



**OFFICE OF KIM TRUEBLOOD  
COUNTY CLERK  
MARATHON COUNTY**



*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.*

**ADJOURNED ORGANIZATIONAL MEETING –AGENDA with MINUTES**

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THE ADJOURNED ORGANIZATIONAL MEETING of the Marathon County Board of Supervisors, composed of thirty-eight (38) members, will convene at the Marathon County Courthouse, Assembly Room, 500 Forest Street, Wausau, on Tuesday, August 20, 2024, at 6:00 p.m. to consider the following matters:

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

**A. OPENING OF SESSION:**

1. Meeting called to order by County Board Chair at 6:00 p.m., the agenda being duly signed and posted
2. Pledge of Allegiance to the Flag Followed by a Moment of Silence/Reflection
3. Reading of Notice
4. Request for silencing cell phones and other electronic devices
5. Roll Call – On roll call, 35 Supervisors were present as shown:

Aarrestad	17	Lemmer	2
Bootz	12	Marshall	20
Conway	16	Maszk	26
Covelli	33	Morache	6
DeBroux	11	Opall	37 (Excused)
Dickinson	29	Poole	36
Drabek	31	Radtke	10
Fifrick	15	Reynolds	30
Foote	9	Ritter	13
Gibbs	32	Robinson	4
Gisselman	5	Rosenberg	21
Hagen	28	Schoenborn	18
Hart	3	Seefeldt	14
Harteringer	22 (Absent)	Seubert	27
Hoppa	7	Sondelski	25
Jacobson	24 (Excused)	Ungerer	8
Jensen	38	Voll	23
Kroll	1	Wilhelm	34
Langenhahn	35	Xiong	19

6. Acknowledgment of visitors

**B. EDUCATIONAL PRESENTATIONS AND REPORTS:**

7. Standing Committee Chairs or Designees

**C. CONSENT AGENDA:**

8. Approval of minutes from the July 18 & 23, 2024 meetings
9. Referral of bills and communications to respective committees
10. Authorizing the Clerk to issue orders, bills, and claims from the last session through this session.
11. Appointments:
  - a) Rib Mountain Metropolitan Sewerage District – Jim Pauls and Darin Westover

12. Ordinances:
- a) Environmental Resources Committee:
    - 1. Town of Easton Rezone – Riverside Land Surveying, Nathan Wincentsen PLS for On-Q Holsteins, LLC #O-25-24
    - 2. Town of Easton Rezone – Dennie and Linda Davis #O-26-24
    - 3. Town of Easton Rezone – Tim Vreeland for Randall Gorski #O-27-24
    - 4. Town of Hull Rezone – Mike and Sue Gosse #O-28-24
13. Resolutions:
- a) Human Resources, Finance, and Property Committee
    - 1. Approving 2025 Capital Improvement Program Projects List #R-33-24
    - 2. Accepting the 5-year Capital Plan #R-34-24
  - b) Human Resources, Finance, and Property Committee and Public Safety Committee:
    - 1. Abolish 1 FTE DA Investigator and Create 1 FTE Deputy Sheriff Position within the Sheriff’s Office by Way of Interagency Agreement Between the District Attorney’s Office and the Sheriff’s Office #R-35-24

Discussion: None.

Action: Motion by Drabek, Second by Rosenberg to approve the Consent Agenda. Motion carried on a roll call vote unanimously.

Follow Through: None.

### ORDINANCES

- D. ENVIRONMENTAL RESOURCES COMMITTEE:
- 14. Text Amendment to Chapter 17 Zoning Code – Tyler Seehafer #O-24-24

Discussion:

Action: Motion by Drabek, Second by Bootz to deny approval of the text amendment.

Action: Motion by Dickinson, Second by Morache to lay the text amendment on the table. Motion carried 25-10 on a roll call vote as follows:

Yes: Aarrestad, Bootz, Conway, Covelli, Dickinson, Fifrick, Hagen, Hart, Hoppa, Jensen, Kroll, Lemmer, Marshall, Maszk, Morache, Poole, Radtke, Reynolds, Ritter, Robinson, Schoenborn, Seubert, Sondelski, Ungerer, Wilhelm - 25

No: Debroux, Drabek, Foote, Gibbs, Gisselman, Langenhahn, Rosenberg, Seefeldt, Rosenberg, Xiong - 10

Follow Through: The text amendment ordinance will be laid on the table for the duration of this session.

### RESOLUTIONS

- E. HUMAN RESOURCES, FINANCE, and PROPERTY COMMITTEE and INFRASTRUCTURE COMMITTEE:
- 15. Amendment of 2024 Budget – Transfer from Highway Reserve Funds for Emergency Culvert Repair, CTH “O” #R-36-24

Discussion: None.

Action: Motion by Morache, Second by Covelli to approve the budget transfer. Motion carried on a roll call vote unanimously.

Follow Through: None.

- F. HUMAN RESOURCES, FINANCE, AND PROPERTY COMMITTEE, EXECUTIVE COMMITTEE, AND INFRASTRUCTURE COMMITTEE:
- 16. Consideration of Final Resolution Regarding Unconditional County Guaranty of its Pro Rata Share, Intergovernmental Agreement and Taxable Revenue Bond Financing for Bug Tussel 2, LLC Project #R-37-24

Discussion:

Action: Motion by Seefeldt, Second by Xiong to approve the resolution.

Action: Motion by Robinson, Second by Ritter to postpone the resolution to no later than the October meeting. Motion carried on a roll call vote unanimously.

Follow Through: Resolution will be taken up no later than the October meeting.

G. MISCELLANEOUS BUSINESS:

17. Announcements and/or requests

- Due to the WCA Conference, there will be one meeting in September, on Thursday, September 19.
- Supervisor Radtke mentioned the Labor Day Parade on September 2 at 4:00.
- Supervisor Drabek mentioned the Edgar Steam Show is taking place this weekend, Friday - Sunday

18. Move to adjourn – Motion by Covelli, Second by Kroll to adjourn. Motion carried on a voice vote unanimously. Meeting adjourned at 6:32 p.m.

**ORDINANCES**

#O-24-24 – Text Amendment to Chapter 17 Zoning Code – Tyler Seehafer

WHEREAS, the Marathon County Board of Supervisors has been petitioned to amend the General Code of Ordinances for Marathon County, Chapter 17, the Marathon County Zoning Code, through a petition of Tyler Seehafer, for certain text amendment changes to Chapter 17 regarding Farm Consolidations; and WHEREAS, the text amendments may be viewed online at <https://www.marathoncounty.gov/services/zoning> and are also attached hereto; and

WHEREAS, the petition to amend the Zoning Code was referred to the Marathon County Environmental Resources Committee for public hearing; and

WHEREAS, the Environmental Resources Committee, on due notice, conducted a public hearing thereon to consider the proposed text amendments; and

WHEREAS, the Marathon County Board, on July 23, 2024, voted to direct the Environmental Resources Committee to forward to the County Board an ordinance drafted to effectuate the petition; and

WHEREAS, on July 30, 2024, the Environmental Resources Committee forwarded this ordinance and the attached text amendment draft to the Marathon County Board for its consideration.

NOW, THEREFORE, BE IT RESOLVED, that the Marathon County Board of Supervisors does ordain to amend Chapter 17 of the Marathon County General Code of Ordinances pursuant to the attached document.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that this Text Amendment shall be incorporated into the Marathon County General Code of Ordinances upon certification from the Wisconsin Department of Agriculture, Trade, and Consumer Protection (DATCP) that the text amendment meets and maintains the requirements for certification of Marathon County's Farmland Preservation ordinance under Wisconsin Statute Sections 91.36 and 91.38.

Dated this 30<sup>th</sup> day of July, 2024

Environmental Resources Committee

#O-25-24 – Town of Easton Rezone – Riverside Land Surveying, Nathan Wincentsen PLS for On-Q Holsteins

WHEREAS, the Marathon County Board of Supervisors has been petitioned to amend the General Code of Ordinances for Marathon County Chapter 17 Zoning Code by Riverside Land Surveying-Nathan Wincentsen PLS on behalf of On-Q Holsteins, LLC to rezone lands from G-A General Agriculture to R-E Rural Estate described as a part of Lot 4 of Certified Survey Map #15498, recorded in Volume 70 of Certified Survey Maps Page 80 as Document #1544359 located in part of the Northwest ¼ of the Northwest ¼ of Section 21, Township 29 North, Range 9 East, Town of Easton. The area proposed to be rezoned from G-A General Agriculture to R-E Rural Estate is described as Lot 1 of the preliminary CSM. Parent Parcel # 018-2909-212-0997.

WHEREAS, the petition was referred to the Marathon County Environmental Resources Committee (the Committee) for public hearing; and WHEREAS, the Committee, on due notice, conducted a public hearing thereon, pursuant to Section 59.69, Wisconsin Statutes on July 30, 2024 to consider the petition to amend Chapter 17; and

WHEREAS, the Committee being duly informed of the facts pertinent to the changes proposed, having reviewed the staff report, and duly advised of the recommendations of the Town of Easton hereby recommends the petition be GRANTED AS APPLIED FOR

NOW THEREFORE BE IT RESOLVED, the County Board of Supervisors of the County of Marathon does ordain as follows: The General Code of Ordinances for Marathon County Chapter 17 Zoning Code (and accompanying Zoning Map) is amended as stated above.

Dated this 30<sup>th</sup> day of July, 2024

Environmental Resources Committee

#O-26-24 – Town of Easton Rezone – Dennie and Linda Davis

WHEREAS, the Marathon County Board of Supervisors has been petitioned to amend the General Code of Ordinances for Marathon County Chapter 17 Zoning Code by Dennie and Linda Davis to rezone lands from R-R Rural Residential and R-E Rural Estate to G-A General Agriculture as described as Lot 1, Lot 2, and Lot 3 of Certified Survey Map #18916, Document #1833947, located in the Southwest ¼ of the Northwest ¼ of Section 23, Township 29 North, Range 9 East, Town of Easton. Parent Parcel #018-2909-232-0981, 018-2909-232-0982, 018-2909-232-0983.

WHEREAS, the petition was referred to the Marathon County Environmental Resources Committee (the Committee) for public hearing; and WHEREAS, the Committee, on due notice, conducted a public hearing thereon, pursuant to Section 59.69, Wisconsin Statutes on July 30, 2024 to consider the petition to amend Chapter 17; and

WHEREAS, the Committee being duly informed of the facts pertinent to the changes proposed, having reviewed the staff report, and duly advised of the recommendations of the Town of Easton hereby recommends the petition be GRANTED AS APPLIED FOR

NOW THEREFORE BE IT RESOLVED, the County Board of Supervisors of the County of Marathon does ordain as follows: The General Code of Ordinances for Marathon County Chapter 17 Zoning Code (and accompanying Zoning Map) is amended as stated above.

Dated this 30th day of July, 2024

Environmental Resources Committee

#O-27-24 – Town of Easton Rezone – Tim Vreeland for Randall Gorski

WHEREAS, the Marathon County Board of Supervisors has been petitioned to amend the General Code of Ordinances for Marathon County Chapter 17 Zoning Code by Tim Vreeland on the behalf of Randall Gorski to rezone lands from G-A General Agriculture to R-E Rural Estate described as Lot 1 of CSM 13710-60-87, located in Government Lot 20, Section 19, Township, 29 North, Range 9 East, Town of Easton. Areas to be rezoned from G-A General Agriculture to R-E Rural Estate are described as Lot 1 and Lot 2 of the preliminary CSM. Parent Parcel #018-2909-195-0941.

WHEREAS, the petition was referred to the Marathon County Environmental Resources Committee (the Committee) for public hearing; and WHEREAS, the Committee, on due notice, conducted a public hearing thereon, pursuant to Section 59.69, Wisconsin Statutes on July 30, 2024 to consider the petition to amend Chapter 17; and

WHEREAS, the Committee being duly informed of the facts pertinent to the changes proposed, having reviewed the staff report, and duly advised of the recommendations of the Town of Easton hereby recommends the petition be GRANTED AS APPLIED FOR

NOW THEREFORE BE IT RESOLVED, the County Board of Supervisors of the County of Marathon does ordain as follows: The General Code of Ordinances for Marathon County Chapter 17 Zoning Code (and accompanying Zoning Map) is amended as stated above.

Dated this 30th day of July, 2024

Environmental Resources Committee

#O-28-24 – Town of Hull Rezone – Mike and Sue Gosse

WHEREAS, the Marathon County Board of Supervisors has been petitioned to amend the General Code of Ordinances for Marathon County Chapter 17 Zoning Code by Michael and Sue Gosse to amend the General Code of Ordinance for Marathon County Chapter 17 Zoning Code to rezone lands from CV-RC Conservancy and Recreation to F-P Farmland Preservation and CV-RC- Conservancy and Recreation and F-P Farmland Preservation to L-I Light Industrial described as part of Lot 1 and Outlot 1 of CSM 7355-28-128 and part of the West ½ of the Fractional Northwest ¼ of Section 3, Township 28 North, Range 2 East, Town of Hull. Area to be rezoned to L-I Light Industrial is described as Lot 1 and area to be rezoned to F-P Farmland Preservation is described as Lot 2 of the preliminary CSM. Parent Parcel #044-2802-032-0989, 044-2802-032-0993, 044-2802-032-0992, and 044-2802-032-0997.

WHEREAS, the petition was referred to the Marathon County Environmental Resources Committee (the Committee) for public hearing; and WHEREAS, the Committee, on due notice, conducted a public hearing thereon, pursuant to Section 59.69, Wisconsin Statutes on July 2, 2024 to consider the petition to amend Chapter 17; and

WHEREAS, the Committee being duly informed of the facts pertinent to the changes proposed, having reviewed the staff report, and duly advised of the recommendations of the Town of Hull hereby recommends the petition be GRANTED AS APPLIED FOR

NOW THEREFORE BE IT RESOLVED, the County Board of Supervisors of the County of Marathon does ordain as follows: The General Code of Ordinances for Marathon County Chapter 17 Zoning Code (and accompanying Zoning Map) is amended as stated above.

Dated this 30th day of July, 2024  
Environmental Resources Committee

### **RESOLUTIONS**

#### **#R-33-24 – Approving 2025 Capital Improvement Program Projects List**

WHEREAS, the Human Resources and Finance and Property Committee of the Board of Supervisors of Marathon County has received and reviewed the 2025 Capital Improvement Program Projects list; and WHEREAS, the Capital Improvement Program Projects list is a non-binding tool of the budget development process that provides guidance to Administration relative to how to build projects into the 2025 budget. This list may be amended based upon available funding and actions by the Human Resources, Finance and Property Committee and the Marathon County Board of Supervisors; and, WHEREAS, a final Capital Improvement Program Projects list and accompanying funding for such projects will be proposed and adopted as a part of the 2025 budget; and WHEREAS, the Human Resources and Finance and Property Committee of the Board of Supervisors of Marathon County recommends approval of the 2025 Capital Improvement Program Projects list. NOW, THEREFORE BE IT RESOLVED, that the Board of Supervisors of the County of Marathon does hereby resolve to approve the 2025 Capital Improvement Program Projects list.

Dated this 20<sup>th</sup> day of August, 2024  
Human Resources, Finance, and Property Committee

#### **#R-34-24 – Accepting the 5-year Capital Plan – PULLED, NO RESOLUTION AVAILABLE**

#### **#R-35-24 – Abolish 1 FTE DA Investigator and Create 1 FTE Deputy Sheriff Position Within the Sheriff’s Office by Way of Interagency Agreement Between the District Attorney’s Office and the Sheriff’s Office**

WHEREAS, the District Attorney, through her statutory authority under Wis. Stat. § 978.047, currently has one full-time Investigator position within the Office of District Attorney in Marathon County; and WHEREAS, the current investigator position conducts what can be considered law enforcement work; however, the demand for investigation work in the District Attorney’s office is on the rise and includes work that is duplicative of services performed by the sheriff’s office. Additionally, the sheriff’s office has in place the training, policy, and oversight necessary for a law enforcement position; and WHEREAS, the Marathon County Sheriff and Marathon County District Attorney have discussed transferring the 1 FTE Investigator position from the District Attorney’s office to the oversight of the Sheriff, with the position then being assigned through interagency agreement to the District Attorney for investigatory purposes; and WHEREAS, on August 6, 2024, the Public Safety Committee approved abolishing 1 FTE DA Investigator position and creating 1 FTE Deputy Sheriff position with an accompanying interagency agreement that would assign the position to the District Attorney for investigatory purposes; and WHEREAS, on August 7, 2024, the Human Resources, Finance and Property Committee approved abolishing 1 FTE DA Investigator position and creating 1 FTE Deputy Sheriff position with an accompanying interagency agreement that would assign the position to the District Attorney for investigatory purposes.

NOW, THEREFORE BE IT RESOLVED, that the Board of Supervisors of the County of Marathon approves the following:

1. Abolish 1.0 FTE DA Investigator Position
2. Create 1.0 FTE Deputy Sheriff Position

NOW, THEREFORE, BE IT FURTHER RESOLVED, that this position is created contingent upon the execution of an interagency agreement, approved as to form by County Administration and Corporation Counsel, between the Sheriff and District Attorney that assigns this 1.0 FTE Deputy Sheriff position to the District Attorney for investigative purposes.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the remaining 2024 costs for this position shall be absorbed within the Sheriff’s Office budget.

Dated this 20<sup>th</sup> day of August, 2024  
Public Safety Committee and Human Resources, Finance, and Property Committee

#R-36-24 – Amendment of 2024 Budget – Transfer from Highway Reserve Funds for Emergency Culvert Repair, CTH “O”

WHEREAS, Section 65.90(5)(a) dictates that appropriations in the Marathon County budget may not be modified unless authorized by a vote of two-thirds of the entire membership of the County Board of Supervisors; and

WHEREAS, there is currently a need to repair a culvert on County Highway O. The existing culvert is a metal arch pipe installed in the 1990s. The floor of the culvert has started moving this year, resulting in the roadway above settling. Additionally, the outlet end of the pipe has settled and there is deflection at the last joint. These changes have created steep slopes from the road to the culvert; and

WHEREAS, the total amount required for repair of the culvert on County Highway O is \$230,000.00; and

WHEREAS, there is a request to use Highway Reserve funds in the amount of \$230,000.00 to cover the costs of the CTH O Emergency Culvert Repair; and

WHEREAS, on August 8, 2024, the Infrastructure Committee reviewed the request and recommended approval of the use of Highway Reserve funds in the amount of \$230,000; and

WHEREAS, on August 7, 2024, the Human Resources and Finance and Property Committee reviewed the request and recommended approval to amend the 2024 Budget to transfer funds from Highway Reserve for this emergency repair.

NOW, THEREFORE BE IT RESOLVED, that the Board of Supervisors of the County of Marathon does hereby resolve and ordain to amend the 2024 Budget to fund the following project: CTH O, Culvert Repair Project

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the funding for this project shall be in the amount of \$230,000.00 and shall be transferred from the Marathon County Highway Department Reserve Fund.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Board of Supervisors of the County of Marathon does hereby approve a budget amendment and budget transfer of \$230,000.00 from the Highway Department Reserve Fund for work on the CTH O Culvert Repair Project as follows:

Action	Account Number	Account Description	Amount
Fund Balance Decrease	Ledger: 33901	Highway Retained Earnings: Unreserved	230,000
		**Replacement of Culvert O0703; CR-O**	

**TRANSFER TO:**

Action	Account Number	Account Description	Amount
Expenditure Increase	CC: 53324	Infrastructure: Personnel/Fringe	32,000
	CC: 53324	Infrastructure: Contractor Services	15,000
	CC: 53324	Infrastructure: Culverts	90,000
	CC: 53324	Infrastructure: Equipment Rent	53,000
	CC: 53324	Infrastructure: Asphalt	20,000
	CC: 53324	Infrastructure: Gravel	20,000

Dated this 20<sup>th</sup> day of August, 2024

Infrastructure Committee and Human Resources, Finance, and Property Committee

#R-37-24 – Consideration of Final Resolution Regarding Unconditional County Guaranty of its Pro Rata Share, Intergovernmental Agreement and Taxable Revenue Bond Financing for Bug Tussel 2, LLC Project  
BE IT RESOLVED by the County Board of Marathon County, Wisconsin, as follows:

Recitals.

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

1.02 Bug Tussel 2, LLC, a Wisconsin limited liability company (the “Borrower”), Hilbert Communications, LLC, a Wisconsin limited liability company (the “Company” and the “Guarantor”) and/or one or more of its affiliates (including, without limitation, Bug Tussel Wireless, LLC and Cloud 1, LLC), whether existing on the date hereof or to be formed and whether owned directly or indirectly by the Company, desires to finance a project consisting of the acquisition, construction and installation of certain telecommunications infrastructure that includes, among other things (i) acquisition of tower sites by purchase or lease of land and equipping such sites with towers and electronics to provide broadband, high speed cellular, emergency communications and point to point (P2P) data communications; (ii) constructing fiberoptic data transmission facilities (cable and electronics) between towers, key community facilities, businesses and residential aggregation points; (iii) where appropriate, connecting individual premises into the broadband network including the cost of Consumer Premise Equipment (CPE); (iv) payment of capitalized interest; (v) funding of a debt service reserve fund; (vi) payment of such project costs located in the participating counties, which includes project costs located in Marathon County to be financed with Series 2024 Bonds (defined herein) in an amount not to exceed \$12,000,000; and (vii) payment of professional fees (collectively, the “Project”), all of which will be for the purpose of providing wireless internet and telephone communications services to businesses, governmental units and residents of rural communities where such service is currently unavailable or is prohibitively expensive.

1.03 The Project will be constructed and installed in one or more of the following Wisconsin counties yet to be determined, with each respective county that has agreed to participate in the issuance of the Series 2024 Bonds to be evidenced by such participating county entering into the Intergovernmental Agreement (defined herein) in connection with the issuance of the Series 2024 Bonds (each a “2024 Participating County” and collectively, the “2024 Participating Counties”): (i) Fond du Lac County, (ii) Forest County, (iii) Iowa County, (iv) Jefferson County, (v) Lafayette County, (vi) Marathon County, (vii) Price County, (viii) Sawyer County, (ix) Taylor County, and (x) Waushara County.

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

1.05 Pursuant to initial resolutions duly adopted by (i) the Fond du Lac County Board on May 21, 2024, (ii) the Forest County Board on June 18, 2024, (iii) the Iowa County Board on May 21, 2024, (iv) the Jefferson County Board on June 11, 2024, (v) the Lafayette County Board on June 18, 2024, (vi) the Marathon County Board on June 18, 2024, (vii) the Price County Board on June 18, 2024, (viii) the Sawyer County Board on July 18, 2024, (ix) the Taylor County Board on July 23, 2024, and (x) the Waushara County Board on July 16, 2024, the 2024 Participating Counties expressed their intention to enter into an Intergovernmental Agreement (the “Intergovernmental Agreement”), pursuant to which the Issuer would issue revenue bonds to be issued in one or more issues or series in an aggregate principal amount not to exceed \$250,000,000 to finance the Project. Notices of adoption of the initial resolutions adopted by the respective 2024 Participating Counties on May 21, 2024; June 11, 2024; June 18, 2024; July 16, 2024; July 18, 2024; and July 23, 2024 were published as provided in the Act, and no petition requesting a referendum upon the question of issuance of the revenue bonds has been filed in any 2024 Participating County as of the date of this resolution. The closing of the Series 2024 Bonds shall not occur until the 30-day petition period following publication has expired in all 2024 Participating Counties.

1.06 The 2024 Participating Counties shall enter into the Intergovernmental Agreement to appoint Fond du Lac County as the issuer (the “Issuer”) of the Series 2024 Bonds for the purpose of financing the Project on behalf of the Borrower, and as agent on behalf of the 2024 Participating Counties with respect to the Pledge of Membership Agreement to be dated the closing date of the Series 2024 Bonds, between Hilbert Communications, LLC, a Wisconsin limited liability company, and the Issuer for the benefit of the 2024 Participating Counties, and other counties as may be joined to the Intergovernmental Agreement after the date hereof by executing a Counterpart and Joinder to Intergovernmental Agreement.

1.07 The Borrower has requested that Marathon County and each 2024 Participating County who will directly benefit from the Project provide an unconditional general obligation guaranty, to which the full faith and credit and taxing power of Marathon County are pledged (the “County Guaranty”) to enhance the collateral position of the Borrower in an amount equal to Marathon County’s or such 2024 Participating County’s (as applicable) pro rata share of the principal of and interest on the Series 2024 Bonds in an amount necessary to replenish the debt service reserve fund, including any compound interest payable on amounts paid by the Insurer (defined herein) for the Series 2024 Bonds, which for Marathon County will be in an amount not to exceed \$12,000,000 (plus interest to accrue thereon annually over the life of the Series 2024 Bonds at a rate not to exceed 8.00%), including any compound interest payable on amounts paid by the Insurer for the Series 2024 Bonds. In order to authorize Marathon County’s County Guaranty, the County Guaranty must be approved by a vote of at least three-fourths of the members-elect (as defined in Section 59.001(2m) of the Wisconsin Statutes) of the Board of Supervisors.

1.08 The Guarantor will provide a guaranty (the “Hilbert Guaranty”) to Marathon County, and each 2024 Participating County, guaranteeing the full and prompt payment to Marathon County, and each 2024 Participating County, of amounts due from the Borrower pursuant to, and the performance of all other obligations, covenants and agreements of the Borrower under the Reimbursement Agreements by and between the Borrower and each of the 2024 Participating Counties, the Intergovernmental Agreement, and the Mortgage or Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement, and Fixture Financing Statement referenced below.

1.09 The Borrower will have the primary obligation to make all scheduled principal and interest payments when due, and each 2024 Participating County’s Guaranty will apply only in the event that the Borrower does not pay such debt service for the Series 2024 Bonds as required and a draw is made on the debt service reserve fund for the Series 2024 Bonds established under the Indenture.

1.10 In return for the County Guaranty by each 2024 Participating County, each 2024 Participating County shall receive a guaranty fee as further described in Section 3.02, and the Borrower and the Guarantor will pay any and all costs of each 2024 Participating County and all expenses incurred by each 2024 Participating County related to the Series 2024 Bonds.

1.11 As further security for the County Guaranty, Marathon County and each 2024 Participating County shall receive a first fee or leasehold mortgage on all land, buildings, and improvements of the Borrower and a first security interest, subordinate only to the security interest of the State of Wisconsin, the Public Service Commission of Wisconsin, or similar agency, political subdivision, or instrumentality of the state (the “State”) to the extent required by the State as a condition of grant funding provided for financed assets, in all fixtures and equipment of the Borrower located in the applicable county in which the Project financed with proceeds of the Series 2024 Bonds is constructed.

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

1.13 The obligations of Marathon County and each 2024 Participating County under its respective County Guaranty are expected to be insured by Build America Mutual Assurance Company (the “Insurer”) under its Municipal Bond Insurance Policy (the “Policy”) containing provisions consistent with the provisions of this resolution and the documents listed in Section 1.14 and approved by the Issuer’s counsel, bond counsel, and the appropriate officer or officers of Marathon County.

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

a Preliminary Limited Offering Memorandum;

(b) a Bond Purchase Agreement by and among the Issuer and Samuel A. Ramirez & Company, Inc., as representative, acting on behalf of itself, Robert W. Baird & Co. Incorporated, and Oppenheimer & Co. Inc., as underwriters, with the Letter of Representations from the Borrower and accepted and agreed to by the Issuer and the representative of the underwriters;

(c) an Indenture of Trust (the “Indenture”) by and between the Issuer and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”);

(d) a Loan Agreement (the “Loan Agreement”) by and between the Issuer and the Borrower;

(e) a Series 2024 Promissory Note from the Borrower to the Issuer, and assigned to the Trustee;

(f) a Reimbursement Agreement from the Borrower to Marathon County;

(g) a form of Facilities Access Agreement from the Borrower to Marathon County;

(h) a form of Mortgage or Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement, and



Fixture Financing Statement from the Borrower to Marathon County;

- (i) a Continuing Disclosure Agreement;
- (j) a Guaranty Agreement (Hilbert Guaranty) from the Guarantor to Marathon County;
- (k) a Borrower's Closing Certificate;
- (l) an Intergovernmental Agreement to be signed by each 2024 Participating County; and
- (m) the unconditional County Guaranty from Marathon County.

Findings and Determinations.

It is hereby found and determined that:

based on representations of the Borrower, the Project constitutes a "project" authorized by the Act; the purpose of the Issuer's financing costs of the Project is and the effect thereof will be to promote the public purposes set forth in the Act; the Project includes necessary infrastructure for essential services by and for Marathon County and local units of government in Marathon County and is in furtherance of the public purposes set forth in the Act, Wisconsin Statutes, Section 59.54, and promotes the economic development and well-being of Marathon County; it is desirable that a series of taxable revenue bonds in an aggregate principal amount not to exceed \$109,000,000 (the "Series 2024 Bonds") be issued by the Issuer upon the terms set forth in the Indenture and Loan Agreement, under the provisions of which the Issuer's interest in the Indenture and Loan Agreement (except for certain rights as provided therein) and the loan repayments will be assigned to the Trustee as security for the payment of principal of and interest on and premium, if any, on all the Series 2024 Bonds outstanding under the Indenture; the loan payments provided for in the Loan Agreement, and the formula set out for revising those payments under the Loan Agreement as required under the Act, are sufficient to produce income and revenue to provide for prompt payment of principal of and interest on and premium, if any, on Series 2024 Bonds issued under the Indenture when due; the amount necessary in each year to pay the principal of and interest on the Series 2024 Bonds is the sum of the principal and interest on the Series 2024 Bonds due in such year, whether on a stated payment date, a redemption date, or otherwise; the Loan Agreement provides that the Borrower shall provide for the maintenance of the Project in good repair, keeping it properly insured; and under the provisions of the Act, the Series 2024 Bonds shall be limited obligations of the Issuer and the Series 2024 Bonds do not constitute an indebtedness of the Issuer or the 2024 Participating Counties, within the meaning of any state constitutional or statutory provision, and do not constitute nor give rise to a charge against the Issuer's or the 2024 Participating Counties' general credit or taxing powers or a pecuniary liability of the Issuer or the 2024 Participating Counties.

Approvals and Authorizations.

There is hereby approved the issuance by the Issuer of its Taxable Revenue Bonds, Series 2024 (Bug Tussel 2, LLC Project) (Social Bonds) (specifically, the Series 2024 Bonds) in an aggregate principal amount not to exceed \$109,000,000, for the purpose of financing the Project.

In furtherance of the public purposes recited above:

(a) Marathon County shall provide an unconditional County Guaranty to enhance the collateral position of the Borrower in an amount equal to Marathon County's pro rata share of the principal of and interest on the Series 2024 Bonds in an amount necessary to replenish the debt service reserve fund in an amount not to exceed \$12,000,000 (plus interest to accrue thereon annually over the life of the Series 2024 Bonds at a rate not to exceed 8.00%), including any compound interest payable on amounts paid by the Insurer for the Series 2024 Bonds. In return for its County Guaranty, Marathon County shall receive either (i) an annual guaranty fee equal to 40 basis points (0.40%) of the outstanding par amount of the Series 2024 Bonds covered by its County Guaranty, payable on a semi-annual basis on each May 1 and November 1, or (ii) a discounted upfront guaranty fee as agreed to by the Borrower and Marathon County. Prior to issuance of the Series 2024 Bonds, each 2024 Participating County on behalf of which Series 2024 Bonds are being issued shall have each authorized the execution and delivery of its respective County Guaranty.

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

Marathon County hereby authorizes the execution and delivery of the Intergovernmental Agreement, the County Guaranty and the other documents listed in Section 1.14 above to which Marathon County is a signatory.

Subject to the conditions set forth herein, the County Board Chairperson and the County Clerk are authorized and directed to execute and deliver the County Guaranty, the Intergovernmental Agreement and the other

documents listed in Section 1.14 above to which Marathon County is a signatory. In addition, Marathon County hereby authorizes the execution and delivery of a commitment with the Insurer consistent with the provisions of this resolution and the documents listed in Section 1.14 above as well as any other agreements, certificates or documents necessary to obtain the Policy.

The County Board Chairperson and the County Clerk and other officers of Marathon County are authorized to prepare and furnish to the Trustee and bond counsel certified copies of all proceedings and records of Marathon County relating to the Series 2024 Bonds, and such other affidavits and certificates as may be required by the Trustee and bond counsel.

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

3.07 This Resolution shall take effect from and after its adoption by a vote of at least three-fourths of the members-elect (as defined in Section 59.001(2m) of the Wisconsin Statutes) of the Board of Supervisors.

Dated this 20<sup>th</sup> day of August, 2024

Human Resources, Finance, and Property Committee, Infrastructure Committee, and Executive Committee

Minutes prepared by Kim Trueblood, County Clerk

