

**RESOLUTION NO.**

**A RESOLUTION APPROVING AND AUTHORIZING  
EXECUTION OF A FIRST AMENDED AND RESTATED DECLARATION OF TRUST**

**WHEREAS**, the Village of Downers Grove (the "Agency"), desires to participate in the joint investment of certain of its funds in accordance with the Constitution and laws of the State of Illinois (the "State");

**WHEREAS**, Section 10 of Article VII of the Constitution of the State provides that the State shall encourage intergovernmental cooperation and use its technical and financial resources to assist intergovernmental activities among its units of local government;

**WHEREAS**, the Intergovernmental Cooperation Act, as amended (the "Cooperation Act"), provides a statutory framework that supplements the constitutional grant of intergovernmental cooperation powers found in said Section 10 of Article VII;

**WHEREAS**, Section 3 of the Cooperation Act provides that "[a]ny power or powers, privileges, functions, or authority exercised or which may be exercised by a public agency of [the] State may be exercised, combined, transferred, and enjoyed jointly with any other public agency of [the] State ... except where specifically and expressly prohibited by law";

**WHEREAS**, Section 5 of the Cooperation Act, provides that anyone or more public agencies may contract with anyone or more other public agencies to perform any governmental service, activity or undertaking which any of the public agencies entering into the contract is authorized by law to perform, *provided* that such contract shall be authorized by the governing body of each party of the contract;

**WHEREAS**, such contract shall set forth fully the purposes, powers, rights, objectives and responsibilities of the contracting parties;

**WHEREAS**, Section 1-1-5 of the Illinois Municipal Code, as amended (the "Municipal Code"), provides among other things, that the corporate authorities of each municipality may exercise jointly, with one or more other municipal corporations or governmental subdivisions or districts, all of the powers set forth in the Municipal Code;

**WHEREAS**, Section 3.1-35-50 of the Municipal Code provides, among other things, that each municipal treasurer is permitted to join with other municipal treasurers or municipalities for the purpose of investing the municipal funds of which the treasurer has custody;

**WHEREAS**, pursuant to a Declaration of Trust, dated as of September, 1995 (the "Original Declaration") certain municipal treasurers entered into an agreement establishing the Illinois Metropolitan Investment Fund (the "Fund"), for the purpose of combining their respective available investment funds so as to enhance the investment opportunities available to them and increase the investment earnings accruing to the benefit of the respective municipalities on behalf of which they acted, pursuant to the aforementioned constitutional and statutory authority;

**WHEREAS**, the Original Declaration was amended and restated by adoption of that certain First Amended and Restated Declaration of Trust, dated as of July 1, 1996 and incorporating amendments dated January 28, 1999, January 27, 2000, March 22, 2002, March 18,

2004 and May 9, 2007 (the Original Declaration, as amended by the Amended and Restated Declaration of Trust, hereinafter referred to as the "Declaration of Trust");

**WHEREAS**, the Fund's assets can only be invested in instruments authorized by the Public Funds Investment Act, as amended;

**WHEREAS**, no public agency, shall become a participant (a "Participant") in the Fund unless and until such public agency, including the Agency, has adopted and authorized the Declaration of Trust; and

**WHEREAS**, the Participants anticipate that other municipal treasurers, official custodians of municipal funds, public agencies and intergovernmental entities composed solely of participating municipalities may wish from time to time to become Participants; and

**WHEREAS**, the Agency deems it necessary and in the best interests of the Agency to participate in the Fund by having the Agency become a Participant.

**NOW, THEREFORE, BE AND IT HEREBY IS RESOLVED, BY THE VILLAGE COUNCIL OF THE VILLAGE OF DOWNERS GROVE, IN THE EXERCISE OF ITS POWERS, AS FOLLOWS:**

1. The preambles to this Resolution are hereby found and determined to be true, correct and complete and are hereby incorporated into the text of this Resolution by this reference as set out herein at length.
2. The Declaration of Trust is attached hereto and by this reference incorporated herein and made a part hereof, and is hereby adopted, authorized and approved in all respects; and the Agency is hereby authorized to become an additional Participant of the Fund.
3. The Mayor and Village Clerk and other officers or employees of the Agency are hereby empowered and directed to execute and deliver all documents, certificates and other instruments necessary to further the intent and purpose of this Resolution.
4. All resolutions or motions in conflict herewith are hereby superseded to the extent of such conflict, and that this Resolution shall be in full force and effect forthwith upon its adoption.

\_\_\_\_\_  
Mayor

Passed: \_\_\_\_\_

Attest: \_\_\_\_\_  
Village Clerk

**ACCEPTANCE AND APPROVAL OF  
FIRST AMENDED AND RESTATED DECLARATION OF TRUST DATED  
AS OF JULY 1, 1996 AND INCORPORATING AMENDMENTS DATED  
JANUARY 28, 1999, JANUARY 27, 2000, MARCH 22, 2002, MARCH 18,  
2004 AND MAY 9, 2007 (THE "TRUST")**

The undersigned, having been authorized by Resolution Number \_\_\_\_\_, adopted by the Village Council of the Village of Downers Grove, on the \_\_\_\_\_ day of 2009, to become an additional Participant of the Illinois Metropolitan Investment Fund (the "*Fund*"), hereby approves and accepts the Trust and agrees to be bound by its terms with respect to the Fund.

\_\_\_\_\_  
Mayor

Passed: \_\_\_\_\_

Attest: \_\_\_\_\_  
Village Clerk