

RESOLUTION #2007-01
RESOLUTION TO AUTHORIZING THE BORROWING OF
FUNDS TO PAY OFF WISCONSIN RETIREMENT SYSTEM UNFUNDED LIABILITY

WHEREAS, the Town of Vernon, Waukesha County, Wisconsin ("Town"), is presently in need of funds aggregating, two hundred eighty-nine thousand, three hundred forty-four dollars and eighty-five cents (\$289,344.85), for publish purposes of paying off the Wisconsin Retirement System (WRS) Unfunded Liability Account; and

WHEREAS, the Town Board deems it necessary and in the best interest of the Town that, pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, the sum of two hundred eighty-nine thousand, three hundred forty-four dollars and eighty-five cents (\$289,344.85) be borrowed for such purposes upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, BE IT RESOLVED, that for the purpose(s) hereinabove set forth the Town, by its Chairperson, and Clerk, pursuant to Section 67.12(12), Wisconsin Statutes, borrow from Citizens Bank of Mukwonago ("Lender"), the sum of \$289,344.85, and, to evidence such indebtedness, said Chairperson and 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 January 19, 2007, in said principal amount with interest at the rate of four and three quarters percent (4.75%) per annum and payable as follows:

Installments of Principal and Interest. In 10 equal payments of \$37,017.91 due on January 19, 2008 and on the same day(s) of each twelfth (12) month thereafter, PLUS a final payment of the unpaid balance and accrued interest due on January 19, 2017. All payments include principal and interest. Interest is computed for the actual number of days principal is unpaid on the basis of a 360 day year. Said interest to be payable on the dates set forth above on the outstanding principal balance, with prepayment privileges on any principal or interest payment date on or after January 19, 2007. A copy of the promissory note shall be attached to this resolution.

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:

Amount of Tax (Principal & Interest)	To Meet Note Payments Due On	Year of Levy (must be in year(s) prior to due date)
\$37,017.91	January 19, 2008	For the year 2007
\$37,017.91	January 19, 2009	For the year 2008
\$37,017.91	January 19, 2010	For the year 2009
\$37,017.91	January 19, 2011	For the year 2010
\$37,017.91	January 19, 2012	For the year 2011
\$37,017.91	January 19, 2013	For the year 2012
\$37,017.91	January 19, 2014	For the year 2013
\$37,017.91	January 19, 2015	For the year 2014
\$37,017.91	January 19, 2016	For the year 2015
\$37,017.91	January 19, 2017	For the year 2016

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 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 the 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 separate and distinct account designated as the "Debit Service Account for Promissory Note dated January 19, 2007", which account shall be used solely for the purpose of paying principal and interest on said note. There shall be deposited in said account any accrued interest paid on said note at the time it is delivered to the Lender, all money raises 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 148 of the Internal Revenue Code of 1986, as amended, or the Regulations of the Commissioner of Internal Revenue thereunder; and an office of the Town, charged with the responsibility of issuing the note, shall certify by issue of an arbitrage certificate, if required, 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 projects financed by the note and their ownership, management and use will not cause the note to be a "private activity bond" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended, and that the Town shall comply with the provision of the Code to the extent necessary to maintain the tax-exempt status of the interest on the note.

BE IT FURTHER RESOLVED, that the Town Clerk shall keep records for the registration and for the transfer of the note. The persons 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 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 note is hereby designated as a "qualified tax-exempt obligation" for purposes of Section 265 of the Internal Revenue Code of 1986, as amended, relating to the ability of financial institutions to deduct from income, for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

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 refinancing, the refunding note shall be immediately exchanged for the note being refinanced.

APPROVED AND ADOPTED THIS 18th day of January, 2007.

Alan Kunert, Chairperson

Joe Reilly, Supervisor #1

Mark Tylinski, Supervisor #2

Gary Finch, Supervisor #3

Brian Paff, Supervisor #4

ATTEST:

Gina C. Gresch, CMC / WCMC
Town of Vernon Clerk
Waukesha County