RESOLUTION NO. ____

RESOLUTION AUTHORIZING THE BORROWING
OF NOT TO EXCEED $2,000,000; AND
PROVIDING FOR THE ISSUANCE AND SALE OF
GENERAL OBLIGATION PROMISSORY NOTES THEREFOR

WHEREAS, it is necessary that funds be raised by the Sheboygan Area School District, Sheboygan and Manitowoc Counties, Wisconsin (the "District") for the public purpose of paying the cost of constructing, rehabilitating and repairing public school facilities and acquiring related equipment and other equipment (the "Project"), and there are insufficient funds on hand to pay said costs;

WHEREAS, the District hereby finds and determines that the Project is within the District's power to undertake and serves a "public purpose" as that term is defined in Section 67.04(1)(b) of the Wisconsin Statutes; and

WHEREAS, school districts are authorized by the provisions of Section 67.12(12) of the Wisconsin Statutes to borrow money and to issue general obligation promissory notes for such public purposes.

NOW, THEREFORE, BE IT RESOLVED by the School Board of the District, that;

Section 1. Authorization of the Notes. For the purpose of paying the cost of the Project, there shall be borrowed pursuant to Section 67.12(12) of the Wisconsin Statutes, the principal sum of not to exceed TWO MILLION DOLLARS ($2,000,000) from a purchaser to be determined by subsequent resolution of the School Board (the "Purchaser").

Section 2. Sale of the Notes. To evidence such indebtedness, the District President and District Clerk are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the District, general obligation promissory notes aggregating the principal amount of not to exceed TWO MILLION DOLLARS ($2,000,000) (the "Notes").

Section 3. Notice to Electors. Pursuant to Section 67.12(12)(e)2 of the Wisconsin Statutes, the District Clerk shall, within ten (10) days of adoption of this Resolution, cause public notice of such adoption to be given to the electors of the District by publishing a notice in The Sheboygan Press, the official newspaper of the District. The notice to electors shall be in substantially the form attached hereto as Exhibit A and incorporated herein by this reference (the "Notice").

Section 4. Award of the Notes. Following receipt of the purchase proposal from the Purchaser specifying the terms of and interest rates on the Notes, the School Board shall consider taking further action to provide the details of the Notes and to levy a direct annual irrepealable tax to pay the principal of and interest on the Notes as required by law. Any such further action

EXHIBIT A

NOTICE TO THE ELECTORS
OF THE
SHEBOYGAN AREA SCHOOL DISTRICT
SHEBOYGAN AND MANITOWOC COUNTIES, WISCONSIN

NOTICE IS HEREBY GIVEN that the School Board of the above-named School District, at a regular meeting duly called, noticed, held and conducted on June 9, 2009, adopted a resolution entitled:

RESOLUTION AUTHORIZING THE BORROWING OF NOT TO EXCEED $2,000,000; AND PROVIDING FOR THE ISSUANCE AND SALE OF GENERAL OBLIGATION PROMISSORY NOTES THEREFOR

Said Resolution was adopted pursuant to the provisions of Section 67.12(12) of the Wisconsin Statutes to authorize a borrowing for the public purpose of paying the cost of constructing, rehabilitating and repairing public school facilities and acquiring related equipment and other equipment (the "Project").

Copies of said Resolution are on file in the District Administration Office, 830 Virginia Avenue, Sheboygan, Wisconsin 53081 and may be inspected weekdays, except holidays, between the hours of 9:00 a.m. and 4:00 p.m.

Section 67.12(12)(e)2 of the Wisconsin Statutes provides in part that a referendum is required on the question of this borrowing only if a petition is filed within 30 days after this publication signed by at least 7,500 District electors or 20% of the District electors voting for Governor at the last general election, whichever is the lesser. If no such petition is filed, then the Resolution shall be effective without a referendum.

Dated this 9th day of June, 2009.

BY THE ORDER OF THE
SCHOOL BOARD

John Hill
District Clerk

Published this 11th day of June, 2009 in The Sheboygan Press.

shall be subject to the condition that no petition for referendum on the question of the issuance of the Notes has been filed within thirty (30) days of publication of the Notice.

Section 5. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the School Board or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted and recorded June 9, 2009.

David Gallianetti
District President

Attest:

John Hill
District Clerk

(SEAL)

QB\8137680.1