposited in special and segregated accounts in a public depository selected under Chapter 34, Wisconsin Statutes and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes. The other funds herein created or continued (except the Private LSL Replacement Loan Program SDWLP Project Fund) may be combined in a single account in a public depository selected in the manner set forth above and may be temporarily invested until needed in legal investments subject to the provisions of Section 66.0603(1m), Wisconsin Statutes.

Section 9. Service to the Municipality. In recognition of and consideration for the public health benefit rendered to the Municipality by the Program by financing the elimination of lead from the public drinking water supply for public purposes, the Municipality agrees that it shall be charged and shall make payments to the Program in monthly installments as the service and benefit accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the Program; that is to say, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. The amount of the charge and payment for the service and benefit provided to the Municipality in each year shall be equal to an amount which, together with other revenues of the Program, will produce in each Fiscal Year Net Revenues equivalent to not less than 100% of the annual principal and interest requirements on the Bonds, the Prior Bonds, any Parity Bonds and any other obligations payable from the revenues of the Program then outstanding. However, such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if applicable, (b) yearly appropriations therefor, and (c) applicable levy limitations, if any; and neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of the service and benefit rendered to the Municipality and its inhabitants or to make any subsequent payment over and above such reasonable cost and value.

Section 10. Operation of Program; Municipality Covenants. It is covenanted and agreed by the Municipality with the owner or owners of the Bonds, and each of them, that the Municipality will perform all of the obligations of the Municipality as set forth in the Financial Assistance Agreement.

Section 11. Additional Bonds. The Bonds are issued on a parity with the Prior Bonds. No bonds or obligations payable out of the revenues of the Program may be issued in such manner as to enjoy priority over the Bonds or with a lien and pledge that is junior and subordinate to that of the Bonds. Parity Bonds may be issued only under the following circumstances:

(a) Additional Parity Bonds may be issued for the purpose of completing the Project and for the purpose of financing costs of the Project which are ineligible for payment under the State of Wisconsin Safe Drinking Water Loan Program. However, such additional Parity Bonds shall be in an aggregate amount not to exceed 20% of the face amount of the Bonds; or

(b) Additional Parity Bonds may also be issued if all of the following conditions are met:

(1) The State of Wisconsin Safe Drinking Water Loan Program has consented in writing to the issuance of such additional bonds on a parity with the Bonds.

(2) The payments required to be made into the funds enumerated in Section 6 of this Resolution must have been made in full.

(3) The additional bonds must have principal maturing on May 1 of each year and interest falling due on May 1 and November 1 of each year.

(4) The proceeds of the additional bonds must be used only for the purpose of providing additional funding for the Program to make Loans, or to refund obligations issued for such purpose.

Section 12. Sale of Bonds. The sale of the Bonds to the State of Wisconsin Safe Drinking Water Loan Program for the purchase price of up to \$5,637,072 and at par, is ratified and confirmed; and the officers of the Municipality are authorized and directed to do any and all acts, including executing the Financial Assistance Agreement and the Bonds as hereinabove provided, necessary to conclude delivery of the Bonds to said purchaser, as soon after adoption of this Resolution as is convenient. The purchase price for the Bonds shall be paid upon requisition therefor as provided in the Financial Assistance Agreement, and the officers of the Municipality are authorized to prepare and submit to the State requisitions and disbursement requests in anticipation of the execution of the Financial Assistance Agreement and the issuance of the Bonds.

Section 13. Application of Bond Proceeds. The proceeds of the sale of the Bonds shall be deposited by the Municipality into a special fund designated as "Private LSL Replacement Loan Program SDWLP Project Fund." The Private LSL Replacement Loan Program SDWLP Project Fund shall be used solely for the purpose of paying the costs of the Project as more fully described in the preamble hereof and in the Financial Assistance Agreement. Moneys in the Private LSL Replacement Loan Program SDWLP Project Fund shall be disbursed within three (3) business days of their receipt from the State of Wisconsin and shall not be invested in any interest-bearing account.

Section 14. Amendment to Resolution. After the issuance of any of the Bonds, no change or alteration of any kind in the provisions of this Resolution may be made until all of the Bonds have been paid in full as to both principal and interest, or discharged as herein provided, except: (a) the Municipality may, from time to time, amend this Resolution without the consent of any of the owners of the Bonds, but only to cure any ambiguity, administrative conflict, formal

defect, or omission or procedural inconsistency of this Resolution; and (b) this Resolution may be amended, in any respect, with a written consent of the owners of not less than two-thirds (2/3) of the principal amount of the Bonds then outstanding, exclusive of Bonds held by the Municipality; provided, however, that no amendment shall permit any change in the pledge of revenues derived from the Program or the maturity of any Bond issued hereunder, or a reduction in the rate of interest on any Bond, or in the amount of the principal obligation thereof, or in the amount of the redemption premium payable in the case of redemption thereof, or change the terms upon which the Bonds may be redeemed or make any other modification in the terms of the payment of such principal or interest without the written consent of the owner of each such Bond to which the change is applicable.

Section 15. Defeasance. When all Bonds have been discharged, all pledges, covenants and other rights granted to the owners thereof by this Resolution shall cease. The Municipality may discharge all Bonds due on any date by irrevocably depositing in escrow with a suitable bank or trust company a sum of cash and/or bonds or securities issued or guaranteed as to principal and interest of the U.S. Government, or of a commission, board or other instrumentality of the U.S. Government, maturing on the dates and bearing interest at the rates required to provide funds sufficient to pay when due the interest to accrue on each of said Bonds to its maturity or, at the Municipality's option, if said Bond is prepayable to any prior date upon which it may be called for redemption, and to pay and redeem the principal amount of each such Bond at maturity, or at the Municipality's option, if said Bond is prepayable, at its earliest redemption date, with the premium required for such redemption, if any, provided that notice of the redemption of all prepayable Bonds on such date has been duly given or provided for.

Section 16. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owner or owners of the Bonds, and after issuance of any of the Bonds no change or alteration of any kind in the provisions of this Resolution may be made, except as provided in Section 14, until all of the Bonds have been paid in full as to both principal and interest. The owner or owners of any of the Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce such owner's or owners' rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof including, but without limitation, the right to require the Municipality, its Governing Body and any other authorized body, to establish and collect charges and other revenues fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 17. Continuing Disclosure. The officers of the Municipality are hereby authorized and directed, if requested by the State of Wisconsin, to provide to the State of Wisconsin Safe Drinking Water Loan Program and to such other persons or entities as directed by the State of Wisconsin such ongoing disclosure regarding the Municipality's financial condition and other matters, at such times and in such manner as the Safe Drinking Water Loan Program may require, in order that securities issued by the Municipality and the State of Wisconsin satisfy rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended and as it may be amended from time to time, imposed on brokers and dealers of municipal securities before the brokers and dealers may buy, sell, or recommend the purchase of such securities.

Section 18. Conflicting Resolutions. All ordinances, resolutions, or orders, or parts thereof heretofore enacted, adopted or entered, in conflict with the provisions of this Resolution, are hereby repealed and this Resolution shall be in effect from and after its passage.

Passed: August 17, 2026

Approved: August 17, 2026

Justin M. Nickels
Mayor

Attest:

Mackenzie Reed
City Clerk

EXHIBIT A

(Form of Municipal Obligation)

REGISTERED
NO. _____

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

REGISTERED
\$ _____

TAXABLE PRIVATE LSL REPLACEMENT LOAN PROGRAM
REVENUE BOND, SERIES 2026

Final
Maturity Date

May 1, 2038

Date of
Original Issue

_____, 20____

REGISTERED OWNER: STATE OF WISCONSIN SAFE DRINKING WATER LOAN
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, 2029 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 0.250% 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 November 1, 2026.

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 (the "Financial Assistance Agreement") 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, 2029 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 Zero and 250/1000ths percent (0.250%) 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 and interest hereon shall be payable by electronic transfer or by check or draft dated on or before the applicable payment date (as directed by the registered owner) and if by check or draft, 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.

This Bond shall not be redeemable prior to its maturity, except as set forth in the Financial Assistance Agreement.

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 funding for the Private Lead Service Line ("LSL") Replacement Loan Program of the Municipality (the "Program") to make loans to owners of property within the Municipality for the purpose of replacing private customer-side water service lines containing lead, pursuant to Article XI, Section 3, of the Wisconsin Constitution, Section 66.0621, Wisconsin Statutes, and a resolution adopted August 17, 2026, and entitled: "Resolution Authorizing the Issuance and Sale of Up to \$5,637,072 Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2026, and Providing for Other Details and Covenants With Respect Thereto, and Approval of Related Financial Assistance Agreement" and is payable only from the income and revenues of the Program. The Bonds are issued on a parity with the Municipality's Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024A, dated November 27, 2024 and Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024B, dated November 27, 2024, as to the pledge of income and revenues of the Program. 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 the Program 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: _____
Mackenzie Reed
City Clerk

COPY

(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

\$5,637,072

CITY OF MANITOWOC, WISCONSIN
TAXABLE PRIVATE LSL REPLACEMENT LOAN PROGRAM REVENUE
BONDS, SERIES 2026

<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, 2029	\$557,394.52
May 1, 2030	558,788.01
May 1, 2031	560,184.98
May 1, 2032	561,585.44
May 1, 2033	562,989.41
May 1, 2034	564,396.88
May 1, 2035	565,807.87
May 1, 2036	567,222.39
May 1, 2037	568,640.45
May 1, 2038	570,062.05



Exhibit B

STATE OF WISCONSIN DEPARTMENT OF ADMINISTRATION

Tony Evers, Governor
Kathy Blumenfeld, Secretary
Brian Pahnke, Division Administrator

City of Manitowoc

Consent to Issue Taxable Private LSL Replacement Loan Program Revenue Bonds on Parity Consent

WHEREAS, pursuant to resolutions adopted on November, 18, 2024 (the "2024 Resolution"), the City of Manitowoc (the "City") sold \$1,142,000 Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024A, dated November 27, 2024 (the "2024A Bonds"); and sold \$670,783 Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2024B, dated November 27, 2024 (the "2024B Bonds" and with the 2024A Bonds, the "Bonds") to the State of Wisconsin Safe Drinking Water Loan Program (the "State"); and

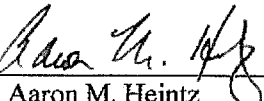
WHEREAS, the City now proposes to issue \$5,637,072 Taxable Private LSL Replacement Loan Program Revenue Bonds, Series 2026, dated on or about August 26, 2026 (the "2026 Bonds") on a parity with the 2024 Bonds; and

NOW, THEREFORE, the State, as sole registered owner of all the 2024 Bonds consents to the issuance of the 2026 Bonds on a parity with the 2024 Bonds. This consent shall apply prejudice in connection with the issuance of the 2026 Bonds and shall not extend to the issuance of any additional bonds or prejudice any rights or remedies whatever that the State may have with respect to the issuance of any additional bonds.

Dated as of July 10, 2026

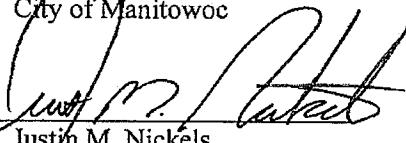
State of Wisconsin Environmental Improvement Fund

By:

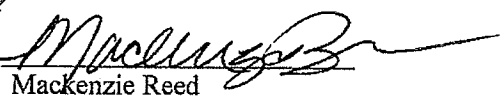

Aaron M. Heintz
Capital Finance Director

ACCEPTED by:
City of Manitowoc

By:


Justin M. Nickels
Mayor

Attest:


Mackenzie Reed
City Clerk/Deputy Treasurer