

RESOLUTION NO. 68-08

**A RESOLUTION APPROVING A PROPOSED AMENDMENT  
AND AN AMENDMENT TO THE BY-LAWS OF THE  
LOMBARD PUBLIC FACILITIES CORPORATION**

**WHEREAS**, the Lombard Public Facilities Corporation (the “LPFC”) is a not for profit corporation created and existing under the Illinois General Not for Profit Corporation Act of 1986 (805 ILCS 105/1 *et. seq.*); and

**WHEREAS**, the Village of Lombard, DuPage County, Illinois (the “Village”) created the LPFC by drafting its Articles of Incorporation and By-laws (the “By-laws”) when the President and Board of Trustees of the Village (the “Village Board”) adopted Ordinance No. 5351 on September 4, 2003 (as later amended by Ordinance No. 5534, adopted August 19, 2004; Ordinance No. 5613 adopted March 3, 2005, and Ordinance No. 5638, adopted May 5, 2005); and

**WHEREAS**, the Village Board has the authority under Article VII of the By-laws to approve all amendments to Article IV of the By-laws; and

**WHEREAS**, the Village Board has received and reviewed the "Resolution of the Lombard Public Facilities Corporation Requesting Approval of Village of Lombard to Amend its By-laws with Regard to the Open Meetings Act" adopted by the LPFC on December 17, 2007, (the “First Resolution”); a copy of which is attached hereto as Exhibit A and made a part hereof; and

**WHEREAS**, the First Resolution proposes an amendment to Article IV of the By-laws; and

**WHEREAS**, the Village Board has no objection to the LPFC Board of Directors amending the By-laws consistent with the proposed amendment presented in the First Resolution; and

**WHEREAS**, the Village Board has received and reviewed the “Resolution of the Lombard Public Facilities Corporation to Amend its By-laws to Change the Date of its Annual Meeting” adopted by the LPFC on December 17, 2007 (the “Second Resolution”); a copy of which is attached hereto as Exhibit B and made a part hereof ; and

**WHEREAS**, the Second Resolution amends Article IV of the By-laws; and

**WHEREAS**, the Village Board has no objection to the change of the date of the Annual Meeting for the LPFC as set forth in the Second Resolution;

**NOW, THEREFORE, BE IT RESOLVED** by the President and Board of Trustees of the Village of Lombard, DuPage County, Illinois, as follows:

1. That the recitals as set forth above are hereby incorporated herein by reference.
2. That the Board of Directors of the LPFC is hereby authorized to amend Section 4.8 of the By-laws of the LPFC, as requested in the First Resolution, by replacing it in its entirety with the following language:

“The Corporation is not a public body as defined by Section 1.02 of Open Meetings Act and is therefore not subject to the Open Meetings Act (5 ILCS 120/1 *et. seq.*). However, it shall at all times voluntarily comply with the notice and agenda requirements of the Open Meetings Act, specifically 5 ILCS 120/2.01, 2.02, 2.03, and 2.04. The Corporation shall endeavor to hold open meetings, but shall reserve the right to go into closed session should the Corporation determine it to be in its best interests to go into closed session, and the Corporation shall not be required to meet the requirements of Section 2(c) of the Open Meetings Act in order to go into closed session. For such purposes, the Corporation's office shall always be deemed to be in Lombard, Illinois.”

3. That the Second Resolution, relative to the LPFC amending its By-laws to change the date of its Annual Meeting, is hereby approved.


**ADOPTED** this 7th day of February, 2008, pursuant to a roll call vote as follows:

**AYES:** Trustees Gron, Tross, O'Brien, Moreau, Fitzpatrick Soderstrom

**NAYS:** None

**ABSENT:** None

**APPROVED** by me this 7th day of February, 2008.

  
William J. Mueller  
Village President

**ATTEST:**

  
Brigitte O'Brien  
Village Clerk

**RESOLUTION OF THE LOMBARD PUBLIC FACILITIES CORPORATION  
REQUESTING APPROVAL OF VILLAGE OF LOMBARD TO AMEND ITS BY-LAWS  
WITH REGARD TO THE OPEN MEETINGS ACT**

**WHEREAS**, the Lombard Public Facilities Corporation (the "LPFC") was created and incorporated by the Village of Lombard (the "Village") for the sole purpose of issuing bonds in order to finance the construction, operation and maintenance of a hotel and convention center within the corporate limits of the Village; and

**WHEREAS**, the Village, in creating the LPFC By-Laws, saw fit to require the LPFC to comply with the Open Meetings Act so as to provide a certain transparency to the residents of the Village; and

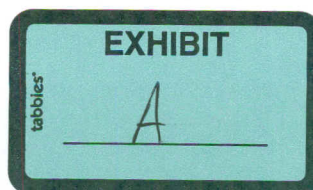
**WHEREAS**, the LPFC has recognized a need to discuss proprietary information in connection with the operation and maintenance of the hotel and convention center outside the context of an Open Meeting; and

**WHEREAS**, some of the proprietary information is to remain confidential; and

**WHEREAS**, the LPFC is requesting the Village's consent and approval to comply with the notice and agenda requirements of the Open Meetings Act to comply with the spirit of the Village's original intentions in creating the LPFC, while allowing the LPFC the discretion to go into closed session.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LOMBARD PUBLIC FACILITIES CORPORATION**, as follows:

Section 1. The LPFC requests the Village of Lombard to consent and approve the amendment By-Laws of the LPFC by replacing Section 4.8 of the By-Laws in its entirety with the following: "The Corporation is not a public body as defined by Section 1.02 of the Open Meetings Act and is therefore not subject to the Open Meetings Act (5 ILCS 120/1 *et seq.*).





However, it shall at all times voluntarily comply with the notice and agenda requirements of the Open Meetings Act, specifically 5 ILCS 120/2.01, 2.02, 2.03, and 2.04. The Corporation shall endeavor to hold open meetings, but shall reserve the right to go into closed session should the Corporation determine it to be in its best interests to go into closed session, and the Corporation shall not be required to meet the requirements of Section 2(c) of the Open Meetings Act in order to go into closed session. For such purposes, the Corporation's office shall always be deemed to be in Lombard, Illinois."

Section 2. 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 3. This Resolution shall be in full force and effect from and after its passage.

Section 4. The Recitals are hereby incorporated into this Section 4 as if fully stated herein.


**ADOPTED** this 17<sup>th</sup> day of December, 2007, pursuant to a roll call vote as follows:

**AYES:** SHERMAN, KENNEDY, MZLLS, POWERS


**NAYS:** \_\_\_\_\_

**ABSENT:** KRALZCEK

**APPROVED** by me this 17<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_, President

**ATTEST:**

  
\_\_\_\_\_, Secretary

**RESOLUTION OF THE LOMBARD PUBLIC FACILITIES CORPORATION  
TO AMEND ITS BY-LAWS TO CHANGE THE DATE OF ITS ANNUAL MEETINGS**

**WHEREAS**, the By-Laws of the Lombard Public Facilities Corporation (the "LPFC") provide that the date of its Annual Meeting shall be the first Monday in June; and

**WHEREAS**, the Board of Directors of the LPFC recognizes that the Annual Meeting of the Board of Directors should occur in the month of December in order to adopt the Master Operating Plan and Budget and Master Capital Budget for the subsequent fiscal year.

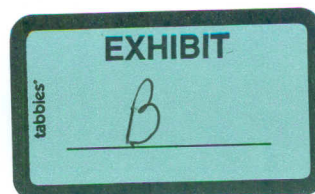
**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LOMBARD PUBLIC FACILITIES CORPORATION**, as follows:

Section 1. Section 4.3 of the By-Laws of the LPFC is hereby amended to change the Annual Meeting from the first Monday in June to the third Monday in December.

Section 2. 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 3. This Resolution shall be in full force and effect from and after its passage.

Section 4. The Recitals are hereby incorporated into this Section 4 as if fully stated herein.



ADOPTED this 17<sup>th</sup> day of December, 2007, pursuant to a roll call vote as follows:

AYES: SHERMAN, KENNEDY, MILLS, POWERS

NAYS: \_\_\_\_\_

ABSENT: KRALICEK

APPROVED by me this 17<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_, President

ATTEST:

  
\_\_\_\_\_, Secretary