

ORDINANCE NO. 18-_____

ORDINANCE AUTHORIZING THE ISSUANCE OF NOT TO EXCEED
\$7,500,000 GENERAL OBLIGATION BONDS OF 2018 OF THE CITY OF
NAPERVILLE, ILLINOIS

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF NAPERVILLE,
ILLINOIS, AS FOLLOWS:

Section 1. Authority and Purpose. This ordinance is adopted pursuant to
Section 6 of Article VII of the Illinois Constitution of 1970 and Chapter 9, Article C of the
City of Naperville Municipal Code for the purpose of financing the following capital
improvements (the “Projects”):

Project	Estimated Cost
E-Government Initiatives Upgrade and replace the current technology infrastructure and expand the City’ technology resources. Software projects include the implementation of a new Enterprise Resource Planning (ERP) system; upgrades to the current work order, document management, and internal communication systems. Hardware projects include citywide phone replacements, wireless network upgrades, server upgrades, conference room updates, and network switch replacements.	\$1,856,260

Project	Estimated Cost
Building Improvements and Upgrades Replace, upgrade, and modify buildings and building components throughout the City. Projects include renovations and upgrades of the police departments lab, training facilities, front lobby, and building automation; replacement of the fire department station alerting system, overhead doors, and exhaust systems; and the proactive preservation of municipal roofs, building security, parking areas, and other building components.	\$1,519,000
Stormwater Infrastructure Improvements Manage localized stormwater projects throughout the community and include the installation of new storm sewer sections; dam reconstructions; the replacement of deteriorated storm sewer sections; culvert replacements; and citywide drainage improvement projects.	\$771,000
Traffic Infrastructure Improvements Projects include engineering and construction work for bridge expansion and rehabilitation; street reconstruction and expansion; street lighting upgrades and improvements; pedestrian improvements; intersection alignments; and the installation of new traffic signals.	\$2,426,000
Annual Tree Planting Program	\$37,500
City-wide LED Street Lighting Conversion	\$500,000

It is found and determined that the borrowing of money as provided in this ordinance is necessary for the welfare of the government and affairs of the City, is for proper public purposes and is in the public interest.

Section 2. Authorization and Terms of Bonds. To meet part of the estimated costs of the Projects and to fund the costs of issuance of the bonds herein authorized, there is hereby appropriated the sum of \$7,500,000. Pursuant to the home rule powers of the City to incur debt payable from ad valorem property tax receipts and for the purpose of financing said appropriation, unlimited tax general obligation bonds of the

City are authorized to be issued and sold in one or more series and in an aggregate principal amount of not to exceed \$7,500,000.

The bonds of each series shall be designated as "General Obligation Bonds", and shall include additional designations to distinguish each series of the bonds. The bonds authorized and issued pursuant to this ordinance are herein collectively called the "2018 Bonds".

Authority is hereby delegated to the City Manager, to determine all of the terms and provisions of the 2018 Bonds in accordance with the limitations of this ordinance. Such terms and provisions to be set forth in one or more bond orders (each a "Bond Order") to be executed by the City Manager. The City Manager may delegate to the Finance Director the authority to make any of such determinations and to execute a Bond Order by executing and filing with the City Clerk a written instrument evidencing such delegation.

The 2018 Bonds shall be issuable in the denominations of \$5,000 or any integral multiple thereof and may bear such identifying numbers or letters as shall be useful to facilitate the registration, transfer and exchange of 2018 Bonds. Each 2018 Bond delivered upon the original issuance of the 2018 Bonds shall be dated as of the date specified in the Bond Order. Each 2018 Bond thereafter issued upon any transfer, exchange or replacement of 2018 Bonds shall be dated so that no gain or loss of interest shall result from such transfer, exchange or replacement.

The 2018 Bonds shall mature on December 1 in such years and in such principal amounts as shall be specified in the Bond Order, provided that no 2018 Bond shall mature later than December 1, 2038.

Each 2018 Bond shall bear interest from its date, computed on the basis of a 360 day year consisting of twelve 30 day months and payable in lawful money of the United States of America on an initial interest payment date of June 1, 2019 and semiannually thereafter on each June 1 and December 1, at the rates per annum as shall be specified in the Bond Order, provided that no 2018 Bond shall bear interest at a rate exceeding five and one-half percent (5.50%) per annum.

No 2018 Bonds shall be sold pursuant to this ordinance unless the sum of the taxes levied pursuant to Section 8 of this ordinance and the moneys to be deposited into the Debt Service Fund (established by this ordinance) concurrently with the issuance of the 2018 Bonds is sufficient to provide for the punctual payment of the principal of and interest on the 2018 Bonds.

The principal of and premium, if any, on the 2018 Bonds shall be payable in lawful money of the United States of America upon presentation and surrender thereof at the corporate trust office of UMB Bank, N.A., in the City of St. Louis, Missouri, which is hereby appointed as the bond registrar and paying agent for the 2018 Bonds. Interest on the 2018 Bonds shall be payable on each interest payment date to the registered owners of record thereof appearing on the registration books maintained by the City for such purpose at the corporate trust office of the bond registrar, as of the close of business on the 15th day of the calendar month next preceding the applicable interest payment date. Interest on the 2018 Bonds shall be paid by check or draft mailed to such registered owners at their addresses appearing on the registration books or by wire transfer pursuant to an agreement by and between the City and the registered owner.

The 2018 Bonds of any series shall be subject to redemption prior to maturity as determined in the Bond Order, at the option of the City and upon notice as herein provided, in such principal amounts and from such maturities as the City shall determine as determined in the Bond Order. Any optional redemption shall be at redemption prices that may include a redemption premium for each 2018 Bond to be redeemed expressed as a percentage, not exceeding 3% of the principal amount to be redeemed.

2018 Bonds of like series and maturity may be subject to mandatory redemption, by the application of sinking fund installments, all as determined in the Bond Order.

All 2018 Bonds subject to mandatory sinking fund redemption shall be redeemed at a redemption price equal to the principal amount thereof to be redeemed. The bond registrar is hereby authorized and directed to mail notice of the mandatory sinking fund redemption of 2018 Bonds in the manner provided in this section.

Whenever 2018 Bonds subject to mandatory sinking fund redemption are redeemed at the option of the City, the principal amount thereof so redeemed shall be credited against the unsatisfied balance of future sinking fund installments or final maturity amount established with respect to the 2018 Bonds, in such amounts and against such installments or final maturity amount as shall be determined by the City in the proceedings authorizing such optional redemption or, in the absence of such determination, shall be credited against the unsatisfied balance of the applicable sinking fund installments next ensuing, and with respect to which notice of redemption has not yet been given.

On or prior to the 60th day preceding any sinking fund installment date, the City may purchase 2018 Bonds subject to mandatory redemption on such sinking fund

installment date, at such prices as the City shall determine. Any 2018 Bond so purchased shall be cancelled and the principal amount thereof so purchased shall be credited against the unsatisfied balance of the next ensuing sinking fund installment.

In the event of the redemption of less than all the 2018 Bonds of like series and maturity, the aggregate principal amount thereof to be redeemed shall be \$5,000 or an integral multiple thereof and the bond registrar shall assign to each 2018 Bond of such maturity a distinctive number for each \$5,000 principal amount of such 2018 Bond and, unless otherwise determined in the Bond Order, shall select by lot from the numbers so assigned as many numbers as, at \$5,000 for each number, shall equal the principal amount of such 2018 Bonds to be redeemed. The 2018 Bonds to be redeemed shall be the 2018 Bonds to which were assigned numbers so selected; provided that only so much of the principal amount of each 2018 Bond shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected.

Notice of the redemption of 2018 Bonds shall be mailed not less than 30 days nor more than 60 days prior to the date fixed for such redemption to the registered owners of 2018 Bonds to be redeemed at their last addresses appearing on said registration books. The 2018 Bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the redemption date therein designated, and if, on the redemption date, moneys for payment of the redemption price of all the 2018 Bonds or portions thereof to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, and if notice of redemption shall have been mailed as aforesaid (and notwithstanding any defect therein or the lack of actual receipt thereof by any registered owner) then

from and after the redemption date interest on such 2018 Bonds or portions thereof shall cease to accrue and become payable. If there shall be drawn for redemption less than all of a 2018 Bond, the City shall execute and the bond registrar shall authenticate and deliver, upon the surrender of such 2018 Bond, without charge to the owner thereof, in exchange for the unredeemed balance of the 2018 Bond so surrendered, 2018 Bonds of like series and maturity and of the denomination of \$5,000 or any integral multiple thereof.

The bond registrar shall not be required to transfer or exchange any 2018 Bond after notice of the redemption of all or a portion thereof has been mailed. The bond registrar shall not be required to transfer or exchange any 2018 Bond during a period of 15 days next preceding the mailing of a notice of redemption which could designate for redemption all or a portion of such 2018 Bond.

Section 3. Sale and Delivery. Subject to the limitations contained in this ordinance, authority is hereby delegated to the City Manager to offer one or more series of the 2018 Bonds for public sale, on one or more sale dates prior to December 15, 2018 and (i) to award and sell each series of the 2018 Bonds to the best bidder in accordance with the notice of sale for the 2018 Bonds, or (ii) to reject all bids. No award of a series of 2018 Bonds shall be made unless the purchase price bid is not less than 98% of the principal amount of 2018 Bonds sold.

The sale and award of the 2018 Bonds and the determination of the details of the 2018 Bonds shall be evidenced by the Bond Order, which shall be signed by the City Manager (or the Finance Director if delegated to do so by the City Manager). An

executed counterpart of the Bond Order shall be filed with the City Clerk and entered in the records of the City.

The Official Statement prepared with respect to the 2018 Bonds is approved and “deemed final” as of its date for purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities Exchange Act of 1934.

The Mayor, City Manager, Finance Director, City Clerk and other officials of the City are authorized and directed to do and perform, or cause to be done or performed for or on behalf of the City each and every thing necessary for the issuance of the 2018 Bonds, including the proper execution and delivery of the 2018 Bonds and the Official Statement.

Section 4. Execution and Authentication. Each 2018 Bond shall be executed in the name of the City by the manual or authorized facsimile signature of its Mayor and the corporate seal of the City, or a facsimile thereof, shall be thereunto affixed or otherwise reproduced thereon and attested by the manual or authorized facsimile signature of its City Clerk.

In case any officer whose signature, or a facsimile of whose signature, shall appear on any 2018 Bond shall cease to hold such office before the issuance of the 2018 Bond, such 2018 Bond shall nevertheless be valid and sufficient for all purposes, the same as if the person whose signature, or a facsimile thereof, appears on such 2018 Bond had not ceased to hold such office. Any 2018 Bond may be signed, sealed or attested on behalf of the City by any person who, on the date of such act, shall hold the proper office, notwithstanding that at the date of such 2018 Bond such person may

not have held such office. No recourse shall be had for the payment of any 2018 Bonds against any officer who executes the 2018 Bonds.

Each 2018 Bond shall bear thereon a certificate of authentication executed manually by the bond registrar. No 2018 Bond shall be entitled to any right or benefit under this ordinance or shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the bond registrar.

Section 5. Transfer, Exchange and Registry. The 2018 Bonds shall be negotiable, subject to the provisions for registration of transfer contained herein. Each 2018 Bond shall be transferable only upon the registration books maintained by the City for that purpose at the corporate trust office of the bond registrar, by the registered owner thereof in person or by his attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the bond registrar and duly executed by the registered owner or his duly authorized attorney. Upon the surrender for transfer of any such 2018 Bond, the City shall execute and the bond registrar shall authenticate and deliver a new 2018 Bond or 2018 Bonds registered in the name of the transferee, of the same series, aggregate principal amount, maturity and interest rate as the surrendered 2018 Bond. 2018 Bonds, upon surrender thereof at the corporate trust office of the bond registrar, with a written instrument satisfactory to the bond registrar, duly executed by the registered owner or his attorney duly authorized in writing, may be exchanged for an equal aggregate principal amount of 2018 Bonds of the same series, maturity and interest rate and of the denominations of \$5,000 or any integral multiple thereof.

For every such exchange or registration of transfer of 2018 Bonds, the City or the bond registrar may make a charge sufficient for the reimbursement of any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. No other charge shall be made for the privilege of making such transfer or exchange. The provisions of the Illinois Bond Replacement Act shall govern the replacement of lost, destroyed or defaced 2018 Bonds.

The City and the bond registrar may deem and treat the person in whose name any 2018 Bond shall be registered upon the registration books as the absolute owner of such 2018 Bond, whether such 2018 Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of, premium, if any, or interest thereon and for all other purposes whatsoever, and all such payments so made to any such registered owner or upon his order shall be valid and effectual to satisfy and discharge the liability upon such 2018 Bond to the extent of the sum or sums so paid, and neither the City nor the bond registrar shall be affected by any notice to the contrary.

Section 6. General Obligations. The full faith and credit of the City are hereby irrevocably pledged to the punctual payment of the principal of and interest on the 2018 Bonds. The 2018 Bonds shall be direct and general obligations of the City, and the City shall be obligated to levy ad valorem taxes upon all the taxable property in the City for the payment of the 2018 Bonds and the interest thereon, without limitation as to rate or amount.

Section 7. Form of Bonds. The 2018 Bonds shall be issued as fully registered bonds and shall be in substantially the following form, the blanks to be appropriately completed when the 2018 Bonds are printed:

No. _____

United States of America
State of Illinois
Counties of DuPage and Will
CITY OF NAPERVILLE
GENERAL OBLIGATION BOND,
SERIES 2018

<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>DATED DATE</u>	<u>CUSIP</u>
. %	December 1, ____	_____, 2018	630412 ____

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT:

The CITY OF NAPERVILLE, a municipal corporation and a home rule unit of the State of Illinois situate in the Counties of DuPage and Will, acknowledges itself indebted and for value received hereby promises to pay to the registered owner of this bond, or registered assigns, the principal amount specified above on the maturity date specified above, and to pay interest on such principal amount from the date hereof at the interest rate per annum specified above, computed on the basis of a 360 day year consisting of twelve 30 day months and payable in lawful money of the United States of America on June 1, 2019 and semiannually thereafter on June 1 and December 1 in each year until the principal amount shall have been paid, to the registered owner of record hereof as of the 15th day of the calendar month next preceding such interest payment date, by wire transfer pursuant to an agreement by and between the City and the registered owner, or otherwise by check or draft mailed to the registered owner at the address of such owner appearing on the registration books maintained by the City for such purpose

at the corporate trust office of UMB Bank, N.A., in the City of St. Louis, Missouri, as bond registrar or its successor (the "Bond Registrar"). This bond, as to principal [and premium, if any,] when due, will be payable in lawful money of the United States of America upon presentation and surrender of this bond at the office of the Bond Registrar. The full faith and credit of the City are irrevocably pledged for the punctual payment of the principal of and interest on this bond according to its terms.

This bond is one of a series of bonds issued in the aggregate principal amount of \$_____, which are authorized and issued under and pursuant to Section 6 of Article VII of the Illinois Constitution of 1970 and under and in accordance with the City of Naperville Municipal Code and an ordinance adopted by the City Council of the City on October 16, 2018 and entitled: "Ordinance Authorizing the Issuance of Not to Exceed \$7,500,000 General Obligation Bonds of 2018 of the City of Naperville, Illinois."

[The bonds of such series maturing on or after December 1, 20__ are subject to redemption prior to maturity at the option of the City and upon notice as herein provided, in such principal amounts and from such maturities as the City shall determine and by lot within a single maturity, on December 1, 20__ and on any date thereafter, at a redemption price equal to the principal amount thereof to be redeemed plus, if such bond is to be redeemed during any period (both dates inclusive) shown in the following table, the applicable redemption premium, expressed as a percentage of such principal amount, set forth opposite such period:

Redemption Period

Redemption Premium]

[The bonds of such series due December 1, 20___, are subject to mandatory sinking fund redemption to the extent required to satisfy annual sinking fund installments, in part by lot, at a redemption price equal to the principal amount thereof to be redeemed, on December 1, 20___, and on each December 1 thereafter, in the following amounts:

Year

Principal Amount]

Notice of the redemption of bonds will be mailed not less than 30 days nor more than 60 days prior to the date fixed for such redemption to the registered owners of bonds to be redeemed at their last addresses appearing on such registration books. The bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the redemption date therein designated, and if, on the redemption date, moneys for payment of the redemption price of all the bonds or portions thereof to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, and if notice of redemption shall have been mailed as aforesaid (and notwithstanding any defect therein or the lack of actual receipt thereof by any registered owner) then from and after the redemption date interest on such bonds or portions thereof shall cease to accrue and become payable.

This bond is transferable only upon such registration books by the registered owner hereof in person, or by his attorney duly authorized in writing, upon surrender hereof at the corporate trust office of the Bond Registrar together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or by his duly authorized attorney, and thereupon a new registered bond or bonds, in the authorized denominations of \$5,000 or any integral multiple thereof and of the same aggregate principal amount, maturity and interest rate as this bond shall be issued to the transferee in exchange therefor. In like manner, this bond may be exchanged for an equal aggregate principal amount of bonds of the same maturity and interest rate and of any of such authorized denominations. The City or the Bond Registrar may make a charge sufficient for the reimbursement of any tax, fee or other governmental charge required to be paid with respect to the transfer or exchange of this bond. No other charge shall be made for the privilege of making such transfer or exchange. The City and the Bond Registrar may treat and consider the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal[, premium, if any,] and interest due hereon and for all other purposes whatsoever.

This bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been duly executed by the Bond Registrar.

It is hereby certified, recited and declared that all acts, conditions and things required to be done, exist and be performed precedent to and in the issuance of this bond in order to make it a legal, valid and binding obligation of the City have been done,

exist and have been performed in regular and due time, form and manner as required by law, and that the series of bonds of which this bond is one, together with all other indebtedness of the City, is within every debt or other limit prescribed by law.

IN WITNESS WHEREOF, the City of Naperville has caused this bond to be executed in its name and on its behalf by the manual or facsimile signature of its Mayor, and its corporate seal, or a facsimile thereof, to be hereunto affixed or otherwise reproduced hereon and attested by the manual or facsimile signature of its City Clerk.

Dated _____

CITY OF NAPERVILLE

Mayor

Attest:

CERTIFICATE OF AUTHENTICATION

This bond is one of the General Obligation Bonds, Series 2018, described in the within mentioned Ordinance.

City Clerk

UMB BANK, N.A., as Bond Registrar

By _____
Authorized Signer

ASSIGNMENT

For value received the undersigned sells, assigns and transfers unto _____

the within bond and hereby irrevocably constitutes and appoints _____

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

Dated _____

Signature Guarantee:

Section 8. Levy and Extension of Taxes. (A) For the purpose of providing the money required to pay the interest on the 2018 Bonds when and as the same falls due and to pay and discharge the principal thereof (including mandatory sinking fund installments) as the same shall mature, there is hereby levied upon all the taxable property in the City, in each year while any of the 2018 Bonds shall be outstanding, a direct annual tax sufficient for that purpose in addition to all other taxes, as follows:

<u>Tax Levy Year</u>	<u>A Tax Sufficient to Produce</u>
2018	\$700,000
2019	700,000
2020	700,000
2021	700,000
2022	700,000
2023	700,000
2024	700,000
2025	700,000
2026	700,000
2027	700,000
2028	700,000
2029	700,000
2030	700,000
2031	700,000
2032	700,000
2033	700,000
2034	700,000
2035	700,000
2036	700,000
2037	700,000

(B) Interest or principal coming due at any time when there shall be insufficient funds on hand to pay the same shall be paid promptly when due from current funds on hand in advance of the collection of the taxes herein levied; and when said taxes shall have been collected, reimbursement shall be made to the said funds in the amounts thus advanced.

(C) After the sale of the 2018 Bonds and the execution of the Bond Order, an executed copy of the Bond Order and a copy of this ordinance, certified by the City Clerk, which certificate shall recite that this ordinance has been duly adopted, shall be filed with the County Clerk of DuPage County, Illinois, and the County Clerk of Will County, Illinois, who are each hereby directed to ascertain the rate per cent required to produce the aggregate tax hereinbefore provided to be levied in the years 2018 to 2037, inclusive, and subject to adjustment as provided in paragraph (D) of this Section, to extend the same for collection on the tax books in connection with other taxes levied in said years, in and by the City for general corporate purposes of the City, and in said years such annual tax shall be levied and collected in like manner as taxes for general corporate purposes for said years are levied and collected and, when collected, such taxes shall be used for the purpose of paying the principal of and interest on the 2018 Bonds herein authorized as the same become due and payable.

(D) In the event that 2018 Bonds are to be issued in principal amounts and bearing interest such that for any tax levy year an amount less than that set forth in paragraph (A) of this Section is required to be produced to pay when due the principal of and interest on the 2018 Bonds, then the City Treasurer is authorized and directed to file with each of the aforesaid County Clerks, on or prior to the date of delivery of the 2018 Bonds, a direction for abatement of taxes specifying the exact amount of taxes to be levied to produce the required amounts for each of the various tax levy years.

Section 9. Debt Service Fund. Moneys derived from taxes herein levied (the "Tax Receipts") are appropriated and set aside for the purpose of paying principal of and interest on the 2018 Bonds when and as the same come due. All of such moneys,

and all other moneys to be used for the payment of the principal of and interest on the 2018 Bonds, shall be deposited in the "2018 Debt Service Fund", which is hereby established as a special fund of the City and shall be administered as a bona fide debt service fund under the Internal Revenue Code of 1986.

Pursuant to Section 13 of the Local Government Debt Reform Act, the Tax Receipts and the other moneys deposited or to be deposited into the 2018 Debt Service Fund, are pledged as security for the payment of the 2018 Bonds. All such Tax Receipts and the moneys held in the 2018 Debt Service Fund shall immediately be subject to the lien of such pledge without any physical delivery or further act and the lien of such pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City irrespective of whether such parties have notice thereof.

Section 10. Bond Proceeds Fund. All of the proceeds of sale of the 2018 Bonds shall be deposited into the "2018 Bond Proceeds Fund," which is hereby established as a special fund of the City. Moneys in the 2018 Bond Proceeds Fund shall be used for the payment of costs of the Projects and costs of issuance of the 2018 Bonds, but may thereafter be reappropriated and used for other purposes if such reappropriation is permitted under Illinois law and will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the 2018 Bonds.

Section 11. Investment Regulations. No investment shall be made of any moneys in the 2018 Debt Service Fund or the 2018 Bond Proceeds Fund except in accordance with the tax covenants set forth in Section 12 of this ordinance. All income

derived from such investments in respect of moneys or securities in any Fund shall be credited in each case to the Fund in which such moneys or securities are held.

Any moneys in any Fund that are subject to investment yield restrictions may be invested in United States Treasury Securities, State and Local Government Series, pursuant to the regulations of the United States Treasury Department, Bureau of Public Debt, or in any tax-exempt bond that is not an “investment property” within the meaning of Section 148(b)(2) of the Code. The City Treasurer and agents designated by her are hereby authorized to submit, on behalf of the City, subscriptions for such United States Treasury Securities and to request redemption of such United States Treasury Securities.

Section 12. Tax Covenants. The City shall not take, or omit to take, any action lawful and within its power to take, which action or omission would cause interest on any 2018 Bond to become subject to federal income taxes in addition to federal income taxes to which interest on such 2018 Bond is subject on the date of original issuance thereof.

The City shall not permit any of the proceeds of the 2018 Bonds, or any facilities financed with such proceeds, to be used in any manner that would cause any 2018 Bond to constitute a “private activity bond” within the meaning of Section 141 of the Code.

The City shall not permit any of the proceeds of the 2018 Bonds or other moneys to be invested in any manner that would cause any 2018 Bond to constitute an “arbitrage bond” within the meaning of Section 148 of the Code or a “hedge bond” within the meaning of Section 149(g) of the Code.

The City shall comply with the provisions of Section 148(f) of the Code relating to the rebate of certain investment earnings at periodic intervals to the United States of America.

Section 13. Bank Qualified Designation. The City hereby designates the 2018 Bonds as “qualified tax-exempt obligations” as defined in Section 265(b)(3)(B) of the Internal Revenue Code of 1986. The City represents that the reasonably anticipated amount of tax-exempt obligations that are required to be taken into account for the purpose of Section 265(b)(3)(C) of the Code and will be issued by or on behalf of the City and all subordinate entities of the City during 2018 does not exceed \$10,000,000. The City covenants that it will not designate and issue more than \$10,000,000 aggregate principal amount of tax-exempt obligations in the year in which the 2018 Bonds are issued. For purposes of the two preceding sentences, the term “tax-exempt obligations” includes “qualified 501(c)(3) bonds” (as defined in Section 145 of the Internal Revenue Code of 1986) but does not include other “private activity bonds” (as defined in Section 141 of the Internal Revenue Code of 1986).

Section 14. Continuing Disclosure. For the benefit of the beneficial owners of the 2018 Bonds, the City covenants and agrees to provide to the Municipal Securities Rulemaking Board (the “MSRB”) for disclosure on the Electronic Municipal Market Access (“EMMA”) system, in an electronic format as prescribed by the MSRB, (i) an annual report containing certain financial information and operating data relating to the City and (ii) timely notices of the occurrence of certain enumerated events. All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

The annual report shall be provided to the MSRB for disclosure on EMMA within 210 days after the close of the City's fiscal year. The information to be contained in the annual report shall consist of the annual audited financial statement of the City and such additional information as noted in the Official Statement under the caption "Continuing Disclosure." Each annual audited financial statement will conform to generally accepted accounting principles applicable to governmental units and will be prepared in accordance with standards of the Governmental Accounting Standards Board. If the audited financial statement is not available, then an unaudited financial statement shall be included in the annual report and the audited financial statement shall be provided promptly after it becomes available.

The City, in a timely manner not in excess of ten business days after the occurrence of the event, shall provide notice to the MSRB for disclosure on EMMA of any failure of the City to provide any such annual report within the 210 day period and of the occurrence of any of the following events with respect to the 2018 Bonds: (1) principal and interest payment delinquencies; (2) non payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the 2018 Bonds, or other events affecting the tax-exempt status of the 2018 Bonds; (7) modifications to rights of bondholders, if material; (8) 2018 Bond calls, if material;

(9) defeasances; (10) release, substitution or sale of property securing repayment of the 2018 Bonds, if material; (11) rating changes; (12) tender offers; (13) bankruptcy, insolvency, receivership or similar event of the City; (14) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (15) appointment of a successor or additional trustee or the change of name of a trustee, if material. For the purposes of the event identified in clause (13), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the City in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the City, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan or reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the City.

It is found and determined that the City has agreed to the undertakings contained in this Section in order to assist participating underwriters of the 2018 Bonds and brokers, dealers and municipal securities dealers in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934. The City Treasurer or her designee is authorized and directed to do and

perform, or cause to be done or performed, for or on behalf of the City, each and every thing necessary to accomplish the undertakings of the City contained in this Section for so long as Rule 15c2-12(b)(5) is applicable to the 2018 Bonds and the City remains an “obligated person” under the Rule with respect to the 2018 Bonds.

The undertakings contained in this Section may be amended by the City upon a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the obligated person, or type of business conducted, provided that (a) the undertaking, as amended, would have complied with the requirements of Rule 15c2-12(b)(5) at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances and (b) in the opinion of nationally recognized bond counsel selected by the City, the amendment does not materially impair the interests of the beneficial owners of the 2018 Bonds.

Section 15. Bond Registrar. The City covenants that it shall at all times retain a bond registrar with respect to the 2018 Bonds, that it will maintain at the designated office of such bond registrar a place where 2018 Bonds may be presented for payment and registration of transfer or exchange and that it shall require that the bond registrar maintain proper registration books and perform the other duties and obligations imposed upon the bond registrar by this ordinance in a manner consistent with the standards, customs and practices of the municipal securities business.

The bond registrar shall signify its acceptance of the duties and obligations imposed upon it by this ordinance by executing the certificate of authentication on any 2018 Bond, and by such execution the bond registrar shall be deemed to have certified

to the City that it has all requisite power to accept, and has accepted such duties and obligations not only with respect to the 2018 Bond so authenticated but with respect to all the 2018 Bonds. The bond registrar is the agent of the City and shall not be liable in connection with the performance of its duties except for its own negligence or default. The bond registrar shall, however, be responsible for any representation in its certificate of authentication on the 2018 Bonds.

The City may remove the bond registrar at any time. In case at any time the bond registrar shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the bond registrar, or of its property, shall be appointed, or if any public officer shall take charge or control of the bond registrar or of its property or affairs, the City covenants and agrees that it will thereupon appoint a successor bond registrar. The City shall mail notice of any such appointment made by it to each registered owner of 2018 Bonds within twenty days after such appointment.

Section 16. Book-Entry System. In order to provide for the initial issuance of the 2018 Bonds in a form that provides for a system of book-entry only transfers, the ownership of one fully registered bond for each maturity of each series, in the aggregate principal amount of such maturity, shall be registered in the name of Cede & Co., as a nominee of The Depository Trust Company, New York, New York, as securities depository for the 2018 Bonds. The City Treasurer is authorized to execute and deliver on behalf of the City such letters to, or agreements with, the securities depository as shall be necessary to effectuate such book-entry system.

In case at any time the securities depository shall resign or shall become incapable of acting, then the City shall appoint a successor securities depository to provide a system of book-entry only transfers for the 2018 Bonds, by written notice to the predecessor securities depository directing it to notify its participants (those persons for whom the securities depository holds securities) of the appointment of a successor securities depository.

If the system of book-entry only transfers for the 2018 Bonds is discontinued, then the City shall issue and the bond registrar shall authenticate, register and deliver to the beneficial owners of the 2018 Bonds, bond certificates in replacement of such beneficial owners' beneficial interests in the 2018 Bonds, all as shown in the records maintained by the securities depository.

Section 17. Defeasance and Payment of 2018 Bonds. (A) If the City shall pay or cause to be paid to the registered owners of the 2018 Bonds, the principal, premium, if any, and interest due or to become due thereon, at the times and in the manner stipulated therein and in this ordinance, then the pledge of taxes, securities and funds hereby pledged and the covenants, agreements and other obligations of the City to the registered owners and the beneficial owners of the 2018 Bonds shall be discharged and satisfied.

(B) Any 2018 Bonds, whether at or prior to the maturity or the redemption date of such 2018 Bonds, shall be deemed to have been paid within the meaning of this Section if (1) in case any such 2018 Bonds are to be redeemed prior to the maturity thereof, there shall have been taken all action necessary to call such 2018 Bonds for redemption and notice of such redemption shall have been duly given or provision shall

have been made for the giving of such notice, and (2) there shall have been deposited in trust with a bank, trust company or national banking association acting as fiduciary for such purpose either (i) moneys in an amount which shall be sufficient, or (ii) "Federal Obligations" as defined in paragraph (C) of this Section, the principal of and the interest on which when due will provide moneys which, together with any moneys on deposit with such fiduciary at the same time for such purpose, shall be sufficient, to pay when due the principal of, redemption premium, if any, and interest due and to become due on said 2018 Bonds on and prior to the applicable redemption date or maturity date thereof.

(C) As used in this Section, the term "Federal Obligations" means (i) non-callable, direct obligations of the United States of America, (ii) non-callable and non-prepayable, direct obligations of any agency of the United States of America, which are unconditionally guaranteed by the United States of America as to full and timely payment of principal and interest, (iii) non-callable, non-prepayable coupons or interest installments from the securities described in clause (i) or clause (ii) of this paragraph, which are stripped pursuant to programs of the Department of the Treasury of the United States of America, or (iv) coupons or interest installments stripped from bonds of the Resolution Funding Corporation.

Section 18. Ordinance to Constitute a Contract. The provisions of this ordinance shall constitute a contract between the City and the registered owners of the 2018 Bonds. Any pledge made in this ordinance and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the City shall be for the equal benefit, protection and security of the owners of any and all of the 2018 Bonds.

All of the 2018 Bonds, regardless of the time or times of their issuance, shall be of equal rank without preference, priority or distinction of any of the 2018 Bonds over any other thereof except as expressly provided in or pursuant to this ordinance. This ordinance shall constitute full authority for the issuance of the 2018 Bonds and to the extent that the provisions of this ordinance conflict with the provisions of any other ordinance or resolution of the City, the provisions of this ordinance shall control. If any section, paragraph or provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this ordinance.

As used in this ordinance, the term “City Manager” or the term “City Treasurer” or the term “Finance Director” includes any person appointed to that office, or authorized to perform the functions of that office, on a temporary or interim basis.

Section 19. Publication. The City Clerk is hereby authorized and directed to publish this ordinance in pamphlet form and to file copies thereof for public inspection in her office.

Section 20. Effective Date. This ordinance shall become effective upon its passage and approval.

Passed and adopted this 16th day of October, 2018, by roll call vote as follows:

Ayes:

Nays:

Approved: October 16, 2018

Mayor

Published in pamphlet form: October 17, 2018

(SEAL)

Attest:

City Clerk

CERTIFICATE

I, Pam R. Gallahue, City Clerk of the City of Naperville, Illinois, hereby certify that the foregoing ordinance entitled: "Ordinance Authorizing the Issuance of Not to Exceed \$7,500,000 General Obligation Bonds of 2018 of the City of Naperville, Illinois," is a true copy of an original ordinance that was duly adopted by the recorded affirmative votes of a majority of the members of the City Council of the City at a meeting thereof that was duly called and held at 7:00 p.m. on October 16, 2018, in the Council Chambers at the Municipal Center, and at which a quorum was present and acting throughout, and that said copy has been compared by me with the original ordinance signed by the Mayor on October 16, 2018, and thereafter published in pamphlet form on October 17, 2018 and recorded in the Ordinance Book of the City and that it is a correct transcript thereof and of the whole of said ordinance, and that said ordinance has not been altered, amended, repealed or revoked, but is in full force and effect.

I further certify that the agenda for said meeting included the ordinance as a matter to be considered at the meeting and that said agenda was posted at least 48 hours in advance of the holding of the meeting in the manner required by the Open Meetings Act, 5 Illinois Compiled Statutes 120, and was continuously available for public review during the 48 hour period preceding the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City, this _____ day of _____, 2018.

(SEAL)

City Clerk