

CERTIFICATE AND AUTHORIZATION REGARDING
NOTICE TO BONDHOLDERS

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 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:

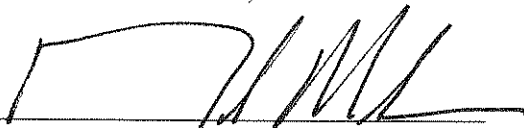
1. The City's financial advisor, Wisconsin Public Finance Professionals, LLC ("WFPF") to file the Notice with the Municipal Securities Rulemaking Board ("MSRB") by transmitting the Notice to the MSRB through the MSRB's Electronic Municipal Market Access (EMMA) system.

2. WFPF and Hunton & Williams LLP to rely on this Certificate and Authorization in preparation and filing of the Notice.

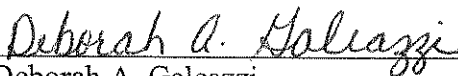
IN WITNESS WHEREOF, we have executed this Certificate in our official capacities effective the 14th day of July, 2009.

CITY OF MENASHA, WISCONSIN


(SEAL)



Donald Merkes
Mayor



Deborah A. Galeazzi
City Clerk



Mark Allwardt
President, Menasha Utilities Commission

NOTICE TO BONDHOLDERS

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").

Bondholder Conference Call

Pursuant to a notice distributed on July 7, 2009, a conference call was held on July 10, 2009, with the City, its representatives and the Holders. The agenda of topics addressed on the call is described in Exhibit B attached hereto. Holders may receive a copy of the Menasha City Preliminary Plan, as noted on the Agenda, by contacting Thomas R. Stoffel, Finance Director for the City (contact information below). For those Holders who wish to listen to a recording of the conference call, Mr. Stoffel will supply an internet link to such recording.

Bondholder Registration

All Holders are requested to certify their holdings, including issue, principal amount and CUSIP, together with current contact information, to Thomas R. Stoffel, Finance Director for the City (contact information below).

List of Holders

The City has compiled a list of contact information for those Holders of whom it is aware. Any Holder who would like to receive a copy of such list should contact Thomas R. Stoffel, Finance Director for the City (contact information below).

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.