



GREEN LAKE COUNTY

571 County Road A, Green Lake, WI 54941

Original Post Date: 07/15/2022

Amended Post Date:

The following documents are included in the packet for the County Board meeting on July 19, 2022:

- 1) Agenda
- 2) Draft minutes from the June 21, 2022 meeting
- 3) Resolution 17-2022 Final Resolution Regarding Unconditional County Guaranty of Its Pro Rata Share, Intergovernmental Agreement and Taxable Revenue Bond Financing for But Tussel 1, LLC Project
- 4) Resolution 18-2022 Relating to Use of General Fund Reserve Funds for Highway Property Improvements Related to County Jr. Free Fair
- 5) Ordinance 10-2022 Relating to Abolishing the Office of County Administrator
- 6) Budget Adjustments (2)



Green Lake County Board of Supervisors
Meeting Notice

The Green Lake County Board of Supervisors will meet in person and via virtual communication in Room #0902 in the City of Green Lake, Wisconsin on Tuesday, the **19th day of July, 2022 at 6:00 PM** for the regular meeting of the Board. Business to be transacted include:

AGENDA

County Board of Supervisors

- Dist. 1 Nancy Hoffmann
- Dist. 2 Charles Buss
- Dist. 3 Curtis Talma
- Dist. 4 David Abendroth
- Dist. 5 Ken Bates
- Dist. 6 Brian Floeter
- Dist. 7 Bob Schweder
- Dist. 8 Nancy Hiestand
- Dist. 9 Bill Boutwell
- Dist. 10 Sue Wendt
- Dist. 11 Harley Reabe
- Dist. 12 Charlie Wielgosh
- Dist. 13 Don Lenz
- Dist. 14 Dennis Mulder
- Dist. 15 Nita Krenz
- Dist. 16 Joe Gonyo
- Dist. 17 Luke Dretske
- Dist. 18 Richard Trochinski
- Dist. 19 Gene Thom

Virtual attendance at meetings is optional. If technical difficulties arise, there may be instances when remote access may be compromised. If there is a quorum attending in person, the meeting will proceed as scheduled.

GREEN LAKE COUNTY MISSION:

- 1) Fiscal Responsibility
- 2) Quality Service
- 3) Innovative Leadership
- 4) Continual Improvement in County Government

1. Call to Order
2. Roll Call
3. Reading of the Call
4. Pledge of Allegiance
5. Minutes of 06/21/22 meeting
6. Announcements
7. Public Comment (3 min. limit)
8. Appearances
 - Sarah Diedrick-Kasdorf, WCA – county government administrative options
 - Monthly update from County Administrator Cathy Schmit
 - Gary Podoll, Emergency Management Director – ARPA funding request
9. Recognition of Service – Denice Oft, Sheriff’s Office Clerk
10. Discussion and possible action on ordering shirts for County Board Supervisors
11. Resolutions
 - Res. 17-2022 Final Resolution Regarding Unconditional County Guaranty of Its Pro Rata Share, Intergovernmental Agreement and Taxable Revenue Bond Financing for Bug Tussel 1, LLC Project
 - Res. 18-2022 Relating to Use of General Fund Reserve Funds for Highway Property Improvements Related to County Jr. Free Fair
12. Committee of the Whole
 - Discussion regarding administrative form of county government
13. Ordinances
 - Ord. 10-2022 Relating to Abolishing the Office of County Administrator
14. Closed Session
 - The County Board may enter into Closed Session under Wis. §19.85(1)(g) to confer with legal counsel for the governmental body who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is involved. This matter relates to Green Lake County vs Purdue Pharma L.P. et al.
15. Reconvene into Open Session, if appropriate, to take action on matters discussed in Closed Session
16. Budget Adjustments
 - Treasurer
 - Finance
17. Departments to Report on August 16, 2022
18. Future Agenda Items for Action & Discussion
19. Adjourn

Given under my hand and official seal at the Government Center in the City of Green Lake, Wisconsin, this 8th day of July, 2022.

Elizabeth A. Otto, Green Lake County Clerk

This meeting will be conducted and available through in person attendance or audio/visual communication. Remote access can be obtained through the following link:

Topic: County Board
 Time: Jul 19, 2022 06:00 PM Central Time (US and Canada)

Join Zoom Meeting
<https://us06web.zoom.us/j/82415795324?pwd=MzdXR3hlemxQM21mNk5sdnZYTkdoOZz09>

Meeting ID: 824 1579 5324
 Passcode: 121714

Dial by your location
 +1 301 715 8592 US (Washington DC)
 +1 312 626 6799 US (Chicago)
 +1 646 931 3860 US
 Meeting ID: 824 1579 5324

To be approved at the July 19, 2022 special meeting

GREEN LAKE COUNTY

BOARD PROCEEDINGS

REGULAR MEETING

June 21, 2022

The Green Lake County Board of Supervisors met in regular session, Tuesday, June 21, 2022 at 6:00 PM via remote access and in person access for the regular meeting of the Board.

The Board was called to order by Chair David Abendroth. Roll call taken – Present - 16, Absent – 2 (Curt Talma-District 3, Don Lenz-District 13), Vacant – 1 (District 8)

<u>Supervisor</u>	<u>Supervisor Districts</u>
Nancy Hoffmann	1
Charles Buss	2
David Abendroth	4
Ken Bates	5
Brian Floeter	6
Bob Schweder	7
Bill Boutwell	9
Sue Wendt	10
Harley Reabe	11
Charlie Wielgosh	12
Dennis Mulder	14
Nita Krenz	15
Joe Gonyo	16
Luke Dretske	17
Richard Trochinski	18
Gene Thom	19

READING OF THE CALL

The Green Lake County Board of Supervisors will convene via virtual communication and in person at the Government Center in the City of Green Lake, Wisconsin on Tuesday the 21st day of June, 2022 at 6:00 PM for the regular meeting of the Board. Business to be transacted includes:

CALL TO ORDER
ROLL CALL
READING OF THE CALL
PLEDGE OF ALLEGIANCE

To be approved at the July 19, 2022 special meeting

APPOINTMENT OF DISTRICT 8 SUPERVISOR

MINUTES OF 05/17/2022 MEETING

ANNOUNCEMENTS

PUBLIC COMMENT (3 minute limit)

APPEARANCES

- Monthly Update from County Administrator Cathy Schmit
- Derek Mashuda, Highway Commissioner – update on Highway Department

DISCUSSION AND POSSIBLE ACTION ON ORDERING SHIRTS FOR COUNTY BOARD SUPERVISORS

RESOLUTIONS

- Resolution 13-2022 Relating to Creation of One Real Property Lister/Deputy Treasurer Position and Eliminate One Chief Deputy Treasurer Position in the County Treasurer's Office
- Resolution 14-2022 Relating to Committed Funds for 2022 as Required by GASB #54
- Resolution 15-2022 Initial Resolution Approving Revenue Bond Financing for Bug Tussel 1, LLC (Information with respect to the job impact of the project will be available at the time of consideration of the resolution).
- Resolution 16-2022 Establishing 2023 Annual Budgeted Allocation for Pay for Performance

ORDINANCES

- Ordinance 8-2022 Relating to Rezone in the Town of Manchester: Owner – Patrick & Brenda Stanton
- Ordinance 9-2022 Amending Ch. 350 – Zoning, Ordinance 146-76

COMMITTEE APPOINTMENTS

DEPARTMENTS TO REPORT ON August 16, 2022

FUTURE AGENDA ITEMS FOR ACTION & DISCUSSION

ADJOURN

Given under my hand and official seal at the Government Center in the City of Green Lake, Wisconsin this 20th day of June, 2022

Elizabeth A. Otto

Green Lake County Clerk

PLEDGE OF ALLEGIANCE

1. The Pledge of Allegiance to the Flag was recited.

APPOINTMENT OF DISTRICT 8 SUPERVISOR

2. Chair Dave Abendroth appointed Nancy Hiestand to District 8. **Motion/second (Wendt/Schweder)** to approve the appointment. Motion carried with no negative vote. Hiestand signed the oath of office and was seated.
3. Supervisors present - 17, Absent – 2 (Talma, Lenz)

MINUTES OF 05/17/2022 MEETING

4. **Motion/second (Buss/Boutwell)** to approve the minutes of the May 17, 2022 County Board meeting with no additions or corrections. Motion carried with no negative vote.

To be approved at the July 19, 2022 special meeting

ANNOUNCEMENTS

5. The next meeting of the County Board will take place on July 19, 2022 at 6:00 PM. This is a special meeting for a presentation from the Wisconsin Counties Association (WCA) in regard to the options for county leadership.
6. Chair Abendroth extended sympathy to Curt Talma, Supervisor #3, on the passing of his father.
7. County Clerk Liz Otto reminded the supervisors that they need to turn in current proof of auto insurance in order to be paid for mileage.

PUBLIC COMMENT (3 minute limit)

8. Scott Mundro, 597 N. Union St., Ripon, spoke on behalf of the Economic Development Corporation to inform the Board regarding the opportunity to apply to host the Alice in Dairyland competition in Green Lake County in a future year. The EDC may be moving forward with this and would bring it before the Finance Committee.

APPEARANCES

9. County Administrator Cathy Schmit updated the Board on EMS activities, ARPA funding and communication towers, the coroner situation, UWEX staffing, the 2021 annual audit and cost allocation, and 2023 insurance updates. Schmit gave a detailed account of the upcoming 2023 budget process and timeline.
10. Derek Mashuda, Highway Commissioner, provided an overview of Highway Department activities including a staffing update, past winter maintenance, and current summer projects. Mashuda gave a detailed outline of the problems currently taking place on CTH E and F west of Berlin.

DISCUSSION AND POSSIBLE ACTION ON ORDERING SHIRTS FOR COUNTY BOARD SUPERVISORS

11. Supervisor #5 Ken Bates stated his desire to consider ordering shirts for all County Board supervisors. Discussion held. No action taken. This will be placed on next month's agenda for further action and/or discussion.

RESOLUTIONS

12. Resolution 13-2022 Relating to Creation of One Real Property Lister/Deputy Treasurer Position and Eliminate One Chief Deputy Treasurer Position in the County Treasurer's Office. **Motion/second (Dretske/Mulder)** to adopt Resolution 13-2022. Discussion held.

To be approved at the July 19, 2022 special meeting

Roll call vote on motion to adopt Resolution 13-2022 – Ayes – 16, Nays – 0, Abstain – 1 (Hiestand), Absent – 2 (Talma, Lenz). Resolution 13-2022 passed as adopted.

13. Resolution 14-2022 Relating to Committed Funds for 2022 as Required by GASB #54. **Motion/second (Buss/Wendt)** to adopt Resolution 14-2022. Roll call vote on motion to adopt Resolution 14-2022 – Ayes – 17, Nays – 0, Abstain – 0, Absent – 2 (Talma, Lenz). Resolution 14-2022 passed as adopted.
14. Resolution 15-2022 Initial Resolution Approving Revenue Bond Financing for Bug Tussel 1, LLC. **Motion/second (Mulder/Dretske)** to adopt Resolution 15-2022. Mitchel Olson, General Counsel for Quarles & Brady, provided answers to questions and stated this is the first of two resolutions and is a notice of intent only. Discussion held. Roll call vote on motion to adopt Resolution 15-2022 – Ayes – 15, Nays – 1 (Trochinski), Abstain – 1 (Hoffmann), Absent – 2 (Talma, Lenz). Resolution 15-2022 passed as adopted.
15. Resolution 16-2022 Establishing 2023 Annual Budgeted Allocation for Pay for Performance. **Motion/second (Schweder/Krenz)** to adopt Resolution 16-2022. Discussion held. Roll call vote on motion to adopt Resolution 16-2022 – Ayes – 17, Nays – 0, Abstain – 0, Absent – 2 (Talma, Lenz). Resolution 16-2022 passed as adopted.

ORDINANCES

16. Ordinance 8-2022 Relating to Rezone in the Town of Manchester: owner – Patrick & Brenda Stanton. **Motion/second (Buss/Thom)** to enact Ordinance 8-2022. Roll vote on motion to enact Ordinance 8-2022 – Ayes – 17, Nays – 0, Abstain – 0, Absent – 2 (Talma, Lenz). Ordinance 8-2022 passed as enacted.
17. Ordinance 9-2022 Amending Ch. 350 – Zoning, Ordinance 146-76. **Motion/second (Thom/Reabe)** to send the ordinance back to Planning & Zoning committee due to restrictive language regarding Lines 103-106. Discussion held. Roll vote on motion to return the ordinance to committee for further review – Ayes – 13, Nays – 3 (Buss, Boutwell, Schweder), Abstain – 1 (Hiestand), Absent – 2 (Talma, Lenz). Motion carried.

COMMITTEE APPOINTMENTS

18. Chair Abendroth recommended the following appointments with the Board's approval:

Michael Shattuck – Parks Commission reappointment

Kim Zills – Kingston Library Board reappointment

Harlan Barkley – Markesan Library Board

BJ Zirger – Green Lake County Board of Adjustment (alternate)

Rick Dornfeld – Green Lake County Board of Adjustment moving from alternate to full member

Ed Roepsch – Green Lake County Board of Adjustment reappointment

Lisa Meier, Scott Mundro, Mary Lou Neubauer and Sara Rutkowski – Economic Development Corporation reappointments

Katie Helsel-Thiem – HHS Committee Lay Member

To be approved at the July 19, 2022 special meeting

19. *Motion/second (Thom/Wendt)* to approve the appointments as presented. Motion carried with no negative vote.

DEPARTMENTS TO REPORT ON August 16, 2022

20. To be determined.

FUTURE AGENDA ITEMS FOR ACTION AND DISCUSSION

21. None

ADJOURN

22. Chairman Abendroth adjourned the meeting at 7:40 PM.

Respectfully Submitted,

Elizabeth Otto
County Clerk

RESOLUTION NUMBER 17-2022

**FINAL RESOLUTION REGARDING UNCONDITIONAL COUNTY GUARANTY OF ITS
PRO RATA SHARE, INTERGOVERNMENTAL AGREEMENT AND
TAXABLE REVENUE BOND FINANCING
FOR BUG TUSSEL 1, LLC PROJECT**

The County Board of Supervisors of Green Lake County, Green Lake, Wisconsin, duly assembled at its regular meeting on this 19th day of July 2022, does resolve as follows:

- 1 Fiscal note is not applicable.
- 2 $\frac{3}{4}$ Majority vote is needed to pass.

Roll Call on Resolution No. 17-2022

Submitted by Finance Committee

Ayes , Nays , Absent , Abstain

/s/ Harley Reabe

Harley Reabe, Chair

Passed and Adopted/Rejected this 19th
day of July 2022.

Brian Floeter

County Board Chairman

Don Lenz

ATTEST: County Clerk
Approve as to Form:

Luke Dretske

Corporation Counsel

Dennis Mulder

3 Section 1 Recitals.

4 1.01 Under Wisconsin Statutes, Section 66.1103, as amended (the "Act"), the
5 Issuer (as hereinafter defined) is authorized and empowered to issue revenue bonds to
6 finance eligible costs of qualified "projects" (as defined in the Act), and to enter into
7 "revenue agreements" (as defined in the Act) with "eligible participants" (as defined in
8 the Act).

9 1.02 Bug Tussel 1, LLC, a Wisconsin limited liability company (the "Borrower"),
10 Hilbert Communications, LLC, a Wisconsin limited liability company (the "Company" and
11 the "Guarantor") and/or one or more of its affiliates (including, without limitation, Bug
12 Tussel Wireless, LLC and Cloud 1, LLC), whether existing on the date hereof or to be formed
13 and whether owned directly or indirectly by the Company, desires to finance a project
14 consisting of the acquisition, construction and installation of certain telecommunications
15 infrastructure that includes, among other things (i) acquisition of tower sites by purchase
16 or lease of land and equipping such sites with towers and electronics to provide
17 broadband, high speed cellular, emergency communications and point to point (P2P) data
18 communications; (ii) constructing fiberoptic data transmission facilities (cable and
19 electronics) between towers, key community facilities, businesses and residential
20 aggregation points; (iii) where appropriate, connecting individual premises into the
21 broadband network including the cost of Consumer Premise Equipment (CPE); (iv)
22 payment of capitalized interest; (v) funding of a debt service reserve fund; (vi) payment
23 of such project costs located in the participating counties, which includes project costs in
24 Green Lake County to be financed with Series 2022A Bonds in an amount not to exceed
25 \$10,000,000; and (vii) payment of professional fees (collectively, the "Project"), all of
26 which will be for the purpose of providing wireless internet and telephone
27 communications services to businesses, governmental units and residents of rural
28 communities where such service is currently unavailable or is prohibitively expensive.

29 1.03 The Project will be constructed and installed in one or more of the following
30 Wisconsin counties yet to be determined, with each respective county that has agreed to
31 participate in the issuance of the Series 2022A Bonds to be evidenced by such
32 participating county entering into the Joinder Agreement (defined herein) in connection
33 with the issuance of the Series 2022A Bonds (each a "2022A Participating County" and
34 collectively, the "2022A Participating Counties"): (i) Clark County, (ii) Green Lake County,
35 (iii) Iowa County, (iv) Jefferson County, (v) Oconto County, (vi) Rock County, (vii) Taylor
36 County, and (viii) Wood County.

37 1.04 The Act authorizes the Issuer to make loans to an eligible participant, in
38 connection with financing a qualified project.

39 1.05 Pursuant to initial resolutions duly adopted by the (i) Clark County Board on
40 May 19, 2022, (ii) Green Lake County Board on June 21, 2022, (iii) Iowa County Board
41 on March 15, 2022, (iv) Jefferson County Board on May 10, 2022, (v) Oconto County
42 Board on May 19, 2022, (vi) Rock County Board on June 23, 2022, (vii) Taylor County

43 Board on March 4, 2022, and (viii) Wood County Board on May 17, 2022, the 2022A
44 Participating Counties expressed their intention to enter into an Intergovernmental
45 Agreement (the "Intergovernmental Agreement") originally by and among the Issuer,
46 Calumet County, Jackson County, Marathon County, and Waushara County, each in
47 Wisconsin (the "2021 Participating Counties"), and the 2022A Participating Counties,
48 pursuant to which the Issuer would issue revenue bonds to be issued in one or more
49 issues or series in an aggregate amount not to exceed \$240,000,000 to finance the
50 Project. Notices of adoption of the initial resolutions adopted by the respective 2022A
51 Participating Counties on March 4, 2022, March 15, 2022, May 10, 2022, May 17, 2022,
52 May 19, 2022, June 21, 2022, and June 23, 2022 were published as provided in the Act,
53 and no petition requesting a referendum upon the question of issuance of the revenue
54 bonds has been filed in any 2022A Participating County as of the date of this resolution,
55 and the closing of the Series 2022A Bonds shall not occur until the 30-day petition period
56 following publication has expired in all 2022A Participating Counties.

57 1.06 The 2022A Participating Counties shall enter into the Intergovernmental
58 Agreement by executing the Counterpart and Joinder to Intergovernmental Agreement
59 (the "Joinder Agreement") to appoint Fond du Lac County as the issuer (the "Issuer") of
60 the Series 2022A Bonds for the purpose of financing the Project on behalf of the Borrower,
61 and as agent on behalf of the 2022A Participating Counties with respect to the Pledge of
62 Membership Agreement, dated as of December 16, 2021, by and between Hilbert
63 Communications, LLC, a Wisconsin limited liability company, and the Issuer for the benefit
64 of the 2021 Participating Counties, the 2022A Participating Counties, and other counties
65 as may be joined to the Intergovernmental Agreement after the date hereof.

66 1.07 The Borrower has requested that Green Lake County and each 2022A
67 Participating County who will directly benefit from the Project provide an unconditional
68 general obligation guaranty, to which the full faith and credit and taxing power of Green
69 Lake County are pledged (the "County Guaranty") to enhance the collateral position of
70 the Borrower in an amount equal to Green Lake County's or such 2022A Participating
71 County's pro rata share of the principal of and interest on the Series 2022A Bonds in an
72 amount necessary to replenish the debt service reserve fund, which for Green Lake
73 County will be in an amount not to exceed \$10,000,000 (plus interest to accrue thereon
74 annually at a rate not to exceed 7.50%), including any compound interest payable on
75 amounts paid by the Insurer (as defined herein) for the Series 2022A Bonds.

76 1.08 The Guarantor will provide a guaranty (the "Hilbert Guaranty") to Green
77 Lake County, and each 2022A Participating County, guaranteeing the full and prompt
78 payment to Green Lake County, and each 2022A Participating County, of amounts due
79 from the Borrower pursuant to, and the performance of all other obligations, covenants
80 and agreements of the Borrower under the Reimbursement Agreements by and between
81 the Borrower and each of the 2022A Participating Counties, the Intergovernmental
82 Agreement, and the Mortgage or Leasehold Mortgage, Assignment of Leases and Rents,
83 Security Agreement, and Fixture Financing Statement referenced below.

84 1.09 The Borrower will have the primary obligation to make all scheduled principal
85 and interest payments when due, and each 2022A Participating County's guaranty will apply
86 only in the event that the Borrower does not pay such debt service as required and a draw
87 is made on the debt service reserve fund for the Series 2022A Bonds (defined below)
88 established under the Indenture.

89
90 1.10 In return for each 2022A Participating County's Guaranty, each 2022A
91 Participating County shall receive a guaranty fee as further described in Section 3.02, and
92 the Borrower and the Guarantor will pay any and all costs of each 2022A Participating
93 County and all expenses incurred by each 2022A Participating County related to the Series
94 2022A Bonds.

95
96 1.11 As further security for the County Guaranty, Green Lake County and each
97 2022A Participating County shall receive a first fee or leasehold mortgage on all land,
98 buildings, and improvements of the Borrower and a first security interest, subordinate only
99 to the security interest of the State of Wisconsin, the Public Service Commission of
100 Wisconsin, or similar agency, political subdivision, or instrumentality of the state (the
101 "State") to the extent required by the State as a condition of grant funding provided for
102 financed assets, in all fixtures and equipment of the Borrower located in the applicable
103 county in which the Project financed with proceeds of the Series 2022A Bonds is
104 constructed.

105
106 1.12 The Project includes necessary infrastructure for essential services, including
107 emergency response and public safety communications by and for Green Lake County and
108 local units of government in Green Lake County and is in furtherance of the public purposes
109 set forth in the Act, Wisconsin Statutes, Section 59.54, and promotes the economic
110 development and well-being of Green Lake County.

111 1.13 Green Lake County's obligations under its County Guaranty are expected to
112 be insured by Build America Mutual Assurance Company (the "Insurer") under its
113 Municipal Bond Insurance Policy (the "Policy") containing provisions consistent with the
114 provisions of this resolution and the documents listed in Section 1.14 and approved by
115 the Issuer's counsel, bond counsel and the appropriate officer or officers of Green Lake
116 County.

117 1.14 Drafts of the following documents have been submitted to this County
118 Board and are ordered filed in the office of the County Clerk:

119 (a) a Preliminary Limited Offering Memorandum;

120 (b) a Bond Purchase Agreement by and among UBS Financial Services Inc., as
121 underwriter (the "Underwriter"), and the Issuer, with the Letter of Representations from
122 the Borrower and accepted and agreed to by the Issuer;

123 (c) a Supplemental Series Indenture No. 1 (Series 2022A Bonds) relating to the
124 issuance of the Series 2022A Bonds and the Indenture of Trust dated as of December 1,
125 2021 (collectively, the "Indenture") by and between the Issuer and U.S. Bank Trust
126 Company, National Association, as trustee and successor to U.S. Bank National
127 Association (the "Trustee");

128 (d) a Supplemental Series Loan Agreement No. 1 (Series 2022A Bonds) relating
129 to the issuance of the Series 2022A Bonds and the Loan Agreement dated as of December
130 1, 2021 (collectively, the "Loan Agreement") by and between the Issuer and the
131 Borrower;

132 (e) a Series 2022A Promissory Note from the Borrower to the Issuer, and
133 assigned to the Trustee;

134 (f) a Reimbursement Agreement from the Borrower to Green Lake County;

135 (g) a Facilities Access Agreement from the Borrower to Green Lake County;

136 (h) a form of Mortgage or Leasehold Mortgage, Assignment of Leases and
137 Rents, Security Agreement, and Fixture Financing Statement from the Borrower to Green
138 Lake County;

139 (i) a Continuing Disclosure Agreement;

140 (j) a Guaranty Agreement (Hilbert Guaranty) from the Guarantor to Green Lake
141 County;

142 (k) a Borrower's Closing Certificate;

143 (l) the Intergovernmental Agreement and Joinder Agreement to be signed by
144 each 2022A Participating County; and

145 (m) the unconditional County Guaranty from Green Lake County.

146 Section 2 Findings and Determinations.

147 It is hereby found and determined that:

148 (a) based on representations of the Borrower, the Project constitutes a "project"
149 authorized by the Act;

150 (b) the purpose of the Issuer's financing costs of the Project is and the effect
151 thereof will be to promote the public purposes set forth in the Act;

152 (c) the Project includes necessary infrastructure for essential services by and for
153 Green Lake County and local units of government in Green Lake County and is in

154 furtherance of the public purposes set forth in the Act, Wisconsin Statutes, Section 59.54,
155 and promotes the economic development and well-being of Green Lake County;

156 (d) it is desirable that a series of taxable revenue bonds in the aggregate principal
157 amount not to exceed \$140,000,000 (the "Series 2022A Bonds") be issued by the Issuer
158 upon the terms set forth in the Indenture and Loan Agreement, under the provisions of
159 which the Issuer's interest in the Indenture and Loan Agreement (except for certain rights
160 as provided therein) and the loan repayments will be assigned to the Trustee as security
161 for the payment of principal of and interest on and premium, if any, on all the Series
162 2022A Bonds outstanding under the Indenture;

163 (e) the loan payments provided for in the Loan Agreement, and the formula set
164 out for revising those payments under the Loan Agreement as required under the Act,
165 are sufficient to produce income and revenue to provide for prompt payment of principal
166 of and interest on and premium, if any, on Series 2022A Bonds issued under the Indenture
167 when due; the amount necessary in each year to pay the principal of and interest on the
168 Series 2022A Bonds is the sum of the principal and interest on the Series 2022A Bonds
169 due in such year, whether on a stated payment date, a redemption date, or otherwise;
170 the Loan Agreement provides that the Borrower shall provide for the maintenance of the
171 Project in good repair, keeping it properly insured; and

172 (f) under the provisions of the Act, the Series 2022A Bonds shall be limited
173 obligations of the Issuer and the Series 2022A Bonds do not constitute an indebtedness
174 of the Issuer or the 2022A Participating Counties within the meaning of any state
175 constitutional or statutory provision, and do not constitute nor give rise to a charge
176 against the Issuer's or the 2022A Participating Counties' general credit or taxing powers
177 or a pecuniary liability of the Issuer or the 2022A Participating Counties.

178 Section 3 Approvals and Authorizations; Authentication of Transcript.

179 3.01 There is hereby approved the issuance by the Issuer of its Taxable Revenue
180 Bonds, Series 2022A (Bug Tussel 1, LLC Project) (Social Bonds) (specifically, the Series
181 2022A Bonds) in an aggregate principal amount not to exceed \$140,000,000, for the
182 purpose of financing the Project.

183 3.02 (a) In furtherance of the public purposes recited above, Green Lake County
184 shall provide an unconditional County Guaranty to enhance the collateral position of the
185 Borrower in an amount equal to Green Lake County's pro rata share of the principal of
186 and interest on the Series 2022A Bonds in an amount necessary to replenish the debt
187 service reserve fund in an amount not to exceed \$10,000,000 (plus interest to accrue
188 thereon annually at a rate not to exceed 7.50%, including any compound interest payable
189 on amounts paid by the Insurer (as defined herein) for the Series 2022A Bonds). In
190 return for its County Guaranty, Green Lake County shall receive either (i) an annual
191 guaranty fee equal to 40 basis points (0.40%) of the outstanding par amount of the Series
192 2022A Bonds covered by its County Guaranty, payable on a semi-annual basis on each May

193 1 and November 1, or (ii) a discounted upfront guaranty fee as agreed to by the Borrower
194 and Green Lake County. Prior to issuance of the Series 2022A Bonds, each 2022A
195 Participating County on behalf of which Series 2022A Bonds are being issued shall have
196 each authorized the execution and delivery of its respective County Guaranty.

197 (b) There is hereby authorized the issuance by Green Lake County of general
198 obligation promissory notes pursuant to Wisconsin Statutes, Section 67.12(12) to finance
199 payment of the County Guaranty. The terms and provisions of any such notes shall be
200 established pursuant to a subsequent resolution of this County Board.

201 3.03 Green Lake County hereby authorizes the execution and delivery of the
202 Joinder Agreement to the Intergovernmental Agreement, the County Guaranty and the
203 other documents listed in Section 1.14 above to which Green Lake County is a signatory.

204 3.04 Subject to the conditions set forth herein, the County Board Chairperson
205 and the County Clerk are authorized and directed to execute and deliver the County
206 Guaranty, the Intergovernmental Agreement and the other documents listed in Section
207 1.14 above to which Green Lake County is a signatory. In addition, Green Lake County
208 hereby authorizes the execution and delivery of a commitment with the Insurer consistent
209 with the provisions of this resolution and the documents listed in Section 1.14 above as
210 well as any other agreements, certificates or documents necessary to obtain the Policy.

211 3.05 The County Board Chairperson and the County Clerk and other officers of
212 Green Lake County are authorized to prepare and furnish to the Trustee and bond counsel
213 certified copies of all proceedings and records of the Green Lake County of relating to the
214 Series 2022A Bonds, and such other affidavits and certificates as may be required by the
215 Trustee and bond counsel.

216 3.06 The approval hereby given to the various documents referred to in this
217 Resolution includes the approval of such additional details therein and additional
218 documents or agreements all as may be necessary and appropriate for their completion
219 and such modifications thereto, deletions therefrom and additions thereto as may be
220 approved by the Green Lake County counsel and bond counsel. The execution of any
221 document by the appropriate officer or officers of Green Lake County herein authorized
222 shall be conclusive evidence of the approval by Green Lake County of such document in
223 accordance with the terms hereof.

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I, the undersigned, the duly appointed and qualified Clerk of Green Lake County, Wisconsin do hereby certify that the foregoing resolution was duly adopted by the County Board of Supervisors at a meeting of said County held in open session in accordance with the requirements of Subchapter V of Chapter 19 of the Wisconsin Statutes on July 19, 2022.

GREEN LAKE COUNTY, WISCONSIN

Elizabeth A. Otto
County Clerk

In our role as special counsel to Green Lake County and consistent with our engagement letter dated May 11, 2022, we have reviewed the bond documents prepared by Bug Tussel's financing team. In case it is helpful, set forth below is a very general, very high-level summary of the major bond documents.

- 1) *Final Resolution*- The Resolution approves the financing and the substantial form of certain of the related documents (those documents can be found in Section 1.14 of the Resolution and some are further described in this email). Specifically, the Resolution authorizes Fond du Lac County to issue not to exceed \$140,000,000 of Taxable Revenue Bonds on behalf of Bug Tussel 1 LLC (the "Bonds"). In addition, the Resolution provides that Green Lake County (the "County") will guarantee the \$10,000,000 portion of the Bonds which finances projects within the County (the "County Guaranty"). The amount of such County Guaranty is capped at \$10,000,000, plus interest to accrue thereon annually at a rate not to exceed 7.50% (including any compound interest payable on any amounts paid by the bond insurer). Because the County Guaranty will constitute contingent general obligation debt of the County, the County will need to reserve debt capacity in that amount, the Resolution provides authorization for the issuance of General Obligation Promissory Notes to fund payments under the County Guaranty, and approval requires a vote of $\frac{3}{4}$ of the members-elect of the Board.
- 2) *Preliminary Limited Offering Memorandum* – This document describes the Bonds and security provisions related thereto. It will be used to market the Bonds to potential investors. As a guarantor county, the County will be assuming responsibility for the accuracy of certain limited portions of the document (those portions which describe the County and its financial statements) and therefore should review those portions carefully to make sure they are complete and accurate.
- 3) *Bond Purchase Agreement*- This agreement is between Fond du Lac County and UBS Financial Services and provides for the sale of the Bonds to UBS Financial Services, as the underwriter who will market the Bonds to the public.
- 4) *Supplemental Series Indenture No. 1* – This governing bond document supplements the original 2021 Indenture to provide for the issuance of the Bonds and will be entered into by Fond du Lac County and the Trustee. The Indenture provides the basic structure and framework for the Bonds, provides for the issuance of the Bonds by Fond du Lac County, and obligates Fond du Lac County to use any Loan Agreement payments received from Bug Tussel 1 (see 5 below) to make debt service payments on the Bonds. It provides that the Bonds are not a general or full faith and credit obligation of Fond du Lac County, but rather are payable solely from revenues received under the Loan Agreement.
- 5) *Supplemental Series Loan Agreement No. 1* – This agreement will be entered into between Fond du Lac County and Bug Tussel 1 to supplement the original 2021 Loan Agreement entered into for the 2021 Bonds. Under the Loan Agreement, Fond du Lac County agrees to loan the proceeds of the Bonds to Bug Tussel 1 and in return Bug Tussel 1 agrees to make payments to Fond du Lac County in an amount sufficient to provide for payment on the Bonds. The Loan Agreement provides that Bug Tussel 1 is obligated to indemnify Green Lake County in connection with any claims arising out of the Bond issuance, and pay all the County's costs in connection with issuance and administration of the Bonds, including legal fees. The Loan Agreement also provides for Bug Tussel 1 to pay Fond du Lac County an annual issuer's fee of .10% of Bonds outstanding. The Loan Agreement further provides the form of disbursement request for Bug Tussel 1 to request Bond proceeds from the Trustee, which will require the submission of invoices and lien waivers in connection with the release of proceeds.

- 6) Reimbursement Agreement – This agreement (between the County and Bug Tussel 1) provides that Bug Tussel 1 will be responsible for reimbursing the County for any payments the County makes under the County Guaranty. In addition, it provides that Bug Tussel 1 will pay the County a 0.40 basis point fee (of the outstanding Bonds guaranteed by the County) annually in exchange for the County Guaranty. I would note that Bug Tussel 1 is a special purpose entity created for this financing, and per my understanding, will not have any assets other than those provided by this financing. We have not done an analysis as to the assets or financial strength of Bug Tussel 1 or its parent or related entities.
- 7) Facilities Access Agreements (Fiber and Tower) - These agreements provide the County with access, free of charge, to certain of the Bond financed towers and fiber. Prior to final execution, I would appreciate your review of this document to ensure that it contains what the County envisioned. Other counties have negotiated significant additional provisions to this Agreement, which Bug Tussel 1 has largely agreed to in concept, and therefore there may be significant flexibility to accommodate particular local County conditions or concerns.
- 8) Leasehold Mortgage – This agreement will be required for disbursement of proceeds for Bond projects on tower sites or other Bug Tussel real estate, to provide the County with a first lien mortgage (subordinate only to the State to the extent required by the State in connection with any grants provided for financed assets) against tower sites or other real estate owned or leased by Bug Tussel 1 within the County which are constructed with proceeds of the Bonds. In the event that the County is required to pay on its guaranty, this mortgage serves as collateral and allows the County to foreclose on those assets. Separate from the mortgage, a UCC financing statement will be required for disbursement of proceeds for Bond projects on public property, to provide the County a first security interest (subordinate only to the State to the extent required by the State in connection with any grants provided for financed assets) in any fiber/cables, etc. financed with Bond proceeds within the County that are not associated with tower sites or other real estate owned by Bug Tussel 1 (for example, in the public rights of way). We have not done an analysis of the utility or functionality of these assets upon any foreclosure by the County.
- 9) Continuing Disclosure Agreement – This agreement will be entered into between the County and the Trustee and will require the County to provide the Trustee with its audited financial statements on an annual basis and to provide notice of other material events. The Trustee will then file such audited financials and event notices to the EMMA website as part of the County’s continuing disclosure obligations.
- 10) Guaranty Agreement of Hilbert Communications – Under this agreement, Hilbert Communications LLC, the parent of Bug Tussel 1, guarantees the obligations of Bug Tussel 1 to reimburse the County for draws on the County's Guaranty and to pay the 0.40 basis point guarantee fee. As stated above, we have not done an analysis as to the assets, financial strength, or capital available to Hilbert Communications LLC.
- 11) Joinder Agreement to Intergovernmental Agreement – This Agreement will be executed by all of the participating counties and it authorizes Fond du Lac County to act as the issuer of the Bonds. Among other things, it provides for how decisions are made upon disagreement of the participating counties (by weighted majority vote, based on the amount of outstanding bonds guaranteed by each county). This concept also applies to the directions given to Fond du Lac County, as agent for all the participating counties, under the Pledge of Membership Interest Agreement, which provides the counties the option of assuming control of Bug Tussel 1 in the event that the county guaranties are drawn on and the counties are not reimbursed. The Intergovernmental Agreement also requires Bug Tussel 1 to provide the participating counties with annual (or more frequent, upon request) reports as to the status of the project.

12) Guaranty Agreement of Green Lake County – This Guaranty Agreement will be entered into by the County and provides the County’s guaranty of debt service of its proportional share of the Bonds. If Bug Tussel 1 fails to make a debt service payment, the Trustee will draw on the 2022 Bond reserve account (which will be funded from Bond proceeds at closing) to make the payment, and will notify the County. The County will then have 150 days to replenish its proportionate share of the Bond reserve account. This series of events could occur multiple times, subject to the limitation that on an aggregate basis the County's Guaranty is limited to an amount of \$10,000,000, plus interest to accrue thereon at a rate not to exceed 7.50% (including any compound interest charged by the bond insurer). As described above, the County Guaranty is a contingent general obligation debt of the County, and the County will be obligated to make the guarantee payments regardless of the performance by Bug Tussel 1 of any of its obligations under any of the documents. The County's remedy in the instance of Bug Tussel 1 failure will be limited to exercising its rights under the Reimbursement Agreement, any Mortgage, UCC security agreement, and the Hilbert Guaranty described above.

As discussed above, this is only a very brief, high-level, summary of the documents, which contain many other provisions. I look forward to any comments you or others at the County may have on these documents, and would be happy to convey those to the Bug Tussel financing team.

In summary, our conclusion is that, if the County Board as a business and policy matter, determines to participate in the financing and provide the \$10 million guaranty with the structure and security and subject to the risks as described above and in the documents, then the documents are in appropriate legal form for consideration by the County Board.

Thanks, and please don't hesitate to contact me if you have any questions or would like to discuss in more detail.

Rebecca



Rebecca Speckhard / Partner

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RESOLUTION NUMBER 18-2022

Relating to Use of General Fund Reserve Funds for Highway Property Improvements Related to County Jr. Free Fair

The County Board of Supervisors of Green Lake County, Green Lake, Wisconsin, duly assembled at its regular meeting begun on the 19th day of July 2022, does resolve as follows:

- 1 **WHEREAS**, the Ag/Ext Education & Fair Committee and County Board are committed to
- 2 providing a free, safe, educational and entertaining annual Green Lake County Junior Free
- 3 Fair, and;
- 4 **WHEREAS**, the Green Lake County Highway Department has historically
- 5 accommodated the annual Junior Free Fair by allowing the Fair to utilize the Highway
- 6 Department building and grounds to host their annual event; and;
- 7 **WHEREAS**, the Ag/Ext Education & Fair Committee and staff have identified some
- 8 shortcomings of the Highway Department buildings and grounds for their uses, as well
- 9 as a need for Fair related building expansion and grounds improvements, and;
- 10 2/3 majority vote is needed to pass.

Roll Call on Resolution No. 18-2022

Submitted by Ag/Ext Education & Fair Committee:

Ayes , Nays , Absent , Abstain

/s/ Ken Bates

Ken Bates, Chair

Passed and Adopted/Rejected this 19th day of July 2022.

Nita Krenz, Vice-chair

County Board Chairman

Don Lenz

ATTEST: County Clerk
Approve as to Form:

Nancy Hoffmann

Corporation Counsel

11 **WHEREAS**, that due the COVID-19 Pandemic the annual Green Lake County Junior
12 Free Fair was cancelled resulting of annual unused levy in the amount of \$34,850 which
13 lapsed to the General Fund Reserve Balance at the close of 2020 per GASB and GAAP
14 requirements, and;

15 **WHEREAS**, the Ag/Ext Education & Fair Committee and staff propose a transfer of the
16 amount of \$34,850 from the General Fund Reserve Balance to fund prioritized
17 improvements to the Highway Department Fund for buildings and grounds to improve
18 the Green Lake County Junior Free Fair operations, and;

19 **WHEREAS**, per GASB and GAAP compliance, improvements to Highway Department
20 buildings and grounds, regardless of the funding source of those improvements, shall
21 become the property of the Highway Department Fund and shall be accounted for as
22 such and shall *not* be retained within the General Fund as the property of the Green
23 Lake County Junior Free Fair, and;

24 **NOW THEREFORE BE IT RESOLVED** that the County Board of Supervisors approves
25 the transfer of \$34,850 from General Fund Reserves to Highway Fund Reserves to be
26 used for Highway Department building and grounds improvements taking under
27 advisement recommendations by the Ag/Ext Education & Fair Committee.

28 **BE IT FURTHER RESOLVED** the Highway Department will have the final approval
29 authority of any proposed building and grounds improvement suggestions from the
30 Ag/Extension & Fair Committee and that all improvements shall become the property of
31 the Highway Department Fund per GASB and GAAP compliance.

32 **BE IT FURTHER RESOLVED** any Highway Department building and grounds
33 improvement must comply with local, state and federal regulations and guidelines.

34 **FISCAL NOTE:** Reduction of \$34,850 in General Fund Reserves with transfer of that
35 amount to the Highway Department Fund Reserve.

ORDINANCE NO. 10-2022

Amending Article IV of Chapter 60 to abolish the Office of County Administrator

The County Board of Supervisors of Green Lake County, Green Lake Wisconsin, duly assembled at its regular meeting begun on the 19th day of July 2022, does ordain as follows:

- 1 **WHEREAS**, the current County Administrator will be retiring as of December 4, 2022;
- 2 **WHEREAS**, after discussion and deliberation on the current form of county government,
- 3 the Administrative Committee recommends that Green Lake County return to the
- 4 administrative coordinator structure for county government.

Roll Call on Ordinance No. 10-2022

Submitted by Administrative
Committee:

Ayes , Nays , Absent , Abstain

/s/ David Abendroth

David Abendroth, Chair

Passed and Enacted/Rejected this 19th
day of July 2022.

Gene Thom, Vice-chair

County Board Chairman

Dennis Mulder

ATTEST: County Clerk
Approve as to Form:

Brian Floeter

Corporation Counsel

Ken Bates

5 **NOW, THEREFORE, THE COUNTY BOARD OF SUPERVISORS OF THE COUNTY**
6 **OF GREEN LAKE DOES ORDAIN AS FOLLOWS:**

7 Section 1. Green Lake County Ordinance, No. 13-2016, adopted on July 19, 2016 is
8 hereby repealed.

9 Section 2. This ordinance shall become effective on December 5, 2022 or the day after
10 the current County Administrator retires whichever occurs first, and after passage and
11 publication.

12 Section 3. The repeal and recreation of any section herein shall not have any effect on
13 existing litigation and shall not operate as an abatement of any action or proceeding then
14 pending or by virtue of the repealed sections.

15 Section 4. All ordinances and parts of ordinances in conflict herewith are hereby
16 repealed.

GREEN LAKE COUNTY

Notice of Budgetary Adjustment

Unanticipated Revenue or Expense Increase or Decrease Not Budgeted

Date: May 25, 2022
 Department: Treasurer
 Amount: \$3,000.00
 Budget Year Amended: 2022

Source of Increase / Decrease and affect on Program:
 (If needed attached separate brief explanation.)

Allocate redeemed credit card points to cover unanticipated ASCENT Land Records Services software training due to transition with new staff.

Revenue Budget Lines Amended:

Account #	Account Name	Current Budget	Budget Adjustment	Final Budget
22-100-23-48600-000-000	Credit Card Points Redeemed	\$ 4,500.00	\$ 3,000.00	\$ 7,500.00
				\$ -
				\$ -
				\$ -
Total Adjustment			\$ 3,000.00	

Expenditure Budget Lines Amended:

Account #	Account Name	Current Budget	Budget Adjustment	Final Budget
22-100-23-51820-307-000	Personnel Training	\$ 7,850.00	\$ 3,000.00	\$ 10,850.00
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
Total Adjustment			\$ 3,000.00	

Department Head Approval: Jessica McLean
 Date Approved by Committee of Jurisdiction: _____

Following this approval please forward to the County Clerk's Office.

Date Approved by Finance Committee: 06/22/2022
 Date Approved by County Board: _____

Per WI Stats 65.90(5)(a) must be authorized by a vote of two-thirds of the entire membership of the governing body.

Date of publication of Class 1 notice of budget amendment: _____

GREEN LAKE COUNTY

Notice of Budgetary Adjustment

Unanticipated Revenue or Expense Increase or Decrease Not Budgeted

Date: June 22, 2022
 Department: Finance
 Amount: \$3,673,629.00
 Budget Year Amended: 2022

Source of Increase / Decrease and affect on Program:
 (If needed attached separate brief explanation.)

Record ARPA Funds; designated expenditures.

Revenue Budget Lines Amended:

Account #	Account Name	Current Budget	Budget Adjustment	Final Budget
22-103-00-43300-000-000	ARPA Revenue	\$ -	\$ 1,836,814.50	\$ 1,836,814.50
22-103-00-43300-000-001	ARPA Interest Revenue	\$ -	\$ 12,000.00	\$ 12,000.00
22-103-00-34200-000-000	Fund Balance Unreserved	\$ -	\$ (169,229.50)	\$ (169,229.50)
22-103-00-34200-000-001	Fund Balance Reserved	\$ -	\$ (1,679,585.00)	\$ (1,679,585.00)
Total Adjustment			\$ -	

Expenditure Budget Lines Amended:

Account #	Account Name	Current Budget	Budget Adjustment	Final Budget
22-103-00-53300-000-001	Sheriff Radio Upgrade-ARPA	\$ -	\$ 1,679,585.00	\$ 1,679,585.00
22-103-00-53300-000-000	Undesignated ARPA Expense	\$ -	\$ 1,994,044.00	\$ 1,994,044.00
				\$ -
				\$ -
				\$ -
				\$ -
Total Adjustment			\$ 3,673,629.00	

Department Head Approval: Catherine J. Schmit

Date Approved by Committee of Jurisdiction: _____

Following this approval please forward to the County Clerk's Office.

Date Approved by Finance Committee: 6/22/2022

Date Approved by County Board: _____

Per WI Stats 65.90(5)(a) must be authorized by a vote of two-thirds of the entire membership of the governing body.

Date of publication of Class 1 notice of budget amendment: _____