



Village Policy

POST ISSUANCE COMPLIANCE POLICY FOR TAX EXEMPT GOVERNMENTAL BONDS

Effective Date:
January 18, 2021

Board Approved:
January 18, 2021

Post-Issuance Compliance Policy for Tax Exempt Governmental Bonds

The Village of Orland Park (the “Village”) issues tax-exempt governmental bonds to finance capital improvements. This Post- Issuance Compliance Procedure and Policy for Tax-Exempt Governmental Bonds (the “Policy”) has been approved and adopted by the Village to ensure that the Village complies with its post-issuance compliance obligations under applicable provisions of the Code and Treasury Regulations.

Definitions

Applicable Federal Law – As an issuer of tax-exempt governmental bonds, the Village is required by the terms of Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder (the “Treasury Regulations”), to take certain actions subsequent to the issuance of such bonds to ensure the continuing tax-exempt status of such bonds. In addition, Section 6001 of the Code and Section 1.6001-1(a) of the Treasury Regulations, impose record retention requirements on the Village with respect to its tax-exempt governmental bonds.

Arbitrage – Earnings from investment of Bond proceeds in excess of the amount that would have been earned had the funds been invested at the Bond yield, adjusted for certain expenses (i.e., investment yield higher than the Bond yield).

Private Business Use – Examples of Private Business Use include (1) the Village’s use of Bond-financed property in an unrelated trade or business, and (2) the use of Bond-financed assets by parties other than the Village or certain other municipal organizations, including use by third parties pursuant to leases, management or service contracts that do not meet Internal Revenue Service (“IRS”) requirements, and any other arrangements that provide third parties with special legal entitlements to use or occupy (or otherwise benefit from) Bond-financed property. Generally, no more than five percent (5%) of Bond proceeds may be used for Private Business Use. The use of Bond proceeds is generally determined based on the use of the Bond-financed property. The use of Bond proceeds to pay Bond issuance costs (typically, up to two percent (2%) of Bond proceeds) is considered Private Business Use, so other allowable Private Business Use may be as low as three percent (3%) of Bond proceeds.

In addition, the following categories of activities might be Private Business Use if they result in private business users using Village property that has been acquired or improved with Tax Exempt Bond proceeds:

- Sale of Village property
- Lease of Village property
- Use of Village property

- Management contracts
- Unrelated trade or business activities by the Village
- Naming rights
- Joint ventures, partnerships and limited liability companies' agreements
- Other actual or beneficial use of, or economic benefit from, Village property

Tax Certificate – The agreement signed by the Village at the closing of a Bond issuance in which the Village makes certain representations, warranties and covenants relating to its status, the expected use of the Bond proceeds, the tax eligibility of the projects and the Village's operations.

Responsible Parties

The Finance Director of the Village shall be the party primarily responsible for ensuring that the Village successfully carries out its post-issuance compliance requirements under applicable provisions of the Code and Treasury Regulations. The Finance Director will be assisted by the staff of the Finance Department of the Village and by other Village staff and officials when appropriate. The Finance Director of the Village will also be assisted in carrying out post-issuance compliance requirements by the following organizations:

- a. Bond Counsel (the law firm primarily responsible for providing bond counsel services for the Village);
- b. Financial Advisor (the organization primarily responsible for providing financial advisor services to the Village);
- c. Paying Agent (the person, organization, or Village officer primarily responsible for providing paying agent services for the Village); and
- d. The Finance Director shall be responsible for assigning post-issuance compliance responsibilities to members of the Finance Department, other staff of the Village, Bond Counsel, and Paying Agent. The Finance Director shall utilize such other professional service organizations as are necessary to ensure compliance with the post-issuance compliance requirements of the Village. The Finance Director shall provide training and educational resources to Village staff who are responsible for ensuring compliance with any portion of the post-issuance compliance requirements of this Policy.

Expenditures of Bond Proceeds

Bond proceeds, including investment earnings thereon, shall be disbursed only for project costs, capitalized interest (i.e., interest payments during project construction), Bond issuance costs and other purposes expressly allowed under the Bond documents. All Bond-financed property must be owned by the Village.

If the Village intends to reimburse itself from Bond proceeds for project costs paid prior to issuance of the Bonds, the Village shall adopt a declaration of official intent to reimburse project costs. The Village shall consult with nationally recognized bond counsel to ensure the declaration of intent meets the requirements of Applicable Federal Law.

Final Allocation of Bond Proceeds

Promptly after the final expenditure of Bond proceeds, the Finance Director shall prepare a written report documenting the allocation of Bond proceeds (including interest earnings thereon) and other Village funds to project expenditures (the "Final Allocation"). In all cases, the Final Allocation shall be completed within 18 months after the later of the date Bond proceeds are expended or the date the project is placed in service, but not later than 5 years after the Bonds were issued. It is recommended that the Village consult with nationally recognized bond counsel in connection with the Final Allocation of Bond proceeds. Reminders should be placed in appropriate calendars to ensure Final Allocation of Bond proceeds are made timely.

Investment of Bond Proceeds; Arbitrage and Rebate

Prior to expenditure for project costs, Bond proceeds shall be invested solely in compliance with Applicable Federal Law and the Tax Certificate. The Village may invest Bond proceeds at a yield in excess of the Bond yield only during the applicable "temporary period" (as defined in the Code of the Treasury Regulations), and shall provide for yield restriction on the investment of such proceeds after the applicable temporary period. The Village shall ensure that investments acquired with proceeds of an issue are purchased at "fair market value," as defined in Treasury Regulations. The Finance Director shall determine whether the Bonds are eligible for an Arbitrage rebate exception. If the Bonds are not exempt from Arbitrage rebate, the Finance Director shall compute the amount of Arbitrage earnings, and make all required rebate payments to the IRS, on each computation date required by Applicable Federal Law. The Finance Director shall consider retaining an arbitrage rebate service provider to prepare arbitrage rebate calculations.

Post-Issuance Compliance Actions

The Finance Director shall take the following post-issuance compliance actions or shall verify that the following post-issuance compliance actions have been taken on behalf of the Village with respect to each issue of tax-exempt governmental bonds issued by the Village:

- a. The Finance Director shall prepare a transcript of principal documents (this action will be the primary responsibility of Bond Counsel).
- b. The Finance Director shall file with the Internal Revenue Service (the "IRS"), within the time limit imposed by Section 149(e) of the Code and applicable Treasury Regulations, an Information Return for Tax-Exempt Governmental Obligations, Form 8038-G (this action will be the primary responsibility of Bond Counsel).
- c. The Finance Director shall prepare an "allocation memorandum" for each issue of tax-exempt governmental bonds in accordance with the provisions of Treasury Regulations, Section 1.148-6(d)(1), that accounts for the allocation of the proceeds of the tax-exempt bonds to expenditures not later than the earlier of:
 - i. eighteen (18) months after the later of (A) the date the expenditure is paid, or (B) the date the project, if any, that is financed by the tax-exempt bond issue is placed in service; or
 - ii. the date sixty (60) days after the earlier of (A) the fifth anniversary of the issue date of the tax-exempt bond issue, or (B) the date sixty (60) days after the retirement of the tax-exempt bond issue.

Preparation of the allocation memorandum will be the primary responsibility of the Finance Director (in consultation with the Financial Advisor and Bond Counsel).

- d. The Finance Director, in consultation with Bond Counsel, shall identify proceeds of tax-exempt governmental bonds that must be yield-restricted and shall monitor the investments of any yield-restricted funds to ensure that the yield on such investments does not exceed the yield to which such investments are restricted.
- e. In consultation with Bond Counsel, the Finance Director shall determine whether the Village is subject to the rebate requirements of Section 148(f) of the Code with respect to each issue of tax-exempt governmental bonds. In consultation with Bond Counsel, the Finance Director shall determine, with respect to each issue of tax-exempt governmental bonds of the Village, whether the Village is eligible for any of the temporary periods for unrestricted investments and is eligible for any of the spending exceptions to the rebate requirements. The Finance Director shall contact the Financial Advisor (and, if appropriate, Bond Counsel) prior to the fifth anniversary of the date of issuance of each issue of tax-exempt governmental bonds of the Village and each fifth anniversary thereafter to arrange for calculations of the rebate requirements with respect to such tax-exempt governmental bonds. If a rebate payment is required to be paid by the Village, the Finance Director shall prepare or cause to be prepared the Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, Form 8038-T, and submit such Form 8038-T to the IRS with the required rebate payment. If the Village is authorized to recover a rebate payment previously paid, the Finance Director shall prepare or cause to be prepared the Request for Recovery of Overpayments Under Arbitrage Rebate Provisions, Form 8038-R, with respect to such rebate recovery, and submit such Form 8038-R to the IRS.

Procedures for Monitoring, Verification, and Inspections

The Finance Director shall institute such procedures as the Finance Director shall deem necessary and appropriate to monitor the use of the proceeds of tax-exempt governmental bonds issued by the Village, to verify that certain post-issuance compliance actions have been taken by the Village, and to provide for the inspection of the facilities financed with the proceeds of such bonds. At a minimum, the Finance Director shall establish the following procedures:

- a. The Finance Director shall monitor the use of the proceeds of tax-exempt governmental bonds to: (i) ensure compliance with the expenditure and investment requirements under the temporary period provisions set forth in Treasury Regulations, Section 1.148-2(e); (ii) ensure compliance with the safe harbor restrictions on the acquisition of investments set forth in Treasury Regulations, Section 1.148-5(d); (iii) ensure that the investments of any yield-restricted funds do not exceed the yield to which such investments are restricted; and (iv) determine whether there has been compliance with the spend-down requirements under the spending exceptions to the rebate requirements set forth in Treasury Regulations, Section 1.148-7.
- b. The Finance Director shall monitor the use of all bond-financed facilities in order to: (i) determine whether private business uses of bond-financed facilities have exceeded the *de minimus* limits set forth in Section 141(b) of the Code as a result of leases and subleases, licenses, management contracts, research contracts, naming rights agreements, or other arrangements that provide special legal entitlements to nongovernmental persons; and (ii)

determine whether private security or payments that exceed the *de minimus* limits set forth in Section 141(b) of the Code have been provided by nongovernmental persons with respect to such bond-financed facilities. The Finance Director shall provide training and educational resources to any Village staff who have the primary responsibility for the operation, maintenance, or inspection of bond-financed facilities with regard to the limitations on the private business use of bond-financed facilities and as to the limitations on the private security or payments with respect to bond-financed facilities.

- c. The Finance Director shall undertake the following with respect to each outstanding issue of tax-exempt governmental bonds of the Village: (i) an annual review of the books and records maintained by the Village with respect to such bonds; and (ii) an annual physical inspection of the facilities financed with the proceeds of such bonds, conducted by the Finance Director with the assistance with any Village staff who have the primary responsibility for the operation, maintenance, or inspection of such bond-financed facilities.

Record Retention Requirements

The Finance Director shall collect and retain the following records with respect to each issue of tax-exempt governmental bonds of the Village and with respect to the facilities financed with the proceeds of such bonds: (i) audited financial statements of the Village; (ii) appraisals, demand surveys, or feasibility studies with respect to the facilities to be financed with the proceeds of such bonds; (iii) publications, brochures, and newspaper articles related to the bond financing; (iv) trustee or paying agent statements; (v) records of all investments and the gains (or losses) from such investments; (vi) paying agent or trustee statements regarding investments and investment earnings; (vii) reimbursement resolutions and expenditures reimbursed with the proceeds of such bonds; (viii) allocations of proceeds to expenditures (including costs of issuance) and the dates and amounts of such expenditures (including requisitions, draw schedules, draw requests, invoices, bills, and cancelled checks with respect to such expenditures); (ix) contracts entered into for the construction, renovation, or purchase of bond-financed facilities; (x) an asset list or schedule of all bond-financed depreciable property and any depreciation schedules with respect to such assets or property; (xi) records of the purchases and sales of bond-financed assets; (xii) private business uses of bond-financed facilities that arise subsequent to the date of issue through leases and subleases, licenses, management contracts, research contracts, naming rights agreements, or other arrangements that provide special legal entitlements to nongovernmental persons and copies of any such agreements or instruments; (xiii) arbitrage rebate reports and records of rebate and yield reduction payments; (xiv) resolutions or other actions taken by the governing body subsequent to the date of issue with respect to such bonds; (xv) formal elections authorized by the Code or Treasury Regulations that are taken with respect to such bonds; (xvi) relevant correspondence, including letters, faxes or emails, relating to such bonds; (xvii) documents related to guaranteed investment contracts or certificates of deposit, credit enhancement transactions, and financial derivatives entered into subsequent to the date of issue; (xviii) bidding of financial products for investment securities; (xix) copies of all Form 8038- Ts, Form 8038-Rs, and Form 8038-CPs filed with the IRS and any other forms or documents filed with the IRS; (xx) the transcript prepared with respect to such tax-exempt governmental bonds, including but not limited to (a) official statements, private placement documents, or other offering documents, (b) minutes and resolutions, orders, or ordinances or other similar authorization for the issuance of such bonds, and (c) certification

of the issue price of such bonds; and (xxi) documents related to government grants associated with the construction, renovation, or purchase of bond-financed facilities.

The records collected by the Finance Director shall be stored in any format deemed appropriate by the Finance Director and shall be retained for a period equal to the life of the tax-exempt governmental bonds with respect to which the records are collected (which shall include the life of any bonds issued to refund any portion of such tax-exempt governmental bonds or to refund any refunding bonds) plus three (3) years. The Finance Director shall also collect and retain reports of any IRS examination of the Village or any of its bond financings.

Private Business Use of Bond-Financed Property

Generally, no more than five percent (5%) of Bond proceeds may be used for Private Business Use, and such use may occur only in accordance with the Tax Certificate and Applicable Federal Law. The use of Bond proceeds is generally evaluated, for Private Business Use purposes, based on the use of Bond-financed assets. Bond issuance costs paid from Bond proceeds are counted against the 5% limit. The following uses of Bond-financed property shall require the Finance Director's prior approval:

- use in connection with any activity that is not substantially related to the Village's tax-exempt purposes (i.e., unrelated trade or business use);
- use by third parties (i.e., other than the Village), including but not limited to leases, licenses, fee-for-use or other arrangements; management or service contracts under which the manager or service provider's compensation is based, in whole or in part, on income from operation from the facility; and
- any other use that could potentially be considered Private Business Use under Applicable Federal Law.

Change of Use

Any significant change in the use of Bond-financed property must be reported to the Finance Director prior to implementation. The Finance Director shall determine whether the proposed new use may constitute Private Business Use. If the use may be Private Business Use, the Finance Director shall consult with counsel for tax advice on whether that use or arrangement, if put into effect, will be consistent with the restrictions on Private Business Use and, if not, whether any "remedial action" permitted under the Code may be taken by the Village as a means of enabling that use.

Sale or Disposition

Any sale or other disposition of Bond-financed property must be reported to the Finance Director prior execution of any agreement of sale or other agreement of disposition. The Finance Director shall determine whether the Bond-financed property has any remaining useful life in accordance with the Tax Certificate and Applicable Federal Law, and if so, consult with nationally recognized bond counsel as to the requirements of Applicable Federal Law applicable to the sale or other disposition and the appropriate "remedial action" permitted by the Code that must be undertaken by the Village as a result of the potential sale or other disposition of the Bond-financed property.

Reissuance

Before modifying any Bond terms, the Village shall consult with nationally recognized bond counsel to determine whether the proposed modification could potentially be treated as a "reissuance" of those Bonds for federal income tax purposes.

Remedies

Upon discovering any violation of Applicable Federal Law including, but not limited to, excess Private Business Use, violation of Arbitrage restrictions or sale of Bond-financed assets, the Finance Director shall promptly consult with legal counsel to determine appropriate remedial action to correct such violation. If remedial action is not available, the Village will undertake to remedy the violation through the IRS Voluntary Closing Agreement Program (VCAP).

Policies and Procedures for Preparing and Updating Disclosures

Pursuant to the Village's responsibilities under the securities laws, including its continuing disclosure undertakings (the "Undertakings") under Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, and the Securities and Exchange Commission's statements in enforcement actions, it is necessary and in the best interest of the Village that the Village's (i) preliminary and final official statements or offering circulars and any supplements or amendments thereto (collectively, the "Official Statements"), disseminated by the Village in connection with any bonds, notes, certificates or other obligations, (ii) Annual Financial Information or Financial Information, as required by and defined in the Undertakings (the "Annual Financial Information") to be filed with the Municipal Securities Rulemaking Board's ("MSRB") Electronic Municipal Market Access ("EMMA") system, and (iii) notices of Material Events or Reportable Events, each as defined in the Undertakings, and any other required or voluntary disclosures to EMMA (each, an "EMMA Notice") comply in all material respects with the federal securities laws. Further, it is necessary and in the best interest of the Village that the Village adopt policies and procedures to enable the Village to create accurate disclosures with respect to its (i) Official Statements, (ii) Annual Financial Information, and (iii) EMMA Notices. Official Statements, Annual Financial Information and EMMA Notices are collectively referred to herein as the "Disclosures."

In response to these interests, the Village hereby adopts the following policies and procedures (the "Disclosure Policy"):

(a) Disclosure Officer. The Director of Finance of the Village (the "Disclosure Officer") is hereby designated as the officer responsible for the procedures related to Disclosures as hereinafter set forth (collectively, the "Disclosure Procedures").

(b) Disclosure Procedures: Official Statements. Whenever an Official Statement will be disseminated in connection with the issuance of obligations by the Village, the Disclosure Officer will oversee the process of preparing the Official Statement pursuant to the following procedures:

1. The Village shall select (a) the working group for the transaction, which group may include outside professionals such as disclosure counsel, a municipal advisor and an underwriter (the "Working Group") and (b) the member of the Working Group responsible for preparing the first draft of the Official Statement.

2. The Disclosure Officer shall review and make comments on the first draft of the Official Statement. Such review shall be done in order to determine that the Official Statement does not include any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made in the Official Statement not misleading. Particular attention shall be paid to the accuracy of all descriptions, significant information and financial data regarding the Village. Examples include confirming that information relating to the Village, including but not limited to demographic changes, the addition or loss of major employers, the addition or loss of major taxpayers or any other material information within the knowledge of the Disclosure Officer, is included and properly disclosed. The Disclosure Officer shall also be responsible for ensuring that the financial data presented with regard to the Village is accurate and corresponds with the financial information in the Village's possession, including but not limited to information regarding bonded indebtedness, notes, certificates, outstanding leases, tax rates or any other financial information of the Village presented in the Official Statement.

3. After completion of the review set forth in 2. above, the Disclosure Officer shall (a) discuss the first draft of the Official Statement with the members of the Working Group and such staff and officials of the Village as the Disclosure Officer deems necessary and appropriate and (b) provide comments, as appropriate, to the members of the Working Group. The Disclosure Officer shall also consider comments from members of the Working Group and whether any additional changes to the Official Statement are necessary or desirable to make the document compliant with the requirements set forth in 2. above.

4. The Disclosure Officer shall continue to review subsequent drafts of the Official Statement in the manner set forth in 2. and 3. above.

5. If, in the Disclosure Officer's reasonable judgment, the Official Statement does not include any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made in the Official Statement not misleading, the Official Statement may, in the reasonable discretion of the Disclosure Officer, be released for dissemination to the public; provided, however, that the use of the Official Statement must be ratified, approved and authorized by the President and Board of Trustees of the Village (the "Board").

6. The Official Statement Certificate (Exhibit A) should be submitted to the Village Board.

(c) Disclosure Procedures: Annual Financial Information. The Disclosure Officer will oversee the process of preparing the Annual Financial Information pursuant to these procedures:

1. By June 15th of each year (the same being at least 30 days prior to the last date on which the Annual Financial Information is required to be disseminated pursuant to the related Undertaking, the Disclosure Officer shall begin to prepare (or hire an agent to prepare) the Annual Financial Information. The Disclosure Officer shall also review the audited or unaudited financial statements, as applicable, to be filed as part of the Annual Financial Information (the "Financial Statements"). In addition to the required updating of the Annual Financial Information, the Disclosure Officer should consider whether additional information needs to be added to the Annual Financial Information in order to make the Annual Financial

Information, including the Financial Statements, taken as a whole, correct and complete in all material respects. For example, if disclosure of events that occurred subsequent to the date of the Financial Statements would be necessary in order to clarify, enhance or correct information presented in the Financial Statements, in order to make the Annual Financial Information, taken as a whole, correct and complete in all material respects, disclosure of such subsequent events should be made.

2. If, in the Disclosure Officer's reasonable judgment, the Annual Financial Information, including the Financial Statements, is correct and complete in all material respects, the Disclosure Officer shall file the Annual Financial Information with EMMA (or confirm that such filing is completed by any agent hired by the Village for such purpose) within the timeframe allowed for such filing.

3. The EMMA Reporting Certificate (Exhibit B) should be completed and submitted to the Village Board.

(d) Disclosure Procedures: Reportable Events. The Disclosure Officer will prepare (or hire an agent to prepare) Reportable Event Disclosure and file the same with EMMA (or confirm that such filing is completed by an agent hired by the Village for such purpose) in a timely manner (not in excess of ten business days after the occurrence of the Reportable Event). Incurrence of a Financial Obligation, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation, any of which affect security holders, if material, is a Reportable Event. Upon the incurrence of any Financial Obligation, as such term is defined in the Undertaking, the Disclosure Officer shall review such Financial Obligation and assess whether such Financial Obligation is material. If, in connection with such Financial Obligation, the Village has agreed to any covenant, event of default, remedy, priority right or other similar term which affects security holders, the Disclosure Officer shall further review such term and assess whether the same is material. The Disclosure Officer shall prepare a summary of such review. If, in the Disclosure Officer's reasonable judgment, following consultation with financial or legal professionals as necessary, such Financial Obligation and/or term of such Financial Obligation is deemed material, the Disclosure Officer shall file a summary of such Financial Obligation (or the entire financing document, provided that confidential or sensitive information may be redacted to the extent such redaction does not prevent all material terms from being disclosed) with EMMA not in excess of ten business days after the incurrence of such Financial Obligation.

(e) Disclosure Procedures: EMMA Notices. Whenever the Village determines to file an EMMA Notice, or whenever the Village decides to make a voluntary filing to EMMA, the Disclosure Officer will oversee the process of preparing the EMMA Notice pursuant to these procedures:

1. The Disclosure Officer shall prepare (or hire an agent to prepare) the EMMA Notice. The EMMA Notice shall be prepared in the form required by the MSRB.

2. In the case of a disclosure required by an Undertaking, the Disclosure Officer shall determine whether any changes to the EMMA Notice are necessary to make the document compliant with the Undertaking.

3. If, in the Disclosure Officer's reasonable judgment, the EMMA Notice is correct and complete and, in the case of a disclosure required by an Undertaking, complies with the

Undertaking, the Disclosure Officer shall file the EMMA Notice with EMMA (or confirm that such filing is completed by any agent hired by the Village for such purpose) within the timeframe allowed for such filing.

4. The EMMA Reporting Certificate (Exhibit B) should be completed and submitted to the Village Board.

(f) Additional Responsibilities of the Disclosure Officer. The Disclosure Officer, in addition to the specific responsibilities outlined above, shall have general oversight of the entire disclosure process, which shall include:

1. Maintaining appropriate records of compliance with this Disclosure Policy (including proofs of EMMA filings) and decisions made with respect to issues that have been raised;

2. Evaluating the effectiveness of the procedures contained in this Disclosure Policy; and

3. Making recommendations to the Board as to whether revisions or modifications to this Disclosure Policy are appropriate.

(g) General Principles.

1. All participants in the disclosure process should be encouraged to raise potential disclosure items at all times in the process.

2. The process of revising and updating the Disclosures should not be viewed as a mechanical insertion of current numbers. While it is not anticipated that there will be major changes in the form and content of the Disclosures at the time of each update, the Disclosure Officer should consider whether such changes are necessary or desirable in order to make sure the Disclosure does not make any untrue statement of a material fact or omit to state a material fact necessary or desirable, in order to make the statements made, in light of the circumstances in which they were made, not misleading at the time of each update.

3. Whenever the Village releases information, whether in written or spoken form, that may reasonably be expected to reach investors, it is said to be "speaking to the market." When speaking to the market, Village officials must be sure that the released information does not make any untrue statement of a material fact or omit to state a material fact necessary or desirable, in order to make the statements made, in light of the circumstances in which they were made, not misleading.

4. While care should be taken not to shortcut or eliminate any steps outlined in this Disclosure Policy on an ad hoc basis, the review and maintenance of the Disclosures is a fluid process and recommendations for improvement of these Disclosure Procedures should be solicited and regularly considered.

5. The Disclosure Officer is authorized to request and pay for attendance at relevant conferences or presentations or annual training sessions conducted by outside counsel, consultants or experts in order to ensure a sufficient level of knowledge for the effective administration of this Disclosure Policy.

Other Post-Issuance Actions

If, in consultation with Bond Counsel, Financial Advisor, Paying Agent, the Village Manager, the Village Attorney, or the Village Board, the Finance Director determines that any additional action not identified in this Policy must be taken by the Finance Director to ensure the continuing tax-exempt status of any issue of governmental bonds of the Village, the Finance Director shall take such action if the Finance Director has the authority to do so. If, after consultation with Bond Counsel, Financial Advisor, Paying Agent, the Village Manager, the Village Attorney, or the Village Board, the Finance Director and the Village Manager determine that this Policy must be amended or supplemented to ensure the continuing tax-exempt status of any issue of governmental bonds of the Village, the Village Manager shall recommend to the Village Board that this Policy be so amended or supplemented.

Taxable Governmental Bonds

Most of the provisions of this Policy are not applicable to governmental bonds whose interest is includable in gross income for federal income tax purposes. On the other hand, if an issue of taxable governmental bonds is later refunded with the proceeds of an issue of tax-exempt governmental refunding bonds, then the uses of the proceeds of the taxable governmental bonds and the uses of the facilities financed with the proceeds of the taxable governmental bonds will be relevant to the tax-exempt status of the governmental refunding bonds. Therefore, if there is any reasonable possibility that an issue of taxable governmental bonds may be refunded, in whole or in part, with the proceeds of an issue of tax-exempt governmental bonds then, for purposes of this Policy, the Finance Director shall treat the issue of taxable governmental bonds as if such issue were an issue of tax-exempt governmental bonds and shall carry out and comply with the requirements of this Policy with respect to such taxable governmental bonds. The Finance Director shall seek the advice of Bond Counsel as to whether there is any reasonable possibility of issuing tax-exempt governmental bonds to refund an issue of taxable governmental bonds.

Qualified 501(c)(3) Bonds

If the Village issues bonds to finance a facility to be owned by the Village but which may be used, in whole or in substantial part, by a nongovernmental organization that is exempt from federal income taxation under Section 501(a) of the Code as a result of the application of Section 501(c)(3) of the Code (a "501(c)(3) Organization"), the Village may elect to issue the bonds as "qualified 501(c)(3) bonds" the interest on which is exempt from federal income taxation under Sections 103 and 145 of the Code and applicable Treasury Regulations. Although such qualified 501(c)(3) bonds are not governmental bonds, at the election of the Finance Director, for purposes of this Policy, the Finance Director shall treat such issue of qualified 501(c)(3) bonds as if such issue were an issue of tax-exempt governmental bonds and shall carry out and comply with the requirements of this Policy with respect to such qualified 501(c)(3) bonds.

EXHIBIT A

OFFICIAL STATEMENT CERTIFICATION

The undersigned hereby certifies and represents to the Village Board (the "Board") of the Village of Orland Park, Cook and Will Counties, Illinois (the "Village"), that the undersigned is a duly appointed and acting official authorized to execute and deliver this certificate and further certifies to the Board as follows:

- (1) This certification is delivered pursuant to the Disclosure Policy of the Village dated _____, 2021 (the "Policy"). Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed thereto in the Policy. As set forth in the Policy, I have been designated as the Disclosure Officer for the Village.
- (2) In connection with the offering and sale of the _____ Bonds, Series 20__ (the "Bonds"), there has been prepared a [Preliminary] Official Statement, dated _____, 20__, setting forth information concerning the Bonds (the "[Preliminary] Official Statement"), a copy of which is attached hereto.
- (3) The information contained in the [Preliminary Official Statement] [Official Statement] does not include any untrue statement of material fact or omit to state a material fact necessary in order to make the statements made therein not misleading.

IN WITNESS WHEREOF, we have hereunto set our hand this ____ day of _____, 20__.

VILLAGE OF ORLAND PARK,
COOK AND WILL COUNTIES, ILLINOIS

By: _____

Its: Director of Finance

EXHIBIT B

EMMA REPORTING CERTIFICATION

The undersigned hereby certifies and represents to the Village Board (the "Board") of the Village of Orland Park, Cook and Will Counties, Illinois (the "Village"), that the undersigned is a duly appointed and acting official authorized to execute and deliver this certificate and further certifies to the Board as follows:

- (1) This certification is delivered pursuant to the Disclosure Policy of the Village dated _____, 2021 (the "Policy"). Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed thereto in the Policy. As set forth in the Policy, I have been designated as the Disclosure Officer for the Village.
- (2) [The Village's Annual Financial Information] [An EMMA Notice] has been prepared and will be filed with EMMA, a copy of which is attached hereto.
- (3) The information contained in the [Annual Financial Information] [EMMA Notice] is correct and complete in all material respects.

IN WITNESS WHEREOF, we have hereunto set our hand this ____ day of _____, 20__.

VILLAGE OF ORLAND PARK,
COOK AND WILL COUNTIES, ILLINOIS

By: _____

Its: Director of Finance