

RESOLUTION NO. 2023-95

**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:

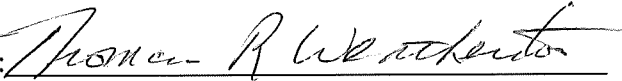
WHEREAS, the developer with the proposed development project wants to engage Quarles & Brady LLP as their developer counsel. That Quarles & Brady LLP is the Village of Caledonia's bond counsel on unrelated matters; and

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

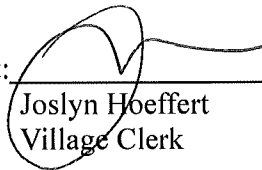
NOW THEREFORE BE IT RESOLVED THAT the Village Board of the Village of Caledonia approves the waiver of conflict of interest, attached hereto, and authorizes the Village Staff to executed the waiver.

Adopted by the Board of Trustees of the Village of Caledonia, Racine County, Wisconsin, on the 22 day of August, 2023.

VILLAGE OF CALEDONIA

By: 

Thomas Weatherston
Village President

Attest: 

Joslyn Hoeffert
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
Tucson
Washington, D.C.

August 15, 2023

VIA E-MAIL

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

RE: Village of Caledonia/Ashley Ventures, LLC Waiver

Dear Kathy:

Quarles & Brady has been asked to represent Ashley Ventures, LLC (including Ashley Capital, LLC and related entities, "Ashley") in connection with the negotiation and implementation of a development agreement with the Village of Caledonia (the "Village") pertaining to the development by Ashley of certain property south of Golf Road in Tax Increment District No. 4 of the Village (the "Transaction"). Because of our representation of the Village in matters unrelated to the Transaction, our representation of Ashley 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 Ashley, as well as the services we have previously performed and continue to perform for the Village. We have concluded that our representation of Ashley 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 Ashley. Similarly, we have concluded that our representation of the Village in matters unrelated to the Transaction or Ashley will not affect our loyalty or service to Ashley with respect to the Transaction or in other matters not involving the Village.

Ms. Kathy Kasper
August 15 2023
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If you consent to our representation of Ashley 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 Ashley, 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,

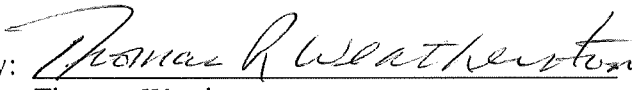
QUARLES & BRADY LLP


Bridgette J. Keating

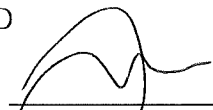
BJK:crw
cc: Attorney Elaine Ekes

Acknowledgment and consent given this 22 day of August 2023.

Village of Caledonia

By: 
Thomas Weatherston
President

AND



Joslyn M. Hoeffert
Village Clerk