

FORM OF OPEN MEETINGS NOTICE

REGULAR MEETING OF THE COMMON COUNCIL OF THE CITY OF RACINE

The Common Council will hold a regular meeting at 7:00 P.M., Wednesday, May 6, 2009, in Room 205, City Hall, 730 Washington Avenue, Racine, Wisconsin. The following matters will be addressed at the meeting:

* * *

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE CITY OF RACINE, WISCONSIN OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST RELATING TO ITS VARIABLE/FIXED RATE DEMAND SOLID WASTE DISPOSAL REFUNDING REVENUE BONDS (REPUBLIC SERVICES, INC. PROJECT) SERIES 2004, ALONG WITH RELATED DOCUMENTS

* * *

The Common Council of the City of Racine, Wisconsin, met in regular, open, public session at its regular meeting place on May 6, 2009, at 7:00 P.M., with the following members present: _____

and the following members absent: _____

* * *

(Other Business)

The following resolution was introduced and read in full:

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE CITY OF RACINE, WISCONSIN OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST RELATING TO ITS VARIABLE/FIXED RATE DEMAND SOLID WASTE DISPOSAL REFUNDING REVENUE BONDS (REPUBLIC SERVICES, INC. PROJECT) SERIES 2004, ALONG WITH RELATED DOCUMENTS.

WHEREAS, pursuant to and in accordance with the provisions of an Indenture of Trust dated as of March 1, 2004 (the "*Original Indenture*") between the City of Racine, Wisconsin (the "*Issuer*") and Wells Fargo Bank, National Association, as trustee (the "*Trustee*"), on April 1, 2004 the Issuer issued its Variable/Fixed Rate Demand Solid Waste Disposal Refunding Revenue Bonds (Republic Services, Inc. Project) Series 2004 in the aggregate principal amount of \$20,000,000 (the "*Bonds*"); and

WHEREAS, the Issuer desires to make certain amendments to the Original Indenture; and

WHEREAS, the Original Indenture authorizes the execution and delivery of a supplemental indenture to make such amendments.

NOW, THEREFORE, Be It Resolved by the City of Racine, Wisconsin as follows:

Section 1. Authorization of Execution and Delivery of Supplemental Indenture. The Issuer does hereby authorize and approve the execution by any officer of the Issuer and the delivery of a First Supplemental Indenture of Trust (the "*First Supplemental Indenture*") between the Issuer and the Trustee, supplementing and amending the Original Indenture, and any officer of the Issuer is hereby authorized to attest to, and affix the official seal of the Issuer thereto. The First Supplemental Indenture shall be in substantially the form thereof attached hereto and marked "*Exhibit A*" and hereby approved, with such changes therein as shall be approved by the officers executing the same, with such execution to constitute conclusive evidence of such officers' approval and the Issuer's approval of any changes therein from the form of First Supplemental Indenture attached hereto.

Section 2. Authorization of Execution and Delivery of Related Tax Documents. The Issuer does hereby authorize and approve the execution by any officer of the Issuer and the delivery of a new IRS Form 8038 for the Bonds and an amended Tax Exemption Certificate and Agreement among the Issuer, the Company and the Trustee.

Section 3. Authentication and Delivery of the Amended Bonds. The execution of the amended Bonds by the Mayor and the attestation by the City Clerk in accordance with the provisions of the First Supplemental Indenture is hereby authorized by the Issuer, and the Mayor or City Clerk of the Issuer shall deliver the amended Bonds to the Trustee for authentication in exchange for the existing Bonds, which shall be cancelled by the Trustee.

Section 4. Further Acts. The Mayor or City Clerk is authorized to sign all necessary documents on behalf of the Issuer to comply with the requirements of this Resolution and the First Supplemental Indenture.

Section 5. The execution and delivery of the First Supplemental Indenture by any officer of the Issuer as authorized in Section 1 above is expressly conditioned upon the following:

- a. the consent to the First Supplemental Indenture must be obtained from all necessary parties thereto; and
- b. the delivery of an Opinion of Counsel (as defined in the Original Indenture) that such amendments are authorized by the Original Indenture.

Section 6. Ratification of Acts. All of the acts and doings of the members, officials, officers, agents and employees of the Issuer which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Section 7. No Personal Liability. No contract, agreement, obligation, or stipulation herein contained or contained in the Bonds, the First Supplemental Indenture, or any other document executed by or on behalf of the Issuer with respect to or in connection with the delivery of the First Supplemental Indenture or the amended Bonds shall be deemed a contract, agreement, stipulation or obligation of any officer, director, agent, or employee of the Issuer, in his or her individual capacity, and no such officer, director, agent, or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 8. Severability. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or ineffective for any reason, the remainder of this Resolution shall continue in full force and effect, it being expressly hereby found and declared that the remainder of this Resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause or provision.

Section 9. Effective Date. This Resolution shall take effect immediately upon its adoption, and any provisions of any previous resolutions in conflict with the provisions hereof are hereby superseded.

ADOPTED this ____ day of May, 2009.

CITY OF RACINE, WISCONSIN

Mayor

[SEAL]

ATTEST:

City Clerk

CERTIFICATION

The undersigned hereby certifies that she is the duly elected City Clerk of the City of Racine, Wisconsin and that the foregoing is a true, correct, and complete copy of a resolution duly adopted by the Issuer at a regular meeting held on May 6, 2009, and signed by the Mayor of the Issuer, that all actions taken in connection with such resolution were in compliance with the requirements of Section 66.1103 of the Wisconsin Statutes, and that such resolution is now in full force and effect, all as appears from the official records of the Issuer in her possession and under her control.

By: _____
City Clerk

[SEAL]

Dated: May __, 2009

EXHIBIT A

FORM OF FIRST SUPPLEMENTAL INDENTURE

Motion was made by _____ that said resolution be adopted, and said motion was seconded by _____. After due consideration, and upon roll being called, the following voted:

Aye: _____

Nay: _____

Absent or Not Voting:

The resolution was thereupon declared adopted.

* * *

(Other Business)

Upon motion duly made, seconded and carried, the meeting was adjourned.

Mayor

[SEAL]

ATTEST:

City Clerk

STATE OF WISCONSIN)
) SS.
COUNTY OF RACINE)

I, Janice M. Johnson-Martin, hereby certify that I am the duly qualified and acting City Clerk of the City of Racine, Wisconsin, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the Common Council of said City held on May 6, 2009; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to the matters set out therein.

WITNESS my official signature and the seal of said City this ____ day of May, 2009.

City Clerk

(AFFIX
CITY
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