

RESOLUTION NO. 2020-07

RESOLUTION AUTHORIZING THE
ISSUANCE AND SALE OF \$4,020,000 TAXABLE
(CONVERTIBLE TO TAX-EXEMPT)
GENERAL OBLIGATION REFUNDING BONDS

WHEREAS, the Common Council hereby finds and determines that it is necessary, desirable and in the best interest of the City of Milton, Rock County, Wisconsin (the "City") to raise funds to pay the cost of refunding (a) the 2022 through 2031 maturities of the General Obligation Building Bonds, Series 2011B, dated April 26, 2011 (the "2011 Bonds"); (b) the 2025 through 2033 maturities of the General Obligation Corporate Purpose Bonds, Series 2013A, dated September 12, 2013 (the "2013 Bonds"); and (c) the General Obligation Promissory Notes, dated May 1, 2019 (the "2019 Notes") (collectively, the "Refunded Obligations") (hereinafter the refinancing of the 2011 Bonds and the 2013 Bonds shall be referred to as the "Advance Refunding" and, with the refinancing of the 2019 Notes, the "Refunding");

WHEREAS, the Common Council deems it to be necessary, desirable and in the best interest of the City to refund the Refunded Obligations for the purpose of achieving debt service savings;

WHEREAS, the City is authorized by the provisions of Section 67.04, Wisconsin Statutes, to borrow money and issue general obligation refunding bonds to refinance its outstanding obligations;

WHEREAS, due to certain provisions contained in the Internal Revenue Code of 1986, as amended (the "Code"), it is necessary to issue such general obligation refunding bonds (the "Bonds") on a taxable basis, while also maintaining the ability to convert the Bonds into tax-exempt obligations when and if permitted under the Code;

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

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

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

Section 1. Authorization and Sale of the Bonds. For the purpose of paying the cost of the Refunding, there shall be borrowed pursuant to Section 67.04, Wisconsin Statutes, the principal sum of FOUR MILLION TWENTY THOUSAND DOLLARS (\$4,020,000) from the Purchaser in accordance with the terms and conditions of the Proposal. The Proposal is hereby accepted and the Mayor and City Clerk or other appropriate officers of the City are authorized and directed to execute an acceptance of the Proposal on behalf of the City. To evidence the obligation of the City, the Mayor and City Clerk are hereby authorized, empowered and directed

to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the City, the Bonds aggregating the principal amount of FOUR MILLION TWENTY THOUSAND DOLLARS (\$4,020,000) for the sum set forth on the Proposal, plus accrued interest to the date of delivery.

Section 2. Terms of the Bonds. The Bonds shall be initially designated "Taxable General Obligation Refunding Bonds"; shall be issued in the aggregate principal amount of \$4,020,000; shall be dated the date of issuance; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; shall bear interest at the rates per annum set forth on the Proposal (subject to change upon Conversion as set forth in Section 4 below); and mature on February 1 of each year, in the years and principal amounts as set forth on the Proposal. Interest shall be payable semi-annually on February 1 and August 1 of each year commencing on August 1, 2020. 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 B-1 and incorporated herein by this reference (the "Schedule"). The Schedule is subject to change upon Conversion (hereinafter defined) pursuant to Section 4 below.

Section 3. Redemption Provisions. The Bonds are subject to redemption prior to maturity, at the option of the City, on any date. 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, at the principal amount thereof, plus accrued interest to the date of redemption. Before the redemption of the Bonds, unless waived by the registered owner, the City shall give notice of such redemption by registered or certified mail at least thirty (30) days prior to the date fixed for redemption to the Purchaser or registered owner of each Bond to be redeemed, in whole or in part, at the address shown on the registration books.

Section 4. Conversion. Upon satisfaction of the conditions set forth in this Section 4, the Bonds shall become tax-exempt obligations and the interest thereon shall be excluded from the gross income of the holders thereof for federal income tax purposes ("Conversion"). In the event a Conversion were to take place, interest on the Bonds would become payable at the rates per annum set forth on the schedule attached hereto as Exhibit B-2 (the "Tax-Exempt Schedule") and incorporated herein by this reference. If all conditions precedent set forth in this Section 4 are not satisfied there will be no Conversion and the Bonds will continue to bear interest at the rates set forth in the Schedule and the interest thereon will continue to be included in the gross income of the holders thereof for federal income tax purposes. Prior to and in order to effectuate a Conversion the following conditions must be satisfied:

(i) No later than 30 days prior to the date on which the Conversion is intended to take effect, the City shall provide written notice to the Purchaser, Robert W. Baird & Co. Incorporated, and a counsel acceptable to the City whose legal opinions on municipal bond issues are nationally recognized ("Bond Counsel") that it intends to satisfy the conditions for a Conversion.

(ii) The City shall deliver to the Purchaser a Tax Exemption Certificate prepared by Bond Counsel and the City shall have delivered all other documents required for Bond

Counsel to complete such Tax Exemption Certificate evidencing satisfaction of the requirements for interest on the Bonds to be excludable from gross income of the holders thereof for federal income tax purposes.

(iii) The City shall provide Bond Counsel all information necessary for Bond Counsel to prepare and timely file an IRS Form 8038-G.

(iv) There shall be delivered to Bond Counsel any other documents required by Bond Counsel in order for Bond Counsel to deliver the opinion set forth in (vi) below.

(v) The Purchaser shall deliver the Bonds to the Fiscal Agent for cancellation in exchange for new Bonds which will reflect the tax-exempt status of the Bonds and the interest rates set forth in the Tax-Exempt Schedule.

(vi) Bond Counsel shall deliver an opinion to the effect that, on and after the date of Conversion, the interest on the Bonds will be excludable from the gross income for the holders thereof for federal income tax purposes pursuant to Section 103 of the Code (such opinion to be addressed to the Purchaser or Bond Counsel shall deliver a reliance letter to the Purchaser).

Upon satisfaction of the foregoing, there shall be a Conversion and the Bonds will be tax-exempt obligations and shall be payable at the rates set forth in the Tax-Exempt Schedule, provided, however, that no Conversion shall occur prior to December 1, 2022, unless a change in the Code would permit a Conversion of the Bonds on an earlier date.

Section 5. 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 C and incorporated herein by this reference.

Section 6. 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 2020 through 2032 for the payments due in the years 2020 through 2033 in the amounts set forth on the Schedule. The amount of tax levied in the year 2020 shall be the total amount of debt service on the Bonds in the years 2020 and 2021, provided that the amount of such tax carried onto the tax rolls shall be abated by any amounts appropriated pursuant to subsection (D) below which are applied to payment of interest on the Bonds in the year 2020.

(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 (i) by the amount of any surplus money in the Debt Service Fund Account created below, or (ii) to reflect a reduction in the amount of interest payable on the Bonds in the event a Conversion occurs.

(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.

(D) Appropriation. The City hereby appropriates from amounts levied to pay debt service on the Refunded Obligations or other funds of the City on hand a sum sufficient to be irrevocably deposited in the segregated Debt Service Fund Account created below and used to pay the interest on the Bonds coming due in 2020.

Section 7. 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 Taxable (Convertible to Tax-Exempt) General Obligation Refunding Bonds" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. There shall be deposited into 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 not used for the Refunding 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.

(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 Common Council directs otherwise.

Section 8. Proceeds of the Bonds; Segregated Borrowed Money Fund. The proceeds of the Bonds (the "Bond Proceeds") (other than any premium not used for the Refunding and accrued interest which must be paid at the time of the delivery of the Bonds into the Debt Service Fund Account created above) shall be deposited into a special fund (the "Borrowed Money Fund") separate and distinct from all other funds of the City and disbursed solely for the purpose or purposes for which borrowed. In order to accomplish the purpose for which the Bonds are issued, proceeds of the Bonds shall be transferred to the Escrow Account, as provided in Section 14 below, or applied to the redemption of the 2019 Notes as provided in Section 18 below. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the 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 purpose(s) shall be deposited in the Debt Service Fund Account.

Section 9. 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 Mayor and City Clerk, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the City of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the 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 10. 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 City hereby authorizes the

Mayor and City Clerk or other appropriate officers of the City to enter a Fiscal Agency Agreement between the City and the Fiscal Agent. Such contract may provide, among other things, for the performance by the Fiscal Agent of the functions listed in Wis. Stats. Sec. 67.10(2)(a) to (j), where applicable, with respect to the Bonds.

Section 11. 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 Mayor 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 Mayor and City Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

Section 12. Record Date. The 15th day of the 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 13. Continuing Disclosure. The continuing disclosure requirements of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule") are not applicable to the Bonds because the Purchaser will covenant that it will hold and not make a primary offering of the Bonds, or otherwise will establish an exception to the Rule relating to the Bonds.

Section 14. Escrow Agent; Escrow Agreement; Escrow Account. Associated Trust Company, Green Bay, Wisconsin, is hereby appointed escrow agent for the City, for the purpose of ensuring the payment of the principal of and interest on the 2011 Bonds and the 2013 Bonds (the "Escrow Agent").

The Mayor and City Clerk, or other appropriate officers of the City, are hereby authorized and directed to execute an escrow agreement (the "Escrow Agreement") with the Escrow Agent, for the purpose of effectuating the provisions of this Resolution.

The Bond Proceeds allocable to refunding the 2011 Bonds and the 2013 Bonds shall be deposited in a refunding escrow account which is hereby created with the Escrow Agent,

pursuant to the Escrow Agreement, for the purpose of retaining the required amount of cash, if any, and acquiring the United States obligations provided for in the Escrow Agreement.

Upon transfer of the Bond Proceeds and any other necessary funds allocable to the Advance Refunding to the Escrow Account, the taxes heretofore levied to pay debt service on the 2011 Bonds and 2013 Bonds shall be abated to the extent such transfer together with investment earnings thereon is sufficient to pay the principal of and interest on the 2011 Bonds and the 2013 Bonds, but such abatement shall not affect the City's pledge of its full faith, credit and resources to make such payments. The refunding escrow account created by the Escrow Agreement shall hereinafter serve as the debt service (or sinking) fund account for the 2011 Bonds and the 2013 Bonds. The Escrow Agent shall serve as custodian of said debt service (or sinking) funds.

Section 15. SLGs Subscriptions. The Escrow Agent and appropriate officers and agents of the City are authorized to submit subscriptions for United States Treasury Securities - State and Local Government Series and to purchase other U.S. government securities on behalf of the City in such amount as is necessary in order to carry out the Advance Refunding.

Section 16. Redemption of the 2011 Bonds. The 2011 Bonds are hereby called for prior payment and redemption on April 1, 2021 at a price of par plus accrued interest to the date of redemption.

The City hereby directs the City Clerk to work with the Escrow Agent to cause timely notice of redemption, in substantially the form to be attached to the Escrow Agreement, to be provided at the times, to the parties and in the manner set forth on the notice. Any and all actions heretofore taken by the officers and agents of the City to effectuate the redemption of the 2011 Bonds are hereby ratified and approved.

Section 17. Redemption of the 2013 Bonds. The 2013 Bonds are hereby called for prior payment and redemption on March 1, 2023 at a price of par plus accrued interest to the date of redemption.

The City hereby directs the City Clerk to work with the Escrow Agent to cause timely notice of redemption, in substantially the form to be attached to the Escrow Agreement, to be provided at the times, to the parties and in the manner set forth on the notice. Any and all actions heretofore taken by the officers and agents of the City to effectuate the redemption of the 2013 Bonds are hereby ratified and approved.

Section 18. Redemption of the 2019 Notes. The 2019 Notes are hereby called for prior payment and redemption on April 22, 2020 or as soon as practicable thereafter at a price of par plus accrued interest to the date of redemption.

The City hereby directs the City Clerk to work with the Purchaser to cause sufficient and timely notice of redemption to be provided.

Section 19. 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 20. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the Common Council or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded April 8, 2020.

Anissa Welch
Mayor

ATTEST:

Leanne Schroeder
City Clerk

(SEAL)

EXHIBIT A

Private Placement Memorandum

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

(See Attached)

Preliminary Private Placement Memorandum dated March 30, 2020

CITY OF MILTON (the "City") Rock County, Wisconsin

\$4,020,000* Taxable (Convertible to Tax-Exempt) General Obligation Refunding Bonds (the "Bonds")

Par Amount: \$4,020,000*.
Award Date: Wednesday, April 8, 2020.
Dated Date/Closing Date: Wednesday, April 22, 2020.

**Taxable Maturity Structure:
(Serial Maturities)**

(February 1)	Amount*	Rate	CUSIP ⁽¹⁾ Base 602187
2021	\$80,000	2.19%	
2022	155,000	2.27	
2023	285,000	2.35	
2024	440,000	2.41	
2025	450,000	2.47	
2026	465,000	2.53	
2027	475,000	2.62	
2028	490,000	2.66	
2029	295,000	2.71	
2030	290,000	2.78	
2031	300,000	2.85	
2032	145,000	2.93	
2033	150,000	2.99	

⁽¹⁾CUSIP® is a registered trademark of the American Bankers Association. CUSIP Global Services (CGS) is managed on behalf of S&P Global Market Intelligence. Copyright© 2020 CUSIP Global Services. All rights reserved. CUSIP® data herein is provided by CUSIP Global Services. This data is not intended to create a database and does not serve in any way as a substitute for services provided by CGS. CUSIP® numbers are provided for convenience of reference only. None of the City, the Placement Agent (defined herein), the Purchaser (defined herein) or their agents or counsel assume responsibility for the accuracy of such numbers.

Conversion: Subject to the satisfaction of certain conditions precedent as detailed in Section 4 of the Award Resolution (the "Conversion Conditions") the Bonds will be eligible to be converted into tax-exempt obligations and the interest thereon will be excludable from gross income and will not be an item of tax preference for federal income tax purposes as of the date of said conversion. Assuming satisfaction of the Conversion Conditions, the Bonds will be eligible to be converted at the option of the City on December 1, 2022 (or on an earlier date in the event of a change in the federal tax code which would permit the Bonds to be issued on a tax-exempt basis as of such date). If a conversion takes place, the Bonds shall be cancelled and exchanged for new Bonds bearing interest at the following rates:

*Preliminary, subject to change.

**Tax-Exempt Maturity Structure:
(Serial Maturities)**

(February 1)	Amount*	Rate
2021	\$80,000	1.73%
2022	155,000	1.80
2023	285,000	1.86
2024	440,000	1.90
2025	450,000	1.95
2026	465,000	2.00
2027	475,000	2.07
2028	490,000	2.11
2029	295,000	2.14
2030	290,000	2.20
2031	300,000	2.25
2032	145,000	2.32
2033	150,000	2.36

**Preliminary, subject to change.*

Interest Due: Commencing August 1, 2020 and on each February 1 and August 1 thereafter. Interest on the Bonds will be computed on the basis of a 30-day month and 360-day year.

Purchase Price: Par.

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

Security: The Bonds are being issued pursuant to Chapter 67 of the Wisconsin Statutes. The Bonds will be general obligations of the City for which its full faith and credit and taxing powers are pledged which taxes may, under current law, be levied without limitation as to rate or amount.

Purpose: A portion of the proceeds from the sale of the Bonds will be used for the purpose of advance refunding certain outstanding obligations of the City, specifically, the 2022 through 2031 maturities of the \$1,870,000 General Obligation Building Bonds, Series 2011B, dated April 26, 2011 (the "2011B Bonds") and the 2025 through 2033 maturities of the \$1,940,000 General Obligation Corporate Purpose Bonds, Series 2013A, dated September 12, 2013 (the "2013A Bonds").

The remaining portion of the proceeds from the sale of the Bonds will be used for the purpose of current refunding certain outstanding obligations of the City, specifically, the 2021 through 2028 maturities of the \$1,225,000 General Obligation Promissory Notes, dated May 1, 2019 (the "Notes").

The 2011B Bonds will be refunded on their optional redemption date of April 1, 2021 at par. A portion of the proceeds of the Bonds will be irrevocably deposited in an escrow account, invested in U.S. Government Securities and used to advance refund the 2022 through 2031 maturities of the 2011B Bonds.

The 2013A Bonds will be refunded on their optional redemption date of March 1, 2023 at par. A portion of the proceeds of the Bonds will be irrevocably deposited in an escrow account, invested in U.S. Government Securities and used to advance refund the 2025 through 2033 maturities of the 2013A Bonds.

The Notes will be refunded on or about April 22, 2020. A portion of the Bonds will be deposited in a segregated account and used to current refund the Notes.

Tax Status: Under existing law, unless a conversion were to take place, interest on the Bonds is included in gross income. Interest on the Bonds is not exempt from present Wisconsin income or franchise taxes.

Authorization:

The Bonds will be issued pursuant to the provisions of Chapter 67 of the Wisconsin Statutes and the resolution to be adopted on April 8, 2020 (the "Award Resolution"). The Award Resolution pledges the full faith, credit and resources of the City to payments of the principal and interest on the Bonds. Pursuant to the Award Resolution, the amount of direct, annual, irrevocable taxes levied for collection in the years 2020 through 2033 which will be sufficient to meet the principal and interest payments on the Bonds when due will be specified (or monies to pay such debt service will otherwise be appropriated). The Award Resolution establishes separate and distinct from all other funds of the City a debt service fund with respect to payment of principal and interest on the Bonds.

Type of Bond:

Typewritten bond. (Not DTC eligible)

The Bonds will mature serially, with principal payable in the amounts and on the dates provided for under "Maturity Structure" above.

Paying/Escrow Agent:

Associated Trust Company, National Association, Green Bay, Wisconsin.

Population

	<u>Rock County</u>	<u>City of Milton</u>
Estimate, 2019	160,444	5,540
Estimate, 2018	160,349	5,546
Estimate, 2017	159,372	5,493
Estimate, 2016	159,886	5,519
Census, 2010	160,331	5,546

Source: Wisconsin Department of Administration, Demographic Services Center.

Largest Employers

<u>Employer</u>	<u>Type of Business</u>	<u>Number of Employees</u>
Milton School District	Elementary & Secondary Education	650
Freedom Graphics	Printed material and direct mail	275
Charter NEX	Plastics manufacturer	193
Diamond Assets	Tech manufacturer	120
Ott Schweitzer Distributing	Beer and ale wholesale	80
The City	Municipal government & services	64
SSI	Automotive manufacturer	63
Piggly Wiggly	Grocers - retail	56
Riteway Bus Service	School buses and motor coaches	53
Handy Art	Paint manufacturer	43

Source: The City.

Largest Taxpayers

Taxpayer Name	Type of Business	2019 Assessed Valuation	2019 Equalized Valuation ⁽¹⁾
New England Extrusion	Plastics manufacturer	\$8,146,700	\$8,719,247
United Ethanol	Ethanol manufacturer	7,360,000	7,877,258
FGS-Wi	Paper manufacturer	7,041,000	7,535,839
Milton Meadowridge LLC	Multi-family dwellings	6,557,000	7,017,823
Diamond Assets	Tech manufacturer	4,636,800	4,962,672
B&S Real Estate Holdings	Beverage distributor/logistics	4,355,000	4,661,068
Cargill	Agricultural feed manufacturer	3,673,900	3,932,100
Putman Parkway I Corp.	Automotive manufacturer	3,539,900	3,788,683
Sunset-Jones Apartments	Multi-family dwellings	3,427,000	3,667,848
Tomah Products	Chemicals manufacturer	2,217,600	2,373,452
	TOTAL	\$50,954,900	\$54,535,989

The above taxpayers represent 12.76% of the City's 2019 Equalized Value (TID IN) (\$427,445,300).

⁽¹⁾Source: Assessed Valuations provided by the City's contracted Assessor. Equalized Valuations were calculated using the Aggregate Ratio.

Set forth in the table below is a comparison of the outstanding indebtedness of the City, as of the closing date of the Bonds and net of the portion of the 2011B, 2013A and the Notes being refunded, as a percentage of the applicable debt limit.

Equalized Valuation (2019) as certified by Wisconsin Department of Revenue	\$427,445,300
Legal Debt Percentage Allowed	<u>5.00%</u>
Legal Debt Limit	\$21,372,265
Debt Outstanding (Including the Bonds)*	<u>\$10,060,000</u>
Unused Margin of Indebtedness*	\$11,312,265
Percent of Legal Debt Incurred*	47.07%
Percentage of Legal Debt Available*	52.93%

*Preliminary, subject to change.

Global Health Emergency Risk:

Impact of the Spread of COVID-19

In late 2019, a novel strain of coronavirus (COVID-19) emerged in Wuhan, Hubei Province, China. COVID-19 has spread throughout the world, including to the United States, resulting in the World Health Organization proclaiming COVID-19 to be a pandemic and President Trump declaring a national emergency. In response to the spread of COVID-19, the United States government, state governments, local governments and private industries have taken measures to limit social interactions in an effort to limit the spread of COVID-19. On March 25, 2020, Wisconsin Governor Tony Evers' "safer-at-home" order went into effect, which orders the closure of all non-essential business and operations until April 24, 2020. In addition, the deadline for payment of State income taxes was extended to match the federal deadline of July 15, 2020.

The effects of the spread of COVID-19 and the government and private responses to the spread continue to rapidly evolve. COVID-19 has caused significant disruptions to the global, national and State economy. The extent to which the coronavirus impacts the City and its financial condition will depend on future developments, which are highly uncertain and cannot be predicted by the City, including the duration of the outbreak and measures taken to address the outbreak.

Legal Opinion:

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Phone: (414) 277-5430
E-mail: Jacob.lichter@quarles.com

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

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

Exemption from Continuing Disclosure:

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

Mathematical Verification:

Causey Demgen & Moore P.C., Denver, Colorado, a firm of independent certified public accountants, upon delivery of the Bonds, will deliver to the City its verification report indicating that it has verified, in accordance with standards established by the American Institute of Certified Public Accountants, the mathematical accuracy of computations prepared by Robert W. Baird & Co. Incorporated relating to the sufficiency of the anticipated receipts from the U.S. Treasury Obligations, together with the initial cash deposit, if any, to pay, when due, the principal, interest and early redemption premium requirements, if any, of the advance refunded obligations.

The report of Causey Demgen & Moore P.C. will include the statement that the scope of their engagement was limited to verifying the mathematical accuracy of the computations contained in such schedules provided to them and that they have no obligation to update their report because of events occurring, or data or information coming to their attention, subsequent to the date of their report.

Issuer Contact:

Mr. Dan Nelson, Finance Director
Phone: (608) 868-6900
E-mail: dnelson@milton-wi.gov

Issuer Tax ID:

39-6006322.

Placement Agent:

Mr. Brad Viegut, Robert W. Baird & Co. Incorporated
Phone: (414) 298-7540
E-mail: bviegut@rwbaird.com

Mr. Jordan Masnica, Robert W. Baird & Co. Incorporated
Phone: (414) 298-7501
E-mail: jmasnica@rwbaird.com

Purchaser: Zions Bancorporation, N.A.

Signature & Date:

 _____ 3/30/2020
Jonathan Baker Date

City: City of Milton, Wisconsin.

Signatures & Date:

_____ April 8, 2020
Mayor Date

_____ April 8, 2020
City Clerk Date

EXHIBIT B-1

Debt Service Schedule and Irrepealable Tax Levies

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

(See Attached)



BOND DEBT SERVICE

City of Milton
Taxable (Convertible to Tax-Exempt) General Obligation Refunding Bonds - FINAL
Callable Anytime With 30 Days Notice
Convertible 12/1/2022
Zions Bancorporation, N.A.

Dated Date 04/22/2020
Delivery Date 04/22/2020

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
04/22/2020					
08/01/2020			28,674.39	28,674.39	
12/01/2020					28,674.39
02/01/2021	80,000	2.190%	52,135.25	132,135.25	
08/01/2021			51,259.25	51,259.25	
12/01/2021					183,394.50
02/01/2022	155,000	2.270%	51,259.25	206,259.25	
08/01/2022			49,500.00	49,500.00	
12/01/2022					255,759.25
02/01/2023	285,000	2.350%	49,500.00	334,500.00	
08/01/2023			46,151.25	46,151.25	
12/01/2023					380,651.25
02/01/2024	440,000	2.410%	46,151.25	486,151.25	
08/01/2024			40,849.25	40,849.25	
12/01/2024					527,000.50
02/01/2025	450,000	2.470%	40,849.25	490,849.25	
08/01/2025			35,291.75	35,291.75	
12/01/2025					526,141.00
02/01/2026	465,000	2.530%	35,291.75	500,291.75	
08/01/2026			29,409.50	29,409.50	
12/01/2026					529,701.25
02/01/2027	475,000	2.620%	29,409.50	504,409.50	
08/01/2027			23,187.00	23,187.00	
12/01/2027					527,596.50
02/01/2028	490,000	2.660%	23,187.00	513,187.00	
08/01/2028			16,670.00	16,670.00	
12/01/2028					529,857.00
02/01/2029	295,000	2.710%	16,670.00	311,670.00	
08/01/2029			12,672.75	12,672.75	
12/01/2029					324,342.75
02/01/2030	290,000	2.780%	12,672.75	302,672.75	
08/01/2030			8,641.75	8,641.75	
12/01/2030					311,314.50
02/01/2031	300,000	2.850%	8,641.75	308,641.75	
08/01/2031			4,366.75	4,366.75	
12/01/2031					313,008.50
02/01/2032	145,000	2.930%	4,366.75	149,366.75	
08/01/2032			2,242.50	2,242.50	
12/01/2032					151,609.25
02/01/2033	150,000	2.990%	2,242.50	152,242.50	
12/01/2033					152,242.50
	4,020,000		721,293.14	4,741,293.14	4,741,293.14

EXHIBIT B-2

Interest Rates Upon a Conversion

(February 1)	Rate
2021	1.73%
2022	1.80
2023	1.86
2024	1.90
2025	1.95
2026	2.00
2027	2.07
2028	2.11
2029	2.14
2030	2.20
2031	2.25
2032	2.32
2033	2.36

EXHIBIT C

(Form of Bond)

REGISTERED	UNITED STATES OF AMERICA	DOLLARS
	STATE OF WISCONSIN	
	ROCK COUNTY	
NO. R-____	CITY OF MILTON	\$_____
	TAXABLE GENERAL OBLIGATION REFUNDING BOND	

MATURITY DATE:	ORIGINAL DATE OF ISSUE:	INTEREST RATE:	CUSIP:
February 1, _____	April 22, 2020	_____%	_____

REGISTERED OWNER: ZIONS BANCORPORATION, N.A.

PRINCIPAL AMOUNT: _____ THOUSAND DOLLARS
(\$ _____)

FOR VALUE RECEIVED, the City of Milton, Rock County, Wisconsin (the "City"), hereby acknowledges itself to owe and promises to pay to the registered owner identified above (or to registered assigns), on the maturity date identified above, the principal amount identified above, and to pay interest thereon at the rate of interest per annum identified above (subject to Conversion as set forth in the Resolution) until such principal amount is fully repaid, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest shall be payable semi-annually on February 1 and August 1 of each year commencing on August 1, 2020 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 by Associated Trust Company, National Association, Green Bay, Wisconsin (the "Fiscal Agent"), on behalf of the City.

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

For the prompt payment of this 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 \$4,020,000, all of which are of like tenor, except as to denomination, interest rate and maturity date, issued by the City pursuant to the provisions of Section 67.04, Wisconsin Statutes, for the public purpose of paying the cost of refunding certain obligations of the City, as authorized by a resolution adopted on April 8, 2020 (the "Resolution"). The Resolution is recorded in the official minutes of the Common Council for said date.

The Bonds are subject to redemption prior to maturity, at the option of the City, on any date. 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, at the principal amount thereof, plus accrued interest to the date of redemption.

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

The Bonds are issued in registered form in the denomination of \$5,000 or any integral multiple thereof. This Bond may be exchanged at the office of the Fiscal Agent for a like aggregate principal amount of Bonds of the same maturity in other authorized denominations.

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

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

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this 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.

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 Milton, Rock County, 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 Mayor and City Clerk; and to be sealed with its official or corporate seal, if any, all as of the original date of issue specified above.

CITY OF MILTON
ROCK COUNTY, WISCONSIN

By: _____
Anissa Welch
Mayor

(SEAL)

By: _____
Leanne Schroeder
City Clerk

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)