

Request For Board Action

REFERRED TO BOARD: July 8, 2019

AGENDA ITEM NO: 9

ORIGINATING DEPARTMENT: Administration

SUBJECT: Consideration of An Ordinance authorizing and providing for the issue of not to exceed \$2,250,000 General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source), Series 2019 for the purpose of refunding the outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010.

SUMMARY AND BACKGROUND OF SUBJECT MATTER:

The village has an opportunity for approximately \$60,000 in savings by refunding the 2010 Economic Recovery Zone Bonds. Principal and interest payments for these bonds are pledged from utility taxes and are abated during the tax levy process. There is no property tax impact to Village residents. Additionally, this refunding will not change the January 15, 2030 retirement date of the bonds.

DOCUMENTS ATTACHED:

1. Ordinance

RECOMMENDED MOTION:

Move to approve An Ordinance authorizing and providing for the issuance of not to exceed \$2,250,000 General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source) for the purpose of refunding the Village's outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), providing for the pledge of utility taxes and the levy and collection of a direct annual tax sufficient to pay the principal and interest on said bonds and authorizing the sale of said bonds to Robert W. Baird & Co. Incorporated.

EXTRACT OF MINUTES of a regular public meeting of the President and Board of Trustees of the Village of Antioch, Lake County, Illinois, held at the Village Hall, 874 Main Street, in said Village, at 7:00 p.m., on the 8th day of July, 2019.

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

Upon the roll being called, Lawrence M. Hanson, the President, and the following Trustees were physically present at said location: _____

The following Trustees were allowed by a majority of the members of the President and Board of Trustees in accordance with and to the extent allowed by rules adopted by the President and Board of Trustees to attend the meeting by video or audio conference: _____

No Trustee was not permitted to attend the meeting by video or audio conference.

The following Trustees were absent and did not participate in the meeting in any matter or to any extent whatsoever: _____

The President announced that the next item for consideration was the issuance of not to exceed \$2,250,000 alternate revenue bonds (being general obligation bonds for which real property taxes, unlimited as to rate or amount, may be levied, but which are expected to be paid from utility taxes distributed to the Village) to be issued by the Village for the purpose of refunding the Village's outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), and that the President and Board of Trustees would consider the adoption of an ordinance providing for the issue of said bonds and the levy of a direct annual tax sufficient to pay the principal and interest thereon. The President then explained that the ordinance sets forth the parameters for the issuance

of said bonds and the sale thereof by designated officials of the Village to Robert W. Baird & Co. Incorporated, and summarized the pertinent terms of said parameters, including the specific parameters governing the manner of sale, length of maturity, rates of interest, purchase price and tax levy for said bonds.

Whereupon the Village Clerk presented, _____ explained, and there was read by title an ordinance as follows, a copy of which was provided to each Trustee prior to said meeting and to everyone in attendance at said meeting who requested a copy:

ORDINANCE NUMBER _____

AN ORDINANCE authorizing and providing for the issuance of not to exceed \$2,250,000 General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source) of the Village of Antioch, Lake County, Illinois, for the purpose of refunding said Village's outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), providing for the pledge of utility taxes and the levy and collection of a direct annual tax sufficient to pay the principal and interest on said bonds and authorizing the sale of said bonds to Robert W. Baird & Co. Incorporated.

WHEREAS, the Village of Antioch, Lake County, Illinois (the "*Village*"), is a duly organized and existing municipality incorporated and existing under the provisions of the laws of the State of Illinois, and is now operating under the provisions of the Illinois Municipal Code, as amended (the "*Municipal Code*"); and

WHEREAS, the Village has heretofore issued and there are now outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), of the Village (the "*Prior Bonds*"); and

WHEREAS, for the amounts and maturities of the Prior Bonds to be refunded (the "*Refunded Bonds*"), interest rates are now more favorable in the market for tax-exempt municipal bonds than they were at the time the Prior Bonds were issued; and it is possible to refund the Refunded Bonds to realize debt service savings, net of the amount of subsidy payments which the Village expected to receive from the U.S. Treasury with respect to interest payments due on the Refunded Bonds (the "*Subsidy Payments*"); and

WHEREAS, the Refunded Bonds shall be fully described in the hereinafter defined Bond Notification and are presently outstanding and unpaid and are binding and subsisting legal obligations of the Village; and

WHEREAS, the President and Board of Trustees of the Village (the "*Board*") has heretofore determined and does hereby determine that it is necessary, desirable and in the best interest of the

residents of the Village to borrow an amount not to exceed \$2,250,000 to refund the Refunded Bonds for the purpose of realizing such net debt service savings interest cost savings (the “*Refunding*”); and

WHEREAS, Section 15 of the Local Government Debt Reform Act of the State of Illinois, as amended (the “*Debt Reform Act*”) provides that alternate bonds may be issued to refund other alternate bonds without meeting any of the requirements set forth in Section 15 of the Debt Reform Act, except that the term of the refunding bonds shall not be longer than the term of the bonds being refunded and that the debt service payable in any year on the refunding bonds shall not exceed the debt service payable in such year on the bonds being refunded; and

WHEREAS, the Board does hereby determine that the term of the proposed bonds to refund the Refunded Bonds is not longer than the term of the Refunded Bonds and that the debt service payable in any year on the proposed bonds does not exceed the debt service payable in such year on the Refunded Bonds, net of the Subsidy Payments; and

WHEREAS, the alternate bonds to be issued hereunder will be payable from the collections by the Village of utility taxes imposed by the Village pursuant to the Municipal Code, or successor taxes thereto (the “*Pledged Revenues*”) and, to the extent the Pledged Revenues are insufficient to pay the Alternate Bonds, will be payable from ad valorem property taxes levied upon all taxable property in the Village without limitation as to rate or amount (the “*Pledged Taxes*”); and

WHEREAS, after the Refunding, the Village will have no bonds other than the alternate bonds to be issued hereunder that are payable from the Pledged Revenues; and

WHEREAS, the Property Tax Extension Limitation Law of the State of Illinois, as amended (the “*Limitation Law*”), imposes certain limitations on the “aggregate extension” of certain property taxes levied by the Village, but provides that the definition of “aggregate extension” contained in Section 18-185 of the Limitation Law does not include “extensions made for

payments of principal and interest on bonds issued under Section 15 of the Local Government Debt Reform Act”; and

WHEREAS, the Board does hereby find and determine that the bonds proposed to be issued hereunder are being issued pursuant to Section 15 of the Debt Reform Act; and

WHEREAS, the County Clerk of The County of Lake, Illinois (the “*County Clerk*”), is therefore authorized to extend and collect said direct annual ad valorem tax so levied for the payment of said bonds, as alternate bonds, without limitation as to rate or amount; and

WHEREAS, in accordance with the terms of the Prior Bonds, the Refunded Bonds may be called for redemption in advance of their maturity, and it is necessary and desirable to make such call for the redemption of such Refunded Bonds at their earliest possible call date, and provide for the giving of proper notice to the registered owners of the Refunded Bonds:

NOW, THEREFORE, Be It Ordained by the President and Board of Trustees of the Village of Antioch, Lake County, Illinois, as follows:

Section 1. Incorporation of Preambles. The Board hereby finds that the recitals contained in the preambles to this Ordinance are true and correct and does incorporate them into this Ordinance by this reference, and such finding shall be incontestable under the Debt Reform Act as therein provided.

Section 2. Determination to Issue Bonds. It is necessary and in the best interest of the Village for the Village to undertake the Refunding and to issue bonds to enable the Village to pay the costs thereof.

Section 3. Authorization. It is hereby found and determined that the Board has been authorized by law to borrow an amount not to exceed \$2,250,000 upon the credit of the Village and as evidence of such indebtedness to issue alternate bonds of the Village to said amount, the proceeds of said bonds to be used for the Refunding, and that it is necessary and for the best interests of the Village to borrow not to exceed \$2,250,000 of said authorized sum and issue

alternate bonds in an amount not to exceed \$2,250,000 in evidence thereof for purposes of paying costs of the Refunding.

Section 4. Bond Details. There be borrowed by, for and on behalf of the Village an amount not to exceed \$2,250,000 for the purpose aforesaid, and that bonds of the Village shall be issued to said amount and shall be designated “General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source), Series 2019” (or such other series designation as set forth in the Bond Notification, as appropriate) (the “*Bonds*”). The Bonds shall be dated such date (not later than January 8, 2020) as set forth in the Bond Notification, and shall also bear the date of authentication, shall be in fully registered form, shall be in denominations of \$5,000 each or authorized integral multiples thereof (but no single Bond shall represent installments of principal maturing on more than one date), and shall be numbered 1 and upward. The Bonds shall become due and payable serially or be subject to mandatory redemption on January 15 of each of the years (not later than 2030), in the amounts (not exceeding \$250,000 per year) and bearing interest at the rates per annum (not exceeding 6.00%) as set forth in the Bond Notification. The Bonds shall bear interest from their date or from the most recent interest payment date to which interest has been paid or duly provided for, until the principal amount of the Bonds is paid, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable semi-annually commencing with the first interest payment date as set forth in the Bond Notification, and on January 15 and July 15 of each year thereafter to maturity.

Interest on each Bond shall be paid by check or draft of The Bank of New York Mellon Trust Company, National Association, Chicago, Illinois, as bond registrar and paying agent (the “*Bond Registrar*”), payable upon presentation 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 1st day of the month of the interest payment date. The principal of the Bonds shall be payable in lawful money of the United States of America at the principal corporate trust office of the Bond Registrar.

Section 5. Redemption. (a) Optional Redemption. All or a portion of the Bonds due on and after the date, if any, specified in the Bond Notification 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 as determined by the Village (less than all of the Bonds of a single maturity to be selected by the Bond Registrar), on the date specified in the Bond Notification (but not later than 10 1/2 years from the date of issuance of the Bonds), and on any date thereafter, at the redemption price of par plus accrued interest to the date fixed for redemption.

(b) *Mandatory Redemption.* The Bonds maturing on the date or dates, if any, indicated in the Bond Notification are subject to mandatory redemption, in integral multiples of \$5,000 selected by lot by the Bond Registrar, at a redemption price of par plus accrued interest to the redemption date, on January 15 of the years, if any, and in the principal amounts, if any, as indicated in the Bond Notification.

The principal amounts of Bonds to be mandatorily redeemed in each year may be reduced through the earlier optional redemption thereof, with any partial optional redemptions of such Bonds credited against future mandatory redemption requirements in such order of the mandatory redemption dates as the Village may determine. In addition, on or prior to the 60th day preceding any mandatory redemption date, the Bond Registrar may, and if directed by the Board shall, purchase Bonds required to be retired on such mandatory redemption date. Any such Bonds so purchased shall be cancelled and the principal amount thereof shall be credited against the mandatory redemption required on such next mandatory redemption date.

(c) *General.* The Bonds shall be redeemed only in the principal amount of \$5,000 and integral multiples thereof. The Village shall, at least forty-five (45) days prior to any optional 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 principal amount and maturity or maturities

of Bonds to be redeemed. For purposes of any redemption of less than all of the outstanding Bonds of a single maturity, the particular Bonds or portions of Bonds to be redeemed shall be selected by lot by the Bond Registrar from 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 the irrevocable deposit of funds with an escrow agent sufficient to pay the redemption price of the Bonds to be redeemed or the time of the giving of 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.

Section 6. Redemption Procedure. Unless waived by any holder of Bonds to be redeemed, notice of the call for any such redemption shall be given by the Bond Registrar on behalf of the Village by mailing the redemption notice by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to the registered owner of the Bond or Bonds to be redeemed at the address shown on the books of the Village kept by the Bond Registrar to evidence the registration and transfer of the Bonds (the "*Bond Register*") or at such other address as is furnished in writing by such registered owner to the Bond Registrar.

All notices of redemption shall state:

- (1) the redemption date,
- (2) the redemption price,
- (3) if less than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,

(4) 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,

(5) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal corporate trust office of the Bond Registrar, and

(6) such other information then required by custom, practice or industry standard.

Unless moneys sufficient to pay the redemption price of the Bonds to be redeemed at the option of the Village 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 shall have been given, that such moneys were not so received and that such Bonds will not be redeemed. Otherwise, prior to any redemption date, the Village shall deposit with the Bond Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds which are to be redeemed on that date.

Subject to the provisions for a conditional redemption described above, notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the 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. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered holder a new Bond or Bonds of the same maturity in the amount of the unpaid principal.

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

Section 7. Execution; Authentication. The Bonds shall be executed on behalf of the Village with the manual or facsimile signature of the President of the Village (the “*President*”) and attested with the manual or facsimile signature of the Village Clerk (the “*Village Clerk*”), as they may determine, and shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the Village. In case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

All Bonds shall have thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the 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 officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

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

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

Upon surrender for transfer of any Bond at the principal corporate trust office of the Bond Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by the registered owner or his or her attorney 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 a new fully registered Bond or Bonds of the same maturity of authorized denominations, for a like aggregate principal amount. Any fully registered Bond or Bonds may be exchanged at said office of the Bond Registrar for a like aggregate principal amount of Bond or Bonds of the same maturity of other authorized denominations. 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 authenticate, date and deliver such Bond; *provided, however*, the principal amount of outstanding Bonds of each maturity authenticated by the Bond Registrar shall not exceed the authorized principal amount of Bonds for such maturity less previous retirements.

The Bond Registrar shall not be required to transfer or exchange any Bond during the period from the close of business on the 1st day of the month of any interest payment date on the Bonds and ending at the opening of business on such interest payment date, nor to transfer or exchange any Bond after notice calling such Bond for redemption has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of redemption of any Bonds.

The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of the principal of or interest on any Bond shall be made only to or upon the order of the registered owner thereof or his or 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 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, except in the case of the issuance of a Bond or Bonds for the unredeemed portion of a Bond surrendered for redemption.

(b) *Global Book-Entry System.* The Bonds shall be initially issued in the form of a separate single fully registered Bond for each of the maturities of the Bonds determined as described in Section 4 hereof. Upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in the name of Cede & Co., or any successor thereto (“*Cede*”), as nominee of The Depository Trust Company, New York, New York, and its successors and assigns (“*DTC*”). All of the outstanding Bonds shall be registered in the Bond Register in the name of Cede, as nominee of DTC, except as hereinafter provided. The President, Village Clerk and Treasurer of the Village (the “*Treasurer*”) and the Bond Registrar are each authorized to execute and deliver, on behalf of the Village, such letters to or agreements with DTC as shall be necessary to effectuate such book-entry system (any such letter or agreement being referred to herein as the “*Representation Letter*”), which Representation Letter may provide for the payment of principal of or interest on the Bonds by wire transfer.

With respect to Bonds registered in the Bond Register in the name of Cede, as nominee of DTC, the Village and the Bond Registrar shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which DTC holds Bonds from time to time as securities depository (each such broker-dealer, bank or other financial institution being referred to herein as a “*DTC Participant*”) or to any person on behalf of whom such a DTC Participant holds an interest in the Bonds. Without limiting the immediately preceding sentence, the Village and the Bond Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any DTC Participant with respect to any ownership interest in the Bonds,

(ii) the delivery to any DTC Participant or any other person, other than a registered owner of a Bond as shown in the Bond Register, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any DTC 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 the principal of or interest on the Bonds. The Village and the Bond Registrar may treat and consider the person in whose name each Bond is registered in the Bond Register as the holder and absolute owner of such Bond for the purpose of payment of principal and interest with respect to such Bond, for the purpose of giving notices of redemption and other matters with respect to such Bond, for the purpose of registering transfers with respect to such Bond, and for all other purposes whatsoever. The Bond Registrar shall pay all principal of and interest on the Bonds only to or upon the order of the respective registered owners of the Bonds, as shown in the Bond Register, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Village's obligations with respect to payment of the principal of and interest on the Bonds to the extent of the sum or sums so paid. No person other than a registered owner of a Bond as shown in the Bond Register, shall receive a Bond evidencing the obligation of the Village to make payments of principal and interest with respect to any Bond. Upon delivery by DTC to the Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the provisions in Section 4 hereof with respect to the payment of interest to the registered owners of Bonds at the close of business on the 1st day of the month of any interest payment date, the name "Cede" in this Ordinance shall refer to such new nominee of DTC.

In the event that (i) the Village determines that DTC is incapable of discharging its responsibilities described herein and in the Representation Letter, (ii) the agreement among the Village, the Bond Registrar and DTC evidenced by the Representation Letter shall be terminated for any reason or (iii) the Village determines that it is in the best interests of the beneficial owners

of the Bonds that they be able to obtain certificated Bonds, the Village shall notify DTC and DTC Participants of the availability through DTC of certificated Bonds and the Bonds shall no longer be restricted to being registered in the Bond Register in the name of Cede, as nominee of DTC. At that time, the Village may determine that the Bonds shall be registered in the name of and deposited with such other depository operating a universal book-entry system, as may be acceptable to the Village, or such depository's agent or designee, and if the Village does not select such alternate universal book-entry system, then the Bonds may be registered in whatever name or names registered owners of Bonds transferring or exchanging Bonds shall designate, in accordance with the provisions of Section 8(a) hereof.

Notwithstanding any other provisions of this Ordinance to the contrary, so long as any Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to principal of and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, in the name provided in the Representation Letter.

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

[Form of Bond - Front Side]

REGISTERED
NO. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA

STATE OF ILLINOIS

COUNTY OF LAKE

VILLAGE OF ANTIOCH

**GENERAL OBLIGATION REFUNDING BOND (UTILITY TAX ALTERNATE REVENUE SOURCE)
SERIES 2019**

See Reverse Side for
Additional Provisions

Interest Maturity Dated
Rate: _____% Date: January 15, _____ Date: _____, 2019 CUSIP: 037141 _____

Registered Owner:

Principal Amount:

[1] KNOW ALL PERSONS BY THESE PRESENTS that the Village of Antioch, Lake County, Illinois, a municipality and unit of local government and political subdivision of the State of 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 later of the Dated Date of this Bond identified above or from the most recent interest payment date to which interest has been paid or duly provided for at the Interest Rate per annum identified above, such interest to be payable semiannually on January 15 and July 15 of each year, commencing on _____ 15, 20____, until the Principal Amount is paid or duly provided for. The Principal Amount of this Bond is payable in lawful money of the United States of America upon presentation at the principal corporate trust office of The Bank of New York Mellon Trust Company, National Association, Chicago, 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 Bond Registrar at the close of business on the 1st day of the month of any regularly scheduled interest payment date. Interest shall be paid by check or draft of the Bond Registrar, payable upon presentation in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar.

[2] Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof, and such further provisions shall for all purposes have the same effect as if set forth at this place.

[3] It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the issuance of this Bond have been done and have happened and have been performed in regular and due form of law; that the indebtedness of the Village, including the issue of Bonds of which this is one, does not exceed any limitation imposed by law, unless the Pledged Taxes shall have been extended pursuant to the general obligation full faith and credit promise supporting the Bonds, in which case the principal amount of the Bonds then outstanding shall be included in the computation of indebtedness of the Village for purposes of all statutory provisions or limitations until such time as an audit of the Village shall show that the Bonds have been paid from the Pledged Revenues for a complete fiscal year; that provision has been made for the collection of the Pledged Revenues, the levy and collection of the Pledged Taxes, and the segregation of the Pledged Revenues and the Pledged Taxes (together, the "*Pledged Moneys*") to pay the interest hereon as it falls due and also to pay and discharge the principal hereof at maturity; and that the Village hereby covenants and agrees that it will properly account for said Pledged Moneys and will comply with all the covenants of and maintain the funds and accounts as provided by the Ordinance. For the prompt payment of this Bond, both principal and interest at maturity, the full faith, credit and resources of the Village are hereby irrevocably pledged.

[5] 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 Antioch, Lake County, Illinois, by its President and Board of Trustees, has caused this Bond to be executed with the manual or duly authorized facsimile signature of its President and attested by the manual or duly authorized facsimile signature of its Village Clerk and its corporate seal or a facsimile thereof to be impressed or reproduced hereon, all as appearing hereon and as of the Dated Date identified above.

SPECIMEN
Village President

Attest:

SPECIMEN
Village Clerk

[SEAL]

Date of Authentication: _____, 20__

CERTIFICATE
OF
AUTHENTICATION

Bond Registrar and Paying Agent:
The Bank of New York Mellon Trust
Company, National Association
Chicago, Illinois

This Bond is one of the Bonds described in the within mentioned Ordinance and is one of the General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source), Series 2019, of the Village of Antioch, Lake County, Illinois.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION,
as Bond Registrar

By _____
SPECIMEN
Authorized Officer

VILLAGE OF ANTIOCH, LAKE COUNTY, ILLINOIS

**GENERAL OBLIGATION REFUNDING BOND (UTILITY TAX ALTERNATE REVENUE SOURCE),
SERIES 2019**

[6] This Bond is one of a series of bonds issued by the Village for the purpose of refunding certain outstanding bonds of the Village, pursuant to and in all respects in full compliance with the Local Government Debt Reform Act of the State of Illinois and the Illinois Municipal Code, each as supplemented and amended (the “*Applicable Law*”). The Bonds are issued pursuant to a bond ordinance adopted by the President and Board of Trustees of the Village (the “*Board*”) on the 8th day of July, 2019 (the “*Ordinance*”), to which reference is hereby expressly made for further definitions and terms and to all the provisions of which the Registered Owner by the acceptance of this Bond assents.

[7] The Bonds are payable from the collections by the Village of utility taxes imposed by the Village pursuant to the Municipal Code, as amended, or successor taxes thereto (the “*Pledged Revenues*”). Additional Bonds, secured ratably and equally by the Pledged Revenues, or by any portion thereof, may be issued in the future as provided in the Ordinance and the Applicable Law. The Bonds are also payable from ad valorem taxes levied against all of the taxable property in the Village without limitation as to rate or amount (the “*Pledged Taxes*”), all in accordance with the provisions of the Applicable Law.

[8] Under the Applicable Law and the Ordinance, available Pledged Revenues and the Pledged Taxes shall be deposited into and segregated in the Bond Fund. Moneys so deposited shall be used and are pledged for paying the principal of and interest on the Bonds and for any further purposes in the priority of lien and as provided by the terms of the Ordinance.

[9] The Bonds may be subject to optional [and mandatory redemption] as set forth in the Ordinance. Notice of any such redemption shall be given by the Bond Registrar on behalf of the Village as set forth in the Ordinance.

[10] This Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth in the Ordinance.

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

ASSIGNMENT

FOR VALUE RECEIVED the undersigned sells, assigns and transfers unto

[Identifying Numbers]

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint _____

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

Dated: _____

Signature guaranteed: _____

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

Section 10. Treatment of Bonds as Debt. The Bonds shall be payable from the Pledged Revenues and the Pledged Taxes (together, the "Pledged Moneys") and shall not constitute an indebtedness of the Village within the meaning of any constitutional or statutory limitation, unless the Pledged Taxes shall have been extended pursuant to the general obligation, full faith and credit promise supporting the Bonds, as set forth herein, in which case the principal amount of the Bonds

then outstanding shall be included in the computation of indebtedness of the Village for purposes of all statutory provisions or limitations until such time as an audit of the Village shall show that the Bonds have been paid from the Pledged Revenues for a complete fiscal year, in accordance with the Debt Reform Act.

Section 11. Bond Fund. There is hereby created a special fund of the Village known as the “*Alternate Bond and Interest Fund of 2019*” (the “*Bond Fund*”), which fund is hereby irrevocably pledged to and shall be used only for the purpose of paying the principal of and interest on the Bonds. The Pledged Monies shall be set aside as collected and deposited into the Bond Fund, which is a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the Village by this Ordinance. The Bonds are secured by the pledge of all moneys in the Bond Fund, and such pledge is irrevocable until the Bonds have been paid in full or the obligations of the Village are discharged under this Ordinance.

Section 12. Pledged Taxes; Tax Levy. For the purpose of providing necessary funds to pay the principal of and interest on the Bonds, and as provided in Section 15 of the Debt Reform Act, there is hereby levied upon all of the taxable property within the Village, in the years for which any of the Bonds are Outstanding, a direct annual tax in amounts sufficient for that purpose, and there be and there hereby is levied upon all of the taxable property in the Village the following direct annual taxes, the heretofore defined Pledged Taxes:

FOR THE YEAR	A TAX SUFFICIENT TO PRODUCE THE SUM OF:	
2019	270,676.00	for principal and interest up to and including January 15, 2021
2020	265,926.00	for principal and interest
2021	265,851.00	for principal and interest
2022	260,126.00	for principal and interest
2023	239,076.00	for principal and interest
2024	248,676.00	for principal and interest
2025	245,932.00	for principal and interest
2026	237,480.00	for principal and interest
2027	233,674.00	for principal and interest
2028	214,160.00	for principal and interest

Interest or principal coming due at any time when there are insufficient funds on hand from the Pledged Moneys to pay the same shall be paid promptly when due from current funds on hand in advance of the collection of the Pledged Moneys herein pledged; and when the Pledged Moneys shall have been collected, reimbursement shall be made to said funds in the amount so advanced. There are no Pledged Taxes to pay principal and interest due on the Bonds on January 15, 2020, and such payments will be made from Pledged Revenues.

Subject to the provisions of Section 14 hereof, the Village covenants and agrees with the purchasers and the owners of the Bonds that so long as any of the Bonds remain outstanding, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to collect the Pledged Revenues or to levy and collect the Pledged Taxes. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Revenues will be available and that the Pledged Taxes will be levied, extended and collected as provided herein and deposited in the Bond Fund.

To the extent that the taxes levied above exceed the amount necessary to pay debt service on the Bonds as set forth in the Bond Notification, the President, Village Clerk and Treasurer are hereby authorized to direct the abatement of such taxes to the extent of the excess of such levy in each year over the amount necessary to pay debt service on the Bonds in the following bond year. Proper notice of such abatement shall be filed with the County Clerk in a timely manner to effect such abatement.

Section 13. Filing of Ordinance and Certificate of Reduction of Taxes. After this Ordinance becomes effective, a copy hereof, certified by the Village Clerk, shall be filed with the County Clerk. The County Clerk shall in and for each of the years required ascertain the rate percent required to produce the aggregate Pledged Taxes hereinbefore levied in each of said years; and the County Clerk shall extend the same for collection on the tax books in connection with other taxes levied in said years in and by the Village for general corporate purposes of the Village;

and in said years the Pledged Taxes shall be levied and collected by and for and on behalf of the Village in like manner as taxes for general corporate purposes of the Village for said years are levied and collected, and in addition to and in excess of all other taxes. The Pledged Taxes are hereby irrevocably pledged to and shall be used only for the purpose of paying principal of and interest on the Bonds.

The President, Village Clerk and Treasurer are hereby directed to prepare and file with the County Clerk, a Certificate of Reduction of Taxes Heretofore Levied for the Payment of Bonds showing the Prior Bonds being refunded and directing the abatement of the taxes heretofore levied to pay the Refunded Bonds.

Section 14. Abatement of Pledged Taxes. The Village shall not abate Pledged Taxes or take any action to restrict the extension and collection of Pledged Taxes except that the Village may abate any such Pledged Taxes for any tax levy year to the extent that, at the time of such abatement, moneys then held in the Bond Fund, together with the amount of Pledged Taxes to be extended for collection taking into account the proposed abatement, will be sufficient for the punctual payment of the principal of and interest on the Bonds otherwise payable from such Pledged Taxes.

Section 15. General Covenants. The Village covenants and agrees with the registered owners of the Bonds, so long as any Bonds remain outstanding, as follows:

A. The Village pledges the Pledged Revenues to the payment of the Bonds, and the Board covenants and agrees to provide for, collect and apply the Pledged Revenues, or any combination thereof, to the payment of the Bonds as hereinabove provided and the provision of not less than an additional .25 times debt service. The determination of the sufficiency of the Pledged Revenues pursuant to this subsection (A) shall be supported by reference to the most recent audit of the Village, and the reference to and acceptance of such audit by the Board shall be conclusive evidence that the conditions of Section 15 of the Debt Reform Act have been met.

B. The Village will punctually pay or cause to be paid from the Bond Fund the principal of and interest on the Bonds in strict conformity with the terms of the Bonds and this Ordinance, and it will faithfully observe and perform all of the conditions, covenants and requirements thereof and hereof.

C. The Village will pay and discharge, or cause to be paid and discharged, from the Bond Fund any and all lawful claims which, if unpaid, might become a lien or charge upon the Pledged Moneys, or any part thereof, or upon any funds in the hands of the Bond Registrar, or which might impair the security of the Bonds. Nothing herein contained shall require the Village to make any such payment so long as the Village in good faith shall contest the validity of said claims.

D. The Village will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the Village, in which complete and correct entries shall be made of all transactions relating to the Pledged Moneys and the Bond Fund.

E. The Village will preserve and protect the security of the Bonds and the rights of the registered owners of the Bonds, and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Bonds by the Village, the Bonds shall be incontestable by the Village.

F. The Village will adopt, make, execute and deliver any and all such further ordinances, resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention of, or to facilitate the performance of, this Ordinance, and for the better assuring and confirming unto the registered owners of the Bonds the rights and benefits provided in this Ordinance.

G. As long as any Bonds are Outstanding (as hereafter defined), the Village will continue to deposit and apply the Pledged Revenues and, if applicable, the Pledged Taxes as provided herein. The Village covenants and agrees with the purchasers of the Bonds and with the registered owners thereof that so long as any Bonds remain Outstanding, the Village will take no action or fail to take any action which in any way would adversely affect the ability of the Village to levy the Pledged Taxes and to collect and to segregate the Pledged Moneys. The Village and its officers will comply with all present and future applicable laws in order to assure that the Pledged Taxes can be levied and extended and that the Pledged Revenues and the Pledged Taxes will be collected and deposited into the Bond Fund, as provided herein.

H. The Outstanding Bonds shall be and forever remain until paid the general obligation of the Village, for the payment of which its full faith and credit are pledged, and shall be payable, in addition to from the Pledged Revenues, as herein provided, from the levy of the Pledged Taxes as provided in the Debt Reform Act.

Section 16. Additional Bonds. The Village reserves the right to issue additional bonds from time to time payable from the Pledged Revenues, and any such additional bonds shall share ratably and equally in the Pledged Revenues with the Bonds; *provided, however,* that no such additional bonds shall be issued except upon compliance with the provisions of the Debt Reform Act.

Section 17. Sale of Bonds. The Designated Representatives (as hereinafter defined) are hereby authorized to proceed not later than the 1st day of January, 2020, without any further authorization or direction from the Board, to sell the Bonds upon the terms as prescribed in this Ordinance. The Bonds hereby authorized shall be executed as in this Ordinance provided as soon after the delivery of the Bond Notification as may be, and thereupon be deposited with the Treasurer, and, after authentication thereof by the Bond Registrar, be by the Treasurer delivered to Robert W. Baird & Co. Incorporated, Naperville, Illinois, the purchaser thereof (the “*Purchaser*”), upon receipt of the purchase price therefor, the same being not less than 96% of the principal amount of the Bonds plus accrued interest, if any, to date of delivery, it being hereby found and determined that the sale of the Bonds to the Purchaser is in the best interests of the Village and that no person holding any office of the Village, either by election or appointment, is in any manner financially interested directly in his or her own name or indirectly in the name of any other person, association, trust or corporation, in the sale of the Bonds to the Purchaser. “*Designated Representatives*” shall be any two of the following: the President, Treasurer, Administrator of the Village and Director of Finance of the Village, *provided* that at least one representative shall be an elected official of the Village.

Prior to the sale of the Bonds, any of the Designated Representatives is hereby authorized to approve and execute a commitment for the purchase of a Municipal Bond Insurance Policy (as hereinafter defined), to further secure the Bonds, as long as the present value of the fee to be paid for the Municipal Bond Insurance Policy (using as a discount rate the expected yield on the Bonds treating the fee paid as interest on the Bonds) is less than the present value of the interest reasonably expected to be saved on the Bonds over the term of the Bonds as a result of the Municipal Bond Insurance Policy.

Upon the sale of the Bonds, the Designated Representatives shall prepare a Notification of Sale of the Bonds, which shall include the pertinent details of sale as provided herein (the “*Bond*

Notification”). In the Bond Notification, the Designated Representatives shall find and determine that the Bonds have been sold at such price and bear interest at such rates that either the true interest cost (yield) or the net interest rate received upon the sale of the Bonds does not exceed the maximum rate otherwise authorized by applicable law. The Bond Notification shall be entered into the records of the Village and made available to the Board at the next regular meeting thereof; but such action shall be for information purposes only, and the Board shall have no right or authority at such time to approve or reject such sale as evidenced in the Bond Notification.

Upon the sale of the Bonds, as evidenced by the execution and delivery of the Bond Notification by the Designated Representatives, the President, Village Clerk and Treasurer and any other officers of the Village, as shall be appropriate, shall be and are hereby authorized and directed to approve or execute, or both, such documents of sale of the Bonds as may be necessary, including, without limitation, the contract for the sale of the Bonds between the Village and the Purchaser (the “*Purchase Contract*”).

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

Section 18. Use of Proceeds. The proceeds derived from the sale of the Bonds shall be used as follows:

(a) Accrued interest, if any, received on the delivery of the Bonds shall be deposited to the credit of the Bond Fund and applied to pay first interest due on the Bonds.

(b) Simultaneously with the delivery of the Bonds, the principal proceeds of the Bonds, together with any premium received from the sale and delivery of the Bonds and such additional amounts as may be necessary from the general funds of the Village, are hereby appropriated to pay the costs of issuance of the Bonds and for the purpose of

refunding the Refunded Bonds, and that portion thereof not needed to pay such costs of issuance is hereby ordered deposited either (a) with Amalgamated Bank of Chicago, Chicago, Illinois, as paying agent for the Prior Bonds, or (b) in escrow pursuant to an escrow letter agreement to be entered into between the Village and The Bank of New York Mellon Trust Company, National Association, Chicago, Illinois (the “*Escrow Agent*”), in substantially the form attached hereto as *Exhibit A* (the “*Escrow Agreement*”) and made a part hereof by this reference, or with such changes therein as shall be approved by the officers of the Village executing the Escrow Agreement, such execution to constitute evidence of the approval of such changes, for the purpose of paying the principal of and interest on the Refunded Bonds upon redemption thereof. The Board approves the form, terms and provisions of the Escrow Agreement and directs the President and the Village Clerk to execute, attest, seal and deliver the Escrow Agreement in the name and on behalf of the Village. Amounts in the escrow may be used to purchase Government Securities (as defined in the Escrow Agreement) to provide for the principal and interest payable on the Refunded Bonds upon redemption thereof. The Escrow Agent and the Purchaser are each hereby authorized to act as agent for the Village in the purchase of the Government Securities.

(c) At the time of the issuance of the Bonds, the costs of issuance of the Bonds may be paid by the Purchaser on behalf of the Village from the proceeds of the Bonds.

Section 19. Non-Arbitrage and Tax-Exemption. 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 or a private activity bond within the meaning of the Internal Revenue Code of 1986, as amended (the “*Code*”), or would otherwise cause the interest on the 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 (the “*IRS*”) of the exemption from federal income taxation for interest paid on the Bonds, under present rules, the Village may be treated as a “taxpayer” in such examination and agrees that it will respond in a commercially reasonable manner to any inquiries from the IRS in connection with such an examination.

The Village also agrees and covenants with the purchasers and holders of the Bonds from time to time outstanding that, to the extent possible under Illinois law, it will comply with whatever

federal tax law is adopted in the future which applies to the Bonds and affects the tax-exempt status of the Bonds.

The Board hereby authorizes the officials of the Village responsible for issuing the Bonds, the same being the President, Village Clerk and Treasurer, to make such further covenants and certifications regarding the specific use of the proceeds of the Bonds as approved by the Board and as may be necessary to assure that the use thereof will not cause the Bonds to be arbitrage bonds and to assure that the interest on the Bonds will be exempt from federal income taxation. In connection therewith, the Village and the Board further agree: (a) through their officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to consult with counsel approving the Bonds and to comply with such advice as may be given; (c) to pay to the United States, as necessary, such sums of money representing required rebates of excess arbitrage profits relating to the Bonds; (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 their officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the Village in such compliance.

Section 20. Designation of Issue. The Board hereby designates each of the Bonds as a “qualified tax-exempt obligation” for the purposes and within the meaning of Section 265(b)(3) of the Code.

Section 21. This Ordinance a Contract. The provisions of this Ordinance shall constitute a contract between the Village and the registered owners of the Bonds, in accordance with the terms hereof; and no changes, additions or alterations of any kind shall be made hereto.

Section 22. Continuing Disclosure Undertaking. The President is hereby authorized, empowered and directed to execute and deliver a Continuing Disclosure Undertaking under Section (b)(5) of Rule 15c2-12 adopted by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the “*Continuing Disclosure Undertaking*”).

When the Continuing Disclosure Undertaking is executed and delivered on behalf of the Village as herein provided, the Continuing Disclosure Undertaking will be binding on the Village and the officers, employees and agents of the Village, and the officers, employees and agents of the Village are hereby authorized, empowered 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 the Continuing Disclosure Undertaking as executed. Notwithstanding any other provision of this Ordinance, the sole remedies for failure to comply with the 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 under the Continuing Disclosure Undertaking.

Section 23. Duties of Bond Registrar. If requested by the Bond Registrar, the President and Village Clerk are 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 which may include the following:

- (a) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (b) to maintain a list of Bondholders as set forth herein and to furnish such list to the Village upon request, but otherwise to keep such list confidential;
- (c) to give notice of redemption of Bonds as provided herein;
- (d) to cancel and/or destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer;
- (e) to furnish the Village at least annually a certificate with respect to Bonds cancelled and/or destroyed; and
- (f) 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.

Section 24. Municipal Bond Insurance. In the event the payment of principal 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 the 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 upon payment of the Bonds by the Bond Insurer, amendment hereof, or other terms, as approved by the President on advice of counsel, his approval to constitute full and complete acceptance by the Village of such terms and provisions under authority of this Section.

Section 25. Record-Keeping Policy and Post-Issuance Compliance Matters. On June 17, 2013, the Board adopted a record-keeping policy (the “*Policy*”) in order to maintain sufficient records to demonstrate compliance with its covenants and expectations to ensure the appropriate federal tax status for the debt obligations of the Village, the interest on which is excludable from “gross income” for federal income tax purposes or which enable the Village or the holder to receive federal tax benefits, including, but not limited to, qualified tax credit bonds and other specified tax credit bonds. The Board and the Village hereby reaffirm the Policy.

Section 26. Call of the Refunded Bonds. In accordance with the redemption provisions of the ordinance authorizing the issuance of the Prior Bonds, the Village does hereby make provision for the payment of and does hereby call (subject only to the delivery of the Bonds) the Refunded Bonds for redemption on the earliest possible and practicable redemption date as determined by the Designated Representatives in the Bond Notification.

Section 27. Defeasance. Bonds which are no longer Outstanding Bonds shall cease to have any lien on or right to receive or be paid from the Pledged Revenues, and shall no longer have the benefits of any covenant for the registered owners of Outstanding Bonds as such relates to the lien on and security for the Bonds in the Pledged Revenues. “*Outstanding*” means Bonds which are outstanding and unpaid; *provided, however*, such term shall not include the Bonds (i) which have matured and for which moneys are on deposit with proper paying agents or are otherwise sufficiently available to pay all principal thereof and interest thereon or (ii) the provision

for payment of which has been made by the Village by the deposit in an irrevocable trust or escrow of funds or direct, full faith and credit obligations of the United States of America, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of and interest on such Bonds.

Section 28. Severability. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance.

Section 29. Repealer and Effective Date. All ordinances, resolutions and orders, or parts thereof, in conflict herewith, are to the extent of such conflict hereby repealed and this Ordinance shall be in full force and effect immediately and forthwith upon its passage and approval.

ADOPTED by the President and Board of Trustees on July 8, 2019.

AYES: _____

NAYS: _____

ABSENT: _____

APPROVED on July 8, 2019.

President, Village of Antioch,
Lake County, Illinois

Attest:

Village Clerk, Village of Antioch,
Lake County, Illinois

[SEAL]

EXHIBIT A

FORM OF ESCROW AGREEMENT

_____, 2019

The Bank of New York Mellon National Trust
Company, National Association
Chicago, Illinois

Re: Village of Antioch, Lake County, Illinois
\$ _____ General Obligation Refunding Bonds
(Utility Tax Alternate Revenue Source), Series 20 _____

Ladies and Gentlemen:

The Village of Antioch, Lake County, Illinois (the "*Village*"), by an ordinance adopted by the President and Board of Trustees of the Village (the "*Board*") on the 8th day of July, 2019 (as supplemented by a notification of sale of bonds dated the ____ day of _____, 2019, the "*Bond Ordinance*"), has authorized the issue and delivery of \$ _____ General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source), Series 20__, dated _____, 2019 (the "*Bonds*"). The Village has authorized by the Bond Ordinance that proceeds of the Bonds be used to pay and redeem on _____, 2019 (the "*Redemption Date*"), \$ _____ of the Village's outstanding and unpaid Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), dated July 22, 2010, being a portion of the bonds outstanding from an issue in the aggregate principal amount of \$2,975,000, fully registered and without coupons, due serially on January 15 of the years and in the amounts and bearing interest at the rates per annum as follows:

YEAR OF MATURITY	PRINCIPAL AMOUNT	RATE OF INTEREST
---------------------	---------------------	---------------------

(the "*Refunded Bonds*").

The Village hereby deposits with you \$ _____ from the proceeds of the Bonds and \$ _____ from funds of the Village on hand and lawfully available (collectively, the "*Deposit*") and you are hereby instructed as follows with respect thereto:

1. [Upon deposit, you are directed to hold the Deposit in an irrevocable trust fund account (the "*Trust Account*") for the Village to the benefit of the holders of the

Refunded Bonds.] [Upon deposit, you are directed to purchase U.S. Treasury Securities [State and Local Government Series Certificates of Indebtedness] in the amount of \$ _____ and maturing as described on *Exhibit A* hereto (the “*Securities*”). You are further instructed to fund a beginning cash escrow deposit on demand in the amount of \$ _____. The beginning deposit and the Securities are to be held in an irrevocable trust fund account (the “*Trust Account*”) for the Village to the benefit of the holders of the Refunded Bonds.]

2. [You shall hold the Deposit in the Trust Account in cash for the sole and exclusive benefit of the holders of the Refunded Bonds until redemption of the Refunded Bonds on the Redemption Date is made.] [You shall hold the Securities and any interest income or profit derived therefrom and any uninvested cash in the Trust Account for the sole and exclusive benefit of the holders of the Refunded Bonds until redemption of the Refunded Bonds on the Redemption Date is made[, unless the Yield (as defined in the Bond Ordinance) on the Securities exceeds ____%, in which case you are directed to sell the Securities and invest the proceeds from the sale of the Securities in U.S. Treasury Certificates of Indebtedness of the State and Local Government Series (“*SLGs*”), bearing a Yield not in excess of the Yield on the Bonds, which has been calculated to be ____%. If the Department of the Treasury (or the Bureau of Public Debt) of the United States suspends the sale of SLGs causing you to be unable to purchase SLGs, then you are directed to purchase United States Treasury Bills or Notes maturing no more than 90 days after the date of purchase (the “*Treasuries*”). You shall purchase the Treasuries at a price no higher than the fair market value of the Treasuries and will maintain records demonstrating compliance with this requirement.]]

3. You shall promptly collect the principal, interest or profit from the proceeds deposited in the Trust Account and promptly apply the same as necessary to the payment of the Refunded Bonds as herein provided.

4. The Village has called the Refunded Bonds for redemption and payment prior to maturity on the Redemption Date. You are hereby directed to provide for and give or cause Amalgamated Bank of Chicago, Chicago, Illinois, as paying agent for the Refunded Bonds (the “*Prior Paying Agent*”), to give timely notice of the call for redemption of the Refunded Bonds. The form and time of the giving of such notice regarding the Refunded Bonds shall be as specified in the ordinance authorizing the issuance of the Refunded Bonds. The Village agrees to reimburse you for any actual out-of-pocket expenses incurred in the giving of such notice, but the failure of the Village to make such payment shall not in any respect whatsoever relieve you from carrying out any of the duties, terms or provisions of this Agreement.

5. In addition, you are hereby directed to give or cause the Prior Paying Agent to give notice of the call of the Refunded Bonds, on or before the date the notice of such redemption is given to the holders of the Refunded Bonds, to the Municipal Securities Rulemaking Board (the “MSRB”) through its Electronic Municipal Market Access system for municipal securities disclosure or through any other electronic format or system prescribed by the MSRB for purposes of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Information with respect to procedures for submitting notice can be found at <https://msrb.org>.

6. You shall remit the sum of \$ _____ on the Redemption Date to the Prior Paying Agent, such sum being sufficient to pay the principal of and interest on the Refunded Bonds on such date, and such remittance shall fully release and discharge you from any further duty or obligation thereto under this Agreement.

7. You shall make no payment of fees, due or to become due, of the bond registrar and paying agent on the Bonds or the Refunded Bonds. The Village shall pay the same as they become due.

8. If at any time it shall appear to you that the funds on deposit in the Trust Account will not be sufficient to pay the principal of and interest on the Refunded Bonds, you shall notify the Village not less than five (5) days prior to such payment date and the Village shall make up the anticipated deficit from any funds legally available for such purpose so that no default in the making of any such payment will occur.

9. Upon final disbursement of funds sufficient to pay the Refunded Bonds as hereinabove provided for, you shall transfer any balance remaining in the Trust Account to the Village and thereupon this Agreement shall terminate.

Very truly yours,

VILLAGE OF ANTIOCH, LAKE COUNTY,
ILLINOIS

By _____
President

By _____
Village Clerk

Accepted this ___ day of _____, 2019.

THE BANK OF NEW YORK MELLON NATIONAL
TRUST COMPANY, NATIONAL ASSOCIATION
Chicago, Illinois

By _____
Its _____

Trustee _____ moved and Trustee _____
seconded the motion that said ordinance as presented and read by title be adopted.

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

Upon the roll being called, the following Trustees voted AYE: _____

The following Trustees voted NAY: _____

Whereupon the Village President declared the motion carried and said ordinance adopted
and directed the Village Clerk to record the same in full in the records of the President and Board
of Trustees of the Village of Antioch, Lake County, Illinois.

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

Upon motion duly made and seconded, the meeting adjourned.

Village Clerk

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

CERTIFICATION OF MINUTES AND ORDINANCE

I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of Antioch, Lake County, Illinois (the “*Village*”), and as such official I am the keeper of the official journal of proceedings, books, records, minutes and files of the Village and of the President and Board of Trustees thereof (the “*Board*”).

I do further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Board held on the 8th day of July, 2019, insofar as the same relates to the adoption of an Ordinance No. ___ entitled:

AN ORDINANCE authorizing and providing for the issuance of not to exceed \$2,250,000 General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source) of the Village of Antioch, Lake County, Illinois, for the purpose of refunding said Village’s outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), providing for the pledge of utility taxes and the levy and collection of a direct annual tax sufficient to pay the principal and interest on said bonds and authorizing the sale of said bonds to Robert W. Baird & Co. Incorporated.

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

I do further certify that the deliberations of the Board on the adoption of said ordinance were taken openly; that the vote on the adoption of said ordinance was taken openly; that said meeting was held at a specified time and place convenient to the public; that notice of said meeting was duly given to all of the news media requesting such notice; that an agenda for said meeting was posted at the location where said meeting was held and at the principal office of the Board at least 72 hours in advance of the holding of said meeting, that at least one copy of said agenda was continuously available for public review during the entire 72-hour period preceding said meeting, that a true, correct and complete copy of said agenda as so posted is attached hereto as *Exhibit A*, that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and the Illinois Municipal Code, as amended, and that the Board has complied with all of the provisions of said Act and said Code and with all of the procedural rules of the Board in the adoption of said ordinance.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of the Village,
this 8th day of July, 2019.

(SEAL)
[Attach *Exhibit A*]

Village Clerk

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

FILING CERTIFICATE

I, the undersigned, do hereby certify that I am the duly qualified and acting County Clerk of The County of Lake, Illinois (the “*County*”), and as such officer I do hereby certify that on the ____ day of _____, 2019, there was filed in my office a duly certified copy of Ordinance No. _____ entitled:

AN ORDINANCE authorizing and providing for the issuance of not to exceed \$2,250,000 General Obligation Refunding Bonds (Utility Tax Alternate Revenue Source) of the Village of Antioch, Lake County, Illinois, for the purpose of refunding said Village’s outstanding Taxable General Obligation Bonds (Utility Tax Alternate Revenue Source), Series 2010 (Recovery Zone Economic Development Bonds - Direct Payment), providing for the pledge of utility taxes and the levy and collection of a direct annual tax sufficient to pay the principal and interest on said bonds and authorizing the sale of said bonds to Robert W. Baird & Co. Incorporated.

adopted by the President and Board of Trustees of the Village of Antioch, Lake County, Illinois, on the 8th day of July, 2019; and that the same has been deposited in the official files and records of my office.

IN WITNESS WHEREOF I have hereunto affixed my official signature and the seal of the County this ____ day of _____, 2019.

County Clerk of The County of Lake,
Illinois

[SEAL]