

AN ORDINANCE PROVIDING FOR THE
ISSUANCE OF AGGREGATE PRINCIPAL
AMOUNT \$4,335,000 SUPPLEMENTAL ACT
ASSESSMENT BONDS (SPECIAL ASSESSMENT NUMBER 215),
SERIES 1998, OF THE VILLAGE OF LOMBARD,
DUPAGE COUNTY, ILLINOIS

FRONT OF PAMPHLET

PAMPHLET

ORDINANCE 4547

PUBLISHED IN PAMPHLET FORM THIS 23rd DAY OF OCTOBER, 1998.
BY ORDER OF THE CORPORATE AUTHORITIES OF THE VILLAGE OF LOMBARD,
DUPAGE COUNTY, ILLINOIS.

Lorraine G. Gerhardt

Lorraine G. Gerhardt
Village Clerk

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 15th day of October, 1998.

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 Jaugllas, Kufirin, Borgatell, Tross and Schaffer

The following were absent from the meeting: None

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

AN ORDINANCE providing for the issuance of aggregate principal amount \$4,335,000 Supplemental Act Assessment Bonds (Special Assessment Number 215), Series 1998, of the Village of Lombard, DuPage County, Illinois.

WHEREAS, the Village of Lombard, DuPage County, Illinois (the "Village"), has heretofore pursuant to the provisions of the Local Improvement Act, 65 ILCS 5/9-2-1 through 5/9-2-144, and the Special Assessment Supplemental Bond and Procedures Act, 50 ILCS 460/1 through 460/99, (collectively, the "Act") have heretofore proceeded to provide for Special Assessment Number 215, the same being the installation of sanitary sewers and water mains, and the improving of portions of 22nd Street, Meyers Road and Butterfield Road, in regard to the Fountain Square Development in the Village (the "Project"); and

WHEREAS pursuant to Section 45 of the Special Assessment Supplemental Bond and Procedures Act, 50 ILCS 460/45, the Village may issue obligations under the Act and retire said obligations from the assessment levied for the Project; and

WHEREAS the President and Board of Trustees of the Village (the "Corporate Authorities") hereby determine that it is advisable to provide for the issuance of bonds for said purposes described above; and

WHEREAS such bonds and the debt service thereon are subject to payment from the assessment levied for the Project;

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

Section 1. Definitions. The following words and terms used in this ordinance shall have the following meanings unless the context or use indicates another or different meaning.

"Act" means the Local Improvement Act, 65 ILCS 5/9-2-1 through 5/9-2-144, and the Special Assessment Supplemental Bond and Procedures Act, 50 ILCS 460/1 through 460/99.

"Bond" or "Bonds" means the aggregate principal amount \$4,335,000 Supplemental Act Assessment Bonds (Special Assessment Number 215), Series 1998, authorized under this ordinance including Bonds issued in exchange for or upon transfer or replacement of Bonds previously issued under this ordinance.

"Bond Registrar" means Bank One Trust Company, NA, Milwaukee, Wisconsin, as bond registrar and paying agent, and its successors and assigns.

"Code" means the Internal Revenue Code of 1986, as amended.

"Corporate Authorities" means the President and Board of Trustees of the Village of Lombard, DuPage County, Illinois.

"Government Securities" means bonds, notes, certificates of indebtedness, treasury bills or other securities constituting direct obligations of the United States of America and all securities and obligations, the prompt payment of principal of and interest on which is guaranteed by a pledge of the full faith and credit of the United States of America.

"Ordinance" means this ordinance as originally adopted and as the same may from time to time be amended or supplemented in accordance with the terms hereof.

"Project" means the installation of sanitary sewers and water mains, and the improving of portions of 22nd Street, Meyers Road and Butterfield Road, in regard to the Fountain Square Development in the Village.

"Project Costs" means the sum total of all reasonable or necessary costs incurred or estimated to be incurred by the Village implementing the Project which are incidental to the Project.

"Qualified Investments" means investments in Government Securities and such other investments as may from time to time be permissible under the laws of the State of Illinois.

"Treasurer" means the Village Treasurer.

"Village" means the Village of Lombard, DuPage County, Illinois, and its successors and assigns.

Section 2. Findings. The Village now finds it is necessary to provide funds for construction, acquisition and installation of the Bonds and that the Bonds be issued to enable the Village to pay a portion of the Project Costs.

Section 3. Bond Details. The Village shall issue in the name of the Village its "Supplemental Act Assessment Bonds (Special Assessment Number 215), Series 1998" in an aggregate principal amount of \$4,335,000. The bonds shall be designated "Supplemental Act Assessment Bonds (Special Assessment Number 215), Series 1998" and issued in the aggregate principal amount of \$4,335,000 and shall mature on March 1 of the years, in the principal amounts, and bear interest at the rates as follows:

Year	Principal Amount	Interest Rate
2003	\$ 615,000	4.600%
2008	945,000	4.800
2013	1,210,000	5.050
2018	1,565,000	5.250

The Bonds shall be in the denomination of \$5000. The Bonds shall be callable at any time from excess proceeds and from payments of the special assessments supporting the obligations evidenced by the Bonds. Bonds called shall be chosen in numeric order and not on a pro-rata basis. Each Bond shall bear interest from its dated 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 or twelve 30-day months) being payable on March 1 of each year, commencing on March 1, 1999. Interest on each bond shall be paid by check or draft of the Bond Registrar, payable in lawful money of the United States of America, to the person in whose name such Bond is registered at the close of business on the applicable record date. The applicable record date is the February 15th next preceding any regular interest payment date and the 15th day preceding any other interest payment date which may be occasioned by a redemption of Bonds on a day other than a regular interest payment date. The principal of the Bonds shall be payable in lawful money of the United States of America upon presentation thereof at the office of the Bond Registrar in the Village of Lombard, Illinois, or at successor Bond Registrar and locality.

Section 4. Optional Prepayment. Whenever there shall be sufficient funds in the hands of the Treasurer, after the payment of all interest due on the Bonds, and after the establishment of such reserve, if any, as the Treasurer in his/her discretion may deem advisable to pay interest to become due at the next interest payment date, to prepay in whole or in part the Bonds, then it is the duty of such Treasurer to call and pay such Bonds or portions thereof with accrued interest thereon.

Section 5. Prepayment Procedure. For any such prepayments, the Village shall, at least forty-five (45) days prior to the prepayment date (unless a shorter time period shall be satisfactory

to the Bond Registrar), notify the Bond Registrar of such prepayment date and of the principal amount of Bonds to be prepaid and the accrued interest thereon. The Bond Registrar shall cause notice of such call for prepayment to be mailed by first class mail not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for prepayment to the registered owners of the Bonds to be prepaid at the address shown on the registration books maintained by the Bond Registrar or at such other address as is furnished, in writing, by such registered owner to the Bond Registrar. The Bonds or such portion thereof so called for prepayment will cease to bear interest on and after the date so fixed for prepayment. The presentation of the Bonds for payment will waive the necessity of giving notice of its call for payment.

Prior to any prepayment date, the Village shall deposit with the Bond Registrar an amount of money sufficient to pay the prepayment price of all the Bonds or portions of Bonds which are to be prepaid on that date.

Upon surrender of such Bonds for prepayment in accordance with said notice, such Bonds or portions being prepaid shall be paid by the Bond Registrar at the prepayment price. If the prepayment date is an interest payment date, the procedure for the payment of interest due as part of the prepayment price shall be as herein provided for payment of interest otherwise due. Upon surrender for any partial prepayment of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of like tenor, of authorized denominations, of the same maturity, and bearing the same rate of interest in the amount of the unpaid principal or the amount of the prepayment shall be noted by the Bond Registrar on the Bond.

If any Bond or portion of a Bond called for prepayment shall not be so paid upon surrender thereof for prepayment, the principal shall, until paid or duly provided for, bear interest from the

prepayment date at the rate borne by the Bond or portion of Bond so called for prepayment. All Bonds which have been prepaid shall be canceled and destroyed by the Bond Registrar and shall not be reissued.

Section 6. Execution: Authentication. The Bonds shall be executed on behalf of the Village

by the manual or facsimile signature of its President and be attested by the manual or facsimile signature of its Village Clerk, as they may determine, and shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the Village. In case any such officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

All Bonds shall have thereon a certificate of authentication, substantially in the form hereinafter set forth, duly executed by the Bond Registrar as authenticating agent of the Village and showing the date of authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Ordinance unless and until such certificate of authentication shall have been duly executed by the Bond Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Ordinance. The certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

Section 7. Registration of Bonds: Identity of Owners. The Village shall cause the Bond

Registrar to be kept at the office of Bank One Trust Company, NA, Milwaukee, Wisconsin, the Bond

Registrar, and Paying Agent (the "Bond Registrar") which is hereby constituted and appointed the Bond Registrar of the Village for the Bonds. The Village is authorized to prepare, and the Bond Registrar shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds.

Upon surrender for transfer of any Bond at the office by the Bond Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by, the registered owner or his attorney duly authorized in writing, the Village shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same maturity of authorized denominations, for a like aggregate principal amount. Any fully registered Bonds may be exchanged at said office of the Bond Registrar for a like aggregate principal amount of Bonds in the authorized denominations upon surrender of those Bonds at the office of the Bond Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by, the registered owner or his or her attorney duly authorized in writing. The execution by the Village of any fully registered Bond shall constitute full and due authorization of such Bond and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond, provided, however, the principal amount of outstanding Bonds of each maturity authenticated by the Bond Registrar shall not exceed the authorized principal amount of Bonds for such maturity less previous retirements. The Bond Registrar shall not be required to transfer or exchange any Bond during the period from the close of business on the fifteenth day of the month next preceding the month of an interest payment date on the Bonds to the opening of business on such interest payment date, nor to transfer or exchange any Bond after notice calling

such Bond for redemption has been mailed, nor during a period fifteen days next preceding mailing of a notice of redemption of any Bonds.

The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of the principal of or interest on any Bond shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

No service charge shall be made for any transfer or exchange of Bonds, but the Village or the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

Section 8. Form of the Bonds. The Bonds shall be in substantially the form hereinafter set forth; provided, however, that if the text of the Bond is to be printed in its entirety on the front side of the Bond, then paragraph [3] and the legend "See Reverse Side for Additional Provisions" shall be omitted and paragraphs [7] through [11] shall be inserted immediately after paragraph [4].

(Form of Bond - Front Side)

REGISTERED
\$ _____

REGISTERED
NO. _____

UNITED STATES OF AMERICA

STATE OF ILLINOIS

COUNTY OF DUPAGE

VILLAGE OF LOMBARD

SUPPLEMENTAL ACT ASSESSMENT BOND
(SPECIAL ASSESSMENT NUMBER 215), SERIES 1998

: See Reverse Side:
: for Additional :
: Provisions :

Interest _____ %
Maturity Date: March 1, _____
Dated Date: November 15, 1998

Registered Owner:

Principal Amount: Dollars

[1] 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"),

hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner

identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above

(subject to right of prior prepayment), the Principal Amount identified above and to pay interest

(computed on the basis of a 360-day year of twelve 30 day months) on such Principal Amount from

the later of the Dated Date of this Bond identified above or from the most recent interest payment

date to which interest has been paid or duly provided for, at the Interest Rate per annum identified

above, such interest to be payable on March 1 of each year, commencing March 1, 1999, and until said Principal Amount is paid or duly provided for. The principal of this Bond and the premium, if any, hereon are payable in lawful money of the United States of America upon presentation hereof at the office of Bank One Trust Company, NA, Milwaukee, Wisconsin (the "Bond Registrar"), as bond registrar and paying agent. Payment of interest shall be made, to the Registered Owner hereof as shown on the registration books of the Village maintained by the Bond Registrar, at the close of business on the applicable record date. The applicable record date is the February 15th next preceding any regular interest payment date and the 15th day preceding any other interest payment date which may be occasioned by a redemption of Bonds on a day other than a regular interest payment date. Interest shall be paid by check or draft of the Bond Registrar, payable in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar.

[2] This Bond and each bond of the series of which it forms a part (together, the "Bonds"), are issued pursuant to the Local Improvement Act, 65 ILCS 5/9-2-1 through 5/9-2-144, and the Special Assessment Supplemental Bond and Procedures Act, 50 ILCS 460/1 through 460/99, (collectively, the "Act"), and the principal of and interest on the Bonds are payable solely and only from the installments when collected under Special Assessment Number 215 levied for the purpose of providing funds for the installation of sanitary sewers and water mains, and the improving of portions of 22nd Street, Meyers Road and Butterfield Road, in regard to the Fountain Square Development (the "Project") in the Village of Lombard, DuPage County, Illinois.

[3] Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof, and such further provisions shall for all purposes have the same effect as if set forth at this place.

[4] 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 Bond Ordinance.

[5] 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 Bond Registrar.

[6] 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 Dated Date identified above.

President, Village of Lombard,
DuPage County, Illinois

Attest:

Village Clerk, Village of Lombard,
DuPage County, Illinois
(SEAL)

Date of Authentication: November _____, 1998

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Ordinance and is one of the Supplemental Act Assessment Bonds (Special Assessment Number 215), Series 1998, having a Dated Date of November 15, 1998, of the Village of Lombard, DuPage County, Illinois
Bank One Trust Company, NA, Milwaukee, Wisconsin as Bond Registrar

By _____
Authorized Officer

[Form of Bond - Reverse Side]

Village of Lombard

DuPage County, Illinois

Supplemental Act Assessment Bonds
(Special Assessment Number 215), Series 1998

[7] This Bond (the "Bond") is one of a series of bonds (the "Bonds") in the aggregate principal amount of \$4,335,000 issued by the Village for the purpose of paying certain costs of the Project, and of paying expenses incidental thereto, all as described and defined in the Ordinance, 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, approved by the President of the Village, and published, in all respects as by law required.

[8] This Bond is issued in fully registered form in the denomination of \$5000. This Bond may be exchanged upon presentation and surrender for cancellation hereof at the office of the Bond Registrar in Milwaukee, Wisconsin, but only in the manner, subject to the limitations and upon payment of the charges provided in the Ordinance, for a like aggregate principal amount of Bonds of the same maturity.

[9] This Bond may be transferred only on the register maintained by the Bond Registrar but only in the manner, subject to the limitations and upon payment of the charges provided in the Ordinance and upon surrender for transfer to the Bond Registrar at its office in Milwaukee, Wisconsin duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or the Registered Owner's attorney duly authorized in writing. Upon such transfer the Bond Registrar will authenticate a new Bond or Bonds of the same maturity in an equal total principal amount and registered in the name of the transferee.

[10] By the terms of the Act and Ordinance, whenever there shall be sufficient funds in the hands of the Treasurer of the Village (the "Treasurer"), after the payment of all interest due on this Bond, and after the establishment of such reserve, if any, as the Treasurer in his/her discretion may deem advisable to pay interest to become due at the next interest payment date, to prepay in whole or in part this Bond, then it is the duty of such Treasurer to call and pay this Bond or portion thereof with accrued interest thereon. The Treasurer shall, at least forty-five (45) days prior to the prepayment date (unless a shorter time shall be satisfactory to the Bond Registrar), notify the Bond Registrar of such prepayment date and of the principal amount of this Bond to be prepaid and the

accrued interest thereon. The Bond Registrar shall cause notice of such call for prepayment to be mailed by first-class mail not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for prepayment, to the registered owner of this Bond to be prepaid in whole or in part at the address shown on the registration books maintained by the Bond Registrar or at such other address as is furnished, in writing, by such registered owner to the Bond Registrar. This Bond or such portion hereof so called for prepayment will cease to bear interest on and after the date so fixed for prepayment. The presentation of this Bond for payment will waive the necessity of giving notice of its call for payment.

In addition, interest on this Bond shall be paid on March 1 of each year commencing

March 1, 1999.

[11] The Village has designated this Bond a "qualified tax-exempt obligation" pursuant to

Section 265 (b)(3) of the Internal Revenue Code of 1986, as amended.

ASSIGNMENT

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

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint as attorney to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Signature guaranteed: _____

NOTICE: The signature to this transfer and assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Section 9. Installation Fund. There is hereby continued the heretofore created special fund

of the Village, which fund shall be held separate and apart from all other funds and accounts of the Village and shall be known as the Installation Fund (the "Installation Fund"). All of the installments for payment of Special Assessment Number 215 of the Village (the "Installments") shall be deposited by the Treasurer in the Installation Fund. All installments shall be used solely for the purpose of paying principal of and interest on the Bonds.

The Installments are to be paid to the Village Treasurer by the officers who collect or receive the Installments. Whenever the Village Treasurer receives any of the Installments, he shall promptly deposit the same into the Installation Fund. The moneys on deposit in the Installation Fund shall be used by the Village solely and only for the purpose of carrying out the terms and conditions of this Ordinance.

Section 10. Creation and Maintenance Of Funds and Appropriations. There are hereby created with the Treasurer the "Supplemental Act Assessment Bonds (Special Assessment Number 215)", Series 1998 Project Fund (the "Project Fund"). The Project Fund shall be the fund to receive Bond proceeds which are to be used to pay costs of the Project.

Section 11. The Rebate Fund. There is hereby created a separate and special fund known as the "Rebate Fund," into which the Village shall deposit, if necessary, monies to the extent required so as to maintain the tax exempt status of interest on Bonds issued on a tax exempt basis. All rebates, special impositions or Taxes for such purpose payable to the United States of America (Internal Revenue Service) shall be payable from the Rebate Fund.

Section 12. Investments. The moneys on deposit in the Project Fund and the Installment Fund, and the various accounts therein may be invested from time to time in Qualified Investments. Any such investments may be sold from time to time by the Village as moneys may be needed for the purposes for which the Project Fund and the Installment Fund and such accounts therein have been created. All investment earnings shall be attributed to the Fund for which the investment was made.

Section 13. General Covenants. The Village covenants and agrees with the holders of the Bonds that, so long as any Bonds remain outstanding and unpaid:

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

(b) The Village will pay and discharge, or cause to be paid and discharged, from the Installment Fund any and all lawful claims which, if unpaid, might become a lien or charge upon the Installments, or any part thereof, or upon any 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 shall contest the validity of said claims.

(c) The Village will keep or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the Village, in which complete and correct entries shall be made of all transactions relating to the Project and to the Installments. Such books of record and accounts shall at all times during business hours be subject to the inspection of the holders of not less than ten percent (10%) of the principal amount of the Bonds then outstanding, or their representatives authorized in writing. In addition, the Village will mail to any holder of fifty percent (50%) or more of the principal amount of the Bonds then outstanding, upon written request of such holder, any information relating to the Bonds, the Project and the Installments for each and every year. The Village shall provide to each registered owner of the Bonds the annual statement of the Village within one hundred twenty days of the end of each of the Village's fiscal years.

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

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

(f) As long as any Bonds are outstanding, the Village will continue to deposit the Installments to the Installment Fund. The Village covenants and agrees with the purchasers of the Bonds and with the registered owners thereof that so long as any 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 collect such Installments. The Village and its officers will comply with the Act and with all present and future applicable laws in order to assure that such taxes may be collected as provided herein and deposited into the Installment Fund.

Section 14. Sale of the Bonds. 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, the same being Bernardi Securities, Inc., Chicago, Illinois, upon receipt of the purchase price therefor, the same being the par value of the Bonds and plus accrued interest to date of delivery; 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.

For purposes of the small issuer exception provided by Section 265 (b)(3) of the Internal Revenue Code of 1986, Bonds due March 1, 2003 and March 1, 2008 in the respective principal amounts of \$615,000 and \$945,000 shall be delivered during calendar year 1998. Bonds due March 1, 2013 and March 1, 2018 in the respective principal amounts of \$1,210,000 and \$1,565,000 shall be delivered during calendar year 1999.

The President, Village Clerk, Village Treasurer 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.

Section 15. Arbitrage. The Corporate Authorities certify and covenant with the purchasers and holders of the Bonds from time to time outstanding, that so long as any of the Bonds remain outstanding, moneys on deposit in any fund or account in connection with the Bonds, whether or not such moneys were derived from the proceeds of the sale of the Bonds or from any other sources, will not be used in a manner which will cause such Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Code, and any lawful regulations promulgated or proposed thereunder, as the same presently exist, or may from time to time hereafter be amended, supplemented or revised. The Corporate Authorities reserve the right, however, to make any investment of such moneys

permitted by Illinois law and this Ordinance, if, when and to the extent that said Section 148(a) or regulations promulgated thereunder shall be repealed or relaxed or shall be held void by final decision of a court of competent jurisdiction, but only if any investment made by virtue of such repeal, relaxation or decision would not, in the opinion of counsel of recognized competence in such matters, result in making the interest on the Bonds subject to federal income taxation.

Section 16. This Ordinance a Contract. The provisions of this Ordinance shall constitute a contract between the Village and the registered owners of the Bonds, and no changes, additions or alterations of any kind shall be made hereto, except as herein provided.

Section 17. Partial Invalidity. If any section, paragraph, clause or provision of this ordinance shall be held in valid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance.

Section 18. Registered Form. The Village recognizes that Section 149 of the Code requires the Bonds to be issued and to remain in fully registered form in order that interest thereon is exempt from federal income taxation under laws in force at the time the Bonds are delivered. In this connection, the Village agrees that it will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 19. List of Bondholders. The Bond Registrar shall maintain a list of the names and addresses of the holders of all Bonds and upon any transfer shall add the name and address of the new Bondholder and eliminate the name and address of the transferor Bondholder.

Section 20. Rights and Duties of Bond Registrar. If requested by the Bond Registrar, the President and Village Clerk of the Village are authorized to execute the Bond Registrar's standard

form of agreement between the Village and the Bond Registrar with respect to the obligations and duties of the Bond Registrar hereunder which may include the following:

- (a) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (b) to maintain a list of Bondholders as set forth herein and to furnish such list to the Village upon request, but otherwise to keep such list confidential;
- (c) to give notice of redemption of Bonds as provided herein;
- (d) to cancel and/or destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer;
- (e) to furnish the Village at least annually a certificate with respect to Bonds cancelled and/or destroyed; and
- (f) to furnish the Village at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds.

The Village Clerk of the Village is hereby directed to file a certified copy of this Ordinance

with the Bond Registrar.

Section 21. Prior Inconsistent Proceedings. All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Ordinance, are to the extent of such conflict hereby repealed.

Section 22. Immunity of Officers, Employees and Members of Village. No recourse shall

be had for the payment of the principal of or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in this Bond Ordinance contained against any past, present or future officer, director, member, employee or agent of the Village, or of any successor public corporation, as such, either directly or through the Village or any successor public corporation, under any rule of law or equity, statute or constitution or by the enforcement of any

assessment or penalty or otherwise, and all such liability of any such officers, directors, members, employees or agents as such is hereby expressly waived and released as a condition of and consideration for the passage of this Bond Ordinance and the issuance of such Bonds.

Section 23. Tax Covenants. In order to preserve the exclusion of interest on the Bonds from gross income for federal tax purposes under Section 103 of the Internal Revenue Code of 1986 as existing on the date of issuance of the Bonds (the "Code") and as an inducement to purchasers of the Bonds, the Village represents, covenants and warrants that:

(a) No person or entity other than the Village or another state or local governmental unit will use proceeds of the Bonds or property financed by the Bond proceeds other than as a member of the general public. No person or entity other than the Village, or another state or local governmental unit will own property refinanced by Bond proceeds or will have any actual or beneficial use of such property pursuant to a lease, management or incentive payment contract, arrangements such as take-or-pay or output contracts or any other type of arrangement that differentiates that person's or entity's use of such property from use by the general public.

(b) No portion of the principal of or interest on the Bonds is (under the terms of the Bonds, this ordinance or any underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for any private business use or payments in respect of any private business use or payments in respect of such property or to be derived from payments (whether or not to the Village) in respect of such property or borrowed money used or to be used for a private business use.

(c) No Bond proceeds will be loaned to any person or entity other than another state or local governmental unit. No Bond proceeds will be transferred, directly or indirectly, or deemed

transferred to a nongovernmental person in any manner that would in substance constitute a loan of the Bond proceeds.

(d) The Village will not take any action or fail to take any action with respect to the Bonds that would result in the loss of the exclusion from gross income for federal tax purposes on the Bonds pursuant to Section 103 of the Code, nor will the Village act in any other manner which would adversely affect such exclusion.

(e) It shall not be an event of default under this Ordinance if the interest on any Bond is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the Bonds.

(f) The Village covenants that it will rebate any arbitrage profits to the United States to the extent required by the Code and the regulations promulgated thereunder.

(g) These covenants are based solely on current law in effect and in existence on the date of delivery of such Bonds.

(h) The Village represents that:

(i) The Bonds are not private activity bonds as defined in Section 141

of the Code;

(ii) The Village hereby designates the Bonds as qualified tax-exempt

obligations for purposes of Section 265(b)(3) of the Code;

(iii) The reasonably anticipated amount of qualified tax-exempt

obligations (including \$1,560,000 aggregate principal amount of Bonds and qualified

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 1998 does not exceed \$10,000,000; and

(iv) The Village has not designated and will not designate more than

\$10,000,000 of qualified tax-exempt obligations (including \$1,560,000 aggregate

principal amount of Bonds) during 1998.

Therefore, the Bonds qualify for the exception in the Code from the disallowance of 100%

of the deduction by financial institutions of interest expense allocable to newly acquired tax-exempt

obligations.

The Village hereby authorizes the officials of the Village responsible for issuing the Bonds,

the same being the President and Village Clerk 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 promulgated thereunder; (d) to file such forms,

statements, and supporting documents as may be required and in a timely manner; and (e) if deemed

necessary or advisable by their officers, to employ and pay fiscal agents, financial advisors,

attorneys, and other persons to assist the Village in such compliance.

Section 24. Noncompliance with Tax Covenants. Notwithstanding any other provisions of this ordinance, the covenants and authorizations contained in this Ordinance (the "Tax Sections") which are designed to preserve the exclusion of interest on the Bonds from gross income under federal law (the "Tax Exemption") need not be complied with if the Village receives an opinion of nationally recognized bond counsel that any Tax Section is unnecessary to preserve the Tax Exemption.

Section 25. Continuing Disclosure. To the extent applicable, the Village hereby covenants and agrees that it will comply with and carry out all of the applicable provisions of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"). Failure of the Village to comply with the Rule shall not be considered an event of default; however, any registered owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Village to comply with its obligations under this Section.

Section 26. Publication. This Ordinance shall be published in pamphlet form.

Section 27. Effective Date. This Ordinance shall be in full force and effect from and after

its adoption and approval and publication as provided by law.

PASSED on first reading this _____ day of _____, 1998.

First reading waived by action of the Board of Trustees this 15th day of October, 1998

PASSED on second reading this 15th day of October, 1998.

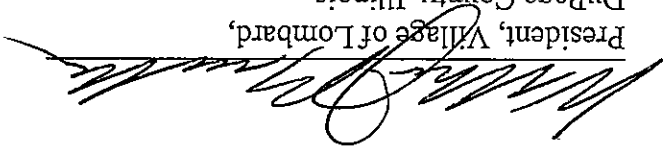
AYES: Trustees Jauglas, Kutrin, Borgatell, Tross and Schaffter

NAYS: None

ABSENT: None

Approved by me this 15th day of October, 1998

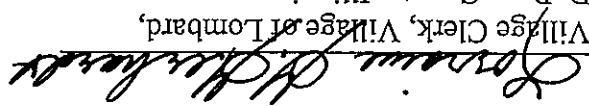
President, Village of Lombard,
DuPage County, Illinois



Recorded in the Village Records on October 23, 1998.

Attest:

Village Clerk, Village of Lombard,
DuPage County, Illinois



Trustee Jauglas moved and Trustee Kufrin seconded the motion that the Ordinance as presented and read be adopted.

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

Upon the roll being called, the following Trustees voted AYE: _____ Trustees Jauglas, Kufrin, Borgatell, Tross & Schaffer and the following Trustees

voted NAY: _____.

WHEREUPON, the President declared the motion carried and the Ordinance adopted, and henceforth did approve and sign the same in open meeting, and did direct the Village Clerk to record the same in full in the records of the Board of Trustees of the Village of Lombard, DuPage County, Illinois which was done.

Other business was duly transacted at said meeting.

Upon motion duly made and carried, the meeting adjourned.

Joseph P. Schaffer
Village Clerk

STATE OF ILLINOIS)
COUNTY OF DUPAGE)

CERTIFICATION OF ORDINANCE, MINUTES
AND PUBLICATION IN PAMPHLET FORM

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of Lombard, DuPage County, Illinois (the "Village"), and that as such official I am the keeper of the records and files of the Board of Trustees of the Village (the "Corporate Authorities").

I do further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Corporate Authorities held on the 15th day of October, 1998, insofar as same relates to the adoption of an ordinance numbered entitled:

AN ORDINANCE providing for the issuance of aggregate principal amount \$4,335,000 Supplemental Act Assessment Bonds (Special Assessment Number 215), Series 1998, of the Village of Lombard, DuPage County, Illinois.

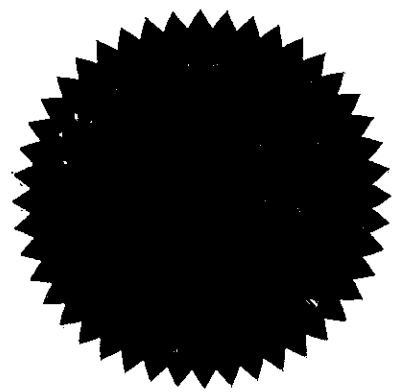
(the "Ordinance"), a true, correct and complete copy of which Ordinance as adopted at said meeting appears in the foregoing transcript of the minutes of said meeting.

I do further certify that the deliberations of the Corporate Authorities on the adoption of the 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 of the news media requesting such notice; that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and that the Corporate Authorities have complied with all of the provisions of said Acts and said Code, and with all of the procedural rules of the Corporate Authorities.

I do further certify that the ordinance was published by authority of the Corporate Authorities in pamphlet form on the 23rd day of October, 1998, and the ordinance as so published was on said date readily available for public inspection and distribution, in sufficient number to meet the needs of the general public, at my office as Village Clerk located in the Village.

IN WITNESS WHEREOF, I have hereunto affixed my official signature and the seal of the Village, this 23rd day of October, 1998.

Thomas J. Scherck
Village Clerk



C

C

C