

**VILLAGE BOARD
OF THE
VILLAGE OF FONTANA-ON-GENEVA LAKE, WISCONSIN**

May 1, 2006

Resolution No. 05-01-06-07

**A Resolution Authorizing and Providing for
the Issuance of Not to Exceed
\$6,710,000 General Obligation Corporate Purpose Bonds,
and Certain Related Details**

WHEREAS, the Village of Fontana-on-Geneva Lake, Walworth County, Wisconsin (the “**Issuer**”), is presently in need of funds aggregating not to exceed \$6,710,000 for the following purposes: \$2,210,000 to finance street improvements and street improvement funding; \$895,000 to finance sewerage improvements, including, but not limited to, construction of and improvements to a lift station; \$405,000 to finance improvements to parks and public grounds, including but not limited to, construction of and improvements to public restrooms; \$155,000 to finance water system improvements, including, but not limited to, construction of and improvements to water mains; and \$3,045,000 to (i) refund the outstanding principal amount of the Issuer’s \$2,000,000 Promissory Note, dated December 30, 2005, issued to Walworth State Bank, and (ii) refund a portion of the outstanding principal amount of the Issuer’s \$2,000,000 State Trust Fund Loan, dated November 17, 2005 (collectively, the “**Project**”); and

WHEREAS, the Issuer may choose to issue one or more separate series of obligations for the purposes of the Project; and

WHEREAS, the Village Board of the Issuer (the “**Governing Body**”) deems it in the best interests of the Issuer that the funds needed be borrowed in an amount not to exceed the aggregate amount stated above and for the purposes of the Project, pursuant to the provisions of Chapter 67 of the Wisconsin Statutes, and upon the terms and conditions set forth below;

NOW, THEREFORE, BE IT RESOLVED by the Governing Body, that:

Section 1. Authorization and Purposes.

The foregoing purposes constituting the Project are each hereby authorized to be undertaken and are hereby authorized to be combined into a single bond issue and designated as “**Corporate Purpose Bonds**” as more fully provided below.

Section 2. Authorization of Issuance of Obligations.

For the purposes of the Project, there shall be, and there are hereby, authorized and ordered to be prepared, executed, issued, and sold to a purchaser to be determined by competitive bid (the “**Purchaser**”), fully registered, negotiable, general obligation corporate purpose bonds of the Issuer in the principal sum and to the amount of not to exceed \$6,710,000,

which obligations (the “**Obligations**”) shall be issued under and by virtue of the provisions of Chapter 67 of the Wisconsin Statutes.

Section 3. Terms of Obligations.

Each Obligation shall be in the face amount of \$5,000 or any whole multiple thereof not exceeding the principal amount of the single maturity evidenced thereby. The Obligations shall bear interest at a rate or rates to be hereafter determined.

Interest shall be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest shall be payable on an interest payment date to the owner in whose name such Obligation is registered on the Register at the close of business on the 15th day (whether or not a business day) of the calendar month next preceding such interest payment date.

The Obligations shall be numbered consecutively as may be required to comply with any applicable rules or customs or as determined by the officers of the Issuer executing such Obligations.

Section 4. Preparation of Official Statement and Notice of Sale.

The President, the Clerk, and the Administrator of the Issuer (in consultation with the Issuer’s Financial Advisor, Ehlers & Associates, Inc.) are each hereby authorized to cause an offering document for the Obligations (the “**Official Statement**”) to be prepared and distributed to any banks, underwriters, investment houses, or the like deemed to be advisable, and to enclose therewith copies of a “**Notice of Sale**” and a “**Bid Form**”. The President and the Clerk are hereby authorized, on behalf of the Issuer, to approve the form of Official Statement, which is to be deemed final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies thereof upon request.

The Clerk is hereby further authorized and directed to cause notice of the sale of the Obligations to be (i) provided to *The Bond Buyer* for inclusion in its complimentary section for the publication of such notices and (ii) posted in the same locations as the Issuer routinely posts notices for its official business.

Section 5. Bids for Obligations.

Written bids for the sale of the Obligations shall be received by the Issuer on the date fixed in the Notice of Sale, on which date such bids shall be publicly opened and read. The Governing Body reserves the right in its discretion, without cause, to waive any informality in any bid, to reject any or all bids without cause, and to reject any bid which it determines to have failed to comply with the terms of the Notice of Sale for the Obligations.

Section 6. Further Actions.

At the time of award of the Obligations, or at some appropriate time thereafter, the Governing Body shall adopt a resolution to award the sale of the Obligations to the Purchaser and to approve the purchase agreement of the Purchaser (the “**Bond Purchase Agreement**”), fix the interest rate or rates on the Obligations in accordance with the Bond Purchase Agreement, provide for the form of the Obligations, set forth any early redemption provisions, levy taxes to

pay the principal of and interest on the Obligations as required by law, designate a fiscal agent for the Obligations, and take all further action as may be necessary or expedient to provide for the preparation, execution, issuance, delivery, payment, and cancellation of the Obligations.

Section 7. Covenants.

The Issuer covenants that it will comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of any tax-exempt portion of the Obligations in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes.

Section 8. Severability of Invalid Provisions.

In case any one or more of the provisions of this resolution or any of the Obligations shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this resolution or of the Obligations.

Section 9. Authorization to Act.

The officers of the Issuer, attorneys for the Issuer, or other agents or employees of the Issuer are hereby authorized to do all acts and things required of them by this resolution for the full, punctual, and complete performance of all of the provisions of this resolution.

Section 10. Prior Actions Superseded.

All prior resolutions, rules, ordinances, or other actions, or parts thereof, of the Governing Body in conflict with the provisions of this resolution shall be and the same are hereby rescinded insofar as they may so conflict.

Section 11. Effective Date.

This resolution shall take effect upon its adoption and approval in the manner provided by law.

* * * * *

Adopted: May 1, 2006

President

Clerk

CERTIFICATIONS BY CLERK

I, Dennis L. Martin, hereby certify that I am the duly qualified and acting Clerk of the Village of Fontana-on-Geneva Lake, Walworth County, Wisconsin (the “**Municipality**”), and as such I have in my possession, or have access to, the complete corporate records of the Municipality and of its Village Board (the “**Governing Body**”), and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

A Resolution Authorizing and Providing for the Issuance of Not to Exceed \$6,710,000 General Obligation Corporate Purpose Bonds, and Certain Related Details

I do hereby further certify as follows:

1. **Meeting Date.** On May 1, 2006, a meeting of the Governing Body was held commencing at 5:30 p.m.
2. **Posting.** On April 28, 2006 (and not less than 24 hours prior to the meeting), I posted or caused to be posted at the Municipality’s offices in Fontana, Wisconsin, a notice setting forth the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On April 28, 2006 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Municipality.
4. **Open Meeting Law Compliance.** Said meeting was a regular meeting of the Governing Body which was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
5. **Members Present.** Said meeting was duly called to order by the Village President (the “**Presiding Officer**”), who chaired the meeting. Upon roll I noted and recorded that there were 6 members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
6. **Consideration of and Roll Call Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body which interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, 6 of the Governing Body members voted Aye, 0 voted Nay, and 0 Abstained.

7. **Adoption of Resolution.** The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I recorded the adoption of the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Municipality hereto on this 1st day of May, 2006.

[Seal]

Clerk