

Associated Bank Services Proposal



NORTH SHORE WATER COMMISSION

Linda Winkler | Relationship Manager | Government Banking
Audrey Engelbrecht | Treasury Management Officer
Michelle Danczyk | Senior Branch Manager | Whitefish Bay

April 4, 2018



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Fourth Quarter
2017

ASSOCIATED BANC-CORP CORPORATE PROFILE

ABOUT ASSOCIATED BANK

Associated Banc-Corp (NYSE: ASB) is one of the top 50 publicly traded U.S. bank holding companies and the parent of Associated Bank, National Association:

- \$30 billion in assets
- \$23 billion in deposits
- \$21 billion in loans
- \$3 billion total stockholders' equity

Associated offers a full range of banking services and other financial products and services:

CORPORATE AND COMMERCIAL SPECIALTY

- Commercial lending solutions
- Commercial real estate lending solutions
- Deposit and cash management solutions
- Specialized financial services such as interest rate risk management, foreign exchange solutions and commodity hedging

COMMUNITY, CONSUMER, AND BUSINESS

- Residential mortgage, home equity loans and other consumer lending solutions
- Business lending solutions
- Deposit and transactional solutions
- Investable funds solutions
- Insurance and benefits-related products and services
- Fiduciary services

OUR VISION AND VALUES

Associated Bank will be the Midwest's premier financial services company, distinguished by consistent, quality customer experiences, built upon a strong commitment to our colleagues and the communities we serve, resulting in exceptional value to our shareholders through economic cycles.

FINANCIAL HIGHLIGHTS

In thousands (except per share data and performance ratios)

	2017	2016	% Change
Average Balances			
Total loans	\$ 20,592,383	19,650,667	5%
Total deposits	21,923,602	21,005,772	4%
Common equity Tier 1	2,109,459	1,940,391	9%
Stockholders' equity	3,172,634	3,022,962	5%
Operating Results			
Net interest income	\$ 741,220	\$ 707,273	5%
Noninterest income	332,680	352,883	(6%)
Total	1,073,900	1,060,156	1%
Noninterest expense	709,133	702,560	1%
Net income available to common equity	219,917	191,371	15%
Per Common Share Data			
Diluted earnings per share	\$ 1.42	\$ 1.26	13%
Dividends per common share	0.50	0.45	11%
Performance Ratios			
Net interest margin	2.82%	2.80%	2 bps
Return on average common equity Tier 1	10.43%	9.86%	57 bps

FOOTPRINT

Associated Bank is known for its strong relationships with the customers and communities it serves:

- Approximately 4,400 employees, serving over one million customers
- Over 200 banking locations serving more than 100 communities throughout Wisconsin, Illinois and Minnesota and commercial financial services in Indiana, Michigan, Missouri, Ohio and Texas
- Wisconsin's #1 mortgage lender for nine consecutive years*

RATINGS AND CAPITAL RATIOS

Associated Banc-Corp

Moody's long-term	Baa1
S&P long-term	BBB
Common equity	
Tier 1 capital ratio	10.08%

Associated Bank, N.A.

Moody's short-term	P-1
Moody's long-term	A1
S&P long-term	BBB+
Total capital ratio	12.24%
Tier 1 capital ratio	10.98%
Common equity Tier 1	
capital ratio	10.05%
Tier 1 leverage ratio	8.13%



Associated Banc-Corp

Corporate Headquarters
433 Main Street
Green Bay, WI 54301
920-491-7500
Shareholders@AssociatedBank.com
AssociatedBank.com

Investments, Securities and Insurance Products:

NOT FDIC INSURED	NOT BANK GUARANTEED	MAY LOSE VALUE	NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY	NOT A DEPOSIT
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Please see reverse side for important disclosure information >>

Experience with Government Entities

As a government entity, you are faced with a number of challenges, including selecting the right partner to help you with your daily and long term financial decisions. Associated Bank N.A. and its affiliates, Associated Trust Services and Associated Benefits and Risk Consulting provide a wide range of financial solutions to help you effectively manage cash flow, short-term investments and reporting.

- Collateralized Deposits: Understanding your needs for security and safety, we will work within your requirements to design a pledge agreement for public funds held on deposit.
- Operational Deposit Accounts: Maximize the safety and value of your liquid assets by determining the right mix of accounts to reduce fees and meet daily cash flow needs.
- Investment Accounts: We can provide information on a variety of products which may comply with your policies and support your strategy to achieve competitive returns.
- Lending Solutions: Financial flexibility with lending solutions including term loans, lines of credit and letters of credit.
- Associated Trust Services: Streamline the responsibility associated with administering your municipal bond including paying agent, fiscal agent, indenture trustee, and escrow services.
- Employee Benefits and Business Insurance: Protect and assist growth with financial security solutions. We help you improve your profitability by providing the right resources and services for your unique employee benefits and business insurance needs.
- Institutional Investment Management: Through Associated Institutional Asset Management (IAM), we provide strategic investment and asset management services to municipalities, hospitals and other institutional clients.

Our team of Government Banking relationship managers works closely with over 320 clients throughout Wisconsin, Illinois and Minnesota providing customized financial programs to meet the specific requirements of municipalities, counties, school districts, special purpose districts and state agencies.

We take a proactive approach to servicing our customers by actively searching for the most efficient, cost-effective products and services to make your funds best work for you. Our experienced team ensures that you have the correct products to resolve your current and future banking needs by providing a high touch customer service experience. As your organizational needs change, your account team will regularly review your account, evaluate the effectiveness of the services provided and suggest new ways to achieve your unique financial goals. Additionally our team is actively involved in educational seminars and conferences to stay abreast of the challenges and changes within both banking and government entities.

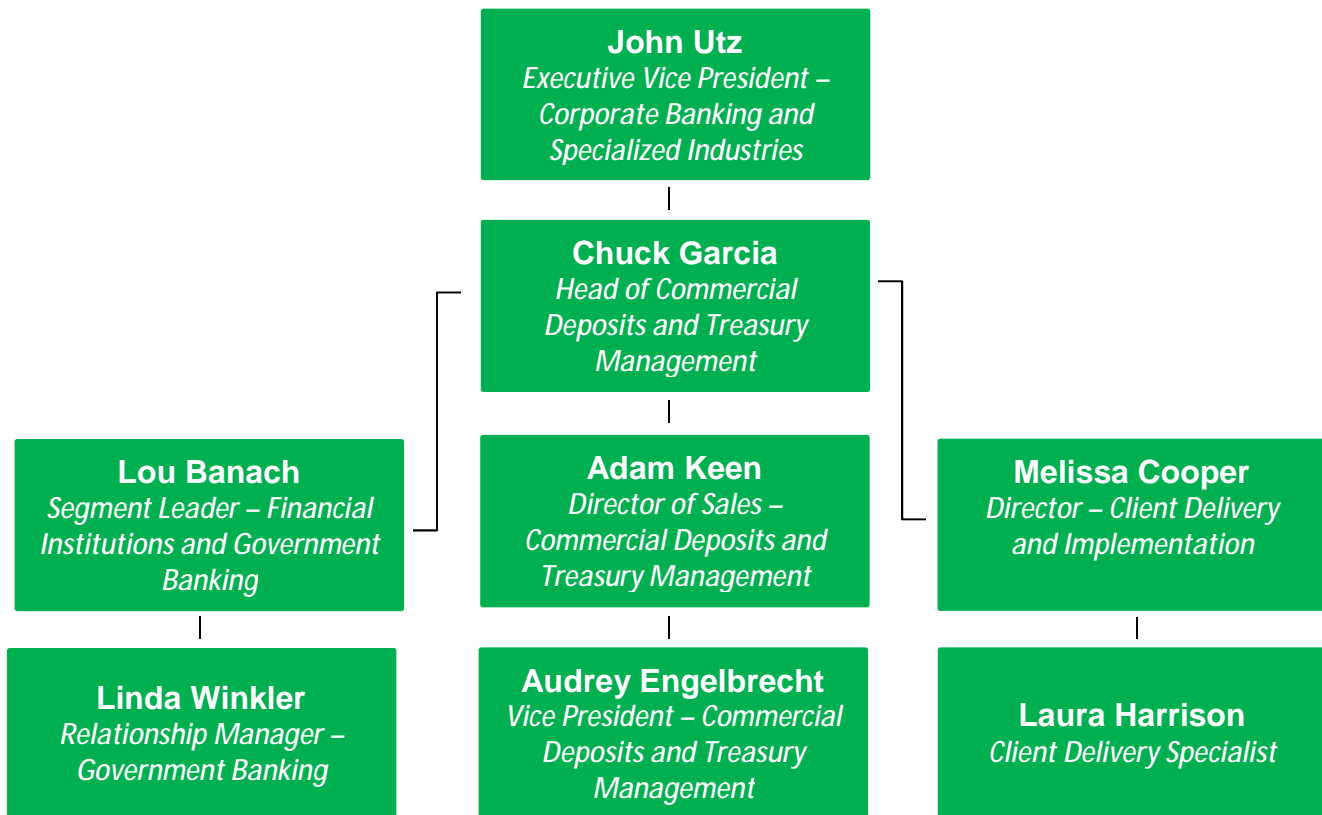
Associated Bank continually evaluates our existing products and services on an ongoing basis to ensure that we offer quality, state-of-the-art products and services for our customers. Our product development team is dedicated to investigating, testing and implementing new treasury management tools, allowing us to continually offer technologically advanced products and services to you. Our goal to provide the most effective treasury management services possible that will help reduce in-house administrative tasks and subsequently save you time and money.

We look forward to the opportunity to partner with you and your organization to build a long-term relationship between our two organizations.

Government Banking Team

Our extensive team continually works together to provide our clients with a well-rounded, full service Government Banking experience. From our management team, to contact with your Relationship Manager, Treasury Management Officer, and Client Delivery Specialist, our specialized team works to find the right resolution for you and your team to save you time and money.

Your relationship team of Linda Winkler, Audrey Engelbrecht, Laura Harrison along with Michelle Danczyk, your Whitefish Bay Branch Manager will be your primary contacts for any needs the Commission may have. Our Treasury Management Implementation Team will work with the Commission when it comes to the technical aspects of transferring services from your current service provider to Associated Bank. We also have a dedicated Treasury Management Customer Care support team available 24 hours a day, seven days a week to assist the Commission. This well rounded team approach ensures that a contact is always available to assist the Commission will problems, questions and issues at any time.



Linda Winkler

Relationship Manager | Government Banking

Phone: (414) 278-1983

Email Linda.Winkler@AssociatedBank.com

Linda Winkler joined Associated Bank in 2011 and currently serves as Relationship Manager for the Government Banking team. She serves as a trusted advisor to the government banking clients throughout Southeastern Wisconsin assisting with their banking, cash management and investment needs. Linda previously worked in the

correspondent bank division where she assisted other banks and credit unions with their depository and lending needs. Prior to joining Associated Bank, she successfully ran her own business for 12 years. Linda is a graduate of the University of Wisconsin-Whitewater with a Bachelor of Business Administration degree in Finance. She volunteers with Make a Difference -Wisconsin in addition to being a member of numerous professional organizations including Wisconsin Association for Financial Professionals, Wisconsin Association of School Business Officers, Wisconsin Government Finance Officers Association, Municipal Treasurers Association of Wisconsin and the Wisconsin Municipal Clerks Association. Linda is a resident of Menomonee Falls.

Audrey Engelbrecht

Vice President | Commercial Deposit and Treasury Management

Phone: (815) 987-8206

Email: Audrey.Engelbrecht@AssociatedBank.com

Audrey Engelbrecht has over 20 years of banking experience and has been in the Treasury Management Services division of Associated Bank, N.A. since 2006. Her responsibilities include product sales and services for Treasury Management and she works exclusively with the high level relationships across the Associated Bank government banking portfolio. This geography offers Audrey unique insight of government entities across our footprint, including multiple Counties. Ms. Engelbrecht is a graduate of the University of Illinois with a B.A. in Economics. She is a member of the Association of Financial Professionals, the Junior League of Rockford, currently serves as the Chairman of the CASA Board of Directors. She is also a member of the Finance Committee and Pastoral Council at St. Peter's Cathedral in Rockford, Ill.

Laura Harrison

Client Delivery Specialist

Phone: (608) 752-5044

Email: Laura.Harrison@AssociatedBank.com

Laura joined Associated Bank, N.A. in 2002 and has spent over 25 years in customer service. She provides support to Linda Winkler and is responsible for new account openings, wire set up, managing collateral needs, account maintenance including updating signature cards and assistance with account adjustments for school districts, colleges, municipalities and government banking customers. She volunteers with many youth organizations such as U.S. Naval Sea Cadets, Boys & Girls Club, and Girl Scouts.

Michelle Danczyk

Senior Bank Manager

Phone: (414) 963-1330

Email: Michelle.Danczyk@AssociatedBank.com

Michelle Danczyk joined Associated Bank, N.A. in 2011 and currently serves as the Branch Manager for the Whitefish Bay location. She serves as a trusted manager overseeing the branch with daily transactions, lending with both consumer and business and has several business partners within the footprint in the trust department, government banking and investments. She currently has a total of over 23 years of experience in the financial services industry. Michelle and her husband Jeff live in Germantown with their two daughters.

Treasury Management Customer Care (TMCC)

Phone: (800) 270-2707; Option #2

Email: TMCC@AssociatedBank.com

We have a dedicated Treasury Management Customer Care support team available 24 hours a day, seven days a week. All calls are answered live and they are there to answer all questions or walk you through any process. In addition to the team listed above, we have a full service Treasury Management team available at your fingertips to assist with any issues you may have.

In addition, our Relationship Manager and Treasury Management team will provide the following support to assist with your Banking Services:

- Specialized product support from our product management teams who specialize in their individual product lines, allowing for expertise in support and product advancements.
- Continual product innovations to help increase efficiency for your organization and protect your organization from the ever present threat of fraud.
- An individual transition plan designed to meet the needs of North Shore Water Commission designed by our implementation team with your needs in mind.
- Training and support during and after the transition to ensure you have the right tools, designed to fit your organizational needs.

Overview of Banking Services

Accounts

Associated Bank will be able to open and maintain the accounts and account structure for North Shore Water Commission as outlined in the request. Associated Bank, N.A. has the capacity to provide sufficient collateral to cover the Commission's deposit balances in excess of the FDIC and the Wisconsin State Fund coverage and will provide the type of collateral needed according to the Commission's Investment Policy at no additional cost.

An earnings credit of 1.50% shall be applied to offset monthly fees with an ECR floor of 1.00% applied to the account for the four-year term of the agreement. In addition, Associated Bank can provide the Commission with an Investment Money Market account on any additional balances the Commission may have. Accounts with an average daily balance of \$10,000 would earn an interest rate of 1.50% as of April 4, 2018. As interest rates rise, the money market rate will be adjusted accordingly. If the average daily balance on a Money Market account is below \$10,000, the account would earn the standard money market rate at that time. Collateral will be provided on balances above current \$250,000 FDIC Insurance limits through the Federal Reserve and \$400,000 for the State of Wisconsin Insurance Pool at no additional costs.

Credit Card

Associated Bank is in partnership with Elan Financial Services for the Associated Bank COMMUNITY Credit Card and has been in the business of developing and marketing commercial card-based payment systems for more than 20 years. We strive to provide outstanding customer service and ongoing support to our clients. Our dedication to service runs so deep that each program comes stamped with our detailed service guarantee, which ensures the Commission will receive the best possible performance. Support of the Associated Bank card products is managed by the Associated Bank / Elan Financial Services partnership.

The Associated Bank COMMUNITY credit card product is offered to non-profits and municipalities. The Commission can have a monthly credit line ranging between \$1,000 and \$250,000; payment is due in full each month; consolidated statements grouped by each cardholder's activity and the Commission can choose between a non-rewards or rewards to earn points on the Commission's purchases. The rewards product is offered at a low annual fee of \$99. Unlimited 1 point earned per net dollar spent and can redeem points for statement credit, travel, merchandise or gift cards. Card management or credit limit needs would be handled by the designated Authorized Officer for the Commission's organization and can be done by contacting a specialist at the 800 number printed on the back of the Authorized Officer's credit card. There are no other fees for this card product other than the traditional card fees based on delinquency, cash advances, and international transactions, expediting a card, NSF charges, and other common card-related fees.

Online Banking

Associated Bank's online banking solution, Associated Connect, provides a secure, single-point of access to multiple financial management solutions that would enable the Commission to efficiently manage its financial position for optimal cash flow and control. This includes the ability to initiate wires, stop payments, ACH, account-to-account transfers and recurring transfers.

Services accessed through Associated Connect are supported with secure, single sign-in access, user administration, centralized messaging and communications. Strong, layered authentication prevents unauthorized access to all services and access to high-risk services are further protected with multi-factor out of



band authentication. Associated Bank is a market leader in providing online authentication making Associated Connect secure.

Associated Connect also provides a central place for users to exchange secure messages with Associated Bank. To use Associated Connect, we recommend high speed internet access, a currently supported and updated Microsoft® based Internet browser that supports Secure Socket Layer with at least 128 bit encryption, JavaScript and enabled security features. Associated Connect allows the current and previous two major releases of Internet Explorer, Firefox, Safari and Chrome.

Associated Connect will also provide the Commission with reporting functionality, customizable to fit the Commission’s needs with same day, weekly and monthly reporting capabilities. Reporting can also be exported out of Associated Connect and converted to Microsoft Excel. Associated Bank would work with the Commission to setup reporting to fit the Commission’s needs if selected as the main banking provider. A demo of the full system can also be provided upon the request of the Commission.

ACH

Associated Bank will provide North Shore Water Commission with ACH Origination capabilities through Associated Connect to assist with transactions including payroll and vendor payments with their banking information. Delivery times are extremely flexible and are a function of your business needs. Online banking customers can create, approve and release files 24 hours a day, seven days a week. ACH files can be processed with a predetermined date, next day, or same day. Associated Connect file and transaction scoops occur Monday – Friday at 10 am, 1 pm, 3 pm, 5 pm and 8 pm. The daily deadline for next day ACH processing is 8 pm CST. Credit transactions of \$25,000 or less are eligible for same day settlement. If you send us NACHA files directly, the files must be submitted by 8 am, or 11:30 am, (CST) to ensure same-day eligibility. If you are originating transactions using Associated Connect, your transactions must be submitted by 7:30 am or 11 am CST to ensure same-day eligibility. We do recommend sending pre-notes prior to a live file; however this is not a requirement of our online banking services.

Deposit Processing

Our closest location to the Water Commission is located 0.97 miles from the Commission’s office. Michelle Danczyk and the Whitefish Bay branch team will work with the commission on a day to day basis for the needs of the commission, including processing deposits per the specifications of the Commission. Located in the heart of Downtown Whitefish Bay, Michelle and her team work to provide clients with top notch customer experience and will work with the Commission to ensure your needs are met.

Location Information	Hours
430 East Silver Spring Whitefish Bay, WI 53217 Phone: (414) 963-1330 Distance from Water Commission: 0.97 miles	Monday – Friday: 9 am – 6 pm Saturday: 9 am– 1 pm Sunday: Closed

Wires

Wires can be originated through our online banking channel, through batch import, and/or by telephone. We perpetually strive to increase straight through processing in all wire initiation channels. Wires initiated online are validated to confirm that both the originator and beneficiary have physical address. Callbacks will not be

required for repetitive (formatted) wires where the caller identifies the proper set-up code. Dual control can also be set up through our online wire system, if the Commission so desires.

All outgoing wires are processed within 60 minutes of receipt. The Wire Transfer center opens at 7:30 am CST and all outgoing wires submitted to the bank by 4 pm CST will have same-day settlement. All incoming wires received by 5 pm CST will be "available for investment". Wire notifications can be set up by email, phone, fax or standard mail at an additional cost. We will assist in research of any lost wires, or errors. If an international wire is needed by the Commission, additional fees may apply.

Positive Pay

Associated Bank is recommending Positive Pay to assist the Commission in mitigating risks of check fraud. The Commission will submit a file of all checks written through Associated Connect, which are then reconciled per the schedule below:

Day	Reconciliation Times
Monday – Friday	First reconciliation at 5:30 am Every half hour from 9:30 am – 4:30 pm Final reconciliation at 8:30 pm
Saturday	Every hour from 9 am – 12 pm

Prior to the check clearing your account Associated Bank will verify the accuracy of the check by matching the date, dollar amount, serial number, and payee, if applicable, to the check issued file. If there is a discrepancy from the data obtained from your check issue file, an alert will be sent to your designated administrator with an option to review the check online and make a decision to pay or return the check. If a stop payment is needed, that service is also provided through Associated Connect. Paid checks are compared with the issued check files daily. Any paid items that do not match with an issued check become exceptions. Exceptions will be available to view by 9 am. If a response is not received by the bank by 3 pm, the exception item will be returned as our exception processing default decision is "Return All".

Payee Positive Pay is an additional product, which works in conjunction with Positive Pay and helps ensure your checks meet Associated Bank's check formatting guidelines. In 2015, 73% of companies were reported victims of payment fraud, with 71% of those coming from check fraud¹. Payee Positive Pay pricing is noted in Exhibit A for you to review as an additional service.

ACH Blocks and Filters

Associated Bank is also recommending ACH Blocks and filters help prevent unauthorized ACH debits and/or credits from posting to your account, allowing only authorized credits or debits to post. The Commission can elect to have notification by text or email when an ACH transaction is blocked from process.

¹Source: www.afponline.org/pub/res/research/PaymentsFraud_InfoGraphic.html

Risk Management Checklist

Make fraud prevention part of normal business operations. Use this checklist to make sure you're following best practices, taking common-sense precautions and minimizing risk. Your Associated Bank relationship manager is always ready to help.

Account Structure

- MINIMIZE THE NUMBER OF ACCOUNTS YOU HAVE to reduce the risk of fraud
- SEGREGATE ACCOUNTS that are at greater risk
- USE UNIQUE SERIAL NUMBER RANGES for specific purposes, instead of opening additional accounts
- CONVERT PAPER-BASED PAYMENTS to electronic payments

Internal Controls

- USE DUAL AUTHORIZATION PROCEDURES for Online ACH, ACH/NACHA/EDI file transmissions, wires & check automation
- REVIEW INTERNET SECURITY regularly and follow best practices
- PROTECT all IDs and passwords
- REVIEW TRANSACTIONS before they're sent to the bank
- CONDUCT SURPRISE AUDITS
- NEVER SIGN CHECKS IN ADVANCE
- REVIEW AND UPDATE SIGNATURE CARDS ANNUALLY

Check Supply

- USE A TRUSTED, ESTABLISHED VENDOR
- USE A UNIQUE CHECK STYLE for each account to easily differentiate payments
- INCORPORATE SECURITY FEATURES into your check design
- MONITOR CHECK ORDERS and call your supplier if checks are not delivered in a reasonable time
- KEEP CHECKS AND CHECK PRINTING EQUIPMENT SAFE in secure storage areas with controlled access

Staff Access

- LIMIT AUTHORIZATION to employees who need it
- SEGREGATE DUTIES CLEARLY within the accounting department
- REGULARLY REVIEW SYSTEM ACCESS PRIVILEGES for all employees, including vendor creation
- PROVIDE EDUCATION on phishing and other dangers

Paper Transactions

- POSITIVE PAY identifies discrepancies in check numbers or amounts upon presentation to the bank. Choose default of return or pay.
- TELLER POSITIVE PAY adds a layer of detection at the teller window
- REVERSE POSITIVE PAY sends you the file of presented items for comparison with your records
- CHECK BLOCK stops all checks from debiting your account
- CHECK SAFEKEEPING truncates your cancelled checks
- LOCKBOX SERVICES helps you segregate collection and deposit duties

ACH Transactions

- DEBIT BLOCK stops all ACH originators from debiting your account
- DEBIT FILTERS ensure only authorized originators can access your account, up to a predetermined amount
- ACH GUIDANCE LINES are designed to validate files based on customer needs

Transaction Control

- USE INTERNET BANKING to review accounts daily
- RECONCILE DAILY/MONTHLY (separate duties between staff who issue payments and those who reconcile)
- OOBA (Out-of-Band Authentication) secures access to high-risk services within Associated Connect

Remote Deposit Capture (Electronic Check Imaging) Transactions

- CREATE PROCEDURES to void and securely store checks once images are deposited
- SHRED DEPOSITED ITEMS on a regular schedule

Pricing

Service Description	Volume	Unit Price	Monthly Charge
Balance & Compensation			
Uncollected Funds Charge	-	Prime + 4%	-
Deposit Assessment	202	\$0.1375	\$27.78
Balance and Compensation Subtotal			\$27.78
General Account Services			
Maintenance Charge 1-10 Accounts	1	\$15.00	\$15.00
Deposit	5	\$0.800	\$4.00
Posted Credit	3	\$0.080	\$2.40
Posted Debit	1	\$0.310	\$0.31
Stop Payment	-	\$35.00	-
DDA Statement – Additional / Special	-	\$30.00	-
DDA Statement – Daily	-	\$10.00	-
DDA Statement – Snapshot	-	\$30.00	-
Statement / Check Research Copy	-	\$6.00	-
Account Analysis Online Statement	1	\$5.00	\$5.00
General Account Services Subtotal			\$26.71
Depository Services			
Cash Deposited	100	\$0.0019	\$0.19
Change Order – Branch	-	\$2.00	-
Rolled Coin Ordered	-	\$0.200	-
Currency Strap Ordered	-	\$0.600	-
Items Deposited – On us	15	\$0.160	\$2.40
Items Deposited – US \$ International	-	\$5.00	-
Deposit Adjustment – Credit	-	\$8.00	-
Deposit Adjustment – Debit	-	\$8.00	-
Return Item – Reclear	-	\$13.00	-
Return Item- Regular	-	\$12.00	-
Depository Services Subtotal			\$2.59
Account Reconciliation			
Positive Pay – Base Fee	-	\$40.00	-
Positive Pay Paid Item	-	\$0.040	-
Account Reconciliation Subtotal			-
Paper Disbursement Services			
Check Paid	70	\$0.040	\$15.40
Paper Disbursement Services Subtotal			\$15.40
ACH			
ACH Origination – Base Fee	1	\$40.00	\$40.00
ACH Credit Origination	14	\$0.1450	\$2.03
ACH Debit Origination	2	\$0.1450	\$0.29
ACH Origination File Process Fee	2	\$3.00	\$6.00
ACH Received Debit	12	\$0.31	\$3.72
ACH Block Base Fee	-	\$10.00	-

ACH Filter Base Fee	1	\$10.00	\$10.00
ACH Subtotal			\$62.04
Wire Transfer			
Online Wire Domestic Freeform	-	\$17.00	-
Online Wire Domestic Repeat	-	\$12.00	-
Online Wire – International USD	-	\$30.00	-
Wire Transfer Subtotal			-
Online Banking			
Associated Connect Commercial Base Fee	1	\$60.00	\$60.00
Associated Connect Account Fee	-	\$5.00	-
Associated Connect Prior Day Detail	91	\$0.080	\$7.28
Associated Connect Wire Module	1	\$10.00	\$10.00
Online Banking Subtotal			\$77.28
Total Monthly Analyzed Fees			\$254.60
Total Monthly Analyzed Fees			\$211.80
Balances Available to Offset Services			\$202,000.00
Earnings Credit Rate (ECR)			1.50% ²
Earnings Allowance			\$257.34
Net Monthly Analyzed Fees Assessed			\$0.00
Balances Required to Offset Charges			\$199,843.39
Excess (Deficit) Balance			\$2,156.61
Total Fees Assessed			\$0.00

² An ECR floor of 1.00% will be applied to the account for the four year term of the agreement.

Closing Remarks

On behalf of the entire Associated Bank team, thank you for the opportunity to prepare this proposal for you. We are confident in our experience and our team to provide you with a high-value partnership and exceed your government banking needs.

Our size makes us unique in the banking industry, small enough to provide you with local, hands on superior customer service, but large enough to provide you with a wide range of product offerings and state-of-the-art technology to safeguard your assets, streamline processes, and save you time and money.

With more than 150 years servicing Wisconsin customers, I am happy that you are not only part of our community, but also look forward to you being our customer. Whether it's Depository Banking Services, Employee Benefits or Long-Term Trust Investments, look no further than Wisconsin's largest bank, Associated Bank.

We look forward to Working with You!