

ORDINANCE NO. \_\_\_\_\_

AN ORDINANCE providing for the issuance of General Obligation Refunding Bonds, Series 2009 (the “Bonds”), of the Village of Orland Park, Counties of Cook and Will, Illinois, and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said Bonds all for the purpose of advance refunding a portion of the Village’s General Obligation Bonds, Series 2001 (the “Prior Bonds”) and to pay the costs of issuing the Bonds.

WHEREAS, the Village of Orland Park, Counties of Cook and Will, Illinois (the “Village”), is a municipal corporation of the State of Illinois; and

WHEREAS, the Village has a population in excess of 25,000 as determined by the last official census, and pursuant to the provisions of Section 6 of Article VII of the Constitution of the State of Illinois, the Village is a home rule unit and may exercise any power or perform any function pertaining to its government and affairs including, but not limited to, the powers to tax and incur debt; and

WHEREAS, pursuant to the provisions of said Section 6, the Village has the power to incur debt payable from ad valorem tax receipts or from any other lawful source and maturing within 40 years from the time it is incurred without prior referendum approval; and

WHEREAS, the President and Board of Trustees of the Village (the “Board”), on the 3rd day of December, 2001, adopted Ordinance 3568 authorizing the issuance of the Prior Bonds in an amount not to exceed \$10,000,000; and

WHEREAS, the Village has heretofore issued the Prior Bonds, in the original principal amount of \$10,000,000, the proceeds of which were used to pay a portion of the costs of acquiring open land and constructing and installing a new police station and related costs and to pay the cost of issuing the Prior Bonds (the “Project”); and

WHEREAS, \$8,130,000 aggregate principal amount of the Prior Bonds are presently outstanding and unpaid and are binding and subsisting legal obligations of the Village; and

WHEREAS, it is necessary and desirable to advance refund a portion of the Prior Bonds as may be necessary and in the best interest of the Village in order to reduce the interest cost to the Village (said portion of the Prior Bonds to be advance refunded being referred to herein as the “Refunded Bonds”); and

WHEREAS, the Village has insufficient funds on hand and lawfully available to advance refund the Refunded Bonds, and it will be necessary to borrow a principal amount equal to \$7,785,000 to advance refund the Refunded Bonds and to pay costs associated therewith, and in evidence of such borrowing to issue general obligation refunding bonds of the Village in a principal amount of \$7,785,000; and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Village to borrow an aggregate principal amount (which, for purposes of this Ordinance, shall mean the face amount of General Obligation Refunding Bonds, Series 2009 issued hereunder (the “Bonds”)), of \$7,785,000 for the purpose of advance refunding a portion of the Refunded Bonds and the costs of issuance of the Bonds. In evidence of such borrowing, the Village is authorized to issue the Bonds in an aggregate principal amount of \$7,785,000; and

WHEREAS, the Board hereby determines that the term of the Bonds shall not be longer than the term of the Refunded Bonds and that the debt service payable in any year on the Bonds shall not exceed the debt service payable in such year on the Refunded Bonds; and

WHEREAS, this Ordinance adopted pursuant to Section 6 of Article VII of the Illinois Constitution of 1970 and the Municipal Code of the Village, provides authority for the Village acting by its President and the Board to issue the Bonds; and

WHEREAS, the Bonds shall be payable from a direct annual ad valorem tax levied against all taxable property in the Village, without limitation as to rate or amount; and

WHEREAS, such direct annual ad valorem tax shall be shown on the tax bill as a tax for the Village; and

WHEREAS, the County Clerk of Cook County, Illinois (the “Cook County Clerk”) and the County Clerk of Will County, Illinois (the “Will County Clerk”) are herein authorized to extend and collect said tax so levied for the payment of the Bonds without limitation as to rate or amount:

NOW, THEREFORE, Be It Ordained by the President and the Board Trustees of the Village of Orland Park, Counties of Cook and Will, Illinois, in the exercise of home rule powers of the Village of Orland Park, as follows:

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

(a) “Act” means the Illinois Municipal Code, as supplemented and amended, and also the home rule powers of the Village under Section 6 of Article VII of the Illinois Constitution; and, in the event of a conflict between the provisions of said Illinois Municipal Code and home rule powers, the home rule powers shall be deemed to supersede the provisions of said Illinois Municipal Code.

- (b) “Board” means the Board of Trustees of the Village.
- (c) “Bond” or “Bonds” means one or more, as applicable, of the General Obligation Refunding Bonds, Series 2009, authorized to be issued by this Ordinance including Bonds issued in exchange for, or upon transfer or replacement of, Bonds previously issued pursuant to this Ordinance.
- (d) “Bond Fund” means the General Obligation Refunding Bonds, Series 2009 Bond Fund created pursuant to Section 12 of this Ordinance.
- (e) “Bond Register” means the books of the Village kept by the Registrar to evidence the registration and transfer of the Bonds.
- (f) “Code” means the Municipal Code of the Village, as amended.
- (g) “Cook County Clerk” shall have the meaning ascribed to that term in the recitals to this Ordinance.
- (h) “Designated Officers” means the President, Village Clerk, Finance Director, or Manager of the Village, or any of their successors and assigns.
- (i) “Escrow Agreement” means that certain Escrow Agreement dated the date hereof between the Village and the Cole Taylor Bank, as escrow agent.
- (j) “Internal Revenue Code” means the Internal Revenue Code of 1986, as amended.
- (k) “Ordinance” means this Ordinance adopted by the President and the Board on May 4, 2009, as supplemented and amended.
- (l) “Notice of Sale” means the notice advertising the sale of the Bonds to potential purchasers.

(m) “Paying Agent” means Cole Taylor Bank, a bank or trust company having trust powers, having principal corporate trust offices in Chicago, Illinois, or any successor thereto.

(n) “Project” means the acquiring of open land and the constructing and installing of a new police station for the Village.

(o) “Purchaser” means Morgan, Keegan & Company, Inc.

(p) “Purchase Price” means the purchase price paid for the Bonds as hereinafter authorized, to wit, \$7,893,040.39, plus accrued interest.

(q) “Registrar” means Cole Taylor Bank of Chicago, Illinois, or any successor thereto.

(r) “Village” shall have the meaning ascribed to that term in the recitals to this Ordinance.

(s) “Will County Clerk” shall have the meaning ascribed to that term in the recitals to this Ordinance.

Section 2. Incorporation of Preambles. The Board hereby finds that the recitals contained in the preambles to this Ordinance are true, correct and complete, and does incorporate them into this Ordinance by this reference.

Section 3. Determination to Issue Bonds. It is necessary and in the best interests of the Village to advance refund a portion of the Prior Bonds and to pay all related costs and expenses incidental thereto, and to borrow money and issue the Bonds for such purposes. It is hereby found and determined that such borrowing of money is for a proper public purpose or purposes and is in the public interest, and is authorized pursuant to the Act; and these findings and determinations shall be deemed conclusive.

Section 4. Bond Details. Pursuant to the Act and the Code, there shall be borrowed by, for and on behalf of the Village the sum of \$7,785,000 (a) for the purpose of advance refunding the Refunded Bonds, and (b) for the payment of expenses incidental thereto, and to evidence said loan, the Bonds shall be issued in the aggregate principal amount of \$7,785,000 and such Bonds shall be general obligation bonds of the Village. The Bonds shall each be designated “General Obligation Refunding Bonds, Series 2009.” The Bonds shall be dated June 1, 2009 (the “Dated Date”). The Bonds shall also bear the date of authentication, shall be in fully registered form, shall be in denominations of \$5,000 or integral multiples thereof (but no single Bond shall represent principal maturing on more than one date), and shall be numbered consecutively in such reasonable manner as may be selected by the Registrar. The Bonds shall mature (subject to prior redemption as hereinafter stated) on December 1 in each year shown in the following table in the respective principal amount set forth opposite each such year, and the Bonds maturing in each such year shall bear interest at the respective rate per annum set forth opposite such year:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2010	\$550,000.00	3.000%
2011	565,000.00	3.000
2012	580,000.00	3.000
2013	600,000.00	3.000
2014	615,000.00	3.000
2015	635,000.00	3.000
2016	650,000.00	3.250
2017	670,000.00	3.500
2018	695,000.00	3.500
2019	715,000.00	3.500
2020	740,000.00	3.750
2021	770,000.00	3.750

Each Bond shall bear interest from its Dated Date until the principal amount of such Bond is paid or duly provided for, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on June 1 and December 1 of each year, commencing on December 1, 2009. Interest payable on each such Bond shall be paid in lawful money of the United States by check or draft of the Paying Agent, mailed to the person in whose name such Bond is registered at the close of business on the 15th day of the month next preceding the interest payment date to such registered owner's address as it appears in the Register or to such other address as the registered owner may furnish to the Registrar in writing or, at the request of a registered owner of more than \$1,000,000 in aggregate principal amount of the Bonds on any such record date, by wire transfer pursuant to the registered owner's instructions, or as otherwise may be agreed with the depository for the Bonds. The principal of, and premium, if any, on the Bonds shall be payable in lawful money of the United States of America upon presentation and surrender of the Bonds at the principal corporate trust office of the Registrar in Chicago, Illinois.

The redemption rights pertaining to the Bonds, if any, shall be as contemplated by Section 7 of this Ordinance.

Section 5. General Obligations. The full faith and credit of the Village are hereby irrevocably pledged to the punctual payment of the principal of and interest on the Bonds. The Bonds are direct and general obligations of the Village, and the Village shall be obligated to levy ad valorem taxes upon all the taxable property in the Village for the payment of the Bonds and the interest thereon, without limitation as to rate or amount.

Section 6. Execution, Authentication. The Bonds shall be executed on behalf of the Village with the manual or duly authorized facsimile signatures of its President and Finance Director, and attested by the manual or duly authorized facsimile signature of its Village Clerk as they may determine, and shall have impressed or imprinted thereon the Village seal or a facsimile thereof. In case any 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 Registrar as authenticating agent of the Village for this Bond issue 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 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 if signed by an authorized officer of the 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. Redemption; Presentment.

The Bonds due on or prior to December 1, 2017 are not subject to optional redemption by the Village. The Bonds due on and after December 1, 2018 shall be subject to redemption at par prior to maturity at the option of the Village from any



available funds, in whole or in part on any date occurring on or after December 1, 2017, and if in part, from such maturity or maturities as the Village may determine, and if less than an entire maturity, in integral multiples of \$5,000, selected by lot by the Registrar, at a redemption price equal to par plus accrued interest to the date fixed for redemption.

The Village shall, at least 45 days prior to any redemption date (unless a shorter time period shall be satisfactory to the Registrar), notify the Registrar of such redemption date and of the principal amount and maturity or maturities of Bonds to be redeemed. For purposes of any redemption of less than all of the Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot not more than 60 days prior to the redemption date by the Registrar for the Bonds of such maturity by such method of lottery as the Registrar shall deem fair and appropriate (except when the Bonds are held in a book-entry system, in which case the selection of Bonds to be redeemed will be made in accordance with procedures established by DTC (as defined below) or any other book-entry depository); provided, that such lottery shall provide for the selection for redemption of Bonds or portions thereof so that any \$5,000 Bond or \$5,000 portion of a Bond shall be as likely to be called for redemption as any other such \$5,000 Bond or \$5,000 portion.

Unless waived by the owner of the Bonds to be redeemed, notice of any such redemption shall be given by the Registrar on behalf of the Village by mailing the redemption notice by first class mail not less than 30 days and not more than 60 days prior to the date fixed for redemption to each registered owner of the Bond or Bonds (or portions thereof) to be redeemed at the address shown on the Bond Register or at such

other address as is furnished in writing by such registered owner to the Registrar. All notices of redemption shall include at least the information as follows:

- A. the redemption date;
- B. the redemption price;
- C. if less than all of the Bonds of a particular maturity are to be redeemed, the identification (and, in the case of partial redemption of Bonds within such maturity, the respective principal amounts) of the Bonds to be redeemed;
- D. a statement that on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after said date;
- E. the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal corporate trust office of the Registrar; and
- F. such other information as shall be deemed necessary by the Registrar at the time such notice is given to comply with applicable law, regulation or industry standard.

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

Notice of redemption having been given as aforesaid, and notwithstanding failure to receive such notice, the Bonds or portions of the Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Village shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Failure to give such notice by mail to the registered owner of the Bonds (or portions thereof) or any defect therein shall not affect the validity of any proceedings for the redemption of other Bonds (or portions thereof). Upon surrender of such Bonds for redemption in accordance

with said notice, such Bonds shall be paid by the Registrar at the redemption price. Interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity and bearing the same rate of interest in the amount of the unpaid principal.

If any Bond or portion of a Bond called for redemption shall not be so paid upon surrender thereof for redemption, the principal shall, until paid, bear interest from the redemption date at the rate borne by the Bond or a Bond so called for redemption. All Bonds which have been redeemed shall be cancelled and destroyed by the Registrar and shall not be reissued.

If any Bond shall not be presented for payment when the principal amount thereof becomes due at maturity, and if moneys sufficient to pay such Bond are held by the Registrar, such moneys shall be held for the benefit of the registered owner of the Bond, without liability to the Village or any registered owner of the Bonds or any other person for interest thereon. Moneys so deposited with the Registrar with respect to a particular Bond shall be held by the Registrar for a period of not less than one year after the applicable maturity date of such Bond and thereafter shall be returned to the Village. After such one year period, the registered owner of such Bond shall look only to the Village for payment of such Bond.

Section 8. Registration and Transfer, Persons Treated as Owners. (a) General. The Village shall cause the Bond Register for the registration and for the transfer of the Bonds as provided in this Ordinance to be kept at the principal corporate trust office of the Registrar, which is hereby constituted and appointed the registrar of the Village for

the Bonds. The Village is authorized to prepare, and the Registrar, or an agent of either, shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds.

Any Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth herein. Upon surrender for transfer or exchange of any Bond at the principal corporate trust office of the Registrar, duly endorsed by or accompanied by a written instrument or instruments of transfer or exchange in form satisfactory to the Registrar and duly executed by the registered owner or an attorney duly authorized in writing, the Village shall execute and the Registrar shall authenticate, date and deliver in the name of the transferee or transferees or, in the case of an exchange, the registered owner, a new fully registered Bond or Bonds of like tenor, of the same maturity, bearing the same interest, of authorized denominations, and for a like aggregate principal amount.

The Registrar shall not be required to transfer or exchange any Bond during the period from the close of business on the 15<sup>th</sup> day of the month next preceding any interest payment date, nor to transfer or exchange any Bond after notice calling such Bond for redemption has been mailed, nor during a period of fifteen days next preceding mailing of a notice of redemption of any Bonds.

The execution by the Village of any fully registered Bond shall constitute full and due authorization of such Bond, and the Registrar shall thereby be authorized to authenticate, date and deliver such Bond, provided that the principal amount of the Bonds of each maturity authenticated by the Registrar shall not exceed the amounts authorized less previous retirements.

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, premium, if any, 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. If any of the Bonds are registered in the name of a securities depository which uses a book-entry system, the standing of the registered owner to enforce any of the covenants herein may be established through the books and records of such securities depository or a participant therein.

No service charge shall be made for any transfer or exchange of Bonds, but the Village or the 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.

The provisions of the Illinois Bond Replacement Act shall govern the replacement of lost, destroyed or defaced Bonds.

(b) Global Book-Entry System.

(i) Except as provided in paragraph (iii) of this Section 7, the registered owners of all Bonds shall be, and the Bonds shall be registered in the name of, Cede & Co. (“Cede”) as nominee of The Depository Trust Company, New York, New York (“DTC”). Payment of interest for any Bond shall be made in accordance with this Ordinance, including, without limitation, this Section 7(b), to the account of Cede on each interest

payment date for the Bonds at the address indicated for Cede in the Bond Register.

(ii) The Bonds shall be initially issued in the form of a separate, single, fully registered, typewritten Bond in the amount of the each separate stated maturity of the Bonds. Upon initial issuance, the ownership of each such Bond shall be registered in the Register of the Village kept by the Registrar, as registrar, in the name of Cede, as nominee of DTC. With respect to Bonds so registered in the name of Cede, neither the Village nor the Registrar shall have any responsibility or obligation to any broker-dealers, banks and other financial institutions from time to time for which DTC holds Bonds as securities depository (“DTC Participants”) or to any beneficial owner of such Bonds. Without limiting the immediately preceding sentence, the Village and the Registrar shall have no responsibility or obligation with respect to (1) the accuracy of the records of DTC, Cede or any of the DTC Participants with respect to any beneficial ownership interest in the Bonds, (2) the delivery to any of the DTC Participants, beneficial owner or other person, other than DTC, of any notice with respect to the Bonds, or (3) the payment to any of the DTC Participants, beneficial owners or other person, other than DTC, of any amount with respect to the principal of, premium, if any, or interest on, the Bonds. The Village and the Registrar may treat as, and deem DTC to be, the absolute owner of each Bond for all purposes whatsoever, including (but not limited to) (x) payment of the principal of, premium, if

any, and interest on, each such Bond and (y) registering transfers with respect to such Bonds. The Registrar shall pay the principal of, premium, if any, and interest on, all Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Village's obligations with respect to such principal and interest, to the extent of the sum or sums so paid. Except as provided in paragraph (iii), no person other than DTC and its nominees shall receive a Bond evidencing the obligation of the Village to make payments of principal of, premium, if any, and interest on, such Bonds pursuant to this Ordinance. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the transfer provisions of this Ordinance, the word "Cede" in this Ordinance shall refer to such new nominee of DTC.

(iii) A. DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving written notice to the Village and the Registrar and discharging its responsibilities with respect to the Bonds under applicable law.

B. The Village, in its sole discretion and without the consent of any other person, may, by written notice to DTC and the Registrar, terminate the services of DTC with respect to the Bonds in accordance with the terms of any representation letter between the Village and DTC respecting the Bonds.

C. Upon the discontinuance or termination of the services of DTC with respect to the Bonds pursuant to subsection (iii) A or subsection (iii) B above after which no substitute securities depository willing to undertake the functions of DTC under this Ordinance can be found which, in the opinion of the Village, is willing and able to undertake such functions upon reasonable and customary terms, the Bonds shall no longer be restricted to being registered in the registration records kept by the Registrar in the name of Cede as nominee of DTC. In such event, (x) the Village shall issue and the Registrar shall authenticate Bond certificates representing the principal amounts as requested by DTC of like tenor, interest rate and maturity, in authorized denominations to the identifiable beneficial owners in replacement of such beneficial owners' beneficial interests in the Bonds and (y) the Village and the Registrar shall agree on a revised Registrar's fee.

D. Notwithstanding any other provisions of this Ordinance to the contrary, so long as any Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to the principal of, premium, if any, and interest on, such Bond and all notices with respect to such Bond shall be made and given, respectively, to DTC as provided in the representation letter of the Village addressed to DTC with respect to the Bonds. Such representation letter to be the blanket letter already executed and delivered by the Village or, if any Designated Officer determines that a different representation letter must be executed and delivered, the form



of such representation letter shall be approved by such Designated Officer.

In the event of any conflict between this Ordinance and such representation letter, the representation letter shall be controlling.

E. In connection with any notice or other communication to be provided to holders of the Bonds pursuant to this Ordinance by the Village or the Registrar with respect to any consent or other action to be taken by the holders of the Bonds, the Village or the Registrar, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent possible.

F. The Registrar and a Designated Officer of the Village are by this Ordinance authorized to execute and deliver in the name of the Registrar and the Village the representation letter referred to in Clause D above.

Section 9.     Form of Bond. The Bonds shall be in substantially the following form; provided that if the text of the Bond is to be printed in its entirety on the front side of the Bonds, then paragraph [2] and the legend, "See Reverse Side for Additional Provisions," shall be omitted and paragraphs [6] and [7], as appropriate, shall be inserted immediately after paragraph [1] and before paragraphs [3] through [5].

REGISTERED  
No. \_\_\_\_\_

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

(Form of Bond - Front Side)  
UNITED STATES OF AMERICA  
STATE OF ILLINOIS  
COUNTIES OF COOK AND WILL

VILLAGE OF ORLAND PARK  
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2009

See Reverse Side  
for Additional  
Provisions

[Column headings for Current Interest Bonds:]

Interest	Maturity	Dated	
Rate:[_____]%	Date: December 1, [_____] Date: June 1, 2009	CUSIP: _____	

Registered Owner:

Principal Amount

[1] KNOW ALL MEN BY THESE PRESENTS, that the Village of Orland Park, a municipal corporation and home rule unit of the State of Illinois situated in the Counties of Cook and Will (the “Village”), hereby acknowledges itself to owe and for value received, promises to pay to the registered owner of this Bond (the “Registered Owner”), or registered assigns as hereinafter provided, on the Maturity Date identified above, 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 date of this Bond until said Principal Amount is paid. The principal of and premium, if any, on this Bond is payable in lawful money of the United States of America upon presentation and surrender hereof when due at the principal corporate trust office of Cole Taylor Bank, Chicago, Illinois, as registrar and as paying agent (the “Registrar”), or any successor thereto. Payment of installments of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Registrar at the close of business on the 15th day of the month next preceding each interest payment date, and shall be paid by (i) check or draft of the Registrar as paying agent, payable upon

presentation 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 Registrar or (ii) at the request of such Registered Owner, by wire transfer pursuant to such Registered Owner's instructions if such Registered Owner owns at least \$1,000,000 in aggregate principal amount of the Bonds on such record date. For the prompt payment of this Bond, both principal and interest at maturity, the full faith, credit and resources of the Village are hereby irrevocably pledged.

[2] 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.

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

[4] This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the Registrar.

[5] IN WITNESS WHEREOF, said Village of Orland Park, Counties of Cook and Will, Illinois, 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 has caused the seal of the Village to be affixed hereto or printed hereon, all as of the Dated Date identified above.

\_\_\_\_\_  
President

\_\_\_\_\_  
Finance Director

Attest:

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

[SEAL]

#### CERTIFICATE OF AUTHENTICATION

Date of Authentication: \_\_\_\_\_, \_\_\_\_\_

Registrar and Paying Agent:  
Cole Taylor Bank  
Chicago, Illinois

This Bond is one of the Bonds described in the within mentioned ordinance and is one of the General Obligation Refunding Bonds, Series 2009, of the Village of Orland Park

By \_\_\_\_\_  
Authorized Agent

(Form of Bond - Reverse Side)

Village of Orland Park,  
Counties of Cook and Will, Illinois

General Obligation Refunding Bonds, Series 2009

[6] This Bond is one of a series of Bonds issued by the Village for the purpose of providing funds to advance refund a portion of the Village's General Obligation Bonds, Series 2001 (the "Prior Bonds") (said portion of the Prior Bonds to be refunded being referred to herein as the "Refunded Bonds") and for the payment of expenses incidental to the issuance of the Bonds pursuant to and in all respects in compliance with the powers of the Village as a home rule unit under the provisions of Section 6 of Article VII of the Illinois Constitution of 1970 and the Municipal Code of the Village, as amended, and under applicable provisions of the Illinois Municipal Code, as supplemented and amended, and as further supplemented and, where necessary, superseded, by the powers of the Village as a home rule unit, and by an ordinance duly and properly adopted by the Board of Trustees of the Village, and published, in all respects as provided by law.

[7] The Bonds due on or prior to December 1, 2017 are not subject to optional redemption by the Village . The Bonds due on and after December 1, 2018 shall be subject to redemption at par prior to maturity at the option of the Village from any available funds, in whole or in part on any date occurring on or after December 1, 2017, and if in part, from such maturity or maturities as the Village may determine, and if less than an entire maturity, in integral multiples of \$5,000, selected by lot by the Registrar, at a redemption price equal to par plus accrued interest to the date fixed for redemption.

[8] For purposes of any redemption of less than all of the Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by

lot not more than 60 days prior to the redemption date by the Registrar for the Bonds of such maturity by such method of lottery as the Registrar shall deem fair and appropriate (except when the Bonds are held in a book-entry system, in which case the selection of Bonds to be redeemed will be made in accordance with procedures established by The Depository Trust Company or any other applicable book-entry depository); provided, that such lottery shall provide for the selection for redemption of Bonds or portions thereof so that any \$5,000 Bond or \$5,000 portion of a Bond shall be as likely to be called for redemption as any other such \$5,000 Bond or \$5,000 portion.

[9] Unless waived by the owner of the Bonds to be redeemed, notice of any such redemption shall be given by the Registrar on behalf of the Village by mailing the redemption notice by first class mail not less than 30 days and not more than 60 days prior to the date fixed for redemption to each registered owner of the Bond or Bonds (or portions thereof) to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Registrar.

[10] Notice of redemption having been given as aforesaid, and notwithstanding failure to receive such notice, the Bonds or portions of the Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Village shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Failure to give such notice by mail to the registered owner of the Bonds (or portions thereof) or any defect therein shall not affect the validity of any proceedings for the redemption of other Bonds (or portions thereof). Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at

the redemption price. Interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity and bearing the same rate of interest in the amount of the unpaid principal.

[11] If any Bond or portion of a Bond called for redemption shall not be so paid upon surrender thereof for redemption, the principal shall, until paid, bear interest from the redemption date at the rate borne by the Bond or a Bond so called for redemption. All Bonds which have been redeemed shall be cancelled and destroyed by the Registrar and shall not be reissued.

[12] If any Bond shall not be presented for payment when the principal amount thereof becomes due at maturity, and if moneys sufficient to pay such Bond are held by the Registrar, such moneys shall be held for the benefit of the registered owner of the Bond, without liability to the Village or any registered owner of the Bonds or any other person for interest thereon. Moneys so deposited with the Registrar with respect to a particular Bond shall be held by the Registrar for a period of not less than one year after the applicable maturity date of such Bond and thereafter shall be returned to the Village. After such one year period, the registered owner of such Bond shall look only to the Village for payment of such Bond.

[13] This Bond is transferable by the Registered Owner hereof in person or by an attorney duly authorized in writing at the principal corporate trust office of the Registrar in Chicago, Illinois, but only in the manner, subject to the limitations and upon payment of the charges provided in the authorizing ordinance, and upon surrender and cancellation of this Bond. Upon such transfer, a new Bond or Bonds of authorized denominations of

the same interest rate and maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefor.

[14] The Bonds are issued in fully registered form in the denomination of \$5,000 each or integral multiples thereof. This Bond may be exchanged at the principal corporate trust office of the Registrar for a like aggregate principal amount of Bonds of the same interest rate and maturity of other authorized denominations, but only in the manner, subject to the limitations and upon payment of the charges provided in the authorizing ordinance.

[15] The Village and the Registrar may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon, and for all other purposes, and neither the Village nor the Registrar shall be affected by any notice to the contrary.

#### ASSIGNMENT

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

\_\_\_\_\_

\_\_\_\_\_

(Name and Address of Assignee)

the within Bond, and rights thereunder, and does hereby irrevocably constitute and appoint \_\_\_\_\_, 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 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 10. Tax Levy. For the purpose of providing funds required to pay the interest on the Bonds promptly when and as the same falls due, and to pay and discharge the principal amount thereof at maturity, there is hereby levied upon all of the taxable property within the Village, in addition to all other taxes, in the years for which any of the Bonds are outstanding, and there shall be collected, a direct annual tax sufficient for that purpose; and there is hereby levied on all taxable property in the Village, in addition to other taxes, the following direct annual tax to with in and for the years 2009 through 2020, inclusive (the “Pledged Taxes”):

<u>For the Tax Levy Year</u>	<u>A Tax Sufficient to Produce the Sum of</u>
2009	\$ 935,350 for interest and principal
2010	\$ 805,400 for interest and principal
2011	\$ 803,450 for interest and principal
2012	\$ 806,050 for interest and principal
2013	\$ 803,050 for interest and principal
2014	\$ 804,600 for interest and principal
2015	\$ 800,550 for interest and principal
2016	\$ 799,425 for interest and principal
2017	\$ 800,975 for interest and principal
2018	\$ 796,650 for interest and principal
2019	\$ 796,625 for interest and principal
2020	\$ 798,875 for interest and principal

The Pledged Taxes and other moneys on deposit in the Bond Fund shall be applied to pay principal of and interest on the Bonds.

Principal and interest coming due at any time when there are insufficient funds on hand from the foregoing tax levy to pay the same shall be paid promptly when due from current funds on hand in advance of the collection of the taxes levied hereby; and when the taxes levied hereby shall have been collected, reimbursement shall be made to said funds in the amount so advanced.

Whenever other funds from any lawful source are made available for the purpose of paying any principal of or interest on the Bonds so as to enable the abatement of the taxes levied herein for the payment of same, the Board shall, by proper proceedings, direct the deposit of such funds into the Bond Fund and further, by proper proceedings, shall direct the abatement of the taxes by the amount so deposited. A certified copy of any such proceedings abating taxes or officer's certificate evidencing such abatement shall be filed with the Cook County Clerk and the Will County Clerk in a timely manner to effect such abatement.

The Village covenants and agrees with the purchasers and the registered owners of the Bonds that so long as any of the Bonds remain outstanding, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to levy and collect the foregoing tax levy 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 11. Filing with Cook County Clerk and Will County Clerk. Promptly after this Ordinance becomes effective, a copy hereof, certified to by the Village Clerk, shall be filed with the Cook County Clerk and Will County Clerk; and each of said County Clerks shall, in and for the years 2009 through 2020, inclusive, ascertain the rate percent required to produce the tax herein levied, and (to the extent said tax has not been abated as provided herein) extend the same for collection on the tax books against all of the taxable property within the Village in connection with other taxes levied in said year for general corporate purpose of the 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, without limit as to either rate or amount, and in addition to and in excess of all other taxes. When collected such taxes shall be used solely for the purpose of paying principal of and interest on the Bonds herein authorized when the same mature.

Section 12. Creation of Funds and Accounts. There is hereby created the “General Obligation Refunding Bonds, Series 2009 Bond Fund” (the “Bond Fund”), which shall be the fund for the payment of the principal of and interest on the Bonds. Collections of taxes herein levied in Section 10 shall be deposited into the Bond Fund, and shall, so long as any Bonds remain outstanding, be used solely and only for the payment of interest on the Bonds when due and principal of the Bonds when due, whether at maturity, redemption, or otherwise. Accrued interest received upon the delivery of any Bonds shall be used to pay the first interest coming due on such Bonds and, to such end, shall be deposited in the Bond Fund. All amounts on deposit in the bond fund established for the Prior Bonds shall, after payment of all principal and interest due on the Prior Bonds on June 1, 2009 and December 1, 2009, be transferred to the Bond Fund and such amounts so transferred from the bond fund for Prior Bonds to the Bond Fund shall be used solely to pay interest on the Bonds when due and principal of the Bonds when due, whether at maturity, redemption, or otherwise.

Simultaneously with the delivery of the Bonds, the principal proceeds of the sale of the Bonds together with such additional amounts as may be necessary from the general funds of the Village, shall be used either for payment of expenses of issuing the Bonds or

shall be deposited in escrow pursuant to an Escrow Agreement to be hereafter authorized by the Board for the purpose of paying the principal of the Refunded Bonds upon maturity or redemption thereof and the interest on the Refunded Bonds as such shall become due.

The Village hereby establishes a special fund, designated as the “2009 Rebate Fund.” In the event that the Village shall invest moneys in any fund relating to the Bonds in any investments which generate income that must be rebated or paid to the United States of America pursuant to Section 148(f) of the Internal Revenue Code, such income shall be deposited annually, within 10 days after the anniversary date of the date of issuance and delivery of the Bonds, in the 2009 Rebate Fund. Moneys in the 2009 Rebate Fund shall be applied to pay such sums as are required to be paid to the United States of America pursuant to Section 148(f) of the Internal Revenue Code and are hereby appropriated and set aside for such purpose. Moneys in the 2009 Rebate Fund may be reappropriated and used for other purposes. No such reappropriation and use shall relieve the Village of its obligation to make payments to the United States of America as required by Section 148(f) of the Internal Revenue Code.

No investment shall be made of any moneys in any fund relating to the Bonds except in accordance with the tax covenants set forth in Section 14 of this Ordinance. Except as required by Section 12 of this Ordinance, all income or losses derived from such investments in respect of moneys or securities in any fund shall be debited or credited in each case to the fund in which such moneys or securities are held.

Section 13. Defeasance and Payment of Bonds. (A) If the Village shall pay or cause to be paid to the registered owners of the Bonds, the principal, premium, if any, and

interest due or to become due thereon, at the times and in the manner stipulated therein and in this Ordinance, then the pledge of taxes, securities and funds hereby pledged and the covenants, agreements and other obligations of the Village to the registered owners and the beneficial owners of the Bonds shall be discharged and satisfied.

(B) Any Bonds or interest appertaining thereto, whether at or prior to the maturity or the redemption date of such Bonds, shall be deemed to have been paid within the meaning of paragraph (A) of this Section, if (1) in case any such Bonds are to be redeemed prior to the maturity thereof, there shall have been taken all action necessary to call such Bonds for redemption and notice of such redemption shall have been duly given or provision shall have been made for the giving of such notice, and (2) there shall have been deposited in trust with a bank, trust company or national banking association acting as fiduciary for such purpose either (a) moneys in an amount which shall be sufficient, or (b) "Federal Obligations" as defined in paragraph (C) of this Section, the principal of and the interest on which when due will provide moneys which, together with any moneys on deposit with such fiduciary at the same time for such purpose, shall be sufficient, to pay when due the principal of, premium, if any, and interest due and to become due on said Bonds and prior to the applicable redemption date or on the maturity date thereof.

(C) As used in this Section, the term "Federal Obligations" means (i) non-callable, direct obligations of the United States of America, (ii) non-callable and non-prepayable, direct obligations of any agency of the United States of America, which are unconditionally guaranteed by the United States of America as to full and timely payment of principal and interest, or (iii) non-callable, non-prepayable certificates of participation

in a trust comprised solely of the securities described in clause (i) or clause (ii) of this paragraph.

Section 14. Tax Covenants of Village. The Village recognizes that the Purchaser and the owners from time to time of the Bonds will have accepted them on, and paid therefor a price which reflects, the understanding that interest thereon is exempt from federal income tax under laws in force at the time the Bonds shall have been delivered. In this connection, the Village agrees that it will take no action which may adversely affect the tax exempt status of the interest on the Bonds and that the principal proceeds of the sale of the Bonds will be devoted to and used for purposes and in the manner hereinabove set forth.

The Village represents and certifies 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 source, will not be used in a manner which will cause the Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code and any lawful regulations promulgated thereunder, including regulations promulgated under Sections 148, 149 and 150 of the Internal Revenue Code as the same presently exist, or may from time to time hereafter be amended, supplemented or revised. The Board reserves the right, however, to make any investment of moneys on deposit in any fund or account in connection with the Bonds permitted by state law, if, when and to the extent that said Section 148 or regulations promulgated thereunder shall be repealed or relaxed or shall be held void by a 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 K&L Gates LLP, Chicago, Illinois or of such other attorney or firm of attorneys of nationally recognized standing in matters pertaining to tax-exempt notes, bonds or other municipal securities, adversely affect the tax exempt status of interest on the Bonds.

The Village further represents and certifies that the Bonds are not “hedge bonds” within the meaning of Section 149(g) of the Internal Revenue Code. The Village reasonably expects that at least 85% of the spendable proceeds of the Bonds will be used to carry out the governmental purpose of the Bonds within the three-year period beginning on the date the Bonds are issued. None of the proceeds of the Bonds will be invested in nonpurpose investments (as defined in Section 148(f)(6)(A) of the Internal Revenue Code) having a substantially guaranteed yield for four years or more.

The Village also agrees and covenants with the purchasers and registered owners of the Bonds from time to time outstanding that, to the extent possible under Illinois law, it will comply with whatever federal tax law is adopted in the future which applies to the Bonds and affects the tax-exempt status of the interest on the Bonds.

The Board hereby authorizes the officials of the Village responsible for issuing the Bonds, the same being the President, Finance Director, and Village Clerk, to make such further covenants and certifications as may be necessary to assure that the use of the proceeds thereof will not cause the Bonds to be “arbitrage bonds” and to assure that the interest on the Bonds will be exempt from federal income taxation. 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 execute and deliver a Tax Compliance Agreement (the

“Tax Compliance Agreement”) in connection with the issuance of the Bonds; (c) to consult with counsel approving the Bonds and to comply with such advice as may be given; (d) to file such forms, statements, and supporting documents as may be required and in a timely manner; (e) to calculate and rebate to the federal government any necessary arbitrage profits; and (f) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the Village in such compliance.

The Village has not been notified of any disqualification or proposed disqualification of it by the Commissioner of the Internal Revenue Service as a bond issuer which may certify bond issues.

No Bonds or other obligations have been sold or issued in the past three months pursuant to a common plan of financing with the plan for the issuance of the Bonds and payable out of substantially the same source of revenues.

The Village represents and covenants that the Bonds are not an issue of “private activity bonds” as defined in Section 141(a) of the Internal Revenue Code. In particular, the Village further represents and covenants as follows:

Not more than 5% of the proceeds of the Bonds are to be used, directly or indirectly, in any trade or business carried on by any person other than a state or local governmental unit.

Not more than 5% of any and all direct or indirect payments made on the principal and, premium of, if any, or interest on the Bonds is to be derived from payments made by or with respect to any private business use by any person.

None of the proceeds of the Bonds are to be used, directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.



The Village further recognizes that Section 149(a) of the Internal Revenue 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.

Notwithstanding the foregoing specified representations and covenants, the Village reserves the right to use or invest moneys in connection with the Bonds in any manner, or to treat with or use or dispose of the facilities financed with the Bonds in any way, provided it shall first have received an opinion from K&L Gates LLP, Chicago, Illinois, or other attorney or firm of attorneys of nationally recognized standing in matters pertaining to tax exempt municipal bonds to the effect that use or investment of such moneys or treatment, use, or disposal of such facilities, as contemplated, will not adversely affect the tax-exempt status of interest on the Bonds as established upon delivery thereof.

The Village hereby represents and warrants that, as of the date hereof, it nor any entity issuing tax-exempt obligations on behalf of the Village has issued any tax-exempt obligations during calendar year 2009 and the Village does not reasonably anticipate that it nor any entity issuing on its behalf will issue any tax-exempt obligations during the remainder of calendar year 2009 in an aggregate amount exceeding \$30,000,000 (including the Bonds). The Village hereby designates the Bonds for purposes of Section 265(b)(3)(B) of the Internal Revenue Code.

Section 15. Sale of Bonds.

The President of the Village, the Finance Director or any other Designated Officers, acting together or individually, are hereby authorized to proceed, without any further authorization or direction whatsoever from the Board, to sell and deliver the Bonds upon the terms as prescribed in this Ordinance and in the Notice of Sale.

The Bonds hereby authorized shall be executed as in this Ordinance provided as soon after the passage of this Ordinance as may be determined by President, Finance Director or other Designated Officers, and, after authentication thereof by the Bond Registrar, shall be delivered to the Purchaser upon payment of the Purchase Price.

The Notice of Sale and the contract for sale of the Bonds to the Purchaser is hereby in all respects ratified, approved, and confirmed, it being declared that no person holding any office of the Village, either by election or appointment under the laws or Constitution of the State of Illinois, is in any manner financially interested directly in his or her own name or indirectly in the name of any person, association, trust, or corporation, in such contract for sale or the performance of any work relating to such contract or the Bonds or the use of the proceeds thereof, the making or letting of which such officer may be called on to act or vote. It being also declared that no such officer represents, either as agent or otherwise, any person, association, trust, or corporation, with respect to which any application or bid for any contract or work relating to such contract for sale or the Bonds or the use of the proceeds thereof in regard to which such officer may be called upon to vote.

The Designated Officers shall have the authority to sell the Bonds in any event so long as the limitations set forth in this Ordinance and the conditions of this Section shall

have been met. Upon the sale of the Bonds, the Designated Officers, individually or together, and any other officers of the Village, as shall be appropriate, shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds as may be necessary, including, without limitation, the a Purchase Contract between the County and the Purchaser (the “*Purchase Contract*”), an Official Statement, a Tax Compliance Agreement, the bid form between the Village and the Purchaser, and closing documents and certificates.

The use and distribution of the Preliminary Official Statement relating to the Bonds presented before this meeting is hereby in all respects ratified, confirmed, authorized and approved, and the proposed use by the Purchaser of an Official Statement (in substantially the form of the Preliminary Official Statement but with appropriate variations to reflect the final terms of the Bonds) is hereby confirmed, approved and authorized, and each Designated Officer is hereby authorized to execute and deliver said Official Statement. The Designated Officers are hereby authorized to take any action as may be required on the part of the Village to consummate the transactions contemplated by this Ordinance, and said final Official Statement, and the Bonds.

The selection and retention of K&L Gates LLP, Chicago, Illinois, to serve as bond counsel in connection with the issuance of the Bonds is hereby ratified, confirmed, and approved.

Nothing in this Ordinance shall require the Designated Officers to sell the Bonds or to cause the abatement of any taxes levied pursuant hereto if in their judgment, the conditions in the Purchase Contract have not been met or if the conditions in the bond markets shall have markedly deteriorated from the time of adoption hereof, but the

Designated Officers shall have the authority to sell the Bonds in any event so long as the limitations set forth in this Ordinance and the conditions of this Section shall have been met.

Upon the sale of the Bonds, the Designated Officers and any other officers of the Village as shall be appropriate, shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds as may be necessary, including, without limitation, the Preliminary Official Statement, Official Statement, Purchase Contract, the Tax Compliance Agreement and closing documents and certificates..

Section 16. Continuing Disclosure. For the benefit of the beneficial owners of the Bonds, the Village covenants and agrees to provide all required filings and reports necessary to comply with the requirements of Rule 15c-2-12(b)(5) containing certain financial information and operating data relating to the Village and to provide notices of the occurrence of certain enumerated events, if material.

Such reports and filings shall be filed with each Nationally Recognized Municipal Securities Information Repository (“NRMSIR”) and with the Illinois state information depository (“SID”), if any, within 210 days after the close of the Village’s fiscal year. The information to be contained in such reports and filings shall consist of the annual audited financial statement of the Village and such additional information as noted in the Official Statement under the caption “Continuing Disclosure” and “The Undertaking.” Each annual audited financial statement will conform to generally accepted accounting principles applicable to governmental units and will be prepared in accordance with standards of the Governmental Accounting Standards Board. If the audited financial

statement is not available, then an unaudited financial statement shall be included in the annual report and the audited financial statement shall be filed within 30 days after it becomes available.

The Village also covenants and agrees, for the benefit of the beneficial owners of the Bonds, to provide timely notice to the Municipal Securities Rulemaking Board and to the Illinois state information depository, if any, of any failure of the Village to file any such reports or filings within the 210 day period and of the occurrence of any of the following events with respect to the Bonds, if material: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (3) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of the holders of the Bonds; (8) Bond calls; (9) defeasances; (10) release, substitution or sale of property securing repayment of the Bonds; and (11) rating changes.

It is found and determined that the Village has agreed to the undertakings contained in this Section in order to assist participating purchasers of the Bonds and brokers, dealers and municipal securities dealers in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934. The Designated Officers are authorized and directed to do and perform, or cause to be done or performed, for or on behalf of the Village, each and every thing necessary to accomplish the undertakings of the Village contained in this Section for so

long as Rule 15c2-12(b)(5) is applicable to the Bonds and the Village remains an “obligated person” under the Rule with respect to the Bonds.

The undertakings contained in this Section may be amended or waived by the Village if (A) the amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the obligated person, or type of business conducted, (B) the undertaking, as amended, or the provisions, as waived, would have complied with the requirements of Rule 15(c)2-12(b)(5) at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances and (C) in the opinion from K&L Gates LLP, Chicago, Illinois, or other attorney or firm of attorneys of nationally recognized standing in matters pertaining to tax-exempt Bonds selected by the Village, the amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds.

The Village may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations hereunder and may discharge any such agent with or without appointing a successor.

So long as the method continues to be approved by the Securities and Exchange Commission of the United States of American for purposes of the Rule and under applicable laws of the State of Illinois, the Village may satisfy its obligations under this Section 16 to provide the required information and notices to each NRMSIR and to the SID, if any, by sending such information or notices to Disclosure USA (as, as of the date of adoption of this Ordinance [www.DisclosureUSA.org](http://www.DisclosureUSA.org)) for submission to each NRMSIR and to the SID, if any.

Section 17. Bond Registrar and Paying Agents. If requested by the Registrar, any officer of the Village is authorized to execute the Registrar's standard form of agreement between the Village and the Registrar with respect to the obligations and duties of the Registrar hereunder. In addition to the terms and such agreement, and subject to modification thereby, the Registrar by its acceptance of duties hereunder agrees as follows:

- (a) to act as the registrar, a paying agent, the authenticating agent and the transfer agent as provided herein;
- (b) to maintain a current list of the names and addresses of the registered owners of the Bonds in the Register, as set forth herein, and to furnish such list to the Village upon request, but otherwise to keep such list confidential except as otherwise may be required by law;
- (c) to cancel and destroy Bonds which have been paid at maturity or submitted for exchange or transfer;
- (d) to furnish the Village at least annually a certificate with respect to Bonds canceled and destroyed; and
- (e) 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.

If requested by any Paying Agent, any officer of the Village is authorized to execute any Paying Agent's standard form of agreement between the Village and such Paying Agent with respect to the obligations and duties of such Paying Agent hereunder.

The Village is hereby directed to file a certified copy of this Ordinance with the Registrar and the Paying Agent.

The Village covenants that it shall at all times retain a Registrar and at least one Paying Agent with respect to the Bonds, that it will maintain at the designated office of such Registrar a place or places where Bonds may be presented for payment or registration of transfer or exchange, and that it shall require that the Registrar properly

maintain the Register and perform the other duties and obligations imposed upon it by this Ordinance in a manner consistent with the standards, customs and practices of the municipal securities industry.

The Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Ordinance by executing the certificate of authentication on any Bond, and by such execution the Registrar shall be deemed to have certified to the Village that it has all requisite power to accept and has accepted such duties and obligations. The Registrar and each Paying Agent are agents of the Village and shall not be liable in connection with the performance of their duties except for their own respective negligence or willful wrongdoing. The Registrar shall, however, be responsible for any representation in its certificate of authentication on the Bonds.

The Village may remove the Registrar at any time. In case at any time the Registrar or any Paying Agent shall resign, shall be removed, shall become incapable of acting, or shall be adjudged as bankrupt or insolvent, or if a receiver, liquidator or conservator of the Registrar or any Paying Agent, or of the property thereof, shall be appointed, or if any public officer shall take charge or control of the Registrar or any Paying Agent, or of the property or affairs thereof, the Village covenants and agrees that it will thereupon appoint a successor Registrar or Paying Agent. The Village shall mail notice of any such appointment made by it to each registered owner of any Bond within 20 days after such appointment. Any Registrar or Paying Agent appointed under the provisions of this Section shall be a bank, trust company or national banking association.

Section 18. Ordinance to Constitute a Contract. The provisions of this Ordinance shall constitute a contract between the Village and the registered owners of the Bonds.



Any pledge made in this Ordinance, and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the Village, shall be for the equal benefit, protection and security of the registered owners of any and all of the Bonds. All of the Bonds, regardless of the time or times of their issuance, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to this Ordinance. This Ordinance shall constitute full authority for the issuance of the Bonds and to the extent that the provisions of this Ordinance conflict with the provisions of any other Ordinance or resolution of the Village, the provisions of this Ordinance shall control.

Section 19. Publication and Notice. The Village Clerk is hereby authorized and directed to publish this Ordinance in pamphlet form in accordance with the provisions of the Municipal Code of Orland Park and to file copies thereof for public inspection in the Village Clerk's office.

Section 20. Effect of Headings. The Article and Section headings herein are for convenience only and shall not affect the construction hereof.

Section 21. Severability. In case any one or more of the provisions of this Ordinance or the Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Ordinance or of the Bonds, but this Ordinance and the Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained herein or therein. In case any covenant, stipulation, obligation or agreement contained in the Bonds or in the Ordinance shall for any reason be held to be partly unenforceable or in violation of law, then such covenant, stipulation, obligation or agreement of the Village shall be enforceable to the

full extent that the power to incur such obligation or to make such covenant, stipulation or agreement shall have been conferred on the Village by law.

Section 22. Applicable Law. This Ordinance shall be construed under and governed by the laws of the State of Illinois.

Section 23. Superseder and Effective Date. All ordinances, resolutions and orders, or parts thereof, in conflict herewith, are to the extent of such conflict hereby superseded. This Ordinance shall become effective in the manner provided by law.

Adopted this 4<sup>th</sup> day of May, 2009 by roll call vote as follows:

Ayes:           \_\_\_ Trustees

Nays:           \_\_\_

Absent:         \_\_\_

APPROVED:

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Daniel J. McLaughlin, Mayor

[SEAL]

Attest:

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David P. Maher, Village Clerk

STATE OF ILLINOIS       )  
COUNTIES OF COOK       ) SS.  
AND WILL                    )

I, David P. Maher, certify that I am the duly qualified Village Clerk of the Village of Orland Park, Cook and Will Counties, Illinois.

I further certify that on May 4, 2009, the corporate authorities of such municipality passed and approved Ordinance No. \_\_\_\_\_, which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Ordinance No. \_\_\_\_\_, including the Ordinance and a cover sheet thereof, was prepared, and a copy of such Ordinance was posted in the municipal building, commencing on May 4, 2009. Copies of such Ordinance were also available for public inspection upon request in the office of the Village Clerk.

DATED at Orland Park, Illinois, this 4<sup>th</sup> day of May, 2009.

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David P. Maher  
VILLAGE CLERK

(VILLAGE SEAL)