
ORDINANCE NO. 2011-17

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$2,400,000 GENERAL OBLIGATION BONDS, SERIES 2011, OF THE VILLAGE OF STICKNEY, COOK COUNTY, ILLINOIS, AND FOR THE LEVY OF A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL AND INTEREST ON SAID BONDS

APPROVED BY BOARD

DATE: July 19, 2011

Andrew McLean
VILLAGE CLERK

Passed by the President and
Board of Trustees on the 19th day
of July, 2011

See clerk for
viewing of
entire ordinance

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TABLE OF CONTENTS

SECTION	HEADING	PAGE
	PREAMBLES	1
SECTION 1.	DEFINITIONS	3
SECTION 2.	INCORPORATION OF PREAMBLES	7
SECTION 3.	AUTHORIZATION	7
SECTION 4.	BOND DETAILS	7
SECTION 5.	GLOBAL BOOK-ENTRY SYSTEM	7
SECTION 6.	EXECUTION; AUTHENTICATION	8
SECTION 7.	REDEMPTION	9
SECTION 8.	REDEMPTION PROCEDURES	9
SECTION 9.	REGISTRATION OF BONDS; PERSON TREATED AS OWNERS	12
SECTION 10.	FORM OF BOND	13
SECTION 11.	SALE OF BONDS	16
SECTION 12.	SECURITY; TAX LEVY AND BOND FUND	17
SECTION 13.	CREATION OF FUNDS, APPROPRIATION	18
SECTION 14.	DEFEASANCE OF THE BONDS	19
SECTION 15.	GENERAL TAX COVENANTS	19
SECTION 16.	NOT PRIVATE ACTIVITY BONDS	20
SECTION 17.	QUALIFIED TAX-EXEMPT OBLIGATIONS	20
SECTION 18.	CONTINUING DISCLOSURE CERTIFICATE AND AGREEMENT	21
SECTION 19.	NONCOMPLIANCE WITH TAX COVENANTS	21
SECTION 20.	REGISTERED FORM	21
SECTION 21.	LIST OF REGISTERED OWNERS	21
SECTION 22.	DUTIES OF BOND REGISTRAR	21

SECTION	HEADING	PAGE
SECTION 23.	MUNICIPAL BOND INSURANCE	23
SECTION 24.	REIMBURSEMENT	23
SECTION 25.	ORDINANCE TO CONSTITUTE A CONTRACT	23
SECTION 26.	AMENDMENTS OF AND SUPPLEMENTS TO THE ORDINANCE	23
SECTION 27.	HOME RULE AUTHORITY	24
SECTION 28.	SUPPLEMENTAL DOCUMENTS	25
SECTION 29.	SEVERABILITY	25
SECTION 30.	REPEALER AND EFFECTIVE DATE	25

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WHEREAS, the Village of Stickney, Cook County, Illinois (the "Village"), pursuant to the provisions of Article VII, Section 6(a) of the Constitution of the State of Illinois is a home rule unit and may exercise any power and perform any function pertaining to its government and affairs including, but not limited to, the power to tax and to incur debt payable from ad valorem tax receipts maturing within 40 years from the time it is incurred and without prior referendum approval; and

WHEREAS, the Village has heretofore issued its \$2,665,000 General Obligation Bonds, Series 2001 pursuant to Ordinance No. 2001-19 of which the following maturities are outstanding (the "Prior Bonds"):

MATURITY DATE	PRINCIPAL AMOUNT
12/1/2018	\$ 1,100,000
12/1/2023	\$ 1,045,000

; and

WHEREAS, the Mayor and Board of Trustees has determined that all of the Prior Bonds shall be currently refunded (the "Refunding"); and

WHEREAS, it is in the judgment of the Mayor and Board of Trustees necessary for the Refunding to issue general obligation bonds of the Village; and

WHEREAS, the estimated cost of the Refunding, including bond discount, bond issuance expenses and capitalized interest, is not less than \$2,400,000, plus investment earnings thereon, as heretofore reported to and determined by the Mayor and Board of Trustees and there are insufficient funds of the Village on hand and lawfully available to pay said costs, such that the Village expects to pay such costs by borrowing such money and issuing its general obligation bonds in evidence thereof; and

WHEREAS, as a home rule unit, the Village by ordinance passed by the Mayor and Board of Trustees is authorized to borrow money and in evidence thereof issue general obligation bonds of the Village without referendum in an amount not to exceed \$2,400,000 for the purpose of paying the costs of the Refunding and the costs incurred in connection with the issuance of the Bonds, including but not limited to the costs of capitalized interest, if any, all to the extent provided for and allocated in the Bond Order; and

WHEREAS, the Mayor and Board of Trustees does hereby determine that it is advisable and in the best interest of the Village at this time to borrow money and in evidence thereof issue general obligation bonds of the Village without referendum in an amount not to exceed \$2,400,000 for the purpose of paying the costs of the Refunding and the costs incurred in connection with the issuance of the Bonds, including but not limited to the costs of capitalized interest, if any, all to the extent provided for and allocated in the Bond Order, and in evidence of such borrowing, issue its full faith and credit bonds, in the principal amount not to exceed \$2,400,000;

NOW, THEREFORE, Be It Ordained by the Mayor and Board of Trustees of the Village of Stickney, Cook County, Illinois, as follows:

Section 1. Definitions. Words and terms used in this Ordinance shall have the meanings assigned them unless the context or use clearly indicates another or different meaning is intended. Words and terms defined in the singular may be used in the plural and vice-versa. Reference to any gender shall be deemed to include the other and also inanimate persons such as corporations, where applicable.

“Act” means the home rule powers of the Village, the Illinois Municipal Code, and the Local Government Debt Reform Act.

“Authorized Denominations” means \$5,000 and integral multiples of \$5,000.

“Bond Counsel” means, with respect to the original issuance of the Bonds, Louis F. Cainkar, Ltd., Chicago, Illinois, and thereafter, any firm of attorneys of nationally recognized expertise with respect to the tax-exempt obligations of political subdivisions, selected by the Village.

“Bond Fund” means the Bond Fund created in Section 12 of this Ordinance.

“Bond Insurer” or *“Insurer”* is defined in Section 23 of this Ordinance.

“Bond Order” means that certain bond order, to be executed by the Mayor, and setting forth certain details of the Bonds as provided in Section 11 of this Ordinance and includes the Certificate of the Levy of Taxes provided for in Section 12 of this Ordinance.

“Bond Purchase Agreement” is defined in Section 11 of this Ordinance.

“Bond Register” means the books of the Village kept by the Bond Registrar to evidence the registration and transfer of the Bonds.

“Bond Registrar” is the Village Treasurer.

“Bonds” or *“Series 2011 Bonds”* means the not to exceed \$2,400,000 General Obligation Bonds, Series 2011, authorized to be issued by this Ordinance, including bonds issued in exchange for or upon transfer or replacement of bonds previously issued under this Ordinance.

“Book Entry Form” means the form of the Bonds as fully registered and available in physical form only to the Depository.

“Business Day” means any day other than a day on which banks in Chicago, Illinois are required to be closed.

“Code” means the Internal Revenue Code of 1986, as amended.

“Defeasance Obligations” means (a) direct and general full faith and credit obligations of the United States Treasury ("Directs"), (b) certificates of participation or trust receipts in trusts comprised wholly of Directs, (c) other obligations unconditionally guaranteed as to timely payment by the United States Treasury, or (d) deposits guaranteed by the Federal Deposit Insurance Corporation.

“Defeased Bonds” means such bonds as are described and defined by such term in Section 14 of this Ordinance.

“Depository” means The Depository Trust Company or successor depository duly qualified to act as a securities depository and acceptable to the Village.

“Designated Officers” mean the officers of the Village as follows: Mayor, Village Clerk, and Village Treasurer. The approval of any one of them shall constitute the approval and authorization of the Designated Officers.

“Global Book-Entry System” means the system for the initial issuance of the Bonds as described in Section 5.

“Municipal Bond Insurance Policy” is defined in Section 23 of this Ordinance.

“Ordinance” means this Ordinance No. 2011-17 passed by the Mayor and Board of Trustees on the 19th day of July, 2011 and approved by the Mayor on that date.

“Prior Bonds” are defined in the preambles.

“Prior Project” means the facilities financed, directly or indirectly with the proceeds of the Prior Bonds.

“Project Fund” means the Project Fund created in Section 13 of this Ordinance.

“Purchase Price” means the price to be paid by the Purchaser for the Bonds.

“Purchaser” means George K Baum & Company, Chicago, Illinois.

“Rebate Fund” means the Rebate Fund authorized to be created in Section 13 of this Ordinance.

“Record Date” means the fifteenth day of the month preceding any regular or other interest payment date occurring on the first day of any month and the fifteenth day preceding any interest payment date occasioned by the redemption of Bonds on other than the first day of a month.

“Refunded Bonds” means Prior Bonds being redeemed prior to maturity as is described and defined by such term in the preambles of this Ordinance.

“Refunding” means the redemption of the Prior Bonds as is described and defined by such term in the preambles of this Ordinance.

“Representations Letter” means such agreement or agreements by and among the Village, the Bond Registrar, and the Depository as shall be necessary to effectuate a book-entry system for the Bonds, and includes the Blanket Letter of Representations executed by the Village and the Depository.

“Rule” means Rule 15c2-12 as promulgated by the Securities and Exchange Commission, as amended.

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

“Tax-Exempt” means, with respect to all or any portion of the Bonds, the status of interest paid and received thereon as excludable from the gross income of the owners thereof under the Code for federal income tax purposes.

“Term Bonds” means Bonds subject to mandatory redemption by operation of the Bond Fund and designated as Term Bonds in the Bond Order.

“Village” means the Village of Stickney, Cook County, Illinois.

Definitions also appear in the preambles hereto or in specific sections, as appear below.

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

Section 3. Authorization. It is hereby found and determined that the Mayor and Board of Trustees has been authorized by law to borrow the sum of not to exceed \$2,400,000 upon the credit of the Village and as evidence of such indebtedness to issue at this time general obligation bonds in the aggregate principal amount not to exceed \$2,400,000 (the “Bonds”) in order to pay the costs of the Refunding and expenses of issuance thereof. The bonds shall be issued pursuant to the Act.

Section 4. Bond Details. There shall be borrowed on the credit of and for and on behalf of the Village the sum not to exceed \$2,400,000; and general obligation bonds of the Village in one or more series and in not to exceed such amount shall each be designated as provided in the relevant Bond Order. The Bonds shall be in fully registered form, and may be in book entry form. The Bonds shall be dated as of a date (the “Dated Date”) no earlier than the date of passage of this Ordinance and no later than their initial date of issuance as shall be set forth in a Bond Order for a given series of the Bonds; each Bond shall also bear its respective date of authentication; and the Bonds shall be numbered consecutively in such fashion as shall be determined by the Bond Registrar. The Bonds shall become due or be subject to mandatory redemption (subject to right of prior redemption) on such date of each year as shall be designated as shall be set forth in the Bond Order. The Bonds shall bear interest at not greater than nine percent (9%) per annum if such Bonds are Tax-Exempt or thirteen percent (13%) per annum if such Bonds are Taxable. The Bonds shall be in Authorized Denominations (but no single such bond shall represent principal maturing on more than one date). Each Bond shall bear interest from the later of its Dated Date or from the most recent interest payment date to which interest has been paid or duly provided for, commencing on a date within one year of the Dated Date, as shall be set forth in the Bond Order, and upon regular semiannual intervals thereafter, at the respective rates percent per annum provided, until the principal thereof shall be paid or duly provided for. So long as the Bonds are held in Book Entry Form, interest on each Bond shall be paid to the Depository by check or draft or electronic funds transfer, in lawful money of the United States of America, as may be agreed in the Representations Letter; and if the Bonds are in physical form to registered owners other than the Depository, interest on each Bond shall be paid by check or draft of the Bond Registrar, 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 applicable Record Date, and mailed to the address of such registered owner as it appears on the Bond Register or at such other address as may be furnished in writing to the Bond Registrar. Interest shall be computed on the basis of a 360-day year of twelve 30-day months. The principal of the Bonds shall be payable upon presentation at the office designated for such purpose of the Bond Registrar. The Bonds may be Term Bonds as provided by a Bond Order for a given series of the Bonds.

Section 5. Global Book-Entry System. The Bonds of each series shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bonds bearing the same rate of interest. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in such name as may be provided by the Depository (the “Book Entry Owner”) and, accordingly, in Book Entry Form as provided and defined herein.

One of the Designated Officers is authorized to execute a Representations Letter or to utilize the provisions of an existing Representations Letter. Without limiting the generality of the authority given with respect to entering into a Representations Letter for the Bonds, 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 the Book Entry Owner, neither the Village nor 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, neither the Village nor the Bond Registrar shall have any responsibility or obligation with respect to (a) the accuracy of the records of the Depository, the Book Entry Owner, 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 or as expressly provided in the Representations Letter, 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. In the event that (a) the Village determines that the Depository is incapable of discharging its responsibilities described herein or in the Representations Letter, (b) the agreement among the Village and the Depository evidenced by the Representations Letter shall be terminated for any reason, or (c) the Village determines that it is in the best interests of the Village or of the beneficial owners of the Bonds or of any given series of the Bonds that they be able to obtain certificated Bonds; the Village shall notify the Depository of the availability of Bond certificates, and such Bonds shall no longer be restricted to being registered in the Bond Register to the Book Entry Owner. The Village may determine at such time that such Bonds shall be registered in the name of and deposited with a successor depository operating a book entry only system, as may be acceptable to the Village, or such depository's agent or designee, but if the Village does not select such successor depository, then such 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.

Section 6. Execution; Authentication. The Bonds shall be signed by the manual or duly authorized facsimile signatures of the Mayor and Village Clerk and may have impressed or imprinted thereon the corporate seal or facsimile thereof of the Village. 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 Village 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 signatory of the Bond Registrar, but it shall not be necessary that the same person sign the certificate of authentication on all of the Bonds issued hereunder.

Section 7. Redemption. A. *Mandatory Redemption.* If so provided in the relevant Bond Order, any Bonds may be issued as Term Bonds and be subject to mandatory redemption by operation of the Bond Fund, at a price of par, without premium, plus accrued interest to the date fixed for redemption, on such date of each year as may be provided in the relevant Bond Order and in the amounts and subject to such provisions as shall be set forth in the relevant Bond Order. Bonds subject to mandatory redemption shall be deemed to become due on the dates so subject to redemption and not at maturity, except for any remainder to be paid at maturity. The Village covenants that it will redeem any Term Bonds pursuant to the mandatory redemption requirement for such Term Bonds and levy taxes accordingly. If the Village redeems pursuant to optional redemption as may be provided or purchases Term Bonds of any maturity and cancels the same from Bond Moneys as hereinafter described, then an amount equal to the principal amount of Term Bonds so redeemed or purchased shall be deducted from the mandatory redemption requirement as provided for Term Bonds of such maturity, first, in the current year of such requirement, until the requirement for the current year has been fully met, and then in any order of payment on the Term Bonds as due at maturity or subject to mandatory redemption in any year as the Village shall at such time determine. If the Village redeems pursuant to optional redemption or purchases Term Bonds of any maturity and cancels the same from moneys other than Bond Moneys, then an amount equal to the principal amount of Term Bonds so redeemed or purchased shall be deducted from the amount of such Term Bonds as due at maturity or subject to mandatory redemption in any year as the Village shall at such time determine.

B. *Optional Redemption.* If so provided in the relevant Bond Order, any Bonds may be subject to redemption prior to maturity at the option of the Village, in whole or in part on any date, at such times and at such optional redemption prices as may be provided in the relevant Bond Order. If less than all of the Outstanding Bonds of a Series are to be optionally redeemed, the Bonds to be called shall be called from such Series, in such principal amounts and from such maturities as may be determined by the Village and within any maturity in the manner hereinafter provided.

Section 8. Redemption Procedures. The Bonds subject to redemption shall be identified, notice given, and paid and redeemed pursuant to the procedures as follows.

A. *No Further Action for a Mandatory Redemption.* For a mandatory redemption, the Bond Registrar shall proceed to redeem Bonds without any further order or direction from the Village whatsoever.

B. *Optional Redemption.* For an optional redemption, the Village shall, at least 45 days prior to a 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 series of Bonds and the maturities of such series (and, if applicable, the scheduled mandatory redemptions affected) and principal amounts of Bonds to be redeemed.

C. *Selection of Bonds within a Maturity.*

(1) For purposes of any redemption of less than all of the Bonds of a single series and maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot 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 make such selection upon the earlier of advice from the Village that certain Bonds to be redeemed are Defeased Bonds or the time of the giving of official notice of redemption.

(2) Alternatively, if so provided in the relevant Bond Order, 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 the Bond Registrar pro-rata based upon the aggregate principal amount thereof then Outstanding; provided, however, that the portion of any Bond of a denomination of more than the minimum Authorized Denomination to be redeemed shall be in the principal amount of an Authorized Denomination and that, in selecting portions of such Bonds for redemption, the Bond Registrar shall treat each such Bond as representing that number of Bonds of said minimum Authorized Denomination which is obtained by dividing the principal amount of such Bond to be redeemed in part by said minimum Authorized Denomination. If the Bonds are held in Book Entry Form at the time of such redemption, the Village shall direct the Bond Registrar to instruct the Depository to select the specific Bonds within such maturity for redemption pro-rata among such Bonds. The Village and the Bond Registrar shall have no responsibility or obligation to insure that the Depository properly selects such Bonds for redemption.

D. *Official Notice of Redemption.* The Bond Registrar shall promptly notify the Village 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 Village by mailing the redemption notice by first class U.S. 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 the name of the Bonds and at least the information as follows:

- (1) the redemption date;
- (2) the redemption price;
- (3) 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;

(4) 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

(5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the office designated for the purpose by the Bond Registrar.

E. *Conditional Redemption.* Unless moneys sufficient to pay the redemption price of the Bonds to be redeemed shall have been received by the Bond Registrar prior to the giving of such notice of redemption, such notice may, at the option of the Village, state that said redemption shall be conditional upon the receipt of such moneys by the Bond Registrar on or prior to the date fixed for redemption. If such moneys are not received, such notice shall be of no force and effect, the Village shall not redeem such Bonds, and the Bond Registrar shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not so received and that such Bonds will not be redeemed.

F. *Bonds Shall Become Due.* Official notice of redemption having been given as described, the Bonds or portions of Bonds so to be redeemed shall, subject to the stated condition in paragraph (E) immediately preceding, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Village shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. 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.

G. *Insufficiency in Notice Not Affecting Other Bonds; Failure to Receive Notice; Waiver.* 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. In lieu of the foregoing official notice, so long as the Bonds are held in Book Entry Form, notice may be given as provided in the Representations Letter, and the giving of such notice shall constitute a waiver by the Depository and the Book Entry Owner, as registered owner, of the foregoing notice.

H. *New Bond in Amount Not Redeemed.* Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of like series and tenor, of authorized denominations, of the same maturity, and bearing the same rate of interest in the amount of the unpaid principal.

I. *Effect of Nonpayment upon Redemption.* If any Bond or portion of Bond called for redemption shall not be so paid upon surrender thereof for redemption, 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.

J. *Bonds to be Cancelled; Payment to Identify Bonds.* All Bonds which have been redeemed shall be cancelled and destroyed by the Bond Registrar and shall not be reissued. Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

K. *Additional Notice.* The Village agrees to provide such additional notice of redemption as it may deem advisable at such time as it determines to redeem Bonds, taking into account any requirements or guidance of the Securities and Exchange Commission, the Municipal Securities Rule Making Board, the Government Accounting Standards Board, or any other federal or state agency having jurisdiction or authority in such matters; provided, however, that such additional notice shall be (1) advisory in nature, (2) solely in the discretion of the Village, (3) not be a condition precedent of a valid redemption or a part of the Bond contract, and (4) any failure or defect in such notice shall not delay or invalidate the redemption of Bonds for which proper official notice shall have been given. Reference is also made to the provisions of the Continuing Disclosure Undertaking of the Village with respect to the Bonds, which may contain other provisions relating to notice of redemption of Bonds.

L. *Bond Registrar to Advise Village.* As part of its duties hereunder, the Bond Registrar shall prepare and forward to the Village a statement as to notices given with respect to each redemption together with copies of the notices as mailed.

Section 9. Registration of Bonds; Persons Treated as Owners. The Village 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 office of the Bond Registrar. The Village is authorized to prepare, and the Bond Registrar or such other agent as the Village may designate shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds. Subject to the provisions of this Ordinance relating to the Bonds in Book Entry Form, 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 office designated for such purpose of 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 Village 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 series and 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 15 days preceding the giving of notice of redemption of Bonds or to transfer or exchange any Bond all or a portion of which has been called for redemption. The execution by the Village of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenti-

cate, date and deliver such Bond; provided, however, the principal amount of Bonds of each series and maturity authenticated by the Bond Registrar shall not at any one time exceed the authorized principal amount of Bonds for such series and 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 (her) 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 Village 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 10. Form of Bond. The Bonds shall be in substantially the following form:

REGISTERED NO.

REGISTERED \$

**UNITED STATES OF AMERICA, STATE OF ILLINOIS, COUNTY OF COOK
VILLAGE OF STICKNEY
GENERAL OBLIGATION BOND, SERIES 2011**

Interest Rate: %

Maturity Date:

Dated Date:

Registered Owner:

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS, that the Village of Stickney, Cook County, Illinois (the "Village"), 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 Dated Date 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 on June 1 and December 1 each year, commencing December 1, 2011, until said Principal Amount is paid or duly provided for, except as the hereinafter stated provisions for redemption prior to maturity may be and become applicable hereto. The principal of this Bond is payable in lawful money of the United States of America upon presentation hereof at the office designated for such purpose of the Village Treasurer, Stickney, Illinois, as paying agent and bond registrar (the "Bond Registrar"). Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Bond Registrar, at the close of business on the Record Date for each interest payment date and shall be paid by check or draft of the Bond Registrar, payable upon presentation at the Bond Registrar 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 to by the Village and Depository if holding this Bond in Book Entry Only Form, as provided for same. Record Date means the 15th day of the month preceding any regular or other interest payment date occurring on the first day of any month and the 15th day preceding any interest payment date occasioned by the redemption of Bonds on other than the first day of a month. The full faith and credit of the Village are hereby irrevocably pledged to the punctual payment of the principal of and interest on the Bonds. The Bonds shall be direct and general obligations of the Village.

Bonds due on or after _____ shall be subject to redemption prior to maturity at the option of the Village from any available funds, as a whole or in part, and if in part, in integral multiples of \$5,000 in any order of their maturity determined by the Village, and by lot within the maturity, on _____ and any date thereafter at par plus accrued interest to the date fixed for redemption.

This Bond is one of a series of Bonds issued by the Village to pay for the Refunding of certain outstanding bonds of the Village, all as authorized pursuant to the provisions of Illinois law, including, specifically, the Illinois Municipal Code, as amended, the Local Government Debt Reform Act, as amended, and as further supplemented and, where necessary, superseded, by the powers of the Village as a home rule unit under the provisions of Section 6 of Article VII of the Illinois Constitution of 1970 under Ordinance No. 2011-17, duly passed by the Mayor and Board of Trustees on the 19th day of July, 2011 authorizing the Bonds (the "Bond Ordinance").

The Bonds shall initially be issued in a Global Book Entry System (as provided in the Bond Ordinance). The provisions of this Bond and of the Bond Ordinance are subject in all respects to the provisions of the Representations Letter between the Village and The Depository Trust Company, or any substitute agreement, affecting such Global Book-Entry System.

The Village and the Bond Registrar may deem and treat the person in whose name any Bond shall be registered in the Bond Register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of or on account of the principal of or interest thereon, and for all other purposes whatsoever; all such payments so made to any such registered owner or upon such registered owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid; and neither the Village nor the Bond Registrar shall not be affected by any notice to the contrary.

The Village has designated each of the Bonds as a "qualified tax-exempt obligation" pursuant to Section 265 (b) (3) of the Internal Revenue Code of 1986.

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

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 Village of Stickney, Cook County, Illinois, by its Mayor and Board of Trustees, has caused this Bond to be signed by the duly authorized manual or facsimile signatures of the Mayor and the Village Clerk, all as appearing hereon and as of the Dated Date as identified above.

Mayor

Village Clerk

Date of Authentication:

CERTIFICATE
OF
AUTHENTICATION

Bond Registrar
and Paying Agent: Village Treasurer
Village of Stickney, Illinois

This Bond is one of the bonds issued in the within mentioned Bond Ordinance.

By _____
Village Treasurer, as Bond Registrar

ASSIGNMENT

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

(Name and Address and Social Security or other identifying number 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 of Assignee

Signature guaranteed: _____

NOTICE: The signature to this assignment and transfer 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 11. Sale of Bonds. The Designated Officers are hereby authorized to proceed, without any further authorization or direction from the Mayor and Board of Trustees, to sell and deliver the Bonds as herein provided. The Bonds shall be sold in one or more series and within each series as Tax-Exempt bonds as shall be set forth in the Bond Order relating to same. The Designated Officers are hereby authorized and directed to sell the Bonds to the Purchaser at not less than the purchase price therefor, the same being the par value of the Bonds, minus any underwriter discount and any original issue discount (the total of which shall not exceed 2%) plus accrued interest to the date of delivery. The Purchaser is authorized to pay issuance costs of the Bonds. If paid by the Purchaser, the Purchaser shall receive a credit against the purchase price of the Bonds therefor. Upon the sale of a given series of the Bonds, the Designated Officers and any other officers of the Village as shall be appropriate shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds of such series as may be necessary, including, without limitation, the Bond Order, the Bond Purchase Agreement and closing documents including such certification and documentation as may be required by Bond Counsel, including, specifically, a tax agreement, to render their opinion as to the Tax-Exempt status of the interest on any Tax-Exempt Bonds. It is hereby found that no person holding any office of the Village, 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 the sale of a given series of the Bonds.

A bond purchase agreement for the sale of the Bonds of any series to the Purchaser (the "Bond Purchase Agreement") substantially in the form as approved for execution by the Village Attorney, is hereby in all respects authorized and approved. The Mayor is hereby authorized to execute the same, and the execution shall constitute full and complete approval of all necessary or appropriate completions and revisions as shall appear therein. Upon the sale of a series of Bonds, the Mayor shall prepare the Bond Order for same which shall include the pertinent details of sale as provided herein, and such shall be entered into the records of the Village and made available to the Mayor and Board of Trustees at the next public meeting thereof.

In the event the Purchaser certifies to the Village that it would be economically advantageous for the Village to acquire a municipal bond insurance policy for the Bonds, the Village hereby authorizes and directs the Designated Officers to obtain such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous if the difference between the present value cost of (a) the total debt service on the Bonds if issued without municipal bond insurance and (b) the total debt service on the Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy.

The use by the Purchaser of any Preliminary Official Statement and any final Official Statement relating to the Bonds (the "Official Statement") is hereby ratified, approved and authorized; the execution and delivery of the Official Statement is hereby authorized; and the officers of the Village are hereby authorized to take any action as may be required on the part of the Village to consummate the transactions contemplated by the Bond Purchase Agreement, this Ordinance, the Bond Order, the Preliminary Official Statement, the Official Statement and the Bonds. The Mayor or the Village Clerk are hereby each authorized to designate the Official Statement as "final" for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

Section 12. Security; Tax Levy and Bond Fund. The Bonds are a general obligation of the Village, for which the full faith and credit of the Village are irrevocably pledged, and are payable from the levy of the taxes on all of the taxable property in the Village, without limitation as to rate or amount in an amount sufficient to produce the sums necessary to pay the interest on the Bonds as it falls due and to pay and discharge the principal thereof at maturity (the "Pledged Taxes"). 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 the taxable property within the Village, in the years for which any of the Bonds are outstanding, a direct annual tax sufficient for that purpose. The Mayor is hereby directed to file with the County Clerk of Cook County, Illinois (the "County Clerk") a Certificate of the Levy of Taxes (the "Tax Levy Certificate") as part of the Bond Order and this Ordinance providing that there be levied upon all of the taxable property in the Village in addition to all other taxes, a direct annual tax in an amount sufficient to produce the sums necessary to pay the interest on the Bonds as it falls due and to pay and discharge the principal thereof at maturity. It shall be the duty of said County Clerk to ascertain the rate necessary to produce the tax herein levied, and extend the same for collection on the tax books against all of the taxable property within the Village in connection with other taxes levied in said year for general and special purposes, in order to raise the respective amounts aforesaid and in said year such annual tax shall be computed, extended and collected in the same manner as now or hereafter provided by law for the computation, extension and collection of taxes for general and special purposes of the Village, and when collected, the taxes hereby levied shall be placed to the credit of a special fund to be designated "General Obligation Bonds, Series 2011 Bond Fund" (the "Bond Fund"), which fund is hereby irrevocably pledged to and shall be used only for the purpose of paying the principal and interest on the Bonds.

Principal or interest coming due at any time when there are not sufficient funds on hand from the foregoing tax levy to pay the same shall be paid from the general funds of the Village, and the fund from which such payment was made shall be reimbursed from the Pledged Taxes when the same shall be collected.

The Village covenants and agrees with the purchasers and the holders of the Bonds that so long as any of the Bonds remains outstanding, except as herein otherwise specifically provided, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to levy and collect the foregoing tax levy. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Taxes may be levied, extended and collected as provided herein and deposited into the Bond Fund. To the extent that the Village has funds available to timely pay the principal and interest on the Bonds, the Village Treasurer or the Village Clerk is hereby authorized to abate the tax levy for the Bonds by filing a certificate of abatement with the County Clerk.

Section 13. Creation of Funds; Appropriation.

A. *Project Fund.* Bond proceeds and other funds of the Village as noted are hereby appropriated as follows:

(1) Accrued interest, if any, on the Bonds shall be and is hereby appropriated for the purpose of paying the first interest due on the Bonds and to such end is hereby ordered to be deposited into the Bond Fund.

(2) The amount necessary from the proceeds of the Bonds shall be used to pay costs of issuance of the Bonds and shall be deposited into a separate fund, hereby created, designated the Expense Account. Any disbursement from such fund shall be made from time to time as necessary. Any excess in said fund shall be deposited into the Project Fund 30 days after the issuance of the Bonds.

(3) The remaining proceeds of the Bonds shall be set aside in a separate fund, hereby created, and designated as the "General Obligation Bonds, Series 2011 Project Fund" (the "Project Fund") to be used for the Refunding and paying the cost of issuance of the Bonds which for any reason are not paid from the Expense Account.

Interest received from deposits in the Project Fund shall, first, to the extent necessary, be transferred to the Rebate Fund; second, be retained in the Project Fund, be appropriated for the purpose, and shall also be disbursed for the cost of the Refunding; and third, to the extent permitted by law may be transferred by action of the Mayor and Board of Trustees to such other fund of the Village as the Mayor and Board of Trustees may designate. The Project Fund may be further separated into accounts for each series of the Bonds as may be deemed advisable by the Village Treasurer.

B. *Rebate Fund.* There is hereby authorized to be created by the Treasurer or such other officer as may be necessary, when and as needed, a "General Obligation Bonds, Series 2011, Rebate Fund" (the "Rebate Fund"). Interest earnings in the Project Fund or the Bond Fund or from any other fund or account as the Board may designate, shall be transferred to the Rebate Fund as necessary to provide for provision for payments of "excess arbitrage profits" to the United States pursuant to the covenants for the Tax-Exempt bonds as provided in this Ordinance.

C. *Small Issuer Exception.* The Village is excepted from the required rebate of arbitrage profits on the Bonds under Section 148(f)(4)(c) of the Code and from the terms and provisions of this Ordinance that only need to be complied with if the Village is subject to the arbitrage rebate requirement. No rebate is required or planned by the Village. In support of this conclusion, the Village covenants, represents and certifies as follows:

- (1) The Village is a governmental unit having general powers to impose a tax that when collected may be used for the governmental purposes of the Village.

- (2) None of the Bonds is a "private activity bond" as defined in Section 141(a) of the Code.
- (3) Ninety-five percent (95%) or more of the sales proceeds are to be used for local government activities of the Village.
- (4) That the aggregate face amount of all tax-exempt bonds (other than "private activity bonds" as defined in the Code) issued by the Village (and all subordinate entities thereof) during 2011 is not reasonably expected to exceed \$5,000,000.

Section 14. Defeasance of the Bonds. Any Bond or Bonds (a) which are paid and canceled, (b) which have matured and for which sufficient sums been deposited with the Bond Registrar or with a bank or trust company authorized to keep trust accounts to pay all principal and interest due thereon, or (c) for which sufficient United States funds and Defeasance Obligations have been deposited with the Bond Registrar or with a bank or trust company authorized to keep trust accounts, taking into account investment earnings on such obligations, to pay all principal of and interest on such Bond or Bonds when due at maturity or as called for redemption, pursuant to an irrevocable escrow or trust agreement (such Bonds as described in this clause (c) being "Defeased Bonds"), shall cease to have any lien on or right to receive or be paid from the Pledged Taxes 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. All covenants relative to the Tax-Exempt status of such Bond or Bonds; and payment, registration, transfer, and exchange are expressly continued for all Bonds whether outstanding Bonds or not.

Section 15. General Tax Covenants. With respect to any Bonds issued as Tax-Exempt, the Village hereby covenants that it will not take any action, omit to take any action, or permit the taking or omission of any action, within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting, or omitting to take such action would cause any of the Bonds to be an arbitrage bond, a private activity bond, or a federally guaranteed bond within the meaning of the Code or would otherwise cause the interest on such Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The Village acknowledges that, in the event of an examination by the Internal Revenue Service of the status of the Bonds, under present rules, the Village may be treated as a "taxpayer" in such examination. In furtherance of the foregoing provisions, but without limiting their generality, the Village agrees: (a) through its officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to comply with all representations, covenants, and assurances contained in certificates or agreements as may be prepared by counsel approving the Bonds; (c) to consult with such counsel; (d) to file such forms, statements, and supporting documents as may be required and in a timely manner; and (e) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the Village in such compliance.

Section 16. Not Private Activity Bonds. With respect to any Bonds issued as Tax-Exempt, none of the Bonds is a "private activity bond" as defined in Section 141(a) of the Code. In support of such conclusion, the Village certifies, represents and covenants as follows:

- (1) None of the proceeds of the Bonds are to be used (and none of the proceeds of the Refunded Bonds was used), directly or indirectly, in any trade or business carried on by any person other than a state or local governmental unit.
- (2) No direct or indirect payments are to be made on the Bonds (or have been made on any Refunded Bonds) with respect to any private business use by any person other than a state or local governmental unit other than generally as a rate payer.
- (3) None of the proceeds of the Bonds are to be used (and none of the proceeds of the Refunded Bonds was used), directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.
- (4) No user of the Prior Project, other than the Village, will use the same on any basis other than the same basis as the general public; and no person will be a user as a result of (i) ownership or (ii) actual or beneficial use pursuant to a lease, a management or incentive payment contract, or (iii) any other arrangement.

Section 17. Qualified Tax-Exempt Obligations. In the event that it is so designated in the Bond Order, the Bonds may be “qualified tax-exempt obligations” for the purposes and within the meaning of Section 265(b)(3) of the Code. In support of such designation, the Village hereby certifies that (a) that none of the Bonds will be at anytime a “private activity bond” (as defined in Section 141 of the Code) other than a “qualified 501(c)(3) bond” (as defined in Section 145 of the Code), (b) as of the date hereof the Village has not issued any tax-exempt obligation of any kind in calendar year 2011 other than the Bonds nor have any tax-exempt obligations of any kind been issued on behalf of the Village, and (c) not more than \$10,000,000 of obligations of any kind (including the Bonds) issued by or on behalf of the Village during calendar year 2011 will be designated for purposes of Section 265(b)(3) of the Code.

The Village is not subject to Control by any entity, and there are no entities subject to Control by the Village.

On the date hereof, the Village does not reasonably anticipate that for calendar year 2011 it will issue any Section 265 Tax-Exempt Obligations (other than the Bonds or obligations issued for the current refunding of previously designated “qualified tax-exempt obligations”), or that any Section 265 Tax-Exempt Obligations will be issued on behalf of it. “Section 265 Tax-Exempt Obligations” are obligations the interest on which is excludable from gross income of the owners thereof under Section 103 of the Code, except for private activity bonds other than qualified 501(c)(3) bonds, both as defined in Section 141 of the Code. The Village will not issue or permit the issuance on behalf of it or by any entity subject to Control by the Village (which may hereafter come into existence) of Section 265 Tax-Exempt Obligations (including the Bonds) that exceed the aggregate amount of \$10,000,000 during calendar year 2011 unless it first obtains an opinion of Bond Counsel to the effect that such issuance will not adversely affect the treatment of the Bonds as “qualified tax-exempt obligations” for the purposes and within the meaning of Section 265(b)(3) of the Code.

Section 18. Continuing Disclosure Certificate and Agreement. The Designated Officers are hereby authorized to execute and deliver the Continuing Disclosure Certificate and Agreement (the “Continuing Disclosure Undertaking”) in such form as approved by the Village Attorney, which shall designate EMMA as the sole NRMSIR, to effect compliance with the Rule. When such Continuing Disclosure Undertaking is executed and delivered on behalf of the Village, it will be binding on the Village and the officers, agents, and employees of the Village, 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 the Village to comply with its obligations thereunder.

Section 19. Noncompliance with Tax Covenants. With respect to any Bonds issued as Tax-Exempt, notwithstanding any other provisions of this Ordinance, the covenants and authorizations contained in this Ordinance and other documents executed by the Village which are designed to preserve the exclusion of interest in the Bonds from gross income under federal law need not be complied with if the Village receives an opinion of nationally recognized bond counsel that any such provision is unnecessary to preserve the exemption from federal taxation.

Section 20. Registered Form. With respect to any Bonds issued as Tax-Exempt, the Village recognizes that Section 149(j) of the Internal Revenue Code of 1986, as amended, requires the Bonds to be issued and to remain in fully registered form in order that interest thereon not be includable in gross income for federal income tax purposes under laws in force at the time the Bonds are delivered. The Village will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 21. List of Registered Owners. The Bond Registrar shall maintain a list of the names and addresses of the 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.

Section 22. Duties of Bond Registrar. The Mayor is authorized to execute the Bond Registrar's standard form of agreement between the Village and the Bond Registrar with respect to the obligations and duties of the Bond Registrar hereunder. Subject to modification by the express terms of any such agreement, the Bond Registrar agrees as follows:

- (1) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (2) to maintain a list of Bondholders as set forth herein and to furnish such list to the Village upon request, but otherwise to keep such list confidential to the fullest extent permitted by law;
- (3) to cancel or destroy Bonds which have been paid at maturity, upon redemption or submitted for exchange or transfer;

- (4) to furnish the Village at least annually a certificate with respect to Bonds canceled and destroyed; and
- (5) to furnish the Village at least annually an audit confirmation of Bonds paid, Bonds outstanding, and payments made with respect to interest on the Bonds.
- (6) to undertake and perform those tasks set out herein relating to the Depository.
- (7) to give notice of redemption of Bonds as provided herein; and
- (8) to perform its duties with respect to the Municipal Bond Insurance Policy as incorporated herein.

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

The Village covenants with respect to the Bond Registrar, and the Bond Registrar further covenants and agrees as follows:

- (9) The Village shall at all times retain a Bond Registrar with respect to the Bonds; it will maintain at the designated office(s) of such Bond Registrar a place or places where Bonds may be presented for payment, registration, transfer or exchange; and it will require that the Bond Registrar properly maintain the Bond Register and perform the other duties and obligations imposed upon it by this Ordinance in a manner consistent with the standards, customs and practices of the municipal securities industry.
- (10) The Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Ordinance by executing the certificate of authentication on any Bond, and by such execution the Bond Registrar shall be deemed to have certified to the Village that it has all requisite power to accept and has accepted such duties and obligations not only with respect to the Bond so authenticated but with respect to all the Bonds. Any Bond Registrar shall be the agent of the Village and shall not be liable in connection with the performance of its duties except for its own negligence or willful wrongdoing. Any Bond Registrar shall, however, be responsible for any representation in its certificate of authentication on Bonds.
- (11) The Village may remove the Bond Registrar at any time. In case at any time the Bond Registrar shall resign, shall be removed, shall become incapable of acting, or shall be adjudicated a bankrupt or insolvent, or if a receiver, liquidator, or conservator of the Bond Registrar or of the property thereof shall be appointed, or if any public officer shall take charge or control of the Bond Registrar or of the property or affairs thereof, the Village covenants and agrees that it will thereupon appoint a successor Bond Registrar. The Village shall give notice of any such appointment made by it to each registered owner of any Bond within twenty days after such appointment in the same manner, or as nearly the same as may be

practicable, as for a redemption of Bonds. Any Bond Registrar appointed under the provisions of this Section shall be a bank, trust company, or national banking association maintaining its principal corporate trust office in Illinois, and having capital and surplus and undivided profits in excess of \$10,000,000.

Section 23. Municipal Bond Insurance. In the event the payment of principal of and interest on the Bonds is insured pursuant to a municipal bond insurance policy (the “Municipal Bond Insurance Policy”) issued by a bond insurer (the “Bond Insurer”), and as long as such Municipal Bond Insurance Policy shall be in full force and effect, the Village and the Bond Registrar agree to comply with such usual and reasonable provisions regarding presentment and payment of the Bonds, subrogation of the rights of the Bondholders to the Bond Insurer when holding Bonds, amendment hereof, or other terms, as approved by the Mayor on advice of the Village Attorney, his approval to constitute full and complete acceptance by the Village of such terms and provisions under authority of this section.

Section 24. Reimbursement. None of the proceeds of the Bonds will be used to pay, directly or indirectly, in whole or in part, for an expenditure that has been paid by the Village prior to the date hereof except architectural or engineering costs incurred prior to commencement of any project or expenditures for which an intent to reimburse has been properly declared under or otherwise authorized by Treasury Regulations Section 1.150-2.

Section 25. Ordinance to Constitute a Contract. The provisions of this Ordinance shall constitute a contract between the Village and the registered owners of the Series 2011 Bonds. Any pledge made in this Ordinance and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the Village shall be for the equal benefit, protection and security of the owners of any and all of the Series 2011 Bonds. All of the Series 2011 Bonds, regardless of the time or times of their issuance, shall be of equal rank without preference, priority or distinction of any of the Series 2011 Bonds over any other thereof except as expressly provided in or pursuant to this Ordinance. This Ordinance shall constitute full authority for the issuance of the Series 2011 Bonds.

Section 26. Amendments of and Supplements to the Ordinance.

A. *Without Consent of Bondholders.* The Village may amend or supplement this Ordinance or the Series 2011 Bonds without notice to or consent of any Bondholder:

- (i) to cure any ambiguity, inconsistency or formal defect or omission,
- (ii) to grant for the benefit of the Bondholders additional rights, remedies, powers or authority,
- (iii) to provide for additional collateral for the Series 2011 Bonds or to add other agreements of the Village,

(iv) to modify this Ordinance or the Series 2011 Bonds to permit qualifications under the Trust Indenture Act of 1939 or any similar Federal statute at the time in effect, or to permit the qualification of the Series 2011 Bonds for sale under the securities laws of any state of the United States, or

(v) to make any change (including, but not limited to, a change to reflect any amendment to the Code or interpretations by the Internal Revenue Service of the Code) that does not materially adversely affect the rights of any Bondholder.

B. *With Consent of Bondholders.* If an amendment of or supplement to this Ordinance or the Series 2011 Bonds without any consent of Bondholders is not permitted by the preceding paragraph, the Village may enter into such amendment or supplement upon not more than sixty (60) and not less than thirty (30) days, notice to Bondholders and with the consent of the holders of at least a majority in principal amount of the Series 2011 Bonds then outstanding. However, without the consent of each Bondholder affected, no amendment or supplement may (i) extend the maturity of the principal of, or interest on, any Bond, (ii) reduce the principal amount of, or rate of interest on, any Bond, (iii) affect a privilege or priority of any Bond in a series over any other Bond or Bonds in the same series, (iv) reduce the percentage of the principal amount of the Bonds required for consent to such amendment or supplement, (v) impair the exclusion of interest on the Series 2011 Bonds from the federal gross income of the owner of any Bond, or (vi) eliminate any mandatory redemption of the Series 2011 Bonds or call for mandatory redemption or reduce the redemption price of such Series 2011 Bonds.

So long as the Bond Insurance Policy securing all of the Series 2011 Bonds outstanding is in effect, the Bond Insurer shall be deemed to be the registered owner of the Series 2011 Bonds secured thereby for the purpose of amending, modifying or supplementing this Ordinance, provided, however, the Bond Insurer shall not be deemed the registered owner of the Series 2011 Bonds with respect to any amendment or supplement described in clauses (i) through (vi) of the preceding paragraph.

C. *Effect of Consents.* After an amendment or supplement becomes effective, it will bind every Bondholder. For purposes of determining the total number of Bondholders' consents, each Bondholder's consent will be effective with respect to the Bondholder who consented to it and each subsequent holder of a Bond or portion of a Bond evidencing the same debt as the consenting holder's Bond.

D. *Notation on or Exchange of Bonds.* If an amendment or supplement changes the terms of the Bond, the Village may require the holder to deliver it to the Bond Registrar. The Bond Registrar may place an appropriate notation on the Bond about the changed terms and return it to the holder. Alternatively, if the Bond Registrar and the Village determine, the Village in exchange for the Bond will issue and the Bond Registrar will authenticate a new Bond that reflects the changed terms.

Section 27. Home Rule Authority. This Ordinance is prepared in accordance with the powers of the Village as a home rule unit under Article VII of the 1970 Illinois Constitution.

Section 28. Supplemental Documents. The Designated Officers are hereby authorized to execute or attest such documents as necessary to carry out the intent of this Ordinance, the execution of such documents to constitute conclusive evidence of their approval and approval hereunder.

Section 29. Severability. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

Section 30. Repealer and Effective Date. All resolutions, ordinances, orders or parts thereof in conflict herewith be and the same are hereby repealed, and this Ordinance shall be in full force and effect forthwith upon its passage.

This Ordinance was passed and deposited in the office of the Village Clerk of the Village of Stickney this 19th day of July, 2011.



AUDREY McADAMS, Village Clerk

APPROVED by me this 19th
day of July, 2011.



DANIEL A. O'REILLY, President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

CERTIFICATE


I, the undersigned, DO HEREBY CERTIFY that I am the duly qualified and acting Clerk of the Village of Stickney, Cook County, Illinois, and as such, I am the keeper of the records and files and am custodian of the seal of said Village.

I DO FURTHER CERTIFY that the foregoing is a complete, true, and correct copy of Ordinance No. 2011-17 entitled:

AN ORDINANCE PROVIDING FOR THE ISSUE OF NOT TO EXCEED \$2,400,000 GENERAL OBLIGATION BONDS, SERIES 2011, OF THE VILLAGE OF STICKNEY, COOK COUNTY, ILLINOIS, AND FOR THE LEVY OF A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL AND INTEREST ON SAID BONDS

duly passed by not less than a majority of the Village Board of Trustees at its regular meeting held on July 19, 2011, approved by the President on said date, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my official seal, signature and the corporate seal this 19th day of July, 2011.



Audrey McAdams
Village Clerk

(CORPORATE)
(SEAL)

ORDINANCE NO. 2011-17

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$2,400,000 GENERAL OBLIGATION BONDS, SERIES 2011, OF THE VILLAGE OF STICKNEY, COOK COUNTY, ILLINOIS, AND FOR THE LEVY OF A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL AND INTEREST ON SAID BONDS

APPROVED BY BOARD

DATE: July 19, 2011

Quincy McDonald
VILLAGE CLERK

See clerk for
viewing of
entire ordinance

Passed by the President and
Board of Trustees on the 19th day
of July, 2011

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TABLE OF CONTENTS

SECTION	HEADING	PAGE
PREAMBLES		1
SECTION 1.	DEFINITIONS	3
SECTION 2.	INCORPORATION OF PREAMBLES	7
SECTION 3.	AUTHORIZATION	7
SECTION 4.	BOND DETAILS	7
SECTION 5.	GLOBAL BOOK-ENTRY SYSTEM	7
SECTION 6.	EXECUTION; AUTHENTICATION	8
SECTION 7.	REDEMPTION	9
SECTION 8.	REDEMPTION PROCEDURES	9
SECTION 9.	REGISTRATION OF BONDS; PERSON TREATED AS OWNERS	12
SECTION 10.	FORM OF BOND	13
SECTION 11.	SALE OF BONDS	16
SECTION 12.	SECURITY; TAX LEVY AND BOND FUND	17
SECTION 13.	CREATION OF FUNDS, APPROPRIATION	18
SECTION 14.	DEFEASANCE OF THE BONDS	19
SECTION 15.	GENERAL TAX COVENANTS	19
SECTION 16.	NOT PRIVATE ACTIVITY BONDS	20
SECTION 17.	QUALIFIED TAX-EXEMPT OBLIGATIONS	20
SECTION 18.	CONTINUING DISCLOSURE CERTIFICATE AND AGREEMENT	21
SECTION 19.	NONCOMPLIANCE WITH TAX COVENANTS	21
SECTION 20.	REGISTERED FORM	21
SECTION 21.	LIST OF REGISTERED OWNERS	21
SECTION 22.	DUTIES OF BOND REGISTRAR	21

SECTION	HEADING	PAGE
SECTION 23.	MUNICIPAL BOND INSURANCE	23
SECTION 24.	REIMBURSEMENT	23
SECTION 25.	ORDINANCE TO CONSTITUTE A CONTRACT	23
SECTION 26.	AMENDMENTS OF AND SUPPLEMENTS TO THE ORDINANCE	23
SECTION 27.	HOME RULE AUTHORITY	24
SECTION 28.	SUPPLEMENTAL DOCUMENTS	25
SECTION 29.	SEVERABILITY	25
SECTION 30.	REPEALER AND EFFECTIVE DATE	25

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WHEREAS, the Village of Stickney, Cook County, Illinois (the "Village"), pursuant to the provisions of Article VII, Section 6(a) of the Constitution of the State of Illinois is a home rule unit and may exercise any power and perform any function pertaining to its government and affairs including, but not limited to, the power to tax and to incur debt payable from ad valorem tax receipts maturing within 40 years from the time it is incurred and without prior referendum approval; and

WHEREAS, the Village has heretofore issued its \$2,665,000 General Obligation Bonds, Series 2001 pursuant to Ordinance No. 2001-19 of which the following maturities are outstanding (the "Prior Bonds"):

MATURITY DATE	PRINCIPAL AMOUNT
12/1/2018	\$ 1,100,000
12/1/2023	\$ 1,045,000

; and

WHEREAS, the Mayor and Board of Trustees has determined that all of the Prior Bonds shall be currently refunded (the "Refunding"); and

WHEREAS, it is in the judgment of the Mayor and Board of Trustees necessary for the Refunding to issue general obligation bonds of the Village; and

WHEREAS, the estimated cost of the Refunding, including bond discount, bond issuance expenses and capitalized interest, is not less than \$2,400,000, plus investment earnings thereon, as heretofore reported to and determined by the Mayor and Board of Trustees and there are insufficient funds of the Village on hand and lawfully available to pay said costs, such that the Village expects to pay such costs by borrowing such money and issuing its general obligation bonds in evidence thereof; and

WHEREAS, as a home rule unit, the Village by ordinance passed by the Mayor and Board of Trustees is authorized to borrow money and in evidence thereof issue general obligation bonds of the Village without referendum in an amount not to exceed \$2,400,000 for the purpose of paying the costs of the Refunding and the costs incurred in connection with the issuance of the Bonds, including but not limited to the costs of capitalized interest, if any, all to the extent provided for and allocated in the Bond Order; and

WHEREAS, the Mayor and Board of Trustees does hereby determine that it is advisable and in the best interest of the Village at this time to borrow money and in evidence thereof issue general obligation bonds of the Village without referendum in an amount not to exceed \$2,400,000 for the purpose of paying the costs of the Refunding and the costs incurred in connection with the issuance of the Bonds, including but not limited to the costs of capitalized interest, if any, all to the extent provided for and allocated in the Bond Order, and in evidence of such borrowing, issue its full faith and credit bonds, in the principal amount not to exceed \$2,400,000;

NOW, THEREFORE, Be It Ordained by the Mayor and Board of Trustees of the Village of Stickney, Cook County, Illinois, as follows:

Section 1. Definitions. Words and terms used in this Ordinance shall have the meanings assigned them unless the context or use clearly indicates another or different meaning is intended. Words and terms defined in the singular may be used in the plural and vice-versa. Reference to any gender shall be deemed to include the other and also inanimate persons such as corporations, where applicable.

“Act” means the home rule powers of the Village, the Illinois Municipal Code, and the Local Government Debt Reform Act.

“Authorized Denominations” means \$5,000 and integral multiples of \$5,000.

“Bond Counsel” means, with respect to the original issuance of the Bonds, Louis F. Cainkar, Ltd., Chicago, Illinois, and thereafter, any firm of attorneys of nationally recognized expertise with respect to the tax-exempt obligations of political subdivisions, selected by the Village.

“Bond Fund” means the Bond Fund created in Section 12 of this Ordinance.

“Bond Insurer” or *“Insurer”* is defined in Section 23 of this Ordinance.

“Bond Order” means that certain bond order, to be executed by the Mayor, and setting forth certain details of the Bonds as provided in Section 11 of this Ordinance and includes the Certificate of the Levy of Taxes provided for in Section 12 of this Ordinance.

“Bond Purchase Agreement” is defined in Section 11 of this Ordinance.

“Bond Register” means the books of the Village kept by the Bond Registrar to evidence the registration and transfer of the Bonds.

“Bond Registrar” is the Village Treasurer.

“Bonds” or *“Series 2011 Bonds”* means the not to exceed \$2,400,000 General Obligation Bonds, Series 2011, authorized to be issued by this Ordinance, including bonds issued in exchange for or upon transfer or replacement of bonds previously issued under this Ordinance.

“Book Entry Form” means the form of the Bonds as fully registered and available in physical form only to the Depository.

“Business Day” means any day other than a day on which banks in Chicago, Illinois are required to be closed.

“Code” means the Internal Revenue Code of 1986, as amended.

“Defeasance Obligations” means (a) direct and general full faith and credit obligations of the United States Treasury ("Directs"), (b) certificates of participation or trust receipts in trusts comprised wholly of Directs, (c) other obligations unconditionally guaranteed as to timely payment by the United States Treasury, or (d) deposits guaranteed by the Federal Deposit Insurance Corporation.

“Defeased Bonds” means such bonds as are described and defined by such term in Section 14 of this Ordinance.

“Depository” means The Depository Trust Company or successor depository duly qualified to act as a securities depository and acceptable to the Village.

“Designated Officers” mean the officers of the Village as follows: Mayor, Village Clerk, and Village Treasurer. The approval of any one of them shall constitute the approval and authorization of the Designated Officers.

“Global Book-Entry System” means the system for the initial issuance of the Bonds as described in Section 5.

“Municipal Bond Insurance Policy” is defined in Section 23 of this Ordinance.

“Ordinance” means this Ordinance No. 2011-17 passed by the Mayor and Board of Trustees on the 19th day of July, 2011 and approved by the Mayor on that date.

“Prior Bonds” are defined in the preambles.

“Prior Project” means the facilities financed, directly or indirectly with the proceeds of the Prior Bonds.

“Project Fund” means the Project Fund created in Section 13 of this Ordinance.

“Purchase Price” means the price to be paid by the Purchaser for the Bonds.

“Purchaser” means George K Baum & Company, Chicago, Illinois.

“Rebate Fund” means the Rebate Fund authorized to be created in Section 13 of this Ordinance.

“Record Date” means the fifteenth day of the month preceding any regular or other interest payment date occurring on the first day of any month and the fifteenth day preceding any interest payment date occasioned by the redemption of Bonds on other than the first day of a month.

“Refunded Bonds” means Prior Bonds being redeemed prior to maturity as is described and defined by such term in the preambles of this Ordinance.

“Refunding” means the redemption of the Prior Bonds as is described and defined by such term in the preambles of this Ordinance.

“Representations Letter” means such agreement or agreements by and among the Village, the Bond Registrar, and the Depository as shall be necessary to effectuate a book-entry system for the Bonds, and includes the Blanket Letter of Representations executed by the Village and the Depository.

“Rule” means Rule 15c2-12 as promulgated by the Securities and Exchange Commission, as amended.

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

“Tax-Exempt” means, with respect to all or any portion of the Bonds, the status of interest paid and received thereon as excludable from the gross income of the owners thereof under the Code for federal income tax purposes.

“Term Bonds” means Bonds subject to mandatory redemption by operation of the Bond Fund and designated as Term Bonds in the Bond Order.

“Village” means the Village of Stickney, Cook County, Illinois.

Definitions also appear in the preambles hereto or in specific sections, as appear below.

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

Section 3. Authorization. It is hereby found and determined that the Mayor and Board of Trustees has been authorized by law to borrow the sum of not to exceed \$2,400,000 upon the credit of the Village and as evidence of such indebtedness to issue at this time general obligation bonds in the aggregate principal amount not to exceed \$2,400,000 (the “Bonds”) in order to pay the costs of the Refunding and expenses of issuance thereof. The bonds shall be issued pursuant to the Act.

Section 4. Bond Details. There shall be borrowed on the credit of and for and on behalf of the Village the sum not to exceed \$2,400,000; and general obligation bonds of the Village in one or more series and in not to exceed such amount shall each be designated as provided in the relevant Bond Order. The Bonds shall be in fully registered form, and may be in book entry form. The Bonds shall be dated as of a date (the “Dated Date”) no earlier than the date of passage of this Ordinance and no later than their initial date of issuance as shall be set forth in a Bond Order for a given series of the Bonds; each Bond shall also bear its respective date of authentication; and the Bonds shall be numbered consecutively in such fashion as shall be determined by the Bond Registrar. The Bonds shall become due or be subject to mandatory redemption (subject to right of prior redemption) on such date of each year as shall be designated as shall be set forth in the Bond Order. The Bonds shall bear interest at not greater than nine percent (9%) per annum if such Bonds are Tax-Exempt or thirteen percent (13%) per annum if such Bonds are Taxable. The Bonds shall be in Authorized Denominations (but no single such bond shall represent principal maturing on more than one date). Each Bond shall bear interest from the later of its Dated Date or from the most recent interest payment date to which interest has been paid or duly provided for, commencing on a date within one year of the Dated Date, as shall be set forth in the Bond Order, and upon regular semiannual intervals thereafter, at the respective rates percent per annum provided, until the principal thereof shall be paid or duly provided for. So long as the Bonds are held in Book Entry Form, interest on each Bond shall be paid to the Depository by check or draft or electronic funds transfer, in lawful money of the United States of America, as may be agreed in the Representations Letter; and if the Bonds are in physical form to registered owners other than the Depository, interest on each Bond shall be paid by check or draft of the Bond Registrar, 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 applicable Record Date, and mailed to the address of such registered owner as it appears on the Bond Register or at such other address as may be furnished in writing to the Bond Registrar. Interest shall be computed on the basis of a 360-day year of twelve 30-day months. The principal of the Bonds shall be payable upon presentation at the office designated for such purpose of the Bond Registrar. The Bonds may be Term Bonds as provided by a Bond Order for a given series of the Bonds.

Section 5. Global Book-Entry System. The Bonds of each series shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bonds bearing the same rate of interest. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in such name as may be provided by the Depository (the “Book Entry Owner”) and, accordingly, in Book Entry Form as provided and defined herein.

One of the Designated Officers is authorized to execute a Representations Letter or to utilize the provisions of an existing Representations Letter. Without limiting the generality of the authority given with respect to entering into a Representations Letter for the Bonds, 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 the Book Entry Owner, neither the Village nor 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, neither the Village nor the Bond Registrar shall have any responsibility or obligation with respect to (a) the accuracy of the records of the Depository, the Book Entry Owner, 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 or as expressly provided in the Representations Letter, 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. In the event that (a) the Village determines that the Depository is incapable of discharging its responsibilities described herein or in the Representations Letter, (b) the agreement among the Village and the Depository evidenced by the Representations Letter shall be terminated for any reason, or (c) the Village determines that it is in the best interests of the Village or of the beneficial owners of the Bonds or of any given series of the Bonds that they be able to obtain certificated Bonds; the Village shall notify the Depository of the availability of Bond certificates, and such Bonds shall no longer be restricted to being registered in the Bond Register to the Book Entry Owner. The Village may determine at such time that such Bonds shall be registered in the name of and deposited with a successor depository operating a book entry only system, as may be acceptable to the Village, or such depository's agent or designee, but if the Village does not select such successor depository, then such 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.

Section 6. Execution; Authentication. The Bonds shall be signed by the manual or duly authorized facsimile signatures of the Mayor and Village Clerk and may have impressed or imprinted thereon the corporate seal or facsimile thereof of the Village. 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 Village 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 signatory of the Bond Registrar, but it shall not be necessary that the same person sign the certificate of authentication on all of the Bonds issued hereunder.

Section 7. Redemption. A. *Mandatory Redemption.* If so provided in the relevant Bond Order, any Bonds may be issued as Term Bonds and be subject to mandatory redemption by operation of the Bond Fund, at a price of par, without premium, plus accrued interest to the date fixed for redemption, on such date of each year as may be provided in the relevant Bond Order and in the amounts and subject to such provisions as shall be set forth in the relevant Bond Order. Bonds subject to mandatory redemption shall be deemed to become due on the dates so subject to redemption and not at maturity, except for any remainder to be paid at maturity. The Village covenants that it will redeem any Term Bonds pursuant to the mandatory redemption requirement for such Term Bonds and levy taxes accordingly. If the Village redeems pursuant to optional redemption as may be provided or purchases Term Bonds of any maturity and cancels the same from Bond Moneys as hereinafter described, then an amount equal to the principal amount of Term Bonds so redeemed or purchased shall be deducted from the mandatory redemption requirement as provided for Term Bonds of such maturity, first, in the current year of such requirement, until the requirement for the current year has been fully met, and then in any order of payment on the Term Bonds as due at maturity or subject to mandatory redemption in any year as the Village shall at such time determine. If the Village redeems pursuant to optional redemption or purchases Term Bonds of any maturity and cancels the same from moneys other than Bond Moneys, then an amount equal to the principal amount of Term Bonds so redeemed or purchased shall be deducted from the amount of such Term Bonds as due at maturity or subject to mandatory redemption in any year as the Village shall at such time determine.

B. *Optional Redemption.* If so provided in the relevant Bond Order, any Bonds may be subject to redemption prior to maturity at the option of the Village, in whole or in part on any date, at such times and at such optional redemption prices as may be provided in the relevant Bond Order. If less than all of the Outstanding Bonds of a Series are to be optionally redeemed, the Bonds to be called shall be called from such Series, in such principal amounts and from such maturities as may be determined by the Village and within any maturity in the manner hereinafter provided.

Section 8. Redemption Procedures. The Bonds subject to redemption shall be identified, notice given, and paid and redeemed pursuant to the procedures as follows.

A. *No Further Action for a Mandatory Redemption.* For a mandatory redemption, the Bond Registrar shall proceed to redeem Bonds without any further order or direction from the Village whatsoever.

B. *Optional Redemption.* For an optional redemption, the Village shall, at least 45 days prior to a 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 series of Bonds and the maturities of such series (and, if applicable, the scheduled mandatory redemptions affected) and principal amounts of Bonds to be redeemed.

C. *Selection of Bonds within a Maturity.*

(1) For purposes of any redemption of less than all of the Bonds of a single series and maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot 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 make such selection upon the earlier of advice from the Village that certain Bonds to be redeemed are Defeased Bonds or the time of the giving of official notice of redemption.

(2) Alternatively, if so provided in the relevant Bond Order, 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 the Bond Registrar pro-rata based upon the aggregate principal amount thereof then Outstanding; provided, however, that the portion of any Bond of a denomination of more than the minimum Authorized Denomination to be redeemed shall be in the principal amount of an Authorized Denomination and that, in selecting portions of such Bonds for redemption, the Bond Registrar shall treat each such Bond as representing that number of Bonds of said minimum Authorized Denomination which is obtained by dividing the principal amount of such Bond to be redeemed in part by said minimum Authorized Denomination. If the Bonds are held in Book Entry Form at the time of such redemption, the Village shall direct the Bond Registrar to instruct the Depository to select the specific Bonds within such maturity for redemption pro-rata among such Bonds. The Village and the Bond Registrar shall have no responsibility or obligation to insure that the Depository properly selects such Bonds for redemption.

D. *Official Notice of Redemption.* The Bond Registrar shall promptly notify the Village 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 Village by mailing the redemption notice by first class U.S. 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 the name of the Bonds and at least the information as follows:

- (1) the redemption date;
- (2) the redemption price;
- (3) 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;

(4) 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

(5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the office designated for the purpose by the Bond Registrar.

E. *Conditional Redemption.* Unless moneys sufficient to pay the redemption price of the Bonds to be redeemed shall have been received by the Bond Registrar prior to the giving of such notice of redemption, such notice may, at the option of the Village, state that said redemption shall be conditional upon the receipt of such moneys by the Bond Registrar on or prior to the date fixed for redemption. If such moneys are not received, such notice shall be of no force and effect, the Village shall not redeem such Bonds, and the Bond Registrar shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not so received and that such Bonds will not be redeemed.

F. *Bonds Shall Become Due.* Official notice of redemption having been given as described, the Bonds or portions of Bonds so to be redeemed shall, subject to the stated condition in paragraph (E) immediately preceding, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Village shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. 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.

G. *Insufficiency in Notice Not Affecting Other Bonds; Failure to Receive Notice; Waiver.* 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. In lieu of the foregoing official notice, so long as the Bonds are held in Book Entry Form, notice may be given as provided in the Representations Letter, and the giving of such notice shall constitute a waiver by the Depository and the Book Entry Owner, as registered owner, of the foregoing notice.

H. *New Bond in Amount Not Redeemed.* Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of like series and tenor, of authorized denominations, of the same maturity, and bearing the same rate of interest in the amount of the unpaid principal.

I. *Effect of Nonpayment upon Redemption.* If any Bond or portion of Bond called for redemption shall not be so paid upon surrender thereof for redemption, 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.

J. *Bonds to be Cancelled; Payment to Identify Bonds.* All Bonds which have been redeemed shall be cancelled and destroyed by the Bond Registrar and shall not be reissued. Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

K. *Additional Notice.* The Village agrees to provide such additional notice of redemption as it may deem advisable at such time as it determines to redeem Bonds, taking into account any requirements or guidance of the Securities and Exchange Commission, the Municipal Securities Rule Making Board, the Government Accounting Standards Board, or any other federal or state agency having jurisdiction or authority in such matters; provided, however, that such additional notice shall be (1) advisory in nature, (2) solely in the discretion of the Village, (3) not be a condition precedent of a valid redemption or a part of the Bond contract, and (4) any failure or defect in such notice shall not delay or invalidate the redemption of Bonds for which proper official notice shall have been given. Reference is also made to the provisions of the Continuing Disclosure Undertaking of the Village with respect to the Bonds, which may contain other provisions relating to notice of redemption of Bonds.

L. *Bond Registrar to Advise Village.* As part of its duties hereunder, the Bond Registrar shall prepare and forward to the Village a statement as to notices given with respect to each redemption together with copies of the notices as mailed.

Section 9. Registration of Bonds; Persons Treated as Owners. The Village 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 office of the Bond Registrar. The Village is authorized to prepare, and the Bond Registrar or such other agent as the Village may designate shall keep custody of, multiple Bond blanks executed by the Village for use in the transfer and exchange of Bonds. Subject to the provisions of this Ordinance relating to the Bonds in Book Entry Form, 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 office designated for such purpose of 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 Village 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 series and 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 15 days preceding the giving of notice of redemption of Bonds or to transfer or exchange any Bond all or a portion of which has been called for redemption. The execution by the Village of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenti-

cate, date and deliver such Bond; provided, however, the principal amount of Bonds of each series and maturity authenticated by the Bond Registrar shall not at any one time exceed the authorized principal amount of Bonds for such series and 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 (her) 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 Village 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 10. Form of Bond. The Bonds shall be in substantially the following form:

REGISTERED NO.

REGISTERED \$

**UNITED STATES OF AMERICA, STATE OF ILLINOIS, COUNTY OF COOK
VILLAGE OF STICKNEY
GENERAL OBLIGATION BOND, SERIES 2011**

Interest Rate: %

Maturity Date:

Dated Date:

Registered Owner:

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS, that the Village of Stickney, Cook County, Illinois (the "Village"), 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 Dated Date 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 on June 1 and December 1 each year, commencing December 1, 2011, until said Principal Amount is paid or duly provided for, except as the hereinafter stated provisions for redemption prior to maturity may be and become applicable hereto. The principal of this Bond is payable in lawful money of the United States of America upon presentation hereof at the office designated for such purpose of the Village Treasurer, Stickney, Illinois, as paying agent and bond registrar (the "Bond Registrar"). Payment of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Bond Registrar, at the close of business on the Record Date for each interest payment date and shall be paid by check or draft of the Bond Registrar, payable upon presentation at the Bond Registrar 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 to by the Village and Depository if holding this Bond in Book Entry Only Form, as provided for same. Record Date means the 15th day of the month preceding any regular or other interest payment date occurring on the first day of any month and the 15th day preceding any interest payment date occasioned by the redemption of Bonds on other than the first day of a month. The full faith and credit of the Village are hereby irrevocably pledged to the punctual payment of the principal of and interest on the Bonds. The Bonds shall be direct and general obligations of the Village.

Bonds due on or after _____ shall be subject to redemption prior to maturity at the option of the Village from any available funds, as a whole or in part, and if in part, in integral multiples of \$5,000 in any order of their maturity determined by the Village, and by lot within the maturity, on _____ and any date thereafter at par plus accrued interest to the date fixed for redemption.

This Bond is one of a series of Bonds issued by the Village to pay for the Refunding of certain outstanding bonds of the Village, all as authorized pursuant to the provisions of Illinois law, including, specifically, the Illinois Municipal Code, as amended, the Local Government Debt Reform Act, as amended, and as further supplemented and, where necessary, superseded, by the powers of the Village as a home rule unit under the provisions of Section 6 of Article VII of the Illinois Constitution of 1970 under Ordinance No. 2011-17, duly passed by the Mayor and Board of Trustees on the 19th day of July, 2011 authorizing the Bonds (the "Bond Ordinance").

The Bonds shall initially be issued in a Global Book Entry System (as provided in the Bond Ordinance). The provisions of this Bond and of the Bond Ordinance are subject in all respects to the provisions of the Representations Letter between the Village and The Depository Trust Company, or any substitute agreement, affecting such Global Book-Entry System.

The Village and the Bond Registrar may deem and treat the person in whose name any Bond shall be registered in the Bond Register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of or on account of the principal of or interest thereon, and for all other purposes whatsoever; all such payments so made to any such registered owner or upon such registered owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid; and neither the Village nor the Bond Registrar shall not be affected by any notice to the contrary.

The Village has designated each of the Bonds as a "qualified tax-exempt obligation" pursuant to Section 265 (b) (3) of the Internal Revenue Code of 1986.

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

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 Village of Stickney, Cook County, Illinois, by its Mayor and Board of Trustees, has caused this Bond to be signed by the duly authorized manual or facsimile signatures of the Mayor and the Village Clerk, all as appearing hereon and as of the Dated Date as identified above.

Mayor

Village Clerk

Date of Authentication:

CERTIFICATE
OF
AUTHENTICATION

Bond Registrar
and Paying Agent: Village Treasurer
Village of Stickney, Illinois

This Bond is one of the bonds issued in the within mentioned Bond Ordinance.

By _____
Village Treasurer, as Bond Registrar

ASSIGNMENT

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

(Name and Address and Social Security or other identifying number 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 of Assignee

Signature guaranteed: _____

NOTICE: The signature to this assignment and transfer 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 11. Sale of Bonds. The Designated Officers are hereby authorized to proceed, without any further authorization or direction from the Mayor and Board of Trustees, to sell and deliver the Bonds as herein provided. The Bonds shall be sold in one or more series and within each series as Tax-Exempt bonds as shall be set forth in the Bond Order relating to same. The Designated Officers are hereby authorized and directed to sell the Bonds to the Purchaser at not less than the purchase price therefor, the same being the par value of the Bonds, minus any underwriter discount and any original issue discount (the total of which shall not exceed 2%) plus accrued interest to the date of delivery. The Purchaser is authorized to pay issuance costs of the Bonds. If paid by the Purchaser, the Purchaser shall receive a credit against the purchase price of the Bonds therefor. Upon the sale of a given series of the Bonds, the Designated Officers and any other officers of the Village as shall be appropriate shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds of such series as may be necessary, including, without limitation, the Bond Order, the Bond Purchase Agreement and closing documents including such certification and documentation as may be required by Bond Counsel, including, specifically, a tax agreement, to render their opinion as to the Tax-Exempt status of the interest on any Tax-Exempt Bonds. It is hereby found that no person holding any office of the Village, 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 the sale of a given series of the Bonds.

A bond purchase agreement for the sale of the Bonds of any series to the Purchaser (the "Bond Purchase Agreement") substantially in the form as approved for execution by the Village Attorney, is hereby in all respects authorized and approved. The Mayor is hereby authorized to execute the same, and the execution shall constitute full and complete approval of all necessary or appropriate completions and revisions as shall appear therein. Upon the sale of a series of Bonds, the Mayor shall prepare the Bond Order for same which shall include the pertinent details of sale as provided herein, and such shall be entered into the records of the Village and made available to the Mayor and Board of Trustees at the next public meeting thereof.

In the event the Purchaser certifies to the Village that it would be economically advantageous for the Village to acquire a municipal bond insurance policy for the Bonds, the Village hereby authorizes and directs the Designated Officers to obtain such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous if the difference between the present value cost of (a) the total debt service on the Bonds if issued without municipal bond insurance and (b) the total debt service on the Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy.

The use by the Purchaser of any Preliminary Official Statement and any final Official Statement relating to the Bonds (the "Official Statement") is hereby ratified, approved and authorized; the execution and delivery of the Official Statement is hereby authorized; and the officers of the Village are hereby authorized to take any action as may be required on the part of the Village to consummate the transactions contemplated by the Bond Purchase Agreement, this Ordinance, the Bond Order, the Preliminary Official Statement, the Official Statement and the Bonds. The Mayor or the Village Clerk are hereby each authorized to designate the Official Statement as "final" for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

Section 12. Security; Tax Levy and Bond Fund. The Bonds are a general obligation of the Village, for which the full faith and credit of the Village are irrevocably pledged, and are payable from the levy of the taxes on all of the taxable property in the Village, without limitation as to rate or amount in an amount sufficient to produce the sums necessary to pay the interest on the Bonds as it falls due and to pay and discharge the principal thereof at maturity (the "Pledged Taxes"). 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 the taxable property within the Village, in the years for which any of the Bonds are outstanding, a direct annual tax sufficient for that purpose. The Mayor is hereby directed to file with the County Clerk of Cook County, Illinois (the "County Clerk") a Certificate of the Levy of Taxes (the "Tax Levy Certificate") as part of the Bond Order and this Ordinance providing that there be levied upon all of the taxable property in the Village in addition to all other taxes, a direct annual tax in an amount sufficient to produce the sums necessary to pay the interest on the Bonds as it falls due and to pay and discharge the principal thereof at maturity. It shall be the duty of said County Clerk to ascertain the rate necessary to produce the tax herein levied, and extend the same for collection on the tax books against all of the taxable property within the Village in connection with other taxes levied in said year for general and special purposes, in order to raise the respective amounts aforesaid and in said year such annual tax shall be computed, extended and collected in the same manner as now or hereafter provided by law for the computation, extension and collection of taxes for general and special purposes of the Village, and when collected, the taxes hereby levied shall be placed to the credit of a special fund to be designated "General Obligation Bonds, Series 2011 Bond Fund" (the "Bond Fund"), which fund is hereby irrevocably pledged to and shall be used only for the purpose of paying the principal and interest on the Bonds.

Principal or interest coming due at any time when there are not sufficient funds on hand from the foregoing tax levy to pay the same shall be paid from the general funds of the Village, and the fund from which such payment was made shall be reimbursed from the Pledged Taxes when the same shall be collected.

The Village covenants and agrees with the purchasers and the holders of the Bonds that so long as any of the Bonds remains outstanding, except as herein otherwise specifically provided, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to levy and collect the foregoing tax levy. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Taxes may be levied, extended and collected as provided herein and deposited into the Bond Fund. To the extent that the Village has funds available to timely pay the principal and interest on the Bonds, the Village Treasurer or the Village Clerk is hereby authorized to abate the tax levy for the Bonds by filing a certificate of abatement with the County Clerk.

Section 13. Creation of Funds; Appropriation.

A. *Project Fund.* Bond proceeds and other funds of the Village as noted are hereby appropriated as follows:

(1) Accrued interest, if any, on the Bonds shall be and is hereby appropriated for the purpose of paying the first interest due on the Bonds and to such end is hereby ordered to be deposited into the Bond Fund.

(2) The amount necessary from the proceeds of the Bonds shall be used to pay costs of issuance of the Bonds and shall be deposited into a separate fund, hereby created, designated the Expense Account. Any disbursement from such fund shall be made from time to time as necessary. Any excess in said fund shall be deposited into the Project Fund 30 days after the issuance of the Bonds.

(3) The remaining proceeds of the Bonds shall be set aside in a separate fund, hereby created, and designated as the "General Obligation Bonds, Series 2011 Project Fund" (the "Project Fund") to be used for the Refunding and paying the cost of issuance of the Bonds which for any reason are not paid from the Expense Account.

Interest received from deposits in the Project Fund shall, first, to the extent necessary, be transferred to the Rebate Fund; second, be retained in the Project Fund, be appropriated for the purpose, and shall also be disbursed for the cost of the Refunding; and third, to the extent permitted by law may be transferred by action of the Mayor and Board of Trustees to such other fund of the Village as the Mayor and Board of Trustees may designate. The Project Fund may be further separated into accounts for each series of the Bonds as may be deemed advisable by the Village Treasurer.

B. *Rebate Fund.* There is hereby authorized to be created by the Treasurer or such other officer as may be necessary, when and as needed, a "General Obligation Bonds, Series 2011, Rebate Fund" (the "Rebate Fund"). Interest earnings in the Project Fund or the Bond Fund or from any other fund or account as the Board may designate, shall be transferred to the Rebate Fund as necessary to provide for provision for payments of "excess arbitrage profits" to the United States pursuant to the covenants for the Tax-Exempt bonds as provided in this Ordinance.

C. *Small Issuer Exception.* The Village is excepted from the required rebate of arbitrage profits on the Bonds under Section 148(f)(4)(c) of the Code and from the terms and provisions of this Ordinance that only need to be complied with if the Village is subject to the arbitrage rebate requirement. No rebate is required or planned by the Village. In support of this conclusion, the Village covenants, represents and certifies as follows:

- (1) The Village is a governmental unit having general powers to impose a tax that when collected may be used for the governmental purposes of the Village.

- (2) None of the Bonds is a "private activity bond" as defined in Section 141(a) of the Code.
- (3) Ninety-five percent (95%) or more of the sales proceeds are to be used for local government activities of the Village.
- (4) That the aggregate face amount of all tax-exempt bonds (other than "private activity bonds" as defined in the Code) issued by the Village (and all subordinate entities thereof) during 2011 is not reasonably expected to exceed \$5,000,000.

Section 14. Defeasance of the Bonds. Any Bond or Bonds (a) which are paid and canceled, (b) which have matured and for which sufficient sums been deposited with the Bond Registrar or with a bank or trust company authorized to keep trust accounts to pay all principal and interest due thereon, or (c) for which sufficient United States funds and Defeasance Obligations have been deposited with the Bond Registrar or with a bank or trust company authorized to keep trust accounts, taking into account investment earnings on such obligations, to pay all principal of and interest on such Bond or Bonds when due at maturity or as called for redemption, pursuant to an irrevocable escrow or trust agreement (such Bonds as described in this clause (c) being "Defeased Bonds"), shall cease to have any lien on or right to receive or be paid from the Pledged Taxes 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. All covenants relative to the Tax-Exempt status of such Bond or Bonds; and payment, registration, transfer, and exchange are expressly continued for all Bonds whether outstanding Bonds or not.

Section 15. General Tax Covenants. With respect to any Bonds issued as Tax-Exempt, the Village hereby covenants that it will not take any action, omit to take any action, or permit the taking or omission of any action, within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting, or omitting to take such action would cause any of the Bonds to be an arbitrage bond, a private activity bond, or a federally guaranteed bond within the meaning of the Code or would otherwise cause the interest on such Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The Village acknowledges that, in the event of an examination by the Internal Revenue Service of the status of the Bonds, under present rules, the Village may be treated as a "taxpayer" in such examination. In furtherance of the foregoing provisions, but without limiting their generality, the Village agrees: (a) through its officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to comply with all representations, covenants, and assurances contained in certificates or agreements as may be prepared by counsel approving the Bonds; (c) to consult with such counsel; (d) to file such forms, statements, and supporting documents as may be required and in a timely manner; and (e) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the Village in such compliance.

Section 16. Not Private Activity Bonds. With respect to any Bonds issued as Tax-Exempt, none of the Bonds is a "private activity bond" as defined in Section 141(a) of the Code. In support of such conclusion, the Village certifies, represents and covenants as follows:

- (1) None of the proceeds of the Bonds are to be used (and none of the proceeds of the Refunded Bonds was used), directly or indirectly, in any trade or business carried on by any person other than a state or local governmental unit.
- (2) No direct or indirect payments are to be made on the Bonds (or have been made on any Refunded Bonds) with respect to any private business use by any person other than a state or local governmental unit other than generally as a rate payer.
- (3) None of the proceeds of the Bonds are to be used (and none of the proceeds of the Refunded Bonds was used), directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.
- (4) No user of the Prior Project, other than the Village, will use the same on any basis other than the same basis as the general public; and no person will be a user as a result of (i) ownership or (ii) actual or beneficial use pursuant to a lease, a management or incentive payment contract, or (iii) any other arrangement.

Section 17. Qualified Tax-Exempt Obligations. In the event that it is so designated in the Bond Order, the Bonds may be “qualified tax-exempt obligations” for the purposes and within the meaning of Section 265(b)(3) of the Code. In support of such designation, the Village hereby certifies that (a) that none of the Bonds will be at anytime a “private activity bond” (as defined in Section 141 of the Code) other than a “qualified 501(c)(3) bond” (as defined in Section 145 of the Code), (b) as of the date hereof the Village has not issued any tax-exempt obligation of any kind in calendar year 2011 other than the Bonds nor have any tax-exempt obligations of any kind been issued on behalf of the Village, and (c) not more than \$10,000,000 of obligations of any kind (including the Bonds) issued by or on behalf of the Village during calendar year 2011 will be designated for purposes of Section 265(b)(3) of the Code.

The Village is not subject to Control by any entity, and there are no entities subject to Control by the Village.

On the date hereof, the Village does not reasonably anticipate that for calendar year 2011 it will issue any Section 265 Tax-Exempt Obligations (other than the Bonds or obligations issued for the current refunding of previously designated “qualified tax-exempt obligations”), or that any Section 265 Tax-Exempt Obligations will be issued on behalf of it. “Section 265 Tax-Exempt Obligations” are obligations the interest on which is excludable from gross income of the owners thereof under Section 103 of the Code, except for private activity bonds other than qualified 501(c)(3) bonds, both as defined in Section 141 of the Code. The Village will not issue or permit the issuance on behalf of it or by any entity subject to Control by the Village (which may hereafter come into existence) of Section 265 Tax-Exempt Obligations (including the Bonds) that exceed the aggregate amount of \$10,000,000 during calendar year 2011 unless it first obtains an opinion of Bond Counsel to the effect that such issuance will not adversely affect the treatment of the Bonds as “qualified tax-exempt obligations” for the purposes and within the meaning of Section 265(b)(3) of the Code.

Section 18. Continuing Disclosure Certificate and Agreement. The Designated Officers are hereby authorized to execute and deliver the Continuing Disclosure Certificate and Agreement (the “Continuing Disclosure Undertaking”) in such form as approved by the Village Attorney, which shall designate EMMA as the sole NRMSIR, to effect compliance with the Rule. When such Continuing Disclosure Undertaking is executed and delivered on behalf of the Village, it will be binding on the Village and the officers, agents, and employees of the Village, 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 the Village to comply with its obligations thereunder.

Section 19. Noncompliance with Tax Covenants. With respect to any Bonds issued as Tax-Exempt, notwithstanding any other provisions of this Ordinance, the covenants and authorizations contained in this Ordinance and other documents executed by the Village which are designed to preserve the exclusion of interest in the Bonds from gross income under federal law need not be complied with if the Village receives an opinion of nationally recognized bond counsel that any such provision is unnecessary to preserve the exemption from federal taxation.

Section 20. Registered Form. With respect to any Bonds issued as Tax-Exempt, the Village recognizes that Section 149(j) of the Internal Revenue Code of 1986, as amended, requires the Bonds to be issued and to remain in fully registered form in order that interest thereon not be includable in gross income for federal income tax purposes under laws in force at the time the Bonds are delivered. The Village will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 21. List of Registered Owners. The Bond Registrar shall maintain a list of the names and addresses of the 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.

Section 22. Duties of Bond Registrar. The Mayor is authorized to execute the Bond Registrar's standard form of agreement between the Village and the Bond Registrar with respect to the obligations and duties of the Bond Registrar hereunder. Subject to modification by the express terms of any such agreement, the Bond Registrar agrees as follows:

- (1) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (2) to maintain a list of Bondholders as set forth herein and to furnish such list to the Village upon request, but otherwise to keep such list confidential to the fullest extent permitted by law;
- (3) to cancel or destroy Bonds which have been paid at maturity, upon redemption or submitted for exchange or transfer;

- (4) to furnish the Village at least annually a certificate with respect to Bonds canceled and destroyed; and
- (5) to furnish the Village at least annually an audit confirmation of Bonds paid, Bonds outstanding, and payments made with respect to interest on the Bonds.
- (6) to undertake and perform those tasks set out herein relating to the Depository.
- (7) to give notice of redemption of Bonds as provided herein; and
- (8) to perform its duties with respect to the Municipal Bond Insurance Policy as incorporated herein.

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

The Village covenants with respect to the Bond Registrar, and the Bond Registrar further covenants and agrees as follows:

- (9) The Village shall at all times retain a Bond Registrar with respect to the Bonds; it will maintain at the designated office(s) of such Bond Registrar a place or places where Bonds may be presented for payment, registration, transfer or exchange; and it will require that the Bond Registrar properly maintain the Bond Register and perform the other duties and obligations imposed upon it by this Ordinance in a manner consistent with the standards, customs and practices of the municipal securities industry.
- (10) The Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Ordinance by executing the certificate of authentication on any Bond, and by such execution the Bond Registrar shall be deemed to have certified to the Village that it has all requisite power to accept and has accepted such duties and obligations not only with respect to the Bond so authenticated but with respect to all the Bonds. Any Bond Registrar shall be the agent of the Village and shall not be liable in connection with the performance of its duties except for its own negligence or willful wrongdoing. Any Bond Registrar shall, however, be responsible for any representation in its certificate of authentication on Bonds.
- (11) The Village may remove the Bond Registrar at any time. In case at any time the Bond Registrar shall resign, shall be removed, shall become incapable of acting, or shall be adjudicated a bankrupt or insolvent, or if a receiver, liquidator, or conservator of the Bond Registrar or of the property thereof shall be appointed, or if any public officer shall take charge or control of the Bond Registrar or of the property or affairs thereof, the Village covenants and agrees that it will thereupon appoint a successor Bond Registrar. The Village shall give notice of any such appointment made by it to each registered owner of any Bond within twenty days after such appointment in the same manner, or as nearly the same as may be

practicable, as for a redemption of Bonds. Any Bond Registrar appointed under the provisions of this Section shall be a bank, trust company, or national banking association maintaining its principal corporate trust office in Illinois, and having capital and surplus and undivided profits in excess of \$10,000,000.

Section 23. Municipal Bond Insurance. In the event the payment of principal of and interest on the Bonds is insured pursuant to a municipal bond insurance policy (the "Municipal Bond Insurance Policy") issued by a bond insurer (the "Bond Insurer"), and as long as such Municipal Bond Insurance Policy shall be in full force and effect, the Village and the Bond Registrar agree to comply with such usual and reasonable provisions regarding presentment and payment of the Bonds, subrogation of the rights of the Bondholders to the Bond Insurer when holding Bonds, amendment hereof, or other terms, as approved by the Mayor on advice of the Village Attorney, his approval to constitute full and complete acceptance by the Village of such terms and provisions under authority of this section.

Section 24. Reimbursement. None of the proceeds of the Bonds will be used to pay, directly or indirectly, in whole or in part, for an expenditure that has been paid by the Village prior to the date hereof except architectural or engineering costs incurred prior to commencement of any project or expenditures for which an intent to reimburse has been properly declared under or otherwise authorized by Treasury Regulations Section 1.150-2.

Section 25. Ordinance to Constitute a Contract. The provisions of this Ordinance shall constitute a contract between the Village and the registered owners of the Series 2011 Bonds. Any pledge made in this Ordinance and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the Village shall be for the equal benefit, protection and security of the owners of any and all of the Series 2011 Bonds. All of the Series 2011 Bonds, regardless of the time or times of their issuance, shall be of equal rank without preference, priority or distinction of any of the Series 2011 Bonds over any other thereof except as expressly provided in or pursuant to this Ordinance. This Ordinance shall constitute full authority for the issuance of the Series 2011 Bonds.

Section 26. Amendments of and Supplements to the Ordinance.

A. *Without Consent of Bondholders.* The Village may amend or supplement this Ordinance or the Series 2011 Bonds without notice to or consent of any Bondholder:

- (i) to cure any ambiguity, inconsistency or formal defect or omission,
- (ii) to grant for the benefit of the Bondholders additional rights, remedies, powers or authority,
- (iii) to provide for additional collateral for the Series 2011 Bonds or to add other agreements of the Village,

(iv) to modify this Ordinance or the Series 2011 Bonds to permit qualifications under the Trust Indenture Act of 1939 or any similar Federal statute at the time in effect, or to permit the qualification of the Series 2011 Bonds for sale under the securities laws of any state of the United States, or

(v) to make any change (including, but not limited to, a change to reflect any amendment to the Code or interpretations by the Internal Revenue Service of the Code) that does not materially adversely affect the rights of any Bondholder.

B. *With Consent of Bondholders.* If an amendment of or supplement to this Ordinance or the Series 2011 Bonds without any consent of Bondholders is not permitted by the preceding paragraph, the Village may enter into such amendment or supplement upon not more than sixty (60) and not less than thirty (30) days, notice to Bondholders and with the consent of the holders of at least a majority in principal amount of the Series 2011 Bonds then outstanding. However, without the consent of each Bondholder affected, no amendment or supplement may (i) extend the maturity of the principal of, or interest on, any Bond, (ii) reduce the principal amount of, or rate of interest on, any Bond, (iii) affect a privilege or priority of any Bond in a series over any other Bond or Bonds in the same series, (iv) reduce the percentage of the principal amount of the Bonds required for consent to such amendment or supplement, (v) impair the exclusion of interest on the Series 2011 Bonds from the federal gross income of the owner of any Bond, or (vi) eliminate any mandatory redemption of the Series 2011 Bonds or call for mandatory redemption or reduce the redemption price of such Series 2011 Bonds.

So long as the Bond Insurance Policy securing all of the Series 2011 Bonds outstanding is in effect, the Bond Insurer shall be deemed to be the registered owner of the Series 2011 Bonds secured thereby for the purpose of amending, modifying or supplementing this Ordinance, provided, however, the Bond Insurer shall not be deemed the registered owner of the Series 2011 Bonds with respect to any amendment or supplement described in clauses (i) through (vi) of the preceding paragraph.

C. *Effect of Consents.* After an amendment or supplement becomes effective, it will bind every Bondholder. For purposes of determining the total number of Bondholders' consents, each Bondholder's consent will be effective with respect to the Bondholder who consented to it and each subsequent holder of a Bond or portion of a Bond evidencing the same debt as the consenting holder's Bond.

D. *Notation on or Exchange of Bonds.* If an amendment or supplement changes the terms of the Bond, the Village may require the holder to deliver it to the Bond Registrar. The Bond Registrar may place an appropriate notation on the Bond about the changed terms and return it to the holder. Alternatively, if the Bond Registrar and the Village determine, the Village in exchange for the Bond will issue and the Bond Registrar will authenticate a new Bond that reflects the changed terms.

Section 27. Home Rule Authority. This Ordinance is prepared in accordance with the powers of the Village as a home rule unit under Article VII of the 1970 Illinois Constitution.

Section 28. Supplemental Documents. The Designated Officers are hereby authorized to execute or attest such documents as necessary to carry out the intent of this Ordinance, the execution of such documents to constitute conclusive evidence of their approval and approval hereunder.

Section 29. Severability. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

Section 30. Repealer and Effective Date. All resolutions, ordinances, orders or parts thereof in conflict herewith be and the same are hereby repealed, and this Ordinance shall be in full force and effect forthwith upon its passage.

This Ordinance was passed and deposited in the office of the Village Clerk of the Village of Stickney this 19th day of July, 2011.



AUDREY McADAMS, Village Clerk

APPROVED by me this 19th
day of July, 2011.



DANIEL A. O'REILLY, President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

CERTIFICATE


I, the undersigned, DO HEREBY CERTIFY that I am the duly qualified and acting Clerk of the Village of Stickney, Cook County, Illinois, and as such, I am the keeper of the records and files and am custodian of the seal of said Village.

I DO FURTHER CERTIFY that the foregoing is a complete, true, and correct copy of Ordinance No. 2011-17 entitled:

AN ORDINANCE PROVIDING FOR THE ISSUE OF NOT TO EXCEED \$2,400,000 GENERAL OBLIGATION BONDS, SERIES 2011, OF THE VILLAGE OF STICKNEY, COOK COUNTY, ILLINOIS, AND FOR THE LEVY OF A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL AND INTEREST ON SAID BONDS

duly passed by not less than a majority of the Village Board of Trustees at its regular meeting held on July 19, 2011, approved by the President on said date, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my official seal, signature and the corporate seal this 19th day of July, 2011.



Audrey McAdams
Village Clerk

(CORPORATE)
(SEAL)

SAVE

y McAdams [villageclerk@villageofstickney.com]
July 22, 2011 10:28 AM
tar@aol.com'
@aol.com'
of Stickney

Attachments: minutes 7-19-11.docx

You will find the excerpt pertaining to Ordinance 2011-17 concerning the bonds on page two.

Thanks,
Audrey

Kurt Kasnicka

From: Lfcltd@aol.com
Sent: Thursday, July 21, 2011 2:30 PM
To: treasurer@villageofstickney.com
Subject: Minutes

Please forward the minutes of the July 19, 2011 meeting. We need to fill out excerpts with regard to the passage of the Bond Ordinance. Thank you.

Vincent Cainkar
Attorney at Law
6215 West 79th Street
Suite 2A
Burbank, IL 60459

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vcainkar@aol.com

Kurt Kasnicka

From: Lfcltd@aol.com
Sent: Thursday, July 21, 2011 2:42 PM
To: treasurer@villageofstickney.com
Subject: Minutes

Attached are the excerpts of the minutes with the information we need highlighted.
Thank you.

Vincent Cainkar
Attorney at Law
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**MINUTES OF THE REGULAR PUBLIC MEETING OF
THE VILLAGE OF STICKNEY, COOK COUNTY,
ILLINOIS, HELD AT VILLAGE HALL, 6533 PERSHING
ROAD, STICKNEY, ILLINOIS, AT 7:00 O'CLOCK P.M.
ON THE 19TH DAY OF JULY 19, 2011**

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

Upon the roll being called, the following Trustees answered present: Mares, Morelli, Schimel, Walik, White and Zeedyk.

The following Trustees were absent from the meeting: none.

After presenting Ordinance No. 2011-_____ entitled:

**AN ORDINANCE PROVIDING FOR THE ISSUE OF
\$2,400,000 GENERAL OBLIGATION BONDS, SERIES
2011, OF THE VILLAGE OF STICKNEY, COOK
COUNTY, ILLINOIS AND FOR THE LEVY OF A
DIRECT ANNUAL TAX SUFFICIENT TO PAY THE
PRINCIPAL AND INTEREST ON SAID BONDS**

Trustee _____ moved and Trustee _____ seconded the motion that said ordinance as presented be passed.

After a full discussion thereof, the Mayor directed that the roll be called for a vote upon the motion to pass said ordinance.

Upon the roll being called, the following Members voted AYE: Mares, Morelli, Schimel, Walik, White and Zeedyk;

and the following Members voted NAY: None.

Whereupon the Mayor declared the motion carried and said ordinance passed, approved and signed the same in open meeting and directed the Village Clerk to record the same in full in the records of the Village of Stickney, Cook County, Illinois, which was done.

Other business not pertinent to the passage of said ordinance was duly transacted at said meeting.

Upon motion duly made, seconded and carried, the meeting was adjourned.