

ADDENDUM TO 1999 COOPERATION AGREEMENT

This ADDENDUM TO 1999 COOPERATION AGREEMENT (this “**Addendum**”) is made as of _____, 2012, by and among the City of De Pere, a Wisconsin municipal corporation and political subdivision, the City of Green Bay, a Wisconsin municipal corporation and political subdivision, the Village of Allouez, a Wisconsin municipal corporation and political subdivision, the Village of Ashwaubenon, a Wisconsin municipal corporation and political subdivision, the Village of Bellevue, a Wisconsin municipal corporation and political subdivision, and the Village of Howard, a Wisconsin municipal corporation and political subdivision (collectively, the “**Municipalities**”) and Brown County, a Wisconsin municipal corporation and political subdivision (the “**County**”).

WHEREAS, the Municipalities are parties to a Cooperation Agreement, dated as of May 18, 1999 (the “**Cooperation Agreement**”), which concerned the development and redevelopment of certain areas designated in the Cooperation Agreement as the “Improvement Areas” and the promotion and development of conventions and other forms of tourism within the Improvement Areas as matters of group interest and, among other things, provided for the pledging and utilization of “Room Tax Revenues” (as defined therein); and

WHEREAS, pursuant to the Cooperation Agreement, the Municipalities, together with Associated Bank Green Bay, National Association (now known as Associated Trust Company, National Association), as trustee (the “**Trustee**”), entered into a Pledge and Security Agreement, dated as of July 1, 1999 (the “**Pledge and Security Agreement**”), which provided that all Room Tax Revenues shall be deposited with the Trustee and allocated as provided therein, namely, a portion to the Room Tax Administrative Fund established under the Pledge and Security Agreement and the remaining portion to the bonds issued under both the Indenture of Trust, dated as of December 1, 1999 (the “**Ashwaubenon Indenture**”), from the Community Development Authority of the Village of Ashwaubenon to the Trustee, and the Indenture of Trust, dated as July 1, 1999 (the “**Green Bay Indenture**”), from the Redevelopment Authority of the City of Green Bay to the Trustee; and

WHEREAS, Section 8.08 of the Ashwaubenon Indenture provides that Room Tax Revenues received by the Trustee with respect to the bonds issued under the Ashwaubenon Indenture shall be applied first to the Bond Fund created thereunder until the amount on deposit equals the aggregate of the amount of interest and principal to be paid on bonds issued thereunder with respect to the current bond year, thereafter to the Debt Service Reserve Account created thereunder until fully funded, and lastly to the Room Tax Stabilization Fund created thereunder; and

WHEREAS, Section 8.08 of the Green Bay Indenture provides that Room Tax Revenues received by the Trustee with respect to the bonds issued under the Ashwaubenon Indenture shall be applied first to the Bond Fund created thereunder until the amount on deposit equals the aggregate of the amount of interest and principal to be

paid on bonds issued thereunder with respect to the current bond year and thereafter to the Room Tax Stabilization Fund created thereunder; and

WHEREAS, under both Section 8.08 of the Ashwaubenon Indenture and Section 8.08 of the Green Bay Indenture, amounts in the Room Tax Stabilization Fund shall, at the election of the County, be made available to the respective bond issuer, for various uses, including, upon direction of the County for other tourism activities and promotion; and

WHEREAS, the Municipalities are also parties to a Room Tax Commission and Tourism Zone Agreement dated August 29, 1997, in which the Municipalities agree they are a “Zone” for purposes of the Room Tax Act (Wis. Stats. §66.0615 *et seq.*) in that they are perceived as a single destination by the traveling public; and

WHEREAS, the Municipalities wish to enter into this Addendum to the Cooperation Agreement to increase room tax collections within the Zone and, to the extent permitted under the Pledge and Security Agreement, the Ashwaubenon Indenture, and the Green Bay Indenture, to direct such revenue to the Greater Green Bay Convention & Visitors Bureau, Inc., a non-profit corporation (the “**CVB**”), which is the tourism entity for the Zone under the Tourism Entity Agreement dated January 1, 1999 between the CVB and the Room Tax Commission as required under Wis. Stats. §66.0615 (1m) (b) 2[; and

WHEREAS, the Green Bay Area Room Tax Commission, the Redevelopment Authority of the City of Green Bay, Wisconsin, and the Community Development Authority of the Village of Ashwaubenon, Wisconsin, which are parties to the Cooperation Agreement but not this Addendum, are asked to acknowledge this Addendum].

NOW THEREFORE, in consideration of the premises and the mutual promise and other obligations contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Municipalities agree as follows:

1. The Municipalities agree to enact such resolutions and ordinances and take all other municipal acts as are necessary to affect the levy, enforcement and collection of a 2% increase in room tax from an 8% room tax rate to a room tax rate of 10% (the “**2% increase**”).

2. All Room Tax Revenues derived from the 2% increase shall, in accordance with Section 3.10 of the Pledge and Security Agreement, be deposited with the Trustee and allocated as provided therein. The County agrees that it shall make an election under the Ashwaubenon Indenture and the Green Bay Indenture, with respect to the Room Tax Stabilization Fund, directing that periodically an aggregate amount equal to the 2% increase (determined with respect to the amounts of Room Tax Revenues collected during the preceding year) be made available for other tourism activities and

promotion, more specifically, directing that such amount should be paid to the CVB in its capacity as the tourism entity for the Zone; *provided, however*, in the event that the election of the County would in any year cause the occurrence of a Room Tax Deficiency (as defined in the Cooperation Agreement), then the amount to be paid to the CVB should be the largest amount that may be made available without causing the occurrence of a Room Tax Deficiency.

3. Nothing herein shall prevent the Municipalities from taking additional actions, if they deem necessary, to increase the room tax rate by an additional amount to ensure room tax revenue to the CVB equal to the 2% increase.

4. All Room Tax Revenues pledged by the Municipalities under the Cooperation Agreement shall continue to be directed as required under the Cooperation Agreement and the Pledge and Security Agreement. Nothing in this Addendum shall be construed to limit, change, amend or otherwise alter the obligations and requirements imposed upon each Municipality by the Cooperation Agreement and the Pledge and Security Agreement.

5. This Addendum may be signed in any number of counterparts with the same effect as if the signatures hereto were upon the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Addendum as of the date first above written.

APPROVED AS TO FORM:

CITY OF GREEN BAY

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: James J. Schmitt
Its: Mayor

Countersigned:

Name: Kris A. Teske
Its: Interim City Clerk

Address for Notices:
City of Green Bay
Attn: Clerk
100 N. Jefferson Street
Green Bay, WI 54301

APPROVED AS TO FORM:

CITY OF DE PERE

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: Michael J. Walsh
Its: Mayor

Countersigned:

Name: Charlene M. Peterson
Its: Clerk-Treasurer

Address for Notices:
City of De Pere
Attn: Clerk-Treasurer
335 S. Broadway Street
De Pere, WI 54115

APPROVED AS TO FORM:

VILLAGE OF ALLOUEZ

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: Steve Vanden Avond
Its: President

Countersigned:

Name: Debbie Baenen
Its: Clerk-Treasurer

Address for Notices:
Village of Allouez
Attn: Clerk-Treasurer
1900 Libal Street
Green Bay, WI 54301

APPROVED AS TO FORM:

VILLAGE OF ASHWAUBENON

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: Michael W. Aubinger
Its: President

Countersigned:

Name: Dawn Collins
Its: Clerk

Address for Notices:
Village of Ashwaubenon
Attn: Clerk-Treasurer
2155 Holmgren Way
Green Bay, WI 54304

APPROVED AS TO FORM:

VILLAGE OF BELLEVUE

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: Howard Ward
Its: President

Countersigned:

Name: April Little
Its: Clerk-Treasurer

Address for Notices:
Village of Bellevue
Attn: Clerk-Treasurer
24 West Main Street
P.O. Box 79
Bellevue, WI 53508

APPROVED AS TO FORM:

VILLAGE OF HOWARD

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: Burt R. McIntyre
Its: President

Countersigned:

Name: Christopher Haltom
Its: Clerk

Address for Notices:
Village of Howard
Attn: Clerk
2456 Glendale Avenue
Green Bay, WI 54313

APPROVED AS TO FORM:

VILLAGE OF SUAMICO

By: _____
Name: _____
Its: Municipal Attorney

By: _____
Name: Patricia Gaura-Jelen
Its: President

Countersigned:

Name: Bonnie Swan
Its: Clerk

Address for Notices:
Village of Suamico
Attn: Clerk
2999 Lakeview Drive
Suamico, WI 54173

APPROVED AS TO FORM:

BROWN COUNTY, WISCONSIN

By: _____
Name: _____
Its: Attorney

By: _____
Name: Troy Streckenbach
Its: County Executive

Countersigned:

By: _____
Name: Darlene K. Marcelle
Its: Clerk

Address for Notices:
Brown County, Wisconsin
Attn: Clerk
305 East Walnut Street
P.O. Box 23600
Green Bay, WI 54305-3600

Acknowledged By:

**GREEN BAY AREA ROOM
TAX COMMISSION**

By: _____

Name: _____

Its: Chairman

Countersigned:

By: _____

Name: _____

Its: Secretary

Address for Notices:

Green Bay Area Room Tax Commission
Room 200, City Hall
100 N. Jefferson Street
Green Bay, WI 54301

Acknowledged By:

APPROVED AS TO FORM:

**REDEVELOPMENT AUTHORITY
OF CITY OF GREEN BAY,
WISCONSIN**

By: _____
Name: _____
Its: Attorney

By: _____
Name: _____
Its: Chairman

Countersigned:

By: _____
Name: _____
Its: Secretary

Address for Notices:
Redevelopment Authority of the
City of Green Bay
Room 608, City Hall
100 N. Jefferson Street
Green Bay, WI 54301

Acknowledged By:

APPROVED AS TO FORM:

**COMMUNITY DEVELOPMENT
AUTHORITY OF THE
VILLAGE OF ASHWAUBENON,
WISCONSIN**

By: _____
Name: _____
Its: Attorney

By: _____
Name: _____
Its: Chairperson

Countersigned:

By: _____
Name: _____
Its: Secretary

Address for Notices:
Community Development Authority
of the Village of Ashwaubenon
2155 Holmgren Way
Green Bay, WI 54304