

**FILED**

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Sangamon County Clerk

RESOLUTION NO. 10-1

RESOLUTION AUTHORIZING EXECUTION OF AMENDMENT NUMBER 1 FOR THE COUNTY OF SANGAMON, ILLINOIS ECONOMIC DEVELOPMENT REVENUE BONDS (KIDZEUM PROJECT), SERIES 2017.

WHEREAS, the County of Sangamon, Illinois (the “Issuer”) has issued its Economic Development Revenue Bonds (Kidzeum Project), Series 2017 in the principal amount of \$2,380,000 dated July 14, 2017 (the “Bonds”) pursuant to the Industrial Building Revenue Bond Act, 50 ILCS 445/1, et seq., as amended and Resolution No. 8-1 adopted by the County Board on July 11, 2017; and

WHEREAS, the Issuer sold the Bonds to Town and Country Bank (the “Purchaser”) and loaned the proceeds from the sale to Children’s Museum Foundation Corporation, an Illinois not-for-profit corporation (the “Borrower”); and

WHEREAS, Resolution No. 8-1 also approved and authorized the following documents relating to the Bonds (together with the Bonds, the “Bond Documents”):

- (a) Loan Agreement, dated as of July 1, 2017 between the Issuer and the Borrower
- (b) Promissory Note dated July 14, 2017 in the amount of \$2,380,000 from the Borrower to the Issuer;
- (c) Assignment and Agreement, dated as of July 1, 2017, between the Issuer and the Purchaser;
- (d) Tax Compliance Agreement, dated as of July 1, 2017 (the “Tax Compliance Agreement”) between the Borrower and the Issuer; and
- (e) Bond Purchase Agreement, dated July 11, 2017 (the “Bond Purchase Agreement”), between the Issuer, the Borrower and the Purchaser; and

WHEREAS, the Borrower and the Purchaser desire to revise terms of the Bonds and the Bond Documents pursuant to Amendment Number 1 by and between the Issuer, the Borrower and the Purchaser in substantially the form presented at this meeting (“Amendment Number 1”); and

WHEREAS, upon amendment, the outstanding principal amount of the Bonds will not exceed \$1,510,000.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE COUNTY OF SANGAMON, ILLINOIS, AS FOLLOWS:

Section 1. Approval of Amendment Number 1. Amendment Number 1 is hereby approved for the purpose of amending the Bonds and the Bond Documents. The Chairman is authorized to execute Amendment Number 1 for and on behalf of the Issuer, and the County Clerk is authorized to attest same and to affix thereto the corporate seal of the Issuer. The

Chairman, County Clerk and other representatives of the Issuer are authorized to execute any and all documents necessary to effectuate this Resolution and Amendment No. 1.

Section 2. Amendment of Bond Documents. Amendment of the Bond Documents as described in Amendment Number 1 is approved. The forms, terms and provisions of the Bond Documents as amended by Amendment Number 1 are in all respects ratified and approved, and the Chairman and County Clerk are authorized, empowered and directed to execute and deliver Amendment Number 1 in the name and on behalf of the Issuer.

The Chairman and County Clerk are further authorized and directed for and on behalf of the Issuer, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this Resolution or to evidence said authority and to exercise and otherwise take all necessary action to the full realization of the rights, accomplishments and purposes of the Issuer under Amendment Number 1.

Section 3. Bank Qualification. To the extent not otherwise deemed designated as a “qualified tax exempt obligation” pursuant to Section 265(b)(3) of the Code, the Issuer hereby designates each of the Bonds as may be from time to time outstanding for purposes of Section 265(b)(3) of the Code as a “qualified tax exempt obligation”.

Section 4. Provisions in Conflict Repealed. All resolutions, and orders, or parts thereof, in conflict with the provisions of this Resolution are to the extent of such conflict, hereby repealed, and this Resolution shall be in full force and effect upon its passage and approval as required by law.

PASSED by the County Board this December 11, 2018.

\_\_\_\_\_  
Chairman of the County Board

(SEAL)

\_\_\_\_\_  
County Clerk

**CERTIFICATE**

I, Don Gray, hereby certify that I am the duly qualified and acting County Clerk of The County of Sangamon, Illinois and as such official I further certify that attached hereto is a copy of a RESOLUTION AUTHORIZING EXECUTION OF AMENDMENT NUMBER 1 FOR THE COUNTY OF SANGAMON, ILLINOIS ECONOMIC DEVELOPMENT REVENUE BONDS (KIDZEUM PROJECT), SERIES 2017, dated as of December 11, 2018 (the "Bond Resolution") adopted at the meeting of the County Board of The County of Sangamon, Illinois held on December 11, 2018; that I have compared said copy with the original Bond Resolution in my official custody; that said copy is true, correct and complete; and that as of the date hereof the attached Bond Resolution is still in full force and effect and has not been amended, repealed or rescinded.

I further certify that in accordance with the requirements of The Open Meetings Act, 5 ILCS 120/1, *et seq.*, public notice of the regular dates, times and places of the regular meetings of the County Board of The County of Sangamon, Illinois was given at the beginning of the 2018 calendar or fiscal year of The County of Sangamon, Illinois by posting a copy of such notice at the principal office of the County Board, namely at Room 201, Sangamon County Court House, 200 South Ninth Street, Springfield, Illinois, and by supplying copies of such notice to any local newspaper of general circulation or any local radio or television station that has filed an annual request for such notice.

I further certify that all meetings of the County Board concerning amendment of The County of Sangamon, Illinois Economic Development Revenue Bonds (Kidzeum Project), Series 2017 were held at times and places convenient to the public and specified in the notice regarding said meetings, and that said meetings were public meetings.

WITNESS my official signature and seal of The County of Sangamon, Illinois this December \_\_, 2018.

(SEAL)

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County Clerk