

**ORDINANCE NO. 22-25**

AN ORDINANCE providing for the issuance of not to exceed \$2,000,000 Taxable General Obligation Bonds of the Village of East Dundee, Kane and Cook Counties, Illinois, for the purpose of financing the costs of certain capital projects in the Village, providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on said Bonds, and authorizing the proposed sale of said Bonds to the purchaser thereof.

WHEREAS, by virtue of referendum held March 16, 2004, and pursuant to the provisions of Section 6 of Article VII of the Constitution of the State of Illinois (the "State"), the Village of East Dundee, Kane and Cook Counties, 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, pursuant to the provisions of said Section 6, the Village has the power to incur debt payable from ad valorem property tax receipts or from any other lawful source and maturing within 40 years from the time it is incurred without prior referendum approval; and

WHEREAS, the Village President and the Board of Trustees of the Village (collectively, the "Corporate Authorities") have heretofore determined and do hereby determine that it is advisable, necessary and in the best interests of the residents of the Village to issue its general obligation bonds in the aggregate issued amount not to exceed \$2,000,000 to pay (i) for costs of certain capital projects including, but not limited to, capital improvements to the site commonly known as the Santa's Village Amusement Park, within the Village (collectively, the "Project"), and (ii) certain costs of issuance of the Bonds (as such term is hereinafter defined), all for the benefit of the inhabitants of the Village; and

WHEREAS, the estimated cost of the Project, including engineering, legal, financial, bond discount, printing and publication costs, capitalized interest, and other expenses

(collectively, the “Project Costs”), is not more than \$2,000,000, and there are insufficient funds on hand and lawfully available to pay such costs; and

WHEREAS, this Ordinance, adopted pursuant to Section 6 of Article VII of the Constitution of the State and the Municipal Code of the Village, provides authority for the Village acting by the Corporate Authorities to issue the Bonds:

NOW THEREFORE, BE IT ORDAINED BY THE VILLAGE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF EAST DUNDEE, KANE AND COOK COUNTIES, ILLINOIS, IN EXERCISE OF ITS HOME RULE POWERS, AS FOLLOWS:

Section 1. Incorporation of Preamble. The Corporate Authorities hereby find that all of the recitals contained in the preambles to this Ordinance are full, true and correct and do hereby incorporate such recitals into this Ordinance by this reference.

Section 2. Findings; Issuance of Bonds. The Corporate Authorities hereby find and determine that it is necessary and in the best interest of the Village and necessary for the welfare of the government and affairs of the Village, the proper public purposes of the Village and in the public interest to issue general obligation bonds of the Village in an amount not to exceed \$2,000,000 for the purpose of funding the costs of the Project and the costs of the Village in connection with the issuance of such bonds.

Section 3. Bond Details. There shall be borrowed on the credit of and for and on behalf of the Village, an aggregate principal amount not to exceed \$2,000,000 for the purposes aforesaid and that the Village shall issue in the name of the Village its “Taxable General Obligation Bonds” (the “Bonds”).

The Bonds shall be issued in the form of a separate single authenticated fully registered bond for the aggregate principal amount of each separate maturity of the Bonds. The Bonds

shall bear the date of authentication; shall be in denominations of Five Thousand Dollars (\$5,000) each or integral multiples thereof or such other amount as provided in the Bond Notification (as hereinafter defined), numbered consecutively from 1 upward and dated as set forth in the hereinafter described Bond Notification; and interest on the Bonds shall be payable semiannually on each June 1 and December 1 of each year or such other date as provided in a Bond Notification, commencing not earlier than December 1, 2022 (such interest computed upon the basis of a 360-day year of twelve 30-day months). The Bonds shall become due and payable (subject to prior redemption as set forth in the Bond Notification) on December 1 over a period ending not later than December 1, 2030 and in an amount not exceeding \$450,000 per year, all as further detailed in the Bond Notification executed by the Designated Representatives (as hereinafter defined); provided, however, that no Bond shall bear interest at a rate per annum in excess of six percent (6.00%). The Designated Representatives are hereby given full authority to execute and deliver a Bond Notification for and on behalf of the Village as herein provided. The Bond Notification shall be made a part of the transcript of the proceedings related to the issuance of the Bonds.

Interest on the Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date of the Bonds unless the Bonds are authenticated after the fifteenth (15th) day next preceding an interest payment date and on or before such interest payment date in which case they shall bear interest from such interest payment date, or unless the Bonds are authenticated on or before the fifteenth (15th) day next preceding the first interest payment date, in which case they shall bear interest from the original date of the issuance of the Bonds, until the principal shall be fully paid. All payments of interest on the Bonds shall be paid by check, mailed one business day prior to the interest payment date

to the registered owners thereof as the names appear as of the fifteenth (15th) day next preceding the interest payment date and at the addresses as they appear on the registration books kept by the Registrar (as hereinafter defined) or at such other address as is provided to the Paying Agent (as hereinafter defined) in writing by such registered owner.

The principal of the Bonds shall be payable at the office maintained for such purpose by the Paying Agent. All payments on the Bonds shall be made by ACH or wire transfer. If payment of principal or interest is made to a depository, payment shall be made by ACH or wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall be instructed to wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time).

Section 4. Registrar and Paying Agent.

(a) *General.* The Village Treasurer, the Purchaser (as hereinafter defined), or a bank or trust company (the “Registrar” or “Paying Agent”) is hereby appointed to serve as registrar and paying agent for the Bonds. The Registrar is hereby charged with the responsibility of authenticating the Bonds. The President of the Village (the “Village President”), the Treasurer of the Village (the “Village Treasurer”), and the Village Clerk of the Village (the “Village Clerk”) are hereby authorized to enter into such agreements or understandings with the Registrar as will enable the institution to perform the services required of a registrar and paying agent. The Village President and Village Treasurer are further authorized to pay such fees as the Registrar may charge for the services it provides as Registrar and Paying Agent, and such fees may be paid from the fund established to pay the principal of and interest on the Bonds.

Each Bond shall be transferable or exchangeable only upon the books of the Village kept for that purpose at the office maintained for such purpose by the Registrar by the registered owner in person, or by its attorney duly authorized in writing, upon surrender of such Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner, or its attorney duly authorized in writing, and thereupon a new fully registered bond or bonds in an authorized aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The Registrar shall not be required to transfer or exchange any Bond during the period beginning at the close of business on the fifteenth (15th) day next preceding an interest payment date on such Bond and ending on such interest payment date, or after notice calling such Bond for redemption has been mailed, or during the fifteen (15) day period next preceding mailing of notice of redemption of any Bonds. The costs of such transfer or exchange shall be borne by the Village except for any tax or governmental charge required to be paid with respect to the transfer or exchange, which taxes or governmental charges are payable by the person requesting such transfer or exchange. The Village, the Registrar and the Paying Agent for the Bonds may treat and consider the person in whose name such Bonds are registered as the absolute owner thereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon.

The Registrar and Paying Agent may at any time resign as registrar and paying agent upon giving 30 days' notice in writing to the Village and by first class mail to each registered owner of the Bonds then outstanding, and such resignation will take effect at the end of such 30-day period or upon the earlier appointment of a successor registrar and paying agent by the

Village. Any such notice to the Village may be served personally or sent by registered mail. The Registrar and Paying Agent may be removed at any time as registrar and paying agent by the Village, in which event the Village may appoint a successor registrar and paying agent for the Bonds. The Village shall notify each registered owner of the Bonds then outstanding by first class mail of the removal of the registrar and paying agent. Notices to the registered owners of the Bonds shall be deemed to be given when mailed by first class mail to the addresses of such registered owners as they appear on the registration books kept by the Registrar.

Upon the appointment of any successor registrar and paying agent by the Village, the Village President, the Village Treasurer, or the Village Clerk are authorized and directed to enter into such agreements and understandings with such successor registrar and paying agent as will enable the institution to perform the services required of a registrar and paying agent for the Bonds. The Village President and Village Treasurer are further authorized to pay such fees as the successor registrar and paying agent may charge for the services it provides as registrar and paying agent and such fees may be paid from the fund established to pay the principal and interest on the Bonds as fiscal agency charges.

Any predecessor registrar and paying agent shall deliver all of the Bonds and any cash or investments in its possession with respect thereto, together with the registration books, to the successor registrar and paying agent.

(b) *Book Entry System.* The Village may determine that it is beneficial to the Village to have the Bonds held by a central depository system pursuant to an agreement between the Village and the Depository Trust Company, New York, New York ("Depository Trust Company") and may have transfers of the Bonds effected by book-entry on the books of the central depository system ("Book Entry System"). If applicable, the Bonds shall be initially

issued in the form of a separate single authenticated fully registered Bond for the aggregate principal amount of each separate maturity of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the register kept by the Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company.

With respect to the Bonds registered in the register kept by the Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company, the Village and the Paying Agent shall have no responsibility or obligation to any other holders or owners (including any beneficial owner ("Beneficial Owner")) of the Bonds with respect to (i) the accuracy of the records of the Depository Trust Company, CEDE & CO., or any Beneficial Owner with respect to ownership questions, (ii) the delivery to any bondholder (including any Beneficial Owner) or any other person, other than the Depository Trust Company, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any bondholder (including any Beneficial Owner) or any other person, other than the Depository Trust Company, of any amount with respect to the principal of, or premium, if any, or interest on the Bonds except as otherwise provided herein.

So long as the Bonds are registered in the name of CEDE & CO., as nominee of the Depository Trust Company, no person other than the Depository Trust Company shall receive an authenticated Bond evidencing an obligation of the Village to make payments of the principal of and premium, if any, and interest on the Bonds pursuant to this Ordinance. The Village and the Registrar and Paying Agent may treat as and deem the Depository Trust Company or CEDE & CO. to be the absolute bondholder of each of the Bonds for the purpose of (i) payment of the principal of and premium, if any, and interest on such Bonds; (ii) giving notices of redemption and other notices permitted to be given to bondholders with respect to such Bonds;

(iii) registering transfers with respect to such Bonds; (iv) obtaining any consent or other action required or permitted to be taken of or by bondholders; (v) voting; and (vi) for all other purposes whatsoever. The Paying Agent shall pay all principal of and premium, if any, and interest on the Bonds only to or upon the order of the Depository Trust Company, and all such payments shall be valid and effective fully to satisfy and discharge the Village's and the Paying Agent's obligations with respect to principal of and premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. Upon delivery by the Depository Trust Company to the Village of written notice to the effect that the Depository Trust Company has determined to substitute a new nominee in place of CEDE & CO., and subject to the provisions herein with respect to consents, the words "CEDE & CO." in this Ordinance shall refer to such new nominee of the Depository Trust Company. Notwithstanding any other provision hereof to the contrary, so long as any Bond is registered in the name of CEDE & CO., as nominee of the Depository Trust Company, all payments with respect to the principal of and premium, if any, and interest on such Bonds and all notices with respect to such Bonds shall be made and given, respectively, to the Depository Trust Company as provided in a representation letter from the Village to the Depository Trust Company (the "Blanket Village Letter of Representations").

Upon receipt by the Village of written notice from the Depository Trust Company to the effect that the Depository Trust Company is unable or unwilling to discharge its responsibilities and no substitute depository willing to undertake the functions of the Depository Trust Company hereunder can be found which is willing and able to undertake such functions upon reasonable and customary terms, then the Bonds shall no longer be restricted to being registered in the register of the Village kept by the Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company, but may be registered in whatever name or names the bondholders



transferring or exchanging the Bonds shall designate, in accordance with the provisions of this Ordinance.

If the Village determines that it is in the best interest of the bondholders that they be able to obtain certificates for the fully registered Bonds, the Village may notify the Depository Trust Company and the Registrar, whereupon the Depository Trust Company will notify the Beneficial Owners of the availability through the Depository Trust Company of certificates for the Bonds. In such event, the Registrar shall prepare, authenticate, transfer and exchange certificates for the Bonds as requested by the Depository Trust Company and any Beneficial Owners in appropriate amounts, and whenever the Depository Trust Company requests the Village and the Registrar to do so, the Registrar and the Village will cooperate with the Depository Trust Company by taking appropriate action after reasonable notice to (i) make available one or more separate certificates evidencing the fully registered Bonds of any Beneficial Owner's Depository Trust Company account or (ii) arrange for another securities depository to maintain custody of certificates for and evidencing the Bonds.

If the Bonds shall no longer be restricted to being registered in the name of the Depository Trust Company, the Registrar shall cause said Bonds to be printed in blank in such number as the Registrar shall determine to be necessary or customary; provided, however, that the Registrar shall not be required to have such Bonds printed until it shall have received from the Village indemnification for all costs and expenses associated with such printing.

Section 5.     Redemption.

(a)     *Optional Redemption.* If so provided in the Bond Notification, the Bonds may be subject to redemption prior to maturity at the option of the Village, from any available funds, in whole or in part, in integral multiples of \$5,000, in any order of their maturity as determined by

the Village (less than all of the Bonds of a single maturity to be selected by the Registrar and within any maturity by lot), on the date of redemption provided in the Bond Notification and on any date thereafter, at the redemption price of par plus accrued interest to the redemption date.

(b) *Mandatory Redemption.* The Bonds may be subject to mandatory redemption as set forth in the Bond Notification.

(c) *General.* For any such redemptions, the Bonds shall be redeemed only in the principal amount of \$5,000 and integral multiples thereof. The Village shall, at least thirty (30) days prior to the redemption date (unless a shorter time period shall be satisfactory to the Registrar), notify the Registrar of such redemption date and of the principal amount and maturity or maturities of Bonds to be redeemed. For purposes of any redemption of less than all of the outstanding Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot not more than sixty (60) days prior to the redemption date by the Registrar, by such method of lottery as the Registrar shall deem fair and appropriate; provided that such lottery shall provide for the selection for redemption of Bonds or portions of Bonds in principal amounts of \$5,000 and integral multiples thereof.

The 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.

Section 6. Redemption Procedure. For any such redemptions, unless waived by the registered owner of Bonds to be redeemed, official notice of the call for any such redemption shall be given by the Registrar on behalf of the Village by mailing the redemption notice by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to the registered owner of the Bond or Bonds to be redeemed at the address as it

appears on the registration books kept by the Registrar or at such other address as is furnished in writing by such registered owner to the Registrar.

All official notices of redemption shall state:

- (i) the redemption date,
- (ii) the redemption price,
- (iii) the identification by CUSIP numbers, if applicable, and maturity dates (and, in the case of partial redemption of Bonds within a maturity, the respective principal amounts) of the Bonds to be redeemed,
- (iv) 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,
- (v) 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 such purpose by the Registrar, and
- (vi) such other information then required by custom, practice, or industry standard.

Prior to any redemption date, the Village shall deposit with the Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds which are to be redeemed on such redemption date.

Unless moneys sufficient to pay the redemption price of the Bonds to be redeemed shall have been received by the 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 conditioned upon the receipt of such moneys by the 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 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.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Village shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. 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 Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds or portions being redeemed shall be paid by the Registrar at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for the payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal, of like tenor, of authorized denominations, and bearing the same rate of interest.

If any Bond or portion of a Bond called for redemption shall not be so paid upon surrender thereof for redemption, the principal and premium, if any, shall, until paid or duly provided for, bear interest from the redemption date at the rate borne by the Bond or portion of a

Bond so called for redemption. All Bonds which have been redeemed shall be canceled and destroyed by the Registrar and shall not be reissued.

In addition to the foregoing notice, further notice shall be given by the Registrar on behalf and at the expense of the Village as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed.

Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (a) the CUSIP numbers of all Bonds being redeemed; (b) the date of issue of the Bonds as originally issued; (c) the rate of interest borne by each Bond being redeemed; (d) the maturity date of each Bond being redeemed; and (e) any other descriptive information needed to identify accurately the Bonds being redeemed.

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.

Section 7. Execution and Negotiability. Each of the Bonds shall be executed in the name of the Village by the manual or facsimile signature of the Village President, and the seal of the Village shall be affixed, imprinted, engraved or otherwise reproduced thereon and attested by the manual or facsimile signature of the Village Clerk. In case any officer whose signature or facsimile signature appears on the Bonds shall cease to be such officer before the delivery of the Bonds, the signature of such officer shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

The Bonds shall have all of the qualities and incidents of negotiable instruments under the laws of the State of Illinois, subject to the provisions for registration herein.

The Bonds shall also be authenticated by the manual signature of the Registrar and no Bond shall be valid or become obligatory for any purpose until the certificate of authentication thereon has been so executed.

Section 8. Form of Bonds. The form and tenor of the Bond shall be substantially as follows, all blanks to be filled in properly prior to delivery:

REGISTERED  
NO R-\_\_

REGISTERED  
\$ \_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF ILLINOIS  
COUNTIES OF KANE AND COOK

VILLAGE OF EAST DUNDEE  
TAXABLE GENERAL OBLIGATION BOND, SERIES 20\_\_

Interest <u>Rate</u> _____%	Maturity <u>Date</u> December 1, ____	Original <u>Date</u> _____	Authentication <u>Date</u> _____	[CUSIP _____]
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REGISTERED OWNER: [CEDE & CO.]

PRINCIPAL SUM:

The Village of East Dundee, in Kane and Cook Counties, Illinois (the "Village"), for value received, hereby promises to pay to the Registered Owner named above or registered assigns, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereinafter provided), and to pay interest hereon (computed on the basis of a 360-day year of twelve 30-day months) at the Interest Rate per annum stated above from the interest payment date to which interest has been paid next preceding the Authentication Date of this bond unless this bond is authenticated after the fifteenth (15th) day next preceding an interest payment date and on or before such interest payment date in which case it shall bear interest from such interest payment date or unless this bond is authenticated on or before the fifteenth (15th) day next preceding the first interest payment date, in which case it shall bear interest from the Original Date, until the principal is paid, which interest is payable semiannually on June 1 and December 1 in each year, beginning on \_\_\_\_\_, 20\_\_.

This bond is one of an authorized issue of "Taxable General Obligation Bonds, Series 20\_\_" (the "Bonds") of the Village of like date, tenor and effect, except as to rates of interest and dates of maturity; aggregating \_\_\_\_\_ Dollars (\$\_\_\_\_\_); numbered consecutively from R-1 up; issued for the purpose of paying the costs of the Project (as defined in the hereinafter defined Ordinance) and the issuance the bonds. This bond is issued pursuant to a Bond Ordinance adopted by the Village President and Board of Trustees of said Village (collectively, the "Corporate Authorities") on the 20th day of June, 2022, and a Notification of Sale (the "Bond Notification") executed on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_ (collectively, the "Ordinance") by the Village President of said Village pursuant thereto and in accordance with Section 6 of Article VII of the Illinois Constitution of 1970 and the Municipal Code of the Village, the proceeds of which are to be applied solely to pay the costs of the Project (as defined in the Ordinance) and the issuance of the Bonds.

[Optional and mandatory redemption provisions, if applicable.]

This bond is transferable or exchangeable only upon the books of the Village kept for that purpose at the office maintained for such purpose by the Registrar by the registered owner hereof in person, or by its attorney duly authorized in writing, upon surrender of this bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner, or its attorney duly authorized in writing, and thereupon a new fully registered bond or bonds in an authorized aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or to the registered owner, as the case may be, in exchange therefor. The Registrar shall not be required to transfer or exchange this bond during the period beginning at the close of business on the fifteenth (15th) day next preceding an interest payment date on this bond and ending on such interest payment date. The Village, the Registrar, the Paying Agent (as hereinafter defined) and any other registrar or paying agent for this bond may treat and consider the person in whose name this bond is registered as the absolute owner hereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal hereof and interest due hereon.

THE OWNER OF THIS BOND, BY THE ACCEPTANCE HEREOF, HEREBY AGREES TO ALL THE TERMS AND PROVISIONS CONTAINED IN THE ORDINANCE.

Bonds maturing in any one year are issuable only in fully registered form in the denomination of \$5,000 or any integral multiple thereof.

The principal of this bond is payable at the office maintained for such purpose by \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ (the "Registrar" or "Paying Agent"). All payments of interest on this bond shall be paid by check, mailed one (1) business day prior to the interest payment date to the registered owner hereof as of the fifteenth (15th) day next preceding such interest payment date at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the registered owner. If payment of principal or interest is made to a depository, payment shall be made by ACH or wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. [The Paying Agent shall wire transfer payments so such payments are received at the depository by 2:30 p.m. (New York City time).] All payments on the bond shall be made in any coin or currency of the United States of America, which on the dates of such payment, shall be legal tender for the payment of public and private debts.

[The Bonds shall be initially issued in a Book Entry System (as defined in the Ordinance). The provisions of this bond and of the Ordinance are subject in all respects to the provisions of the Blanket Issuer Letter of Representations (as defined in the Ordinance) between the Village and the Depository Trust Company, or any substitute agreement, affecting such Book Entry System.]

This bond is a general obligation of the Village payable from ad valorem taxes levied against all taxable property in the Village, without limitation as to rate or amount, although it is the intention of the Village to pay principal of and interest on the Bonds from Incremental Property Taxes (as defined in the Ordinance) of the Dundee Crossing TIF District (as defined in



IN WITNESS WHEREOF, the Village of East Dundee, Kane and Cook Counties, Illinois, has caused this bond to be executed by the manual or duly authorized facsimile signature of the Village President of the Village, the seal of said Village (or a facsimile thereof) to be affixed, imprinted, engraved, or otherwise reproduced hereon and attested by the manual or duly authorized facsimile signature of the Village Clerk, all as of the Original Date identified above.



(SEAL)

Attest:

By: Katherine Dill  
Village Clerk

VILLAGE OF EAST DUNDEE,  
KANE AND COOK COUNTIES, ILLINOIS

By: [Signature]  
Village President

#### REGISTRAR'S CERTIFICATE OF AUTHENTICATION

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

By: \_\_\_\_\_  
Authorized Representative

[End of Form of Bond]

#### Section 9. Authorization for Preparation and Sale of the Bonds; Purchase Contract.

The Village President, the Village Administrator, or the Finance Director of the Village (the "Designated Representatives") are hereby authorized to proceed, without any further authorization or direction from the Board, to sell the Bonds upon the terms as prescribed in this Ordinance. The Bonds hereby authorized shall be executed as in this Ordinance provided as soon after the delivery of the Bond Notification as may be, and thereupon be deposited with the Village Treasurer, and, after authentication thereof by the Bond Registrar, be by said Treasurer

the Ordinance). The full faith, credit and resources of the Village are pledged to the punctual payment of the principal of and interest on this bond. This bond is negotiable, subject to registration provisions, pursuant to the laws of the State of Illinois.

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the execution, issuance and delivery of this bond have been done and performed in regular and due form as provided by law; that the indebtedness of the Village, including the issue of the Bond of which this is one, does not exceed any limitation imposed by law; and that provision has been made for the collection of a direct annual tax sufficient to pay the interest hereon as it falls due and also to pay and discharge the principal hereof at maturity.

This bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been executed by an authorized representative of the Registrar.

delivered to each purchaser thereof, as hereinafter described (the "Purchaser"), upon receipt of the purchase price therefor, the same being not less than 96% of the principal amount of the Bonds plus any accrued interest to date of delivery. The Purchaser shall be (a) in a negotiated underwriting with Robert W. Baird & Co., Incorporated, Naperville, Illinois ("Baird"), or (b) in a private placement, (i) a bank or financial institution authorized to do business in the State of Illinois, (ii) a governmental unit as defined in the Local Government Debt Reform Act of the State, as amended, or (iii) an "accredited investor" as defined in Rule 501 of Regulation D as promulgated under the Securities Act of 1933, as amended; *provided, however*, that the Purchaser as set forth in (c) shall be selected only upon receipt by the Village of the written recommendation of Baird that the sale of the Bonds on a private placement basis to the Purchaser is in the best interests of the Village because of (i) the pricing of the Bonds by the Purchaser, (ii) then current market conditions or (iii) the timing of the sale of the Bonds; and *further provided*, that the Purchaser as set forth in (b) may be selected through the utilization of a placement agent selected by the Designated Representatives after consultation with Baird if the use of such placement agent is determined by the Designated Representatives to be in the best interest of the Village.

Prior to the sale of the Bonds, the Designated Representatives are hereby authorized to approve and execute a commitment for the purchase of a Municipal Bond Insurance Policy (as hereinafter defined), to further secure the Bonds, as long as the present value of the fee to be paid for the Municipal Bond Insurance Policy (using as a discount rate the expected yield on the Bonds treating the fee paid as interest on the Bonds) is less than the present value of the interest reasonably expected to be saved on the Bonds over the term of the Bonds as a result of the Municipal Bond Insurance Policy.

Upon the sale of the Bonds, the Designated Representatives shall prepare a Notification of Sale of the Bonds, which shall include the pertinent details of sale as provided herein (the "Bond Notification"). In the Bond Notification, the Designated Representatives shall find and determine that the Bonds have been sold in compliance with the parameters described in this Ordinance and at such price and bear interest at such rates that either the true interest cost (yield) or the net interest rate received upon the sale of the Bonds does not exceed the maximum rate otherwise authorized by applicable law. The Bond Notification shall be entered into the records of the Village and made available to the Board at the next regular meeting thereof; but such action shall be for information purposes only, and the Board shall have no right or authority at such time to approve or reject such sale as evidenced in the Bond Notification.

Upon the sale of the Bonds, as evidenced by the execution and delivery of the Bond Notification by the Designated Representatives, the Village President, Village Clerk and Village Treasurer 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, the contract for the sale of the Bonds between the Village and the Purchaser (the "Purchase Contract"). Prior to the execution and delivery of the Purchase Contract, the Designated Representatives shall find and determine that no person holding any office of the Village, either by election or appointment, is in any manner financially interested directly in his own name or indirectly in the name of any other person, association, trust or corporation, in the Purchase Contract.

The use by the Purchaser of any Preliminary Official Statement or Preliminary Term Sheet and any final Official Statement or final Term Sheet relating to the Bonds (the "Disclosure Document") is hereby ratified, approved and authorized; the execution and delivery of the

Disclosure Document is hereby authorized; and the officers of the Board are hereby authorized to take any action as may be required on the part of the Village to consummate the transactions contemplated by the Purchase Contract, this Ordinance, said Preliminary Disclosure Document, the Disclosure Document and the Bonds.

The Bonds when fully paid for and delivered to the Purchaser, shall be the binding general obligations of the Village. The proper officers of the Village are hereby directed to sell the Bonds to the Purchaser and to do whatever acts and things which may be necessary to carry out the provisions of this Ordinance.

Section 10. Bond Insurance. In the event the Baird certifies to the Village that it would be economically advantageous for the Village to acquire a municipal bond insurance policy for the Bonds, the Village hereby authorizes and directs the Village Treasurer or the Village Manager to obtain such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous if the difference between the present value cost of (a) the total debt service on the Bonds if issued without municipal bond insurance and (b) the total debt service on the Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy. In the event the payment of principal and interest on the Bonds is insured pursuant to a municipal bond insurance policy issued by a bond insurer (the "Bond Insurer"), and as long as such municipal bond insurance policy shall be in full force and effect, the Village and the 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 upon payment of the Bonds by the Bond Insurer, amendment hereof, or other terms, as approved by the Village

President of the Village on advice of counsel, his or her approval to constitute full and complete acceptance by the Village of such terms and provisions under authority of this Section.

Section 11. Continuing Disclosure. A Continuing Disclosure Undertaking (the “Undertaking”), if applicable, in substantially the form which has been presented to and is hereby approved by the Corporate Authorities, and the Village President and the Village Clerk are hereby authorized and directed to complete, execute and attest the same on behalf of the Village. Notwithstanding any other provisions of this Ordinance, failure of the Village to comply with the Undertaking shall not be considered an event of default under the Bonds or this Ordinance.

Section 12. Tax Levy; Incremental Property Taxes. For the purpose of providing funds to produce sums necessary to pay the interest on the Bonds as it falls due and also pay and discharge the principal thereof at maturity, there shall be levied upon all the taxable property within the Village a direct annual tax (the “Levied Taxes”) for each of the years while the Bonds or any of them are outstanding, in amounts sufficient for that purpose, and that there be and there is hereby levied upon all of the taxable property in the Village, in each of the years 2022 to 2029, a maximum direct annual tax in the amount of \$500,000, such amount to be finalized in the Bond Notification. It is the intention of the Village, however, to pay principal of and interest on the Bonds from Incremental Property Taxes.

“Incremental Property Taxes” means 100% of the ad valorem taxes less priority liens, if any, arising from the taxes levied upon taxable real property in the Dundee Crossing TIF District (the “TIF District”) by any and all taxing districts or municipal corporations having the power to tax real property in the TIF District, 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 TIF District over and above the total Initial Equalized Assessed Value of property located in the TIF District, as determined by the County Clerk of Kane County, Illinois, in accordance with Section 11.74.4-9 of the Tax Increment Allocation Redevelopment Act and as determined by the Village Treasurer. The Incremental Property Taxes shall be deposited to the Special Tax Allocation Fund created or continued by the Village.

Principal or interest coming due at any time when there are not sufficient funds on hand from the foregoing tax levy to pay the same shall be paid from current funds on hand of the Village, and the fund from which such payment was made shall be reimbursed out of the taxes hereby levied when the same shall be collected.

The Village covenants and agrees with the Purchaser and the holders of the Bonds that so long as the Bonds remain outstanding, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to levy and collect the foregoing tax levy, unless the abatement of any particular tax levy amount has been provided for through the deposit of moneys in a segregated account, and the Village and its officers will comply with all present and future applicable laws in order to assure that the Levied Taxes will be levied, extended and collected as provided herein and deposited in the Bond Fund established to pay the principal of and interest on the Bonds.

The funds derived from the tax levy be and the same are hereby appropriated and set aside for the sole and only purpose of paying principal of and interest on said Bonds when and as the same become due. The funds from the sale of said Bonds be and they are hereby appropriated and set aside for the purpose hereinbefore set out.

Section 13. Filing of Ordinance. Forthwith upon this Ordinance becoming effective, the Village Clerk is hereby directed to file a certified copy of this Ordinance, which certificate

shall recite that this Ordinance has been passed by the Corporate Authorities and published, with the County Clerk, and it shall be the duty of said County Clerk in and for the years 2022 to 2029 while the Bonds or any of them are outstanding (as set forth in the Bond Notification), inclusive, to annually ascertain the rate necessary to produce the tax herein and therein levied, and extend the same for collection on the tax books against all of the taxable property within the Village in connection with other taxes levied in said years, in order to raise the respective amounts aforesaid and in said years such annual tax shall be computed, extended and collected in the same manner as now or hereafter provided by law for the computation, extension and collection of taxes for general corporate purposes of the Village, and when collected, the taxes hereby levied shall be used only for the purpose of paying the principal of and interest on the Bonds.

Section 14. Bond Fund. There is hereby created and established a special fund of the Village known as the “Bond Fund,” with the appropriate series designation (the “Bond Fund”) to be held by the Village Treasurer, which is a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the Village by this Ordinance. The Bond Fund shall be the fund for the payment of the principal of and interest on the Bonds at maturity or on interest payment dates or redemption. Any capitalized interest included in the proceeds of the sale of the Bonds shall be deposited in the Bond Fund for the payment of interest on the Bonds, and the Levied Taxes shall be deposited into the Bond Fund, as received, and shall be used solely and only for the payment of principal of and interest on the Bonds when due (including any redemption). The Bonds are secured by a pledge of all moneys on deposit in the Bond Fund, and such pledge is irrevocable until the Bonds have been paid in full or until the obligations of the Village are discharged under this Ordinance.



The Village directs that the Village Treasurer deposit the following amounts received from the collection of the Levied Taxes into the Bond Fund (a) an amount equal to one-half of the total principal and interest due on the Bonds in such year (the “Debt Service Requirement”) shall be deposited into the Bond Fund from collections of the first installment of property taxes and (b) an amount equal to the other half of the Debt Service Requirement shall be deposited into the Bond Fund from collections of the second installment of property taxes.

Section 15. Use of Bond Proceeds. Any accrued interest received on the delivery of the Bonds is hereby appropriated for the purpose of paying first interest due on the Bonds and is hereby ordered deposited into the Bond Fund.

There is hereby created and established a special fund of the Village known as the “Project Fund,” with the appropriate series designation (the “Project Fund”), to be held by the Village Treasurer. Except as otherwise described herein, proceeds of the Bonds shall be deposited in the Project Fund, and the Project Fund shall be used for the purpose of paying for the costs of the Project, and costs of issuance of the Bonds. Said amount shall be reimbursed to the Project Fund from the Bond Fund as Levied Taxes are received and available therefor. Additional loans from the Project Fund to the Bond Fund to pay debt service on the Bonds may be made upon further direction by the Corporate Authorities so long as provision is made to reimburse the Project Fund with Levied Taxes.

Interest received from deposits in the Project Fund shall, at the discretion of the Corporate Authorities, either be transferred for the payment of the principal of and interest on the Bonds on the interest payment date next after such interest is received or be retained in the Project Fund.

In the event that any moneys remain in the Project Fund upon completion of the Project, the Village shall use said remaining moneys for various capital improvements within the Village; otherwise, the Village shall deposit said remaining moneys in the Project Fund into the Bond Fund and cause such moneys to be used to pay the interest on the Bonds on the earliest possible date.

Section 16. Defeasance of the Bonds. If, when the Bonds or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the Bonds or a portion thereof for redemption shall have been given, and the whole amount of the principal and the interest and the premium, if any, so due and payable upon all of the Bonds or a portion thereof then outstanding shall be paid; or (i) sufficient moneys or (ii) direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury), the principal of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case the Bonds or any designated portion thereof issued hereunder shall no longer be deemed outstanding or entitled to any pledge of the Levied Taxes made herein.

Section 17. Investment of Moneys. Moneys in the Bond Fund and Project Fund may be invested by the Village Treasurer in lawful investments for the Village. All income earned or losses sustained on such investments shall be credited to the Fund or Account from which the investments were made.

Section 18. Amendments with Consent of Bondholders. Subject to the terms and provisions contained in this section, and not otherwise, the owners of not less than sixty-six and

two-thirds percent ( $66\frac{2}{3}\%$ ) in aggregate principal amount of the Bonds issued pursuant to this Ordinance and then outstanding shall have the right from time to time, anything contained in this Ordinance to the contrary notwithstanding, to consent to and approve the adoption by the Village of such ordinance or ordinances supplemental hereto or amendatory hereof, as shall be deemed necessary or desirable by the Village for the purpose of modifying, altering, amending, adding to or rescinding in any particular manner any of the terms or provisions contained in this Ordinance, or in any supplemental ordinance; provided, however, that nothing herein contained shall permit or be construed as permitting:

- (a) An extension of the maturity of the principal of or interest on any Bond issued pursuant to this Ordinance; or
- (b) A reduction in the principal amount of any Bond or the rate of interest thereon; or
- (c) A preference or priority of any Bond or Bonds issued pursuant to this Ordinance over any other Bond or Bonds issued pursuant to the provisions of this Ordinance; or
- (d) A reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance.

If the owners of not less than sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) in aggregate principal amount of the Bonds outstanding at the time of adoption of such supplemental ordinance shall have consented to and approved the adoption thereof by written instrument to be maintained on file in the office of the Village Clerk, no owner of any Bond issued pursuant to this Ordinance shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Village from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the

adoption of any supplemental ordinance pursuant to the provisions of this section, this Ordinance shall be, and shall be deemed, modified, and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the Village and all owners of Bonds then outstanding, shall thereafter be determined, exercised, and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments. Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the Village and of the owners of the Bonds authorized by this Ordinance, and the terms and provisions of the Bonds and this Ordinance, or any supplemental or amendatory ordinance, may be modified or altered in any respect with the consent of the Village and the consent of the owners of all the Bonds then outstanding.

Section 19. General Covenants. The Village covenants and agrees with the registered owners of the Bonds, so long as any such Bonds remain Outstanding, as follows:

A. The Village will punctually pay or cause to be paid from the sources provided for in this Ordinance, the principal of and interest to become due on the Bonds in strict conformity with the terms of the Bonds and this Ordinance, and it will faithfully observe and perform all of the conditions, covenants and requirements thereof.

B. The Village will pay and discharge, or cause to be paid and discharged, from the Bond Fund, any and all lawful claims which, if unpaid, might become a lien or charge upon the Levied Taxes, or any part thereof, or upon any such funds in the hands of the Bond Registrar, 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 contests 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 will be made of all transactions relating to the Levied Taxes and the Bond Fund. Such books of record and accounts will at all times during business hours be subject to the inspection of the holders of not less than ten percent (10%) of the principal amount of the outstanding Bonds or their representatives authorized in writing.

D. The Village will preserve and protect the security of the Bonds and the rights of the registered owners of the Bonds and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Bonds by the Village, to the extent lawful the Bonds shall be incontestable by the Village.

E. The Village will adopt, make, execute, and deliver any and all such further ordinances, 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 owners of the Bonds of the rights and benefits of this Ordinance.

F. As long as any Bonds are outstanding, the Village will continue to deposit the Levied Taxes into the Bond Fund. The Village and its officers will comply with all present and future applicable laws in order to assure that the Levied Taxes will be levied, extended and collected as provided in this Ordinance and deposited in the Bond Fund.

G. Once issued and while outstanding, the Bonds shall be and forever remain until paid or defeased the general obligation of the Village, for the payment of which its full faith and credit are pledged and shall be payable from the levy of the Levied Taxes.

Section 20. [Intentionally omitted.]

Section 21. [Intentionally omitted.]

Section 22. [Intentionally omitted.]

Section 23. Registered Form. 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 24. Severability. If any section, paragraph, clause, or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Ordinance.

Section 25. Publication. The Village Clerk is hereby authorized and directed to publish this Ordinance in pamphlet form and to file copies thereof for public inspection in his/her office.

Section 26. Conflicting Ordinances. All ordinances, resolutions and parts of ordinances and resolutions, in conflict herewith are hereby repealed.

Section 27. Headings. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction, or effect of this Ordinance.

Section 28. Effective Date. This Ordinance shall be in full force and effect from and after its adoption and publication.

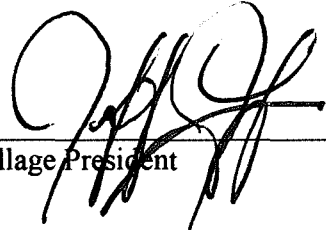
ADOPTED this 20th day of June, 2022 by a roll call vote as follows:

AYES: Mahony, Saviano, Brittin, Treiber and Sauder


NAYS: Ø

ABSENT: Kunze

APPROVED this 20th day of June, 2022.

  
\_\_\_\_\_  
Village President

ATTEST:

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

Trustee Brittin moved and Trustee Sauder seconded the motion that said Ordinance as presented by the Village Clerk be adopted.

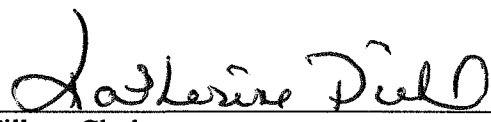
After a full discussion thereof, the Village President directed that the roll be called for a vote upon the motion to adopt said Ordinance as presented.

Upon the roll being called, the following Trustees voted AYE: Mahony, Kunze, Brittin, Savlano, Treiber and Sauder.  
and the following Trustees voted NAY: None.

Whereupon the Village President declared the motion carried and said Ordinance adopted, approved, and signed the same in open meeting and directed the Village Clerk to record the same in full in the records of the Board of Trustees of the Village of East Dundee, Kane and Cook Counties, Illinois, which was done.

Other business not pertinent to the adoption of said Ordinance was duly transacted at said meeting.

Upon motion duly made, seconded, and carried, the meeting was adjourned.

  
Village Clerk



STATE OF ILLINOIS            )  
  ) SS  
COUNTY OF KANE            )

**CERTIFICATION OF MINUTES AND ORDINANCE**

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of East Dundee, Kane and Cook Counties, Illinois (the "Village"), and as such official am the keeper of the official journal of proceedings, books, records, minutes and files of the Village President and the Board of Trustees (collectively, the "Corporate Authorities").

I further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Corporate Authorities held on the 20th day of June, 2022, insofar as the same relates to the adoption of Ordinance No. 22-25 entitled:

AN ORDINANCE providing for the issuance of not to exceed \$2,000,000 Taxable General Obligation Bonds of the Village of East Dundee, Kane and Cook Counties, Illinois, for the purpose of financing the costs of certain capital projects in the Village, providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on said Bonds, and authorizing the proposed sale of said Bonds to the purchaser thereof.


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 regular public meeting.

I do further certify that the deliberations of the Corporate Authorities on the adoption of said ordinance were conducted 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 at the principal office of the Corporate Authorities and at the location where said meeting was to be held 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; that said agenda described or made 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, as amended, and the Illinois Municipal Code, as amended, and that the Corporate Authorities has complied with all of the provisions of said Act and said Code, except as said Act and said Code are validly superseded by the home rule powers of the Village, and with all of the procedural rules of the Corporate Authorities in the adoption of said ordinance.

IN WITNESS WHEREOF, I hereunto affix my official signature and seal of said Village, this 20th day of June, 2022.

(SEAL)



  
Village Clerk

STATE OF ILLINOIS       )  
                                      ) SS  
COUNTY OF KANE        )

FILING CERTIFICATE

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of Kane County, Illinois, and as such official I do further certify that on the \_\_\_\_ day of \_\_\_\_\_, 2022, there was filed in my office a duly certified copy of Ordinance No. \_\_\_\_\_ entitled:

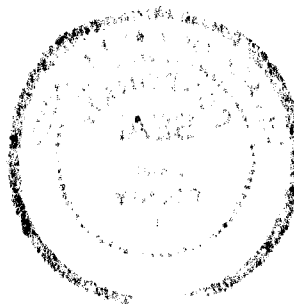
AN ORDINANCE providing for the issuance of not to exceed \$2,000,000 Taxable General Obligation Bonds of the Village of East Dundee, Kane and Cook Counties, Illinois, for the purpose of financing the costs of certain capital projects in the Village, providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on said Bonds, and authorizing the proposed sale of said Bonds to the purchaser thereof.

duly adopted by the Board of Trustees of the Village of East Dundee, Kane and Cook Counties, Illinois, on the 20th day of June, 2022, and that the same has been deposited in the official files and records of my office.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of said County, this \_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
County Clerk of Kane County, Illinois

(SEAL)



STATE OF ILLINOIS        )  
                                      ) SS  
COUNTY OF COOK        )

FILING CERTIFICATE

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of Cook County, Illinois, and as such official I do further certify that on the \_\_\_\_ day of \_\_\_\_\_, 2022, there was filed in my office a duly certified copy of Ordinance No. \_\_\_\_\_ entitled:

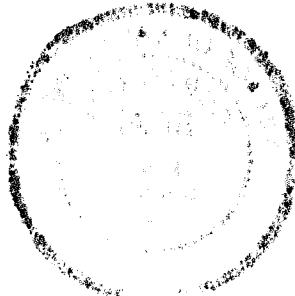
AN ORDINANCE providing for the issuance of not to exceed \$2,000,000 Taxable General Obligation Bonds of the Village of East Dundee, Kane and Cook Counties, Illinois, for the purpose of financing the costs of certain capital projects in the Village, providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on said Bonds, and authorizing the proposed sale of said Bonds to the purchaser thereof.

duly adopted by the Board of Trustees of the Village of East Dundee, Kane and Cook Counties, Illinois, on the 20th day of June, 2022, and that the same has been deposited in the official files and records of my office.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of said County, this \_\_\_\_ day of \_\_\_\_\_, 2022.

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

(SEAL)



STATE OF ILLINOIS            )  
  ) SS  
COUNTY OF KANE            )

**CERTIFICATE OF PUBLICATION IN PAMPHLET FORM**

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of East Dundee, Kane and Cook Counties, 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 Village President and Board of Trustees (the "Board") of the Village.

I do further certify that on the 20th day of June, 2022, there was published in pamphlet form, by authority of the Board, a true, correct, and complete copy of Ordinance No. 22-25 of the Village entitled:

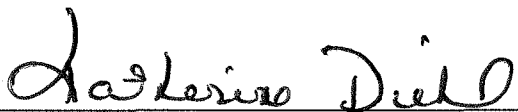
AN ORDINANCE providing for the issuance of not to exceed \$2,000,000 Taxable General Obligation Bonds of the Village of East Dundee, Kane and Cook Counties, Illinois, for the purpose of financing the costs of certain capital projects in the Village, providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on said Bonds, and authorizing the proposed sale of said Bonds to the purchaser thereof.

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

IN WITNESS WHEREOF I have affixed hereto my official signature and the seal of the Village this 20th day of June, 2022.

(SEAL)



  
Village Clerk

*No Official Statement will be prepared for the Bonds. By the Purchaser's acceptance of the Bonds, the Purchaser shall be deemed to have had access to such financial and other information concerning the Village and the Bonds as the Purchaser deemed necessary to make an independent decision to purchase the Bonds, including the opportunity, at a reasonable time prior to the purchase of the Bonds, to ask questions and receive answers concerning the Village and the terms and conditions of the Bonds.*

## Preliminary Term Sheet

### Village of East Dundee, Kane and Cook Counties, Illinois (the "Village") \$1,850,000\* Taxable General Obligation Bonds, Series 2022A (the "Bonds")

<b>Bid Due Date/Time:</b>	July 28, 2022 @ 10:00 AM Central. Rates must not be subject to change through the closing of August 16, 2022.	
<b>Award Date:</b>	July 29, 2022 (anticipated)	
<b>Dated/Delivery Date:</b>	August 16, 2022 (anticipated)	
<b>Amortization:</b>	December 1	Amount*
	2023	\$125,000
	2024	155,000
	2025	155,000
	2026	165,000
	2027	170,000
	2028	345,000
	2029	360,000
	2030	375,000
<b>Average Life*:</b>	5.700 years	
<b>Purchaser:</b>	_____	
<b>Purchase Price:</b>	At Par	
<b>Interest Due:</b>	Interest shall be payable commencing on June 1, 2023 and semi-annually thereafter on June 1 and December 1 of each year. Interest on the Bonds will be computed on the basis of a 30-day month and a 360-day year.	
<b>Denomination:</b>	The Bonds will be issued in minimum denominations of \$100,000 and integral multiples of \$5,000 in excess thereof.	
<b>Optional Redemption:</b>	The Bonds are not subject to redemption prior to maturity.	
<b>Mandatory Redemption:</b>	All or a portion of the Bonds may be subject to mandatory redemption on December 1 of the years, if any, and in the principal amounts, if any, as shown above.	
<b>Purpose:</b>	Proceeds from the sale of the Bonds will be used to pay for (i) certain capital projects in the Village, including a lazy river at Santa's Village Family Amusement and Water Park (the "Park"); and (ii) costs related to the issuance of the Bonds.	
<b>Authorization:</b>	The Bonds are issued pursuant to the Village's home rule powers as provided by Section 6 of Article VII of the 1970 Illinois Constitution, and a bond ordinance adopted by the Village Board of Trustees on June 20, 2022, as supplemented by a Notification of Sale.	
<b>Security:</b>	<p>In the opinion of Ice Miller LLP, Chicago, Illinois ("Bond Counsel"), the Bonds are valid and legally binding upon the Village and are payable from any funds of the Village legally available for such purpose, and all taxable property of the Village is subject to the levy of taxes to pay the same without limitation as to rate or amount, except that the rights of the owners of the Bonds and the enforceability of the Bonds may be limited by bankruptcy, insolvency, moratorium, reorganization and other similar laws affecting creditors' rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion.</p> <p>It is the intention of the Village, however, to pay principal of and interest on the Bonds from Incremental Property Taxes. Incremental Property Taxes means 100% of the ad valorem taxes less priority liens, if any, arising from the taxes levied upon taxable real property in the Dundee</p>	

\*Preliminary, subject to change.

Crossing TIF District (the "TIF District") by any and all taxing districts or municipal corporations having the power to tax real property in the TIF District.

[The Village entered into an agreement with the Park dated [\_\_\_\_\_, 2022]. The Park will reimburse the Village for 65% of the debt service cost on the Bonds.]

- Taxable Bonds:** In the opinion of Bond Counsel, under present law, interest on the Bonds is includible in gross income of the owners thereof for federal income tax purposes. Interest on the Bonds is not exempt from present State of Illinois income taxes.
- Legal Opinion:** Bond Counsel will provide an opinion as to the validity of the Bonds. See "Exhibit B—Form of Bond Counsel Opinion."
- Credit Rating:** No rating will be applied for in connection with the Bonds.
- No Secondary Market:** The Bonds must be purchased with the intent to hold to maturity as no secondary market is expected.
- Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"), exempts from certain requirements of the Rule offerings of municipal securities (such as the Bonds) that are (i) in authorized denominations of \$100,000 or more and (ii) are sold to no more than thirty-five persons each of whom has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment and is not purchasing for more than one account or with a view to distributing the Bonds. Because the offering of the Bonds is exempt under the Rule, the Village is not required to enter into a continuing disclosure undertaking with respect to the Bonds and is also not required to deliver an official statement to a purchaser nor to provide statements concerning noncompliance, in all material respects, with the Village's prior continuing disclosure undertakings. Finally, the Purchaser should note that the disclosure contained herein is limited in scope and does not include information customarily contained in official statements subject to the Rule.
- Record Date:** The 15<sup>th</sup> day of the month next preceding any interest payment date.
- Registered or Book-Entry:** The Bonds will be registered in the name of the Purchaser unless otherwise requested by the Purchaser.
- Bond Counsel:** Ice Miller LLP, Chicago, Illinois.
- Placement Agent:** Robert W. Baird & Co. Incorporated, Naperville, Illinois.
- Paying Agent:** Please state your willingness to serve as bond registrar and paying agent on the Bonds at no additional cost to the Village.
- Representations of the Purchaser:** The Purchaser will be required to execute an investor letter in substantially the form attached hereto as Exhibit D in which it will be expected to certify to the Village that it (i) is acquiring the Bonds for its own account solely for investment purposes and not with a view to any distribution of any Bond or any interest therein or portion thereof or with any present intention of distributing or selling any Bond or any interest therein or portion thereof, (ii) has knowledge and experience in financial and business matters, including the acquisition and holding of obligations such as the Bonds, that it is capable of evaluating the merits and risks of purchasing the Bonds and is able to bear such risks, and (iii) understands Bond Counsel represents the Village in the Bond transaction and, if the Purchaser has retained Bond Counsel in an unrelated matter, the Purchaser represents that the signatory to the investor letter is duly authorized to, and does consent to and waive for and on behalf of the Purchaser any conflict of interest of Bond Counsel arising from any adverse position to the Village in this matter; such consent and waiver shall supersede any formalities otherwise required in any separate understandings, guidelines or contractual arrangements between the Purchaser and Bond Counsel.
- Acknowledgment that the Purchaser is not a Fiduciary, etc.** The Village acknowledges and agrees that: (i) the Purchaser has financial and other interests that differ from those of the Village, (ii) the Purchaser is not acting as a municipal advisor, financial advisor or fiduciary to the Village and has not assumed any advisory or fiduciary responsibility to the Village with respect to the transaction contemplated hereby and the discussions, undertakings and proceedings leading thereto (irrespective of whether the Purchaser has provided other services or is currently providing other services to the Village on other matters), and (iii) the Village has consulted its own legal, accounting, tax, financial and other advisors, as applicable, to the extent it has deemed appropriate in connection with the transaction contemplated herein.

<b>Expenses:</b>	The Village will pay for all necessary expenses in connection with the issuance of the Bonds, including legal, advisory and placement agent fees. If there will be a Purchaser's Counsel fee, please state the amount in your offer. This will be considered when evaluating the bids received.
<b>Additional Provisions:</b>	Please note any proposed additional provisions.
<b>Financial Characteristics of the Village:</b>	See "Exhibit A—Information on the Village of East Dundee" for information on the Village's overlapping taxing entities, outstanding debt, selected financial information, Equalized Assessed Valuation ("EAV"), top taxpayers, tax extensions and collections and tax rates by purpose for the past five years.
<b>Village Financial Information:</b>	<p>Historical Audited Financial Statements for the Village can be found on the Village's website here:</p> <p><a href="https://www.eastdundee.net/government/departments/finance/comprehensive_annual_financial_report_(cafr).php#outer-13">https://www.eastdundee.net/government/departments/finance/comprehensive_annual_financial_report_(cafr).php#outer-13</a></p>
<b>Attachments:</b>	<p>Exhibit A – Information on the Village of East Dundee</p> <p>Exhibit B – Form of Bond Counsel Opinion</p> <p>Exhibit C – Audited Financial Statements for Fiscal Year April 30, 2021 (the "Audit")</p> <p>Exhibit D – Form of Investor Letter</p>

## Exhibit A

### Information on the Village of East Dundee

#### Summary of Outstanding Debt

The table that follows presents information as to the retirement of the Village's outstanding general obligation bonded debt as of the issuance of the Bonds.

#### Amortization of Outstanding General Obligation Debt

Calendar Year	2012A Bonds	2012B Bonds	2015 Bonds	2016 Bonds	The Bonds*	Total Bonds*	Cumulative Retirement	
							Amount*	Percent*
2022	\$440,000	\$165,000	\$805,000			\$1,410,000	\$1,410,000	13.02%
2023	475,000	175,000	840,000		\$125,000	1,615,000	3,025,000	27.93%
2024	515,000	180,000	875,000		155,000	1,725,000	4,750,000	43.86%
2025	80,000	190,000		\$685,000	155,000	1,110,000	5,860,000	54.11%
2026	100,000	200,000		705,000	165,000	1,170,000	7,030,000	64.91%
2027	120,000	210,000		725,000	170,000	1,225,000	8,255,000	76.22%
2028	135,000			750,000	345,000	1,230,000	9,485,000	87.58%
2029	155,000				360,000	515,000	10,000,000	92.34%
2030	160,000				375,000	535,000	10,535,000	97.28%
2031	180,000					180,000	10,715,000	98.94%
2032	115,000					115,000	10,830,000	100.00%
	<u>\$2,475,000</u>	<u>\$1,120,000</u>	<u>\$2,520,000</u>	<u>\$2,865,000</u>	<u>\$1,850,000</u>	<u>\$10,830,000</u>		

Source: The Village.

\*Preliminary, subject to change.

#### Overlapping Debt Statement <sup>(1)</sup>

Issuer	Bonded Debt	Percent	Amount
Kane County and Forest Preserve .....	\$ 115,640,000 <sup>(2)</sup>	0.711%	\$ 822,200
Cook County and Forest Preserve .....	2,726,921,750 <sup>(2)</sup>	0.001%	27,269
East Dundee and Countryside Fire Protection District .....	3,755,000 <sup>(4)</sup>	47.875%	1,797,706
Dundee Township and Park District .....	2,071,355 <sup>(2)</sup>	5.559%	115,147
School District Number 300 .....	231,746,782 <sup>(3)(4)</sup>	2.854%	6,614,053
Elgin College Number 509 .....	146,490,000 <sup>(3)</sup>	0.837%	1,226,121
Total Overlapping Debt .....	<u>\$3,226,624,887</u>		<u>\$10,602,496</u>

<sup>(1)</sup> Debt information for overlapping debt as of April 30, 2021.

<sup>(2)</sup> Excludes principal amounts of outstanding General Obligation Alternate Revenue Source Bonds.

<sup>(3)</sup> Includes original principal amounts of outstanding General Obligation Capital Appreciation Bonds.

<sup>(4)</sup> Excludes debt certificates.

Source: The Audit.

#### Legal Debt Margin

The Village has no general obligation debt limitation. It became a home rule unit of government under Article VII of the 1970 Illinois Constitution by referendum on March 16, 2004. The Village Board has the option to pass an ordinance to set a debt limit for the amount of general obligation bonds outstanding. As of this date, it has not done so.



## EAV by Use

The following table sets forth the Village's EAV by class of property for the last five levy years.

### Equalized Assessed Valuation by Class of Property<sup>(1)</sup>

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>
Kane County					
Residential	\$61,385,611	\$65,835,631	\$69,661,105	\$73,049,773	\$75,179,809
Commercial	24,701,005	25,662,344	26,274,809	26,485,169	26,485,661
Industrial	9,697,535	10,103,291	11,087,519	11,488,292	12,089,499
Farm	543	596	0	8,317	2,536
Cook County	<u>1,287,948</u>	<u>1,287,948</u>	<u>1,287,948</u>	<u>1,287,948</u>	<u>1,287,948</u>
Total EAV	<u>\$97,072,642</u>	<u>\$102,889,810</u>	<u>\$108,311,381</u>	<u>\$112,319,499</u>	<u>\$115,045,453</u>
Percent Change:	5.05% <sup>(2)</sup>	5.99%	5.27%	3.70%	2.43%

<sup>(1)</sup> Excludes tax increment financing incremental value, enterprise zone value, and exemptions.

<sup>(2)</sup> Based on the Village's 2016 EAV of \$92,406,902.

Source: The Audit.

## Breakdown of Village Tax Rates

The following table shows the tax rates levied by the Village per \$100 of EAV on property located in the Village for the past five levy years.

### Village Tax Rates by Purpose Per \$100 of EAV

	Levy Years				
	2017	2018	2019	2020	2021
General .....	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000
IMRF .....	0.0000	0.0000	0.0000	0.0000	0.0000
Police Pension .....	0.6593	0.6351	0.6148	0.6065	0.6004
Social Security.....	<u>0.0000</u>	<u>0.0000</u>	<u>0.0000</u>	<u>0.0000</u>	<u>0.0000</u>
Total Rate.....	<u>\$0.6593</u>	<u>\$0.6351</u>	<u>\$0.6148</u>	<u>\$0.6065</u>	<u>\$0.6004</u>

Source: Kane County Clerk's Office.

## Representative Tax Rates

A representative property owner living in the Village had combined tax rates per \$100 of EAV for the past five tax levy years as set forth below.

### Representative Tax Rates per \$100 EAV

	Levy Years				
	2017	2018	2019	2020	2021
The Village.....	\$0.6593	\$0.6351	\$0.6148	\$0.6065	\$0.6004
Kane County.....	0.4025	0.3877	0.3739	0.3618	0.3522
Kane County Forest Preserve .....	0.1658	0.1607	0.1548	0.1477	0.1435
Dundee Township.....	0.0783	0.0754	0.0728	0.0719	0.0718
Dundee Township Road District .....	0.0986	0.0950	0.0917	0.0899	0.0898
School District #300 .....	5.8763	5.6964	5.4778	5.3822	5.3253
Elgin College #509 .....	0.4999	0.5075	0.4865	0.4439	0.4514
Dundee Township Park District.....	0.5643	0.5445	0.5178	0.4750	0.5127
Dundee Township Library.....	0.1864	0.1798	0.1737	0.1705	0.1704
East Dundee Fire District .....	<u>0.9870</u>	<u>1.0544</u>	<u>1.0892</u>	<u>1.0204</u>	<u>1.0414</u>
Total Rate.....	<u>\$9.5184</u>	<u>\$9.3365</u>	<u>\$9.0530</u>	<u>\$8.7698</u>	<u>\$8.7588</u>

Source: Kane County Clerk's Office.

## Tax Extensions and Collections

The following table sets forth the Village's tax levy and collections for the last five fiscal years and the levy for the current year.

### Tax Levy and Collections [Village, can you provide?]

Levy Year	Collection Year	Fiscal Year Ended April 30	Taxes Extended	Taxes Collected to Date	Percent Collected
2016	2017	2018	\$593,999	\$593,430	99.90%
2017	2018	2019	681,153	673,495	98.88%
2018	2019	2020	653,696	652,472	99.81%
2019	2020	2021	666,103	660,049	99.09%
2020	2021	2022			
2021	2022	2023			(In process of collection)

Source: The Village.

## Top Taxpayers

The top ten taxpayers of the Village, their type of business and 2020 EAV are as follows:

### Principal Taxpayers

	2020 EAV	Percentage of EAV <sup>(1)</sup>
PAL Management LLC	\$10,693,230	9.52%
North Start Trust Co.	2,819,985	2.51%
Jim Bergman	2,601,419	2.32%
Pingree 2000 Real	2,532,291	2.25%
SV (East Dundee) LLC	1,774,051	1.58%
Rocky Road Power LLC	1,411,991	1.26%
PAL Group INC	1,326,519	1.18%
River Valley Square Assc. LTD	1,195,374	1.06%
Shilkus Properties LLC	1,154,082	1.03%
First Nat'l Bank & Tr .Co.	978,516	0.87%
Totals	<u>\$26,487,458</u>	<u>23.58%</u>

<sup>(1)</sup> Based on the Village's 2020 EAV of \$112,319,499, which includes TIF incremental value, enterprise zone value, and excludes exemptions. This represents the latest available information.

Source: The Audit.

## TIF District Equalized Assessed Valuation

Following the establishment of the TIF District in 2006, the Village has undertaken efforts to encourage development of commercial and residential areas within the community. As for tax year 2020, the EAV of the TIF District has increased \$16,876,822 over and above the Base EAV of \$8,877,849 that existed prior to the establishment of the TIF District.

### Dundee Crossing TIF District EAV

[Village, can you confirm? The Base EAV in the EAV reports differs by year]

<u>Tax year</u>	<u>TIF Base</u>	<u>Increment</u>	<u>Total EAV</u>
2017	\$8,812,314	\$7,827,477	\$16,639,791
2018	8,819,747	9,476,267	18,296,014
2019	8,887,849	14,142,078	23,019,927
2020	8,691,818	15,494,293	24,186,111
2021	8,877,849	16,876,822	25,754,671

Source: Kane County Clerk's Office.

### **TIF Increment**

It is the intention of the Village to pay principal of and interest on the Bonds from incremental property taxes generated from the TIF District. The TIF District was established as a 23-year redevelopment project, with collections continuing through tax year 2029, payable in 2030. The table below provides the incremental property taxes received the last five levy years.

#### **Incremental Property Taxes**

<u>Tax Year</u>	<u>Collection Year</u>	<u>Incremental Property Tax Collections</u>
2016	2017	\$630,763
2017	2018	745,289
2018	2019	884,886
2019	2020	1,279,138
2020	2021	1,339,552

Source: Kane County Clerk's Office.

## **Exhibit B**

### **Form of Bond Counsel Opinion**

**Exhibit C**

**Audited Financial Statements for Fiscal Year April 30, 2021**

## **Exhibit D**

### **Form of Investor Letter**