

**ORDINANCE NO. 2017-O-27**

**AN ORDINANCE AUTHORIZING AND PROVIDING FOR THE  
ISSUANCE OF NOT TO EXCEED \$1,000,000 GENERAL  
OBLIGATION REFUNDING BONDS (ALTERNATE REVENUE  
SOURCE), SERIES 2017B OF THE VILLAGE OF WILLOW  
SPRINGS, COOK COUNTY, ILLINOIS, AND FOR THE LEVY OF  
A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL  
AND INTEREST ON SAID BONDS**

WHEREAS, the Village of Willow Springs, Cook County, Illinois (the "Village"), is a duly organized and existing Village created under the provisions of the laws of the State of Illinois, and is now operating under the provisions of the Illinois Municipal Code, 65 ILCS 5/1-1-1, *et seq.*, the Omnibus Bond Acts (5 ILCS 70/8), and the Local Government Debt Reform Act (30 ILCS 350/1, *et seq.*), and all laws amendatory thereof and supplementary thereto (collectively, the "Act"); and

WHEREAS, the Village, pursuant to Ordinance No. 31-O-2008 passed August 21, 2008 (the "Prior Bond Ordinance"), has previously issued its \$1,520,000 General Obligation Bonds (Alternate Revenue Source), Series 2008A (the "Prior Bonds") of which the following maturities are outstanding:

MATURITY DATE	PRINCIPAL AMOUNT
12/15/2019	\$ 215,000
12/15/2022	\$ 245,000
12/15/2025	\$ 280,000
12/15/2028	\$315,000

WHEREAS, the Village President and Board of Trustees (the "Board") has determined that it is advisable, necessary and in the best interests of the Village that the December 15, 2017 through the December 15, 2028 maturities of the Prior Bonds (the "Refunded Bonds") shall be currently refunded in order to effect an interest rate savings thereon (the "Refunding"); and

WHEREAS, the Prior Bonds are, by their terms, subject to redemption on any date on or after December 15, 2016; and the Board has received reports which indicate that a refunding of the Prior Bonds will effect a savings and benefit to the Village; and

WHEREAS, pursuant to the provisions of the Local Government Debt Reform Act, 30 ILCS 350/1, *et seq.* (the "Debt Reform Act"), obligations which are "alternate bonds" (as defined in the Debt Reform Act) may be issued to refund or advance refund previously issued and outstanding alternate bonds without meeting any of the conditions set forth in Section 15 of the

Debt Reform Act (such section authorizing and providing for the issuance of alternate bonds), provided that the term of the refunding bonds shall not be longer than the term of the refunded bonds and that the debt service payable in any year on the refunding bonds shall not exceed the debt service payable in such year on the refunded bonds; and

WHEREAS, the Prior Bonds have been properly authorized and issued pursuant to Section 15 of the Debt Reform Act; and

WHEREAS, the term of the Bonds shall not be longer than the term of the Refunded Bonds; and

WHEREAS, the debt service payable in any year on the Bonds shall not exceed the debt service payable in such year on the Refunded Bonds; and

WHEREAS, the Bonds may be issued pursuant to the provisions of the Debt Reform Act, and shall be payable from the Village's Non-Home Rule Municipal Retailer's Occupation Tax, Non-Home Rule Municipal Service Occupation Tax, and Non-Home Rule Municipal Use Tax, (together the "Non-Home Rule Sales Taxes") or such other substitute taxes that exist from time to time (collectively, the "Pledged Revenues"); and if such revenue source shall be insufficient to pay the Bonds, then payable from the levy and collection of real property taxes upon all taxable property in the Village without limitation as to rate or amount; and

WHEREAS, the Board is now authorized to issue the Bonds for the purpose of the Refunding in an aggregate amount not to exceed \$1,000,000 in accordance with the provisions of the Debt Reform Act, and the Board hereby determines that it is necessary and desirable that the Bonds so authorized be issued at this time.

NOW, THEREFORE, Be It Ordained by the Village President and Board of Trustees of the Village of Willow Springs, Cook County, Illinois, as follows:

**Section 1. Definitions.** Words and terms used in this Ordinance shall have the meanings assigned them unless the context or use clearly indicates another or different meaning is intended. Words and terms defined in the singular may be used in the plural and vice-versa. Reference to any gender shall be deemed to include the other and also inanimate persons such as corporations, where applicable.

*"Act"* is defined in the Preambles of this Ordinance.

*"Additional Bonds"* means any Alternate Bonds issued in the future in accordance with the provisions of the Debt Reform Act on a parity with and sharing equally in the Pledged Revenues with the Bonds.

*“Alternate Bonds”* means any Outstanding Bonds issued as alternate bonds under and pursuant to the provisions of the Debt Reform Act, and includes, expressly, the Bonds.

*“Applicable Law”* means, collectively, the Municipal Code, including, specifically, the Debt Reform Act.

*“Authorized Denominations”* means \$5,000 and integral multiples of \$5,000.

*“Board”* means the Village President and Board of Trustees of the Village.

*“Bond Fund”* means the Series 2017B Bond Fund created in Section 12 of this Ordinance.

*“Bond Insurer”* is defined in Section 25 of this Ordinance.

*“Bond Order”* means that certain bond order, to be executed by the Village President, and setting forth certain details of the Bonds as provided in this Ordinance and includes the levy of the Pledged Taxes.

*“Bond Purchase Agreement”* is defined in Section 11 of this Ordinance.

*“Bond Register”* means the books of the Village kept by the Bond Registrar to evidence the registration and transfer of the Bonds.

*“Bond Registrar”* means Amalgamated Bank of Chicago, Chicago, Illinois, or a successor thereto designated as bond registrar and paying agent.

*“Bonds”* or *“Series 2017B Bonds”* means the not to exceed \$1,000,000 General Obligation Refunding Bonds (Alternate Revenue Source), Series 2017B, authorized to be issued by this Ordinance, including bonds issued in exchange for or upon transfer or replacement of bonds previously issued under this Ordinance.

*“Book Entry Form”* means the form of the Bonds as fully registered and available in physical form only to the Depository.

*“Business Day”* means any day other than a day on which banks in the City of Chicago of are authorized or required to close.

*“Code”* means the Internal Revenue Code of 1986, as amended.

*“County Clerk”* means the County Clerk of Cook County, Illinois.

*“Debt Reform Act”* is defined in the Preambles of this Ordinance.

*“Defeasance Obligations”* means: (a) direct and general full faith and credit obligations of the United States Treasury (“Directs”); (b) certificates of participation or trust receipts in trusts comprised wholly of Directs; or (c) other obligations unconditionally guaranteed as to timely payment by the United States Treasury or the Federal Deposit Insurance Corporation.

*“Defeased Bonds”* means such bonds as are described and defined by such term in Section 14 of this Ordinance.

*“Depository”* means The Depository Trust Company or successor depository duly qualified to act as a securities depository and acceptable to the Village.

*“Designated Officers”* mean the following officers of the Village: Village President, Village Clerk, and Village Treasurer.

*“Expense Account”* means the account in the Proceeds Fund established hereunder and further described by Section 13 of this Ordinance.

*“Fiscal Year”* means that twelve-calendar month period selected by the Board as the fiscal year for the Village.

*“Global Book-Entry System”* means the system for the initial issuance of the Bonds as described in Section 5.

*“Municipal Bond Insurance Policy”* is defined in Section 25 of this Ordinance.

*“Ordinance”* or *“Bond Ordinance”* means Ordinance No. 2017-O-27 passed September 14, 2017 by the Board of Trustees and approved by the Village President.

*“Outstanding”* when used with reference to any bond, means a bond is outstanding and unpaid; provided, however, such term shall not include bonds: (a) which have matured or for which moneys are on deposit with proper paying agents, or are otherwise properly available, sufficient to pay all principal thereof and interest thereon; or (b) the provision for payment of which has been made by the Village by the deposit in an irrevocable trust or escrow of Defeasance Obligations, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of, redemption premium, if any, and interest on such bonds, and will not result in the loss of exclusion from gross income of the interest thereon under Section 103 of the Code.

*“Paying Agent”* means the Amalgamated Bank of Chicago, Chicago, Illinois, or a successor thereto designated as bond registrar and paying agent.

*“Pledged Moneys”* means the Pledged Taxes and the Pledged Revenues.

*“Pledged Revenues”* is defined in the Preambles of this Ordinance.

*“Pledged Taxes”* is defined in Section 12 of this Ordinance.

*“Prior Bonds”* is defined in the Preambles of this Ordinance.

*“Prior Project”* means the facilities financed, directly or indirectly, with the proceeds of the Prior Bonds.

*“Proceeds Fund”* means the Proceeds Fund created in Section 13 of this Ordinance.

*“Purchase Price”* means the price to be paid by the Purchaser for the Bonds.

*“Purchaser”* means George K. Baum & Company, Chicago, Illinois.

*“Record Date”* means the first day of the month of any regular or other interest payment date occurring on the fifteenth day of that month and the fifteenth day preceding any interest payment date occasioned by the redemption of Bonds on other than the fifteenth day of a month.

*“Refunded Bonds”* is defined in the Preambles of this Ordinance.

*“Refunding”* is defined in the Preambles of this Ordinance.

*“Refunding Account”* means the account in the Proceeds Fund established hereunder and further described by Section 14 of this Ordinance.

*“Representations Letter”* means such agreement or agreements by and among the Village, the Bond Registrar, and the Depository as shall be necessary to effectuate a book-entry system for the Bonds, and includes the Blanket Letter of Representations executed by the Village and the Depository.

*“Tax-Exempt”* means, with respect to all or any portion of the Bonds, the status of interest paid and received thereon as excludable from the gross income of the owners thereof under the Code for federal income tax purposes.

*“Term Bonds”* means Bonds subject to mandatory redemption by operation of the Bond Fund and designated as term bonds in the Bond Order.

*“Village”* means the Village of Willow Springs, Cook County, Illinois.

Definitions also appear in the Preambles hereto or in specific sections, as appear below.

**Section 2. Incorporation of Preambles.** The Board hereby finds that all of the recitals contained in the Preambles to this Ordinance are full, true and correct and does incorporate them into this Ordinance by this reference.

**Section 3. Authorization.** It is hereby found and determined that the Board has been authorized by the Act to borrow the sum of not to exceed \$1,000,000 upon the credit of the Village and as evidence of such indebtedness to issue at this time alternate bonds in the aggregate principal amount not to exceed \$1,000,000 in order to pay the costs of the Refunding. The Bonds shall be issued pursuant to the Act.

**Section 4. Bond Details.** There shall be borrowed on the credit of and for and on behalf of the Village the aggregate sum not to exceed \$1,000,000 for the Refunding. The Bonds shall be in fully registered form, and shall be in Book Entry Form. The Bonds shall be dated as of a date (the "Dated Date") no earlier than the date of passage of this Ordinance and no later than their initial date of issuance as shall be set forth in the Bond Order; each Bond shall also bear its respective date of authentication; and the Bonds shall be numbered consecutively in such fashion as shall be determined by the Bond Registrar. The Bonds shall become due or be subject to mandatory redemption (subject to right of prior redemption) on such date of each year as shall be designated as shall be set forth in the Bond Order. The Bonds shall be in Authorized Denominations, but no single such bond shall represent principal maturing on more than one date, and shall be numbered 1 and upwards. Each Bond shall bear interest from the later of its Dated Date or from the most recent interest payment date to which interest has been paid or duly provided for, commencing on a date within one year of the Dated Date, as shall be set forth in the Bond Order, and upon regular semiannual intervals thereafter, at the respective rates percent per annum provided, until the principal thereof shall be paid or duly provided for. So long as the Bonds are held in Book Entry Form, interest on each Bond shall be paid to the Depository by check or draft or electronic funds transfer, in lawful money of the United States of America, as may be agreed in the Representations Letter; and if the Bonds are in physical form to registered owners other than the Depository, interest on each Bond shall be paid by check or draft of the Paying Agent, payable upon presentation thereof in lawful money of the United States of America, to the person in whose name such Bond is registered at the close of business on the applicable Record Date, and mailed to the address of such registered owner as it appears on the Bond Register or at such other address as may be furnished in writing to the Bond Registrar. Interest shall be computed on the basis of a 360-day year of twelve 30-day months. The principal of the Bonds shall be payable upon presentation at the office designated for such purpose of the Bond Registrar.

**Section 5. Global Book-Entry System.** The Bonds shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bonds bearing the same rate of interest. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in such name as may be provided by the Depository (the "Book Entry Owner")

and, accordingly, in Book Entry Form as provided and defined herein. One of the Designated Officers is authorized to execute a Representations Letter or to utilize the provisions of an existing Representations Letter. Without limiting the generality of the authority given with respect to entering into a Representations Letter for the Bonds, it may contain provisions relating to: (a) payment procedures; (b) transfers of the Bonds or of beneficial interests therein; (c) redemption notices and procedures unique to the Depository; (d) additional notices or communications; and (e) amendment from time to time to conform with changing customs and practices with respect to securities industry transfer and payment practices. With respect to Bonds registered in the Bond Register in the name of the Book Entry Owner, neither the Village nor the Bond Registrar shall have any responsibility or obligation to any broker-dealer, bank, or other financial institution for which the Depository holds Bonds from time to time as securities depository (each such broker-dealer, bank, or other financial institution being referred to herein as a "Depository Participant") or to any person on behalf of whom such a Depository Participant holds an interest in the Bonds. Without limiting the meaning of the immediately preceding sentence, neither the Village nor the Bond Registrar shall have any responsibility or obligation with respect to: (a) the accuracy of the records of the Depository, the Book Entry Owner, or any Depository Participant with respect to any ownership interest in the Bonds; (b) the delivery to any Depository Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register or as expressly provided in the Representations Letter, of any notice with respect to the Bonds, including any notice of redemption; or (c) the payment to any Depository Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register, of any amount with respect to principal of or interest on the Bonds. No person other than a registered owner of a Bond as shown in the Bond Register shall receive a Bond certificate with respect to any Bond. In the event that: (a) the Village determines that the Depository is incapable of discharging its responsibilities described herein or in the Representations Letter; (b) the agreement among the Village and the Depository evidenced by the Representations Letter shall be terminated for any reason; or (c) the Village determines that it is in the best interests of the Village or of the beneficial owners of the Bonds that they be able to obtain certificated Bonds; the Village shall notify the Depository of the availability of Bond certificates, and such Bonds shall no longer be restricted to being registered in the Bond Register to the Book Entry Owner. The Village may determine at such time that such Bonds shall be registered in the name of and deposited with a successor depository operating a book entry only system, as may be acceptable to the Village, or such depository's agent or designee, but if the Village does not select such successor depository, then such Bonds shall be registered in whatever name or names registered owners of Bonds transferring or exchanging Bonds shall designate, in accordance with the provisions hereof.

**Section 6. Execution; Authentication.** The Bonds shall be signed by the manual or duly authorized facsimile signatures of the Village President and the Village Clerk and may have impressed or imprinted thereon the corporate seal or facsimile thereof of the Village. In case any such officer whose signature shall appear on any Bond shall cease to be such officer before the

delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. All Bonds shall have thereon a certificate of authentication, substantially in the form hereinafter set forth, duly executed by the Bond Registrar as authenticating agent of the Village and showing the date of authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Ordinance unless and until such certificate of authentication shall have been duly executed by the Bond Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Ordinance. The certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized signatory of the Bond Registrar, but it shall not be necessary that the same person sign the certificate of authentication on all of the Bonds issued hereunder.

### **Section 7. Redemption.**

A. *Mandatory Redemption.* If so provided in the Bond Order, any Bonds may be issued as Term Bonds and be subject to mandatory redemption by operation of the Bond Fund, at a price of par, without premium, plus accrued interest to the date fixed for redemption, on such date of each year as may be provided in the Bond Order (the “Mandatory Redemption Date”) and in the amounts and subject to such provisions as shall be set forth in the Bond Order. Bonds subject to mandatory redemption shall be deemed to become due on the Mandatory Redemption Dates except for any remainder to be paid at maturity. The Village covenants that it will redeem any Term Bonds pursuant to the mandatory redemption requirement for such Term Bonds and levy taxes accordingly.

The principal amount of Bonds to be mandatorily redeemed on the Mandatory Redemption Date may be reduced through the earlier optional redemption thereof. In addition, on or prior to the 60<sup>th</sup> day preceding the Mandatory Redemption Date, the Bond Registrar may, and if directed by the Village shall, purchase Bonds required to be retired on the Mandatory Redemption Date. Any such Bonds so purchased shall be cancelled and the principal amount thereof shall be credited against the mandatory redemption required on the Mandatory Redemption Date.

B. *Optional Redemption.* If so provided in the Bond Order, any Bonds may be subject to redemption prior to maturity at the option of the Village, in whole or in part on any date, at such times and at such optional redemption prices as may be provided in the Bond Order. If less than all of the Outstanding Bonds are to be optionally redeemed, the Bonds may be called in any order of their maturity as determined by the Village (less than all of the Bonds of a single maturity to be selected by the Bond Registrar).

C. *General Redemption Terms.* The Bonds shall be redeemed only in the principal amount of \$5,000 and integral multiples thereof. The Village shall, at least 30 days prior to any optional redemption date (unless a shorter time period shall be satisfactory to the Bond Registrar)

notify the Bond Registrar of such redemption date and of the principal amount and maturity or maturities of Bonds to be redeemed. The Bonds subject to mandatory redemption shall be called by the Bond Registrar for redemption without any further action of the Village. For purposes of any redemption of less than all of the Outstanding Bonds of a single maturity, the particular Bonds or portions thereof to be redeemed shall be selected by lot by the Bond Registrar from the Bonds of such maturity by such method of lottery as the Bond Registrar shall deem fair and appropriate; provided that such lottery shall provide for the selection for redemption of Bonds or portions thereof so that any \$5,000 Bond or \$5,000 portion of a Bond shall be as likely to be called for redemption as any other such \$5,000 Bond or \$5,000 portion. The Bond Registrar shall promptly notify the Village in writing of the Bonds or portions thereof selected for redemption and, in the case of any Bond selected for partial redemption, the principal amount thereof to be redeemed.

**Section 8. Redemption Procedures.** The Bonds subject to redemption shall be identified, notice given, paid and redeemed pursuant to the procedures as follows:

A. *Mandatory Redemption Procedure.* For a mandatory redemption, the Bond Registrar and Paying Agent shall proceed to redeem Bonds without any further order or direction from the Village whatsoever.

B. *Optional Redemption Procedure.* Unless waived by any holder of Bonds to be redeemed, notice of the call for any such redemption shall be given by the Bond Registrar on behalf of the Village by mailing the redemption notice by first class mail or e-mail at least 30 days prior to the date fixed for redemption to each registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar. All notices of redemption shall state:

- (1) the redemption date;
- (2) the redemption price;
- (3) if less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed;
- (4) that on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date;
- (5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the designated corporate trust office of the Paying Agent; and

(6) such other information then required by custom, practice or industry standard.

Unless moneys sufficient to pay the redemption price of the Bonds to be redeemed shall have been received by the Paying Agent prior to the giving of such notice of redemption, such notice may, at the option of the Village, state that said redemption shall be conditional upon the receipt of such moneys by the Paying Agent on or prior to the date fixed for redemption. If such moneys are not received, such notice shall be of no force and effect, the Village shall not redeem such Bonds, and the Bond Registrar shall give notice, in the same manner in which the notice of redemption shall be given, that such moneys were not so received and that such Bonds will not be redeemed. Otherwise, prior to any redemption date, the Village shall deposit with the Paying Agent an amount of money sufficient to pay the redemption price of all the Bonds or portions thereof which are to be redeemed on that date.

Subject to the provisions for a conditional optional redemption described above, notice of redemption having been given as aforesaid, the Bonds or portions thereof so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Village shall default in the payment of the redemption price) such Bonds or portions thereof shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Bond Registrar at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered holder a new Bond or Bonds of the same maturity in the amount of the unpaid principal.

If any Bond or portion thereof called for redemption shall not be so paid upon surrender thereof for redemption, the principal shall, until paid, bear interest from the redemption date at the rate borne by the Bond or portion thereof so called for redemption. All Bonds which have been redeemed shall be cancelled and destroyed by the Bond Registrar and shall not be reissued.

**Section 9. Registration of Bonds; Persons Treated as Owners.** The Village shall cause the Bond Register for the registration and for the transfer of the Bonds as provided in this Ordinance to be kept at the office designated for such purpose of the Bond Registrar, which is hereby constituted and appointed the registrar of the Village for the Bonds. The Village is authorized to prepare, and the Bond Registrar or such other agent as the Village may designate shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds. Subject to the provisions of this Ordinance relating to the Bonds in Book Entry Form, any Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth in this Ordinance. Upon surrender for transfer or exchange of any Bond at the office designated for such purpose of the Bond Registrar,

duly endorsed by or accompanied by a written instrument or instruments of transfer or exchange in form satisfactory to the Bond Registrar and duly executed by the registered owner or an attorney for such owner duly authorized in writing, the Village shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the transferee or transferees or, in the case of an exchange, the registered owner, a new fully registered Bond or Bonds of like tenor, of the same maturity, bearing the same interest rate, of Authorized Denominations, for a like aggregate principal amount. The Bond Registrar shall not be required to transfer or exchange any Bond during the period of 15 days preceding the giving of notice of redemption of Bonds or to transfer or exchange any Bond all or a portion of which has been called for redemption. The execution by the Village of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond; provided, however, the principal amount of Bonds and maturity authenticated by the Bond Registrar shall not at any one time exceed the authorized principal amount of the Bonds and maturity less the amount of such Bonds which have been paid. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of the principal of or interest on any Bond shall be made only to or upon the order of the registered owner thereof or his (her) legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid. No service charge shall be made to any registered owner of Bonds for any transfer or exchange of Bonds, but the Village or the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

**Section 10. Form of Bond.** The Bonds shall be in substantially the following form:

REGISTERED NO.

REGISTERED \$

UNITED STATES OF AMERICA, STATE OF ILLINOIS, COUNTY OF COOK

VILLAGE OF WILLOW SPRINGS

GENERAL OBLIGATION REFUNDING BONDS (ALTERNATE REVENUE SOURCE), SERIES 2017B

Interest Rate:        %

Maturity Date:

Dated Date:

Registered Owner:

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS, that the Village of Willow Springs, Cook County, Illinois (the "Village"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above, the Principal Amount identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on such Principal Amount from the Dated Date identified above or from the most recent interest payment date to which interest has been paid or duly provided for, at the Interest Rate per annum identified above on June 15 and December 15 each year, commencing December 15, 2017, until said Principal Amount is paid or duly provided for, except as the hereinafter stated provisions for redemption prior to maturity may be and become applicable hereto. The principal of this Bond is payable in lawful money of the United States of America upon presentation hereof at the office designated for such purpose of Amalgamated Bank of Chicago, Chicago, Illinois, as paying agent (the "Paying Agent") and bond registrar (the "Bond Registrar"). Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Bond Registrar, at the close of business on the Record Date for each interest payment date and shall be paid by check or draft of the Paying Agent, payable upon presentation at the Bond Registrar in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books, or at such other address furnished in writing by such Registered Owner to the Bond Registrar, or as otherwise agreed by the Village and Cede & Co., as nominee, or successor, for so long as this Bond is held by The Depository Trust Company, New York, New York, the depository, or nominee, in book entry only form as provided for same. Record Date means the first day of the month of any regular or other interest payment date occurring on the fifteenth day of that month and the fifteenth day preceding any interest payment date occasioned by the redemption of Bonds on other than the fifteenth day of a month.

The Bonds are payable from: (a) revenues from the Village's Non-Home Rule Municipal Retailer's Occupation Tax, Non-Home Rule Municipal Service Occupation Tax, and Non-Home Rule Municipal Use Tax, (together the "Non-Home Rule Sales Taxes") (the "Pledged Revenues"), and (b) *ad valorem* taxes levied against all of the taxable property in the Village without limitation as to rate or amount (the "Pledged Taxes"), pledged hereunder by the Village as security for the Bonds (the Pledged Revenues and the Pledged Taxes are collectively the "Pledged Moneys").

[Mandatory redemption and optional redemption provisions, as applicable, to be inserted here.]

[Notice of any optional redemption shall be sent by first class mail or e-mail not less than 30 days prior to the date fixed for redemption to the registered owner of each Bond to be redeemed at the address shown on the registration books of the Village maintained by the Bond Registrar or at such other address as is furnished in writing by such registered owner to the Bond Registrar. When so called for redemption, this Bond will cease to bear interest on the specified redemption date, provided funds for redemption are on deposit at the place of payment at that time, and shall not be deemed to be outstanding.]

This Bond is one of the Bonds issued by the Village to pay for the costs of the Refunding, all as authorized pursuant to the provisions of Illinois law, including, specifically, the Illinois Municipal Code, as amended; the Omnibus Bond Acts, as amended; the Local Government Debt Reform Act, as amended; and under Ordinance No. 2017-O-27, duly passed by the Board on September 14, 2017 authorizing the Bonds (the "Bond Ordinance") as supplemented by a Bond Order executed by the Village President.

The Bonds are secured by the general obligation of the Village for the payment of which the Village in the Bond Ordinance has pledged its full faith and credit and levied *ad valorem* taxes, unlimited as to rate or amount, upon all taxable property within the Village sufficient to pay the principal and interest thereon. The Village reserves the right to issue Additional Bonds, as allowed by the Debt Reform Act, on a parity basis with the Bonds.

The Bonds shall initially be issued in a Global Book-Entry System (as provided in the Bond Ordinance). The provisions of this Bond and of the Bond Ordinance are subject in all respects to the provisions of the Representations Letter between the Village and The Depository Trust Company, or any substitute agreement, affecting such Global Book-Entry System.

The Village and the Bond Registrar may deem and treat the person in whose name any Bond shall be registered in the Bond Register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of or on account of the principal of or interest thereon, and for all other purposes whatsoever; all such payments so made to any such registered owner or upon such registered owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid; and neither the Village nor the Bond Registrar shall not be affected by any notice to the contrary. This Bond may be transferred or exchanged, but only in the manner, subject to the limitations and upon payment of the charges as set forth in the Bond Ordinance.

This Bond shall not constitute an indebtedness of the Village within the meaning of any constitutional or statutory provision or limitation, unless the Pledged Taxes shall have been extended pursuant to the general obligation, full faith and credit promise supporting the Bonds, in which case the amount of the Bonds then Outstanding shall be included in the computation of indebtedness of the Village for purposes of all statutory provisions or limitations until such time as an audit of the Village shall show that the Bonds shall have been paid from the Limited Incremental Property Taxes for a complete fiscal year.

The Village has designated each of the Bonds as a "qualified tax-exempt obligation" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986.

It is hereby certified and recited that all acts, conditions, and things required to be done, precedent to and in the issuance of this Bond have been done and have happened and have been performed in regular and due form of law; that the indebtedness of the Village, including the issue of Bonds of which this is one, does not exceed any limitation imposed by law; that provision has been made for the collection of the Pledged Revenues, the levy and collection of the Pledged Taxes, and the segregation of all Pledged Moneys to pay the interest hereon as it falls due and also to pay and discharge the principal hereof at maturity; and that the Village hereby covenants and agrees that it will properly account for said Pledged Moneys and will comply with all the covenants of and maintain the funds and accounts as provided by the Bond Ordinance.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the Bond Registrar.

IN WITNESS WHEREOF, the Village of Willow Springs, Cook County, Illinois, by its Board, has caused this Bond to be signed by the duly authorized manual or facsimile signatures of the Village President and the Village Clerk, all as appearing hereon and as of the Dated Date as identified above.

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Village President

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Village Clerk

Date of Authentication:

CERTIFICATE  
OF  
AUTHENTICATION

Bond Registrar  
and Paying Agent:

Amalgamated Bank of Chicago  
Chicago, Illinois

This Bond is one of the bonds issued in the within mentioned Bond Ordinance.

By \_\_\_\_\_  
Authorized Signatory

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Unless this bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Village or its agent for registration of transfer, exchange, or payment, and any bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

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**ASSIGNMENT**

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto \_\_\_\_\_

\_\_\_\_\_  
(Name and Address and Social Security or other identifying number of Assignee)

the within Bond and does hereby irrevocably constitute and appoint \_\_\_\_\_  
as attorney to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of Assignee

Signature guaranteed: \_\_\_\_\_

NOTICE: The signature to this assignment and transfer must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

**Section 11. Treatment of Bonds As Debt.** The Bonds shall be payable from the Pledged Moneys and shall not constitute an indebtedness of the Village within the meaning of any constitutional or statutory limitation, unless the Pledged Taxes shall have been extended pursuant to the general obligation, full faith and credit promise supporting the Bonds, as set forth in this Ordinance, in which case the amount of the Bonds then Outstanding shall be included in the computation of indebtedness of the Village for purposes of all statutory provisions or limitations until such time as an audit of the Village shall show that the Bonds have been paid from the Pledged Revenues for a complete Fiscal Year, in accordance with the Applicable Law.

**Section 12. Sale of Bonds.** The Village President is hereby authorized to proceed, without any further authorization or direction from the Board, to sell and deliver the Bonds to the Purchaser as herein provided at the purchase price provided for in the Bond Purchase Agreement (the "Bond Purchase Agreement"). The Designated Officers and any other officers of the Village as shall be appropriate shall be and are hereby authorized and directed to approve or execute such documents of sale of the Bonds as may be necessary, including, without limitation, the Bond Order, the Bond Purchase Agreement and closing documents including such certification and documentation as may be required by bond counsel, including, specifically, a tax compliance agreement, to render their opinion as to the Tax-Exempt status of the interest on the Bonds. It is hereby found that no person holding any office of the Village, either by election or appointment, is in any manner financially interested, either directly, in his or her own name, or indirectly, in the name of any other person, association, trust or corporation, in the sale of the Bonds.

The Bond Purchase Agreement, substantially in the form as approved for execution by the Village Attorney, is hereby in all respects authorized and approved. The Village President or Village Administrator is hereby authorized to execute the same, and the execution shall constitute full and complete approval of all necessary or appropriate completions and revisions as shall appear therein. Upon the sale of the Bonds, the Village President shall prepare the Bond Order which shall include the pertinent details of sale as provided herein, and such shall be entered into the records of the Village and made available to the Board at the next public meeting thereof.

In the event the Purchaser or the Village's municipal advisor certified to the Village that it would be economically advantageous for the Village to acquire a Municipal Bond Insurance Policy for the Bonds, the Village hereby authorizes and directs the Village President to obtain such an insurance policy. The acquisition of a Municipal Bond Insurance Policy is hereby deemed economically advantageous if the difference between the present value cost of: (a) the total debt service on the Bonds if issued without municipal bond insurance; and (b) the total debt service on the Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the Municipal Bond Insurance Policy.

The use by the Purchaser of any Preliminary Official Statement and any final Official Statement relating to the Bonds (the "Official Statement") is hereby ratified, approved and authorized; the execution and delivery of the Official Statement is hereby authorized; and the officers of the Village are hereby authorized to take any action as may be required on the part of the Village to consummate the transactions contemplated by the Bond Purchase Agreement, this Ordinance, the Bond Order, the Preliminary Official Statement, the Official Statement and the Bonds. The Village President or the Village Clerk are hereby each authorized to designate the Official Statement as "final" for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

**Section 13. Security; Tax Levy, Bond Fund and Abatement.** The Bonds are a general obligation of the Village, for which the full faith and credit of the Village are irrevocably pledged, and are payable from the levy of the taxes on all of the taxable property in the Village, without limitation as to rate or amount, in an amount sufficient to produce the sums necessary to pay the interest on the Bonds as it falls due and to pay and discharge the principal thereof at maturity (the "Pledged Taxes"). For the purpose of providing funds required to pay the interest on the Bonds promptly when and as the same falls due, and to pay and discharge the principal thereof at maturity, there is hereby levied upon all the taxable property within the Village, in the years for which any of the Bonds are Outstanding, a direct annual tax sufficient for that purpose. The Village President is hereby directed to file with the County Clerk as part of the Bond Order, a levy of taxes upon all taxable property in the Village in addition to all other taxes, a direct annual tax in an amount sufficient to produce the sums necessary to pay the interest on the Bonds as it falls due and to pay and discharge the principal thereof at maturity. It shall be the duty of said County Clerk to ascertain the rate necessary to produce the tax herein levied, and extend the same for collection on the tax books against all of the taxable property within the Village in connection with other taxes levied in said year for general and special purposes, in order to raise the respective amounts aforesaid and in said year such annual tax shall be computed, extended and collected in the same manner as now or hereafter provided by law for the computation, extension and collection of taxes for general and special purposes of the Village, and when collected, the taxes hereby levied shall be placed to the credit of a special fund to be designated the "Series 2017B Bond Fund" (the "Bond Fund"), which fund is hereby irrevocably pledged to and shall be used only for the purpose of paying the principal and interest on the Bonds.

Principal or interest coming due at any time when there are not sufficient funds on hand from the foregoing tax levy to pay the same shall be paid from the general funds of the Village, and the fund from which such payment was made shall be reimbursed from the Pledged Taxes when the same shall be collected.

The Village covenants and agrees with the purchasers and the holders of the Bonds that so long as any of the Bonds remains Outstanding, except as herein otherwise specifically provided,

the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to levy and collect the foregoing tax levy. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Taxes may be levied, extended and collected as provided herein and deposited into the Bond Fund. To the extent that the Village has funds (including the Pledged Revenues) available on March 31, 2018, and on the 31<sup>st</sup> day of each March thereafter, to timely pay the principal and interest on the Bonds on the ensuing June 15 and December 15, the Village Clerk is hereby authorized to abate the tax levy for the Bonds for the applicable tax year by filing a certificate of abatement with the County Clerk.

**Section 14. Alternate Revenue Source; Pledged Revenues.** For the purpose of providing funds required to pay the interest on the Bonds promptly when and as the same falls due, and to pay and discharge the principal thereof at maturity, the Village covenants and agrees with the Purchaser and the owners of the Bonds that the Village will appropriate moneys lawfully available in the general corporate fund annually in such amounts and in a timely manner so as to provide for the payment of the Bonds. The Pledged Revenues shall be transferred or deposited into the Bond Fund. The Pledged Revenues are hereby pledged to the payment of the Bonds, and the Board covenants and agrees to provide for, appropriate, collect and apply the Pledged Revenues to the payment of the Bonds. The Village is authorized to issue from time to time Additional Bonds payable from the Pledged Revenues, as permitted by the Debt Reform Act, and to determine the lien priority of any such obligations.

**Section 15. General Covenants.** The Village covenants and agrees with the registered owners of the Bonds, so long as any Bonds remain Outstanding, as follows:

A. The Village will punctually pay or cause to be paid from the Bond Fund the principal of and interest on the Bonds in strict conformity with the terms of the Bonds and this Ordinance, and it will faithfully observe and perform all of the conditions, covenants and requirements thereof and hereof.

B. The Village will pay and discharge, or cause to be paid and discharged, from the Bond Fund any and all lawful claims which, if unpaid, might become a lien or charge upon the Pledged Moneys, or any part thereof, or which might impair the security of the Bonds. Nothing herein contained shall require the Village to make any such payment so long as the Village in good faith shall contest the validity of said claims.

C. The Village will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the Village, in which complete and correct entries shall be made of all transactions relating to the Pledged Moneys and the Bond Fund.

D. The Village will preserve and protect the security of the Bonds and the rights of the registered owners of the Bonds, and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Bonds by the Village, the Bonds shall be incontestable by the Village.

E. The Village will adopt, make, execute and deliver any and all such further ordinances, resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention of, or to facilitate the performance of, this Ordinance, and for the better assuring and confirming unto the registered owners of the Bonds of the rights and benefits provided in this Ordinance.

F. As long as any Bonds are Outstanding, the Village will deposit the 2017A Pledged Taxes to the Bond Fund, or, alternatively, the Village will cause the Pledged Taxes to be deposited with the Trustee directly from the County Treasurer. The Village covenants and agrees with the purchasers of the Bonds and with the registered owners thereof that so long as any Bonds remain Outstanding, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village: (i) to allocate or collect the Pledged Revenues (including any reduction in the rate thereof); (ii) to levy the Pledged Taxes; or (iii) to collect and to segregate the Pledged Moneys. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Revenues can be allocated and collected, that the Pledged Taxes can be levied and extended and that the Incremental Property Taxes and the Pledged Taxes may be collected and deposited into the Bond Fund as provided herein.

G. The Bonds shall be and forever remain, until paid or defeased, a general obligation of the Village, for the payment of which its full faith and credit are pledged, and shall be payable, both from the Pledged Revenues, as herein provided, and from the levy of the Pledged Taxes, all as provided in the Reform Act.

**Section 16. Creation of Proceeds Funds; Appropriation.** The Proceeds Fund is hereby created for the Bonds which shall consist of the Expense Account and the Refunding Account. Bond proceeds and other funds of the Village as noted are hereby appropriated and shall be deposited for use as follows:

A. Accrued interest, if any, and capitalized interest, if any, on the Bonds shall be used to pay the first interest due on the Bonds and to such end are hereby appropriated for such purpose and ordered to be deposited into the Bond Fund.

B. The amount necessary from the proceeds of the Bonds is hereby appropriated for and shall be used to pay costs of issuance of the Bonds; and shall be deposited into a separate account, hereby created, designated as the Expense Account. Any disbursement from such account shall be made from time to time as necessary. Any excess in the Expense Account shall be

deposited into the Bond Fund after 30 days from the date of issuance of the Bonds. At the time of issuance of the Bonds, the costs of issuance may be paid by the Purchaser on behalf of the Village from the proceeds of the Bonds.

C. The amount necessary from the proceeds of the Bonds and any amount available in prior debt service funds for the Prior Bonds is hereby appropriated for, and shall be used to pay for the costs of the Refunding; and shall be deposited into a separate account, hereby created, designated as the Refunding Account. The amount used for the Refunding may be wired directly from the closing on the Bonds to the paying agent on the Refunded Bonds. The Refunding Account may be maintained in an escrow account (the "Escrow Account"), with an escrow agent, pursuant to an escrow agreement hereby authorized for the purpose of paying the principal of, premium, if any, and interest as provided above. The Designated Officers are hereby authorized to execute an escrow agreement on behalf of the Village. Amounts in the Escrow Account may be used to purchase open-market Government Securities, sufficient to provide for the Refunding. An escrow agent is hereby authorized to act as agent for the Village in the purchase of the Government Securities, if any. In the event that U.S. Treasury Securities – State and Local Government Series are not available or in the event that open-market Government Securities provides for a greater savings, the escrow agent and the Village are hereby authorized to use a bidding agent to facilitate the purchase of the Government Securities. A verification agent is hereby authorized and shall prepare a verification report concerning the moneys deposited into the Escrow Account.

**Section 17. Call of the Refunded Bonds.** In accordance with the redemption provisions of the Prior Bond Ordinance, the Village hereby makes provision for the payment of and does hereby call (subject only to the delivery of the Bonds), the Refunded Bonds for redemption and payment prior to maturity on such date as determined by the Village President.

**Section 18. Defeasance of the Bonds.** Any Bond or Bonds: (a) which are paid and canceled; (b) which have matured and for which sufficient sums been deposited with a bank or trust company authorized to keep trust accounts to pay all principal and interest due thereon; or (c) for which sufficient United States funds and Defeasance Obligations have been deposited with a bank or trust company authorized to keep trust accounts, taking into account investment earnings on such obligations, to pay all principal of and interest on such Bond or Bonds when due at maturity or as called for redemption, pursuant to an irrevocable escrow or trust agreement (such Bonds as described in this clause (c) being Defeased Bonds), shall cease to have any lien on or right to receive or be paid from the Pledged Taxes and shall no longer have the benefits of any covenant for the registered owners of Outstanding Bonds as set forth herein as such relates to lien and security of the Outstanding Bonds. All covenants relative to the Tax-Exempt status of such Bond or Bonds; and payment, registration, transfer, and exchange are expressly continued for all Bonds whether Outstanding Bonds or not.

**Section 19. General Tax Covenants.** The Village hereby covenants that it will not take any action, omit to take any action, or permit the taking or omission of any action, within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting, or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause the interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The Village acknowledges that, in the event of an examination by the Internal Revenue Service (the “IRS”) of the exemption from federal income taxation for interest paid on the Bonds, under present rules, the Village may be treated as a “taxpayer” in such examination and agrees that it will respond in a commercially reasonable manner to any inquiries from the IRS in connection with such examination.

The Village also agrees and covenants with the Purchaser and holders of the Bonds from time to time Outstanding that, to the extent possible under Illinois law, it will comply with whatever federal tax law is adopted in the future which applies to the Bonds and affects the Tax-Exempt status of the Bonds.

The Board hereby authorizes the officials of the Village responsible for issuing the Bonds, the same being the Designated Officers, to make such further covenants and certifications as may be necessary to assure that the use thereof will not cause the Bonds to be arbitrage bonds and to assure that the interest on the Bonds will be Tax-Exempt. In furtherance therewith, the Village and the Board further agree: (a) through its officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to consult with counsel approving the Bonds and comply with such advice as may be given; (c) to pay to the United States, as necessary, such sums of money representing required rebates of excess arbitrage profits relating to the Bonds; (d) to file such forms, statements, and supporting documents as may be required and in a timely manner; and (e) if deemed necessary or advisable by the Designated Officers, to employ and pay fiscal agents, municipal advisors, attorneys, and other persons to assist the Village in such compliance.

**Section 20. Not Private Activity Bonds.** None of the Bonds is a “private activity bond” as defined in Section 141(a) of the Code. In support of such conclusion, the Village certifies, represents and covenants as follows:

A. None of the proceeds of the Prior Bonds were or are to be used, directly or indirectly, in any trade or business carried on by any person other than a state or local governmental unit.

B. No direct or indirect payments were or are to be made on the Bonds (or the Prior Bonds) with respect to any private business use by any person other than a state or local governmental unit other than generally as a rate payer.

C. None of the proceeds of the Bonds (or the Prior Bonds) were or are to be used, directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.

D. No user of the Prior Project, other than the Village, did or will use the same on any basis other than the same basis as the general public; and no person will be a user as a result of (1) ownership, (2) actual or beneficial use pursuant to a lease, a management or incentive payment contract, or (3) any other arrangement.

**Section 21. Qualified Tax-Exempt Obligations.** The Village recognizes the provisions of Section 265(b)(3) of the Code which provide that a “qualified tax-exempt obligation” as therein defined may be treated by certain financial institutions as if it were acquired on August 7, 1986, for certain purposes. The Village hereby designates each of the Bonds as may be from time to time outstanding for purposes of Section 265(b)(3) of the Code as a “qualified tax-exempt obligation” as provided therein.

In support of such designation, the Village certifies, represents and covenants as follows:

A. None of the Bonds is a “private activity bond” as defined in Section 141(a) of the Code.

B. Including the Bonds, the Village (including any entities subordinate thereto) has not and does not reasonably expect to issue in excess of \$10,000,000 in “qualified tax-exempt obligations” during calendar year 2017.

C. Including the Bonds, not more than \$10,000,000 of obligations issued by the Village (including any entities subordinate thereto) during the calendar year 2017 have been to date or will be designated by the Village for purposes of said Section 265(b)(3).

**Section 22. Continuing Disclosure Undertaking.** The Designated Officers are each hereby authorized, empowered and directed to execute and deliver a continuing disclosure undertaking under Section (b)(5) of Rule 15c2-12 adopted by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Continuing Disclosure Undertaking”). When such Continuing Disclosure Undertaking is executed and delivered on behalf of the Village, it will be binding on the Village and the officers, agents, and employees of the Village, and the same are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and

comply with the provisions of such Continuing Disclosure Undertaking as executed. Notwithstanding any other provisions of this Ordinance, the sole remedies for failure to comply with such Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Bond to seek mandamus or specific performance by court order, to cause the Village to comply with its obligations under the Continuing Disclosure Undertaking.

**Section 23. Noncompliance with Tax Covenants.** Notwithstanding any other provisions of this Ordinance, the covenants and authorizations contained in this Ordinance and other documents executed by the Village which are designed to preserve the exclusion of interest on the Bonds from gross income under federal law need not be complied with if the Village receives an opinion of nationally recognized bond counsel that any such provision is unnecessary to preserve the exemption from federal taxation.

**Section 24. Registered Form.** The Village recognizes that Section 149(j) of the Code, as amended, requires the Bonds to be issued and to remain in fully registered form in order that interest thereon not be includable in gross income for federal income tax purposes under laws in force at the time the Bonds are delivered. The Village will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

**Section 25. Reimbursement.** None of the proceeds of the Bonds will be used to pay, directly or indirectly, in whole or in part, for an expenditure that has been paid by the Village prior to the date hereof except architectural or engineering costs incurred prior to commencement of the Project or expenditures for which an intent to reimburse has been properly declared under or otherwise authorized by Treasury Regulations Section 1.150-2.

**Section 26. Ordinance to Constitute a Contract.** The provisions of this Ordinance shall constitute a contract between the Village and the registered owners of the Bonds. Any pledge made in this Ordinance and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the Village shall be for the equal benefit, protection and security of the owners of the Bonds. Each of the Bonds, regardless of the time or times of their issuance, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to this Ordinance. This Ordinance shall constitute full authority for the issuance of the Bonds.

**Section 27. Amendments of and Supplements to the Ordinance.**

A. *Without Consent of Bondholders.* The Village may amend or supplement this Ordinance or the Bonds without notice to or consent of any Bondholder:

- (1) to cure any ambiguity, inconsistency or formal defect or omission;

(2) to grant for the benefit of the Bondholders additional rights, remedies, powers or authority;

(3) to provide for additional collateral for the Bonds or to add other agreements of the Village;

(4) to modify this Ordinance or the Bonds to permit qualifications under the Trust Indenture Act of 1939 or any similar Federal statute at the time in effect, or to permit the qualification of the Bonds for sale under the securities laws of any state of the United States; or

(5) to make any change (including, but not limited to, a change to reflect any amendment to the Code or interpretations by the IRS of the Code) that does not materially adversely affect the rights of any Bondholder.

B. *With Consent of Bondholders.* If an amendment of or supplement to this Ordinance or the Bonds without any consent of Bondholders is not permitted by the preceding paragraph, the Village may enter into such amendment or supplement upon not less than 30 days, notice to Bondholders and with the consent of the holders of at least a majority in principal amount of the Bonds then Outstanding. However, without the consent of each Bondholder affected, no amendment or supplement may:

(1) extend the maturity of the principal of, or interest on, any Bond;

(2) reduce the principal amount of, or rate of interest on, any Bond;

(3) affect a privilege or priority of any Bond over any other Bond;

(4) reduce the percentage of the principal amount of the Bonds required for consent to such amendment or supplement;

(5) impair the exclusion of interest on the Bonds from the federal gross income of the owner of any Bond; or

(6) eliminate any mandatory redemption of the Bonds or call for mandatory redemption or reduce the redemption price of such Bonds.

So long as the Bond Insurance Policy securing all of the Outstanding Bonds is in effect, the Bond Insurer shall be deemed to be the registered owner of the Bonds secured thereby for the purpose of amending, modifying or supplementing this Ordinance, provided, however, the Bond Insurer shall not be deemed the registered owner of the Bonds with respect to any amendment or supplement described in clauses (1) through (6) of the preceding paragraph.

C. *Effect of Consents.* After an amendment or supplement becomes effective, it will bind every Bondholder. For purposes of determining the total number of Bondholders' consents, each Bondholder's consent will be effective with respect to the Bondholder who consented to it and each subsequent holder of a Bond or portion of a Bond evidencing the same debt as the consenting holder's Bond.

D. *Notation on or Exchange of Bonds.* If an amendment or supplement changes the terms of the Bond, the Village may require the holder to deliver it to the Bond Registrar. The Bond Registrar may place an appropriate notation on the Bond about the changed terms and return it to the holder. Alternatively, if the Bond Registrar and the Village determine, the Village in exchange for the Bond will issue and the Bond Registrar will authenticate a new Bond that reflects the changed terms.

**Section 28. Issuance of Additional Bonds.** Notwithstanding any provision of this Ordinance, the Village may issue other bonds and incur other obligations on a parity basis with the Bonds or on a subordinate basis to the Bonds, without the consent of or notice to the holders of the Outstanding Bonds, as permitted by the Debt Reform Act, and to determine the lien priority of any such obligations.

**Section 29. Municipal Bond Insurance.** In the event the payment of principal of and interest on the Bonds is insured pursuant to a Municipal Bond Insurance Policy issued by a bond insurer (the "Bond Insurer"), and as long as such Municipal Bond Insurance Policy shall be in full force and effect, the Village and the Bond Registrar agree to comply with such usual and reasonable provisions regarding presentment and payment of the Bonds, subrogation of the rights of the Bondholders to the Bond Insurer when holding Bonds, amendment hereof, or other terms, as approved by the Village President on advice of the Village Attorney, his approval to constitute full and complete acceptance by the Village of such terms and provisions under authority of this section.

**Section 30. Tax Levy for Refunded Bonds.** The Designated Officers are hereby authorized to file a certificate of abatement with the Cook County Clerk abating the tax levy for the Refunded Bonds.

**Section 31. Approval of Financing Participants.** The selection and retention of: (a) Louis F. Cainkar, Ltd., to serve as Bond Counsel; (b) Speer Financial, Inc., to serve as Municipal Advisor; (c) Chapman and Cutler LLP, to serve as Disclosure Counsel; (d) George K. Baum and Company, to serve as Underwriter; and (e) all other participants required to sell the Bonds, including, but not limited to, paying agent, bidding agent, verification agent, bond registrar, escrow agent, municipal advisor, rating agency, printers, and security services, all in connection with the issuance of the Bonds, is hereby ratified, confirmed and approved. The Village President

is hereby authorized to execute agreements with all of the financing participants on behalf of the Village.

**Section 32. Supplemental Documents.** The Designated Officers are hereby authorized to execute or attest such documents as necessary to carry out the intent of this Ordinance, the execution of such documents to constitute conclusive evidence of their approval and approval hereunder.

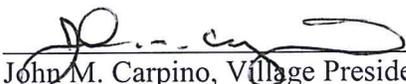
**Section 33. Severability.** If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

**Section 34. Repealer and Effective Date.** All resolutions, ordinances, orders or parts thereof in conflict herewith be and the same are hereby repealed, and this Ordinance shall be in full force and effect forthwith upon its passage.

**ADOPTED** by the Village President and Board of Trustees of the Village of Willow Springs, Cook County, Illinois this 14<sup>th</sup> day of September, 2017, on a roll call vote, as follows:

	YES	NO	ABSENT	PRESENT
Birks	✓			✓
Imbarrato	✓			✓
Kennedy	✓			✓
Neddermeyer	✓			✓
Stanphill	✓			✓
(Village President John M. Carpino)				✓
TOTAL				

**APPROVED** by the Village President this 14<sup>th</sup> day of September, 2017.

  
 John M. Carpino, Village President

ATTEST:

  
 Mary Jane Mannella, Village Clerk

