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WHEREAS, under the Program, participating school districts will issue one or more series of tax and revenue anticipation promissory notes. Said notes may be grouped with a related series of notes of the District and will underlie corresponding series of note participations (the "Participations", and each series a "Series of Participations") that will be issued under the Master Indenture and a separate Supplemental Indenture relating to each Series of Participations.

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

1. **Authorization.** For the purpose of meeting the immediate expenses of operating and maintaining the public instruction of the District during the current school year and in anticipation of taxes, state aids, income, revenue, cash receipts and other monies to be received by the District in its general fund for the current school year, there shall be borrowed, pursuant to Section 67.12(8)(a)1, Wisconsin Statutes, an aggregate principal sum not to exceed \$10,000,000 ("Maximum Amount"). To the extent the District has a policy regarding borrowing that has requirements that are not met by participating in the Program, such policy requirements are hereby waived.

2. **Terms of the Notes.** To evidence such borrowing, the District President and District Clerk are hereby authorized, empowered and directed to make, execute, issue, sell and deliver to the Trustee, for and on behalf of the District, its Taxable Tax and Revenue Anticipation Promissory Notes (collectively, the "Notes") payable to the Trustee or its designee, in one or more series

the District's Series of notes (colle

The difference between the issue price of the Notes and the purchase price to be paid to the District (which amount constitutes compensation paid to the Underwriter) shall not exceed \$1 for every \$1,000 of principal amount of Notes issued.

This School Board authorizes and directs the Financial Officer or District Officer to execute and deliver, in the name and on behalf of the District, an Approving Certificate in substantially the form attached hereto as Appendix B-1 (the "Approving Certificate") and a separate note purchase agreement for each series of Notes.

The execution of the Approving Certificate and the note purchase agreement by the Financial Officer or the District Officer shall constitute and evidence full approval by the School Board of such documents.

5. **Program Approval; Execution of Supplemental Indenture.** The form of Master Indenture and a form of Supplemental Indenture presented at this meeting are hereby acknowledged.

The District Officer, or the Administrative Agent on behalf of the District, are hereby authorized and directed to execute, deliver and enter in to, in the name and on behalf of the District, the Master Indenture and any Supplemental Indenture with respect to each Series of Participations that the Notes underlie with a trustee named in the Approving Certificate. The Master Indenture and each Supplemental Indenture shall be in substantially the forms presented to this meeting, with such changes not inconsistent with this Resolution as the District Officer shall approve. The execution of the Master Indenture and any Supplemental Indenture by the District Officer or the Administrative Agent (as modified by such officers or agent prior to execution) shall constitute and evidence full approval by the School Board of such documents.

6. **Disposition of Proceeds of Notes.** The proceeds of the Notes (the "Note Proceeds") shall be applied as described in the Master Indenture and the related Supplemental Indenture for the Series of Participations that the Notes underlie.

The Note Proceeds shall be deposited into the District's Proceeds Subaccount and a subaccount of the Cost of Issuance Fund, established by the Trustee for each Series of Participations that the Notes underlie pursuant to the Master Indenture and in amounts determined by the Administrative Agent. Amounts on deposit in the Costs of Issuance Fund shall be expended as determined by the Administrative Agent and in accordance with the terms of the Master Indenture and related Supplemental Indenture. Amounts on deposit in the Proceeds Subaccount shall be used as set forth in the Master Indenture and related Supplemental Indenture. The Proceeds Subaccount and the subaccount of the Costs of Issuance Fund are deemed to be the "borrowed money fund" for the Notes for purposes of Section 67.10(3), Wisconsin Statutes.

The Note Proceeds shall be used solely for the purposes for which borrowed (or for the payment of the principal of and/or interest on the Notes). Note Proceeds may be temporarily invested in legal investments until needed.

7. **Irrepealable Tax; Segregated Fund; Compliance With Revenue Limits.** The Notes shall not be issued until the tax for operating and maintaining the schools operated by the District for the current school year has been voted to be collected on the next tax roll. So long as the Notes, or interest thereon, remain unpaid, the aforesaid tax for operation and maintenance of the District (including the amount budgeted to pay interest on the Notes) shall be and continues to be irrepealable. The District shall segregate in a special fund (herei

Section 120.05(3), Wisconsin Statutes, the School Board hereby appoints any one of its members to discharge the duties of the District Clerk as Acting District Clerk in connection with the issuance of the Notes in the event the District Clerk is unable to discharge such duties due to disability or absence.

10. Trustee. Pursuant to the Approving Certificate, the Financial Officer or the District Officer shall appoint the Trustee that will serve as trustee under the Master Indenture and each Supplemental Indenture and as fiscal agent, paying agent, registrar, and authenticating agent for the Notes.

The District directs and authorizes the payment by the Trustee of the interest on and principal of

15. **Undertaking to Provide Continuing Disclosure.** If required under the Rule, this Section constitutes the written undertaking required by the Rule. If required under the Rule, this undertaking is intended for the benefit of the holders of the Notes and shall be enforceable by the Trustee on behalf of such holders (provided that the holders' and Trustee's right to enforce the provisions of this undertaking shall be limited to a right to obtain specific performance of the District's obligations hereunder and any failure by the District to comply with the provisions of this undertaking shall not be an event of default with respect to the Notes). Capitalized terms used in this Section and not otherwise defined in this Resolution shall have the meanings assigned such terms in Appendix C-1.

If required under the Rule, the District undertakes to provide Material Event Notices as provided in this Section. If a Material Event occurs while any Notes are outstanding, the District shall provide or cause to be provided a Material Event Notice in a timely manner not in excess of 10 business days to the MSRB through the Electronic Municipal Market Access System available at [www.emma.msrb.org](http://www.emma.msrb.org) in an electronic format prescribed by the MSRB. Each Material Event Notice shall be so captioned and shall prominently state the date, title and CUSIP numbers of the Participations. Unless otherwise required by law and subject to technical and economic feasibility, the District shall employ such methods of information transmission as shall be requested or recommended by the designated recipients of the District's information.

The District's continuing obligation hereunder to provide Material Event Notices shall terminate immediately once the Notes no longer are outstanding. This Section, or any provision hereof, shall be null and void in the event that the District delivers to the MSRB an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this Section, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Notes. This Section may be amended without the consent of the Noteholders, but only upon the delivery by the District to the MSRB of the proposed amendment and an opinion of nationally recognized bond counsel to the effect that such amendment, and giving effect thereto, will not adversely affect the compliance of this Section and by the District with the Rule.

16. **Approval of Actions; Administrative Agent.** All actions previously taken by the officers and agents of the District or this School Board with respect to the sale and issuance of the Notes and participation in the Program are hereby approved, confirmed, and ratified. The officers and agents of the District are hereby authorized and directed, for and in the name and on behalf of the District, to do any and all things, take any and all actions, and execute any and all certificates, agreements, and other documents which any of them may deem necessary or advisable to consummate the lawful issuance and delivery of the Notes, or the related transactions, in accordance with this Resolution.

The District hereby authorizes, approves, and directs the Administrative Agent to do any and all things, take any and all actions, and execute any and all certificates, agreements, or other Program documents on behalf of the District as may be directed under the Master Indenture, a Supplemental Indenture, or any other Program documents.

17. **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 by a recorded roll call vote of \_\_\_\_ ayes and \_\_\_\_ nays on September 21, 2021.

By:

District Presiden-o-



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CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Note is the Note mentioned in the within-mentioned Note Resolution authenticated on the following date:

Authentication Date: \_\_\_\_\_.

\_\_\_\_\_  
as Trustee

By \_\_\_\_\_  
Authorized Signatory

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ATTACHMENT TO APPROVING CERTIFICATE

Note Purchase Agreement

To be provided by the Underwriter and incorporated into the Certificate.

(See Attached)

COPY



ATTACHMENT TO APPROVING CERTIFICATE

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## APPENDIX C-1

The following are the definitions of the capitalized terms used in Section 17 of the Resolution and not otherwise defined in the Resolution:

1. "Financial Obligation" means a (i) debt obligation; (ii) derivative inst

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