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**VILLAGE OF WILLOW SPRINGS  
COOK COUNTY, ILLINOIS**

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**ORDINANCE  
NUMBER 2017-O-37**

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**AN ORDINANCE AUTHORIZING AND PROVIDING FOR THE  
ISSUANCE OF NOT TO EXCEED \$100,000 TAXABLE GENERAL  
OBLIGATION LIMITED BONDS, SERIES 2017C 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**

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**TRUSTEES**

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on November 16, 2017**

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WHEREAS, the Village of Willow Springs, Cook County, Illinois (the “Village”) has heretofore been duly organized as a municipal corporation and is now operating under the Illinois Municipal Code (65 ILCS 5/1-1-1, *et seq.*) and the Local Government Debt Reform Act (30 ILCS 350/1, *et seq.*) (collectively the “Act”); and

WHEREAS, the Mayor and Board of Trustees covenanted in 2012 when issuing the \$1,100,000 Taxable General Obligation Bonds (Alternate Revenue Source), Series 2012A (the “Prior Bonds”) that the Village would issue future bonds to pay for the debt service on the Prior Bonds (the “Refunding”); and

WHEREAS, the total estimated cost of the Refunding, including legal, financial, bond discount, printing and publication costs, and other expenses, is not less than \$100,000, and there are insufficient funds on hand and lawfully available to pay such costs; and

WHEREAS, the Mayor and Board of Trustees does hereby find and determine that upon the borrowing of said sum and the issuance of bonds of the Village in the amount of \$100,000, all in accordance with the provisions of the Section 8-5-16 of the Illinois Municipal Code, the aggregate outstanding bonds of the Village issued pursuant to said Section, including the bonds herein authorized, will not exceed one-half of one percent of the assessed value of all of the taxable property located within the Village, and accordingly, the Mayor and Board of Trustees is authorized to issue such bonds without submitting the question of such issuance to the electors of the Village; and

WHEREAS, the bonds so authorized shall be issued as limited bonds under the provisions of Section 15.01 of the Local Government Debt Reform Act of the State of Illinois and as such it is not necessary to submit the proposition of the issuance of the bonds to the voters of the Village for approval; and

WHEREAS, pursuant to and in accordance with the provisions of the Bond Issue Notification Act, a notice of a public hearing set for October 26, 2017 (the “Hearing”) was given: (i) by publication on October 19, 2017, at least once not less than 7 nor more than 30 days before

the date of the Hearing in the *Desplaines Valley News*, the same being a newspaper of general circulation in the Village; and (ii) by posting at least 48 hours prior to the Hearing at the principal office of the Village; and

WHEREAS, the Hearing was held on October 26, 2017, and at the Hearing, the Board explained the reasons for the proposed bond issue and permitted persons desiring to be heard an opportunity to present written or oral testimony within reasonable time limits; and

WHEREAS, the Hearing was finally adjourned on October 26, 2017 and not less than 7 days have passed since the final adjournment of the Hearing.

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

**Section 1. Definitions.**

“Act” is defined in the Preambles of the Ordinance.

“Additional Bonds” means any limited bonds issued in the future payable from the debt service extension base on a parity with the Bonds.

“Authorized Denominations” means \$5,000 and integral multiples of \$5,000, unless otherwise set forth in the Bond Order.

“Board of Trustees” means the Mayor and Board of Trustees of the Village.

“Bond” or “Bonds” means one or more, as applicable, of the not to exceed \$100,000 Taxable General Obligation Limited Bonds, Series 2017C authorized to be issued by this Ordinance.

“Bond Fund” means the Bond Fund created in Section 10 of this Ordinance.

“Bond Order” means that certain bond order, to be executed by the Mayor, setting forth certain details of the Bonds as provided in this Ordinance.

“Bond Purchase Agreement” is described in Section 9 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 the Village Treasurer, unless otherwise provided for in the Bond Order.

“Business Day” means any day other than a day on which banks in Chicago, Illinois are required to be closed.

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

“Defeasance Obligations” means any authorized investment of public funds as permitted by the Public Funds Investment Act (30 ILCS 235/0.01, *et seq.*).

“Designated Officers” mean the officers of the Village as follows: Mayor, Village Clerk, and Village Treasurer.

“Expense Account” means the account in the Proceeds Fund established hereunder and further described by Section 12 of this Ordinance.

“Fiscal Year” means that twelve-calendar month period beginning on the first day of January of any calendar year and ending on the last day of December of that calendar year.

“Illinois Municipal Code” means the Illinois Municipal Code (65 ILCS 5/1-1, *et seq.*), as supplemented and amended.

“Ordinance” means Ordinance No. 2017-O-37 passed November 16, 2017 by the Mayor and Board of Trustees and approved by the Mayor.

“Outstanding” when used with reference to the Bonds and Additional Bonds means such of those bonds which are outstanding and unpaid: provided, however, such term shall not include any of the Bonds or Additional Bonds: (i) which have matured and for which moneys are on deposit with proper paying agents or are otherwise sufficiently available to pay all principal thereof and interest thereon; or (ii) the provision for payment of which has been made by the Village by the deposit in an irrevocable trust or escrow of funds or direct, full faith and credit obligations of the United States of America, or other obligations unconditionally guaranteed as to timely payment by the United States Treasury or the Federal Deposit Insurance Corporation, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of and interest on such Bonds or Additional Bonds.

“Paying Agent” means the Village Treasurer, unless otherwise provided for in the Bond Order.

“Pledged Taxes” means the *ad valorem* taxes levied against all of the taxable property in the Village without limitation as to rate or amount, pledged hereunder by the Village as security for the Bonds.

“Proceeds Fund” means the Proceeds Fund created in Section 12 of this Ordinance and consists of the Refunding Account and the Expense Account.

“Purchase Price” means the price to be paid by the Purchaser for the Bonds as set forth in the Bond Purchase Agreement.

“Purchaser” means the person purchasing the Bonds as provided in the Bond Order.

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

“Reform Act” means the Local Government Debt Reform Act (30 ILCS 350/1, *et seq.*), as amended.

“Refunding” means the Refunding as described and defined in the Preambles of this Ordinance.

“Refunding Account” means the account in the Proceeds Fund established hereunder and further described by Section 12 of this Ordinance.

“Rule” means Rule 15c2-12 as promulgated by the Securities and Exchange Commission, as amended.

“Stated Maturity” means, with respect to any Bond, the date specified in such Bond as the fixed date on which the principal of such Bond or such interest is due and payable, whether by maturity or otherwise.

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

**Section 2. Incorporation of Preambles.** The Board of Trustees 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 to Issue Bonds.** It is hereby found and determined that the Village has been authorized by law to borrow the sum of not to exceed \$100,000 upon the credit of the Village and as evidence of such indebtedness to issue general obligation limited bonds of the Village to said amount, the proceeds to be used for the purpose of paying the cost of the Refunding, and it is necessary and in the best interests of the Village that there be issued at this time an amount not to exceed \$100,000 of the Bonds so authorized.

**Section 4. Bond Details.** There be borrowed on the credit of and for and on behalf of the Village an amount not to exceed \$100,000 for the purpose aforesaid; and that the Bonds shall be issued to said amount and shall be designated “Taxable General Obligation Limited Bonds, Series 2017C” and with such other series designation as set forth in the Bond Order (as hereinafter defined). The Bonds shall be dated such date, as set forth in the Bond Order, and shall also bear the date of authentication, shall be in fully registered form, shall be in denominations of \$5,000 each or authorized integral multiples thereof (unless otherwise set forth in the Bond Order) (but no single Bond shall represent installments of principal maturing on more than one date), shall be numbered 1 and upward. The Bonds shall become due and payable serially or be subject to mandatory redemption (subject to option of prior redemption as hereinafter set forth) on the dates, in the amounts and bearing interest per annum as set forth in the Bond Order. The Bonds shall bear interest from their date or from the most recent interest payment date to which interest has been paid or duly provided for, until the principal amount of the Bonds is paid, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable semi-annually, commencing with the first interest payment date as set forth in the Bond Order. Interest on each Bond shall be paid by check or draft of the Paying Agent, payable upon presentation 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 Record Date. The principal of the Bonds shall be payable in lawful money of the United States of America at the principal corporate trust office of the Bond Registrar.

The Bonds shall be signed by the manual or duly authorized facsimile signature of the Mayor and Village Clerk, and the seal of the Village may be affixed thereto or printed thereon. In case any 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 the Bond Registrar if signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

**Section 5. Registration of Bonds; Persons Treated as Owners.** The Village shall cause books (the “Bond Register”) for the registration and for the transfer of the Bonds as provided

in this Ordinance to be kept at the principal corporate trust office of the Bond Registrar, which is hereby constituted and appointed the registrar of the Village. The Village is authorized to prepare, and the Bond Registrar shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds.

Upon surrender for transfer of any Bond at the principal corporate trust office of the Bond Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by, the registered owner or his or her attorney 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 a new fully registered Bond or Bonds of the same maturity of authorized denominations, for a like aggregate principal amount. Any fully registered Bond or Bonds may be exchanged at said office of the Bond Registrar for a like aggregate principal amount of Bond or Bonds of the same maturity of other authorized denominations. 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 outstanding Bonds of each maturity authenticated by the Bond Registrar shall not exceed the authorized principal amount of Bonds for such maturity less previous retirements.

The Bond Registrar shall not be required to transfer or exchange any Bond during the period beginning at the close of business on the first day of the month of any interest payment date on such Bond and ending at the opening of business on such interest payment date, nor to transfer or exchange any Bond after notice calling such Bond for redemption has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of redemption of any Bonds.

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 or 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 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 except in the case of the issuance of a Bond or Bonds for the unredeemed portion of a Bond surrendered for redemption.

**Section 6. 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  
TAXABLE GENERAL OBLIGATION LIMITED BONDS, SERIES 2017C

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 at the Interest Rate per annum identified above on June 1 and December 1 of each year, commencing June 1, 2018, until said Principal Amount is paid. The principal of this Bond is payable in lawful money of the United States of America at the principal office of the Village Treasurer, as paying agent (the "Paying Agent"). Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Village Treasurer, Willow Springs, Illinois (the "Bond Registrar"), at the close of business on the 15<sup>th</sup> day of the calendar month next preceding any interest payment date occurring on the first day of any month, and shall be paid by the Paying Agent, payable upon presentation 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.

This Bond is a general obligation of the Village. The full faith, credit and resources of the Village are pledged to the punctual payment of the principal of and interest on the Bonds. This Bond is negotiable, subject to registration provisions, pursuant to the laws of the State of Illinois.

This Bond is one of a series of an authorized issue of Bonds of the Village of like date, tenor and effect, except as to rates of interest and dates of maturity; aggregating \$100,000 (the "Bond" or the "Bonds"); numbered consecutively; issued for the purpose of the Refunding (as such term is defined in the hereinafter defined Bond Ordinance) and costs related to the issuance of the Bonds, pursuant to and in all respects in compliance with the provisions of the Illinois Municipal Code and the Local Government Debt Reform Act of the State of Illinois (the "Reform Act"), and all laws amendatory thereof and supplemental thereto, and as approved by the Mayor and Board of Trustees (the "Board") under Ordinance No. 2017-O-37 passed by the Board on the 16<sup>th</sup> day of November, 2017 and approved by the Mayor on said date (the "Bond Ordinance").

This Bond is transferable by the Registered Owner hereof in person or by his or her attorney duly authorized in writing at the office of the Bond Registrar in Willow Springs, Illinois, but only in the manner, subject to the limitations and upon payment of the charges provided in the Bond Ordinance, and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefor.

The Bonds are issued in fully registered form in the denomination of \$5,000 each or authorized integral multiples thereof. This Bond may be exchanged at the office of the Bond Registrar for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations, upon the terms set forth in the Bond Ordinance. The Bond Registrar shall not be required to transfer or exchange any Bond during the period beginning at the close of business on the Record Date of any interest payment date on such Bond and ending at the opening of business on such interest payment date, nor to transfer or exchange any Bond after notice calling such Bond for

redemption has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of redemption of any Bonds.

The Village and the Bond Registrar may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and neither the Village nor the Bond Registrar shall be affected by any notice to the contrary.

It is hereby certified and recited that all conditions, acts and things required by the Constitution and laws of the State of Illinois to exist or to be done precedent to and in the issuance of this Bond, including the authorizing Act have existed and have been property done, happened and been performed in regular and due form and time as required by law; that the indebtedness of the Village, represented by the Bonds, and including all other indebtedness of the Village, howsoever evidenced or incurred, does not exceed any constitutional or statutory or other lawful limitation; and that provision has been made for the collection of a direct annual tax, in addition to all other taxes, on all of the taxable property in the Village sufficient to pay the interest hereon as the same falls due and also to pay and discharge the principal hereof at maturity or upon mandatory sinking fund redemption prior to maturity. Although this Bond constitutes a general obligation of the Village and no limit exists on the rate of said direct annual tax, the amount of said tax is limited by the provisions of the Property Tax Extension Limitation Law of the State of Illinois, as amended (the "Law"). The Law provides that the annual amount of the taxes to be extended to pay the issue of Bonds of which this Bond is one and all other limited bonds (as defined in the Local Government Debt Reform Act of the State of Illinois, as amended) hereafter issued by the Village shall not exceed the debt service extension base (as defined in the Law) of the Village (the "Base"), as more fully described in the proceedings of the Village providing for the issue of this Bond. The Village is authorized to issue from time to time additional limited bonds payable from the Base, as permitted by law, and to determine the lien priority of payments to be made from the Base to pay the Village's limited bonds.

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 Mayor and Board of Trustees, has caused this Bond to be signed by the duly authorized manual or facsimile signatures of the Mayor and Village Clerk, all as appearing hereon and as of the Dated Date as identified above.

  
\_\_\_\_\_  
Mayor

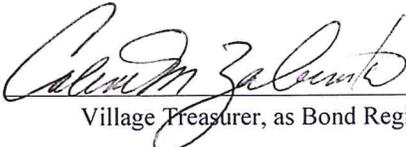
  
\_\_\_\_\_  
Village Clerk

Date of Authentication: \_\_\_\_\_

CERTIFICATE  
OF  
AUTHENTICATION

Bond Registrar  
and Paying Agent: Village Treasurer  
Village of Willow Springs, Illinois

This Bond is one of the Bonds described in the within mentioned Ordinance.

By:   
\_\_\_\_\_  
Village Treasurer, as Bond Registrar

**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 7. Sale of Bonds.** The Mayor is hereby authorized to proceed, without any further authorization or direction from the Board of Trustees, to sell and deliver the Bonds upon the terms as prescribed in this Ordinance. The Bonds hereby authorized shall be executed as in this Ordinance provided as soon after the delivery of the Bond Order as may be, and thereupon be deposited with the Village Treasurer, and, after authentication thereof by the Bond Registrar, be by said Village Treasurer delivered to the Purchaser, upon receipt of the purchase price therefor, the same being not less than par (exclusive of original issue discount, if any, plus premium, if any) plus accrued interest to the date of delivery, if any, it being found to determine that the sale of the Bonds to the Purchaser is in the best interest of the Village and that no person holding any office of the Village, either by election or appointment, is in any manner interested, directly or indirectly, in his or her own name or in the name of any other person, association, trust or corporation, in the sale of the Bonds to the Purchaser. The Purchaser is authorized to pay the costs of issuance of the Bonds and to receive a credit against the Purchase Price of the Bonds therefor.

Upon the sale of the Bonds, as evidenced by the execution and delivery of the Bond Order, the Designated Officers shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds as may be necessary, including, without limitation, the contract for the sale of the Bonds between the Village and the Purchaser (the “Bond Purchase Agreement”). Prior to the execution and delivery of the Bond Purchase Agreement, the Mayor shall find and determine that no person holding any office of the Village either by election or appointment, is in any manner financially interested directly in his or her own name or indirectly in the name of any other person, association, trust or corporation, in the Bond Purchase Agreement.

The Bond Order shall be entered into the records of the Village and made available to the Board of Trustees at the next regular meeting thereof; but such action shall be for information purposes only, and the Board of Trustees shall have no right or authority at such time to approve or reject such sale as evidenced in the Bond Order.

**Section 8. Series 2017C Bond Fund.** There is hereby created a special fund of the Village, which fund shall be held separate and apart from all other funds and accounts of the Village and shall be known as the “Village of Willow Springs Series 2017C Bond Fund” (the “Bond Fund”). The purpose of the Bond Fund is to provide a fund to receive and disburse the Pledged Taxes for any of the Bonds. All payments with respect to the Bonds shall be made directly from the Bond Fund. All Pledged Taxes shall be deposited to the Bond Fund. The Bond Fund and its respective accounts constitute a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the Village by this Ordinance.

**Section 9. Investments.** Moneys on deposit in and to the credit of the Bond Fund shall be invested by the Village Treasurer, but only in Defeasance Obligations or investments permitted by Illinois law. Such investments shall mature or be subject to redemption at the option

of the holder thereof prior to the time when needed and may be sold from time to time by the Village Treasurer as funds may be needed for the purpose for which said subaccount has been created. Moneys in the Bond Fund shall be invested by the Village Treasurer, if necessary, in investments restricted as to yield, which investments may be in United States Treasury Obligations-State and Local Government Series, if available, and to such end the Village Treasurer shall refer to any investment restrictions covenanted by the Village or any designated officer thereof as part of the transcript of proceedings for the issuance of the Bonds, and to appropriate opinions of counsel.

**Section 10. Use of Bond Proceeds; Proceeds Fund; Refunding Account; Expense Account.** From the amounts received upon sale of the Bonds, all principal proceeds shall be deposited into a special fund to be designated “Village of Willow Springs Series 2017C Proceeds Fund” (the “Proceeds Fund”), hereby created, and disbursements shall be made from the Proceeds Fund only for payment of costs of the Refunding and expenses of issuance of the Bond or otherwise incidental to the Bond or such Refunding, and for which the principal proceeds are hereby appropriated. The Proceeds Fund shall consist of the Refunding Account and the Expense Account and shall be allocated as follows:

A. Accrued interest, if any, and capitalized interest, if any, received by the Village upon the sale of the Bonds shall be remitted by the Village Treasurer for deposit into the Bond Fund, and be used to pay first interest coming due on the Bonds.

B. The Village shall then allocate from the Bond proceeds the sum necessary to pay for the costs of the Refunding, which shall be deposited into the Refunding Account or which may be paid directly to the paying agent for the Prior Bonds.

C. The Village shall then allocate from the Bond proceeds the sum necessary for expenses incurred in the issuance of the Bonds which shall be deposited into an “Expense Account” to be maintained by the Village Treasurer and disbursed for such issuance expenses, which disbursements are hereby expressly authorized. Moneys not disbursed from the Expense Account within 30 days shall be transferred by the Village for deposit in the Bond Fund.

**Section 11. Pledged Taxes; Tax Levy.** 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. 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, and as provided in Section 15 of the Reform Act, 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 Clerk is hereby directed to file with the County Clerk of Cook County, Illinois the Bond Order and this Ordinance providing that there be levied upon all of the 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 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 maturing at any time when there are insufficient funds on hand from the Pledged Taxes 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 out of the Pledged Taxes when 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, 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 and the Village and its officers will comply with all present and future applicable laws in order to assure that the foregoing taxes will be levied, extended and collected as provided herein and deposited in the fund established to pay the principal of and interest on the Bonds.

**Section 12. Limitation on Extension; Additional Obligations.** Notwithstanding any other provision of this Ordinance, the annual amount of the Pledged Taxes to be extended by the County Clerk to pay the Bonds and all other limited bonds (as defined in the Debt Reform Act) heretofore and hereafter issued by the Village shall not exceed the debt service extension base (as defined in the Property Tax Extension Limitation Law) of the Village (the “Base”).

No limit, however, exists on the rate of the Pledged Taxes levied herein, and the Bonds shall constitute a general obligation of the Village.

The Village is authorized to issue from time to time additional limited bonds payable from the Base and to determine the lien priority of payments to be made from the Base to pay the Village’s limited bonds.

**Section 13. Abatement of Pledged Taxes.** The Village Clerk may, prior to the time the Pledged Taxes levied in such calendar year are extended, direct the abatement of the Pledged Taxes, and proper notification of such abatement shall be filed with the County Clerk in a timely manner to effect such abatement but only if the Village Treasurer certifies that moneys are on deposit in the Bond Fund sufficient to pay the principal and interest payments for which the Pledged Taxes are being levied.

**Section 14. General Covenants.** The Village covenants and agrees with the holders of the Bonds, that, so long as any Bonds remain Outstanding:

A. The Village will punctually pay or cause to be paid from the Bond Fund the principal of, interest on, and premium, if any, to become due in respect to 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.

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 Taxes or upon any such funds in the hands of the Paying Agent, 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 Refunding, to the Pledged Taxes and to the Bond Fund. Such books of record and accounts shall at all times during business hours be subject to the inspection of the holders of not less than 10% of the principal amount of the Outstanding Bonds or their representatives authorized in writing.

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 holders of the Bonds of the rights and benefits provided in this Ordinance.

F. As long as any Bonds are Outstanding, the Village will continue to deposit the Pledged Taxes to the Bond Fund. 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 to collect the Pledged Taxes. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Taxes may be collected as provided herein and deposited into the Bond Fund.

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

**Section 15. Additional Bonds.** The Village reserves the right to issue Additional Bonds without limit, from time to time, payable from the Pledged Taxes, and any such Additional Bonds shall share ratably and equally in the Pledged Taxes with the Bonds.

**Section 16. Defeasance of the Bonds.** Bonds which are no longer Outstanding 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 for the Bonds in the Pledged Taxes.

If (a) the Bond is paid and canceled, (b) the Bond has matured and for which sufficient sums been deposited with the Paying Agent to pay all principal and interest due thereon, or (c) there are sufficient funds and Defeasance Obligations have been deposited with the Paying Agent or similar institution to pay, taking into account investment earnings on such obligations, all principal of and interest on the Bond when due at maturity or as called for redemption, pursuant to an irrevocable escrow or trust agreement, shall no longer have the benefits of any covenant for the registered owner of the Bond as set forth herein as such relates to lien and security of the outstanding Bond. All covenants relative to the tax-exempt status of the Bond; and payment, registration, transfer, and exchange; are expressly continued for the Bond whether outstanding or not.

**Section 17. Continuing Disclosure Undertaking.** If required by law, the Mayor is 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 the Continuing Disclosure Undertaking is executed and delivered on behalf of the Village as herein provided, the Continuing Disclosure Undertaking will be binding on the Village and the officers, employees and agents of the Village, and the officers, employees and agents of the Village 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 the Continuing Disclosure Undertaking as executed. Notwithstanding any other provision of this Ordinance, the sole remedy for failure to comply with the 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 18. Provisions a Contract.** The provisions of this Ordinance shall constitute a contract between the Village and the owners of the Outstanding Bonds and no changes, additions, or alterations of any kind shall be made hereto, except as herein provided, so long as there are any Outstanding Bonds.

**Section 19. 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 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 Outstanding Bonds. 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.

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 20. Supplemental Documents.** The Mayor, Village Clerk and Village Treasurer 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 21. Severability and Repealer.** If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance. All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Ordinance are to the extent of such conflict hereby repealed.

**Section 22. Effective Date.** This Ordinance shall be in full force and effect from and after its passage.

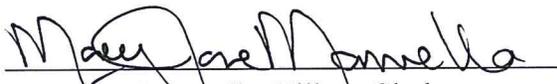
**PASSED** by the Village President and Board of Trustees of the Village of Willow Springs, Cook County, Illinois this 16<sup>th</sup> day of November, 2017, on a roll call vote, as follows:

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

**APPROVED** by the Village President this 16<sup>th</sup> day of November, 2017.



  
 John M. Carpino, Village President

  
 Mary Jane Mannella, Village Clerk