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ORDINANCE NUMBER 2009-09-3242

AN ORDINANCE providing for the issuance of not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, of the Village of Glencoe, Cook County, Illinois, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and further providing for the execution of a deposit and direction agreement in connection with such issuance.

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Adopted by the President and Board of Trustees on the 16th day of April 2009.

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**TABLE OF CONTENTS**

SECTION	HEADING	PAGE
PREAMBLES .....		1
SECTION 1.	DEFINITIONS.....	3
SECTION 2.	INCORPORATION OF PREAMBLES .....	7
SECTION 3.	DETERMINATION TO ISSUE BONDS .....	7
SECTION 4.	BOND DETAILS.....	7
SECTION 5.	BOOK ENTRY PROVISIONS .....	9
SECTION 6.	EXECUTION; AUTHENTICATION.....	11
SECTION 7.	TERM BONDS; MANDATORY REDEMPTION .....	12
SECTION 8.	EFFECTS OF PURCHASE OR OPTIONAL REDEMPTION OF TERM BONDS .....	12
SECTION 9.	OPTIONAL REDEMPTION .....	13
SECTION 10.	REDEMPTION PROCEDURE.....	13
SECTION 11.	REGISTRATION OF BONDS; PERSONS TREATED AS OWNERS.....	17
SECTION 12.	FORM OF BOND .....	19
SECTION 13.	SECURITY FOR THE BONDS; TAX LEVY OF THE PROPERTY TAXES; ABATEMENT .....	25
SECTION 14.	FILING WITH COUNTY CLERK .....	26
SECTION 15.	SALE OF BONDS; BOND ORDER; CERTAIN CONDITIONS OF SALE; OFFICIAL STATEMENT.....	26
SECTION 16.	CREATION OF FUNDS AND APPROPRIATIONS AND APPROVAL OF DEPOSIT AGREEMENT .....	28
SECTION 17.	PURCHASE OF THE GOVERNMENT SECURITIES .....	30

SECTION 18. CONTINUING DISCLOSURE UNDERTAKING .....30

SECTION 19. GENERAL TAX COVENANTS .....31

SECTION 20. CERTAIN SPECIFIC TAX COVENANTS .....32

SECTION 21. TAXES PREVIOUSLY LEVIED .....36

SECTION 22. MUNICIPAL BOND INSURANCE.....36

SECTION 23. RIGHTS AND DUTIES OF BOND REGISTRAR .....37

SECTION 24. DEFEASANCE .....39

SECTION 25. PUBLICATION OF ORDINANCE .....39

SECTION 26. SEVERABILITY.....39

SECTION 27. SUPERSEDER AND EFFECTIVE DATE.....40

LIST OF EXHIBITS

- A—BOND ORDER
- B—CONTINUING DISCLOSURE UNDERTAKING
- C—DEPOSIT AGREEMENT AND DIRECTION FOR REDEMPTION

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**PREAMBLES**

WHEREAS

A. The Village of Glencoe, Cook County, Illinois (the “*Village*”) is a municipality and unit of local government of the State of Illinois, duly organized and operating under a special charter and pursuant to the provisions of the Illinois Municipal Code, as amended (the “*Act*”).

B. The Village has heretofore issued the following outstanding and validly subsisting and unpaid general obligation bonds:

**I. GENERAL OBLIGATION BONDS, SERIES 1999**

Original Principal Amount:	\$8,635,000
Dated:	May 1, 1999
Originally Due Serially:	1999-2011 (exclusive of 2004-2005)
Amount subject to redemption and eligible to be refunded:	\$3,700,000

Outstanding Bonds and Bonds subject to redemption and eligible to be refunded due December 1 and described as follows:

YEAR	AMOUNT (\$) ORIGINAL BONDS DUE	RATE OF INTEREST (%)	AMOUNT (\$) ELIGIBLE TO BE REFUNDED
2009	100,000	4.10	All
2010	2,050,000	4.10	All
2011	1,550,000	4.10	All

which bonds are currently subject to redemption on any date at the redemption price of par plus accrued interest to the date of redemption (the bonds of such series being the “*Series 1999 Bonds*”).

**II. GENERAL OBLIGATION BONDS, SERIES 2001**

Original Principal Amount: \$1,200,000

Dated: June 1, 2001

Originally Due Serially: 2002-2011

Amount subject to redemption and eligible to be refunded: \$420,000

Outstanding Bonds and Bonds subject to redemption and eligible to be refunded due December 1 and described as follows:

YEAR	AMOUNT (\$) ORIGINAL BONDS DUE	RATE OF INTEREST (%)	AMOUNT (\$) ELIGIBLE TO BE REFUNDED
2009	135,000	4.25	All
2010	140,000	4.35	All
2011	145,000	4.45	All

which bonds are currently subject to redemption on any date at the redemption price of par plus accrued interest to the date of redemption (the bonds of such series being the “*Series 2001 Bonds*,” and, together with the Series 1999 Bonds, the “*Prior Bonds*”).

C. For the amounts and maturities of the Prior Bonds proposed and eligible to be refunded, interest rates are now and may become more favorable in the market for tax-exempt

municipal bonds than they were at the time said bonds were issued; and it may be possible to refund the Prior Bonds to achieve a net aggregate dollar and present value savings.

D. Pursuant to Sections 8-4-3 through 8-4-10 of the Act and the Local Government Debt Reform Act of the State of Illinois, as amended (the “*Reform Act*”), the Village is authorized to borrow money and to issue its general obligation refunding bonds to accomplish the refunding (the “*Refunding*”) of all or a selected portion of the Prior Bonds, which Refunding is defined to include the payment of related costs of issuance of bonds and of such refunding; and it is deemed necessary and desirable to provide for the issuance of not to exceed \$4,350,000 principal amount general obligation refunding bonds for such purpose and for the purpose of realizing such net debt service savings.

E. The President and Board of Trustees of the Village (the “*Corporate Authorities*”) do hereby determine that it is advisable and in the best interests of the Village to authorize the borrowing of not to exceed \$4,350,000 at this time pursuant to the Act and the Reform Act for the purpose of paying the costs of the Refunding and in evidence of such borrowing, to authorize the issuance of full faith and credit bonds of the Village in such principal amount.

F. It may be possible to issue the bonds as “bank-qualified” pursuant to federal tax law, and it is advisable to authorize the issuance of bonds so as to take advantage of such status.

NOW THEREFORE Be It Ordained by the President and Board of Trustees of the Village of Glencoe, Cook County, Illinois, 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.

Act

Corporate Authorities

Prior Bonds

Reform Act

Refunding

Series 1999 Bonds

Series 2001 Bonds

Village

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

“*Bond Fund*” means the Bond Fund established and defined in (Section 16 of) this Ordinance.

“*Bond Moneys*” means the 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 15 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, which may consist of an Official Notice of Sale and Official Bid Form (which may be submitted electronically) as prepared by Village officials, aided by the Financial Advisor, or alternatively may be a bond purchase agreement independently negotiated all as provided in this Ordinance.

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

“*Bond Registrar*” means The Bank of New York Mellon Trust Company, N.A., having trust offices located in the City of Chicago, Illinois, or its successors, in its capacity as bond registrar and paying agent under this Ordinance, or a substituted bond registrar and paying agent as hereinafter provided.

“*Bonds*” means the not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, authorized to be issued by this Ordinance in one or more series.

“*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 Purchasers as authorized (in Section 18 hereof) and substantially in the form as attached hereto as *Exhibit B*.

“*County*” means The County of Cook, 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.

“*Deposit Agent*” means The Bank of New York Mellon Trust Company, N.A., with offices located in the City of Chicago, Illinois.

“*Deposit Agreement*” means the Deposit Agreement and Direction for Redemption by and between the Village and the Deposit Agent as authorized in (Section 16 of) this Ordinance and set forth as *Exhibit C*.

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

*“Financial Advisor”* mean Ehlers and Associates, Inc., Lisle, Illinois, the firm acting as financial advisor to the Village in the sale of the Bonds.

*“Ordinance”* means this Ordinance, numbered as set forth on the title page, and passed by the Corporate Authorities on the 16th day of April 2009.

*“Property Taxes”* means the ad valorem real property taxes levied to pay the Bonds as described and levied in (Section 13 of) this Ordinance, and as more particularly to be enumerated in the Bond Order.

*“Purchase Price”* means the price to be paid by the Purchasers for the Bonds, to-wit: not less than 99% of the original principal amount thereof plus accrued interest to the date of delivery.

*“Purchasers”* means the purchaser (underwriter) of the Bonds, being either (i) the winning bidder at a public and competitive sale, or (ii) the firm or firms so named in a Bond Purchase Agreement and Bond Order after an arm’s-length, negotiated sale with the Village.

*“Record Date”* means the 1st day of the month preceding any interest payment date.

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

“*Tax-exempt*” means, with respect to the Bonds, the status of interest paid and received thereon as excludable from the gross income of the owners thereof under the Code for federal income tax purposes except to the extent that such interest will be taken into account in computing an adjustment used in determining the alternative minimum tax for certain corporations.

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

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 Refunding for the public welfare and convenience, including the payment of all necessary or advisable related costs, and to borrow money and issue the Bonds for the purpose of paying 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 Refunding, there shall be issued and sold the Bonds, in one or more series, in the aggregate principal amount of not to exceed \$4,350,000.

B. The Bonds shall each be designated “*General Obligation Refunding Bonds, Series 2009A*” or such other name or names or series designations as may be appropriate and as

stated in the Bond Order; be dated on or before the date of issuance as may be set forth in the 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 or as Term Bonds (subject to right of prior redemption) on December 15 of the years in which the Bonds are to mature.

C. The Bonds shall mature in the amounts and in the years as shall be set forth in the Bond Order; *provided, however*, (i) that the maximum maturity date of the Bonds shall not extend past December 15, 2011, (ii) that the *sum* of the principal of and interest on the Bonds due (or subject to mandatory redemption) in any given annual period from December 16 to the following December 15 (a “*Bond Year*”) shall not exceed the *sum* of the principal of and interest on the Prior Bonds in fact refunded with the proceeds of the Bonds during the corresponding Bond Year, (iii) the maximum annual tax levy for the Bonds in any given year shall not exceed the aggregate annual tax levy of the Prior Bonds in any given year, and (iv) the maximum interest rate on the Bonds shall not exceed three and three-quarters percent (3.75%) per annum. Further conditions of sale and delivery of the Bonds are also set forth below (Section 15).

D. Each Bond shall bear interest 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 June 15 and December 15 of each year, commencing on December 15, 2009, or on such date as shall be provided in the Bond Order as relates thereto. 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 or redemption price due on 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. Book Entry Provisions.* The Bonds shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bond. 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 Representations Letter, substantially in the form common in the municipal securities industry, or with such changes therein as the officer executing the Representations Letter 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 Representations Letter, it may contain provisions relating to (a) payment procedures, (b) transfers of the Bonds or of beneficial interests

therein, (c) redemption notices and procedures unique to the Depository, (d) additional notices or communications, and (e) amendment from time to time to conform with changing customs and practices with respect to securities industry transfer and payment practices. With respect to Bonds registered in the Bond Register in the name of the Book Entry Owner, neither the Village nor 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, neither the Village nor any Village officer, or the Bond Registrar, shall have any responsibility or obligation with respect to (a) the accuracy of the records of the Depository, the Book Entry Owner, or any Depository Participant with respect to any ownership interest in the Bonds, (b) the delivery to any Depository Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register or as otherwise expressly provided in the Representations Letter, of any notice with respect to the Bonds, including any notice of redemption, or (c) the payment to any Depository Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register, of any amount with respect to principal of or interest on the Bonds. No person other than a registered owner of a Bond as shown in the Bond Register shall receive a Bond certificate with respect to any Bond. In the event that (a) the Village determines that the Depository is incapable of discharging its responsibilities described herein and in the Representations Letter, (b) the agreement by or among the Village, the Bond Registrar, and/or the Depository evidenced by the Representations Letter shall be terminated for any reason, or (c) the Village determines that it is in the best interests of the Village or of the beneficial owners of the Bonds either that they be able to obtain

certificated Bonds or that another depository is preferable, then 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 6. 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 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 7. 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 test 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 December 15 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 8. 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 9. 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 10. 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 11. 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, currently in Chicago, Illinois, which is hereby constituted and appointed the registrar of the Village for the Bonds. The Village is authorized to prepare, and the Bond Registrar or such other agent as the Village may designate shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds. Subject to the provisions of this Ordinance relating to the Bonds in Book Entry Form, any Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth in this Ordinance. Upon surrender for transfer or exchange of any Bond at the office of the Bond Registrar maintained for such 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 series and 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 or during the period of 15 days preceding the giving of notice of redemption of Bonds or to transfer or exchange any Bond all or a portion of which has been called for redemption. The execution by the Village of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond; *provided, however*, the principal amount of Bonds 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 12. Form of Bond.* The Bonds shall be in substantially the form hereinafter set forth; *provided, however,* that if the text of the Bond is to be printed in its entirety on the front side of the Bond, then the second paragraph of the front side of the Bond and the legend “See Reverse Side for Additional Provisions” shall be omitted and paragraphs on the reverse side of the Bond shall be inserted immediately after the first paragraph on the front side.



registration books of the Village maintained by the Bond Registrar at the close of business on the applicable Record Date. The Record Date shall be the 1st 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, 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.

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 Property Taxes on all of the taxable property in the Village, without limitation as to rate or amount.

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 Glencoe, Cook 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 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 Glencoe  
Cook County, Illinois

ATTEST:

---

Village Clerk, Village of Glencoe  
Cook 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 Refunding Bonds, Series 2009A, of the Village of Glencoe, Cook County, Illinois.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A.,  
as Bond Registrar

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

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

[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 refunding of prior series of the Village’s general obligation bonds and of paying expenses incidental thereto, all as described and defined in Ordinance Number 2009-\_\_-\_\_ of the Village, passed by the President and Board of Trustees on the 16th day of April 2009, authorizing 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 with the supplemental provisions of the Local Government Debt Reform Act, as amended (such statutory provisions 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 mandatory redemption upon the terms, notice, price and other applicable provisions of the Ordinance and related documents.

This Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth in the Ordinance. 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 or during the period of 15 days preceding the giving of notice of redemption of Bonds or to transfer or exchange any Bond all or a portion of which has been called for redemption.

The 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.

**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; Tax Levy of the Property Taxes; Abatement.* The Bonds are a general obligation of the Village, for which the full faith and credit of the Village are irrevocably pledged, and are payable from the levy of the Property Taxes on all of the taxable property in the Village, without limitation as to rate or amount. 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 or as due by mandatory redemption, 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 sufficient for that purpose; and *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 as shall be fully set forth in the Bond Order for the Bonds.* The Property Taxes and other moneys on deposit (collectively, the “*Bond Moneys*”) in the Bond Fund shall be applied to pay principal of and interest on the Bonds when due and principal or redemption price when due at maturity or as redeemed pursuant to mandatory redemption from the Bond Fund. Interest on or principal of the Bonds coming due at any time when there are insufficient funds on hand from the Property Taxes to pay the same shall be paid promptly when due from current funds on hand in advance of the collection of the Property Taxes; and when the 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 foregoing tax levy. The Village and its officers will comply with all present and future applicable laws in order to assure that the Property Taxes may be levied, extended and collected as provided in this Ordinance and deposited into the Bond Fund. Whenever moneys 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 Property Taxes, the Corporate Authorities shall, by proper proceedings, direct the deposit of such moneys into the Bond Fund and further direct the abatement of such 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 in 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 14. Filing with County Clerk.* Promptly, after this Ordinance becomes effective and after execution of the Bond Order, a copy hereof, duly certified under manual signature and seal by the Village Clerk, shall be filed with the County Clerk. The County Clerk shall in and for each of the years so required ascertain the rate percent required to produce the aggregate Property Taxes levied in each of such years in the County; 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 15. Sale of Bonds; Bond Order; Certain Conditions of Sale; Official Statement.* 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 Purchasers at not less than the Purchase Price; *provided, however,* that the following conditions shall also be met:

A. 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.

B. The net present value savings derived from such Refunding (as shown in a written certificate or report delivered by the Financial Advisor), shall not be less than 2.00% of the face amount of the Prior Bonds in fact so refunded.

The Corporate Authorities acknowledge that a proposed competitive sale of the Bonds has been scheduled for the date of adoption of this Ordinance and that, provided the sale criteria set forth in this Ordinance are met, the Bonds are to be sold pursuant to such competitive sale and the Bond Order submitted to the Corporate Authorities and approved by this Ordinance is in final form. If such competitive sale has not produced the required results, then the Designated Officers shall continue to pursue sale of the Bonds to the end of achieving such results. At the time of the execution and delivery of the Bond Purchase Agreement, 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 Purchasers for the purchase of the Bonds. 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, and closing documents. The Preliminary Official Statement relating to the Bonds, such document to be in substantially the form now on file with the 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 Purchasers

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 Village officer(s) designated to sign the Bond Purchase Agreement are hereby authorized to execute same, and their execution shall constitute full and complete approval of all necessary or appropriate completions and revisions as shall appear therein. Upon the sale of the Bonds, the 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 May 15, 2009.*

*Section 16. Creation of Funds and Appropriations and Approval of Deposit Agreement.*

A. There is hereby created the “*General Obligation Refunding Bonds, Series 2009A, Bond and Interest Sinking Fund Account*” (the “*Bond Fund*”), which shall be the fund for the payment of principal of and interest on the Bonds. Accrued interest, 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 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 Property Taxes. Surplus amounts, 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 next interest payment date 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 present and future proceeds of the Property Taxes for the benefit of the registered owners of the Bonds, subject to the reserved right of the Corporate Authorities to transfer surplus amounts, 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 as may be necessary shall be deposited into a separate fund, hereby created, designated the “*Expense Fund*” to be used to pay expenses of issuance of the Bonds. Disbursements from such fund shall be made from time to time as necessary. Any excess in said fund shall be deposited into the Bond Fund hereinabove created within six months from the date of issuance of the Bonds. Alternatively, the expenses of issuing the Bonds may be paid from Bond proceeds by the Purchasers at closing.

D. The amount necessary from the proceeds of the Bonds, together with such money in the existing Village bond fund for the Prior Bonds as may be advisable for the purpose, shall be used to provide for the refunding of the Prior Bonds or of a pertinent portion of the Prior Bonds, and the payment of such expenses as may be designated. If the redemption date of the Prior Bonds is scheduled to be on or less than fifteen (15) business days after delivery of the Bonds, the Village Treasurer is authorized to hold such funds for the designated purpose. In any other event, the refunding of the Prior Bonds shall occur pursuant to the provisions of the Deposit Agreement, all in accordance with the provisions of such Deposit Agreement with the Deposit Agent as designated, substantially in the form attached hereto as *Exhibit C* to this Ordinance, made a part hereof by this reference, and hereby approved. The officers appearing signatory to such Deposit Agreement are hereby authorized and directed to execute the same, their execution to constitute conclusive proof of action in accordance with this Ordinance, and approval of all completions or revisions necessary or appropriate to effect the Refunding. Subject only to the delivery of the Bonds, the Prior Bonds as are to be refunded are hereby called for redemption on

the date and upon the terms and provisions as provided in the Bond Order and the Deposit Agreement as relates thereto.

E. The remaining proceeds of the Bonds, if any, shall be deposited into the Bond Fund.

F. Alternatively to the creation of the Bond Fund or the Expense Fund as described above, the Treasurer may allocate Bond Moneys or the proceeds of the Bonds for expenses to one or more related funds of the Village already in existence and in accordance with good accounting practice; *provided, however*, that this shall not relieve the Village or the Treasurer of the duty to account and invest for the Bond Moneys and the proceeds of the Bonds as herein provided, as if such funds had in fact been created.

*Section 17. Purchase of the Government Securities.* The Financial Advisor, the Deposit Agent, and Chapman and Cutler LLP, Chicago, Illinois, be and the same are each hereby authorized to act as agent for the Village in the purchase of the Government Securities described and set forth in the Deposit Agreement.

*Section 18. Continuing Disclosure Undertaking.* Any Designated Officer is hereby authorized, empowered and directed to execute and deliver the Continuing Disclosure Undertaking (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 for the Bonds 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 19. General Tax Covenants.* The Village hereby covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting, or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause the interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The Village acknowledges that, in the event of an examination by the Internal Revenue Service of the exemption from Federal income taxation for interest paid on the Bonds, under present rules, the Village may be treated as the “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 counsel approving the Bonds; (c) to consult with 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 of the Bonds is to be used and not more than 5% of the net proceeds of either series of the Prior Bonds were used, directly or indirectly, in any trade or business 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 either series of the Prior Bonds, taken separately, has been to date or 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 and no proceeds of either series of the Prior Bonds were used, directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.

(4) No user of any Village improvements made with proceeds of either series of the Prior Bonds, 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 improvements as a result of (i) ownership, (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) All of the proceeds of the Prior Bonds have been spent, except for money treated as proceeds on deposit in the bond fund or debt service fund for the Prior Bonds.

(2) All gross proceeds of the Bonds except amounts on deposit in a bona fide debt service fund will be spent within six months.

(3) 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 tax revenues and debt service, and will be collectively depleted at least annually to an amount not in excess of 1/12 the particular annual debt service on the Bonds. Money deposited therein will be spent within a 13-month period beginning on the date of deposit, and investment earnings therein will be spent or withdrawn within a one-year period beginning on the date of receipt.

(4) 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.

(5) 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. The Village expects the yield on investments of all proceeds of the Bonds to be less than

the yield on the Bonds. *However*, the Village expects to meet a spenddown exception to the Rebate Requirement as all costs of issuance and proceeds for the Refunding will be spent within 90 days of delivery of the Bonds and any remainder (less than 5% of said issue) will be spent within one year.

(6) Relating to applicable exceptions, any Village officers charged with issuing the Bonds are hereby authorized to make such elections under the Code as such officers 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.

(7) The officers of the Village shall cause to be established, at such time and in such manner as they may deem necessary or appropriate hereunder, a “*General Obligation Refunding Bonds, Series 2009A, Rebate Fund*” (the “*Rebate Fund*”) for the Bonds, and such officers shall further, not less frequently than annually, cause to be transferred to the Rebate Fund the amount determined to be the accrued liability under the Rebate Requirement or Penalty. Said officers shall cause to be paid to the United States Treasury, without further order or direction from the Corporate Authorities, from time to time as required, amounts sufficient to meet the Rebate Requirement or to pay the Penalty.

(8) Interest earnings in the Bond Fund are hereby authorized to be transferred, without further order or direction from the Corporate Authorities, from time to time as required, to the Rebate Fund for the purposes herein provided; and proceeds of the Bonds and other funds of the Village are also hereby authorized to be used to meet the Rebate Requirement or to pay the Penalty, but only if necessary after application of investment earnings as aforesaid and only as appropriated by the Corporate Authorities.

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. This Ordinance is in itself a declaration of official intent under Treasury Regulations Section 1.103-18 as to all costs of the Refunding which may be paid after the date hereof and prior to issuance of the Bonds.

D. The amount of the Bonds equal to the par amount of the refunded portion of the Prior Bonds will be “deemed designated” as “qualified tax-exempt obligations” for the purposes and within the meaning of Section 265(b)(3) of the Code if the requirements of said section of the Code are met. Further, as affirmed in the Bond Order, the following shall apply in connection with the Bonds that are not “deemed designated”: (a) the Designated Officers in the Bond Order may designate each of such Bonds as a “qualified tax-exempt obligation” for the purposes and within the meaning of Section 265(b)(3) of the Code. In support of such designation, the Designated Officers may state that (i) none of the Bonds will be at any time a “private activity bond” (as defined in Section 141 of the Code) other than a “qualified 501(c)(3) bond” (as defined in Section 145 of the Code), (ii) as of the date of the Bond Order and in calendar year 2009, the Village shall not have issued any tax-exempt obligations of any kind other than the General Obligation Bonds, Series 2009 (the “*Series 2009 Bonds*”) and the Bonds, nor shall any tax-exempt obligations of any kind have been issued on behalf of the Village, (iii) during calendar year 2009, the Village will not issue or cause to have issued on behalf of the Village more than \$30,000,000 of tax-exempt obligations, including the Bonds which are so designated, but not the Bonds so deemed designated, (iv) not more than \$30,000,000 of obligations of any kind (including the Series 2009 Bonds and the Bonds) issued by or on behalf of the Village during calendar year 2009 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. For purposes of (iii) and (iv) the amount of obligations shall be either the par amount or the reoffering price of such obligations depending on whether the premium (if any) on such obligations exceeds 2% of par plus an amount to be used for reasonable compensation of the underwriter (if any) of such obligations.

*E.* The Village reserves the right to use or invest moneys in connection with the Bonds in any manner or to use the Village infrastructure acquired, constructed, or improved with proceeds of the Prior Bonds in any manner, notwithstanding the representations and covenants in Sections 19 and 20 herein, *provided* it shall first have received an opinion from an attorney or a firm of attorneys whose opinions are generally acceptable to purchasers in the national market for Tax-exempt bonds to the effect that use or investment of such moneys or the changes in or use of such infrastructure as contemplated are proper under applicable law and will not result in loss or impairment of Tax-exempt status for the Bonds.

*Section 21. Taxes Previously Levied.* The taxes previously levied to pay principal of and interest on the Prior Bonds for the years 2009 and subsequent, to the extent such principal and interest is provided for from the proceeds of the Bonds or otherwise as hereinabove described, shall be abated. The filing of a certificate or certificates of abatement with the County Clerk shall constitute authority and direction for the County Clerk to make such abatement. The taxes so levied for the Prior Bonds for the years 2008 and preceding, which have been or are to be collected, and subject to use of same as may be required by the Code in assuring the Tax-exempt status of the Prior Bonds and the Bonds, shall be applied to the payment either of the Prior Bonds for which collected or to the payment of the Bonds.

*Section 22. Municipal Bond Insurance.* In the event the payment of principal of and interest on the Bonds or of a given series of 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 Bonds, subrogation of the rights of Bondholders to the Bond Insurer when holding Bonds, amendment hereof, or other terms, as approved by any of the Designated 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 23. Rights and Duties of Bond Registrar.* If requested by the Bond Registrar, any officer of the Village is authorized to execute a mutually agreeable form of agreement 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 of the same series. 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 corporate trust offices in the State of Illinois or New York, and having capital and surplus and undivided profits in excess of \$100,000,000. The Village Clerk of the Village is hereby directed to file a certified copy of this Ordinance with the Bond Registrar.

*Section 24. 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 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 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 25. 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 26. 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 27. 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: April 16, 2009

AYES: Cowans, Debb, Keefe, Shubart and Solomon (5)

NAYS: None (0)

ABSENT: Melamed (1)

APPROVED: April 16, 2009

\_\_\_\_\_  
President, Village of Glencoe  
Cook County, Illinois

Published in pamphlet form by authority of the President and Board of Trustees on April 16, 2009.

Recorded in Village Records on April 16, 2009.

ATTEST:

\_\_\_\_\_  
Village Clerk, Village of Glencoe  
Cook County, Illinois

STATE OF ILLINOIS     )  
  ) SS  
COUNTY OF COOK     )

**CERTIFICATION OF AGENDA, MINUTES AND ORDINANCE**

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of Glencoe, Cook 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*”) thereof.

I do further certify that the foregoing 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 16th day of April 2009 insofar as the same relates to the adoption of an ordinance numbered 2009-09-3242 and entitled:

AN ORDINANCE providing for the issuance of not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, of the Village of Glencoe, Cook County, Illinois, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and further providing for the execution of a deposit and direction agreement in connection with such issuance.

(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 an agenda (the “*Agenda*”) for the Meeting, including a specific item listed showing the proposed adoption of the Ordinance, was posted at the location where the Meeting was held and at the principal office of the Corporate Authorities (both of said locations being Village Hall) at least 48 hours in advance of the holding of the Meeting and also prior to 5:00 p.m. on the Tuesday

preceding the Meeting, and remained continuously so posted until the adjournment of said meeting; that attached hereto is a true, correct and complete copy of the Agenda; that notice of the Meeting was duly given to all newspapers, radio or television stations and other news media requesting such notice; and 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 the act and code so cited 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 16th day of April 2009.

[SEAL]

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Village Clerk

[Attach: Agenda, Extract of Minutes and Ordinance]

STATE OF ILLINOIS     )  
  ) SS  
COUNTY OF COOK     )

**CERTIFICATE OF PUBLICATION IN PAMPHLET FORM**

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of Glencoe, Cook 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 on the 16th day of April 2009 there was published in pamphlet form, by authority of the President and Board of Trustees, a true, correct, and complete copy of Ordinance Number 2009-09-3242 of the Village entitled:

AN ORDINANCE providing for the issuance of not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, of the Village of Glencoe, Cook County, Illinois, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and further providing for the execution of a deposit and direction agreement in connection with such issuance.

and providing for the issuance of said bonds, and that the ordinance as so published was on that date readily available for public inspection and distribution, in sufficient number so as to meet the needs of the general public, at my office as Village Clerk located in the Village.

IN WITNESS WHEREOF I have affixed hereto my official signature and the seal of the Village this 16th day of April 2009.

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Village Clerk

[SEAL]

STATE OF ILLINOIS     )  
  ) SS  
COUNTY OF COOK     )

**CERTIFICATE OF FILING**

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of The County of Cook, Illinois, and as such officer I do hereby certify that on the 16th day of April 2009 there was filed in my office a properly certified copy of Ordinance Number **2009-09-3242** passed by the President and Board of Trustees of the Village of Glencoe, Cook County, Illinois, on the 16th day of April 2009 and entitled:

AN ORDINANCE providing for the issuance of not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, of the Village of Glencoe, Cook County, Illinois, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and further providing for the execution of a deposit and direction agreement in connection with such issuance.

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 Cook, Illinois, at Chicago, Illinois, this \_\_\_\_ day of \_\_\_\_\_ 2009.

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County Clerk of The County  
of Cook, Illinois

[SEAL]

[NOTE: To be filed with the Bond Order]

EXTRACT OF MINUTES of the regular public meeting of the President and Board of Trustees of the Village of Glencoe, Cook County, Illinois, held at the Village Hall, located at 675 Village Court, in said Village, at 7:00 p.m., on Thursday, the 16th day of April 2009.

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

Upon the roll being called, the President and the following Trustees, all of whom were physically present in said room, answered present: Bruce Cowans, Lawrence Debb, Joseph Keefe, Ellen Shubart, and Joel Solomon

The following Trustees were allowed by a majority of the President and Board of 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: None

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: Mitchell Melamed

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

\* \* \* \* \*

The President and Board of Trustees then discussed a proposed bond refunding for the Village and considered an ordinance providing for the issuance of not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, of the Village and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said

bonds, and further providing for the execution of a deposit and direction agreement in connection with such issuance.

Thereupon, President Feldman presented an ordinance entitled:

AN ORDINANCE providing for the issuance of not to exceed \$4,350,000 General Obligation Refunding Bonds, Series 2009A, of the Village of Glencoe, Cook County, Illinois, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and further providing for the execution of a deposit and direction agreement in connection with such issuance.

(the "*Bond Ordinance*").

Trustee Keefe moved and Trustee Shubart seconded a motion that the Bond Ordinance as presented be adopted.

A discussion of the matter followed. During the discussion, the Village Attorney 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 refunding bonds for the purpose of paying the costs of refunding certain outstanding general obligation corporate purpose bonds, (2) that the bonds are issuable without referendum pursuant to the laws of the State of Illinois, (3) that the ordinance provides for the levy of taxes to pay the bonds and approves a form of deposit agreement to accomplish the refunding, and (4) 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 Bond Ordinance.

Upon the roll being called, the following Trustees voted AYE: Cowans, Debb, Keefe, Shubart and Solomon

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and the following Trustees voted NAY: None

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WHEREUPON, the President declared the motion carried and the Bond Ordinance adopted, and henceforth did approve and sign the same in open meeting, and did direct the Village Clerk to record the same in full in the records of the President and Board of Trustees of the Village of Glencoe, Cook County, Illinois.

\* \* \* \* \*

Other business was duly transacted at said meeting.

\* \* \* \* \*

Upon motion duly made and carried, the meeting adjourned.

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Village Clerk