

Resolution #96-1

Whereas the Town Board of the Town of Phelps, Vilas County, desires to permit Wisconsin Electric Power Company to construct, maintain, and operate pipelines in the streets, alleys, lanes, roads, highways, bridges, parks and public places (hereinafter referred to as "highways" for the distribution and sale of natural gas within the Town of Phelps, Vilas County.

Therefore be it resolved

Section 1. The Town of Phelps, Vilas County, does hereby grant unto Wisconsin Electric Power Company, a corporation duly organized and existing under the laws of the State of Wisconsin, its successors and assigns (hereinafter referred to as the "Company"), a permit under Wisconsin Statutes as a public utility to construct, maintain, and operate pipelines and associated equipment for the purpose of transmitting natural gas for heat and power along, across, or within the limits of any of the highways of the Town where consent is required of the Town Board and the right to engage in the distribution and sale of natural gas to the public within the Town.

Section 2. All work under the authority of this resolution shall be done in such a manner as not to unnecessarily interfere with the ordinary use of the highways of the Town, and the Company, in the performance of such work, shall conform to all reasonable regulations now or hereafter preserved by the Town Board in regard thereto.

Section 3. All excavations made under the authority of this resolution shall be made with due and reasonable dispatch and the same shall be properly guarded by barricades and lights and all excavations or trenches shall be adequately backfilled with the type of material specified in the Town regulations, and the surface of any highways shall be restored at the expense of the Company to a condition as good as or better than that originally existing prior to the commencement of such excavation or trench. At such time as any Company equipment or lines may interfere with Town highway excavation or repairs, all utility relocation costs will be the responsibility of the Company.

Section 4. If the Company shall not properly backfill any excavation or trench and restore the public property so as to bring the excavation or trench to a condition as good as or better than that existing prior to the opening of the same, the Town may remedy any deficiency occurring through the omission of the Company and the cost of so remedying the same shall be promptly paid by the Company to the Town.

Section 5. The Company shall furnish natural gas service from its distribution system to the

public within and throughout the Town without discrimination as between customers of any class, at rates and under rules and regulations filed with, and approved by, the Public Service Commission of Wisconsin.

Section 6. The Company shall at all times hereafter hold harmless, indemnify, and defend the Town against all claims, demands, damages, and judgments arising from any wrongful or negligent act or omission on the part of the Company in the exercise of the highway privileges granted by this resolution.

Section 7. This resolution shall take effect and be in force from and after its passage by the Town Board of the Town and upon the filing of written consent by the Company with the Town Clerk within (30) days after the date of such passage and the posting of said resolution. If such written consent shall not be filed, this resolution shall be null and void and of no effect, and no right, privilege or authority shall be deemed to have been granted or vested thereby.

Section 8. This resolution shall be void and shall expire if the Company shall not have obtained from the Public Service Commission of Wisconsin within five years from the date of publication of this resolution a certificate authorizing it to transact such public utility business and to construct and operate the above-described gas distribution system in the Town of Phelps, Vilas County.

Passed and adopted by the Town Board of the Town of Phelps, Vilas County, this 8th day of July, 1996.

Donald K. Parker, Chairman
Richard Buell, Supervisor
Richard Hiller, Supervisor
Dorothy Kimmerling, Clerk

Resolution #96-2

Whereas, the Landfill Venture Group is organized under and by virtue of Section 66.30, Wis. Stats., for the purpose of operating and maintaining a sanitary landfill for participating municipalities, which includes all of the townships in Vilas County, Wisconsin, except the town of Land O'Lakes and including the City of Eagle River, Vilas County; and

Whereas, the Landfill Venture Group sustained a casualty loss because of a fire in the premises; the Landfill Venture Group has determined to repair and reconstruct the facility; the cost of repair and reconstruction will be approximately one million dollars (\$1,000,000.00) over and above the insurance proceeds received as a result of the causality loss; and

Whereas, the Landfill Venture Group has a fund, known as a "Closure and Long Term Care Funds" which Fund is composed of monies deposited in various financial institutions, which Closure and Long Term Care Funds is required by the Wisconsin Department of Natural Resources and the purpose of which is to assure that funds are available for proper closure and/or remediation if necessary, of the landfill site, when such closure is necessary; and

Whereas, the Wisconsin Department of Natural resources has agreed to permit the Landfill Venture Group to withdraw monies from the Closure and Long Term Care Funds, for the purpose of repairing and reconstructing the landfill facilities provided it receives a letter of credit to the Landfill Venture Group in an amount sufficient to repay all monies taken from the Closure and Long Term Care Funds at the time of closure, if sufficient funds have not been redeposited by the Landfill Venture Group; and

Whereas, the First National bank of Eagle River agrees to issue such a letter of credit provided it receives guarantees of indemnification from each of the participating municipalities, including all of the townships in Vilas County except Land O'Lakes and including the City of Eagle River, of repayment by said municipalities to the First National Bank of Eagle River in the event said First National Bank of Eagle River is required to provide monies to the Landfill Venture Group under the aforesaid letter of credit; Now therefore,

To permit the Landfill Venture Group to withdraw monies from its Closure and Long Term Care Funds for the purpose of reconstructing and repairing the landfill facility, as recited herein, the Town of Phelps hereby resolves as follows:

It is hereby resolved by the Town of Phelps, by its governing body, that the Town of Phelps hereby agrees to indemnify the First National Bank of Eagle River, and to hold it harmless, for

any and all sums which the First National Bank of Eagle River is required to pay to the Closure and Long Term Care Funds of the Landfill Venture Group, in accordance with the letter of credit referred to and set forth herein and by this Resolution agrees to accomplish such borrowing procedures and resolutions as are necessary to pay to said First National Bank of Eagle River all monies necessary to complete this indemnification.

It is further resolved that the indemnification and hold harmless provided herein, representing the sums the Town of Phelps agrees to pay to the First National Bank of Eagle River, shall not exceed the sum of \$61,900.00.

It is further resolved that this Resolution shall be in full force and effect from the date of passage hereof, and for a period of one (1) year next following.

Dated this 14th day of October, 1996.

Donald K. Parker, Chairman
Richard Buell, Supervisor

Attest:

Dorothy Kimmerling, Clerk