

Agenda
Village of Glen Ellyn
Village Board Workshop
Monday, September 10, 2012
7:00 P.M. – Galligan Board Room
Glen Ellyn Civic Center

1. Call to Order
2. Village Scorecard – Village President Pfefferman
3. Village Links Improvement Project Bonds – Finance Director Wachtel
4. Other Items?
5. Adjournment

MEMORANDUM

TO: Mark Franz, Village Manager *MF*
FROM: Kevin Wachtel, Finance Director *KW*
DATE: September 5, 2012
RE: Bonds for the Village Links project



Background

To provide capital for the Village Links clubhouse renovation project, it is necessary to borrow in the form of bonds. To achieve the lowest cost to borrow, we are planning to issue tax exempt General Obligation Bonds, which provide the greatest security to bond holders and result in the lowest interest rates. As in the past, the intent is to use golf course revenues to pay the principal and interest on the bonds, and then abate the property taxes annually.

The Village is utilizing the services of R.W. Baird and Company as our financial advisor and Chapman and Cutler as Bond Counsel. Stewart Diamond has also been involved as corporation counsel. The Village of Glen Ellyn has worked with these firms for previous bond issues, including the latest refunding in 2010.

Issues

The tentative schedule for issuing the bonds is as follows:

Monday, September 10, 2012..... Village Board Workshop to discuss the bonds.
Monday, September 24, 2012..... Village Board considers the construction contract award. Also, the Village Board would consider adopting a parameters ordinance to authorize the sale of the bonds.
September/October, 2012 (tba)..... Using the authorization provided in the parameters ordinance, two of the four officers (Village President, Village Clerk, Village Manager, and Finance Director) execute the final sale and closing of the bonds. We will receive the proceeds of the bonds prior to issuing payments for the construction.
Post bond closing..... The Village Board will receive a report of the final details of the bond issue, including the buyer, rates, etc.

Parameters ordinance

It is common for a parameters ordinance to include greater flexibility than what we anticipate. For example, the ordinance will permit issuing bonds up to \$5.0 million, but we are planning to issue \$4.5 million to cover the cost of construction. This ordinance also identifies maximum annual debt service payments of \$525,000 and an interest rate of 7%, which are both highly unlikely, as legal parameters. If the bond market would become so severely erratic resulting in such rates, we would not execute the bond sale. We will still keep in mind affordability to the Village Links.

Two of the following officials – Village President, Village Clerk, Village Manager, and Finance Director – will be required to sign off on the final bond order documents once the competitive sale has been completed. The specific dated of the bond sale and closing have not been finalized.

Ratings

In 2010, the Village was rated Aa1 by Moody's, one notch below their highest rating of Aaa. We are working with our financial advisers to update our rating, which is common when issuing new bonds. Bond investors use our rating to measure investment risk (the risk that we will not make principal and/or interest payments). Rating agencies, like Moody's, evaluate the totality of our financial circumstances, management, and a variety of other factors to grade our ability and willingness to make the bond payments on time and in full. In a competitive bond sale, the potential bond underwriters use the ratings to assess risk and provide a bid based on the ratings. The higher the rating, the lower the risk of default, which results in a lower interest rate. We will select the bond underwriter that bids the lowest overall interest rate over the life of the bonds.

Bond information

We are planning to issue bonds to be repaid over 20 years, with level debt service payments. Current pro forma are using interest rates between 2% and 4%. The final interest rates will be determined when the bids are received from interested bond underwriters, and are contingent upon our updated rating and their available pool of investable capital.

Financial forecast model

The Finance Commission spent considerable time reviewing the 10 year financial forecast of the Village Links project, including the underlying assumptions of activity. After their review, the Finance Commission thought the forecast was generally viable and flexible, but suggesting that the Village Board gain comfort in marketing and management plan for additional outings, banquets, and restaurant activity. The Finance Commission has provided a position statement on this topic, including a summary of the forecast, which is attached.

Recommendation

Management recommends adopting the parameters ordinance after the construction contract award at the Village Board meeting on September 24, 2012.

Action Requested

No action required at this time. After the construction contract is awarded, management will ask that the Village Board approve a parameters ordinance allowing for general obligation bonds to be issued.

Attachments

- Finance Commission Recommendation, including forecast
- Draft parameters ordinance
- Draft Bond Order
- Draft Continuing Disclosure Notice

Honorable Village President and Member of the Board of Trustees
 Village of Glen Ellyn
 535 Duane Street
 Glen Ellyn, IL 60137

Attn: Mark Pfefferman, Village President

Dear President Pfefferman and Village Board of Trustees Members:

At the August monthly Finance Commission meeting, we discussed the current proposal for expansion at the Village Links (the Links). Matt Pekarek, Recreation Director, presented the financial projections that the Village management is using as the basis for determining the financial viability of the expansion. This letter will summarize our review and highlight key assumptions that have been made for the projections.

The Board is aware of the background of this project so we will concentrate on the projections and our findings. The following table summarizes the projections.

<i>Summary of Financial Projections</i>					
<u>Cal</u>	<u>Operating</u>	<u>Debt</u>		<u>Net Cash</u>	<u>End of Year</u>
<u>Yr</u>	<u>Results</u>	<u>Payments</u>	<u>Cap Ex</u>	<u>Flow</u>	<u>Available</u>
					<u>Cash</u>
					<u>Reserves</u>
2007	812,365	(339,320)	(29,295)	443,750	2,236,000
2008	531,283	(339,320)	(177,409)	14,554	2,413,000
2009	408,837	(337,260)	(317,308)	(245,731)	2,202,000
2010	345,578	(340,420)	(6,454)	(1,296)	2,216,000
2011	374,469	(335,050)	(16,743)	22,676	2,284,000
2012	609,220	(337,418)	(231,000)	40,802	2,324,802
2013	403,100	(667,418)	(107,800)	(372,118)	1,952,684
2014	743,200	(672,418)	(109,000)	(38,218)	1,914,466
2015	713,680	(671,568)	(112,000)	(69,888)	1,844,578
2016	715,473	(669,943)	(115,000)	(69,470)	1,775,108
2017	717,079	(677,518)	(118,000)	(78,439)	1,696,669
2018	718,311	(673,968)	(122,000)	(77,657)	1,619,012
2019	718,606	(679,543)	(126,000)	(86,937)	1,532,075
2020	719,519	(678,868)	(130,000)	(89,349)	1,442,726
2021	720,628	(682,055)	(134,000)	(95,427)	1,347,299
2022	721,935	(459,680)	(138,000)	124,255	1,471,554
2023	722,872	(335,000)	(142,000)	245,872	1,717,426

The projections are only as good as the underlying assumptions. We have reviewed the model and highlighted what we think are the key assumptions below. The projections are a fair reflection of the assumptions that have been made. The projections provided are a "base case" or what management believes is their best estimate of what will happen.

We have also attached a summary of the financial projections (Addendum A) with a little more detail, including some key benchmarks.

Addendum A identifies the different Recreation Fund activities including, golf course (greens fees and carts), driving range, pro shop, administration, and food and beverage, with benchmarks for each. A key part of our analysis was a comparison of historical Recreation Fund results to the projections. The following highlights some of the key benchmarks and assumptions for these:

1. Golf Course - Greens fees, golf carts – The golf course (including driving range below) is the source of all profits at the Links. The restaurant and pro shop operate at slightly worse than break even. Golf course profits cover the administration costs, debt service and capital expenditures of the Recreation Fund.
 - a. Through 2011, the Links had experienced a drop in rounds of golf every year since 2008. Rounds played were 79,461 in 2007 and 68,810 in 2011.
 - b. There has been an increase in 2012 due to the favorable weather in the spring. Play during the summer has been consistent with prior years. Full year 2012 is expected to result in about 76,000 rounds.
 - c. The projections assume that because of the construction activities early in the year, 2013 rounds will be consistent with play in the years of 2009 -2011.
 - d. Beginning in 2014, rounds are expected to grow to 78,500 rounds and continue to grow at 1% per year. This is an increase of 10,000 rounds over 2011, or about 200 rounds per week.
 - e. It appears management expects to drive much of this growth through outings during the historically slow period of Mon – Thurs from 10 – 4.
2. Driving Range - The range expansion is expected to drive additional revenues of \$50,000 to \$60,000. There is little incremental cost to this revenue.
3. Administrative expenses - These are essentially flat, with small increases due to increased clubhouse activity.
4. Food & beverage – This has historically operated at a slight loss. This is at least partially due to the Keep Pace program on the weekend.
 - a. Revenues have historically been stable around \$550,000.
 - b. Revenues are projected to double with the new restaurant and banquet facilities.
 - c. The new revenue will drive incremental profits of about 15%, making total food and beverage margins about 5%.
 - d. Research on Arrowhead, operated by the Wheaton Park District, reflects that they made about 22% profit margins on about \$4.5m of revenue in 2011. While margins of 22% may be high for the Links with its smaller footprint, it is possible that the projected margins could be conservative.
5. Pro Shop – The Pro Shop has historically operated at a slight loss and no change is expected to these results after the completion of the expansion.

A “worst case” scenario was also run where there are no revenue increases. Under this scenario, the cash reserves are exhausted at the end of the ten year period. Management believes that if this scenario actually occurs, additional actions can be taken to the expense base to preserve cash reserves.

In conclusion, we have the following comments and observations:

1. Because of the high margins associated with golf and driving range, it's imperative the Links meets its increased play expectations in order to make this project viable. If rounds are flat, or continue to decrease from current levels, this project becomes very risky. *We recommend the Village Board gains comfort that appropriate marketing plans are in place to attract the additional outing and other activity necessary to drive this growth.*
2. Food and beverage is expected to provide very little in the way of additional profit to fund the expansion. This can be interpreted two ways,
 - a. This is a very risky business that if not run properly it could lose money or
 - b. There is an opportunity to beat these projections if the restaurant and banquet facilities are well managed.

Current management has an excellent track record running the golf course profitably. *We recommend that the Village Board gets comfort that the Links will be able to market and manage the banquet and restaurant facilities profitably.*

We hope this report has been helpful in your analysis of this project and we are willing to answer any questions you have.

Very truly yours,



Theodore A. Skirvin
Chairman
Finance Commission
Village of Glen Ellyn

Village of Glen Ellyn Finance Commission

Chris Faber	Evan Geiselhart
Becky McCloskey	Ted Moody
Bert Nuehring	Randy Parker
Tat Skirvin	

Addendum A

Village Links Clubhouse Expansion Model

Base Case

	Historical Data					Forecast		Projection				
	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Revenues	3,654,533	3,464,458	3,200,232	3,133,200	3,090,408	3,423,800	3,192,000	4,037,400	4,073,680	4,143,973	4,217,979	4,293,911
Total Operating Expenses	2,842,168	2,933,175	2,791,395	2,787,622	2,715,939	2,814,580	2,789,900	3,294,200	3,380,000	3,428,500	3,500,900	3,575,600
Operating Net	812,365	531,283	408,837	345,578	374,469	609,220	403,100	743,200	713,680	715,473	717,079	718,311
2004 Debt	339,320	339,320	337,260	340,420	335,050	337,418	332,418	337,418	336,568	334,943	342,518	338,968
2012 Debt (anticipated)						335,000	335,000	335,000	335,000	335,000	335,000	335,000
Subtotal - Debt	339,320	339,320	337,260	340,420	335,050	337,418	335,000	672,418	671,568	669,943	677,518	673,968
Net before Capital Expenditures	473,045	191,963	71,577	5,158	39,419	271,803	(264,318)	70,783	42,113	45,531	39,561	44,344
Capital Expenditures	29,295	177,409	317,308	6,454	16,743	231,000	107,800	109,000	112,000	115,000	118,000	122,000
Total Net	\$ 443,750	\$ 14,554	\$ (245,731)	\$ (1,296)	\$ 22,676	\$ 40,803	\$ (372,118)	\$ (38,218)	\$ (69,888)	\$ (69,469)	\$ (78,439)	\$ (77,656)
Projected available cash reserves	\$ 2,360,000	\$ 2,413,000	\$ 2,202,000	\$ 2,216,000	\$ 2,284,000	\$ 2,324,803	\$ 1,952,685	\$ 1,914,468	\$ 1,844,580	\$ 1,775,111	\$ 1,696,672	\$ 1,619,016

Golf Greens Fees and Carts Analysis

Green Fees - combined	1,939,536	1,858,538	1,758,920	1,717,383	1,645,196	1,798,000	1,700,000	1,874,900	1,896,800	1,919,000	1,941,500	1,964,400
Resident Cards	30,221	30,087	27,408	27,408	24,987	36,000	36,000	35,000	35,000	35,000	35,000	35,000
Carts - combined	417,928	399,744	361,190	383,444	382,366	444,000	390,000	435,900	441,300	446,800	452,400	458,100
Total Revenue	2,387,685	2,288,368	2,149,124	2,128,235	2,052,549	2,278,000	2,126,000	2,345,800	2,373,100	2,408,800	2,428,900	2,457,500
Rounds of Golf	79,461	75,200	71,869	72,699	68,810	76,100	71,100	78,579	79,560	80,544	81,530	82,520
Rev/Round - Greens Fees	\$ 24.41	\$ 24.71	\$ 24.47	\$ 23.62	\$ 23.91	\$ 23.63	\$ 23.91	\$ 23.86	\$ 23.84	\$ 23.83	\$ 23.81	\$ 23.81
Rounds/Week	1,528	1,446	1,382	1,398	1,323	1,463	1,367	1,511	1,530	1,549	1,568	1,587
Carts/Greens Fees	21.5%	21.5%	20.5%	22.3%	23.2%	24.7%	22.9%	23.2%	23.3%	23.3%	23.3%	23.3%
Golf Operating Expense	657,630	646,137	672,053	626,693	635,849	655,100	655,100	676,100	683,400	690,800	698,300	705,900
Golf Services	36,901	42,427	33,727	36,349	36,905	42,180	40,900	41,900	42,400	43,000	43,500	44,100
Mech Maint - Grounds/Golf	103,997	87,207	93,751	97,280	93,513	96,000	106,600	95,200	97,600	100,000	102,500	105,100
Mech Maint Carts	7,600	2,095	3,376	6,463	9,363	11,000	7,800	6,900	7,000	7,100	7,300	7,600
Golf Grounds Maintenance	842,880	819,628	848,652	826,426	704,654	750,000	750,000	750,400	769,200	788,400	808,100	828,300
Profit Margin	738,677	690,874	497,565	535,024	572,265	723,720	565,600	775,300	773,500	771,500	769,200	766,500
Profit Margin %	30.9%	30.2%	23.2%	25.1%	27.9%	31.8%	26.6%	33.1%	32.6%	32.1%	31.7%	31.2%

Driving Range

Driving Range Revenue	239,949	226,102	229,118	202,494	188,711	219,000	190,000	242,000	244,400	246,800	249,300	251,800
Driving Range/Greens Fees	12.4%	12.2%	13.0%	11.8%	11.5%	12.2%	11.2%	12.9%	12.9%	12.9%	12.8%	12.8%
Number of Buckets - Total	34,247	31,952	30,193	26,928	25,104	29,133	25,275	32,533	33,067	33,600	34,133	34,667
Buckets/Week	659	614	581	518	483	560	486	626	636	646	656	667
Rev/Bucket	\$ 7.01	\$ 7.08	\$ 7.59	\$ 7.52	\$ 7.52	\$ 7.44	\$ 7.39	\$ 7.39	\$ 7.39	\$ 7.35	\$ 7.30	\$ 7.26
Total Golf Course profit	978,626	916,977	726,683	737,518	750,976	942,720	755,600	1,017,300	1,017,900	1,018,300	1,018,500	1,018,300
Profit Margin	37.2%	36.5%	30.6%	31.6%	34.0%	37.8%	32.6%	39.3%	38.9%	38.5%	38.0%	37.6%

Administrative Expenses

Operating Expenses	383,614	514,428	403,925	456,494	473,092	457,000	457,000	516,000	521,000	526,000	532,000	537,000
Admin/Total revenues	9.1%	13.3%	11.0%	12.9%	13.5%	11.5%	12.5%	10.3%	10.3%	10.2%	10.0%	9.9%

DRAFT PARAMETERS ORDINANCE

ORDINANCE NUMBER _____

AN ORDINANCE providing for the issuance of not to exceed \$5,000,000 General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois, authorizing designated officers to sell said bonds by the execution of a bond order, and providing for the levy and collection of a direct annual tax sufficient for the payment of the principal of and interest on said bonds.

Adopted by the President and Board of
Trustees on the 24th day of September 2012.

Published in Pamphlet Form by Authority of
the President and Board of Trustees on the
____ day of September 2012.

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LIST OF EXHIBITS

- A—FORM OF BOND ORDER
- B—CONTINUING DISCLOSURE UNDERTAKING

ORDINANCE NUMBER _____

AN ORDINANCE providing for the issuance of not to exceed \$5,000,000 General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois, authorizing designated officers to sell said bonds by the execution of a bond order, and providing for the levy and collection of a direct annual tax sufficient for the payment of the principal of and interest on said bonds.

PREAMBLES

WHEREAS

A. The Village of Glen Ellyn, DuPage County, Illinois (the "*Village*"), has a population in excess of 25,000, and pursuant to the provisions of the 1970 Constitution of the State of Illinois and particularly Article VII, Section 6(a) thereof, is a home rule unit and as such may exercise any power or perform any function pertaining to its government and affairs, including, but not limited to, the power to tax and to incur debt.

B. Pursuant to the home rule provisions of Section 6, the Village has the power to incur debt payable from ad valorem property tax receipts or from any other lawful source and maturing within 40 years from the time it is incurred without prior referendum approval.

C. The President and Board of Trustees of the Village (the "*Corporate Authorities*") have previously considered the needs of the Village and have determined and do hereby determine that it is advisable, necessary and in the best interests of the Village to provide for various corporate capital improvements, including, but not limited to, improvements to the Village's golf course and related areas, all owned and operated by, in and for the Village (the "*Project*").

D. The Corporate Authorities have determined the total cost of the Project and costs and expenses incidental thereto, including in such costs and expenses all items of cost permitted under the home rule powers of the Village, and without limitation, costs of issuance of bonds,

capitalized interest, and reserves, to be not greater than \$5,000,000; and there are not moneys of the Village on hand and available for the purpose of providing for the payment of such costs.

NOW THEREFORE Be It Ordained by the President and Board of Trustees of the Village of Glen Ellyn, DuPage County, Illinois, in the exercise of its home rule powers, as follows:

Section 1. Definitions. Words and terms used in this Ordinance shall have the meanings given 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.

- A. The following words and terms are as defined in the preambles.

Corporate Authorities

Project

Village

- B. The following words and terms are defined as set forth.

“Act” means the Illinois Municipal Code, as supplemented and amended, and also the home rule powers of the Village under Section 6 of Article VII of the Illinois Constitution of 1970; and in the event of conflict between the provisions of the code and home rule powers, the home rule powers shall be deemed to supersede the provisions of the code.

“Ad Valorem Property Taxes” means the real property taxes levied to pay the Bonds as described and levied in (Section 14 of) this Ordinance.

“Bond Counsel” means Chapman and Cutler LLP, Chicago, Illinois.

“Bond Fund” means the Bond Fund established and defined in (Section 18 of) this Ordinance.

“*Bond Moneys*” means the Ad Valorem Property Taxes and any other moneys deposited into the Bond Fund and investment income held in the Bond Fund.

“*Bond Order*” means a Bond Order as authorized to be executed by Designated Officers of the Village as provided in (Section 16 of) this Ordinance, substantially in the form (with related certificates) as attached hereto as *Exhibit A*, and by which the final terms of the Bonds will be established.

“*Bond Purchase Agreement*” means the contract for the sale of the Bonds by and between the Village and the Purchaser, as evidenced by the executed Official Bid Form, in response to an Official Notice of Sale given by the Village in connection with the public competitive sale of the Bonds.

“*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 U.S. Bank National Association, or successor thereto, as bond registrar and paying agent for the Bonds, which bond registrar is a bank or trust company routinely in the business of providing such services and with a banking or corporate trust office currently located in the City of Chicago, Illinois.

“*Bonds*” means the not to exceed \$5,000,000 General Obligation Bonds, Series 2012 authorized to be issued by this Ordinance.

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

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

“*Continuing Disclosure Undertaking*” means the undertaking by the Village for the benefit of the Purchaser as authorized in (Section 17 of) this Ordinance and substantially in the form as attached hereto as *Exhibit B*.

“County” means The County of DuPage, Illinois.

“County Clerk” means the County Clerk of the County.

“Depository” means The Depository Trust Company, a limited purpose trust company organized under the laws of the State of New York, its successors, or a successor depository qualified to clear securities under applicable state and federal laws.

“Designated Officers” means any two of the President, Acting Village Clerk, Finance Director/Treasurer, or Village Manager of the Village, acting in concert.

“Financial Advisor” means Robert W. Baird & Co. Incorporated.

“Ordinance” means this Ordinance, numbered as set forth on the title page, and passed by the Corporate Authorities on the 24th day of September 2012.

“Purchase Price” means the price to be paid for the Bonds as set forth in the Bond Order, *provided* that no such price shall be less than 98% of the par value, plus accrued interest from the date of issue to the date of delivery, if any.

“Purchaser” means the purchaser of the Bonds, as the winning bidder at competitive sale.

“Record Date” means the 15th day of the month preceding any interest payment date.

“Tax-exempt” means the status of interest paid and received thereon as excludable from gross income of the owners thereof for federal income tax purposes and as not included as an item of tax preference in computing the alternative minimum tax for individuals and corporations under the Code, but as taken into account in computing an adjustment used in determining the federal alternative minimum tax for certain corporations.

C. Definitions also appear in the above preambles or in specific sections, as appearing below. The table of contents preceding and the headings in this Ordinance are for the convenience of the reader and are not a part of this Ordinance.

Section 2. Incorporation of Preambles. The Corporate Authorities hereby find that all of the recitals contained in the preambles to this Ordinance are true, correct and complete and do incorporate them into this Ordinance by this reference.

Section 3. Determination To Issue Bonds. It is necessary and in the best interests of the Village to provide for the Project, to pay all necessary or advisable related costs, and to borrow money and issue the Bonds for the purpose of paying a part of such costs. It is hereby found and determined that such borrowing of money is for a proper public purpose or purposes and is in the public interest, and is authorized pursuant to the Act; and these findings and determinations shall be deemed conclusive.

Section 4. Bond Details. A. For the purpose of providing for the Project, there shall be issued and sold the Bonds in the aggregate principal amount of not to exceed \$5,000,000.

B. The Bonds may each be designated "*General Obligation Bond, Series 2012*" or such other name or names or series designations as may be appropriate and as stated in a relevant Bond Order. The Bonds shall be dated on or before the date of issuance as may be set forth in a relevant Bond Order (the "*Dated Date*"); and each Bond shall also bear the date of authentication thereof. The Bonds shall be fully registered and in Book Entry Form, shall be in denominations of \$5,000 or integral multiples thereof (but no single Bond shall represent principal maturing on more than one date), and shall be numbered consecutively in such fashion as shall be determined by the Bond Registrar. The Bonds shall become due and payable serially on January 1 of any year, not later than January 1, 2033.

C. The Bonds shall mature in the amounts and in the years as shall be set forth in the relevant Bond Order, *provided, however*, that the *sum* of the principal of and interest on the Bonds due (or subject to mandatory redemption) in any given annual period from January 2 to the following January 1 (a “*Bond Year*”) shall not exceed \$525,000. Further conditions of sale and delivery are set forth below (Section 16).

D. Each Bond shall bear interest at a rate not to exceed seven percent (7%) per annum from the later of its Dated Date as herein provided or from the most recent interest payment date to which interest has been paid or duly provided for, until the principal amount of such Bond is paid or duly provided for, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on January 1 and July 1 of each year, commencing on such January 1 or July 1 as shall be provided in a relevant Bond Order. Interest on each Bond shall be paid by check or draft of the Bond Registrar, 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 registered owner of the Bond as shown in the Bond Registrar or at such other address furnished in writing by such Registered Owner, or as otherwise may be agreed with the Depository for so long as the Depository or its nominee is the registered owner as of a given Record Date. The principal of the Bonds shall be payable in lawful money of the United States of America upon presentation thereof at the office of the Bond Registrar maintained for the purpose or at successor Bond Register or locality.

Section 5. Registration of Bonds; Persons Treated as Owners. The Village shall cause books (the “*Bond Register*” as defined) for the registration and for the transfer of the Bonds as provided in this Ordinance to be kept at the office of the Bond Registrar maintained for such purpose, which is hereby constituted and appointed the registrar of the Village for the Bonds. The Village shall 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 of the Bond Registrar maintained for the purpose, 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 from the close of business on the Record Date for an interest payment to the opening of business on such interest payment date. 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 of each maturity authenticated by the Bond Registrar shall not at any one time exceed the authorized principal amount of Bonds for such 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 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 6. Book Entry Provisions. The Bonds shall be initially issued in the form of a separate single fully registered Bond for each maturity bearing the same interest rate. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in the name of the Depository or a designee or nominee of the Depository (such depository or nominee being the "*Book Entry Owner*"). Except as otherwise expressly provided, all of the outstanding Bonds from time to time shall be registered in the Bond Register in the name of the Book Entry Owner (and accordingly in Book Entry Form as such term is used in this Ordinance). Any Village officer, as representative of the Village, is hereby authorized, empowered, and directed to execute and deliver or utilize a previously executed and delivered Letter of Representations or Blanket Letter of Representations (either being the "*Letter of Representations*") substantially in the form common in the industry, or with such changes therein as the officer executing the Letter of Representations on behalf of the Village shall approve, his or her execution thereof to constitute conclusive evidence of approval of such changes, as shall be necessary to effectuate Book Entry Form. Without limiting the generality of the authority given with respect to entering into such Letter of Representations, 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, none of the Village, any Village officer, or 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, the Village, any Village officer, and the Bond Registrar shall have no 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 otherwise expressly provided in the Letter of Representations, 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 and in the Letter of Representations, (b) the agreement among the Village, the Bond Registrar, and the Depository evidenced by the Letter of Representations 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 either that they be able to obtain certificated Bonds or that another depository is preferable, the Village shall notify the Depository and the Depository shall notify the Depository Participants of the availability of Bond certificates, and the Bonds shall no longer be restricted to being registered in the Bond Register in the name of the Book Entry Owner. Alternatively, at such time, the Village may determine that the Bonds shall be registered in the name of and deposited with a successor depository operating a system accommodating Book Entry Form, as may be acceptable to the Village, or such depository’s agent or designee, but if the Village does not select such alternate

book entry system, then the Bonds shall be registered in whatever name or names registered owners of Bonds transferring or exchanging Bonds shall designate, in accordance with the provisions of this Ordinance.

Section 7. Execution; Authentication. The Bonds shall be executed on behalf of the Village by the manual or duly authorized facsimile signature of its President and attested by the manual or duly authorized facsimile signature of its Acting Village Clerk, as they may determine, and shall be impressed or imprinted with the corporate seal or facsimile seal 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 provided, 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.

Section 8. Term Bonds; Mandatory Redemption. The Bonds may be subject to mandatory redemption (as Term Bonds) as provided in the Bond Order; *provided, however*, that in such event the amounts due pursuant to mandatory redemption shall be the amounts used to satisfy the tests set forth in (Section 4 of) this Ordinance for the maximum amounts of principal and interest due on the Bonds in any given Bond Year. Bonds designated as Term Bonds shall be made subject to mandatory redemption by operation of the Bond Fund at a price of not to exceed par and accrued interest, without premium, on January 1 of the years and in the amounts

as shall be determined in a Bond Order. The Village covenants that it will redeem Term Bonds pursuant to the mandatory redemption requirement for such Term Bonds. Proper provision for mandatory redemption having been made, the Village covenants that the Term Bonds so selected for redemption shall be payable as at maturity, and taxes shall be levied and collected as provided herein accordingly

Section 9. Effects of Purchase or Optional Redemption of Term Bonds. If the Village redeems pursuant to optional redemption as may be provided or purchases Term Bonds of any maturity and cancels the same from Bond Moneys as hereinafter described, then an amount equal to the principal amount of Term Bonds so redeemed or purchased shall be deducted from the mandatory redemption requirements provided for Term Bonds of such maturity, first, in the current year of such requirement, until the requirement for the current year has been fully met, and then in any order of such Term Bonds as due at maturity or subject to mandatory redemption in any year, as the Village shall determine. If the Village redeems pursuant to optional redemption as may be provided or purchases Term Bonds of any maturity and cancels the same from moneys other than Bond Moneys, then an amount equal to the principal amount of Term Bonds so redeemed or purchased shall be deducted from the amount of such Term Bonds as due at maturity or subject to mandatory redemption requirement in any year, as the Village shall determine.

Section 10. Optional Redemption. As designated in the Bond Order, Bonds may be made subject to redemption prior to maturity at the option of the Village, from any available funds, in whole or in part, on any date specified, and if in part, in any order of maturity (and, if applicable, in any order of mandatory redemption payments) as selected by the Village, and if less than an entire maturity, in integral multiples of \$5,000, selected by lot by the Bond Registrar, at the redemption price of not to exceed 100% of the principal amount redeemed plus accrued

interest to the date fixed for redemption. As provided in the Bond Order, some portion or all of the Bonds may be made not subject to optional redemption

Section 11. Redemption Procedure. Bonds subject to redemption shall be identified, notice given, and paid and redeemed pursuant to the procedures as follows:

A. Notice to Registrar. For a mandatory redemption, the Bond Registrar shall proceed to redeem Bonds without any further order or direction from the Village whatsoever. For an optional redemption, the Village shall, at least 45 days prior to a 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 maturities and principal amounts of Bonds to be redeemed, and, if Term Bonds are to be redeemed, the application of the amount redeemed to the mandatory redemption schedule for such Term Bonds.

B. Selection of Bonds within a Maturity. For purposes of any redemption of less than all of the Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot by the Bond Registrar for the Bonds of such series and 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 make such selection upon the earlier of the irrevocable receipt of funds sufficient to pay the redemption price of the Bonds to be redeemed or the time of the giving of official notice of redemption.

C. Official Notice of Redemption. The Bond Registrar shall promptly notify the Village in writing of the Bonds or portions of Bonds selected for redemption and, in

the case of any Bond selected for partial redemption, the principal amount thereof to be redeemed. Unless waived by the registered owner of Bonds to be redeemed, official notice of any such redemption shall be given by the Bond Registrar on behalf of the Village by mailing the redemption notice by first class U.S. mail not less than 30 days and not more than 60 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 official notices of redemption shall include the name of the Bonds and at least the information as follows:

- (1) the redemption date;
- (2) the redemption price;
- (3) if less than all of the outstanding Bonds of a particular maturity are to be redeemed, the identification (and, in the case of partial redemption of Bonds within such maturity, the respective principal amounts) of the Bonds to be redeemed;
- (4) a statement 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; and
- (5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the office of the Bond Registrar maintained for that purpose.

D. Conditional Redemption. Unless moneys sufficient to pay the redemption price of the Bonds to be redeemed shall have been received by the Bond Registrar 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 Bond Registrar 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 was given, that such moneys were not so received and that such Bonds will not be redeemed.

E. Bonds Shall Become Due. Subject to the stated condition in paragraph (D) immediately preceding, official notice of redemption having been given as described, the Bonds or portions of Bonds 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 of Bonds 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. The procedure for the payment of interest due as part of the redemption price shall be as herein provided for payment of interest otherwise due.

F. Insufficiency in Notice Not Affecting Other Bonds; Failure to Receive Notice; Waiver. Neither the failure to mail such redemption notice, nor any defect in any notice so mailed, to any particular registered owner of a Bond, shall affect the sufficiency of such notice with respect to other registered owners. Notice having been properly given, failure of a registered owner of a Bond to receive such notice shall not be deemed to invalidate, limit or delay the effect of the notice or redemption action described in the notice. Such notice may be waived in writing by a registered owner of a Bond entitled to receive such notice, either before or after the event, and such waiver shall be the

equivalent of such notice. Waivers of notice by registered owners shall be filed with the Bond Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver. *In lieu of the foregoing official notice, so long as the Bonds are held in Book Entry Form, notice may be given as provided in the Representations Letter, and the giving of such notice shall constitute a waiver by the Depository and the Book Entry Owner, as registered owner, of the foregoing notice.*

G. New Bond in Amount Not Redeemed. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of like tenor, of authorized denominations, of the same maturity, and bearing the same rate of interest in the amount of the unpaid principal.

H. Effect of Nonpayment upon Redemption. If any Bond or portion of Bond called for redemption shall not be so paid upon surrender thereof for redemption, the principal shall, until paid or duly provided for, bear interest from the redemption date at the rate borne by the Bond or portion of Bond so called for redemption.

I. Bonds to Be Cancelled; Payment to Identify Bonds. All Bonds which have been redeemed shall be cancelled and destroyed by the Bond Registrar and shall not be reissued. Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

J. Additional Notice. The Village agrees to provide such additional notice of redemption as it may deem advisable at such time as it determines to redeem Bonds, taking into account any requirements or guidance of the Securities and Exchange Commission, the Municipal Securities Rulemaking Board, the Government Accounting

Standards Board, or any other federal or state agency having jurisdiction or authority in such matters; *provided, however*, that such additional notice shall be (1) advisory in nature, (2) solely in the discretion of the Village, (3) not be a condition precedent of a valid redemption or a part of the Bond contract, and (4) any failure or defect in such notice shall not delay or invalidate the redemption of Bonds for which proper official notice shall have been given. Reference is also made to the provisions of the Continuing Disclosure Undertaking of the Village with respect to the Bonds, which may contain other provisions relating to notice of redemption of Bonds.

K. Bond Registrar to Advise Village. As part of its duties hereunder, the Bond Registrar shall prepare and forward to the Village a statement as to notices given with respect to each redemption together with copies of the notices as mailed.

Section 12. Form of Bonds. The Bonds shall be in substantially the form hereinafter set forth; *provided, however*, that if the text of the Bonds is to be printed in its entirety on the front side of the Bonds, then the second paragraph on the front side and the legend "See Reverse Side for Additional Provisions" shall be omitted and the text of paragraphs set forth for the reverse side shall be inserted immediately after the first paragraph.

maintained by the Bond Registrar at the close of business on the applicable Record Date. The Record Date shall be the 15th day of the month preceding any interest payment date. Interest shall be paid by check or draft of the Bond Registrar, 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, or as otherwise agreed by the Village and the Bond Registrar for so long as this Bond is held by a qualified securities clearing corporation as depository, or nominee, in Book Entry Form as provided for same.

Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof, and such further provisions shall for all purposes have the same effect as if set forth at this place.

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 properly 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.

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 Glen Ellyn, DuPage County, Illinois, by its President and Board of Trustees, has caused this Bond to be executed by the manual or duly authorized facsimile signature of its President and attested by the manual or duly authorized facsimile signature of its Acting Village Clerk and its corporate seal or a facsimile thereof to be impressed or reproduced hereon, all as appearing hereon and as of the Dated Date identified above.

President, Village of Glen Ellyn
DuPage County, Illinois

ATTEST:

Acting Village Clerk, Village of Glen Ellyn
DuPage County, Illinois

[SEAL]

[FORM OF AUTHENTICATION]

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Ordinance and is one of the General Obligation Bonds, Series 2012, having a Dated Date of _____, 2012, of the Village of Glen Ellyn, DuPage County, Illinois.

U.S. BANK NATIONAL ASSOCIATION
Chicago, Illinois
as Bond Registrar

Date of Authentication: _____, _____

By _____
Authorized Officer

[FORM OF BONDS - REVERSE SIDE]

This bond is one of a series of bonds (the "*Bonds*") in the aggregate principal amount of \$ _____ issued by the Village for the purpose of paying a part of the costs of the Project, as defined in the hereinafter defined Ordinance, and of paying expenses incidental thereto, all as described and defined in the bond ordinance of the Village, passed by the President and Board of Trustees on the 24th day of September 2012, authorizing the Bonds (as supplemented by the Bond Order executed in connection with the sale of the Bonds, the "*Ordinance*"), pursuant to and in all respects in compliance with the applicable provisions of the Illinois Municipal Code, as supplemented and amended, and as further supplemented and, where necessary, superseded, by the powers of the Village as a home rule unit under the provisions of Section 6 of Article VII of the Illinois Constitution of 1970, (such code and powers being the "*Act*"), and with the Ordinance, which has been duly approved by the President, and published, in all respects as by law required.

This Bond is subject to provisions relating to [redemption and terms and notice of redemption,] registration, transfer, and exchange and such other terms and provisions relating to

security and payment as are set forth in the Ordinance, to which reference is hereby expressly made, and to all the terms of which the registered owner hereof is hereby notified and shall be subject.

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.

THE VILLAGE HAS DESIGNATED THIS BOND AS A "QUALIFIED TAX-EXEMPT OBLIGATION" PURSUANT TO SECTION 265(B)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

[FORM OF ASSIGNMENT]

ASSIGNMENT

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

Here insert Social Security Number, Employer Identification Number or other Identifying Number

(Name and Address 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 guaranteed: _____

NOTICE: The signature to this transfer and assignment 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 13. Security for the Bonds. 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 Ad Valorem Property Taxes on all of the taxable property in the Village, without limitation as to rate or amount.

Section 14. Tax Levy; Abatements. 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 of the taxable property within the Village, in the years for which any of the Bonds are outstanding, a direct annual tax (the "AD VALOREM PROPERTY TAXES") as limited by (Section 4 of) this Ordinance, and as shall be fully set forth in the Bond Order for the Bonds.* Ad Valorem Property Taxes and other moneys on deposit in the Bond Fund from time to time ("*Bond Moneys*" as herein defined) shall be applied to pay principal of and interest on the Bonds. Interest on or principal of the Bonds coming due at any time when there are insufficient Bond Moneys to pay the same shall be paid promptly when due from current funds on hand in advance of the deposit of the Ad Valorem Property Taxes; and when the Ad Valorem Property Taxes shall have been collected, reimbursement shall be made to said funds in the amount so advanced. The Village covenants and agrees with the purchasers and registered owners of the Bonds that so long as any of the 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 levy and collect the Ad Valorem Property Taxes. The Village and its officers will comply with all present and future applicable laws in order to assure that the Ad Valorem Property Taxes may lawfully be levied, extended, and collected as provided herein. In the event that funds from any other lawful source are made available for the purpose of paying any principal of or interest on the Bonds so as to enable the abatement of the taxes levied herein for

the payment of same, the Corporate Authorities shall, by proper proceedings, direct the transfer of such funds to the Bond Fund, and shall then direct the abatement of the taxes by the amount so deposited. The Village covenants and agrees that it will not direct the abatement of taxes until money has been deposited into the Bond Fund in the amount of such abatement. A certified copy or other notification of any such proceedings abating taxes may then be filed with the County Clerk in a timely manner to effect such abatement.

Section 15. Filing with County Clerk. Promptly, after this Ordinance becomes effective and upon execution of a Bond Order, a copy hereof, together with said Bond Order, certified by the Acting Village Clerk, shall be filed with the County Clerk. Under authority of this Ordinance, the County Clerk shall in and for each of the years as set forth in each and every Bond Order, ascertain the rate percent required to produce the aggregate Ad Valorem Property Taxes levied in each of such years; and the County Clerk shall extend the same for collection on the tax books in connection with other taxes levied in such years in and by the Village for general corporate purposes of the Village; and in each of those years such annual tax shall be levied and collected by and for and on behalf of the Village in like manner as taxes for general corporate purposes for such years are levied and collected, without limit as to rate or amount, and in addition to and in excess of all other taxes.

Section 16. Sale of Bonds; Bond Order; Official Statement. A. The Designated Officers are hereby authorized to proceed, without any further official authorization or direction whatsoever from the Corporate Authorities, to sell and deliver Bonds as herein provided. The Designated Officers shall be and are hereby authorized and directed to sell the Bonds to the Purchaser at not less than 98% of the par value thereof and upon the following conditions:

- (1) The Purchaser shall be the winning bidder at public competitive sale of the Bonds.

(2) The Financial Advisor shall provide advice (in the form of written certificate or report) that the terms of the Bonds are fair and reasonable in light of current conditions in the market for tax-exempt obligations such as the Bonds.

Nothing in this Section shall require the Designated Officers to sell the Bonds if in their judgment the conditions in the bond markets shall have markedly deteriorated from the time of adoption hereof, but the Designated Officers shall have the authority to sell the Bonds in any event so long as the limitations set forth in this Ordinance shall have been met. Incidental to any sale of the Bonds, the Designated Officers shall find and determine 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 agreement with the Purchaser for the purchase of the Bonds.

B. Upon the sale of the Bonds, 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, or both, such documents of sale of the Bonds as may be necessary, including, without limitation, a Bond Order, Preliminary Official Statement, Official Statement, Bond Purchase Agreement, closing documents; such certifications, tax returns, and documentation as may be required by Bond Counsel, including, specifically, a tax agreement, to render their opinions as to the Tax-exempt status of the interest on the Bonds; and such certifications, tax returns, and documentation as may be advised by Bond Counsel as appropriate, to establish and maintain the Tax-exempt status of the interest on the Bonds. The Preliminary Official Statement relating to the Bonds, such document to be in substantially the form now on file with the Acting Village Clerk and available to the President and Trustees and to members of the interested public, is hereby in all respects authorized and approved; and the proposed use by the Purchaser of an Official Statement (in substantially the form of the Preliminary Official Statement but with

appropriate variations to reflect the final terms of the Bonds) is also hereby authorized and approved. The Bond Purchase Agreement for the sale of the Bonds to the Purchaser (in this matter consisting of the Official Notice of Sale and Official Bid Form as appended to the Preliminary Official Statement), such document to be in substantially the form now on file with the Acting Village Clerk and available to the President and Trustees and to members of the interested public, is hereby in all respects authorized and approved. The Designated Officers are hereby authorized to execute each Bond Purchase Agreement, their execution to constitute full and complete approval of all necessary or appropriate completions and revisions as shall appear therein. Upon the sale of the Bonds, the Designated Officers so acting shall prepare the Bond Order for same, such document to be in substantially the form as set forth as *Exhibit A* attached hereto, which shall include the pertinent details of sale as provided herein, and which shall enumerate the levy of taxes to pay the Bonds, and such shall in due course be entered into the records of the Village and made available to the Corporate Authorities. *The authority to sell the Bonds pursuant to any Bond Order as herein provided shall expire on December 31, 2012.*

Section 17. Continuing Disclosure Undertaking. An authorized official of the Village is hereby authorized, empowered, and directed to execute and deliver the Continuing Disclosure Undertaking in substantially the same form as now before the Village as *Exhibit B* to this Ordinance, or with such changes therein as the officer executing the Continuing Disclosure Undertaking on behalf of the Village shall approve, his or her execution thereof to constitute conclusive evidence of his or her approval of such changes. 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 remedies 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. Creation of Funds and Appropriation.

A. There is hereby created a “*General Obligation Bonds, Series 2012, Bond Fund*” (the “*Bond Fund*”), which shall be the fund for the payment of principal of and interest on the Bonds. Accrued interest and premium, if any, received upon delivery of the Bonds shall be deposited into the Bond Fund and be applied to pay first interest coming due on the Bonds.

B. The Ad Valorem Property Taxes shall either be deposited into the Bond Fund and used for paying the principal of and interest on the Bonds or be used to reimburse a fund or account from which advances to the Bond Fund may have been made to pay principal of or interest on the Bonds prior to receipt of Ad Valorem Property Taxes. Interest income or investment profit earned in the Bond Fund shall be retained in the Bond Fund for payment of the principal of or interest on the Bonds on the interest payment date next after such interest or profit is received or, to the extent lawful and as determined by the Corporate Authorities, transferred to such other fund as may be determined. The Village hereby pledges, as equal and ratable security for the Bonds, all Bond Moneys on deposit in the Bond Fund for the sole benefit of the registered owners of the Bonds, subject to the reserved right of the Corporate Authorities to transfer certain interest income or investment profit earned in the Bond Fund to other funds of the Village, as described in the preceding sentence.

C. The amount necessary from the proceeds of the Bonds shall be used to pay costs of issuance of the Bonds and shall be retained by the Village Treasurer to pay such expenses. Any disbursements for expenses shall be made from time to time as necessary. Any excess from the money held for such purpose shall be deposited into the Project Fund not more than six months from the date of issuance of the Bonds.

D. The remaining proceeds of the Bonds shall be set aside in a separate fund, hereby created, and designated as the “*Series 2012 Project Fund*” (the “*Project Fund*”), hereby created as the fund to provide for the receipt and disbursement of proceeds of the Bonds for the Project. The Corporate Authorities reserve the right, as it becomes necessary or advisable from time to time, to revise the list of expenditures for the Project, to change priorities, to revise cost allocations between expenditures and to substitute projects, in order to meet current needs of the Village; *subject, however*, to the various covenants set forth in this Ordinance and in related certificates given in connection with delivery of the Bonds.

E. Alternatively to the creation of such funds and accounts, the Treasurer may allocate the funds or accounts for payment of the Bonds and the Bond proceeds to one or more related funds or accounts of the Village already in existence; *provided, however*, that this shall not relieve the Treasurer of the duty to account for the funds for payment of the Bonds and the Bond proceeds as herein provided.

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, would otherwise cause the interest on the Bonds to be includable 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 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 Internal Revenue Service in connection with such an examination. In furtherance of the foregoing provisions, but without limiting their generality, the Village agrees: (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 comply with all representations, covenants, and assurances contained in certificates or agreements as may be prepared by Bond Counsel; (c) to consult with such Bond Counsel and to comply with such advice as may be given; (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 its officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the Village in such compliance.

Section 20. Certain Specific Tax Covenants.

A. None of the Bonds shall be a “private activity bond” as defined in Section 141(a) of the Code; and the Village certifies, represents, and covenants as follows:

(1) Not more than 5% of the net proceeds and investment earnings of the Bonds is to be used, directly or indirectly, in any activity carried on by any person other than a state or local governmental unit.

(2) Not more than 5% of the amounts necessary to pay the principal of and interest on the Bonds will be derived, directly or indirectly, from payments with respect to any private business use by any person other than a state or local governmental unit.

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

(4) No user of the infrastructure of the Village to be improved as part of the Project other than the Village or another governmental unit, will use the same on any basis other than the same basis as the general public; and no person, other than the Village or another governmental unit, will be a user of such infrastructure as a result of (i) ownership or (ii) actual or beneficial use pursuant to a lease, a management or incentive payment contract other than as expressly permitted by the Code, or (iii) any other arrangement.

B. The Bonds shall not be “arbitrage bonds” under Section 148 of the Code; and the Village certifies, represents, and covenants as follows:

(1) With respect to the Project, the Village has heretofore incurred or within six months after delivery of the Bonds expects to incur substantial binding obligations to be paid for with money received from the sale of the Bonds, said binding obligations comprising binding contracts for the Project in not less than the amount of 5% of the proceeds of the Bonds allocable to the Project.

(2) More than 85% of the proceeds of the Bonds allocable to the Project will be expended on or before three years for the purpose of paying the costs of the Project.

(3) All of the principal proceeds of the Bonds allocable to the Project and investment earnings thereon will be used, needed, and expended for the purpose of paying the costs of the Project including expenses incidental thereto.

(4) Work on the Project is expected to proceed with due diligence to completion.

(5) Except for the Bond Fund, the Village has not created or established and will not create or establish any sinking fund reserve fund or any other similar fund to provide for the payment of the Bonds. The Bond Fund has been established and will be

funded in a manner primarily to achieve a proper matching of revenues and debt service and will be depleted at least annually to an amount not in excess of 1/12th the particular annual debt service on the Bonds. Money deposited into the Bond Fund will be spent within a 13-month period beginning on the date of deposit, and investment earnings in the Bond Fund will be spent or withdrawn from the Bond Fund within a one-year period beginning on the date of receipt.

(6) Amounts of money related to the Bonds required to be invested at a yield not materially higher than the yield on the Bonds, as determined pursuant to such tax certifications or agreements as the Village officers may make in connection with the issuance of the Bonds, shall be so invested; and appropriate Village officers are hereby authorized to make such investments.

(7) Unless an applicable exception to Section 148(f) of the Code, relating to the rebate of “excess arbitrage profits” to the United States Treasury (the “*Rebate Requirement*”) is available to the Village, the Village will meet the Rebate Requirement.

(8) Relating to such applicable exceptions, any Village officer charged with issuing the Bonds is hereby authorized to make such elections under the Code as such officer shall deem reasonable and in the best interests of the Village. If such election may result in a “penalty in lieu of rebate” as provided in the Code, and such penalty is incurred (the “*Penalty*”), then the Village shall pay such Penalty.

C. 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 any of the Project or expenditures for which an intent to reimburse it as properly declared under Treasury Regulations Section 1.103-18. This Ordinance is in itself a declaration of official intent under Treasury

Regulations Section 1.103-18 as to all costs of the Project paid after the date hereof and prior to issuance of the Bonds.

D. The Village reserves the right to use or invest moneys in connection with the Bonds in any manner or to make changes in the Project list or to use the Village infrastructure acquired, constructed, or improved as part of the Project in any manner, notwithstanding the representations and covenants in (Sections 19 and 20 of) this Ordinance, *provided* it shall first have received an opinion from an attorney or a firm of attorneys of nationally recognized standing in matters pertaining to Tax-exempt bonds to the effect that use or investment of such moneys or the changes in or use of such infrastructure as contemplated will not result in loss or impairment of Tax-exempt status for the Bonds.

E. Each Bond is hereby designated as a “qualified tax-exempt obligation” for the purposes and within the meaning of Section 265(b)(3) of the Code. In connection therewith the Village hereby affirms that: (i) none of such Bonds will be at any time a “private activity bond” (as defined in Section 141 of the Code); (ii) in calendar year 2012, the Village has not issued any Tax-exempt obligations of any kind nor have any other Tax-exempt obligations of any kind been issued on behalf of the Village; (iii) during calendar year 2012, the Village will not issue or cause to have issued on behalf of the Village more than \$10,000,000 of Tax-exempt obligations, including the Bonds; (iv) not more than \$10,000,000 of obligations of any kind (including the Bonds) issued by or on behalf of the Village during calendar year 2012 will be designated for purposes of Section 265(b)(3) of the Code; and (v) the Village is not subject to control by any entity, and there are no entities subject to control by the Village.

Section 21. 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 (a “*Municipal Bond Insurance Policy*”) issued by a bond insurer (a “*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 such Bonds, subrogation of the rights of the Bondholders to the Bond Insurer when holding such Bonds, amendment hereof, or other terms, as approved by any of the Village Officers on advice of counsel, his or her approval to constitute full and complete acceptance by the Village of such terms and provisions under authority of this Section.

Section 22. Rights and Duties of Bond Registrar. If requested by the Bond Registrar, any officer of the Village is authorized to execute standard form of agreements between the Village and the Bond Registrar with respect to the obligations and duties of the Bond Registrar under this Ordinance. In addition to the terms of such agreements and subject to modification thereby, the Bond Registrar by acceptance of duties under this Ordinance agree (a) to act as bond registrar, paying agent, authenticating agent, and transfer agent as provided herein; (b) to maintain a list of Bondholders as set forth herein and to furnish such list to the Village upon request, but otherwise to keep such list confidential to the extent permitted by law; (c) to cancel and/or destroy Bonds which have been paid at maturity or submitted for exchange or transfer; (d) to furnish the Village at least annually a certificate with respect to Bonds cancelled and/or destroyed; and (e) to furnish the Village at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds. The Village covenants with respect to the Bond Registrar, and the Bond Registrar further covenants and agrees as follows:

(A) The Village shall at all times retain a Bond Registrar with respect to the Bonds; it will maintain at the designated office(s) of such Bond Registrar a place or places where Bonds may be presented for payment, registration, transfer or exchange; and it will require that the Bond Registrar properly maintain the Bond Register and perform

the other duties and obligations imposed upon it by this Ordinance in a manner consistent with the standards, customs and practices of the municipal securities industry.

(B) The Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Ordinance by executing the certificate of authentication on any Bond, and by such execution the Bond Registrar shall be deemed to have certified to the Village that it has all requisite power to accept and has accepted such duties and obligations not only with respect to the Bond so authenticated but with respect to all the Bonds. Any Bond Registrar shall be the agent of the Village and shall not be liable in connection with the performance of its duties except for its own negligence or willful wrongdoing. Any Bond Registrar shall, however, be responsible for any representation in its certificate of authentication on Bonds.

(C) The Village may remove the Bond Registrar at any time. In case at any time the Bond Registrar shall resign, shall be removed, shall become incapable of acting, or shall be adjudicated a bankrupt or insolvent, or if a receiver, liquidator, or conservator of the Bond Registrar or of the property thereof shall be appointed, or if any public officer shall take charge or control of the Bond Registrar or of the property or affairs thereof, the Village covenants and agrees that it will thereupon appoint a successor Bond Registrar. The Village shall give notice of any such appointment made by it to each registered owner of any Bond within twenty days after such appointment in any reasonable manner as the Village shall select. Any Bond Registrar appointed under the provisions of this Section shall be a bank, trust company, or national banking association maintaining a corporate trust office in Illinois or New York, and having capital and surplus and undivided profits in excess of \$100,000,000. The Acting Village Clerk of the Village is hereby directed to file a certified copy of this Ordinance with the Bond Registrar.

Section 23. Defeasance. Any Bond or Bonds which (a) are paid and cancelled, (b) which have matured and for which sufficient sums have been deposited with the Bond Registrar to pay all principal and interest due thereon, or (c) for which sufficient funds and Defeasance Obligations have been deposited with the Bond Registrar or similar institution to pay, taking into account investment earnings on such obligations, all principal of and interest on such Bond or Bonds when due at maturity, pursuant to an irrevocable escrow or trust agreement, shall cease to have any lien on or right to receive or be paid from the Ad Valorem Property 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 the Tax-exempt Bonds; and payment, registration, transfer, and exchange; are expressly continued for all Bonds whether outstanding Bonds or not. For purposes of this Section, "*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.

Section 24. Publication of Ordinance. A full, true, and complete copy of this Ordinance shall be published within ten days after passage in pamphlet form by authority of the Corporate Authorities.

Section 25. Severability. 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.

Section 26. Superseder and Effective Date. All ordinances, resolutions, and orders, or parts thereof, in conflict with this Ordinance, are to the extent of such conflict hereby superseded; and this Ordinance shall be in full force and effect immediately upon its passage, approval and publication.

ADOPTED: This 24th day of September 2012

AYES: _____
NAYS: _____
ABSENT: _____

APPROVED: September 24, 2012

President, Village of Glen Ellyn
DuPage County, Illinois

Published in pamphlet form by authority of the President and Board of Trustees on September __, 2012.

ATTEST:

Acting Village Clerk, Village of Glen Ellyn
DuPage County, Illinois

EXTRACT OF MINUTES of the regular public meeting of the President and Board of Trustees of the Village of Glen Ellyn, DuPage County, Illinois, held at the Glen Ellyn Civic Center, located at 535 Duane Street, in said Village, at 8:00 p.m., on the 24th day of September 2012.

The President called the meeting to order and directed the Acting Village Clerk to call the roll.

Upon the roll being called, the President, Mark Pfefferman, being physically present at such place and time, and the following Trustees, being physically present at such place and time, answered present: _____

The following Trustees were allowed by a majority of the Trustees in accordance with and to the extent allowed by rules adopted by the President and Board of Trustees to attend the meeting by video or audio conference: _____

No Trustee was denied permission to attend the meeting by video or audio conference.

The following Trustees were absent and did not participate in the meeting in any manner or to any extent whatsoever: _____

* * * * *

There being a quorum present, various business of the President and Board of Trustees was conducted.

* * * * *

The President and Board of Trustees then discussed a proposed bond financing of certain capital projects in and for the Village and considered an ordinance providing for the issuance of General Obligation Bonds, Series 2012, of the Village, authorizing the execution of a bond order

in connection therewith, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds.

Thereupon, Trustee _____ presented an ordinance entitled:

AN ORDINANCE providing for the issuance of not to exceed \$5,000,000 General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois, authorizing designated officers to sell said bonds by the execution of a bond order, and providing for the levy and collection of a direct annual tax sufficient for the payment of the principal of and interest on said bonds.

(the "*Bond Ordinance*").

Trustee _____ moved and Trustee _____ seconded the motion that the Bond Ordinance as presented be adopted.

A Board of Trustees discussion of the matter followed. During the discussion, _____, gave a public recital of the nature of the matter, which included a reading of the title of the ordinance and statements (1) that the ordinance provided for the issuance of general obligation bonds for the purpose of paying the costs of certain capital projects in and for the Village, (2) that the bonds are issuable without referendum pursuant to the home rule powers of the Village, (3) that the ordinance provides for the sale of the bonds by certain designated officers of the Village and the execution by them of a bond order in connection therewith, (4) that the ordinance further provides for the levy of taxes to pay the bonds, and (5) that the ordinance provides many details for the bonds, including tax-exempt status covenants, provision for terms and form of the bonds, and appropriations.

The President directed that the roll be called for a vote upon the motion to adopt the ordinance.

Upon the roll being called, the following Trustees voted AYE: _____

and the following Trustees voted NAY: _____

WHEREUPON, the President declared the motion carried and the ordinance adopted, and henceforth did approve and sign the same in open meeting, and did direct the Acting Village Clerk to record the same in full in the records of the Board of Trustees of the Village of Glen Ellyn, DuPage County, Illinois.

* * * * *

Other business was duly transacted at said meeting.

* * * * *

Upon motion duly made and carried, the meeting adjourned.

Acting Village Clerk

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

CERTIFICATION OF AGENDA, MINUTES AND ORDINANCE

I, the undersigned, do hereby certify that I am the duly qualified and acting, Acting Village Clerk of the Village of Glen Ellyn, DuPage County, Illinois (the "*Village*"), and as such official I am the keeper of the official journal of proceedings, books, records, minutes, and files of the Village and of the President and Board of Trustees (the "*Corporate Authorities*") of the Village.

I do further certify that the foregoing extract of minutes is a full, true, and complete transcript of that portion of the minutes of the meeting (the "*Meeting*") of the Corporate Authorities held on the 24th day of September 2012 insofar as the same relates to the adoption of an ordinance, numbered _____, entitled:

AN ORDINANCE providing for the issuance of not to exceed \$5,000,000 General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois, authorizing designated officers to sell said bonds by the execution of a bond order, and providing for the levy and collection of a direct annual tax sufficient for the payment of the principal of and interest on said bonds.

(the "*Ordinance*") a true, correct, and complete copy of which Ordinance as adopted at the Meeting appears in the foregoing transcript of the minutes of the Meeting.

I do further certify that the deliberations of the Corporate Authorities on the adoption of the Ordinance were taken openly; that the vote on the adoption of the Ordinance was taken openly; that the Meeting was held at a specified time and place convenient to the public; that notice of the Meeting was duly given to all newspapers, radio or television stations, and other news media requesting such notice; that an agenda (the "*Agenda*") for the Meeting was posted at the location where the Meeting was held and at the principal office of the Corporate Authorities

(both such locations being at Village Hall) at least 48 hours in advance of the Meeting and also not later than 5:00 p.m. on Friday, September 21, 2012; that said Agenda contained a separate specific item relating to the consideration of the Ordinance and *that a true, correct, and complete copy of said Agenda as so posted is attached to this certificate*; that the Meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended; and the Illinois Municipal Code, as amended; and that the Corporate Authorities have complied with all of the provisions of such Act and Code and with all of the procedural rules of the Corporate Authorities in the adoption of the Ordinance.

IN WITNESS WHEREOF I hereunto affix my official signature and the seal of the Village this 24th day of September 2012.

Acting Village Clerk

[SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

CERTIFICATE OF FILING

I do hereby certify that I am the duly qualified and acting County Clerk of The County of DuPage, Illinois, and as such officer I do hereby certify that on the ____ day of _____ 2012 there was filed in my office a properly certified copy of Ordinance Number _____, duly adopted by the President and Board of Trustees of the Village of Glen Ellyn, DuPage County, Illinois, on the 24th day of September 2012 and entitled:

AN ORDINANCE providing for the issuance of not to exceed \$5,000,000 General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois, authorizing designated officers to sell said bonds by the execution of a bond order, and providing for the levy and collection of a direct annual tax sufficient for the payment of the principal of and interest on said bonds.

and approved by the President of said Village, and that the same has been deposited in, and all as appears from, the official files and records of my office.

IN WITNESS WHEREOF I have hereunto affixed my official signature and the seal of The County of DuPage, Illinois, this ____ day of _____ 2012.

County Clerk of The County
of DuPage, Illinois

[SEAL]

- EXHIBIT A -

DRAFT
BOND
ORDER

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

BOND ORDER
IN CONNECTION WITH THE ISSUANCE OF
\$ _____
GENERAL OBLIGATION BONDS, SERIES 2012

To: Honorable President and Board of Trustees
Village of Glen Ellyn, DuPage County, Illinois, and the
County Clerk of The County of DuPage, Illinois

GREETINGS:

We are pleased to advise you as follows:

A. *Sale*. Please be advised that the President and Board of Trustees (the “*Corporate Authorities*”) of the Village of Glen Ellyn, DuPage County Illinois (the “*Village*”), have heretofore adopted on the 24th day of September 2012, a bond ordinance entitled:

AN ORDINANCE providing for the issuance of not to exceed \$5,000,000 General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois, authorizing designated officers to sell said bonds by the execution of a bond order, and providing for the levy and collection of a direct annual tax sufficient for the payment of the principal of and interest on said bonds.

(the “*2012 Bond Ordinance*”), which authorizes the issuance of general obligation bonds (the “*Series 2012 Bonds*”) of the Village for the purposes of providing for various corporate capital improvements, including, but not limited to, improvements to the Village’s golf course and related areas, all owned and operated by, in and for the Village, and (ii) paying costs related to the issuance the Series 2012 Bonds. Terms used but not defined herein shall have the same meanings as terms defined in the 2012 Bond Ordinance. Responsive to authority contained in the 2012 Bond Ordinance and as the “*Designated Officers*” of the Village under the same, the undersigned have sold the Series 2012 Bonds as Tax-exempt Bonds in the aggregate principal

amount of \$ _____ to the purchaser thereof, being the lowest cost and best bidder at public competitive sale of the Series 2012 Bonds, namely, _____, _____, _____, pursuant to a bond purchase agreement (consisting of the Official Notice of Sale and Official Bid Form) by and between the Village and the Purchaser and dated the ____ day of _____, 2012 (the "*Bond Purchase Agreement*"), at a price of \$ _____ (representing the par amount of the Bonds, net of an underwriters' discount of \$ _____, plus original issue premium in the amount of \$ _____). The price paid to the Village for the Series 2012 Bonds is not less than 98% of the par amount of the Series 2012 Bonds.

B. FINDINGS

The following further conditions have also been met: (a) We have received the required certificates and reports of the Financial Advisor supporting our statements herein. (b) The Series 2012 Bonds do not exceed the maximum authorized amount of \$5,000,000. (c) No interest rate on the Series 2012 Bonds exceeds 7.0% per annum. (d) The *sum* of the principal of and interest on the Bonds due (or subject to mandatory redemption) in any given annual period from January 2 to the following January 1 (a "*Bond Year*") does not exceed \$525,000. (e) No Series 2012 Bond matures later than January 1, 2033. (f) The purchase price of the Series 2012 Bonds to the Purchaser is not less than 98% of par. (g) The terms of the Series 2012 Bonds are fair and reasonable in light of current conditions in the market for tax-exempt obligations such as the Series 2012 Bonds.

C. NO CONFLICTS

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 Bond Purchase Agreement with the Purchaser, for the purchase of the Series 2012 Bonds.

D. TERMS OF THE SERIES 2012 BONDS

The Series 2012 Bonds shall be designated "General Obligation Bonds, Series 2012." Pursuant to the terms of the Bond Purchase Agreement, the Series 2012 Bonds shall be issued in the amount of \$_____; shall be dated as of **[the date of delivery]**; and shall have the further terms as is set forth in *Exhibit I* attached hereto and incorporated herein by reference.

E. TAXES

Section 14 of the 2012 Bond Ordinance provides for direct annual taxes to pay the principal of and interest on the Series 2012 Bonds promptly when and as the same falls due at maturity or as subject to mandatory redemption. Please be further advised that the Bonds were sold on terms resulting in a final schedule of taxes levied and to be extended as set forth in *Exhibit II* attached hereto and incorporated herein by reference.

F. BOND INSURANCE

[The Purchaser has not requested and no Bond Insurance has been procured as of the date hereof for the payment of principal of and interest on the Bonds.]

G. DEPOSITS INTO FUNDS

At the time of execution of this Bond Order, the proceeds of the Bonds are expected to be used substantially as follows:

SERIES 2012 BONDS:

Derived as follows:		(\$)
(1)	Par Amount	\$ _____ .00
(2)	Reoffering Premium	_____ .__
(3)	Purchaser's Underwriting Discount (-)	(_____ .__)
(4)	Purchase Price (=)	_____ .__
(5)	Accrued Interest (+)	_____ 0.00
(6)	Total Received by Village (=)	_____ .__
Allocated or spent as follows:		(\$)
(a)	Costs of Issuance paid directly or held by Treasurer (+)	_____ .__
(b)	Accrued Interest to Bond Fund (+)	_____ 0.00
(c)	Project Fund	_____ .__
(d)	Contingency amount, to Project Fund if not used for cost of issuance	_____ .__
(e)	Total (=)	_____ .__

H. BOND REGISTRAR

The Bond Registrar and Paying Agent for the Bonds is U.S. Bank National Association, Chicago, Illinois.

I. RECORDS

Finally, please be advised that this Bond Order shall be entered into the records of the Village and made available to all members of the Corporate Authorities at a public meeting thereof held after the date hereof.

Respectfully submitted as of this ____ day of _____ 2012.*

Village President

Acting Village Clerk

Finance Director/Treasurer

Village Manager

* Note: This order to be signed by not less than two (2) of the named officers.

ACKNOWLEDGMENT OF FILING

Filed in the office of the Acting Village Clerk of the Village of Glen Ellyn, DuPage
County, Illinois, this ____ day of _____ 2012.

Acting Village Clerk
Village of Glen Ellyn
DuPage County, Illinois

EXHIBITS:

EXHIBIT	DESCRIBES
I	Terms of the Series 2012 Bonds
II	Taxes to be levied for the Series 2012 Bonds

EXHIBIT I

TERMS OF THE SERIES 2012 BONDS

SERIES 2012 BONDS

The Series 2012 Bonds are due on January 1 of the years and in the amounts and bear interest at the rates percent per annum as follows:

YEAR	AMOUNT (\$)	RATE (%)
2014		
2015		
2016		
2017		
2018		
2019		
2020		
2021		
2022		
2023		
2024		
2025		
2026		
2027		
2028		
2029		
2030		
2031		
2032		
2033		

Each of the Series 2012 Bonds bears interest from the later of the dated date as stated above or from the most recent interest payment date to which interest has been paid or duly provided for, until the principal amount of such Bond, respectively, is paid or duly provided for, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on January 1 and July 1 of each year, commencing on _____, 20__.

TERMS OF THE SERIES 2012 BONDS — REDEMPTION

OPTIONAL REDEMPTION

The Bonds maturing on and after January 1, 20__ are subject to redemption prior to maturity at the option of the Village from any available funds on January 1, 20__ or on any date thereafter, in whole or in part, and if in part in such principal amounts and from such maturities

as determined by the Village, and within any maturity by lot at a redemption price of par plus accrued interest.

MANDATORY REDEMPTION

[The Bonds are not subject to mandatory redemption prior to maturity.] [Term bond provisions, as needed.]

EXHIBIT II

TAX LEVY FOR SERIES 2012 BONDS

YEAR	A TAX SUFFICIENT TO PRODUCE THE DOLLAR (\$) AMOUNT
2012	\$_____ for interest and principal up to and including January 1, 2014
2013	_____ for interest and principal
2014	_____ for interest and principal
2015	_____ for interest and principal
2016	_____ for interest and principal
2017	_____ for interest and principal
2018	_____ for interest and principal
2019	_____ for interest and principal
2020	_____ for interest and principal
2021	_____ for interest and principal
2022	_____ for interest and principal
2023	_____ for interest and principal
2024	_____ for interest and principal
2025	_____ for interest and principal
2026	_____ for interest and principal
2027	_____ for interest and principal
2028	_____ for interest and principal
2029	_____ for interest and principal
2030	_____ for interest and principal
2031	_____ for interest and principal

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

**NOTIFICATION OF BOND TERMS AND
DIRECTION FOR COLLECTION OF TAXES
\$ _____ GENERAL OBLIGATION BONDS, SERIES 2012**

TO: THE COUNTY CLERK OF THE COUNTY OF DUPAGE, ILLINOIS: GREETINGS.

 Please take note of the advice and terms on the attached Bond Order (the "*Bond Order*"), dated as of the ____ day of _____ 2012, for the aggregate principal amount of \$ _____ General Obligation Bonds, Series 2012, of the Village of Glen Ellyn, DuPage County, Illinois (the "*Village*"), which Bond Order has been executed by the designated officers of the Board of Trustees. Terms used herein are by reference to the Bond Order.

 YOU ARE ACCORDINGLY ORDERED AND DIRECTED to collect taxes, levied in (Section 14 of) the Bond Ordinance, as enumerated in the Bond Order.

 IN WITNESS WHEREOF we hereunto affix our official signatures as of this ____ day of _____ 2012.*

Village President

Acting Village Clerk

Finance Director/Treasurer

Village Manager

* Note: This order to be signed by not less than two (2) of the named officers.

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

FILING CERTIFICATE
\$ _____ GENERAL OBLIGATION BONDS, SERIES 2012

I, the undersigned, do hereby certify that I am the duly elected, qualified and acting County Clerk of The County of DuPage, Illinois (the “County”), and as such officer I do further certify that on the ____ day of _____ 2012, there was filed in my office as County Clerk a BOND ORDER IN CONNECTION WITH THE ISSUANCE OF \$ _____ GENERAL OBLIGATION BONDS, SERIES 2012, of the Village of Glen Ellyn, DuPage County, Illinois (the “Village”), which Bond Order has been executed by the designated officers of the Board of Trustees, has been dated as of the ____ day of _____ 2012, and is accompanied by a NOTIFICATION OF BOND TERMS AND DIRECTION FOR COLLECTION OF TAXES, signed by said officers of said Village, each as attached hereto, and that said Bond Order and said Notification of Bond Terms and Direction for Collection of Taxes have each been placed on file in and do appear in the records of my office; and that, further, said taxes levied for the payment of said Village’s General Obligation Bonds, Series 2012, will be extended for collection as provided in said Bond Order.

IN WITNESS WHEREOF I hereunto affix my official signature and the seal of The County of DuPage, Illinois, this ____ day of _____ 2012.

County Clerk of
The County of DuPage, Illinois

[SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

AVAILABILITY OF BOND ORDER
\$ _____ GENERAL OBLIGATION BONDS, SERIES 2012

I, the undersigned, do hereby certify that I am the duly qualified and acting, Acting Village Clerk of the Village of Glen Ellyn, DuPage County, Illinois (the "*Village*"), and as such official I am the keeper of the official books, records, minutes and files of the Village and of the President and Board of Trustees thereof (the "*Corporate Authorities*").

I do further certify that I shall make available to all members of the Corporate Authorities at the regular meeting of the Corporate Authorities to be held on the ____ day of _____, 2012, a Bond Order for \$ _____ General Obligation Bonds, Series 2012, a true, correct and complete copy of which is attached hereto.

IN WITNESS WHEREOF I hereunto affix my official signature, this ____ day of _____ 2012.

Acting Village Clerk
Village of Glen Ellyn,
DuPage County, Illinois

FINANCIAL ADVISOR'S CERTIFICATE RE: BOND SALE

Robert W. Baird & Co. Incorporated (collectively, "*We*" or the "*Financial Advisor*"), by its duly authorized officer, does hereby certify as follows:

1. We have acted as advisor to the Village of Glen Ellyn, DuPage County, Illinois (the "*Village*"), in connection with the sale of its \$ _____ General Obligation Bonds, Series 2012 (the "*Series 2012 Bonds*"). The Series 2012 Bonds are to be issued under and pursuant to that certain Bond Ordinance, adopted September 24, 2012, of the Village (the "*2012 Bond Ordinance*").

2. The Series 2012 Bonds have been sold at prices such that the net interest rate to the Village of the proceeds of the Series 2012 Bonds does not exceed 7.0%, *and also* do not exceed such respective rate as is reasonable, and the other terms of the Series 2012 Bonds are fair and reasonable in view of current conditions in the bond markets.

3. The following further conditions have also been met: (a) We have received or created and submit to you the required report supporting our statements herein. (b) The Series 2012 Bonds do not exceed the maximum authorized amount of \$5,000,000. (c) No interest rate on the Series 2012 Bonds exceeds 7.0% per annum. (d) The *sum* of the principal of and interest on the Bonds due (or subject to mandatory redemption) in any given annual period from January 2 to the following January 1 (a "*Bond Year*") does not exceed \$525,000. (e) No Series 2012 Bond matures later than January 1, 2033. (f) The purchase price of the Series 2012 Bonds to the Purchaser is not less than 98% of par. (g) The terms of the Series 2012 Bonds are fair and reasonable in light of current conditions in the market for tax-exempt obligations such as the Series 2012 Bonds.

4. We have prepared certain schedules in connection with the purchase and sale of the Series 2012 Bonds, including debt service schedules, bond yields and other

related information; and the schedules are accurate in all material respects. Attached hereto as *Schedule I* is the final schedule of taxes levied and to be extended for the Series 2012 Bonds.

IN WITNESS WHEREOF we hereunto affix our corporate name by our officer's signature this ____ day of _____ 2012.

ROBERT W. BAIRD & CO. INCORPORATED

By: _____
Its: _____
and Authorized Officer

SCHEDULE I

**I. FINAL TAX LEVY FOR
SERIES 2012 BONDS**

FOR THE YEAR	A TAX SUFFICIENT TO PRODUCE THE AMOUNT (\$)	FOR INTEREST AND PRINCIPAL UP TO AND INCLUDING JANUARY 1 OF THE YEAR
2012	\$ _____	2014
2013	_____	2015
2014	_____	2016
2015	_____	2017
2016	_____	2018
2017	_____	2019
2018	_____	2020
2019	_____	2021
2020	_____	2022
2021	_____	2023
2022	_____	2024
2023	_____	2025
2024	_____	2026
2025	_____	2027
2026	_____	2028
2027	_____	2029
2028	_____	2030
2029	_____	2031
2030	_____	2032
2031	_____	2033

DRAFT
CONTINUING
DISCLOSURE

CONTINUING DISCLOSURE UNDERTAKING

FOR THE PURPOSE OF PROVIDING
CONTINUING DISCLOSURE INFORMATION
UNDER SECTION (b)(5) OF RULE 15c2-12

This Continuing Disclosure Undertaking (the "*Agreement*") is executed and delivered by Village of Glen Ellyn, DuPage County, Illinois (the "*Village*") in connection with the issuance of \$ _____ General Obligation Corporate Purpose Bonds, Series 2012 (the "*Bonds*"). The Bonds are being issued pursuant to a bond ordinance, as adopted by the President and Board of Trustees of the Village on September 24, 2012 (as supplemented by the Bond Order executed in connection with the sale of the Bonds, the "*Ordinance*").

In consideration of the issuance of the Bonds by the Village and the purchase of such Bonds by the beneficial owners thereof, the Village covenants and agrees as follows:

1. PURPOSE OF THIS AGREEMENT. This Agreement is executed and delivered by the Village as of the date set forth below, for the benefit of the beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with the requirements of the Rule (as defined below). The Village represents that it will be the only obligated person with respect to the Bonds at the time the Bonds are delivered to the Participating Underwriters and that no other person is expected to become so committed at any time after issuance of the Bonds.

2. DEFINITIONS. The terms set forth below shall have the following meanings in this Agreement, unless the context clearly otherwise requires.

Annual Financial Information means the financial information and operating data described in *Exhibit I*.

Annual Financial Information Disclosure means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in Section 4.

Audited Financial Statements means the audited financial statements of the Village prepared pursuant to the standards and as described in *Exhibit I*.

Commission means the Securities and Exchange Commission.

Dissemination Agent means any agent designated as such in writing by the Village and which has filed with the Village a written acceptance of such designation, and such agent's successors and assigns.

EMMA means the MSRB through its Electronic Municipal Market Access system for municipal securities disclosure or through any other electronic format or system prescribed by the MSRB for purposes of the Rule.

Exchange Act means the Securities Exchange Act of 1934, as amended.

MSRB means the Municipal Securities Rulemaking Board.

Participating Underwriter means each broker, dealer or municipal securities dealer acting as an underwriter in the primary offering of the Bonds.

Reportable Event means the occurrence of any of the Events with respect to the Bonds set forth in *Exhibit II*.

Reportable Events Disclosure means dissemination of a notice of a Reportable Event as set forth in Section 5.

Rule means Rule 15c2-12 adopted by the Commission under the Exchange Act, as the same may be amended from time to time.

State means the State of Illinois.

Undertaking means the obligations of the Village pursuant to Sections 4 and 5.

3. CUSIP NUMBER/FINAL OFFICIAL STATEMENT. The CUSIP Numbers of the Bonds as set forth in *Exhibit III*. The Final Official Statement relating to the Bonds is dated _____, 2012 (the "*Final Official Statement*"). The Village will include the CUSIP Number in all disclosure described in Sections 4 and 5 of this Agreement.

4. ANNUAL FINANCIAL INFORMATION DISCLOSURE. Subject to Section 8 of this Agreement, the Village hereby covenants that it will disseminate its Annual Financial Information and its Audited Financial Statements (in the form and by the dates set forth in *Exhibit I*) to EMMA in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information and by such time so that such entities receive the information by the dates specified. MSRB Rule G-32 requires all EMMA filings to be in word-searchable PDF format. This requirement extends to all documents to be filed with EMMA, including financial statements and other externally prepared reports.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the Village will disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment or waiver is made to this Agreement, the Annual Financial Information for the year in which such amendment or waiver is made (or in any notice or supplement provided to EMMA) shall contain a narrative description of the reasons for such amendment or waiver and its impact on the type of information being provided.

5. REPORTABLE EVENTS DISCLOSURE. Subject to Section 8 of this Agreement, the Village hereby covenants that it will disseminate in a timely manner (not in excess of ten business days after the occurrence of the Reportable Event) Reportable Events Disclosure to EMMA in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information. MSRB Rule G-32 requires all EMMA filings to be in word-searchable PDF format. This requirement extends to all documents to be filed with EMMA, including financial statements and other externally prepared reports. Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Bonds or defeasance of any Bonds need not be given under this Agreement any earlier than the notice (if any) of such redemption or defeasance is given to the Bondholders pursuant to the Ordinance.

6. CONSEQUENCES OF FAILURE OF THE VILLAGE TO PROVIDE INFORMATION. The Village shall give notice in a timely manner to EMMA of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the Village to comply with any provision of this Agreement, the beneficial owner of any Bond may seek mandamus or specific performance by court order, to cause the Village to comply with its obligations under this Agreement. The beneficial owners of 25% or more in principal amount of the Bonds outstanding may challenge the adequacy of the information provided under this Agreement and seek specific performance by court order to cause the Village to provide the information as required by this Agreement. A default under this Agreement shall not be deemed a default under the Ordinance, and the sole remedy under this Agreement in the event of any failure of the Village to comply with this Agreement shall be an action to compel performance.

7. AMENDMENTS; WAIVER. Notwithstanding any other provision of this Agreement, the Village by ordinance authorizing such amendment or waiver, may amend this Agreement, and any provision of this Agreement may be waived, if:

(a) (i) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, including without limitation, pursuant to a “no-action” letter issued by the Commission, a change in law, or a change in the identity, nature, or status of the Village, or type of business conducted; or

(ii) This Agreement, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(b) The amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds, as determined either by parties unaffiliated with the Village (such as the Bond Counsel).

In the event that the Commission or the MSRB or other regulatory authority shall approve or require Annual Financial Information Disclosure or Reportable Events Disclosure to be made

to a central post office, governmental agency or similar entity other than EMMA or in lieu of EMMA, the Village shall, if required, make such dissemination to such central post office, governmental agency or similar entity without the necessity of amending this Agreement.

8. **TERMINATION OF UNDERTAKING.** The Undertaking of the Village shall be terminated hereunder if the Village shall no longer have any legal liability for any obligation on or relating to repayment of the Bonds under the Ordinance. The Village shall give notice to EMMA in a timely manner if this Section is applicable.

9. **DISSEMINATION AGENT.** The Village may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

10. **ADDITIONAL INFORMATION.** Nothing in this Agreement shall be deemed to prevent the Village from disseminating any other information, using the means of dissemination set forth in this Agreement or any other means of communication, or including any other information in any Annual Financial Information Disclosure or notice of occurrence of a Reportable Event, in addition to that which is required by this Agreement. If the Village chooses to include any information from any document or notice of occurrence of a Reportable Event in addition to that which is specifically required by this Agreement, the Village shall have no obligation under this Agreement to update such information or include it in any future disclosure or notice of occurrence of a Reportable Event. If the Village is changed, the Village shall disseminate such information to EMMA.

11. **BENEFICIARIES.** This Agreement has been executed in order to assist the Participating Underwriters in complying with the Rule; however, this Agreement shall inure solely to the benefit of the Village, the Dissemination Agent, if any, and the beneficial owners of the Bonds, and shall create no rights in any other person or entity.

12. **RECORDKEEPING.** The Village shall maintain records of all Annual Financial Information Disclosure and Reportable Events Disclosure, including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

13. **ASSIGNMENT.** The Village shall not transfer its obligations under the Ordinance unless the transferee agrees to assume all obligations of the Village under this Agreement or to execute an Undertaking under the Rule.

14. GOVERNING LAW. This Agreement shall be governed by the laws of the State.

VILLAGE OF GLEN ELLYN
DUPAGE COUNTY, ILLINOIS

By: _____

Its: President

Address: 535 Duane Street

Glen Ellyn, Illinois 60137

Date: October __, 2012

EXHIBIT I

ANNUAL FINANCIAL INFORMATION AND TIMING AND AUDITED
FINANCIAL STATEMENTS

“Annual Financial Information” means financial information and operating data of the type contained in the Official Statement under the following captions:

“REAL PROPERTY ASSESSMENT, TAX LEVY AND COLLECTION PROCEDURES” (only the information under the headings: “Property Valuations,” “Property Tax Rates” and “Tax Collections and Extensions”);

“VILLAGE DEBT” (excluding “Overlapping Debt”); and

“SUMMARY OF HISTORICAL FINANCIAL OPERATIONS.”

All or a portion of the Annual Financial Information and the Audited Financial Statements as set forth below may be included by reference to other documents which have been submitted to EMMA or filed with the Commission. If the information included by reference is contained in a Final Official Statement, the Final Official Statement must be available on EMMA; the Final Official Statement need not be available from the Commission. The Village shall clearly identify each such item of information included by reference.

Annual Financial Information exclusive of Audited Financial Statements will be submitted to EMMA by 180 days after the last day of the Village’s fiscal year. Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included.

Audited Financial Statements will be prepared according to Generally Accepted Accounting Principles as applicable to governmental units (*i.e.*, as subject to the pronouncements of the Governmental Standards Accounting Board and subject to any express requirements of State law). Audited Financial Statements will be submitted to EMMA within 30 days after availability to Village.

If any change is made to the Annual Financial Information as permitted by Section 4 of the Agreement, the Village will disseminate a notice of such change as required by Section 4.

EXHIBIT II

EVENTS WITH RESPECT TO THE BONDS FOR WHICH REPORTABLE EVENTS DISCLOSURE IS REQUIRED

1. Principal and interest payment delinquencies
2. Non-payment related defaults, if material
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security
7. Modifications to the rights of security holders, if material
8. Bond calls, if material, and tender offers
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities, if material
11. Rating changes
12. Bankruptcy, insolvency, receivership or similar event of the Village*
13. The consummation of a merger, consolidation, or acquisition involving the Village or the sale of all or substantially all of the assets of the Village, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material

NOTE: DO NOT DELETE ANY EVENT, EVEN IF IT IS INAPPLICABLE TO YOUR TRANSACTION.

* This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Village in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Village, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Village.

EXHIBIT III

CUSIP NUMBERS

(BASE NUMBER IS 377478)

YEAR	SUFFIX
2014	
2015	
2016	
2017	
2018	
2019	
2020	
2021	
2022	
2023	
2024	
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