

CERTIFICATE AND AUTHORIZATION REGARDING MATERIAL EVENT NOTICE

We hereby certify that:

1. We are the duly qualified and acting Mayor and City Clerk of the City of Menasha, Calumet and Winnebago Counties, Wisconsin (the "City") and the duly qualified and acting Vice President of the Menasha Utilities Commission of the City.
2. We have carefully read and reviewed the attached Material Event Notice (the "Notice") to be filed with respect to the outstanding obligations of the City and each of us has initialed each page to evidence our careful review of the Notice.
3. The information presented in the Notice is true and correct in all material respects and the Notice does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make statements made therein, in light of the circumstances in which they are made, not misleading.


We hereby authorize:

1. The City's financial advisor, Wisconsin Public Finance Professionals, LLC ("WPPF") to file the Notice with the Nationally Recognized Municipal Securities Information Repositories by transmitting the Notice to the Texas Municipal Advisory Council as provided at <http://www.disclosureusa.org> as required by the United States Securities and Exchange Commission.
2. WPPF, Boardman Suhr Curry & Field, LLP and Quarles & Brady LLP to rely on this Certificate and Authorization in preparation and filing of the Notice.

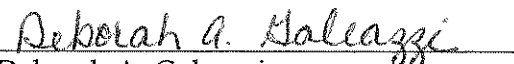
IN WITNESS WHEREOF, we have executed this Certificate in our official capacities effective the 27th day of April, 2009.

CITY OF MENASHA, WISCONSIN

(SEAL)



Donald Merkes
Mayor



Deborah A. Galeazzi
City Clerk



Robert Fahrback
Vice President, Menasha Utilities Commission

MATERIAL EVENT NOTICE

The City of Menasha, Wisconsin (the "City") is providing this material event notice pursuant to the Continuing Disclosure Certificates executed by the City with respect to the obligations described in Exhibit A attached hereto, issued to finance construction and equipping of the City's Steam Utility (the "Steam Utility"), and with respect to the obligations described in Exhibit B attached hereto, issued for other public purposes. Neither the preparation nor the submission of this Notice relates to a listed Material Event under those Continuing Disclosure Certificates. The City is voluntarily filing this Notice to provide other information that may be material to financial evaluation of obligations of the City.

Consultant's Report and Recommendation

Menasha Utilities ("MU") is a municipal public utility owned by the City and managed and operated for the City by the Menasha Utilities Commission (the "Utilities Commission"). The Steam Utility is under the charge and management of the Utilities Commission. In January, the City and MU retained Stern Brothers & Co. (the "Consultant") to analyze the financial performance of the Steam Utility and to provide a strategy analysis and recommendation for the Steam Utility.

On April 27, 2009, the City's Common Council took action to release the analysis and recommendation of the Consultant, a copy of which is attached hereto as Exhibit C (the "Consultant's Report"). Based on the Consultant's review of the historical and projected future performance of the Steam Utility, the Consultant has recommended that the City cease operation of the Steam Utility. At this time, neither the Utilities Commission nor the Common Council have taken any action based upon the Consultant's Report.

Reviewed by:

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The Utilities Commission and Common Council are expected to consider the Consultant's Report at future meetings. At this time, it cannot be predicted what the Utilities Commission's or Common Council's decision with respect to the Steam Utility will be.

Contact and Disclaimers

Holders with questions about this Notice should direct them in writing via mail, electronic or facsimile transmission to:

Mr. Thomas R. Stoffel
Finance Director
City of Menasha
140 Main Street
Menasha, WI 54952-3190
Fax: (920) 967-5271
Email: tstoffel@ci.menasha.wi.us

Please be advised that the City may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of information to all Holders. Holders should not rely on the City as their sole source of information. The City makes no recommendations and gives no investment advice herein or as to the City's obligations generally.

This notice includes certain forward-looking statements, which generally include words such as "estimate," "expect," "project," "intend," "plan," "anticipate," "believe," "may," "will," "continue" or similar expressions. Known and unknown risks and uncertainties may cause actual results to differ from the results projected or implied by the forward-looking statements. By inclusion of any forward-looking statement, the City does not assume an obligation to update or revise that statement as a result of new information or future events.

Reviewed by:



