

RESOLUTION NO. 2021-80

**RESOLUTION OF THE VILLAGE BOARD OF THE VILLAGE OF CALEDONIA
APPROVING A BORROWING THROUGH A BUSINESS LOAN AGREEMENT WITH
JOHNSON BANK AND AUTHORIZING THE EXECUTION OF THE ASSOCIATED
DOCUMENTS INCLUDING THE ISSUANCE OF A TAXABLE ANTICIPATION NOTE
UP TO \$5,000,000, A GOVERNMENTAL CERTIFICATE AND DISBURSEMENT
AUTHORIZATION**

The Village Board of the Village of Caledonia, Racine County, Wisconsin do resolve as follows:

WHEREAS, the Village of Caledonia, CCM-Caledonia, LLC and Cardinal Capital Management, Inc. are parties to a Development Agreement dated as of September 21, 2020, for the development of certain property in the Village (the "Property"), which Property contains multiple buildings which are to be razed and removed, and is located on the bluff overlooking Lake Michigan, which bluff requires stabilization;

WHEREAS the Village of Caledonia, Racine County, Wisconsin (the "Village") is presently in need of \$5,000,000 for the purpose of making funds readily available to Cardinal Capital Management to expedite improvements to the property located within TID #5 in accordance with that certain Loan Agreement with CCM-Caledonia, LLC per Resolution No. 2021-76 namely to fund abatement, demolition and bluff stabilization;

WHEREAS it is desirable to borrow said funds by entering into the Business Loan Agreement with Johnson Bank and using an anticipation note (the "Note") ;

WHEREAS, the Note shall in no event be a general obligation of the Village;

WHEREAS, it is Johnson Bank has proposed an unsecured non-revolving line of credit for the Note with a term of 18 months and a floating interest rate set at 1-month LIBOR plus 1.50%; and

WHEREAS, due to certain requirements of the Internal Revenue Code of 1986, as amended, it is necessary that the Note be issued on a taxable, rather than tax-exempt basis.

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

1. The Village shall enter into a Business Loan Agreement with Johnson Bank for the purposes and with the terms above specified, subject to the review and approval of the mutually-acceptable form of Business Loan Agreement and Note in substantially the form attached hereto as **Exhibit A** and subject to review and approval by the Village's Finance Director and Village Attorney;

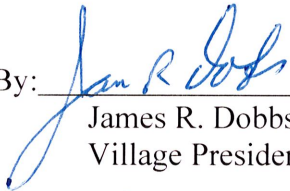
2. The certifications set forth in the Governmental Certificate attached hereto as **Exhibit B** are authorized and incorporated into this Resolution as though fully set forth herein and such certifications are hereby approved and adopted; and

3. The Business Loan Agreement and the Note shall be issued in printed form, executed on behalf of the Village by the Village President, Village Clerk and Village Finance Director. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Business Loan Agreement, Note, and all such documents, certificates and acknowledgements including as may be necessary and convenient to effectuate the foregoing approvals.

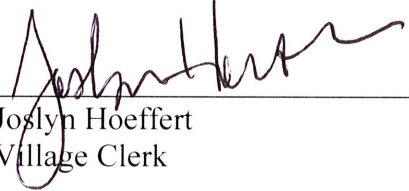
19th Adopted by the Village Board of the Village of Caledonia, Racine County, Wisconsin, this day of July, 2021.

VILLAGE OF CALEDONIA

By: _____


James R. Dobbs
Village President

Attest: _____


Joslyn Hoeffert
Village Clerk

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