

VILLAGE BOARD OF
VILLAGE OF GERMANTOWN, WISCONSIN

RESOLUTION NO. 23-17

**FINAL RESOLUTION REGARDING
INDUSTRIAL DEVELOPMENT REVENUE BOND FINANCING
FOR RAFRAD LLC PROJECT**

BE IT RESOLVED by the Village Board of the Village of Germantown, Wisconsin (the "Issuer"), as follows:

Section 1 Recitals.

1.01 Under Wisconsin Statutes, Section 66.1103, as amended (the "Act"), the Issuer is authorized and empowered to issue revenue bonds to finance eligible costs of qualified "projects" (as defined in the Act), and to enter into "revenue agreements" (as defined in the Act) with "eligible participants" (as defined in the Act).

1.02 Pursuant to an Initial Resolution duly adopted on October 2, 2017, the Issuer expressed its intention to issue industrial development revenue bonds of the Issuer in an amount not to exceed \$4,000,000 to finance a project on behalf of RafRad, LLC, a Wisconsin limited liability company, and/or a related entity, and/or a limited liability entity to be formed. The project consists of financing (i) construction of an approximately 55,000 square foot addition to the existing approximately 55,000 square foot manufacturing facility located at N110 W13455 Patton Court, Germantown, Wisconsin (the "Facility") to be operated by Wisconsin Stamping & Manufacturing, LLC, a Wisconsin limited liability company, which specializes in manufacturing tubular metal products, stamped and formed parts and machined components, (ii) acquisition and installation of equipment at the Facility and (iii) payment of certain professional costs and costs of issuance (collectively, the "Project"). Notice of adoption of the initial resolution adopted on October 2, 2017 was published as provided in the Act, and no petition requesting a referendum upon the question of issuance of the revenue bonds has been filed.

1.03 Pursuant to Wisconsin Statutes, Section 66.1103, as amended, the Issuer may finance a project which is located entirely within the geographic limits of the Issuer.

1.04 Drafts of the following documents have been submitted to this Village Board and are ordered filed in the office of the Village Clerk:

- (a) a Bond Agreement (the "Bond Agreement") proposed to be entered into among RafRad, LLC, a Wisconsin limited liability company (the "Borrower"), the Issuer, First Business Trust & Investments, a division of First Business Bank, as trustee (the "Trustee"), and First Madison Investment Corporation, as original purchaser (the "Original Purchaser");

(b) a Promissory Note from the Borrower to the Issuer, and assigned by the Issuer to the Trustee; and

(c) a No Arbitrage Certificate.

Section 2 Findings and Determinations.

It is hereby found and determined that:

(a) based on representations of the Borrower, the Project constitutes a “project” authorized by the Act;

(b) a public hearing has been duly held on December 4, 2017 in accordance with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, at which residents of the Village of Germantown, Wisconsin were given an opportunity to be heard in regard to the proposed issuance of the revenue bonds and the nature and location of the proposed Project;

(c) the purpose of the Issuer’s financing costs of the Project is and the effect thereof will be to promote the public purposes set forth in the Act;

(d) it is desirable that a series of revenue bonds in the aggregate principal amount not to exceed \$2,100,000 (the “Bonds”) be issued by the Issuer upon the terms set forth in the Bond Agreement, under the provisions of which the Issuer’s interest in the Bond Agreement (except for certain rights as provided therein) and the loan repayments will be assigned to the Trustee as security for the payment of principal of and interest on and premium, if any, on all the Bonds outstanding under the Bond Agreement;

(e) the loan payments provided for in the Bond Agreement, and the formulas set out for revising those payments under the Bond Agreement as required under the Act, are sufficient to produce income and revenue to provide for prompt payment of principal of and interest on and premium, if any, on Bonds issued under the Bond Agreement when due; the amount necessary in each year to pay the principal of and interest on the Bonds is the sum of the principal of, and interest on, the Bonds due in such year, whether on a stated payment date, a redemption date, or otherwise; and the Bond Agreement provides that the Borrower shall provide for the maintenance of the Project in good repair, keeping it properly insured; and

(f) under the provisions of the Act, the Bonds shall be limited obligations of the Issuer and the Bonds do not constitute an indebtedness of the Issuer, within the meaning of any state constitutional or statutory provision, and do not constitute nor give rise to a charge against the Issuer’s general credit or taxing powers or a pecuniary liability of the Issuer.

Section 3 Approvals and Authorizations; Authentication of Transcript.

3.01 This resolution shall constitute the approval of the Bonds within the meaning of Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Bonds are hereby approved. There is hereby approved the issuance by the Issuer of its industrial development revenue bonds (specifically, the Bonds) in an aggregate principal amount not to exceed \$2,100,000 for the purpose of financing the Project.

The Issuer shall proceed to issue its Industrial Development Revenue Bonds, Series 2017 (RafRad LLC Project), in the aggregate principal amount not to exceed \$2,100,000, in the forms and upon the terms set forth in the Bond Agreement, which terms, including without limitation, interest rates, redemption provisions and maturity, are for this purpose incorporated in this resolution and made a part hereof. The terms are hereby approved without further action by the Issuer, and the Village President and Village Clerk are authorized and directed to execute and deliver the documents listed in Section 1.04 herein which are hereby approved, together with such subsequent changes as may be requested and approved by bond counsel and the Issuer's attorney, and such other documents, agreements, instruments or certificates as are deemed necessary or desirable by the Issuer's attorney and bond counsel, including an Internal Revenue Service Form 8038.

The Village President and the Village Clerk are authorized and directed to execute and seal the Bonds as prescribed in the Bond Agreement and to deliver them to the Trustee (together with a certified copy of this resolution and any other documents required by the Bond Agreement) for authentication and delivery to the Original Purchaser.

3.02 The publication in the official newspaper of the Issuer of the notice for the public hearing referred to in Section 2(b) of this resolution, and such notice of public hearing as so published, are hereby ratified.

3.03 The Issuer hereby elects to have the provisions of Section 144(a)(4)(A) of the Internal Revenue Code of 1986, as amended, apply to the Bonds.

3.04 The Village President and the Village Clerk and other officers of the Issuer are authorized to prepare and furnish to the Trustee and bond counsel certified copies of all proceedings and records of the Issuer relating to the Bonds, and such other affidavits and certificates as may be required by the Trustee and bond counsel to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them.

3.05 The approval hereby given to the various documents referred to in this resolution includes the approval of such additional details therein as may be necessary and appropriate for their completion and such modifications thereto, deletions therefrom and additions thereto as may be approved by the Issuer's attorney and bond counsel. The execution of any document by the appropriate officer or officers of the Issuer herein authorized shall be conclusive evidence of the approval by the Issuer of such document in accordance with the terms hereof.

3.06 First Business Trust & Investments, a division of First Business Bank, shall initially assume and perform the duties of Trustee.

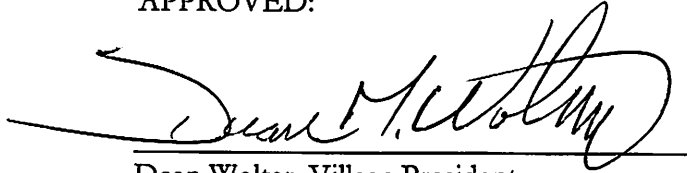
3.07 Notice of sale of the Bonds, in the form attached hereto as Exhibit A, shall be published in the official newspaper of the Issuer as a class 1 notice under Chapter 985 of the Wisconsin Statutes.

3.08 The Bonds shall be limited obligations of the Issuer payable by it solely from revenues and income derived by or for the account of the Issuer from or for the account of the Borrower pursuant to the terms of the Bond Agreement. As security for the payment of the principal of, premium, if any, and interest on the Bonds, the Issuer shall pledge and assign to the Trustee all of its right, title and interest in and to the trust estate described in the Bond Agreement.

3.09 All out-of-pocket costs of the Issuer, including attorneys' fees, in connection with the issuance and sale of the Bonds shall be paid from the proceeds of the Bonds or by the Borrower.

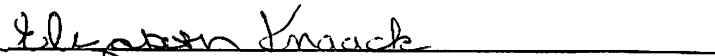
Passed and adopted at a regular meeting of the Village Board of the Village of Germantown this 4th day of December, 2017.

APPROVED:



Dean Wolter, Village President

ATTEST:


Elizabeth Knaack, Acting Village Clerk