

EXHIBIT A  
RESOLUTION NO. 84

Prepared and intended for use by commercial banks in transactions governed by Wisconsin Law.

W.B.A. 204B (3/86)

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(Adopted at an Open Meeting held November 30, 1993)

WHEREAS, the Town of Delavan, Walworth County, Wisconsin (hereinafter called the "Town"), is presently in need of funds aggregating \$100,000.00 for public purposes including: (Here describe each purpose in detail. If the purpose is meeting general and current municipal expenses or refinancing obligations of the Town, so specify).  
the construction of a hoist and addition to Town of Delavan Highway Department building.

; and  
WHEREAS, this Board deems it necessary and in the best interests of the Town that, pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, the sum of \$100,000.00 be borrowed for such purposes upon the terms and conditions hereinafter set forth:  
NOW, THEREFORE, BE IT RESOLVED, that for the purposes hereinabove set forth the Town, by its Chairperson and Town Clerk, pursuant to Section 67.12(12), Wisconsin Statutes, borrow from First Bank S.E. of Lake Geneva, N.A.

Wisconsin (hereinafter called the "Lender"), the sum of \$100,000.00, and, to evidence such indebtedness, said Chairperson and Town Clerk shall make, execute and deliver to the Lender for and on behalf of the Town the promissory note of the Town to be dated \_\_\_\_\_, 19\_\_\_\_, in said principal amount with interest at the rate of \_\_\_\_\_ per cent (4.25% %) per annum and payable as follows:

Payment Dates	Principal Amount Due	Interest Due	Total Principal and Interest Due
_____	_____	_____	_____
_____	_____	_____	_____
SEE EXHIBIT I ATTACHED HERETO AND MADE A PART HEREOF			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Said interest to be payable on the dates set forth above on the outstanding principal balance, with unlimited (1) prepayment privileges, on any principal or interest ~~payment date or after~~ a copy of which note shall be attached hereto.

(1) Insert "no" here and "none" in the next blank if there are to be no prepayment privileges.

BE IT FURTHER RESOLVED, that there be, and there hereby is, levied on all the taxable property of the Town, a direct annual irrevocable tax sufficient in amount to pay the principal and interest on said note as the same becomes due and payable, said tax to be in the following minimum amounts:(2)

Amount of Tax (principal and interest)	To Meet Payments Due On	Year of Levy (must be in year(s) prior to due date)
\$ <u>12,327.32</u>	<u>Quarterly in 1994</u>	For the year 19 <u>93</u>
\$ <u>12,327.32</u>	<u>Quarterly in 1995</u>	For the year 19 <u>94</u>
\$ <u>12,327.32</u>	<u>Quarterly in 1996</u>	For the year 19 <u>95</u>
\$ <u>12,327.32</u>	<u>Quarterly in 1997</u>	For the year 19 <u>96</u>
\$ <u>12,327.32</u>	<u>Quarterly in 1998</u>	For the year 19 <u>97</u>
\$ <u>12,327.32</u>	<u>Quarterly in 1999</u>	For the year 19 <u>98</u>
\$ <u>12,327.32</u>	<u>Quarterly in 2000</u>	For the year 19 <u>99</u>
\$ <u>12,327.32</u>	<u>Quarterly in 2001</u>	For the year <del>19</del> <u>2000</u>
\$ <u>12,327.32</u>	<u>Quarterly in 2002</u>	For the year 19 <u>2001</u>
\$ <u>12,327.25</u>	<u>Quarterly in 2003</u>	For the year 19 <u>2002</u>

If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said note when due, the requisite amount shall be paid from other funds of the Town then available, which sums shall be replaced upon the collection of the taxes herein levied.

In the event that the Town exercises its prepayment privilege, if any, then no such direct annual tax shall be included on the tax rolls for the prepayments so made and the amount of direct annual tax hereinabove levied shall be reduced accordingly for the year or years with respect to which said note was prepaid.

In each of said levy years, the direct annual tax so levied shall be carried into the tax rolls each year and shall be collected in the same manner and at the same time as other taxes of the Town for such years are collected; provided, that the amount of tax carried into the tax roll may be reduced in any year by the amount of any surplus in the debt service account for the note. So long as any part of the principal of, or interest on, said note remains unpaid, the proceeds of said tax shall be segregated in a special fund used solely for the payment of the principal of, and interest on, said note.

BE IT FURTHER RESOLVED, that there be and there hereby is established in the treasury of the Town, if one has not already been established, a debt service fund, separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Sinking funds established for obligations previously issued by the Town may be considered as separate and distinct accounts within the debt service fund. Within the debt service fund, there be and there hereby is established a separate and distinct account designated as the "Debt Service Account for Promissory Note dated \_\_\_\_\_", which fund shall be used solely for the purpose of paying principal of and interest on said note. There shall be deposited in said fund any accrued interest paid on said note at the time it is delivered to the Lender, all money raised by taxation or appropriated pursuant hereto, and such other sums as may be necessary to pay principal and interest on said note when the same shall become due.

BE IT FURTHER RESOLVED, that the "proceeds" of said note shall be used solely for the purposes for which it is issued, but may be temporarily invested until needed in legal investments, provided that no such investment shall be in such a manner as would cause said note to be an "arbitrage bond" within the meaning of Section 103(c)(2) of the Internal Revenue Code of 1954, as amended, or the Regulations of the Commissioner of Internal Revenue thereunder; and an officer of the Town, charged with the responsibility for issuing the note, shall certify by use of an arbitrage certificate that, on the basis of the facts, estimates and circumstances in existence on the date of the delivery of the note, it is not expected that the "proceeds" will be used in a manner that would cause said note to be an "arbitrage bond."

BE IT FURTHER RESOLVED, that the Town Clerk shall keep records for the registration and for the transfer of the note. The person in whose name the note shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on the note shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such note to the extent of the sum or sums so paid. The note may be transferred by the registered owner thereof by presentation of the note at the office of the Town Clerk, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his legal representative duly authorized in writing. Upon such presentation the note shall be transferred by appropriate entry in the registration records and a similar notation, including date of registration, name of new registered owner and signature of the Town Clerk, shall be made on such note.

BE IT FURTHER RESOLVED, that the Town officials are hereby authorized and directed, so long as said note is outstanding, to deliver to the Lender any audit statement or other financial information the Lender may reasonably request and to discuss its affairs and finances with the Lender.

BE IT FURTHER RESOLVED, that said note shall be delivered to the Lender on or after the date of said note, upon receipt of the total principal amount of the loan evidenced thereby, plus accrued interest, if any, to date of delivery, provided that, if this is a refinancing, the refunding note shall be immediately exchanged for the note being refinanced.

(2) First tax levy should be for the current year unless tax roll has already been delivered for collection, and amount of levy should be sufficient to meet all principal and interest payments becoming due prior to date for collection of next succeeding tax levy.