

CERTIFICATE AND AUTHORIZATION REGARDING
NOTICE OF MEETING OF 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 Vice President of the Menasha Utilities Commission of the City.
2. We have carefully read and reviewed the attached Notice of Meeting of 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.

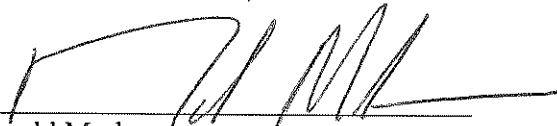
We hereby authorize:

1. The City's financial advisor, Wisconsin Public Finance Professionals, LLC ("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 and Hunton & Williams LLP to rely on this Certificate and Authorization in preparation and filing of the Notice.

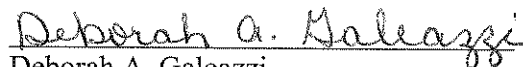
IN WITNESS WHEREOF, we have executed this Certificate in our official capacities effective the 23 day of June, 2009.

CITY OF MENASHA, WISCONSIN

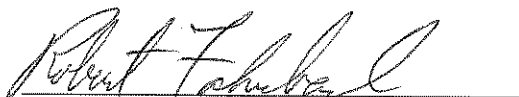
(SEAL)



Donald Merkes
Mayor



Deborah A. Galeazzi
City Clerk



Robert Fahrback
Vice 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 Meeting

Pursuant to a previous notice distributed on June 10, 2009, a meeting of bondholders was held on June 18, 2009, in Milwaukee, Wisconsin (the "Bondholder Meeting"). The agenda of topics addressed at the meeting is described in Exhibit B attached hereto.

Bondholder Registration and Meeting Recording

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). For those Holders who wish to listen to a recording of the Bondholder Meeting, Mr. Stoffel will supply an internet link to such recording.

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:

TJM
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AK

EXHIBIT A

City of Menasha, Wisconsin - Steam Utility Purposes

General Obligation Debt

| <u>Year Due</u> | <u>CUSIP</u> | <u>\$13,930,000 Taxable G.O. Prom. Notes - 8/22/2007</u> | | <u>Total Debt Service</u> |
|-----------------|--------------|--|--------------------|---------------------------|
| | | <u>Principal (9/01)</u> | <u>Interest</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

| <u>Year Due</u> | <u>CUSIP</u> | <u>Steam Utility</u> | | <u>Total Debt Service</u> |
|-----------------|--------------|--------------------------|------------------|---------------------------|
| | | <u>Principal (09/01)</u> | <u>Interest</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

| <u>Year Due</u> | <u>CUSIP</u> | <u>Revenue Bond Anticipation Notes</u> | | | | <u>Total Debt Service</u> | |
|-----------------|--------------|---|------------------|---|--------------------------|---------------------------|---------------------|
| | | <u>\$12,660,000</u> | | <u>\$11,500,000</u> | | | |
| | | <u>Taxable Steam Utility Revenue Bond Anticipation Notes - 02/01/05</u> | | <u>Taxable Steam Utility Revenue Bond Anticipation Notes - 12/01/06</u> | | | |
| | | <u>Principal (09/01)</u> | <u>Interest</u> | <u>CUSIP</u> | <u>Principal (09/01)</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> |

EXHIBIT B

Menasha Bondholder's Meeting Agenda

1:00PM - June 18, 2009

Milwaukee Airport Clarion Hotel

5311 S. Howell Ave.

Milwaukee, Wisconsin 53207

Phone (414) 481-2400

Menasha Team Participants

Eric R. Hendricks, President of the Common Council

Charles T. Forrest, Stern Brothers & Co., Consultant to the City

Andrew Kintzinger, Hunton & Williams, LLP, Special Counsel to the City

Agenda

Review of Material Events Notices

Review of Moody's Report

Sonoco (U.S. Mills), Whiting Paper Co., Alcan (Current Customers and SCA
(Prospective Customer) Discussions

Menasha Utility Commission Recommendation

City of Menasha Common Council Status on the Steam Plant

Questions, Answers and Comments