

RESOLUTION NO. _____

RESOLUTION AUTHORIZING THE BORROWING
OF NOT TO EXCEED \$4,000,000; AND
PROVIDING FOR THE ISSUANCE AND SALE OF
GENERAL OBLIGATION PROMISSORY NOTES THEREFOR

WHEREAS, it is necessary that funds be raised by the Green Bay Area Public School District, Brown County, Wisconsin (the "District") for the public purpose of paying the cost of various maintenance, repair and improvement projects at district buildings and sites; acquiring and installing equipment, and additional projects to improve and enhance energy conservation in district buildings (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 FOUR MILLION DOLLARS (\$4,000,000) 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 FOUR MILLION DOLLARS (\$4,000,000) (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 Green Bay Press-Gazette, 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").

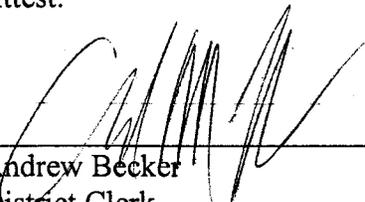
Section 4. Award of the Notes. Following receipt of the purchase proposal from the Purchaser specifying the terms of and interest rates on the Notes, the School Board shall consider taking further action to provide the details of the Notes and to levy a direct annual irrevocable tax to pay the principal 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 May 18, 2009.


Jean Marsch
District President

Attest:


Andrew Becker
District Clerk