

EXTRACT OF MINUTES of a regular public meeting of the City Council of the City of Wheaton, DuPage County, Illinois, held at City Hall, in said City, at 7:00 p.m., on the 16th day of May, 2005.

The Mayor called the meeting to order and directed the City Clerk to call the roll.

Upon the roll being called, the following Council Members answered present at said location: Councilman Bolds, Councilwoman Corry, Councilman Johnson, Mayor Carr, Councilman Levine, Councilman Mouhelis, and Councilman Suess.

The following were absent: None.

The City Council then discussed the payment of certain redevelopment project costs to be incurred for the Courthouse Square Redevelopment Project Area and considered an ordinance providing for the issuance of Taxable General Obligation Bonds, Series 2005B, of the City, authorizing the execution of a bond order and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds.

Thereupon, the City Clerk presented and the City Manager explained in full the following ordinance which was laid before each member of the City Council and made available to any person requesting one in words and figures as follows:

AN ORDINANCE providing for the issuance of Taxable General Obligation Bonds, Series 2005B, of the City of Wheaton, DuPage County, Illinois, authorizing the execution of a bond order and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds.

(the "Bond Ordinance").

Council Member Johnson moved and Council Member Bolds seconded the motion that the Bond Ordinance as presented be adopted.

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

Upon the roll being called, the following Council Members voted AYE: Councilman Johnson, Mayor Carr, Councilman Mouhelis, Councilman Bolds, Councilwoman Corry and the following Council Members voted NAY: Councilman Levine, Councilman Suess.

WHEREUPON, the Mayor declared the motion carried and the ordinance adopted, and henceforth did approve and sign the same in open meeting, and directed the City Clerk to record the same in full in the records of the City Council of the City of Wheaton, DuPage County, Illinois.

Other business was duly transacted at said meeting.

Upon motion duly made and carried, the meeting adjourned.



City Clerk

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ORDINANCE NUMBER F-1046

AN ORDINANCE providing for the issuance of Taxable General Obligation Bonds, Series 2005B, of the City of Wheaton, DuPage County, Illinois, authorizing the execution of a bond order and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds.

WHEREAS, the City Council (the "*Corporate Authorities*") of the City of Wheaton, DuPage County, Illinois (the "*City*"), has heretofore determined that it is necessary and advisable for the public health, safety, welfare, and convenience of residents of the City that the City undertake a redevelopment project and has heretofore caused the preparation of an eligibility report and a proposed redevelopment plan, has given timely notice of and held a public hearing on, convened a joint review board to consider and approved a redevelopment plan (the "*Plan*") and project (the "*Redevelopment Project*") and has designated a redevelopment project area (the "*Project Area*") for that portion of the City known as the Courthouse Square Redevelopment Project Area, and has further adopted tax increment allocation financing and established a special tax allocation fund (the "*Fund*") for the Project Area, all as authorized by the Tax Increment Allocation Redevelopment Act, as amended (the "*TIF Act*"); and

WHEREAS, the Corporate Authorities have heretofore, and it hereby expressly is, determined that it is advisable and necessary and in the public interest that certain redevelopment project costs be paid or incurred for the Project Area as set out in the Plan (the "*2005 TIF Project*"); and

WHEREAS, the estimated costs of the 2005 TIF Project include all necessary land and rights in land, professional, legal, engineering, electrical, financial and other services, costs of

borrowing, reserves, capitalized interest, if any, and other related costs at a total cost of not to exceed \$9,000,000 plus investment earnings thereon, and there are insufficient funds on hand and lawfully available therefore, such that it will be necessary for the City to borrow not in excess of \$9,000,000 and in evidence thereof issue its general obligation tax increment bonds; and

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

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

WHEREAS, pursuant to the TIF Act, as supplemented by the Local Government Debt Reform Act, as amended, the City may rely upon its home rule powers to issue general obligation bonds and further secure said bonds by pledging the monies on deposit in and to the credit of the Fund to the payment of said obligations; and

WHEREAS, the Corporate Authorities do hereby determine that it is advisable and in the best interests of the City to borrow not to exceed \$9,000,000 at this time for the purpose of paying the cost of the 2005 TIF Project and, in evidence of such borrowing, issue its full faith and credit tax increment allocation bonds in the principal amount of not to exceed \$9,000,000:

NOW, THEREFORE, Be It Ordained by the City Council of the City of Wheaton, DuPage County, Illinois, in the exercise of its home rule powers, as follows:

Section 1. Definitions. In addition to such other words and terms used and defined in this Ordinance, the following words and terms used in this Ordinance shall have the following meanings, unless, in either case, the context or use clearly indicates another or different meaning is intended:

A. The following words and terms are as defined in the preambles hereto.

Bonds

City

Corporate Authorities

Plan

Project Area

Redevelopment Project

2004 TIF Project

TIF Act

B. The following words and terms are defined as set forth.:

“Act” means, collectively, Division 6 of Article VII of the 1970 Constitution of the State of Illinois, as supplemented by the TIF Act, and specifically as supplemented by the Local Government Debt Reform Act and the other Omnibus Bond Acts, as supplemented and amended.

"Additional Bonds" means any bonds issued in the future on a parity with and sharing ratably and equally in the Incremental Taxes with the Bonds.

"Bond" or *"Bonds"* means one or more, as applicable, of the Taxable General Obligation Bonds, Series 2005B, authorized to be issued by this Ordinance.

"Bond Counsel" means Chapman and Cutler LLP, Chicago, Illinois.

"Bond Fund" means the Principal and Interest Account created in Section 13 of this Ordinance.

"Bond Order" means that certain written bond order and notification of sale to be executed by the Designated Officials, or any two of them, and setting forth certain details of the Bonds as hereinafter provided.

"Bond Register" means the books of the City kept by the Bond Registrar to evidence the registration and transfer of the Bonds.

"Bond Registrar" means LaSalle Bank National Association, Chicago, Illinois, a national banking association having trust powers, and successors or assigns.

"Bond Year" means that twelve-calendar month period commencing on any December 2 and ending on the subsequent December 1.

"City" means the City of Wheaton, DuPage County, Illinois.

"Corporate Authorities" means the City Council of the City.

"County" means The County of DuPage, Illinois.

"County Clerk" means the County Clerk of the County.

"Depository" means The Depository Trust Company, a New York limited trust company, its successors, or a successor depository qualified to clear securities under applicable state and federal laws.

"Designated Official" means the Mayor, Clerk, or Treasurer of the City, or successors or assigns.

"Full Faith and Credit Taxes" means the unlimited ad valorem taxes levied by and under this Ordinance on all of the taxable property in the City, sufficient to pay all principal of and interest on the Bonds when due.

"Full Faith and Credit Taxes Account" means the account of that name created in Section 10 hereof.

"Government Obligations" means direct, full faith and credit obligations of the United States of America.

"Incremental Taxes" means the ad valorem taxes, if any, arising from the tax levies upon taxable real property in the Project Area by any and all taxing districts or municipal corporations having the power to tax real property in the Project Area, which taxes are attributable to the increase in the then current equalized assessed valuation of each taxable lot, block, tract or parcel of real property in the Project Area over and above the Total Initial Equalized Assessed Value of each such piece of property, all as determined by the County Clerk in accord with Section 11-74.4-9 of the Act.

"Interest Payment Date" means a Stated Maturity of interest on the Bonds.

"Interest Requirement" means, for any Bonds and for any Bond Year, the aggregate amount of interest payable on such Bonds and any Additional Bonds during such Bond Year.

"Ordinance" means this Ordinance, numbered as set forth on the title page hereof and passed by the Corporate Authorities on the 16th day of May, 2005, as supplemented by the Bond Order.

"Outstanding" or *"outstanding"* when used with reference to any Bond or Additional Bond means a Bond or Additional Bond which is outstanding and unpaid; *provided, however*, such term shall not include Bonds or Additional Bonds (i) which have matured and for which moneys are on deposit with proper paying agents or are otherwise sufficiently available to pay all principal thereof and interest thereon or (ii) the provision for payment of which has been made by the City by the deposit in an irrevocable trust or escrow of funds or direct, full faith and credit obligations of the United States of America, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of, redemption premium, if any, and interest on such Bonds or Additional Bonds.

"Paying Agent" means LaSalle Bank National Association, Chicago, Illinois, a national banking association having trust powers, and successors or assigns.

"Plan" means the redevelopment plan heretofore approved by the Corporate Authorities for the Project Area, as amended or supplemented from time to time.

"Pledged Taxes" means, collectively, the Full Faith and Credit Taxes and the Incremental Taxes.

"Principal Requirement" means, for any Bonds and for any Bond Year, the aggregate principal amount of the Bonds and any Additional Bonds having a Stated Maturity during such Bond Year.

"Project" or *"2005 TIF Project"* means that portion of the Redevelopment Project to be financed with the proceeds of the Bonds.

"Project Area" means the Courthouse Square Redevelopment Project Area heretofore designated by the Corporate Authorities in and for the City.

"Purchase Price" means the price to be paid by the Purchaser for the Bonds., which shall be not less than ninety-eight percent (98.00%) of the principal amount of the Bonds (net of any original issue discount).

"Purchasers" means First Trust Portfolios L.P. and Robert W. Baird & Co. Incorporated.

"Qualified Investments" means Government Obligations and any other investments as may be from time to time authorized for City monies under Illinois law.

"Record Date" means the fifteenth day of the calendar month next preceding any regularly scheduled Interest Payment Date, and for any interest payment date occasioned by the redemption of Bonds on other than a regularly scheduled Interest Payment Date, the fifteenth day prior to said redemption date.

"Redevelopment Project" means the redevelopment project for the Project Area heretofore approved by the Corporate Authorities as part of the Plan.

"Special Tax Allocation Fund" or *"Fund"* means the Special Tax Allocation Fund for the Courthouse Square Redevelopment Project Area, which is a special tax allocation fund for the Project Area heretofore established pursuant to Section 11-74.4-8 of the TIF Act and continued and further described by Section 13 of this Ordinance.

"Stated Maturity" when used with respect to any Bond or Additional Bond or any interest thereon means the date specified in such Bond or Additional Bond as the fixed date on which the principal of such Bond or Additional Bond or such interest is due and payable, whether by maturity or otherwise.

"Tax Year" means, for any year for which Full Faith and Credit Taxes are herein levied, the year in which such Full Faith and Credit Taxes are to be extended for collection.

"TIF Act" means the Tax Increment Allocation Redevelopment Act, as supplemented and amended.

"Total Initial Equalized Assessed Value" means the total initial equalized assessed value of the taxable real property in the Project Area as determined by the County Clerk in accordance with Section 11-74.4-9 of the TIF Act.

"Treasurer" means the Treasurer of the City.

Section 2. Incorporation of Preambles. The Corporate Authorities hereby find that all of the recitals contained in the preambles to this Ordinance are true, correct and complete and do incorporate them into this Ordinance by this reference.

Section 3. Determination To Issue Bonds. It is necessary and in the best interests of the City for the City to undertake the 2005 TIF Project for the public health, safety and welfare, to issue the Bonds to enable the City to pay all related costs thereof, and to pledge the Incremental Taxes to the payment of the principal of and interest on the Bonds. It is hereby found and determined that such borrowing of money is for a proper public purpose or purposes and is in the public interest, and is authorized pursuant to the Act, and these findings and determinations shall be deemed conclusive. It is further hereby expressly found and determined that all of the redevelopment project costs being financed as part of the 2005 TIF Project are eligible "redevelopment project costs" under the TIF Act and have been heretofore approved by the Corporate Authorities incidental to their approval by ordinance of the Plan and the Redevelopment Project.

Section 4. Bond Details. For the purpose of providing for the payment of a part of the costs of the 2005 TIF Project, and to pay all related costs and expenses incidental thereto, there shall be issued and sold the Bonds in the aggregate principal amount of not to exceed \$9,000,000. The Bonds shall each be designated "Taxable General Obligation Bond, Series 2005B"; be dated June 1, 2005, or such earlier or later date, not later than June 1, 2006, as shall be provided in the Bond Order (any such date being the "Dated Date"); and shall also bear the date of authentication thereof. The Bonds shall be in fully registered form, shall be in

denominations of \$5,000 or integral multiples thereof (but no single Bond shall represent principal maturing on more than one date), shall be numbered consecutively in such fashion as shall be determined by the Bond Registrar, and shall become due and payable serially on December 1 of the years and in the amounts and bearing interest at the rates percent per annum (subject, however, to the right of prior redemption as hereinafter stated) as set forth in the Bond Order, *provided, however*, that no Bond shall bear interest at a rate percent per annum which is in excess of six and one-half percent (6.50%) or have a Stated Maturity which is later than December 1, 2023.

It is hereby expressly found and determined that December 1, 2023, is not later than December 31 of the year in which payment to the City Treasurer is to be made with respect to ad valorem taxes levied in the twenty-third calendar year after the year in which the ordinance designating the Project Area was adopted.

Each Bond shall bear interest from the later of its Dated Date as herein provided or from the most recent Interest Payment Date to which interest has been paid or duly provided for, until the principal amount of such Bond is paid or duly provided for, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on June 1 and December 1 of each year, commencing on December 1, 2005, or on such earlier or later date as may be provided in the Bond Order. Interest on each Bond shall be paid by check or draft of the Paying Agent, payable upon presentation thereof in lawful money of the United States of America, to the person in whose name such Bond is registered at the close of business on the Record Date, or as otherwise agreed with the Depository. The principal of and redemption premium, if any, due on

the Bonds shall be payable in lawful money of the United States of America upon presentation thereof at the principal office maintained for the purpose by the Paying Agent in the City of Chicago, Illinois, or at successor Paying Agent and locality.

Section 5. Book Entry Provisions; Execution; Authentication. **A. Book Entry**

Provisions. The Bonds shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bonds. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in the name of "*Cede & Co.*", or any successor thereto, as nominee of the Depository. All of the outstanding Bonds from time to time shall be registered in the Bond Register in the name of Cede & Co., as nominee of the Depository. The Treasurer, as representative of the City, and the Paying Agent and Bond Registrar are authorized to execute and deliver on behalf of the City, and as such agent for 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 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 interests 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 Cede & Co., as nominee of the Depository, none of the City, the Treasurer, the Paying Agent or the Bond Registrar shall have any 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 immediately preceding sentence, the City, the Treasurer, the Paying Agent and the Bond Registrar shall have no responsibility or obligation with respect to (a) the accuracy of the records of the Depository, Cede & Co., 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. No person other than a registered owner of a Bond as shown in the Bond Register shall receive a Bond certificate with respect to any Bond. 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 Cede & Co., and subject to the provisions hereof with respect to the payment of interest to the registered owners of Bonds at the close of business on the applicable record date, the name "*Cede & Co.*" 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 Paying Agent and Bond Registrar, 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 City or of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, the City shall notify the Depository and the Depository shall notify 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 Cede & Co., as nominee of the Depository. 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, but if the City does not select such alternate book-entry system, then the Bonds shall be registered in whatever name or names registered owners of Bonds transferring or exchanging Bonds shall designate, in accordance with the provisions hereof.

B. Execution. The Bonds shall be executed on behalf of the City by the manual or duly authorized facsimile signature of its Mayor and attested by the manual or duly authorized facsimile signature of its City Clerk, as they may determine, and shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the City. In case any such officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. All Bonds shall have thereon a certificate of authentication, substantially in the form hereinafter set forth, duly executed by the Bond Registrar as authenticating agent of the 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. The certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

Section 6. Redemption. If so provided in the Bond Order, the Bonds or any portion thereof may be issued as term bonds ("*Term Bonds*") subject to mandatory redemption by operation of the Principal and Interest Account, at a redemption price of par plus accrued interest to the date fixed for redemption, to be selected by the Bond Registrar by lot in any reasonable manner, on December 1 of the years and in the amounts as provided in the Bond Order.

Whenever Term Bonds are redeemed at the option of the City as hereinafter provided, the principal amount thereof so redeemed shall be credited against the unsatisfied balance of further sinking fund installments or the amount due at Stated Maturity, as shall be determined by the City in the proceedings authorizing such optional redemption, or, in the absence of such determination, shall be credited against the unsatisfied balance of the applicable sinking fund installment next ensuing, and with respect to which notice of redemption has not yet been given.

On or prior to the 60th day preceding any sinking fund installment date, the City may purchase Term Bonds at such prices as the City shall determine. Any Term Bond so purchased shall be canceled and the principal amount thereof shall be credited against the unsatisfied balance of the next ensuing sinking fund installment of the Term Bonds of the same Stated Maturity as the Term Bonds so purchased.

If so provided in the Bond Order, the Bonds or any portion thereof may be issued subject to redemption prior to maturity at the option of the City, in whole or in part, from any available funds, and if in part, in such principal amounts and from such maturities as determined by the City and within any maturity by lot as selected by the Bond Registrar as hereinafter provided, on any date as provided in the Bond Order, at a redemption price of not in excess of 103% of principal amount redeemed, plus accrued interest to the date fixed for redemption.

In the event any Bonds are issued as Term Bonds or subject to optional redemption, the following provisions shall apply: The City shall, at least 45 days prior to the redemption date (unless a shorter time period shall be satisfactory to the Bond Registrar), notify the Bond Registrar of such redemption date and of the maturities and principal amounts of Bonds to be redeemed. For purposes of any redemption of less than all of the Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot not more than 60 days prior to the redemption date by the Bond Registrar for the Bonds of such maturity 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 and the Paying Agent 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, official 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 30 days and not more than 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 such registered owner to the Bond Registrar.

All official notices of redemption shall include at least the information as follows:

- (a) the redemption date;
- (b) the redemption price;
- (c) if less than all of the outstanding Bonds of a particular maturity are to be redeemed, the identification (and, in the case of partial redemption of Bonds within such maturity, the respective principal amounts) of the Bonds to be redeemed;
- (d) a statement that on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption and that interest thereon shall cease to accrue from and after said date; and
- (e) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal office maintained for the purpose by 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.

Such additional notice and information as shall be agreed upon with the Depository shall be provided so long as the Bonds are held by the Depository.

Official 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, 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 other registered owners. 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 redemption action described in the notice. Such notice may be waived in writing by a registered owner of a Bond entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by registered owners 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 said notice, such Bonds shall be paid by the Paying Agent at the redemption price. The procedure for the payment of interest due as part of the redemption price shall be as herein provided for payment of interest otherwise due. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of like tenor, of authorized denominations, of the same maturity, and bearing the same rate of interest in the amount of the unpaid principal.

If any Bond or portion of a Bond called for redemption shall not be so paid upon surrender thereof for redemption in accordance with said notice, the principal shall, until paid or duly provided for, 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 cancelled and destroyed by the Bond Registrar and shall not be reissued.

Additional further notice shall be given by the Bond Registrar on behalf of the City as set out below, but no defect in said 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 35 days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds (such depositories now including Depository Trust Company of New York, New York, and to one or more national information services, chosen in the discretion of the Bond Registrar, that disseminate notice of redemption of obligations such as the Bonds.

Each further notice of redemption shall be published one time in a financial newspaper or journal which regularly carries notices of redemption of other obligations similar to the Bonds, such publication to be made at least 30 days prior to the date fixed for redemption.

Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

As part of their respective duties hereunder, the Bond Registrar and Paying Agent shall prepare and forward to the City a statement as to notice given with respect to each redemption together with copies of the notices as mailed and published.

Section 7. Registration of Bonds; Persons Treated as Owners. The City shall cause the Bond Register to be kept at the principal office maintained for the purpose by the Bond Registrar in Chicago, Illinois, which is hereby constituted and appointed the registrar of the City for the Bonds. The City is authorized to prepare, and the Bond Registrar or such other agent as the City may designate shall keep custody of, multiple Bond blanks executed by the City for use in the transfer and exchange of Bonds.

Any Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth in this Ordinance. Upon surrender for transfer or exchange of any Bond at the principal office maintained for the purpose by the Bond Registrar, 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 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 from the close of business on the Record Date or the giving of notice of redemption of Bonds to the opening of business on the relevant interest payment or redemption date or to transfer or exchange any Bond all or a portion of which has been called for redemption.

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; *provided, however*, the principal amount of Bonds of each maturity authenticated by the Bond Registrar shall not at any one time exceed the authorized principal amount of Bonds for such maturity less the amount of such Bonds which have been paid.

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

No service charge shall be made to any registered owner of Bonds 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.

Section 8. Security. The City hereby pledges the Incremental Taxes and the Full Faith and Credit Taxes to secure the Bonds. The Bonds, together with the interest and any premium thereon, are payable from the collection of the Incremental Taxes and the amounts on deposit in the various funds and accounts of the Special Tax Allocation Fund as hereinafter provided and are further secured by the full faith and credit of the City and the City's levy of the Full Faith and Credit Taxes.

Section 9. Form of Bond. The Bonds shall be in substantially the form hereinafter set forth; *provided, however,* that if the text of the Bond is to be printed in its entirety on the front side of the Bond, then the second paragraph of the front side of the Bond and the legend "See Reverse Side for Additional Provisions" shall be omitted and paragraphs on the reverse side of the Bond shall be inserted immediately after the first paragraph on the front side.

above, such interest to be payable on June 1 and December 1 of each year, commencing December 1, 2005, until the Principal Amount is paid or duly provided for, except as the hereinafter stated provisions for redemption prior to maturity may and shall become applicable hereto. The principal of this Bond is payable in lawful money of the United States of America upon presentation hereof at the principal office maintained for the purpose by LaSalle Bank National Association, Chicago, Illinois, as bond registrar and paying agent (the "*Bond Registrar*"). Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the City maintained by the Bond Registrar at the close of business on the Record Date and shall be paid by check or draft of the Paying Agent, payable upon presentation in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books, or as otherwise agreed with the Depository for so long as this Bond is held by the Depository in book-entry only form as provided for same.

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.

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.

IN WITNESS WHEREOF, the City of Wheaton, DuPage County, Illinois, by its City Council, has caused this Bond to be executed by the manual or duly authorized facsimile signature of its 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.

Mayor, City of Wheaton
DuPage County, Illinois

Attest:

City Clerk, City of Wheaton
DuPage County, Illinois

[SEAL]

Date of Authentication: _____, _____

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Ordinance and is one of the Taxable General Obligation Bonds, Series 2005B, having a Dated Date of June 1, 2005, of the City of Wheaton, DuPage County, Illinois.

Bond Registrar and Paying Agent: LaSalle
Bank National Association, Illinois

LaSalle Bank National Association,
as Bond Registrar

By _____
Authorized Officer

[Form of Bond - Reverse Side]

This bond and each bond of the series of which it forms a part (the "*Bonds*") are issued pursuant to Division 6 of Article VII of the 1970 Constitution of the State of Illinois, as supplemented by Division 74.4 of Article 11 of the Illinois Municipal Code, as supplemented and amended (the "*TIF Act*"), and particularly as supplemented by the Local Government Debt Reform Act of the State of Illinois, as supplemented and amended, and the other Omnibus Bond Acts, as supplemented and amended (collectively, the "*Act*"). The Bonds are being issued to pay certain redevelopment project costs in and for the Courthouse Square Redevelopment Project Area of the City (the "*Project Area*"), all as more fully described in proceedings adopted by the City Council of the City (the "*Corporate Authorities*") and in an ordinance authorizing the issuance of the Bonds adopted by the Corporate Authorities on the 16th day of May, 2005 (as supplemented by a 2005B Bond Order and Notification of Sale, the "*Bond Ordinance*"), to all the provisions of which the holder by acceptance of this Bond assents. The principal of and premium, if any, and interest on the Bonds are payable from (i) unlimited ad valorem taxes levied on all of the taxable property in the City sufficient to pay when due all principal of and interest on the Bonds (the "*Full Faith and Credit Taxes*"), (ii) the Incremental Taxes (as hereinafter defined) and (iii) the amounts on deposit in and to the credit of the various funds and accounts of the special tax allocation fund heretofore created for the Project Area pursuant to the TIF Act (the "*Special Tax Allocation Fund*"). Under the Bond Ordinance, the "*Incremental Taxes*" constitute the ad valorem taxes, if any, arising from taxes levied by any and all taxing districts or municipal corporations having the power to tax real property upon taxable real property in the Project Area, which taxes are attributable to the increase in the then current equalized assessed

valuation of each taxable lot, block, tract or parcel of real property in the Project Area over and above the "initial equalized assessed valuation" of each such piece of property as provided in the TIF Act. Under the Bond Ordinance, the Incremental Taxes and the Full Faith and Credit Taxes constitute, collectively, the "*Pledged Taxes*." Additional Bonds may be issued pursuant to the terms of the Bond Ordinance, provided, however, that no Additional Bonds shall be secured by the Full Faith and Credit Taxes but shall share ratably and equally with the Bonds solely as to the pledge of the Incremental Taxes. For the prompt payment of this Bond, both principal and interest as aforesaid, at maturity, the Pledged Taxes, including the full faith and credit of the City, are hereby irrevocably pledged.

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 Bonds, 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 allocation of the Incremental Taxes and the collection of the Full Faith and Credit Taxes and for depositing the Incremental Taxes into the Special Tax Allocation Fund, and further, that the City will properly account for the Pledged Taxes and will comply with all of the covenants and maintain the funds and accounts as provided by the Ordinance. The Full Faith and Credit Taxes on deposit in and to the credit of Full Faith and Credit Taxes Account

shall be used first and are pledged for paying the principal of, interest on, and premium, if any, on the Bonds.

The Bonds maturing on December 1, 20__, are term bonds and are subject to mandatory redemption on December 1 of the years _____, inclusive, in the amounts and as provided in the Bond Ordinance.

The Bonds due on December 1, 20__, and thereafter are also subject to redemption prior to maturity, at the option of the City, from any available funds, in whole or in part on any date on or after December 1, 20__, and if in part, in such principal amounts and from such maturities as determined by the City, and if less than an entire maturity, in integral multiples of \$5,000, selected by lot by the Bond Registrar, at a redemption price of par plus accrued interest to the date of redemption.

Unless waived by the Registered Owner of Bonds to be redeemed, 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 30 days and not more than 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 such Registered Owner to the Bond Registrar. 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 other Registered Owners. 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 redemption action described in the notice. Such notice

may be waived in writing by a Registered Owner of a Bond entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. 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, 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. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Bond Registrar at the redemption price. The procedure for the payment of interest due as part of the redemption price shall be as herein provided for payment of interest otherwise due. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Registered Owner a new Bond or Bonds of like tenor, of authorized denominations, of the same maturity, and bearing the same rate of interest in the amount of the unpaid principal.

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 at the principal office maintained for the purpose by the Bond Registrar in Chicago, Illinois, 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 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 from the close of business on the Record Date or the giving of notice of redemption of the Bonds to the opening of business on the relevant interest payment or redemption date or to transfer or exchange any Bond all or a portion of which has been called for redemption.

The City, the Bond Registrar and the Paying Agent may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and the City, the Bond Registrar and the Paying Agent shall not be affected by any notice to the contrary.

PURSUANT TO VARIOUS PROVISIONS OF SECTIONS 103, 141, 148 AND 149 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, INTEREST ON THE BONDS IS NOT EXEMPT FROM THE GROSS INCOME OF THE HOLDERS THEREOF FOR FEDERAL INCOME TAXATION PURPOSES. THE HOLDER OF THIS BOND SHOULD TREAT THE SAME AS SUBJECT TO FEDERAL INCOME TAXATION.

ASSIGNMENT

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

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint

as attorney to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Signature guaranteed: _____

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

Section 10. Tax Levy. For the purpose of providing funds required to pay the interest on the Bonds promptly when and as the same falls due, and to pay and discharge the principal thereof at maturity, there is hereby levied upon all of the taxable property within the City, in the years for which any of the Bonds are outstanding, a direct annual tax sufficient for that purpose; and there is hereby levied on all of the taxable property in the City, in addition to all other taxes, the direct annual taxes (the "*Full Faith and Credit Taxes*") in the amounts and for the Tax Years as shall be provided in the Bond Order.

The City covenants and agrees with the Purchasers and registered owners of the Bonds that so long as any of the 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 levy and collect the Full Faith and Credit Taxes. The City and its officers will comply with all present and future applicable laws in order to assure that the Full Faith and Credit Taxes may be levied, extended and collected as provided herein and deposited into the "2005 Full Faith and Credit Taxes Account" (the "*Full Faith and Credit Taxes Account*") hereby created, which account shall be held by the City as a trust fund for the benefit of the registered owners of the Bonds and shall be held segregated and apart from other funds of the City. In the event that the Full Faith and Credit Taxes, or any of them, are ever extended for collection, such taxes shall be immediately transmitted by the City upon receipt for deposit into the Full Faith and Credit Taxes Account and shall be used solely and only to pay the Principal Requirement and the Interest Requirement on the Bonds. Monies to the credit of the Full Faith and Credit Taxes Account shall be used first and are pledged solely and only for paying the principal of and interest and applicable premium on the Bonds.

Interest or principal coming due at any time when there are insufficient funds on hand from the Full Faith and Credit Taxes to pay the same shall be paid promptly when due from current funds on hand in advance of the collection of the Full Faith and Credit Taxes herein levied; and when the Full Faith and Credit Taxes shall have been collected, reimbursement shall be made to said funds in the amount so advanced.

Whenever the Incremental Taxes shall have been determined by the Corporate Authorities to be sufficient to pay principal of and interest on the Bonds, by proper proceedings the Corporate Authorities shall direct the abatement of the Full Faith and Credit Taxes.

Additionally, whenever other funds from any lawful source are determined by the Corporate Authorities to be available to pay principal of and interest on the Bonds, the Corporate Authorities shall, by proper proceedings, direct the abatement of the Full Faith and Credit Taxes by such available amount. Proper notification of any such abatement shall be filed with the County Clerk in a timely manner to effect such abatement.

Section 11. Filing with County Clerk. Promptly, as soon as this Ordinance becomes effective, a copy hereof, certified by the City Clerk of the City, shall be filed with the County Clerk, and said County Clerk shall in and for each of the Tax Years as set out in the Bond Order ascertain the rate percent required to produce the aggregate tax hereinbefore provided to be levied in each of said years and in said County; and said County Clerk shall (to the extent said tax has not been abated as provided herein) extend the same for collection on the tax books in connection with any other taxes that may be levied in said years in and by the City for general corporate purposes of the City; and in said years 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 said years, without limit as to either rate or amount, and in addition to and in excess of all other taxes.

Section 12. Sale of Bonds. The Designated Officials are hereby authorized to proceed, without any further authorization or direction whatsoever from the Corporate Authorities, to sell and deliver the Bonds in one or more series upon the terms as prescribed in this Section, pursuant to one or more Bond Orders. The Purchase Price shall be not less than 98% of the par value of the principal amount of the Bonds of each series (net of any original

issue discount), plus accrued interest to the date of delivery. Each such sale shall be made upon the advice (in the form of a written certificate or report) of the Purchaser that the net interest cost rate on the Bonds, calculated in accordance with customary market practice, does not exceed the limitation hereinabove set forth and that the terms of the Bonds are fair and reasonable in view of current conditions in the bond markets. Nothing in this Section shall require the Designated Officials to sell any of the Bonds if in their judgment, aided by the Purchaser, the conditions in the bond markets shall have deteriorated from the time of adoption thereof or the sale of all or any portion of the Bonds shall for some other reason not be deemed advisable, but the Designated Officials shall have the authority to sell the Bonds in any event so long as the limitations set forth in this Ordinance and the conditions of this Section shall have been met. As a further exercise of this authority, the Designated Officials may sell the Bonds in more than one series; and, in such event, shall be authorized to change the name of the Bonds for each such series so that such series may properly be identified separately. Further, in such event, the provisions for registration, redemption and exchange of Bonds shall be read as applying to Bonds only of each series, respectively, and not as between series. Upon the sale of the Bonds or any series of the Bonds, the Designated Officials and any other officers of the City as shall be appropriate shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds as may be necessary, including, without limitation, the Bond Order, Preliminary Official Statement, Official Statement, Bond Purchase Contract (as hereinafter defined), and closing documents. The Designated Officials must find and determine in the Bond Order that no person holding any office of the City either by election or appointment,

is in any manner financially interested either directly, in his or her own name, or indirectly in the name of any other person, association, trust or corporation in said Bond Purchase Contract with the Purchaser for the purchase of the Bonds. The distribution of a Preliminary Official Statement relating to the Bonds is hereby in all respects authorized and approved, and the proposed use by the Purchaser of an Official Statement (in substantially the form of the Preliminary Official Statement but with appropriate variations to reflect the final terms of the Bonds) is hereby approved. The Designated Officials shall execute a bond purchase contract for the sale of the Bonds to the Purchaser (the "*Bond Purchase Contract*") in the form approved by the attorney for the City. Upon the sale of any of the Bonds, the Designated Officials shall prepare a Bond Order, which shall include the pertinent details of sale as provided herein, and such shall be entered into the records of the City and made available to the Corporate Authorities at the next public meeting thereof. The Designated Officials shall also file with the County Clerk the Bond Order or like document including a statement of Full Faith and Credit Taxes. The authority granted in this Ordinance to the Designated Officials to sell Bonds as provided herein shall expire on May 31, 2006.

The Designated Officials are hereby authorized to take any action as may be required on the part of the City to consummate the transactions contemplated by the Purchase Contract, this Ordinance, said Preliminary Official Statement, said final Official Statement, and the Bonds.

Section 13. Special Tax Allocation Fund and Accounts. The Special Tax Allocation Fund is hereby expressly continued. All of the Incremental Taxes, any amounts received from the sale or lease of property acquired or constructed and paid for from proceeds of the Bonds, and

any other revenues from any source whatsoever, including, specifically, any payments to the City made in connection with the 2005 TIF Project by any private user or nongovernmental person, designated to pay principal of, interest on and premium, if any, on the Bonds shall be set aside as collected and be immediately transmitted by the Treasurer for deposit into the Special Tax Allocation Fund which is a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the City by this Ordinance. The Bonds are secured equally and ratably by a pledge of all of the Incremental Taxes on deposit in the Special Tax Allocation Fund, and such pledge is irrevocable until the Bonds have been paid in full or until the obligations of the City are discharged under this Ordinance.

In accordance with the provisions of the TIF Act, the Incremental Taxes are to be paid to the Treasurer by the officers who collect or receive the Incremental Taxes. Whenever the Treasurer receives any of the Incremental Taxes he or she shall promptly transmit the same for deposit into the Special Tax Allocation Fund. The moneys on deposit in the Special Tax Allocation Fund shall be used solely and only for the purpose of carrying out the terms and conditions of this Ordinance and shall be deposited as hereinafter provided to the following accounts hereby created within the Special Tax Allocation Fund:

- (a) *The Principal and Interest Account.* The Treasurer shall first credit to and deposit into the Principal and Interest Account the Incremental Taxes and, except as hereinafter provided, such moneys shall be used solely and only for the purpose of paying principal of and interest on the Bonds as the same become due upon maturity or redemption, together with any fees in connection therewith. Not earlier than each

December 2, commencing December 2, 2005, the City Treasurer shall conduct an accounting (an "*Accounting*") to determine the balance of Incremental Taxes on deposit in and to the credit of the Principal and Interest Account and available to abate the Full Faith and Credit Taxes for the then current Tax Year. Without further official action of the Corporate Authorities, the Treasurer shall transfer Incremental Taxes timely to accomplish such abatement. If, upon any Accounting, there are funds in the Principal and Interest Account in excess of the Principal Requirement and the Interest Requirement, such funds shall then be transferred to the General Account as provided below.

(b) *The General Account.* All moneys remaining in the Special Tax Allocation Fund, after crediting the required amounts to the account hereinabove provided for, shall be credited to the General Account. Moneys on deposit in the General Account shall be transferred first, if necessary, to remedy any deficiencies in any prior account in the Special Tax Allocation Fund; and, thereafter, subject to the provisions of any agreement hereafter executed by the City and relating to the use thereof, shall be used by the City for one or more of the following purposes, without any priority among them:

- (i) for the purpose of paying any Project Costs; or
- (ii) for the purpose of redeeming any Bonds or Additional Bonds;
- (iii) for the purpose of purchasing any Bonds or Additional Bonds at a price not in excess of par and accrued interest and applicable redemption premium to the date of purchase; or
- (iv) for the purpose of refunding, advance refunding or pre-paying any Bonds or Additional Bonds; or
- (v) for the purpose of establishing such reserves, specifically including such debt service reserve or redemption accounts, as may be deemed necessary by

the Corporate Authorities, it being the express intent of the Corporate Authorities to reserve unto the City the right to establish such reserve or reserves in order to assure that the Full Faith and Credit Taxes may be abated in each Tax Year while there are any Outstanding Bonds;

(vi) for the purpose of distributing such Incremental Taxes to the taxing districts or municipal corporations having the power to tax real property in the Project Area in accordance with the TIF Act or to the City pursuant to any redevelopment agreement; or

(vii) for the purpose of paying principal of, or premium, if any, or interest on any obligation of the City issued to pay redevelopment project costs for the Project Area whether or not secured by a pledge of the monies to the credit of the Special Tax Allocation Fund;

(viii) for the purpose of reimbursing the City for any transfer of general corporate funds of the City for purposes relating to the Plan or the Redevelopment Project (including the 2005 TIF Project), including but not limited to funds disbursed for the payment of fees and expenses of the Bond Registrar or Paying Agent or any other Project Costs or funds advanced to abate the Full Faith and Credit Taxes and whether or not such reimbursement occurs in the relevant Tax Year for which such advance was made; or

(ix) for any other purpose related to the redevelopment plan for the Project Area pursuant to the TIF Act.

(c) *Investments.* The moneys on deposit in the Special Tax Allocation Fund and the various accounts therein may be invested by the Treasurer from time to time in Qualified Investments. With no further official action or direction of the Corporate Authorities any such investments may be sold by the Treasurer from time to time as moneys may be needed for the purposes for which the Special Tax Allocation Fund and such accounts have been created. In addition, the Treasurer shall sell such investments when necessary to remedy any deficiency in the Special Tax Allocation Fund or such accounts created therein. All investment earnings shall be attributed to the account within the Special Tax Allocation Fund for which the investment was made.

Section 14. General Covenants. The City covenants and agrees with the registered 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 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 thereof and hereof.

(b) The City will pay and discharge, or cause to be paid and discharged, any and all lawful claims which, if unpaid, might become a lien or charge upon the Pledged Taxes or any part thereof, or upon any funds in the Special Tax Allocation Fund, 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 said 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 Project Area, the 2005 TIF Project and the Pledged Taxes and will timely file such records and reports with the State as may be required pursuant to the TIF Act. Such books of record and accounts shall at all times during business hours be subject to the inspection of the holders of not less than ten percent (10%) of the aggregate principal amount of Bonds then outstanding, or their representatives authorized in writing.

The City will cause to be prepared within a reasonable period after the close of each fiscal year of the City so long as any of the Bonds are outstanding complete audited financial statements with respect to the preceding fiscal year showing the Pledged Taxes received, all disbursements from the funds and accounts created by this Ordinance and the financial condition of the Project Area, including the balances in all funds and accounts relating to the Bonds and the Project Area as of the end of such fiscal year. The City will furnish a copy of such statements to the State and any other information the State shall require as, if and when required under the TIF Act.

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

(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 holders of the Bonds of the rights and benefits provided in this Ordinance.

(f) As long as any Bonds are outstanding, the City will continue to deposit the Incremental Taxes into the Special Tax Allocation Fund. The City covenants and agrees with the purchaser of the Bonds and with the registered 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 the Incremental Taxes. The City and its officers will comply with the TIF Act and with all present and future applicable laws in order to assure that such taxes may be collected as provided herein and deposited into the Special Tax Allocation Fund.

Section 15. Creation of Funds and Appropriations. The proceeds derived from the sale of the Bonds shall be used as follows:

A. Accrued interest and capitalized interest, if any, in the amount set forth in the Bond Order shall be credited to the Principal and Interest Account and applied to pay first interest due on the Bonds.

B. The amount necessary of the proceeds of the Bonds shall be deposited into a separate fund, hereby created, designated the "Expense Fund" (the "*Expense Fund*") to be used to pay expenses of issuance of Bonds. Disbursements from such fund shall be made from time to time by the City Treasurer as need to pay costs of issuance of the Bonds or shall be made upon the delivery of the Bonds by the Purchasers at the direction of the City Treasurer. Any excess in said fund shall be deposited into Principal and Interest Account after six months from the date of issuance of the Bonds.

C. The remaining funds shall be set aside in a separate fund hereby created and designated as the "2005 TIF Project Fund (2005)" (the "*Project Fund*") to be held by the City Treasurer in a separate and segregated account. Money in said fund shall be withdrawn from time to time as needed for the payment of costs of the 2005 TIF Project and paying the fees and expenses incidental thereto not paid out of the Expense Fund and

said money shall be disbursed by the City Treasurer in accordance with normal and customary City disbursement procedures.

Within 60 days after full depletion of the Project Fund or payment of all costs of the 2005 TIF Project, as herein referred to, and as heretofore approved by the Corporate Authorities, the City Treasurer shall provide certification in writing (a "*Completion Certificate*") to the Corporate Authorities of the fact of such depletion, and, upon approval of such Completion Certificate by the Corporate Authorities, funds (if any) remaining in the Project Fund shall be remitted by the City Treasurer for deposit to the Principal and Interest Account, and the Project Fund shall be closed.

Funds on deposit in the Project Fund may be invested by the City Treasurer in Qualified Investments. Investment earnings in the Project Fund shall be transferred as necessary by the City Treasurer with no further official action or direction of the Corporate Authorities to the Trustee for deposit in the Principal and Interest Account for the payment of principal of and interest on the Bonds when due.

Without further official action of or direction by the Corporate Authorities, if necessary to ensure the timely payment of principal of and interest on the Bonds, monies on deposit in the Project Fund may be transferred by the City Treasurer to the Paying Agent at any time for deposit to the Full Faith and Credit Taxes Account or to the Principal and Interest Account in anticipation of the collection of Full Faith and Credit Taxes or Incremental Taxes, respectively. Any amount so transferred shall be promptly repaid upon the collection of Full Faith and Credit Taxes or Incremental Taxes, respectively.

Section 16. Additional Bonds. The City reserves the right to issue Additional Bonds from time to time for the purposes authorized in the Plan, without limit.

Section 17. This 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. Supplemental Ordinances. With the consent of the registered owners of not less than 66% in aggregate principal amount of the Bonds at the time outstanding, the City, by the Corporate Authorities may pass an ordinance or ordinances supplemental hereto for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of this Ordinance or of any supplemental 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, 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, or deprive the registered owners of the Bonds (except as aforesaid) of the right to payment of the Bonds from the taxes pledged thereto without the consent of the registered owners of all the Bonds (as the case may be) then outstanding.

Section 19. Rights and Duties of Bond Registrar. If requested by the Bond Registrar, any Designated Official is authorized to execute the Bond Registrar's standard form of

agreement between the City and the Bond Registrar with respect to the obligations and duties of the Bond Registrar hereunder. In addition to the terms of such agreement or agreements and subject to modification thereby, the Bond Registrar by acceptance of duties hereunder agrees:

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

(b) to maintain a list of Bondholders as set forth herein and to furnish such list to the City upon request, but otherwise to keep such list confidential to the extent permitted by law;

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

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

(e) 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.

The City Clerk of the City is hereby directed to file a certified copy of this Ordinance with the Bond Registrar.

Section 20. Defeasance. Bonds which (a) are paid and cancelled, (b) which have matured and for which sufficient sums been deposited with a bank or trust company authorized to keep trust accounts to pay all principal and interest due thereon, or (c) for which sufficient U.S. funds and direct Government Obligations have been deposited pursuant to an irrevocable escrow or trust agreement with a bank or trust company authorized to keep trust accounts to pay, taking

into account investment earnings on such obligations, all principal of and interest on Bonds when due at maturity or as called for redemption shall cease to have any lien on or right to receive or be paid from the Pledged Taxes, the Special Tax Allocation Fund, or the Full Faith and Credit Taxes Account hereunder and shall no longer have the benefits of any covenant for the registered owners of outstanding Bonds as set forth herein, as such relates to lien and security of the outstanding Bonds.

Section 21. Continuing Disclosure. Any Designated Official is hereby authorized to execute and deliver the Continuing Disclosure Undertaking, in substantially the form as provided by Bond Counsel and customarily executed by the City in connection with its borrowings, to effect compliance with Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. When such Continuing Disclosure Undertaking is executed and delivered on behalf of the City, it will be binding on the City and the officers, agents, and employees of the City, and the same are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such Continuing Disclosure Undertaking as executed and delivered. Notwithstanding any other provisions hereof, the sole remedies for failure to comply with such Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Bond to seek mandamus or specific performance by court order, to cause to the City to comply with its obligations thereunder.

Section 22. Insurance. If the Bonds are sold with a municipal bond insurance or financial guaranty insurance policy (a "*Policy*"), the commitment provided by the issuer of such

Policy shall be attached hereto as EXHIBIT A and the terms and provisions of such commitment shall be incorporated into this Ordinance by this reference as if set out in full at this Section. Any Designated Official is hereby expressly authorized to enter into and execute such commitment without further official action of the Corporate Authorities.

Section 23. Publication of Ordinance. A full, true and complete copy of this Ordinance shall be published within ten days after passage in pamphlet form by authority of the Corporate Authorities and shall be immediately thereafter in full force and effect.

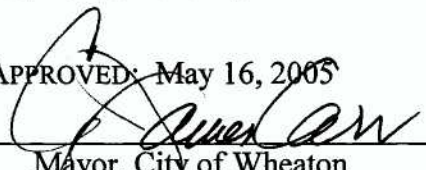
Section 24. Superseder and Effective Date. All ordinances, resolutions and orders, or parts thereof, in conflict herewith, are to the extent of such conflict hereby superseded; and this Ordinance shall be in full force and effect immediately upon its passage and approval.

AYES: Councilman Johnson, Mayor Carr, Councilman Mouhelis, Councilman Bolds,
Councilwoman Corry

NAYS: Councilman Levine, Councilman Suess

ABSENT: None


ADOPTED: May 16, 2005

APPROVED: May 16, 2005


Mayor, City of Wheaton
DuPage County, Illinois

RECORDED In City Records: May 17, 2005.

PUBLISHED in pamphlet form by authority of the City Council and immediately effective on May 17, 2005.

Attest:


City Clerk, City of Wheaton
DuPage County, Illinois

1929

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

**CERTIFICATION OF MINUTES AND ORDINANCE
AND CERTIFICATION OF PUBLICATION IN PAMPHLET FORM**

I, the undersigned, do hereby certify that I am the duly qualified and acting City Clerk of the City of Wheaton, DuPage County, Illinois (the "*City*"), and as such official I am the keeper of the official journal of proceedings, books, records, minutes and files of the City and of the City Council (the "*Corporate Authorities*") thereof.

I do further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Corporate Authorities held on the 16th day of May, 2005, insofar as the same relates to the adoption of an ordinance entitled:


AN ORDINANCE providing for the issuance of Taxable General Obligation Bonds, Series 2005B, of the City of Wheaton, DuPage County, Illinois, authorizing the execution of a bond order and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds.

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

I do further certify that the deliberations of the Corporate Authorities on the adoption of said ordinance were taken openly; that the vote on the adoption of said ordinance was taken openly; that said meeting was held at a specified time and place convenient to the public; that notice of said meeting was duly given to all newspapers, radio or television stations and other news media requesting such notice; that an agenda for said meeting was posted on a day which was not a Saturday, Sunday or legal holiday for Illinois municipalities and not less than 48 hours in advance of holding said meeting at the principal office of the Corporate Authorities and at the location where the meeting was held; that said agenda described or made specific reference to said ordinance; that a true, correct and complete copy of said agenda as so posted is attached hereto; and that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and the Illinois Municipal Code, as amended, except as said Act or said Code may be validly superseded by the City's home rule powers, and that the Corporate Authorities have complied with all of the provisions of said Act and said Code, and with all of the procedural rules of the Corporate Authorities in the adoption of said ordinance.

I do further certify that the Ordinance was published by authority of the Corporate Authorities in pamphlet form on the 16th day of May, 2005, and the Ordinance as so published was on said date readily available for public inspection and distribution, in sufficient number to meet the needs of the general public, at my office as City Clerk located in the City.

17th IN WITNESS WHEREOF I hereunto affix my official signature and the seal of the City this
day of May, 2005.


City Clerk

[SEAL] CITY CLERK TO ATTACH AGENDA

1981

CITY OF WHEATON, ILLINOIS
CITY COUNCIL MEETING - MONDAY, MAY 16, 2005
WHEATON CITY HALL - 303 W. WESLEY STREET
7:00 P.M.

A G E N D A

- I Call to Order:
- II Roll Call:
- III Invocation: Rev. Dave Haidle, Institute for Prison Ministries
- IV Ceremonies: Posting of Colors) American Legion
Pledge of Allegiance) Post No. 76
- V Presentations: DuPage Co. Commendation of the City of Wheaton's Department
Of Public Works for Vehicle Idling Practice
- Proclamations: American Legion Wheaton Post 76/Poppy Day – May 21
V.F.W. Post 2164/Poppy Day – May 20
- 2005 Good Citizen Awards
- VI Report of City Manager:
- VII Report of City Attorney:
- VIII Citizens to be Heard:
NOTE: Please use floor mike in center aisle as Council proceedings are videotaped. Announce name and address before commenting. This portion of the agenda is for citizens to address the Council on any subject matter other than those which are listed on the agenda under Old Business or New Business. Citizens will be afforded the opportunity to comment on specific agenda items as they are discussed by the City Council. All comments should be limited to five (5) minutes. Citizens needing additional time to discuss their subject matter(s) should attend the City Council's once-monthly, except no Coffee Sessions during July and August, Coffee With Council Sessions or present their comments in writing.
- IX Consent Agenda:
Consent Agenda items are considered to be routine by the City Council and will be enacted by one motion in the form listed below. There will be no separate discussion on these items. If a member of the City Council or a member of the audience requests, a consent agenda item will be removed from the consent agenda and considered as an individual item at the end of Old or New Business.
- A. Approval of Minutes: Regular Wheaton City Council Meeting – May 2, 2005
City Council Public Hearing – Annexation/1S780 Orchard Rd./Covert – May 9, 2005
- B. Old Business:
1. An Ordinance Amending the Official Motor Vehicle and Traffic Schedules (Chapter 70) for the City of Wheaton, Illinois (No Parking-Certain Hours) (Pass Ordinance).
 2. An Ordinance Amending City of Wheaton Ordinance No. F-0052 Pertaining to 222-240 E. Willow Avenue-Metropolitan Family Services of DuPage (Pass Ordinance).
- C. New Business:
1. Special Event Permit/Request for Street Closures, City Services and Use of Parking Lots 4 & 5/Downtown Wheaton Association-Fine Art Fair (Approve Requests and Authorize the Issuance of a Special Event Permit).
 2. Special Event Permit /Request for Street Closures/B.R. Ryall YMCA-Indian Princess Soap Box Derby (Approve Request and Authorize the Issuance of a Special Event Permit).
 3. Special Event Permit/Request for Street Closures, City Services and Amusement License/Wheaton Park District-Cream of Wheaton/Run for the Animals (Approve Requests and Authorize the Issuance of a Special Event Permit and Amusement License).
 4. Special Event Permit/Request for Street Closures/College Church in Wheaton-College Church 5K Run for the Stars (Approve Request and Authorize the Issuance of a Special Event Permit).
 5. Special Event Permit/Ms. Leslie Cahill-Wheaton Farmers Market (Authorize the Issuance of a Special Event Permit).

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6. Special Event Permit/Request for Street Closure/Bensidoun USA, Inc.-Wheaton French Market Relocation (Approve Street Closure and Authorize the Issuance of a Special Event Permit).
 7. A Resolution Authorizing the Execution of an Agreement Between the City of Wheaton and Milton Township (Township Bus Program (Adopt Resolution).
 8. A Resolution Authorizing the Disposal of Certain Surplus Property (Adopt Resolution).
 9. Planning and Zoning Board Report RE: Zoning Application #05-16/Special Use Permit and Variation/224 N. Main Street/Gary Memorial United Methodist Church (Receive and Refer to the City Attorney for Ordinance Preparation).
 10. Bid Award Recommendation: Parking Lot #4 Surface Rehabilitation (Receive the Purchasing Agent's Recommendation and Award Bid).

X Regular Agenda:

A. Old Business:

1. An Ordinance Amending the Code of Ordinances of the City of Wheaton: Buildings and Building Regulations.
2. An Ordinance Amending the Official Motor Vehicle and Traffic Schedules (Chapter 70) for the City of Wheaton, Illinois (No Parking – Certain Hours).

B. New Business:

1. Appointment/Reappointment to City Commissions.
2. A Resolution Authorizing the Execution of an Agreement for Historical Preservation Services (Wheaton Historic Preservation Council).
3. Planning and Zoning Board Report re: Subdivision Application #05-02/3 Lot Subdivision and Lot Width Variations/1103 N. President Street/Zaderaka.
4. An Ordinance Authorizing the Signing of an Annexation Agreement – 1S780 Orchard Rd./Covert (5 Votes to Pass)
5. An Ordinance Annexing Certain Territory to the City of Wheaton, Illinois – 1S780 Orchard Rd./Covert.
6. An Ordinance Amending the Wheaton Zoning Map on a Certain Piece of Property Commonly Known as 1S780 Orchard Rd./Covert.
7. A Resolution Approving Bond Underwriting Services for the Taxable General Obligation Bonds, Series 2005B Issuance.
8. An Ordinance Providing for the Issuance of Taxable General Obligation Bonds, Series 2005B, of the City of Wheaton, DuPage County, Illinois, Authorizing the Execution of a Bond Order and Providing for the Levy And Collection of a Direct Annual Tax for the Payment of the Principal of and Interest on Said Bonds.

XI Council Comment:

XII Approval of Bills:

Warrant No. 416

\$ 2,348,105.08

XIII Adjournment:

193/3

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

CERTIFICATE OF FILING

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of The County of DuPage, Illinois, and as such officer I do hereby certify that at _____ .m. on the ____ day of May, 2005, there was filed in my office a properly certified copy of an ordinance, passed by the City Council of the City of Wheaton, DuPage County, Illinois, on the 16th day of May, 2005, and entitled:

AN ORDINANCE providing for the issuance of Taxable General Obligation Bonds, Series 2005B, of the City of Wheaton, DuPage County, Illinois, authorizing the execution of a bond order and providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds.

and that the same has been deposited in the official files and records of my office.

IN WITNESS WHEREOF I have hereunto affixed my official signature and the seal of The County of DuPage, Illinois, at Wheaton, Illinois, this ____ day of May, 2005.

County Clerk of The County of
DuPage, Illinois

[SEAL]