

Resolution Authorizing the
Sale of \$1,125,000 General
Obligation Corporate Purpose Bonds

Resolution No. 08-09

WHEREAS, the Village of Brown Deer, Milwaukee County, Wisconsin (the "Village") has duly received bids for its proposed issue of \$1,125,000 General Obligation Corporate Purpose Bonds (the "Bonds") as described on the bid tabulation attached hereto as Exhibit A and incorporated herein by this reference; and,

WHEREAS it has been determined that the best bid received was that submitted by the bidder (the "Purchaser") whose bid is attached hereto as Exhibit B and incorporated herein by this reference (the "Proposal");

NOW, THEREFORE, BE IT RESOLVED that:

Section 1. Award. The bid of the Purchaser for the purchase price set forth in the Proposal be and it hereby is accepted and the President and Village Clerk are authorized and directed to execute an acceptance of the offer of said successful bidder on behalf of the Village. The good faith deposit of the Purchaser shall be retained by the Village Treasurer until the closing of the bond issue, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned.

Section 2(A). The Bonds. The President and Village Clerk shall make, execute and deliver the Bonds to the Purchaser, for and on behalf of the Village. The Bonds shall be negotiable, general obligation bonds of the Village in the aggregate principal amount of \$1,125,000, registered as to both principal and interest, in the denomination of Five Thousand Dollars (\$5,000) each or whole multiples thereof, numbered from R-1 upward and dated April 3, 2008. The Bonds shall bear interest at the rates per annum set forth in the Proposal and shall mature on April 1 of each year, in the years and principal amounts set forth in the Pricing Summary attached hereto as Exhibit C-1 and incorporated herein by this reference. The Bonds shall be subject to mandatory redemption by lot on April 1 of each of the years and in the amounts specified in Section 2(B), and in the manner specified in Section 2(B).

Interest on the Bonds shall be payable on April 1 and October 1 of each year, commencing April 1, 2009. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

The Bonds maturing on April 1, 2019 and thereafter shall be subject to redemption prior to maturity, at the option of the Village, on April 1, 2018 or on any date thereafter. Said Bonds shall be redeemable as a whole or in part, and if in part, from maturities selected by the Village and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

Section 2(B). Mandatory Redemption of Term Bonds. The Bonds identified on Exhibit C-2 (the "Term Bonds") shall be subject to mandatory redemption on April 1 of each of the years and in the amounts set forth on Exhibit C-2 at the price of par plus accrued interest.

The Term Bonds to be so redeemed in each such year shall be selected by lot from among the Term Bonds of that maturity then outstanding. Notice of each such redemption shall be given in the manner and at the times specified in the bond form established in Section 3 hereof.

Section 3. Form of Bonds. The Bonds shall be in substantially the form attached hereto as Exhibit D and incorporated herein by this reference.

Section 4. Tax Provisions.

(A) Direct Annual Irrepealable Tax. For the purpose of paying the principal of and interest on the Bonds as the same become due, the full faith, credit and resources of the Village are hereby irrevocably pledged and there be and there hereby is levied on all the taxable property in the Village a direct, annual, irrepealable tax in the years 2008 through 2022 for payment of principal of and interest on the Bonds in the years 2009 through 2023 in the amounts set forth on Exhibit C-3 attached hereto and incorporated herein by this reference.

(B) Tax Collection. The Village shall be and continue without power to repeal such levy or obstruct the collection of said tax until all such payments have been made or provided for. After the issuance of the Bonds, said tax shall be, from year to year, carried into the tax rolls of the Village and collected as other taxes are collected, provided that the amount of tax carried into said tax rolls may be reduced in any year by the amount of any surplus money in the Debt Service Account created in Section 5(A) hereof.

(C) Additional Funds. If in any year there shall be insufficient funds from the tax levy to pay the principal of or interest on the Bonds when due, the said principal or interest shall be paid from other funds of the Village on hand, said amounts to be returned when said taxes have been collected.

Section 5. Debt Service Fund and Account.

(A) Creation and Deposits. There be and there hereby is established in the treasury of the Village, if one has not already been created, 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 Village 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 a separate and distinct account designated as the "Debt Service Account for \$1,125,000 'General Obligation Corporate Purpose Bonds,' dated April 3, 2008" (the "Debt Service Account") and said Account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or otherwise extinguished. The Village Treasurer shall deposit in such Debt Service Account (i) all accrued interest received by the Village at the time of delivery of and payment for the Bonds; (ii) the taxes herein levied for the specific purpose of meeting principal of and interest on the Bonds

when due; (iii) such other sums as may be necessary at any time to pay principal of and interest on the Bonds when due; (iv) any premium which may be received by the Village over and above the par value of the Bonds and accrued interest thereon; (v) surplus monies in the Borrowed Money Fund as specified in Section 6 hereof; and (vi) such further deposits as may be required by Sec. 67.11, Wis. Stats.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Account and appropriated for any purpose other than the payment of principal of and interest on the Bonds until all such principal and interest has been paid in full and canceled; provided (i) the funds to provide for each payment of principal of and interest on the Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Bonds may be used to reduce the next succeeding tax levy, or may, at the option of the Village, be invested by purchasing the Bonds as permitted by and subject to Section 67.11(2)(a), Wis. Stats., in interest-bearing obligations of the United States of America, in other obligations of the Village or in other investments permitted by law, which investments shall continue to be a part of the Debt Service Account.

(C) Remaining Monies. When all of the Bonds have been paid in full and canceled, and all permitted investments disposed of, any money remaining in the Debt Service Account shall be deposited in the general fund of the Village, unless the Village Board directs otherwise.

Section 6. Borrowed Money Fund. All monies received by the Village upon the delivery of the Bonds to the Purchaser thereof except for accrued interest and premium, if any, shall be deposited by the Village Treasurer into a Borrowed Money Fund and such fund shall be maintained separate and distinct from all other funds of the Village and shall be used for no purpose other than the purposes for which the Bonds are issued. Monies in the Borrowed Money Fund may be temporarily invested as provided in Section 66.0603(1m), Wis. Stats. Any monies, including any income from permitted investments, remaining in the Borrowed Money Fund after the purposes for which the Bonds have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purposes shall be deposited in the Debt Service Account.

Section 7. No Arbitrage. All investments permitted by this resolution shall be legal investments, but no such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code") or the Regulations of the Commissioner of Internal Revenue thereunder (the "Regulations"); and an officer of the Village, charged with the responsibility for issuing the Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of closing which will permit the conclusion that the Bonds are not "arbitrage bonds," within the meaning of said Code or Regulations.

Section 8. Fiscal Agent. In the event the Village determines that it is necessary and desirable to appoint a fiscal agent with respect to the Bonds, the President and Village Clerk are authorized to enter into a contract with a bank or trust company approved by the President and

Village Clerk (the "Fiscal Agent") to serve as the Village's fiscal agent pursuant to Wis. Stats. Sec. 67.10(2). Such contract may provide among other things, for the performance by the Fiscal Agent of the functions listed in Wis. Stats. Sec. 67.10(2)(a) to (j), where applicable, with respect to the Bonds. In the event a fiscal agent is appointed, such changes in the bond form and the manner of registration and transfer of the Bonds as are necessary or desirable to reflect that fact may also be made.

Section 9. Persons Treated as Owners; Transfer of Bonds. The Village Clerk shall keep books for the registration and for the transfer of the Bonds. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond 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 Bond to the extent of the sum or sums so paid.

Any Bond may be transferred by the registered owner thereof by surrender of the Bond at the office of the Village Clerk, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the President and Village Clerk shall execute and deliver in the name of the transferee or transferees a new Bond or Bonds of a like aggregate principal amount, series and maturity, and the Village Clerk shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Village Clerk shall cancel any Bond surrendered for transfer.

The Village shall cooperate in any such transfer, and the President and Village Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

The fifteenth day of each calendar month next preceding each interest payment date shall be the record dates for the Bonds. Payment of interest on the Bonds on any interest payment date shall be made to the registered owners of the Bonds as they appear on the registration book of the Village at the close of business on the corresponding record date.

Section 10. Compliance with Federal Tax Laws. (a) The Village represents and covenants that the projects financed by the Bonds and their ownership, management and use will not cause the Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. The Village further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The Village further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The Village Clerk or other officer of the Village charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the Village certifying that the Village can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The Village also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Bonds provided that in meeting such requirements the Village will do so only to the extent consistent with the proceedings authorizing the Bonds and the laws of Wisconsin, and to the extent that there is a reasonable period of time in which to comply.

Section 11. Designation as Qualified Tax-Exempt Obligations. The Bonds are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265 of the Code 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.

Section 12. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York, the Village agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the Village and on file in the Village Clerk's office.

Section 13. Undertaking to Provide Continuing Disclosure. The Village covenants and agrees, for the benefit of the holders of the Bonds, to enter into a written undertaking (the "Undertaking") required by SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule") to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the holders of the Bonds or by the original purchaser(s) of the Bonds on behalf of such holders (provided that the rights of the holders and the purchaser(s) to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the Village to comply with the provisions of the Undertaking shall not be an event of default with respect to the Bonds).

The Village Clerk, or other officer of the Village charged with the responsibility for issuing the Bonds, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the Village's Undertaking.

Section 14. Records. The Village Clerk shall provide and keep a separate record book and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing these Bonds.

Section 15. Bond Insurance. If the Purchaser of the Bonds determines to obtain municipal bond insurance with respect to the Bonds, the officers of the Village are authorized to take all actions necessary to obtain such municipal bond insurance. The President and Village Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the President and Village Clerk including provisions regarding restrictions on investment of Bond proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds by the bond insurer and notices to be given to the bond insurer. In addition, appropriate reference to the municipal bond insurance policy shall be made in the form of Bond provided herein.

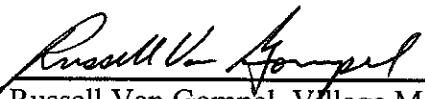
Section 16. Closing. The President and Village Clerk are hereby authorized and directed to execute and deliver the Bonds to the Purchaser thereof upon receipt of the purchase price. The President and Village Clerk may execute the Bonds by manual or facsimile signature, but at least one of said officers shall sign the Bonds manually.

The officers of the Village hereby are directed and authorized to take all necessary steps to close the bond issue as soon as practicable hereafter, in accordance with the terms of sale thereof, and said officers are hereby authorized and directed to execute and deliver such documents, certificates and acknowledgments as may be necessary or convenient in accordance therewith.

PASSED AND ADOPTED by the Village Board of the Village of Brown Deer this 3rd day of March, 2008.



Carl Krueger, President



Russell Van Gompel, Village Manager/Clerk

EXHIBIT A
BID TABULATION
(SEE ATTACHED)

EXHIBIT B
PURCHASE PROPOSAL
(SEE ATTACHED)

EXHIBIT C-1

PRICING SUMMARY

(SEE ATTACHED)

EXHIBIT C-2

MANDATORY REDEMPTION SCHEDULE

For the Bonds Maturing in the Year _____

<u>Year</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____ (maturity)	_____

For the Bonds Maturing in the Year _____

<u>Year</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____ (maturity)	_____

For the Bonds Maturing in the Year _____

<u>Year</u>	<u>Amount</u>
_____	\$ _____
_____	_____
_____ (maturity)	_____

EXHIBIT C-3

DEBT SERVICE SCHEDULE AND IRREPEALABLE TAX LEVIES

(SEE ATTACHED)

EXHIBIT D

(Form of Bond)

UNITED STATES OF AMERICA
STATE OF WISCONSIN
COUNTY OF MILWAUKEE
VILLAGE OF BROWN DEER

GENERAL OBLIGATION CORPORATE PURPOSE BOND

<u>Number</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>Amount</u>	<u>CUSIP</u>
R-	%		April 3, 2008	\$	

FOR VALUE RECEIVED, the Village of Brown Deer, Milwaukee County, Wisconsin (the "Village"), promises to pay to _____, or registered assigns, the principal amount of _____ DOLLARS (\$_____) on the maturity date specified above, together with interest thereon from April 3, 2008 or the most recent payment date to which interest has been paid, unless the date of registration of this Bond is after the 15th day of the calendar month immediately preceding an interest payment date, in which case interest will be paid from such interest payment date, at the rate per annum specified above, such interest being payable on April 1 and October 1 of each year, with the first interest on this issue being payable on April 1, 2009. For the prompt payment of this Bond with interest hereon as aforesaid, the full faith, credit and resources of the Village have been and are hereby irrevocably pledged.

The Bonds maturing on April 1, 2019 and thereafter are subject to redemption prior to maturity, at the option of the Village, on April 1, 2018 or on any date thereafter. Said Bonds are redeemable as a whole or in part, and if in part, from maturities selected by the Village and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

The Bonds maturing in the years ____ are also subject to mandatory redemption by lot as provided in the resolution authorizing the sale of the Bonds at the redemption price of par plus accrued interest to the date of redemption and without premium.

Notice of any such redemption of the Bonds shall be given by the sending of a notice thereof by registered or certified mail, facsimile transmission, electronic transmission or overnight express delivery at least thirty (30) days prior to the date fixed for redemption to the registered owner of each Bond to be redeemed at the address shown on the registration books.

Both principal hereof and interest hereon are hereby made payable to the registered owner in lawful money of the United States of America. The principal of this Bond shall be payable only upon presentation and surrender of this Bond at the office of the Village Treasurer. Interest hereon shall be payable by check or draft dated as of the applicable interest payment date and mailed from the office of the Village Treasurer to the person in whose name this Bond is registered at the close of business on the fifteenth day of the calendar month next preceding each interest payment date.

This Bond is transferable only upon the books of the Village kept for that purpose at the office of the Village Clerk, by the registered owner in person or his duly authorized attorney, upon surrender of this Bond together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Village Clerk duly executed by the registered owner or his duly authorized attorney. Thereupon a new Bond or Bonds of the same aggregate principal amount, series and maturity shall be issued to the transferee in exchange therefor. The Village may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of or on account of the principal or interest hereof and for all other purposes. The Bonds are issuable solely as negotiable, fully-registered Bonds without coupons in authorized denominations of \$5,000 or any whole multiple thereof.

This Bond is one of an issue aggregating \$1,125,000, each of which is of like original issue date and tenor except as to numbers, interest rates, redemption privilege and maturities, issued for the following public purposes: \$375,000 to finance water system projects and \$750,000 to finance sewerage projects, consisting of sanitary sewer and storm sewer improvement projects, pursuant to initial resolutions duly adopted by the Village Board and in full conformity with the Constitution and laws of the State of Wisconsin thereunto enabling.

This Bond has been designated by the Village as a "qualified tax-exempt obligation" for purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

It is hereby recited and certified that all acts, conditions and things required by law to be done precedent to and in the issuance of this Bond have been done, have happened and have been performed in regular and due form, time and manner; that a direct, annual irrepealable tax has been levied by the Village sufficient in times and amounts to pay the interest on this Bond when it falls due and also to pay and discharge the principal hereof at maturity; and that this Bond, together with all other existing indebtedness of the Village, does not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the Village of Brown Deer, Milwaukee County, Wisconsin has caused this Bond to be executed in its behalf by its duly qualified and acting President and Village Clerk, and its corporate seal to be impressed hereon, all as of the date of original issue specified above.

(SEAL)

VILLAGE OF BROWN DEER,
MILWAUKEE COUNTY, WISCONSIN

By _____
Village Clerk

By _____
President

(Form of Assignment)

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

(Please print or typewrite name and address, including zip code, of Assignee)

Please insert Social Security or other
identifying number of Assignee

the within Bond, and all rights thereunder, hereby irrevocably constituting and appointing

Attorney to transfer said Bond on the books kept for the registration thereof with full power of
substitution in the premises.

Dated:

NOTICE: The signature to this assignment must
correspond with the name as it appears upon the
face of the within Bond in every particular, without
alteration or enlargement or any change whatever.

Signature(s) guaranteed by:
