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October 1, 2015

VIA EMAIL

Mr. Charles L. Orenstein, CPA
Finance Director
Winnebago County
112 Otter Avenue
P.O. Box 2808
Oshkosh, WI 54903-2808

Re: \$4,150,000 Winnebago County
General Obligation Promissory Notes

Dear Chuck:

Attached is a draft of the **Award Resolution** to be adopted in connection with the above-referenced financing. We have prepared the Resolution with the information provided to us by Robert W. Baird & Co. Incorporated ("Baird"). Please review it carefully.

It is our understanding that the Resolution will be considered by the County Board of Supervisors at its regular meeting on October 20, 2015 after the bid opening earlier that day.

If you have not already done so, please include the title of the Resolution on the agenda for the meeting. Please then post the agenda in at least three public places and provide it to the official newspaper of the County (or if the County has no official newspaper, to a news medium likely to give notice in the area) and to any other requesting media at least twenty-four hours prior to the meeting (see Section 19.84(1)(b), Wisconsin Statutes). The attached **Certificate of Compliance with Open Meeting Law** must be completed in connection with the meeting at which the Resolution is adopted.

Unless the County Board of Supervisors has adopted special rules regarding the adoption of borrowing resolutions, a vote of at least a majority of a quorum of the County Board of Supervisors is necessary to adopt the Resolution. We will provide you with an Excerpts of Minutes form for you to complete which records the vote on the Resolution on the day of the meeting.

You will note in reviewing the Resolution that some of the exhibits will be provided to the County on the day of sale. It is our understanding that Baird will provide this information to you and to us after the bid opening and prior to the meeting on October 20, 2015. We will review and confirm that information. We will then email a final copy of the Resolution,

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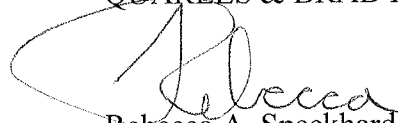
including all exhibits, on the day of sale (October 20, 2015) prior to the meeting for the County Board of Supervisors to review and approve.

Following the adoption of the Resolution, we request that you return two executed copies of the Resolution, as well as two executed copies of the Certificate and Excerpts, to us for our review. All of these originally signed documents will be included in the closing transcripts. A copy of the Resolution should be incorporated into the minutes of the October 20, 2015 meeting.

If you have any questions regarding the attached documents or any other matter, please do not hesitate to call us at any time.

Very truly yours,

QUARLES & BRADY LLP



Rebecca A. Speckhard

RAS:JPL:SMN:kmm

Enclosures

#960556.00025

cc: Ms. Susan T. Ertmer (w/enc. via email)
Mr. Doug Petraszak (w/enc. via email)
John Bodnar, Esq. (w/enc. via email)
Mr. Brad Viegut (w/enc. via email)
Ms. Katherine Voss (w/enc. via email)
Ms. Rebekah Freitag (w/enc. via email)