

MINUTES of a regular public meeting of the Board of Trustees of the Wheaton Sanitary District, DuPage County, Illinois, held at the Administrative Office, 1 South 649 Shaffner Road, Wheaton, Illinois, in said Sanitary District at 9:00 A.M., on the 10* day of June, 2009.

The meeting was called to order by the President, and upon the roll being called, Robert A. Hesterman, the President, and the following Trustees were physically present at said location:

Jeffrey R. Walker.

The President announced that in order to finance the necessary improvements to the sewerage system of the District it would be necessary for the District to issue junior lien revenue bonds therefore and that the Board of Trustees would consider the adoption of an ordinance authorizing and providing for the issuance of such bonds.

Whereupon Trustee Hesterman presented, and the Clerk read by title an ordinance as follows, a copy of which was provided to each Trustee prior to said meeting and to everyone in attendance at said meeting who requested the same:

ORDINANCE NUMBER 518

AN ORDINANCE authorizing and providing for the issue of not to exceed \$23,000,000 Sewerage Revenue Bonds, Junior Lien (IEPA), Series 2009, of the Wheaton Sanitary District, DuPage County, Illinois, for the purpose of paying the costs of necessary improvements to the sewerage system of said Sanitary District, prescribing all the details of said bonds, and providing for the collection, segregation and distribution of the revenues of the sewerage system of said Sanitary District.

Adopted by the Board of Trustees
of the Wheaton Sanitary District,
DuPage County, Illinois, on the
10th day of June, 2009

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PREAMBLES

WHEREAS, the Wheaton Sanitary District, DuPage County, Illinois (the "*District*"), is a duly organized and existing sanitary district incorporated and existing under the provisions of the laws of the State of Illinois, is now operating under the provisions of the Sanitary District Act of 1917 of the State of Illinois, as amended, and as supplemented by the Reform Act (hereinafter defined) (together with the Sanitary District Revenue Bond Act of the State of Illinois, as amended, the "*Act*"), and owns and operates a sewerage system (the "*System*" as hereinafter more completely defined); and

WHEREAS, the Board of Trustees of the District (the "*Board*") has determined that it is advisable, necessary and in the best interests of the public health, safety and welfare to improve and expand the System, including acquisition, construction and installation of (i) a 48-inch diameter sewer to replace two old interceptors that have exceeded their design life (Southside Interceptor Project) and (ii) modifications to the initial treatment processes to enhance their reliability and improve the level of treatment possible for peak flows and improved effluent (Preliminary/Primary Treatment and Electrical Improvements), all in accordance with the preliminary estimate of costs, which have been prepared for the District by Strand Associates, Inc., and heretofore approved by the Board and now on file in the office of the Clerk of the

engineering, legal, financial and administrative expense related thereto (collectively, the "*Project*"); and

WHEREAS, the estimated cost of the Project is \$23,000,000, and the District does not have sufficient funds on hand and lawfully available for the purpose of paying the costs of the Project; and

WHEREAS, the District must borrow money and issue bonds in evidence thereof in the amount of not to exceed \$23,000,000 for the purpose of constructing and installing the Project; and

WHEREAS, on the 28th day of April, 2009, by Ordinance Number 513 (the "*Authorizing Ordinance*"), the Board proposed the issuance of revenue bonds in the aggregate principal amount not to exceed \$23,000,000 for the purpose of paying the costs of the Project, and the Authorizing Ordinance, together with a notice of intent to issue such bonds, was duly published on the 30th day of April, 2009, in the *Daily Herald*, being a newspaper of general circulation in the District, all as required by law; and

WHEREAS, more than thirty (30) days have expired since the date of publication of the Authorizing Ordinance and said notice, and no valid petition with the requisite number of valid signatures thereon has been filed with the Clerk requesting that the question of the issuance of such revenue bonds be submitted to referendum; and

WHEREAS, the Board has heretofore, and it hereby is, determined that the District has been authorized to issue subordinate lien bonds payable from the revenues of the System in the aggregate amount of not to exceed \$23,000,000 for the purpose of paying costs of the Project; and

WHEREAS, the State of Illinois, acting throughout the Illinois Environmental Protection Agency ("*IEPA* "), may make one or more loans, pursuant to the IEPA form Loan Agreement

(the "*Loan Agreements* ") to the District, to be evidenced by all or a portion of said subordinate lien revenue bonds, through the "Water Pollution Control Loan Program" of the State (the "*Loan Program* "), for the purpose of paying certain eligible costs of the Project; and it is necessary and advisable to authorize the acceptance of said loans and execution of appropriate loan documents; and

WHEREAS, the Board has heretofore, and it hereby is, determined that it is in the best interests of the District that the District borrow funds from the IEPA pursuant to the Loan Program, enter into the Loan Agreement and authorize the issuance of one or more subordinate lien revenue bonds in a principal amount not to exceed \$23,000,000 at this time, for the purpose of paying the costs of the Project; and

WHEREAS, the District has heretofore borrowed funds from the IEPA pursuant to the Loan Program to pay the costs of one or more unrelated projects (the "*Prior IEPA Loans* "); and

WHEREAS, the District is currently repaying the Prior IEPA Loans from the revenues of the System; and

WHEREAS, by purchasing the subordinate lien revenue bonds to be issued pursuant to the Loan Agreement and this Ordinance, the IEPA consents to the payment of such bonds on a parity with the Prior IEPA Loans:

Now, THEREFORE, Be It Ordained by the Board of Trustees of the Wheaton Sanitary District, DuPage 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 clearly indicates another or different meaning is intended. Reference to any gender shall be deemed to include the other and also inanimate persons such as corporations, where applicable.

A. The following words and terms are as defined in the preambles.

Act
Authorizing Ordinance
Board
Clerk
District
IEPA
Loan Agreements
Loan Program
Prior IEPA Loans
Project

B. The following words and terms are defined as set forth.

"Additional IEPA Bonds " means any bonds issued in the future in accordance with the provisions of the Act and this Ordinance on a parity with and sharing ratably and equally in the Revenues with the Bonds and Prior IEPA Loans.

"Alternate Bonds " means any bonds issued in the future as "alternate bonds" under the Reform Act and having a lien priority with respect to Revenues superior to the Bonds.

"Bond" or "Bonds" means one or more, as applicable, of the not to exceed \$23,000,000 Sewerage Revenue Bonds, Junior Lien (IEPA), Series 2009, authorized to be issued by this Ordinance.

"Bond Register" means the Books of the District kept by the Bond Registrar to evidence the registration and transfer of the Bonds.

"Bond Registrar" means the Treasurer of the Board, or a successor designated as Bond Registrar hereunder.

"Designated Officer" shall mean any one of the following: President, Clerk or Treasurer of the Board or any other District official designated as such by any one of said three officers.

"Fiscal Year" means a twelve-month period beginning May 1 of the year and ending on the next April 30, or such other annual period as may be selected by the District as its Fiscal Year in the future.

"Future Prior Lien Bond Ordinance " means any ordinance authorizing bonds or other obligations, to be adopted in the future, which bonds have a lien priority with respect to the Revenues superior to the Bonds, and including, specifically, Revenue Bonds and Alternate Bonds.

"IEPA Bond and Interest Account" means the IEPA Bond and Interest Account created hereunder and further described in Section 13 of this Ordinance.

"IEPA Bonds " means the Bonds and Additional IEPA Bonds.

"Net Revenues " means Revenues minus Operation and Maintenance Costs.

"Operation and Maintenance Costs " means all expenses of operating, maintaining and routine repair of the System, including wages, salaries, costs of materials and supplies, power, fuel, insurance, purchase of System services, and otherwise as determined in accordance with generally accepted accounting principles for municipal enterprise funds.

"Outstanding" (i) when used with reference to IEPA Bonds, means such bonds which are outstanding and unpaid; *provided, however*, such term shall not include IEPA Bonds (A) which have matured and for which moneys are on deposit with proper paying agents, or are otherwise properly available, sufficient to pay all principal thereof and interest thereon, or (B) the provision for payment of which has been made by the District by the deposit in an irrevocable trust or escrow of funds or direct, full faith and credit obligations of the United States of America, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of and interest on such IEPA Bonds and (ii) with respect to Alternate Bonds and Revenue Bonds, means Outstanding as shall be defined with respect to such bonds in the relevant Future Prior Lien Bond Ordinance.

"Paying Agent" means the Treasurer of the Board, or a successor designated as Paying Agent hereunder.

"*President*" means the President of the Board.

"*Reform Act*" means the Local Government Debt Reform Act of the State of Illinois, as amended.

"*Revenue Bonds* " means any bonds or any other obligation to be issued in the future in accordance with the provisions of the Act and having a lien priority with respect to Revenues superior to the Bonds.

"*Revenues*" means all income from whatever source derived from the System, including: (i) investment income; (ii) connection, permit and inspection fees and the like; and (iii) penalties and delinquency charges, but excluding expressly (a) non-recurring income from the sale of real estate; (b) governmental or other grants; (c) advances or grants made to or from the District; (d) capital development, reimbursement, or recovery charges and the like; (e) annexation or preannexation charges; and (f) as otherwise determined in accordance with generally accepted accounting principles for municipal enterprise funds.

"*Sewerage Fund*" means the Sewerage Fund of the District created by this Ordinance.

"*State* " means the State of Illinois.

"*System* " refers to all property, real, personal or otherwise owned or to be owned by the District or under the control of the District, and used for sewerage purposes, including any and all further extensions, improvements and additions to the System.

Section 2. Incorporation of Preambles. The Board hereby find that all of the recitals contained in the preambles to this Ordinance are full, true and correct and do incorporate them into this Ordinance by this reference.

Section 3. Determination to Issue Bonds. It is necessary and in the best interests of the District that the District construct and install the Project and continue to operate the System in accordance with the provisions of the Act.

Section 4. Determination of Useful Life. The Board does hereby determine the period of usefulness of the System to be at least twenty-five (25) years from the date of the Bonds.

Section 5. Bond Details. For the purpose of paying all or a portion of the costs of constructing and installing the Project, there shall be issued and sold the Bonds in the principal amount of not to exceed \$23,000,000. The Bonds shall be issuable in one or more series of IEPA Bonds, for all or a portion of the Project. The amount of any such series of Bonds shall be sufficient to provide for a single loan from the IEPA for the Project pursuant to a Loan Agreement for such portion of the Project, and which series shall not exceed the balance of the Bonds herein authorized.

The further details of the Bonds shall be as follows: There shall be issued a single Bond for each series payable to the IEPA or registered assigns as provided herein. The maximum principal face amount (the "*Face Amount*") of each Bond shall be shown on the face of the Bond, but only so much of the Face Amount as is shown as advanced by the IEPA and received for value (the "*Outstanding Principal Amount*" as subject to reduction as hereinbelow provided), as evidenced by the Bond, shall be payable. Such advances shall be in integral multiples of \$100. Each Bond shall be designated "Sewerage Revenue Bond, Junior Lien (IEPA), [First Second, Third, Etc.] Series 2009" or such other series designation, as appropriate. Each Bond shall be dated as of its date of authentication. The Outstanding Principal Amount of any Bond from time to time Outstanding shall bear interest at the rate of not to exceed 5% per annum as set forth in the Loan Agreement. The Outstanding Principal Amount of each Bond shall become due and payable pursuant to a schedule of repayment (the "*Repayment Schedule*") determined as set forth in the pertinent Loan Agreement; *provided, however*, that the Repayment Schedule, in order to be enforceable, shall comply with each of the following terms:

- (1) The Repayment Schedule shall be set forth in or as part of the Bond;

(2) The Repayment Schedule shall provide for substantially level semiannual installments of principal and interest (collectively) within a range of \$50; and

(3) The Repayment Schedule shall provide for complete repayment of each Bond in not less than 35 years from its Dated Date as provided in the Loan Agreement approved for such Bond (such complete repayment is expected to be approximately 20 (twenty) years from the date of operation of the portion of the Project for which each series is issued).

The Outstanding Principal Amount at any time shall be made up of (a) advances less the sum of (b)(i) installment payments and (ii) redemptions and prepayments. Each Bond shall bear interest on the Outstanding Principal Amount from time to time at the rate provided for such Bond, in each case from the time advanced until paid or duly provided for, such interest computed on the basis of a 365-day or 366-day year, as applicable, and being payable on the dates provided in the Repayment Schedule, which shall be only on March 1 or September 1 (or both) of each year. The interest on and all installments of principal of each Bond shall be payable in lawful money of the United States of America upon presentation at the office of the Bond Registrar; *provided, however,* that so long as any agency of the State of Illinois or of the U.S. Government or a financial institution is the registered owner as shown by the Bond Register, then such payments shall be made by check or draft of the Bond Registrar to the registered owner, which check or draft shall be payable in lawful money of the United States of America, and mailed not less than four business days prior to the date when due to the address of the Registered Owner as set forth in the Bond Register, or at such other address as is furnished in writing to the Bond Registrar; and, *provided, further,* that the final installment of principal and interest, when due, shall only be payable upon presentation of a Bond.

Section 6. Redemption. Each Bond and the installments thereon are subject to redemption and prepayment prior to maturity, at the option of the District, in whole or in part, applicable to installments in the inverse order of maturity or as otherwise agreed by the District and the owner of the Bonds affected at such time, from any available funds, on any date, at the

redemption price of par plus accrued interest to the date fixed for redemption. Unless waived by the Bond Registrar, the District shall notify the Bond Registrar of the redemption and prepayment of the Bond not less than 45 days prior to the date of redemption. Unless waived by the registered owner of the Bond to be redeemed, official notice of any such redemption and prepayment shall be given by the Bond Registrar on behalf of the District by mailing the redemption notice by registered or certified mail not less than 30 days and not more than 60 days prior to the date fixed for redemption to the registered owner of the Bond at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar.

All official notices of redemption shall include the proper identification of the Bonds and at least the information as follows:

- (1) the redemption date and the amount of the Bond to be redeemed;
- (2) the redemption price;
- (3) a statement that on the redemption date the redemption price will become due and payable upon such Bond or portion so redeemed and that interest thereon shall cease to accrue from and after said date; and
- (4) the place where such Bond is to be surrendered for payment of the redemption price, which place of payment shall be the office of the Bond Registrar.

Prior to any redemption date, the District shall deposit with the Bond Registrar an amount of money sufficient to pay the redemption price of the Bond or portion so redeemed. Official notice of redemption having been given as aforesaid, the Bond or portion so redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District shall default in the payment of the redemption price) such Bond or portion so redeemed shall cease to bear interest. Upon surrender of the Bond for redemption and prepayment in accordance with said notice, such Bond or portion so redeemed shall be paid by the Bond Registrar at the redemption price. A notation of any partial prepayment

shall be made upon a schedule attached to the Bond. In the event of a redemption in part, the IEPA (or subsequent owner) shall promptly promulgate a revised Repayment Schedule based upon the new Outstanding Principal Amount and submit same to the District, which shall approve same and authorize the IEPA (or subsequent owner) to substitute such Repayment Schedule as an attachment to the Bonds.

Section 7. Amendment. The rights and obligations of the District and of the owners of Outstanding Bonds may from time to time be modified or amended by a supplemental ordinance adopted by the Board with the written consent of the registered owners of not less than 2/3 of the principal amount of all Outstanding Bonds (excluding any of said bonds owned by or under the control of the District); *provided, however,* that no such modification or amendment shall extend or change the maturity of or date of redemption prior to maturity, or reduce the interest rate or premium 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 District to pay the principal of and interest and premium 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 District with respect to registration, transfer, exchange or notice of redemption of Bonds, without the express consent of the registered owners of all the Outstanding Bonds affected; nor shall any such modification or amendment reduce the percentage of the registered owners of Outstanding Bonds required for the written consent to such modification or amendment without the consent of the registered owners of all of the Outstanding Bonds. Ownership of Bonds for purposes of consent by the registered owners thereof shall be conclusively proved by the Bond Register. In obtaining or receiving the consents of registered owners, the District may establish reasonable rules of procedure including, without limitation, rules relating to (i) a record date to fix the registered owners who are entitled to vote,

(ii) solicitation of proxies and (iii) a meeting of the registered owners for the taking of actions. The registered owners of Bonds may vote their Bond interest in fractional shares. In the event that Bonds are registered in the name or names of nominees or depositories, consent of such owners by proxy in accordance with the applicable customs of the securities industry or rules of the Securities and Exchange Commission, Municipal Securities Rulemaking Board or other association or agency having jurisdiction shall be sufficient.

Section 8. Execution; Authentication. The Bonds shall be executed on behalf of the District by the President and attested by the Clerk, and shall have impressed or imprinted thereon the corporate seal or facsimile thereof of the District. In case any officer whose signature shall appear on any Bond shall cease to be such officer before the delivery of such Bond, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

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 District 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 it 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 9. Registration of Bonds; Persons Treated as Owners. The District 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 office of the Bond Registrar, which is hereby constituted and appointed the registrar of the District. The District is authorized to prepare, and the Bond Registrar or such other agent as the District may designate shall keep custody of, multiple Bond blanks executed by the District for use in the transfer of Bonds. Any Bond may be transferred as a whole but not in part but only in the manner, subject to the limitations, and upon payment of the changes as set forth in this Ordinance. Upon surrender for transfer of any Bond at the 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 District shall execute and the Bond Registrar shall register the Bond in the name of the new registered owner on the registration grid provided therein, and shall also enter the name and address of the new registered owner in the Bond Register. The Bond Registrar shall not be required to transfer any Bond during the period from the 15th day of the month next preceding any interest payment date on such Bond and ending at the opening of business on such interest payment date, or to transfer or exchange any Bond after notice calling such Bond for redemption has been mailed, or to transfer any Bond during a period of fifteen days next preceding mailing of a notice of redemption 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 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 of Bonds, but the District 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 of Bonds

except in the case of the issuance of a Bond or Bonds for the unredeemed portion of a Bond surrendered for redemption.

Section 10. Form of Bond. The Bonds shall be in substantially the form hereinafter set forth.

SOLE BOND: REGISTERED
No. ONE

MAXIMUM AMOUNT REGISTERED
\$23,000,000

THIS BOND IS TRANSFERABLE ONLY AS A WHOLE.

**UNITED STATES OF AMERICA
STATE OF ILLINOIS
COUNTY OF DUPAGE
WHEATON SANITARY DISTRICT
SEWERAGE REVENUE BOND, JUNIOR LIEN (IEPA)
SERIES 2009**

Interest
Rate: ____%

Maturity
Date: March 1, 20__

Dated
Date: _____, 20

KNOW ALL PERSONS BY THESE PRESENTS that the Wheaton Sanitary District, DuPage County, Illinois, a sanitary district and political subdivision of the State of Illinois (the "*District*"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner, solely from the IEPA Bond and Interest Account within the Sewerage Fund of the District as hereinafter set forth and not otherwise, the Outstanding Principal Amount of this Bond. The "*Outstanding Principal Amount*" is that amount, not to exceed the Face Amount of this Bond as set forth above, shown as advanced in even multiples of \$100 from time to time and received by the District 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 redemption and prepayment thereof as hereinafter provided. The District promises to pay from such account and fund, and not otherwise, interest on the Outstanding Principal Amount at the rate of ____ % per annum. The Outstanding Principal Amount of this Bond shall become due and payable pursuant to the schedule of repayment (the "*Repayment Schedule* ") set forth herein and determined in accordance with the Loan Agreement hereinafter defined.

This Bond shall bear interest on the Outstanding Principal Amount from time to time at the rate aforesaid, in each case from the time advanced until paid or duly provided for, such

interest computed on the basis of a 365-day or 366-day year, as applicable, and being payable on the dates provided in the Repayment Schedule, which shall be only on March 1 and September 1 of each year. The interest on and all installments of principal of this Bond shall be payable in lawful money of the United States of America upon presentation at the office of the Treasurer of the Board of Trustees of the District (the "*Board*"), 1 South 649 Shaffner Road, Wheaton, Illinois, as bond registrar and paying agent; *provided, however*, that so long as any agency of the State of Illinois or of the U.S. Government or a financial institution is the Registered Owner as shown by the Bond Register, then such payments shall be made by check or draft of the Bond Registrar to the Registered Owner, which check or draft shall be payable in lawful money of the United States of America, and mailed not less than four (4) business days prior to the date when due to the address of the Registered Owner as set forth in the Bond Register, or at such other address as is furnished in writing to the Bond Registrar; but, *provided, further*, that the final installment of principal and interest, when due, shall only be payable upon presentation of this Bond.

This bond and the bonds of the series of which it forms a part (*"Bond"* and *"Bonds"* respectively) are of an authorized issue of Twenty-Three Million Dollars (\$23,000,000), of like dated date and tenor except as to maturity, rate of interest and privilege of redemption. The Bonds are payable solely from the Revenues derived from the operation of the sewerage system of the District (the "*System* ") after payment of Operation and Maintenance Costs (the "*Net Revenues* ") and after payment of obligations having a prior lien on such Net Revenues to be issued in the future, all as provided in the Ordinance (defined below), and not otherwise, and are issued under authority of the provisions of the Sanitary District Act of 1917 of the State of Illinois and the Sanitary District Revenue Bond Act of the State of Illinois, each as supplemented and amended, and particularly as supplemented by the Local Government Debt Reform Act of

the State of Illinois, as amended (collectively, the "Act"), for the purposes of paying all or a portion of the costs of the Project (as defined in the Ordinance). The Bonds are issued pursuant to an ordinance passed by the Board on the 10* day of June, 2009 (the "Ordinance") and pursuant to a Loan Agreement (the "Loan Agreement"), as authorized by the Ordinance, by and between the District and the Illinois Environmental Protection Agency, as initial purchaser for value and Registered Owner hereof. Reference is hereby expressly made to the Ordinance and Loan Agreement for further definitions and terms and to all the provisions of which the holder by the acceptance of this Bond assents. **This Bond has been issued under the Act and does not constitute an indebtedness of the District within the meaning of any constitutional or statutory limitation. This Bond is payable solely from the Net Revenues after payment of the obligations having a prior lien on such Net Revenues to be issued in the future, all as provided in the Ordinance.**

Under the Act and the Ordinance, the Revenues from the operation of the System shall be deposited into the Sewerage Fund, which shall be used only and is hereby pledged for paying Operation and Maintenance Costs, paying the principal of and interest on all bonds of the District that are payable by their terms only from the Revenues of the System, providing an adequate depreciation fund, and in making all payments required to maintain the accounts established under the terms of the Ordinance.

The rights and obligations of the District and of the owners of the Bonds may from time to time be modified or amended by a supplemental ordinance adopted by the Board with the written consent of the owners of not less than two-thirds (2/3rds) of the principal amount of all Bonds then Outstanding (excluding any of said bonds owned by or under the control of the District); *provided, however*, that no such modification or amendment shall extend or change the maturity of or date of redemption prior to maturity, or reduce the interest rate or premium on, or

permit the creation of a preference or priority of any Bond or Bonds over any other Bond or Bonds, or otherwise alter or impair the obligation of the District to pay the principal of or interest on any of the Bonds at the time, place, rate and in the currency provided therein or alter or impair the obligations of the District with respect to registration, transfer, exchange or notice of redemption of Bonds, without the express consent of the owners of all the Bonds affected; nor shall any such modification or amendment reduce the percentage of the owners of Bonds required for the written consent to such modification or amendment without the consent of the owners of all of the Outstanding Bonds.

This Bond is subject to redemption and prepayment, at the option of the District, in whole or in part, at any time, at the redemption price of par and accrued interest to the date of redemption, upon the notice as given and further terms as are provided in the Ordinance.

This Bond is transferable as a whole but not in part by the Registered Owner hereof in person or by his attorney duly authorized in writing at the office of the Bond Registrar in Wheaton, Illinois, only in the manner, subject to the limitations and upon payment of the charges provided in the Ordinance. Upon surrender hereof at the office of the Bond Registrar, accompanied by a written instrument or instruments of transfer in form satisfactory to the Bond Registrar and duly executed by the Registered Owner or an attorney for such owner duly authorized in writing, the Bond Registrar shall register this Bond in the name of the new Registered Owner on the registration grid provided herein, and shall also enter the name and address of the new registered owner in the Bond Register.

The Bond Registrar shall not be required to transfer this Bond during the period from the close of business on the 15th day of the month next preceding any interest payment date on such Bond and ending at the opening of business on such interest payment date or during the period of

15 days preceding the giving of notice of redemption of this Bond or to transfer any Bond all or a portion of which has been called for redemption.

The District, the Paying Agent and the Bond Registrar may deem and treat the Registered Owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and neither the District, the Paying Agent nor the Bond Registrar shall be affected by any notice to the contrary.

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the issuance of this Bond have been done and have happened and have been performed in regular and due form of law and that provision has been made for depositing into the Sewerage Fund the entire Revenues received from the operation of the System to be applied in the manner as hereinabove set forth; and the District hereby covenants and agrees that it will fix and maintain rates for the use and service of the System and collect and account for the Revenues derived there from sufficient at all times to pay Operation and Maintenance Costs, promptly to pay principal of and interest on all bonds issued by the District which are payable solely from the Revenues of the System, to provide an adequate depreciation fund, and to comply with all the covenants of and to maintain the accounts created by the Ordinance.

THE INTEREST ON THIS BOND IS NOT TAX-EXEMPT UNDER THE PROVISIONS OF SECTION 103 OF THE INTERNAL REVENUE CODE OF 1986, AND THE REGISTERED OWNER HEREOF BY ACCEPTANCE OF THIS BOND ACKNOWLEDGES SUCH STATUS AND AGREES WITH THE DISTRICT NOT TO ASSERT ANY CLAIM TO THE CONTRARY.

The tables and forms following the signatures on this Bond and entitled Advances for Value, Repayment Schedule, Prepayment Notation and Registered Owner Notation 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.

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

IN WITNESS WHEREOF, the Wheaton Sanitary District, DuPage County, Illinois, by its Board of Trustees has caused this Bond to be executed by its President and attested by its Clerk and its corporate seal or a facsimile thereof to be impressed or reproduced hereon, all as appearing hereon and as of the Dated Date identified above.

S / Robert A. Hesterman
President, Board of Trustees,
Wheaton Sanitary District,
DuPage County, Illinois

Attest:

S / Jeffrey R. Walker
Clerk, Board of Trustees,
Wheaton Sanitary District,
DuPage County, Illinois

[SEAL]

Date of Authentication: June 10, 2009

Bond Registrar and Paying Agent:

CERTIFICATE
OF
AUTHENTICATION

Treasurer, Board of Trustees,
Wheaton Sanitary District,
DuPage County, Illinois

This Bond is one of the Bonds described in the within mentioned Ordinance and is one of the Sewerage Revenue Bonds, Junior Lien (IEPA), Series 2009, of the Wheaton Sanitary District, DuPage County, Illinois.

S / Jeffrey R. Walker, Protem
Treasurer, Board of Trustees,
As Bond Registrar

ASSIGNMENT

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

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint

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

Dated: _____

Signature Guaranteed: _____

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

REGISTERED OWNER NOTATION

This Bond shall be registered on the Bond Register of the District kept for the purpose by the Treasurer of the Board, as Bond Registrar. The principal and interest on this Bond shall be payable only to or upon the order of the Registered Owner or such owner's legal representative.

No registration hereof shall be valid unless signed by the Bond Registrar.

| DATE OF REGISTRATION | NAME OF REGISTERED OWNER | SIGNATURE OF BOND REGISTRAR |
|--|-----------------------------|--------------------------------|
| State of Illinois Illinois Environmental _____ | Protection Agency _____ | |

Section 11. Bonds Limited Obligations. The Bonds shall be payable solely from Net Revenues as such are deposited into the IEPA Bond and Interest Account, and shall not constitute an indebtedness of the District within the meaning of any constitutional or statutory limitation.

Section 12. Creation of Sewerage Fund and Accounts. Upon the issuance of any of the Bonds, the System shall continue to be operated on a Fiscal Year basis. All of the Revenues shall be set aside as collected and be deposited into that certain separate fund, which fund is hereby created and designated as the "Sewerage Fund" of the District. The Sewerage Fund shall constitute a trust fund for the sole purpose of carrying out the covenants, terms, and conditions of this Ordinance, and shall be used only in paying Operation and Maintenance Costs, paying the principal of and interest on all bonds or obligations of the District which by their terms are payable from the Revenues, providing an adequate depreciation fund, and providing for the establishment of and expenditure from the respective accounts as described in this Ordinance.

Section 13. Flow of Funds. In the Sewerage Fund, there shall be and there are hereby created separate accounts to be known as the "Operation and Maintenance Account," the "Future Prior Lien Bond and Interest Account," the "IEPA Bond and Interest Account," the "Depreciation, Repair and Replacement Account" and the "Surplus Account," to which there shall be credited on a given day of each month as selected by the Board, without any further action or direction, in the order in which said accounts are hereinafter mentioned, all moneys held in the Sewerage Fund, in accordance with the following provisions.

A. Operation and Maintenance Account. There shall be credited to the Operation and Maintenance Account an amount sufficient, when added to the amount then on deposit in said Account, to establish a balance to an amount not less than the amount necessary to pay Operation

and Maintenance Costs for the then current month up to and including the next monthly accounting. Amounts in said Account shall be used to pay Operation and Maintenance Costs.

B. *Future Prior Lien Bond and Interest Account.* There shall be reserved for a prior lien on Net Revenues such amounts for such funds as may subsequently be provided by Future Prior Lien Bond Ordinances.

C. *IEPA Bond and Interest Account.* There shall next be credited to the IEPA Bond and Interest Account the amounts, and at the times, as follows:

(i) There shall be paid into said Account a fractional amount of the interest becoming due on the next succeeding interest payment date on all Outstanding IEPA Bonds and Prior IEPA Loans and a fractional amount of the principal becoming due on the next succeeding principal maturity date of all Outstanding IEPA Bonds and Prior IEPA Loans until there shall have been accumulated in said Account in or before the month preceding such maturity date of interest or principal, an amount sufficient to pay such principal or interest, or both, of all Outstanding IEPA Bonds and Prior IEPA Loans.

(ii) In computing the fractional amount to be set aside each month in said Account, the fraction shall be so computed that sufficient funds will be set aside in said Account and will be available for the prompt payment of such principal of and interest on all Outstanding IEPA Bonds and Prior IEPA Loans as the same become due and shall be not less than one-sixth of the interest and principal becoming due on the next succeeding payment date on all Outstanding IEPA Bonds and Prior IEPA Loans until there is sufficient money in said Account to pay such principal or interest or both.

(iii) Credits to said Account may be suspended in any Fiscal Year at such time as there shall be a sufficient sum, held in cash and investments, in said Account to meet principal and interest requirements in said Account for the balance of such Fiscal Year, but such credits shall be resumed if a deficiency shall subsequently exist and at the beginning of the next Fiscal Year.

(iv) All moneys in said Account shall be used only for the purpose of paying principal of and interest on Outstanding IEPA Bond and Prior IEPA Loans.

D. *Depreciation, Repair and Replacement Account.* There shall be next credited to the Depreciation, Repair and Replacement Account and held, in cash and investments, such reasonable amount each month as the Board shall determine. Amounts to the credit of said Account shall be used for (i) the payment of the cost of extraordinary maintenance, necessary

repairs and replacements, or contingencies, or for improvements, repairs or replacements to the System required by any agency of the State of Illinois or the United States Government, the payment for which no other funds are available, in order that the System may at all times be able to render efficient service and (ii) the payment of principal of or interest on any obligations payable as a prior lien on Revenues at any time when there are no other funds available for that purpose in order to prevent a default and shall be transferred to the appropriate account for such purpose. Whenever an amount is withdrawn from this Account for the purpose stated in clause (ii) of the preceding paragraph, the amount so transferred shall be added to the amount to be next and thereafter credited to this Account until full reimbursement to the Account has been made.

E. Surplus Account. All moneys remaining in the Sewage Fund, at such time, and after crediting the required amounts to the respective accounts hereinabove provided for, and after making up any deficiency in such accounts, shall be credited each month to the Surplus Account. Funds in the Surplus Account shall be used, first, to make up any subsequent deficiencies in any of the accounts hereinabove named; and then, for the remainder of all surplus Revenues, at the discretion of the Board, for any lawful corporate purpose.

Section 14. Investments. Money to the credit of the Sewerage Fund prior to the monthly accounting and to the credit of the Operation and Maintenance Account may be invested pursuant to any authorization granted to municipal corporations by State law or court decision.

Moneys to the credit of the IEPA Bond and Interest Account, Depreciation, Repair and Replacement Account and Surplus Account (and any sub accounts created therein) may be invested from time to time by the Treasurer of the Board in (i) interest bearing bonds, notes, or other direct full faith and credit obligations of the United States of America, (ii) obligations unconditionally guaranteed as to both principal and interest by the United States of America, or (iii) certificates of deposit or time deposits of any bank, as defined by the Illinois Banking Act,

provided such bank is insured by the Federal Deposit Insurance Corporation or a successor corporation to the Federal Deposit Insurance Corporation, and provided further that the principal of such deposits in excess of the insured amount is secured by a pledge of obligations as described in clauses (i) and (ii) above in the full principal amount of such excess. Such investments may be sold from time to time by the Treasurer of the Board as funds may be needed for the purpose for which said respective Accounts have been created. To the extent moneys in said Accounts are held uninvested and on deposit in demand accounts, such amounts shall be added to the amount invested pursuant to clause (iii) above and the sum so derived subject to the limitations as set forth therein.

Investments in the Operation and Maintenance Account, IEPA Bond and Interest Account, Depreciation, Repair and Replacement Account and Surplus Account shall mature or be subject to redemption at the option of the holder thereof prior to the time when needed, and, in any event, within the times as follows:

| ACCOUNT | TIME |
|--------------------------------------|----------|
| Operation and Maintenance | 45 days |
| IEPA Bond and Interest | 1 year |
| Depreciation, Repair and Replacement | 5 years |
| Surplus | 10 years |

All interest on any funds so invested shall be credited to the Sewerage Fund and is hereby deemed and allocated as expended with the next expenditure(s) of money from the Sewerage Fund.

Moneys in any of said Accounts shall be invested by the Treasurer of the Board, if necessary, in investments restricted as to yield, which investments may be in United States Treasury Obligations - State and Local Government Series, if available, and to such end the Treasurer of the Board shall refer to any investment restrictions covenanted by the District or any

officer thereof in connection with the issuance of the Bonds and to appropriate opinions of counsel.

Any amounts to the credit of said Accounts in excess of the then current requirement therefore may be transferred by the Board to such other Account or Accounts of the Sewerage Fund as they may in their sole discretion designate.

Section 15. General Covenants. The District covenants and agrees with the holders of the Outstanding Bonds, so long as there are any Outstanding Bonds, as follows:

A. The District will promptly proceed with the Project, will maintain the System in good repair and working order, will operate the same efficiently and faithfully, and will punctually perform all duties with respect thereto required by the Constitution and laws of the State of Illinois and the United States of America.

B. The District will establish and maintain at all times reasonable fees, charges and rates for the use and service of the System and will provide for the collection thereof and the segregation and application of the Revenues in the manner provided by this Ordinance, sufficient at all times to pay Operation and Maintenance Costs, to pay the principal of and interest on all revenue bonds of the District which by their terms are payable from the Revenues, to provide an adequate depreciation fund, and to provide for the creation and maintenance of the respective accounts enumerated in this Ordinance.

There shall be charged against all users of the System, including the District, such rates and amounts for System services as shall be adequate to meet the requirements of this subsection. Charges for services rendered the District shall be made against the District, and payment for the same shall be made monthly from the corporate funds into the Fund as revenues derived from the operation of the System.

C. The District from time to time will make all needful and proper repairs, replacements, additions and betterments to the System so that it may at all times be operated properly and advantageously; and when any necessary equipment or facility shall have been worn out, destroyed, or otherwise is insufficient for proper use, it shall be promptly replaced so that the value and efficiency of the System shall be at all times fully maintained.

D. The District will establish such rules and regulations for the control and operation of the System necessary for the safe, lawful efficient and economical operation thereof.

E. The District will make and keep proper books and accounts (separate and apart from all other records and accounts of said District), in which complete entries shall

be made of all transactions relating to the System, and hereby covenants that within 210 days following the close of each Fiscal Year, it will cause the books and accounts of the System to be audited by independent certified public accountants. Said audit will be available for inspection by the registered owners of any of the Bonds and to the public generally. Each such audit, in addition to whatever matters may be thought proper by the accountants to be included therein, shall, without limiting the generality of the foregoing, include the following:

1. A statement in detail of income and expenditures of the System for such Fiscal Year.
2. A balance sheet as of the end of such Fiscal Year, including a statement of the amount held in each of the accounts of the Sewerage Fund.
3. A list of all insurance policies in force at the end of the Fiscal Year, setting out as to each policy the amount of the policy, the risks covered, the name of the insurer, and the expiration date of the policy, and any amounts held as self-insurance reserves.
4. The names of all contract customers served directly or indirectly by the System at the end of the year.
5. A summary of rates in effect at the end of such Fiscal Year for services of the System and any changes in such rates effective during such Fiscal Year.
6. The amount and details of all Outstanding Bonds.

In connection with said audit, the accountant shall deliver a letter or statement regarding the manner in which the District has carried out the requirements of this Ordinance, and the accountant's recommendations for any changes or improvements in the financial operation of the System.

All expenses of the audit required by this section shall be regarded and paid as Operation and Maintenance Costs.

It is further covenanted and agreed that a copy of each such audit shall be furnished upon completion to the original purchaser of any of the Bonds, including the IEPA.

F. The District will keep the books and accounts for the System in accordance with generally accepted fund reporting practices for municipal enterprise funds; *provided, however,* that the monthly credits to each bond and interest, bond reserve, and depreciation, repair and replacement account shall be in cash, and said funds shall be held separate and apart in cash and investments. For the purpose of determining whether

sufficient cash and investments are on deposit in such accounts under the terms and requirements of this Ordinance, investments shall be valued at amortized cost.

G The District will not sell, lease, loan, mortgage or in any manner dispose of or encumber the System (subject to the right of the District to issue revenue obligations as provided in this Ordinance and to dispose of real or personal property which is no longer useful or necessary to the operation of the System), and the District will take no action in relation to the System which would unfavorably affect the security of the Outstanding Bonds or the prompt payment of the principal thereof and interest thereon. Any amounts received from the sale of property of the System shall be deposited to the credit of an appropriate account of the Fund.

H Any holder or registered owner of a Bond may proceed by civil action to compel performance of all duties required by law and this Ordinance, including the making and collecting of sufficient charges and rates for the service supplied by the System and the application of the income and revenue therefrom.

I The District will carry insurance on the System of the kinds and in the amounts which are usually carried by private parties operating similar properties, covering such risks as shall be recommended by a competent insurance consultant employed by the District for the purpose of making such recommendations. Alternatively the District shall self-insure or provide insurance by means of a self-insurance pool with other units of local government, *provided* that either private insurance is not available at a reasonable cost or the District or the pool shall have assets or shall have created a self-insurance reserve fund in an amount as shall be determined by a competent insurance consultant to be not unreasonable in view of the risks insured. All moneys received for property loss under such insurance policies or from the self-insurance reserve fund or pool shall be deposited to the credit of the Depreciation, Repair and Replacement Account and used in making good the loss or damage in respect of which they were paid, either by repairing the property damaged or making replacement of the property destroyed and provision for making good such loss or damage shall be made within 270 days from the date of the loss. The proceeds derived from any and all policies for workers' compensation or public liability or from the self-insurance reserve fund or pool for such purposes shall be paid into the Operation and Maintenance Account and used in paying the claims on account of which they were received or shall be used to reimburse any account from which the claim was previously paid. The payment of premiums, regular payments to a pool and regular accumulations for a reserve fund required under the provisions of this covenant shall be considered an Operation and Maintenance Cost.

J. The District covenants not to provide any free service of the System, except to itself provided it has met all the covenants herein, and, to the extent permitted by law, the District will not grant a franchise for the operation of any competing sewerage system.

K. The District will adopt a budget for the Fund prior to the beginning of each Fiscal Year, subject to applicable state law, providing for payment of all sums to be due

in the Fiscal Year so as to comply with the terms of this Ordinance. If during the Fiscal Year there are extraordinary variations in revenues or expenditures, the District will adopt an amended budget for the remainder of the Fiscal Year, providing for Revenues and payments pursuant to this Ordinance.

Section 16. Additional IEPA Bonds; Revenue Bonds; Alternate Bonds.

A. Additional IEPA Bonds.

1. Additional IEPA Bonds may be issued for any proper System purpose upon compliance with the following conditions:

(a) The amounts required to be credited monthly to the respective accounts described above in this Ordinance (Section 13) must have been credited in full up to the date of the delivery of such Additional IEPA Bonds.

(b) The Net Revenues of the System for the last completed Fiscal Year prior to the issuance of the Additional IEPA Bonds (as shown by the audit of an independent certified public accountant), or the adjusted Net Revenues of the System for such year (as defined herein) must equal at least 100% of maximum annual debt service computed immediately after the issuance of the proposed Additional IEPA Bonds, but only for those Fiscal Years in which the Outstanding IEPA Bonds immediately prior to such issuance will continue to be Outstanding IEPA Bonds as provided herein.

(c) Net Revenues of the System may be adjusted as follows:

(i) In the event there shall have been an increase in the rates of the System from the rates in effect for the preceding Fiscal Year, which increase is in effect at the time of the issuance of any such Additional IEPA Bonds, the Net Revenues as described hereinabove may be adjusted to reflect the Net Revenues of the System for the immediately preceding Fiscal Year as they would have been had said then existing rates been in effect during all of said Fiscal Year.

(ii) Any such adjustment shall be evidenced by the certificate of an independent consulting engineer or an independent certified public accountant employed for that purpose, which certificate shall be filed with and approved by the Board prior to the issuance of the proposed Additional IEPA Bonds.

2. Additional IEPA Bonds may be issued to refund Outstanding IEPA Bonds if the sum of the aggregate amount of principal and interest due and payable on the Outstanding IEPA Bonds in each Fiscal Year including and subsequent to the Fiscal Year of issuance for all Outstanding IEPA Bonds after such issuance does not exceed such sum prior to such issuance.

3. Additional IEPA Bonds may be issued to refund Outstanding IEP A Bonds if the bonds so issued (i) do not exceed the principal amount of the Outstanding IEPA Bonds to be refunded, (ii) do not bear interest at a rate in excess of the Outstanding IEPA Bonds to be refunded, and (iii) do not mature earlier than any Outstanding IEPA Bonds not to be refunded.

4. Additional IEPA Bonds may be issued to refund Outstanding IEPA Bonds in order to avoid default in the payment of principal of or interest on Outstanding IEPA Bonds; *provided*, they are issued to avoid such default within three months of the date thereof.

5. Bonds or other obligations may be issued payable from the Revenues subordinate to the Outstanding IEPA Bonds.

6. Alternatively, to any or all of the conditions within this paragraph (A), Additional IEPA Bonds may be issued with the consent of the owners of not less than two-thirds (2/3rds) of the IEPA Bonds Outstanding prior to such proposed issuance. Proof of ownership may be made in the same manner as for an amendment (Section 7). Additionally, the offer by the IEPA of a future loan pursuant to any Loan Agreement shall be deemed to be consent by the IEPA as the owner of all IEPA Bonds, it shall then own, as to issuance of the Additional IEPA Bonds to evidence such loan.

B. *Revenue Bonds and Alternate Bonds.*

1. Revenue Bonds and/or Alternate Bonds may be issued (each, a "*Proposed Prior Lien Issuance*") for any proper System purpose upon compliance with (i) the applicable Future Prior Lien Bond Ordinance and (ii) any one of the following five conditions:

(a) It shall be demonstrated that the conditions of paragraph (A)(1) above will be met after the Proposed Prior Lien Issuance.

(b) Such Proposed Prior Lien Issuance would meet the conditions of paragraph (A)(2) above substituting the word "Revenue" or "Alternate," as applicable, for the term "IEPA" throughout.

(c) Such Proposed Prior Lien Issuance would meet the conditions of paragraph (A)(3) above substituting the word "Revenue" or "Alternate," as applicable, for the term "IEPA" throughout.

(d) Such Proposed Prior Lien Issuance would meet the conditions of paragraph (A)(4) above substituting the word "Revenue" or "Alternate," as applicable for the term IEPA throughout.

(e) Such Proposed Prior Lien Issuance may be issued with the consent of the owners of not less than two-thirds (2/3rds) of the IEPA Bonds then Outstanding.

C. Contracts or agreements, including long-term and take or pay contracts or agreement, for the collection and/or treatment of sewage which by their terms require payment by the District as an Operation and Maintenance Cost or from the Operation and Maintenance Account are expressly excluded from the provisions of this Ordinance pertaining to Additional IEPA Bonds. Such contracts or agreements may be made by the District notwithstanding any of the provisions herein.

Section 17. Sale of the Bonds; IEPA Loan Agreements. The Bonds shall be executed and delivered to the Bond Registrar and be by the Bond Registrar delivered to the purchaser thereof, namely, the IEPA, all in accordance with the provisions of one or more Loan Agreements, in the form as previously approved by the Board, hereby ratified, approved, and confirmed, by and between the IEPA and the District, the President being hereby authorized to execute any such Loan Agreement.

Further, the Board hereby authorizes acceptance of the offer of a loan through the Loan Program, including all terms and conditions of each Loan Agreement as well as all special conditions contained therein and made a part thereof by reference. The Board further agrees that the loan funds awarded shall be used solely for the purposes of the Project as approved by the IEPA in accordance with the terms of each Loan Agreement. Any of the officers and officials of the District shall be authorized to take all necessary action to complete the borrowing in accordance with the terms of a Loan Agreement.

To the extent permitted by law, and so long as the IEPA is the registered owner of the Bonds, the District and this Ordinance shall be subject to the Loan Agreement.

It is hereby found and determined that no person holding any office of the District, 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.

Section 18. Use of Proceeds, Expense Fund. The proceeds derived from the sale of the Bonds and advances made from time to time from the IEPA shall be used solely and only to pay eligible costs of the Project as provided in each Loan Agreement, or to reimburse the District for such costs as previously advanced, all in accordance with the terms of such Loan Agreement, and shall be deposited as follows:

A. Accrued interest and capitalized interest, if any, shall be credited to the IEPA Bond and Interest Account.

B If such proceeds represent a reimbursement of funds previously advanced and spent for the Project, the fund or account from which such advances or expenditures were made shall be repaid.

C All remaining proceeds shall be deposited into a separate account designated the "2009 IEPA Bond Project Account" (the "*Project Account*") and disbursed for costs of the Project, including reasonable incidental costs, such as costs of issuance of the Bonds.

Within 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 Board, a Designated Officer shall certify to the Board the fact of such depletion or the engineer in responsible charge of the Project shall certify to the Board the fact that the work has been completed according to approved plans and specifications, as applicable, and upon approval of such certification by the Board, funds (if any) remaining in the Project Account shall be credited to the IEPA Bond and Interest Account and held for the purposes thereof; and the Project Account shall be closed.

Funds on deposit in the Project Account may be invested pursuant to any authorization granted to municipal corporations by State law or court decision. All investment earnings in the Project Account shall be credited to the Project Account.

Section 19. Provisions a Contract. The provisions of this Ordinance shall constitute a contract between the District and the owners or holders of the Outstanding Bonds and no changes, additions, or alterations of any kind shall be made hereto, except as herein provided, so long as there are any Outstanding Bonds.

Section 20. Tax Certificate. The District agrees and covenants with the IEPA that, upon request, and prior to the execution of a Loan Agreement, it will submit to the IEPA a tax certificate as provided by the IEPA concerning the Bonds and applicable federal tax law that applies to the Bonds. In connection therewith, the District and the Board further agree: (a) through their officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to consult with counsel approving the Bonds and to comply with such advice as may be given; (c) to file such forms, statements, and supporting documents as may be required and in a timely manner; and (e) if deemed necessary or advisable by their officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the District.

Section 21. List of Bondholders. The Bond Registrar shall maintain a list of the names and addresses of the registered owners of all Bonds.

Section 22. Rights and Duties of Bond Registrar. The duties of the Bond Registrar shall include the following:

- (a) to act as bond registrar, authenticating agent, paying agent and transfer agent as provided herein;
- (b) to maintain a list of Bondholders as set forth herein and to furnish such list to the District upon request, but otherwise to keep such list confidential to the extent permitted by law;
- (c) to give notice of redemption of Bonds as provided herein;
- (d) to cancel and/or destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for transfer; and

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

The Clerk is hereby directed to file a certified copy of this Ordinance with the Bond Registrar.

Section 23. Defeasance. Bonds which are no longer Outstanding Bonds as defined in this Ordinance shall cease to have any lien on or right to receive or be paid from Revenues and shall no longer have the benefits of any covenant relating to the Revenues or security for the Bonds for the registered owners of Outstanding Bonds as set forth herein.

Section 24. 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 25. Repealer and Effective Date. 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, and this Ordinance shall be in full force and effect immediately.

Adopted June 10, 2009.

S / Robert A. Hesterman
President, Board of Trustees,
Wheaton Sanitary District,
DuPage County, Illinois

Attest:

S/ Jeffrey R. Walker
Clerk Board of Trustees,
Wheaton Sanitary District,
DuPage County, Illinois

Trustee Walker moved and Trustee Hesterman seconded the motion that said ordinance as presented and read by title be adopted.

After a full and complete discussion thereof, including a public recital of the nature of the matter being considered and other information that informed the public, of the business being conducted, the President directed that the roll be called for a vote upon the motion to adopt the ordinance as read by title.

Upon the roll being called, the following Trustees voted:

AYE: Trustee Hesterman, Trustee Walker.

NAY: None.

Whereupon the President declared the motion carried and the ordinance adopted, and henceforth did approve and sign the same in open meeting and did direct the Clerk to record the same in full in the records of the Board of Trustees of the Wheaton Sanitary District, DuPage County, Illinois, which was done.

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

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

S/ Jeffrey R. Walker

Clerk, Board of Trustees

