

RESOLUTION NO. R-6-10

RESOLUTION AUTHORIZING REDEMPTION OF THE TAXABLE
GENERAL OBLIGATION PROMISSORY NOTES (STEAM UTILITY PROJECT),
DATED AUGUST 22, 2007

Introduced by Mayor Merkes:

WHEREAS, the City of Menasha, Calumet and Winnebago Counties, Wisconsin (the "City") has heretofore issued its Taxable General Obligation Promissory Notes (Steam Utility Project), dated August 22, 2007 (the "Notes");

WHEREAS, the City has found and determined that it is in the best interest of the City to refund the \$7,030,000 principal balance of the Notes with proceeds of a State Trust Fund Loan; and

WHEREAS, the City hereby finds that it is necessary and desirable to call \$7,030,000 in principal amount of the Notes (the "Refunded Notes") for redemption on April 1, 2010.

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

Section 1. Call of the Refunded Notes. The Refunded Notes shall be called for redemption on April 1, 2010 at the price of par plus accrued interest to the date of redemption.

Section 2. Call Notice to the Depository. The City Clerk is hereby authorized and directed to work with Wisconsin Public Finance Professionals, LLC ("WPFP") to cause notice of the call of the Refunded Notes to be given by providing a notice thereof, in substantially the form attached hereto as Exhibit A, by registered or certified mail, overnight express delivery, facsimile transmission or electronic transmission to The Depository Trust Company, New York, New York (the "Depository") not less than thirty (30) days nor more than sixty (60) days prior to April 1, 2010. Such notice to the Depository must be given no later than March 1, 2010. All such actions taken by the City or WPFP are hereby approved in all respects.

Section 3. Additional Call Notice for the Refunded Notes. In addition to the official notice of redemption provided for in Section 2 hereof, the City Clerk is hereby authorized and directed to work with WPFP to cause further notice of the redemption of the Refunded Notes to be provided to the Municipal Securities Rulemaking Board. Such further notice shall contain the information set forth in the Notice of Call provided on Exhibit A.

Adopted and recorded this 15th day of February, 2010.

Donald Merkes
Mayor

ATTEST:

(SEAL)

Deborah A. Galeazzi
City Clerk

EXHIBIT A

NOTICE OF CALL*

Regarding

CITY OF MENASHA
CALUMET AND WINNEBAGO COUNTIES, WISCONSIN
\$13,930,000 TAXABLE GENERAL OBLIGATION PROMISSORY NOTES
(STEAM UTILITY PROJECT),
DATED AUGUST 22, 2007

NOTICE IS HEREBY GIVEN that the Notes of the above-referenced issue which mature on the date and in the amount; bear interest at the rate; and have a CUSIP No. as set forth below have been called by the City for prior payment on April 1, 2010 at the principal amount thereof plus accrued interest to the date of prepayment:

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>CUSIP No.</u>
09/01/10	\$7,030,000**	5.60%	586464A90

The City shall deposit federal or other immediately available funds sufficient for such redemption at the office of The Depository Trust Company on or before April 1, 2010.

Said Notes will cease to bear interest on April 1, 2010.

By Order of the
Common Council
City of Menasha
City Clerk

Dated _____

* To be provided by registered or certified mail, overnight express delivery, facsimile transmission or electronic transmission to The Depository Trust Company, Attn: Supervisor, Call Notification Department, 55 Water Street, 50th Floor, New York, NY 10041-0099, not less than thirty (30) days nor more than sixty (60) days prior to April 1, 2010 and to the MSRB. Because the Notes are subject to the continuing disclosure requirements of SEC Rule 15c2-12 effective July 3, 1995, this Notice should also be filed with the MSRB through the Electronic Municipal Market Access (EMMA) System website at www.emma.msrb.org.

**Represents the principal amount outstanding of this maturity.