

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 Notice to Bondholders (the "Notice") to be filed with respect to certain 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.

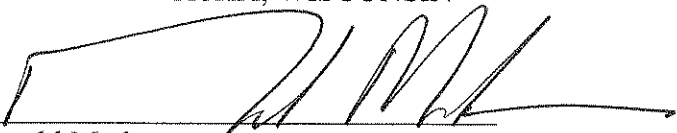
We hereby authorize:

1. The City's financial advisor, Wisconsin Public Finance Professionals, LLC ("WFPF") to file the Notice with the Municipal Securities Rulemaking Board ("MSRB") by transmitting the Notice to the MSRB through the MSRB's Electronic Municipal Market Access (EMMA) system.
2. WFPF and Hunton & Williams LLP to rely on this Certificate and Authorization in preparation and filing of the Notice.

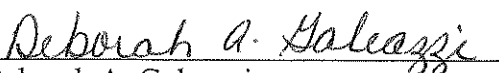
IN WITNESS WHEREOF, we have executed this Certificate in our official capacities effective the 1st day of September, 2009.

CITY OF MENASHA, WISCONSIN

(SEAL)



Donald Merkes
Mayor



Deborah A. Galeazzi
City Clerk



Mark Allwardt
President, Menasha Utilities Commission

MATERIAL EVENT NOTICE

September 1, 2009

The City of Menasha, Wisconsin (the "City"), is providing this notice to the holders of the obligations described in Exhibit A attached hereto (the "Holders"), issued to finance construction and equipping of the City's Steam Utility (the "Steam Utility").

Payment Delinquency

With respect to its \$12,660,000 Taxable Steam Utility Revenue Bond Anticipation Notes and its \$11,500,000 Taxable Steam Utility Revenue Bond Anticipation Notes, the City has made payment in full of interest due on September 1, 2009, but only partial payment of principal due on such date. The remaining principal amount due on September 1, 2009, has not been paid.

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.

Reviewed by:

DM
dg
MAA

EXHIBIT A

City of Menasha, Wisconsin - Steam Utility Purposes

General Obligation Debt

\$13,930,000 Taxable G.O.
Prom. Notes - 8/22/2007

<u>Year Due</u>	<u>CUSIP</u>	<u>Principal (9/01)</u>	<u>Interest</u>	<u>Total Debt Service</u>
2009			\$ 390,040	\$ 390,040
2010	586464A90	<u>\$13,930,000</u>	<u>780,080</u>	<u>14,710,080</u>
		<u>\$13,930,000</u>	<u>\$1,170,120</u>	<u>\$15,100,120</u>

Debt Issued Under Section 67.12(1)(b) Wisconsin Statutes

Steam Utility
\$2,675,000 Taxable
NAN - 12/01/06

<u>Year Due</u>	<u>CUSIP</u>	<u>Principal (9/01)</u>	<u>Interest</u>	<u>Total Debt Service</u>
2009			\$ 69,550	\$ 69,550
2010			139,100	139,100
2011	586499AC9	<u>\$2,675,000</u>	<u>139,100</u>	<u>2,814,100</u>
		<u>\$2,675,000</u>	<u>\$347,750</u>	<u>\$3,022,750</u>

Revenue Debt

Revenue Bond Anticipation Notes

<u>Year Due</u>	<u>CUSIP</u>	<u>Revenue Bond Anticipation Notes - 02/01/05</u>		<u>CUSIP</u>	<u>Revenue Bond Anticipation Notes - 12/01/06</u>		<u>Total Debt Service</u>
		<u>Principal (9/01)</u>	<u>Interest</u>		<u>Principal (9/01)</u>	<u>Interest</u>	
2009	586499AA3	<u>\$12,660,000</u>	<u>\$275,355</u>	586499AB1	<u>\$11,500,000</u>	<u>\$327,750</u>	<u>\$24,763,105</u>
		<u>\$12,660,000</u>	<u>\$275,355</u>		<u>\$11,500,000</u>	<u>\$327,750</u>	<u>\$24,763,105</u>

Reviewed by:

