Excerpts of Minutes of Meeting
of the
School Board of the
Union Grove Union High School District

A regular meeting of the School Board of the Union Grove Union High School District, Racine and Kenosha Counties, Wisconsin, was duly called, noticed, held and conducted in the manner required by the School Board and the pertinent Wisconsin Statutes on June 22, 2009. The District President called the meeting to order at 6:06 pm.

The following members were present:

Diane Skewes
Tom Maurer
Steve McClelland
Marcia Colsmith

The following members were absent:

Dawn Van Ess

(Here occurred business not pertinent to the financing.)

The following resolution was then moved by Tom Maurer and seconded by Marcia Colsmith:

RESOLUTION NO. 1

RESOLUTION DECLARING OFFICIAL INTENT TO REIMBURSE EXPENDITURES FROM PROCEEDS OF QUALIFIED TAX CREDIT BONDS

(A true copy of the resolution as adopted is attached hereto and incorporated herein by reference.)

Upon the vote being taken, the following voted

Aye: 4

Nay: 0

Abstaining: 0

and the resolution was declared adopted.

The following resolution was then moved by Marcia Colsmith and seconded by Tom Maurer:

RESOLUTION NO. 2

RESOLUTION AUTHORIZING THE BORROWING OF NOT TO EXCEED $1,000,000; AND PROVIDING FOR THE ISSUANCE AND SALE OF GENERAL OBLIGATION PROMISSORY NOTES THEREFOR

(A true copy of the resolution as adopted is attached hereto and incorporated herein by reference.)

Upon the vote being taken, the following voted

Aye: 4

Nay: 0

Abstaining: 0

and the resolution was declared adopted.

(Here occurred business not pertinent to the financing.)

Upon motion made and seconded, the School Board adjourned.

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Certification of Minutes Excerpt

I, Thomas Maurer, am the duly qualified and acting District Clerk of the Union Grove Union High School District, Racine and Kenosha Counties, Wisconsin.

I hereby certify that the foregoing is a true and correct excerpt of the official minutes of the School Board meeting of June 22, 2009 with respect to School Board action to authorize the issuance and sale of $1,000,000 General Obligation Promissory Notes.

I further certify that the attached is a true and correct copy of the resolution adopted by the School Board at such meeting.

IN WITNESS WHEREOF, I have executed this Certificate in my official capacity on June 22, 2009.

Thomas Maurer
District Clerk

RESOLUTION NO. _____1_____

RESOLUTION DECLARING OFFICIAL INTENT
TO REIMBURSE EXPENDITURES
FROM PROCEEDS OF QUALIFIED TAX CREDIT BONDS

WHEREAS, the Union Grove Union High School District, Racine and Kenosha Counties, Wisconsin (the "District") plans to undertake constructing, rehabilitating and improving public school facilities; and acquiring related and other equipment (the "Project");

WHEREAS, the District plans to take the steps necessary to authorize the issuance of general obligation bonds or promissory notes (collectively, the "General Obligation Securities") to pay the cost of the Project;

WHEREAS, the District intends to apply to the Wisconsin Department of Public Instruction for an allocation of qualified tax credit bonds (the "Tax Credit Bonds") and issue all or a portion of the General Obligation Securities as Tax Credit Bonds;

WHEREAS, if any portion of the costs of the Project are expended prior to the issuance of the Tax Credit Bonds, the School Board of the District deems it to be necessary, desirable, and in the best interests of the District to advance moneys from its funds on hand on an interim basis to pay such portion of the costs of the Project prior to the issuance of the Tax Credit Bonds.

WHEREAS, pursuant to Section 54A(d)(2)(D) of the Internal Revenue Code of 1986, as amended (the "Code"), the District may only reimburse itself from proceeds of the Tax Credit Bonds for amounts paid for a qualified purpose;

WHEREAS, only original expenditures paid after the adoption of this Resolution may be reimbursed with the proceeds of the Tax Credit Bonds; and

WHEREAS, the reimbursement must be made not later than 18 months after the date the original expenditure is paid.

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

Section 1. Expenditure of Funds. The District shall make expenditures as needed from its funds on hand to pay the cost of any portion of the Project until proceeds of the Tax Credit Bonds become available.

Section 2. Declaration of Official Intent. The District hereby officially declares its intent pursuant to Section 54A(d)(2)(D) of the Code and as described under Treas. Reg. Section 1.150-2 to reimburse said expenditures with proceeds of the Tax Credit Bonds, the principal amount of which is not expected to exceed $998,486. The District intends to apply to the Wisconsin Department of Public Instruction for an allocation of Tax Credit Bonds.

Section 3. Unavailability of Long-Term Funds. No funds for payment of the portion of the Project expected to be financed by the Tax Credit Bonds from sources other than the Tax Credit Bonds are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside by the District pursuant to its budget or financial policies.

Section 4. Public Availability of Official Intent Resolution. The Resolution shall be made available for public inspection at the office of the District Clerk within 30 days after its approval in compliance with applicable State law governing the availability of records of official acts including Subchapter II of Chapter 19, and shall remain available for public inspection until the Tax Credit Bonds are issued.

Section 5. Applicability of Davis-Bacon Act. The District hereby commits to comply with the prevailing wage requirements of subchapter IV of chapter 31 of title 40, United States Code (commonly referred to as the Davis-Bacon Act) for any portion of the Project to be financed with proceeds of the Tax Credit Bonds.

Section 6. Effective Date. This Resolution shall be effective upon its adoption and approval.

Adopted and recorded June 22, 2009

Diane Skewes

Diane J. Skewes
District President

ATTEST:

Thomas Maurer
District Clerk

RESOLUTION NO. __2__

RESOLUTION AUTHORIZING THE BORROWING
OF NOT TO EXCEED $1,000,000; AND
PROVIDING FOR THE ISSUANCE AND SALE OF
GENERAL OBLIGATION PROMISSORY NOTES THEREFOR

WHEREAS, it is necessary that funds be raised by the Union Grove Union High School District, Racine and Kenosha Counties, Wisconsin (the "District") for the public purpose of paying the cost of constructing, rehabilitating and improving public school facilities; and acquiring related 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 ONE MILLION DOLLARS ($1,000,000) 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 ONE MILLION DOLLARS ($1,000,000) (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 Racine Journal Times, 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

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 22, 2009.

Diane Skewes

Diane J. Skewes
District President

Attest:

Thomas Maurer
District Clerk

EXHIBIT A

NOTICE TO THE ELECTORS
OF THE
UNION GROVE UNION HIGH SCHOOL DISTRICT
RACINE AND KENOSHA 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 22, 2009, adopted a resolution entitled:

RESOLUTION AUTHORIZING THE BORROWING OF NOT TO EXCEED $1,000,000; 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 improving public school facilities; and acquiring related and other equipment (the "Project").

Copies of said Resolution are on file in the District Administration Office, 3433 South Colony Avenue, Union Grove, Wisconsin 53182-9673 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 22nd day of June, 2009.

BY THE ORDER OF THE
SCHOOL BOARD

Thomas Maurer
District Clerk

Published this _____ day of June, 2009 in the Racine Journal Times.

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW PUBLIC NOTICE REQUIREMENTS

I, David Magar, Superintendent
(name) (title)
of Union Grove Union High School
(official school district name)

hereby certify that:

1. **Meeting Date**. On the 22 day of June, 2009 a School Board meeting was held commencing at 6:00 o'clock p.m. at

3433 S. Colony Avenue, Union Grove, WI 53182.
(location)

2. **Posting**. On the 15 day of June, 2009 at approximately 10:00 o'clock a.m., I posted or caused to be posted a notice setting forth the time, date, place and subject matter (including specific reference to the borrowing) of said School Board meeting in the following public places (attach an extra sheet if necessary):

Raymond School, Jt. 14 Union Grove Elementary
Yorkville School
Dover #1, Kansasville

AND/OR

Publication. The School District caused a notice setting forth the time, date, place and subject matter (including specific reference to the borrowing) of said School Board meeting to be published on the 17 day of June, 2009 by the following news medium or media (attach an extra sheet if necessary):

Racine Journal Times

(If notice was published rather than posted, attach copy of published notice).

3. **Notification of Media**. On the 15 day of June, 20 09 at approximately 10:00 o'clock a .m., I communicated or caused to be communicated, the time, date, place and subject matter (including specific reference to the borrowing) of said School Board meeting to those news media who have filed a written request for such notice, and to the official newspaper of the School District, or, if none exists, to a news medium likely to give notice in the area.

4. **Open Meeting Law Compliance**. Said meeting was a Regular meeting of the School Board which was called, noticed,
(regular or special)
held and conducted in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and State statutes.

* *

SPECIAL NOTICE TO SCHOOL BOARD MEMBERS
REGARDING SPECIAL SCHOOL BOARD MEETINGS

* *

5. **Special Meeting**. If said meeting was a special meeting, see Section 120.11(2) of the Wisconsin Statutes and complete this section:

On the _____ day of _____, 20__ at approximately _____ o'clock ___.m., written notice of the time and place of said special School Board meeting was:

☐ delivered to each School Board member personally; or

☐ left at the School Board member's usual place of abode; or

☐ mailed by first class mail to the School Board member's usual place of abode so as to arrive at least twenty-four (24) hours before the special School Board meeting.

OR * OR * OR

Prior written notification was not provided to each School Board member in the manner prescribed in Section 120.11(2) of the Wisconsin Statutes but (check the appropriate box):

☐ all School Board members were present and consented to the holding of the meeting; or

☐ all School Board members were not present but absent members have since consented in writing to the meeting having been held in their absence.

Name: David M. Magar
Title: Superintendent

Attest:

Name: Diane Skewes
Title: Board President

Name: Thomas R. Maurer
Title: Board Clerk

(SEAL)

(Note: Questions regarding this form or open meeting law compliance generally should be directed to local counsel or Quarles & Brady LLP.)

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OF THE
UNION GROVE UNION HIGH SCHOOL DISTRICT
RACINE AND KENOSHA COUNTIES, WISCONSIN

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Dated this 22nd day of June, 2009.

BY THE ORDER OF THE
SCHOOL BOARD

Thomas Maurer
District Clerk

Published this 25th day of June, 2009 in the Racine Journal Times.

EXHIBIT A

NOTICE TO THE ELECTORS
OF THE
UNION GROVE UNION HIGH SCHOOL DISTRICT
RACINE AND KENOSHA COUNTIES, WISCONSIN

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Dated this 22nd day of June, 2009.

BY THE ORDER OF THE
SCHOOL BOARD

Thomas Maurer
District Clerk

Published this 25th day of June, 2009 in the Racine Journal Times.