

34918

ADOPTED—BOARD OF TRUSTEES
COMMUNITY COLLEGE DISTRICT NO. 508
OCTOBER 5, 2023

RESOLUTION AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$235,000,000 UNLIMITED TAX GENERAL OBLIGATION REFUNDING BONDS (DEDICATED REVENUES), SERIES 2023, OF COMMUNITY COLLEGE DISTRICT NUMBER 508, COUNTY OF COOK AND STATE OF ILLINOIS, FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING BONDS OF SAID DISTRICT, PROVIDING FOR THE LEVY AND COLLECTION OF A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL AND INTEREST ON SAID BONDS, AUTHORIZING AND DIRECTING THE EXECUTION OF AN ESCROW AGREEMENT IN CONNECTION WITH THE ISSUANCE OF THE BONDS, AND AUTHORIZING THE SALE OF SAID BONDS TO THE PURCHASERS THEREOF.

* * *

WHEREAS, pursuant to the provisions of the Public Community College Act, 110 Illinois Compiled Statutes 805, as amended (the “**Community College Act**”), the City of Chicago (the “**City**”) constitutes one community college district (the “**District**”), which is a body politic and corporate by the name of “Community College District Number 508, County of Cook and State of Illinois” and which is governed by its Board of Trustees (the “**Board**”); and

WHEREAS, the District has heretofore issued and there are now outstanding its Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 2013, dated October 22, 2013, of the District (the “**Prior Bonds**”); and

WHEREAS, Section 15 of the Local Government Debt Reform Act, 30 Illinois Compiled Statutes 350, 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, on September 15, 2023, the Board of Trustees of the District (the “**Board**”) adopted Resolution 34885 entitled: “Resolution Authorizing the Issuance of \$235,000,000 General Obligation Alternate Bonds of Community College District Number 508, County of Cook and State of Illinois For the Purpose of Refunding Outstanding 2013 General Obligation Alternate Bonds” (the “**2023 Authorization**”) authorizing the issuance of not to exceed \$235,000,000 in aggregate principal amount of unlimited tax general obligation bonds of the District to be issued as “alternate bonds” pursuant to the Debt Reform Act, for the purposes of refunding all or a portion of the outstanding Prior Bonds (said Prior Bonds being referred to herein as the “**Refunded Bonds**”) in order to realize certain interest cost savings (the “**Refunding**”); 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; and

WHEREAS, the Refunded Bonds are presently outstanding and unpaid and are binding and subsisting legal obligations of the District; and

WHEREAS, in accordance with the terms of the Refunded 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 on their earliest possible and practicable call date, and provide for the giving of proper notice to the registered owners of the Refunded Bonds; and

WHEREAS, it is necessary and in the best interests of the District that the Refunding be undertaken and in order to raise the funds required for such purpose it will be necessary for the District to borrow an amount not to exceed \$235,000,000 and in evidence thereof to issue alternate bonds, being general obligation bonds payable from (i) student tuition and fees imposed and collected pursuant to the Community College Act, (ii) amounts allocated and paid to the District from the Personal Property Tax Replacement Fund of the State of Illinois pursuant to Section 12 of the State Revenue Sharing Act, 30 Illinois Compiled Statutes 115, or from such successor or replacement fund or act as may be enacted in the future, (iii) any monies lawfully available to and validly accepted by the District pursuant to any intergovernmental agreement by and between the District and the City (including, but not limited to, tax increment financing), (iv) grants and other revenues received by the District from the Illinois Community College Board pursuant to the Community College Act, and (v) investment returns and earnings from funding obligations or investments of the District and the investment of any of the foregoing sources, (collectively, the “**Pledged Revenues**”), all in accordance with the Debt Reform Act; and

WHEREAS, the alternate bonds to be issued pursuant to this Resolution in accordance with the 2023 Authorization are herein referred to as the “**Bonds**” as further defined in **Section 2** of this Resolution; and

WHEREAS, the Bonds will be payable from (i) such of the Pledged Revenues as shall be determined by a Designated Official (as hereinafter defined) at the time of sale of such Bonds; and (ii) the ad valorem taxes levied or to be levied against all of the taxable property in the District without limitation as to rate or amount pursuant to **Section 3** of this Resolution (the “**Pledged Taxes**”), for the purpose of providing funds in addition to the Pledged Revenues and investment earnings thereon to pay the principal of, redemption price of, and interest on the Bonds; and

WHEREAS, the Bonds will be issued under and secured by a Trust Indenture (an “**Indenture**”) between the District and such bank, trust company or national banking association appointed to serve as trustee under the Indenture as provided in **Sections 3** and **9** hereof (the “**Trustee**”); and

WHEREAS, the Bonds will be further secured by the funds, accounts and sub-accounts established and pledged pursuant to the Indenture; and

WHEREAS, the District may elect to pay the debt service on the Bonds from time to time in the future from certain interest income, certain property tax revenues and other budgetary sources and in accordance with Section 13 of the Debt Reform Act, the District may elect to pledge additional moneys of the District, which may be deposited into one or more special funds of the District, to pay the debt service on the Bonds; and

WHEREAS, there are currently outstanding \$78,065,000 aggregate principal amount of Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 2017 (the “**Series 2017 Bonds**”) constituting “alternate bonds” payable from and secured by a pledge of certain of the Pledged Revenues; and

WHEREAS, pursuant to that certain trust indenture pursuant to which the Series 2017 Bonds were issued, the District reserved the right to issue alternate bonds on a parity with and sharing equally in the Pledged Revenues with the Series 2017 Bonds, provided that such additional bonds are issued in compliance with the provisions of the Debt Reform Act as in existence upon the issuance of such additional bonds (the “**Parity Conditions**”); and

WHEREAS, it hereby is expressly determined that, upon the issuance of the Bonds, the Parity Conditions will be met and the Bonds will be payable ratably and equally with the Series 2017 Bonds and any Prior Bonds remaining outstanding; and

WHEREAS, the Bonds may be sold: (i) to one or more underwriters (the “**Underwriters**”) approved by the Board or otherwise as may be designated by the Vice Chancellor, Finance and Chief Financial Officer of the District (the “**Chief Financial Officer**”) pursuant to a Contract of Purchase (the “**Bond Purchase Agreement**”) between the Underwriters and the District, or (ii) in a private placement with an individual investor or group of investors to be designated by the Chief Financial Officer (the “**Placement Purchasers**” and, together with the Underwriters, being referred to herein as the “**Purchasers**”) pursuant to a Placement Agreement between the Placement Purchasers and the District or other similar agreement for the sale and purchase of the Bonds (the “**Placement Agreement**” and, together with the Bond Purchase Agreement, a “**Purchase and Sale Agreement**”); and

WHEREAS, the Refunding constitutes a lawful corporate purpose within the meaning of the Debt Reform Act and it is necessary for the Board to authorize the sale and issuance of the Bonds and to approve and to authorize and direct the sale of the Bonds pursuant to one or more of the methods described above, together with the execution of the Indenture, the Purchase and Sale Agreement and certain other agreements and the performance of acts necessary or convenient in connection with the implementation of this Resolution and the issuance of the Bonds:

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Board of Trustees of Community College District No. 508, County of Cook and State of Illinois, as follows:

Section 1. Incorporation of Preambles. The Board hereby finds that all of the recitals contained in the preambles to this Resolution are full, true and correct and does incorporate them into this Resolution by this reference.

Section 2. Authorization. (a) It is hereby found and determined that the Board has been authorized by law and pursuant to the 2023 Bond Authorization to borrow an amount not to

exceed \$235,000,000 upon the credit of the District and as evidence of such indebtedness to issue alternate bonds of the District to said amount; and that bonds of the District shall be issued to said amount and shall be designated “Unlimited Tax General Obligation Refunding Bonds (Dedicated Revenues), Series 2023” (the “**Bonds**”), the proceeds of said bonds to be used for (i) the Refunding (ii) any capitalized interest on the Bonds (but only as and to the extent permitted by applicable law) and (iii) costs of issuance of the Bonds, including, if applicable, the cost of bond insurance; and the Bonds may be issued from time to time, in said aggregate principal amount, or such lesser aggregate principal amounts, as may be determined by either the Chancellor of the District or the Chief Financial Officer (each, a “**Designated Official**”). The Bonds are hereby authorized to be issued in an aggregate principal amount of not to exceed \$235,000,000; and shall be issuable as fixed rate bonds with such additions, modifications or revisions as shall be determined to be necessary by either of the Designated Officials at the time of the sale of such Bonds to reflect the year in which such Bonds are issued, the order of sale of such Bonds, and any other authorized features of such Bonds determined by any of the Designated Officials, acting individually or collectively, to be desirable and to be reflected in the title of the Bonds being issued and sold. The Designated Officials are each hereby authorized to appoint a Trustee for the Bonds so issued; provided, that such Trustee shall be a bank, trust company or national banking association doing business and having a corporate trust office in the United States of America and having capital and undivided surplus aggregating at least \$15,000,000 or shall be a wholly owned subsidiary of such an entity. The Bonds shall be issued and secured pursuant to the terms of the Indenture. Each of the Designated Officials is hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Board is hereby authorized to attest, the Indenture on behalf of the District, such Indenture to be in form and substance agreed to by the Designated Official executing the same,

with such execution to constitute conclusive evidence of such Designated Official's approval and this Board's approval thereof.

The details of the sale of the Bonds as described in the notification of sale of such Bonds delivered by a Designated Official pursuant to **Section 4(d)** hereof and all provisions relating to the authorized denomination, registration, transfer and redemption of such Bonds, within the limitations set forth herein, shall be set forth in each Indenture executed and delivered by a Designated Official as described herein.

(b) In order to secure the payment of the principal of, redemption price of, and interest on the Bonds, the District hereby pledges the Pledged Revenues to the payment thereof. Each of the Designated Officials is authorized to allocate all or a portion of the Pledged Revenues to the payment of the principal of, redemption price of, and interest on the Bonds and the Indenture pursuant to which the Bonds are issued and the notification of sale of the Bonds delivered by either of the Designated Officials pursuant to **Section 4(d)** hereof shall identify the specific Pledged Revenues allocated to the Bonds. Once issued, the Bonds shall be and forever remain until paid or defeased the general obligation of the District, for the payment of which its full faith and credit are pledged, and shall be payable, in addition to the Pledged Revenues, from the levy of the Pledged Taxes as provided in the Debt Reform Act and as set forth below.

The Bonds shall be dated such date as set forth in the notification of sale of the Bonds delivered by either of the Designated Officials pursuant to **Section 4(d)** hereof, and shall also bear the date of authentication. The Bonds shall be in fully registered form, shall be in denominations of \$5,000 each and any integral multiple thereof (but no single Bond shall represent installments of principal maturing on more than one date), and shall be numbered as determined by the Trustee.

The principal of the Bonds shall become due and payable serially or be subject to mandatory redemption (subject to prior redemption as hereinafter described) on any date not earlier than December 1, 2024, and not later than December 1, 2043 in the amounts as set forth in such notification of sale of the Bonds and the Indenture.

Any Bonds issued 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) payable semiannually on each June 1 and December 1, with the first interest payment date as set forth in such notification of sale of the Bonds and the Indenture, and on June 1 and December 1 of each year thereafter to maturity at a rate or rates not to exceed six percent (6.0%) per annum, all as shall be determined by a Designated Official at the time of sale of such Bonds.

All Bonds shall have thereon a certificate of authentication substantially in the form hereinafter set forth in the Indenture duly executed by the Trustee as authenticating agent of the District for the Bonds 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 Resolution or the Indenture unless and until such certificate of authentication shall have been duly executed by the Trustee 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 Resolution. The certificate of authentication on any Bond shall be deemed to have been executed by the Trustee if signed by an authorized officer of the Trustee, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

(c) The Bonds may be redeemable prior to maturity at the option of the District, in whole or in part on any date, at such times and at such redemption prices as shall be determined

by a Designated Official at the time of the sale thereof. The Bonds may be made subject to extraordinary redemption prior to maturity, in whole or in part on any date, at such times and at such redemption prices and upon the occurrence of such conditions, all as shall be determined by a Designated Official at the time of the sale thereof. Redemption prices are to be expressed as a percentage of the principal amount of such Bonds being redeemed, plus accrued interest to the date of redemption; provided that with respect to any Bonds issued as bonds the interest on which is includible in the determination of gross income for federal income tax purposes, the redemption price may alternatively be expressed as a “make whole” amount or similar calculation or formula as shall be determined by a Designated Official at the time of the sale thereof. All or a portion of the maturities of the Bonds may be made subject to sinking fund redemption, at par and accrued interest to the date fixed for redemption, as determined by a Designated Official at the time of the sale thereof; provided, that such Bonds shall reach final maturity not later than the date set forth in **Section 2(b)**.

(d) The Bonds shall be executed by the manual or duly authorized facsimile signature of the Chair of the Board and attested by the Secretary of the Board by the manual or duly authorized facsimile signature of the Secretary and prepared in the respective forms as provided in the Indenture, and in case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

Section 3. Alternate Revenue Source; Appropriation; Tax Levy. (a) For the purpose of providing funds to pay the principal of, redemption price of, and interest on the Bonds promptly when and as the same falls due, and to pay and discharge the principal thereof at maturity, the Pledged Revenues are hereby pledged to the payment of the Bonds, the Series 2017 Bonds and

any Prior Bonds outstanding upon the issuance of the Bonds, and the Board covenants and agrees to provide for, collect, budget, appropriate and apply the Pledged Revenues to the payment of the Bonds, the Series 2017 Bonds and such Prior Bonds and the provision of not less than an additional .25 times debt service. For the purpose of providing additional funds to pay the principal of, redemption price of, and interest on the Bonds, there is hereby levied upon all of the taxable property within the District, in the years for which any of the Bonds are outstanding, a direct annual tax for each of the years while the Bonds or any of them are outstanding, in amounts sufficient for that purpose, and there be and there hereby is levied upon all of the taxable property in the District, the following direct annual tax for the Bonds as Pledged Taxes:

FOR THE YEAR: A TAX SUFFICIENT TO PRODUCE THE SUM OF:

2023	\$ 16,941,938	for principal and interest up to and including December 1, 2024
2024	\$ 16,942,188	for interest and principal
2025	\$ 16,941,188	for interest and principal
2026	\$ 16,942,600	for interest and principal
2027	\$ 16,945,375	for interest and principal
2028	\$ 16,943,463	for interest and principal
2029	\$ 16,946,075	for interest and principal
2030	\$ 16,941,900	for interest and principal
2031	\$ 16,945,150	for interest and principal
2032	\$ 16,944,250	for interest and principal
2033	\$ 16,942,250	for interest and principal
2034	\$ 16,943,444	for interest and principal
2035	\$ 16,945,856	for interest and principal
2036	\$ 16,942,875	for interest and principal
2037	\$ 16,943,181	for interest and principal
2038	\$ 16,944,888	for interest and principal
2039	\$ 16,946,088	for interest and principal
2040	\$ 16,941,063	for interest and principal
2041	\$ 16,943,238	for interest and principal
2042	\$ 16,945,250	for interest and principal

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

(b) After this Resolution becomes effective, a copy hereof, certified by the Secretary of the Board, shall be filed with each of the County Clerks of The Counties of Cook and DuPage, Illinois (the “**County Clerks**”); and the County Clerks shall in and for each of the years required, ascertain the rate percent required to produce the aggregate Pledged Taxes hereinbefore provided to be levied in each of said years; and the County Clerks shall extend the same for collection on the tax books in connection with other taxes levied in said year in and by the District for general corporate purposes of the District; and in said year the Pledged Taxes shall be levied and collected

by and for and on behalf of the District in like manner as taxes for general corporate purposes of the District for said years are levied and collected, and in addition to and in excess of all other taxes, and when collected, if required pursuant to any escrow or similar agreement executed and delivered pursuant to **Section 5** hereof, the taxes hereby levied shall be deposited with the designated bank, trust company or national banking association.

(c) At the time and in the manner set forth in the Indenture, the District shall direct the abatement of the Pledged Taxes in whole or in part. Proper notice of such abatement shall be filed with the County Clerks in a timely manner to effect such abatement.

(d) The notification of sale of the Bonds delivered by the Designated Officials pursuant to **Section 4(d)** hereof may provide for the allocation of all or a portion of the Pledged Taxes levied for any year pursuant to this Resolution to the payment of the principal and redemption price of and interest on the Bonds.

(e) The District covenants and agrees with the Purchasers and the owners of the Bonds that so long as any of the Bonds remain outstanding, the District will take no action or fail to take any action which in any way would adversely affect the ability of the District to collect the Pledged Revenues or to levy and collect the Pledged Taxes. The District 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.

Section 4. Sale of the Bonds; Purchase and Sale Agreements. (a) The Bonds shall be sold and delivered to the Purchasers, subject to the terms and conditions of the applicable Purchase and Sale Agreement; provided that the aggregate purchase price of any Bonds shall not be less than 98 percent of the par amount thereof to be issued (disregarding any original issue discount or original issue premium used in the marketing thereof) plus accrued interest, if any, from their date to the date of delivery thereof. Each of the Designated Officials is hereby authorized to execute

and deliver on behalf of the District a Purchase and Sale Agreement with respect to the sale of the Bonds to be in form and substance agreed to by the Designated Official executing the same. Any such Purchase and Sale Agreement shall contain such final terms as shall be approved by the Chief Financial Officer, such approval to be evidenced by such Chief Financial Officer's execution thereof, and the Chief Financial Officer is also authorized to do all things necessary and essential to effectuate the provisions of such Purchase and Sale Agreement, as executed, including the execution of any documents and certificates incidental thereto or necessary to carry out the provisions thereof. The Chief Financial Officer shall make a finding in connection with the execution of each Purchase and Sale Agreement that (i) the Bonds sold thereunder have been sold at such price and bear interest at such rate that neither the true interest cost (yield) nor the net interest rate received upon the sale of such Bonds exceeds the maximum rate otherwise authorized by applicable law, and (ii) that no person holding any office of the District, either by election or appointment, is in any manner interested, either directly or indirectly, in such person's name, in the name of any other person, association, trust or corporation, in the Indenture, any escrow or similar agreement executed and delivered pursuant to **Section 5** hereof, the applicable Purchase and Sale Agreement or any agreement with a Bond Insurer or Debt Reserve Credit Facility Provider (each as hereinafter defined) authorized by **paragraphs (b) and (c) of this Section**, respectively, or in the issuance and sale of such Bonds, in accordance with the laws of the State of Illinois.

(b) In connection with any sale of the Bonds, each of the Designated Officials is hereby authorized to obtain a bond insurance policy from such recognized bond insurer as such Designated Official shall determine (the "**Bond Insurer**") if said Designated Official determines such bond insurance policy to be desirable in connection with the sale of such Bonds, or with respect to specified or designated maturities of such Bonds. Each Designated Official is also

authorized to enter into such agreements and make such covenants with any Bond Insurer that such Designated Official deems necessary and that are not inconsistent with the terms and provisions of this Resolution and to pay upfront or annual fees to the Bond Insurer in connection therewith.

(c) In lieu of, or in addition to, the deposit of proceeds of the Bonds or other funds into a debt service reserve fund as authorized in **paragraph (f) of this Section**, each of the Designated Officials is hereby authorized to obtain a debt reserve credit facility from such recognized provider as such Designated Official shall determine (the “**Debt Reserve Credit Facility Provider**”) if such Designated Official determines such debt reserve credit facility to be desirable in providing for the funding of any debt service reserve fund. Each Designated Official is also authorized to enter into such agreements and make such covenants with any Debt Reserve Credit Facility Provider that such Designated Official deems necessary and that are not inconsistent with the terms and provisions of this Resolution, including the payment of reasonable fees to any Debt Reserve Credit Facility Provider.

(d) Subsequent to the sale of the Bonds, either or both of the Designated Officials shall file in the Office of the Secretary of the Board a notification of sale directed to the Board setting forth (i) the aggregate original principal amount of, maturity schedule, and redemption provisions for the Bonds sold, (ii) a description of the specific Pledged Revenues pledged to the payment of the principal of, redemption price of, and interest on the Bonds, (iii) the principal amount of the Bonds sold, (iv) the interest rates on the Bonds sold, (v) debt service schedules for the Bonds, together with determinable investment earnings from the investment of moneys held in the funds and accounts pursuant to the Indenture, demonstrating that the Pledged Revenues and said investment earnings and moneys held in the funds and accounts pursuant to the Indenture, are expected to be in an amount sufficient to provide the debt service coverage described herein, (vi) the application of the proceeds of such Bonds for the purposes and within the limitations set forth

in **paragraph (f) of this Section**, (vii) if a bond insurance policy is obtained as authorized herein, the identity of the Bond Insurer issuing the bond insurance policy and the premium and any fees required to be paid thereto, (viii) if a debt reserve credit facility is obtained as authorized herein, the identity of the Debt Reserve Credit Facility Provider issuing the debt reserve credit facility, (ix) the identity of the Trustee designated pursuant to **Section 2(a)** hereof with respect to the Bonds, (x) the identity of and the compensation paid to the Purchasers in connection with such sale, and (xi) an affirmation that the net present value debt service savings to the District as a result of the issuance of the Bonds and the refunding of the Refunded Bonds is not less than three percent (3.0%) of the principal amount of the Refunded Bonds.

In the event that the Designated Official executing such notification of sale determines that the Bonds have been sold in such principal amount or maturing or bearing interest so as to require the levy of taxes in any year less than the amount specified therefor in **Section 3(a)** hereof, then such Designated Official shall include, in the notification of sale described in **this Section**, the amount of reduction in the amount levied in **Section 3(a)** hereof for each year resulting from such sale, and in addition, either or both of the Designated Officials shall file in the respective offices of the County Clerks certificates of tax abatement for such years. No such reduction in the amounts levied in **Section 3(a)** hereof need be made nor must any certificate of tax abatement be filed as described in the preceding sentence until either or both of the Designated Officials have determined that any amount so levied in **Section 3(a)** hereof will not be needed to secure the Bonds being sold at that time. Any certificate of abatement delivered pursuant to this paragraph shall refer to the amount of taxes levied pursuant to **Section 3(a)** hereof, shall indicate the amount of reduction in the amount of taxes levied by the District resulting from the sale of such Bonds, which reduced amount is to be abated from such taxes, and shall further indicate the remainder of such taxes which is to be extended for collection by the County Clerks.

(e) The distribution of a Preliminary Official Statement, Preliminary Private Placement Memorandum and/or notice of public sale relating to each Series of the Bonds (the “**Disclosure Document**”) to be in form and substance consistent with the terms of this Resolution and deemed to be in the best interests of the District by either or both of the Designated Officials, to reflect the terms of the Bonds proposed to be sold and the method of sale of such Bonds, is hereby in all respects, ratified, authorized and approved and shall be “*deemed final*” for purposes of Rule 15c2-12, adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934 (“**Rule 15c2-12**”), if and as applicable, and the proposed use by the Purchasers of a final Official Statement (in substantially the form (i) of the Preliminary Official Statement but with appropriate variations, omissions and insertions to reflect the final terms of the Bonds being sold or (ii) authorized herein for a Preliminary Official Statement if none is used in the marketing of the Bonds being sold) is hereby approved. Each Designated Official is hereby authorized and directed to execute the final Official Statement or other Disclosure Document, as appropriate, on behalf of the District.

In connection with the sale of the Bonds, the Designated Officials are hereby authorized to provide to prospective Placement Purchasers such information regarding the District’s operations and finances as would typically be included in a Disclosure Document and to enter into such discussions and negotiations with such prospective Placement Purchasers as such Designated Officials shall deem appropriate. In addition, the Designated Officials are hereby authorized to prepare a notice of public sale for distribution to potential bidders in connection with a public, competitive sale of the Bonds and to take all actions and pay such costs necessary to conduct any such sale.

(f) The proceeds from the sale of the Bonds, together with any premium received from the sale of the Bonds and such additional amounts as may be necessary from the general funds of

the District (collectively, the “**Proceeds**”), shall be applied to the (i) refunding of the Refunded Bonds, (ii) payment of such interest to become due on the Bonds for such period as established in the notification of sale pursuant to **Section 4(d)** hereof and (iii) payment of the expenses related to the issuance of such Bonds, including, without limitation, fees to be paid to any Bond Insurer, and such Proceeds shall be applied as provided in the Indenture. Accrued interest received on the delivery of the Bonds may be used for the purpose of paying first interest due on the Bonds. The portion of the Proceeds not needed to pay such costs may be deposited in escrow pursuant to an escrow agreement. In connection with the refunding of the Refunded Bonds, each of the Designated Officials is hereby authorized to execute and deliver on behalf of the District, and the Secretary or Assistant Secretary of the Board is authorized to attest, a form of escrow or other similar agreement with a bank, trust company or national banking association having the same qualifications as those set forth in **Section 2(a)** for a Trustee. Amounts in the escrow may be used to purchase the Government Securities (as defined in the Indenture) to provide for the principal and interest payable when the Refunded Bonds are redeemed. The escrow agent and the Purchasers are hereby authorized to act as agent for the District in the purchase of the Government Securities. At the time of the issuance of the Bonds, the costs of issuance of the Bonds may be paid by the Purchasers on behalf of the District from the proceeds of the Bonds.

In addition, proceeds from the sale of the Bonds in the amount of not to exceed 10% of the principal amount thereof may be deposited into a debt service reserve fund to be held under the Indenture upon the direction of the Chief Financial Officer if it is determined that the creation of such debt service reserve fund is desirable in connection with the marketing and sale of the Bonds.

All of such proceeds are hereby appropriated for the purposes specified in this **paragraph (f)**.

(g) The Chief Financial Officer of the District is hereby authorized to enter into or approve such agreements with investment providers as shall be necessary or advisable in connection with the investment of any funds on deposit under the Indenture, to the extent such investments are authorized under the terms of the Indenture, any investment and depository policies of the District and applicable law, as in effect from time to time.

Section 5. Escrow of Pledged Revenues. If deemed necessary and desirable to provide additional security for any Bonds, each of the Designated Officials is hereby authorized to execute and deliver on behalf of the District, and the Secretary or Assistant Secretary of the Board is authorized to attest, a form of escrow or other similar agreement with a bank, trust company or national banking association having the same qualifications as those set forth in **Section 2(a)** for a Trustee, reflecting the issuance of the Bonds and such segregation of Pledged Revenues and/or Pledged Taxes as the Designated Official executing such agreement shall deem appropriate.

Section 6. Pledged Taxes Escrow Direction. Each of the Designated Officials is hereby authorized, pursuant to authority contained in Section 20-90 of the Property Tax Code of the State of Illinois, as amended, to execute a written direction to the County Collectors of The Counties of Cook and DuPage, Illinois (the “**County Collectors**”), (i) to deposit the collections of the Pledged Taxes as and when extended for collection directly with such escrow agent designated pursuant to **Section 5** in order to secure the payment of the principal of, redemption price of, and interest on the Bonds, and (ii) to the extent necessary, advising the County Collectors of the abatement of the Pledged Taxes. The Designated Officials are directed to file a certified copy of this Resolution with each of the County Collectors within ten (10) days of the passage hereof.

Section 7. Tax-Exemption and Non-Arbitrage. With respect to any Bonds the interest on which will not be includible in the determination of gross income for federal income tax purposes, each of the Designated Officials is hereby authorized to take any other actions and to

execute any other documents and certificates necessary to assure that the interest payments with respect to the Bonds are excludable from gross income for federal income tax purposes, to assure that the Bonds do not constitute “arbitrage bonds” under the Code, and to effectuate the issuance and delivery of the Bonds, including but not limited to the execution and delivery of a tax agreement.

Section 8. Continuing Disclosure Undertaking. Each of the Designated Officials is hereby authorized to execute and deliver a Continuing Disclosure Undertakings (the “**Continuing Disclosure Undertaking**”) evidencing the District’s agreement to comply with the requirements of Section (b)(5) of Rule 15c2-12, as applicable to the Bonds. When the Continuing Disclosure Undertaking is executed and delivered on behalf of the District as herein provided, the Continuing Disclosure Undertaking will be binding on the District and the officers, employees and agents of the District, and the officers, employees and agents of the District 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 Resolution or any Indenture, the sole remedies for any failure by the District to comply with a 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 District to comply with its obligations under the Continuing Disclosure Undertaking. The Continuing Disclosure Undertaking shall be in form and substance agreed to by the Designated Official executing the same, with such execution to constitute conclusive evidence of such Designated Official’s approval and this Board’s approval thereof.

Section 9. Consultants and Advisors. The Chancellor of the District, or his designee, is hereby authorized to approve the selection of legal counsel and financial or other

professional services providers, including, without limitation, rating agencies, investment advisors, printers, trustees, paying agents and registrars to be engaged by the District in connection with the issuance and sale of the Bonds.

Section 10. Filing of Resolution and Certificate of Reduction of Taxes. After this Resolution becomes effective, a copy hereof, certified by the Secretary of the Board, shall be filed with the County Clerks; and the County Clerks shall in and for each of the years required, ascertain the rate percent required to produce the aggregate Pledged Taxes hereinbefore provided to be levied in each of said years; and the County Clerks shall extend the same for collection on the tax books in connection with other taxes levied in said years in and by the District for general community college purposes of the District; and in said years the Pledged Taxes shall be levied and collected by and for and on behalf of the District in like manner as taxes for general community college purposes of the District for said years are levied and collected, and in addition to and in excess of all other taxes.

One of the Designated Officials (or such Designated Official's designee) shall prepare and file with the County Clerks a Certificate of Reduction of Taxes Heretofore Levied for the Payment of Bonds showing the Refunded Bonds and directing the abatement of the taxes heretofore levied to pay the Refunded Bonds.

Section 11. Further Acts. Each of the Designated Officials, officials or officers of the District are hereby authorized to execute and deliver such other documents and agreements and perform such other acts as may be necessary or desirable in connection with the Bonds, including, but not limited to, the exercise following the delivery date of the Bonds of any power or authority delegated to such official under this Resolution with respect to the Bonds upon original issuance, but subject to any limitations on or restrictions of such power or authority as herein set forth.

All actions of the officials or officers of the District that are in conformity with the purposes

and intent of this Resolution are hereby in all respects ratified, approved, and confirmed.

Section 12. Severability. The provisions of this Resolution are hereby declared to be severable; 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 13. Abatement of Pledged Taxes. Whenever in the discretion of the Board funds are or will be available to pay any principal of, redemption price of, and interest on the Bond when due, so as to enable the abatement of the Pledged Taxes levied for the same, the Board, or the officers of the District acting with proper authority, shall direct the abatement of the Pledged Taxes by such amount, and proper notification of such abatement shall be filed with the County Clerks in a timely manner to effect such abatement.

Section 14. Repealer and Effective Date. All resolutions or parts of resolutions of the Board in conflict herewith are, to the extent of such conflict, hereby repealed. This Resolution is effective immediately upon its adoption.