



CITY OF WAUWATOSA
7725 WEST NORTH AVENUE
WAUWATOSA, WI 53213
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COMMON COUNCIL
Regular Meeting, Tuesday, November 15, 2011

PRESENT: Alds. Jay, McBride, Meaux, Nikceвич, Organ, Pantuso, Roznowski, Walsh, Wilke, Wilson, Berdan, Birschel, Causier, Donegan, Ewerdt, Hanson -16

ALSO PRESENT: Mr. Archambo, City Administrator; Mr. Kesner, City Attorney; Mr. Porter, Public Works Director; Mr. Ruggini, Finance Director; Fire Chief Ugaste; Police Chief Weber; Ms. Enders, Economic Development Director/Interim Community Development Director; Ms. Aldana, HR Director/Asst. City Attorney; Dr. Kreuser, Health Officer; Mr. Wojcehowicz, Water Utility Supt.; Ms. Ledesma, City Clerk

Mayor Didier in the Chair

The Mayor called the meeting to order at 7:30 p.m.

It was moved by Ald. McBride, seconded by Ald. Organ that the reading of the minutes of the last regular meeting be dispensed with and they be approved as printed. -16

OLD BUSINESS

The following item was held after the public hearing on November 1, 2011:

RESOLUTION R11-170

WHEREAS, a summary of the proposed budget for the year 2012 has been published in the official newspaper of the City on October 13, 2011, together with the notice of public hearing on the proposed budget to be held on November 1, 2011; and

WHEREAS, said public hearing was held at the time and place stated in said notice and opportunity given to everyone present who desired to be heard on the proposed 2012 budget;

NOW, THEREFORE, BE IT RESOLVED, by the Common Council of the City of Wauwatosa THAT pursuant to said hearing as follows:

1. That the departmental balances, if any, in the general appropriations account shall, on December 31, 2011 revert to the Unappropriated General Fund Balance, except for the following:

<u>Account No.</u>	<u>Account Title</u>
113	Youth Commission
114	Historic Preservation Commission
115	Senior Commission
211-5980-015	Restitution – Crime Prevention
211-5980-020	Police-Expenditures from Donations
211-5980-060	Federal Reimbursement Program
211-5980-061	Drug Prevention & Educ. Fund
211-5980-150	Drug Asset Forfeiture
211-5980-155	DCI Task Force Forfeiture
221-5980-015	Fire Expenditures from Donations
223	Fire Equipment Reserve
421-5980-015	Health – Expenditures from Donations
522	July Fourth

2. That there be and there is hereby appropriated for the various City purposes for the year 2011, the amounts as shown in the attached estimated 2011 budget and for the year 2012, the amounts shown in the attached proposed budgets and the Capital Improvement Program as amended by the Budget Committee.

3. That the revenues and expenditures for the Debt Service Fund, Special Revenue Funds, Proprietary Funds, and Insurance Reserve Funds are also approved as amended.

4. That the position distribution be amended to reflect those positions created or abolished by the budget.

5. That the 2012 consolidated fee schedule is hereby approved as recommended by the Budget Committee during the budget review process and made available for public review at the office of the City Clerk,

BE IT FURTHER RESOLVED THAT the sum of \$36,555,123 be and it is hereby levied and assessed upon all of the taxable property, both real and personal, in the City of Wauwatosa, assessed for taxation in said City for the year 2012 for City purposes.

It was moved by Ald. McBride, seconded by Ald. Donegan to approve the foregoing resolution. Roll call vote, Ayes 14, Noes 2 (Jay, Walsh)

APPOINTMENTS BY THE MAYOR

Youth Commission:

(Terms end 8/31/12)

Ald. Jeff Roznowski, 2609 N. 82nd Street
Lois Weber, 2320 N. 69th Street

(Terms end 8/31/13)

Kay Lorenzen, 1517 N. 60th Street

(Terms end 8/31/14)

Peg Broker, 6707 Revere Avenue
Beth Brown, 1949 Forest Street
Bill Brown, 1949 Forest Street
Debbie Dubinski, 7921 Milwaukee Avenue
Ginny Dubinski, 4257 N. 100th Street

(Terms end 8/31/13)
Laura Browne, 611 N. 76th Street
Janet Blair, 2326 N. 89th Street
Andrea Gaines, 969 N. 123rd Street
Andrea Harris, 6931 Cedar Street
Tom Stepp, 2611 N. 86th Street
Sam Benedict, 831 N. 66th Street
Michelle Rotgers, 2527 N. 63rd Street
Anne Vossler Bresnahan, 2545 N. 96th Street

(Term ends 8/31/14)
Robert Dubinski, 7500 Milwaukee Avenue
Regina Erickson, 2650 North 81st Street
Mary Pat Foley, 7500 Milwaukee Avenue
John Stolte, 2530 Lefebber Avenue
Off. Marty Keck, 1700 N. 116th Street
Sgt. Paul Leist, 1700 N. 116th Street
Off. Doug Braun, 1700 N. 116th Street
Chief Barry Weber, 1700 N. 116th Street

Foregoing appointments held as this was the first reading.

Village Business Improvement District Board:

Linda Burg, 7603 W. State Street
Erin McCarthy, 7500 W. State Street
Bob Frederickson, 7615 W. State Street
Jim Plaisted, 7436 Kenwood Avenue
Mark Rowbottom, 7707 Menomonee River Parkway
(Terms end 12/31/14)

Christine Maciejewski, 6700 W. State Street
Bill Robison, 6857 Milwaukee Avenue
Dr. Mark Veth, 7605 Harwood Avenue
(Terms end 12/31/12)

Plan Commission:

Angela Mullooly, 7229 W. Wisconsin Avenue
Michael Goetz, 610 N. Honey Creek Parkway
(Terms end 4/30/14)

It was moved by Ald. Birschel, seconded by Ald. Roznowski
to concur with the foregoing appointments. -16

APPLICATIONS, COMMUNICATIONS, ETC.

1. Email from Richard T. Mannisto, President, Rotary Club of Wauwatosa, opposing the proposed location of six artistic sculptures in the triangle just west of the Rotary Performance Stage
Board of Parks and Forestry Commissioners
2. Southern Wisconsin Regional Planning Commission, Year 2035 Regional Housing Plan for Southeastern Wisconsin
Place on file
3. Wauwatosa Water Utility Statement of Receipts and Disbursements for the period ending Oct. 31, 2011
Place on file
4. Notice of Claim: Wendy Dion, 2201 N. 63rd Street; Siu Lan Moy, 3910 N. 107th Street
City Attorney
5. Financial Statements for the period ending October 31, 2011
Place on file

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT FOR INTRODUCTION

- 1. Amendment to the Design Review ordinance, Chapter 24.54 of the Zoning Code
Re-refer to originating committee

FROM THE BUDGET COMMITTEE

RESOLUTION R-11-171

BE IT RESOLVED, by the Common Council of the City of Wauwatosa, THAT the Water Utility Fund Budget for 2012 is hereby approved.

It was moved by Ald. Walsh, seconded by Causier to approve the foregoing resolution. -16

FROM THE COMMITTEE ON EMPLOYEE RELATIONS

ORDINANCE O-11-15

AN ORDINANCE AMENDING CHAPTER 2.59 OF THE WAUWATOSA CODE OF ORDINANCES RECLASSIFYING THE PAYROLL COORDINATOR FROM PAY GRADE 5 TO PAY GRADE 4.

The Common Council of the City of Wauwatosa does hereby ordain as follows:

Part I. Subsection 2.59.040 within Chapter 2.59 “Pay Grades for Non-represented Employees” as it relates to “FLSA NON-EXEMPT POSITIONS” is hereby amended to reclassify the Payroll Coordinator from Grade 5 to Grade 4.

FLSA NON- EXEMPT POSITIONS	GRADE
Payroll Coordinator	4

Part II. This ordinance amendment shall take effect on and after its date of publication.

Part III. Non-codified provision relating to the reclassification of the Police Municipal Clerk III (payroll clerk). The City hereby resolves to reclassify the Police Municipal Clerk III (payroll clerk) to non-represented Payroll Coordinator which is now classified as Pay Grade 4.

It was moved by Ald. Donegan, seconded by Ald. Berdan to adopt the foregoing ordinance. -16

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT

RESOLUTION R-11-172

WHEREAS, Geoffrey Trenholme, Rocket Baby, LLC, for a Conditional Use in the Trade District at 6822 W. North Avenue, to operate a bakery and café, and;

WHEREAS, this request was reviewed and recommended by the City Plan Commission and the Committee on Community Development and determined to be necessary for the public convenience at that location; located and proposed to be operated in such manner which will protect the public health, safety, and welfare; and was found to be compatible with surrounding uses;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Wauwatosa, Wisconsin hereby grants a Conditional Use to Geoffrey Trenholme, Rocket Baby, LLC, to operate a bakery and café in the Trade District at 6822 W. North Avenue, subject to the following:

- 1) Hours of operation 6:00 a.m. to 11:00 p.m. daily; and
- 2) obtaining all necessary licenses and permits.

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT

RESOLUTION R-11-173

WHEREAS, Mary Pruitt Martinez and David Chapman, Woods Properties, LLC, for a Conditional Use in the AA Professional Office District at 10930 West Potter Road, to operate an indoor children's playground, and;

WHEREAS, this request was reviewed and recommended by the City Plan Commission and the Committee on Community Development and determined to be necessary for the public convenience at that location; located and proposed to be operated in such manner which will protect the public health, safety, and welfare; and was found to be compatible with surrounding uses;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Wauwatosa, Wisconsin hereby grants a Conditional Use to Mary Pruitt Martinez and David Chapman, Woods Properties, LLC, to operate an indoor children's playground in the AA Professional Office District at 10930 West Potter Road, subject to the following:

- 1) Hours of operation 6:00 a.m. to 9:00 p.m. daily; and
- 2) obtaining all necessary licenses and permits.

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT

RESOLUTION R-11-174

WHEREAS, Ramona Beyer, Healthy Living Massage, for a Conditional Use in the Trade District at 7018 W. North Avenue, to operate a massage therapy establishment, and;

WHEREAS, this request was reviewed and recommended by the City Plan Commission and the Committee on Community Development and determined to be necessary for the public convenience at that location; located and proposed to be operated in such manner which will protect the public health, safety, and welfare; and was found to be compatible with surrounding uses;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Wauwatosa, Wisconsin hereby grants a Conditional Use to Ramona Beyer, Healthy Living Massage, to operate a massage therapy establishment in the Trade District at 7018 W. North Avenue, subject to the following:

- 1) Hours of operation 9:00 a.m. to 8:00 p.m. daily; and
- 2) obtaining all necessary licenses and permits.

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT

RESOLUTION R-11-175

WHEREAS Chandra Adams, Basali Dermal Ins., and Michael Pranke, have applied for a Conditional Use in the Village Trade District at 1417 Wauwatosa Avenue to operate a massage therapy establishment, and;

WHEREAS, this request was reviewed and recommended by the City Plan Commission and the Committee on Community Development and determined to be necessary for the public convenience at that location; located and proposed to be operated in such manner which will protect the public health, safety, and welfare; and was found to be compatible with surrounding uses;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Wauwatosa, Wisconsin hereby grants a Conditional Use to Chandra Adams, Basali Dermal Ins., and Michael Pranke, to operate a massage therapy establishment in the Village Trade District at 1417 Wauwatosa Avenue subject to the following:

- 1) Hours of operation 10:00 a.m. to 7:00 p.m. Tuesday through Saturday; and
- 2) obtaining all necessary licenses and permits.

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT

RESOLUTION R-11-176

BE IT RESOLVED, by the Common Council of the City of Wauwatosa, THAT a public hearing be held before the Common Council in the Council Chambers at 7:30 PM local time on Tuesday, December 20, 2011, in the City Hall of the City of Wauwatosa, WI, at which time all persons interested or their agents or attorney will be heard concerning the adoption of amendments to Chapter 24.54 of the Wauwatosa Zoning Code regarding Design Review Boards;

BE IT FURTHER RESOLVED THAT the City Clerk be and is hereby directed to publish the proper notice of said hearing as required by law.

FROM THE COMMITTEE ON COMMUNITY DEVELOPMENT

RESOLUTION R-11-177

WHEREAS, the City of Wauwatosa recognized the threat that natural hazards pose to people and property; and

WHEREAS, undertaking hazard mitigation action before disasters occur will reduce the potential for harm to people and save taxpayer dollars; and

WHEREAS, an adopted Natural Hazard Mitigation Plan is required as a condition of future grant funding for mitigation projects; and

WHEREAS, Milwaukee County initiated the 2011 update of the existing Milwaukee County Pre-Disaster Mitigation Plan; and

WHEREAS, the City of Wauwatosa participated jointly in the planning process with the other units of government within the County to prepare a Pre-Disaster Mitigation Plan;

NOW, THEREFORE, BE IT RESOLVED THAT the Milwaukee County Pre-Disaster Mitigation Plan is hereby adopted as the official plan of the City of Wauwatosa; and

BE IT FURTHER RESOLVED THAT Milwaukee County Emergency Management submitted the Milwaukee County Pre-Disaster Mitigation Plan to Wisconsin Emergency Management and Federal Emergency Management Agency officials and received notification of Federal Emergency Management Agency plan approval.

It was moved by Ald. Organ, seconded by Ald. Meaux to approve the six foregoing resolutions. -16

FROM THE COMMITTEE ON BUDGET AND FINANCE

RESOLUTION R-11-178

BE IT RESOLVED THAT the following are approved as health and dental rates for 2012:

<u>Plan</u>	<u>2012 Rates</u>
<u>Health Insurance</u>	
Choice Plus-Single (Medicare supplement base rate)	\$ 418.39
Choice Plus-Family (Medicare supplement base rate)	\$ 836.78
Choice Plus HRA-Single	\$ 564.26
Choice Plus HRA	\$1,411.09

Choice Plus-Single N/A
Choice Plus-Family N/A

Dental Insurance
Humana-Single \$ 30.89
Humana-Family \$ 98.61

Care Plus-Single \$ 33.41
Care Plus-Family \$ 105.43

FROM THE COMMITTEE ON BUDGET AND FINANCE

RESOLUTION R-11-179

WHEREAS, the Director of Public Works recommends a 5-year Capital Improvement Program for the years 2012-2016, which includes the City's 2012 Capital Budget; and

WHEREAS, the 5-year Capital Improvement Program reviewed by the Committee on Budget & Finance includes the borrowing of \$12.5 million for improvements; and

WHEREAS, the 2012-2016 5-year Capital Improvement Program and 2012 Capital Budget as written are in the best interests of the City of Wauwatosa;

NOW, THEREFORE, BE IT RESOLVED THAT the 5-year Capital Improvement Program for the years 2012-2016 and the 2012 Capital Budget, as proposed by the Director of Public Works and reviewed by the Committee on Budget & Finance, are hereby approved.

FROM THE COMMITTEE ON BUDGET AND FINANCE

RESOLUTION R-11-180

WHEREAS, in May, 2011, the City of Wauwatosa created a Process Review, Information and Management Evaluation Team to analyze the feasibility of moving from semi-automated curbside refuse collection to fully automated curbside refuse collection for the City of Wauwatosa, which team was comprised from all levels of the organization, including line workers, Public Works supervisory and clerical staff, as well as administrative and finance officials of the City; and

WHEREAS, the team visited other Cities which have adopted fully automated refuse collection and attended several onsite demonstrations of equipment capabilities from equipment dealers; and

WHEREAS, specifications developed as a result of that information gathering process were developed regarding the types of trucks which would best perform the required operations; and

WHEREAS, a full accounting analysis was conducted to analyze potential cost savings which would result from moving to automated refuse collection which analysis was included in the 2012 budget which highlighted a cost savings of \$1.5 million over the next 10 years, with a projected one year budgeted savings of \$244,436.00; and

WHEREAS, the purchasing department solicited bids for automated refuse trucks which were opened on November 2, 2011, with 3 vendors having responded to the bid request for 5 automated side-loading refuse bodies mounted on Peterbilt Model 320 Cab and Chassis of which all 3 bids were below the budgeted amount of \$1.25 million; and

WHEREAS, the bid submitted by Stepp Equipment, Inc. of Menomonee Falls for the purchase of the Labrie Automizer mounted on the Peterbilt Model 320 Cab and Chassis is in the best interest of the City because it was the only one of the 3 bids which meets the specifications in all categories, has the lowest cost for arm replacement based on life cycle cost it is the lowest cost and best value for the overall measurement of cost during the 10 year projected life cycle of the equipment;

NOW, THEREFORE, BE IT RESOLVED THAT the bid of Stepp Equipment, Inc. for the purchase of 5 Labrie Automizer units mounted on Peterbilt Model 320 Cab and Chassis from bids received on November 2, 2011, is hereby awarded in the bid amount of \$239,981.00 per vehicle with the additional cost of \$18,201.00 for an optional arm assembly, as such bid is in the best interest of the City.

FROM THE COMMITTEE ON BUDGET AND FINANCE

RESOLUTION R-11-181

WHEREAS, a debt management policy is an important tool used to establish parameters and provide guidance governing the issuance in management of municipal debt obligations; and

WHEREAS, the Government Finance Officers Association indicates as a recommended practice local governments maintain a debt management policy; and

WHEREAS, the City of Wauwatosa Finance Director has prepared a proposed policy based on the recommended practices of the Government Finance Officers Association and the City's 5 year forecast and "state of good repair" analysis and after having received input from appropriate professionals; and

WHEREAS, the final draft of the proposed policy was presented and approved at the meeting of the Budget & Finance Committee on November 8, 2011, a copy of which policy is attached hereto and incorporated herein;

NOW, THEREFORE, BE IT RESOLVED THAT the attached debt management policy is hereby adopted by the Common Council of the City of Wauwatosa and shall represent the policy of the City as applicable.

FROM THE COMMITTEE ON BUDGET AND FINANCE

RESOLUTION R-11-182

RESOLUTION SUPPLEMENTING RESOLUTION NO. R-86-252; AUTHORIZING THE ISSUANCE AND SALE OF \$2,400,000 WATERWORKS SYSTEM REFUNDING REVENUE

BONDS, SERIES 2011 AND PROVIDING FOR THE PAYMENT OF THE BONDS
AND OTHER DETAILS AND COVENANTS WITH RESPECT THERETO

WHEREAS, the City of Wauwatosa, Milwaukee County, Wisconsin (the "Municipality") owns and operates a waterworks system (the "System") which is operated for a public purpose as a public utility by the Municipality;

WHEREAS, under the provisions of Chapter 66 of the Wisconsin Statutes, any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, conducting, controlling, operating and managing a public utility from the proceeds of revenue bonds ("System Costs"), and refunding outstanding obligations issued for the above purposes, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees;

WHEREAS, the Municipality has heretofore issued revenue bonds which pledge the income and revenues of, and constitute a lien on, the System, pursuant to Resolution No. R-86-252 adopted by the Common Council of the Municipality (the "Governing Body") on June 3, 1986 (the "Bond Resolution"), to wit: Waterworks System Revenue Bonds, Series 1986, dated June 1, 1986 (the "1986 Bonds"), which are no longer outstanding;

WHEREAS, Section 9 of the Bond Resolution provides that additional revenue bonds may be issued on a parity with the 1986 Bonds or any parity bonds to pay System Costs or to refund revenue bonds issued for System Costs with respect to the lien and claim to the income and revenues of the System provided certain conditions are met;

WHEREAS, pursuant to the Bond Resolution, as amended, the Municipality heretofore has issued and has outstanding the Waterworks System Revenue Bonds listed on the attached Exhibit A which were issued on a parity and equality of rank with each other with respect to the lien and claim to the income and revenues of the System, as permitted by and in compliance with the conditions of Section 9 of the Bond Resolution (the bonds defined on the attached Exhibit A shall be referred to herein as the "Prior Bonds") (the resolutions defined on the attached Exhibit A shall be referred to herein as the "Prior Resolutions");

WHEREAS, on November 1, 2011, the Governing Body adopted a resolution directing the City Clerk, in consultation with Hutchinson, Shockey, Erley & Co., Milwaukee, Wisconsin ("HSE"), to take the steps necessary to sell revenue bonds designated "Waterworks System Refunding Revenue Bonds, Series 2011" (the "Bonds") to pay the cost of refunding the Municipality's Waterworks System Revenue Bonds, Series 2002, dated July 15, 2002 (the "2002 Bonds") in order to achieve debt service cost savings;

WHEREAS, the Governing Body of the Municipality hereby determines it to be necessary, desirable, and in the best interest of the Municipality to issue the Bonds to pay the cost of refunding the callable portion of the 2002 Bonds (hereinafter the refinancing of the callable portion of the 2002 Bonds shall be referred to as the "Refunding");

WHEREAS, the Prior Bonds pledge the income and revenues of and constitute a lien upon the System;

WHEREAS, for the purpose of paying the cost of the Refunding (including paying legal, financing and other professional fees in connection therewith and funding the Reserve Account, if necessary),

the Governing Body deems it to be necessary, desirable and in the best interest of the Municipality to authorize and sell the Bonds on a parity with the Prior Bonds, which Bonds are to be authorized and issued pursuant to the provisions of Section 66.0621, Wisconsin Statutes and Section 9 of the Bond Resolution;

WHEREAS, the Bonds will mature, in accordance herewith, commencing not later than three years after the date of the issuance thereof in such amounts that the requirement each year to pay both principal and interest thereon (the latter being payable not less than annually from the date of issuance of the revenue bonds) will, it is hereby found by this Governing Body, be reasonable in accordance with prudent municipal utility management practices;

WHEREAS, to the best of its knowledge, information and belief, and in reliance upon the Additional Bonds Certificate to be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference, the Municipality complies with the conditions precedent to the issuance of additional revenue bonds on parity with the Prior Bonds;

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

WHEREAS, HSE, in consultation with the officials of the Municipality, prepared an Official Notice of Sale (a copy of which is attached hereto as Exhibit C 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 November 15, 2011;

WHEREAS, the City Clerk (in consultation with HSE) caused a form of notice of the sale 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 on November 15, 2011;

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

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 Municipality. HSE has recommended that the Municipality accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit E and incorporated herein by this reference.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the Municipality that:

Section 1A. Definitions. The definitions in the Bond Resolution, as amended by the Prior Resolutions, apply to and are incorporated into this Resolution except as expressly amended below or unless the context expressly or by necessary implication requires otherwise. References in the Bond Resolution, as amended by the Prior Resolutions, to "Bonds", "Parity Bonds" or "Additional Bonds" shall apply to the bonds being issued pursuant to this Resolution. All references to specific sections in the Bond Resolution, as amended by the Prior Resolutions also apply to the Bonds being issued pursuant to this Resolution unless otherwise amended herein.

Section 1B. Restated, Additional and/or Amended Definitions. In addition to and/or in amendment of the terms defined in the Bond Resolution, as amended by the Prior Resolutions, the

following terms shall have the following meanings in this Resolution unless the context expressly or by implication requires otherwise:

"Bonds" means the Waterworks System Refunding Revenue Bonds, Series 2011 of the Municipality dated November 29, 2011, authorized to be issued by this Resolution on a parity with the Prior Bonds;

"Bond Resolution" means Resolution No. R-86-252 adopted by the Governing Body of the Municipality on June 3, 1986;

"Bond Year" means the one-year period ending on a principal payment date for the Bonds;

"Code" means the Internal Revenue Code of 1986, as amended;

"DTC" or "Depository" means The Depository Trust Company, New York, New York, or its nominee or its successor which shall act as securities depository for the Bonds;

"2002 Bonds" means the Waterworks System Revenue Bonds, Series 2002, dated July 15, 2002;

"Original Purchaser" or "Purchaser" means the financial institution listed first on the Bid Tabulation;

"Parity Bonds" means bonds payable from the revenues of the System other than the Prior Bonds and the Bonds but issued on a parity and equality of rank with the Bonds and Prior Bonds pursuant to the restrictive provisions of Section 9 of the Bond Resolution;

"Paying Agent" means the Finance Director of the Municipality;

"Prior Bonds" means the bonds described on Exhibit A, collectively;

"Prior Resolutions" means the resolutions described on Exhibit A, collectively;

"Refunding" means paying the cost of refunding the callable portion of the 2002 Bonds;

"Regulations" means the income tax regulations promulgated under the Code;

"Reserve Requirement" means an amount which at no time exceeds an amount equal to the lesser of the combined maximum amount of principal and interest due on the Prior Bonds and the Bonds or any Parity Bonds in any Bond Year or an amount not greater than 125% of combined average annual debt service on the Prior Bonds, the Bonds or any Parity Bonds; and

"Resolution" means this Resolution entitled: "Resolution Supplementing Resolution No. R-86-252; Authorizing the Issuance and Sale of \$2,400,000 Waterworks System Refunding Revenue Bonds, Series 2011, and Providing for the Payment of the Bonds and Other Details and Covenants With Respect Thereto" adopted by the Governing Body on November 15, 2011.

Section 2A. Authorization and Award of the Bonds. For the purpose of paying the cost of the Refunding, there shall be borrowed pursuant to Section 66.0621, Wisconsin Statutes, the principal sum of TWO MILLION FOUR HUNDRED THOUSAND DOLLARS (\$2,400,000) from the Purchaser in accordance with the terms and conditions of the Proposal. The Proposal of the Purchaser offering to purchase the Bonds for the sum set forth on the Proposal, plus accrued interest to the date of delivery, resulting in a true interest cost as set forth on the Proposal is hereby accepted. The Mayor and City Clerk or other appropriate officers of the Municipality are authorized and directed to execute an acceptance of the Proposal on behalf of the Municipality. The good faith deposit of the Purchaser shall be retained by the Finance Director and applied in accordance with the Official Notice of Sale, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Bonds shall bear interest at the rates set forth on the Proposal.

Section 2B. Ratification of the Official Notice of Sale and Offering Materials. The Governing Body of the Municipality hereby ratifies and approves the details of the Bonds set forth in Exhibit C attached hereto as and for the details of the Bonds. The Official Notice of Sale and other offering materials prepared and circulated by HSE are hereby ratified and approved in all respects. All actions taken by officers of the Municipality and HSE in connection with the preparation and distribution of the Official Notice of Sale are hereby ratified and approved in all respects.

Section 3A. Terms of the Bonds. The revenue bonds shall be designated "Waterworks System Refunding Revenue Bonds, Series 2011" (the "Bonds"); shall be dated November 29, 2011; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered 1 and upward; shall bear interest at the rates and shall mature on January 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit F-1 and incorporated herein by this reference. Interest is payable semi-annually on January 1 and July 1 of each year commencing on July 1, 2012. 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 F-2 and incorporated herein by this reference (the "Schedule").

It is hereby determined and declared that:

(a) the above schedule of maturities of the Bonds is such that the requirement each year to pay both the principal of and interest on the Bonds is reasonable in accordance with prudent municipal utility management practices;

(b) the Refunding is advantageous to the Municipality;

(c) the aggregate amount of Bonds, which shall encompass sums sufficient to provide for the costs hereinabove set forth, is necessary; and,

(d) the proceeds of the Bonds and other monies deposited in the Refunding Fund (referenced in Section 11(c) below) shall provide an amount sufficient to pay when due the principal and redemption price of and interest on the callable portion of the 2002 Bonds as the same becomes due upon prior redemption.

Section 3B. Redemption Provisions. The Bonds shall not be subject to optional redemption.

Section 4. Parity with the Prior Bonds. The Bonds shall be "additional bonds" or "parity bonds" within the meaning of Section 9 of the Bond Resolution; are issued on a parity with the Prior Bonds; and are secured by an equal lien and claim to the revenues of the System and the moneys on deposit in the Special Redemption Fund all as set forth in the Bond Resolution, as amended by the Prior Resolutions and this Resolution.

Section 5A. Form, Execution Registration and Payment 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 G and incorporated herein by this reference.

Section 5B. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by the Finance Director (the "Fiscal Agent").

Section 5C. 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 Municipality agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the Municipality and on file in the City Clerk's office.

Section 5D. Persons Treated as Owners; Transfer of Bonds. The Municipality 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 Municipality 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 6. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Special Redemption Fund created and established pursuant to the Bond Resolution, as amended by the Prior Resolutions and this Resolution, and shall be a valid claim of any holder thereof only against said Special Redemption Fund and the revenues of the System pledged to such fund on a parity with the Prior Bonds. Sufficient revenues are hereby pledged to said Special Redemption Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Prior Bonds, the Bonds and any Parity Bonds as the same becomes due. It is the express intent and determination of the Governing Body that the amounts transferred from the Revenue Fund and deposited in the Special Redemption Fund shall be sufficient in any event to pay the interest on the Prior Bonds, the Bonds and any Parity Bonds as the same accrues and the principal amount thereof as the same

matures, and to provide any amounts required to be paid monthly into the Reserve Account to maintain the Reserve Requirement.

Section 7. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the System, and to secure the payment of the principal of and interest on the Prior Bonds, the Bonds and any Parity Bonds, certain funds of the System have been created and established pursuant to Section 6 of the Bond Resolution, as amended by the Prior Resolutions and this Resolution, which shall be used solely for the purposes set forth in the Bond Resolution, as amended by the Prior Resolutions and as further amended by this Resolution as follows:

Subparagraph (c) of Section 6 of the Bond Resolution is hereby amended and supplemented to read as follows:

"(c) Waterworks System Special Redemption Fund, which shall be divided into two separate accounts to be known as the "Interest and Principal Account" and the "Reserve Account".

(i) There shall be deposited in the Interest and Principal Account from Bond and any Parity Bond proceeds all accrued interest. In addition, there shall be deposited in said account in the manner specified in Section 7 of the Bond Resolution, an amount sufficient (after giving effect to available amounts in said account from accrued interest, any premium, investment earnings and any other source) to pay the principal of and interest on the Prior Bonds, the Bonds and any Parity Bonds as the same becomes due. The Interest and Principal Account shall be used solely for the purposes of paying principal of and interest on the Prior Bonds, the Bonds and any Parity Bonds in accordance with the provisions of the Bond Resolution, the Prior Resolutions and this Resolution. The minimum amounts to be so deposited in the Interest and Principal Account for the debt service on the Bonds are set forth on Exhibit F-2 and incorporated herein by this reference.

(ii) There heretofore has been deposited into the Reserve Account \$809,867 from proceeds of prior issues of revenue bonds. Upon issuance of the Bonds, funds of the Municipality on hand in an amount necessary to make the amount on deposit in the Reserve Account equal to the Reserve Requirement shall be deposited into the Reserve Account. The Reserve Account shall be used solely for the purpose of paying principal of or interest on the Prior Bonds, the Bonds or any Parity Bonds at any time when there shall be insufficient money in the Interest and Principal Account.

The Reserve Account shall be funded and replenished in the manner specified in Section 7(c) of the Bond Resolution, except that it shall be funded until the amount accumulated in the Reserve Account equals the Reserve Requirement by an amount equal to the total Reserve Requirement divided by twelve. The Municipality intends that at all times the Reserve Account constitutes a "reasonably required reserve fund" under Section 148 of the Code and any applicable Regulations and therefore, at no time shall the amounts in the Reserve Account exceed the Reserve Requirement. The amounts in the Reserve Fund up to such amount may be invested without regard to yield limitation and any amount over such amount shall be invested in conformity with the Code and any applicable Regulations.

Section 8. Application of Revenues. After the delivery of any of the Bonds or any Parity Bonds, the entire gross earnings of the System shall continue to be deposited as collected in the Revenue Fund and shall be transferred monthly to the funds listed in the Bond Resolution, as

amended by the Prior Resolutions and this Resolution, in the order of priority set forth in the Bond Resolution, as amended by the Prior Resolutions and this Resolution.

Section 9. Service to the Municipality. The provisions of the Bond Resolution, as amended and supplemented by the Prior Resolutions are hereby further amended and supplemented to clarify that the reasonable cost and value of services rendered to the Municipality by the System by furnishing water services for public purposes, shall be charged against the Municipality and shall be paid by it in quarterly installments as the service accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the System, and out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. It is hereby found and determined that the reasonable cost and value of such service to the Municipality in each year shall be an amount which, together with the other revenues of the System, will produce in each Bond Year Net Revenues equivalent to not less than one and one-quarter (1.25) times annual principal and interest requirements on the Prior Bonds, the Bonds and any Parity Bonds then outstanding after deduction of all operation and maintenance expenses of the System but before deduction of depreciation charges and local tax equivalents. However such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if necessary, (b) yearly appropriations therefor and (c) applicable levy limitations, if any; but neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of services rendered to the Municipality and its inhabitants or make any subsequent payment over and above such reasonable cost and value. Such compensation for such service rendered to the Municipality shall, in the manner hereinabove provided, be paid into the Revenue Fund created by the Bond Resolution.

Section 10. Sale of the Bonds. The Bonds shall be sold to the Purchaser for the sum set forth on the Proposal, plus accrued interest to the date of delivery.

Section 11. Application of Bond Proceeds. The proceeds of the sale of the Bonds (including any premium and accrued interest from their date to the date of delivery) shall be deposited and applied as follows:

(a) to the Interest and Principal Account of the Special Redemption Fund, the amount of any accrued interest received from the sale of the Bonds;

(b) to the Reserve Account of the Special Redemption Fund, any amount needed so that, together with additional Municipality funds on hand deposited therein, the amount in the Reserve Account equals the Reserve Requirement and is in compliance with Section 7 above; and

(c) to the Refunding Fund, a special fund hereby created and established, a portion of the proceeds of the Bonds in an amount sufficient to refund the callable portion of the 2002 Bonds. Said Refunding Fund shall be adequately secured and shall be used solely for the purpose of paying the cost of refunding the callable portion of the 2002 Bonds, as more fully described in the preamble hereof (including paying legal, financing, and other professional fees). Any balance remaining in said Refunding Fund after paying the cost of the Refunding shall be transferred to the Special Redemption Fund for use in payment of principal of or interest on the Prior Bonds, the Bonds, and any Parity Bonds.

Section 12. 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 Municipality, 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 13. Compliance with Federal Tax Laws. (a) The Municipality represents and covenants that the projects financed by the Bonds and by the 1998 Bonds and their ownership, management and use will not cause the Bonds or the 1998 Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. The Municipality 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 Municipality 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 Municipality charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the Municipality certifying that the Municipality can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The Municipality 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 Municipality 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 14. Execution of the Bonds; Professional Services. The Bonds shall be prepared in typewritten or printed form, executed on behalf of the Municipality by the manual or facsimile signatures of the Mayor and City Clerk, authenticated by its fiscal agent, if any, sealed with its official or corporate seal, if any, or a facsimile thereof and delivered to the Purchaser upon payment to the Municipality of the purchase price thereof, plus accrued interest to the date of delivery. In the event that either of the officers whose signatures appear on the Bonds shall cease to be such officers before the delivery of the Bonds, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until such delivery. The aforesaid officers are hereby authorized to do all acts and execute all documents as may be necessary and convenient for effectuating the Closing. The Municipality hereby authorizes the officers and agents of the Municipality 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 15. Official Statement. The Governing Body hereby approves the Near Final Official Statement with respect to the Bonds and deems the Near Final 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 Municipality in connection with the preparation of such Near Final Official Statement and any addenda to it or Final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate Municipality official shall certify the Near Final Statement and any

addenda or Final Official Statement. The City Clerk shall cause copies of the Near Final Official Statement and any addenda or Final Official Statement to be distributed to the Purchaser.

Section 16. Undertaking to Provide Continuing Disclosure. The Municipality hereby covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written undertaking (the "Undertaking") 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. This 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 hereunder and any failure by the Municipality to comply with the provision of this Undertaking shall not be an event of default with respect to the Bonds).

The City Clerk, or other officer of the Municipality 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 Municipality's Undertaking.

Section 17. Redemption of the 2002 Bonds. The Governing Body hereby calls the 2002 Bonds due on January 1, 2013 and thereafter for redemption on January 1, 2012 at a price of par plus accrued interest to the date of redemption. The Municipality hereby directs the City Clerk to work with HSE, to cause timely notice of redemption, in substantially the form attached hereto as Exhibit H to be provided at the times, to the parties and in the manner provided thereon.

Section 18. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the holder or holders of the Bonds and any Parity Bonds, and after issuance of any Bond or any Parity Bond no change or alteration of any kind in the provisions of this Resolution may be made except as provided hereof, until all of the Bonds and any Parity Bonds have been paid in full as to both principal and interest. The holder or holders of any Bond or any Parity Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce his or their rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof, including, but without limitation, the right to require the Municipality, its Governing Body and other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

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. Bond Insurance. If the Purchaser of the Bonds determines to obtain municipal bond insurance with respect to the Bonds, the officers of the Municipality are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of 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 21. Ratification; Conflicting Resolutions, Ordinances, Severability, Closing and Effective Date. Except as amended and supplemented herein and in the Prior Resolutions, the terms of the Bond Resolution are hereby reaffirmed and ratified in all respects. Any other prior ordinances, resolutions, rules or other actions of the Governing Body or any parts thereof in conflict with the provisions hereof shall be and the same are hereby rescinded insofar as they 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 appropriate officers and agents of the Municipality are hereby directed and authorized to do all acts and execute and deliver all documents as may be necessary and convenient to effectuate the closing of this transaction. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

FROM THE COMMITTEE ON BUDGET AND FINANCE

RESOLUTION R-11-183

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
\$12,500,000 GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2011**

WHEREAS, the Common Council hereby finds and determines that it is necessary, desirable and in the best interest of the City of Wauwatosa, Milwaukee County, Wisconsin (the "City") to raise funds for public purposes, including paying the cost of street improvement projects, park projects, storm and sanitary sewer improvements, Tax Incremental District projects and other public improvements included in the City's Capital Project Plan (the "Project"), and there are insufficient funds on hand to pay said cost;

WHEREAS, cities are authorized by the provisions of Section 67.12(12), Wisconsin Statutes, to borrow money and issue general obligation promissory notes for such public purposes;

WHEREAS, the Common Council adopted a resolution on November 1, 2011, directing Hutchinson, Shockey, Erley & Co., Milwaukee, Wisconsin ("HSE") to take the steps necessary to sell general obligation promissory notes designated "General Obligation Promissory Notes, Series 2011" (the "Notes") to pay the cost of the Project;

WHEREAS, HSE, 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 Notes and indicating that the Notes would be offered for public sale on November 15, 2011;

WHEREAS, the City Clerk (in consultation with HSE) caused notice of the sale to be published and/or announced and caused the Official Notice of Sale to be distributed to potential bidders offering the Notes for public sale on November 15, 2011;

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

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. HSE 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.

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

Section 1A. Ratification of the Official Notice of Sale and Offering Materials. The Common Council of the City hereby ratifies and approves the details of the Notes set forth in Exhibit A attached hereto as and for the details of the Notes. The Official Notice of Sale and any other offering materials prepared and circulated by HSE are hereby ratified and approved in all respects. All actions taken by officers of the City and HSE 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. Authorization and Award of the Notes. For the purpose of paying the cost of the Project, there shall be borrowed pursuant to Section 67.12(12), Wisconsin Statutes, the principal sum of TWELVE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$12,500,000) from the Purchaser in accordance with the terms and conditions of the Proposal. The Proposal of the Purchaser offering to purchase the Notes for the sum set forth on the Proposal, plus accrued interest to the date of delivery, resulting in a true interest cost as set forth on the Proposal, is hereby accepted. 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. The good faith deposit of the Purchaser shall be retained by the Finance Director and applied in accordance with the Official Notice of Sale, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Notes bear interest at the rates set forth on the Proposal.

Section 2. Terms of the Notes. The Notes shall be designated "General Obligation Promissory Notes, Series 2011"; shall be issued in the aggregate principal amount of \$12,500,000; shall be dated November 29, 2011; 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 November 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 May 1 and November 1 of each year commencing on May 1, 2012. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board. The schedule of principal and interest payments due on the Notes is set forth on the Debt Service Schedule attached hereto as Exhibit D-2 and incorporated herein by this reference (the "Schedule").

Section 3. Redemption Provisions. The Notes maturing on November 1, 2020 and thereafter shall be subject to redemption prior to maturity, at the option of the City, on November 1, 2019 or on any date thereafter. Said Notes 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.

Section 4. Form of the Notes. The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit 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 Notes as the same becomes due, the full faith, credit and resources of the City are hereby irrevocably pledged, and there is hereby levied upon all of the taxable property of the City a

direct annual irrevocable tax in the years 2011 through 2020 for the payments due in the years 2012 through 2021 in the amounts set forth on the Schedule.

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

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

Section 6. Segregated Debt Service Fund Account.

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

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for \$12,500,000 General Obligation Promissory Notes, Series 2011, dated November 29, 2011" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. The Finance Director shall deposit in the Debt Service Fund Account (i) all accrued interest received by the City at the time of delivery of and payment for the Notes; (ii) any premium which may be received by the City above the par value of the Notes and accrued interest thereon; (iii) all money raised by the taxes herein levied and any amounts appropriated for the specific purpose of meeting principal of and interest on the Notes when due; (iv) such other sums as may be necessary at any time to pay principal of and interest on the Notes when due; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

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

conform with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") and any applicable Treasury Regulations (the "Regulations").

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

Section 7. Proceeds of the Notes; Segregated Borrowed Money Fund. The proceeds of the Notes (the "Note Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Notes into the Debt Service Fund Account created above) shall be deposited into a special fund separate and distinct from all other funds of the City and disbursed solely for the purposes for which borrowed or for the payment of the principal of and the interest on the Notes. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purposes for which the Notes have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such 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 Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the City, charged with the responsibility for issuing the Notes, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Notes to the Purchaser which will permit the conclusion that the Notes are not "arbitrage bonds," within the meaning of the Code or Regulations.

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

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

Section 10. Execution of the Notes; Closing; Professional Services. The Notes shall be issued in printed form, executed on behalf of the City by the manual or facsimile signatures of the

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

Section 11. Payment of the Notes; Fiscal Agent. The principal of and interest on the Notes shall be paid by the Finance Director (the "Fiscal Agent").

Section 12. Persons Treated as Owners; Transfer of Notes. The City shall cause books for the registration and for the transfer of the Notes to be kept by the Fiscal Agent. The person in whose name any Note shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Note shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note to the extent of the sum or sums so paid.

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

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

Section 13. Record Date. The fifteenth day of each calendar month next preceding each interest payment date shall be the record date for the Notes (the "Record Date"). Payment of interest on the Notes on any interest payment date shall be made to the registered owners of the Notes as they appear on the registration book of the City at the close of business on the Record Date.

Section 14. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Notes 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 15. Official Statement. The Common Council hereby approves the Near Final Official Statement with respect to the Notes and deems the Near Final 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 Near Final 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 Near Final Official Statement and any addenda or Final Official Statement. The City Clerk shall cause copies of the Near Final Official Statement and any addenda or Final Official Statement to be distributed to the Purchaser.

Section 16. Undertaking to Provide Continuing Disclosure. The City hereby covenants and agrees, for the benefit of the owners of the Notes, to enter into a written undertaking (the "Undertaking") 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 Notes 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 Notes).

The City Clerk, or other officer of the City charged with the responsibility for issuing the Notes, 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 17. Record Book. The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Notes in the Record Book.

Section 18. Bond Insurance. If the Purchaser of the Notes determines to obtain municipal bond insurance with respect to the Notes, the officers of the City are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of Note proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Notes by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Note provided herein.

Section 19. 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.

It was moved by Ald. Walsh, seconded by Ald. Wilson
to approve the six foregoing resolutions. -16

FROM THE COMMITTEE ON BUDGET AND FINANCE

BILLS AND CLAIMS FOR THE PERIOD 11/2/11 – 11/15/11 --

The Committee on Budget and Finance hereby reports to the Common Council that it has examined the accounts of bills and claims and hereby certifies the same as correct and recommends that each of said accounts be allowed and paid.

Total bills and claims for 11/2/11 – 11/15/11: \$2,744,086.01

It was moved by Ald. Meaux, seconded by Ald. Berdan that each and every account of bills and claims be allowed and ordered paid. Roll call vote, Ayes 15-0-1 (Donegan)

FROM THE BOARD OF PUBLIC WORKS

RESOLUTION R-11-184

BE IT RESOLVED by the Common Council of the City of Wauwatosa, Wisconsin that a public hearing be held before the Common Council in the Council Chambers at 7:30 p.m. Local Time, on Tuesday, December 6, 2011 in the City Hall of the City of Wauwatosa, Wisconsin at which time all persons interested, or their agents or attorneys, will be heard concerning special assessments relating to the City's intent to perform street construction work in the City of Wauwatosa

It was moved by Ald. Hanson, seconded by Ald. Walsh to approve the foregoing resolution. -16

There being no further business, the meeting adjourned at 7:55 p.m.

Carla A. Ledesma
Carla A. Ledesma, CMC, City Clerk

cal