

**ABSTRACT/SYNOPSIS OF THE ESSENTIAL ELEMENTS OF THE OFFICIAL ACTIONS OF
THE COMMON COUNCIL OF THE CITY OF WHITEWATER, WALWORTH AND
JEFFERSON COUNTIES, WISCONSIN.**

May 20, 2014

The meeting of the Common Council was called to order at 6:30 p.m. by Council President Singer. MEMBERS PRESENT: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. ABSENT: None. LEGAL COUNSEL PRESENT: Wallace McDonell.

It was moved by Councilmember Binnie and seconded by Councilmember Abbott to approve Council minutes of March 18, 2014 and to acknowledge receipt and filing of the following: Financial reports for April, 2014; Report of manually-produced checks for April, 2014; Fire and Rescue Task Force minutes of March 13, April 1, April 10 and April 17, 2014; and Plan Commission minutes of April 14, 2014. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

APPROVAL OF PAYMENT OF INVOICES. It was moved by Binnie and seconded by Abbott to approve payment of invoices processed through May 14, 2014, in the total sum of \$1,189,567.49. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

STAFF REPORTS. City Manager Clapper provided a map for council to view as a follow up to the Landmarks Commission report at the council meeting on May 6. The **historic landmarks guide** is now on the City of Whitewater website. Clapper also gave an update on the **Parking Summit**. He anticipates that zoning code changes concerning parking will be coming to council for approval in August after meetings have been held. Larry Witzling of Graef will be working with city staff to evaluate parking concerns. Chris McDonell, Assistant City Manager, addressed council on **stormwater issues** on Woodland Drive and Basin 15 off Highway N. There was also a discussion of stormwater and parking as a combined issue involving percent of lot coverage allowed for parking space.

HEARING OF CITIZEN COMMENTS. Ken Kienbaum stated that business owners were unaware that the Eastgate project would cause road closures for the entire Summer. He would like Council to approve a bonus for the contractor if the project is completed ahead of schedule. Clapper stated that there is a punitive incentive for the contractor if the project takes too long. Council may wish to establish a future policy which would include a bonus for early completion. He stressed that city staff has been proactive in placing signage for detours that are easy to read and well placed. Asst. City Manager Chris McDonell stated that there were multiple public information meetings and businesses were encouraged to provide input.

RESOLUTION AWARDING THE SALE OF \$4,280,000 GENERAL OBLIGATION CORPORATE PURPOSE BONDS. Brad Viegut of Baird provided information on the bids received. He indicated that the interest rate with Banker's Bank will be 2.3647% and that the City will have use of the money on June 10. Repayment of principal will begin in July 2015. Binnie expressed concern over the debt load that the city is carrying. It was moved by Binnie, seconded by Winship to approve the sale of \$4,280,000 general obligation corporate purpose bonds through Baird and Associates. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

**RESOLUTION AWARDING THE SALE OF
\$4,280,000 GENERAL OBLIGATION CORPORATE PURPOSE BONDS**

WHEREAS, on May 6, 2014, the City Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin (the "City") adopted initial resolutions authorizing the issuance of

general obligation bonds in an amount not to exceed \$1,880,000 for the public purpose of financing street improvement projects; in an amount not to exceed \$120,000 for the public purpose of financing parks and public grounds projects; in an amount not to exceed \$645,000 for the public purpose of financing combined fire and police safety building projects; in an amount not to exceed \$505,000 for the public purpose of financing water system projects; in an amount not to exceed \$225,000 for the public purpose of financing sewerage projects, consisting of sanitary sewer improvements; and in an amount not to exceed \$905,000 for the public purpose of financing sewerage projects, consisting of storm sewer improvements (collectively, the "Initial Resolutions");

WHEREAS, pursuant to the provisions of Section 67.05, Wisconsin Statutes, within 15 days following the adoption of the Initial Resolutions, the City Clerk caused a notice to electors to be published in the Whitewater Register, stating the purposes and maximum principal amounts of the bonds authorized by the Initial Resolutions and describing the opportunity and procedure for submitting a petition requesting a referendum on the bonds authorized by the Initial Resolutions;

WHEREAS, to date, no petition for referendum has been filed with the City Clerk, and the time to file such a petition shall expire on June 5, 2014;

WHEREAS, on May 6, 2014, the City Council of the City also adopted a resolution (the "Set Sale Resolution"), providing that the general obligation bonds authorized by the Initial Resolutions be combined, issued and sold as a single issue of general obligation corporate purpose bonds (the "Bonds") for the purpose of paying the cost of the projects described in the Initial Resolutions;

WHEREAS, pursuant to the Set Sale Resolution, the City directed Robert W. Baird & Co. Incorporated ("Baird") to take the steps necessary to sell the Bonds;

WHEREAS, Baird, in consultation with the officials of the City, prepared an Official Notice of Sale (a copy of which is attached hereto as Exhibit A and incorporated herein by this reference) setting forth the details of and the bid requirements for the Bonds and indicating that the Bonds would be offered for public sale on May 20, 2014;

WHEREAS, the City Clerk (in consultation with Baird) caused notice of the sale of the Bonds to be published and/or announced and caused the Official Notice of Sale to be distributed to potential bidders offering the Bonds for public sale;

WHEREAS, the City has duly received bids for the Bonds as described on the Bid Tabulation attached hereto as Exhibit B and incorporated herein by this reference (the "Bid Tabulation");

WHEREAS, it has been determined that the bid proposal (the "Proposal") submitted by the financial institution listed first on the Bid Tabulation fully complies with the bid requirements set forth in the Official Notice of Sale and is deemed to be the most advantageous to the City. Baird has recommended that the City accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit C and incorporated herein by this reference; and

WHEREAS, the City Council now deems it to be necessary, desirable and in the best interest of the City that the Bonds be issued in the aggregate principal amount of \$4,280,000 for the following purposes and in the following principal amounts: street improvement projects (\$1,880,000); parks and public grounds projects (\$120,000); combined fire and police safety building projects (\$645,000); water system projects (\$505,000); sewerage projects, consisting of sanitary sewer improvements (\$225,000); and sewerage projects, consisting of storm sewer improvements (\$905,000).

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

Section 1A. Ratification of the Official Notice of Sale and Offering Materials. The City Council of the City hereby ratifies and approves the details of the Bonds set forth in Exhibit A attached hereto as and for the details of the Bonds. The Official Notice of Sale and any other offering materials prepared and circulated by Baird are hereby ratified and approved in all respects. All actions taken by officers of the City and Baird in connection with the preparation and distribution of the Official Notice of Sale and any other offering materials are hereby ratified and approved in all respects.

Section 1B. Award of the Bonds. The Proposal of the Purchaser offering to purchase the Bonds for the sum set forth on the Proposal (as modified on the Bid Tabulation and reflected in the Pricing Summary referenced below and incorporated herein), plus accrued interest to the date of delivery, is hereby accepted (subject to the condition that no valid petition for a referendum is filed by June 5, 2014 in connection with any of the Initial Resolutions). The City Manager 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. The good faith deposit of the Purchaser shall be retained by the City Treasurer until the closing of the bond issue, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Bonds bear interest at the rates set forth on the Proposal.

Section 2. Terms of the Bonds. The Bonds shall be designated "General Obligation Corporate Purpose Bonds"; shall be issued in the aggregate principal amount of \$4,280,000; shall be dated June 10, 2014; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and shall bear interest at the rates per annum and mature on September 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit D-1 and incorporated herein by this reference. Interest is payable semi-annually on March 1 and September 1 of each year commencing on March 1, 2015. 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 Bonds is set forth on the Debt Service Schedule attached hereto as Exhibit D-2 and incorporated herein by this reference (the "Schedule").

Section 3. Redemption Provisions. The Bonds maturing on September 1, 2024 and thereafter shall be subject to redemption prior to maturity, at the option of the City, on September 1, 2023 or on any date thereafter. Said Bonds shall be 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. If the Proposal

specifies that any of the Bonds are subject to mandatory redemption, the terms of such mandatory redemption are set forth on an attachment hereto as Exhibit MRP and incorporated herein by this reference.

Section 4. Form of the Bonds. The Bonds shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit E 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 Bonds 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 2014 through 2028 for the payments due in the years 2015 through 2029 in the amounts set forth on the Schedule.

(B) Tax Collection. So long as any part of the principal of or interest on the Bonds 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 Bonds, 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 Bonds 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 \$4,280,000 General Obligation Corporate Purpose Bonds, dated June 10, 2014" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. The City 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 Bonds; (ii) any premium which may be received by the City above the par value of the Bonds 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 Bonds when due; (iv) such other sums as may be

necessary at any time to pay principal of and interest on the Bonds 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 Bonds until all such principal and interest has been paid in full and the Bonds canceled; provided (i) the funds to provide for each payment of principal of and interest on the Bonds 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 Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the City, be invested by purchasing the Bonds 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 Bonds 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 City Council directs otherwise.

Section 7. Proceeds of the Bonds; Segregated Borrowed Money Fund. The proceeds of the Bonds (the "Bond Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Bonds 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 purposes for which borrowed or for the payment of the principal of and the interest on the Bonds. 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 purposes for which the Bonds 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 purposes 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 Bonds 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 Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Bonds to the Purchaser which will permit the conclusion that the Bonds 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 Bonds and the ownership, management and use of the projects will not cause the Bonds 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 Bonds 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 Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds 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 Bonds 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 Bonds provided that in meeting such requirements the City will do so only to the extent consistent with the proceedings authorizing the Bonds 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 Bonds 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 Bonds; Closing; Professional Services. The Bonds shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the City Manager 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 Bonds may be imprinted on the Bonds in lieu of the manual signature of the officer but, unless the City has contracted with a fiscal agent to authenticate the Bonds, at least one of the signatures appearing on each Bond shall be a manual signature. In the event that either of the officers whose signatures appear on the Bonds 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 Bonds 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 Bonds, 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 Bonds is hereby ratified and approved in all respects.

Section 12. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds 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 Fiscal Agency Agreement between the City and the Fiscal Agent shall be substantially in the form attached hereto as Exhibit F and incorporated herein by this reference.

Section 13. Persons Treated as Owners; Transfer of Bonds. The City shall cause books for the registration and for the transfer of the Bonds to be kept by the Fiscal Agent. The person in whose name any Bond 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 Bond 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 Bond to the extent of the sum or sums so paid.

Any Bond may be transferred by the registered owner thereof by surrender of the Bond 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 City Manager and City Clerk shall execute and deliver in the name of the transferee or transferees a new Bond or Bonds 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 Bond surrendered for transfer.

The City shall cooperate in any such transfer, and the City Manager and City Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

Section 14. Record Date. The fifteenth day of each calendar month next preceding each interest payment date shall be the record date for the Bonds (the "Record Date"). Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the City at the close of business on the Record Date.

Section 15. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the City agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the City and on file in the City Clerk's office.

Section 16. Official Statement. The City Council hereby approves the Preliminary Official Statement with respect to the Bonds and deems the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by officers of the City in connection with the preparation of such Preliminary Official Statement and any addenda to it or Final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate City official shall certify the Preliminary Official Statement and any addenda or Final Official Statement. The City Clerk shall cause copies of the Preliminary Official Statement and any addenda or Final Official Statement to be distributed to the Purchaser.

Section 17. Undertaking to Provide Continuing Disclosure. The City hereby covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Bonds or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the City to comply with the provisions of the Undertaking shall not be an event of default with respect to the Bonds).

To the extent required under the Rule, the City Manager and City Clerk, or other officer of the City charged with the responsibility for issuing the Bonds, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the City's Undertaking.

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 Bonds in the Record Book.

Section 19. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Bonds, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The City Manager and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the City Manager and City Clerk including provisions regarding restrictions on investment of Bond 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 Bonds 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 Bond provided herein.

Section 20. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the City 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 May 20, 2014.

Cameron Clapper
City Manager

ATTEST:

Michele R. Smith
City Clerk

(SEAL)

EXHIBIT A

Official Notice of Sale

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

(See Attached)

EXHIBIT B

Bid Tabulation

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

(See Attached)

EXHIBIT C

Winning Bid

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

(See Attached)

EXHIBIT D-1

Pricing Summary

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

(See Attached)

EXHIBIT D-2

Debt Service Schedule and Irrepealable Tax Levies

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

(See Attached)

EXHIBIT MRP

Mandatory Redemption Provision

The Bonds due on September 1, _____, _____, _____ and _____ (the "Term Bonds") are subject to mandatory redemption prior to maturity by lot (as selected by the Depository) at a redemption price equal to One Hundred Percent (100%) of the principal amount to be redeemed plus accrued interest to the date of redemption, from debt service fund deposits which are required to be made in amounts sufficient to redeem on September 1 of each year the respective amount of Term Bonds specified below:

For the Term Bonds Maturing on September 1, _____

Redemption <u>Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)

For the Term Bonds Maturing on September 1, _____

Redemption <u>Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)

For the Term Bonds Maturing on September 1, _____

Redemption <u>Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)

For the Term Bonds Maturing on September 1, _____

Redemption <u>Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)]

EXHIBIT E

(Form of Bond)

UNITED STATES OF AMERICA
REGISTERED STATE OF WISCONSIN DOLLARS
WALWORTH AND JEFFERSON COUNTIES
NO. R-___ CITY OF WHITEWATER \$_____
GENERAL OBLIGATION CORPORATE PURPOSE BOND

MATURITY DATE: ORIGINAL DATE OF ISSUE: INTEREST RATE: CUSIP:
September 1, _____ June 10, 2014 _____% _____

DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.

PRINCIPAL AMOUNT: _____ THOUSAND DOLLARS
(\$_____)

FOR VALUE RECEIVED, the City of Whitewater, Walworth and Jefferson Counties, Wisconsin (the "City"), hereby acknowledges itself to owe and promises to pay to the Depository or its Nominee Name (the "Depository") 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, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest is payable semi-annually on March 1 and September 1 of each year commencing on March 1, 2015 until the aforesaid principal amount is paid in full. Both the principal of and interest on this Bond are payable to the registered owner in lawful money of the United States. Interest payable on any interest payment date shall be paid by wire transfer to the Depository in whose name this Bond is registered on the Bond Register maintained by Associated Trust Company, National Association, Green Bay, Wisconsin (the "Fiscal Agent") or any successor thereto at the close of business on the 15th day of the calendar month next preceding the semi-annual interest payment date (the "Record Date"). This Bond is payable as to principal upon presentation and surrender hereof at the office of the Fiscal Agent.

For the prompt payment of this Bond 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 Bond is one of an issue of Bonds aggregating the principal amount of \$4,280,000, 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 67.04, Wisconsin Statutes, for the public purposes of financing street improvement projects (\$1,880,000); parks and public grounds projects (\$120,000); combined fire and police safety building projects (\$645,000); water system projects (\$505,000); sewerage projects, consisting of sanitary sewer improvements (\$225,000); and sewerage projects, consisting of storm sewer improvements (\$905,000), all as authorized by resolutions of the City Council duly adopted by said governing

body at meetings held on May 6, 2014 and May 20, 2014. Said resolutions are recorded in the official minutes of the City Council for said dates.

The Bonds maturing on September 1, 2024 and thereafter are subject to redemption prior to maturity, at the option of the City, on September 1, 2023 or on any date thereafter. Said Bonds are redeemable as a whole or in part, and if in part, from maturities selected by the City and within each maturity, by lot (as selected by the Depository), at the principal amount thereof, plus accrued interest to the date of redemption.

【The Bonds maturing in the years _____, _____ and _____ are subject to mandatory redemption by lot as provided in the resolution awarding the sale of the Bonds at the redemption price of par plus accrued interest to the date of redemption and without premium.】

In the event the Bonds are redeemed prior to maturity, as long as the Bonds are in book-entry-only form, official notice of the redemption will be given by mailing a notice by registered or certified mail, overnight express delivery, facsimile transmission, electronic transmission or in any other manner required by the Depository, to the Depository not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. If less than all of the Bonds of a maturity are to be called for redemption, the Bonds of such maturity to be redeemed will be selected by lot. Such notice will include but not be limited to the following: the designation, date and maturities of the Bonds called for redemption, CUSIP numbers, and the date of redemption. 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 Bonds 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 at the office of the Depository at that time. Upon such deposit of funds for redemption the Bonds shall no longer be deemed to be outstanding.

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 Bond have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the City, including this Bond 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 Bond, together with the interest thereon, when and as payable.

This Bond has been designated by the City 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 Bond is transferable only upon the books of the City kept for that purpose at the office of the Fiscal Agent, only in the event that the Depository does not continue to act as depository for the Bonds, and the City appoints another depository, upon surrender of the Bond to the Fiscal Agent, by the registered owner in person or his duly authorized attorney, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new fully registered Bond in the same aggregate principal amount shall be issued to the new

depository in exchange therefor and upon the payment of a charge sufficient to reimburse the City for any tax, fee or other governmental charge required to be paid with respect to such registration. The Fiscal Agent shall not be obliged to make any transfer of the Bonds (i) after the Record Date, (ii) during the fifteen (15) calendar days preceding the date of any publication of notice of any proposed redemption of the Bonds, or (iii) with respect to any particular Bond, after such Bond has been called for redemption. The Fiscal Agent and City may treat and consider the Depository 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 redemption price hereof and interest due hereon and for all other purposes whatsoever. The Bonds are issuable solely as negotiable, fully-registered Bonds without coupons in the denomination of \$5,000 or any integral multiple thereof.

This Bond 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 Whitewater, Walworth and Jefferson Counties, Wisconsin, by its governing body, has caused this Bond to be executed for it and in its name by the manual or facsimile signatures of its duly qualified City Manager 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 WHITEWATER,
WALWORTH AND JEFFERSON COUNTIES,
WISCONSIN

By: _____
Cameron Clapper
City Manager

(SEAL)

By: _____
Michele R. Smith
City Clerk

Date of Authentication: _____, _____

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds of the issue authorized by the within-mentioned resolutions of the City of Whitewater, Wisconsin.

COMPANY,

ASSOCIATED TRUST

NATIONAL ASSOCIATION,
GREEN BAY, WISCONSIN

By _____
Authorized Signatory

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 Bond and all rights thereunder and hereby irrevocably constitutes and appoints _____, Legal Representative, to transfer said Bond 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)

(Depository or Nominee Name)

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

• _____
(Authorized Officer)

EXHIBIT F

Fiscal Agency Agreement

(See Attached)

FISCAL AGENCY AGREEMENT

THIS AGREEMENT, made as of the 10th day of June, 2014 between the City of Whitewater, Wisconsin (the "Municipality"), and Associated Trust Company, National Association, Green Bay, Wisconsin (the "Fiscal Agent").

WITNESSETH:

WHEREAS, the Municipality has duly authorized the issuance of its \$4,280,000 General Obligation Corporate Purpose Bonds, dated June 10, 2014 (the "Obligations")

pursuant to the applicable provisions of the Wisconsin Statutes and the resolutions adopted by the Municipality on May 6, 2014 and May 20, 2014 (collectively, the "Resolution"); and

WHEREAS, the Municipality is issuing the Obligations in registered form pursuant to Section 149 of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable Treasury Regulations promulgated thereunder; and

WHEREAS, pursuant to the Resolution and Section 67.10(2), Wisconsin Statutes the Municipality has authorized the appointment of the Fiscal Agent as agent for the Municipality for any or all of the following responsibilities: payment of principal and interest on, registering, transferring and authenticating the Obligations as well as other applicable responsibilities permitted by Section 67.10(2), Wisconsin Statutes.

NOW, THEREFORE, the Municipality and the Fiscal Agent hereby agree as follows:

I. APPOINTMENT

The Fiscal Agent is hereby appointed agent for the Municipality with respect to the Obligations for the purpose of performing such of the responsibilities stated in Section 67.10(2), Wisconsin Statutes, as are delegated herein or as may be otherwise specifically delegated in writing to the Fiscal Agent by the Municipality.

II. INVESTMENT RESPONSIBILITY

The Fiscal Agent shall not be under any obligation to invest funds held for the payment of interest or principal on the Obligations.

III. PAYMENTS

At least one business day before each interest payment date (commencing with the interest payment date of March 1, 2015 and continuing thereafter until the principal of and interest on the Obligations should have been fully paid or prepaid in accordance with their terms) the Municipality shall pay to the Fiscal Agent, in good funds immediately available to the Fiscal Agent on the interest payment date, a sum equal to the amount payable as principal of, premium, if any, and interest on the Obligations on such interest payment date. Said interest and/or principal payment dates and amounts are outlined on Schedule A which is attached hereto and incorporated herein by this reference.

IV. CANCELLATION

In every case of the surrender of any Obligation for the purpose of payment, the Fiscal Agent shall cancel and destroy the same and deliver to the Municipality a certificate regarding such cancellation. The Fiscal Agent shall be permitted to microfilm or otherwise photocopy and record said Obligations.

V. REGISTRATION BOOK

The Fiscal Agent shall maintain in the name of the Municipality a Registration Book containing the names and addresses of all owners of the Obligations and the following information as to each Obligation: its number, date, purpose, amount, rate of

interest and when payable. The Fiscal Agent shall keep confidential said information in accordance with applicable banking and governmental regulations.

VI. INTEREST PAYMENT

Payment of each installment of interest on each Obligation shall be made to the registered owner of such Obligation whose name shall appear on the Registration Book at the close of business on the 15th day of the calendar month next preceding the interest payment date and shall be paid by check or draft of the Fiscal Agent mailed to such registered owner at his address as it appears in such Registration Book or at such other address as may be furnished in writing by such registered owner to the Fiscal Agent.

VII. PAYMENT OF PRINCIPAL AND NOTICE OF REDEMPTION

(a) Principal Payments. Principal shall be paid to the registered owner of an Obligation upon surrender of the Obligation on or after its maturity or redemption date.

Term Bonds [The Obligations due on September 1, 20__ and September 1, 20__ (the "Term Bonds") are subject to mandatory redemption prior to maturity by lot at a redemption price equal to One Hundred Percent (100%) of the principal amount to be redeemed plus accrued interest to the date of redemption, from deposits which are required to be made in amounts sufficient to redeem on September 1 of each year the respective amount of Term Bonds specified on the attached Schedule MRP.

The Municipality hereby directs and the Fiscal Agent hereby agrees to select the Term Bonds to be redeemed on the dates set forth above and to give notice of such redemption as set forth in substantially the form attached hereto as Schedule B by registered or certified mail, facsimile transmission, overnight express delivery or electronic transmission at least thirty (30) days prior to the date fixed for redemption to the registered owner of each Obligation selected to be redeemed, in whole or in part, at the address shown on the registration books as of the Record Date.

The Municipality, in accordance with Section III hereof, shall make payments sufficient for the Fiscal Agent to pay the amounts due on the Term Bonds subject to mandatory redemption.]

(b) Official Notice of Redemption. In the event the Municipality exercises its option to redeem any of the Obligations, the Municipality shall, at least 35 days prior to the redemption date, direct the Fiscal Agent to give official notice of such redemption by sending an official notice thereof by registered or certified mail, facsimile transmission, overnight express delivery, electronic transmission or in any other manner required by The Depository Trust Company at least 30 days but not more than 60 days prior to the date fixed for redemption to the registered owner of each Obligation to be redeemed in whole or in part at the address shown in the Registration Book. Such official notice of redemption shall be dated and shall state (i) the redemption date and price; (ii) an identification of the Obligations to be redeemed, including the date of original issue of the Obligations; (iii) that on the redemption date the redemption price will become due and payable upon each such Obligation or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date; and (iv) the place where such Obligations are to be surrendered for payment of the redemption price, which place of payment shall be the principal office of the Fiscal

Agent. **Term Bonds** [Official notice of the redemption of Obligations subject to mandatory redemption shall be given in the same manner.]

(c) Additional Notice of Redemption. In addition to the official notice of redemption provided in (b) above, further notice of any redemption shall be given by the Fiscal Agent on behalf of the Municipality to the Municipal Securities Rulemaking Board and The Depository Trust Company of New York, New York but neither a defect in this additional notice nor any failure to give all or any portion of such additional notice shall in any manner defeat the effectiveness of a call for redemption.

Each further notice of redemption given hereunder shall be sent at least 30 days before the redemption date by registered or certified mail, overnight delivery service, facsimile transmission or email transmission and shall contain the information required above for an official notice of redemption.

(d) Redemption of Obligations. The Obligations to be redeemed at the option of the Municipality shall be selected by the Municipality and, within any maturity, shall be selected by lot by the Depository described in Section VIII hereof. **Term Bonds** [Obligations subject to mandatory redemption shall be selected as described in (a) above.] The Obligations or portions of Obligations to be redeemed shall, on the redemption dates, become due and payable at the redemption price therein specified, and from and after such date such Obligations or portions of Obligations shall cease to bear interest. Upon surrender of such Obligations for redemption in accordance with the official notice of redemption, such Obligations shall be paid by the Fiscal Agent at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Obligation, there shall be prepared for the registered owner a new Obligation or Obligations of the same maturity in the amount of the unpaid principal. Each check or other transfer of funds issued in payment of the redemption price of Obligations being redeemed shall bear the CUSIP number identifying, by issue and maturity, the Obligations being redeemed with the proceeds of such check or other transfer.

VIII. UTILIZATION OF THE DEPOSITORY TRUST COMPANY

The Depository Trust Company's Book-Entry-Only System is to be utilized for the Obligations. The Fiscal Agent, as agent for the Municipality, agrees to comply with the provisions of The Depository Trust Company's Operational Arrangements, as they may be amended from time to time referenced in the Blanket Issuer Letter of Representations executed by the Municipality. The provisions of the Operational Arrangements and this Section VIII supersede and control any and all representations in this Agreement.

IX. OBLIGATION TRANSFER AND EXCHANGE

The Fiscal Agent shall transfer Obligations upon presentation of a written assignment duly executed by the registered owner or by such owner's duly authorized representative. Upon such a transfer, new registered Obligation(s) of the same maturity, in authorized denomination or denominations in the same aggregate principal amount for each maturity shall be issued to the transferee in exchange therefor, and the name of such

transferee shall be entered as the new registered owner in the Registration Book. No Obligation may be registered to bearer. The Fiscal Agent may exchange Obligations of the issue for a like aggregate principal amount of Obligations of the same maturity in authorized whole multiples of \$5,000.

The Obligations shall be numbered R-1 and upward. Upon any transfer or exchange, the Obligation or Obligations issued shall bear the next highest consecutive unused number or numbers.

The Municipality shall cooperate in any such transfer, and the appropriate officers of the Municipality are authorized to execute any new Obligation or Obligations necessary to effect any such transfer.

X. AUTHENTICATION, IF REQUIRED

The Fiscal Agent shall sign and date the Certificate of Authentication, if any, on each Obligation on the date of delivery, transfer or exchange of such Obligation. The Fiscal Agent shall distribute and/or retain for safekeeping the Obligations in accordance with the direction of the registered owners thereof.

XI. STATEMENTS

The Fiscal Agent shall furnish the Municipality with an accounting of interest and funds upon reasonable request.

XII. FEES

The Municipality agrees to pay the Fiscal Agent fees for its services hereunder in the amounts set forth on Schedule [B/C] hereto.

XIII. MISCELLANEOUS

(a) Nonpresentment of Checks. In the event the check or draft mailed by the Fiscal Agent to the registered owner is not presented for payment within five years of its date, then the monies representing such nonpayment shall be returned to the Municipality or to such board, officer or body as may then be entitled by law to receive the same together with the name of the registered owner of the Obligation and the last mailing address of record and the Fiscal Agent shall no longer be responsible for the same.

(b) Resignation and Removal; Successor Fiscal Agent. (i) Fiscal Agent may at any time resign by giving not less than 60 days written notice to Municipality. Upon receiving such notice of resignation, Municipality shall promptly appoint a successor fiscal agent by an instrument in writing executed by order of its governing body. If no successor fiscal agent shall have been so appointed and have accepted appointment within 60 days after such notice of resignation, the resigning fiscal agent may petition any court of competent jurisdiction for the appointment of a successor fiscal agent. Such court may thereupon, after such notice, if any, as it may deem proper and prescribes, appoint a successor fiscal agent. The resignation of the fiscal agent shall take effect only upon appointment of a successor fiscal agent and such successor fiscal agent's acceptance of such appointment.

(ii) The Fiscal Agent may also be removed by the Municipality at any time upon not less than 60 days' written notice. Such removal shall take effect upon the appointment of a successor fiscal agent and such successor fiscal agent's acceptance of such appointment.

(iii) Any successor fiscal agent shall execute, acknowledge and deliver to Municipality and to its predecessor fiscal agent an instrument accepting such appointment hereunder, and thereupon the resignation or removal of the predecessor fiscal agent shall become effective and such successor fiscal agent, without any further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor, with like effect as if originally named as fiscal agent herein; but nevertheless, on written request of Municipality, or on the request of the successor, the fiscal agent ceasing to act shall execute and deliver an instrument transferring to such successor fiscal agent, all the rights, powers, and trusts of the fiscal agent so ceasing to act. Upon the request of any such successor fiscal agent, Municipality shall execute any and all instruments in writing for more fully and certainly vesting in and confirming to such successor fiscal agent all such rights, powers and duties. Any predecessor fiscal agent shall pay over to its successor fiscal agent any funds of the Municipality.

(iv) Any corporation, association or agency into which the Fiscal Agent may be converted or merged, or with which it may be consolidated, or to which it may sell or transfer its corporate trust business and assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, ipso facto, shall be and become successor fiscal agent under this Agreement and vested with all the trusts, powers, discretions, immunities and privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of any of the parties hereto, anything herein to the contrary notwithstanding.

(v) Any successor fiscal agent shall be qualified pursuant to Sec. 67.10(2), Wisconsin Statutes, as amended.

(c) Termination. This Agreement shall terminate on the earlier of (i) the payment in full of all of the principal and interest on the Obligations to the registered owners of the Obligations or (ii) five years after (aa) the last principal payment on the Obligations is due (whether by maturity or earlier redemption) or (bb) the Municipality's responsibilities for payment of the Obligations are fully discharged, whichever is later. The parties realize that any funds hereunder as shall remain upon termination shall, except as may otherwise by law, be turned over to the Municipality after deduction of any unpaid fees and disbursements of Fiscal Agent or, if required by law, to such officer, board or body as may then be entitled by law to receive the same. Termination of this Agreement shall not, of itself, have any effect on Municipality's obligation to pay the outstanding Obligations in full in accordance with the terms thereof.

(d) Execution in Counterparts. This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement, being duly authorized so to do, each in the manner most appropriate to it, on the date first above written.

CITY OF WHITEWATER, WALWORTH AND JEFFERSON
COUNTIES, WISCONSIN

By _____
Cameron Clapper
City Manager

(SEAL)

Michele R. Smith
City Clerk

ASSOCIATED TRUST COMPANY, NATIONAL
ASSOCIATION,
GREEN BAY, WISCONSIN
Fiscal Agent

(SEAL) By _____
Title _____

Attest _____
Title _____

SCHEDULE A

Debt Service Schedule
\$4,280,000 General Obligation Corporate Purpose Bonds
of the City of Whitewater, Wisconsin
dated June 10, 2014

(SEE ATTACHED)

[SCHEDULE MRP

Mandatory Redemption Provision

The Obligations due on September 1, _____, _____, _____ and _____ (the "Term Bonds") are subject to mandatory redemption prior to maturity by lot (as selected by the Depository) at a redemption price equal to One Hundred Percent (100%) of the principal amount to be redeemed plus accrued interest to the date of redemption, from debt service fund deposits which are required to be made in amounts sufficient to redeem on September 1 of each year the respective amount of Term Bonds specified below:

For the Term Bonds Maturing on September 1, _____

<u>Redemption Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)

For the Term Bonds Maturing on September 1, _____

<u>Redemption Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)

For the Term Bonds Maturing on September 1, _____

<u>Redemption Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)

For the Term Bonds Maturing on September 1, _____

<u>Redemption Date</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____	_____ (maturity)]

[SCHEDULE B

NOTICE OF MANDATORY SINKING FUND REDEMPTION*

City of Whitewater, Wisconsin
General Obligation Corporate Purpose Bonds
Dated June 10, 2014

NOTICE IS HEREBY GIVEN that a portion of the Bonds of the above-referenced issue which mature on September 1, 20__ shall be subject to mandatory sinking fund redemption on September 1 of the year set forth below, in the amount set forth below, at a redemption price equal to One Hundred Percent (100%) of the principal amount redeemed plus accrued interest to the date of redemption.

<u>Redemption Date</u>	<u>Principal Amount</u>	<u>CUSIP Number</u>
September 1, ____	\$_____	_____

Such portion of the Bonds will cease to bear interest on the redemption date set forth above.

BY THE ORDER OF THE
CITY COUNCIL

CITY OF WHITEWATER,

WISCONSIN

Dated: _____

* To be provided by registered or certified mail, facsimile transmission, overnight express delivery, electronic transmission or in any other manner required by The Depository Trust Company, 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 the call date. At least thirty (30) days prior to the call date notice shall also be provided to the Municipal Securities Rulemaking Board.]

SCHEDULE [B/C]

RESOLUTION AUTHORIZING GRANTING OF UNDERGROUND DISTRIBUTION EASEMENT ON STARIN PARK PROPERTY TO WISCONSIN ELECTRIC POWER COMPANY. Clapper indicated that this project is recommended by the Parks and Recreation Board and the 4th of July Committee. This upgrade will provide electrical service for carnival workers when they are in town with the 4th of July carnival and will also be beneficial for other citizens who use the Park. It was moved by Kidd, seconded by Abbott to grant an underground distribution easement on Starin Park property to Wisconsin Electric Power Company. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

**RESOLUTION AUTHORIZING THE GRANTING
OF A DISTRIBUTION EASEMENT TO WE ENERGIES
IN STARIN PARK**

WHEREAS, the City of Whitewater has determined that public necessity demands the installation of certain facilities and equipment as described in more detail in the attached distribution easement, and

WHEREAS, in order to install said facilities, We Energies needs a distribution easement granted to it,

Now, therefore, BE IT RESOLVED by the Common Council of the City of Whitewater as follows:

1. The City shall grant the attached easement to We Energies.
2. The City Manager and City Clerk are authorized and directed to sign any and all documents necessary to grant said easement.

Resolution introduced by Councilmember Kidd, who moved its adoption. Seconded by Councilmember Abbott. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None ADOPTED: May 20, 2014.

Cameron L. Clapper, City Manager

Michele R. Smith, City Clerk

FIRST READING OF ORDINANCE AMENDING TITLE 5 RELATING TO WEIGHTS AND MEASURES. The ordinance amending Title 5 relating to weights and measures was not adopted. The ordinance will be enforced as it was previously enacted, with the City beginning to pass on weights and measures costs to those businesses receiving the service.

SECOND READING OF ORDINANCE ADOPTING ZONING ORDINANCE REWRITE-AMENDMENTS TO TITLE 19. THE PROPOSED AMENDMENTS ARE CONSIDERED A REWRITE OF TITLE 19, THE CITY OF WHITEWATER ZONING ORDINANCE. Council President Singer brought attention to the backup material in the packet, which indicated that the proposed extended R-2A overlay would have been over property that was zoned other than R-2 and would not qualify for the overlay. Only two of the properties included in the proposed map are zoned R-2. It was moved by Singer, seconded by Abbott to go

back to the original R-2 overlay map boundaries. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

It was moved by Winship, and seconded by Binnie to make changes to the Title 19 ordinance concerning a requirement for properties in the R-2A overlay, in the case of there being five or more unrelated residents, that the property meet Wisconsin Unit Efficiency Standards concerning weatherization. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

It was moved by Winship, seconded by Binnie to approve an amendment to Title 19 (19.22.040 Lot Area, Line 2364) to allow a 20% reduction in lot size instead of 50% in property zoned R-3A. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

It was moved by Abbott, seconded by Bregant, to approve Title 19 zoning ordinance amendments along with changes discussed and agreed upon at the meeting as part of the zoning ordinance rewrite. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

**NOTICE OF ENACTMENT OF TITLE 19 ZONING CODE
ORDINANCE AMENDMENTS**

NOTICE

PLEASE TAKE NOTICE that on May 20, 2014, the City of Whitewater Common Council passed an ordinance (Ordinance Number 1870A) containing numerous amendments to Title 19 (Zoning Code) of the City of Whitewater Municipal Code. The ordinance is titled Ordinance Amending Numerous Sections of Title 19 (Zoning Ordinance) of the City of Whitewater Municipal Code.

The following chapters were amended or affected by the ordinance:

- Chapter 19.03 - TITLE, AUTHORITY AND PURPOSE
- Chapter 19.06 - GENERAL PROVISIONS
- Chapter 19.09 – DEFINITIONS
- Chapter 19.12 - ZONING DISTRICTS
- Chapter 19.15 - R-1 ONE-FAMILY RESIDENCE DISTRICT
- Chapter 19.16 - R-1X DISTRICT
- Chapter 19.18 - R-2 ONE- AND TWO-FAMILY RESIDENCE DISTRICT
- Chapter 19.21 - R-3 MULTIFAMILY RESIDENCE DISTRICT
- Chapter 19.24 - R-4 MOBILE HOME DISTRICT
- Chapter 19.25 - R-0 NON-FAMILY RESIDENTIAL OVERLAY DISTRICT
- Chapter 19.27 - B-1 COMMUNITY BUSINESS DISTRICT
- Chapter 19.30 - B-2 CENTRAL BUSINESS DISTRICT
- Chapter 19.33 - B-3 HIGHWAY COMMERCIAL AND LIGHT INDUSTRIAL DISTRICT
- Chapter 19.36 - M-1 GENERAL MANUFACTURING DISTRICT
- Chapter 19.37 - M-2 MANUFACTURING AND MISCELLANEOUS USE DISTRICT
- Chapter 19.38 - WHITEWATER UNIVERSITY TECHNOLOGY PARK DISTRICT (WUTP DISTRICT)
- Chapter 19.39 - PCD PLANNED COMMUNITY DEVELOPMENT DISTRICT
- Chapter 19.42 - AT AGRICULTURAL TRANSITION DISTRICT
- Chapter 19.45 - C-1 SHORELAND WETLAND DISTRICT

Chapter 19.451 - C-2 NONSHORELAND WETLAND DISTRICT
 Chapter 19.46 - FLOODPLAIN REGULATIONS
 Chapter 19.461 - FWW FLOODWAY/WETLAND DISTRICT
 Chapter 19.48 - INSTITUTIONAL DISTRICT
 Chapter 19.485 - LARGE RETAIL AND COMMERCIAL SERVICE
 DEVELOPMENT STANDARDS
 Chapter 19.49 - WELLHEAD PROTECTION
 Chapter 19.51 - TRAFFIC, PARKING AND ACCESS
 Chapter 19.54 - SIGNAGE REGULATIONS
 Chapter 19.55 - WIRELESS TELECOMMUNICATIONS FACILITIES
 Chapter 19.57 - GENERAL PERFORMANCE STANDARDS
 Chapter 19.58 - NOISE RESTRICTIONS
 Chapter 19.60 - NONCONFORMING USES, STRUCTURES AND LOTS
 Chapter 19.63 - PLAN REVIEW
 Chapter 19.66 - CONDITIONAL USES
 Chapter 19.69 - CHANGES AND AMENDMENTS
 Chapter 19.72 - BOARD OF ZONING APPEALS
 Chapter 19.75 - ADMINISTRATION AND ENFORCEMENT

The main points of the ordinance amendment are as follows:

1. 19.06.120(E) The ordinance amended the swimming pool fencing regulations by specifically describing the regulations for pool fencing and the type of fencing required.
2. 19.06.120(F) The ordinance added a section that provides that in non-residential districts the size and location of detached accessory structures shall be treated as conditional uses when the square footage exceeds 800 square feet.
3. 19.09.064 The ordinance provides a definition for bedroom, including the square footage required.
4. 19.09.100 The ordinance revised the definition of building height and how it is measured.
5. 19.09.191 The ordinance provided a definition for driveway.
6. 19.09.290 The ordinance revised the definition of family to provide that family means an individual or a group of two or more individuals who are related by blood, marriage, adoption, domestic partnership, civil union, grandparents, aunts, uncles, nieces, nephews and first cousins.
7. 19.09.450 The ordinance amended the definition for Lot to include those created by recorded CSM.
8. 19.09.475 The ordinance created a definition for minor subdivision which is a division of land into four or fewer parcels, each of which is less than 5 acres in size. This is customarily accomplished by a certified survey map.
9. 19.09.528 The ordinance provided a definition for an overlay permission area map, which is a map depicting the boundary lines within which applications are allowed for changing the zoning district designation to that of a specific overlay zone.
10. 19.09.529 The ordinance provided a definition for overlay zoning district, which is a type of zoning district that offers alternative regulations for an existing zoning district. The properties that can apply for an overlay zoning district map change are limited by boundaries as depicted in an overlay permission area map (with the exception of an R-O overlay which is applicable anywhere within the city).

11. 19.09.540 The ordinance added language to this section that provides that all areas intended to be utilized as a driveway, shall be surfaced with materials to control dust and drainage, except in the case of farm dwellings and operations. In all cases permeable or pervious materials are preferred. Plans for surfacing and drainage of stalls in driveways shall be submitted to the City for review and approval.
12. 19.09.630 The ordinance added language to the definition of a sign to include signage which is located outside a structure or incorporated into a structure which is visible from any public street or highway.
13. 19.09.750 The definition of Townhouse was amended to provide that a Townhouse means a building having three or more attached dwelling units, with each unit having separate primary ground level access to the outside; each unit having a first floor at ground level, and the units being attached by vertical common walls.
14. 19.09.765 The Traditional Neighborhood Development definition was eliminated.
15. 19.15.060 The ordinance added language to the yard requirements section in the R-1 District to provide that not more than 40% of the front, side and rear yard may be an impervious surface, except as a conditional use.
16. 19.15.090 The ordinance was adjusted to provide that the park fee amounts shall be set by the City Council.
17. 19.16.005 The ordinance added a purpose for the R-1X District which states that the R-1X 1-Family District is established to stabilize and protect the essential characteristics of residential areas whose density is lower than R-1, and clarifies that a non-family household in R-1X shall be limited to 3 unrelated persons.
18. 19.16.010 The ordinance added a new section which provides that all of the provisions of the R-1 District not in conflict with the requirements of Chapter 19.16 shall apply in the R-1X District.
19. 19.16.040 The minimum yard requirements in the R-1X District section was amended by adding that not more than 40% of the front, side and rear yard may be an impervious surface, except as allowed by a conditional use.
20. 19.18.020 The ordinance added permitted uses in the R-2 District including 2-family attached dwellings and home occupation/professional home offices for non-retail goods and services.
21. 19.18.030 The ordinance provided a conditional use option to allow home occupation/professional home offices for retail goods and services for businesses requiring customer access.
22. 19.18.060 The ordinance added a provision in the yard requirement section for the R-2 Zoning district that not more than 40% of a front, side or rear yard may be an impervious surface.
23. 19.18.065 The ordinance created a section in the R-2 District that provides that off street parking shall conform to City guidelines for parking areas.
24. Chapter 19.19 The ordinance created an R-2A Residential Increased Occupancy Overlay District , which is an overlay district that allows, as a conditional use permit, occupancy by more than 4 unrelated individuals in a residential unit. Occupancy by more than 5 unrelated individuals in a residential unit requires a conditional use permit and proof that the property meets the State of Wisconsin Rental Unit Efficiency Standards.

25. 19.21.020(c) The ordinance added, as a permitted use in the R-3 Multi-family Residence District, multi-family dwellings and attached dwellings up to 4 units per building, and home occupation/professional home offices for non-retail goods and services for businesses that do not require customer access.
26. 19.21.030 The ordinance added a conditional use in the R-3 District that allows for conversions of existing structures resulting in more than 4 dwelling units and conversion of existing units with less than 5 bedrooms to 5 or more bedrooms and dwelling units with 6 or more unrelated occupants. The ordinance further added a conditional use for home occupation/professional home offices for retail goods and services for businesses requiring customer access.
27. 19.21.060 The ordinance provided that not more than 40% of a front, side or rear yard in an R-3 Residential District may be an impervious surface.
28. 19.21.080 The ordinance amended the building height limit in the R-3 District to provide that the maximum building height is also subject to fire safety limitations and the building height may be increased by a conditional use permit.
29. Chapter 19.22 created an R-3A University Residential Density Overlay District. The new overlay district allows, as a permitted use, multi-family buildings (new construction) with up to 16 units. More than 16 units to 32 units per building may be requested as a conditional use. The chapter also provides minimum lot areas for the district.
30. 19.27.020 The ordinance added computer or software sales and service; new residential uses meeting the standards of the R-3 District when mixed with permitted uses in a unified project, and light assembly uses including electronics, pottery, printing, contractor shops (heating, electrical, plumbing, general contracting) provided that there are no significant environmental emissions (order and waste) as permitted uses in the B-1 Community Business District.
31. 19.27.030 The ordinance added automobile and small engine vehicle sales or rental facilities, including incidental repair and service within the principal building, as a conditional use in the B-1 District.
32. 19.27.050 The ordinance reduced the minimum lot width in the B-1 Business District from 60 feet to 50 feet.
33. 19.27.060 The ordinance reduced the front and street side yard requirements from 30 feet to 15 feet in the B-1 Community Business District.
34. 19.27.070 The ordinance amended the lot coverage maximum in the B-1 District from 50% to provide that there is no maximum percentage of lot coverage restriction for buildings in the district.
35. 19.27.080 The ordinance amended the building maximum height section to provide that the maximum height in a B-1 District is 5 stories or 100 feet, whichever is greater, with the exception that the maximum building height is 3 stories within 100 feet of a residential use or a property zoned as a residential district.

36. Chapter 19.28 B-1A University Mixed Use Neighborhood Overlay District - Chapter 19.28 is a newly created chapter which allows, in addition to the permitted and conditional uses for B-1, a multi-family residential building or a mixed use building (a) with up to 12 residential units (new construction) as a permitted use, and (b) more than 12 residential units per building and up to 24 residential units per building as a conditional use. More than 24 residential units per building are not allowed in the district. Residential units shall be limited to no more than 4 bedrooms and have a minimum of 2 bathrooms.
37. 19.30.020 The ordinance added computer sales and service and retail office supply stores as permitted uses in the B-2 Central Business District.
38. 19.31 The ordinance created Chapter 19.31 B-2A Downtown Housing Overlay District, which is an overlay district that allows multi-family buildings up to 4 units per building (new construction) as a permitted use provided that the units shall be limited to no more than 4 bedrooms, have a minimum of 2 bathrooms, and have individual entries.
39. 19.33.030 The ordinance added light manufacturing and retail uses as a conditional use in the B-3 Highway Commercial and Light Industrial District.
40. 19.33.060 The ordinance reduced the front yard setback from thirty to 15 feet and the rear yard setback from thirty to 20 feet in the B-3 District.
41. 19.33.070 The ordinance amended the lot coverage regulations in the B-3 District to provide that there is no restriction for maximum percentage of lot coverage.
42. 19.33.080 The ordinance amended the building height restriction in the B-3 District from 3 stories or 45 feet to 5 stories or 100 feet, whichever is greater.
43. 19.36.030 The ordinance added salvage yards and day care facilities as conditional uses in the M-1 General Manufacturing District.
44. 19.36.070 The ordinance changed the maximum lot coverage percentage in the M-1 District from 50% to no maximum restriction.
45. 19.36.080 The ordinance increased the maximum building height in the M-1 District to 100 feet, except where located within 100 feet of a residential property.
46. 19.36.100 and 19.37.100 The ordinance provides that the architectural review of buildings in the M-1 and M-2 Districts shall be performed by the Community Development Authority as opposed to the Plan and Architectural Review Commission.

47. 19.37.070 The ordinance changed the maximum lot coverage in the M-2 Manufacturing and Miscellaneous Use District from 50% to no maximum percentage lot coverage restriction.
48. 19.37.080 The ordinance changed the maximum building height in the M-2 District from 3 stories or 45 feet to 100 feet, excepting properties within 100 feet of residential districts.
49. 19.38.090 The ordinance changed the minimum landscape surface area from 30% to no maximum percentage lot coverage regulation in the Whitewater University Technology Park District (WUTP District).
50. 19.38.100 The ordinance changed the maximum building height in the WUTP District from 4 stories or 60 feet to 100 feet.
51. 19.39 The ordinance renamed the Planned Community Development District (PCD) to a Planned Development District (PD District) and changed some of the regulations and requirements in the district. It also eliminated 19.39.055 which was the Design Standards for Traditional Neighborhood Developments ordinance section.
52. 19.485 The ordinance changed some of the regulations concerning large retail and commercial service development standards.
53. 19.51.180E. The ordinance provides that the Neighborhood Services Manager may issue a permit to a person with a disability allowing a boat 25 feet or less in length and a boat trailer to be parked in the front driveway of their residence from April through November.
54. 19.51.130 The ordinance revised the number of parking stalls required for three, four and greater than 4 bedroom residential units.
55. 19.51.040 The ordinance provided that all areas intended to be used as a driveway shall be surfaced with materials to control dust and drainage.
56. 19.51.050 The ordinance provided that all areas intended to be utilized for parking shall be surfaced with Bituminous, concrete, or pavers.
57. 19.51.110 The ordinance revised the parking surface requirements for off street parking areas.
58. 19.75.061 The ordinance created a new section titled Zoning Administrator Inspection of Properties for Occupancy Compliance – City Attorney Duties. This ordinance amendment provides for procedures related to inspection of properties for compliance with occupancy regulations.
59. 19.75.080 The ordinance provides additions and changes concerning enforcement of violations and the regulations regarding unlawful activities related to Title 19 in the City of Whitewater.

The full text of the ordinance may be viewed or obtained from the City of Whitewater City Clerk Michele Smith (Phone number 262-473-0102) at the Municipal Building, 312 West Whitewater Street, Whitewater, Wisconsin, 53190, and may be viewed on the City of Whitewater website <http://www.whitewater-wi.gov>.

Michele R. Smith, City Clerk

SECOND READING OF AMENDMENT TO ZONING CODE FOR WHITEWATER STREET PROPERTIES-WATER'S EDGE SOUTH, TAX PARCELS /WESC1 THROUGH /WESC48, IMPOSING RESIDENTIAL OVERLAY ZONING.

SECOND READING OF AN ORDINANCE IMPOSING THE NON-FAMILY RESIDENTIAL OVERLAY DISTRICT ZONING CLASSIFICATION FOR CERTAIN PROPERTY IN THE CITY OF WHITEWATER

The Common Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin, do, pursuant to Municipal Code Section 19.69, hereby impose the Non-Family Residential Overlay District Zoning classification on the below properties:

SECTION 1: The Non-Family Residential Overlay District, Section 19.25, is hereby imposed upon the following described properties:

<u>Address</u>	<u>Tax ID#</u>
302 E. Amber Drive	WESC 00029
306 E. Amber Drive	WESC 00030
310 E. Amber Drive	WESC 00031
312 E. Amber Drive	WESC 00032
328 E. Amber Drive	WESC 00033
332 E. Amber Drive	WESC 00034
336 E. Amber Drive	WESC 00035
340 E. Amber Drive	WESC 00036
621 S. Darcy Lane	WESC 00021
625 S. Darcy Lane	WESC 00022
631 S. Darcy Lane	WESC 00023
635 S. Darcy Lane	WESC 00024
641 S. Darcy Lane	WESC 00025
645 S. Darcy Lane	WESC 00026
651 S. Darcy Lane	WESC 00027
655 S. Darcy Lane	WESC 00028
621 S. Waters Edge Dr.	WESC 00048
622 S. Waters Edge Dr.	WESC 00018
623 S. Waters Edge Dr.	WESC 00047
625 S. Waters Edge Dr.	WESC 00046
626 S. Waters Edge Dr.	WESC 00017
627 S. Waters Edge Dr.	WESC 00045
636 S. Waters Edge Dr.	WESC 00016
638 S. Waters Edge Dr.	WESC 00015
640 S. Waters Edge Dr.	WESC 00014
642 S. Waters Edge Dr.	WESC 00013
644 S. Waters Edge Dr.	WESC 00012
648 S. Waters Edge Dr.	WESC 00011
650 S. Waters Edge Dr.	WESC 00010
652 S. Waters Edge Dr.	WESC 00009

654 S. Waters Edge Dr.	WESC 00008
658 S. Waters Edge Dr.	WESC 00007
660 S. Waters Edge Dr.	WESC 00006
664 S. Waters Edge Dr.	WESC 00005
674 S. Waters Edge Dr.	WESC 00004
680 S. Waters Edge Dr.	WESC 00003
684 S. Waters Edge Dr.	WESC 00002
688 S. Waters Edge Dr.	WESC 00001
S. Waters Edge Dr.	WESC 00019
S. Waters Edge Dr.	WESC 00020
S. Waters Edge Dr.	WESC 00037
S. Waters Edge Dr.	WESC 00038
S. Waters Edge Dr.	WESC 00039
S. Waters Edge Dr.	WESC 00040
S. Waters Edge Dr.	WESC 00041
S. Waters Edge Dr.	WESC 00042
S. Waters Edge Dr.	WESC 00043
S. Waters Edge Dr.	WESC 00044
S. Waters Edge Dr.	WESC 00045
S. Waters Edge Dr.	WESC 00046
S. Waters Edge Dr.	WESC 00047
S. Waters Edge Dr.	WESC 00048

SECTION 2: This zoning is imposed on the residential condominium unit only and not on the common elements.

SECTION 3: The official zoning map of the City of Whitewater is hereby amended to show the above action.

SECTION 4: This ordinance shall take effect upon passage and publication as provided by law.

Ordinance introduced by Councilmember Kidd, who moved its adoption. Seconded by Councilmember Binnie. AYES: Binnie, Kidd, Singer, Winship, Frawley. NOES: Abbott, Bregant.. ABSENT: None. ADOPTED: May 20, 2014.

Cameron L. Clapper, City Manager

Michele R. Smith, City Clerk

WHITEWATER AQUATIC CENTER (“WAC”) ANNUAL REPORT. Board Chair Steve Ryan stated that the aquatic center is governed by a volunteer board consisting of nine members from the City, School District and the community, and is run as a 501(c)3 organization. The center has three full time employees and 33 part time employees. There are currently 807 member contracts with the aquatic center and the center averages 2,100 day passes per month. Since taking the facility over from Mercy Health Care six years ago, the facility has gone from a \$289,000 annual loss to a \$100,000 loss in the first year, and is now breaking even each year since. The largest expense for the Aquatic Center is \$250,000 per year in utilities. Energy usage has consistently gone down, although prices have gone up. UV water treatment for the facility has been in use for an entire year. This has lowered the use of chlorine in the water and also reduced chloramines in the air. Outside air exchange has been cut from 50% to 15%, resulting in a decrease of gas and electric usage. Deep cleaning and repair was completed in August of 2013. New LED lighting was installed in the fitness center for a considerable savings on electricity. Over 400 students will be taking swimming lessons during Summer school this summer. The facility is now 13 years old and has shown that it can succeed. The contract with the City is for 15 years, and discussion has begun between the School District, City and Aquatic Center to make a plan for the future.

WHITEWATER AQUATIC CENTER (“WAC”) REQUEST FOR \$72,000 CONTRIBUTION TOWARDS HVAC IMPROVEMENTS.

City Manager Clapper referenced future needs of the aquatic center, including HVAC controls replacement along with domestic water heat and piping for the locker rooms. Aquatic Center Manager Paula Malone added that this is the final phase of the energy upgrade for the aquatic center. In response to Councilmember Binnie’s question concerning funding from the school district, Malone stated that the school is replacing the lights in the fitness center and outside of the building for at an approximate cost of \$20,000. Malone also stated that with HVAC controls replacement, the heating and air conditioning will be automatically controlled. Councilmember Kidd suggested that a plan for the next number of years be established before council approves individual requests. Council will be discussing Capital Improvement Plan projects at their next meeting on June 3.

WASTEWATER TREATMENT PLANT PROJECT UPDATE. Tim Reel, Wastewater Superintendent, gave an update on the Sanitary Sewer Maintenance plan (SSMP), City Collection System projects, Digester Biogas Feasibility Study and facility planning.

AUTHORIZING PURCHASE OF SANITARY SEWER SLIP LINING SERVICES. Wastewater Treatment Plant Superintendent Reel introduced sewer slip lining services as an alternative to digging up sanitary sewer lines for repair. This product can be used effectively in lines that are relatively straight and free of intrusions for a 50-60% cost savings. The life of the slip lining should be 50 years. The line that is being considered for this treatment is between Whiton and Summit Streets. It was moved by Binnie, and seconded by Winship to approve purchase of sanitary sewer slip lining services from Visu-Sewer of Pewaukee at a cost not to exceed \$20,494. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None.

2015 BUDGET AND STRATEGIC PLAN. City Manager Clapper referenced the budget timeline that was included in the council packet. Clapper also indicated that CVMIC representative Rick Bayer will be able to act as facilitator for a strategic planning meeting with staff and common council members. July 1 was the proposed Strategic Plan / Retreat date, and it was agreed that discussion of the strategic plan be the only item on that evening’s council agenda.

FUTURE AGENDA ITEMS. Councilmember Kidd suggested creating a city task force to evaluate parking and a task force to address stormwater issues.

ADJOURNMENT. It was moved by Singer and seconded by Winship to adjourn the meeting to Closed Session, not to reconvene, per Wisconsin Statutes 19.85(1)(e): “Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session.” Item to be discussed: Possible sale of real estate at Jefferson Street/Starin Road. AYES: Binnie, Kidd, Abbott, Singer, Winship, Bregant, Frawley. NOES: None. ABSENT: None. The regular portion of the meeting adjourned at 9:35 p.m.

Respectfully submitted,

Michele R. Smith, City Clerk