

RESOLUTION NO. 2023-135

**A RESOLUTION OF THE VILLAGE BOARD OF THE VILLAGE OF CALEDONIA  
APPROVING THE WAIVER OF CONFLICT OF INTEREST FOR  
QUARLES & BRADY LLP RELATED TO A DEVELOPMENT PROJECT**

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

**WHEREAS**, the developer with the proposed development project wants to engage Quarles & Brady LLP as their developer counsel. That Quarles & Brady LLP is the Village of Caledonia's bond counsel on unrelated matters; and

**WHEREAS**, the Village's interests are sufficiently protected, such that a waiver of the conflict of interest is appropriated.

**NOW THEREFORE BE IT RESOLVED THAT** the Village Board of the Village of Caledonia approves the waiver of conflict of interest as set forth in Exhibit A, attached hereto, and authorizes the Village execute the waiver. Document.

Adopted by the Board of Trustees of the Village of Caledonia, Racine County, Wisconsin, on the 12 day of December, 2023.

**VILLAGE OF CALEDONIA**

By: Thomas R. Weatherston

Thomas Weatherston  
Village President

Attest: Megan Obrien

Megan Obrien  
Deputy Village Clerk



411 East Wisconsin Avenue  
Suite 2400  
Milwaukee, Wisconsin 53202-4428  
414.277.5000  
Fax 414.271.3552  
www.quarles.com

Attorneys at Law in  
Chicago  
Denver  
Indianapolis  
Madison  
Milwaukee  
Minneapolis  
Naples  
Phoenix  
San Diego  
Tampa  
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Washington, D.C.

December 7, 2023

**VIA E-MAIL**

Kathy Kasper  
Administrator  
Village of Caledonia  
5043 Chester Lane  
Racine, WI 53402

RE: Village of Caledonia/HSA Commercial Waiver

Dear Kathy:

Quarles & Brady has been asked to represent HSA Commercial ("HSA") in connection with its purchase of land in the DeBack Farms Business Park from Scannell that will require some direct correspondence and discussion with the Village of Caledonia (the "Village") pertaining to the development such land (the "Transaction"). Because of our representation of the Village in matters unrelated to the Transaction, our representation of HSA in this matter presents a potential conflict of interest under the Wisconsin Code of Attorneys Professional Responsibility requiring consultation with and consent by each client.

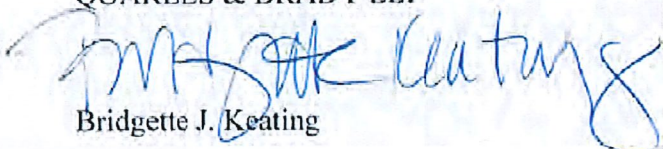
We have given careful consideration to the services we have been asked to perform for HSA, as well as the services we have previously performed and continue to perform for the Village. We have concluded that our representation of HSA in connection with the Transaction and other matters not involving the Village will not adversely affect our loyalty or service to, or our relationship with, the Village in matters unrelated to the Transaction or HSA. Similarly, we have concluded that our representation of the Village in matters unrelated to the Transaction or HSA will not affect our loyalty or service to HSA with respect to the Transaction or in other matters not involving the Village.

Ms. Kathy Kasper  
December 7, 2023  
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If you consent to our representation of HSA in matters related to the Transaction and other matters not involving the Village, and our representation of the Village in matters unrelated to the Transaction or HSA, please assist us in satisfying our professional responsibilities by signing this letter and returning it to me. Should you have any questions regarding the foregoing, or desire to discuss it further, please give me a call. Thank you for your consideration.

Very truly yours,


QUARLES & BRADY LLP

  
Bridgette J. Keating

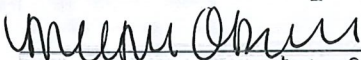
BJK:erw  
cc: Attorney Elaine Ekes

Acknowledgment and consent given this 12 day of December 2023.

Village of Caledonia

By:   
Thomas Weatherston  
President

AND

  
~~Joslyn M. Hoeffert~~ Megan O'Brien  
deputy Village Clerk