

VILLAGE OF MT. ZION
MACON COUNTY, ILLINOIS

Ordinance No.
2020-9

AN ORDINANCE AUTHORIZING THE ISSUE OF \$1,619,000 GENERAL OBLIGATION REFUNDING DEBT CERTIFICATES (LIMITED TAX), SERIES 2020, OF THE VILLAGE, PROVIDING FOR THE SECURITY FOR AND MEANS OF PAYMENT UNDER SAID CERTIFICATES, AND AUTHORIZING THE SALE OF SAID CERTIFICATES TO THE PURCHASER THEREOF

CERTIFICATE

State of Illinois)
)
)
County of Macon)

I, Dawn Reynolds, duly appointed Village Clerk of the Village of Mt. Zion, Macon County, State of Illinois, and as such, custodian of all Village records, do hereby certify that the attached Ordinance No. 2020-9, is a true and correct copy of AN APPROVED ORDINANCE OF THE VILLAGE OF MT. ZION, MACON COUNTY, ILLINOIS that was adopted by the Mt. Zion Village Board on July 20, 2020.

In witness whereof, I hereby set my hand and affix the seal of the Village of Mt. Zion on this 20th day of July, 2020.

Seal



Dawn Reynolds, Village Clerk

EXTRACT OF MINUTES of a regular public meeting of the President and Board of Trustees of the Village of Mt. Zion, Macon County, Illinois, held in the Village Hall, 1400 Mt. Zion Parkway, Mt. Zion, Illinois at 5:15 o'clock P.M, on the 20th day of July, 2020.

* * *

The meeting was called to order by the President, Luke Williams, and upon the roll being called, the following Trustees were physically present at said location: Fritzsche, Mose, Sindyla, Kerman, Pictelie

The following Trustees attended the meeting by video or audio conference: None

The following Trustees were absent and did not participate in the meeting in any manner or to any extent whatsoever: ~~Pictelie~~, Scales

The following officials of the Village were physically present at said location and ensured that members of the public present could hear all discussion and testimony and all votes of the members of the body: Julie Miller, Dawn Reynolds, Corey McKenzie

Access to the meeting was provided to members of the public to contemporaneously hear all discussion, testimony, and roll call votes by the following means: in person

The President announced that the next item for consideration would be the issuance of the Village's General Obligation Refunding Debt Certificates (Limited Tax), Series 2020 (the "Certificates"), and that the President and Board of Trustees would consider the adoption of an ordinance authorizing the issuance of said certificates evidencing the rights to payment under said ordinance and providing for the sale of said certificates.

President Luke Williams publicly announced that he is an employee of Scott State Bank (the "Bank") which is purchasing the Certificates, and that he is a holder of less than 7-1/2% of the total ownership therein. Mr. Williams publicly stated that he had not participated and would not participate in any manner, including as a representative of the Bank, in the negotiation of the contract, or the performance of such contract, with the Village for the purchase of the Certificates and would not participate in the deliberations of the Board of Trustees regarding said contract or the deliberations regarding the Ordinance. Whereupon, Mr. Williams excused himself from that portion of the meeting.

Whereupon Trustee Fritzsche presented and the Village Clerk 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 NO. 2000-9

AN ORDINANCE authorizing and providing for the issue of \$1,619,000 General Obligation Refunding Debt Certificates (Limited Tax), Series 2020, for the purpose of refunding certain outstanding debt certificates of the Village of Mt. Zion, Macon County, Illinois, providing for the security for and means of payment of said Certificates and providing for the sale of said Certificates to the purchaser thereof.

* * *

WHEREAS, the Village of Mt. Zion, Macon County, Illinois (the "*Village*") is a municipality and unit of local government of the State of Illinois operating, *inter alia*, under and pursuant to the Illinois Municipal Code, as amended (the "*Municipal Code*"), the Local Government Debt Reform Act of the State of Illinois, as amended (the "*Debt Reform Act*"), and in particular the provisions of Section 17(b) of the Debt Reform Act (the "*Installment Purchase Provisions*"); and

WHEREAS, pursuant to the Installment Purchase Provisions, the Village has the power to purchase real or personal property through agreements that provide that the consideration for the purchase may be paid through installments made at stated intervals for a period of no more than 20 years, to sell, convey and reacquire either real or personal property upon any terms and conditions and in any manner as the President and Board of Trustees of the Village (the "*Board*") shall determine, if the Village will lease, acquire by purchase agreement, or otherwise reacquire the property as authorized by applicable law and to issue certificates evidencing indebtedness incurred under such agreements; and

WHEREAS, pursuant to the Installment Purchase Provisions, the Board previously entered into an Installment Purchase Agreement authorized pursuant to Ordinance No. 2010-11-11 adopted by the Board on the 20th day of September, 2010 (the "*Prior Agreement*"), and did also provide for the issuance of certificates evidencing the debt thereunder, described as Taxable

General Obligation Debt Certificates (Limited Tax), Series 2010B, dated October 7, 2010 (the "*Prior Certificates*"); and

WHEREAS, it is necessary and desirable to refund all of the outstanding Prior Certificates (said Prior Certificates to be refunded being referred to herein as the "*Refunded Certificates*") in order to realize debt service savings for and restructure the outstanding debt burden of the Village (the "*Refunding*"); and

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

WHEREAS, sufficient funds of the Village are not available for the Refunding, and it will therefore be necessary to borrow money in the amount of \$1,619,000 for said purpose; and

WHEREAS, pursuant to the provisions of the Debt Reform Act, the Refunded Certificates may properly be refunded by a new series of certificates as herein provided:

NOW THEREFORE Be It Ordained by the President and Board of Trustees of the Village of Mt. Zion, Macon County, Illinois, as follows:

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

Section 2. Authorization. It is hereby found and determined that the Board has been authorized by law to borrow the sum of \$1,619,000 upon the credit of the Village and as evidence of such indebtedness to issue debt certificates of the Village in said amount, the proceeds of said debt certificates to be used to refund the Refunded Certificates.

Section 3. Agreement is a General Obligation; Annual Budget. The Village hereby represents, warrants, and agrees that the obligation to make the payments due under the Prior Agreement shall be a general obligation of the Village payable from any funds of the Village lawfully available and annually appropriated for such purpose. The Village represents and warrants that the total amount due under the Prior Agreement, together with all other indebtedness of the Village, is within all statutory and constitutional debt limitations. The Village agrees to appropriate funds of the Village annually and in a timely manner so as to provide for the making of all payments when due under the terms of the Prior Agreement.

Section 4. Certificate Details. For the purpose of refunding the Refunded Certificates, there shall be issued and sold certificates of the Village in a principal amount \$1,619,000, which shall be designated "General Obligation Refunding Debt Certificates (Limited Tax), Series 2020" (the "*Certificates*"). The Certificates shall be dated October 1, 2020, and shall also bear the date of authentication, shall be in fully registered form, shall be in denominations of \$100 each or authorized integral multiples thereof (but no single Certificate shall represent installments of principal maturing on more than one date), shall be numbered 1 and upward, and the Certificates shall become due and payable serially (without option of prior redemption) on October 1 of each of the years, in the amounts and bearing interest per annum as follows:

YEAR OF MATURITY	PRINCIPAL AMOUNT	RATE OF INTEREST
2021	\$ 97,100	1.20%
2022	98,300	1.25%
2023	99,500	1.30%
2024	100,800	1.35%
2025	102,200	1.40%
2026	103,600	1.55%
2027	105,200	1.60%
2028	106,900	1.65%
2029	108,600	1.75%
2030	110,500	1.85%
2031	112,600	1.95%
2032	114,800	2.05%
2033	117,100	2.10%
2034	119,600	2.20%
2035	122,200	2.25%

The Certificates 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 Certificates is paid, such interest (computed on the basis of a 360-day year of twelve 30-day months) being payable on April 1 and October 1 of each year, commencing on April 1, 2021. Interest on each Certificate shall be paid by check or draft of Scott State Bank, Bethany, Illinois (the "*Certificate Registrar*"), payable upon presentation in lawful money of the United States of America, to the person in whose name such Certificate is registered at the close of business on the 15th day of the month next preceding the interest payment date. The principal of the Certificates shall be payable in lawful money of the United States of America at the principal office of the Certificate Registrar.

The Certificates shall be signed by the manual or facsimile signature of the President and attested by the manual or facsimile signature of the Clerk, 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 Certificate shall cease to be such officer before the delivery of such

Certificate, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

All Certificates shall have thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the Certificate Registrar as authenticating agent of the Village and showing the date of authentication. No Certificate 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 Certificate Registrar by manual signature, and such certificate of authentication upon any such Certificate shall be conclusive evidence that such Certificate has been authenticated and delivered under this Ordinance. The certificate of authentication on any Certificate shall be deemed to have been executed by the Certificate Registrar if signed by an authorized officer of the Certificate Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Certificates issued hereunder.

Section 5. Registration of Certificates; Persons Treated as Owners. The Village shall cause books (the "*Certificate Register*") for the registration and for the transfer of the Certificates as provided in this Ordinance to be kept at the principal office of the Certificate Registrar, which is hereby constituted and appointed the registrar of the Village. The Village is authorized to prepare, and the Certificate Registrar shall keep custody of, multiple Certificate blanks executed by the Village for use in the transfer and exchange of Certificates.

Upon surrender for transfer of any Certificate at the principal office of the Certificate Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Certificate Registrar and duly executed by, the registered owner or his or her attorney duly authorized in writing, the Village shall execute and the Certificate Registrar shall authenticate, date and deliver in the name of the transferee or transferees a new fully

registered Certificate or Certificates of the same maturity of authorized denominations, for a like aggregate principal amount. Any fully registered Certificate or Certificates may be exchanged at said office of the Certificate Registrar for a like aggregate principal amount of Certificate or Certificates of the same maturity of other authorized denominations. The execution by the Village of any fully registered Certificate shall constitute full and due authorization of such Certificate and the Certificate Registrar shall thereby be authorized to authenticate, date and deliver such Certificate, *provided, however*, the principal amount of outstanding Certificates of each maturity authenticated by the Certificate Registrar shall not exceed the authorized principal amount of Certificates for such maturity less previous retirements.

The Certificate Registrar shall not be required to transfer or exchange any Certificate during the period beginning at the close of business on the 15th day of the month next preceding any interest payment date, , nor to transfer or exchange any Certificate after notice calling such Certificate for redemption has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of redemption of any Certificate s.

The person in whose name any Certificate 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 Certificate 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 Certificate to the extent of the sum or sums so paid.

No service charge shall be made for any transfer or exchange of Certificates, but the Village or the Certificate 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 Certificates, except in the case of the issuance of a Certificate or Certificates for the unredeemed portion of a Certificate surrendered for redemption.

Section 6. Form of Certificate. The Certificates shall be in substantially the following form; *provided, however*, that if the text of the Certificate is to be printed in its entirety on the front side of the Certificate, then paragraph [2] and the legend, “See Reverse Side for Additional Provisions”, shall be omitted and paragraphs [6] through [11] shall be inserted immediately after paragraph [1]:

(Form of Certificate - Front Side)

REGISTERED
No. _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA

STATE OF ILLINOIS

COUNTY OF MACON

VILLAGE OF MT. ZION

GENERAL OBLIGATION REFUNDING DEBT CERTIFICATE (LIMITED TAX), SERIES 2020

See Reverse Side for
Additional Provisions

Interest
Rate: _____%

Maturity
Date: October 1, 20__

Dated
Date: October 1, 2020

Registered Owner: SCOTT STATE BANK

Principal Amount:

[1] KNOW ALL PERSONS BY THESE PRESENTS, that the Village of Mt. Zion, Macon County, Illinois, a municipality and political subdivision of the State of Illinois (the "*Village*"), hereby acknowledges itself to owe and for value received promises to pay from the source and as hereinafter provided 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 date of this Certificate or from the most recent interest payment date to which interest has been paid at the Interest Rate per annum set forth above, such interest to be payable on April 1 and October 1 of each year, commencing April 1, 2021, until said Principal Amount is paid. Principal of this Certificate is payable in lawful money of the United States of America upon presentation and surrender hereof at the principal office of Scott State Bank, Bethany, Illinois, as certificate registrar and paying agent (the

"Certificate Registrar"). Payment of the installments of interest shall be made to the Registered Owner hereof as shown on the registration books of the Village maintained by the Certificate Registrar at the close of business on the 15th day of the month next preceding each interest payment date and shall be paid by check or draft of the Certificate 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 Certificate Registrar.

[2] Reference is hereby made to the further provisions of this Certificate 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 conditions, acts and things required by law to exist or to be done precedent to and in the issuance of this Certificate did exist, have happened, been done and performed in regular and due form and time as required by law; that the indebtedness of the Village, including the issue of certificates of which this is one, does not exceed any limitation imposed by law; that the obligation to make payments due hereon is a general obligation of the Village payable from any funds of the Village legally available and annually budgeted for such purpose, and that the Village shall budget funds annually and in a timely manner so as to provide for the making of all payments hereon when due. THE OWNER OF THIS CERTIFICATE ACKNOWLEDGES THAT THERE IS NO STATUTORY AUTHORITY FOR THE LEVY OF A SEPARATE TAX IN ADDITION TO OTHER TAXES OF THE VILLAGE OR THE LEVY OF A SPECIAL TAX UNLIMITED AS TO RATE OR AMOUNT TO PAY ANY OF THE AMOUNTS DUE HEREUNDER.

[4] This Certificate shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been signed by the Certificate Registrar.

[5] IN WITNESS WHEREOF, the Village of Mt. Zion, Macon County, Illinois, by its President and Board of Trustees, has caused this Certificate to be signed by the manual or duly authorized facsimile signatures of its President and attested by the manual or duly authorized facsimile signature of the Village Clerk and its corporate seal or a facsimile thereof to be impressed or reproduced hereon, all as of the Dated Date identified above.

SPECIMEN
President

ATTEST:

SPECIMEN
Village Clerk

Date of Authentication: October 1, 2020

CERTIFICATE
OF
AUTHENTICATION

Certificate Registrar and Paying Agent:
Scott State Bank,
Bethany, Illinois

This Certificate is one of the Certificates described in the within mentioned ordinance and is one of the General Obligation Refunding Debt Certificates (Limited Tax), Series 2020, of the Village of Mt. Zion, Macon County, Illinois.

Scott State Bank,
as Certificate Registrar

By _____
SPECIMEN
Authorized Officer

[Form of Certificate - Reverse Side]

VILLAGE OF MT. ZION

MACON COUNTY, ILLINOIS

GENERAL OBLIGATION REFUNDING DEBT CERTIFICATE (LIMITED TAX), SERIES 2020

[6] This Certificate is one of a series of certificates issued by the Village to refund certain outstanding obligations of the Village, in full compliance with the provisions of the Illinois Code Municipal Code, as supplemented and amended, and in particular as supplemented by the Local Government Debt Reform Act of the State of Illinois, as amended, and is authorized by the President and Board of Trustees of the Village by an ordinance duly and properly adopted for that purpose, in all respects as provided by law.

[7] Certificates of the issue of which this Certificate is one, are subject to redemption prior to maturity at the option of the Village as a whole, or in part in integral multiples of \$100 in any order of their maturity as determined by the Village (less than all the Certificate of a single maturity to be selected by lot by the Certificate Registrar), on any date, at the redemption price of par plus accrued interest to the redemption date.

[8] Notice of any such redemption shall be sent by first class mail not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption to the registered owner of each Certificate to be redeemed at the address shown on the registration books of the Village maintained by the Certificate Registrar or at such other address as is furnished in writing by such registered owner to the Certificate Registrar. When so called for redemption, this Certificate will cease to bear interest on the specified redemption date, provided funds for redemption are on deposit at the place of payment at that time, and shall not be deemed to be outstanding.

[9] This Certificate is transferable by the Registered Owner hereof in person or by his or her attorney duly authorized in writing at the principal office of the Certificate Registrar in Bethany, Illinois, but only in the manner, subject to the limitations and upon payment of the charges provided in the authorizing ordinance, and upon surrender and cancellation of this Certificate. Upon such transfer a new Certificate or Certificates of authorized denominations of the same maturity and for the same aggregate principal amount will be issued to the transferee in exchange therefor.

[10] The Certificates are issued in fully registered form in the denomination of \$100 each or authorized integral multiples thereof. This Certificate may be exchanged at the principal office of the Certificate Registrar for a like aggregate principal amount of Certificates of the same maturity of other authorized denominations, upon the terms set forth in the authorizing ordinance. The Certificate Registrar shall not be required to transfer or exchange any Certificate during the period beginning at the close of business on the 15th day of the month next preceding any interest payment date on such Certificate and ending at the opening of business on such interest payment date, nor to transfer or exchange any Certificate after notice calling such Certificate for redemption has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of redemption of any Certificates.

[11] The Village and the Certificate 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 Certificate Registrar shall be affected by any notice to the contrary.

(ASSIGNMENT)

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

(Name and Address of Assignee)

the within Certificate and does hereby irrevocably constitute and appoint _____

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

Dated: _____

Signature guaranteed: _____

NOTICE: The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Certificate in every particular, without alteration or enlargement or any change whatever.

Section 7. Sale of Certificates. The Certificates hereby authorized shall be executed as in this Ordinance provided as soon after the passage hereof as may be, and thereupon be deposited with the Treasurer, and be by the Treasurer delivered to Scott State Street, Bethany, Illinois (the "*Purchaser*"), upon receipt of the purchase price therefore, the same being par; the contract for the sale of the Certificates heretofore entered into is in all respects ratified, approved and confirmed, it being hereby found and determined that the Certificates have been sold at such price and bear interest at such rates that neither the true interest cost (yield) nor the net interest rate received upon such sale exceed the maximum rate otherwise authorized by Illinois law, it being hereby found and determined that the contract for the sale of the Certificates (the "*Purchase Contract*") is in the best interest of the Village and that no person holding an office of the Village (other than President Luke Williams), 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 Purchase Contract, and the Certificates before being issued shall be registered, numbered and countersigned by said Treasurer, such registration being made in a book provided for that purpose, in which shall be entered the record

of the ordinance authorizing the Board to borrow said money and a description of the Certificates issued, including the number, date, to whom issued, amount, rate of interest and when due.

The use of any Preliminary Term Sheet and any final Term Sheet relating to the Certificates (the "*Term Sheet*") is hereby ratified, approved and authorized; the execution and delivery of the Term Sheet 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 Term Sheet, the Term Sheet and the Certificates.

Section 8. Use of Certificate Proceeds. Simultaneously with the delivery of the Certificates, the principal proceeds of the Certificates, together with any premium received from the sale of the Certificates 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 Certificates and for the purpose of refunding the Refunded Certificates. That portion thereof not needed to pay such costs of issuance is hereby ordered deposited with Deutsche Bank National Trust Company, Chicago, Illinois, as paying agent for the Prior Certificates, for the purpose of paying the principal of and interest on the Refunded Certificates due on October 1, 2020. At the time of the issuance of the Certificates, the costs of issuance of the Certificates may be paid by the Purchaser on behalf of the Village from the proceeds of the Certificates.

Section 9. Call of the Refunded Certificates. In accordance with the redemption provisions of the ordinance authorizing the issuance of the Prior Certificates, the Village by the Board does hereby make provisions for the payment of and does hereby call (subject only to the delivery of the Certificates) the Refunded Certificates for redemption on October 1, 2020.

Section 10. 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 Certificates) if taking, permitting or omitting to take such action would cause any of the Certificates 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 Certificates 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 Certificates, 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 Certificates 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 Certificates and affects the tax-exempt status of the Certificates.

The Board hereby authorizes the officials of the Village responsible for issuing the Certificates, the same being the President, Village Clerk and Village Treasurer, to make such further covenants and certifications regarding the specific use of the proceeds of the Certificates as approved by the Board and as may be necessary to assure that the use thereof will not cause the Certificates to be arbitrage bonds and to assure that the interest on the Certificates 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 Certificates 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 Certificates; (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 11. Designation of Issue. The Village hereby designates each of the Certificates as a “qualified tax-exempt obligation” for the purposes and within the meaning of Section 265(b)(3) of the Code.

Section 12. List of Certificateholders. The Certificate Registrar shall maintain a list of the names and addresses of the holders of all Certificates and upon any transfer shall add the name and address of the new Certificateholder and eliminate the name and address of the transferor Certificateholder.

Section 13. Duties of Certificate Registrar. If requested by the Certificate Registrar, the President and Village Clerk are authorized to execute the Certificate Registrar’s standard form of agreement between the Village and the Certificate Registrar with respect to the obligations and duties of the Certificate Registrar hereunder which may include the following:

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

(b) to maintain a list of Certificateholders as set forth herein and to furnish such list to the Village upon request, but otherwise to keep such list confidential;

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

(e) to furnish the Village at least annually a certificate with respect to Certificates cancelled and/or destroyed; and

(e) to furnish the Village at least annually an audit confirmation of Certificates paid, Certificates outstanding and payments made with respect to interest on the Certificates.

Section 14. Record-Keeping Policy and Post-Issuance Compliance Matters. It is necessary and in the best interest of the Village to maintain sufficient records to demonstrate compliance with its covenants and expectations to ensure the appropriate federal tax status for the Certificates or other debt obligations of the Village, certain of which the interest on which is excludable from “gross income” for federal income tax purposes (including the Certificates, the “*Tax-Exempt Obligations*”). Further, it is necessary and in the best interest of the Village that (i) the Board adopt policies with respect to record-keeping and (ii) the Compliance Officer (as hereinafter defined) shall at least annually review the Village’s Contracts (as hereinafter defined) to determine whether the Tax-Exempt Obligations comply with the federal tax requirements applicable to each issue of the Tax-Exempt Obligations.

(a) *Compliance Officer Is Responsible for Records.* The Village Treasurer (the “*Compliance Officer*”) is hereby designated as the keeper of all records of the Village with respect to each issue of the Tax-Exempt Obligations, and such officer shall report to the Board at least annually that he/she has all of the required records in his/her possession, or is taking appropriate action to obtain or recover such records.

(b) *Closing Transcripts.* For each issue of Tax-Exempt Obligations, the Compliance Officer shall receive, and shall keep and maintain, a true, correct and complete counterpart of each and every document and agreement delivered in connection with the issuance of the Tax-Exempt Obligations, including without limitation (i) the proceedings of the Village authorizing the Tax-Exempt Obligations, (ii) any offering document with respect to the offer and sale of the Tax-Exempt Obligations, (iii) any legal opinions with respect to the Tax-Exempt Obligations delivered by any lawyers, and (iv) all written representations of any person delivered in connection with the issuance and initial sale of the Tax-Exempt Obligations.

(c) *Arbitrage Rebate Liability.* The Compliance Officer shall review the agreements of the Village with respect to each issue of Tax-Exempt Obligations and shall prepare a report for the Board stating whether or not the Village has any rebate liability to the U.S. Treasury, and setting forth any applicable exemptions that each issue of Tax-Exempt Obligations may have from rebate liability. Such report shall be updated annually and delivered to the Board.

(d) *Recommended Records.* The Compliance Officer shall review the records related to each issue of Tax-Exempt Obligations and shall determine what requirements the Village must meet in order to maintain the tax-exemption of interest paid on the

Tax-Exempt Obligations. The Compliance Officer shall then prepare a list of the contracts, requisitions, invoices, receipts and other information that may be needed in order to establish that the interest paid on the Tax-Exempt Obligations is entitled to be excluded from "gross income" for federal income tax purposes. Notwithstanding any other policy of the Village, such retained records shall be kept for as long as the Tax-Exempt Obligations relating to such records (and any obligations issued to refund the Tax-Exempt Obligations) are outstanding, plus three years, and shall at least include:

(i) complete copies of the bond transcripts delivered when any issue of Tax-Exempt Obligations is initially issued and sold;

(ii) copies of account statements showing the disbursements of all bond proceeds for their intended purposes;

(iii) copies of account statements showing all investment activity of any and all accounts in which the proceeds of any issue of Tax-Exempt Obligations has been held;

(iv) copies of all bid requests and bid responses used in the acquisition of any special investments used for the proceeds of any issue of Tax-Exempt Obligations, including any swaps, swaptions, or other financial derivatives entered into in order to establish that such instruments were purchased at *fair market value*;

(v) copies of any subscriptions to the U.S. Treasury for the purchase of State and Local Government Series (SLGS) obligations;

(vi) any calculations of liability for *arbitrage rebate* that is or may become due with respect to any issue of Tax-Exempt Obligations, and any calculations prepared to show that no arbitrage rebate is due, together, if applicable, with account statements or cancelled checks showing the payment of any rebate amounts to the U.S. Treasury together with any applicable IRS Form 8038-T; and

(vii) copies of all contracts and agreements of the Village, including any leases (the "*Contracts*"), with respect to the use of any property owned by the Village and acquired or financed with the proceeds of the Tax-Exempt Obligations, any part of which property is used by a private person at any time when such Tax-Exempt Obligations are or have been outstanding.

(e) *IRS Examination.* In the event the IRS commences an examination of any issue of Tax-Exempt Obligations, the Compliance Officer shall inform the Board of such event, and is authorized to respond to inquiries of the IRS, and to hire outside, independent professional counsel to assist in the response to the examination.

(f) *Annual Review.* The Compliance Officer shall conduct an annual review of the Contracts and other records to determine for each issue of Tax-Exempt Obligations then outstanding whether each such issue complies with the federal tax requirements applicable to such issue, including restrictions on private business use, private payments and private loans. The Compliance Officer is expressly authorized, without further official action of the Board, to hire outside, independent professional counsel to assist in such review. To the extent that any violations or potential violations of federal tax requirements are discovered incidental to such review, the Compliance Officer may make recommendations or take such actions as the Compliance Officer shall reasonably deem necessary to assure the timely correction of such violations or potential violations through remedial actions described in the United States Treasury Regulations, or the Tax Exempt Bonds Voluntary Closing Agreement Program described in Treasury Notice 2008-31 or similar program instituted by the IRS.

(g) *Training.* The Compliance Officer shall undertake to maintain reasonable levels of knowledge concerning the rules related to tax-exempt bonds (and build America bonds and tax credit bonds to the extent the Village has outstanding build America bonds or tax-credit bonds) so that such officer may fulfill the duties described in this Section. The Compliance Officer may consult with counsel, attend conferences and presentations of trade groups, read materials posted on various web sites, including the web site of the Tax-Exempt Bond function of the IRS, and use other means to maintain such knowledge. Recognizing that the Compliance Officer may not be fully knowledgeable in this area, the Compliance Officer may consult with outside counsel, consultants and experts to assist him or her in exercising his or her duties hereunder. The Compliance Officer will endeavor to make sure that the Village's staff is aware of the need for continuing compliance. The Compliance Officer will provide copies of this Ordinance and the Tax Exemption Certificate and Agreement or other applicable tax documents for each series of Tax-Exempt Obligations then currently outstanding (the "*Tax Agreements*") to staff members who may be responsible for taking actions described in such documents. The Compliance Officer will review this Ordinance and each of the Tax Agreements periodically to determine if there are portions that need further explanation and, if so, will attempt to obtain such explanation from counsel or from other experts, consultants or staff.

(h) *Amendment and Waiver.* The Village may amend this Section and any provision of this Section may be waived, without the consent of the holders of any Tax-Exempt Obligations and as authorized by passage of a resolution by the Board.

Section 15. Severability. If any section, paragraph, clause or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance.

Section 16. *Superseder and Effective Date.* All ordinances, resolutions, and orders, or parts thereof, in conflict herewith, are to the extent of such conflict hereby superseded; and this Ordinance shall be in full force and effect upon its passage and approval.

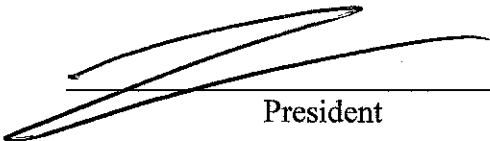
ADOPTED by the Board on the 20th day of July, 2020.

AYE: Fritzsche, Kernan, Mose, Sindyla, Ritchie

NAY: None

ABSENT: Seales

APPROVED by me, as President of the Village of Mt. Zion, Macon County, Illinois, the 20th day of July, 2020.



President

PASSED by the President and Board of Trustees of the Village of Mt. Zion, Macon County, Illinois, the 20th day of July, 2020.

Attest: Reynolds
Village Clerk

(SEAL)

Trustee Fritzsche moved and Trustee Kerman seconded the motion that said ordinance as presented and read by title by the Village Clerk be adopted.

After a full discussion thereof, the 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: Fritzsche, Kerman, Mose, Ritchie, Sindyla.

The following Trustees voted NAY: None.

Whereupon the President declared the motion carried and said ordinance adopted, approved and signed the same in open meeting 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 Mt. Zion, Macon County, Illinois, which was done.

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

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

Reynolds
Village Clerk

STATE OF ILLINOIS)
) SS
COUNTY OF MACON)

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 Mt. Zion, Macon County, Illinois, and as such official I am the keeper of the records and files of the Village and of the President and Board of Trustees (the "Board") thereof.

I 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 20th day of July, 2020, insofar as the same relates to the adoption of Ordinance No. 2020-4 entitled:

AN ORDINANCE authorizing and providing for the issue of \$1,619,000 General Obligation Refunding Debt Certificates (Limited Tax), Series 2020, for the purpose of refunding certain outstanding debt certificates of the Village of Mt. Zion, Macon County, Illinois, providing for the security for and means of payment of said Certificates and providing for the sale of said Certificates to the purchaser thereof.

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 conducted 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 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 with the provisions of the Illinois Municipal Code of the State of Illinois, as amended, and that the Board have complied with all of the provisions of said Act and said Code and with all of the procedural rules of the Board.

IN WITNESS WHEREOF, I hereunto affix my official signature and seal of said Village, this 20th day of July, 2020.



Village Clerk

(SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF MACON)

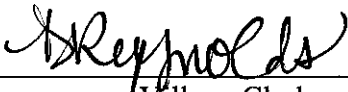
CERTIFICATE OF FILING

We, the undersigned, do hereby certify that we are, respectively, the duly qualified and acting Village Clerk of the Village of Mt. Zion, Macon County, Illinois (the "*Village*"), and the Treasurer of the Village, and as such officers we do hereby certify that on the 20th day of July, 2020, there was filed with each of us, respectively, and placed on deposit in our respective records, a properly certified copy of Ordinance Number 2020-9 passed by the President and Board of Trustees of the Village, on the 20th day of July, 2020, and approved by the President, and entitled:


AN ORDINANCE authorizing and providing for the issue of \$1,619,000 General Obligation Refunding Debt Certificates (Limited Tax), Series 2020, for the purpose of refunding certain outstanding debt certificates of the Village of Mt. Zion, Macon County, Illinois, providing for the security for and means of payment of said Certificates and providing for the sale of said Certificates to the purchaser thereof.

IN WITNESS WHEREOF we have hereunto affixed our official signatures and the seal of the Village of Mt. Zion, Macon County, Illinois, this 20th day of July, 2020.

[SEAL]



Village Clerk



Treasurer