

RESOLUTION NO. 88-07

A RESOLUTION PROVIDING FOR THE ISSUANCE BY THE VILLAGE OF LOMBARD, ILLINOIS OF ITS NOT TO EXCEED \$6,200,000 IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF INDUSTRIAL PROJECT REVENUE BONDS (ST. JOHN'S SCHOOL PROJECT), SERIES 2007 AND SERIES 2008 IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND AND LOAN AGREEMENT AND RELATED MATTERS.

WHEREAS, the Village of Lombard, Illinois, a non-home rule unit of local government and municipality duly organized and existing under the Constitution and laws of the State of Illinois (the "Issuer") is authorized and empowered by the provisions of Industrial Project Revenue Bond Act, 65 ILCS 5/11-74-1 et seq., as from time to time supplemented and amended (the "Act") to issue bonds for commercial projects, to the end that the Issuer may be able to relieve conditions of unemployment, to maintain existing levels of employment and to encourage the increase of industry and commerce with the Issuer, thereby reducing the evils attendant upon unemployment and to provide for the public safety, benefit and welfare of the residents of the Issuer; and

WHEREAS, as a result of negotiations between the Issuer and St. John's Evangelical Lutheran Congregation, U.A.C., Lombard, Illinois, an Illinois religious corporation (the "Borrower"), the Borrower has provided for (i) the financing of the construction of a two-story elementary school building to be located on the Borrower's site at 215 - 220 S. Lincoln Avenue and 205 W. Maple Street, Lombard, Illinois, (ii) the financing of miscellaneous equipment, renovation and site work, at the Borrower's site (collectively, the "Project"), (iii) the payment of interest on the Bonds during construction of the Project and (iv) the payment of certain costs of issuance of the Bonds (as such term is hereinafter defined), and the Issuer is willing to issue its revenue bonds in two series to finance the costs of the Project and to enter into a Bond and Loan Agreement dated as of February 15, 2007, among the Issuer, the Borrower and West Suburban Bank (the "Bank") (the "Bond and

Loan Agreement”) upon terms which will produce revenues and receipts sufficient to provide for the prompt payment at maturity of the principal and interest on such revenue bond, all as set forth in the details and provisions of the Bond and Loan Agreement hereinbefore identified; and

WHEREAS, it is necessary and proper for the Issuer for the benefit of the inhabitants within the Village of Lombard, DuPage County, Illinois and for the protection of the public health, safety, morals and welfare, to authorize the financing of the Project and the issuance of the Issuer’s Industrial Project Revenue Bonds (St. John’s School Project), Series 2007 and Series 2008 in the maximum aggregate principal amount of not to exceed \$6,200,000 (the “Bonds”); and

WHEREAS, it is necessary to authorize the execution of the Bonds and Loan Agreement under the terms of which the Issuer will lend the proceeds of the Bonds to the Borrower in order to provide funds for the financing of the Project, the payments to be paid by the Borrower to the Issuer in repayment of the loan to be sufficient to pay at maturity the principal of, premium, if any, and interest on the Bonds; and

WHEREAS, the Issuer proposes to sell the Bonds upon a negotiated basis to the Bank in two separate series; and

WHEREAS, the Issuer has caused to be prepared and presented to this meeting the following documents, which the Issuer proposes to enter into:

- (a) The Bond and Loan Agreement; and
- (b) The forms of Bonds.

WHEREAS, pursuant to the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, a public hearing regarding the issuance of the Bonds was held by the Board of Trustees of the Issuer on January 18, 2007, pursuant to notice published at the direction of the Issuer

in the Lombard Spectator, a newspaper of general circulation in the Village of Lombard, on January 3, 2007;

WHEREAS, the Board of Trustees and the Village President are the applicable elected representatives required to approve the issuance of the Bonds on behalf of the Issuer within the meaning of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

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

Section 1. The financing of the costs of the Project through the issuance and sale of the Bonds in accordance with the terms of the Bond and Loan Agreement is hereby authorized and approved. The use of the proceeds of the Bonds to finance the costs of the Project is in furtherance of the public purposes of the Issuer.

Section 2. That the form, terms and provisions of the proposed Bond and Loan Agreement be, and the same hereby are, in all respects approved, and that the Village President and the Village Clerk of the Issuer be, and they are hereby authorized, empowered and directed to execute and deliver such instrument in the name and on behalf of the Issuer, to cause the Bond and Loan Agreement to be delivered to the Borrower and the Bank; that the Bond and Loan Agreement is to be in substantially the form submitted to this meeting and is hereby approved, with such changes therein as shall be approved by the officials of the Issuer executing the same, their execution thereof to constitute conclusive evidence of its approval of any and all changes or revisions therein from the form of the Bond and Loan Agreement hereby approved; and that from and after the execution and delivery of such instrument, the officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such instrument as executed. The Bond and

Loan Agreement shall constitute and is hereby made a part of this Resolution and a copy of such document shall be placed in the official records of the Issuer, and shall be made available for public inspection.

Section 3. That the issuance of the Bonds in the maximum aggregate principal amount of not to exceed \$6,200,000 to mature on or before February 15, 2032, and subject to required optional, optional and mandatory redemption in accordance with the terms and provisions of the Bond and Loan Agreement, as executed, and bearing interest at the Five Year Rate (or rates) (as such term is defined in the Bond and Loan Agreement), as determined from time to time in accordance with the Bond and Loan Agreement, is hereby approved; that the Village President and the Village Clerk of the Issuer be and are hereby authorized, empowered and directed to cause to be prepared each Bond in the form and having the other terms and provisions specified in the Bond and Loan Agreement (as executed and delivered); that the Bonds shall be designated “Industrial Project Revenue Bond (St. John’s School Project), Series 2007” (the “Series 2007 Bond”) and “Industrial Project Revenue Bond (St. John’s School Project), Series 2008” (the “Series 2008 Bond”); that the Bonds shall be executed in the name of the Issuer with the manual or facsimile signature of the Village President and the manual or facsimile signature of its Village Clerk and the seal of the Issuer shall be impressed or reproduced thereon, and that the Village President or any other officer of the Issuer shall cause the Bonds, as so executed and attested, to be delivered to the Bank; and the forms of the Bonds submitted to this meeting as the same appears in the Bond and Loan Agreement, subject to appropriate insertion and revision in order to comply with the provisions of said Bond and Loan Agreement be, and the same hereby is, approved, and when the same shall be executed on behalf of the Issuer in the manner contemplated by the Bond and Loan Agreement and this Resolution in the

maximum principal amount of not to exceed \$6,200,000, it shall represent the approved form of the Bonds of the Issuer.

Section 4. The Bonds shall be special limited obligations of the Issuer and except to the extent payable from proceeds of the Bonds or moneys from the investment thereof, shall be payable solely from the revenues and receipts and other amounts received by or on behalf of the Issuer pursuant to the Bond and Loan Agreement. The Bonds and interest thereon shall not be deemed to constitute an indebtedness or a general obligation of the Issuer, the State of Illinois or any political subdivision thereof within the meaning of any constitutional or statutory provision or a charge against the general credit or taxing powers, if any, of the Issuer, the State of Illinois or any political subdivision thereof. No taxing powers of the Issuer, the State of Illinois or any political subdivision thereof are available to pay the Bonds or interest thereon. The special limited nature of the obligation represented by the Bonds is more fully set forth in the Bond and Loan Agreement, which provisions are incorporated herein by reference.

Section 5. That the sale of the Bonds to the Bank in two separate series at a maximum aggregate price not to exceed \$6,200,000 is hereby in all respects authorized and approved.

Section 6. That from and after the execution and delivery of the Bond and Loan Agreement, the proper officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said document as executed and to further the purposes and intent of this Resolution, including the preamble hereto. The Village President and the Village Clerk be, and they are hereby, further authorized and directed for and on behalf of the Issuer, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this Resolution or to evidence said authority, including

without limitation the signing of IRS Form 8038 and the filing thereof as therein required and the certifications relating to Section 148 of the Code and the regulations promulgated thereunder, the completion and delivery of closing certificates in connection with the delivery of each of the Bonds and changes in the documents approved hereby as approved by the officials of the Issuer executing the same, and to exercise and otherwise take all necessary action to the full realization of the rights, accomplishments and purposes of the Issuer under the Bond and Loan Agreement and to discharge all of the obligations of the Issuer thereunder. For purposes of certifying to matters of arbitrage, the Village President is hereby designated an officer responsible for issuing the Bonds.

Section 7. That all acts and doings of the officials of the Issuer which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bonds in the maximum aggregate principal amount of not to exceed \$6,200,000 and the financing of the Project to that amount be, and the same hereby are, in all respects, approved and confirmed.

Section 8. That the Issuer hereby approves the Project, the plan of financing and the issuance of the Bonds pursuant to Section 147(f) of the Code.

Section 9. The Issuer hereby designates the Series 2007 Bond to be a “qualified tax-exempt obligation” pursuant to Section 265(b)(3)(B)(ii) of the Code. The Village President and Board of Trustees of the Issuer hereby authorize the Village President to make a similar designation for the Series 2008 Bond.

Section 10. That the Bonds shall be issued in compliance with and under the authority of the provisions of this Resolution and the Bond and Loan Agreement.

Section 11. That the provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision shall, for any reason, be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

Section 12. That all ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby superseded.

Section 13. That this Resolution shall be in full force and effect from and after its adoption by the affirmative vote of 3/5^{ths} of the corporate authorities of the Issuer as required by the Act.

ADOPTED this 1st day of February, 2007, pursuant to a roll call vote as follows:

AYES: Trustees Gron, Tross, O'Brien, Sebby, Florey & Soderstrom

NAYS: None

ABSENT: None

APPROVED by me this 1st day of February, 2007.



William J. Mueller, Village President

ATTEST:



Brigitte O'Brien, Village Clerk