PAMPHLET PUBLICATION

ORDINANCE NO. O-10-18-1

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED $4,000,000 TAX INCREMENT REVENUE REFUNDING BONDS, SERIES 2018A (BRADLEY COMMONS PROJECT) OF THE VILLAGE OF BRADLEY, KANKAKEE COUNTY, ILLINOIS AND PLEDGING CERTAIN INCREMENTAL TAXES IN THE VILLAGE'S SPECIAL TAX ALLOCATION FUND FOR THE STATE ROUTE 50 REDEVELOPMENT PROJECT AREA TO PAY THE PRINCIPAL AND INTEREST ON SUCH BONDS, AND RELATED MATTERS

PRESENTED: 10-22, 2018

PASSED: 11-13, 2018

APPROVED: 11-13, 2018

RECORDED:* ____________, 2018

PUBLISHED:* ____________, 2018

*Municipality's records.

The undersigned being the duly qualified and acting Village Clerk of the Village of Bradley, Illinois, does hereby certify that this document constitutes the publication in pamphlet form, in connection with and pursuant to Section 1-2-4 of the Illinois Municipal Code, of the above-captioned ordinance and that such ordinance was presented, passed, approved, recorded and published as above stated.

Michael J. LaGesse

Village Clerk

ORDINANCE NO. O-10-18-1

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED $4,000,000 TAX INCREMENT REVENUE REFUNDING BONDS, SERIES 2018A (BRADLEY COMMONS PROJECT) OF THE VILLAGE OF BRADLEY, KANKAKEE COUNTY, ILLINOIS AND PLEDGING CERTAIN INCREMENTAL TAXES IN THE VILLAGE'S SPECIAL TAX ALLOCATION FUND FOR THE STATE ROUTE 50 REDEVELOPMENT PROJECT AREA TO PAY THE PRINCIPAL AND INTEREST ON SUCH BONDS, AND RELATED MATTERS

WHEREAS, the Village of Bradley, Kankakee County, Illinois (the "**Issuer**"), has heretofore proceeded, pursuant to the provisions of the Tax Increment Allocation Redevelopment Act (65 ILCS 5/11-74.4-1 *et seq*., as supplemented and amended, the "**Act**"), and the Issuer's Village President and Board of Trustees (the "**Corporate Authorities**") do hereby determine, as follows:

A. On July 10, 2006, the Corporate Authorities adopted Ordinance No. 0-7-06-1, approving a redevelopment plan (the "**Redevelopment Plan**") and a redevelopment project (the "**Redevelopment Project**") under the Act with respect to the redevelopment project area described in such ordinance (the "**Redevelopment Project Area**");

B. On such date, the Corporate Authorities adopted Ordinance No. 0-7-06-2, designating the Redevelopment Project Area as a redevelopment project area under the Act;

C. On such date, the Corporate Authorities adopted Ordinance No. 0-7-06-3, adopting the financing provisions of the Act and establishing "a Special Tax Allocation Fund" (the "**Special Tax Allocation Fund**") in connection therewith;

D. The Issuer and Midam/Dalan Bradley Master Developer, Inc., an Illinois corporation (the "**Developer**") entered into a Redevelopment Agreement (the "**Redevelopment Agreement**") pursuant to which the Developer agreed to acquire and construct various projects on land in the Redevelopment Project Area;

E. As set forth in the Redevelopment Agreement, the Corporate Authorities determined in 2007 that it was necessary and desirable that the Issuer provide funds for a portion of the redevelopment project costs under the Act (the "**2007 Project**");

F. To finance the 2007 Project, the Issuer on October 3, 2007, issued $8,000,000 initial principal amount of Tax Increment Revenue Bonds, Series 2007 (to the extent outstanding and to be refunded in whole or in part as herein provided, the "**2007 Bonds**") pursuant to Ordinance No. 0-8-07-9 (the "**2007 Ordinance**") and a Trust

Indenture dated as of September 1, 2007 (the **"2007 Indenture"**) by and between the Issuer and Amalgamated Bank of Chicago, as Trustee (the **"2007 Trustee"**);

G. The Issuer now deems it advisable to refund in advance of maturity all or a portion of the outstanding 2007 Bonds maturing on and after January 1, 2020 (the **"Refunding"**);

H. The Corporate Authorities have insufficient funds in the Special Tax Allocation Fund to pay the Refunding and it is hereby determined that up to $4,000,000 Tax Increment Revenue Refunding Bonds, Series 2018A (Bradley Commons Project) (the **"Bonds"**) are to be issued to (i) refund in advance of maturity all or a portion of the outstanding 2007 Bonds, (ii) fund the amounts, if any, on deposit in and pledged to certain of the various funds and accounts as provided in the Indenture and (iii) pay costs of issuance of the Bonds; and

WHEREAS, the Issuer reasonably expects to receive a proposed bond purchase agreement (which when fully executed constitutes the **"Bond Purchase Agreement"**) from a proposed purchaser (the **"Purchaser"**) pursuant to which Robert W. Baird & Co., Naperville, Illinois (including authorized successors, the **"Underwriter"**) is to either act as Underwriter to purchase, underwrite and market the Bonds, or as placement agent the **"Placement Agent"**) in connection with the sale of the Bonds as described in the Issuer's Official Statement (in preliminary and final form, the **"Official Statement"**) or placement memorandum (in preliminary and final form, the **"Placement Memorandum"**), as applicable, which the Issuer authorizes to be used in the offer and sale of the Bonds, with respect to which the Issuer will enter into a Continuing Disclosure Undertaking (the **"Disclosure Agreement"**) under Rule 15 c2-12 (**"Rule 15c2-12"**) of the Securities and Exchange Commission (the **"SEC"**); and

WHEREAS, pursuant to Section 11-74.4-7 of the Act, the Issuer may issue obligations under the Act and pay and retire such obligations, and interest thereon, from all or a part of the funds in the Special Tax Allocation Fund, as herein provided and referenced.

NOW THEREFORE, BE IT ORDAINED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF BRADLEY, KANKAKEE 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.

"2007 Bonds, "2007 Indenture", "2007 Trustee", and **"2007 Project"** shall each have the meanings respectively ascribed to them in the recitals of the preamble to this Ordinance.

"2007 Development Area" means that part of the Area on which the Bradley Commons Development has been constructed and installed and which consists of the parcels described on Exhibit A attached hereto and made a part hereof.

"Act" means the Tax Increment Allocation Redevelopment Act, Chapter 65 Section 5/11-74.4-1 et seq., Illinois Compiled Statutes, 2016, as supplemented and amended.

"Area" means the Redevelopment Project Area.

"Bond" or **"Bonds"** means the Issuer's Tax Increment Revenue Refunding Bonds, Series 2018A (Bradley Commons Project), authorized under this Ordinance, including Bonds issued in exchange for or upon transfer or replacement of Bonds previously issued under this Ordinance and the Indenture.

"Bond Order" means, as applicable, a Bond Order executed by the Village President following the sale of the Bonds in which complete, final details of the Bonds shall be set forth or confirmed.

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

"Corporate Authorities" means the President and Board of Trustees of the Village of Bradley, Kankakee County, Illinois.

"Designated Officials" means the Village President and any one of the following officials: the Village Clerk, the Village Administrator or the Village Treasurer/Finance Director.

"Disclosure Agreement" means a Continuing Disclosure Undertaking under Rule 15c2-12 of the Securities and Exchange Commission.

"Government Securities" means bonds, certificates of indebtedness, treasury bills or other securities constituting direct obligations of the United States of America and all securities and obligations, the prompt payment of principal of and interest on which is guaranteed by a pledge of the full faith and credit of the United States of America.

"Incremental Property Taxes" means the ad valorem taxes, if any, arising from the taxes levied upon taxable real property in the 2007 Development Area by any and all taxing districts having the power to tax real property in the 2007 Development Area, which taxes are attributable to the increase in the then current equalized assessed valuation of each taxable lot, block, tract or parcel of real property in the 2007 Development Area over and above the total Initial Equalized Assessed Value of each such piece of property, all as determined by the County Clerk of the County of Kankakee, Illinois.

"Indenture" means the Trust Indenture dated as of December 1, 2018 between the Issuer and the Trustee in connection with the Bonds (with respect to which undefined terms herein shall have the meanings therein).

"Independent" when used with respect to any specified person means such person who is in fact independent and is not connected with the Issuer as an officer, employee, underwriter, or person performing a similar function, and whenever it is herein provided that the opinion or report of any Independent person shall be furnished, such person shall be appointed by the Issuer, and such opinion or report shall state that the signer has read this definition and that the signer is Independent within the meaning hereof.

"Initial Equalized Assessed Value" means the equalized assessed value of taxable real property as last equalized or assessed by the Department of Revenue of the State of Illinois for State and County taxes for the year 2006.

"Issuer" means the Village of Bradley, Kankakee County, Illinois, and its successors and assigns.

[**"Official Statement"** means the final Official Statement in connection with the sale of the Bonds.]

"Ordinance" means this ordinance as originally adopted and as the same may from time to time be supplemented or amended 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 Issuer pursuant to the Indenture.

[**"Placement Memorandum"** means the final Placement Memorandum in connection with the sale of the Bonds.]

"Pledged Incremental Property Taxes" means 85 percent (85%) of the Incremental Property Taxes, pledged hereunder by the Issuer as security for the Bonds as set forth in the Indenture.

[**"Preliminary Official Statement"** means the Preliminary Official Statement in connection with the sale of the Bonds.]

[**"Preliminary Placement Memorandum"** means the Preliminary Placement Memorandum in connection with the sale of the Bonds.]

"Qualified Investments" means investments in Government Securities and such other investments as may from time to time be permissible under the laws of the State of Illinois.

"Redevelopment Agreement" means the Redevelopment Agreement dated May 14, 2007, between the Issuer and the Developer.

"Redevelopment Plan" means the Issuer's comprehensive redevelopment plan under the Act with respect to the Area.

"Redevelopment Project" means the Issuer's redevelopment project under the Act with respect to the Area.

"Redevelopment Project Costs" means the sum total of all reasonable or necessary costs or expenditures incurred or estimated to be incurred by the Issuer in implementing, and incidental to, the Redevelopment Project.

"Refunding" means the refunding in advance of maturity of all or a portion of the outstanding 2007 Bonds.

"Special Tax Allocation Fund" means the fund into which the Issuer will deposit all Incremental Property Taxes upon receipt.

"Tax Compliance Agreement" means the Tax Compliance Agreement dated as of December 1, 2018, between the Issuer and the Trustee.

"Trustee" means Amalgamated Bank of Chicago, Chicago, Illinois, as Trustee under the Indenture, and its successors and assigns.

Section 2. Findings. The Issuer now finds it is necessary to provide funds to refinance the 2007 Project by the Refunding and that the Bonds be issued to enable the Issuer to pay (i) the costs of the Refunding, (ii) the amounts, if any, on deposit in and pledged to certain of the various funds and accounts as provided in the Indenture and (iii) the costs of the issuance of the Bonds.

Section 3. Bond Details.

(a) The Issuer shall issue in the name of the Issuer its Bonds designated as **"Tax Increment Revenue Refunding Bonds, Series 2018A (Bradley Commons Project)"**. The Bonds shall be dated the date of their initial delivery which shall not be later than June 19, 2019, shall bear the date of authentication, shall be in fully registered form, shall be in the denomination of $100,000 or authorized integral multiples of $5,000 in excess thereof, shall be numbered 1 and upward, and, subject to rights of prior redemption as hereinafter provided, become due and payable on January 1 of the years not later than 2028 (with a maximum principal amount per year not greater than $650,000), and shall bear interest at the rate of not to exceed 6.00% per annum. The complete Bond details shall be set forth in the Indenture and confirmed by the Bond Order executed by the Village President following the sale of the Bonds.

(b) Each Bond shall bear interest from its dated date or from the most recent interest payment date to which interest has been paid or duly provided for until the principal amount of the Bonds is paid, such interest (computed upon the basis of a 360-day year of twelve 30-day months) being payable on July 1 and January 1 of each year, commencing as set forth in the Indenture confirmed by the Bond Order.

(c) Interest on each Bond shall be paid by check or draft of the Trustee from funds constituting Pledged Incremental Property Taxes if, as and when received by the Trustee from the Issuer, payable in lawful money of the United States of America, to the person in whose name such Bond is registered at the close of business on the applicable record date. The applicable record date is the June 15 or December 15 next preceding any regular interest payment date and the 15th day preceding any other interest payment date which may be occasioned by a redemption of Bonds on a day other than a regular interest payment date. The principal of the Bonds shall be payable in lawful money of the United States of America upon presentation thereof at the designated corporate trust office of the Registrar. If a regular interest payment date is not a business day at the place of payment, then payment may be made at that place on the next business day, and no interest shall accrue during the intervening period. The Book-Entry-Only provisions of the Indenture are incorporated herein by reference.

Section 4. Redemption. The Bonds are subject to optional redemption at the option of the Issuer and mandatory redemption prior to maturity, in whole or in part, as provided in, and subject to the redemption procedures as set forth in, the Indenture and the Bond Order.

Section 5. **Form of the Bonds; Execution; Authentication**. The Bonds shall be in substantially the form thereof set forth in the Indenture, and shall be executed on behalf of the Issuer and authenticated by the Trustee as set forth in the Indenture. The Bonds shall be issued and remain in fully registered form.

Section 6. **Funds and Accounts; Investments**. The Funds and related accounts are created in the Indenture. The moneys on deposit in the Funds and the Accounts shall be invested from time to time in Eligible Investments as provided in the Indenture.

Section 7. **Indenture**. The Indenture, in substantially the form thereof presented before the meeting of the Corporate Authorities at which this Ordinance is adopted, with such changes therein as the Issuer's officers executing the Indenture shall approve, with no further authority than this Ordinance, shall be and is hereby ratified, confirmed and approved, and the Designated Officials are authorized to execute and deliver the Indenture for and on behalf of the Issuer; and upon the execution thereof by the Issuer and the Trustee, the appropriate officers, agents, attorneys, consultants and employees of the Issuer are authorized to take all supplemental actions, including the execution and delivery of the Bonds, and of related supplemental opinions, certificates, receipts, agreements and other instruments, desirable or necessary to implement and otherwise give full effect to the Indenture and this Ordinance.

Section 8. **Sale of the Bonds**. The Bonds hereby authorized shall be sold not later than June 19, 2019, and shall be executed as provided in this Ordinance, the Bond Order and the Indenture. Unless privately placed with a purchaser of the Bonds, the Bonds shall thereupon be delivered to Robert W. Baird & Co, Naperville, Illinois (the **"Underwriter"**), upon receipt of the purchase price therefor, the same being the par value of the Bonds less an applicable underwriter's discount of not more than 2% of the par value of the Bonds, all set forth in the Bond Purchase Agreement between the Issuer and the Underwriter.

The Village President is hereby authorized and directed to execute a Bond Order following the sale of the Bonds, and the Designated Officials and such other officers of the Issuer as may be necessary are hereby authorized to execute the Indenture, the Bond Purchase Agreement, the [Preliminary Official Statement], [the Official Statement], the Disclosure Agreement, [the Preliminary Offering Memorandum], [the final Offering Memorandum] and such other documents as may be desirable or necessary to effect the issuance and delivery of the Bonds, with such changes therein as the Issuer's officers executing them shall approve, with no further authority than this Ordinance. The execution thereof by such officers is hereby deemed conclusive evidence of their approval of any changes in the substantially final forms, as now or hereafter prepared, as may be desirable or necessary to effect the transactions contemplated by this Ordinance.

Section 9. Security for the Bonds. The principal of, premium, if any, and interest on the Bonds are payable solely and only from (i) Eighty-five percent (85%) of the ad valorem taxes (such portion being the "Pledged Incremental Property Taxes"), if any, arising from taxes levied by any and all taxing districts or municipal corporations having the power to tax real property upon taxable real property in the 2007 Development Area, which taxes are attributable to the increase in the then current equalized assessed valuation of each taxable lot, block, tract or parcel of real property in the 2007 Development Area at the time of establishment of the 2007 Development Area over and above the initial equalized assessed valuation of each such piece of property as provided in the TIF Act (the "Incremental Property Taxes"), and (ii) the amounts, if any, on deposit in and pledged to certain of the various funds and accounts as provided in the Indenture. For the prompt payment of the Bonds, both principal and interest, as aforesaid, at maturity, the Pledged Incremental Property Taxes have been irrevocably pledged.

The Bonds are not a general obligation of the Issuer and do not constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision or limitation. No Holder of the Bonds shall have the right to compel the exercise of any general taxing power of the Issuer for payment of principal or interest or premium, if any, thereon.

If so authorized in a Bond Order and the Indenture, the Issuer, in consideration of the premises and of the purchase and acceptance of the Bonds by the Purchaser and in order to secure the payment of the principal of and interest on the Bonds according to their tenor and effect, may elect to provide a bond insurance policy, performance bond or other credit facility, insuring and securing the scheduled payment when due of the principal of and interest on the Bonds.

Section 10. Use of Bond Proceeds. The proceeds derived from the sale of the Bonds together with such money in the Debt Service Fund and Reserve Fund established in Section 4.01 of the 2007 Indenture for the 2007 Bonds shall be used as follows:

(a) Accrued interest, if any, received by the Issuer upon the sale of the Bonds following the delivery of the Bonds, shall be remitted for deposit in a Debt Service Fund established in the Indenture and shall be used to pay first interest coming due on the Bonds.

(b) Net of amounts to directly pay issuance costs shall be set aside in separate accounts of the Debt Service Fund under the 2007 Indenture within which there shall be a Refunding Account for the Refunding and a **"Cost of Issuance Account"** for Bond issuance costs. Moneys in the Refunding Account shall be applied to pay and to refund the 2007 Bonds and moneys in the Cost of Issuance Account shall be applied to pay issuance costs for the Bonds. Moneys in the Costs of Issuance Account shall be withdrawn from time to time as needed for the payment of issuance expenses for which funds were otherwise insufficient and for paying the fees and expenses incidental thereto not previously paid.

(c) The Refunding shall occur pursuant to the provisions of the 2007 Indenture, all in accordance with the provisions of the Debt Service Fund of the 2007 Indenture for the 2007 Bonds, including the application of any moneys in the Reserve Fund of the 2007 Indenture. To the extent necessary or desirable, the Issuer authorizes the 2007 Trustee to apply such funds for the Refunding or to a Reserve Fund, if any, under the Indenture.

Subject only to the delivery of the Bonds, the 2007 Bonds are hereby authorized to be called for redemption on the date and upon the terms and provisions as provided in this Ordinance and the 2007 Indenture.

(d) Moneys shall be set aside to fund the amounts, if any, to be on deposit in and pledged to certain of the various funds and accounts as provided in the Indenture.

Section 11. Arbitrage. The Corporate Authorities certify and covenant with the purchasers and holders of the Bonds from time to time outstanding, that so long as any of the Bonds remain outstanding, moneys on deposit in any fund or account in connection with the Bonds, whether or not such moneys were derived from the proceeds of the sale of the Bonds or from any other sources, will not be used in a manner which will cause such Bonds to be **"arbitrage bonds"** within the meaning of Section 148(a) of the Code, and any lawful regulations promulgated or proposed thereunder, as the same presently exist, or may from time to time hereafter be amended, supplemented or revised. The Corporate Authorities reserve the right, however, to make any investment of such moneys permitted by Illinois law and this Ordinance, if, when and to the extent that said Section 148(a) or regulations promulgated thereunder shall be repealed or relaxed or shall be held void by final decision of a court of competent jurisdiction, but only if any investment made by virtue of such repeal, relaxation or decision would not, in the opinion of counsel of recognized competence in such matters, result in making the interest on the Bonds subject to federal income taxation.

Section 12. This Ordinance a Contract. The provisions of this Ordinance shall constitute a contract between the Issuer 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 13. Amendment. The rights and obligations of the Issuer and of the holders or registered owners of outstanding Bonds may from time to time be modified or amended by a supplemental ordinance adopted by the Corporate Authorities with the written consent of the registered owners of not less than two-thirds (2/3rds) of the principal amount of all outstanding Bonds (excluding any of such Bonds owned by or under the control of the Issuer); provided, however, that no such modification or amendment shall extend or change the maturity or date of redemption prior to maturity, or reduce the interest rate on, or permit the creation of a preference or priority of any outstanding Bond or outstanding Bonds over any other outstanding Bond or outstanding Bonds, or otherwise alter or impair the obligation of the Issuer to pay from the Pledged Incremental Property Taxes the principal of and interest on any of the outstanding Bonds at the time, place, rate, and in the currency provided therein, or alter or impair the obligations of the Issuer with respect to registration, transfer, exchange or notice or redemption of Bonds, without the written consent of the registered owners of all the outstanding Bonds affected; nor shall such modification or amendment reduce the percentage of the registered owners of outstanding Bonds required for the written consent of such modification or amendment without the written consent of the registered owners of all of the outstanding Bonds.

Section 14. 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. In the event of any inconsistency between this Ordinance and the Indenture, the terms of this Ordinance shall control.

Section 15. **Immunity of Officers and Employees**. No recourse shall be had for the payment of the principal of or premium or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in this Ordinance or the Indenture contained against any past, present or future officer, employee or agent of the Issuer, or of any successor public corporation, as such, either directly or through the Issuer 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, directors, members, 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 such Bonds.

Section 16. **Tax Covenants**. The Tax Compliance Agreement, in substantially the form thereof presented before the meeting of the Corporate Authorities at which this Ordinance is adopted, with such changes therein as the Issuer's officers executing the Tax Compliance Agreement shall approve, with no further authority than this Ordinance, shall be and is hereby ratified, confirmed and approved, and the Designated Officials are authorized to execute and deliver the Tax Compliance Agreement for and on behalf of the Issuer; and upon the execution thereof by the Issuer and the Trustee, the appropriate officers, agents, attorneys, consultants and employees of the Issuer are authorized to take all supplemental actions, including the execution and delivery of related supplemental opinions, certificates, receipts, agreements and other instruments, desirable or necessary to implement and otherwise give full effect to the Tax Compliance Agreement and this Ordinance.

Section 17. **Small Issuer Designation**. In connection with Section 265(b)(3) of the Internal Revenue Code of 1986, as amended, the Issuer hereby represents, covenants and agrees with the owners of the Bonds that the maximum amount of tax-exempt obligations that it expects to issue in the calendar year of issuance of the Bonds is not expected to exceed $10,000,000, that the issue of Bonds be and is hereby designated as a **"qualified tax-exempt obligation"** under such paragraph (3) of Section 265(b), and that the Issuer will not designate as such more than $10,000,000 of obligations during such calendar year for purposes of such paragraph (3) (B) of such Subsection 265(b).

Section 18. **Severability**. 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 19. **Repealer**. 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 20. **Publication**. This Ordinance shall be published in pamphlet form.

Section 21. **Effective Date**. This Ordinance shall be in full force and effect from and after its adoption and publication as provided by law.

Upon motion by Trustee BALTHAZOR, seconded by Trustee REDMOND, adopted this 13 day of NOVEMBER, 2018, by roll call vote (all in physical attendance), as follows:

AYES (Names): BALTHAZOR, REDMOND, GADBOIS, WATSON, ALLEN

NAYS (Names): NONE

ABSENT Names): BARBER

APPROVED: NOV 13, 2018

(SEAL)

Bruce W. [illegible]

Village President

ATTEST:

Michael J. LaBarre

Village Clerk

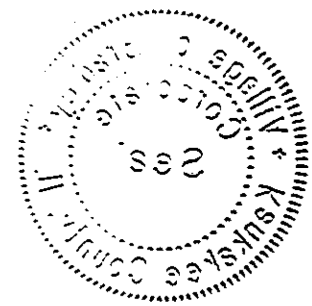


Exhibit A

STATE OF ILLINOIS)
COUNTY OF KANKAKEE) SS.
VILLAGE OF BRADLEY)

CERTIFICATION OF ORDINANCE

I, the undersigned, do hereby certify that I am the duly selected, qualified and acting Village Clerk of the Village of Bradley, Kankakee County, Illinois (the **"Issuer"**), and as such official I am the keeper of the records and files of the Issuer and of its President and Board of Trustees (the **"Corporate Authorities"**).

I do further certify that the attached constitutes a full, true and complete excerpt from the proceedings of the regular meeting of the Corporate Authorities held on the 13 day of NOVEMBER, 2018, insofar as the same relates to the adoption of Ordinance No. O-10-18-1, entitled:

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED $4,000,000 TAX INCREMENT REVENUE REFUNDING BONDS, SERIES 2018A (BRADLEY COMMONS PROJECT), OF THE VILLAGE OF BRADLEY, KANKAKEE COUNTY, ILLINOIS AND PLEDGING CERTAIN INCREMENTAL TAXES IN THE VILLAGE'S SPECIAL TAX ALLOCATION FUNDS FOR THE STATE ROUTE 50 REDEVELOPMENT PROJECT AREA TO PAY THE PRINCIPAL AND INTEREST ON SUCH BONDS, AND RELATED MATTERS,

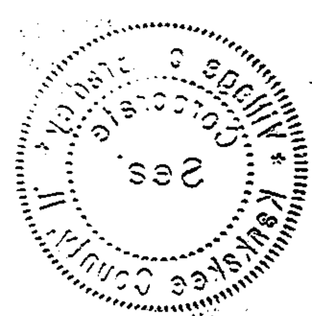
a true, correct and complete copy of which ordinance (the **"Ordinance"**) as adopted at such meeting appears in the transcript of the minutes of such meeting and is hereto attached. The Ordinance was adopted and approved by the vote and on the date therein set forth.

I do further certify that the deliberations of the Corporate Authorities on the adoption of such Ordinance were taken openly, that the adoption of such Ordinance was duly moved and seconded, that the vote on the adoption of such Ordinance was taken openly and was preceded by a public recital of the nature of the matter being considered and such other information as would inform the public of the business being conducted, that such meeting was held at a specified time and place convenient to the public, that the agenda for the meeting was duly posted at the Village Hall at least 48 hours prior to the meeting, that notice of such meeting was duly given to all of the news media requesting such notice, that such meeting was called and held in strict compliance with the provisions of the open meeting laws of the State of Illinois, as amended, and the Illinois Municipal Code, as amended, and that the Corporate Authorities have complied with all of the applicable provisions of such open meeting laws and such Code and their procedural rules in the adoption of such Ordinance.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of the Village of Bradley, Kankakee County, Illinois, as of the date of issuance of the Bonds.

Michael J. LaGesse
Village Clerk

(SEAL)



[FORM OF APPROVING OPINION OF BOND COUNSEL]

Village of Bradley, Kankakee County, Illinois

[*Purchaser*]

Re: $3,320,000 Village of Bradley, Kankakee County, Illinois, Tax Increment Revenue Refunding Bonds, Series 2018A (Bradley Commons Project)

Ladies and Gentlemen:

We have acted as bond counsel to the Village of Bradley, Kankakee County, Illinois (the "Issuer"), in connection with the issuance of the above-captioned bonds (the "Bonds"). In this capacity we have examined the law and the certified proceedings, certifications and other documents that we deem necessary to render this opinion.

The Bonds are issued pursuant to an Ordinance adopted by the governing body of the Issuer on November 13, 2018, as supplemented by a Bond Order (together, the "Ordinance") and a Trust Indenture dated as of November 1, 2018 (the "Indenture"), by and between the Issuer and Amalgamted Bank of Chicago, as trustee. Capitalized terms used and not otherwise defined in this opinion have the meanings assigned to those terms in the Ordinance and the Indenture.

Regarding questions of fact material to our opinion, we have relied on the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify them by independent investigation.

Based on and subject to the foregoing, we are of the opinion, under existing law, as follows:

1. The Issuer is validly existing as a political subdivision of the State of Illinois with the power to adopt the Ordinance and issue the Bonds.

2. The Indenture has been duly authorized, executed and delivered by the Issuer and constitutes the valid and legally binding agreement of the Issuer enforceable against the Issuer in accordance with the provisions thereof.

3. The Bonds have been duly authorized, executed and delivered by the Issuer and are valid and legally binding special obligations of the Issuer.

4. The Bonds are payable solely from Pledged Incremental Property Taxes. The Bonds do not constitute general obligations of the Issuer and do not constitute an indebtedness of the Issuer within

the meaning of any constitutional or statutory provision, limitation or restriction. The taxing power of the Issuer is not pledged to the payment of the Bonds.

5. The interest on the Bonds (including any original issue discount properly allocable to an owner thereof) is (i) excludable from gross income for federal income tax purposes, and (ii) not an item of tax preference for purposes of computing the federal alternative minimum tax. The opinions set forth in this paragraph are subject to the condition that the Issuer complies with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The Issuer has covenanted to comply with all of these requirements. Failure to comply with certain of these requirements may cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The Bonds are "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code.

6. Interest on the Bonds is not exempt from present State of Illinois income taxes.

We express no opinion regarding the accuracy, completeness or sufficiency of any offering material relating to the Bonds. Further, we express no opinion regarding tax consequences arising with respect to the Bonds other than as expressly set forth in this opinion.

The rights of the owners of the Bonds and the enforceability of the Bonds, the Indenture and the Ordinance may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

This opinion is given as of its date, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may come to our attention or any changes in law that may occur after the date of this opinion.

Very truly yours,

EHLERS
LEADERS IN PUBLIC FINANCE

November 8, 2018

Revised Pre-Sale Report for

Village of Bradley, Illinois

$3,280,000 Tax Increment Revenue Refunding Bonds, Series 2018A

Prepared by:

Maureen Barry, CIPMA
Senior Municipal Advisor/ Vice President

John Miller
Municipal Advisor

Anthony Kalina
Financial Specialist

Executive Summary of Proposed Debt

Proposed Issue:	$3,280,000 Tax Increment Revenue Refunding Bonds, Series 2018A
Purposes:	The proposed issue includes financing for the following purposes: To refund the remaining portion of the Village's Tax Increment Revenue Bonds, Series 2007. Debt service will now be paid from tax increment revenues from the MidAm Dalan/Bradley Commons project parcels only (rather than all parcels within the Route 50 Redevelopment Project Area). The interest rate on the obligations proposed to be refunded is 6.1%. The Net Present Value Benefit of the refunding is estimated to be approximately $295,150, equal to 7.69% of the refunded bonds. Savings from the refunding will be directed towards reimbursement of the MidAm Dalan TIF Developer Note, consistent with the Redevelopment Agreement for the project. This refunding is considered to be a current refunding as the obligations being refunded are either callable (pre-payable) now or will be within 90 days of the date of issue of the new Bonds.
Authority:	The Bonds are being issued pursuant to Illinois Statute(s): • Local Government Debt Reform Act • Illinois Municipal Code
Term/Call Feature:	The Bonds are being issued for an 8-year term. Principal on the Bonds will be due on January 1, 2027, with mandatory sinking fund payments in the years 2020 through 2026. Interest is payable every six months beginning July 1, 2019. The Bonds will be offered either with or without option of prior redemption, depending on which option is determined to be most advantageous.
Bank Qualification:	Because the Village is expecting to issue no more than $10,000,000 in tax exempt debt during the calendar year, the Village will be able to designate the Bonds as "bank qualified" obligations. Bank qualified status broadens the market for the Bonds, which can result in lower interest rates.
Rating:	The Village will not request a rating for the proposed 2018A Bonds. The Series 2007 TIF Revenue Bonds were not rated. The Village's most recent general obligation bond issues were rated by Standard & Poor's. The current ratings on those bonds are "AA-/Stable".
Basis for Recommendation:	Based on our knowledge of your situation, your objectives communicated to us, our advisory relationship as well as characteristics of various municipal financing options,

	we are recommending the issuance of $3,280,000 Tax Increment Revenue Refunding Bonds as a suitable option based on: • The expectation that it will provide the overall lowest cost of financing while also meeting the Village's objectives for term and structure. • The current revenue pledge that is securing the obligations to be refunded.
Method of Sale/Placement:	At the Village's direction, Ehlers solicited bids from underwriters/placement agents through a competitive request for proposals (RFP). The Village selected Robert W. Baird & Co. (Baird) to serve as underwriter/placement agent for a private placement. Baird conducted an indicative analysis, and with the Village's authorization, determined that a private placement method of sale should produce the most savings, assuming market conditions remain as expected until the sale of the bonds. If this method of sale becomes unviable, the bonds will be sold through a negotiated public sale instead.
Premium Pricing:	Assuming the bonds are sold through a private placement method of sale, the bonds will be sold at par. If the bonds are sold through a negotiated public sale, in some cases, investors in municipal bonds prefer "premium" pricing structures. A premium is achieved when the coupon for any maturity (the interest rate paid by the issuer) exceeds the yield to the investor, resulting in a price paid that is greater than the face value of the bonds. The sum of the amounts paid in excess of face value is considered "reoffering premium." The underwriter of the bonds will retain a portion of this reoffering premium as their compensation (or "discount") but will pay the remainder of the premium to the Village. The amount of the premium varies, but it is not uncommon to see premiums for new issues in the range of 2.00% to 10.00% of the face amount of the issue. This means that an issuer with a $2,000,000 offering may receive bids that result in proceeds of $2,040,000 to $2,200,000. For this issue of Bonds, we have been directed to use the net premium to reduce the size of the issue. The resulting adjustments may slightly change the true interest cost of the issue, either up or down.
Review of Existing Debt:	We have reviewed all outstanding indebtedness for the Village and find that, other than the obligations proposed to be refunded by the Bonds, there are no other refunding opportunities at this time.
Continuing Disclosure:	Assuming a private placement, because this issue is being sold in blocks of $100,000 or more and is being sold to fewer than 35 sophisticated investors, this issue will be exempt from the Continuing Disclosure requirements of the Securities and Exchange Commission (SEC). If a public sale is required, the Village will be agreeing to provide certain updated Annual Financial Information and its Audited Financial Statement annually, as well as providing notices of the occurrence of certain reportable events to the Municipal

	Securities Rulemaking Board (the "MSRB"), as required by rules of the Securities and Exchange Commission (SEC). The Village is already obligated to provide such reports for its existing bonds and has contracted with Ehlers to prepare and file the reports.
Arbitrage Monitoring:	Because the Bonds are tax-exempt obligations, the Village must ensure compliance with certain Internal Revenue Service (IRS) rules throughout the life of the issue. These rules apply to all gross proceeds of the issue, including initial bond proceeds and investment earnings in construction, escrow, debt service, and any reserve funds. How issuers spend bond proceeds and how they track interest earnings on funds (arbitrage/yield restriction compliance) are common subjects of IRS inquiries. Your specific responsibilities will be detailed in the Tax Compliance Memorandum/Advice prepared by your Bond Attorney and provided at closing. We recommend that you regularly monitor compliance with these rules and/or retain the services of a qualified firm to assist you. We also recommend that you establish written procedures regarding compliance with IRS rules if you have not already done so.
Other Service Providers:	This debt issuance will require the engagement of other public finance service providers. This section identifies those other service providers, so Ehlers can coordinate their engagement on your behalf. Where you have previously used a particular firm to provide a service, we have assumed that you will continue that relationship. For services you have not previously required, we have identified a service provider. Fees charged by these service providers will be paid from proceeds of the obligation, unless you notify us that you wish to pay them from other sources. Our pre-sale bond sizing includes a good faith estimate of these fees, but the final fees may vary. If you have any questions pertaining to the identified service providers or their role, or if you would like to use a different service provider for any of the listed services please contact us. Bond Counsel: Evans, Froehlich, Beth & Chamley Paying Agent & Trustee: Amalgamated Bank of Chicago Placement Agent: Robert W. Baird & Co. Placement Agent Counsel: Ice Miller LLP Local Attorney: Spesia & Taylor

Proposed Debt Issuance Schedule

Placement Agent circulates term sheet to selected financial institutions:	November 6, 2018
Village approves ordinance setting out parameters for the sale of the Series 2018 TIF Revenue Refunding Bonds and designating the officials who will approve the final terms of the bond issue:	November 13, 2018
Placement agent to receive bids/proposals from financial institutions:	November 14, 2018
Bond Sale Award. Designated officials accept the bid of winning purchaser, if all parameters have been met:	November 15, 2018
Estimated Closing Date:	December 13, 2018
Redemption Date for Bonds Being Refunded:	January 1, 2019

Attachments

Estimated Sources and Uses of Funds

Proposed Debt Service Schedule

Savings

Summary of Refunding Results

Bond Buyer Index Graph

Ehlers Contacts

Municipal Advisors:	Maureen Barry	(312) 638-5257
	John Miller	(312) 638-5261
Financial Specialist:	Anthony Kalina	(312) 638-5259
Disclosure Coordinator:	Brendan Leonard	(262) 796-6169
Financial Analyst:	Brian Shannon	(651) 697-8515

The Preliminary Term Sheet for this financing was emailed to the Village and its financing team for review on October 15, 2018.

Village of Bradley, IL

$3,280,000 TIF Revenue Refunding Bonds, Series 2018
Dated: December 19, 2018 - Proposed Current Refunding of
$8,000,000 Tax Increment Revenue Bonds, Series 2007

Sources & Uses

Dated 12/19/2018 | Delivered 12/19/2018

Sources Of Funds

Par Amount of Bonds	$3,280,000.00
Transfers from Prior Issue Debt Service Funds	116,967.50
Transfers from Prior Issue DSR Funds	644,290.60
Total Sources	**$4,041,258.10**

Uses Of Funds

Costs of Issuance	89,025.00
Deposit to Current Refunding Fund	3,951,967.50
Rounding Amount	265.60
Total Uses	**$4,041,258.10**

Village of Bradley, IL

$3,280,000 TIF Revenue Refunding Bonds, Series 2018
Dated: December 19, 2018 - Proposed Current Refunding of
$8,000,000 Tax Increment Revenue Bonds, Series 2007

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
12/19/2018	-	-	-	-	-
07/01/2019	-	-	65,600.00	65,600.00	-
01/01/2020	340,000.00	3.750%	61,500.00	401,500.00	467,100.00
07/01/2020	-	-	55,125.00	55,125.00	-
01/01/2021	365,000.00	3.750%	55,125.00	420,125.00	475,250.00
07/01/2021	-	-	48,281.25	48,281.25	-
01/01/2022	375,000.00	3.750%	48,281.25	423,281.25	471,562.50
07/01/2022	-	-	41,250.00	41,250.00	-
01/01/2023	400,000.00	3.750%	41,250.00	441,250.00	482,500.00
07/01/2023	-	-	33,750.00	33,750.00	-
01/01/2024	420,000.00	3.750%	33,750.00	453,750.00	487,500.00
07/01/2024	-	-	25,875.00	25,875.00	-
01/01/2025	445,000.00	3.750%	25,875.00	470,875.00	496,750.00
07/01/2025	-	-	17,531.25	17,531.25	-
01/01/2026	460,000.00	3.750%	17,531.25	477,531.25	495,062.50
07/01/2026	-	-	8,906.25	8,906.25	-
01/01/2027	475,000.00	3.750%	8,906.25	483,906.25	492,812.50
Total	**$3,280,000.00**	-	**$588,537.50**	**$3,868,537.50**	-

Yield Statistics

Bond Year Dollars	$15,694.33
Average Life	4.785 Years
Average Coupon	3.7500000%
Net Interest Cost (NIC)	3.7500000%
True Interest Cost (TIC)	3.7497142%
Bond Yield for Arbitrage Purposes	3.7497142%
All Inclusive Cost (AIC)	4.3987090%

IRS Form 8038

Net Interest Cost	3.7500000%
Weighted Average Maturity	4.785 Years

SAVINGS

Village of Bradley, Illinois
Tax Increment Revenue Refunding Bonds, Series 2018A
Current Refunding of Tax Increment Revenue Bonds, Series 2007
Hypothetical interest rates as of October 17, 2018
Assumptions: Private Placement, BQ, Non Rated, Non Callable, Level Savings

Date	Prior Debt Service	Prior Receipts	Prior Net Cash Flow	Refunding Debt Service	Savings	Present Value to 12/19/2018 @ 3.7497142%
01/01/2019	116,967.50	116,967.50				(144.75)
01/01/2020	603,935.00		603,935.00	467,100.00	136,835.00	132,608.48
01/01/2021	611,365.00		611,365.00	475,250.00	136,115.00	127,090.77
01/01/2022	611,965.00		611,965.00	471,562.50	140,402.50	126,196.83
01/01/2023	621,040.00		621,040.00	482,500.00	138,540.00	119,895.58
01/01/2024	627,980.00		627,980.00	487,500.00	140,480.00	117,030.78
01/01/2025	632,785.00		632,785.00	496,750.00	136,035.00	109,102.17
01/01/2026	630,455.00		630,455.00	495,062.50	135,392.50	104,515.71
01/01/2027	631,295.00		631,295.00	492,812.50	138,482.50	102,879.28
	5,087,787.50	116,967.50	4,970,820.00	3,868,537.50	1,102,282.50	939,174.84

Savings Summary

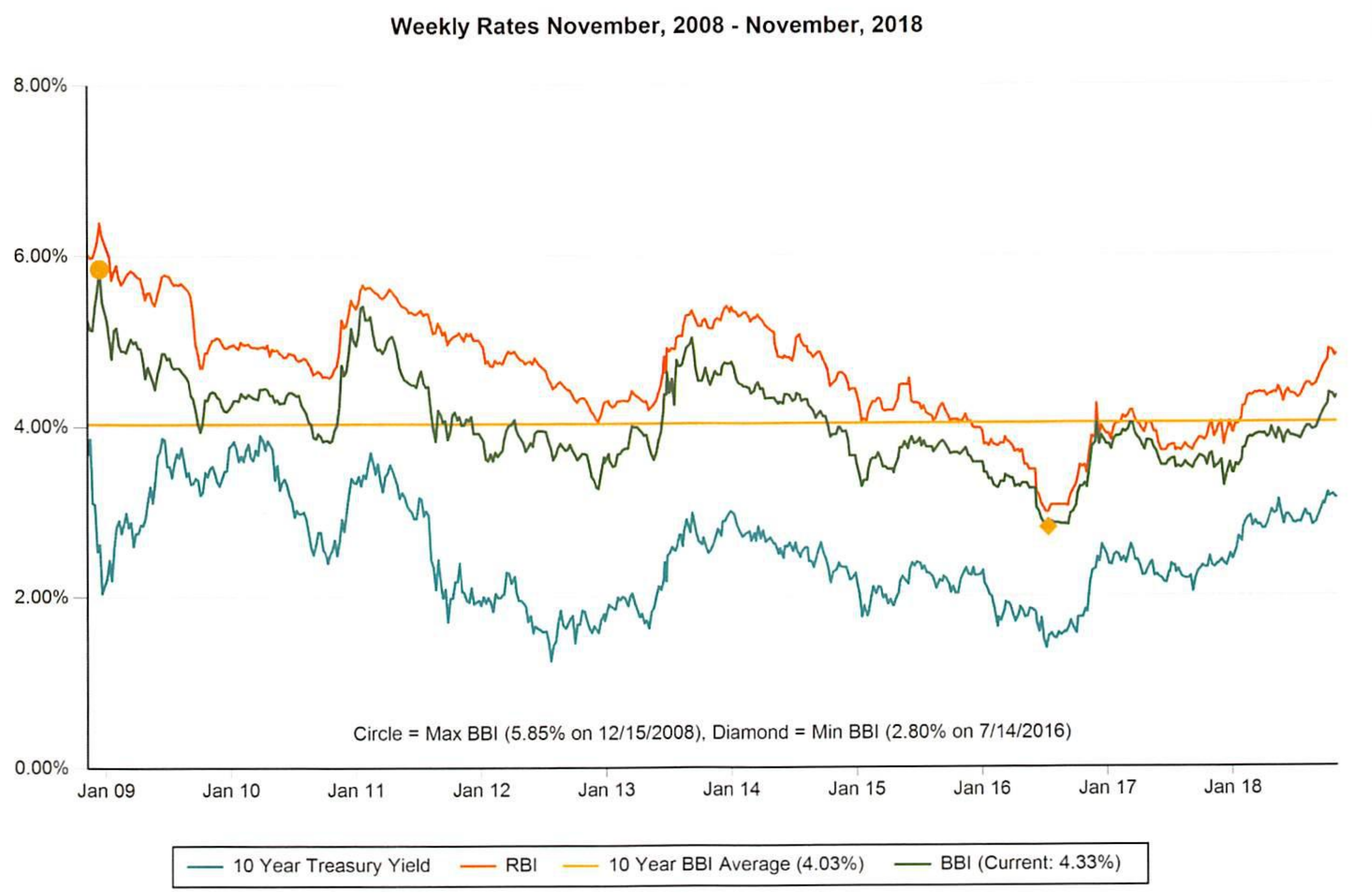
PV of savings from cash flow	939,174.84
Less: Prior funds on hand	(644,290.60)
Plus: Refunding funds on hand	265.60
Net PV Savings	295,149.84

SUMMARY OF REFUNDING RESULTS

Village of Bradley, Illinois
Tax Increment Revenue Refunding Bonds, Series 2018A
Current Refunding of Tax Increment Revenue Bonds, Series 2007
Hypothetical interest rates as of October 17, 2018
Assumptions: Private Placement, BQ, Non Rated, Non Callable, Level Savings

Dated Date	12/19/2018
Delivery Date	12/19/2018
Arbitrage yield	3.749714%
Escrow yield	0.000000%
Value of Negative Arbitrage	
Bond Par Amount	3,280,000.00
True Interest Cost	3.749714%
Net Interest Cost	3.750000%
All-In TIC	4.398709%
Average Coupon	3.750000%
Average Life	4.785
Weighted Average Maturity	4.785
Duration	4.343
Par amount of refunded bonds	3,835,000.00
Average coupon of refunded bonds	6.100000%
Average life of refunded bonds	4.889
Remaining weighted average maturity of refunded bonds	4.889
PV of prior debt to 12/19/2018 @ 3.749714%	4,336,142.34
Net PV Savings	295,149.84
Percentage savings of refunded bonds	7.696215%

10 YEAR TREND IN MUNICIPAL BOND INDICES



Source: The Bond Buyer

The Bond Buyer "20 Bond Index" (BBI) shows average yields on a group of municipal bonds that mature in 20 years and have an average rating equivalent to Moody's Aa2 and S&P's AA.

The Revenue Bond Index (RBI) shows the average yield on a group of revenue bonds that mature in 30 years and have an average rating equivalent to Moody's A1 and S&P's A+.

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