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October 3, 2017

VIA EMAIL

Mr. Charles L. Orenstein, CPA
Finance Director
Winnebago County
112 Otter Avenue
Oshkosh, WI 54901

Re: \$9,860,000 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 the Resolution carefully.

It is our understanding that the Resolution will be considered by the County Board of Supervisors at its meeting on October 17, 2017 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.

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 17, 2017. We will then email a final copy of the Resolution, including all exhibits, on the day of sale (October 17, 2017) prior to the meeting for the County Board of Supervisors to review and approve.

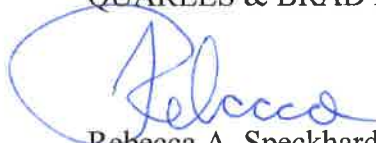
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Following the adoption of the Resolution, we request that you return one executed copy of the Resolution, as well as an executed copy of the Certificate of Compliance with Open Meeting Law, to us for our review. All of these originally signed documents will be included in the closing transcript. A copy of the Resolution should be incorporated into the minutes of the October 17, 2017 meeting.

Please feel free to contact me at (414) 277-5761 or any member of the Quarles & Brady LLP public finance team if you have any questions or comments.

Very truly yours,

QUARLES & BRADY LLP



Rebecca A. Speckhard

RAS:SMN

Enclosures

#960556.00027

cc: Ms. Susan T. Ertmer (w/enc. via email)
Mr. Doug Petraszak (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)