

Request for City Council Action

Date: January 6, 2015

Agenda Section: Consent Agenda No. 6	Originating Department: City Manager
Item: Ordinance Authorizing the Refunding of the 2006 General Obligation Bonds No. 6.1	Approved:

Background:

On April 19, 2005, the City Council approved a Street Improvement Program which provided for resurfacing of all oil and chip streets in Carbondale with bituminous asphalt material and for the reconstruction of Reed Station Road from Illinois Route 13 to East Walnut Street and South Wall Street from East Park Street to East Pleasant Hill Road. On June 20, 2006, the City Council adopted Ordinance No. 2006-42, which provided for the issuance of \$5,690,000 General Obligation Bonds Series 2006 to pay for the Program.

The current bond series carries an interest rate of 6.25% and has two annual payments remaining; December 2015 & December 2016. City staff have been in discussions with the City's bond agent and bond counsel and determined that a refunding (refinancing) of the remaining bond debt of \$1.5M (inclusive of all costs and fees) could realize a net savings of approximately \$55,000 for the City. This savings can be realized primarily by reducing the interest rate to approximately 1.6%. The term of the debt will remain the same with two annual payments remaining.

The attached ordinance, often referred to as a "parameters ordinance" provides the authority for the Mayor and City Manager to sign the appropriate refunding documents when the refunding meets a given set of parameters which includes the best interest rate available.

Recommended Action:

The City Council is requested to approve the Ordinance Authorizing the Refunding of the 2006 General Obligation Bonds.

Engineering Approval Obtained	Finance Approval Obtained	Legal Approval Obtained	Approval Obtained	Manager's Approval Obtained
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Council Action: Motion by _____ 2nd by _____ to _____

ORDINANCE NO. 2015 - _____

AN ORDINANCE OF THE CITY OF CARBONDALE, JACKSON AND WILLIAMSON COUNTIES, ILLINOIS, PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2015, PROVIDING THE DETAILS OF SUCH BONDS AND FOR A LEVY OF TAXES TO PAY THE PRINCIPAL OF AND INTEREST ON SUCH BONDS, AND RELATED MATTERS.

WHEREAS, the City of Carbondale, Jackson and Williamson Counties, Illinois (the "**City**"), is a home rule unit pursuant to the provisions of Section 6 (Powers of Home Rule Units) of Article VII (Local Government) of the Constitution of the State of Illinois and accordingly may exercise any power and perform any function pertaining to its government and affairs, as supplemented and amended, including by the Bond Authorization Act, the Registered Bond Act, the Bond Replacement Act and the Local Government Debt Reform Act, collectively, the "**Act**"; and

WHEREAS, pursuant to Ordinance No. 2006-42, adopted June 19, 2006 (the "**Prior Ordinance**"), the City on July 1, 2006 issued \$5,690,000 initial principal amount General Obligation Bonds, Series 2006 (the "**Prior Bonds**"), to provide funds for the improvement of certain infrastructure within the City (the "**Prior Project**"); and

WHEREAS, the City anticipates advance refunding and retiring (the "**Refunding**") a portion of the Prior Bonds by direct payment and/or by funding an escrow, deposit or refunding account (as applicable, the "**Refunding Account**") with cash and/or Investment Securities (the "**Investment Securities**") under an escrow, deposit or refunding agreement (as applicable, the "**Refunding Agreement**") with The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, as escrow, deposit or refunding agent (as applicable, the "**Refunding Agent**", including, as successor paying agent for the Prior Bonds); and

WHEREAS, the City Council of the City (the "**Corporate Authorities**") has determined that it is necessary to (i) advance refund a portion of the City's Prior Bonds, and (ii) pay certain costs of issuance of the Bonds (as such term is hereinafter defined), all for the benefit of the inhabitants of the City (the "**Refunding**"); and

WHEREAS, the Corporate Authorities have heretofore and it hereby is determined that up to \$1,600,000 initial principal amount General Obligation Refunding Bonds, Series 2015 (the "**Bonds**"), are to be issued under this ordinance to (i) advance refund the Prior Bonds and (ii) pay costs of issuance of the Bonds, and under and pursuant to this ordinance it is necessary and desirable that the City issue the Bonds for such purposes; and

WHEREAS, it is necessary for the best interests of the City that the Refunding be completed, and in order to raise funds required for such purpose it will be necessary for the City to borrow an aggregate principal amount of not to exceed \$1,600,000 and in evidence thereof to issue general obligation bonds payable from a direct annual ad valorem tax levied against all taxable property in the City, without limitation as to rate or amount (the "**Levied Taxes**"), in an aggregate principal amount not to exceed \$1,600,000, all in accordance with the Act; and

WHEREAS, the City anticipates accepting a proposed Bond purchase agreement (upon execution by the City and Underwriter to constitute the **“Bond Purchase Agreement”**) submitted by Bernardi Securities, Inc., Chicago, Illinois (the **“Underwriter”**), concerning the sale and purchase of the Bonds, and the Bonds are to be as described in the Preliminary Official Statement (including as supplemented and completed to constitute a final **“Official Statement”**) in connection with the offering of the Bonds for sale, as supplemented by the Continuing Disclosure Certificate and Agreement (the **“Disclosure Agreement”**) under Rule 15c2-12 (**“Rule 15c2-12”**) of the Securities and Exchange Commission (**“SEC”**); and

WHEREAS, for convenience of reference only, this ordinance is divided into sections with captions, which shall not define or limit the provisions hereof, as follows:

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NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CARBONDALE, JACKSON AND WILLIAMSON COUNTIES, ILLINOIS, as follows:

Section 1. Definitions. Unless the context or use indicates another or different meaning, certain words and terms used in this ordinance shall have the meanings set forth above in the preambles and recitals hereto and from place to place herein.

(a) Certain words and terms shall have the meanings set forth in this Section 1, as follows:

“Bona fide debt service fund” or **“BFDSF”** means a fund or account that: (1) is used primarily to achieve a proper matching of revenues with principal and interest payments within each bond year; and (2) is depleted at least once each bond year, except for a reasonable carryover amount and not to exceed the greater of: (i) the earnings on the fund for the immediately preceding bond year; or (ii) one-twelfth of the principal and interest payments on the issue for the immediately preceding Bond Year.

“Bond Purchase Agreement” shall have the meaning set forth in the recitals in the preamble to this ordinance.

“Bond Registrar” means the financial institution designated as Bond Registrar as provided in this ordinance in connection with the Bonds, and its successors and assigns.

“Bond Order” means a certificate signed by the Acting Mayor or City Manager, and attested by the City Clerk and under the seal of the City, setting forth and specifying details of the Bonds, including but not limited to, as the case may be, dated date, final principal amount, issue price, maturity schedule and interest rates, payment dates, optional and/or mandatory call provisions, conditional call notices, redemption premiums, capitalized interest, tax levies (Levied Taxes), reoffering premium, original issue discount (**“OID”**), authorize and sign a Bond Purchase Agreement, and identifying an Insurer, a Policy, Bond Registrar, Paying Agent, Refunding Agent and other fiscal agents, identification of specific Prior Bonds to be refunded, the final maturity schedule, and Refunding investments (which may be other than as provided for a legal defeasance under the Prior Ordinance).

“Bonds” means the General Obligation Refunding Bonds, Series 2015, authorized under and pursuant to this ordinance.

“Capitalized Interest”, if any, means Bond proceeds or other funds to pay initial interest on the Bonds.

“City Treasurer” means, in the context of use, the City Treasurer of the City or otherwise authorized financial officer.

“**Code**” means the Internal Revenue Code of 1986, as amended, and includes applicable Income Tax Regulations.

“**Corporate Authorities**” means the City Council of the City.

“**Debt Service Fund**” means the Debt Service Fund (2015) created, established or continued in Section 10 of this ordinance.

“**Depository**” means any automated depository for securities and a clearinghouse for securities transactions with respect to the Bonds, and its authorized successors, initially The Depository Trust Company (“**DTC**”).

“**Disclosure Agreement**” means the Continuing Disclosure Certificate and Agreement in connection with continuing disclosure obligations under SEC Rule 15c2-12 for the Bonds.

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

“**Independent**” when used with respect to any specified person means such person who is in fact independent and is not connected with the City as an officer, employee, underwriter, or person performing a similar function; and whenever it is provided in this ordinance that the opinion or report of any Independent person shall be furnished, such person shall be appointed by the City, and such opinion or report shall state that the signer has read this definition and that the signer is Independent within the meaning hereof.

“**Insurer**” means, if any, the City of a Policy securing the scheduled payment when due of the principal of and interest on the Bonds, as specified, if at all, in a Bond Order.

“**Investment Securities**” shall have the meaning set forth in the recitals in the preamble to this ordinance.

“**City**” shall have the meaning set forth in the recitals in the preamble to this ordinance.

“**Levied Taxes**” means the receipts, if any are required, derived from the levy of general taxes without limit as to rate or amount as provided for in Section 8 of this ordinance, securing and to pay the principal of and interest on the Bonds.

“**Maximum Annual Debt Service**” means an amount of money equal to the highest future principal and interest requirement of all Outstanding Bonds required by this ordinance in any Bond Year (i.e., each December 2 to the next December 1 period), including and subsequent to the Bond Year in which the computation is made; and any Outstanding Bonds

required to be redeemed pursuant to mandatory redemption shall be treated as falling due on the date required to be redeemed (except in the case of failure to make any such mandatory redemption) and not on the stated maturity date of such Outstanding Bonds.

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

“Outstanding Bonds” means the Bonds, which are outstanding and unpaid; provided, however, such term shall not include Bonds (a) which have matured and for which monies are on deposit with proper paying agents or are otherwise sufficiently available to pay all principal thereof and interest thereon; or (b) the provision for payment of which has been made by the City pursuant to this ordinance.

“Paying Agent” means the financial institution to be designated as Paying Agent as provided in this ordinance in connection with the Bonds, and its successors and assigns.

“Pledged Account” shall have the meaning in Section 10(d).

“Policy” means the Insurer’s insurance policy or other credit facility, if any, as specified, if at all, in a Bond Order, insuring and securing the scheduled payments when due of the principal of and interest on the Bonds.

“Prior Project” shall have the meaning set forth in the recitals in the preamble to this ordinance.

“Prior Ordinance” each shall have the meaning in the recitals in the preamble to this ordinance.

“Qualified Investments” means, subject to the limitations applicable in connection with an Insurer’s Policy, if any, investments in Government Securities and such other investments as may from time to time be permissible to the City under the constitution and laws of the State of Illinois.

“Refunding” shall have the meaning set forth in the recitals in the preamble to this ordinance.

“Refunding Agreement”, “Refunding Account” and **“Refunding Agent”** each shall have the meaning set forth in the recitals in the preamble to this ordinance.

“**Rule 15c2-12**” means Rule 15c2-12 of the Securities and Exchange Commission (“SEC”).

“**Yield**” or “**yield**” means yield computed under Section 1.148-4 of the Income Tax Regulations for the Bonds, and yield computed under Section 1.148-5 of the Income Tax Regulations for an investment.

“**Yield Reduction Payments**” or “**yield reduction payments**” shall have the meaning in Income Tax Regulations Section 1.148-5(c).

“**Yield Restricted**” or “**yield restricted**” with reference to an obligation means that the yield thereon is limited to the yield on the Bonds.

(b) Any certificate, letter or opinion required to be given in connection herewith shall mean a signed document attesting to or acknowledging the circumstances, representations, opinions of law or other matters therein stated or set forth. Reference herein to supplemental agreements, certificates, demands, requests, approvals, consents, notices and the like shall mean that such shall be only written whether or not a writing is specifically mentioned in the context of use. In connection with the foregoing and other actions to be taken under this ordinance, the City Manager or Acting Mayor, unless applicable law requires action by the Corporate Authorities, shall have the power and authority to make or grant or do all things, supplemental agreements, certificates, requests, demands, approvals, consents, notices and other actions required or described in this ordinance for and on behalf of the City and with the effect of binding the City in that connection. In connection herewith concerning written direction or authorization in respect of the investment of any funds, notwithstanding any provision hereof to the contrary, such direction or authorization orally by telephone, other telecommunication or otherwise, confirmed in writing, shall be appropriate and is hereby approved. Failure of the investing agent to actually receive such written confirmation shall not render invalid or ineffective any such oral direction or authorization.

Section 2. Findings. The Corporate Authorities hereby find that the matters set forth in the preambles and recitals hereto are true and correct and incorporate them herein by this reference and that it is necessary and in the best interests of the City to refund the Prior Bonds and that the Bonds be issued for such purpose and to pay related costs and expenses, including costs of issuance of the Bonds. Proceeds of the Bonds are hereby to be applied for such purpose.

Section 3. Bond Details. There shall be borrowed for and on behalf of the City the principal amount of up to \$1,600,000 (to be evidenced by the Bonds) to refund the Prior Bonds.

The Bonds shall be issued in the aggregate principal amount of up to \$1,600,000, and each shall be designated “**General Obligation Refunding Bond, Series 2015**”. The Bonds shall be dated as of or before the date of issuance as the Underwriter agrees or accepts, and shall bear the date of authentication, shall be in fully registered form, shall be in denomination of \$5,000 each and authorized integral multiples thereof, shall be numbered 1 and upward in the order of their issuance, and shall bear interest at the rate or rates (not to exceed 4.0%) and shall mature and become due and payable in the principal amount on December 1 of the years commencing not before 2015 and ending not later than 2017, all as shall be specified in a Bond

Order.

The Bonds shall bear interest from their date, or from the most recent interest payment date to which interest has been paid or duly provided for, until the principal amount of the Bonds is paid, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on the first (1st) day of June and of December of each year, commencing on or after June 1, 2015. Principal of and premium (if any) on each Bond shall be paid in lawful money of the United States of America, at the designated principal corporate trust office of the Paying Agent. Interest on each Bond shall be paid from available funds therefor, as provided in this ordinance, by check or draft of the Paying Agent to the person in whose name such Bond is registered at the close of business on the fifteenth (15th) day (whether or not a business day) of the calendar month preceding each interest payment date.

As provided in a Bond Order, and not otherwise, interest on each Bond also may be payable by wire transfer to (and at the expense of) any registered owner of a Bond or Bonds (as of the applicable record date) holding an aggregate principal amount of \$500,000 or more when such registered owner shall have requested such wire transfer payment by written instruction to the Paying Agent at least fifteen (15) days prior to an interest payment date.

The Bonds shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the City and shall be signed by the manual or duly authorized manual or facsimile signatures of the Acting Mayor and City Clerk, as they shall determine, and 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 therefor hereinafter set forth duly executed by the Bond Registrar as authenticating agent of the City and showing the date of authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this ordinance unless and until such certificate of authentication shall have been duly executed by the Bond Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this ordinance.

Section 4. Redemption. The Bonds shall be subject to redemption prior to maturity, if at all, as provided in this Section 4, subject to an applicable Bond Order.

(a) Optional Redemption. Bonds maturing on and after December 1 of the year specified in a Bond Order, shall be subject to optional redemption in whole or in part on any date on and after December 1 of the year specified in a Bond Order, at the option of the City, in any order of maturity designated by the City (but in inverse order if none is designated), at a redemption price equal to the principal amount to be redeemed, plus accrued interest to the redemption date, and otherwise shall not be subject to optional redemption.

(b) Sinking Fund Redemption. This subsection (b) shall apply to the extent a Bond Order shall specify any Term Bonds, and otherwise shall not apply. Bonds specified in a Bond Order or the Bond Purchase Agreement as Term Bonds (the “**Term Bonds**”), if any, are

subject to mandatory sinking fund redemption in the principal amount on December 1 of the years so specified, but corresponding to the principal maturities specified above in Section 3(a).

At its option before the 45th day (or such lesser time acceptable to the Bond Registrar) next preceding any mandatory sinking fund redemption date in connection with Term Bonds the City by furnishing the Bond Registrar and the Paying Agent an appropriate certificate of direction and authorization executed by the Acting Mayor or City Manager may: (i) deliver to the Bond Registrar for cancellation Term Bonds in any authorized aggregate principal amount desired; or (ii) furnish the Paying Agent funds for the purpose of purchasing any of such Term Bonds as arranged by the City; or (iii) receive a credit (not previously given) with respect to the mandatory sinking fund redemption obligation for such Term Bonds which prior to such date have been redeemed and cancelled. Each such Bond so delivered, previously purchased or redeemed shall be credited at 100% of the principal amount thereof, and any excess shall be credited with regard to future mandatory sinking fund redemption obligations for such Bonds in chronological order, and the principal amount of Bonds to be so redeemed as provided shall be accordingly reduced. In the event Bonds being so redeemed are in a denomination greater than \$5,000, a portion of such Bonds may be so redeemed, but such portion shall be in the principal amount of \$5,000 or any authorized integral multiple thereof.

(c) Procedure. The City covenants that it will redeem Bonds pursuant to the redemption provisions applicable to such Bonds. Proper provision for redemption having been made, the City covenants that the Bonds so selected for redemption shall be payable as at maturity.

The City shall, at least 45 days prior to an optional redemption date (unless a shorter time shall be satisfactory to the Bond Registrar), notify the Bond Registrar of any optional redemption date and of the principal amount of Bonds to be redeemed (no such notice shall be required in the case of any mandatory sinking fund redemption of Term Bonds). In the event that less than all of the Bonds of a particular series or maturity are called for redemption as aforesaid, as necessary, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot not more than sixty (60) days or less than thirty (30) days prior to the redemption date by the Bond Registrar by such method of lottery as the Bond Registrar shall deem fair and appropriate; 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. The Bond Registrar shall promptly notify the City in writing of the Bonds or portions of Bonds selected for redemption and, in the case of any Bond selected for partial redemption, the principal amount thereof to be redeemed.

Unless waived by the registered owner of Bonds to be redeemed, presentment for payment being conclusively such a waiver, notice of any such redemption shall be given by the Bond Registrar on behalf of the City by mailing the redemption notice by first class mail not less than thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to each registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by each such registered owner to the Bond Registrar.

All notices of redemption shall include at least the information as follows: (1) the

identification of the particular Bonds to be redeemed; **(2)** the redemption date; **(3)** the redemption price; **(4)** if less than all of the Bonds of a particular maturity are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed; **(5)** 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 such date; and **(6)** 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 Paying Agent.

Prior to any redemption date, the City shall deposit with the Paying Agent 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, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, together with accrued interest, and from and after such date (unless the City shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Neither the failure to mail such redemption notice nor any defect in any notice so mailed to any particular registered owner of a Bond shall affect the sufficiency of such notice with respect to any other registered owner. Notice having been properly given, failure of a registered owner of a Bond to receive such notice shall not be deemed to invalidate, limit or delay the effect of the notice or the redemption action described in the notice. Such notice may be waived in writing by a registered owner of a Bond, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice shall be filed with the Bond Registrar, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

Upon surrender of such Bonds for redemption in accordance with such notice, such Bonds shall be paid from available funds therefor by the Paying Agent 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 the partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal.

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

In addition to the foregoing notice set forth above, further notice shall be given by the Bond Registrar on behalf of the City as set out below, but no defect in such further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed. Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus **(a)** the CUSIP numbers of all Bonds being redeemed; **(b)** the date of issue of the Bonds as originally issued; **(c)** the rate of interest borne by each Bond being

redeemed; (d) the maturity date of each Bond being redeemed; and (e) any other descriptive information needed to identify accurately the Bonds being redeemed.

Each further notice of redemption shall be sent at least thirty (30) days before the redemption date to all registered securities depositories holding Bonds and in the Bond Registrar's sole discretion to one or more national information services that disseminate notice of redemption of obligations such as the Bonds.

Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall identify the Bond or Bonds, or portion thereof, being redeemed with the proceeds of such check or other transfer.

Section 5. Registration of Bonds and Book-Entry. The Bonds shall be negotiable, subject to the provisions for registration of transfer contained herein and related to book-entry only registration.

(a) General. This subsection (a) is subject to the provisions of subsection (b) concerning book-entry only provisions. The City shall cause books (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 Bond Registrar, which is hereby constituted and appointed the Bond Registrar of the City. The City is authorized to prepare, and the Bond Registrar shall keep custody of, multiple Bond blanks executed by the City for use in the issuance from time to time of the Bonds and in the transfer and exchange of Bonds.

Upon surrender for transfer of any Bond at the principal corporate trust office of the Bond Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by the registered owner or such owner's attorney duly authorized in writing, the City shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same series and maturity of authorized denominations, for a like aggregate principal amount. Any fully registered Bond or Bonds may be exchanged at the office of the Bond Registrar for a like aggregate principal amount of Bond or Bonds of the same series and maturity of other authorized denominations. The execution by the City of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond.

The Bond Registrar shall not be required to transfer or exchange any Bond during the period of fifteen (15) days next preceding any interest payment date on such Bond and ending on such interest payment date, nor, as applicable, to transfer or exchange any Bond after notice calling such Bond for prepayment has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of prepayment and redemption of any Bonds.

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

paid.

No service charge shall be made for any transfer or exchange of Bonds, but the City or the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds exchanged in the case of the issuance of a Bond or Bonds for the outstanding portion of a Bond surrendered for redemption.

The City Manager, Acting Mayor or City Treasurer may, in his or her discretion at any time, designate a bank with trust powers or trust company, duly authorized to do business as a bond registrar, paying agent, or both, to act in one or both such capacities hereunder, in the event the City Manager, Acting Mayor or City Treasurer shall determine it to be advisable. Notice shall be given to the registered owners of any such designation in the same manner, as near as may be practicable, as for a notice of redemption of Bonds, and as if the date of such successor taking up its duties were the redemption date.

(b) Book-Entry-Only Provisions. Unless otherwise provided in a Bond Order, the Bonds shall be issued in the form of a separate single fully registered Bond of each series for each of the maturities of the Bonds. Upon initial issuance, the ownership of each such Bond may be registered in the Bond Register therefor in a street name of the Depository, or any successor thereto, as nominee of the Depository. The outstanding Bonds from time to time may be registered in the Bond Register in a street name, as nominee of the Depository. If not presently effective, the City Manager, Acting Mayor or City Treasurer is authorized to execute and deliver on behalf of the City such letters to or agreements with the Depository as shall be necessary to effectuate such book-entry system (any such letter or agreement being referred to herein as the **“Representation Letter”**). Without limiting the generality of the authority given to the City Manager, Acting Mayor or City Treasurer with respect to entering into such Representation Letter, it may contain provisions relating to **(a)** payment procedures, **(b)** transfers of the Bonds or of beneficial interest therein, **(c)** redemption notices and procedures unique to the Depository, **(d)** additional notices or communications, and **(e)** amendment from time to time to conform with changing customs and practices with respect to securities industry transfer and payment practices.

With respect to Bonds registered in the Bond Register in the name of a nominee of the Depository, the City and the Bond Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which the Depository holds Bonds from time to time as securities depository (each such broker-dealer, bank or other financial institution being referred to herein as a **“Depository Participant”**) or to any person on behalf of whom such a Depository Participant holds an interest in the Bonds. Without limiting the meaning of the foregoing, the City and the Bond Registrar shall have no responsibility or obligation with respect to **(a)** the accuracy of the records of the Depository, the nominee, or any Depository Participant with respect to any ownership interest in the Bonds, **(b)** the delivery to any Depository Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register, of any notice with respect to the Bonds, including any notice of redemption, or **(c)** the payment to any Depository Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register, of any amount with respect to principal of or interest on the Bonds.

As long as the Bonds are held in a book-entry-only system, no person other than the nominee of the Depository, or any successor thereto, as nominee for the Depository, shall receive a Bond certificate with respect to any Bonds. Upon delivery by the Depository to the Bond Registrar of written notice to the effect that the Depository has determined to substitute a new nominee in place of the prior nominee, and subject to the provisions hereof with respect to the payment of interest to the registered owners of Bonds as of the close of business on the fifteenth (15th) day of the month next preceding the applicable interest payment date, the reference herein to nominee in this ordinance shall refer to such new nominee of the Depository.

In the event that (a) the City determines that the Depository is incapable of discharging its responsibilities described herein and in the Representation Letter, (b) the agreement among the City, the Bond Registrar, the Paying Agent and the Depository evidenced by the Representation Letter shall be terminated for any reason or (c) the City determines that it is in the best interests of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, the City shall notify the Depository and the Depository Participants of the availability of Bond certificates, and the Bonds shall no longer be restricted to being registered in the Bond Register in the name of a nominee of the Depository. At that time, the City may determine that the Bonds shall be registered in the name of and deposited with a successor depository operating a book-entry system, as may be acceptable to the City, or such depository's agent or designee, and if the City does not select such alternate book-entry system, then the Bonds may be registered in whatever name or names registered owners of Bonds transferring or exchanging Bonds shall designate, in accordance with the provisions hereof. Notwithstanding any other provision of this ordinance to the contrary, so long as any Bond is registered in the name of a nominee of the Depository, all payments with respect to principal of and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, in the manner provided in the Representation Letter.

Section 6. Security. The Bonds are and constitute general obligations of the City to which are pledged the full faith and credit of the City, including by a levy of direct annual taxes without limit as to rate or amount sufficient to pay when due the principal thereof and interest thereon.

Section 7. Form of Bonds. With appropriate completion of blanks and other modifications, including but not limited to inclusion of the printer's abbreviations with respect to the status of registered ownership, conforming to applicable Bond Orders, and an Insurer's standard statement of insurance, Bonds shall be in substantially the form as follows (The Bond form shall be conformed to applicable Bond Orders, and bracketed provisions shall be adapted and/or deleted, as applicable.):

[The remainder of this page is intentionally left blank.]

(Form of Bonds - Front Side)

REGISTERED

REGISTERED

NO. _

\$

**UNITED STATES OF AMERICA
STATE OF ILLINOIS
THE COUNTIES OF JACKSON AND WILLIAMSON
CITY OF CARBONDALE
GENERAL OBLIGATION REFUNDING BOND
SERIES 2015**

See Reverse Side for
for Additional Provisions

**Interest
Rate:**

**Maturity
Date:**

**Dated
Date:**

CUSIP:

Registered Owner:

Principal Amount:

KNOW ALL BY THESE PRESENTS, that the City of Carbondale, Jackson and Williamson Counties Illinois, a municipality and unit of local government of the State of Illinois (the “**City**”), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above, the Principal Amount identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on such Principal Amount from the later of the Dated Date of this Bond identified above or from the most recent interest payment date to which interest has been paid or duly provided for at the Interest Rate per annum identified above, such interest to be payable on June 1 and December 1 of each year, commencing June 1, 2015, until such Principal Amount is paid or duly provided for, except as the hereinafter stated provisions for redemption prior to maturity may and shall become applicable to this Bond. The principal of and redemption premium, if any, due on this Bond are payable in lawful money of the United States of America upon presentation hereof through the designated payment office of The Bank of New York Mellon Trust Company, N.A., St. Louis, Missouri, as paying agent (including its successors, the “**Paying Agent**”).

Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the City maintained by The Bank of New York Mellon Trust Company, N.A., in St. Louis, Missouri, as Bond Registrar (including its successors, the “**Bond Registrar**”), at the close of business on the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding the interest payment date and shall be paid by check or draft of the Paying Agent, payable in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar. (Insert and adapt, as applicable: Interest on each Bond also may be payable by wire transfer to, and at the expense of, any registered owner of a Bond or Bonds (as of the applicable record date) holding an aggregate principal amount of \$500,000 or more when such registered owner shall have requested such wire transfer payment by written instruction to the Paying Agent at least fifteen (15) days prior to an interest payment date.

This Bond and each Bond of the series of which it forms a part (the “**Bonds**”) are issued in the aggregate principal amount of \$_____ pursuant to the power and authority of the City as a home rule unit under the Constitution of the State of Illinois, as supplemented and amended (collectively, the “**Act**”), and the principal of and interest and any premium on the Bonds are payable from and secured by unlimited ad valorem taxes duly levied on all of the taxable property in the City of Carbondale, Illinois, constituting Levied Taxes. The Bonds are being issued to finance certain capital facilities and improvements and to refinance certain municipal facilities, improvements and costs, by refunding certain prior obligations, as authorized by the Act and as more fully described in proceedings adopted by the City Council (the “**Corporate Authorities**”) pursuant to the Act and in Ordinance No. ___ authorizing the issuance of the Bonds, adopted by the Corporate Authorities on the 6th day of January, 2015 (the “**Bond Ordinance**”, with respect to which the undefined terms herein shall have the meanings therein). For the prompt payment of the Bonds, both principal and interest as aforesaid, at maturity or mandatory redemption, the full faith and credit of the City, including the power to levy taxes without limit as to rate or amount, are hereby irrevocably pledged.

[Insert as applicable: 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.

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 in the Bond Ordinance. Upon surrender for transfer or exchange of any Bond through the designated corporate trust office of the Bond Registrar in St. Louis, Missouri, duly endorsed by or accompanied by a written instrument or instruments of transfer or exchange in form satisfactory to the Bond Registrar and duly executed by the registered owner or an attorney for such registered owner duly authorized in writing, the City shall execute and the Bond 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 rate, of authorized denominations, for a like aggregate principal amount.

The Bond Registrar shall not be required to transfer or exchange any Bond during the period of fifteen (15) days next preceding any interest payment date on such Bond and ending on such interest payment date, nor to transfer or exchange any Bond after notice calling such Bond for prepayment has been mailed[, nor during a period of fifteen (15) days next preceding mailing of a notice of prepayment and redemption of any Bonds].

The City, the Paying Agent and the Bond 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, premium, if any, and interest due hereon and for all other purposes and neither the City nor the Paying Agent or Bond Registrar shall be affected by any notice to the contrary.

[Adapt and insert, as applicable: Bonds maturing December 1, _____ are Term Bonds (the “Term Bonds**”), subject to mandatory sinking fund redemption in the principal amount on January 1 of each of the years, as follows:

Dec. 1, 20	Term Bonds	Dec. 1, 20	Term Bonds
Principal	Principal	Principal	Principal
Year Amount(\$)	Year Amount(\$)	Year Amount(\$)	Year Amount(\$)

* To be paid at maturity unless previously retired.]***

** To be deleted in the event there are no Term Bonds to be issued.

[Adapt and insert, as applicable: Bonds maturing on and after December 1, 20____ shall be subject to optional redemption in whole or in part on any date on and after December 1, 20____, at the option of the City, in any order of maturity designated by the City (but in inverse order if none is designated), at a redemption price equal to the principal amount to be redeemed, plus accrued interest to the redemption date. OR: The Bonds are not subject to call for optional redemption prior to maturity.]

The rights and obligations of the City and of the registered owners of Bonds of the series of which this Bond is one may be modified or amended at any time with the consent of the City and of the registered owners of not less than two-thirds (2/3rds) in principal amount of outstanding Bonds in the manner, to the extent, and upon the terms provided in the Bond Ordinance, provided that no such modification or amendment shall extend the maturity or reduce the interest rate on or otherwise alter or impair the obligation of the City to pay the principal, interest or redemption premium, if any, from the designated sources therefor, in the manner at the time and place and at the rate and in the currency provided therein of any Bond without the express consent of the registered owner of such Bond, or permit the creation of a preference or priority of any Bond or Bonds over any other Bond or Bonds, or reduce the percentage of Bonds

required for the affirmative vote or written consent to an amendment or modification, all as more fully set forth in the Bond Ordinance.

It is hereby certified and recited that all conditions, acts and things required by the constitution and laws of the State of Illinois to exist or to be done precedent to and in the issuance of this Bond, have existed and have been properly done, happened and been performed in regular and due form and time as required by law; that the indebtedness of the City, represented by the series of Bonds of which this Bond is one, and including all other indebtedness of the City, howsoever evidenced or incurred, does not exceed any constitutional or statutory or other lawful limitation; and that provision has been made for the levy of general taxes without limit as to rate or amount on all taxable property within the City's corporate limits to pay and secure the series of Bonds of which this Bond is one.

The Bonds have been designated as "**qualified tax-exempt obligations**" under Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the Bond Registrar. Notwithstanding any other provision hereof, at any time that the Bonds are registered in the name of a securities depository or its nominee, the manner and timing of payment of Bonds shall be governed by the agreement entered into with such securities depository.

IN WITNESS WHEREOF the City of Carbondale, Jackson and Williamson Counties, Illinois, by its City Council, has caused this Bond to be executed by the manual or duly authorized facsimile signature of its Acting Mayor and attested by the manual or duly authorized facsimile signature of its City Clerk and its corporate seal or a facsimile thereof to be impressed or reproduced hereon, all as appearing hereon and as of the Dated Date identified above.

**CITY OF CARBONDALE, JACKSON
COUNTY, ILLINOIS**

Attest:

(SEAL)

Acting Mayor, City of Carbondale,
Jackson and Williamson Counties, Illinois

City Clerk, City of Carbondale, Illinois

**Bond Registrar
and Paying Agent:**

The Bank of New York Mellon Trust Company, N.A.
St. Louis, Missouri

CERTIFICATE OF AUTHENTICATION

Date of Authentication:

This Bond is one of the Bonds described in the within mentioned Bond Ordinance and is one of the General Obligation Refunding Bonds, Series 2015, having a Dated Date of _____, 2015, of the City of Carbondale, Jackson and Williamson Counties, Illinois.

**The Bank of New York Mellon Trust Company, N.A.,
St. Louis, Missouri, as Bond Registrar**

By
Authorized Signer

ASSIGNMENT

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

(Name, Address and Tax Identification of Assignee)
the within Bond and does hereby irrevocably constitute and appoint _____
_____ as attorney to transfer the within Bond on the
books kept for registration thereof with full power of substitution in the premises.

Dated:

Signature guaranteed:

(Name of Eligible Guarantor Institution as defined
by SEC Rule 17 Ad-15 (17 CFR 240.1 Ad-15))

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

Certain bracketed materials in the above form shall be deleted or modified, as applicable.

Section 8. 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 thereof at maturity or upon mandatory redemption, there is hereby levied upon all of the taxable property within the City of Carbondale, Illinois, in the years for which any of the Bonds are outstanding, a direct annual tax sufficient for the purpose; and there are hereby levied on all of the taxable property in the City of Carbondale, Illinois, in addition to all other taxes, the direct annual taxes (constituting the Levied Taxes) for the levy years commencing not before 2014 and ending not later than levy year 2016, as shall be specified in an applicable Bond Order.

Interest or principal on the Bonds coming due at any time when there are insufficient funds on hand from the Levied Taxes to pay the same shall be paid promptly when due from current funds on hand (and not subject to a prior pledge) in advance of the collection of the Levied Taxes herein levied; and when the Levied Taxes shall have been collected, reimbursement shall be made to such funds in the amount so advanced.

Whenever 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 Corporate Authorities shall, by proper proceedings, direct the deposit of such funds into the Debt Service Fund and further shall direct or through appropriate officers certify the abatement of the taxes by the amount so deposited. A certified copy of any such certificate of abatement and of any such proceedings abating taxes shall be filed with the County Clerks of The Counties of Jackson and Williamson, Illinois, in a timely manner to effect such abatement.

The City covenants and agrees with the purchasers and owners of the Bonds that so long as any of the Bonds remain outstanding and unless and to the extent that moneys are then irrevocably on deposit in the Debt Service Fund, the City will take no action or fail to take any action which in any way would adversely affect the ability of the City to levy and collect the foregoing tax levy. The City and its officers will comply with all present and future applicable laws in order to assure that the Levied Taxes may be levied, extended, collected and deposited into the Debt Service Fund, all as provided herein. Levied Taxes shall be directly deposited into the Debt Service Fund.

Section 9. Filing with County Clerks. After this ordinance becomes effective and prior to issuance of any Bonds, a copy of this ordinance, certified by the City Clerk, shall be filed (together with any Bond Order also affecting tax levies, as the case may be) with the County Clerks of The Counties of Jackson and Williamson, Illinois; and each such County Clerk shall in and for each of the authorized levy years, as provided in an applicable Bond Order, ascertain the rate percent required to produce the aggregate tax hereinbefore provided to be levied in each such year and in each such County; and each such County Clerk shall extend the same for collection on the tax books in connection with any other taxes that may be levied in each such year in and by the City for general corporate purposes of the City; and in each such year such annual tax shall be levied and collected by and for and on behalf of the City in like manner as provided by law for the levy and collection of taxes for general corporate purposes for each such year,

without limit as to either rate or amount, and in addition to and in excess of all other taxes.

Section 10. Debt Service and Rebate Funds; Investments.

(a) **Debt Service Fund.** There is hereby created and established, or continued from the Prior Ordinance, the special fund of the City, which fund shall be held separate and apart from all other funds and accounts of the City and shall be known as the “**Debt Service Fund (2015)**” (the “**Debt Service Fund**”), which shall be initially credited with accrued interest.

Levied Taxes are to be paid to the City Treasurer by the officers who collect or receive the Levied Taxes. Whenever the City Treasurer receives any of the Levied Taxes or other moneys duly appropriated, budgeted or otherwise allocated to the payment of debt service on the Bonds, he or she shall promptly deposit or credit the same into the Debt Service Fund. Moneys in the Debt Service Fund shall be used by the City solely and only for the purpose of paying when due debt service on the Bonds.

(b) **The Rebate Fund.** There is hereby created a separate and special fund known as the “**Rebate Fund,**” into which there shall be deposited as necessary investment earnings in the Debt Service Fund and the Proceeds Fund to the extent required so as to maintain the tax exempt status of interest on Bonds. All rebates, special impositions, Yield Reduction Payments or taxes for such purpose payable to the United States of America (Internal Revenue Service) under Section 148(f) of the Code shall be payable from the Rebate Account. The City may execute an appropriate arbitrage regulation agreement concerning, among other things, arbitrage rebate and Yield Reduction Payments.

(c) **Investments.** The moneys on deposit in the Debt Service Fund, the Proceeds Fund and the Rebate Fund therein may be invested from time to time in Qualified Investments, including authorized investment securities under a Refunding Agreement. Any such investments may be sold from time to time by the City as moneys may be needed for the purposes for which such funds and such accounts have been created. In addition, the City Treasurer shall sell such investments when necessary to remedy any deficiency in such Funds, and related accounts. Any earnings or losses on such investments shall first be attributed to the fund or account in which such investment was made. Investments shall be valued at least annually (on a consistent basis as determined by the City) at the lower of cost or market.

(d) **Bona Fide Debt Service Fund:** Moneys preliminary to deposit in subsection (a) above and used to abate taxes under Section 8 above, which if deposited into the Debt Service Fund would disqualify the Debt Service Fund as a bona fide debt service fund, shall be held in a separate account designated the “**Pledged Account**” (the “**Pledged Account**”) of the Debt Service Fund and the investment yield thereon yield restricted and subject to yield reduction payments. Funds in the Pledged Account shall be transferred to the Debt Service Fund at the same time and in the manner that would not disqualify such Debt Service Fund to the extent as a BFDSF.

(e) **Yield Reduction Payments.** Unless the City shall have requested and received an approving written opinion of Bond Counsel to the contrary, moneys on deposit to credited to the Pledged Account shall be subject to yield restriction to the yield on the Bonds, subject to “**yield reduction payments**”, as applicable, under Section 1.148-5(c) of the Income Tax Regulations, which the City shall determine and, as applicable, pay in the same manner as arbitrage rebate under (a) above.

Section 11. General Covenants. The City covenants and agrees with the owners of the Bonds, that so long as any Bonds remain outstanding and unpaid:

(a) The City will punctually pay or cause to be paid from the Debt Service Fund the principal of, interest on and premium, if any, to become due in respect of the Bonds in strict conformity with the terms of the Bonds and this ordinance, and it will faithfully observe and perform all of the conditions, covenants and requirements hereof.

(b) The City will pay and discharge, or cause to be paid and discharged from the Debt Service Fund any and all lawful claims which, if unpaid, might become a lien or charge upon the Levied Taxes, or any part thereof, or upon any funds in the hands of the Paying Agent, or which might impair the security of the Bonds. Nothing herein contained shall require the City to make any such payment so long as the City in good faith shall contest the validity of such claims.

(c) The City will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the City, in which complete and correct entries shall be made of all transactions relating to the Prior Project and to the Levied Taxes and any other monies to be applied to the payment of debt service on the Bonds. Such books of record and accounts shall at all times during business hours of the City be subject to the inspection of the registered owners of not less than ten per cent (10%) (or such lesser percentage as may be required by applicable law) of the principal amount of the Bonds then outstanding, or their representatives authorized in writing.

(d) The City will preserve and protect the security of the Bonds and the rights of the registered owners of the Bonds, including without limitation the right at all times to receive and apply the Levied Taxes and other monies to be applied to the payment of debt service on the Bonds, in the manner, at the time and with the effect contemplated by this ordinance, with respect to which, among other things, the City covenants to strictly comply with all requirements of applicable law in connection therewith and herewith, and will warrant and defend their rights against all claims and demands of all persons.

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

(f) As long as any Bonds are Outstanding, the City will continue to deposit the Levied Taxes and other monies to be applied to the payment of debt service on the Bonds to the Debt Service Fund. The City covenants and agrees with the owners thereof that so long as any Bonds remain outstanding, the City will take no action or fail to take any action which in any way would adversely affect the ability of the City to collect and apply the Levied Taxes and other monies to be applied to the payment of debt service on the Bonds in accordance with this ordinance. The City and its officers will comply with all present and future applicable laws in order to assure that such taxes and monies may be collected as provided herein and deposited into the Debt Service Fund and applied in accordance with this ordinance.

Section 12. Sale of the Bonds. The Bonds hereby authorized shall be sold and executed as in this ordinance provided as soon after the passage hereof as may be, and the proceeds from such sale, to the extent not directly applied by the Underwriter to pay for the Insurer's Policy, if any, and other issuance costs at the time the Bonds are issued, shall thereupon be deposited with the City Manager, Acting Mayor or City Treasurer of the City, and be by the City Manager, Acting Mayor or the City Treasurer delivered to or at the direction of the Underwriter in accordance with the terms and provisions of an applicable Bond Purchase Agreement, upon receipt of the purchase price therefor, the same being the purchase price set forth in such Bond Purchase Agreement including any accrued interest, if any, to date of delivery. A Bond Purchase Agreement is in all respects ratified, approved and confirmed, it being hereby found and determined that any such Bond Purchase Agreement is to be in the best interests of the City and that no person holding an office of the City either by election or appointment, is in any manner interested, either directly or indirectly, in his or her own name or in the name of any other person, association, trust or corporation, in the Bond Purchase Agreement. The Underwriter shall receive a credit against the purchase price for the purchase of the investment securities related to an Escrow Account and for issuance costs directly paid by the Underwriter, which payment is hereby authorized.

The issuance, sale and delivery of the Bonds shall be accompanied by the supporting documentation required by the Bond Purchase Agreement, including as follows: (1) a certified copy of this ordinance; (2) a written direction from the Acting Mayor or City Manager to the Bond Registrar to authenticate and deliver Bonds; (3) with respect to the initial issuance, sale and delivery of any Bonds the approving opinion of Ice Miller LLP, Chicago, Illinois (including other nationally recognized bond counsel, "**Bond Counsel**"), that such Bonds have been validly issued and constitute general obligations of and binding against the City according to their terms and as to the tax-exempt status thereof; (4) the purchase price for the Bonds; (5) an executed counterpart of, as applicable, the Bond Purchase Agreement, Refunding Agreement, and Disclosure Agreement, and (6) such other and further showings and instruments as the City, Bond Counsel approving the Bonds or the Underwriter shall reasonably require.

The City hereby ratifies, authorizes, confirms and approves the Official Statement used or to be used in the offering and sale of the Bonds. The City hereby deems the Official Statement to be final as of the date of this ordinance, as provided in and subject to appropriate supplements under Rule 15c2-12 of the Securities and Exchange

Commission. The City will cooperate with the Underwriter in connection with the compliance by the Underwriter with requirements of such Rule 15c2-12 and applicable rules of the Municipal Securities Rulemaking Board, including that the Disclosure Agreement is authorized to be executed, delivered and performed by the City.

Section 13. Use of Bond Proceeds. The proceeds derived from the sale of the Bonds shall be used as follows:

(a) Accrued interest, if any, received by the City upon the sale of the Bonds (and any capitalized interest), following the delivery of the Bonds, shall be remitted by the City Treasurer for deposit in the Debt Service Fund and shall be used to pay first interest coming due on the Bonds.

(b) Net of amounts to directly pay issuance costs and to fund a Refunding Account or the Refunding Deposit, funds shall be set aside in a separate accounts of the fund hereby created and designated as the “**Bond Proceeds Fund (2015)**” (the “**Proceeds Fund,**” within which there shall be a “**Refunding Account**” for the Refunding (in the event a Refunding Account under a Refunding Agreement is not timely funded or direct Refunding payments are not otherwise made or provided for). Moneys in the Refunding Account or escrow Account as applicable shall be applied to refund the Prior Bonds, in the Proceeds Fund shall be applied to pay issuance costs for the Bonds.

(c) The City may then allocate from Bond proceeds, in excess of the requirements in (a) and (b) above or from other available funds, up to a sum necessary for expenses incurred in the issuance of the Bonds, net of any costs of issuance directly paid by the Underwriter, which direct payment is hereby authorized, which shall be deposited into an “**Expense Fund**” to be maintained by the City Treasurer and disbursed for such issuance expenses from time to time in accordance with usual City procedures for the disbursement of funds, which disbursements are hereby expressly authorized.

Section 14. Arbitrage. The Corporate Authorities certify and covenant with the registered owners of the Bonds from time to time outstanding, that so long as any of the Bonds remain outstanding, moneys on deposit in any fund or account in connection with the Bonds, whether or not such moneys were derived from the proceeds of the sale of the Bonds or from any other sources, will not be used in a manner which will cause such Bonds to be “**private activity bonds**”, “**arbitrage bonds**” or “**hedge bonds**” under Sections 141, 148 and 149(g) of the Code and any lawful regulations promulgated or proposed thereunder, as the same presently exist, or may from time to time hereafter be amended, supplemented or revised. The Corporate Authorities reserve the right, however, to make any investment of such moneys permitted by Illinois law and this ordinance, if, when and to the extent that Section 148 of the Code or applicable Income Tax Regulations shall be repealed or relaxed or shall be held void by final decision of a court of competent jurisdiction, but only if any investment made by virtue of such repeal, relaxation or decision would not, in the opinion of Bond Counsel of recognized competence in such matters, result in making the interest on any of the Bonds subject to

federal income taxation. The Corporate Authorities further reserve the right to apply any applicable arbitrage rebate exception, with respect to which the City Manager or other authorized officer is authorized to make applicable elections and otherwise act.

Section 15. Refunding Bonds. Refunding obligations issued to refund, whether at or in advance of maturity, Bonds issued under this ordinance, may be issued by the Corporate Authorities hereunder, and, upon such issuance, shall be “**Bonds**” as defined hereunder, subject to the limitations hereof.

Section 16. Payment and Discharge. The Bonds may be discharged, payment provided for, and the City’s liability terminated, in whole or in part, as follows:

(a) Discharge of Indebtedness. If (i) the City shall pay or cause to be paid to the registered owners of the Bonds the principal, premium, if any, and interest to become due thereon at the times and in the manner stipulated therein and herein, (ii) all fees and expenses of the Bond Registrar and Paying Agent shall have been paid, and (iii) the City shall keep, perform and observe all and singular the covenants and promises in the Bonds and in this ordinance expressed as to be kept, performed and observed by it or on its part, then these presents and the rights hereby granted shall cease, determine and be void. If the City shall pay or cause to be paid to the registered owners of all outstanding Bonds of a particular series, or of a particular maturity within a series, the principal, premium, if any, and interest to become due thereon at the times and in the manner stipulated therein and herein, such Bonds shall cease to be entitled to any lien, benefit or security under this ordinance, and all covenants, agreements and obligations of the City to the registered owners of such Bonds shall thereupon cease, terminate and become void and discharged and satisfied.

(b) Provision for Payment. Bonds for the payment or redemption of which sufficient monies or sufficient Government Securities shall have been deposited with the Paying Agent (whether upon or prior to the maturity or the redemption date of such Bonds) shall be deemed to be paid within the meaning of this ordinance and no longer outstanding under this ordinance; provided, however, that if such Bonds are to be redeemed prior to the maturity thereof, notice of such redemption shall have been duly given as provided in this ordinance or arrangements satisfactory to the Bond Registrar (including Certified Public Accountant verifications and opinions of Bond Counsel, as requested) shall have been made for the giving thereof. Government Securities shall be considered sufficient only if such investments are not redeemable prior to maturity at the option of the City thereof and mature and bear interest in such amounts and at such times as will assure sufficient cash to pay currently maturing interest and to pay principal and redemption premiums if any when due on the Bonds without rendering the interest on any Bonds taxable under the Code. The City may at any time surrender to the Bond Registrar for cancellation by it any Bonds previously authenticated and delivered hereunder, which the City may have acquired in any manner whatsoever, and such Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

(c) Termination of City’s Liability. Upon the discharge of indebtedness under paragraph (a) hereof, or upon the deposit with the Paying Agent or another

appropriate fiscal agent of sufficient money and Government Securities (such sufficiency being determined as provided in paragraph (b) hereof) for the retirement of any particular Bond or Bonds, all liability of the City in respect of such Bond or Bonds shall cease, determine and be completely discharged and the registered owners thereof shall thereafter be entitled only to payment out of the money and the proceeds of the Government Securities deposited as herein described for their payment.

Section 17. Ordinance a Contract. The provisions of this ordinance shall constitute a contract between the City and the registered owners of the Bonds, and no changes, additions or alterations of any kind shall be made hereto, except as herein provided.

Section 18. Amendment. The rights and obligations of the City and of the registered owners of outstanding Bonds may from time to time be modified or amended by a supplemental ordinance adopted by the Corporate Authorities with the written consent of the Insurer, if any, and of the registered owners of not less than two-thirds (2/3rds) of the principal amount of all outstanding Bonds (excluding any of such Bonds owned by or under the control of the City) affected by any such supplemental ordinance, other than amendments not prejudicial to the rights of the registered owners of the Bonds (which may be conclusively determined by receipt of an approving opinion of Bond Counsel); provided, however, that no such modification or amendment shall extend or change the maturity of or date of redemption prior to maturity, or reduce the interest rate on, or permit the creation of a preference or priority, other than as herein provided, of any outstanding Bond or outstanding Bonds over any other outstanding Bond or outstanding Bonds, or otherwise alter or impair the obligation of the City to pay the principal of and interest on any of the outstanding Bonds at the time, place, rate, and in the currency provided herein, or alter or impair the obligations of the City with respect to registration, transfer, exchange or notice or redemption of Bonds, without the written consent of the registered owners of all the outstanding Bonds affected; nor shall such modification or amendment reduce the percentage of the registered owners of outstanding Bonds required for the written consent of such modification or amendment without the written consent of the registered owners of all of the outstanding Bonds.

Section 19. Partial Invalidity. If any section, paragraph, clause or provision of this ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance.

Section 20. Registered Form. The City recognizes that Section 149 of the Code requires the Bonds to be issued and to remain in fully registered form in order that interest thereon is exempt from federal income taxation under laws in force at the time the Bonds are delivered. In this connection, the City agrees that it will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 21. Bond Registrar and Paying Agent. The Bond Registrar shall maintain a list of the names and addresses of the registered owners of all Bonds and upon any transfer shall add the name and address of the new registered owner and eliminate the name and address of the transferor registered owner. If requested by a Bond Registrar

and/or Paying Agent, the City Manager or Acting Mayor of the City are authorized to execute the Bond Registrar's and/or Paying Agent's standard form of agreement between the City and the Bond Registrar and/or Paying Agent with respect to the obligations and duties of the Bond Registrar and/or Paying Agent hereunder, which may include the following:

(a) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;

(b) to maintain a list of registered owners of Bonds as set forth herein and to furnish such list to the City upon request, but otherwise to the extent lawful to keep such list confidential;

(c) to give notices of redemption of Bonds as provided herein;

(d) to cancel and/or destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer;

(e) to furnish the City at least annually a certificate with respect to Bonds cancelled and/or destroyed; and

(f) to furnish the City at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds.

In any event the foregoing (a)-(f) shall apply to the Bond Registrar and Paying Agent. The City Clerk is hereby directed to file a certified copy of this ordinance with the Bond Registrar and Paying Agent.

Section 22. Prior Inconsistent Proceedings. All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this ordinance, are to the extent of such conflict hereby repealed.

Section 23. Immunity of Officers and Employees. No recourse shall be had for the payment of the principal of or premium or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in this ordinance contained against any past, present or future Mayor, City Manager, Council Member or other officer, employee or agent of the City, or of any successor public corporation, as such, either directly or through the City or any successor public corporation, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officers, council members, employees or agents as such is hereby expressly waived and released as a condition of and consideration for the passage of this ordinance and the issuance of the Bonds.

Section 24. Not Private Activity Bonds. None of the Bonds is a "private activity bond" as defined in Section 141(a) of the Code. In support of such conclusion, the City certifies, represents and covenants as follows:

(a) No direct or indirect payments in violation of Section 141 of the Code are to be made on any Bond with respect to any private business use by any person other than a state or local governmental unit or private security or payment.

(b) None of the proceeds of the Bonds is to be used, directly or indirectly, in violation of Section 141 of the Code to make or finance loans to persons other than a state or local governmental unit.

Section 25. Arbitrage Rebate. The City recognizes that the provisions of Section 148 of the Code require a rebate to the United States in certain circumstances. In this connection the City will execute a Tax Regulation Agreement. In this connection, the City covenants, represents and certifies as follows:

(a) The City is a local governmental unit with general taxing powers.

(b) No Bond in this issue is a “**private activity bond**” as defined in Section 141(a) of the Code.

(c) All the net proceeds of the Bonds are to be used for the local government activities of the City described in this ordinance (or of a governmental unit the jurisdiction of which is entirely within the jurisdiction of the City). There are no “**subordinate entities**” to the City.

(d) The aggregate face amount of all tax-exempt bonds (other than private activity bonds as defined in the Code) issued by the City (and all subordinate entities thereof) during the calendar year in which the Bonds are issued is not reasonably expected to exceed \$5,000,000 within the meaning of Section 148(f)(4)(D) of the Code, but the City may execute an arbitrage regulation agreement in the event this limit is exceeded.

Section 26. Certain Tax Covenants. The City agrees to comply with all provisions of the Code which, if not complied with by the City, would cause interest on the Bonds not to be tax-exempt. In furtherance of the foregoing provisions, but without limiting their generality, the City agrees: **(a)** through its officers, to make such further specific covenants, representations as shall be true, correct and complete, and assurances as may be necessary or advisable; **(b)** to comply with all representations, covenants and assurances contained in certificates or agreements as may be prepared by Bond Counsel approving the Bonds; **(c)** to consult with such Bond Counsel and to comply with such advice as may be given; **(d)** to pay to the United States, if necessary, such sums of money representing required rebates of excess arbitrage profits relating to the Bonds; **(e)** to file such forms, statements and supporting documents as may be required and in a timely manner; 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 City in such compliance.

One purpose of this Section 26 is to set forth various facts regarding the Bonds and to establish the expectations of the Corporate Authorities and the City as to

future events regarding the Bonds and the use of Bond proceeds. The certifications and representations made herein and at the time of the issuance of the Bonds are intended, and may be relied upon, as certifications and expectations described in Section 1.148-O *et seq.* of the Income Tax Regulations dealing with arbitrage and rebate (the “**Regulations**”). The covenants and agreements contained herein and to be made at the time of the issuance of the Bonds are made for the benefit of the registered owners from time to time of the Bonds. The Corporate Authorities and the City agree, certify, covenant and represent as follows:

(a) The Bonds are being issued to refinance the Prior Project by the Refunding of the Prior Bonds and to pay certain costs of issuance of the Bonds, and all of the amounts received upon the sale of the Bonds, plus all investment earnings thereon (the “**Proceeds**”) are needed for the purpose for which the Bonds are being issued.

(b) Proceeds of the Bonds will be applied as described above in Section 2.

(c) The City has on hand no funds which could legally and practically be used for Refunding Prior Bonds which are not pledged, budgeted, earmarked or otherwise necessary to be used for other purposes. Accordingly, no portion of the Proceeds will be used (i) directly or indirectly to replace funds of the City or any agency, department or division thereof that could be used as herein provided, or (ii) to replace any proceeds of any prior issuance of obligations by the City. No portion of the Bonds is being issued solely for the purpose of investing Proceeds at a Yield higher than the Yield on the Bonds. For purposes of this Section 26, “**Yield**” or “**yield**” means that yield (that is, the discount rate) which when used in computing the present worth of all payments of principal and interest to be paid on an obligation (using semi-annual compounding on the basis of a 360-day year) produces an amount equal to the purchase price of the obligation, including accrued interest. The “**issue price**” of the Bonds is equal to the first offering price at which more than 10% of the principal amount of each maturity of the Bonds is sold to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers).

(d) All principal proceeds of the Bonds, not directly applied for Refunding Prior Bonds or to pay for the Policy or other authorized issuance costs, as the case may be, will be deposited in the Expense Fund and used to pay costs of issuance of the Bonds, and any accrued interest and premium received on the delivery of the Bonds will be deposited in the Debt Service Fund and used to pay the first interest due on the Bonds. Earnings on investment of moneys in any fund or account will be credited to that fund or account. Issuance costs of the Bonds, will be paid from the Proceeds Fund or Expense Fund, and no other moneys are expected to be deposited therein. Interest on and principal of the Bonds will be paid from the Debt Service Fund. Except for the Refunding, proceeds will not be used for the purpose of paying principal or interest on any issue of bonds, notes, certificates or warrants or on any installment contract or other obligation of the City or for the purpose of replacing any funds of the City used for such purpose.

(e) The Debt Service Fund (except the Pledged Account) is established to achieve a proper matching of revenues and earnings with debt service in each Bond Year (i.e., each December 2 - December 1 period). Other than any amounts held to pay principal of matured Bonds that have not been presented for payment, it is expected that any moneys deposited in the Debt Service Fund will be spent within the 12-month period beginning on the date of deposit therein. Any earnings from the investment of amounts in the Debt Service Fund will be spent within a one-year period beginning on the date of receipt of such investment earnings. Other than any amounts held to pay principal of matured Bonds that have not been presented for payment, it is expected that the Debt Service Fund (except a Pledged Account) will be depleted at least once a year, except for a reasonable carryover amount not to exceed the greater of (i) one-year's earnings on the investment of moneys in the Debt Service Fund or (ii) in the aggregate one-twelfth (1/12th) of the annual debt service on the Bonds.

(f) Other than the Debt Service Fund, no funds or accounts have been or are expected to be established, and no moneys or property have been or are expected to be pledged (no matter where held or the source thereof) which will be available to pay, directly or indirectly, the Bonds or restricted so as to give reasonable assurance of their availability for such purposes. Except for Proceeds applied to pay the cost of a Policy, if any, no property of any kind is pledged to secure, or is available to pay, obligations of the City to any credit enhancer or liquidity provider.

(g) (i) All amounts on deposit in the Expense Fund, or the Proceeds Fund or the Debt Service Fund and all Proceeds, no matter in what funds or accounts deposited ("**Gross Proceeds**"), to the extent not exempted in (ii) below, and all amounts in any fund or account pledged directly or indirectly to the payment of the Bonds which will be available to pay, directly or indirectly, the Bonds or restricted so as to give reasonable assurance of their availability for such purpose contrary to the expectations set forth in (f) above, shall be invested at market prices and at a Yield not in excess of the Yield on the Bonds plus, for any amounts in the Expense Fund, 1/8 of 1%.

(ii) The following may be invested without Yield restriction:

(A) amounts invested in obligations described in Section 103(a) of the Code (but not specified private activity bonds as defined in Section 57(a)(5)(C) of the Code), the interest on which is not includable in the gross income of any registered owner thereof for federal income tax purposes ("**Tax-Exempt Obligations**");

(B) amounts deposited in the Debt Service Account that are reasonably expected to be expended within 13 months from the deposit date and have not been on deposit therein for more than 13 months;

(C) an amount not to exceed 5% (but not to exceed \$100,000) of Bond proceeds;

(D) all amounts for the first 30 days after they become Gross Proceeds (i.e., the date of deposit in any fund or account securing the Bonds);

(E) all amounts derived from the investment of the Proceeds a Refunding for a period of one year from the date received; and

(F) all amounts for any project in a project account for not to exceed a 3-year temporary period.

(h) Subject to (q) below, once moneys are subject to the Yield limits of (g)(i) above, such moneys remain Yield restricted until they cease to be Gross Proceeds.

(i) This subsection (i) incorporates the provisions of Section 10(b) concerning arbitrage rebate and Yield Reduction Payments.

(j) None of the Proceeds will be used, directly or indirectly, to replace funds which were used in any business carried on by any person other than a state or local governmental unit.

(k) The payment of the principal of or the interest on the Bonds will not in violation of Section 141 of the Code, directly or indirectly, be (A) secured by any interest in (i) property used or to be used for a private business use by any person other than a state or local governmental unit, or (ii) payments in respect of such property, or (B) derived from payments (whether or not by or to the City), in respect of property, or borrowed money, used or to be used for a private business use by any person other than a state or local governmental unit.

(l) None of the Proceeds will be used, directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.

(m) No user of the Prior Project other than a state or local government unit will use the Prior Project on any basis other than the same basis as the general public, and no person other than a state or local governmental unit will be a user thereof as a result of (i) ownership, or (ii) actual or beneficial use pursuant to a lease or a management or incentive payment contract, or (iii) any other similar arrangement.

(n) Beginning on the 15th day prior to the Bond sale date, the City has not sold or delivered, and will not sell or deliver, (nor will it deliver within 15 days after the date

of issuance of the Bonds) any other obligations pursuant to a common plan of financing, which will be paid out of substantially the same source of funds (or which will have substantially the same claim to be paid out of substantially the same source of funds) as the Bonds or will be paid directly or indirectly from Proceeds.

(o) No portion of the Prior Project is expected to be sold or otherwise disposed of prior to the last maturity of the Bonds.

(p) The City has not been notified of any disqualification or proposed disqualification of it by the Internal Revenue Service as a bond City which may certify bond issues under Section 1.148-O *et seq.* of the Regulations.

(q) The Yield restrictions contained in (g) above or any other restriction or covenant contained herein need not be observed and may be changed if the City receives an opinion of Bond Counsel to the effect that such non-observance or change will not adversely affect the tax-exempt status of interest on the Bonds to which the Bonds otherwise are entitled.

(r) The City acknowledges that any changes in facts or expectations from those set forth herein may result in different Yield restrictions or rebate requirements from those set forth herein and that Bond Counsel should be contacted if such changes do occur.

(s) The Corporate Authorities have no reason to believe the facts, estimates, circumstances and expectations set forth herein are untrue or incomplete in any material respect. On the basis of such facts, estimates, circumstances and expectations, it is not expected that the Proceeds or any other moneys or property will be used in a manner that will cause the Bonds to be hedge bonds, arbitrage bonds or private activity bonds within the meaning of Sections 149(g), 148 or 141 of the Code. To the best of the knowledge and belief of the Corporate Authorities, such expectations are reasonable, and there are no other facts, estimates and circumstances that would materially change such expectations.

(t) Execution of an arbitrage agreement or tax compliance agreement related to, among other things, arbitrage rebate and yield reduction payments is authorized.

Section 27. Qualified Tax-Exempt Obligations. The City recognizes the provisions of Section 265(b)(3) of the Code which provide that a “**qualified tax-exempt obligation**” as therein defined may be treated by certain financial institutions as if it were acquired on August 7, 1986, for certain purposes. The City, for purposes of Section 265(b)(3) of the Code, hereby designates the Bonds as “**qualified tax-exempt obligations**”.

Section 28. Policy of Insurer. The designation in a Bond Order of an Insurer, if any, is hereby authorized. The provisions of a Policy, if any, including the Insurer’s commitment and investment restrictions, are incorporated into this ordinance by reference, including without limitation that any investment restrictions and limitations in the commitment

for and related to the Policy shall be deemed to be applicable restrictions and limitations on the Qualified Investments and the investments authorized by this ordinance.

The Insurer's standard package of documents shall be appended to this ordinance as operative provisions of this ordinance by reference, provided that any failure to so spend shall not abrogate, diminish or impair the effect thereof.

In the event there is no Policy, the reference in this ordinance to an Insurer or a Policy shall be given no effect.

Section 29. Instruments of Further Assurance. The City covenants that it shall do, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, such ordinances and other actions supplemental hereto, and such further acts, agreements, instruments and transfers as may be reasonably required for the better assuring, transferring, conveying, pledging, assigning and confirming unto the owners of the Bonds their interest in the Levied Taxes and other amounts pledged hereby to the payment of the principal of, premium, if any, and interest on the Bonds and the application of Bond proceeds, all as herein provided. Any and all interest in property hereafter acquired which is of any kind or nature herein provided to be and become subject to the lien hereof shall and without any further conveyance, assignment or act on the part of the City or any other person, become and be subject to the lien of this ordinance as fully and completely as though specifically described herein, but nothing contained in this Section 29 shall be deemed to modify or change the obligations of the City under this ordinance. The call and redemption and retirement of applicable Prior Bonds is hereby authorized. Abatement of levied taxes to pay applicable Prior Bonds is authorized.

[The remainder of this page is intentionally left blank.]

Section 30. Effective Date. Pursuant to the City's home rule power and authority this ordinance shall be in full force and effect immediately upon its passage and approval.

APPROVED: _____
Donald D. Monty, Acting Mayor

ATTEST: _____
Jennifer Sorrell, City Clerk

APPROVED AS TO LEGALITY AND FORM:

P. Michael Kimmel, City Attorney

STATE OF ILLINOIS)
)
COUNTIES OF JACKSON) SS
AND WILLIAMSON)

CERTIFICATION OF MINUTES AND ORDINANCE

I, Jennifer Sorrell, do hereby certify that I am the duly qualified City Clerk of the City of Carbondale, Jackson and Williamson Counties, Illinois (the “City”), and as such official I am the keeper of the records and files of the City and of the City Council of the City (the “Corporate Authorities”).

I do further certify that the attached ordinance constitutes a full, true and correct excerpt from the proceedings of the regular meeting of the Corporate Authorities held on, January 6, 2015, insofar as same relates to the adoption of an ordinance numbered and entitled:

ORDINANCE NO. 2015-

AN ORDINANCE OF THE CITY OF CARBONDALE, JACKSON AND WILLIAMSON COUNTIES, ILLINOIS, PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2015, PROVIDING THE DETAILS OF SUCH BONDS AND FOR A LEVY OF TAXES TO PAY THE PRINCIPAL OF AND INTEREST ON SUCH BONDS, AND RELATED MATTERS,

a true, correct and complete copy of which ordinance as adopted at such meeting appears in the minutes of such meeting and is hereto attached. Such ordinance was adopted and approved on the date thereon set forth by not less than an affirmative vote of a majority of the Corporate Authorities and approved by the Acting Mayor on the date indicated thereon.

I do further certify that the deliberations of the Corporate Authorities on the adoption of such ordinance were taken openly, that the vote on the adoption of such ordinance was taken openly and was preceded by a public recital of the nature of the matter being considered and such other information as would inform the public of the business being conducted, that such meeting was called at a specified time and place convenient to the public, that the agenda for the meeting was continuously posted at the City Hall and on the City’s website at least 48 hours prior to the meeting, that notice of such meeting was duly given to all of the news media requesting such notice, that such meeting was called and held in strict compliance with the provisions of the open meetings laws of the State of Illinois, as amended, and the Illinois Municipal Code, as amended, and that the Corporate Authorities have complied with all of the provisions of such open meeting laws and Illinois Municipal Code and with their procedural rules in the adoption of such ordinance.

IN WITNESS WHEREOF, I hereunto affix my official signature and seal of the City of Carbondale, Illinois, this 6th day of January, 2015.

(SEAL)

City Clerk

STATE OF ILLINOIS)
) SS
COUNTY OF JACKSON)

FILING CERTIFICATE

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of Jackson County, Illinois, and as such official, I do further certify that on the ____ day of _____, 2015, there was filed in my office a duly certified copy of Ordinance No. _____ entitled:

AN ORDINANCE OF THE CITY OF CARBONDALE, JACKSON AND WILLIAMSON COUNTIES, ILLINOIS, PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2015, PROVIDING THE DETAILS OF SUCH BONDS AND FOR A LEVY OF TAXES TO PAY THE PRINCIPAL OF AND INTEREST ON SUCH BONDS, AND RELATED MATTERS

duly adopted by the Acting Mayor and City Council of the City of Carbondale, Jackson and Williamson Counties, Illinois, on the 6th day of January, 2015, and that same has been deposited in the official files and records of my office.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of said County, this _____ day of _____, 2015.

County Clerk of Jackson County, Illinois

[SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF WILLIAMSON)

FILING CERTIFICATE

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of Williamson County, Illinois, and as such official, I do further certify that on the ___ day of _____, 2015, there was filed in my office a duly certified copy of Ordinance No. _____ entitled:

**AN ORDINANCE OF THE CITY OF CARBONDALE,
JACKSON AND WILLIAMSON COUNTIES, ILLINOIS,
PROVIDING FOR THE ISSUANCE OF GENERAL
OBLIGATION REFUNDING BONDS, SERIES 2015,
PROVIDING THE DETAILS OF SUCH BONDS AND FOR A
LEVY OF TAXES TO PAY THE PRINCIPAL OF AND
INTEREST ON SUCH BONDS, AND RELATED MATTERS**

duly adopted by the Acting Mayor and City Council of the City of Carbondale, Jackson and Williamson Counties, Illinois, on the 6th day of January, 2015, and that same has been deposited in the official files and records of my office.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of said County, this _____ day of _____, 2015.

County Clerk of Williamson County, Illinois

[SEAL]