

Exhibit A

RESOLUTION NO. ____

**RESOLUTION AUTHORIZING A TAXABLE TAX AND REVENUE ANTICIPATION
PROMISSORY NOTE FOR CASH FLOW PURPOSES
IN AN AMOUNT NOT TO EXCEED \$1,200,000**

WHEREAS, the School District of Three Lakes, Forest and Oneida Counties, Wisconsin (the "District"), may be in temporary need of funds from time to time in an amount not to exceed \$1,200,000 outstanding at any one time to meet the immediate expenses of operating and maintaining the public instruction in 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 for the current school year (the "Expenses");

WHEREAS, the school districts are authorized by the provisions of Section 67.12(8)(a)1, Wisconsin Statutes, to borrow money for such Expenses;

WHEREAS, mBank, (the "Bank") has agreed to provide the District with a taxable revolving line of credit (the "Line of Credit") to cover such Expenses which Line of Credit shall be authorized by this Resolution in accordance with the provisions of Section 67.12(8)(a)1, Wisconsin Statutes;

WHEREAS, as required by Section 67.12(8)(a)1, Wisconsin Statutes, the total amount borrowed pursuant to the Line of Credit shall be for the purpose of meeting the immediate expenses of operating and maintaining the public instruction in the District during the current school year, and together with any other borrowings for such purposes during the current school year, shall not exceed one-half of the estimated receipts for the operation and maintenance of the District for the current school year as heretofore certified by the District Clerk;

WHEREAS, any draws or disbursements pursuant to the Line of Credit shall be made on or before June 30 of the current school year, and the Line of Credit shall repaid in full by November 1 of the next school year;

WHEREAS, the tax for the operation and maintenance of the schools of the District for the current school year has been voted to be collected on the next tax roll prior to the adoption of this Resolution; and,

WHEREAS, to the best of the knowledge, information and belief of the School Board, the District complies with the revenue limits set forth in Sections 121.91 and 121.92, Wisconsin Statutes.

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

1. **Authorization.** The District be authorized to borrow funds for the purpose of paying the immediate expenses of operating and maintaining the public instruction in the District pursuant to Section 67.12(8)(a)1, Wisconsin Statutes, from the Bank from time to time as needed pursuant to the Line of Credit so that the amount outstanding at any one time does not exceed \$1,200,000 in accordance with the terms and conditions of the Bank's commitment letter attached hereto as Exhibit A-1 (the "Commitment").

2. **Terms of the Note(s).** 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 Bank, as set forth below, for and on behalf of the District, its Taxable Tax and Revenue Anticipation Promissory Note (the "Note") payable to the Bank.

The Note shall be dated as of its date of issuance; shall bear interest at the variable rate of the prime rate less 1.01% per annum and not to exceed 3.0% per annum pursuant to the formula set forth on the Commitment from its dated date until paid; and shall mature on August 21, 2017. In no event will the interest rate on the Note exceed the rate permitted by applicable law. Interest on the Note shall be paid from the day any amount is drawn on the Note. Interest shall be payable monthly on the last business day of the month during the time any disbursement or draw remains outstanding. The Note is subject to optional redemption at the option of the District at any time.

3. **Irrepealable Tax; Segregated Fund; Compliance With Revenue Limits.** So long as the Note, or interest thereon, remain unpaid, the aforesaid tax for operation and maintenance of the District (including the amount budgeted to pay interest on the Note) shall be and continues irrepealable. The District shall segregate in a special fund, tax monies and other available revenues received for operation and maintenance of the District sufficient to pay the principal of and interest on the Note as the same becomes due. Said special fund shall be used for the sole purpose of paying the principal of and interest on the Note. If there shall be insufficient sums in said special fund to meet such payments, the District shall promptly pay the same when due from other monies available in or attributable to the current school year. This covenant specifically includes monies (i.e. deferred tax and state aid payments) attributable to the current school year which are not received prior to the end of the current school year. The District complies with and covenants to continue to comply with the revenue limits set forth in Sections 121.91 and 121.92, Wisconsin Statutes.

4. **Form, Execution and Payment of Note; Disbursement Requests; Appointment of Acting Officers.** The Note shall be issued as a master note and delivered to the Bank in substantially the form attached hereto as Exhibit B-1 (the "Master Note"). Any disbursements under the Master Note shall be made pursuant to a disbursement request in substantially the form attached hereto as Exhibit C-1 (the "Disbursement Request"). The Master Note and any Disbursement Requests shall be executed on behalf of the District by the District President and District Clerk, or other authorized officer under Section 120.05, Wisconsin Statutes to sign on their behalf, sealed with its official or corporate seal, if any, and delivered to the Bank. A facsimile signature of either of the officers may be imprinted on the Master Note in lieu of the manual signature of such officer, but unless the District has contracted with a fiscal agent under Section 67.10(2), Wisconsin Statutes, at least one of the signatures shall be manual. In the event that any of the officers whose signatures appear on the Master Note shall cease to be such officers before the delivery of the Master Note or any Disbursement Request, such signatures shall, nevertheless, be valid and sufficient for the purposes to the same extent as if they remained in office until such delivery. The Master Note and any Disbursement Request shall be payable in lawful money of the United States of America by the District Clerk or District Treasurer. In accordance with Section 120.05(3), Wisconsin Statutes, the School Board hereby appoints the Vice President to discharge the duties of the President and any one of the other School Board members to discharge the duties of the District Clerk as Acting Clerk in connection with the issuance of the Master Note and any Disbursement Request in the event the President and/or the District Clerk are unable to discharge such duties due to disability or absence.

5. **Certification and Draw Request; Disbursement.** The appropriate officers and agents are hereby authorized and directed to present any certifications or other documents requested by the Bank at the times amounts are borrowed pursuant to this Resolution. Each draw or disbursement under the Master Note shall be evidenced by a Disbursement Request to be delivered to the Bank.


6. **Summary of Disbursements.** The District hereby directs the Bank to keep a record of the amounts disbursed pursuant to this Resolution and any Disbursement Request on Exhibit D-1.

7. **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 this October 26, 2016.

By: 
Randy Ingram
District President

(SEAL)

And: 
Tom Rulseh
District Clerk