



MARATHON COUNTY EXECUTIVE COMMITTEE **AMENDED** AGENDA

Date & Time of Meeting: **Thursday, September 14, 2023 at 3:00 p.m.**

Meeting Location: **Courthouse Assembly Room, Courthouse, 500 Forest Street, Wausau WI**

Committee Members: Kurt Gibbs, Chair; Craig McEwen, Vice-Chair; Matt Bootz, Michelle Van Krey, John Robinson, Rick Seefeldt, Jacob Langenhahn, Chris Dickinson, Jean Maszk

Marathon County Mission Statement: Marathon County Government serves people by leading, coordinating, and providing county, regional, and statewide initiatives. It directly or in cooperation with other public and private partners provides services and creates opportunities that make Marathon County and the surrounding area a preferred place to live, work, visit, and do business. (Last updated: 12-20-05)

Committee Mission Statement: The Executive Committee of the Marathon County Board exists for the purpose of implementing the County Strategic Plan by coordinating policy formation among the Committees and providing leadership for all County Board policies through supervision of administrative staff.

Persons wishing to attend the meeting by phone may call into the **telephone conference beginning five (5) minutes prior to the start time indicated above using the following number:**

Phone #: 1-408-418-9388 Access Code: 146 235 4571

When you enter the telephone conference, **PLEASE PUT YOUR PHONE ON MUTE!**

The meeting will also be broadcast on Public Access or at <https://tinyurl.com/MarathonCountyBoard>

1. **Call Meeting to Order**
2. **Pledge of Allegiance**
3. **Public Comment (15 minutes)** *(Any person who wishes to address the committee during the “Public Comment” portion of meetings, must provide his or her name, address, and the topic he or she wishes to present to the Marathon County Clerk, or chair of the committee, no later than five minutes before the start of the meeting. All comments must be germane to the jurisdiction of the committee)*
4. **Approval of the Minutes from July 13, 2023 Executive Committee Meeting**
5. **Policy Issues and Potential Committee Determination**
6. **Operational Functions Required by Statute, Ordinance, Resolution, or Policy**
 - A. Discussion and Possible Action by EXEC
 1. Request to provide Roberts Rules of Order to each board member
 2. Use of Lakeview Conference Center for City of Wausau Polling Location
 3. **Opportunity for Input to County Administrator Relative to Process to be Utilized for Rib Mt Metro Sewerage District Appointment**
 - B. Discussion and Possible Action by EXEC to Forward to County Board for Approval
7. **Educational Presentations and Committee Discussion**
 - A. Review County Board Chairperson Guidelines and Expectations
 - B. Opportunities for Return on Investment in the Annual County Budget – employee development training, including leveraging the use of Generative Artificial Intelligence
 - C. The Appropriate Use of Robert’s Rules of Order to Control and Unruly Person or Audience to Maintain Decorum in a Meeting
 - D. **Discussion of Consideration Process to be Used for Request from WI RNG VDG LLC Seeking Initial Resolution Regarding Solid Waste Disposal Revenue Bond Financing for Renewable Natural Gas Production Plant Project**
8. **Next Meeting Date & Time, Location, Announcements and Future Agenda Items:**
 - A. Committee members are asked to bring ideas for future discussion
 - B. Next meeting: Wednesday, October 12, 2023 at 3:00 pm
9. **Adjournment**

*Any person planning to attend this meeting who needs some type of special accommodation in order to participate should call the County Clerk’s Office at 261-1500 or e-mail countyclerk@co.marathon.wi.us one business day before the meeting

SIGNED Chair Kurt Gibbs
Presiding Officer or Designee

EMAILED TO: _____
EMAILED BY: _____
DATE & TIME: _____

NOTICE POSTED AT COURTHOUSE
BY: _____
DATE & TIME _____



MARATHON COUNTY EXECUTIVE COMMITTEE AGENDA WITH MINUTES

Date & Time of Meeting: **Thursday, July 13, 2023 at 3:00 p.m.**

Meeting Location: **Assembly Room, Courthouse, 500 Forest St, Wausau**

Kurt Gibbs	Present
Craig McEwen	Present
Matt Bootz	WebEx (until 3:45)
Chris Dickinson	WebEx
Jacob Langenhahn	Present
Jean Maszk	WebEx
John Robinson	Present
Rick Seefeldt	Present
Michelle Van Krey	WebEx

Staff Present: Kim Trueblood, Lance Leonhard, Laurie Miskimins

1. **Call Meeting to Order**
2. **Pledge of Allegiance**
3. **Public Comment** - None
4. **Approval of the Minutes from June 8, 2023 Executive Committee Meeting** – Motion by McEwen, Second by Seefeldt to approve the minutes as presented. Motion carried on a voice vote unanimously.
5. **Educational Presentations and Committee Discussion**
 - A. Update from the Administrator on Work Plan – Administrator Leonhard gave a presentation updating his work plan, which was emailed to the members of the committee earlier today. Discussion was had and questions were asked and answered.
6. **Operational Functions Required by Statute, Ordinance, Resolution**
 - A. Discussion and Possible Action by EXEC - None
 - B. Discussion and Possible Action by EXEC to Forward to County Board
 1. Approval of Letter to Governor Evers and the State Legislature Regarding Local Control – ERC Chair Langenhahn gave some background on the purpose of the letter. The state's "one size fits all" regulations don't always work for every county or municipality. Discussion was had and questions were asked and answered. Motion by Robinson, Second by McEwen to approve the letter and forward it to the full board. There will be some additional text added to link the code to the statutes. Motion carried on a voice vote unanimously.
7. **Policy Issues for Discussion and Possible Action**
 - A. Topics for Rules Review Committee to Address – Chair Gibbs mentioned a couple of requests he has received from supervisors be taken up by Rules Review. Other committee members gave comments as well. First Rules Review Committee meeting will be held on August 15 at 8:00 a.m.
8. **Next Meeting Date & Time, Location, Announcements and Future Agenda Items:**
 - A. Next Meeting: Thursday, August 17, 2023 at 3:00 pm
9. **Adjournment** – Motion by McEwen, Second by Langenhahn to adjourn. Motion carried on a voice vote unanimously. Meeting adjourned at 4:30 p.m.

Minutes prepared by Kim Trueblood, County Clerk

Clerk's Office
City Hall
407 Grant Street
Wausau, WI 54403



POLLING PLACE AGREEMENT 2024

September 06, 2023

Marcus Aumann
Wausau, Marathon County Parks, Recreation & Forestry Department
212 River Drive
Wausau, WI 54403

Polling Place:
Marathon Park-East Gate
801 Garfield Ave.
Wausau, WI 54401

Wausau, Marathon County Parks, Recreation & Forestry Department hereby agrees to provide said premises to the City of Wausau for election purposes, for the following election(s):

2024 Primary Spring Election, 2/20/2024

2024 Spring Election and Presidential Preference, 4/2/2024

2024 Partisan Primary Election, 8/13/2024

2024 General Presidential Election, 11/5/2024

Said party agrees to properly heat and light said premises from 6:00 am until the work of the election workers is completed, and if said election workers have not completed their work at 10:00 pm on the above mentioned days, they shall be permitted to occupy said premises until their work is completed. Said party agrees to provide for storage of all voting equipment in a proper and secure manner when not in use by the election workers on the day preceding and the day following the election.

RETURN ONE COMPLETED COPY OF THIS AGREEMENT
Building must be open at 6:00 AM on election day.

PLEASE VERIFY and complete any information not provided below:

On-site Contact Person

Is Phone Available to Poll Workers?

Phone Number:

Phone Location:

In the event that the building is not open in the morning on election day, election worker may call:

(list any available contacts who have keys)

In case of a facility issue on election day, contact:

Secure equipment storage location:

Instructions for Delivery Personnel:

Signed: _____
Marcus Aumann

Representing Marathon Park-East Gate

Print Name: _____

Date: 9/6/23 _____

Signed: *Kaitlyn J. Bernarde* _____

City Clerk

Print Name: **Kaitlyn Bernarde** _____

Date: **9 / 6 / 2023** _____

COUNTY BOARD CHAIRPERSON GUIDELINES AND EXPECTATIONS

In recognition that the Marathon County Board of Supervisors has approved a salary to be received by its Chairperson that is over and above compensation which is received by any other member, the Board sets forth the following guidelines and expectations for the performance of the Board Chairperson. This document is intended to supplement and clarify duties and responsibilities established by State Statute and Marathon County Rules of Procedure. Where possible, the time commitment of regularly scheduled meetings and events is provided. All other time commitments should be considered "as needed."

1) Internal responsibilities and relationships.

- a. Chair or attend the following regularly scheduled internal meetings or events:
 1. County Board Meetings (Twice Monthly)
 2. Executive Committee Meetings (Monthly)
 3. Human Resources, Finance & Property Committee meetings (Bi- weekly)
 4. Criminal Justice Coordinating Council (CJCC) & CJCC Executive Committee (Monthly)
 5. Department Head Meetings (Monthly)
 6. Annual recognition and Retirement event for County Employees & Supervisors
- b. Review and Approve Agendas for Executive Committee and Full Board
- c. Make appointments to fill vacancies of: County Board, County Treasurer, County Clerk, per Wisconsin Statutes
- d. Meet with County Administration and be responsible for Administrator's Annual Evaluation
- e. Set up Educational sessions for the Board
- f. Be accessible to Supervisors and Department Heads. (Hold regular office hours at Courthouse to facilitate face-to-face discussions)
- g. Sign Grant Applications
- h. Review & Approve Expense Reimbursements submitted by supervisors and other individuals appointed to subordinate bodies of the county board.

2) External responsibilities and relationships.

- a. Chair or attend the following regularly scheduled external meetings or events:
 1. Eastern and Western Town Association Meetings (Qtrly)
 2. Northcentral Technical College Board Appointment Meeting and Public Hearings (at least Annually or As Needed)

3. Mid-State Tech Board Public hearing and Appointment meeting (at Least Annually and as Needed)
 4. Joint Legislative Committee Meetings at Mosinee Airport conference room (Qtrly)
 5. North Central Wisconsin Workforce Development Board (Qtrly)
 6. City-County Information Technology Commission (Monthly)
 7. Public Events Involving Dignitaries (Governor, Congressmen, etc.)
- b. Attend and vote at both legislative and Annual Conferences for organizations to which the county belongs:
1. Wisconsin Counties' Association (Feb) & (Sept)
 2. National Association of Counties (Feb or March) & (July)
- c. Maintain communication with local representatives, including
1. Testify on Legislation before Assembly and Senate Committees
 2. Lobby on behalf of Marathon County with Local Representatives

Artificial Intelligence – Generative AI resources/background

<https://www.naco.org/articles/counties-build-ai-framework-harness-its-potential-bolster-protection>

<https://www.naco.org/resources/signature-projects/artificial-intelligence-exploratory-committee>

MARATHON COUNTY, WISCONSIN

RESOLUTION NO. 2023 - _____

**INITIAL RESOLUTION
REGARDING SOLID WASTE DISPOSAL
REVENUE BOND FINANCING FOR
WI RNG VDG LLC RENEWABLE NATURAL GAS
PRODUCTION PLANT PROJECT**

WHEREAS, Section 66.1103 of the Wisconsin Statutes (the “Act”) authorizes Marathon County, Wisconsin (the “Issuer”), to authorize the issuance and sale of bonds by the Issuer to construct, equip, re-equip, acquire by gift, lease or purchase, install, reconstruct, rebuild, rehabilitate, improve, supplement, replace, maintain, repair, enlarge, extend or remodel industrial projects; and

WHEREAS, WI RNG VDG LLC, a Delaware limited liability company, and/or a related entity, and/or a limited liability entity to be formed (collectively, the “Borrower”), desires to complete a project to be owned by the Borrower consisting of financing the (i) design, development, construction and operation of a solid waste disposal facility for the purpose of converting dairy cattle waste to natural gas for sale on property owned by Van Der Geest Dairy Cattle, Inc., a Wisconsin corporation, at 5555 County Road A in the Village of Maine, Marathon County, Wisconsin (the “Project Site”), (ii) the lease of the Project Site to the Borrower for the production of renewable natural gas, (iii) acquisition and installation of an anaerobic digester and related equipment at the Project Site, (iv) capitalized interest during the construction period, (v) funding of a Debt Service Reserve Fund and other funds, if necessary, and (vi) payment of certain professional fees and costs of issuance (collectively, the “Project”); and

WHEREAS, the cost of the Project to be financed with one or more issues or series of tax-exempt and/or taxable industrial development revenue bonds (the “Bonds”) issued under the Act does not exceed \$45,000,000; and

WHEREAS, the Borrower has requested that the Issuer now approve an initial resolution (the “Initial Resolution”) providing for the financing of the Project in an amount not to exceed \$45,000,000; and

WHEREAS, the Issuer is a county organized and existing under and pursuant to the laws of the State of Wisconsin, and is authorized to enter into revenue agreements with eligible participants with respect to the Project whereby eligible participants agree to cause said Project to be constructed and to pay the Issuer an amount of funds sufficient to provide for the prompt payment when due of the principal and interest on said industrial development revenue bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Marathon County, Wisconsin, as follows:

1. Based upon representations of the Borrower, it is the finding and determination of the Board of Supervisors that the Project is a qualified “project” within the meaning of the Act and that the Borrower is an “eligible participant” within the meaning of the Act. The Issuer shall:

(a) Finance the Project in an amount not to exceed \$45,000,000; and

(b) Issue industrial development revenue bonds in one or more series of tax-exempt and/or taxable bonds (the “Bond(s)”), in an amount not to exceed \$45,000,000 in order to finance costs of the Project.

2. The aforesaid plan of financing contemplates, and is conditioned upon, the following:

(a) The Bonds shall never constitute an indebtedness of the Issuer within the meaning of any state constitutional provision or statutory limitation;

(b) The Bonds shall not constitute or give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing powers;

(c) The Project shall be subject to property taxation in the same amount and to the same extent as though the Project were not financed with industrial development revenue bonds;

(d) The Borrower shall find a purchaser for all of the Bonds;

(e) The County’s out-of-pocket costs, including but not limited to legal fees and trustee’s fees, in connection with the issuance and sale of the Bonds shall be paid by the Borrower; and

(f) A notice of public hearing required by federal law for purposes of Section 147(f) of the Internal Revenue Code, as amended, shall be published in a newspaper of general circulation in Marathon County and a public hearing shall be held to provide interested individuals or parties the opportunity to testify as to the Project and the issuance of the Bonds.

3. The aforesaid plan of financing shall not be legally binding upon the Issuer nor be finally implemented unless and until:

(a) The details and mechanics of the same are authorized and approved by a further resolution of the Board of Supervisors which shall be solely within the discretion of the Board of Supervisors;

(b) The County Clerk shall cause notice of adoption of this Initial Resolution, in the form attached hereto as Exhibit A, to be published once in a newspaper of general circulation in Marathon County, and the electors of Marathon County shall have been given the opportunity to petition for a referendum on the matter of the aforesaid bond issue, all as required by law;

(c) Either no such petition shall be timely filed or such petition shall have been filed and said referendum shall have approved the bond issue;

(d) The County Clerk shall have received an employment impact estimate issued under Section 238.11 of the Wisconsin Statutes; and

(e) All documents required to consummate the financing have been duly authorized and delivered.

4. Pursuant to the Act, all requirements that the Project be subject to the contracting requirements contained in Section 66.1103 are waived, the Borrower having represented that it is able to negotiate satisfactory arrangements for completing the Project and that the Issuer's interests are not prejudiced thereby.

5. The County Clerk is directed, following adoption of this Initial Resolution (i) to publish notice of such adoption not less than one time in the official newspaper of Marathon County, Wisconsin, such notice to be in substantially the form attached hereto as Exhibit A and (ii) to file a copy of this Initial Resolution, together with a statement indicating the date the Notice to Electors was published, with the Wisconsin Economic Development Corporation within twenty (20) days following the date of publication of such notice.

6. This Initial Resolution is an "initial resolution" within the meaning of the Act and official action toward issuance of the Bonds for purposes of Sections 103 and 144 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder. Furthermore, it is the reasonable expectation of the Issuer that proceeds of the Bonds may be used to reimburse expenditures made on the Project prior to the issuance of the Bonds. The maximum principal amount of debt expected to be issued for the Project on the date hereof is \$45,000,000. This statement of official intent is made pursuant to Treasury Regulations §1.150-2.

Dated: October 24, 2023

Approved as to Form:

Corporation Counsel

Finance Director

County Administrator

I, the undersigned, the duly appointed and qualified Clerk of Marathon County, Wisconsin do hereby certify that the foregoing resolution was duly adopted by the 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 October 24, 2023

Kim Trueblood, County Clerk

EXHIBIT A

NOTICE TO ELECTORS OF MARATHON COUNTY, WISCONSIN

TAKE NOTICE that the Board of Supervisors of Marathon County, Wisconsin (the “Issuer”), at a regular meeting held at the Marathon County Courthouse, 500 Forest Street, Wausau, Wisconsin, on October 24, 2023, adopted an Initial Resolution pursuant to Section 66.1103 of the Wisconsin Statutes, as amended, expressing the intention to issue not to exceed \$45,000,000 of industrial development revenue bonds of the Issuer (the “Bonds”) on behalf of WI RNG VDG LLC, a Delaware limited liability company, and/or a related entity, and/or a limited liability entity to be formed (collectively, the “Borrower”). The Borrower desires to complete a project consisting of financing the (i) design, development, construction and operation of a solid waste disposal facility for the purpose of converting dairy cattle waste to natural gas for sale on property owned by Van Der Geest Dairy Cattle, Inc., a Wisconsin corporation, at 5555 County Road A in the Village of Maine, Marathon County, Wisconsin (the “Project Site”), (ii) the lease of the Project Site to the Borrower for the production of renewable natural gas, (iii) acquisition and installation of an anaerobic digester and related equipment at the Project Site, (iv) capitalized interest during the construction period, (v) funding of a Debt Service Reserve Fund and other funds, if necessary, and (vi) payment of certain professional fees and costs of issuance (collectively, the “Project”). The Borrower has represented that the net number of full-time equivalent jobs which the Project is expected to create on the Project site within three years is 10.

Pursuant to the terms of Section 66.1103 of the Wisconsin Statutes, all requirements that the Project be subject to the contracting requirements contained in Section 66.1103 are waived, the Borrower having represented that it is able to negotiate satisfactory arrangements for completing the Project and that the Issuer’s interests are not prejudiced thereby.

THE BONDS SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF THE ISSUER, NOR SHALL THE BONDS GIVE RISE TO ANY PECUNIARY LIABILITY OF THE ISSUER, NOR SHALL THE BONDS BE A CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE ISSUER. RATHER, THE BONDS SHALL BE PAYABLE SOLELY FROM THE REVENUES AND OTHER AMOUNTS TO BE DERIVED PURSUANT TO THE REVENUE AGREEMENT RELATING TO SAID PROJECT TO BE ENTERED INTO BETWEEN THE ISSUER AND THE BORROWER.

The Initial Resolution may be inspected in the office of the County Clerk at 500 Forest Street, Wausau, Wisconsin, during business hours.

TAKE FURTHER NOTICE THAT THE ELECTORS OF MARATHON COUNTY MAY PETITION FOR A REFERENDUM ON THE QUESTION OF THE BOND ISSUE. Unless within thirty (30) days from the date of the publication of this Notice a petition signed by not less than five percent (5%) of the registered electors of Marathon County is filed with the County Clerk requesting a referendum on the question of the issuance of the Bonds, the Issuer will issue the Bonds without submitting the proposition for the electors' approval. If such petition is filed as aforesaid, then the Bonds shall not be issued until approved by a majority of the electors of Marathon County voting thereon at a general or special election.

Kim Trueblood, County Clerk
Marathon County, Wisconsin

HUSCH BLACKWELL

Lynda R. Templen
Senior Counsel

511 North Broadway, Suite 1100
Milwaukee, WI 53202
Direct: 414-978-5505
Fax: 414-223-5000
Lynda.Templen@huschblackwell.com

September 5, 2023

TO THE ATTACHED DISTRIBUTION LIST

**RE: Not to Exceed \$45,000,000 Marathon County, Wisconsin
Solid Waste Disposal Revenue Bonds, Series 2023
(WI RNG VDG LLC Renewable Natural Gas Production Plant Project)**

Greetings:

At the request of WI RNG VDG LLC, a Delaware limited liability company, and/or a related entity, and/or a limited liability entity to be formed (collectively, the “Borrower”), we have prepared drafts of documents necessary for the consideration and adoption of an Initial Resolution Regarding Solid Waste Disposal Revenue Bond Financing for WI RNG VDG LLC Renewable Natural Gas Production Plant Project (the “Initial Resolution”) by the Board of Supervisors of Marathon County, Wisconsin (the “County”) on October 24, 2023. The Borrower’s project consists of financing the (i) design, development, construction and operation of a solid waste disposal facility for the purpose of converting dairy cattle waste to natural gas for sale on property owned by Van Der Geest Dairy Cattle, Inc., a Wisconsin corporation, at 5555 County Road A in the Village of Maine, Marathon County, Wisconsin (the “Project Site”), (ii) the lease of the Project Site to the Borrower for the production of renewable natural gas, (iii) acquisition and installation of an anaerobic digester and related equipment at the Project Site, (iv) capitalized interest during the construction period, (v) funding of a Debt Service Reserve Fund and other funds, if necessary, and (vi) payment of certain professional fees and costs of issuance (collectively, the “Project”).

Federal and state law requires that the authorization for such an industrial development revenue bond be done in two stages (first, the consideration of an Initial Resolution by the County Board, and second, the consideration of a final resolution (the “Final Resolution”) by the County Board).

The Initial Resolution is not a commitment to issue bonds, but merely evidences the County's “official intent” to issue bonds pending satisfactory negotiation of the terms.

The Final Resolution to be considered by the County Board at a future meeting will be drafted and presented to the County only after negotiations for the bond issue have been completed.

Enclosed are the following documents necessary to allow the County Board to consider the Initial Resolution on October 24, 2023:

- (1) Initial Resolution, with the form of Notice to Electors of Marathon County, Wisconsin, attached as Exhibit A;
- (2) Good faith fee estimate letter required under Section 66.1103 of the Wisconsin Statutes; and
- (3) Notice of Intent to Obtain a Municipal Industrial Revenue Bond, which contains information regarding job estimates.

We have also enclosed a “Checklist for Marathon County” and a summary of industrial development revenue bonds for informational purposes.

The following, in chronological order, are the steps necessary to issue the bonds:

1. The County Board considers the Initial Resolution on October 24, 2023. For agenda purposes, the County Clerk should describe the Initial Resolution as follows for the County Board meeting on October 24, 2023:

“Consideration of an Initial Resolution Regarding Solid Waste Disposal Revenue Bond Financing for WI RNG VDG LLC Renewable Natural Gas Production Plant Project. Information with respect to the job impact of the project will be available at the time of consideration of the Initial Resolution.”

Under federal regulations for cost recovery, reimbursement of the Borrower’s expenditures with bond proceeds can only occur if the Issuer adopts the Initial Resolution. This Initial Resolution may apply to expenditures made by the Borrower within sixty (60) days prior to the adoption of the Initial Resolution and, in general, the reimbursement must be made no later than three (3) years after the original expenditure.

2. On October 25, 2023, the County Clerk should call Kate L. Albrecht at our office (414-978-5516) to confirm that the Initial Resolution was adopted. Kate will publish the Notice to Electors, which is attached to the Initial Resolution as Exhibit A, in the County’s local newspaper. After the notice is published, the electors of the County have thirty (30) days during which to circulate a petition

for a referendum. In my personal experience, only one such referendum has ever been placed on the ballot, out of hundreds of industrial development revenue bond issues.

3. The County Clerk should mail a copy of the Initial Resolution (the Certificate by County Clerk which is attached to the Initial Resolution should be completed and signed) to Kate L. Albrecht. Kate will send a copy of the Initial Resolution, along with the date that the Notice to Electors was published, to Steven Sabatke at the Wisconsin Economic Development Corporation.

4. The federal tax law known as the Tax Equity and Fiscal Responsibility Act of 1986 (“TEFRA”), requires that this Project, which is being funded with tax-exempt bond proceeds, be the subject of a noticed public hearing called a TEFRA public hearing. These hearings provide interested individuals or parties the opportunity to testify on any matters related to such potential bond issues, including the nature and location of the Project.

Therefore, at a future date, a notice regarding the scheduled TEFRA public hearing must be published (our office will publish the Notice of Public Hearing on behalf of the County). The Notice of Public Hearing must be published no later than seven (7) days before the TEFRA public hearing. Our usual practice is to have the TEFRA public hearing immediately preceding the meeting at which the Final Resolution is considered by the County Board. We will notify the County in the future to schedule the TEFRA public hearing/Final Resolution date.

5. At a future date, the County Board will hold the TEFRA public hearing and consider the Final Resolution. A representative of the Borrower should attend the TEFRA public hearing. The County Board meeting must meet the requirements of an open meeting under Sections 19.81 et seq. of the Wisconsin Statutes

6. After the preliminary steps outlined above have been completed, the Borrower and the Purchaser will need to negotiate the bond documents (to be prepared by Husch Blackwell LLP) in preparation for the sale of the bonds. The pricing will occur just prior to the County Board meeting during which the County Board will be asked to adopt the Final Resolution.

The foregoing is a brief sketch of the procedural steps that must be followed when issuing industrial development revenue bonds. The key point to remember is that the County will be considering, from a policy standpoint, whether to encourage the location of the Project in the County. By issuing the bonds, the County will give the Borrower an interest rate benefit because the bonds will be tax-exempt in the hands of the Purchaser. It must be emphasized that the County will not be liable in any way on the bonds; the bonds are special, limited obligations of the County.

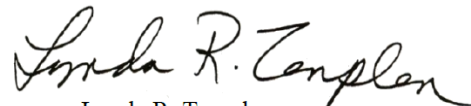
We are simultaneously delivering to the County Clerk the good faith fee estimate letter required under Section 66.1103 of the Wisconsin Statutes. A copy of this letter should be signed by Kim Trueblood and returned to us to evidence her receipt of the letter.

September 5, 2023
Page 4

The Borrower has signed the enclosed Notice of Intent to Obtain a Municipal Industrial Revenue Bond (the "Notice of Intent"). The Notice of Intent is being delivered to the County Clerk with this letter, and we will mail a copy to Steven Sabatke at the Wisconsin Economic Development Corporation.

We are looking forward to working with everyone on this Project. Please call me with any questions or comments.

Very truly yours,



Lynda R. Templen

Notice of Intent to Obtain a Municipal Industrial Revenue Bond

Section 66.1103 (4m) (a) 1 of the Wisconsin Statutes requires the person or business who intends to obtain an industrial revenue bond issue from a Wisconsin municipality to notify this intention to the Wisconsin Economic Development Corporation and to any collective bargaining agent in the state with whom the person or business has a collective bargaining agreement. This notification must occur at least 30 days prior to entering into the revenue agreement or signing the loan contract. The person or business must provide information on the number of full-time jobs that are expected to be eliminated, created, or maintained at the project site and elsewhere in Wisconsin as a result of the project which is the subject of this notice. The person or business named below hereby gives notice of intent to obtain an Industrial Revenue Bond pursuant to s. 66.1103 of the Wisconsin Statutes.

I. Project

- A. Person: Nick Cioll
Business: WI RNG VDG LLC
Address: 111 Veterans Memorial Blvd, Suite 1546
Post Office/ZIP: Metairie, LA 70005
- B. Project site: Marathon County, Wisconsin (Village of Maine)
(Name of city, village or town in which the project is located)
- C. Project type: Expansion at Present Location Relocation Within Same Municipality
 Relocation From Within State Relocation from Out-of-State New Business
 Branch-Wisconsin Operation Branch-Out-of-State Operation _____
- D. Maximum amount of IRB financing: \$45,000,000

II. Employment Estimates (to result within the next 3 years)

Number of Full-Time Jobs	Before Project	To Be Maintained	To Be Created	To Be Eliminated	Net Total Number of Jobs
A. <u>At the Project Site</u>	-0-	-0-	10	-0-	10
B. <u>At All Other Wisconsin Operations</u>	-0-	-0-	-0-	-0-	-0-
C. <u>Net Totals</u>	-0-	-0-	10	-0-	10

- D. Will any jobs transfer from one or more locations to the project site? Yes No
- Number of jobs to transfer: N/A
- Location(s) the jobs will transfer from: (municipality) N/A

Signed/Person completing this form

Nick Cioll

Name

Date

(469) 951-3264

Telephone Number

HUSCH BLACKWELL

Lynda R. Templen
Senior Counsel

511 North Broadway, Suite 1100
Milwaukee, WI 53202
Direct: 414-978-5505
Fax: 414-223-5000
Lynda.Templen@huschblackwell.com

September 5, 2023

Kim Trueblood, County Clerk
Marathon County
500 Forest Street
Wausau County, WI 54403

Steve Sabatke
Underwriting Manager
Wisconsin Economic Development Corporation
201 West Washington Avenue, 6th Floor
Madison, WI 53149

**RE: Not to Exceed \$45,000,000 Marathon County, Wisconsin
Solid Waste Disposal Revenue Bonds, Series 2023
(WI RNG VDG LLC Renewable Natural Gas Production Plant Project)**

Greetings:

We understand that in the near future, the Board of Supervisors of Marathon County, Wisconsin (the "County"), will take action on an Initial Resolution for industrial development revenue bond financing under Section 66.1103 of the Wisconsin Statutes on behalf of WI RNG VDG LLC, a Delaware limited liability company, and/or a related entity, and/or a limited liability entity to be formed.

Section 66.1103 of the Wisconsin Statutes requires that prior to the adoption of the Initial Resolution, a document containing a good faith estimate of the legal fees which will be paid from the bond proceeds must be filed with the County Clerk of the County and with the Wisconsin Economic Development Corporation. This letter is that document.

Estimating legal fees at this stage in the proceedings is difficult because many of the most significant factual matters which may affect legal costs are not known in detail at this time. The size and structure of the bond issue have not been finalized. These and other matters normally are negotiated and determined after the Initial Resolution is adopted. As a result, the scope and amount of work which the

various parties may choose to refer to their lawyers can vary considerably as the economic aspects of the financing develop.

The relationship of these variables to an estimate of aggregate legal fees is evident from the principles which lawyers apply in charging fees for their services. Fees for services rendered by any Wisconsin lawyer should be consistent with, and grounded upon, the Rules of Professional Conduct for Attorneys of the American Bar Association, as currently enforced in Wisconsin. Those rules set forth the following basic guidelines:

A lawyer's fee shall be reasonable. Factors to be considered as guides in determining the reasonableness of a fee include the following:

- (1) The time and labor required, the novelty and the difficulty of the questions involved, and the skill requisite to perform the legal service properly.
- (2) The likelihood, if apparent to the client, that the acceptance of the particular employment will preclude other employment by the lawyer.
- (3) The fee customarily charged in the locality for similar legal services.
- (4) The amount involved and the results obtained.
- (5) The time limitations imposed by the client or by the circumstances.
- (6) The nature and length of the professional relationship with the client.
- (7) The experience, reputation and ability of the lawyer or lawyers performing the services.
- (8) Whether the fee is fixed or contingent.

The maximum principal amount of the bonds will not exceed \$45,000,000.

The following is a good faith estimate of the legal fees which will be paid from the proceeds of the bonds with respect to this financing:

COUNSEL

FEE ESTIMATE

Bond Counsel

\$137,500 plus disbursements*

Counsel to the Eligible Participant

It is unknown whether the legal fees and disbursements of such counsel will be paid from the proceeds of the bonds

Attorneys who have not yet been identified who may be involved in the transaction, including, without limitation, counsel to any Trustee involved, any real estate counsel involved, and any counsel to the initial bond purchaser(s)

It is unknown whether the legal fees and disbursements of such counsel will be paid from the proceeds of the bonds

The actual fee charged by each of the lawyers acting in this matter may vary considerably from the estimates provided above. Without purporting to be exhaustive, the following are reasons why actual fees may be higher or lower than the estimate: (i) assumptions regarding the size, structure, complexity and timing of the bond financing may change; (ii) clients may alter the scope of their lawyers' engagement; (iii) parties may require legal opinions or legal advice beyond that normally requested in similar financings; and (iv) unforeseen legal problems may arise.

We are writing and filing this letter to comply with the requirements of Section 66.1103 of the Wisconsin Statutes. To the extent that we have estimated attorneys' fees other than our own, we did so on the basis of prior experience and information available to us at the time of writing this letter.

Please complete and return the receipt below by email. Thank you.

Very truly yours,


Lynda R. Templen

*Estimate only, based on par.

The undersigned acknowledge receipt of the foregoing this ____ day of _____, 2023.

**WISCONSIN ECONOMIC DEVELOPMENT
CORPORATION**

By: _____
Steven Sabatke, Underwriting Manager

MARATHON COUNTY, WISCONSIN

By: _____
Kim Trueblood, County Clerk

Not to Exceed \$45,000,000
Marathon County, Wisconsin
Solid Waste Disposal Revenue Bonds, Series 2023
(WI RNG VDG LLC Renewable Natural Gas Production Plant Project)

CHECKLIST FOR MARATHON COUNTY, WISCONSIN (the “Issuer”)

ITEM	ACTION TO BE TAKEN BY ISSUER	DATE ACTION TAKEN
1. Husch Blackwell LLP (“HB”) provides Procedure Letter to Marathon County, Wisconsin (“Issuer”).	N/A	September 5, 2023
2. HB provides Fee Estimate Letter to County Clerk and Wisconsin Economic Development Corporation (“WEDC”).	County Clerk signs Fee Estimate Letter and returns to HB.	September 5, 2023
3. HB / Borrower provide Job Estimate to Issuer, WEDC and union representatives (if any).	N/A	September 5, 2023
4. HB provides Initial Resolution (inducement resolution) to Issuer.	County Clerk includes Initial Resolution in County Board packet and on agenda.	September 5, 2023
5. County Clerk provides Notice of Meeting to consider Initial Resolution. Must include job information. See Procedure Letter for required language.	County Clerk provides notice of meeting, including required job language to comply with Wisconsin open meetings law.	Notice of meeting provided by County for October 24, 2023 meeting
6. County Board considers Initial Resolution.	County Board considers Initial Resolution.	October 24, 2023
7. HB publishes Notice to Electors.	County Clerk calls Kate L. Albrecht at HB (414-978-5516) to confirm adoption of Initial Resolution.	October 25, 2023
8. HB provides a copy of Initial Resolution and publication date of Notice to Electors to WEDC.	County Clerk mails copy of signed Initial Resolution to Kate L. Albrecht.	October 25, 2023
9. HB provides Issuer with Final Resolution and other documents.	County Clerk includes Final Resolution in County Board packet and on agenda. Issuer reviews documents.	TBD
10. County Clerk provides Notice of Meeting to consider Final Resolution. Final Resolution considered approximately 4 weeks after publication of Notice to Electors (#7 above); however, bonds cannot be issued sooner than 30 days after publication of Notice to Electors.	County Clerk provides notice of meeting to comply with Wisconsin open meetings law.	TBD
11. HB publishes TEFRA Notice at least 7 days prior to meeting date.	County Clerk includes Notice of Public Hearing on County Board agenda.	TBD
12. Issuer holds TEFRA public hearing and considers Final Resolution.	County Board holds TEFRA public hearing, County Board consider Final Resolution, and County signs and returns all bond documents provided by HB to Kate L. Albrecht.	TBD
13. Closing (Issuer does not attend closing; signature pages will be sent to Issuer prior to closing)	N/A - HB will send a closing book to Issuer upon closing.	TBD

Husch Blackwell LLP
Lynda R. Templen, Esq. 414-978-5505

SUMMARY

**Request for MARATHON COUNTY, WISCONSIN
to Serve as Conduit Issuer
for
Not to Exceed \$45,000,000 Exempt Facility Revenue Bonds
to Benefit
WI RNG VDG LLC Renewable Natural Gas Production Plant Project**

This will summarize the request of WI RNG VDG LLC, a Delaware limited liability company, and/or a related entity, and/or a limited liability entity to be formed (collectively, the “Company”), asking that Marathon County, Wisconsin (the “County”) consider an Initial Resolution to benefit the Company through the conduit issuance of one or more series of tax-exempt and taxable exempt facility revenue bonds (“Bonds”) to finance a project located at 5555 County Road A, in the Village of Maine, Marathon County, Wisconsin. The Project consists of the (i) design, development, construction and operation of a solid waste disposal facility for the purpose of converting dairy cattle waste to natural gas for sale on property owned by Van Der Geest Dairy Cattle, Inc., a Wisconsin corporation, at 5555 County Road A in the Village of Maine, Marathon County, Wisconsin (the “Project Site”), (ii) the lease of the Project Site to the Company for the production of renewable natural gas, (iii) acquisition and installation of an anaerobic digester and related equipment at the Project Site, (iv) capitalized interest during the construction period, (v) funding of a Debt Service Reserve Fund and other funds, if necessary, and (vi) payment of certain professional fees and costs of issuance (collectively, the “Project”). Exempt facility revenue bonds must comply with both Federal law (Sec. 142 of Internal Revenue Code (“IRC”) and State law (Section 66.1103 Wis. Stats.). In a conduit bond transaction, a state or local governmental entity issues bonds and loans the proceeds from the sale of the bonds to a private entity for an authorized project. In Wisconsin, counties, cities, villages and towns, as well as duly constituted redevelopment authorities and community development authorities may issue such conduit bonds.

Section 142(a) IRC permits the issuance of qualified exempt facility bonds for multiple purposes, including for projects in which 95% of the project is used for conversion of solid waste to a first useful product (Section 142(a)(6) IRC). The Project, as outlined above, converts animal waste into renewable natural gas (“RNG”) and will constitute a solid waste conversion facility under Section 142(a)(6) IRC.

These exempt facility Bonds are municipal bonds; however, they are not general obligations of the County. If the County agrees to issue bonds to benefit the proposed Project:

1. The County will not be liable for payment of the principal and interest on the bonds;
2. The County will not have ongoing responsibilities of monitoring or reporting with regard to the bonds or the Project.
3. The bonds do not count against the County’s borrowing capacity. The County will not levy a tax for payment of the bonds.
4. The County will be reimbursed for all fees and costs incurred because of the County’s participation as the conduit issuer of the bonds.

The County acts strictly as a conduit, which enables the Company to borrow at a lower rate of interest.

Because the bonds are issued by a governmental entity, the holder of the bond may exclude the interest on the bonds from gross income for federal tax purposes.

Inducement/Reimbursement

Companies considering bond financing must obtain an Initial Resolution, also sometimes referred to as an “inducement resolution” or “qualified reimbursement resolution” from the municipality in which the Project being financed is located, in order to preserve the option to use bond financing and apply for volume cap from the WEDC. The Initial Resolution is preliminary approval only and is non-binding as to the County or the Company but is required by Federal tax law and State law. If the Initial Resolution is adopted by the County, this will assure that when and if bonds are issued, all eligible project costs incurred no more than 60 days prior to the date of the Initial Resolution (including reimbursement of equity contributions or refunding of conventional financing), may be included in the ultimate bond financing. Failure to have a qualified resolution may result in disqualifying certain costs.

By acting as the conduit issuer, the County can grant the Company a significant monetary benefit, at no cost to the County, because the Company will enjoy a lower interest rate as a result of using a bond structure. The bonds will be sold to the public (“Bondholders”) by an underwriter and thereafter, an independent third-party fiduciary, (the “Trustee”) will continuously monitor the bonds on behalf of the Bondholders. The Bondholders will look solely to the Company for repayment. Bondholders will not look to the County for payment. The County will assign all of its rights, liability and responsibilities under the bonds to the Trustee for the benefit of the Bondholders. In addition, the Bond documents will include broad indemnification of the County. The Company will be fully responsible for repaying the loan. If the Company is not able to meet its payment obligations, the Trustee will enforce the rights of the Bondholder as required in the Bond documents. The County is not liable for payment.

If the County adopts the Initial Resolution and the bond financing proceeds, the County, and their counsel, will receive copies of all documents, will be asked to hold a public hearing required by the IRC (the “TEFRA hearing”) at a future date. Once all documents are in substantially final form, the County will be asked to consider a Final Resolution approving the financing.

The foregoing is just a brief discussion of tax-exempt financing. By issuing the bonds, the County will give the Company an interest rate benefit, because the tax-exempt bonds will be tax-exempt in the hands of the Bondholders and, therefore, the cost savings passed along to the Company. It must be emphasized that the County will not be liable in any way on the bonds; the conduit bonds are special, limited obligations of the County.

The Company respectfully asks that the County Board consider the Initial Resolution at its October 24, 2023 meeting.

Marathon County, Wisconsin
\$ _____ * Tax-Exempt Solid Waste Disposal Revenue Bonds, Series 2023A
\$ _____ * Taxable Solid Waste Disposal Revenue Bonds, Series 2023B
(WI RNG VDG LLC Renewable Natural Gas Production Plant Project)

DISTRIBUTION LIST

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TRUSTEE'S COUNSEL

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