FOR DISTRIBUTION AT THE
SEPTEMBER 5, 2023, CITY COUNCIL MEETING

PROPOSED AMENDMENT NO. 1 FOR 2023-393

AN ORDINANCE APPROVING THE DISSOLUTION OF THE SOUTH CENTRAL BUSINESS DISTRICT, AS AMENDED

2023-429

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF BUSINESS DISTRICT TAX REVENUE BONDS, SERIES 2023 OF THE CITY OF SPRINGFIELD, SANGAMON COUNTY, ILLINOIS (ordinance shall be on file with the City Clerk.)

AN ORDINANCE APPROVING THE DISSOLUTION OF THE SOUTH CENTRAL BUSINESS DISTRICT, AS AMENDED

Proposed amendment No. 1 for 2023-393

WHEREAS, on March 18, 2008, the City of Springfield, Sangamon County, Illinois (City), by Ordinance 171-03-08 adopted the South Central Business District and the South Central Business District Plan, pursuant to Division 74.3 (Business District Development and Redevelopment) of Article 11 (Public Health, Safety and Welfare) of the Illinois Municipal Code, Section 5/11-74.3-1 et seq. of Chapter 65 of the Illinois Compiled Statutes (as supplemented and amended, the "Business District Act") to establish a business district to be named the "South Central Business District" (sometimes the "Business District") and adopt and approve the related "South Central Business District Plan" (the "Business District Plan"); and

WHEREAS, pursuant to the Act, the City has amended the South Central Business District and Plan from time to time, such changes as deemed necessary (ord. 810-12-08 and 412-10-21); and

WHEREAS, it is now desirable and for the best interest of the citizens of the City to dissolve the South Central Business District.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SPRINGFIELD, ILLINOIS:

Section 1: ~~That the South Central Business District shall be dissolved as of 12:00:00 a.m. on May 1, 2024. All requirements for dissolution of a Business District under the Business District and Redevelopment Act shall be met prior to dissolution.~~ "That the Mayor is hereby empowered and shall take all actions required to dissolve the business district as soon as practicable after all requirements for dissolution of a Business District under the Business District and Redevelopment Law (65 ILCS 5/11-74.3-1 *et seq.*) are met."

Section 2: That all Ordinances and parts of Ordinances in conflict herewith are hereby repealed.

Section 3: That this Ordinance shall be in full force and effect from and after its approval, passage, and recording by the City Clerk.

PASSED:____________________, 2023 **SIGNED: ____________________, 2023**

RECORDED:____________________, 2023

____
Mayor Misty Buscher

ATTEST:________________________
City Clerk Frank J. Lesko

Approved as to legal sufficiency:

Requested by:
Mayor Misty Buscher

____
Office of Corporation Counsel / Date

2023-429

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF BUSINESS DISTRICT TAX REVENUE BONDS, SERIES 2023 OF THE CITY OF SPRINGFIELD, SANGAMON COUNTY, ILLINOIS

WHEREAS, Section 6(a) of Article VII of the 1970 Constitution of Illinois provides that "any municipality which has a population of more than 25,000 (is) a home rule unit" and the City of Springfield, Sangamon County, Illinois (the "City") has a population of more than 25,000 and is therefore a home rule unit and may, under the power granted by said Section 6(a) of Article VII of said Constitution of 1970 exercise any power and perform any function pertaining to its government and affairs, including, but not limited to, the power to tax and to incur debt; and

WHEREAS, the City has heretofore duly designated a portion of the City as a "business district" pursuant to the Business District Development and Redevelopment Act, 65 ILCS 5/11-74.3-1 *et seq.* and the City's home rule powers known as the South Central Business District (the "Business District"); and

WHEREAS, the City has approved a business district plan and business district project for the Business District, and imposed the Business District Taxes as hereinafter defined within the Business District and has held all necessary public hearings as required by the Act; and

WHEREAS, the Mayor and City Council of the City (the "Corporate Authorities") have determined that it is necessary and in the best interests of the City that the City issue business district revenue bonds as provided herein, payable solely from the Business District Taxes for the purpose of paying a portion of the costs of the Project as hereinafter defined; and

WHEREAS, for convenience of reference only this Ordinance is divided into numbered sections with headings, which shall not define or limit the provisions hereof, as follows:

TABLE OF CONTENTS

2023-429

NOW, THEREFORE, Be It Ordained by the City Council of the City of Springfield, Sangamon County, Illinois, as follows:

Section 1. Definitions.

The following words and terms used in this ordinance shall have the following meanings unless the context or use indicates another or different meaning:

"2013 Bonds" means the City's outstanding Business District Tax Revenue Bonds, Series 2013A and the City's Taxable Business District Tax Revenue Bonds, Series 2013B issued pursuant to the City's Ordinance No. 435-12-13 adopted by the City Council of the City on December 17, 2013.

"2013 Bond Ordinance" means the City's Ordinance No. 189-05-18 adopted by the Corporate Authorities on May 1, 2018 authorizing issuance of the 2013 Bonds.

"Act" means collectively, the Business District Development and Redevelopment Act, as supplemented and amended, 65 ILCS 5/11-74.3-1 *et seq.*, the Local Government Debt Reform Act, as supplemented and amended, 30 ILCS 350/1 *et seq.*, the Omnibus Bond Acts, 5 ILCS 70/8, together with and supplemented by and, in all cases of conflict, expressly superseded by, the powers of the City as a home rule unit under Section 6 of Article VII of the Constitution of 1970 of the State of Illinois.

"Adjustment Date" means each of the following dates on which the Interest Rate on the Bonds shall adjust: January 1, 2028.

"Bond Purchase Agreement" means the Bond Purchase Agreement between the City and the Purchaser for the purchase of the Bonds.

"Bond Registrar" means Heartland Bank and Trust Company, Springfield, Illinois or a successor thereto or a successor designated as the bond registrar and paying agent hereunder, and its successors and assigns.

"Bonds" means the $2,160,000 Taxable Business District Tax Revenue Bonds, Series 2023, authorized under this Ordinance.

"Business District Plan" means the business district plan for the Business District entitled "Business District Plan For the South Central Business District" approved pursuant to and in accordance with the provisions of the Act by Ordinance No. 171-03-08 adopted by the Corporate Authorities on March 18, 2008 as amended by Ordinance No. 810-12-08 adopted by the Corporate Authorities on December 2, 2008.

2023-429

"Business District Tax Allocation Fund" means the fund entitled "South Central Business District Tax Allocation Fund" created by the City pursuant to the Act into which the City will deposit the Business District Taxes during the term of the Business District.

"Business District Taxes" means the Pledged Taxes.

"Business District" means the South Central Business District designated by the City as a "business district" pursuant to the Act and legally described in Ordinance No. 171-03-08 adopted by the Corporate Authorities on March 18, 2008 as amended by Ordinance No. 810-12-08 adopted by the Corporate Authorities on December 2, 2008.

"City" means the City of Springfield, Sangamon County, Illinois, and its successors and assigns.

"Code" means the Internal Revenue Code of 1986, as amended.

"Developer" means Legacy Pointe Development Company, LLC, an Illinois limited liability company, and its successors and assigns.

"Development Agreement" means the Business District Development Agreement dated as of March 20, 2008 between the City and the Developer as amended by Ordinance No. 840-12-08 of the City, as amended by Ordinance 182-04-23, as the same may be further amended, modified, amended and restated, and supplemented from time to time.

"FHLB 5 Year Rate" means the rate equal to The Federal Home Loan Bank of Chicago Advance Rate for a 5 year regular fixed rate as existing from time to time.

"Interest Rate" means 7.24% per annum, subject to adjustment on an Adjustment Date to a rate of interest per annum equal to the sum of then existing FHLB 5 Year Rate plus three hundred fifty basis points (2.50%).

"Ordinance" means this ordinance, the same may from time to time be amended or supplemented in accordance with the terms hereof.

"Outstanding Bonds" means Bonds which are outstanding and unpaid; provided, however, such term shall not include Bonds (a) which have matured and for which moneys are on deposit with proper paying agents or are otherwise sufficiently available to pay all principal thereof and interest thereon; or (b) the provision for payment of which has been made by the City pursuant to this Ordinance.

"Pledged Taxes" means the one percent (1%) Business District Retailers' Occupation Tax, the one percent (1%) Business District Service Occupation Tax, and the one percent (1%) Hotel Operators' Occupation Tax imposed by the City within the Business District pursuant to Ordinance No. 172-03-08 adopted by the Corporate Authorities on March 18, 2008 as amended by Ordinance No. 810-12-08 adopted by the Corporate Authorities on December 2, 2008, in accordance with the provisions of the Act and pledged by this Ordinance as security for the Bonds.

"Project Costs" means acquisition and construction costs properly incurred in connection with the Project which are "business district project costs" as defined in accordance with the Act, including but not limited to construction period interest, engineering, legal, and costs of issuing the Bonds.

"Project" means the development and construction of the infrastructure and improvements as described in the Development Agreement, including but not limited to the engineering, construction, and related costs associated with the extension of Lincolnshire Boulevard, the improvement of West Grand Avenue, necessary public utility extensions, public right-of-way acquisition for the roads and bike paths, and improvements owned or to be owned and maintained by the City or another governmental agency for use by the general public.

"Purchaser" means Heartland Bank and Trust Company, Springfield, Illinois, the purchaser of the Bonds.

"Qualified Investments" means investments authorized for the investment of public funds under the Public Funds Investment Act, 30 ILCS 235/0.01 *et seq.* and Sections 37.40 through 37.49.04 of the City of Springfield, Illinois Code of Ordinances, 1988.

"SSA Bonds" means the City's Taxable Special Service Area (Legacy Pointe) Ad Valorem Tax Bonds, Series 2018 issued in the original aggregate principal amount of $15,600,000.

Section 2. Findings.

The Corporate Authorities hereby find that it is necessary and in the best interests of the City that the City cause the construction, acquisition and installation of the Project and that the Bonds be issued pursuant to the Act to enable the City to pay a portion of the Project Costs. The Corporate Authorities hereby find that all of the recitals contained in the preambles to this Ordinance are true, correct and complete and do incorporate them into this Ordinance by this reference.

Section 3. Bond Details.

For the purpose of paying the costs of providing for the Project, there shall be issued and sold the Bonds pursuant to the Act as a single bond payable to the Purchaser or registered assigns as provided herein. The maximum principal face amount of the Bonds shall be shown on the face of the bond as $2,160,000.00 (the "Face Amount"), but only so much of the Face Amount as is shown as advanced by the Purchaser and received for value (the "Outstanding Principal Amount", subject to payments or prepayments as hereinbelow provided), as evidenced by the Bonds, shall be payable. Such advances necessary to pay costs of the Project shall be made from time to time in the amount of Disbursement Requisitions as approved by the City as provided in the Development Agreement, which advances and approvals are authorized without any further authorization or direction whatsoever from the Corporate Authorities.

The Bonds shall be designated "Taxable Business District Tax Revenue Bond, Series 2023" and shall be issued as one Bond. The Bonds shall be dated as of the date of the first advance (the "Dated Date") and shall also bear the date of authentication thereof. The Bonds shall be in fully registered form. The Outstanding Principal Amount of the Bonds from time to time outstanding shall bear interest at the Interest Rate.

The Outstanding Principal Amount of the Bonds shall become due and payable pursuant to a schedule of repayment (the "Repayment Schedule"); provided, however, that the Repayment Schedule, in order to be enforceable, shall comply with each of the following terms:

(A) Interest shall be paid on the Outstanding Principal Amount quarterly on January 1, April 1, July 1, and October 1 of each year commencing October 1, 2023;

(B) Principal shall be paid in quarterly installments on January 1, April 1, July 1, and October 1 of each year commencing January 1, 2024 and continuing through and including March 1, 2031, pursuant to the Repayment Schedule as promulgated by the Bond Registrar to achieve level principal and interest debt service payments on the Outstanding Principal Amount outstanding from time to time;

(C) Upon prepayment of principal or an adjustment of the Interest Rate on the Bond, installments of principal and interest on the then Outstanding Principal Amount shall be immediately restated by the Bond Registrar to the satisfaction of the Registered Owner and the City to provide for adjusted level payments of interest and principal during the remaining term of years, taking into consideration the then current rate of interest, and a new Repayment Schedule shall be provided;

(D) In all events, all remaining principal and interest shall be due on March 1, 2031; and

(E) The Repayment Schedule shall be set forth in or as part of each Bond.

The Bonds shall bear interest on the Outstanding Principal Amount from time to time at the Interest Rate, in each case from the time advanced until paid or duly provided for, such interest computed on the basis of a 360-day year of twelve even 30-day months, and being payable on the dates herein provided. Interest on and all installments of principal of the Bonds shall be paid by check or draft of the City in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar, all as of the applicable Record Date as set forth in the Bonds; provided, however, that the final installment of principal and interest on Bonds, when due, shall only be payable upon presentation of the Bond.

The authority contained herein for making advances on the Bonds is limited and expires February 20, 2024.

The Bonds shall contain a recital that the Bonds are issued pursuant to the Act, which recital shall be conclusive evidence of the validity and the regularity of the Bonds issuance.

The Bonds shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the City and shall be signed by the manual or duly authorized facsimile signatures of the Mayor and Clerk of the City, as they shall determine, and in case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of the Bonds, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

All Bonds shall have thereon a certificate of authentication substantially in the form hereinafter set forth duly executed by the Bond Registrar as authenticating agent of the City and showing the date of authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Ordinance unless and until such certificate of authentication shall have been duly executed by the Bond Registrar by manual signature, and such certificate of authentication upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Ordinance. The certificate of authentication on any Bond shall be deemed to have been executed by the Bond Registrar if signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder.

Section 4. Redemption.

The Bonds may be called for redemption and payment prior to maturity at the option of the City on any date, in whole or in part, at a redemption price equal to the principal amount thereof plus accrued interest to the date fixed for redemption if the redemption is paid from Business District Taxes.

If the Bonds are prepaid in part, installments of principal and interest on the then Outstanding Principal Amount shall be immediately restated by the Bond Registrar to the satisfaction of the Registered Owner and the City to provide for adjusted level payments of interest and principal during the remaining term of years, taking into consideration the current Interest Rate, and a new Repayment Schedule shall be provided.

Notice of the redemption of a Bond shall be delivered not less than fifteen (15) days prior to the date fixed for such redemption to the registered owner of the Bond at the Registered Owner's last address appearing on such registration books. The Bond or portions thereof specified in such 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 Bond or portions thereof to be redeemed, together with interest to the redemption date, shall be on deposit with the City for such payment on such date, and if notice of redemption shall have been delivered 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 Bond or portions thereof shall cease to accrue and become payable.

Section 5. Registration of Bonds; Persons Treated as Owners.

The City shall cause books (the "Bond Register") for the registration and for the transfer of the Bonds as provided in this Ordinance to be kept at the principal office of the Bond Registrar, which is hereby constituted and appointed the bond registrar and paying agent for the City. The City is authorized to prepare, and the Bond Registrar shall keep custody of, multiple Bond blanks executed by the City for use in the transfer and exchange of Bonds.

Upon surrender for transfer of any Bond at the principal office of the Bond Registrar, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by, the registered owner or his attorney duly authorized in writing, the City shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of the same maturity of authorized denominations, for a like aggregate principal amount. Any fully registered Bond or Bonds may be exchanged at said office of the Bond Registrar for a like aggregate principal amount of Bond or Bonds of the same maturity of other authorized denominations. The execution by the City of any fully registered Bond shall constitute full and due authorization of such Bond and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond.

The Bond Registrar shall not be required to transfer or exchange any Bond during the period of fifteen (15) days next preceding any interest payment date on such Bond, nor to transfer or exchange any Bond after notice calling such Bond for prepayment has been mailed, nor during a period of fifteen (15) days next preceding mailing of a notice of prepayment of any Bonds.

The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of the principal of, premium (if any) or interest on any Bond shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

No service charge shall be made for any transfer or exchange of Bonds, but the City or the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds exchanged in the case of the issuance of a Bonds or Bonds for the outstanding portion of a Bond surrendered for redemption.

Section 6. Security.

Pursuant to the City's home rule powers, the Act and Section 13 of the Local Government Debt Reform Act, the City hereby grants a security interest in and pledges the Pledged Taxes to secure the Bonds in parity with the 2013 Bonds. The Bonds, together with the interest and premium, if any, thereon, are limited obligations of the City, payable solely and only from the Pledged Taxes as herein set forth and the amounts on deposit in and pledged to the various funds and accounts as in this Ordinance provided. The Bonds do not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any statutory or constitutional provision.

The City shall not issue any bonds, notes or other evidences of indebtedness payable from or having a lien on the Pledged Taxes prior to the lien and pledge to the Bonds granted under this Ordinance. The pledge of the Pledged Taxes to the Bonds and 2013 Bonds shall be senior and superior to the pledge for any other bonds, notes or other evidences of indebtedness to which the Pledged Taxes may be pledged.

Section 7. Form of Bonds.

The Bonds shall be issued as a single fully registered bond conforming to the industry customs and practices of printing, in substantially the form, with the blanks to be appropriately completed when the bond is printed, as follows:

(Form of Bonds)

THIS BOND IS SUBJECT TO PREPAYMENT IN WHOLE OR IN PART. A PURCHASER OF THIS BOND SHOULD CONSULT WITH THE BOND REGISTRAR TO DETERMINE THE CORRECT PRINCIPAL AMOUNT OUTSTANDING. THIS BOND MAY BE TRANSFERRED IN WHOLE ONLY.

REGISTERED NO. R-____	REGISTERED $2,160,000.00

UNITED STATES OF AMERICA
STATE OF ILLINOIS
COUNTY OF SANGAMON
CITY OF SPRINGFIELD
TAXABLE BUSINESS DISTRICT TAX REVENUE BOND
SERIES 2023

Registered Owner:

Principal Face Amount:

KNOW ALL PERSONS BY THESE PRESENTS that the CITY OF SPRINGFIELD, SANGAMON COUNTY, ILLINOIS (the "City"), a municipal corporation and home rule unit, acknowledges itself indebted and for value received hereby promises to pay the Outstanding Principal Amount of this Bond to the order of the Registered Owner identified above, or registered assigns of this Bond appearing on the registration books maintained for such purpose by Heartland Bank and Trust Company, Springfield, Illinois, as Bond Registrar (including its successors, the "Bond Registrar"). The "Outstanding Principal Amount" is that amount, not to exceed the Face Amount of this Bond as set forth above, shown as advanced from time to time and received by the City for value, as is noted on this Bond in the form of Advances for Value hereon. The Outstanding Principal Amount is subject to reduction for periodic payments thereof and for redemption and prepayment thereof as hereinafter provided. The City promises to pay interest on the Outstanding Principal Amount at the Interest Rate per annum as hereinafter defined for the periods and determined in the manner as follows:

(A) Interest shall be paid on the Outstanding Principal Amount quarterly on January 1, April 1, July 1, and October 1 of each year commencing October 1, 2023;

(B) Principal shall be paid in quarterly installments on January 1, April 1, July 1, and October 1 of each year commencing __________ and continuing through and including March 1, 2031, pursuant to the Repayment Schedule as promulgated by the Bond Registrar to achieve level principal and interest debt service payments on the Outstanding Principal Amount outstanding from time to time;

(C) Upon prepayment of principal or an adjustment of the Interest Rate, installments of principal and interest on the then Outstanding Principal Amount shall be immediately restated by the Bond Registrar to the satisfaction of the Registered Owner and the City to provide for adjusted level payments of interest and principal during the remaining term, taking into consideration the then current rate of interest, and a new Repayment Schedule shall be provided; and

(D) In all events, all remaining principal and interest shall become due on March 1, 2031.

(1) The tables and forms following the signatures on this Bond and entitled Advances for Value and Repayment Schedule are an integral part of this Bond as if in each case fully set forth at this place and are incorporated herein by this reference.

(2) The Outstanding Principal Amount of and interest on this Bond shall become due and payable pursuant to the Repayment Schedule. The Repayment Schedule is subject to restatement and substitution from time to time as provided in the Ordinance as hereinafter defined.

(3) "Adjustment Date" means each of the following dates on which the Interest Rate on this Bond shall adjust: January 1, 2028.

(4) "FHLB 5 Year Rate" means the rate equal to The Federal Home Loan Bank of Chicago Advance Rate for a 5 year regular fixed rate existing from time to time.

(5) "Interest Rate" means ___________% per annum, subject to adjustment on an Adjustment Date to a rate of interest per annum equal to the sum of then existing FHLB 5 Year Rate plus three hundred fifty basis points (3.50%).

(6) This Bond shall bear interest on the Outstanding Principal Amount from time to time at the Interest Rate, in each case from the time advanced until paid or duly provided for, such interest computed on the basis of a 360 day-year of twelve 30-day months, and being payable on the dates provided in the Repayment Schedule. The interest on and all installments of principal of this Bond shall be paid by check or draft of the City, in lawful money of the United States of America, mailed to the address of such Registered Owner as it appears on such registration books or at such other address furnished in writing by such Registered Owner to the Bond Registrar; provided, however, that the final installment of principal and interest, when due, shall only be payable upon presentation of this Bond.

(7) Such payments shall be made to the Registered Owner hereof as shown on the registration books of the City maintained by the Bond Registrar at the close of business on the applicable Record Date (the "Record Date"). The Record Date shall be the 15th day of the month next preceding any payment date occurring on the 1st day of any month.

(8) This Bond in the maximum Face Amount of $2,160,000 is authorized and issued under and pursuant to the Business District Development and Redevelopment Act, as supplemented and amended, 65 ILCS 5/11-74.3-1 *et seq.*, the Local Government Debt Reform Act, as supplemented and amended, 30 ILCS 350/1 *et seq.*, the Omnibus Bond Acts, 5 ILCS 70/8, together with and supplemented by and, in all cases of conflict, expressly superseded by, the powers of the City as a home rule unit under Section 6 of Article VII of the Constitution of 1970 of the State of Illinois (collectively, the "Act") and the foregoing recital is conclusive evidence of the validity of the Bonds and of the regularity of the issuance of the Bonds.

(9) The City' has outstanding Business District Tax Revenue Bonds, Series 2013A and the City's Taxable Business District Tax Revenue Bonds, Series 2013B issued pursuant to the City's Ordinance No. 435-12-13 adopted by the Mayor and City Council of the City (the "Corporate Authorities") on December 17, 2013 (the "2013 Bonds").

(10) The principal of and interest, and premium, if any, on the Bonds are payable solely and only from (i) the Business District Taxes derived from the Business District as defined in the hereinafter described Ordinance (the "Pledged Taxes") in parity with the 2013 Bonds, and (ii) the amounts on deposit in and pledged to the various funds and accounts as provided in the Ordinance. The Bonds are being issued for the purpose of paying the costs of certain infrastructure improvements in the District, all as more fully described in proceedings adopted by the Corporate Authorities and in Ordinance No. _____-23 authorizing the issuance of the Bonds adopted by the Corporate Authorities on September 19, 2023, (the "Ordinance"), to which reference is hereby expressly made for all definitions and terms and to all the provisions of which the holder by acceptance of this Bond assents. The Bonds, together with the interest and premium, if any, thereon, are limited obligations of the City, payable solely from the Pledged Taxes and the amounts on deposit in and pledged to the various funds and accounts as provided in the Ordinance. For the prompt payment of the Bonds, both principal and interest, the Pledged Taxes are hereby irrevocably pledged. THE BONDS DO NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION OR LIMITATION. NO HOLDER OF THIS BOND SHALL HAVE THE RIGHT TO COMPEL THE EXERCISE OF ANY GENERAL TAXING POWER OF THE CITY FOR PAYMENT OF PRINCIPAL HEREOF OR INTEREST OR PREMIUM, IF ANY, HEREON.

(11) Under the Act and the Ordinance, the Pledged Taxes shall be deposited in the South Central Business District Tax Allocation Fund (the "Business District Tax Allocation Fund"). Moneys on deposit in the Fund shall be used first and are pledged for paying the principal of, interest on, and premium, if any, on the Bonds and 2013 Bonds and then in making any further required payments to the funds and accounts as provided by the terms of the Ordinance and the Development Agreement as defined in the Ordinance.

(12) Outstanding Bonds and 2013 Bonds are co-equal as to the lien on the Pledged Taxes for their payment and share ratably, without any preference, priority, or distinction, the one over the other, as to the source or method of payment and security.

(13) The Bonds may be called for redemption and payment prior to maturity at the option of the City on any date, in whole or in part, at a redemption price equal to the principal

amount thereof plus accrued interest to the date fixed for redemption if the redemption is paid from Pledged Taxes.

(14) Notice of the redemption of a Bond shall be delivered not less than fifteen (15) days prior to the date fixed for such redemption to the Registered Owner of the Bond at the Registered Owner's last address appearing on such registration books. If the Bond is prepaid in part, and upon any change in the Interest Rate, installments of principal and interest on the then Outstanding Principal Amount shall be immediately restated by the Bond Registrar to the satisfaction of the Registered Owner and the City to provide for adjusted level payments of interest and principal during the remaining term of years, taking into consideration the current rate of interest, and a new Repayment Schedule shall be provided.

(15) This Bond is transferable only upon the registration books therefor by the Registered Owner hereof in person, or by such Registered Owner's attorney duly authorized in writing, upon surrender hereof at the principal 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 such a Registered Owner's duly authorized attorney, and thereupon a new registered Bond of the same aggregate principal amount as this Bond shall be issued to the transferee in exchange therefor. The Bond Registrar shall not be required to exchange or transfer any Bond during a period of fifteen (15) days next preceding the mailing of a notice of redemption which could designate all or a part of such Bond for redemption. The City or the Bond Registrar may make a charge sufficient to reimburse it for 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, and all such payments so made to such Registered Owner or upon such Registered Owner's order shall be valid and effectual to satisfy and discharge the liability upon this 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.

(16) No recourse shall be had for the payment of any Bonds against the Corporate Authorities or any other officer or employee of the City (past, present or future) who executes any Bonds, or on any other basis. The City may remove the Bond Registrar at any time and for any reason and appoint a successor.

(17) 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.

(18) 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; 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; that provision has been made for the pledge and collection of the Pledged Taxes, and the segregation of the Pledged Taxes to pay the interest hereon as it

falls due and also to pay and discharge the principal hereof at maturity; and that the City hereby covenants and agrees that it will properly account for the Pledged Taxes and will comply with all the covenants of and maintain the funds and accounts as provided by the Ordinance.

IN WITNESS WHEREOF, the City of Springfield, Sangamon County, Illinois, 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 affixed or otherwise reproduced hereon and attested by the manual or facsimile signature of its City Clerk, all as of the Dated Date set forth above.

CITY OF SPRINGFIELD,
Sangamon County, Illinois

____
Mayor

(SEAL)
Attest:

____
City Clerk

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Taxable Business District Tax Revenue Bonds, Series 2023, described in the within mentioned Ordinance.

Date: __________________ By: ____________________________
Authorized Officer

Bond Registrar: Heartland Bank and Trust Company,
Springfield, Illinois

ASSIGNMENT

For value received the undersigned sells, assigns and transfers unto
____
[Name, Address and Social Security Number or FEIN of Assignee]
the within Bond and hereby irrevocably constitutes and appoints ____________________ ____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated:_________________________ __________________________________
Signature

Signature Guarantee:

____

2023-429

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

ADVANCES FOR VALUE

This Bond is valid to the amount set forth below, the aggregate of said amounts being its Outstanding Principal Amount (subject to reduction for installment payments and redemption and prepayment, as provided herein).

AMOUNTS ADVANCED	DATE ADVANCED	SIGNATURE OF PURCHASER

2023-429

REPAYMENT SCHEDULE

Date	Payment Amount	Interest Component	Principal Component	Remaining Principal Balance
10/1/2023				
1/1/2024				
4/1/2024				
7/1/2024				
10/1/2024				
1/1/2025				
4/1/2025				
7/1/2025				
10/1/2025				
1/1/2026				
4/1/2026				
7/1/2026				
10/1/2026				
1/1/2027				
4/1/2027				
7/1/2027				
10/1/2027				
1/1/2028				
4/1/2028				
7/1/2028				
10/1/2028				
1/1/2029				
4/1/2029				
7/1/2029				
10/1/2029				
1/1/2030				
4/1/2030				
7/1/2030				
10/1/2030				
1/1/2031				
3/1/2031				

Italicized amounts subject to change with Interest Rate adjustments

Section 8. Business District Tax Allocation Fund - Accounts.

There is hereby continued the heretofore created Business District Tax Allocation Fund of the City, which fund shall be held separate and apart from all other funds and accounts of the City. All of the Pledged Taxes and any other revenues from any source whatsoever designated

2023-429

to pay principal of, interest on and premium, if any, on the Bonds shall be set aside as collected and be deposited by the City Treasurer in the Business District Tax Allocation Fund, which is a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the City by this Ordinance and the Development Agreement. The Bonds and 2013 Bonds are secured by a pledge of all of the moneys on deposit in the Business District Tax Allocation Fund, and such pledge is irrevocable until the obligations of the City are discharged under this Ordinance.

The Pledged Taxes are to be paid to the City Treasurer by the officers who collect or receive the Pledged Taxes. Whenever the City Treasurer receives any of the Pledged Taxes, the City Treasurer shall promptly deposit the same into the Business District Tax Allocation Fund. The moneys on deposit in the Business District Tax Allocation Fund shall be used by the City solely and only for the purpose of carrying out the terms and conditions of this Ordinance and the Development Agreement and shall be deposited as hereinafter provided to the separate accounts hereby created within the Business District Tax Allocation Fund to be known as the "Bond and Interest Account" and the "General Account". As moneys are deposited by the City into the Business District Tax Allocation Fund, they shall be credited on or before the first day of each month by the City Treasurer, without any further official action or direction, in the following accounts in the order in which hereinafter mentioned, as follows:

(a) The Bond and Interest Account. The City Treasurer shall first credit to and shall immediately deposit into the Bond and Interest Account the Pledged Taxes. Once there are funds in the Bond and Interest Account in the amount necessary to pay the principal and interest and premium, past due if any, and next due on the Bonds and 2013 Bonds , all excess funds shall be transferred to the General Account as described below, provided however that the monthly transfer of excess funds to the General Account in the month of December of any year shall not reduce the amount in the Bond and Interest Account below the lesser of (i) $75,000 and (ii) the Pledged Taxes receipts of the City in such December. Except as hereinafter provided, moneys to the credit of the Bond and Interest Account shall be pledged to the payment of the Bonds and shall be used solely and only for the purpose of paying principal of and redemption premium, if any, and interest on the Bonds past due or due as the same become due upon maturity or mandatory redemption.

(b) The General Account. All moneys remaining in the Business District Tax Allocation Fund, after crediting the required amounts to the Bond and Interest Account shall be credited to the General Account. Moneys on deposit in the General Account shall be transferred by the City Treasurer first, if necessary, to remedy any deficiencies in the Bond and Interest Account; second, to transfer Excess Business District Taxes in accordance with Section 12 of the 2013 Bond Ordinance to the Bond and Interest Account for the 2013 Bonds, and, thereafter, any moneys remaining in the General Account after January 1 of each year may be used as provided in the Development Agreement, including expressly the issuance of bonds or other obligations with a lien on Business Taxes that is subordinate to the Bonds.

(c) Investments. The moneys on deposit in the Business District Tax Allocation Fund and the various accounts therein may be invested from time to time in Qualified Investments. Any such investments may be sold from time to time by the City as moneys may be needed for the purposes for which the Business District Tax Allocation Fund and such accounts have been created. In addition, the City Treasurer shall sell such investments when necessary to remedy any deficiency in the Business District Tax Allocation Fund or such accounts created therein. All investment earnings shall be attributed to the account within the Business District Tax Allocation Fund for which the investment was made.

Section 9. General Covenants.

The City covenants and agrees with the holders of the Bonds that, so long as any Bonds remain outstanding and unpaid:

(a) The City will punctually pay or cause to be paid from the Bond and Interest Account the principal of, interest on and premium, if any, to become due in respect of the Bonds in strict conformity with the terms of the Bonds and this Ordinance, and it will faithfully observe and perform all of the conditions, covenants and requirements thereof.

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

(c) The City will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the City, in which complete and correct entries shall be made of all transactions relating to the Project and to the Pledged Taxes. Such books of record and accounts shall at all times during business hours be subject to the inspection of the holders of not less than ten per cent (10%), or such lesser percentage as required by applicable law, of the principal amount of the Bonds then outstanding, or their representatives authorized in writing.

(d) The City will preserve and protect the security of the Bonds and the rights of the Bondholders, and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Bonds by the City, the Bonds shall be incontestable by the City.

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

(f) As long as any Bonds are Outstanding, the City will continue to deposit the Pledged Taxes to the Business District Tax Allocation Fund. The City covenants and agrees with the purchasers of the Bonds and with the registered owners thereof that so long as any Bonds remain outstanding, the City will take no action or fail to take any action which in any way would adversely affect the ability of the City to collect or receive the Pledged Taxes.

(g) The City covenants and agrees with the purchasers of the Bonds and with the registered owners thereof that so long as any Bonds remain outstanding, the City will take all actions necessary to collect and segregate the Pledged Taxes and to enforce agreements for the development of the Business District Area, including but not limited to, the Development Agreement.

(h) The City and its officers will comply with the Act and with all present and future applicable laws in order to assure that such taxes may be collected as provided herein and deposited into the Business District Tax Allocation Fund. The Pledged Taxes shall be collected as provided herein and deposited into the Business District Tax Allocation Fund and proceeds from the sale of the Bonds shall be expended only on costs eligible for payment under the Act.

(i) The City will timely and fully comply with all requirements of the Act, including filing and reporting to maintain its right to receive Pledged Taxes.

Section 10. Sale of the Bonds.

The Bonds hereby authorized shall be sold to the Purchaser and executed as in this Ordinance provided, and thereupon be deposited with the Treasurer of the City, and be by said Treasurer delivered to the Purchaser, upon receipt of the initial advance of the purchase price therefor; the contract for the sale of the Bonds to be entered into is in all respects ratified, approved and confirmed upon being found and determined that said contract is in the best interest of the City and that no person holding an office of the City either by election or appointment, is in any manner interested, either directly or indirectly, in his own name or in the name of any other person, association, trust or corporation, in said contract for the purchase of the Bonds.

The Mayor, City Clerk, City Treasurer and such other officers of the City as may be necessary are hereby authorized to execute and deliver such other documents, as may be necessary to implement the Project and to effect the issuance and delivery of the Bonds, including but not limited to the Bond Purchase Agreement by and between the City and the Purchaser, such contract to be in substantially the form presented to the Corporate Authorities and execution thereof by such officers is hereby deemed conclusive evidence of approval thereof with such changes as may be effected.

Section 11. Use of Bond Proceeds.

The proceeds derived from the advances of principal of the Bonds shall be used as follows:

(a) The City shall pay at closing from Bond proceeds the sum necessary for expenses incurred in the issuance of the Bonds, which disbursements are hereby expressly authorized. Costs of issuance of the Bonds not paid at closing shall be paid by disbursement from the Project Account as defined herein.

(b) Remaining advances shall be disbursed by the Purchaser upon the approval of the City to pay Disbursement Requisitions for the payment of Project Costs approved by the City as provided in the Development Agreement or deposited in a separate account hereby created and designated as the "2023 Legacy Pointe Project Account (the "Project Account"),

2023-429

which the City shall maintain as a separate and segregated account. Money in said account shall be withdrawn from time to time as needed for the payment of Project Costs and said money shall be disbursed by the City from time to time to pay Disbursement Requisitions approved by the City as provided in the Development Agreement.

Within sixty (60) days after full depletion of the Project Account or payment of all costs of the Project, as herein referred to, and as heretofore approved by the City, the engineer or architect in responsible charge of the Project shall certify the fact that the work has been completed according to approved plans and specifications, as applicable, and upon approval of such certification by the City, the Project Account shall be closed and funds (if any) remaining in the Project Account shall be credited by the City Treasurer to the Bond and Interest Account.

Funds on deposit in the Project Account may be invested by the City Treasurer in Qualified Investments. All Investment Earnings in the Project Account shall be credited to the Project Account.

<u>Section 12.</u> <u>Supplemental Appropriation</u>

The City Council authorizes a supplemental appropriation in an amount not to exceed $3,000,000 to pay Project Costs in accordance with the Development Agreement. The Office of Budget and Management and City Treasurer are authorized to make such payments for Project Costs and are authorized and directed to establish and set up appropriate funds, accounts and accounting codes as needed to effectuate and account for this appropriation and payment.

<u>Section 13.</u> <u>Defeasance.</u>

The covenants, liens and pledges entered into, created or imposed pursuant to this Ordinance may be fully discharged and satisfied with respect to the Bonds, or any of them, in any one or more of the following ways:

(a) By paying the Bonds when the same shall become due and payable;

(b) By depositing with the Bond Registrar in the manner provided by this Ordinance and for such purpose, at or before the date of maturity, money in the necessary amount to pay the Bonds; or

(c) By depositing in trust with a bank, trust company or national banking association for such purpose, at or before the date of maturity, direct obligations of, or obligations the principal of and interest on which are guaranteed by, the United States of America in an amount sufficient, including any income or increment to accrue thereon, but without the necessity of any reinvestment, to pay the Bonds, in accordance with their terms.

Upon such payment or deposit in the amount and manner provided by this Section, such Bonds shall no longer be deemed outstanding for all purposes of this Ordinance and all liability of the City with respect to such Bonds shall cease and be completely discharged, and the owners thereof shall be entitled only to payment out of the money or securities so deposited.

Section 14. Ordinance a Contract.

The provisions of this Ordinance shall constitute a contract between the City and the registered owners of the Bonds, and no changes, additions or alterations of any kind shall be made hereto, except as herein provided.

Section 15. Partial Invalidity.

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

Section 16. Registered Form.

The City agrees that it will not take any action to permit the Bonds to be issued in, or converted into, bearer or coupon form.

Section 17. Bond Registrar.

The City covenants that it will maintain at the designated office of the Bond Registrar a place where 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 it by this Ordinance in a manner consistent with the standards, customs and practices of the municipal securities business.

The Bond Registrar shall maintain a list of the names and addresses of the holders of all Bonds and upon any transfer shall add the name and address of the new Bondholder and eliminate the name and address of the transferor Bondholder.

The Bond Registrar, shall signify acceptance of the duties and obligations imposed upon the Bond Registrar by this Ordinance, and any successor 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 Bond, and by such execution the Bond Registrar shall be deemed to have certified to the City the acceptance of such duties and obligations not only with respect to the Bond so authenticated but with respect to all the Bonds. The Bond Registrar is the agent of the City and shall not be liable in connection with the performance of his duties except for his own negligence or default. The Bond Registrar shall, however, be responsible for any representation in the certificate of authentication on the Bonds.

The City may appoint a successor 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, 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 Bonds within twenty days after such appointment. Any successor Bond Registrar appointed under the provisions of this Section shall be a bank, trust company or national banking association maintaining its principal corporate trust office in the State of Illinois, St. Louis, Missouri, or the Borough of Manhattan, City and State of New York.

Section 18. Prior Inconsistent Proceedings.

All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Ordinance, are to the extent of such conflict hereby repealed.

Section 19. Immunity of Officers and Employees.

No recourse shall be had for the payment of the principal of or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in this Ordinance contained against any past, present or future officer, administrator, employee or agent of the City, or any successor public corporation, as such, either directly or through the City or any successor public corporation, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officers, administrators, attorneys, employees or agents as such is hereby expressly waived and released as a condition of and consideration for the passage of this Ordinance and the issuance of the Bonds.

Section 20. 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 the City Clerk's office.

Section 21. 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, approval and recording by the City Clerk.

* * *

AYES: ____

____

NAYS: ____

ABSTAIN: ____

ADOPTED: ____________________, 2023
APPROVED: ____________________, 2023

____
Mayor, City of Springfield,
Sangamon County, Illinois

Recorded in City Records: ____________________, 2023

Attest:

____
City Clerk, City of Springfield,
Sangamon County, Illinois

Approved as to legal

2023-429

sufficiency:

____
Corporation Counsel

2023-429

CERTIFICATION OF ORDINANCE

I, Frank J. Lesko, do hereby certify that I am the duly qualified and acting City Clerk of the City of Springfield, Sangamon County, Illinois (the "City"), and as such official I am the keeper of the official journal of proceedings, books, records, minutes and files of the City and of the City Council (the "City Council") thereof.

I do further certify that the foregoing is a full, true and complete of Ordinance No. ___________-23 and entitled:

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF BUSINESS DISTRICT TAX REVENUE BONDS, SERIES 2023 OF THE CITY OF SPRINGFIELD, SANGAMON COUNTY, ILLINOIS

which was adopted at the meeting of the City Council held on September 19, 2023.

I do further certify that the deliberations of the City Council on the adoption of said ordinance were taken openly; that the vote on the adoption of said ordinance was taken openly; that said meeting was held at a specified time and place convenient to the public; that notice of said meeting was duly given to all newspapers, radio or television stations and other news media requesting such notice; and that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and the Illinois Municipal Code, as amended, and that the City Council has complied with all of the provisions of said Act and said Code and with all of the procedural rules of the City Council in the adoption of said ordinance.

I do further certify that said ordinance was published in pamphlet form and that said ordinance as so published was on said date readily available for public inspection and distribution, in sufficient number, at my office as City Clerk located in the City.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of the City of Springfield, Sangamon County, Illinois this September 20, 2023.

____
City Clerk of the City of
Springfield, Sangamon County, Illinois

(SEAL)

2023-429