

**VILLAGE BOARD
OF THE
VILLAGE OF STURTEVANT, WISCONSIN**

May 6, 2014

Resolution No. 2014-21

**An Initial Resolution Authorizing
the Sale and Issuance of
General Obligation Promissory Notes,
and Certain Related Details**

RECITALS

The Village Board (the “**Governing Body**”) of the Village of Sturtevant, Wisconsin (the “**Village**”) makes the following findings and determinations:

1. The Village is in need of funds to finance various public road and parking lot improvements, and storm water management improvements (collectively, the “**Project**”); and
2. The Village will issue general obligation promissory notes, pursuant to the provisions of Section 67.12 (12) of the Wisconsin Statutes, to finance the costs of the Project.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Authorization of Issuance and Purposes of Notes.

Under and by virtue of the provisions of Section 67.12 (12) of the Wisconsin Statutes, the Village shall issue its negotiable general obligation promissory notes in an aggregate principal amount of approximately \$570,000 (the “**Notes**”) to finance the costs of the Project; *provided, however*, that the Notes shall be sold and issued in whole or in part from time to time in such amount or amounts as shall be within the limits provided by law.

Section 2. Authorization of Sale of Notes.

The Notes shall be sold by negotiated sale to Bankers’ Bank (the “**Purchaser**”).

Section 3. Preparation of Disclosure Document.

The Village President and the Clerk (in consultation with the Village’s Financial Advisor, Ehlers & Associates, Inc.) are each hereby authorized to cause an offering document for the Notes (the “**Offering Memorandum**”) to be prepared. The Village President and the Clerk are hereby authorized, on behalf of the Village, to approve the form of Offering Memorandum

and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Offering Memorandum to the Purchaser upon request.

Section 4. Further Actions.

The issuance of the Notes shall be subject to the condition that the Governing Body has adopted a resolution to award the sale of the Notes to the Purchaser, to approve the purchase contract of the Purchaser (the “**Purchase Contract**”), to fix the interest rate or rates on the Notes in accordance with the Purchase Contract, to provide for the form of the Notes, to set forth any early redemption provisions, to levy taxes to pay the principal of and interest on the Notes as required by law, to designate a fiscal agent for the Notes, and to take such further action as may be necessary or expedient to provide for the preparation, execution, issuance, delivery, payment, and cancellation of the Notes.

Section 5. Severability of Invalid Provisions.

In case any one or more of the provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this resolution.

Section 6. Authorization to Act.

The officers of the Village, attorneys for the Village, or other agents or employees of the Village are hereby authorized to do all acts and things required of them by this resolution for the full, punctual, and complete performance of all of the provisions of this resolution.

Section 7. Prior Actions Superseded.

All prior resolutions, rules, ordinances, or other actions, or parts thereof, of the Governing Body in conflict with the provisions of this resolution shall be, and the same are hereby, rescinded insofar as they may so conflict.

Section 8. Effective Date.

This resolution shall take effect upon its adoption and approval in the manner provided by law.

Adopted: May 6, 2014

Village President

Clerk

CERTIFICATIONS BY CLERK

I, Mary A. Cole, hereby certify that I am the duly qualified and acting Clerk of the Village of Sturtevant, Wisconsin (the “**Village**”), and as such I have in my possession, or have access to, the complete corporate records of the Village and of its Village Board (the “**Governing Body**”) and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

An Initial Resolution Authorizing the Sale and Issuance of General Obligation Promissory Notes, and Certain Related Details

I do hereby further certify as follows:

1. **Meeting Date.** On May 6, 2014, a meeting of the Governing Body was held commencing at 6:00 p.m.

2. **Posting.** On May 2, 2014 (and not less than 24 hours prior to the meeting), I posted or caused to be posted at the Village’s offices in Sturtevant, Wisconsin, a notice setting forth the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting.

3. **Notification of Media.** On May 2, 2014 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Village, if any.

4. **Open Meeting Law Compliance.** Said meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.

5. **Members Present.** Said meeting was duly called to order by the Village President (the “**Presiding Officer**”), who chaired the meeting. Upon roll I noted and recorded that there were ___ members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.

6. **Consideration of and Roll Call Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, ___ of the Governing Body members voted Aye, ___ voted Nay, and ___ Abstained.

7. **Adoption of Resolution.** The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I recorded the adoption of the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Village, if any, hereto on May 6, 2014.

[Seal]

Clerk