

**VILLAGE OF DOWNERS GROVE
REPORT FOR THE VILLAGE COUNCIL MEETING
OCTOBER 12, 2010 AGENDA**

SUBJECT:	TYPE:	SUBMITTED BY:
Bond Refunding – Parameters Ordinance	Resolution ✓ Ordinance Motion Discussion Only	David Fieldman Village Manager

SYNOPSIS

An ordinance authorizing bond refundings pursuant to specific parameters has been prepared.

STRATEGIC PLAN ALIGNMENT

The Five Year Plan and Goals identifies *Exceptional Municipal Organization*. A supporting objective is *Financially Sound and Sustainable Village Government*.

FISCAL IMPACT

A refunding opportunity has been identified for the 2002 Downtown TIF bonds that would save the Village \$350,000 or about 5% (net present value savings).

UPDATE & RECOMMENDATION

This item was discussed at the October 5, 2010 Village Council meeting. Staff recommends approval on the October 12, 2010 active agenda.

BACKGROUND

The proposed Bond Refunding Parameters Ordinance would allow the Village to proceed with the refunding using a negotiated sale. This is the same process that was used with the bond refunding that was approved in 2009. The anticipated closing date is November 10, 2010.

In order to more efficiently respond to future opportunities, the proposed Bond Refunding Parameters Ordinance has been structured to allow the Village to take advantage of any other refunding opportunities, in addition to the 2002 Downtown TIF bonds currently being refunded, that could become available before April 30, 2011. The April 30 date was chosen since a Parameters Ordinance cannot have a term that exceeds the term of any Council Member.

The proposed Bond Refunding Parameters Ordinance establishes the conditions under which authorized Village officials can refund existing bond issuances that achieve established minimum savings to the Village. Approving the Parameters Ordinance will allow the Village to refund the bonds via a negotiated sale at the time the Village’s Financial Advisor feels the market conditions are most favorable to the Village. The ordinance outlines the following parameters:

- Minimum Net Present Value Savings to the Village of 3.0%
- Maximum Size of Refunding of \$28.0 million
- The Parameters Ordinance expires April 30, 2011
- Mayor is Authorized to Execute the Refunding Agreement

Key Steps for the Refunding of GO Bonds through a Negotiated Sale

1. Obtain a Rating from Standard & Poors – Northern Trust will work with Standard & Poors, the Village’s bond rating agency, to establish a bond rating for the proposed bond refunding.
2. Prepare and Distribute the Preliminary Official Statement – Northern Trust will prepare and distribute the Preliminary Official Statement (POS) to potential bond purchasers. The POS will provide information about the Village and the bond issuance to entities interested in purchasing the bonds.
3. Village Council Approval of a Parameters Ordinance
4. Price the Bond Issue – Northern Trust and the bond underwriters will establish the principal, interest and debt service payment schedule for the bond issuance.
5. Execute the Bond Purchase Agreement –The authorized Village officials will execute the Bond Purchase Agreement. The agreement must conform to all criteria included in the Parameters Ordinance.
6. Close on the Bond Purchase Agreement – The authorized Village officials will execute all documents necessary to close on the Bond Purchase Agreement. The documents must conform to all criteria included in the Parameters Ordinance.

Pursuant to the Village Council’s Debt Management Policy, the Village should consider refunding debt when financially advantageous. A net present value savings of 3% or greater must be achieved.

ATTACHMENTS

Parameters Ordinance

EXTRACT OF MINUTES of the regular public meeting of the Council of the Village of Downers Grove, DuPage County, Illinois, held at Village Hall, 801 Burlington Avenue, in said Village, at 7:00 p.m., on the 12th day of October, 2010.

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

Upon the roll being called, the Mayor and the following Commissioners answered physically present at said location: _____

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

No Commissioner was refused permission to attend the meeting by video or audio conference.

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

The Council then discussed refunding certain outstanding bonds of the Village and considered an ordinance providing for the issuance of one or more series of general obligation refunding bonds, of the Village of Downers Grove, DuPage County, Illinois, authorizing the execution of one or more escrow agreements and bond orders, 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 securing a portion of said bonds with a pledge of certain incremental property tax revenues.

Thereupon, Commissioner _____ presented and the Village Attorney explained in full the following ordinance, which was before the Council and made available to any person requesting one in words and figures as follows:

AN ORDINANCE providing for the issuance of one or more series of General Obligation Refunding Bonds, of the Village of Downers Grove, DuPage County, Illinois, authorizing the execution of one or more bond orders and escrow agreements in connection therewith, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds and furthering securing said bonds with a pledge of certain incremental taxes.

(the "*Bond Ordinance*").

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

After discussion thereof, including a public recital of the nature of the matter being considered and such other information as would inform the public of the business being conducted, the Mayor directed that the roll be called for a vote upon the motion to adopt the Bond Ordinance.

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

and the following Commissioners voted NAY: _____
_____ .

WHEREUPON, the Mayor declared the motion carried and the ordinance adopted, and henceforth did approve and sign the same in open meeting, and directed the Village Clerk to record the same in full in the records of the Council of the Village of Downers Grove, DuPage County, Illinois.

Other business was duly transacted at said meeting.

Upon motion duly made and carried, the meeting adjourned.

Village Clerk

TABLE OF CONTENTS

SECTION	HEADING	PAGE
PREAMBLES		1
SECTION 1.	DEFINITIONS	4
SECTION 2.	INCORPORATION OF PREAMBLES	8
SECTION 3.	DETERMINATION TO ISSUE BONDS	9
SECTION 4.	BOND DETAILS.....	9
SECTION 5.	EXECUTION; AUTHENTICATION.....	11
SECTION 6.	MANDATORY AND OPTIONAL REDEMPTION.....	11
SECTION 7.	BOOK-ENTRY FORM.....	17
SECTION 8.	REGISTRATION; TRANSFER; EXCHANGE; OWNERS.....	19
SECTION 9.	SECURITY.....	21
SECTION 10.	FORM OF BONDS	21
SECTION 11.	TAX LEVY; ABATEMENT	28
SECTION 12.	FILING WITH COUNTY CLERK	30
SECTION 13.	SALE OF BONDS	30
SECTION 14.	CREATION OF FUNDS AND APPROPRIATIONS	32
SECTION 15.	SPECIAL TAX ALLOCATION FUND AND ACCOUNT.....	33
SECTION 16.	GENERAL COVENANTS.....	36

SECTION 17.	REIMBURSEMENT	37
SECTION 18.	NOT PRIVATE ACTIVITY BONDS.....	37
SECTION 19.	REGISTERED FORM.....	38
SECTION 20.	FURTHER TAX COVENANTS; REBATE; BANK QUALIFICATION.	38
SECTION 21.	OPINION OF COUNSEL EXCEPTION	41
SECTION 22.	RIGHTS AND DUTIES OF BOND REGISTRAR	41
SECTION 23.	BOND INSURANCE	42
SECTION 24.	CONTINUING DISCLOSURE UNDERTAKING.....	42
SECTION 25.	DEFEASANCE	43
SECTION 26.	TAXES PREVIOUSLY LEVIED	43
SECTION 27.	PUBLICATION OF ORDINANCE	44
SECTION 28.	SUPERSEDER AND EFFECTIVE DATE.....	44

This Table of Contents is for convenience only and is not a part of the ordinance.

ORDINANCE NUMBER _____

AN ORDINANCE providing for the issuance of one or more series of General Obligation Refunding Bonds, of the Village of Downers Grove, DuPage County, Illinois, authorizing the execution of one or more bond orders and escrow agreements in connection therewith, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds and furthering securing said bonds with a pledge of certain incremental taxes.

WHEREAS, the Village of Downers Grove, DuPage County, Illinois (the “*Village*”), has a population in excess of 25,000 as determined by the last official census, and pursuant to the provisions of Section 6 of Article VII of the Constitution of the State of Illinois, the Village is a home rule unit and 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; and

WHEREAS, the Village has heretofore determined that it is necessary and advisable for the public health, safety, welfare, and convenience of residents of the Village that the Village undertake a redevelopment project and has heretofore convened a joint review board, held a public hearing, approved a redevelopment plan (the “*Plan*”) and project (the “*Project*”) and designated a redevelopment project area (the “*Project Area*”) for that portion of the Village known as the Village of Downers Grove Downtown Redevelopment Project Area, has further adopted tax increment allocation financing and has established a special tax allocation fund (the “*Fund*”) for the Project Area, all as authorized by the Tax Increment Allocation Redevelopment Act, as amended (the “*TIF Act*”); and

WHEREAS, pursuant to its home rule powers under the Act the Village is authorized to issue general obligation bonds to pay costs of the Project and, pursuant to the TIF Act, as supplemented by the Local Government Debt Reform Act, as amended, the Village is authorized further to secure said bonds by pledging the monies on deposit in and to the credit of the Fund to the payment of said bonds; and

WHEREAS, the Village has heretofore issued and there are now outstanding certain general obligation bonds which were issued to pay Project costs or to pay the costs of refunding general obligation bonds that had been issued to pay Project costs which had been approved in the Plan for the Project Area ; and

WHEREAS, certain of said bonds remain outstanding and unpaid and are further secured, ratably and equally, by a pledge of the hereinafter defined “Incremental Taxes” on deposit in and to the credit of the Fund (being, collectively, the “*Prior TIF Bonds*”); and

WHEREAS, pursuant to the ordinances adopted by the Council of the Village (the “*Council*”) authorizing the issuance of the Prior TIF Bonds the Village expressly reserved unto itself the right to issue without limit additional bonds, secured ratably and equally by the Incremental Taxes with the Prior TIF Bonds; and

WHEREAS, the Council has heretofore and it hereby is determined that from time to time it is advisable and necessary and in the best interests of the Village that some or all of the Prior TIF Bonds (said portion being the “*Refunded TIF Bonds*”) be refunded in order to achieve a debt service savings and/or to restructure the indebtedness evidenced by the Prior TIF Bonds; and

WHEREAS, the Village has heretofore issued and there are now outstanding certain general obligation bonds that were issued to pay certain project costs of the Village not associated with the Plan or Project Area (the “*Prior Non-TIF Bonds*” and, together with the Prior TIF Bonds, the “*Prior Bonds*”); and

WHEREAS, the Council has heretofore and it hereby is determined that from time to time it may be advisable and necessary and in the best interests of the Village that some or all of the Prior Non-TIF Bonds (said portion being the “*Refunded Non-TIF Bonds*” and, together with the Refunded TIF Bonds, the “*Refunded Bonds*”) be refunded in order to achieve a debt service savings and/or to restructure the indebtedness evidenced by the Prior Non-TIF Bonds; and

WHEREAS the specific Refunded Bonds will be determined in one or more escrow agreements as hereinafter authorized to be executed by and on behalf of the Village, but are presently expected to be those General Obligation Bonds, Series 2002, maturing on January 1 of the years 2011 through 2021, inclusive, General Obligation Bonds, Series 2007, maturing on January 1 of the years 2017 through 2028, inclusive and those General Obligation Bonds, Series 2008A, maturing on January 1 of the years 2021, 2025, 2028 and 2038; and

WHEREAS, the Council has heretofore and it hereby expressly is determined that it is advisable and necessary that the Refunded Bonds be refunded (the “*Refunding*”), provided that any Refunding shall accomplish a net present value debt service savings for the Village as hereinafter provided; and

WHEREAS, the estimated cost to the Village of the Refunding is the sum of not more than \$28,000,000, plus any estimated available amount of interest earnings on said sum prior to its expenditure; and

WHEREAS, there are insufficient funds on hand and available to pay the costs of the Refunding, and it is necessary for that purpose that a sum to pay such costs be borrowed at this time, and in evidence of such indebtedness, general obligation refunding bonds of the Village be issued in the principal amount of not to exceed \$28,000,000, and that such indebtedness be incurred in accordance with the Act as hereinafter defined, and without submitting the question of incurring such indebtedness to the electors of the Village for their approval; and

WHEREAS, the Council has heretofore and it hereby expressly is determined that it is desirable and necessary to issue one series of general obligation bonds to pay the costs of the Refunding, and that any of said bonds which are issued to refund Prior TIF Bonds shall be ratably and equally secured with the Prior TIF Bonds by a pledge of the Incremental Taxes:

NOW, THEREFORE, Be It Ordained by the Council of the Village of Downers Grove, DuPage County, Illinois, in the exercise of its home rule powers, as follows:

Section 1. Definitions. A. The following words and terms are as defined in the preambles hereto.

Council

Fund

Plan

Prior Bonds

Prior Non-TIF Bonds

Prior TIF Bonds

Project

Project Area

Refunded Bonds

Refunded Non-TIF Bonds

Refunded TIF Bonds

Refunding

TIF Act

Village

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

“Act” means the Illinois Municipal Code, as supplemented and amended, and particularly as supplemented and amended by the TIF Act, the Local Government Debt Reform Act, as supplemented and amended, and the other Omnibus Bond Acts, as supplemented and amended, and as further supplemented, and where necessary, superseded, by Section 6 of Article VII of the 1970 Constitution of the State of Illinois.

“Additional TIF Bonds” means any obligations hereafter issued by the Village which are ratably and equally secured by the Incremental Taxes with any portion of the Bonds issued to refund the Refunded TIF Bonds and with the Prior TIF Bonds.

“Authorized Denominations” means \$5,000 or any integral multiple thereof.

“Bond” or *“Bonds”* means one or more, as applicable, of the General Obligation Refunding Bonds authorized to be issued by this Ordinance, in one or more Series.

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

“Bond Fund” means the Full Faith and Credit Taxes Bond Fund created in Section 11 of this Ordinance.

“Bond Order” means a written bond order and notification of sale to be executed by the Designated Officers and setting forth final details of the Bonds as hereinafter provided.

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

“Bond Registrar” means the Village Treasurer, acting in his or her capacity of bond registrar, or such fiduciary institution as may be named in the Bond Order, or a successor thereto or a successor designated as bond registrar hereunder.

“Book Entry Form” means the form of Bonds in which they are delivered to a depository and held solely by a depository, or its nominee, as record owner, transfers of beneficial ownership for such Bonds being made by book entries in accordance with the procedures of such depository.

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

“Corporate Authorities” means the Council.

“County Clerk” means the County Clerk of The County of DuPage, Illinois.

“*DTC*” means The Depository Trust Company, New York, New York, or successor depository duly qualified to do business as a securities depository, and assigns.

“*Designated Officers*” means the Mayor acting with any one of the Village Clerk, the Village Manager or the Village Treasurer, or successors or assigns.

“*Escrow Agent*” means that bank or trust institution, having fiduciary powers, so designated in the Bond Order, and successors or assigns.

“*Full Faith and Credit Taxes*” means the unlimited ad valorem taxes levied by and under this Ordinance on all of the taxable property in the Village, sufficient to pay all principal of and interest on the Bonds when due.

“*Incremental Taxes*” means the ad valorem taxes, if any, arising from the tax levies upon taxable real property in the Project Area by any and all taxing districts or municipal corporations having the power to tax real property in the Project Area, which taxes are attributable to the increase in the then current equalized assessed valuation of each taxable lot, block, tract or parcel of real property in the Project Area over and above the Initial Equalized Assessed Value of each such piece of property, all as determined by the County Clerk in accord with Section 11-74.4-9 of the TIF Act.

“*Initial Equalized Assessed Value*” means the total initial equalized assessed value of the taxable real property in the Project Area as determined by the County Clerk in accordance with Section 11-74.4-9 of the TIF Act.

“*Insurer*” means the entity, if any, described in a Bond Order as the issuer of a financial guaranty or municipal bond insurance policy for a related Series of Bonds.

“*Interest Payment Date*” means a Stated Maturity of interest on the Bonds.

“*Outstanding*” or “*outstanding*” refers to Bonds which are outstanding and unpaid; *provided, however*, such term shall not include Bonds (i) which have matured and for which

moneys are on deposit with proper paying agents, or are otherwise properly available, sufficient to pay all principal thereof and interest thereon, or (ii) the provision for payment of which has been made by the Village by the deposit in an irrevocable trust or escrow of funds or direct, full faith and credit obligations of the United States of America, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of and interest on such Bonds .

“Ordinance” means this Ordinance, numbered as set forth on the title page hereof, passed by the Corporate Authorities on the 12th day of October, 2010.

“Paying Agent” means the Village Treasurer, acting in his or her capacity as paying agent, or such other entity, having trust capacity and fiduciary powers, as may be named in the Bond Order, or a successor thereto or a successor designated as paying agent hereunder.

“Purchaser” means, for any Series of Bonds, the initial purchaser of that Series of Bonds from the Village, as so identified in a related Bond Order.

“Purchase Price” means the price paid to the Village by the Purchaser for any Series of Bonds, which shall be not less than ninety-eight percent (98%) of par (exclusive of original issue discount, if any, or original issue premium, if any).

“Qualified Investments” means any investments for Village funds as may be from time to time authorized under Illinois law.

“Record Date” means the fifteenth day of the month next preceding any regular Interest Payment Date or fifteen days prior to any Interest Payment Date occasioned by a redemption of Bonds on other than a regularly scheduled Interest Payment Date.

“Representation Letter” means any letter or agreement to be executed among the Bond Registrar, the Village and DTC and necessary to effectuate a book entry system for the Bonds.

“Series” means a series of Bonds issued pursuant to this Ordinance.

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

“*Tax-exempt*” means, with respect to the Bonds, the status of interest paid and received thereon (i) as excludable from gross income of the owners thereof for federal income tax purposes and (ii) as not included as an item of tax preference in computing the alternative minimum tax for individuals and corporations under the Code.

“*Term Bonds*” means Bonds which are subject to mandatory redemption prior to maturity by operation of the Bond Fund, as hereinafter provided.

“*Village Treasurer*” means the Treasurer/Finance Director of the Village.

C. For all purposes of this Ordinance, except as otherwise expressly provided herein or unless the context otherwise requires:

1. The terms defined in this Section or elsewhere in this Ordinance have the meanings assigned to them and include the plural as well as the singular (or vice-versa).

2. All accounting terms not otherwise defined herein have the meanings assigned to them, and all computations herein provided for shall be made, in accordance with generally accepted accounting principles for municipal enterprise funds.

3. All references in this Ordinance to designated “Sections” and other subdivisions are to the designated Sections and other subdivisions of this Ordinance as originally adopted.

4. The words “herein,” “hereof” and “hereunder” and other words of similar import refer to this Ordinance as a whole and not to any particular Section or other subdivision.

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, to pay all related costs and expenses incidental thereto, and to borrow money and issue the Bonds for such purpose. It is hereby found and determined that such borrowing of money pertains to the government and affairs of the Village, is necessary for the welfare of the government and affairs of the Village, 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. For the purpose of providing for the payment of the costs of the Refunding, and to pay all related costs and expenses incidental thereto, there shall be issued and sold the Bonds in the aggregate principal amount of not to exceed \$28,000,000. The Bonds shall each be designated "General Obligation Refunding Bond, Series 20__" (or such other name or Series designation as the Designated Officers shall determine to be appropriate and as shall be provided in a Bond Order), and shall be dated not earlier than October 1, 2010, or later than April 30, 2011, as shall be provided in a Bond Order (any such date being the "*Dated Date*"), and shall be in Authorized Denominations (but no single Bond shall represent principal maturing on more than one date), shall be numbered consecutively in such fashion as shall be determined by the Bond Registrar, and shall bear interest at the rates percent per annum and (subject to provisions for Term Bonds and subject to right of redemption as hereinafter provided) shall become due and payable serially on January 1 of the years and in the amounts as shall be set forth in a Bond Order, *provided, however*, that no Bond shall mature on a date which is later than January 1, 2038, or bear interest at a rate percent per annum which is in excess of five and three-quarters percent (5.75%).

The principal of and redemption premium, if any, due on the Bonds shall be payable in lawful money of the United States of America upon presentation thereof at the principal office

maintained for the purpose by the Paying Agent in Downers Grove, Illinois, or at the successor Paying Agent and locality.

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 semiannually on January 1 and July 1 of each year, commencing on July 1, 2011, or on such other January 1 or July 1 as shall be set forth in a Bond Order. All Bonds shall bear the date of authentication thereof, shall be in fully registered form and shall be in Book Entry Form. Interest on the Bonds shall be paid by check or draft of the Paying Agent, payable upon presentation thereof in lawful money of the United States of America, to the person in whose name such Bond is registered at the close of business on the applicable Record Date, or as otherwise agreed to by the Village and CEDE & Co., as nominee, or successor, for as long as the Bonds are held in Book Entry Form as provided for same.

Principal of and redemption price of the Bonds shall be paid upon surrender in lawful money of the United States of America, at the principal office maintained for the purpose by the Paying Agent in Downers Grove, Illinois, or at successor paying agent and locality.

It is hereby expressly determined that no portion of the Bonds used to refund the Refunded TIF Bonds shall mature on a date which is later than twenty (20) years from its Dated Date or January 1, 2022, being the payment date immediately following December 31st of the calendar year immediately succeeding the twenty-third calendar year after the designation of the Project Area. It is further hereby expressly determined that any portion of the Bonds used to refund the Prior TIF Bonds shall be further secured, ratably and equally with the Prior TIF Bonds, by the Incremental Taxes.

Section 5. Execution; Authentication. The Bonds shall be executed on behalf of the Village by the manual or duly authorized facsimile signature of its Mayor and attested by the manual or duly authorized facsimile signature of its Village Clerk, as they may determine, and shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the Village. In case any such officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. All Bonds shall have thereon a certificate of authentication, substantially in the form hereinafter set forth, duly executed by the Bond Registrar as authenticating agent of the Village and showing the date of authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Ordinance unless and until such certificate of authentication shall have been duly executed by the Bond Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Ordinance. The certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

Section 6. Mandatory and Optional Redemption. A. Mandatory Redemption. The Bonds maturing on the date or dates, if any, indicated in a Bond Order shall be subject to mandatory redemption, in integral multiples of \$5,000 selected by lot by the Bond Registrar, at a redemption price of par plus accrued interest to the redemption date for the Bonds on January 1 of the years, if any, and in the principal amounts, if any, as indicated in such Bond Order.

The principal amounts of Bonds to be mandatorily redeemed in each year may be reduced through the earlier optional redemption thereof, with any partial optional redemptions of such

Bonds credited against future mandatory redemption requirements in such order of the mandatory redemption dates as the Village may determine. In addition, on or prior to the 60th day preceding any mandatory redemption date, the Bond Registrar may, and if directed by the Village shall, purchase Bonds required to be retired on such mandatory redemption date. Any such Bonds so purchased shall be cancelled and the principal amount thereof shall be credited against the mandatory redemption required on such next mandatory redemption date.

. The Village shall provide the Bond Registrar with written notice of such reduction, which notice shall be given within 30 days after such redemption or purchase, and the Bond Registrar shall promptly give written notice of the same to the Bondholders, in the manner hereinafter provided.

B. Optional Redemption. If so provided in a Bond Order, the Bonds may also subject to redemption prior to maturity at the option of the Village, from any available moneys, on the dates as provided in a Bond Order, in whole or in part, and if in part, in such principal amounts and from such maturities as shall be determined by the Village and within any maturity by lot, at the redemption prices as shall be set forth in such Bond Order, *provided however* that no Bond shall have a redemption price which is in excess of 102% of the principal amount redeemed, plus accrued interest to the date fixed for redemption.

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

1. *Redemption Notice.* For a mandatory redemption of Term Bonds, the Bond Registrar shall proceed to redeem the Term Bonds without any further order or direction from the Village whatsoever. For an optional redemption, the Village shall, at least 45 days prior to any optional redemption date (unless a shorter time period shall be

satisfactory to the Bond Registrar), notify the Bond Registrar of such redemption date and of the principal amount and maturities of Bonds to be redeemed.

2. *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 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 of a Series or portions thereof so that any \$5,000 Bond or \$5,000 portion of a Bond of a Series shall be as likely to be called for redemption as any other such \$5,000 Bond or \$5,000 portion of that Series. The Bond Registrar shall make such selection (1) upon or prior to the time of the giving of official notice of redemption, or (2) in the event of a refunding or defeasance, upon advice from the Village that certain Bonds have been refunded or defeased and are no longer Outstanding as defined.

3. *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:

(a) the redemption date;

(b) the redemption price;

(c) if less than all of the outstanding Bonds of a particular maturity are to be redeemed, the Series and the identification (and, in the case of partial redemption of Bonds within such maturity, the respective principal amounts) of the Bonds to be redeemed;

(d) 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

(e) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the office maintained for the purpose of the Bond Registrar.

4. *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.

5. *Bonds Shall Become Due.* Official notice of redemption having been given as described, the Bonds or portions of Bonds so to be redeemed shall, subject to the

stated condition in paragraph (D) immediately preceding, 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.

6. *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 Representation Letter, and the giving of such notice shall constitute a waiver by DTC and the book entry owner, as registered owner, of the foregoing notice. After giving proper notification of redemption to the Bond Registrar, as applicable, the Village shall not be liable for any failure to give or defect in notice.*

7. *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.

8. *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 become due and payable on demand, as aforesaid, but, until paid or duly provided for, shall continue to bear interest from the redemption date at the rate borne by the Bond or portion of Bond so called for redemption.

9. *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.

10. *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 (unless a separate agreement shall be made), (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.

11. *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 7. Book-Entry Form. The Bonds shall be initially issued in the form of a separate single fully registered Bond for each maturity. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register therefor in the name of CEDE & CO., or any successor thereto, as nominee of DTC. All of the outstanding Bonds from time to time shall be registered in the Bond Register in the name of CEDE & CO., as nominee of DTC. Any Designated Officer is authorized to execute and deliver on behalf of the Village a Representation Letter. Without limiting the generality of the authority given to the Designated Officers with respect to entering into such Representation Letter, it may contain provisions relating to (a) payment procedures, (b) transfers of the Bonds or of beneficial interest therein, (c) redemption notices or procedures unique to DTC, (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 CEDE & CO., as nominee of DTC, the Village and the Bond Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institutions for which DTC holds Bonds from time to time as securities DTC (each such broker-dealer, bank or other financial institution being referred to herein as a “*DTC Participant*”) or to any person on behalf of whom such a DTC

Participant holds an interest in the Bonds. Without limiting the meaning of the immediately preceding sentence, the Village and the Bond Registrar shall have no responsibility or obligation with respect to (a) the accuracy of the records of DTC, CEDE & CO., or any DTC Participant with respect to any ownership interest in the Bonds, (b) the delivery to any DTC Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register, or any notice with respect to the Bonds, including any notice of redemption, or (c) the payment to any DTC 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. Upon delivery by DTC to the Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of CEDE & CO., and subject to the provisions hereof with respect to the payment of interest to the registered owners of Bonds at the close of business on the Record Date for and Interest Payment Date, the name "CEDE & CO." in this Ordinance shall refer to such new nominee of DTC.

In the event that (a) the Village determines that DTC is incapable of discharging its responsibilities described herein and in the Representation Letter, (b) the agreement among the Village, the Bond Registrar and DTC evidenced by the Representation Letter shall be terminated for any reason, or (c) the Village determined that it is in the best interests of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, the Village shall notify DTC and DTC 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 CEDE & CO., as nominee of DTC. The Village may determine that the Bonds shall be registered in the name of and deposited with a successor depository operating a book-entry system, as may be acceptable to the

Village, or such depository's agent or designee, and if the Village does not select such alternate book-entry system, then the Bonds may be registered in whatever name or names registered owners of Bonds transferring or exchanging Bonds shall designate, in accordance with the provisions hereof. Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of CEDE & CO., as nominee of DTC, all payments with respect to principal of and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, in the manner provided in the Representation Letter.

In the event that the Bonds ever become generally registrable, as aforesaid, any Designated Officer may, in his or her discretion at such time, designate a bank with trust powers or trust company, duly authorized to do business as a bond registrar, paying agent, or both, to act in one or both such capacities hereunder, in the event that the Designated Officers shall determine it to be advisable. Notice shall be given to the registered owners of any such designation in the same manner, as near as may be practicable, as for a notice of redemption of Bonds, and as if the date of such successor taking up its duties were the redemption date.

Section 8. Registration; Transfer; Exchange; Owners. The Village shall cause the Bond Register to be kept at the principal office maintained for the purpose by the Bond Registrar in Downers Grove, 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.

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 principal office maintained for the purpose by the Bond Registrar, duly endorsed by or accompanied by a written instrument or instruments of transfer or

exchange in form satisfactory to the Bond Registrar and duly executed by the registered owner or an attorney for such owner duly authorized in writing, the Village shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the transferee or transferees or, in the case of an exchange, the registered owner, a new fully registered Bond or Bonds of like tenor, of the same maturity, bearing the same interest rate, of Authorized Denominations, for a like aggregate principal amount.

The Bond Registrar shall not be required to transfer or exchange any Bond during the period from the close of business on the Record Date for an Interest Payment Date 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 9. Security. The Village hereby pledges the full faith and credit of the Village to the Bonds. The Village further pledges the Incremental Taxes, ratably and equally with the Prior TIF Bonds, to secure the portion, if any, of the Bonds used to refund the Refunded TIF Bonds. The Bonds are secured by the Village's levy of the Full Faith and Credit Taxes and are further payable from the collection of the Incremental Taxes and the amounts on deposit in the various funds and accounts of the Special Tax Allocation Fund as hereinafter provided.

Section 10. Form of Bonds. The Bonds shall be in substantially the forms 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.

[Form of Bond - Front Side]

REGISTERED
NO. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA

STATE OF ILLINOIS

COUNTY OF DUPAGE

VILLAGE OF DOWNERS GROVE

GENERAL OBLIGATION REFUNDING BOND

SERIES 20__

See Reverse Side for
Additional Provisions

Interest Maturity Dated CUSIP
Rate: _____% Date: January 1, 20__ Date: _____, 20__ _____

Registered Owner: CEDE & CO.

Principal Amount: DOLLARS

KNOW ALL PERSONS BY THESE PRESENTS that the Village of Downers Grove, DuPage County, Illinois, a home rule unit, municipality and political subdivision of the State of Illinois (the “*Village*”), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above, the Principal Amount identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on such Principal Amount from the later of the Dated Date of this Bond identified above or from the most recent Interest Payment Date to which interest has been paid or duly provided for, at the Interest Rate per annum identified above, such interest to be payable on January 1 and July 1 of each year, commencing _____ 1, 20__, until the Principal Amount is paid or duly provided for, except as the hereinafter stated

provisions for redemption prior to maturity may and shall become applicable hereto. The principal of and redemption premium, if any, due on this Bond are payable in lawful money of the United States of America upon presentation hereof at the principal office maintained in Downers Grove, Illinois, for the purpose by the Village Treasurer, as paying agent (the "*Paying Agent*"). Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Village Treasurer, as bond registrar (the "*Bond Registrar*"), at the close of business on the applicable Record Date. Interest on the Bonds shall be paid by check or draft of the Paying Agent, payable upon presentation in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar, or as otherwise agreed to by the Village and CEDE & Co., as nominee of DTC, for so long as this Bond is held in book-entry only form as provided for same. As long as the Bonds are held in Book Entry Form as provided in the hereinafter defined Ordinance, payments of principal of and interest on the Bonds may be paid to the registered owner thereof in same-day funds on each payment date as authorized hereunder.

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 the Full Faith and Credit Taxes [and the segregation and allocation of the Incremental Taxes] and further, that the Village will comply with all of the covenants and maintain the funds and accounts as provided by the Ordinance.

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

IN WITNESS WHEREOF the Village of Downers Grove, DuPage County, Illinois, has caused this Bond to be executed by the manual or duly authorized facsimile signature of its Mayor 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.

Mayor, Village of Downers Grove
DuPage County, Illinois

Attest:

Village Clerk, Village of Downers Grove
DuPage County, Illinois

[SEAL]

Date of Authentication: _____, _____

CERTIFICATE
OF
AUTHENTICATION

Bond Registrar and Paying Agent:
Village Treasurer
Downers Grove, Illinois

This Bond is one of the Bonds described in the within mentioned Ordinance and is one of the General Obligation Refunding Bonds, Series 20__, having a Dated Date of _____, 20__ of the Village of Downers Grove, DuPage County, Illinois.

VILLAGE TREASURER,
as Bond Registrar

By _____

[Form of Bond - Reverse Side]

This bond and each bond of the series of which it forms a part (the “*Bonds*”) are issued pursuant to the Illinois Municipal Code, as supplemented and amended, and particularly as supplemented and amended by Division 74.4 of Article 11 of the Illinois Municipal Code, as supplemented and amended, the Local Government Debt Reform Act, as supplemented and amended, and the other Omnibus Bond Acts, as supplemented and amended, and as further supplemented, and where necessary, superseded, by Section 6 of Article VII of the 1970 Constitution of the State of Illinois (together, the “*Act*”). The Bonds are being issued to pay the costs of the Refunding, all as more fully described in proceedings adopted by the Council of the Village (the “*Corporate Authorities*”) and in an ordinance authorizing the issuance of the Bonds adopted by the Corporate Authorities on the 12th day of October, 2010 (as supplemented by a Bond Order and Notification of Sale, the “*Bond Ordinance*”), to all the provisions of which the holder by acceptance of this Bond assents.

As provided in the Bond Ordinance, the [portion of the] Bonds [allocated to refunding the Refunded TIF Bonds] are further secured, ratably and equally with the Prior TIF Bonds, by the Incremental Taxes. Additional Bonds may be issued as provided in the Bond Ordinance.

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 the Bond Ordinance. Upon surrender for transfer or exchange of any Bond at the principal office maintained for the purpose by the Bond Registrar in Downers Grove, Illinois, 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 Date to the opening of business on such Interest Payment Date.

The Bonds coming due on January 1, 20__, and _____, 20__, are Term Bonds and are subject to mandatory redemption prior to maturity by operation of the Bond Fund, at a redemption price of par, without premium, plus accrued interest to the date fixed for redemption, on January 1 of the years and in the amounts as follows:

FOR THE 20__ TERM BONDS

YEAR

AMOUNT(\$)

FOR THE 20__ TERM BONDS

YEAR

AMOUNT(\$)

The Bonds coming due on and after January 1, 20__, are subject to redemption prior to maturity on _____, 20__, and any date thereafter, at a redemption price of par plus accrued interest and upon the additional terms as provided in the Bond Ordinance.

The Village, the Bond Registrar and the Paying Agent 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 the Village, the Bond Registrar and the Paying Agent shall not be affected by any notice to the contrary.

This Bond is a “qualified tax-exempt obligation” pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

INSURANCE LEGEND APPEARS HERE

ASSIGNMENT

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

(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 11. Tax Levy; Abatement. A. TAX LEVY. 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 sufficient for that purpose; and there is hereby levied on all of the taxable property in the Village, in addition to all other taxes, the direct annual taxes (the "*Full Faith and Credit Taxes*") for the years and in the amounts as shall be set forth in a Bond Order. The Village covenants and agrees with the Purchaser 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

levies. The Village and its officers will comply with all present and future applicable laws in order to assure that the Full Faith and Credit Taxes may be levied, extended and collected as provided herein and deposited into a fund hereby created and to be known as the “20__ Bond Fund” (the “*Bond Fund*”) which fund shall be a trust fund for the benefit of the registered owners of the Bonds and shall be held segregated and apart from other funds of the Village. In the event that the Full Faith and Credit Taxes, or any of them, are ever extended for collection, such taxes shall be deposited by the Village upon receipt into the Bond Fund and shall be used solely and only to pay the principal of and interest on the Bonds. Monies to the credit of the Bond Fund shall be used first and are pledged for paying the principal of and interest and applicable premium on the Bonds.

Interest or principal coming due at any time when there are insufficient funds on hand from the Full Faith and Credit Taxes to pay the same shall be paid promptly when due from current funds on hand in advance of the collection of the Full Faith and Credit Taxes herein levied; and when the Full Faith and Credit Taxes shall have been collected, reimbursement shall be made to said funds in the amount so advanced.

B. ABATEMENT. Whenever and only when other funds from any lawful source, including, specifically, for any portion of the Bonds used to refund the Refunded TIF Bonds, the Incremental Taxes, are made available for the purpose of paying any principal of or interest on of 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 deposit of such funds into the Bond Fund and further shall direct the abatement of the taxes by the amount so deposited. 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. It is here by expressly covenanted and warranted that the use of Incremental Taxes to abate the portion of the Full Faith and Credit

Taxes levied to pay the portion of the Bonds used to refund the Refunded TIF Bonds is expressly authorized under the TIF Act.

Section 12. Filing with County Clerk. Promptly, as soon as this Ordinance becomes effective, a copy hereof, certified by the Village Clerk of the Village, together with an executed copy of each Bond Order, shall be filed with the County Clerk; and said County Clerk shall in and for each of the years as shall be set forth in the Bond order ascertain the rate percent required to produce the aggregate tax hereinbefore provided to be levied in each of said years and in said County; and said County Clerk shall (to the extent said tax has not been abated as provided herein) extend the same for collection on the tax books in connection with any other taxes that may be levied in said years in and by the Village for general corporate purposes of the Village; and in said years such annual tax shall be levied and collected by and for and on behalf of the Village in like manner as provided by law for the levy and collection of taxes for general corporate purposes for said years, without limit as to either rate or amount, and in addition to and in excess of all other taxes.

Section 13. Sale of Bonds. The Designated Officers are hereby authorized to proceed, without any further authorization or direction whatsoever from the Corporate Authorities, to sell and deliver the Bonds, in one or more Series, upon the terms as prescribed in this Section, pursuant to one or more Bond Orders. Each Series of Bonds shall be sold and delivered to the Purchaser at the Purchase Price, plus accrued interest to the date of delivery. Each such sale shall be made upon the advice (in the form of a written certificate or report) of The Northern Trust Company (“Northern”), in its capacity as the independent financial advisor to the Village, that the terms of the Bonds are fair and reasonable in view of current conditions in the bond markets. As an additional limitation on the sale of the Bonds, each such certificate or report (as hereinabove described) must set forth that the Refunding will provide a present value debt

service savings to the Village resulting from the issuance of Bonds to refund each maturity, or part of a maturity, of the Refunded Bonds which are chosen to be refunded, which report shall demonstrate that the Village will realize a minimum net present value savings of three percent (3.00%) of the debt service on the Refunded Bonds being refunded. The Designated Officers may choose all or any lesser portion of the Prior Bonds eligible to be refunded, in such manner as will provide such savings.

Nothing in this Section shall require the Designated Officers to sell any of the Bonds if in their judgment, aided by Northern, the conditions in the bond markets shall have deteriorated from the time of adoption thereof or the sale of all or any portion of the Bonds shall for some other reason not be deemed advisable, 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 and the conditions of this Section shall have been met. As a further exercise of this authority, the Designated Officers may sell the Bonds in more than one Series; and, in such event, shall be authorized to change the name of the Bonds for each such Series so that such series may properly be identified separately. Further, in such event, the provisions for registration, redemption and exchange of Bonds shall be read as applying to Bonds only of each Series, respectively, and not as between Series. Upon the sale of the Bonds or any Series 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, a bond purchase contract (which may be in the form of an executed official bid form) (any such agreement being the "*Bond Purchase Agreement*"), a tax certificate and agreement as prepared by Bond Counsel (a "*Tax Certificate*"), and closing documents. The Designated Officers must find and determine in each Bond Order 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 said Bond Purchase Agreement with the Purchaser for the purchase of the Bonds. The distribution of the Preliminary Official Statement relating to the Bonds 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 hereby approved. Upon each sale of the Bonds, the Designated Officers shall prepare a Bond Order, which shall include the pertinent details of sale as provided herein, and such shall be entered into the records of the Village and made available to the Corporate Authorities at the next public meeting thereof. The Designated Officers shall also file with the County Clerk a Bond Order or like document including a statement of taxes. The authority granted in this Ordinance to the Designated Officers to sell Bonds as provided herein shall expire on April 30, 2011.

The Designated Officers are hereby authorized to take any action as may be required on the part of the Village to consummate the transactions contemplated by the Bond Purchase Agreement, this Ordinance, said Preliminary Official Statement, said final Official Statement, the Tax Certificate and the Bonds.

Section 14. Creation of Funds and Appropriations. A. Accrued interest on the Bonds, together with any required amount of cash on hand and lawfully available as shall be set forth in a Bond Order, shall be and is hereby appropriated for the purpose of paying first interest due on the Bonds, and to such end is hereby ordered to be deposited into the Bond Fund.

B. The sum necessary shall be used to pay costs of issuing the Bonds and to that end shall be deposited into an Expense Fund, hereby created, and shall either be paid directly upon the issuance of the Bonds or shall be disbursed therefrom by the Treasurer from time to time as

necessary. Any funds on deposit in the Expense Fund and not so disbursed within six months after issuance of the Bonds shall be transferred to the Bond Fund.

C. If so provided in a Bond Order, premium, if any, received upon the delivery of the Bonds and principal proceeds of the Bonds as is necessary, together with such money in the debt service funds for the Refunded Bonds as may be advisable for the purpose, shall be used to provide for the Refunding, pursuant to the provisions of an Escrow Agreement with the Escrow Agent, in the form as provided by Bond Counsel and approved by the Village Attorney, made a part hereof by this reference, and hereby approved; the officers appearing signatory to such Escrow Agreement are hereby authorized and directed to execute 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 with no further official direction from or action by the Corporate Authorities.

Section 15. Special Tax Allocation Fund and Accounts. The Special Tax Allocation Fund is hereby expressly continued. All of the Incremental Taxes, any amounts received from the sale of property acquired or constructed and paid for from proceeds of the Prior TIF Bonds, and any other revenues from any source whatsoever designated to pay principal of, interest on and premium, if any, on any portion of the Bonds used to refund the Refunded TIF Bonds shall be set aside as collected and be immediately transmitted by the Treasurer for deposit into the Special Tax Allocation Fund, which is a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the Village by this Ordinance. Any portion of the Bonds used to refund the Refunded TIF Bonds shall be secured, equally and ratably with the Prior TIF Bonds, by a pledge of all of the Incremental Taxes on deposit in the Special Tax Allocation Fund, and such pledge is irrevocable until the portion of the Bonds used to refund the

Refunded TIF Bonds have been paid in full or until the obligations of the Village are discharged under this Ordinance.

In accordance with the provisions of the TIF Act, the Incremental Taxes are to be paid to the Treasurer by the officers who collect or receive the Incremental Taxes. Whenever the Treasurer receives any of the Incremental Taxes he or she shall promptly transmit the same for deposit into the Special Tax Allocation Fund. The moneys on deposit in the Special Tax Allocation Fund shall be used solely and only for the purpose of carrying out the terms and conditions of this Ordinance and shall be deposited as hereinafter provided to the following accounts within the Special Tax Allocation Fund:

(a) *The Principal and Interest Account.* The Treasurer shall first credit to and deposit the Incremental Taxes into the Principal and Interest Account and, except as hereinafter provided, such moneys shall be used solely and only for the purpose of paying principal of and interest on the portion of the Bonds used to refund the Refunded TIF Bonds, the Prior TIF Bonds, or any Additional Bonds, each as the same become due upon maturity, together with any fees in connection therewith (said amounts being, collectively, the “*TIF Bond Current Debt Service Requirement*”).

If, upon any Accounting, there are funds in the Principal and Interest Account in excess of the TIF Bond Current Debt Service Requirement, such funds shall immediately be transferred to the General Account as provided below.

(b) *The General Account.* All moneys remaining in the Special Tax Allocation Fund, after crediting the required amounts to the account hereinabove provided for, shall be credited to the General Account. Moneys on deposit in the General Account shall be transferred first, if necessary, to remedy any deficiencies in the Principal and Interest Account and, thereafter, subject to the provisions of any agreement hereafter executed by

the Village and relating to the use thereof, shall be used by the Village for one or more of the following purposes, without any priority among them:

- (i) for the purpose of paying any Project Costs; or
- (ii) for the purpose of redeeming any portion of a Bond used to refund the Refunded TIF Bonds, Prior TIF Bonds or Additional Bonds;
- (iii) for the purpose of purchasing any portion of the Bonds used to refund the Refunded TIF Bonds, Prior TIF Bonds or Additional Bonds at a price not in excess of par and accrued interest and applicable redemption premium to the date of purchase; or
- (iv) for the purpose of refunding, advance refunding or pre-paying any portion of the Bonds used to refund the Refunded TIF Bonds, Prior TIF Bonds or Additional Bonds; or
- (v) for the purpose of establishing such reserves, specifically including such debt service reserve or redemption accounts, as may be deemed necessary by the Council, it being the express intent of the Council to reserve unto the Village the right to establish such reserve or reserves in order to assure that the Full Faith and Credit Taxes may be abated in each Tax Year while there are any Outstanding Bonds;
- (vi) for the purpose of distributing such Incremental Taxes to the taxing districts or municipal corporations having the power to tax real property in the Project Area in accordance with the TIF Act or to the Village pursuant to any redevelopment agreement; or
- (vii) for the purpose of paying principal of, or premium, if any, or interest on any obligation of the Village issued to pay redevelopment project costs for the Project Area whether or not secured by a pledge of the monies to the credit of the Special Tax Allocation Fund;
- (viii) for the purpose of reimbursing the Village for any transfer of general corporate funds of the Village for purposes relating to the Plan, the Project or the portion of the Bonds used to refund the Refunded TIF Bonds, including but not limited to funds disbursed for the payment of fees and expenses of the Bond Registrar or any other Project costs or funds advanced to abate the Full Faith and Credit Taxes and whether or not such reimbursement occurs in the relevant Tax Year for which such advance was made; or

(ix) for any other purpose related to the Plan, the Project, the portion of the Bonds used to refund the Refunded TIF Bonds, the Prior TIF Bonds, any Additional Bonds or the Project Area pursuant to the TIF Act.

Section 16. General Covenants. The Village covenants and agrees with the registered owners of the Bonds that, so long as any Bonds remain outstanding and unpaid:

(a) The Village will punctually pay or cause to be paid the principal of, interest on and premium, if any, to become due in respect of the Bonds in strict conformity with the terms of the Bonds and this Ordinance, and it will faithfully observe and perform all of the conditions, covenants and requirements thereof and hereof.

(b) The Village will pay and discharge, or cause to be paid and discharged, any and all lawful claims which, if unpaid, might become a lien or charge upon the Full Faith and Credit Taxes or any part thereof, or upon any funds in the Special Tax Allocation Fund, or which might impair the security of the Bonds. Nothing herein contained shall require the Village to make any such payment so long as the Village in good faith shall contest the validity of said claims.

(c) The Village will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the Village, in which complete and correct entries shall be made of all transactions relating to the Full Faith and Credit Taxes and the Incremental Taxes and will timely file such records and reports with the State as may be required pursuant to the TIF Act. Such books of record and accounts shall at all times during business hours be subject to the inspection of the holders of not less than ten percent (10%) of the aggregate principal amount of Bonds then outstanding, or their representatives authorized in writing.

The Village will cause to be prepared within a reasonable period after the close of each fiscal year of the Village so long as any of the Bonds are outstanding complete audited financial statements with respect to the preceding fiscal year showing the Full

Faith and Credit Taxes and the Incremental Taxes received and all disbursements from the funds and accounts created by this Ordinance

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

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

Section 17. Reimbursement. None of the proceeds of the Bonds (including all of the Refunded Bonds) will be or was used to pay, directly or indirectly, in whole or in part, for an expenditure that has or had been paid by the Village prior to the date of adoption by the Corporate Authorities of this Ordinance or, with reference to the Refunded Bonds, the ordinances authorizing the issuance of the Refunded Bonds.

Section 18. Not Private Activity Bonds. None of the Bonds or the Prior Bonds is a “private activity bond” as defined in Section 141(a) of the Code. In support of such conclusion, the Village certifies, represents and covenants as follows:

A. No direct or indirect payments are to be made on any Bond or were or are to be made on any Prior Bond with respect to any private business use by any person other than a state or local governmental unit.

B. None of the proceeds of the Bonds is to be used, and none of the proceeds of the Prior Bonds was or is to be used, directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.

C. No user of the capital improvements financed with the proceeds of the Prior Bonds (the “*Public Infrastructure*”), other than the Village or another governmental unit will use or has used 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 or has been a user of the Public Infrastructure as a result of (i) ownership or (ii) actual or beneficial use pursuant to a lease, a management or incentive payment contract, or (iii) any other arrangement.

Section 19. Registered Form. The Village recognizes that Section 149 of the Code requires the Bonds to be issued and to remain in fully registered form in order to be and remain Tax-exempt. In this connection, the Village agrees that it will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 20. Further Tax Covenants; Rebate; Bank Qualification. A. The Village agrees to comply with all provisions of the Code which, if not complied with by the Village, would cause the Bonds not to be Tax-exempt. 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 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.

B. The Village further certifies and covenants as follows with respect to the requirements of Section 148(f) of the Code, relating to the rebate of “excess arbitrage profits” (the “*Rebate Requirement*”) to the United States:

1. Unless an applicable exception to the Rebate Requirement is available to the Village, the Village will meet the Rebate Requirement.

2. Relating to applicable exceptions, any Designated Officer is hereby authorized to make such elections under the Code as either 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.

3. The Designated Officers shall cause to be established, at such time and in such manner as they may deem necessary or appropriate hereunder, a “2010B General Obligation Refunding Bonds Rebate [or Penalty, if applicable] Fund” (the “*148 Compliance Fund*”) for the Bonds, and such officers shall further, not less frequently than annually, cause to be transferred to the 148 Compliance Fund the amount determined to be the accrued liability under the Rebate Requirement or Penalty. Said officers shall cause to be paid to the U.S., 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.

4. 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 148 Compliance 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. The Village also certifies and further covenants with the Purchaser and registered owners of the Bonds from time to time outstanding that moneys on deposit in any fund or account in connection with the Bonds, whether or not such moneys were derived from the proceeds of the sale of the Bonds or from any other source, will not be used in a manner which will cause the Bonds to be “arbitrage bonds” within the meaning of Code Section 148 and any lawful regulations promulgated thereunder, as the same presently exist or may from time to time hereafter be amended, supplemented or revised.

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

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

1. None of the Bonds is a “private activity bond” as defined in Section 141(a) of the Code.
2. Including the Bonds and the Village’s General Obligation Refunding Bonds, Series 2010 (the “*Series 2010 Bonds*”), the Village (including any entities subordinate thereto) has not and does not reasonably expect to issue in excess of \$30,000,000 in Tax-exempt obligations during calendar year 2010.
3. Including the Bonds and the Series 2010 Bonds, not more than \$30,000,000 of obligations issued by the Village (including any entities subordinate thereto) during the calendar year 2010 have been to date or will be designated by the Village for purposes of said Section 265(b)(3).

Section 21. Opinion of Counsel Exception. The Village reserves the right to use or invest moneys in connection with the Bonds in any manner, notwithstanding the tax-related covenants set forth in Sections 17 through 20 herein, *provided* it shall first have received an opinion from Bond Counsel (or, in the event Bond Counsel is unable or unwilling to provide such opinion, then from another firm having a nationally recognized expertise in Tax-exempt municipal bonds) to the effect that use or investment of such moneys as contemplated is valid and proper under applicable law and this Ordinance and, further, will not adversely affect the Tax-exempt status of the Bonds.

Section 22. Rights and Duties of Bond Registrar. If requested by the Bond Registrar and Paying Agent, any Designated Officer is authorized to execute the Bond Registrar's and Paying Agent's standard form of agreement between the Village and the Bond Registrar and Paying Agent with respect to the obligations and duties of the Bond Registrar and Paying Agent hereunder. In addition to the terms of such agreement or agreements and subject to modification thereby, the Bond Registrar and Paying Agent by acceptance of duties hereunder agree:

- (a) to act as bond registrar, paying agent, authenticating agent, and transfer agent as respectively provided herein;
- (b) for the Bond Registrar, 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) for the Bond Registrar, to cancel and/or destroy Bonds which have been paid at maturity or upon redemption or submitted for exchange or transfer;
- (d) for the Bond Registrar, to furnish the Village at least annually a certificate with respect to Bonds cancelled and/or destroyed; and

(e) for the Bond Registrar, 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 Clerk of the Village is hereby directed to file a certified copy of this Ordinance with the Bond Registrar and the Paying Agent.

Section 23. Bond Insurance. If the Bonds are issued with a commitment by an Insurer to issue a financial guaranty or municipal bond insurance policy (a “*Policy*”), such commitment for the Policy shall be attached to a Bond Order and also shall be attached hereto as EXHIBIT A and shall be specifically incorporated into this Ordinance by this reference. As long as such Policy shall be in full force and effect, the Village and the Bond Registrar agree to comply with such usual and reasonable provisions regarding presentment and payment of the Bonds, subrogation of the rights of the Bondholders to the Bond Insurer when holding Bonds, amendment hereof, or other terms, all as set forth in said commitment.

Section 24. Continuing Disclosure Undertaking. The Designated Officers are hereby authorized to execute and deliver the Continuing Disclosure Undertaking, in substantially the form provided by Bond Counsel and approved by the Village Attorney, to effect compliance with Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. When such Continuing Disclosure Undertaking is executed and delivered on behalf of the Village, it will be binding on the Village and the officers, agents, and employees of the Village, and the same are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such Continuing Disclosure Undertaking as executed and delivered. Notwithstanding any other provisions hereof, the sole remedies for failure to comply with such Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Bond to

seek mandamus or specific performance by court order, to cause to the Village to comply with its obligations thereunder.

Section 25. Defeasance. Bonds which (a) are paid and cancelled, (b) which have matured and for which sufficient sums been deposited with the Paying Agent to pay all principal thereof and interest due thereon, or (c) for which sufficient U.S. funds and full faith and credit obligations of the United States of America, obligations the timely payment of which are guaranteed by the United States Treasury, or certificates of participation in a trust comprised solely of full faith and credit obligations of the United States of America have been deposited with the Paying Agent or similar institution to pay, taking into account investment earnings on such obligations, all principal of and interest on Bonds when due at maturity or redemption, as applicable, pursuant to an irrevocable escrow or trust agreement, shall cease to have any lien on or right to receive or be paid from the Full Faith and Credit Taxes hereunder 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.

Section 26. Taxes Previously Levied. To the extent not abated, the taxes previously levied for the year 2009 (collectible in 2010) to pay the Refunded Bonds shall be used to effectuate the Refunding as provided in the Escrow Agreement, or to the extent not needed due to the issuance of the Bonds, shall be deposited into the Bond Fund and used to pay first interest coming due on the Bonds or shall be abated. Taxes levied for the year 2010 (collectible in 2011) and thereafter for the Refunded Bonds shall be abated. The Designated Officers are hereby expressly authorized to file an abatement certificate with the County Clerk, without further official action of the Corporate Authorities, to effectuate such abatement.

Section 27. 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 28. Superseder and Effective Date . All ordinances, resolutions and orders, or parts thereof, in conflict herewith, are to the extent of such conflict hereby superseded; and this Ordinance shall be in full force and effect immediately upon its passage.

AYES: _____

NAYS: _____

ABSENT: _____

ADOPTED: This 12th day of October, 2010.

APPROVED: This 12th day of October, 2010:

Mayor, Village of Downers Grove
DuPage County, Illinois

RECORDED In Village Records: This 12th day of October, 2010.

PUBLISHED in pamphlet form by authority of the Council on October __, 2010.

Attest:

Village Clerk, Village of Downers Grove
DuPage County, Illinois

[SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

**CERTIFICATION OF MINUTES AND ORDINANCE
AND CERTIFICATION 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 Downers Grove, 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 Council (the “*Council*”) thereof.

I do further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Council held on the 12th day of October, 2010, insofar as the same relates to the adoption of an ordinance entitled:

AN ORDINANCE providing for the issuance of one or more series of General Obligation Refunding Bonds, of the Village of Downers Grove, DuPage County, Illinois, authorizing the execution of one or more bond orders and escrow agreements in connection therewith, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds and furthering securing said bonds with a pledge of certain incremental taxes.

a true, correct and complete copy of which said ordinance as adopted at said meeting appears in the foregoing transcript of the minutes of said meeting.

I do further certify that the deliberations of the Council on the adoption of said ordinance were taken openly; that the vote on the adoption of said ordinance was taken openly; that said meeting was held at a specified time and place convenient to the public; that notice of said meeting was duly given to all newspapers, radio or television stations and other news media requesting such notice; that an agenda for said meeting was posted on a day which was not a Saturday, Sunday or legal holiday for Illinois municipalities and at least 48 hours in advance of holding said meeting at the location where said meeting was held and at the principal office of the Council; that said agenda described or made a specific reference to said ordinance; that a true, correct and complete copy of said agenda as so posted is attached hereto; and that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and that the Council have complied with all of the provisions of said Act and said Code, except as validly superseded by the home rule powers of the Village, and with all of the procedural rules of the Council in the adoption of said ordinance.

I do further certify that the Ordinance was published by authority of the Council in pamphlet form on the 12th day of October, 2010, and the Ordinance as so published was on said

date readily available for public inspection and distribution, in sufficient number to meet the needs of the general public, at my office as Village Clerk located in the Village.

IN WITNESS WHEREOF I hereunto affix my official signature and the seal of the Village this 12th day of October, 2010.

Village Clerk

[SEAL]

VILLAGE CLERK TO ATTACH AGENDA

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

VIDEO/AUDIO ATTENDANCE CERTIFICATE

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of Downers Grove, DuPage County, Illinois (the “*Village*”), and as such official I do further certify as follows:

1. That at the meeting of the Council of the Village (the “*Corporate Authorities*”) on the 12th day of October, 2010 (the “*Meeting*”), _____ attended the Meeting by video or audio conference.

2. That said member(s) of the Corporate Authorities was/were prevented from physically attending the Meeting because of the reason(s) as follows:

MEMBER	REASON ¹
--------	---------------------

3. That said member(s) of the Corporate Authorities notified me before the Meeting that he/she/they wished to attend the Meeting by video or audio conference.

4. That attached hereto as *Exhibit 1* is a true, correct and complete copy of the rules adopted by the Corporate Authorities for allowing a member of the Corporate Authorities to attend a meeting of the Corporate Authorities by video or audio conference.

5. That the Meeting was duly called, noticed and held in strict compliance with all of the provisions of the Open Meetings Act of the State of Illinois, as amended, except as said Act

¹ Section 7 of the Open Meetings Act of the State of Illinois, as amended, provides the following three reasons a person may be prevented from physically attending a meeting: (i) personal illness or disability; (ii) employment purposes or the business of the public body; or (iii) a family or other emergency.

may be superseded by the home rule powers of the Village, and the ordinances, resolutions, rules, regulations and proceedings of the Corporate Authorities.

IN WITNESS WHEREOF, I hereunto affix my official signature and the official corporate seal of the Corporate Authorities, this 12th day of October, 2010.

Village Clerk

[SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

CERTIFICATE OF FILING

I, the undersigned, 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 _____, 2010, there was filed in my office a properly certified copy of an ordinance passed by the Council of the Village of Downers Grove, DuPage County, Illinois, on the 12th day of October, 2010, and entitled:

AN ORDINANCE providing for the issuance of one or more series of General Obligation Refunding Bonds, of the Village of Downers Grove, DuPage County, Illinois, authorizing the execution of one or more bond orders and escrow agreements in connection therewith, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds and furthering securing said bonds with a pledge of certain incremental taxes.

and that the same has been deposited in 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 _____, 2010.

County Clerk of The County of
DuPage, Illinois

[SEAL]