

**VILLAGE BOARD
OF THE
VILLAGE OF LITTLE CHUTE, WISCONSIN**

March 28, 2012

Resolution No. 13, Series of 2012

**Resolution Authorizing an Amended and Restated Pledge and Security Agreement
with Respect to the Fox Cities Performing Arts Center Project**

WHEREAS, on September 6, 2001, the Redevelopment Authority of the City of Appleton, Wisconsin (the “**Authority**”) issued its Fixed Rate Redevelopment Revenue Bonds, Series 2001A (Fox Cities Performing Arts Center Project) (the “**Original Bonds**”), and now the Authority proposes to refund the Original Bonds with the proceeds of refunding bonds (the “**Refunding Bonds**”), which is expected to result in savings due to reduced debt service costs and elimination of the costs for a letter of credit; and

WHEREAS, pursuant to the Pledge and Security Agreement, dated as of August 1, 2001 (the “**Pledge and Security Agreement**”), by and among the Fox Cities Area Room Tax Commission (the “**Commission**”), Associated Trust Company, National Association, as trustee, and the municipalities that are members of the Commission (the “**Municipalities**”), the Municipalities pledged 95% of the room taxes levied, enforced, and collected for the Fox Cities Performing Arts Center at a percentage rate of 2% (the “**2% Room Tax**”) to the payment of the Original Bonds; and

WHEREAS, it is necessary and desirable to amend and restate the Pledge and Security Agreement to confirm that 95% of the 2% Room Tax is pledged to the payment of the Refunding Bonds; and

WHEREAS, there has been presented to the Village Clerk a draft of an Amended and Restated Pledge and Security Agreement (the “**Amended and Restated Pledge and Security Agreement**”); and

NOW, THEREFORE, BE IT RESOLVED by this Village Board (the “**Governing Body**”) of the Village of Little Chute, Wisconsin (the “**Municipality**”), as follows:

Section 1. Approval of Amended and Restated Pledge and Security Agreement.

The terms and provisions of the Amended and Restated Pledge and Security Agreement are hereby approved. The Village President and Clerk are hereby authorized for and in the name of the Municipality to execute and deliver the Amended and Restated Pledge and Security Agreement in the form thereof presented herewith, or with such insertions therein or corrections or changes thereto as shall be approved by such officers consistent with this

resolution, their execution thereof to constitute conclusive evidence of their approval of any such insertions, corrections, or changes.

Section 2. General Authorizations.

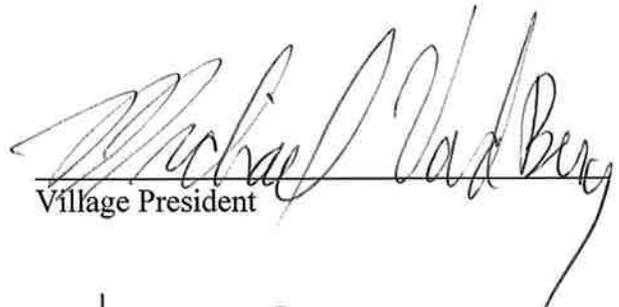
The officers of the Municipality are hereby each authorized to execute, publish, file, and record such other documents, instruments, notices, and records and to take such other actions as shall be necessary or desirable to accomplish the purposes of this resolution and to comply with the obligations of the Municipality under the Amended and Restated Pledge and Security Agreement, as it may be amended and restated, or to facilitate the issuance of the Refunding Bonds.

Section 3. Effective Date.

This resolution shall be effective immediately upon its passage. To the extent that any prior resolutions of the Governing Body are inconsistent with the provisions hereof, this resolution shall control, and such prior resolutions shall be deemed amended to such extent as may be necessary to bring them in conformity with this resolution.

* * * * *

Adopted: March 28, 2012



Village President



Clerk

CERTIFICATIONS BY CLERK

I, Vicki Schneider, hereby certify that I am the duly qualified and acting Clerk of the Village of Little Chute, Wisconsin (the “**Municipality**”), and as such I have in my possession, or have access to, the complete corporate records of said Municipality and of its Village Board (the “**Governing Body**”) and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

**Resolution Authorizing an
Amended and Restated Pledge and Security Agreement
with Respect to the Fox Cities Performing Arts Center Project**

I do hereby further certify as follows:

1. **Meeting Date.** On March 28, 2012, a meeting of the Governing Body was held commencing at 6:00 p.m.
2. **Posting.** On March 23, 2012 (and not less than 24 hours prior to the meeting), I posted or caused to be posted at the Municipality's offices in Little Chute, Wisconsin a notice setting forth the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On March 28, 2012 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Municipality.
4. **Open Meeting Law Compliance.** Said meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
5. **Members Present.** Said meeting was duly called to order by the President (the “**Presiding Officer**”), who chaired the meeting. Upon roll I noted and recorded that there were 5 members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
6. **Consideration of and Roll Call Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, 5 of the Governing Body members voted Aye, 0 voted Nay, and 0 Abstained.

7. **Adoption of Resolution.** The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I recorded the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Municipality, if any, hereto on March 28, 2012.


Clerk

[Seal]