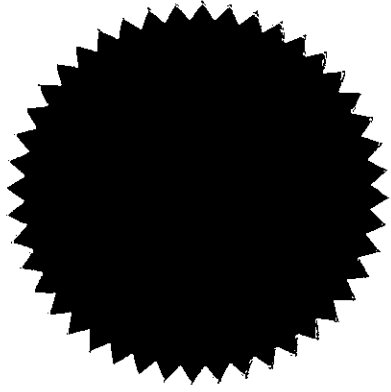


PUBLISHED IN PAMPHLET FORM THIS 21st DAY OF April, 2003
BY ORDER OF THE CORPORATE AUTHORITIES OF THE VILLAGE OF LOMBARD,
DUPAGE COUNTY, ILLINOIS.

Barbara A. Johnson
Barbara A. Johnson
Deputy Village Clerk



ORDINANCE PROVIDING FOR THE ISSUANCE OF AGGREGATE PRINCIPAL
AMOUNT \$575,000 SPECIAL SERVICE AREA NUMBER TWO UNLIMITED AD
VALORUM TAX REFUNDING BONDS, SERIES 2003

PAMPHLET

ORDINANCE 5278

MINUTES of regular public meeting of the President and Board of Trustees of the Village of Lombard, DuPage County, Illinois, held at the Village Hall, 255 East Wilson, Lombard, Illinois at 7:30 p.m. on the 17th day of April, 2003.

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

Upon the roll being called, the following Trustees answered present: Trustees

Destephano, Tross, Koenig, Sebby, Florey, Soderstrom

The following were absent from the meeting: None

Trustee Soderstrom presented and the Village Clerk read in full an ordinance as follows:

AN ORDINANCE providing for the issuance of aggregate principal amount \$525,000 Special Service Area Number Two Unlimited Ad Valorem Tax Refunding Bonds, Series 2003, of the Village of Lombard, DuPage County, Illinois, and for the levy of a direct annual tax sufficient to pay the principal and interest on said bonds.

WHEREAS, on August 26, 1993, the Village of Lombard, DuPage County, Illinois (the "Village"), adopted Ordinance No. 3751 creating Special Service Area Number Two, and WHEREAS, pursuant to Ordinance No. 3751, the Village issued its \$860,000 Special Service Area Number Two Unlimited Ad Valorem Tax Bonds, Series 1993 (the "Prior Bonds"), to pay the cost of public improvements in Special Service Area Number Two, and WHEREAS, the President and Board of Trustees of the Village (the "Corporate Authorities") has determined that it is advantageous to issue bonds to pay for the cost of (i) the current refunding of the Village's Prior Bonds and (ii) issuance of the Bonds (as hereinafter defined); and WHEREAS, the Corporate Authorities find that it is necessary that the Village borrow the aggregate amount of \$525,000 and issue the Bonds pursuant to 30 ILCS 350/11 (2000 State Bar Edition) to effect the refunding; and

WHEREAS, the Corporate Authorities do now find that it is necessary and advisable to proceed forthwith to provide for the issuance of said Bonds;

NOW THEREFORE, BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF LOMBARD, DUPAGE COUNTY, ILLINOIS, AS FOLLOWS:

Section I. Findings: Issuance of Bonds.

(a) The Corporate Authorities hereby find that all of the recitals contained in the preambles to this ordinance are full, true and correct and does incorporate them into this ordinance by this reference.

(b) It is hereby found and determined that the Corporate Authorities have been authorized to issue bonds of said Village in the aggregate principal amount of \$525,000 to effect the current refunding of the Prior Bonds and pay the cost of issuance relating thereto (the "Project") and such borrowing of money is necessary for the welfare of the government and affairs of the Village, is a proper public purpose and is in the public interest.

(c) There shall be borrowed on the credit of and for and on behalf of the Corporate Authorities, the aggregate sum of \$525,000 for the Project and that the Village shall issue its "Special Service Area Number Two Unlimited Ad Valorem Tax Refunding Bonds, Series 2003" (the "Bonds") in an aggregate principal amount of \$525,000 for the purpose of the payment of the costs of the Project and the costs of issuance.

The Bonds shall be issued in the denomination of Five Thousand Dollars (\$5,000) each or integral multiples thereof, numbered consecutively from 1 upward, and dated April 30, 2003. Such Bonds shall become due and payable on December 30 of each of the years, in the amounts and being interest per annum as follows:

of maturity.

Section 2. Registrar and Paying Agent. Bank One Trust Company, NA, Milwaukee, Wisconsin, is hereby appointed to serve as Registrar and Paying Agent for the Bonds (the "Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the Bonds. The President or the Treasurer is hereby authorized to enter into such agreement or understandings with the Registrar as will enable the Registrar to perform the services required of a registrar and paying agent. The Paying Agent is further authorized to pay such fees as the Registrar may charge for the services it provides as Registrar and Paying Agent.

The Bonds shall bear interest from their date or from the most recent interest payment date to which interest has been paid or duly provided for, until the principal amount of the Bonds is paid, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on June 30 and December 30 of each year, commencing on December 30, 2003. Interest on the Bonds shall be paid by check or draft by the Paying Agent (as defined herein) payable in lawful money of the United States of America, mailed to the person in whose name such Bond is registered at the close of business on the 15th day preceding each interest payment date (the "Record Date"). The principal of the Bonds shall be payable in lawful money of the United States of America at the principal office of the Paying Agent upon presentation and surrender of individual Bonds at the date of maturity.

Year	Maturity	Principal Amount	Rate of Interest
2004		\$ 70,000	1.75%
2006		100,000	3.00
2008		110,000	3.75
2010		120,000	4.25
2012		125,000	4.50

Each Bond shall be transferable or exchangeable only upon the books of the Village kept for that purpose at the principal office of 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 on the Record Date and ending on such interest payment date. The costs of such transfer or exchange shall be borne by the Village except for any tax or governmental charge required to be

shall be legal tender for the payment of public and private debts.

The principal of the Bonds shall be payable at the principal office of the Paying Agent. 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 Record Date and at the addresses as they appear on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by such registered owner. If payment of principal or interest is made to a depository, payment shall be made by 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). All payments on the Bonds shall be made in any coin or currency of the United States of America, which on the date of such payment,

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, Registrar and 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. 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 President or the Treasurer 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 President and 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.

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.

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 Record 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 December 15, 2003, in which case they shall bear interest from the original date until the principal shall be fully paid.

The Village has determined that it will be 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 have transfers of the Bonds effected by book-entry on the books of the central depository system ("Book Entry System"). 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)

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

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.

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

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

and address to the Paying Agent. notices shall be given by the Paying Agent to such Beneficial Owner which has provided its name to the Depository Trust Company and, upon the request of any Beneficial Owner, copies of such respectively, to the Depository Trust Company as provided in a representation letter from the Village interest on such Bonds and all notices with respect to such Bonds shall be made and given, Depository Trust Company, all payments with respect to the principal of and premium, if any, and to the contrary, so long as any Bond is registered in the name of CEDE & CO., as nominee of the

Registrar and the Village will cooperate with the Depository Trust Company by taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the fully registered Bonds of any Beneficial Owner's Depository Trust Company account or (ii) to 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.

In connection with any notice or other communication to be provided to bondholders by the Village or the Registrar with respect to any consent or other action to be taken by bondholders, the Village or the Registrar, as the case may be, shall establish a record date for such consent or other action and give the Depository Trust Company notice of such record date not less than fifteen (15) calendar days in advance of such record date to the extent possible.

So long as said Bonds are registered in the name of the Depository Trust Company or CEDE & CO. or any substitute nominee, the Village and the Registrar and Paying Agent shall be entitled to request and to rely upon a certificate or other written representation from the Beneficial Owners of the Bonds or from the Depository Trust Company on behalf of such Beneficial Owners stating the amount of their respective beneficial ownership interests in the Bonds and setting forth the consent, advice, direction, demand or vote of the Beneficial Owners as of a record date selected by the Registrar or the Village, as the case may be, to the same extent as if such consent, advice, direction,

demand or vote were made by the bondholders for purposes of this ordinance and the Village and the Registrar and Paying Agent shall for such purposes treat the Beneficial Owners as the bondholders. Along with any such certificate or representation, the Registrar may request the Depository Trust Company to deliver, or cause to be delivered, to the Registrar a list of all Beneficial Owners of the Bonds, together with the dollar amount of each Beneficial Owner's interest in the Bonds and the current addresses of such Beneficial Owners.

Section 3. Redemption. (a) The Bonds are not subject to optional redemption prior to maturity.

(b) The Bonds maturing in the years 2004, 2006, 2008, 2010 and 2012 are subject to mandatory sinking fund redemption prior to maturity at the option of the Village on 30 days' notice, in whole or in part, in the order determined by the Village, and within any maturity by lot, at face value plus accrued interest to the date fixed for redemption, on December 30 in the years and in the amounts as follows:

Bonds Maturing in 2004

Year	Amount
2003	\$15,000
2004*	55,000

Bonds Maturing in 2006

Year	Amount
2005	\$50,000
2006*	50,000

Bonds Maturing in 2008

Year	Amount
2007	\$55,000
2008*	55,000

Notice of such redemption shall be given by the Registrar on behalf of the Village at least thirty (30) days prior to the date fixed for redemption by mail unless the notice is waived by the registered owner of a Bond. Such notice shall be mailed to the address of the registered owner as shown on the registration records of the Village as of the date which is forty-five (45) days prior to such redemption date. The notice shall specify the date and place of redemption and sufficient identification of the Bonds called for redemption. The place of redemption shall be determined by the Village. The mailing of the notice specified above to the registered owner of any Bond shall be a condition precedent to the redemption of that Bond, provided that any notice which is mailed in accordance with this ordinance shall be conclusively presumed to have been duly given whether or not the owner received the notice. The failure to mail notice to the owner of any Bond, or any defect in that notice, shall not affect the validity of the redemption of any other Bond. The Bonds so called

bonds to be redeemed shall be selected by lot by the Registrar.

Each Five Thousand Dollars (\$5,000) principal amount shall be considered a separate bond for purposes of mandatory redemption. If less than an entire maturity is called for redemption, the

*Final Maturity

<u>Bonds Maturing in 2010</u>		<u>Bonds Maturing in 2012</u>	
Year	Amount	Year	Amount
2009	\$60,000	2011	\$60,000
2010*	60,000	2012*	65,000

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

in office until delivery.

shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature the corporate seal or facsimile thereof of the Village. In case any such officer whose signature shall signature of its Village Clerk, as they may determine, and shall have impressed or imprinted thereon by the manual or facsimile signature of its President and be attested by the manual or facsimile Section 4. Execution; Authentication. The Bonds shall be executed on behalf of the Village liability in respect thereto.

so deposited in trust with said bank for payment and the Village shall have no further obligation or redemption price, as the case may be, and thereafter the registered owner shall look only to the funds Village may deposit in trust with its depository bank, an amount sufficient to pay such Bond or the If any Bond shall not be presented for payment or redemption on the date fixed therefor, the redemption shall be surrendered for cancellation.

so named. Coincidentally with the payment of the redemption price, the Bonds so called for funds are available at the principal office of the Paying Agent to pay the redemption price on the date for redemption shall cease to bear interest on the redemption date fixed in such notice if sufficient

KNOW ALL PERSONS BY THESE PRESENTS that the Village of Lombard, DuPage County, Illinois, a municipality and political subdivision of the State of 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 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 within fifteen (15) days of an interest payment date in which case it shall bear interest from such interest payment date or unless this bond is authenticated on or before December 15, 2003, in which case it shall bear interest from the Original Date, until the principal is paid, which interest is payable semiannually on June 30 and December 30 in each year, beginning on December 30, 2003.

Principal Sum:

Registered Owner:

Interest Rate	Maturity Date	Original Date	Authentication Date	CUSIP
	December 30, _____	April 30, 2003		

UNLIMITED AD VALOREM TAX REFUNDING BOND, SERIES 2003
SPECIAL SERVICE AREA NUMBER TWO
VILLAGE OF LOMBARD

UNITED STATES OF AMERICA
STATE OF ILLINOIS
COUNTY OF DUPAGE

REGISTERED NO. _____
(Form of Bond)
REGISTERED \$ _____

Section 5. Form of Bonds. The Bonds shall be in substantially the form hereinafter set forth:

all of the Bonds issued hereunder.

Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on

Bond shall be deemed to have been executed by it if signed by an authorized officer of the Bond

been authenticated and delivered under this Ordinance. The certificate of authentication on any

This Bond is transferable or exchangeable only upon the books of the Village kept for that purpose at the principal office of 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 Village, the Registrar, the Paying Agent 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

The Bonds are not subject to optional redemption prior to maturity. The Bonds are subject to mandatory sinking fund redemption as set forth in the Ordinance.

This Bond is one of a series of bonds in the aggregate principal amount of \$525,000 issued by the Village for the purpose of paying certain costs of the Project, and of paying expenses incidental thereto, pursuant to and in all respects in compliance with the applicable provisions of the Act and the Ordinance, which has been duly passed by the Board of Trustees and approved by the President of the Village, and published, in all respects as by law required (the "Ordinance").

This Bond and each bond of the series of which it forms a part (together, the "Bonds"), are issued pursuant to the Special Service Area Tax Act, 35 ILCS 200/27 et seq., as supplemented and amended (the "Act") for the purpose of providing funds for the current refunding of the Village's outstanding Special Service Area Number Two Unlimited Ad Valorem Tax Bonds, Series 1993, and the costs of issuance of the Bonds (the "Project"). The principal of and interest on the Bonds are payable solely from the collection of taxes levied against all of the property in Special Service Area Number Two of the Village.

The bonds shall be initially issued in a Book Entry System (as defined in the hereinafter defined 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 between the Village and The Depository Trust Company, or any substitute agreement, effecting such Book Entry System.

The principal of this bond is payable at the principal office of Bank One Trust Company, NA (the "Registrar" or "Paying Agent"), in Milwaukee, Wisconsin. All payments of principal or interest on this bond shall be paid by check, mailed one business day prior to the payment date to the registered owner hereof as of the fifteenth day preceding a 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 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.

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.

The Village has designated the bonds as qualified tax-exempt obligations to qualify the bonds for the \$10,000,000 exception from the provisions of Section 265(b) of the Internal Revenue Code of 1986 relating to the disallowance of 100% of the deduction for interest expense allocable to tax-exempt obligations.

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

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 and the Village hereby covenants and agrees that it will properly account for said installments and will comply with all the covenants of 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, or any shall have been manually signed by the Registrar.

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

VILLAGE OF LOMBARD,
DUPAGE COUNTY, ILLINOIS

By _____
President, Village of Lombard,
DuPage County, Illinois

(SEAL)

Attest:

Village Clerk, Village of Lombard,
DuPage County, Illinois

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

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

BANK ONE TRUST COMPANY, NA,
as Registrar

By _____
Authorized Representative

(End of Form of Bond)

Section 6. Sale of the Bonds. (a) The Bonds hereby authorized shall be sold and executed as in this Ordinance provided as soon after the passage hereof as may be, and thereupon be deposited with the Treasurer of the Village, and be by said Treasurer delivered to the purchaser thereof, Griffin, Kubik, Stephens & Thompson, Inc., Chicago, Illinois, upon receipt of the purchase price therefor, \$530,609.25; the contract for the sale of the Bonds heretofore entered into is in all respects ratified, approved and confirmed, it being hereby found and determined that said contract is in the best interest of the Village and that no person holding an office of the Village either by election or appointment, is in any manner interested, either directly or indirectly, in his own name or in the name of any other person, association, trust or corporation, in said contract for the purchase of the Bonds. The President, Village Clerk, Village Treasurer, Village Manager and such other officers of the Village as may be necessary are hereby authorized to execute such other documents, as may be necessary to implement the Project and to effect the issuance and delivery of the Bonds and execution thereof by such officers is hereby deemed conclusive evidence of approval thereof with such changes as may be effected.

long as any of the Bonds remain outstanding, the Village will take no action or fail to take any action

The Village covenants and agrees with the purchasers and the holders of the Bonds that so

For the Year	A Tax Sufficient to Produce the Sum of:
2002	\$27,716.67 for principal and interest up to and including December 30, 2003
2003	\$73,812.50 for principal and interest
2004	\$67,850.00 for principal and interest
2005	\$66,350.00 for principal and interest
2006	\$69,850.00 for principal and interest
2007	\$67,787.50 for principal and interest
2008	\$70,725.00 for principal and interest
2009	\$68,175.00 for principal and interest
2010	\$65,625.00 for principal and interest
2011	\$67,925.00 for principal and interest

Village, the following direct annual tax, to-wit:

hereby levied upon all of the taxable property in Special Service Area Number Two within the any of them are outstanding, in amounts sufficient for that purpose, and that there be and there is Area Number Two within the Village a direct annual tax for each of the years while the Bonds or on the Bonds, there be and there is hereby levied upon all the taxable property in Special Service Section 7. Tax Levy. For the purpose of providing funds to pay the principal of and interest

“final” for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission. President and the Village Manager are hereby authorized to designate the Official Statement as the Official Statement on behalf of the Village in a form consistent with this ordinance. The hereby approved and the President and the Village Manager are authorized and directed to execute Statement (the “Official Statement”) prepared by the Financial Advisor, on behalf of the Village, is “Financial Advisor”) on behalf of the Village, is hereby ratified and distribution of a final Official Distribution of the Official Statement, as prepared by Speer Financial, Inc. (the (b)

which in any way would adversely affect the ability of the Village to levy and collect the foregoing tax levy and the Village and its officers will comply with all present and future applicable laws in order to assure that the foregoing taxes will be levied, extended and collected as provided herein and deposited in the fund established to pay the principal of and interest on the Bonds.

Section 8. Filing of Ordinance. Forthwith upon this ordinance becoming effective, the Clerk of the Village is hereby directed to file a certified copy of this ordinance, which certificate shall recite that this ordinance has been passed by the President and Board of Trustees of said Village and published, with the County Clerk of DuPage County (the "County Clerk"), and it shall be the duty of said County Clerk annually and in and for the years 2002 through 2011 to ascertain the rate necessary to produce the tax herein levied, and extend the same for collection on the tax books against all of the taxable property within the Special Service Area Number Two in addition to other taxes levied in each of said years, respectively, in and by said Village, in order to raise the respective amounts aforesaid and in each of 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 9. Abatement of Pledged Taxes. Upon a determination by the Corporate Authorities, that sufficient taxes and other funds will be available to pay debt service on the Bonds when due, the Corporate Authorities shall by adoption of an appropriate ordinance direct the abatement of the taxes which were levied for payment of such debt service, and proper notification of such abatement shall be filed with the County Clerk in a timely manner to effect such abatement.

become due and payable in accordance with their terms, and the whole amount of the principal and

Section 12. Defeasance of the Bonds. If, when the Bonds or a portion thereof shall have

Bond Fund not to be a bona fide debt service fund pursuant to Treas. Reg. Section 1.148-1(b).

exceeding the yield on the Bonds in the event that the investment of such moneys shall cause the

deposit in the Bond Fund after 30 days of the date of deposit shall be invested at a yield not

refunding of the Prior Bonds shall be transferred to the Bond Fund. Such moneys which are on

and costs of issuance. Any moneys remaining in the Escrow Fund after effecting the current

Disbursements from the Escrow Fund shall be used solely for the payment of the costs of the Project

Village agrees to deposit \$42,000 into the Escrow Fund for use to call the Prior Bonds.

established and held by the Treasurer. Between now and the call date for the Prior Bonds, the

shall be deposited into the "Escrow Fund, Series 2003" (the "Escrow Fund"), hereby created and

Bonds and are hereby ordered deposited into the Bond Fund. The remaining proceeds of the Bonds

delivery of the Bonds are hereby appropriated for the purpose of paying first interest due on the

Section 11. Use of Bond Proceeds. Accrued interest and any premium received on the

to Section 12 hereof or until the obligations of the Village are discharged under this ordinance.

Bond Fund, and such pledge is irrevocable until the Bonds have been paid in full, defeased pursuant

Village by this ordinance. The Bonds are secured by a pledge of all of the moneys on deposit in the

established for the purpose of carrying out the covenants, terms and conditions imposed upon the

taxes shall be set aside as collected and be deposited into the Bond Fund, which is a trust fund

Fund shall be maintained separate and apart from all other accounts of the Village. The appropriate

the "Bond and Interest Fund of 2003" (the "Bond Fund") to be held by the Treasurer. The Bond

Section 10. Bond Fund. There is hereby established a special fund of the Village known as

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 taxes made herein. In the event of an advance refunding, the Village shall cause to be delivered a verification report.

Section 13. Amendments with Consent of Bondholders. Subject to the terms and provisions contained in this section, and not otherwise, the owners of not less than one hundred percent (100%) 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 hereto, 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

Bonds, the Board represents, covenants and agrees that:
existing on the date of issuance of the Bonds (the "Code") and as an inducement to purchasers of the
gross income for federal tax purposes under Section 103 of the Internal Revenue Code of 1986 as
Section 14. Tax Covenants. In order to preserve the exclusion of interest on the Bonds from

copy thereof at least 15 days in advance of its execution or adoption.
amendments. Any rating agency rating the Bonds must receive notice of each amendment and a
enforced in accordance with this ordinance, subject in all respects to such modifications and
Village and all owners of Bonds then outstanding, shall thereafter be determined, exercised and
in accordance therewith, and the respective rights, duties and obligations under this ordinance of the
the provisions of this section, this ordinance shall be, and shall be deemed, modified and amended
pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to
thereof, or to enjoy or restrain the Village from adopting the same, or from taking any action
contained therein or the operation thereof, or in any manner to question the propriety of the adoption
to the adoption of such supplemental ordinance or to object to any of the terms and provisions
the Secretary, no owner of any Bond issued pursuant to this ordinance shall have any right to object
to and approved the adoption thereof by written instrument to be maintained on file in the office of
the Bonds outstanding at the time of adoption of such supplemental ordinance shall have consented
If the owners of not less than one hundred percent (100%) in aggregate principal amount of
such supplemental ordinance.

(d) A reduction in the aggregate principal amount of the Bonds required for consent to

any other Bond or Bonds issued pursuant to the provisions of this ordinance; or

(c) A preference or priority of any Bond or Bonds issued pursuant to this ordinance over

than a state or local governmental unit. No more than 5% of the Bond proceeds will be transferred,

(c) No more than 5% of the Bond proceeds will be loaned to any entity or person other

in respect of such property or borrowed money used or to be used for a private business use.

payments in respect of such property or (ii) derived from payments (whether or not to the Village)

indirectly, (i) secured by any interest in property used or to be used for a private business use or

be (under the terms of the Bonds, this ordinance or any underlying arrangement), directly or

(b) No more than 10% of the payment of the principal of or interest on the Bonds will

Regulations, unless such use in aggregate relates to no more than 10% of the proceeds of the Bonds.

time, so that the contract will not give rise to private business use under the Code and the

IRS Revenue Procedure 97-13, as it may be amended, supplemented or superseded from time to

enters into a management contract for the Prior Project, the terms of the contract will comply with

such uses in the aggregate relate to no more than 10% of the proceeds of the Bonds. If the Village

differentiates that person's or entity's use of such property from the use by the general public, unless

contract or any other type of arrangement that conveys other special legal entitlements and

lease, a management or incentive payment contract, an arrangement such as a take-or-pay or output

by proceeds of the Prior Bonds or will have actual or beneficial use of such property pursuant to a

or entity other than the Village or another state or local governmental unit will own property financed

property financed by the Bond proceeds other than as a member of the general public. No person

or another state or local governmental unit, will use more than 10% of the proceeds of the Bonds or

use by natural persons not engaged in a trade or business. No person or entity, other than the Village

be available for use by members of the general public. Use by a member of the general public means

(a) The project financed with the proceeds of the Prior Bonds (the "Prior Project") will

Code;

(1) The Bonds are not private activity bonds as defined in Section 141 of the

(h) The Village represents that:

of the Code which is not currently in effect and in existence on the date of issuance of the Bonds.

is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision

(g) It shall be not an event of default under this ordinance if the interest on any Bonds

be "arbitrage bonds" within the meaning of Section 148 of the Code.

other act or thing during the period that the Bonds are outstanding which would cause the Bonds to

manner which would adversely affect such exclusion, and it will not make any investment or do any

interest on the Bonds pursuant to Section 103 of the Code, nor will the Village act in any other

Bonds that would result in the loss of the exclusion from gross income for federal tax purposes of

(f) The Village will not take any action nor fail to take any action with respect to the

proceeds (Disproportionate Use).

(Unrelated Use) and use that is related but disproportionate to any governmental use of those

taking into account only use that is not related to any government use of proceeds of the issue

disproportionate private business use. For this purpose, the private business use test is applied by

use as described in (a) and private security or payments described in (b) attributable to unrelated or

(e) No more than 5% of the proceeds of the Bonds will be attributable to private business

covenants described in paragraph (a), (b) and (c) above during the entire term of the Bonds.

(d) The Village reasonably expects, as of the date hereof, that it will comply with the

in substance constitute a loan of the Bond proceeds.

directly or indirectly, or deemed transferred to a nongovernmental person in any manner that would

The Village hereby authorizes the officials of the Village responsible for issuing the Bonds, the same being the President, the Village Clerk, Village Manager and the Treasurer of the Village, to make such further covenants and certifications as may be necessary to assure that the use thereof will not cause the Bonds to be arbitrage bonds and to assure that the interest on the Bonds will be excludable from gross income for federal income tax purposes. In connection therewith, the Village further 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 consult with counsel approving the Bonds and to comply with such advice as may be given; (c) to pay to the United States, as necessary, such sums of money representing required rebates of excess arbitrage profits relating to the Bonds as required pursuant to Section 148 of the Code and the regulations of delivery of the Bonds.

(i) These covenants are based solely on current law in effect and in existence of the date of the deduction by financial institutions of interest expense allocable to tax-exempt obligations. Therefore, the Bonds qualify for the exception in the Code from the disallowance of 100% exempt obligations during 2003.

- (2) The Village hereby designates the Bonds as qualified tax-exempt obligations for purposes of Section 265(b) of the Code; and
- (3) The reasonably anticipated amount of qualified tax-exempt obligations (including 501(c)(3) obligations and tax-exempt leases but excluding other private activity bonds) which will be issued by the Village and all entities subordinate to the Village during 2003 does not exceed \$10,000,000.
- (4) The Village has not designated more than \$10,000,000 of qualified tax-exempt obligations during 2003.

resolutions, in conflict herewith are hereby repealed.

Section 19. Conflicting Ordinances. All ordinances, resolutions and parts of ordinances and

ordinance in pamphlet form and to file copies thereof for public inspection in his/her office.

Section 18. Publication. The Secretary is hereby authorized and directed to publish this

paragraph or provision shall not affect any of the remaining provisions of this ordinance.

held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section,

Section 17. Severability. If any section, paragraph or provision of this ordinance shall be

converted into, bearer or coupon form.

connection, the Village agrees that it will not take any action to permit the Bonds to be issued in, or

from federal income taxation under laws in force at the time the Bonds are delivered. In this

the Bonds to be issued and to remain in fully registered form in order that interest thereon is exempt

Section 16. Registered Form. The Village recognizes that Section 149 of the Code requires

Exemption.

nationally recognized bond counsel that any Tax Section is unnecessary to preserve the Tax

federal law (the "Tax Exemption") need not be complied with if the Village receives an opinion of

which are designed to preserve the exclusion of interest on the Bonds from gross income under

this ordinance, the covenants and authorizations contained in this ordinance (the "Tax Sections")

Section 15. Noncompliance with Tax Covenants. Notwithstanding any other provisions of

in such compliance.

employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the Village

required and in a timely manner; and (e) if deemed necessary or advisable by their officers, to

promulgated thereunder; (d) to file such forms, statements, and supporting documents as may be

Section 20. 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 21. Effective Date. This Ordinance shall be in full force and effect from and after

its adoption and approval and publication in the manner provided by law.

First reading waived by action of the Board of Trustees this 17th day of April, 2003.

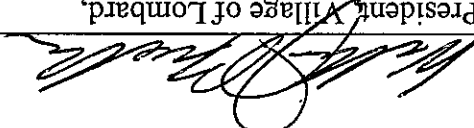
PASSED on second reading this 17th day of April, 2003.

AYES: Trustees Destephano, Tross, Koenig, Sebby, Florey, Soderstrom

NAYS: None

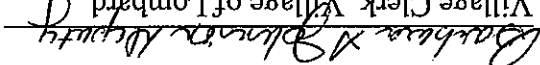
ABSENT None

Approved by me this 17th day of April, 2003.


President, Village of Lombard,
DuPage County, Illinois

Recorded in the Village Records on April 17, 2003.

Attest:


Village Clerk, Village of Lombard,
DuPage County, Illinois

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