

ORDINANCE NO. 15-2017

AN ORDINANCE PROVIDING FOR THE ISSUANCE BY THE VILLAGE OF EVERGREEN PARK, ILLINOIS OF ITS NOT TO EXCEED \$1,800,000 REVENUE BOND (GATEWAY MONTESSORI PROJECT), SERIES 2017; AUTHORIZING THE EXECUTION AND DELIVERY OF A FINANCING AGREEMENT AND RELATED MATTERS IN CONNECTION THEREWITH

WHEREAS, the Village of Evergreen Park, Cook County, Illinois, a home rule unit of local government and municipality duly organized and existing under the Constitution and laws of the State of Illinois (the "Village") is authorized and empowered by the provisions of Article VII, Section 6 of the 1970 Illinois Constitution (the "Constitution") to exercise any power and perform any function pertaining to its government and affairs including, but not limited to, the power to regulate for the protection of the public health, safety, morals and welfare, to license, to tax and to incur debt; and

WHEREAS, as a result of negotiations between the Village and Gateway Montessori School, an Illinois not-for-profit corporation (the "Borrower"), the Borrower has requested that the Village issue its revenue bond for the purpose of (i) providing funds for the payment and/or reimbursement of the costs of acquiring, constructing, renovating, remodeling and equipping certain of its educational facilities located at 4041 N. Pulaski Road, Chicago, Illinois 60641 (the "Project"), (ii) refinancing a taxable loan from Wells Fargo Bank, National Association (the "Bank") to the Borrower to finance costs of the Project, and (iii) the payment of certain costs of issuance of the Bond (as such term is hereinafter defined), and the Village is willing to issue its revenue bond to finance and refinance the cost of the Project and to enter into a Financing Agreement dated as of October 1, 2017, among the Village, the Borrower and the Bank (the "Financing Agreement") upon terms which will produce revenues and receipts sufficient to provide for the prompt payment at maturity of the principal and interest on such revenue bond, all as set forth in the details and provisions of the Financing Agreement hereinbefore identified; and

WHEREAS, it is necessary and proper for the Village for the benefit of the inhabitants within the Village of Evergreen Park, Illinois to authorize the financing and refinancing of the Project and the issuance of the Village's Revenue Bond (Gateway Montessori Project), Series 2017 in the aggregate principal amount of not to exceed \$1,800,000 (the "Bond"); and

WHEREAS, it is necessary to authorize the execution of the Financing Agreement under the terms of which the Village will lend the proceeds of the Bond to the Borrower in order to provide funds for the financing and refinancing of the Project, the payments to be paid by the Borrower to the

Village in repayment of the loan to be sufficient to pay at maturity the principal of, premium, if any, and interest on the Bond; and

WHEREAS, the Village proposes to sell the Bond upon a negotiated basis to the Bank; and

WHEREAS, the Village has caused to be prepared and presented the following documents, which the Village proposes to enter into:

1. The Financing Agreement; and
2. The Bond.

WHEREAS, pursuant to the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, a public hearing regarding the issuance of the Bond was held by the Board of Trustees of the Village on September 18, 2017, pursuant to notice published at the direction of the Village in the *Evergreen Park Courier*, a newspaper of general circulation in the Village of Evergreen Park, on August 31, 2017; and

WHEREAS, pursuant to the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, a public hearing regarding the issuance of the Bond was held by the Illinois Finance Authority (the "IFA") on behalf of the Village on September 18, 2017, pursuant to notice published at the direction of the Village in the *State Journal Register*, a newspaper of general circulation in the City of Springfield, Illinois, on August 31, 2017; and

WHEREAS, the Board of Trustees of the Village is the applicable elected representative body required to approve the issuance of the Bond on behalf of the Village within the meaning of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code");

NOW THEREFORE, BE IT ORDAINED by the Mayor and Board of Trustees of the Village of Evergreen Park, Cook County, Illinois, as follows:

Section 1. The financing and refinancing of the costs of the Project and the financing of all or a portion of the costs of issuance of the Bond through the issuance and sale of the Bond in accordance with the terms of the Financing Agreement is hereby authorized and approved. The use of the proceeds of the Bond to finance and refinance the costs of the Project and all or a portion of the cost of issuance of the Bond is in furtherance of the public purposes of the Village.

Section 2. That the form, terms and provisions of the proposed Financing Agreement be, and the same hereby is, in all respects approved, and that the Mayor and the Village Clerk be, and they are hereby authorized, empowered and directed to execute and deliver such instrument in the name and on behalf of the Village, and to cause the Financing Agreement to be delivered to the Borrower and the Bank. The Financing Agreement is to be in substantially the form attached to this

Ordinance and is hereby approved, and the Mayor and Village Clerk are hereby authorized to make changes to the Financing Agreement as are consistent with this Ordinance. The execution of any and all documents related to the Financing Agreement, and the Bond by officials of the Village shall constitute conclusive evidence of the Village's approval of any and all changes or revisions therein from the form of the Financing Agreement hereby approved; and that from and after the execution and delivery of such instrument, the officials, agents and employees 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 such instrument as executed. The Village has not confirmed, and assumes no responsibility for, the accuracy, sufficiency or fairness of any representations, statements, reports, financial information, offering or disclosure documents or other information submitted to the Bank relating to the Bond, the Project, the Borrower or the history, businesses, properties, organization, management, financial condition, market area or any other matter relating to the Borrower or the Project. The Financing Agreement shall constitute and is hereby made a part of this Ordinance and a copy of such document shall be placed in the official records of the Village, and shall be made available for public inspection.

Section 3. That the issuance of the Bond in the aggregate principal amount of not to exceed \$1,800,000 to mature on or before December 1, 2047, and subject to optional and mandatory redemption in accordance with the terms and provisions of the Financing Agreement, as executed, and bearing interest at the Fixed Rate (as such term is defined in the Financing Agreement), but in no event is the interest rate on the Bond to exceed fifteen percent (15%) per annum, is hereby approved and the Mayor and the Village Clerk of the Village be and are hereby authorized, empowered and directed to cause to be prepared the Bond in the form and having the other terms and provisions specified in the Financing Agreement (as executed and delivered); that the Bond shall be designated "Village of Evergreen Park Revenue Bond (Gateway Montessori Project), Series 2017"; that the Bond shall be executed in the name of the Village with the manual or facsimile signature of its Mayor and the manual or facsimile signature of its Village Clerk and the seal of the Village shall be impressed or reproduced thereon, and that the Mayor or any other officer of the Village shall cause the Bond, as so executed and attested, to be delivered to the Bank; and the form of the Bond submitted to this meeting as the same appears in the Financing Agreement, subject to appropriate insertion and revision in order to comply with the provisions of said Financing Agreement be, and the same hereby is, approved, and when the same shall be executed on behalf of the Village in the manner contemplated by the Financing Agreement and this Ordinance in the principal amount of not to exceed \$1,800,000, it shall represent the approved form of the Bond of the Village.

Section 4. The Bond shall be special limited obligations of the Village and except to the extent payable from Bond proceeds or moneys from the investment thereof, shall be payable solely from the revenues and receipts and other amounts received by or on behalf of the Village pursuant to the Financing Agreement. The Bond and interest thereon shall not be deemed to constitute an

indebtedness or a general obligation of the Village, the State of Illinois or any political subdivision thereof within the meaning of any constitutional or statutory provision or a charge against the general credit or taxing powers, if any, of the Village, the State of Illinois or any political subdivision thereof. No taxing powers of the Village, the State of Illinois or any political subdivision thereof are pledged or available to pay the Bond or interest thereon. The special limited nature of the obligation represented by the Bond is more fully set forth in the Financing Agreement, which provisions are incorporated herein by reference.

Section 5. That the sale of the Bond to the Bank at a price not to exceed \$1,800,000 is hereby in all respects authorized and approved.

Section 6. That from and after the execution and delivery of the Financing Agreement, the proper officials, agents and employees 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 said document as executed and to further the purposes and intent of this Ordinance, including the preamble hereto. The Mayor and the Village Clerk be, and they are hereby, further authorized and directed for and on behalf of the Village, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this Ordinance or to evidence said authority, including without limitation the signing of IRS Form 8038 and the filing thereof as therein required and the certifications relating to Section 148 of the Code and the regulations promulgated thereunder and changes in the documents approved hereby as approved by the officials of the Village executing the same, and to exercise and otherwise take all necessary action to the full realization of the rights, accomplishments and purposes of the Village under the Financing Agreement and to discharge all of the obligations of the Village thereunder. In its performance of the covenants pertaining to federal income tax laws, the Village may rely upon the written advice of nationally recognized bond counsel. For purposes of certifying to matters of arbitrage, the Mayor is hereby designated an officer responsible for issuing the Bond.

Section 7. That all acts and doings of the officials of the Village which are in conformity with the purposes and intent of this Ordinance and in furtherance of the issuance and sale of the Bond in the principal amount of not to exceed \$1,800,000 and the financing of the Project to that amount be, and the same hereby are, in all respects, approved and confirmed.

Section 8. That the Village hereby approves the Project, the plan of financing and the issuance of the Bond pursuant to Section 147(f) of the Code.

Section 9. The Village hereby designates the Bond to be “qualified tax-exempt obligations” pursuant to Section 265(b)(3)(B)(ii) of the Code.

Section 10. The Bond will be restricted, or caused to be restricted, and the proceeds of the Bond used, in such manner and to such extent, as may be necessary, after taking into account reasonable expectations at the time the Bond is delivered to the Bank, so that it will not constitute an arbitrage bond under Section 148 of the Code.

Section 11. That the Bond shall be issued in compliance with and under the authority of the provisions of this Ordinance and the Financing Agreement.

Section 12. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Ordinance, or in the Financing Agreement, or under any judgment which may be obtained against the Village or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, shall be had against the Mayor, Village Clerk, Village Treasurer, any member of the Board of Trustees of the Village or any other officer of the Village as such, past, present, or future, either directly or through the Village, or otherwise, for the payment of or to the Village or any receiver thereof, or for or to any owner of the Bond, or otherwise, of any sum that may be due and unpaid by the Village upon any of Bond. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Village or any receiver thereof, or for or to the owner or any holder of any Bond, or otherwise, of any sum that may remain due and unpaid upon the Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Financing Agreement, the issuance of the Bond, and related documents and instruments.

Section 13. That the provisions of this Ordinance (except Section 10) are hereby declared to be separable, and if any section, phrase or provision shall, for any reason, be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

Section 14. This Ordinance is hereby passed pursuant to the Village's home rule powers under the Illinois Constitution.

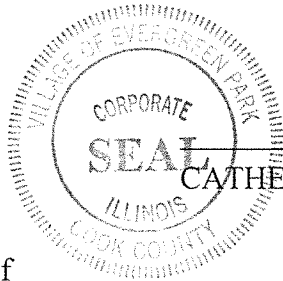
Section 15. All statutes of the State of Illinois or any parts thereof which are in conflict with the provisions of this Ordinance are hereby superseded by this Ordinance enacted under the home rule powers of the Village.

Section 16. That all ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Ordinance ("Conflicting Board Actions") are to be read as authorizing this

Ordinance. To the extent such a reading is not possible, all Conflicting Board Actions are hereby superseded and repealed to the extent of such conflict.

Section 17. This Ordinance shall be in full force and effect from and after its passage and approval, in accordance with law.

This Ordinance is hereby passed and deposited in the office of the Village Clerk this 18th day of September, 2017.



Catherine T. Aparo

CATHERINE T. APARO, Village Clerk

APPROVED by me the 18th day of
September, 2017.

James J. Sexton

JAMES J. SEXTON, Mayor