
ORDINANCE NUMBER O14-012

An Ordinance Providing For the Issuance of Not to Exceed
\$50,000,000 General Obligation Unlimited Tax Bonds (Alternate
Revenue Source) of the Metropolitan Water Reclamation District
of Greater Chicago

Adopted by the Board of Commissioners
of the Metropolitan Water Reclamation
District of Greater Chicago on the
6th day of November, 2014.

ORDINANCE NUMBER O14-012

AN ORDINANCE PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$50,000,000 GENERAL OBLIGATION UNLIMITED TAX BONDS (ALTERNATE REVENUE SOURCE) OF THE METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO

BE IT ORDAINED BY THE BOARD OF COMMISSIONERS OF THE METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO, AS FOLLOWS:

Section 1. Authority and Purpose. This ordinance is adopted pursuant to the Metropolitan Water Reclamation District Act, 70 Illinois Compiled Statutes 2605, and the Local Government Debt Reform Act, 30 Illinois Compiled Statutes 350, for the purpose of financing stormwater management projects (herein called the “Projects”) to be undertaken by the Metropolitan Water Reclamation District of Greater Chicago (the “District”) or to be financed in whole or in part by the District and to be undertaken by other units of local government as authorized by Section 7h of the Metropolitan Water Reclamation Act, and including, without limitation, the development, design, planning and construction of regional and local stormwater facilities provided for in the countywide stormwater management plan and the acquisition of real property in furtherance of its regional and local stormwater management activities.

Section 2. Findings and Determinations. It is found and determined that:

(A) Pursuant to Ordinance Number O14-006 adopted by the Board of Commissioners of the District on October 2, 2014, and entitled: “An Ordinance Authorizing the Issuance of Not to Exceed \$200,000,000 General Obligation Bonds (Alternate Revenue Source) of the Metropolitan Water Reclamation District of Greater Chicago, for the Purpose of Providing Funds for Stormwater Management Projects” (the “Authorizing Ordinance”) the District is authorized to issue not to exceed \$200,000,000 principal amount of general obligation unlimited tax bonds of the District for the purpose of financing costs of the Projects. Said bonds are authorized to be issued as “alternate bonds” under Section 15 of the Local Government Debt Reform Act.

(B) The Authorizing Ordinance, together with the statutory notice required by Section 15 of the Local Government Debt Reform Act, was published on October 3, 2014, in the *“Chicago Sun-Times,”* a newspaper of general circulation in the District. No petition has been filed with the Clerk of the District (the “Clerk”) requesting that the issuance of the bonds authorized by the Authorizing Ordinance be submitted to referendum.

(C) No bonds have been issued pursuant to the Authorizing Ordinance. This ordinance supplements the Authorizing Ordinance in accordance with Section 5 of the Local Government Debt Reform Act.

(D) Pursuant to the Bond Issue Notification Act, 30 Illinois Compiled Statutes 352, a public hearing was held and completed before the Board of Commissioners on October 2, 2014 with respect to the sale of the general obligation alternate bonds authorized to be issued pursuant to this ordinance (the “2014 Bonds”). Notice of said public hearing (i) was published in the *“Chicago Sun-Times”* on September 25, 2014 and (ii) was posted at least 48 hours prior to the start of the public hearing at the office of the Board of Commissioners.

(E) The Projects constitute public purposes of the District and are in the public interest.

(F) The 2014 Bonds shall be payable from the tax receipts derived from the tax levied by the District for stormwater management purposes pursuant to Section 12 of the Metropolitan Water Reclamation District Act (the “Stormwater Management Tax”), which constitutes a “Revenue Source” within the meaning of Section 15 of the Local Government Debt Reform Act.

(G) The Board of Commissioners hereby determines that the Stormwater Management Tax will be sufficient to provide in each year to the final maturity of the 2014 Bonds, an amount not less than 1.25 times debt service on the 2014 Bonds when issued, and

all alternate bonds payable from the Stormwater Management Tax previously issued and outstanding.

(H) No other bonds, notes or obligations of the District are secured by a specific pledge of all, or any portion of, the Stormwater Management Tax or the tax receipts derived from the Stormwater Management Tax.

(I) The determination of the sufficiency of the Stormwater Management Tax is supported by the Independent Auditor's Report regarding the financial statements of the District for the fiscal year ended December 31, 2013, which Report dated May 7, 2014 was prepared by Baker Tilly Virchow Krause, LLP, certified public accountants. The Independent Auditor's Report is on file with the Clerk and are hereby accepted by the Board of Commissioners.

Section 3. Approval of Financing Plan. The District hereby determines to proceed with the financing of a portion of the costs of the Projects (the "Project Costs") by the issuance and sale of the 2014 Bonds. The 2014 Bonds constitute a portion of the bonds authorized by the Authorizing Ordinance. The 2014 Bonds shall be sold pursuant to a negotiated sale to the following underwriters (collectively, the "Underwriters"): Morgan Stanley & Co. LLC, as senior managing underwriter (and book runner); Loop Capital Markets, LLC, as co-senior managing underwriter and the following managing underwriters: Cabrera Capital Markets, LLC; Goldman, Sachs & Co.; Jefferies LLC; Rice Securities, LLC.

In order to accommodate current market practices and the provisions of federal income tax law and to provide the opportunity to sell the 2014 Bonds under the most favorable terms, the Board of Commissioners appoints (i) the President of the Board of Commissioners, the Vice-President of the Board of Commissioners and the Chairman of the Committee on Finance of the Board of Commissioners (the "Elected Officers") and (ii) the Executive Director of the District and the Treasurer of the District (the "Appointed Officers" and together with the Elected Officers, the "Designated Officers") and hereby delegates to the Elected Officers and the Appointed Officers the authority to sell the 2014 Bonds to the Underwriters, to sign a bond purchase

agreement with respect to the 2014 Bonds and to determine certain details of the 2014 Bonds. All determinations delegated to the Elected Officers and the Appointed Officers pursuant to this ordinance shall be made by the Elected Officers and the Appointed Officers by the execution of one or more written bond orders (each a "Bond Order") signed by one of the Elected Officers and one of the Appointed Officers. The delegated authority granted pursuant to this Section shall expire on April 30, 2015.

Section 4. Authorization and Terms of 2014 Bonds. The sum of \$50,000,000 is appropriated to meet part of the Project Costs, including capitalized interest on the 2014 Bonds for a period of not more than 24 months, the costs of issuance of the 2014 Bonds, and any municipal bond insurance premium with respect to the 2014 Bonds. For the purpose of financing said appropriation, the 2014 Bonds are authorized to be issued in one or more series and sold in an aggregate principal amount of not to exceed \$50,000,000. The 2014 Bonds are authorized, and shall be issued, as unlimited tax general obligation bonds of the District and as "alternate bonds" pursuant to the provisions of Section 15 of the Local Government Debt Reform Act and the Authorizing Ordinance.

The 2014 Bonds of each series shall be issued in such principal amount as shall be determined in the applicable Bond Order, and shall be designated "General Obligation Unlimited Tax Bonds (Alternate Revenue Source)" and shall include additional designations to distinguish each series of the 2014 Bonds.

The 2014 Bonds shall be issuable in the denominations of \$5,000 or any integral multiple thereof and may bear such identifying numbers or letters as shall be useful to facilitate the registration, transfer and exchange of the 2014 Bonds. Each 2014 Bond delivered upon the original issuance of the 2014 Bonds shall be dated as of the date specified in the applicable Bond Order. Each 2014 Bond thereafter issued upon any transfer, exchange or replacement of 2014 Bonds shall be dated so that no gain or loss of interest shall result from such transfer, exchange or replacement.

The 2014 Bonds shall mature, and 2014 Bonds of certain maturities may be subject to mandatory sinking fund redemption, on December 1 in such years and in such principal amounts as shall be specified in the applicable Bond Order, provided that no 2014 Bond shall mature later than December 1, 2044.

Each 2014 Bond shall bear interest from its date, computed on the basis of a 360 day year consisting of twelve 30 day months and payable in lawful money of the United States of America on an initial interest payment date of June 1, 2015, December 1, 2015 or June 1, 2016 (as determined in the applicable Bond Order) and semiannually thereafter on each June 1 and December 1 at the rates per annum as shall be specified in the applicable Bond Order, provided that no 2014 Bond shall bear interest at a rate exceeding 6% per annum.

Prior to the issuance of any of the 2014 Bonds, the Treasurer of the District shall appoint a bank, trust company or national banking association to act as bond registrar and paying agent for the 2014 Bonds. The principal of and premium, if any, on the 2014 Bonds shall be payable in lawful money of the United States of America upon presentation and surrender thereof at the designated corporate trust office of the bond registrar and paying agent. Interest on the 2014 Bonds shall be payable on each interest payment date to the registered owners of record thereof appearing on the registration books maintained by the District for such purpose at the corporate trust office of the bond registrar, as of the close of business on the 15th day of the calendar month next preceding the applicable interest payment date. Interest on the 2014 Bonds shall be paid by check or draft mailed to such registered owners at their addresses appearing on the registration books or by wire transfer pursuant to an agreement by and between the District and the registered owner.

The 2014 Bonds of each series may be subject to redemption prior to maturity at the option of the District, as determined in the applicable Bond Order, and upon notice as herein provided, in such principal amounts and from such maturities as the District shall determine as set forth in the applicable Bond Order. Any optional redemption shall be at redemption prices

that may include a redemption premium for each 2014 Bond to be redeemed expressed as a percentage, not exceeding 3% of the principal amount to be redeemed.

All 2014 Bonds subject to mandatory sinking fund redemption shall be redeemed at a redemption price equal to the principal amount thereof to be redeemed. The bond registrar is hereby authorized and directed to mail notice of the mandatory sinking fund redemption of the 2014 Bonds in the manner herein provided.

Whenever 2014 Bonds subject to mandatory sinking fund redemption are redeemed at the option of the District, the principal amount thereof so redeemed shall be credited against the unsatisfied balance of future sinking fund installments or final maturity amount established with respect to such 2014 Bonds, in such amounts and against such installments or final maturity amount as shall be determined by the District in the proceedings authorizing such optional redemption or, in the absence of such determination, shall be credited pro-rata against the unsatisfied balance of the applicable sinking fund installments and final maturity amount.

On or prior to the 60th day preceding any sinking fund installment date, the District may purchase 2014 Bonds, which are subject to mandatory redemption on such sinking fund installment date, at such prices (not exceeding par plus accrued interest) as the District shall determine. Any 2014 Bond so purchased shall be cancelled and the principal amount thereof so purchased shall be credited against the unsatisfied balance of the next ensuing sinking fund installment of the 2014 Bonds of the same series, maturity and interest rate as the 2014 Bond so purchased.

Unless otherwise determined in the Bond Order, in the event of the redemption of less than all the 2014 Bonds of like series, maturity and interest rate, the aggregate principal amount thereof to be redeemed shall be \$5,000 or an integral multiple thereof and the bond registrar shall assign to each 2014 Bond of such maturity a distinctive number for each \$5,000 principal amount of such 2014 Bond and shall select by lot from the numbers so assigned as many numbers as, at \$5,000 for each number, shall equal the principal amount of such 2014 Bonds to

be redeemed. The 2014 Bonds to be redeemed shall be the 2014 Bonds to which were assigned numbers so selected; provided that only so much of the principal amount of each 2014 Bond shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected.

Notice of the redemption of 2014 Bonds shall be mailed not less than 30 days nor more than 60 days prior to the date fixed for such redemption to the registered owners of 2014 Bonds to be redeemed at their last addresses appearing on said registration books. The 2014 Bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the redemption date therein designated, and if, on the redemption date, moneys for payment of the redemption price of all the 2014 Bonds or portions thereof to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, and if notice of redemption shall have been mailed as aforesaid (and notwithstanding any defect therein or the lack of actual receipt thereof by any registered owner) then from and after the redemption date interest on such 2014 Bonds or portions thereof shall cease to accrue and become payable. If there shall be drawn for redemption less than all of a 2014 Bond, the District shall execute and the bond registrar shall authenticate and deliver, upon surrender of such 2014 Bond, without charge to the owner thereof, in exchange for the unredeemed balance of the 2014 Bond so surrendered, 2014 Bonds of like series, maturity and interest rate and of the denomination of \$5,000 or any integral multiple thereof.

The bond registrar shall not be required to transfer or exchange any 2014 Bond after notice of the redemption of all or a portion thereof has been mailed. The bond registrar shall not be required to transfer or exchange any 2014 Bond during a period of 15 days next preceding the mailing of a notice of redemption that could designate for redemption all or a portion of such 2014 Bond.

Section 5. Approval of Documents. In connection with the sale of the 2014 Bonds, the Designated Officers are authorized and directed to execute and deliver one or more Bond Purchase Agreements by and between the District and the Underwriters in substantially the

form of prior Bond Purchase Agreements executed and delivered on behalf of the District in connection with prior sales of the District's bonds, with such changes and completions as may be approved by the Designated Officers, subject to the limitations of this ordinance. The execution and delivery of each Bond Purchase Agreement shall constitute conclusive evidence of the approval of such changes and completions.

The Treasurer is authorized to approve a Preliminary Official Statement of the District with respect to the 2014 Bonds, in substantially the form of the Preliminary Official Statements of the District distributed in connection with prior sales of the District's bonds, with such changes, omissions, insertions and revisions as the Treasurer shall deem advisable. The distribution of the Preliminary Official Statement to prospective purchasers and the use thereof by the Underwriters in connection with the offering of the 2014 Bonds is authorized and approved. Any of the Designated Officers may take such actions as may be required so that each Official Statement with respect to 2014 Bonds will be "deemed final" as of its date for purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities Exchange Act of 1934. The Treasurer is authorized to permit the distribution of each final Official Statement with such changes, omissions, insertions and revisions as she shall deem advisable.

The District shall enter into a Continuing Disclosure Undertaking for the benefit of the beneficial owners of each series of the 2014 Bonds and in order to assist participating underwriters of the 2014 Bonds and brokers, dealers and municipal securities dealers in complying with Securities and Exchange Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934. The form of Continuing Disclosure Undertaking with respect to the 2014 Bonds, shall be in substantially the same form as the Continuing Disclosure Undertakings entered into by the District with respect to previously issued bonds of the District. Any of the Designated Officers is authorized and directed to execute and deliver a Continuing Disclosure Undertaking with such changes and completions as may be approved by said officials. The

execution and delivery of any Continuing Disclosure Undertaking shall constitute conclusive evidence of the approval of such changes and completions.

Each of the documents approved by this Section may be executed in one or more counterparts. The corporate seal of the District, or a facsimile thereof may, if required, be affixed or otherwise reproduced upon each document and attested by the manual or authorized facsimile signature of the Clerk.

Section 6. Bond Insurance. Authority is hereby delegated to the Treasurer, at her option, to obtain from a municipal bond insurer (the “Bond Insurer”) a policy of municipal bond insurance insuring the payment of the principal of and interest on any of the 2014 Bonds.

Section 7. Sale and Delivery of 2014 Bonds. (A) Subject to the limitations contained in this ordinance, authority is delegated to the Designated Officers to sell one or more series of the 2014 Bonds to the Underwriters, provided that (a) the underwriting discount of the Underwriters for such series (exclusive of syndicate expenses and Underwriters’ counsel fees) shall not exceed an amount equal to \$0.75 per \$1,000 of the principal amount of the 2014 Bonds of such series; (b) the principal of and interest on the 2014 Bonds payable in each debt service year shall not be greater than the debt service taxes levied for the applicable tax levy year pursuant to Section 13 of this ordinance, provided that for this purpose interest shall not include any interest that is to be paid from moneys deposited, on the date of issuance of the 2014 Bonds, into the 2014 Alternate Bond Debt Service Fund established by Section 15 of this ordinance; (c) the purchase price of the 2014 Bonds of such series is not less than 97% of the principal amount of such series; and (d) the District obtains a letter, report or certificate signed by the District’s independent financial advisors, stating that the terms of the series of the 2014 Bonds to be sold are reasonable in light of current conditions in the market for tax-exempt obligations, such as the 2014 Bonds of such series.

(B) As used in paragraph (A) of this Section, the term “debt service year” means the year following the applicable tax levy year.

(C) The sale and award of each series of the 2014 Bonds shall be evidenced by a Bond Order. An executed counterpart of the Bond Order shall be filed in the office of the Clerk and entered in the records of the District.

(D) The Designated Officers, the Clerk and the other officials of the District are authorized and directed to do and perform, or cause to be done or performed for or on behalf of the District each and every thing necessary for the issuance of the 2014 Bonds, including the proper execution and delivery of the 2014 Bonds, the Bond Purchase Agreements, the Continuing Disclosure Undertakings and the Official Statements.

Section 8. Execution and Authentication. Each 2014 Bond shall be executed in the name of the District by the manual or authorized facsimile signature of its President and shall be countersigned by the manual or authorized facsimile signature of its Treasurer. The corporate seal of the District, or a facsimile thereof, shall be thereunto affixed or otherwise reproduced upon each 2014 Bond and attested by the manual or authorized facsimile signature of the Clerk.

In case any officer whose signature, or a facsimile of whose signature, shall appear on any 2014 Bond shall cease to hold such office before the issuance of the 2014 Bond, such 2014 Bond shall nevertheless be valid and sufficient for all purposes, the same as if the person whose signature, or a facsimile thereof, appears on such 2014 Bond had not ceased to hold such office. Any 2014 Bond may be signed, countersigned, sealed or attested on behalf of the District by any person who, on the date of such act, shall hold the proper office, notwithstanding that at the date of such 2014 Bond such person may not have held such office. No recourse shall be had for the payment of any 2014 Bonds against any officer who executes the 2014 Bonds.

Each 2014 Bond shall bear thereon a certificate of authentication executed manually by the bond registrar. No 2014 Bond shall be entitled to any right or benefit under the Authorizing

Ordinance or this ordinance or shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the bond registrar.

Section 9. Transfer, Exchange and Registry. The 2014 Bonds shall be negotiable, subject to the provisions for registration of transfer contained herein. Each 2014 Bond shall be transferable only upon the registration books maintained by the District for that purpose at the corporate trust office of the bond registrar, by the registered owner thereof in person or by the registered owner's attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the bond registrar and duly executed by the registered owner or the registered owner's duly authorized attorney. Upon the surrender for transfer of any such 2014 Bond, the District shall execute and the bond registrar shall authenticate and deliver a new 2014 Bond or 2014 Bonds registered in the name of the transferee, of the same aggregate principal amount, series, maturity and interest rate as the surrendered 2014 Bond. 2014 Bonds, upon surrender thereof at the corporate trust office of the bond registrar, with a written instrument satisfactory to the bond registrar, duly executed by the registered owner or his attorney duly authorized in writing, may be exchanged for an equal aggregate principal amount of 2014 Bonds of the same series, maturity and interest rate and of the denominations of \$5,000 or any integral multiple thereof.

For every such exchange or registration of transfer of 2014 Bonds, the District or the bond registrar may make a charge sufficient for the reimbursement of any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. No other charge shall be made for the privilege of making such transfer or exchange. The provisions of the Illinois Bond Replacement Act shall govern the replacement of lost, destroyed or defaced 2014 Bonds.

The District and the bond registrar may deem and treat the person in whose name any 2014 Bond shall be registered upon the registration books as the absolute owner of such 2014 Bond, whether such 2014 Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of, redemption premium, if any, or interest thereon and for all other purposes whatsoever, and all such payments so made to any such registered owner or upon the order of such registered owner shall be valid and effectual to satisfy and discharge the liability upon such 2014 Bond to the extent of the sum or sums so paid, and neither the District nor the bond registrar shall be affected by any notice to the contrary.

Section 10. General Obligations. The full faith and credit of the District are hereby irrevocably pledged to the punctual payment of the principal of and interest on the 2014 Bonds. The 2014 Bonds shall be direct and general obligations of the District, and the District shall be obligated to levy ad valorem taxes upon all the taxable property in the District for the payment of the 2014 Bonds and the interest thereon, without limitation as to rate or amount.

Section 11. Pledge of Revenue Source. The 2014 Bonds are also payable from the Stormwater Management Tax. The moneys to be received by the District from the levy and collection of the Stormwater Management Tax (the "Stormwater Management Tax Receipts") are hereby pledged as security for the payment of the principal of and interest on the 2014 Bonds.

The Board of Commissioners determines that the Stormwater Management Tax Receipts will be sufficient to provide for or pay in each year to final maturity of the 2014 Bonds, an amount not less than 1.25 times the annual debt service on the 2014 Bonds.

The Board of Commissioners covenants to provide for, collect and apply such Stormwater Management Tax Receipts to the payment of the 2014 Bonds and the provision of not less than an additional .25 times the annual debt service on the 2014 Bonds.

The District reserves the right to issue additional alternate bonds pursuant to Section 15 of the Local Government Debt Reform Act, which alternate bonds may be secured by a pledge of the Stormwater Management Tax Receipts on a parity with the 2014 Bonds.

Section 12. Form of 2014 Bonds. The 2014 Bonds shall be issued as fully registered bonds and shall be in substantially the following form, the blanks to be appropriately completed when the 2014 Bonds are printed:

No. _____

United States of America
State of Illinois
County of Cook
METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO
GENERAL OBLIGATION UNLIMITED TAX BOND,
(ALTERNATE REVENUE SOURCE)
SERIES 2014_

INTEREST RATE	MATURITY DATE	DATED DATE	CUSIP
. %	December 1, 20__	_____, 2014	_____

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT:

The METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO, a sanitary district and a body politic and corporate of the State of Illinois organized and existing under the Metropolitan Water Reclamation District Act, acknowledges itself indebted and for value received hereby promises to pay to the registered owner of this bond, or registered assigns, the principal amount specified above on the maturity date specified above, and to pay interest on such principal amount from the date hereof at the interest rate per annum specified above, computed on the basis of a 360 day year consisting of twelve 30 day months and payable in lawful money of the United States of America on _____ 1, 201__ and semiannually thereafter on June 1 and December 1 in each year until the principal amount shall have been paid, to the registered owner of record hereof as of the 15th day of the calendar month next preceding such interest payment date, by wire transfer pursuant to an agreement by

and between the District and the registered owner, or otherwise by check or draft mailed to the registered owner at the address of such owner appearing on the registration books maintained by the District for such purpose at the corporate trust office of _____, in the City of Chicago, Illinois, as bond registrar or its successor (the "Bond Registrar"). This bond, as to principal and premium, if any, when due, will be payable in lawful money of the United States of America upon presentation and surrender of this bond at the corporate trust office of the Bond Registrar. The full faith and credit of the District are irrevocably pledged for the punctual payment of the principal of and interest on this bond according to its terms.

This bond is one of the series of bonds issued in the aggregate principal amount of \$_____, which are authorized and issued under and pursuant to the Metropolitan Water Reclamation District Act, 70 Illinois Compiled Statutes 2605, and the Local Government Debt Reform Act, 30 Illinois Compiled Statutes 350, and under and in accordance with an ordinance adopted by the Board of Commissioners of the District on October 2, 2014, and entitled: "An Ordinance Authorizing the Issuance of Not to Exceed \$200,000,000 General Obligation Bonds (Alternate Revenue Source) of the Metropolitan Water Reclamation District of Greater Chicago, for the Purpose of Providing Funds for Stormwater Management Projects" and an ordinance adopted by said Board of Commissioners on November 6, 2014, and entitled: "An Ordinance Providing For the Issuance of Not to Exceed \$50,000,000 General Obligation Unlimited Tax Bonds (Alternate Revenue Source) of the Metropolitan Water Reclamation District of Greater Chicago" (collectively, the "Ordinance").

This bond is an "alternate bond" issued pursuant to Section 15 of the Local Government Debt Reform Act. To the extent provided in the Ordinance, this bond is also secured by property taxes levied and received by the District for stormwater management purposes.

The bonds of such series maturing on or after December 1, 20__ are subject to redemption prior to maturity at the option of the District and upon notice as herein provided, in

such principal amounts and from such maturities as the District shall determine and by lot within a single maturity, on _____, 20__ and on any date thereafter, at a redemption price equal to the principal amount thereof to be redeemed plus, if such bond is to be redeemed during any period (both dates inclusive) shown in the following table, the applicable redemption premium, expressed as a percentage of such principal amount, set forth opposite such period:

<u>Redemption Period</u>	<u>Redemption Premium</u>
	%

The bonds of such series maturing in the years 20____, 20__ and 20__ (the "Term Bonds") are subject to mandatory redemption, in part and by lot, on December 1 of the years and in the respective principal amounts set forth in the following tables, by the application of sinking fund installments, at a redemption price equal to the principal amount thereof to be redeemed:

<u>20__ Term Bonds</u>		<u>20__ Term Bonds</u>		<u>20__ Term Bonds</u>	
<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
20__	\$,000	20__	\$,000	20__	\$,000
20__	,000	20__	,000	20__	,000
20__	,000	20__	,000	20__	,000

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

therein or the lack of actual receipt thereof by any registered owner) then from and after the redemption date interest on such bonds or portions thereof shall cease to accrue and become payable.

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

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

It is hereby certified, recited and declared that this bond is issued in part pursuant to the Local Government Debt Reform Act, that all acts, conditions and things required to be done, exist and be performed precedent to and in the issuance of this bond in order to make it a legal, valid and binding obligation of the District have been done, exist and have been performed in regular and due time, form and manner as required by law, and that the series of bonds of

which this bond is one, together with all other indebtedness of the District, is within every debt or other limit prescribed by law.

IN WITNESS WHEREOF, the Metropolitan Water Reclamation District of Greater Chicago has caused this bond to be executed in its name and on its behalf by the manual or facsimile signature of its President, to be countersigned by the manual or facsimile signature of its Treasurer, and its corporate seal, or a facsimile thereof, to be hereunto affixed or otherwise reproduced hereon and attested by the manual or facsimile signature of its Clerk.

Dated: _____

METROPOLITAN WATER RECLAMATION
DISTRICT OF GREATER CHICAGO

President

Countersigned:

Treasurer

Attest:

CERTIFICATE OF AUTHENTICATION

This bond is one of the General Obligation Unlimited Tax Bonds (Alternate Revenue Source) Series _____, described in the within mentioned Ordinance.

Clerk

_____, as
Bond Registrar

By _____
Authorized Signer

ASSIGNMENT

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

the within bond and hereby irrevocably constitutes and appoints _____

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

Dated _____

Signature Guarantee:

Section 13. Levy and Extension of Taxes. (A) For the purpose of providing the money required to pay the interest on the 2014 Bonds when and as the same falls due and to pay and discharge the principal (including mandatory sinking fund installments) thereof as the same shall mature, there is hereby levied upon all the taxable property in the District, in each year while any of the 2014 Bonds shall be outstanding, a direct annual tax sufficient for that purpose in addition to all other taxes, as follows:

<u>Tax Levy Year</u>	<u>A Tax Sufficient to Produce</u>
2014	\$4,100,000
2015	4,100,000
2016	4,100,000
2017	4,100,000
2018	4,100,000
2019	4,100,000
2020	4,100,000
2021	4,100,000
2022	4,100,000
2023	4,100,000
2024	4,100,000
2025	4,100,000
2026	4,100,000
2027	4,100,000
2028	4,100,000
2029	4,100,000
2030	4,100,000
2031	4,100,000
2032	4,100,000
2033	4,100,000
2034	4,100,000
2035	4,100,000
2036	4,100,000
2037	4,100,000
2038	4,100,000
2039	4,100,000
2040	4,100,000
2041	4,100,000
2042	4,100,000
2043	4,100,000

(B) Interest or principal coming due at any time when there shall be insufficient funds on hand to pay the same shall be paid promptly when due from current funds on hand in

advance of the collection of the taxes herein levied; and when said taxes shall have been collected, reimbursement shall be made to the said funds in the amounts thus advanced.

(C) After the sale of each series of the 2014 Bonds and the execution of the applicable Bond Order, an executed copy of the applicable Bond Order and a copy of this ordinance certified by the Clerk, which certificate shall recite that this ordinance has been duly adopted, shall be filed with the County Clerk of Cook County, Illinois, who is hereby directed to ascertain the rate per cent required to produce the aggregate tax hereinbefore provided to be levied in the years 2014 to 2043, inclusive, and subject to adjustment as provided in paragraph (D) of this Section to extend the same for collection on the tax books in connection with other taxes levied in said years, in and by the District for general corporate purposes of the District, and in said years such annual tax shall be levied and collected in like manner as taxes for general corporate purposes for said years are levied and collected and, when collected, the moneys received by the District from such taxes (the "Debt Service Tax Receipts") shall be used for the purpose of paying the principal of and interest on the 2014 Bonds as the same become due and payable.

(D) In the event that 2014 Bonds are to be issued in principal amounts and bearing interest such that for any tax levy year an amount less than that set forth in paragraph (A) of this Section is required to be produced to pay when due the principal of and interest on the 2014 Bonds, then the Treasurer is authorized and directed to file with the aforesaid County Clerk, a direction for abatement of taxes specifying the exact amount of taxes to be levied to produce the required amounts for each of the various tax levy years.

(E) After the issuance of the 2014 Bonds, the District shall not abate the debt service taxes levied pursuant to this Section or take any action to restrict the extension and collection of those taxes except that the District may abate any such debt service taxes for any tax levy year to the extent that, at the time of such abatement, moneys then held in the 2014 Alternate Bond Debt Service Fund established by this ordinance, or otherwise held in trust for the payment of

debt service on the 2014 Bonds, together with the amount to be extended for collection taking into account the proposed abatement, will be sufficient to provide for the punctual payment of the principal of and interest on the 2014 Bonds otherwise payable from the debt service taxes levied for such tax levy year.

Section 14. Application of Proceeds. The proceeds of sale of each series of the 2014 Bonds shall be applied as follows:

1. To any Bond Insurer of such series of 2014 Bonds, the applicable premium for the municipal bond insurance policy.
2. To the Capitalized Interest Account of the 2014 Alternate Bond Debt Service Fund established by this ordinance, the amount (if any) allocated to capitalize interest on such series of the 2014 Bonds as determined by the Treasurer.
3. To the 2014 Alternate Bond Proceeds Fund established by this ordinance, the amount of such proceeds of sale remaining after making the foregoing payment (if any) and deposit.

Section 15. Debt Service Fund. The Debt Service Tax Receipts, and all other moneys to be used for the payment of the principal of and interest on the 2014 Bonds, shall be deposited in the “2014 Alternate Bond Debt Service Fund”, which is hereby established as a special fund of the District and shall be administered as a bona fide debt service fund under the Internal Revenue Code of 1986 (the “Code”). The District may establish within the 2014 Alternate Bond Debt Service Fund, separate accounts for each series of the 2014 Bonds.

On or before the last business day of February of each year, the Treasurer of the District is hereby authorized to, and shall deposit into the 2014 Alternate Bond Debt Service Fund, from the Stormwater Management Tax Receipts, the amount required so that the sum held in the 2014 Alternate Bond Debt Service Fund after such deposit shall be sufficient to provide for the punctual payment of the principal of and interest on the 2014 Bonds that will become due and

payable on and prior to the first day of December next ensuing. The Stormwater Management Tax Receipts are hereby appropriated to the amount required to fund such annual deposits to the 2014 Alternate Bond Debt Service Fund.

The moneys deposited or to be deposited into the 2014 Alternate Bond Debt Service Fund, including the Stormwater Management Tax Receipts and the Debt Service Tax Receipts, are pledged as security for the payment of the principal of and interest on the 2014 Bonds to the extent and in the manner provided in this ordinance. This pledge is made pursuant to Section 13 of the Local Government Debt Reform Act and shall be valid and binding from the date of issuance of the 2014 Bonds. All such Stormwater Management Tax Receipts, to the extent and in the manner provided in this ordinance, all such Debt Service Tax Receipts and the moneys held in the 2014 Alternate Bond Debt Service Fund shall immediately be subject to the lien of such pledge without any physical delivery or further act and the lien of such pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the District irrespective of whether such parties have notice thereof.

The Capitalized Interest Account is hereby established as an account within the 2014 Alternate Bond Debt Service Fund. Moneys in the Capitalized Interest Account are pledged as security for the payment of the 2014 Bonds. At the direction of the Treasurer of the District moneys in the Capitalized Interest Account shall be used for the payment of interest on the 2014 Bonds.

Section 16. Bond Proceeds Fund. The “2014 Alternate Bond Proceeds Fund,” is hereby established as a special fund of the District. Moneys in the 2014 Alternate Bond Proceeds Fund shall be used for the payment of costs of the Projects, and costs of issuance of the 2014 Bonds, but may thereafter be reappropriated and used for other purposes if such reappropriation is permitted under Illinois law and will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the 2014 Bonds. The District may

establish within the 2014 Alternate Bond Proceeds Fund separate accounts of each series of the 2014 Bonds.

Section 17. Investment Regulations. No investment shall be made of any moneys in the 2014 Alternate Bond Debt Service Fund or the 2014 Alternate Bond Proceeds Fund except in accordance with the tax covenants set forth in Section 18 of this ordinance. All income derived from such investments in respect of moneys or securities in any Fund shall be credited in each case to the Fund in which such moneys or securities are held.

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

Section 18. Tax Covenants. The District shall not take, or omit to take, any action lawful and within its power to take, which action or omission would cause interest on any 2014 Bond to become subject to federal income taxes in addition to federal income taxes to which interest on such 2014 Bond is subject on the date of original issuance thereof.

The District shall not permit any of the proceeds of the 2014 Bonds, or any facilities financed with such proceeds, to be used in any manner that would cause any 2014 Bond to constitute a “private activity bond” within the meaning of Section 141 of the Code.

The District shall not permit any of the proceeds of the 2014 Bonds or other moneys to be invested in any manner that would cause any 2014 Bond to constitute an “arbitrage bond” within the meaning of Section 148 of the Code or a “hedge bond” within the meaning of Section 149(g) of the Code.

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

Section 19. Bond Registrar. The District covenants that it shall at all times retain a bond registrar with respect to the 2014 Bonds, that it will maintain at the designated office of such bond registrar a place where 2014 Bonds may be presented for payment and registration of transfer or exchange and that it shall require that the bond registrar maintain proper registration books and perform the other duties and obligations imposed upon the bond registrar by this ordinance in a manner consistent with the standards, customs and practices of the municipal securities business.

The bond registrar shall signify its acceptance of the duties and obligations imposed upon it by this ordinance by executing the certificate of authentication on any 2014 Bond, and by such execution the bond registrar shall be deemed to have certified to the District that it has all requisite power to accept, and has accepted such duties and obligations not only with respect to the 2014 Bond so authenticated but with respect to all the 2014 Bonds. The bond registrar is the agent of the District and shall not be liable in connection with the performance of its duties except for its own negligence or default. The bond registrar shall, however, be responsible for any representation in its certificate of authentication on the 2014 Bonds.

The District may remove the bond registrar at any time. In the event that the bond registrar shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the bond registrar, or of its property, shall be appointed, or if any public officer shall take charge or control of the bond registrar or of its property or affairs, the District covenants and agrees that it will thereupon appoint a successor bond registrar. The District shall mail notice of any such appointment made by it to each registered owner of 2014 Bonds within twenty days after such appointment.

Section 20. Book-Entry System. In order to provide for the initial issuance of the 2014 Bonds in a form that provides for a system of book-entry only transfers, the ownership of

one fully registered 2014 Bond for each maturity of each series, in the aggregate principal amount of such maturity, shall be registered in the name of Cede & Co., as a nominee of The Depository Trust Company, as securities depository for the 2014 Bonds. The Treasurer is authorized to execute and deliver on behalf of the District such letters to, or agreements with, the securities depository as shall be necessary to effectuate such book-entry system.

In the event that the securities depository shall resign or shall become incapable of acting, then the District shall appoint a successor securities depository to provide a system of book-entry only transfers for the 2014 Bonds, by written notice to the predecessor securities depository directing it to notify its participants (those persons for whom the securities depository holds securities) of the appointment of a successor securities depository.

If the system of book-entry only transfers for the 2014 Bonds is discontinued, then the District shall issue and the bond registrar shall authenticate, register and deliver to the beneficial owners of the 2014 Bonds, bond certificates in replacement of such beneficial owners' beneficial interests in the 2014 Bonds, all as shown in the records maintained by the securities depository.

Section 21. Defeasance and Payment of 2014 Bonds. (A) If the District shall pay or cause to be paid to the registered owners of the 2014 Bonds, the principal, premium, if any, and interest due or to become due thereon, at the times and in the manner stipulated therein and in this ordinance, then the pledge of Debt Service Tax Receipts, Stormwater Management Tax Receipts, securities and funds hereby pledged and the covenants, agreements and other obligations of the District to the registered owners and the beneficial owners of the 2014 Bonds shall be discharged and satisfied.

(B) Any 2014 Bonds or interest installments appertaining thereto, whether at or prior to the maturity or redemption date of such 2014 Bonds, shall be deemed to have been paid within the meaning of paragraph (A) of this Section if (1) in case any such 2014 Bonds are to be redeemed prior to the maturity thereof, there shall have been taken all action necessary to call such 2014 Bonds for redemption and notice of such redemption shall have been duly given or

provision shall have been made for the giving of such notice, and (2) there shall have been deposited in trust with a bank, trust company or national banking association acting as fiduciary for such purpose either (i) moneys in an amount which shall be sufficient, or (ii) "Federal Obligations" as defined in paragraph (C) of this Section, the principal of and the interest on which when due will provide moneys which, together with any moneys on deposit with such fiduciary at the same time for such purpose, shall be sufficient, to pay when due the principal of, redemption premium, if any, and interest due and to become due on, said 2014 Bonds on and prior to the applicable maturity date or redemption date thereof.

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

Section 22. Ordinance to Constitute a Contract. The provisions of this ordinance shall constitute a contract between the District and the registered owners of the 2014 Bonds. Any pledge made in this ordinance and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the District shall be for the equal benefit, protection and security of the owners of any and all of the 2014 Bonds. All of the 2014 Bonds, regardless of the time or times of their issuance, shall be of equal rank without preference, priority or distinction of any of the 2014 Bonds over any other thereof except as expressly provided in or pursuant to this ordinance. The Authorizing Ordinance and this ordinance shall constitute full authority for the issuance of the 2014 Bonds and to the extent that the provisions of the Authorizing Ordinance, as supplemented by this ordinance, conflict with the provisions of any

other ordinance or resolution of the District, the provisions of the Authorizing Ordinance, as so supplemented, shall control. If any section, paragraph or provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this ordinance.

Section 23. Publication. The Clerk is hereby authorized and directed to publish this ordinance in pamphlet form and to file copies thereof for public inspection in the office of the Clerk.

Section 24. Effective Date. This ordinance shall become effective upon its adoption.

ADOPTED this 6th day of November, 2014.

Approved: November 6, 2014.

ATTEST:

Clerk, Metropolitan Water Reclamation
District of Greater Chicago

President, Board of Commissioners
Metropolitan Water Reclamation District of
Greater Chicago

[SEAL]

Approved as to Form and Legality:

Head Assistant Attorney

General Counsel

Dated: November 6, 2014

RECORDED in the District Records on November 6, 2014.

CERTIFICATE

I, Jacqueline Torres, Clerk of the Metropolitan Water Reclamation District of Greater Chicago, hereby certify that the foregoing ordinance entitled: "An Ordinance Providing for the Issuance of Not to Exceed \$50,000,000 General Obligation Unlimited Tax Bonds (Alternate Revenue Source) of the Metropolitan Water Reclamation District of Greater Chicago," is a true copy of an original ordinance that was duly adopted by the recorded affirmative votes of a majority of the members of the Board of Commissioners of the District at a meeting thereof that was duly called and held at 10:00 a.m. on November 6, 2014, in the Board Room at 100 East Erie Street, in the City of Chicago, Illinois, and at which a quorum was present and acting throughout, and that said copy has been compared by me with the original ordinance signed by the President of the Board of Commissioners on November 6, 2014, published in pamphlet form on November 6, 2014 and recorded in the records of the District and that it is a correct transcript thereof and of the whole of said ordinance, and that said ordinance has not been altered, amended, repealed or revoked, but is in full force and effect.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the District, this _____ day of _____, 2014.

Clerk, Metropolitan Water Reclamation
District of Greater Chicago

(SEAL)