

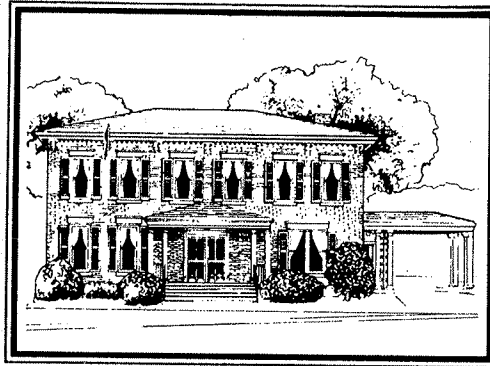
CONSIGNY, ANDREWS, HEMMING & GRANT, S.C.

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A Limited Liability Organization

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OTHER OFFICE LOCATIONS
BRODHEAD, WI
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April 24, 2009

City of Stoughton
c/o Laurie Sullivan, Finance Director
381 E. Main Street
Stoughton, WI 53589

Re: Municipal Attorney, City of Stoughton

Dear Ms. Sullivan:

We read with interest the request for a proposal inviting our firm to bid on the City of Stoughton's Municipal Attorney position. The office of Consigny, Andrews, Hemming & Grant, S.C. has a substantial municipal law practice. To that end, we are submitting this proposal to you for our office to become attorneys for the City of Stoughton. It is our understanding that you will distribute the copies of this proposal to all relevant parties.

As way of background, and to provide you with information regarding our firm, we are enclosing a firm brochure which includes profiles of all of our attorneys. In terms of specific experience in the field of municipal law, our office has over 30 years of experience as municipal attorneys. A thorough knowledge of, and experience with all aspects of municipal law, is our specialty. Our municipal practitioners are Mark A. Schroeder, Mark Kopp, Richard E. Hemming, Michael A. Faust and Jamie E. Lyden. It would be our intent that the City primarily be served by Attorneys Schroeder, Kopp and Lyden.

Our considerable experience as municipal attorneys permits our firm to offer a skilled team approach to our municipal clients. We presently serve a number of cities, villages and towns in south central Wisconsin located in Walworth, Green and Rock Counties. We are presently serving as Town attorneys in the following Rock County Townships: Janesville, Newark, Spring Valley and Fulton. In addition, we have been serving the City of Brodhead immediately west of the Rock County line in Green County for over 30 years, the City of Evansville, the City of Milton and are beginning our 22nd year of service as Williams Bay Village attorneys. We also act as special counsel for the City of Delavan.

CONSIGNY, ANDREWS, HEMMING & GRANT, S.C.

April 24, 2009

Page 2

As part of our representation of the municipal entities noted above, our office has had wide ranging experience in dealing with nearly every issue that might arise in representing a municipal client. For illustrative purposes, attorneys Andrews and Kopp assisted the Town of Janesville in drafting their Zoning Ordinance. Attorneys Schroeder, Kopp and Andrews assisted the City of Brodhead in re-drafting their Code of Ordinances. Attorney Schroeder has had extensive experience in drafting and negotiating Developer's Agreements and in working with tax incremental financing issues in our representation of the City of Brodhead, the City of Evansville, the Village of Williams Bay, and as special counsel for the City of Delavan. Our office also has extensive experience in Municipal Court proceedings. We have acted as the prosecutors for the Village of Williams Bay during our entire tenure as their counsel. Further, Attorney Kopp has handled the prosecutions for the City of Brodhead Municipal Court for nearly 15 years and acts as the prosecutor for the City of Evansville and the City of Milton. In addition, Attorney Kopp has, when needed, prosecuted Ordinance violations for the Town of Janesville in Rock County Circuit Court.

In terms of our potential representation of the City of Stoughton, Attorneys Schroeder and Kopp would be primarily responsible for providing legal services for the City. Attorney Schroeder would be primarily responsible to attend the Common Council meetings and Attorney Kopp would primarily act as the prosecutor for the City. Attorneys Schroeder and Kopp would be involved in much of the actual legal work that would need to be done for the City and Attorneys Lyden and Faust would act as a back-up for attendance at the meetings and in Municipal Court, and would also provide some of the in-office work that would need to be done to represent the City.

In terms of references, we would encourage you to contact Donald Weyhrauch, the President for the Village of Williams Bay, (262) 245-2700, Robert Carlson, the Administrator for the Village of Williams Bay, (262) 245-2700, Doug Pinnow, the Mayor for the City of Brodhead, (608) 897-2595, Dan Wietecha, the City Administrator for the City of Evansville, (608) 882-2266, Joe Salitros, the City Administrator for the City of Delavan, (262) 728-5585 and Todd Schmidt, the City Administrator for the City of Milton, (608) 868-6900, to discuss our qualifications to provide general municipal law services. To investigate our qualifications to act as prosecuting attorneys, please contact Chief Tom Moczynski at the Brodhead Police Department, (608) 897-2112, Chief Scott McElroy at the Evansville Police Department at (608) 882-2293, Chief Robert Pruessing of the Williams Bay Police Department (262) 245-2710 and Lt. John Conger of the City of Milton Police Department (608) 868-6910.

If you wish to contact our Town clients, you may contact Town of Fulton Chairman Evan Sayre, or Town Clerk Connie Zimmerman, at (608) 868-4103, Town of Janesville Chairman, Ed Marshall at (608) 752-4219, Town of Spring Valley Town Clerk, Judy Albright at (608) 879-2424, and Town of Newark Chairman, Dave Grenawalt at (608) 879-2473.

We would appreciate the opportunity to serve as attorney for the City of Stoughton. Our office in Janesville is quite accessible to your City Hall. It is our belief that when all factors are considered, our experience and legal ability will be favorably received.

Pursuant to the request, we would be willing to provide general services for the City of Stoughton for a retainer in the amount of \$7,600 per month. Included in the retainer would be work to be performed for the City which, it is anticipated, would be recovered by the City in the form of reimbursement by third parties. This would include work involving Development Agreements, Pre-Annexation Agreements and work performed in connection with Tax Increment Districts,

CONSIGNY, ANDREWS, HEMMING & GRANT, S.C.

April 24, 2009

Page 3

which cost would be covered by those districts. Such work would be itemized in separate billings to be sent to the City to facilitate the City receiving reimbursement for those costs. Litigation at Circuit Court or other non-municipal court litigation up to 200 hours per year would be included within the retainer. Litigation in excess of 200 hours per year would be billed in an hourly rate of \$150.00 per hour for our attorneys and \$70.00 per hour for our legal assistants. All attorneys would charge the same rate. Our time is billed in increments of 1/10th of an hour. In terms of expenses, we would charge the IRS rate for mileage and long distance phone calls at \$2.00 per call. Other reasonable out of pocket expenses incurred by the firm in its representation of the City would also be billed to the City.

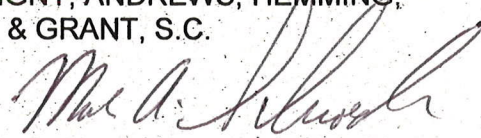
Alternatively, our office would be willing to provide general services for the City of Stoughton on a per diem basis at the rate of \$150.00 per hour. Expenses would be charged to the City as noted above.

We look forward to meeting with you and the appropriate City officials to discuss our qualifications to be of service to the City.

Very truly yours,

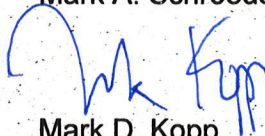
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By:



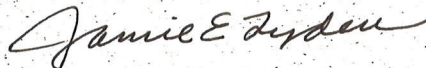
Mark A. Schroeder

By:



Mark D. Kopp

By:



Jamie E. Lyden

By:



Michael A. Faust

MDK:jms
Enclosure