THE COUNTY OF SANGAMON, ILLINOIS

SANGAMON COUNTY

RESOLUTION NO. 13-1

RESOLUTION OF THE COUNTY OF SANGAMON, ILLINOIS PROVIDING FOR THE SALE AND ISSUANCE OF NOT TO EXCEED $8,500,000 TAXABLE LIMITED TAX GENERAL OBLIGATION BONDS, SERIES 2013 OF THE COUNTY OF SANGAMON, ILLINOIS, AND FOR THE LEVY OF A DIRECT ANNUAL TAX SUFFICIENT TO PAY THE PRINCIPAL AND INTEREST ON SAID BONDS.

ADOPTED BY

THE COUNTY BOARD

OF

THE COUNTY OF SANGAMON, ILLINOIS

THIS JULY 17, 2013

FILED

JUL 12 2013

Joe Aiello

Sangamon County Clerk

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BE IT ORDAINED BY THE COUNTY BOARD OF THE COUNTY OF SANGAMON, ILLINOIS, AS FOLLOWS:

Section 1. Findings and Determinations. It is found and declared by the County Board (the "**County Board**") of The County of Sangamon, Illinois (the "**County**"), as follows:

(a) The County is a duly organized and existing county created under the laws of the State of Illinois, and is now operating under and pursuant to the provisions of the Counties Code of the State of Illinois, 55 ILCS 5/1-1001 *et seq.*, as amended (the "**Counties Code**"), and is a "governmental unit" within the meaning of the Local Government Debt Reform Act of the State of Illinois, 30 ILCS 350/1 *et seq.*, as amended, (the "**Debt Reform Act**").

(b) The County Board has determined that it is advisable, necessary and in the best interests of the County to fund a self-insurance reserve fund with respect to any tort liabilities that the County may incur and to pay bond discount, if any, interest, bond reserve requirements, if any, legal and other financing and related administrative fees and costs (the "**Self-Insurance Reserve**"). The County is authorized by various provisions of the Counties Code to fund the Self-Insurance Reserve, and the Self-Insurance Reserve will further enable the County to perform duties imposed upon it by law.

(c) The County Board has determined that there are not sufficient funds on hand and legally available to pay the costs of the Self-Insurance Reserve and that the moneys necessary to pay the costs of the Self-Insurance Reserve shall be raised from an issuance of obligations of the County.

(d) Section 9-105 of the Local Governmental and Governmental Employees Tort Immunity Act, 745 ILCS 10/9-105 (the "**Tort Immunity Act**"), provides that the County may issue general obligation or revenue bonds, without referendum, for the purpose of creating a reserve for any cost, liability or loss against which the County is permitted to protect itself or self-insure in accordance with the provisions of Section 9-103 of the Tort Immunity Act.

(e) Section 9-103 of the Tort Immunity Act permits the extension of a levy (either directly or for the payment of debt service on bonds) for purposes of a self-insurance reserve so long as the effect of the levy is not to increase such self-insurance reserve beyond 125% of the actuary's or insurance underwriter's estimated ultimate losses at the 95% confidence level. The County has received the report of John Pierce, Consulting Actuary, providing that the applicable limit for a self-insurance reserve for the County is not less than $11,093,000.

(f) Section 15.01 of the Debt Reform Act provides in part that counties are authorized to issue such bonds as limited bonds payable from the "debt service extension base," as defined in the Property Tax Extension Limitation Law, 35 ILCS 200/18-185, and as such it is not necessary to submit the proposition of the issuance of the Series 2013 Bonds, as defined in Section 3 of this Resolution, to the voters of the County for approval.

(g) It is necessary and in the best interest of the County to borrow the sum not exceeding $8,500,000 in order to finance the costs of the Self-Insurance Reserve. Accordingly, the County shall issue the Series 2013 Bonds as "limited bonds" as defined in Section 3 of the Debt Reform Act in the aggregate principal amount to be identified by the Chairman in the Determination, which principal amount shall not exceed $8,500,000.

(h) The tax levy for debt service on the Series 2013 Bonds provided for in this Resolution for each levy year will not upon extension thereof exceed the debt service extension base.

(i) Pursuant to and in accordance with the provisions of the Bond Issue Notification Act of the State of Illinois, as amended, 30 ILCS 352/1 *et seq.*, the Chairman of the County Board as presiding officer called a public hearing (the "**Hearing**") for the 10th day of July 2013, concerning the intent of the County Board to sell the Series 2013 Bonds.

(j) Notice of the Hearing was given by (i) publication at least once not less than seven (7) or more than thirty (30) days before the date of the Hearing in the State Journal Register, the same being a newspaper of general circulation in the County, and (ii) posting at least 48 hours before the Hearing a copy of said notice at the principal office of the County.

(k) The Hearing was held on July 10, 2013 following the publication and posting of notice, at which the County Board explained the reasons for the proposed issuance of the Series 2013 Bonds and permitted persons desiring to be heard an opportunity to present written or oral testimony within reasonable time limits.

(l) The only long-term bonded indebtedness that the County has issued (prior to the issuance of the Series 2013 Bonds) and that is now outstanding consists of the following:

(i) Debt Certificates, Series 2010 in the original aggregate principal amount of $12,970,000, of which $12,440,000 remains outstanding.

The amount of all outstanding existing long-term bonded indebtedness of the County as described above (prior to the issuance of the Series 2013 Bonds), including all bonds, leases, installment contracts, judgments and other indebtedness, is not more than $13,496,910.

Section 1 of the Local Government Debt Limitation Act of the State of Illinois (50 ILCS 450/1 *et seq.*, as amended, the "**Local Government Debt Limitation Act**"), provides generally that, no county having a population less than 500,000 may incur any indebtedness which, when added to all existing indebtedness of the county, exceeds in aggregate amount an amount equal to 2.875% of the assessed valuation of all taxable property located within the county, as ascertained by the most recent assessment for state and county purposes as equalized by the Department of Revenue.

The County has a population of 197,465, as determined by the 2010 U.S. Census.

The aggregate assessed valuation of all taxable property in the County as assessed by the County and equalized by the Department of Revenue for the year 2005, being the most recent assessment now available, is $3,762,855,328.

Consequently, the debt limitation applicable to the County under the Local Government Debt Limitation Act equals $108,182,091 ($3,762,855,328 times 2.875%).

The Series 2013 Bonds will not, when added to all existing indebtedness of the County, cause the aggregate indebtedness of the County to exceed the debt limitation set forth above.

Section 2. Definitions; Rules of Interpretation

(a) In addition to terms defined elsewhere in this Resolution, the following capitalized terms shall have the following meanings when used in this Resolution, unless the context or use indicates otherwise:

"**Authenticating Agent**" means the Authenticating Agent appointed in Section 8, acting in the capacity of Authenticating Agent under this Resolution, and any successor to it appointed pursuant to Section 19.

"**Bond Holder**" or "**Bondholder**" means the registered owner of a Series 2013 Bond as shown on the Bond Register.

"**Bond Register**" means the bond registration books of the County maintained by the Bond Registrar pursuant to Section 10.

"**Bond Registrar**" means the Bond Registrar appointed in Section 8, or any successors to it appointed in accordance with Section 19.

"**Chairman**" means the Chairman of the County Board.

"**Continuing Disclosure Undertaking**" has the meaning given that term in Section 22.

"**Counties Code**" has the meaning given that term in Section 1(a).

"**County**" means The County of Sangamon, Illinois.

"**County Administrator**" means the County Administrator of the County.

"**County Board**" means the County Board of the County, the governing body of the County.

"**County Clerk**" means the County Clerk of the County.

"**County Treasurer**" means the County Treasurer of the County.

"**Debt Reform Act**" has the meaning given that term in Section 1(a).

"**Determination**" has the meaning given that term in Section 5.

"**Initial Purchaser**" means the initial purchaser of the Series 2013 Bonds pursuant to the Purchase Contract.

"**Letter of Representations**" has the meaning given that term in Section 11.

"**Official Statement**" means the securities disclosure document with respect to the Series 2013 Bonds in the form attached to this Resolution as ***Exhibit B***.

"**Paying Agent**" means the Paying Agent appointed in Section 8, or any successors to it appointed in accordance with Section 19.

"**Pledged Taxes**" means the meaning given that term in Section 14.

"**Purchase Contract**" means the purchase contract with respect to the Series 2013 Bonds between the County and the Initial Purchaser.

"**Resolution**" means this Resolution No. 13-____ adopted by the County Board on July 17, 2013.

"**Series 2013 Bond Fund**" means the fund of that name created in Section 15.

"**Series 2013 Bonds**" has the meaning given that term in Section 3.

"**Vice Chairman**" means the Vice Chairman of the County Board.

(b) The words "hereof," "herein," "hereunder" and other words of similar import refer to this Resolution as a whole.

(c) The headings of this Resolution are for convenience of reference only and shall not define or limit the provisions of this Resolution.

(d) Unless otherwise specified, reference to Sections and other subdivisions of this Resolution are to the designated Sections and other subdivisions of this Resolution as amended from time to time.

(e) References to the masculine shall include the feminine and neuter genders and vice versa and references to the singular shall include the plural and vice versa, unless the context or use indicates otherwise.

Section 3. Authorization of the Series 2013 Bonds. The aggregate sum not to exceed $8,500,000 shall be borrowed by the County to finance the costs of the Self-Insurance Reserve. As evidence of such indebtedness, the County shall issue, sell and deliver its Taxable Limited Tax General Obligation Bonds, Series 2013, in the aggregate principal amount not to exceed $8,500,000 (the "**Series 2013 Bonds**"). The County may incur the indebtedness represented by the Series 2013 Bonds without referendum as authorized by Section 15.01 of the Debt Reform Act.

Section 4. General Terms of the Series 2013 Bonds. The Series 2013 Bonds shall be initially dated as provided in the Determination. The Series 2013 Bonds shall bear interest from their date of delivery and issuance, and shall be issuable only as registered certificates without coupons in the denominations set forth in the Determination. Other than as provided in Section 5 hereof, the Series 2013 Bonds shall bear interest and be subject to payment, redemption and tender, as provided in the Determination. The principal of or redemption price due on the Series 2013 Bonds shall be payable in lawful money of the United States of America upon presentation thereof at the office maintained for such purpose of the Paying Agent as currently maintained, as may be relocated from time to time, or at a successor Paying Agency and locality.

Section 5. Bond Determination Delegation.

(a) Subject to the limitations contained in this Resolution, there is delegated to any two of the Chairman (or, in the absence of the Chairman, the Vice-Chairman), the County Treasurer or the County Administrator, the power, and such persons are authorized, to execute and deliver a written determination (the "**Determination**") establishing and approving the terms and conditions of the Series 2013 Bonds, the Official Statement and the Purchase Contract, in addition to those terms set forth above. The Determination shall establish:

(1) the principal amount of and the denominations of, the Series 2013 Bonds;

(2) whether the Series 2013 Bonds will be issued in one or multiple series;

(3) the maturity date of, the amortization schedule (if any) for, and the form of the Series 2013 Bonds;

(4) the interest rate on the Series 2013 Bonds, or the method of determining the interest rate on the Series 2013 Bonds;

(5) the tender dates of, and tender terms for, (if any) the Series 2013 Bonds;

(6) the manner in which the Series 2013 Bonds are to be sold and provisions for their sale consistent with this Resolution;

(7) the final forms of the Official Statement and the Purchase Contract;

(8) whether bond insurance will be purchased to insure payment of principal and/or interest on the Series 2013 Bonds;

(9) the requirements for defeasance of the Series 2013 Bonds;

(10) whether the Series 2013 Bonds will be subject to, and if so the requirements for, redemption prior to maturity;

(11) such other matters, actions, agreements or documents as are provided in the Official Statement, the Purchase Contract, the Series 2013 Bonds and this Resolution; and

(12) such other matters, actions, agreements or documents not inconsistent with the purposes of this Resolution as the persons executing the Determination shall see fit in order to accomplish the issuance, sale and delivery of the Series 2013 Bonds, including, without limitation, modifying and supplementing terms or conditions as specified in this Resolution in ways not materially affecting the terms of the financing authorized by this Resolution.

(b) The power delegated to the persons named above to execute and deliver the Determination pursuant to this subsection shall expire on February 28, 2014.

(c) In addition to the other limitations contained in this Resolution, the Determination shall not authorize:

(1) a principal amount of the Series 2013 Bonds in excess of $8,500,000;

(2) a final maturity for the Series 2013 Bonds later than December 15, 2025 years following the dated date of the Series 2013 Bonds;

(3) a sale price of the Series 2013 Bonds less than 98% of their principal amount;

(4) an interest rate for either the Series 2013 Bonds in excess of 7.5% per annum; or

(5) a fee payable at closing to or a purchase price discount for the benefit of the Initial Purchaser of the Series 2013 Bonds for underwriting the Series 2013 Bonds in excess of 2.5% of the principal amount of the Series 2013 Bonds.

Section 6. Sale and Delivery of the Series 2013 Bonds.

(a) Subject to the limitations contained in this Resolution, the provisions of Section 5 of this Resolution and the Determination, the sale of the Series 2013 Bonds to the Initial Purchaser pursuant to the Purchase Contract is authorized and approved and the officer or officers of the County designated in such Purchase Contract are authorized and directed to execute such Purchase Contract on behalf of the County. The Chairman, the Vice-Chairman, the County Administrator, the County Clerk, the County Treasurer and the County State's Attorney, or any of them, are authorized to take all action necessary or appropriate to carry out the issuance, sale and delivery of the Series 2013 Bonds as provided in the Purchase Contract, this Resolution and the Determination.

(b) The distribution and use of the Official Statement in substantially the form attached hereto as ***Exhibit B*** (and a preliminary version thereof, if deemed necessary or appropriate to market the Series 2013 Bonds) with respect to the Series 2013 Bonds is authorized and approved. The Official Statement as executed and delivered may contain such changes as shall be approved by the Chairman, the Vice-Chairman, the County Treasurer and the County Administrator or any of them, and the final form shall be appended to the Determination. Such officer or officers of the County as are indicated are hereby authorized to execute and deliver the Official Statement on behalf of the County.

(c) The Chairman, the Vice-Chairman, the County Treasurer and the County Administrator, or any of them, are authorized and directed to cause the Series 2013 Bonds to be registered in the name of the Initial Purchaser or placed in book-entry form with The Depository Trust Company.

Section 7. Execution and Authentication of Series 2013 Bonds

(a) *Execution*. Each Series 2013 Bond shall be executed by the manual or facsimile signature of the Chairman and the manual or facsimile signature of the County Clerk and shall have the corporate seal of the County affixed to or impressed on it (or a facsimile of that seal printed on it). The Chairman and the County Clerk (if they have not already done so) are authorized to file with the Illinois Secretary of State their manual signatures certified by them pursuant to the Uniform Facsimile Signatures of Public Officials Act, as amended, which shall authorize the use of their facsimile signatures to execute the Series 2013 Bonds. Each Series 2013 Bond so executed shall be as effective as if manually executed. In case any officer of the County whose signature or a facsimile of whose signature appears on the Series 2013 Bonds shall cease to be such officer before authentication and delivery of any of the Series 2013 Bonds, that signature or facsimile signature shall nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until authentication and delivery.

(b) *Authentication*. No Series 2013 Bond shall be valid for any purpose unless and until a certificate of authentication on that Series 2013 Bond substantially in the form set forth in the bond form attached as ***Exhibit A*** and incorporated in Section 13 of this Resolution shall have been duly executed by an authorized officer of the Authenticating Agent appointed below. That certificate upon any Series 2013 Bond shall be conclusive evidence that the Series 2013 Bond has been authenticated and delivered under this Resolution. It shall not be necessary that the same officer sign the certificate of authentication on all of the Series 2013 Bonds.

Section 8. Appointment of Bond Registrar, Paying Agent and Authenticating Agent. U.S. Bank National Association of Chicago, Illinois, is appointed as Bond Registrar, Paying Agent and Authenticating Agent under this Resolution.

Section 9. Payment of Principal and Interest. The Series 2013 Bonds shall be payable in lawful money of the United States of America at the principal office of the Paying Agent. The principal of each Series 2013 Bond shall be payable at maturity upon presentment of the Series 2013 Bond at the principal office of the Paying Agent. Interest on each Series 2013 Bond shall be payable on each interest payment date by check or draft of the Paying Agent mailed to the person in whose name that Series 2013 Bond is registered on the books of the Bond Registrar at the close of business on the 15th day preceding that interest payment date.

Section 10. Registration, Transfer and Exchange of Series 2013 Bonds. The Series 2013 Bonds shall be negotiable, subject to the following provisions for registration and registration of transfer. The County shall maintain or cause to be maintained books for the registration of the Series 2013 Bonds at the principal office of the Bond Registrar. Each Series 2013 Bond shall be registered on those books. Transfer of each Series 2013 Bond shall be registered on those books only upon surrender of that Series 2013 Bond to the Bond Registrar by the registered owner or his or her attorney duly authorized in writing together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his or her duly authorized attorney. Upon surrender of a Series 2013 Bond for registration of transfer, the County shall execute and the Authenticating Agent shall authenticate and deliver, in the name of the transferee, one or more new Series 2013 Bonds of the same aggregate principal amount and of the same maturity as the Series 2013 Bonds surrendered.

Series 2013 Bonds may be exchanged, at the option of the registered owner, for an equal aggregate principal amount of Series 2013 Bonds of any other authorized denominations upon surrender of those Series 2013 Bonds at the principal 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 his or her duly authorized attorney.

In all cases in which the privilege of exchanging or transferring Series 2013 Bonds is exercised, the County shall execute, the Authenticating Agent shall authenticate, and the Bond Registrar shall deliver, Series 2013 Bonds in accordance with the provisions of this Resolution. All Series 2013 Bonds surrendered in any exchange or transfer shall be canceled immediately by the Bond Registrar. The County is authorized to prepare, and if the County does so, the Bond Registrar (or such other agent as the County Board may from time to time designate) shall maintain custody of, multiple blank Series 2013 Bonds executed on behalf of the County as provided in Section 7 for use in connection with the transfer and exchange of Series 2013 Bonds.

For every exchange or registration of transfer of Series 2013 Bonds, the County or the Bond Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge, other than one imposed by the County, required to be paid with respect to that exchange or transfer, and payment of that charge by the person requesting exchange or registration of transfer shall be a condition precedent to that exchange or registration of transfer. No other charge may be made by the County or the Bond Registrar as a condition precedent to exchange or registration of transfer of any Series 2013 Bond.

The Bond Registrar shall not be required to exchange or register the transfer of any Series 2013 Bond during the period from the close of business on the 1st day of the month in which an interest payment date on the Series 2013 Bonds is scheduled to the opening of business on such interest payment date.

Section 11. Book - Entry Only System for the Series 2013 Bonds

(a) _General._ The Series 2013 Bonds shall be initially issued in the form of a separate single fully registered 2013 Bond for each of the maturities. Upon initial issuance, the ownership of each such Series 2013 Bond shall be registered in the Bond Register in the name of the Initial Purchaser or Cede & Co., as nominee of The Depository Trust Corporation ("**DTC**").

(b) _Limitations on Obligations._ With respect to Series 2013 Bonds registered in the Bond Register in the name of Cede & Co., as nominee of DTC, the County, the Paying Agent and the Bond Registrar shall have no responsibility or obligation to any participating member of DTC ("**DTC Participant**") or to any person on behalf of whom such a DTC Participant holds an interest in the Series 2013 Bonds. Without limiting the immediately preceding sentence, the County, the Paying Agent and the Bond Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any DTC Participant with respect to any ownership interest in the Series 2013 Bonds, (ii) the delivery to any DTC Participant or any other person, other than a Series 2013 Bond holder, as shown in the Bond Register, of any notice with respect to the Series 2013 Bonds, including any notice of redemption, or (iii) the payment to any DTC Participant or any other person, other than a Series 2013 Bond holder, as shown in the Bond Register, of any amount with respect to principal of, premium, if any, or interest on the Series 2013 Bonds.

(c) _Persons Treated as Owners under Book-Entry Only System._ Notwithstanding any other provision of this Resolution to the contrary, the County, the Bond Registrar and each Paying Agent, if any, shall be entitled to treat and consider the person in whose name such Series 2013 Bond is registered in the Bond Register as the absolute owner of such Series 2013 Bond for the purpose of payment of principal, premium, if any, and interest on such Series 2013 Bond, for the purpose of giving notices of redemption and other matters with respect to such Series 2013 Bond, for the purpose of registering transfers with respect to such Series 2013 Bond, and for all other purposes whatsoever. The Bond Registrar and each Paying Agent, if any, shall pay all principal of, premium, if any, and interest on the Series 2013 Bonds only to or upon the order of the respective Series 2013 Bond holders, as shown in the Bond Register as provided in this Resolution, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to satisfy and discharge the County's obligations fully with respect to payment of principal of, premium, if any, and interest on the Series 2013 Bonds to the extent of the sum or sums so paid. No person other than a Series 2013 Bond holder, as shown in the Bond Register, shall receive a Series 2013 Bond evidencing the obligation of the County to make payments of principal, premium, if any, and interest pursuant to this Resolution.

(d) _Substitution of DTC Nominee._ Upon delivery by DTC to the Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Resolution, with respect to interest checks or drafts being mailed to the registered owner as of the close of business on the Record Date, the words "Cede & Co." in this Resolution shall refer to such new nominee of DTC; and upon receipt of such a notice the Bond Registrar shall promptly deliver a copy of the same to each Paying Agent, if any.

(e) *Successor Securities Depository; Transfers Outside Book-Entry Only System*. If the bonds are registered in book-entry form and the County or the Bond Registrar determines that DTC is incapable of discharging its responsibilities described in this Resolution and in the Letter of Representations applicable to the Series 2013 Bonds (the "**Letter of Representations**") or that it is in the best interest of the beneficial owners of the Series 2013 Bonds that they be able to obtain certificated Series 2013 Bonds, the County or the Bond Registrar shall (i) appoint a successor securities depository, qualified to act as such under Section 17(a) of the Securities Act of 1934, as amended, notify DTC and DTC Participants of the appointment of such successor securities depository and transfer one or more separate Series 2013 Bond certificates to such successor securities depository, or (ii) notify DTC and DTC Participants of the availability through DTC of Series 2013 Bond certificates and transfer one or more separate Series 2013 Bond certificates to DTC Participants having Series 2013 Bonds credited to their DTC accounts. In such event, the Series 2013 Bonds shall no longer be restricted to being registered in the Bond Register in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names Series 2013 Bond holders transferring or exchanging Series 2013 Bonds shall designate, in accordance with the provisions of this Resolution.

(f) *Payments and Notices to DTC Nominee*. Notwithstanding any other provision of this Resolution to the contrary, so long as any of the Series 2013 Bonds is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Series 2013 Bond and all notices with respect to such Series 2013 Bond shall be made and given, respectively, in the manner provided in the Letter of Representations. The Bond Registrar shall request in each notice sent to Cede & Co. pursuant to the terms of this Resolution that Cede & Co. forward or cause to be forwarded such notice to the DTC Participants, but neither the Bond Registrar nor the County shall be liable if the Bond Registrar fails to make such request or if Cede & Co. fails to honor such request.

(g) *Letter of Representations*. The Chairman or, in his absence, the Vice-Chairman, the County Clerk, the County Treasurer or the County Administrator are each authorized to execute and deliver the Letter of Representations to DTC and the Paying Agent substantially in the form of DTC's standard form of "Letter of Representations for Book-Entry-Only Municipal Bonds."

Section 12. Persons Treated as Owners of Series 2013 Bonds. The County, the Paying Agent and the Bond Registrar may treat the registered owner of any Series 2013 Bond as its absolute owner, whether or not that Series 2013 Bond is overdue, for the purpose of receiving payment of the principal of or interest on that Series 2013 Bond and for all other purposes, and neither the County, the Bond Registrar nor the Paying Agent shall be affected by any notice to the contrary. Payment of the principal of and interest on each Series 2013 Bond shall be made only to its registered owner, and all such payments shall be valid and effective to satisfy the obligation of the County on that Series 2013 Bond to the extent of the amount paid.

Section 13. Form of the Series 2013 Bonds. The Series 2013 Bonds shall be in substantially the form set forth in ***Exhibit A*** to this Resolution, which Exhibit is incorporated by reference into this Section 13 and shall for all purposes be a part of this Resolution.

Section 14. Tax Levy. In order to provide for the collection of a direct annual tax (the "**Pledged Taxes**") to pay the interest on the Series 2013 Bonds as it falls due, and also to pay and discharge the principal of the Series 2013 Bonds at maturity, there be and there is hereby levied upon all the taxable property within the County a direct annual tax sufficient for that purpose in addition to all other taxes. The specific amounts and years of such levy shall be set forth in the Determination. Principal or interest on the Series 2013 Bonds falling due at any time when there are insufficient funds on hand to pay the same shall be paid promptly when due from the general funds of the County. Those general funds shall be reimbursed from the amounts derived from the Pledged Taxes when those amounts shall be on hand and not needed for paying other payments of interest and principal then coming due on the Series 2013 Bonds.

Section 15. Series 2013 Bond Fund.

(a) There is created a special fund of the County, which fund shall be held separate and apart from all other funds and accounts of the County and shall be known as the "Limited Tax General Obligation Bonds, Series 2013 Debt Service Fund" (the "**Series 2013 Bond Fund**"). The Series 2013 Bond Fund shall be a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the County by this Resolution.

(b) The Pledged Taxes shall be immediately deposited as received to the credit of the Series 2013 Bond Fund. Such amounts, together with all interest and other investment earnings on those amounts, are appropriated and set aside for the purposes of paying the maturing principal of and interest on the Series 2013 Bonds when due. Investment earnings on moneys on deposit in the Series 2013 Bond Fund shall be retained in the Series 2013 Bond Fund and used to pay the maturing principal of and interest on the Series 2013 Bonds on the next interest payment date after their receipt.

(c) Moneys on deposit in the Series 2013 Bond Fund may be invested from time to time pursuant to any authorization granted to counties by Illinois statute or court decision. Any such investments may be sold from time to time by the County as moneys are needed for the purposes for which the Series 2013 Bond Fund has been created. In addition, the County Treasurer shall sell such investments when necessary to remedy any deficiency in the Series 2013 Bond Fund.

Section 16. Filing of Resolution; Duties of County Clerk. A certified copy of the Resolution and the Determination shall be filed with the County Clerk prior to September 1, 2013. It shall be the duty of the County Clerk annually for each of the years 2012 to 2025, inclusive, to ascertain the rate necessary to produce the tax levied in this Resolution and the Determination and to extend that tax for collection over the tax books against all of the taxable property situated within the County, without limitation as to rate, in connection with other taxes levied in each of said years for general County purposes. Such taxes shall be computed, extended and collected in the same manner as is now or may subsequently be provided for the computation, extension and collection of taxes for general purposes of the County. The taxes levied and extended pursuant to this Resolution shall be in addition to all other taxes levied by the County.

Section 17. Application of Series 2013 Bond Proceeds; Project Fund. The proceeds derived from the sale of the Series 2013 Bonds shall be applied as follows:

(a) Proceeds of sale of the Series 2013 Bonds, in the amount necessary, may be applied directly to pay expenses of issuance of the Series 2013 Bonds at the time the Series 2013 Bonds are issued.

(b) The remaining proceeds of sale of the Series 2013 Bonds shall be deposited for purposes of the Self-Insurance Reserve in an account designated for such purpose by the County.

Within sixty (60) days after depletion of the Project Fund or payment of all costs of the Project, as herein referred to, the County Treasurer shall certify to the County Board the fact of such depletion or the County officer in responsible charge of the Project shall certify to the County 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 County Board, funds (if any) remaining in the Project Fund shall be credited by the County Treasurer to the Series 2013 Bond Fund, and the Project Fund shall be closed.

All amounts received upon the sale of the Series 2103 Bonds, together with all interest and other investment earnings on those amounts, are appropriated and set aside for the purposes for which the Series 2013 Bonds are being issued as set forth in this Resolution.

Section 18. This Resolution a Contract. Upon issuance of the Series 2013 Bonds, the provisions of this Resolution shall constitute a contract between the County and the registered owners of the Series 2013 Bonds, and no changes, additions or alterations of any kind shall be made to this Resolution, except as provided in this Resolution.

Section 19. Bond Registrar, Paying Agent and Authenticating Agent Covenants. If requested by the Bond Registrar, the Chairman and County Clerk are authorized to execute the Bond Registrar's standard form of agreement(s) between the County and the Bond Registrar with respect to the obligations and duties of the Bond Registrar, Paying Agent and Authenticating Agent under this Resolution. Subject to modification by the express terms of any such agreement, such duties shall include the following:

(i) to act as Bond Registrar, Paying Agent, Authenticating Agent and/or Transfer Agent as provided in this Resolution;

(ii) to maintain a list of Series 2013 Bond holders as set forth in this Resolution and to furnish such list to the County upon request, but otherwise to keep such list confidential to the extent permitted by law;

(iii) to cancel and/or destroy Series 2013 Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer;

(iv) to furnish the County at least annually a certificate with respect to Series 2013 Bonds cancelled and/or destroyed; and

(v) to furnish the County at least annually an audit confirmation of Series 2013 Bonds paid, Series 2013 Bonds outstanding and payments made with respect to interest on the Series 2013 Bonds.

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

The County covenants with respect to the Bond Registrar, and the Bond Registrar further covenants and agrees, as follows:

(i) The County shall at all times retain a Bond Registrar with respect to the Series 2013 Bonds; it will maintain at the designated office(s) of such Bond Registrar a place or places where Series 2013 Bonds may be presented for payment, registration, transfer or exchange; and it will require that the Bond Registrar properly maintain the Bond Register and perform the other duties and obligations imposed upon it by this Resolution in a manner consistent with the standards, customs and practices of the municipal securities industry.

(ii) The Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Resolution by executing the certificate of authentication on any Series 2013 Bond, and by such execution the Bond Registrar shall be deemed to have certified to the County that it has all requisite power to accept and has accepted such duties and obligations not only with respect to the Series 2013 Bonds so authenticated but with respect to all the Series 2013 Bonds. The Bond Registrar shall be the agent of the County and shall not be liable in connection with the performance of its duties except for its own negligence or willful wrongdoing. The Bond Registrar shall, however, be responsible for any representation in its certificate of authentication on Series 2013 Bonds.

(iii) The County may remove the Bond Registrar at any time. If at any time the Bond Registrar shall resign, shall be removed, shall become incapable of acting, or shall be adjudicated 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 County covenants and agrees that it will promptly appoint a successor Bond Registrar. The County shall give notice by certified mail of any such appointment made by it to each registered owner of any Series 2013 Bond within twenty (20) days after such appointment. Any successor Bond Registrar appointed under the provisions of this Section shall be a bank, trust company, or national banking association maintaining its principal corporate trust office in Illinois, having trust powers and having capital and surplus and undivided profits in excess of $25,000,000.

Section 20. General Covenants. The County covenants with the holders of the Series 2013 Bonds from time to time outstanding that, so long as any Series 2013 Bonds remain outstanding:

(i) it will punctually pay or cause to be paid from the Series 2013 Bond Fund the principal of, interest on and premium, if any, to become due in respect to the Series 2013 Bonds in strict conformity with the terms of the Series 2013 Bonds and this Resolution, and it will faithfully observe and perform all of the conditions, covenants and requirements of the Series 2013 Bonds and this Resolution;

(ii) it will pay and discharge, or cause to be paid and discharged, from the Series 2013 Bond Fund any and all lawful claims which, if unpaid, might become a lien or charge upon the Series 2013 Bond Fund, or upon any funds in the hands of the Paying Agent, or which might impair the security of the Series 2013 Bonds. This covenant does not require the County to make any such payment so long as the County in good faith shall contest the validity of said claims;

(iii) it will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the County, in which complete and correct entries shall be made of all transactions relating to the Project and to the Series 2013 Bond Fund, and such books of record and accounts shall be at all times during normal business hours subject to the inspection of the holders of not less than ten percent (10.0%) of the aggregate principal amount of the outstanding Series 2013 Bonds or their representatives duly authorized by them in writing;

(iv) it will preserve and protect the security of the Series 2013 Bonds and the rights of the registered owners of the Series 2013 Bonds, and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Series 2013 Bonds by the County, the Series 2013 Bonds shall be incontestable by the County; and

(v) it will adopt, make, execute and deliver any and all such further ordinances, resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention of, or to facilitate the performance of, this Resolution, and for the better assuring and confirming unto the registered owners of the Series 2013 Bonds of the rights and benefits provided in this Resolution.

Section 21. Aggregate Tax Levy Covenant. The County certifies and covenants that as of the date of this Resolution, the aggregate tax levy for each levy year to pay debt service on "limited bonds" (as defined in Section 3 of the Debt Reform Act) of the County including the Series 2013 Bonds does not exceed the "debt service extension base," as defined in Section 18-185 of the Property Tax Extension Limitation Law. The County further covenants that it will not issue limited bonds or other bonds the debt service on which would so reduce that amount available such that the aggregate tax levy extension for any levy year to pay debt service on limited bonds, including the Series 2013 Bonds, would exceed the debt service extension base.

Section 22. Continuing Disclosure.

(a) So long as any Series 2013 Bonds are outstanding, and to the extent required by law, the County will provide continuing disclosure of information concerning its financial condition to Bondholders, either directly or through a designated repository or by similar means.

(b) The Chairman and the County Clerk are each authorized, empowered and directed to execute and deliver a Continuing Disclosure Undertaking (the "**Continuing Disclosure Undertaking**") in substantially the same form as used in connection with prior County bond issues, or with such changes as the officer executing the Continuing Disclosure Undertaking on behalf of the County shall approve, his or her execution to constitute conclusive evidence of his or her approval of such changes.

(c) When the Continuing Disclosure Undertaking is executed and delivered on behalf of the County, the Continuing Disclosure Undertaking will be binding on the County and the officers, employees and agents of the County. The officers, employees and agents of the County are authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Undertaking as executed.

(d) Notwithstanding any other provision of this Resolution, the sole remedies for failure to comply with the Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Series 2013 Bond to seek mandamus or specific performance by court order to cause the County to comply with its obligations under the Continuing Disclosure Undertaking.

Section 23. Additional Authority. The Chairman, the County Treasurer, the County Clerk, the County Administrator and the other officers and employees of the County are authorized to execute and deliver on behalf of the County such other documents, agreements and certificates and to do such other things consistent with the terms of this Resolution as such officers and employees shall deem necessary or appropriate in order to effectuate the intents and purposes of this Resolution, including without limitation to make any representations and certifications they deem proper pertaining to the Official Statement.

Section 24. Conflicting Resolutions, Etc. All ordinances, resolutions and orders or parts of ordinances, resolutions and orders in conflict with this Resolution are repealed to the extent of such conflict.

Section 25. Severability. If any section, paragraph, clause or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Resolution.

Section 26. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption. This Resolution shall be published in pamphlet form as soon as possible after its adoption.

PASSED by the County Board of The County of Sangamon, Illinois this July 17, 2013.

Voting Aye: ____

Voting Nay: ____

Absent: ____

APPROVED AND SIGNED by the Chairman of the County Board this July ___, 2013.

____
Chairman of the County Board

[SEAL]

ATTEST:

____
County Clerk

Finance Committee

A. Van Meter

706825255

EXHIBIT A

[Form of Series 2013 Bonds]

[Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("**DTC**"), to the County or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

UNITED STATES OF AMERICA

STATE OF ILLINOIS

THE COUNTY OF SANGAMON

TAXABLE LIMITED TAX GENERAL OBLIGATION BOND,
SERIES 2013

BOND NO. R-________ PRINCIPAL AMOUNT: $_____________

DATE OF BOND: [___________, 2013] INTEREST RATE: ________________%

[CUSIP NUMBER: _____________] DATE OF MATURITY: DECEMBER 15, 20__

REGISTERED OWNER: [CEDE & CO.]

The County of Sangamon, Illinois (the "**County**"), for value received, promises to pay to the Registered Owner specified above or that person's registered assigns, upon presentation and surrender of this Bond at the principal corporate trust office of U.S. Bank National Association (the "**Paying Agent**"), the Principal Amount of this Bond specified above on the Date of Maturity specified above and to pay to the Registered Owner of this Bond interest on that sum at the Interest Rate per year specified above from the Date of Bond specified above to the date of payment of this Bond, payable semi-annually on June 15th and December 15th of each year, with the first interest payment date being June 15, 2014. Interest shall be computed on the basis of a 360-day year of twelve 30-day months. Interest on this Bond shall be payable on each interest payment date by check or draft of the Paying Agent mailed to the person in whose name this Bond is registered at the close of business on the 15th day preceding that interest payment date. The principal of and interest on this Bond are payable in lawful money of the United States of America. No interest shall accrue on this Bond after its Date of Maturity unless this Bond shall have been presented for payment at maturity and shall not then have been paid.

This Bond is one of an authorized issue of Bonds in the aggregate principal amount of $8,500,000, the proceeds of which are to be used to fund a self-insurance reserve fund with respect to any tort liabilities that the County may incur, bond discount, if any, interest, bond reserve requirements, if any, legal and other financing and related administrative fees and costs, as described in the Resolution of the County adopted on July 17, 2013 authorizing the issuance and sale of this Bond and the issue of Bonds of which it is a part (the "**Resolution**"). This Bond was issued in accordance with the Illinois Constitution, the Local Government Debt Reform Act, the Illinois Counties Code, and pursuant to the Resolution. This Bond and the issue of which it is a part (together, the "**Bonds**") have been issued by the County upon full payment for them as provided in the Resolution.

The Bonds are limited bonds pursuant to Sections 3 and 15.01 of the Local Government Debt Reform Act (30 ILCS 350/3). Taxes have been levied in an amount sufficient to make prompt payment of both principal of and interest on the Bonds. The County has covenanted that as of the date of the Resolution, the aggregate tax levy for such year to pay debt service on limited bonds will not exceed the amount authorized to be levied pursuant to the Property Tax Extension Limitation Law (35 ILCS 200/18-185 *et seq.* (the "**Act**"), said amount being referred to in Section 18-185 of the Act as "debt service extension base." The County has covenanted that it has not issue limited bonds or other bonds the debt service on which would so reduce that amount available that the aggregate tax levy extension for any levy year to pay debt service on limited bonds, including the Bonds, would exceed the debt service extension base.

The issuance of the Bond does not cause the indebtedness of the County to exceed any limitation under the laws of the State of Illinois.

The Bonds are not subject to redemption prior to their maturity.

This Bond is negotiable, subject to the following provisions for registration and registration of transfer. U.S. Bank National Association maintains books for the registration and registration of transfer of Bonds at its principal office in Chicago, Illinois, as Bond Registrar and Authenticating Agent appointed in the Resolution (the "**Bond Registrar**"). This Bond is registered on those books, and transfer of this Bond may be registered on those books only upon surrender of this Bond to the Bond Registrar by the registered owner or his or her attorney duly authorized in writing together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his or her duly authorized attorney. Upon surrender of this Bond for registration of transfer, a new Bond or Bonds in the same aggregate principal amount will be issued to the transferee as provided in the Resolution.

The Bonds are issued in fully registered form in the denominations of $5,000 each or authorized integral multiples thereof. This Bond may be exchanged, at the option of the registered owner, for an equal aggregate principal amount of Bonds of any other authorized denominations upon surrender of this Bond at the principal office of the Bond Registrar together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his or her duly authorized attorney.

For every exchange or registration of transfer of this Bond, the County or the Bond Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge, other than one imposed by the County, required to be paid with respect to that exchange or transfer, and payment of that charge by the person requesting exchange or registration of transfer shall be a condition precedent to that exchange or registration of transfer. No other charge may be made by the County or the Bond Registrar as a condition precedent to exchange or registration of transfer of this Bond.

The Bond Registrar will not be required to exchange or register the transfer of this Bond during the period from the close of business on the 1st day of the month in which an interest payment date on the Bonds is scheduled to the opening of business on such interest payment date.

The County, the Paying Agent and the Bond Registrar may treat the registered owner of this Bond as its absolute owner, whether or not this Bond is overdue, for the purpose of receiving payment of the principal of or interest on this Bond and for all other purposes, and neither the County, the Bond Registrar nor the Paying Agent shall be affected by any notice to the contrary. Payment of the principal of and interest on this Bond shall be made only to its registered owner, and all such payments shall be valid and effective to satisfy the obligation of the County on this Bond to the extent of the amount paid.

All conditions which by law must have existed or must have been fulfilled in the issuance of this Bond existed and were fulfilled in compliance with law. The issuance of the Bonds by the County will not cause the County to exceed or violate any applicable limitation or condition respecting the issuance of Bonds imposed by the laws of Illinois or by any ordinance or resolution of the County. The Bonds are issued for purposes for which the County is authorized by law to issue its debt obligations.

This Bond shall not be valid for any purpose unless and until the certificate of authentication on this Bond shall have been duly executed by the Authenticating Agent.

IN WITNESS WHEREOF, The County of Sangamon, Illinois, by its County Board, has caused this Bond to be executed by the manual or facsimile signature of its Chairman of the County Board and the manual or facsimile signature of its County Clerk and has caused its corporate seal to be affixed to or impressed on this Bond (or a facsimile of its seal to be printed on this Bond), all as of the Date of Bond specified above.

THE COUNTY OF SANGAMON, ILLINOIS

By:______________________________
Chairman of the County Board

[SEAL]
ATTEST:

____
County Clerk

[Form of Certificate of Authentication]

This Bond is one of the Bonds described in the Resolution authorizing the issuance of $8,500,000 Limited Tax General Obligation Bonds, Series 2013, of The County of Sangamon, Illinois.

U.S. BANK NATIONAL ASSOCIATION,
as Authenticating Agent

By:______________________________
Authorized Officer

[FORM OF ASSIGNMENT]

The following abbreviations, when used in the inscription on this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

UNIF GIFT MIN ACT - _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to
Minors Act____________
(State)

TEN COM — as tenants in common
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right of survivorship and not as tenants in common

Additional abbreviations may also be used though not in the above list.

ASSIGNMENT

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

____

(Name, Address and Tax Identification Number of Assignee)

the within Bond and does irrevocably constitute and appoint ____________________________ 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 Certificate in every particular, without alteration or enlargement or any change whatever.

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations and credit unions with membership in approved Signature Guarantee Medallion Program).

EXHIBIT B

Form of Official Statement

[See Attached.]

This Preliminary Official Statement and certain of the information contained herein is in a form deemed final for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (except for the omission of certain information permitted to be omitted under Rule 15c2-12(b)(1)). The information herein is subject to revision, completion or amendment in a final Official Statement. The Certificates may not be sold, nor may an offer to buy be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

<u>NEW ISSUE</u> - **BOOK-ENTRY ONLY**

RATING: See **"INVESTMENT RATING"** herein

Date of Sale: Wednesday, July 17, 2013
10:00 A.M. - 10:15 A.M., C.D.T.
(Open Speer Auction Internet Sale)

Moody's Investors Service ...
(Rating Requested)

Preliminary Official Statement Dated ___________, 2013- ***DRAFT - 6/27/13***

In the opinion of Mayer Brown LLP, Bond Counsel, under existing law, interest on the Bonds is not excludable from gross income of the owners thereof for federal income tax purposes and that interest on the Bonds is not exempt from present Illinois income taxes. See "TAX MATTERS" herein for a more complete discussion.

$8,170,000*

THE COUNTY OF SANGAMON, ILLINOIS

Taxable Limited Tax General Obligation Bonds, Series 2013

Dated Date of Delivery **Book-Entry** **Non-Callable** **Due Serially December 15, 2014-2023**

The $8,170,000* Taxable Limited Tax General Obligation Bonds, Series 2013 (the "Bonds") are being issued by The County of Sangamon, Illinois (the "County"). Interest is payable semiannually on June 15 and December 15 of each year, commencing June 15, 2014. Interest is calculated based on a 360-day year of twelve 30-day months. The Bonds will be issued using a book-entry system. The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds. The ownership of one fully registered Bond for each maturity will be registered in the name of Cede & Co., as nominee for DTC and no physical delivery of Bonds will be made to purchasers. The Bonds will mature on December 15, in the following years and amounts.

AMOUNTS*, MATURITIES, INTEREST RATES, PRICES OR YIELDS AND CUSIP NUMBERS

Principal Amount*	Due Dec. 15	Interest Rate	Yield	CUSIP	Principal Amount*	Due Dec. 15	Interest Rate	Yield	CUSIP
$220,000	... 2014	____%	____%	____	$ 865,000	... 2019	____%	____%	____
415,000	... 2015	____%	____%	____	990,000	... 2020	____%	____%	____
520,000	... 2016	____%	____%	____	1,120,000	... 2021	____%	____%	____
630,000	... 2017	____%	____%	____	1,260,000	... 2022	____%	____%	____
745,000	... 2018	____%	____%	____	1,405,000	... 2023	____%	____%	____

Any consecutive maturities may be aggregated into term bonds at the option of the bidder, in which case the mandatory redemption provisions shall be on the same schedule as above.

NO OPTIONAL REDEMPTION

The Bonds are **not** subject to optional redemption prior to maturity.

PURPOSE, LEGALITY AND SECURITY

Bond proceeds will be used to (i) fund a self-insurance reserve fund with respect to any tort liabilities the County may incur, and (ii) to pay the costs of issuance of the Bonds. See **"THE PROJECT"** herein.

In the opinion of Bond Counsel, Mayer Brown LLP, Chicago, Illinois, the Bonds are valid and legally binding upon the County, and all taxable property of the County is subject to the levy of ad valorem taxes to pay the same without limitation as to rate. The amount of said taxes that may be extended to pay the Bonds is, however, limited as provided by law. The enforceability of the Bonds against the County may be limited by bankruptcy, insolvency, moratorium, reorganization and other similar laws affecting creditors' rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion. See **"THE DESCRIPTION OF THE BONDS"** herein.

This Official Statement is dated July __, 2013, and has been prepared under the authority of the County. An electronic copy of this Official Statement is available from the www.speerfinancial.com web site under "Debt Auction Center/Competitive Official Statement Sales Calendar". Additional copies may be obtained from Mr. Brian McFadden, County Administrator, The County of Sangamon, 200 South Ninth Street, Springfield, Illinois 62701, or from the Independent Public Finance Consultants to the County:

Established 1954

Speer Financial, Inc.

INDEPENDENT PUBLIC FINANCE CONSULTANTS

ONE NORTH LASALLE STREET, SUITE 4100 • CHICAGO, ILLINOIS 60602
Telephone: (312) 346-3700; Facsimile: (312) 346-8833
www.speerfinancial.com

**Subject to change.*

For purposes of compliance with Rule 15c2-12 of the Securities and Exchange Commission, this document, as the same may be supplemented or corrected by the County from time to time (collectively, the "Official Statement"), may be treated as an Official Statement with respect to the Bonds described herein that is deemed near final as of the date hereof (or the date of any such supplement or correction) by the County.

The Official Statement, when further supplemented by an addendum or addenda specifying the maturity dates, principal amounts and interest rates of the Bonds, together with any other information required by law or deemed appropriate by the County, shall constitute a "deemed final" Official Statement of the County with respect to the Bonds, as that term is defined in Rule 15c2-12. Any such addendum shall, on and after the date thereof, be fully incorporated herein and made a part hereof by reference.

No dealer, broker, salesman or other person has been authorized by the County to give any information or to make any representations with respect to the Bonds other than as contained in the Official Statement or the Final Official Statement and, if given or made, such other information or representations must not be relied upon as having been authorized by the County. Certain information contained in the Official Statement and the Final Official Statement may have been obtained from sources other than records of the County and, while believed to be reliable, is not guaranteed as to completeness. THE INFORMATION AND EXPRESSIONS OF OPINION IN THE OFFICIAL STATEMENT AND THE FINAL OFFICIAL STATEMENT ARE SUBJECT TO CHANGE, AND NEITHER THE DELIVERY OF THE OFFICIAL STATEMENT OR THE FINAL OFFICIAL STATEMENT NOR ANY SALE MADE UNDER EITHER SUCH DOCUMENT SHALL CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COUNTY SINCE THE RESPECTIVE DATES THEREOF.

References herein to laws, rules, regulations, ordinances, resolutions, agreements, reports and other documents do not purport to be comprehensive or definitive. All references to such documents are qualified in their entirety by reference to the particular document, the full text of which may contain qualifications of and exceptions to statements made herein. Where full texts have not been included as appendices to the Official Statement or the Final Official Statement, they will be furnished on request. This Official Statement does not constitute an offer to sell, or solicitation of an offer to buy, any securities to any person in any jurisdiction where such offer or solicitation of such offer would be unlawful.

The tax advice contained in this Official Statement is not intended or written by the County, its Bond Counsel, or any other tax practitioner to be used, and it cannot be used, by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer. The tax advice contained in this Official Statement was written to support the promotion or marketing of the Bonds. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

BOND ISSUE SUMMARY

This Bond Issue Summary is expressly qualified by the entire Official Statement, including the Official Notice of Sale and the Official Bid Form, which are provided for the convenience of potential investors and which should be reviewed in their entirety by potential investors.

Issuer:	The County of Sangamon, Illinois.
Issue:	$8,170,000* Taxable Limited Tax General Obligation Bonds, Series 2013.
Dated Date:	Date of delivery (expected to be on or about July 31, 2013).
Interest Due:	Each June 15 and December 15, commencing June 15, 2014.
Principal Due:	Serially each December 15, commencing December 15, 2014 through 2023, as detailed on the front page of this Official Statement.
No Optional Redemption:	The Bonds are **not** subject to optional redemption prior to maturity.
Authorization:	The Bonds are authorized by the Counties Code of the State of Illinois, as supplemented and amended, and in particular as supplemented by the Local Government Debt Reform Act of the State of Illinois, as amended (the "Debt Reform Act").
Security:	The Bonds are valid and legally binding upon the County, and all taxable property of the County is subject to the levy of ad valorem taxes to pay the same without limitation as to rate. The amount of said taxes that may be extended to pay the Bonds is, however, limited as provided by law. The enforcement of the Bonds against the County may be limited by bankruptcy, insolvency, moratorium, reorganization and other securities laws relating to the enforcement of creditors' rights. See **"THE DESCRIPTION OF THE BONDS"** herein.
Investment Rating:	An investment rating for the Bonds has been requested from Moody's Investors Service, New York, New York. See **"INVESTMENT RATING"** herein.
Purpose:	Bond proceeds will be used to (i) fund a self-insurance reserve fund with respect to any tort liabilities the County may incur, and (ii) to pay the costs of issuance of the Bonds. See **"THE PROJECT"** herein.
Tax Exemption:	**None.** Interest on the Bonds is includible in gross income for federal income tax purposes. See **""TAX MATTERS"** herein. Interest on the Bonds is not exempt from present State of Illinois income taxes.
Bond Registrar/Paying Agent:	U.S. Bank National Association, Chicago, Illinois.
Delivery:	The Bonds are expected to be delivered on or about July 31, 2013.
Book-Entry Form:	The Bonds will be registered in the name of Cede & Co. as nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository of the Bonds. See **APPENDIX B** herein.
Denomination:	$5,000 or integral multiples thereof.
Financial Advisor:	Speer Financial, Inc., Chicago, Illinois.

**Subject to change.*

THE COUNTY OF SANGAMON, ILLINOIS

County Board Members

A.D. "Andy" Van Meter
Chairman

Sam A. Montalbano
Vice Chairman

Clyde E. Bunch
Sue Davsko
Tony DelGiorno
Pam Deppe
Abe Forsyth
Harry "Tom" Fraase, Jr.
John Fulgenzi
Linda Fulgenzi
Andy Goleman

Jim Good
Craig R. Hall
Lisa Hills
Tim Krell
David Mendenhall
Sarah Musgrave
John O'Neill
George Preckwinkle
Jason Ratts

Rose Ruzic
Catie Sheehau
Vera Small
Todd Smith
Sam Snell
Greg Stumpf
Mike Sullivan
Joel Tjelmeland
Linda Douglas Williams

Officials

Anthony P. Libri, Jr.
Clerk of the Circuit Court

Cinda Edwards
Coroner

Joe Aiello
County Clerk

Neil Williamson
Sheriff

Thomas K. Cavanagh
Treasurer

Joshua A. Langfelder
Recorder

John Milhiser
State's Attorney

Jeff Vose
Regional Superintendent of Schools

Paul Palazzolo
Auditor

Brian McFadden
County Administrator

DESCRIPTION OF THE BONDS

Overview

Section 15.01 of the local Government Debt Reform Act (the "Debt Reform Act"), as amended, permits local governments, including the County, to issue limited tax bonds in lieu of general obligation bonds that have otherwise been authorized by applicable law. In the opinion of Mayer Brown LLP, Chicago, Illinois, Bond Counsel, the Bonds are valid and legally binding upon the County, and all taxable property of the County is subject to the levy of ad valorem taxes to pay the same without limitation as to rate. The enforceability of the Bonds against the County may be limited by bankruptcy, insolvency, moratorium, reorganization and other similar laws affecting creditors' rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion.

In the opinion of Bond Counsel the Bonds are limited bonds and are issued pursuant to Counties Code (the "Act"), as supplemented and amended, and particularly as supplemented by the Debt Reform Act. Although the obligation of the County to pay the Bonds is a general obligation under the Act and all taxable property of the County is subject to the levy of ad valorem taxes to pay the Bonds without limitation as to rate, the amount of said taxes that will be extended is limited by the Tax Extension Limitation Law, as amended (the "Tax Extension Limitation Law").

The Debt Reform Act provides that the Bonds are payable from the debt service extension base of the County, which is an amount equal to that portion of the extension for the County for the 1996 levy year constituting an extension for payment of principal and interest on bonds issued by the County without referendum, but not including alternate bonds issued under Section 15 of the Debt Reform Act or refunding obligations issued to refund or to continue to refund obligations of the County initially issued pursuant to referendum. The Tax Extension Limitation Law further provides that the annual amount of taxes to be extended to pay the Bonds and all other limited bonds hereafter issued by the County shall not exceed the debt service extension base of the County less the amount extended to pay certain other outstanding non-referendum bonds of the County.

At the time of their issuance, the Bonds will constitute the only outstanding obligations of the County which are payable from the debt service extension base. Additional limited tax bonds of the County may be issued as permitted by law.

Available Non-Referendum Debt Service
Extension Base Margin*(1)*

Levy Year	Debt Service Extension Base(2)	The Bonds(3)	Available Debt Service Extension Base Margin(3)
2013	$3,454,837	$ 556,579	$2,898,258
2014	3,454,837	656,705	2,798,132
2015	3,454,837	755,480	2,699,357
2016	3,454,837	856,380	2,598,457
2017	3,454,837	957,835	2,497,002
2018	3,454,837	1,059,210	2,395,627
2019	3,454,837	1,159,558	2,295,280
2020	3,454,837	1,257,878	2,196,960
2021	3,454,837	1,358,678	2,096,160
2022	3,454,837	1,457,688	1,997,150
2023 and thereafter	3,454,837	0	3,454,837

Notes: (1) Source: the County.
(2) Does not reflect any future Consumer Price Index increases.
(3) Subject to change. Assumes an average coupon interest rate on the Bonds of approximately 3.26%.

THE COUNTY

General

Sangamon County is located in the heart of Illinois and was founded in 1821. The County is located approximately 185 miles southwest of Chicago and 100 miles northeast of St. Louis. The County covers approximately 868 square miles and has a population of 197,465 according to the 2010 Census, an increase of almost 5% from the 2000 Census. The largest city in the County is Springfield, which is the State of Illinois capital. Springfield had a 2010 Census population of 116,250.

The County is diversified in terms of property values, with its 2011 equalized assessed value (EAV) classified approximately as follows: 69% residential, 25% commercial, 5% farm, and 1% industrial, mineral and railroad. The primary sectors of the economy in the County are State and local government, retail and wholesale trade, medical, finance and rail and motor transportation. The historical significance of the County has been a major factor in promoting tourism in the local economy.

County Government

A bipartisan board consisting of 29 members governs the County. Sangamon County is divided into 29 districts of approximately equal population and a County Board representative is elected from each district.

Each County Board member serves a four year term with approximately half of the County Board elected in alternating two year periods to facilitate continuity of management through the election period. The County Board Chairman and Vice Chairman are elected by the County Board from among its members every two years. Most County Board members have full time jobs and devote evenings and time off to the governing of the County. County Board members are assigned to serve on standing committees that oversee departments and agencies, financing, and various other responsibilities of the County. Special committees are formed as the need arises.

The County Board serves as a regulatory council, receiving information from an Executive Board, which is composed of 13 members and a chairman. The 13 Executive Board members are the chairmen of the 13 standing committees and the chairman of the Executive Committee is always the County Board Chairman. The County Board Chairman appoints the chairmen of the standing committees and well as of any special committees. Each County Board member has one vote, with the chairman voting only in case of a tie.

The primary regulatory tool available to the County Board is the annual budget that is appropriated through the Finance Committee. All county offices are associated with this standing committee. The County Board also regulates certain policies and appoints some of the non-elected department heads.

The County Administrator is a salaried position directly responsible to the County Board Chairman. The Administrator serves as a liaison between the County Board and the County officials, employees, departments, agencies and activities related to the County and its residents.

The County has the following: nine elected offices, seven departments including two administrative support departments (Central Services and Information Systems) with heads appointed by the County Board; and six agencies or offices related to the County by a special county tax levy or by budgeting through the County Board with Department heads appointed by other official boards or committees. The elected offices are for four year terms with approximately half being elected in alternating two year periods. The appointed department heads serve at the pleasure of the appointing board except for the County Engineer who is appointed to a six year term by the County Board with the certification and consent of the Department of Transportation.

The elected officials include the County Clerk, Auditor, Treasurer, State's Attorney, Clerk of the Circuit Court, Auditor, Sheriff, Recorder, and Regional Superintendent of Schools. The County employs approximately 711 employees, including approximately 198 Sheriff Department employees and approximately 106 public health employees. Approximately 330 of the County employees are represented by a collective bargaining unit. Two of the current collective bargaining agreements have expired as of November 30, 2012 and are currently in negotiation, one agreement expires on November 30, 2013, three expire on November 30, 2015 and one expires on November 30, 2017. The major functions of the County are general government, public safety, judicial and court services, health and welfare, planning and zoning and County highway maintenance and construction.

Culture and Recreation

Residents of the County have a diverse selection of cultural and recreational activities. The City of Springfield provides the Lincoln Library, an over 400,000 volume public library. The Springfield Park District operates many facilities at 40 park sites encompassing approximately 2,500 acres. These park facilities include: two 18-hole golf courses; two 9-hole golf courses; two outdoor swimming pools; one indoor swimming pool; two indoor ice rinks; numerous sports fields; and bicycling, hiking and jogging trails. The Springfield Park District also operates the Washington Park Botanical Garden, the Henson Robinson Zoo and the Rees Memorial Carillon.

Major athletic attractions in the County include the University of Illinois at Springfield Prairie Stars Soccer Team; Lincoln Land Community College Loggers Baseball Team; the Junior Blues, a Junior A Class hockey team; and the Illinois High School Athletic Association Class A Baseball Tournament.

Historical sites include the National Park Service's Lincoln Home, the Lincoln Tomb in Springfield's Oak Ridge Cemetery, the Lincoln Law Office, the Lincoln Depot, the Old State Capital, the Illinois Vietnam Memorial, the Illinois Korean Memorial, Grand Army of the Republic Memorial Museum, the Vaschal Lindsay Home and the Frank Lloyd Wright designed Dana-Thomas House.

The Springfield Municipal Bank and Choir, Illinois Symphony Orchestra, Springfield Ballet Company, Muni Opera, Springfield Theatre Centre and Springfield Community Concert Association join a number of local organizations, art galleries and groups to offer a variety of cultural programs and opportunities. The Prairie Capital Convention Center and the Sangamon Auditorium in the Public Affairs Center at the University of Illinois at Springfield also provide entertainment opportunities to County residents.

Transportation

Transportation facilities in Springfield include Interstate Routes 55 and 72 and State Routes 4, 29, 54, 97 and 125. Approximately thirty-five intrastate and seventy-four interstate trucking firms are currently serving the County. The Union Pacific Railroad, the Norfolk Southern Railroad, the Canadian National Railroad and the Illinois and Midland Railroad provide trunk line rail service to the County. Amtrak provides passenger rail service and Greyhound Bus Lines provides bus service.

Abraham Lincoln Capital Airport provides air service to approximately 200,000 passengers annually. The carriers providing passenger air service at the Airport are American Eagle, DirectAir, and United Express. The Springfield Airport Authority and the approximately twenty-seven businesses located at the Airport employ over 1,500 people. The Illinois Air National Guard's 183rd F-16 Fighter Group also maintains a training base at the Airport.

Educational and Medical Facilities

Education and medical services are major sectors of the County economy. County resident are served by 21 elementary, secondary and unit school districts. There are six schools of higher education and one vocational school in the County. These higher education schools include: University of Illinois at Springfield, Lincoln Land Community College, Springfield College in Illinois, Southern Illinois University School of Medicine, Robert Morris College, Capital Area Vocational Center and Capital Area School of Practical Nursing.

The County contains the preeminent health and medical care centers for central Illinois. There are two major hospitals, more than 20 clinics and ancillary medical facilities and approximately 29 nursing homes in the County. St. John's Hospital is a Catholic health care facility with a 750 bed capacity and a staff of approximately 2,800 employees. Memorial Medical Center is a general acute care institution with a 450 bed capacity and a staff of approximately 3,400 employees.

Tourism

The County attracts considerable tourism due to its historical significance and has the second largest convention center in the State. The Springfield Metropolitan Exposition and Auditorium Authority operates the Prairie Capital Convention Center. The $20 million center, which opened in 1979, contains approximately 44,000 square feet of exhibit space and seating in excess of 9,200 for most events. The Illinois State Fair, held in Springfield each August, attracts approximately one million visitors during its annual eleven-day run.

SOCIOECONOMIC INFORMATION

The following statistics pertain to the County with additional comparisons to the State of Illinois (the "State").

Population

The following table shows population trends since 1970 for the County, State and certain County municipalities. The trend shows that the County's 2000-2010 population growth has exceeded the State's growth rate.

Population*(1)*

	1970	1980	1990	2000	2010	% Change 2000-2010
City of Springfield	91,753	99,637	105,227	111,454	116,250	4.30%
Sangamon County	161,335	176,089	178,386	188,951	197,465	4.51%
State of Illinois	11,110,285	11,426,285	11,430,602	12,419,293	12,830,632	3.31%

Note: (1) Source: U.S. Bureau of the Census.

Following are lists of major employers located in the County and in the surrounding area.

Major County Employers*(1)*

Name	Product/Service	Approximate Employment
St. John's Hospital	General Hospital	3,200
Memorial Medical Center	General Hospital	3,000
Horace Mann Life Insurance	Life Insurance	1,200
Illinois Environmental Protection Agency	Air, Water and Solid Waste Management	800
Lincoln Land Community College	Junior College	450
AlliedBarton Security Services, LLC	Investigation and Security Services	400
Levi, Ray & Shoup, Inc.	Computer Programming Services	400
Illinois Department of Commerce	Headquarters of Administration of Economic Programs	400
Illinois Department of Agriculture	Company Headquarters and Animal Disease Laboratory	400
CCB Credit Services, Inc.	Commercial Collection Agency	350
First Student, Inc.	School Bus Services	350
Dickey-John Corp.	Agricultural Monitoring Equipment	350
AIG General Financial Group	Life and Health Insurance	325

Note: (1) Source: 2013 Illinois Manufacturers Directory, 2013 Illinois Services Directory and a selective telephone survey.

Major Area Employers*(1)*

Location	Name	Business or Product	Approximate Employment
Decatur	Archer Daniels Midland Co.	Agricultural Products	2,600
Decatur	Ameren Illinois	Electric and Gas Utility	2,500
Decatur	Decatur Memorial Hospital	General Medial and Surgical Hospital	2,374
Decatur	Caterpillar, Inc	Construction Machinery	1,500
Decatur	St. Mary's Hospital	General Medial and Surgical Hospital	1,100
Decatur	Tate & Lyle, Inc	Grain and Oilseed Milling	1,000
Jacksonville	Passavant Area Hospital	General Medical and Surgical Hospital	900
Jacksonville	Pactiv Corp.	Polyethylene Film	800
Decatur	Norfolk Southern Corp., Railway Division	Railroad Services	500
Jacksonville	Jacksonville Development Center	Residential Developmentally Disabled Treatment Center	475
Decatur	Mueller Company	Fire Hydrants & Water and Gas Distribution Valve Fittings	455
Lincoln	Eaton Corporation	Electrical Division and Circuit Breaker Panels and Meter Devices	400
Lincoln	Perma-Bound/Div. of Hertzberg-New Method, Inc.	Bookbinding and Related Work	400
Decatur	Kelly Construction	Commercial and Institutional Building Construction	350
Decatur	Bodine Electric of Decatur	Electrical Contractors	350
Lincoln	Abraham Lincoln Memorial Hospital	General Medical and Surgical Hospital	300
Decatur	Centurion Industries, Inc.	Commercial and Institutional Building Construction	300
Decatur	Macon Resources, Inc.	Metal Fabrication	285
Jacksonville	Blue Cross & Blue Shield of Illinois	Health and Life Insurance	284
Jacksonville	Bound To Stay Bound Books, Inc.	Bookbinding and Related Work	250
Jacksonville	Elm City Center	Plastic Products	250
Jacksonville	Illinois College	Liberal Arts College	250
Lincoln	Precision Products, Inc.	Lawn and Garden Equipment	250

Note: (1) Source: 2013 Illinois Manufacturers Directory, 2013 Illinois Services Directory and a selective telephone survey.

The following tables show employment by industry and by occupation for Sangamon County and the State as reported by the U.S. Census Bureau, 2007-2011 American Community Survey.

Employment By Industry*(1)*

Classification	Sangamon County Number	Sangamon County Percent	State of Illinois Number	State of Illinois Percent
Agriculture, Forestry, Fishing and Hunting, and Mining	1,080	1.1%	63,960	1.1%
Construction	4,746	4.8%	343,232	5.7%
Manufacturing	4,223	4.3%	775,663	12.8%
Wholesale Trade	2,161	2.2%	196,738	3.3%
Retail Trade	10,686	10.9%	659,708	10.9%
Transportation and Warehousing, and Utilities	4,083	4.2%	355,486	5.9%
Information	2,580	2.6%	135,688	2.2%
Finance and Insurance, and Real Estate and Rental and Leasing	7,160	7.3%	466,468	7.7%
Professional, Scientific, and Management, Administrative, and Waste Management Services	8,341	8.5%	662,987	11.0%
Educational Services and Health Care and Social Assistance	25,210	25.6%	1,337,455	22.1%
Arts, Entertainment and Recreation and Accommodation and Food Services	8,535	8.7%	524,925	8.7%
Other Services, Except Public Administration	5,417	5.5%	288,538	4.8%
Public Administration	14,136	14.4%	232,923	3.9%
Total	98,358	100.0%	6,043,771	100.0%

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

Employment By Occupation*(1)*

Classification	Sangamon County Number	Sangamon County Percent	State of Illinois Number	State of Illinois Percent
Management, Business, Science and Arts	39,131	39.8%	2,167,571	35.9%
Service	16,991	17.3%	1,007,434	16.7%
Sales and Office	28,086	28.6%	1,550,202	25.6%
Natural Resources, Construction, and Maintenance	6,622	6.7%	474,566	7.9%
Production, Transportation, and Material Moving	7,528	7.7%	843,998	14.0%
Total	98,358	100.0%	6,043,771	100.0%

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

Annual Average Unemployment Rates*(1)*

Calendar Year	Sangamon County	State of Illinois
2001	4.0%	5.4%
2002	4.8%	6.5%
2003	5.4%	6.7%
2004	5.3%	6.2%
2005	4.7%	5.8%
2006	4.4%	4.6%
2007	4.7%	5.1%
2008	5.7%	6.4%
2009	7.3%	10.0%
2010	8.2%	10.5%
2011	7.7%	9.8%
2012	7.6%	8.9%

Note: (1) Source: Illinois Department of Employment Security.

Housing

The U.S. Census Bureau, 2007-2011 American Community Survey reported that the median value of the County's owner-occupied homes was $120,900 for Sangamon County and $198,500 for the State. The market value of specified owner-occupied units for Sangamon County and the State was as follows:

Specified Owner-Occupied Units*(1)*

	Sangamon County		State of Illinois	
Value	Number	Percent	Number	Percent
Under $50,000	6,146	10.5%	218,208	6.7%
$50,000 to $99,999	16,679	28.5%	451,967	13.8%
$100,000 to $149,999	14,307	24.5%	464,158	14.2%
$150,000 to $199,999	9,173	15.7%	518,957	15.8%
$200,000 to $299,999	7,925	13.6%	725,004	22.1%
$300,000 to $499,999	3,197	5.5%	613,486	18.7%
$500,000 to $999,999	826	1.4%	234,600	7.2%
$1,000,000 or more	178	0.3%	53,191	1.6%
Total	58,431	100.0%	3,279,571	100.0%

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

Mortgage Status*(1)*

	Sangamon County		State of Illinois	
Value	Number	Percent	Number	Percent
Housing Units with a Mortgage	39,391	67.4%	2,272,745	69.3%
Housing Units without a Mortgage	19,040	32.6%	1,006,826	30.7%
Total	58,431	100.0%	3,279,571	100.0%

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

Income

Per Capita Personal Income for the Ten Highest Income Counties in the State*(1)*

Rank	County	Estimate 2007-2011 American Community Survey
1	Lake County	$38,512
2	DuPage County	38,405
3	McHenry County	32,318
4	Monroe County	31,570
5	Kendall County	31,325
6	Will County	30,199
7	Cook County	29,920
8	Woodford County	29,886
9	Kane County	29,864
10	Sangamon County	29,167

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

According to the 2007-2011 American Community Survey, the County had a median family income of $69,051. This compares to $69,658 for the State. The following table represents the distribution of family incomes for Sangamon County and the State at the time of the 2007-2011 American Community Survey.

Family Income*(1)*

	Sangamon County		State of Illinois	
Income	Number	Percent	Number	Percent
Under $10,000	2,347	4.6%	131,841	4.2%
$10,000 to $14,999	1,603	3.1%	86,610	2.7%
$15,000 to $24,999	3,677	7.2%	224,421	7.1%
$25,000 to $34,999	4,103	8.0%	260,262	8.3%
$35,000 to $49,999	5,999	11.7%	389,862	12.4%
$50,000 to $74,999	10,100	19.7%	606,737	19.2%
$75,000 to $99,999	8,667	16.9%	486,151	15.4%
$100,000 to $149,999	9,740	19.0%	547,784	17.4%
$150,000 to $199,999	3,070	6.0%	212,016	6.7%
$200,000 or more	2,089	4.1%	207,841	6.6%
Total	51,395	100.0%	3,153,525	100.0%

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

According to the 2007-2011 American Community Survey, the County had a median household income of $53,508 for Sangamon County and $56,576 for the State. The following table represents the distribution of household incomes for Sangamon County and the State at the time of the 2007-2011 American Community Survey.

Household Income*(1)*

	Sangamon County		State of Illinois	
Value	Number	Percent	Number	Percent
Under $10,000	5,555	6.7%	324,506	6.8%
$10,000 to $14,999	4,187	5.1%	225,927	4.7%
$15,000 to $24,999	8,653	10.5%	480,204	10.1%
$25,000 to $34,999	8,787	10.7%	462,115	9.7%
$35,000 to $49,999	11,196	13.6%	628,998	13.2%
$50,000 to $74,999	15,538	18.9%	884,623	18.5%
$75,000 to $99,999	11,354	13.8%	627,813	13.2%
$100,000 to $149,999	11,165	13.5%	656,199	13.7%
$150,000 to $199,999	3,599	4.4%	243,765	5.1%
$200,000 or more	2,388	2.9%	238,852	5.0%
Total	82,422	100.0%	4,773,002	100.0%

Note: (1) Source: U.S. Bureau of the Census, American Community Survey, 2007 to 2011 estimates.

Building Permits

The County issues building permits only in unincorporated areas which represent a very small portion of its area.

County Building Permits *(1)*
(Excludes the Value of Land)

Calendar Year	Residential Value	Commercial and Miscellaneous Value	Total Value
2009	$ 9,512,519	$ 14,703,172	$ 24,215,690
2010	12,894,611	10,403,563	23,298,174
2011	13,307,656	5,191,222	18,498,878
2012	11,483,701	4,778,496	16,262,197

Note: (1) Source: the County.

Retail Activity

Following is a summary of the County's sales tax receipts as collected and disbursed by the State, which does not include the Public Safety Sales Tax receipts.

Retailers' Occupation, Service Occupation and Use Tax*(1)*

State Fiscal Year Ending June 30	1% of Taxable Sales (Unincorporated Area)(2)	1/4% of Taxable Sales (Incorporated and Unincorporated Areas)	Total	Annual Percent Change on Total Taxable Sales
2003	$2,118,754	$5,472,313	$7,591,067	N/A
2004	2,113,418	5,547,135	7,660,553	0.92%
2005	2,249,792	5,844,887	8,094,679	5.67%
2006	2,104,547	5,726,724	7,831,271	(3.25%)
2007	2,065,507	5,903,727	7,969,234	1.76%
2008	2,021,354	6,089,639	8,110,993	1.78%
2009	1,829,005	5,924,954	7,753,959	(4.40%)
2010	1,712,303	5,956,756	7,669,059	(1.09%)
2011	1,855,123	6,299,956	8,155,079	6.34%
2012	1,884,803	6,482,052	8,366,855	2.60%

Notes: (1) Source: Illinois Department of Revenue.
(2) Tax distributions are based on records of the Illinois Department of Revenue relating to the 1% County portion of the Retailers' Occupation, Service Occupation and Use Tax, collected on behalf of the County less a State administration fee. The County 1% includes tax receipts from the sale of food and drugs which are not taxed by the State.

THE PROJECT

Bond proceeds will be used to (i) fund a self-insurance reserve fund with respect to any tort liabilities the County may incur, and (ii) to pay the costs of issuance of the Bonds.

DEBT INFORMATION

After issuance of the Bonds, the County will have outstanding $20,610,000* principal amount of general obligation debt. In addition, the County has outstanding $705,097 principal amount of capital lease obligations and $351,813 principal amount of a mortgage loan, both as of November 30, 2012. The County does not intend to issue additional long-term debt within the next twelve months.

Since its 2005 fiscal year, the County has issued short-term tax anticipation warrants in annual amounts of up to $8,500,000. The County issued such warrants once or twice each year, typically in January and April of each year. The County has made timely repayments of all such warrants.

County Bonded Indebtedness*(1)*

Calendar Year	Series 2010 Certificates	The Bonds(2)	Total(2)	Cumulative Principal Retired(2) Amount	Percent
2013	$ 310,000	$ 0	$ 310,000	$ 310,000	1.50%
2014	345,000	220,000	565,000	875,000	4.25%
2015	385,000	415,000	800,000	1,675,000	8.13%
2016	425,000	520,000	945,000	2,620,000	12.71%
2017	470,000	630,000	1,100,000	3,720,000	18.05%
2018	515,000	745,000	1,260,000	4,980,000	24.16%
2019	570,000	865,000	1,435,000	6,415,000	31.13%
2020	620,000	990,000	1,610,000	8,025,000	38.94%
2021	680,000	1,120,000	1,800,000	9,825,000	47.67%
2022	745,000	1,260,000	2,005,000	11,830,000	57.40%
2023	810,000	1,405,000	2,215,000	14,045,000	68.15%
2024	885,000	0	885,000	14,930,000	72.44%
2025	960,000	0	960,000	15,890,000	77.10%
2026	1,045,000	0	1,045,000	16,935,000	82.17%
2027	1,130,000	0	1,130,000	18,065,000	87.65%
2028	1,225,000	0	1,225,000	19,290,000	93.60%
2029	1,320,000	0	1,320,000	20,610,000	100.00%
Total	$12,440,000	$8,170,000	$20,610,000		

Notes: (1) Source: the County.
(2) Subject to change.

County Legal Debt Margin*(1)*

2012 Equalized Assessed Valuation		$3,762,855,328
Statutory Debt Limit (2.875%)		108,182,090
General Obligation Bonds Outstanding:		
The Bonds(2)	$ 8,170,000	
Total(2)	$ 8,170,000	
Other Debt:		
Debt Certificates, Series 2010	$12,440,000	
Total Debt Certificates	$12,440,000	
Capital Lease Obligations	$ 705,097	
Total Applicable Debt(2)		$ 21,315,097
Legal Debt Margin(2)		$ 86,866,993

Notes: (1) Source: the County.
(2) Subject to change.

**Subject to change.*

Detailed Overlapping Underlying Debt*(1)*
(As of February 25, 2013)

	Debt Applicable to Sangamon County(2)
Schools (Including Community Colleges)	$228,426,136
Cities and Villages (Including Springfield)	18,593,733
Districts (Park, Fire, Library and Sanitary)	15,740,000
Total Overlapping and Underlying Bonded Debt	$262,759,869

Notes: (1) Source: Sangamon County Clerk's Office.
(2) Based on 2012 EAV. Excludes alternate revenue issues.

Statement of Bonded Indebtedness*(1)*

	Amount Applicable	Ratio To Equalized Assessed	Ratio To Estimated Actual	Per Capita (2010 Census Pop. 197,465)
County EAV of Taxable Property, 2012	$ 3,762,855,328	100.00%	33.33%	$19,055.81
Estimated Actual Value, 2012	$11,288,565,984	300.00%	100.00%	$57,167.43
County General Obligation Bonded Debt(2)	$ 8,170,000	0.22%	0.07%	$ 41.37
Certificate Debt	12,440,000	0.33%	0.11%	63.00
Total Direct Debt(2)	$ 20,610,000	0.55%	0.18%	$ 104.37
Total Overlapping and Underlying Bonded Debt	$ 262,759,869	6.98%	2.33%	$ 1,330.67
Total Direct and Overlapping and Underlying Bonded Debt(2)	$ 283,369,869	7.53%	2.51%	$ 1,435.04

Notes: (1) Source: the County.
(2) Subject to change.

PROPERTY ASSESSMENT AND TAX INFORMATION

For the 2012 levy year, the County's EAV was comprised of approximately 69% residential, 25% commercial, 6% farm and less than 1% industrial, mineral and railroad property valuations.

Equalized Assessed Valuation*(1)*

Property Class	Levy Years 2008	2009	2010	2011	2012
Residential	$2,393,867,641	$2,446,316,662	$2,504,870,886	$2,545,632,006	$2,584,831,136
Farm	167,058,684	176,767,191	189,420,102	200,153,079	215,018,551
Commercial	887,921,272	920,420,907	931,120,039	925,304,770	927,299,478
Industrial	10,853,095	9,289,734	9,668,291	11,096,119	11,868,418
Railroad and Mineral	15,883,795	19,418,918	21,029,138	22,183,001	23,837,745
Total	$3,475,584,487	$3,572,213,412	$3,656,108,456	$3,704,368,975	$3,762,855,328
Percent Change	2.72%(2)	2.78%	2.35%	1.32%	1.58%

Notes: (1) Source: Sangamon County Clerk.
(2) Based on a 2007 EAV of $3,383,496,547.

Representative Tax Rates*(1)*
(Per $100 EAV)

	Levy Years				
	2008	2009	2010	2011	2012
County Rates:					
County General	$0.3355	$0.3402	$0.3652	$0.3782	$0.3952
Juvenile Care	0.0137	0.0132	0.0131	0.0130	0.0131
Veterans Assistance	0.0056	0.0055	0.0055	0.0055	0.0056
County Highway	0.0590	0.0570	0.0459	0.0452	0.0451
Bridges	0.0175	0.0169	0.0168	0.0166	0.0166
Pension Fund	0.1362	0.1315	0.1305	0.1291	0.1290
County Health	0.0464	0.0448	0.0445	0.0441	0.0441
Federal Aid Matching	0.0260	0.0251	0.0249	0.0246	0.0246
Insurance	0.0409	0.0395	0.0392	0.0388	0.0388
Child Advocacy	0.0036	0.0035	0.0035	0.0035	0.0035
Extension Education	0.0057	0.0056	0.0049	0.0049	0.0048
Total County Rates(2)	$0.6901	$0.6828	$0.6940	$0.7035	$0.7204
Springfield Park District	$0.3935	$0.3896	$0.3961	$0.4012	$0.4131
Springfield Airport Authority	0.0831	0.0820	0.0832	0.0914	0.0916
Springfield Auditorium Authority	0.0712	0.0707	0.0648	0.0678	0.0694
Capital Township	0.1011	0.1003	0.0962	0.0908	0.0906
Springfield Sanitary District	0.0862	0.0854	0.0871	0.0886	0.0921
Springfield Mass Transit	0.1056	0.1051	0.1075	0.1096	0.1135
Springfield Special Recreation District	0.0615	0.0610	0.0615	0.0615	0.0615
Springfield Corporate	0.9385	0.9385	0.9385	0.9385	0.9385
Springfield School District Number 186	4.5638	4.5398	4.6422	4.7369	4.8920
Community College District Number 526	0.4610	0.4579	0.4604	0.4619	0.4650
Total Tax Rates(3)	$7.5556	$7.5131	$7.6315	$7.7517	$7.9477

Notes: (1) Source: Sangamon County Clerk.
(2) Statutory tax rate limits for the County are as follows: Juvenile Care ($0.1000); Veterans Assistance ($0.0400); County Highway ($0.2000); Bridges ($0.2500); County Health ($0.0750); Federal Aid Matching ($0.0500); Child Advocacy ($0.0040); and Extension Education ($0.0500).
(3) Representative tax rates for other government units are from tax code 001.

Tax Extensions and Collections*(1)*

Levy Year	Coll. Year	Taxes Extended	Total Collections(2) Amount	Percent
2004	2005	$22,872,278	$22,916,711	100.19%
2005	2006	24,020,785	24,081,121	100.25%
2006	2007	21,609,339	21,633,503	100.11%
2007	2008	22,659,276	22,577,622	99.64%
2008	2009	23,985,009	23,984,796	100.00%
2009	2010	24,391,073	24,381,875	99.96%
2010	2011	25,373,392	25,299,396	99.71%
2011	2012	26,060,236	25,984,889	99.71%

Notes: (1) Source: Sangamon County Treasurer.
(2) Total collections include back taxes, taxpayer refunds, interest, etc.

Principal County Taxpayers*(1)*

Taxpayer Name	Business/Service	2012 EAV(2)
Memorial Health System	Health Care	$ 8,754,769
Springfield Clinic LLP	Health Care	8,459,788
White Oaks Mall Limited Partnership	Shopping Center	8,100,422
Wal-Mart Real Estate Business Trust	Retail Store	7,748,101
Horace Mann Service Corporation	Insurance	5,167,320
Wells Fargo Home Mortgage	Financial Services	4,784,443
Government Property Fund, LLC	Real Estate	4,660,429
White Oaks Plaza	Shopping Center	4,496,870
Town & Country Group	Shopping Center	3,890,896
Pinnacle LTD Partnership	Hotel	3,701,807
Total		$59,764,845
Ten Largest Taxpayers as Percent of the County's 2012 EAV ($3,762,855,328)		1.59%

Notes: (1) Source: Sangamon County Clerk.
(2) Every effort has been made to seek out and report the largest taxpayers. However, many of the taxpayers listed contain multiple parcels and it is possible that some parcels and their valuations have been overlooked. The 2012 EAV is the most current available.

REAL PROPERTY ASSESSMENT, TAX LEVY AND COLLECTION PROCEDURES

Tax Levy and Collection Procedures

Local assessment officers determine the assessed valuation of taxable real property and railroad property not held or used for railroad operations. The Illinois Department of Revenue (the "Department") assesses certain other types of taxable property, including railroad property held or used for railroad operations. Local assessment officers' valuation determinations are subject to review at the county level and then, in general, to equalization by the Department. Such equalization is achieved by applying to each county's assessments a multiplier determined by the Department. The purpose of equalization is to provide a common basis of assessments among counties by adjusting assessments toward the statutory standard of 33-1/3% of fair cash value. Farmland is assessed according to a statutory formula which takes into account factors such as productivity and crop mix. Taxes are extended against the assessed values after equalization.

Property tax levies of each taxing body are filed in the office of the county clerk of each county in which territory of that taxing body is located. The county clerk computes the rates and amount of taxes applicable to taxable property subject to the tax levies of each taxing body and determines the dollar amount of taxes attributable to each respective parcel of taxable property. The county clerk then supplies to the appropriate collecting officials within the county the information needed to bill the taxes attributable to the various parcels therein. After the taxes have been collected, the collecting officials distribute to the various taxing bodies their respective shares of the taxes collected. Taxes levied in one calendar year are due and payable in two installments during the next calendar year. Taxes that are not paid when due, or that are not paid by mail and postmarked on or before the due date, are subject to a penalty of 1-1/2% per month until paid. Unpaid property taxes, together with penalties, interest and costs, constitute a lien against the property subject to the tax.

Exemptions

An annual General Homestead Exemption (the "General Homestead Exemption") provides that the Equalized Assessed Valuation ("EAV") of certain property owned and used for residential purposes ("Residential Property") may be reduced by the amount of any increase over the 1977 EAV, up to a maximum reduction of $3,500 for assessment years prior to assessment year 2004 in counties with less than 3,000,000 inhabitants, and a maximum reduction of $5,000 for assessment year 2004 through 2007 in all counties. Additionally, the maximum reduction is $5,500 for assessment year 2008 and the maximum reduction is $6,000 for assessment year 2009 and thereafter in all counties.

The Homestead Improvement Exemption applies to Residential Properties that have been improved or rebuilt in the 2 years following a catastrophic event. The exemption is limited to $45,000 through December 31, 2003, and $75,000 per year beginning January 1, 2004 and thereafter, to the extent the assessed value is attributable solely to such improvements or rebuilding.

Additional exemptions exist for senior citizens. The Senior Citizens Homestead Exemption ("Senior Citizens Homestead Exemption") operates annually to reduce the EAV on a senior citizen's home for assessment years prior to 2004 by $2,000 in counties with less than 3,000,000 inhabitants. For assessment years 2004 and 2005, the maximum reduction is $3,000 in all counties. For assessment years 2006 and 2007, the maximum reduction is $3,500 in all counties. In addition, for assessment year 2008 and thereafter, the maximum reduction is $4,000 for all counties. Furthermore, beginning with assessment year 2003, for taxes payable in 2004, property that is first occupied as a residence after January 1 of any assessment year by a person who is eligible for the Senior Citizens Homestead Exemption must be granted a pro rata exemption for the assessment year based on the number of days during the assessment year that the property is occupied as a residence by a person eligible for the exemption.

A Senior Citizens Assessment Freeze Homestead Exemption ("Senior Citizens Assessment Freeze Homestead Exemption") freezes property tax assessments for homeowners, who are 65 and older and receive a household income not in excess of the maximum income limitation. The maximum income limitation is $35,000 for years prior to 1999, $40,000 for assessment years 1999 through 2003, $45,000 for assessment years 2004 and 2005, $50,000 from assessment years 2006 and 2007 and for assessments year 2008 and after, the maximum income limitation is $55,000. In general, the Senior Citizens Assessment Freeze Homestead Exemption limits the annual real property tax bill of such property by granting to qualifying senior citizens an exemption as to a portion of the valuation of their property. In counties with a population of 3,000,000 or more, the exemption for all assessment years is equal to the EAV of the residence in the assessment year for which application is made less the base amount. Furthermore, for those counties with a population of less than 3,000,000, the Senior Citizens Assessment Freeze Homestead Exemption is as follows: through assessment year 2005 and for assessment year 2007 and later, the exempt amount is the difference between (i) the current EAV of their residence and (ii) the base amount, which is the EAV of a senior citizen's residence for the year prior to the year in which he or she first qualifies and applies for the Exemption (plus the EAV of improvements since such year). For assessment year 2006, the amount of the Senior Citizens Assessment Freeze Homestead Exemption phases out as the amount of household income increases. The amount of the Senior Citizens Assessment Freeze Homestead Exemption is calculated by using the same formula as above, and then multiplying the resulting value by a ratio that varies according to household income.

Another exemption available to disabled veterans operates annually to exempt up to $70,000 of the Assessed Valuation of property owned and used exclusively by such veterans or their spouses for residential purposes. Also, certain property is exempt from taxation on the basis of ownership and/or use, such as public parks, not-for-profit schools and public schools, churches, and not-for-profit hospitals and public hospitals. However, individuals claiming exemption under the Disabled Persons' Homestead Exemption ("Disabled Persons' Homestead Exemption") or the Disabled Veterans Standard Homestead Exemption ("Disabled Veterans Standard Homestead Exemption") cannot claim the aforementioned exemption.

Furthermore, beginning with assessment year 2007, the Disabled Persons' Homestead Exemption provides an annual homestead exemption in the amount of $2,000 for property that is owned and occupied by certain persons with a disability. However, individuals claiming exemption as a disabled veteran or claiming exemption under the Disabled Veterans Standard Homestead Exemption cannot claim the aforementioned exemption.

In addition, the Disabled Veterans Standard Homestead Exemption provides disabled veterans an annual homestead exemption starting with assessment year 2007 and thereafter. Specifically, (i) those veterans with a service-connected disability of 75% are granted an exemption of $5,000 and (ii) those veterans with a service-connected disability of less than 75%, but at least 50% are granted an exemption of $2,500. Furthermore, the veteran's surviving spouse is entitled to the benefit of the exemption, provided that the spouse has legal or beneficial title of the homestead, resides permanently on the homestead and does not remarry. Moreover, if the property is sold by the surviving spouse, then an exemption amount not to exceed the amount specified by the current property tax roll may be transferred to the spouse's new residence, provided that it is the spouse's primary residence and the spouse does not remarry. However, individuals claiming exemption as a disabled veteran or claiming exemption under the Disabled Persons' Homestead Exemption cannot claim the aforementioned exemption.

Beginning with assessment year 2007, the Returning Veterans' Homestead Exemption ("Returning Veterans' Homestead Exemption") is available for property owned and occupied as the principal residence of a veteran in the assessment year the veteran returns from an armed conflict while on active duty in the United States armed forces. This provision grants a homestead exemption of $5,000, which is applicable in all counties. In order to apply for the Returning Veterans' Homestead Exemption, the individual must pay real estate taxes on the property, own the property or have either a legal or an equitable interest in the property, "or a leasehold interest of land on which a single family residence is located, which is occupied as a principle residence of a veteran returning from an armed conflict involving the armed forces of the United States who has an ownership interest therein, legal, equitable or as a lessee, and on which the veteran is liable for the payment of property taxes." Those individuals eligible for the Returning Veterans' Homestead Exemption may claim the Returning Veterans' Homestead Exemption, in addition to other homestead exemptions, unless otherwise noted.

Property Tax Extension Limitation Law

The Property Tax Extension Limitation Law, as amended (the "Limitation Law"), limits the annual growth in the amount of property taxes to be extended for certain Illinois non-home-rule units, including the County. In general, the annual growth permitted under the Limitation Law is the lesser of 5% or the percentage increase in the Consumer Price Index during the calendar year preceding the levy year. Taxes can also be increased due to new construction, referendum approval of tax rate increases, mergers and consolidations.

The effect of the Limitation Law is to limit the amount of property taxes that can be extended for a taxing body. In addition, general obligation bonds, notes and installment contracts payable from ad valorem taxes unlimited as to rate and amount cannot be issued by the affected taxing bodies unless they are approved by referendum, are alternate bonds or are for certain refunding purposes.

The County has the authority to levy taxes for many different purposes. See the table entitled **Representative Tax Rates** under **"PROPERTY ASSESSMENT AND TAX INFORMATION"** herein. The ceiling at any particular time on the rate at which these taxes may be extended for the County is either (i) unlimited (as provided by statute), (ii) initially set by statute but permitted to be increased by referendum, (iii) capped by statute, or (iv) limited to the rate approved by referendum. Public Act 94-0976, effective June 30, 2006, provides that the only ceiling on a particular tax rate is the ceiling set by statute above, at which the rate is not permitted to be further increased by referendum or otherwise. Therefore, taxing districts (such as the County) will have increased flexibility to levy taxes for the purposes for which they most need the money. The total aggregate tax rate for the various purposes subject to the Limitation Law, however, will not be allowed to exceed the County's limiting rate computed in accordance with the provisions of the Limitation Law.

Local governments, including the County, can issue limited tax bonds in lieu of general obligation bonds that have otherwise been authorized by applicable law. See **"DESCRIPTION OF THE BONDS"** herein.

Truth in Taxation Law

Legislation known as the Truth in Taxation Law (the "Law") limits the aggregate amount of certain taxes which can be levied by, and extended for, a taxing district to 105% of the amount of taxes extended in the preceding year unless specified notice, hearing and certification requirements are met by the taxing body. The express purpose of the Law is to require published disclosure of, and hearing upon, an intention to adopt a levy in excess of the specified levels.

FINANCIAL INFORMATION

Budgeting

The County follows these procedures in establishing the budget data reflected in the financial statements:

- Formal budgetary accounting is employed as a management control for most funds of the County. Annual operating budgets are adopted each fiscal year through passage of an annual budget ordinance and amended as required for the General Funds and the Special Revenue Funds.

- Budgets are prepared on the modified accrual basis of accounting.

- Alternative control over spending activities of these funds is achieved through the applicable grant or allotment application process, as well as monitoring efforts of appropriate committees of the Board of Sangamon County.

- The County Board is authorized to transfer budgeted amounts between line items. Unexpended appropriations lapse at the end of each fiscal year.

Investments

Per Chapter 30, Act 235, Section 2 of the Illinois Compiled Statutes, the County may invest any public funds (1) in bonds, notes, certificates of indebtedness, treasury bills, or other securities issued, which are guaranteed by the full faith and credit of the United States of America as to principal and interest, or (2) in bonds, notes, debentures, or other obligations of the United States of America or its agencies, or (3) in interest-bearing savings accounts, certificates of deposit, or time deposits, or any other investments constituting direct obligations of any bank as defined by the Illinois Banking Act, or (4) in certain short-term obligations of corporations organized in the United States limited to the terms set forth in Chapter 30, Act 235, section 2 of the Illinois Compiled Statutes, or (5) in money market mutual funds registered under the Investment Company Act of 1940, provided that the portfolio of any such money market mutual fund is limited to obligations described in Chapter 30, Act 235, Section 2 of the Illinois Compiled Statutes. Investments may be made only in banks insured by the Federal Deposit Insurance Corporation (FDIC), savings and loan associations insured by the Federal Savings and Loan Insurance Corporation, or credit unions chartered under the laws of this state or the laws of the United States, provided the principal office of such credit union is located within the State of Illinois and the accounts are insured.

Investment balances, which consist of U.S. Government obligations, certificates of deposit with maturities exceeding one year, and money market funds held for investment purposes, are stated at cost, which approximates fair value. Assets of the different funds are commingled for investment purposes, where permitted, and interest earnings are recognized as revenue in the County General Fund.

No Consent or Updated Information Requested of the Auditor

The tables and excerpts (collectively, the "Excerpted Financial Information") contained in this **"FINANCIAL INFORMATION"** section and in **APPENDIX A** are from the audited financial statements of the County, including the audited financial statements for the fiscal year ended November 30, 2012 (the "2012 Audit"). The 2012 Audit has been prepared by Estes, Bridgewater & Ogden, Certified Public Accountants, Springfield, Illinois (the *"Auditor"*), and approved by formal action of the County Board. The County has not requested the Auditor to update information contained in the Excerpted Financial Information; nor has the County requested that the Auditor consent to the use of the Excerpted Financial Information in this Final Official Statement. Other than as expressly set forth in this Final Official Statement, the financial information contained in the Excerpted Financial Information has not been updated since the date of the 2012 Audit. The inclusion of the Excerpted Financial Information in this Final Official Statement in and of itself is not intended to demonstrate the fiscal condition of the County since the date of the 2012 Audit. Questions or inquiries relating to financial information of the County since the date of the 2012 Audit should be directed to the County.

Financial Reports

The County's financial statements are audited annually by certified public accountants. The County's financial statements are prepared on a basis of accounting consistent with generally accepted accounting principles applicable to governmental entities.

The government-wide financial statements of the County are reported using the economic resources measurement focus and the accrual basis of accounting, as are fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements of the County are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers revenues to be available if they are collected within 90 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Property taxes, franchise taxes, licenses, and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the County.

See **APPENDIX A** for more detail.

Summary Financial Information

The following tables are summaries and do not purport to be the complete audits, copies of which are available upon request. See **APPENDIX A** for excerpts of the County's 2012 fiscal year audit.

Statement of Net Assets
Governmental Activities

	Audited as of November 30				
	2008	2009	2010	2011	2012
ASSETS:					
Cash and Short-Term Investments	$ 12,280,298	$ 8,769,628	$ 23,367,574	$ 14,835,441	$ 14,761,214
Investments	183,326	184,054	183,155	0	0
Receivables:					
Governmental Agencies	1,741,852	2,744,721	3,532,843	2,623,641	0
Property Taxes	23,978,014	24,401,978	24,191,025	25,221,246	26,847,772
Accrued Interest	2,523	1,283	0	0	0
Other	4,465,763	5,043,554	5,567,262	4,474,147	7,389,661
Due from Component Unit	90,614	0	0	0	0
Due from Fiduciary Funds	56,557	358,256	102,608	352,281	426,103
Inventories	1,344,975	1,282,402	1,024,477	1,059,212	869,973
Prepaid Contracts	32,515	131,019	800	83,895	31,222
Land	2,677,987	2,677,987	3,047,368	3,997,777	4,073,881
Construction in Progress	3,811,676	163,749	1,747,143	4,489,599	1,181,471
Capital Assets, Net	73,501,373	76,055,767	72,276,857	74,822,269	75,140,625
Total Assets	$124,167,473	$121,814,398	$135,041,112	$131,959,508	$130,721,922
LIABILITIES:					
Accounts Payable	$ 2,560,105	$ 2,402,276	$ 4,154,311	$ 3,798,661	$ 1,812,253
Interest Payable	54,363	41,177	568,990	431,478	404,321
Self-Insurance Payable	414,953	645,268	669,008	422,953	606,949
Due to Primary Government	0	0	585,607	0	0
Deferred Property Tax Revenue	23,978,014	24,401,978	24,191,025	25,221,246	26,847,772
Deferred Revenue	168,238	6,839	124,484	26,080	38,402
Accrued Wages	0	0	0	0	1,955,368
Net Other Post Employment Benefits (OPEB) Obligation	0	0	0	936,541	1,809,370
Accrued Compensated Absences	0	0	0	0	5,417,726
Long-Term Liabilities:					
Due Within One Year	1,998,823	2,046,532	1,957,700	1,796,944	549,604
Due in More Than One Year	5,027,281	4,704,267	17,671,590	17,311,476	13,227,313
Total Liabilities	$ 34,201,777	$ 34,248,337	$ 49,922,715	$ 49,945,379	$ 52,669,078
NET ASSETS:					
Invested in Capital Assets, Net of Related Debt	$ 76,475,792	$ 76,819,871	$ 62,387,709	$ 69,347,569	$ 66,619,060
Restricted for:					
Special Projects	0	0	0	18,684,904	20,045,690
Self-Funded Health Insurance	0	0	0	0	7,070,155
Capital Projects	0	0	0	0	410,567
Other Purposes	0	0	0	8,033,343	0
Reserved	0	0	0	0	0
Committed	0	0	0	0	0
Restricted	0	0	0	0	0
Unrestricted (Deficit)	13,489,904	10,746,190	22,730,688	(14,051,687)	(16,092,628)
Total Net Assets	$ 89,965,696	$ 87,566,061	$ 85,118,397	$ 82,014,129	$ 78,052,844

Statement of Activities
Governmental Activities

	Audited Year Ended November 30				
	2008	2009	2010	2011	2012
Governmental Activities(1):					
General Government	$(12,418,788)	$ (9,879,412)	$ (7,719,715)	$(10,915,245)	$(20,509,532)
Public Safety	(22,872,957)	(20,142,234)	(18,548,688)	(19,097,567)	(20,225,787)
Judicial	(7,402,944)	(7,509,906)	(10,984,150)	(8,096,592)	(6,141,492)
Highways and Roads	1,384,876	(8,303,786)	(10,157,173)	(10,336,612)	(10,580,692)
Health and Welfare	(10,472,465)	(5,946,342)	(7,617,348)	233,269	(2,129,144)
Interest and Fiscal Charges	(156,034)	(60,644)	(708,080)	(890,920)	(850,298)
Total Governmental Activities	$(51,938,312)	$(51,842,324)	$(55,735,154)	$(49,103,667)	$(60,436,945)
General Revenues:					
Taxes:					
Property Taxes	$ 22,456,207	$ 23,880,945	$ 24,250,704	$ 25,119,660	$ 25,972,620
Sales and Replacement Taxes	9,580,144	8,904,764	9,548,743	9,585,565	9,052,816
Other Taxes	16,735,135	14,996,173	17,445,004	8,022,558	9,993,038
Licenses and Permits	282,157	746,009	776,844	726,536	862,842
Intergovernmental Revenues	0	0	0	1,913,955	7,460,022
Earnings and Investments	610,637	154,440	114,846	470,441	978,289
Miscellaneous	1,161,976	1,420,453	1,514,355	1,350,302	2,156,033
Transfers	(5,354)	(622,235)	(351,710)	(1,189,618)	0
Total General Revenues and Transfers	$ 50,820,902	$ 49,480,549	$ 53,298,786	$ 45,999,399	$ 56,475,660
Change in Net Assets	$ (1,117,410)	$ (2,361,775)	$ (2,436,368)	$ (3,104,268)	$ (3,961,285)
Net Assets, Beginning of Year, as Restated	91,083,106	89,927,836(1)	87,554,765(1)	85,118,397	82,014,129
Net Assets, End of Year	$ 89,965,696	$ 87,566,061	$ 85,118,397	$ 82,014,129	$ 78,052,844

Note: (1) As restated.

General Fund
Balance Sheet

	Audited as of November 30				
	2008	2009	2010	2011	2012
ASSETS:					
Cash and Short-Term Investments	$ 1,978,372	$ 473,591	$12,921,842	$ 2,783,456	$ 3,038,139
Investments	183,326	184,054	183,155	0	0
Receivables, Net:					
Property Taxes	13,193,709	13,762,084	13,563,694	14,785,303	16,282,747
Other	3,581,368	4,127,469	5,355,282	4,265,019	3,908,141
Prepaid Contracts	0	94,215	800	83,895	31,222
Due from Other Funds	5,045,861	6,508,231	6,517,971	6,661,199	5,811,199
Due from Component Units	90,614	0	0	0	0
Due from Fiduciary Funds	269,586	255,648	0	230,483	254,935
Inventory	118,374	59,815	68,342	97,757	92,096
Total Assets	$24,461,210	$25,465,107	$38,611,086	$28,907,112	$29,418,479
LIABILITIES AND FUND BALANCE:					
Liabilities:					
Accounts Payable	$ 1,723,881	$ 1,751,855	$ 3,314,814	$ 1,559,345	$ 1,372,635
Accrued Wages	0	0	0	1,087,947	1,450,000
Accrued Interest	18,538	15,513	549,567	389,111	383,499
Self-Insurance Payable	414,953	645,268	669,008	422,953	606,949
Due to Other Funds	5,267,398	7,032,588	6,556,738	6,661,199	5,776,924
Deferred Property Taxes	13,193,709	13,762,084	13,563,694	14,785,303	16,282,747
Deferred Revenue	0	0	0	24,993	29,182
Total Liabilities	$20,618,479	$23,207,308	$24,653,821	$24,930,851	$25,901,936
Fund Balance:					
Reserved	$ 6,108,959	$ 6,125,585	$16,618,429	$ 0	$ 0
Unreserved	(2,266,228)	(3,867,786)	(2,661,164)	0	0
Nonspendable	0	0	0	181,652	123,318
Restricted for:					
Capital Projects	0	0	0	880,105	410,567
Self-Funded Health Insurance	0	0	0	7,145,859	0
Committed	0	0	0	0	7,070,155
Unassigned	0	0	0	(4,231,355)	(4,087,497)
Total Fund Balance	$ 3,842,731	$ 2,257,799	$13,957,265	$ 3,976,261	3,516,543
Total Liabilities and Fund Balance	$24,461,210	$25,465,107	$38,611,086	$28,907,112	$29,418,479

General Fund
Statement of Revenues, Expenditures and Changes in Fund Balance

	Audited Year Ended November 30				
	2008	2009	2010	2011	2012
Revenues:					
Property Taxes	$11,339,551	$13,114,811	$13,580,336	$ 14,741,532	$15,502,197
Licenses and Permits	261,143	291,159	337,784	321,781	356,173
Fees, Fines, and Forfeitures	13,793,264	13,739,999	13,152,090	13,439,941	6,303,608
Sales and Replacement Taxes	9,580,144	8,904,764	9,548,743	9,585,565	9,052,816
Other Taxes	3,683,391	3,081,763	3,133,379	2,788,567	4,383,387
Intergovernmental	1,641,659	1,471,145	2,040,125	2,351,780	1,788,134
Intergovernmental - Federal	365,109	811,480	440,767	614,921	865,721
Interest Revenue	267,246	75,672	68,472	453,331	960,519
Self-Funded Health Insurance	1,400,675	1,393,670	1,318,433	1,324,022	5,582,853
Miscellaneous Revenue	394,136	844,709	630,535	427,088	1,002,895
Total Revenues	$42,726,318	$43,729,172	$44,250,664	$ 46,048,528	$45,798,303
Expenditures:					
Current:					
General Government	$20,108,378	$19,328,912	$20,498,989	$ 20,311,239	$21,293,137
Public Safety	18,248,745	17,821,562	17,055,285	16,964,880	18,079,977
Judicial	10,441,948	10,502,275	10,038,893	10,874,721	9,635,331
Health and Welfare	586,798	551,308	214,625	233,398	198,179
Capital Outlay	337,419	555,689	1,909,118	10,208,906(1)	842,014
Debt Service:					
Principal	336,200	1,225,510	379,547	198,053	342,662
Interest	13,864	18,823	651,705	817,624	811,278
Bond Issuance Costs	0	0	395,375	0	0
Total Expenditures	$50,073,352	$50,004,079	$51,143,537	$ 59,608,821	$51,202,578
Excess of Revenues Over (Under) Expenditures	$(7,347,034)	$(6,274,907)	$(6,892,873)	$(13,560,293)	$(5,404,275)
Other Financing Sources (Uses):					
Operating Transfers in	$ 9,458,970	$ 8,951,192	$ 7,548,520	$ 7,640,628	$ 5,921,780
Transfer from Component Unit	336,615	373,358	319,929	366,274	0
Operating Transfers Out	(4,316,336)	(4,600,942)	(3,019,861)	(4,249,121)	(1,300,420)
Transfer to Component Unit	(350,000)	(326,249)	(326,249)	(332,652)	0
Proceeds from Debt and Other	316,152	292,616	12,970,000	0	323,197
Other	0	0	1,100,000	154,160	0
Total Other Financing Sources (Uses)	$ 5,445,401	$4,689,975	$18,592,339	$ 3,579,289	$ 4,944,557
Net Change in Fund Balance	$(1,901,633)	$(1,584,932)	$11,699,466	$ (9,981,004)	$ (459,718)
Fund Balance (Deficit), Beginning of Year, as Restated	$ 5,744,364	$ 3,842,731	$ 2,257,799	$ 13,957,265	$ 3,976,261
Fund Balance (Deficit), End of Year	$ 3,842,731	$ 2,257,799	$13,957,265	$ 3,976,261	$ 3,516,543

Note: (1) Includes capital expenditures for the purchase of the Public Health Building, energy retrofit of the County Building, road construction and other minor equipment.

General Fund
Fiscal Year 2013 Budget*(1)*

	Fiscal Year Ending November 30, 2013 Budget
REVENUES:	
Property Taxes	$ 15,112,419
Licenses and Permits	296,700
Fees, Fines and Forfeitures	6,489,590
Sales and Replacement Taxes	8,549,000
Other Taxes	3,688,300
Intergovernmental	1,111,720
Intergovernmental - Federal	560,588
Interest Revenue	42,500
Miscellaneous Revenue	778,074
Total Revenues	$ 36,628,891
EXPENDITURES:	
Current:	
General Government	$ 10,899,537
Public Safety	17,525,622
Judicial	10,715,538
Health and Welfare	226,868
Capital Outlay	95,000
Debt Service:	
Principal	107,732
Interest	171,043
Total Expenditures	$ 39,741,340
Excess (Deficiency) of Revenues Over Expenditures Before Other Financing Sources (Uses)	($3,112,449)
Other Financing Sources (Uses):	
Operating Transfer In	$ 8,226,540
Operating Transfer Out	(5,114,091)
Other	0
Total Other Financing Sources (Uses)	$ 3,112,449
Net Change in Fund Balance	$ 0

Note: (1) To date, revenues and expenditures are generally within budgeted amounts.

Discussions of Recent Financial Results

The County has incurred a series of operating deficits, reducing General Fund balances, and has utilized interfund loans and tax anticipation warrant borrowings (see **"DEBT INFORMATION"** herein) for liquidity. Approximately $24.5 million of the deficits were due to capital expenditures and intended draw downs of fund balance, rather than operating imbalances. In response, County staff and administration have taken a number of measures intended to restore budgetary balances. These measures include significantly reducing staff from 807 to 711 over the last six years. The County additionally feels it has flexibility with respect to additional operating cost reductions, if necessary, and use of interfund borrowing to address shortfalls which might arise. The County revenue stream is largely comprised of Property Taxes, Sales and Replacement Taxes, Licenses, Fines and Forfeitures. The County realized a County General Corporate Fund surplus in the fiscal year ended November 30, 2012. The County has passed a balanced budget for its fiscal year ended November 30, 2013.

PENSION AND RETIREMENT OBLIGATIONS

Elected County Official Plan*

Plan Description

The County's defined benefit pension plan for Elected County Official employees provides retirement and disability benefits, post retirement increases, and death benefits to plan members and beneficiaries. The County plan is affiliated with the Illinois Municipal Retirement Fund (IMRF), an agent multiple-employer plan. Benefit provisions are established by statute and may only be changed by the General Assembly of the State of Illinois. IMRF issues a publicly available financial report that includes financial statements and required supplementary information. The report may be obtained on-line at www.imrf.org.

Funding Policy

As set by statute, the County's Elected County Official plan members are required to contribute 7.50 percent of their annual covered salary. The statute requires the County to contribute the amount necessary, in addition to member contributions, to finance the retirement coverage of its own employees. The County annual required contribution rate for calendar year 2012 was 35.01 percent. The County also contributes for disability benefits, death benefits and supplemental retirement benefits, all of which are pooled at the IMRF level. Contribution rates for disability and death benefits are set by the IMRF Board of Trustees, while the supplemental retirement benefits rate is set by statute.

Annual Pension Cost

The required contribution for calendar year 2012 was $252,532.

Trend Information for the Elected County Official Plan*(1)*

Fiscal Year Ending:	Annual Pension Cost (APC)	Percent Contributed	Net Pension Obligation (Asset)
12/31/2012	$252,532	100%	$0
12/31/2011	260,212	100%	0
12/31/2010	294,800	100%	0

Note: (1) Source: The County's 2012 Audited Financial Statements.

The required contribution for 2012 was determined as part of the December 31, 2010, actuarial valuation using the entry age normal actuarial cost method. The actuarial assumptions at December 31, 2010, included (a) 7.5 percent investment rate of return (net of administrative and direct investment expenses), (b) projected salary increases of 4.00% a year, attributable to inflation, (c) additional projected salary increases ranging from 0.4% to 10% per year depending on age and service, attributable to seniority/merit, and (d) post retirement benefit increases of 3% annually. The actuarial value of the County's Elected County Official plan assets was determined using techniques that spread the effects of short-term volatility in the market value of investments over a five-year period with a 20% corridor between the actuarial and market value of assets. The County's Elected County Official plan's unfunded actuarial accrued liability at December 31, 2010 is being amortized as a level percentage of projected payroll on an open 30 year basis.

*Source: The County. See the 2012 Audited Financial Statements, Note 9, as attached in **APPENDIX A** for more information.

Funded Status and Funding Progress

As of December 31, 2012, the most recent actuarial valuation date, the Elected County Official plan was 50.02 percent funded. The actuarial accrued liability for benefits was $4,482,180 and the actuarial value of assets was $2,242,182, resulting in an underfunded actuarial accrued liability (UAAL) of $2,239,998. The covered payroll for calendar year 2012 (annual payroll of active employees covered by the plan) was $721,315 and the ratio of the UAAL to the covered payroll was 311 percent.

The schedule of funding progress below presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Schedule of Funding Progress – Elected County Officials*(1)*

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL)---Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Covered Payroll ((b-a)/c)
12/31/2012	$2,242,182	$4,482,180	$2,239,998	50.02%	$721,315	310.54%
12/31/2011	1,796,848	4,052,214	2,255,366	44.34%	775,132	290.97%
12/31/2010	1,773,437	4,224,163	2,450,726	41.98%	868,593	282.15%

Note: (1) Source: The County's 2012 Audited Financial Statements.

On a market value basis, the actuarial value of assets as of December 31, 2012 is $2,325,826. On a market value basis, the funded ratio would be 51.8%

For more information, see "**APPENDIX A – Excerpts of the Annual Financial Report for the Year Ended November 30, 2012**", Note 9.

Defined Benefit Pension Plan – Regular Employees*

Plan Description

The County's defined benefit pension plan for Regular employees provides retirement and disability benefits, post retirement increases, and death benefits to plan members and beneficiaries. The County plan is affiliated with the Illinois Municipal Retirement Fund (IMRF), an agent multiple-employer plan. Benefit provisions are established by statute and may only be changed by the General Assembly of the State of Illinois. IMRF issues a publicly available financial report that includes financial statements and required supplementary information. The report may be obtained on-line at www.imrf.org.

*Source: The County. See the 2012 Audited Financial Statements, Note 10, as attached in **APPENDIX A** for more information.

Funding Policy

As set by statute, the County's Regular plan members are required to contribute 4.50 percent of their annual covered salary. The statute requires the County to contribute the amount necessary, in addition to member contributions, to finance the retirement coverage of its own employees. The County annual required contribution rate for calendar year 2012 was 12.94 percent of annual covered payroll. The employer annual required contribution rate for calendar year 2012 was 12.98 percent. The County also contributes for disability benefits, death benefits and supplemental retirement benefits, all of which are pooled at the IMRF level. Contribution rates for disability and death benefits are set by the IMRF Board of Trustees, while the supplemental retirement benefits rate is set by statute.

Annual Pension Cost

For calendar year ending December 31, 2012, the County's actual contributions for pension cost for the Regular plan were $3,411,011. Its required contribution for calendar year 2012 was $3,421,555.

Trend Information for the Regular Plan (1)

Fiscal Year Ending:	Annual Pension Cost (APC)	Percent Contributed	Net Pension Obligation (Asset)
12/31/2012	$3,421,555	100%	$0
12/31/2011	3,320,492	92%	0
12/31/2010	2,963,650	92%	0

Note: (1) Source: The County's 2012 Audited Financial Statements.

The required contribution for 2012 was determined as part of the December 31, 2010, actuarial valuation using the entry age normal actuarial cost method. The actuarial assumptions at December 31, 2010, included (a) 7.5 percent investment rate of return (net of administrative and direct investment expenses), (b) projected salary increases of 4.00% a year, attributable to inflation, (c) additional projected salary increases ranging from 0.4% to 10% per year depending on age and service, attributable to seniority/merit, and (d) post retirement benefit increases of 3% annually. The actuarial value of the County Regular plan assets was determined using techniques that spread the effects of short-term volatility in the market value of investments over a five-year period with a 20% corridor between the actuarial and market value of assets. The County Regular plan's unfunded actuarial accrued liability at December 31, 2010 is being amortized as a level percentage of projected payroll on an open 30 year basis.

Funded Status and Funding Progress

As of December 31, 2012, the most recent actuarial valuation date, the Regular plan was 68.87 percent funded. The actuarial accrued liability for benefits was $81,257,127 and the actuarial value of assets was $55,964,287, resulting in an underfunded actuarial accrued liability (UAAL) of $25,292,840. The covered payroll for calendar year 2012 (annual payroll of active employees covered by the plan) was $26,360,210 and the ratio of the UAAL to the covered payroll was 96 percent.

The schedule of funding progress below presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Schedule of Funding Progress – Other Qualified Employees (1)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL)-- -Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Covered Payroll ((b-a)/c)
12/31/2012	$55,964,287	$81,257,127	$25,292,840	68.87%	$26,360,210	95.95%
12/31/2011	51,623,695	76,307,472	24,683,777	67.65%	26,002,288	94.93%
12/31/2010	49,293,763	71,498,260	22,204,497	68.94%	25,417,237	87.36%

Note: (1) Source: The County's 2012 Audited Financial Statements.

On a market value basis, the actuarial value of assets as of December 31, 2012 is $58,126,225. On a market value basis, the funded ratio would be 71.53%.

For more information, see "**APPENDIX A – Excerpts of the Annual Financial Report for the Year Ended November 30, 2012**", Note 10.

Defined Benefit Pension Plan – Sheriff's Law Enforcement Personnel*

Plan Description

The County's defined benefit pension plan for Sheriff's Law Enforcement Personnel plan employees provides retirement and disability benefits, post retirement increases, and death benefits to plan members and beneficiaries. The County plan is affiliated with the Illinois Municipal Retirement Fund (IMRF), an agent multiple-employer plan. Benefit provisions are established by statute and may only be changed by the General Assembly of the State of Illinois. IMRF issues a publicly available financial report that includes financial statements and required supplementary information. The report may be obtained on-line at www.imrf.org.

Funding Policy

As set by statute, the County's Sheriff's Law Enforcement Personnel plan members are required to contribute 7.50 percent of their annual covered salary. The statute requires the County to contribute the amount necessary, in addition to member contributions, to finance the retirement coverage of its own employees. The County annual required contribution rate for calendar year 2012 was 32.35 percent. The County also contributes for disability benefits, death benefits and supplemental retirement benefits, all of which are pooled at the IMRF level. Contribution rates for disability and death benefits are set by the IMRF Board of Trustees, while the supplemental retirement benefits rate is set by statute.

*Source: The County. See the 2012 Audited Financial Statements, Note 11, as attached in **APPENDIX A** for more information.

Annual Pension Cost

The required contribution for calendar year 2012 was $1,405,274.

Trend Information for the Sheriff's Law Enforcement Personnel Plan (1)

Fiscal Year Ending:	Annual Pension Cost (APC)	Percent Contributed	Net Pension Obligation (Asset)
12/31/2012	$1,405,274	100%	$0
12/31/2011	1,206,120	100%	0
12/31/2010	1,172,811	98%	0

Note: (1) Source: The County's 2012 Audited Financial Statements.

The required contribution for 2012 was determined as part of the December 31, 2010, actuarial valuation using the entry age normal actuarial cost method. The actuarial assumptions at December 31, 2010, included (a) 7.5 percent investment rate of return (net of administrative and direct investment expenses), (b) projected salary increases of 4.00% a year, attributable to inflation, (c) additional projected salary increases ranging from 0.4% to 10% per year depending on age and service, attributable to seniority/merit, and (d) post retirement benefit increases of 3% annually. The actuarial value of the County Sheriff's Law Enforcement Personnel plan assets was determined using techniques that spread the effects of short-term volatility in the market value of investments over a five-year period with a 20% corridor between the actuarial and market value of assets. The County Sheriff's Law Enforcement Personnel plan's unfunded actuarial accrued liability at December 31, 2010 is being amortized as a level percentage of projected payroll on an open 30 year basis.

Funded Status and Funding Progress

As of December 31, 2012, the most recent actuarial valuation date, the Sheriff's Law Enforcement Personnel plan was 22.27 percent funded. The actuarial accrued liability for benefits was $18,545,928 and the actuarial value of assets was $4,130,895, resulting in an underfunded actuarial accrued liability (UAAL) of $14,415,033. The covered payroll for calendar year 2012 (annual payroll of active employees covered by the plan) was $4,343,970 and the ratio of the UAAL to the covered payroll was 332 percent.

The schedule of funding progress below presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Schedule of Funding Progress – Sheriff's Law Enforcement Personnel (1)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL)-- -Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Covered Payroll ((b-a)/c)
12/31/2012	$4,130,895	$18,545,928	$14,415,033	22.27%	$4,343,970	331.84%
12/31/2011	3,214,264	17,451,371	14,237,107	18.42%	4,143,319	343.62%
12/31/2010	2,611,173	18,055,684	15,444,511	14.46%	4,345,353	355.43%

Note: (1) Source: The County's 2012 Audited Financial Statements.

On a market value basis, the actuarial value of assets as of December 31, 2012 is $4,962,744. On a market value basis, the funded ratio would be 26.76%

For more information, see "**APPENDIX A – Excerpts of the Annual Financial Report for the Year Ended November 30, 2012**", Note 11.

OTHER POST-EMPLOYMENT BENEFITS (OPEB)*

Plan Description

Sangamon County provides for continuation of health care benefits to employees from the County. Employees who terminate after reaching retirement eligibility in the plan are eligible to elect to continue their health care coverage by paying the monthly premium rate. Because the actuarial cost of health benefits for retirees exceeds the average amount paid by retirees, the additional cost is paid by the County and is the basis for the OPEB obligation accounted for under GASB 45.

Eligibility

Employees are eligible to retire from Sangamon County and continue their health coverage after meeting the age and service requirements for retirement:

Law Enforcement – Age 50 and 20 years of service; and
All Other – Age 55 and 25 years of service; or age 60 and 8 years of service; or combined age and service of 85.

Benefit Amount

Retirees and their dependents may continue coverage under Sangamon County's group health program by contribution of a monthly premium. They may participate in any of the plans available to active employees. Sheriff's Deputies contribute 18% of the cost for their own coverage and 50% of the group cost for dependent coverage. All others contribute 100% of the premium for the benefit level selected.

The County pays the difference between the actuarial cost of the health coverage for retirees and the average employee group cost.

A separate financial statement is not issued for the plan. The schedule of funding progress is included in the required supplementary information section of the County's 2012 audit.

Funding Policy

The County currently funds postemployment health benefits on a pay-as-you-go basis.

*Source: The County. See the 2012 Audited Financial Statements, Note 12, as attached in **APPENDIX A** for more information.

Annual OPEB Cost and Net OPEB Obligation

For 2012, the annual OPEB cost consists of the annual required contribution plus interest on the net OPEB obligation less the adjustment to the annual required contribution as presented below:

Annual OPEB Cost and Net OPEB Obligation(1)

	Amount as of 11/30/2011		
Item	Law Enforcement	All Other	Total
a. Annual Required Contribution	$1,339,155	$180,910	$1,520,065
b. Interest on net OPEB obligation	41,262	5,565	46,827
c. Adjustment to annual required contribution	51,127	6,895	58,022
d. Annual OPEB cost (expense) (a+b+c)	1,329,290	179,580	1,508,870
e. Contributions made	(560,163)	(75,878)	(636,041)
f. Increase in net OPEB obligation	769,127	103,702	872,829
g. Net OPEB obligation - beginning of year	825,244	111,297	936,541
h. Net OPEB obligation - end of year (f+g)	$1,594,371	$214,999	$1,809,370

Note: (1) Source: The County's 2012 Audited Financial Statements.

Funded Status and Funding Progress

As of November 30, 2012, the actuarial accrued liability for benefits was $17,414,794. The covered payroll was approximately $24,946,446, and the ratio of the unfunded actuarial accrued liability to the covered payroll was 69.81%.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far in to the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and annual required contributions of the employer are subject to continual revisions as the results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presents, as required, supplementary information following the notes to the County's 2012 financial statements.

Actuarial Method and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan understood by the employer and plan members) and include the benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members.

In the actuarial valuation for the fiscal year ended November 30, 2012, the entry age normal cost method was used. The actuarial assumptions included an annual healthcare cost trend rate of 9% initially, reduced to an ultimate rate of 5% after five years. Rates include a 2.4% general inflation assumption. The Unfunded Accrued Actuarial Liability is being amortized as a level dollar amount over 30 years.

For more information, see "**APPENDIX A – Excerpts of the Annual Financial Report for the Year Ended November 30, 2012**", Note 12.

REGISTRATION, TRANSFER AND EXCHANGE

See also **APPENDIX B** for information on registration, transfer and exchange of book-entry bonds. The Bonds will be initially issued as book-entry bonds.

The County shall cause books (the "Bond Register") for the registration and for the transfer of the Bonds to be kept at the principal office maintained for the purpose by the Bond Registrar in Chicago, Illinois. The County will authorize to be prepared, and the Bond Registrar shall keep custody of, multiple bond blanks executed by the County for use in the transfer and exchange of Bonds.

Any Bond may be transferred or exchanged, but only in the manner, subject to the limitations, and upon payment of the charges as set forth in the respective Bond Resolution. Upon surrender for transfer or exchange of any Bond at the principal office maintained for the purpose by 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 such owner's attorney duly authorized in writing, the County shall execute and the Bond Registrar shall authenticate, date and deliver in the name of the registered owner, transferee or transferees (as the case may be) a new fully registered Bond or Bonds of the same maturity and interest rate of authorized denominations, for a like aggregate principal amount.

The execution by the County of any fully registered Bond shall constitute full and due authorization of such Bond, and the Bond Registrar shall thereby be authorized to authenticate, date and deliver such Bond, provided, however, the principal amount of outstanding Bonds of each maturity authenticated by the Bond Registrar shall not exceed the authorized principal amount of Bonds for such maturity less Bonds previously paid.

The Bond Registrar shall not be required to transfer or exchange any Bond following the close of business on the first day of the month in which an interest payment date occurs on such Bond (known as the record date), nor to transfer or exchange any Bond after notice calling such Bond for redemption has been mailed, nor 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 Bonds shall be made only to or upon the order of the registered owner thereof or such owner's legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

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

TAX MATTERS

General

In the opinion of Bond Counsel, under existing law, interest on the Bonds is not excludable from gross income of the owners thereof for federal income tax purposes. Bond Counsel is also of the opinion, under existing law, that interest on the Bonds is not exempt from income taxes imposed by the State. Bond Counsel expresses no opinion regarding any other federal or state tax consequences relating to acquisition, ownership or disposition of, or the accrual or receipt of interest on the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors as to the federal, state, local and foreign tax consequences of their acquisition, ownership or disposition of, or the accrual or receipt of interest on the Bonds.

Circular 230 Disclaimer

The description of certain tax matters under the subheading "TAX MATTERS - *General*" above, prepared by Bond Counsel, is not intended by Bond Counsel to be used, and cannot be used by any purchaser of the Bonds, for the purpose of avoiding penalties that may be imposed on such purchaser. This description is written to support the promotion or marketing of the Bonds.

Certain United States Federal Income Tax Consequences

The following discussion summarizes certain U.S federal tax considerations generally applicable to owners of the Bonds that acquire their Bonds in the initial offering. It deals only with Bonds held as capital assets by initial purchasers, and not with special classes of holders, such as dealers in securities or currencies, banks, tax-exempt organizations, life insurance companies, persons that hold their Bonds that are a hedge or that are hedged against currency risks or that are part of a straddle or conversion transaction, or persons whose functional currency is not the U.S. dollar. The discussion below is based upon the Code, other laws, regulations, rulings, and decisions in effect and available on the date hereof, all of which are subject to change, possibly with retroactive effect. Prospective purchasers of the Bonds should consult their own tax advisors concerning the consequences, in their particular circumstances, under the Code and the laws of any other taxing jurisdiction, of ownership of the Bonds.

Definitions of U.S. Holder and Non-U.S. Holder

You are a U.S. Holder for purposes of this discussion if you are a beneficial owner of a Bond for U.S. federal income tax law purposes and you are:

- a citizen or resident of the United States;
- a corporation or partnership which is created or organized in or under the laws of the United States or of any political subdivision thereof;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust or (2) the trust was in existence on August 10, 1996 and properly elected to continue to be treated as a U.S. person.

The term "non-U.S. Holder" refers to any beneficial owner of a Bond who or which is not a U.S. Holder.

For U.S. Holders

Payments of Interest. Interest on the Bonds will be taxable to a U.S. Holder as ordinary income at the time it is received or accrued, depending on the holder's method of accounting for tax purposes in accordance with generally applicable principles.

Sale and Retirement of the Bonds. U.S. Holders of the Bonds will recognize gain or loss on the sale, redemption, retirement or other disposition of such Bonds. The gain or loss is measured by the difference between the amount realized on the disposition of the Bonds and the U.S. Holder's adjusted tax basis in the Bond. Such gain or loss will be capital gain or loss, except to the extent of accrued market discount not previously included in income, and will be long term capital gain or loss if at the time of disposition such Bond has been held for more than one year.

Net Investment Income. For taxable years, certain non-corporate U.S. Holders will be subject to a 3.8 percent tax, in addition to regular tax on income and gains, on some or all of their "net investment income," which generally will include interest, original issue discount and market discount realized on a Bond and any net gain recognized upon a disposition of a Bond. U.S. Holders should consult their tax advisors regarding the applicability of this tax in respect of their Bonds.

Backup Withholding and Information Reporting. Information reporting will apply to payments of interest made by the State, or the proceeds of the sale or other disposition of the Bond with respect to certain non-corporate U.S. Holders, and backup withholding may apply unless the recipient of such payment supplies a taxpayer identification number, certified under penalties of perjury, as well as certain other information or otherwise establishes an exemption from backup withholding. Any amounts withheld under the backup withholding rules may be allowed as a refund or credit against that holder's U.S. federal income tax liability provided the required information is furnished to the IRS.

For Non-U.S. Holders

Withholding Tax on Payments of Principal and Interest on Bonds. Generally, payments of principal and interest on a Bond will not be subject to U.S. federal withholding tax, *provided* that in the case of an interest payment:

- you are not a bank to whom the Bonds would constitute an extension of credit made pursuant to a loan agreement entered into in the ordinary course of your trade or business; and
- either (A) the beneficial owner of the Bond certifies to the applicable payor or its agent, under penalties of perjury on an IRS Form W-8BEN (or a suitable substitute form), that such owner is not a United States person and provides such owner's name and address or (B) a securities clearing organization, bank or other financial institution, that holds customers' securities in the ordinary course of its trade or business (a "financial institution") and holds the Bond, certifies under penalties of perjury that such an IRS Form W-8BEN (or suitable substitute form) has been received from the beneficial owner by it or by a financial institution between it and the beneficial owner and furnishes the payor with a copy thereof.

Except to the extent otherwise provided under an applicable tax treaty, you generally will be taxed in the same manner as a U.S. Holder with respect to interest and original issue discount payments on a Bond if such interest and original issue discount is effectively connected with your conduct of a trade or business in the United States. Effectively connected interest and Original Interest Discount received by a corporate Non-U.S. Holder may also, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate (or, if applicable, a lower treaty rate), subject to certain adjustments. Such effectively connected interest and original issue discount will not be subject to withholding tax if the holder delivers an IRS Form W-8ECI to the payor.

Gain on Disposition of the Bonds. You generally will not be subject to U.S. federal income tax on gain realized on the sale, exchange or redemption of a Bond unless:

- you are an individual present in the United States for 183 days or more in the year of such sale, exchange or redemption and either (A) you have a "tax home" in the United States and certain other requirements are met, or (B) the gain from the disposition is attributable to your office or other fixed place of business in the United States; or

- the gain is effectively connected with your conduct of a trade or business in the United States.

U.S. Federal Estate Tax. A Bond held by an individual who at the time of death is not a citizen or resident of the United States (as specially defined for U.S. federal estate tax purposes) will not be subject to United States federal estate tax if at the time of the individual's death, payments with respect to such Bond would not have been effectively connected with the conduct by such individual of a trade or business in the United States.

Backup Withholding and Information Reporting. Backup withholding and information reporting on Form 1099 will not apply to payments of principal and interest on the Bonds by the State or its agent to a Non-U.S. Holder provided the Non-U.S. Holder provides the certification described above under "*—Withholding Tax on Payments of Principal and Interest on Bonds*" or otherwise establishes an exemption (provided that neither the State nor its agent has actual knowledge that the holder is a United States person or that the conditions of any other exemptions are not in fact satisfied). Interest payments made to a Non U.S. Holder may, however, be reported to the IRS and to such Non U.S. Holder on Form 1042-S.

Information reporting and backup withholding generally will not apply to a payment of the proceeds of a sale of the Bonds effected outside the United States by a foreign office of a foreign broker. However, information reporting requirements (but not backup withholding) will apply to a payment of the proceeds of a sale of the Bonds effected outside the United States by a foreign office of a broker if the broker (i) is a United States person, (ii) derives 50 percent or more of its gross income for certain periods from the conduct of a trade or business in the United States, (iii) is a "controlled foreign corporation" as to the United States, or (iv) is a foreign partnership that, at any time during its taxable year is 50 percent or more (by income or capital interest) owned by United States persons or is engaged in the conduct of a U.S. trade or business, unless in any such case the broker has documentary evidence in its records that the holder is a Non-U.S. holder (and has no actual knowledge to the contrary) and certain conditions are met, or the holder otherwise establishes an exemption. Payment by a United States office of a broker of the proceeds of a sale of the Bonds will be subject to both backup withholding and information reporting unless the holder certifies its non-United States status under penalties of perjury or otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against that holder's U.S. federal income tax liability provided the required information is furnished to the IRS.

Congress recently enacted legislation that significantly changes the reporting requirements imposed on certain Non-U.S. Holders, including certain foreign financial institutions and investment funds. In general, a 30% withholding tax could be imposed on payments made to any such Non-U.S. Holder unless such Non-U.S. Holder complies with certain reporting requirements regarding its direct and indirect U.S. shareholders or U.S. accountholders. Such withholding could apply to payments regardless of whether they are made to such Non-U.S. Holder in its capacity as a holder of a note or in a capacity of holding a note for the account of another. Treasury regulations provide that the withholding tax on interest payments will not be imposed with respect to payments made prior to January 1, 2014 and that the withholding tax on gross proceeds from a disposition of debt instruments will not be imposed with respect to payments made prior to January 1, 2017. Further, the Treasury regulations exempt from withholding any payment on debt instruments outstanding on January 1, 2014. A debt instrument is generally considered outstanding on January 1, 2014 if its issue date is before January 1, 2014. As a result, prospective purchasers of the 2013A Bonds should consult their own tax advisors regarding the possible implications of this legislation on an investment in the bonds.

CONTINUING DISCLOSURE

The County will enter into a Continuing Disclosure Undertaking (the "Undertaking") for the benefit of the beneficial owners of the Bonds to send certain information annually and to provide notice of certain events to the Municipal Securities Rulemaking Board (the "MSRB") pursuant to the requirements of Section (b)(5) of Rule 15c2-12 (the "Rule") adopted by the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934. No person, other than the County, has undertaken, or is otherwise expected, to provide continuing disclosure with respect to the Bonds. The information to be provided on an annual basis, the events which will be noticed on an occurrence basis and a summary of other terms of the Undertaking, including termination, amendment and remedies, are set forth below under **"THE UNDERTAKING."**

The County has annually filed its annual financial information and audited financial statements for fiscal years ended November 30, 2009 through November 30, 2012; however, the fiscal year 2009 through 2011 filings were not published within the time period specified in prior continuing disclosure undertaking. As of the date of this Final Official Statement, all annual financial information and audited financial statements including the most recent for the fiscal year ending November 30, 2012 are on file with the MSRB. The County has established procedures to ensure that such audited financial statements will be filed in a timely manner in the future.

A failure by the County to comply with the Undertaking will not constitute a default under the respective Bond Resolution and beneficial owners of the Bonds are limited to the remedies described in the Undertaking. See **"THE UNDERTAKING - Consequences of Failure of the County to Provide Information."** The County must report any failure to comply with the Undertaking in accordance with the Rule. Any broker, dealer or municipal securities dealer must consider such report before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price.

Bond Counsel expresses no opinion as to whether the Undertaking complies with the requirements of Section (b)(5) of the Rule.

THE UNDERTAKING

The following is a brief summary of certain provisions of the Undertaking of the County and does not purport to be complete. The statements made under this caption are subject to the detailed provisions of the Undertaking, a copy of which is available upon request from the County.

Annual Financial Information Disclosure

The County covenants that it will disseminate its Annual Financial Information and its Audited Financial Statements, if any (as described below) to the MSRB in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information within 210 days after the last day of the County's fiscal year (currently November 30). If Audited Financial Statements are not available when the Annual Financial Information is filed, the County will file unaudited financial statements. The County will submit Audited Financial Statements to the MSRB's Electronic Municipal Market Access ("EMMA") system within 30 days after availability to the County. MSRB Rule G-32 requires all EMMA filings to be in word-searchable PDF format. This requirement extends to all documents to be filed with EMMA, including financial statements and other externally prepared reports.

"Annual Financial Information" means:

1. The table under the heading of **"Retailers' Occupation, Service Occupation and Use Tax"** within this Official Statement;
2. All of the tables under the heading **"PROPERTY ASSESSMENT AND TAX INFORMATION"** within this Official Statement;
3. All of the tables under the heading **"DEBT INFORMATION"** within this Official Statement; and
4. All of the tables under the heading **"FINANCIAL INFORMATION"** within this Official Statement.

"Audited Financial Statements" means financial statements of the County as audited annually by independent certified public accountants. Audited Financial Statements are expected to continue to be prepared according to Generally Accepted Accounting Principles as applicable to governmental units (i.e., as subject to the pronouncements of the Governmental Accounting Standards Board and subject to any express requirements of State law).

Reportable Events Disclosure

The County covenants that it will disseminate in a timely manner (not in excess of ten business days after the occurrence of the Reportable Event) Reportable Events Disclosure to the MSRB in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information. MSRB Rule G-32 requires all EMMA filings to be in word-searchable PDF format. This requirement extends to all documents to be filed with EMMA, including financial statements and other externally prepared reports. The "Events" are:

1. Principal and interest payment delinquencies
2. Non-payment related defaults, if material
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform

6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security
7. Modifications to the rights of security holders, if material
8. Bond calls, if material, and tender offers
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities, if material
11. Rating changes
12. Bankruptcy, insolvency, receivership or similar event of the County*
13. The consummation of a merger, consolidation, or acquisition involving the County or the sale of all or substantially all of the assets of the County, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

Consequences of Failure of the County to Provide Information

The County shall give notice in a timely manner to the MSRB of any failure to provide disclosure of Annual Financial Information and Audited Financial Statements when the same are due under the Undertaking.

In the event of a failure of the County to comply with any provision of the Undertaking, the beneficial owner of any Bond may seek mandamus or specific performance by court order, to cause the County to comply with its obligations under the Undertaking. A default under the Undertaking shall not be deemed a default under the respective Bond Resolution, and the sole remedy under the Undertaking in the event of any failure of the County to comply with the Undertaking shall be an action to compel performance.

Amendment; Waiver

Notwithstanding any other provision of the Undertaking, the County by resolution or ordinance authorizing such amendment or waiver, may amend the Undertaking, and any provision of the Undertaking may be waived, if:

(a) (i) The amendment or the waiver is made in connection with a change in circumstances that arises from a change in legal requirements, including, without limitation, pursuant to a "no-action" letter issued by the Commission, a change in law, or a change in the identity, nature, or status of the County, or type of business conducted; or

(ii) The Undertaking, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(b) The amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds, as determined by parties unaffiliated with the County (such as Bond Counsel).

**This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the County in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the County, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the County.*

In the event that the Commission or the MSRB or other regulatory authority approves or requires Annual Financial Information or notices of a Reportable Event to be filed with a central post office, governmental agency or similar entity other than the MSRB or in lieu of the MSRB, the County shall, if required, make such dissemination to such central post office, governmental agency or similar entity without the necessity of amending the Undertaking.

Termination of Undertaking

The Undertaking shall be terminated if the County shall no longer have any legal liability for any obligation on or relating to repayment of the Bonds under the respective Bond Resolution. The County shall give notice to the MSRB in a timely manner if this paragraph is applicable.

Additional Information

Nothing in the Undertaking shall be deemed to prevent the County from disseminating any other information, using the means of dissemination set forth in the Undertaking or any other means of communication, or including any other information in any Annual Financial Information or Audited Financial Statements or notice of occurrence of a Reportable Event, in addition to that which is required by the Undertaking. If the County chooses to include any information from any document or notice of occurrence of a Reportable Event in addition to that which is specifically required by the Undertaking, the County shall have no obligation under the Undertaking to update such information or include it in any future disclosure or notice of occurrence of a Reportable Event.

Dissemination of Information; Dissemination Agent

When filings are required to be made with the MSRB in accordance with the Undertaking, such filings are required to be made through its EMMA system for municipal securities disclosure or through any other electronic format or system prescribed by the MSRB for purposes of the Rule.

The County may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under the Undertaking, and may discharge any such Agent, with or without appointing a successor Dissemination Agent.

NO OPTIONAL REDEMPTION

The Bonds are **not** subject to optional redemption prior to maturity.

LITIGATION

There is no litigation of any nature now pending or threatened restraining or enjoining the issuance, sale, execution or delivery of the Bonds, or in any way contesting or affecting the validity of the Bonds or any proceedings of the County taken with respect to the issuance or sale thereof.

The County is a party to a number of lawsuits arising in the normal course of operations. While the results of litigation cannot be predicted with certainty, management believes that the final outcome of such litigation will not have a materially adverse effect on the financial condition of the County. A portion of the proceeds of the Bonds will be used to fund a self-insurance reserve fund with respect to any tort liabilities of the County.

OFFICIAL STATEMENT AUTHORIZATION

This Official Statement has been authorized for distribution to prospective purchasers of the Bonds. All statements, information, and statistics herein are believed to be correct but are not guaranteed by the consultants or by the County, and all expressions of opinion, whether or not so stated, are intended only as such.

INVESTMENT RATING

The County has supplied certain information and material concerning the Bonds and the County to the rating service shown on the cover page, including certain information and materials which may not have been included in this Official Statement, as part of its application for an investment rating on the Bonds. A rating reflects only the views of the rating agency assigning such rating and an explanation of the significance of such rating may be obtained from such rating agency. Generally, such rating service bases its rating on such information and material, and also on such investigations, studies and assumptions that it may undertake independently. There is no assurance that such rating will continue for any given period of time or that it may not be lowered or withdrawn entirely by such rating service if, in its judgment, circumstances so warrant. Any such downward change in or withdrawal of such rating may have an adverse effect on the secondary market price of the Bonds. An explanation of the significance of the investment rating may be obtained from the rating agency: Moody's Investors Service, 7 World Trade Center at 250 Greenwich Street, New York, New York 10007, telephone 212-553-1658. The County will provide appropriate periodic credit information to the rating service to maintain a rating on the Bonds.

UNDERWRITING

The Bonds were offered for sale by the County at a public, competitive sale on July 17, 2013. The best bid submitted at the sale was submitted by ____________________ (the "Underwriter"). The County awarded the contract for sale of the Bonds to the Underwriter at a price of $___________. The Underwriter has represented to the County that the Bonds have been subsequently re-offered to the public initially at the yields or prices set forth in the addendum to this Official Statement.

FINANCIAL ADVISOR

The County has engaged Speer Financial, Inc. as financial advisor (the "Financial Advisor") in connection with the issuance and sale of the Bonds. The Financial Advisor is a Registered Municipal Advisor in accordance with the rules of the Municipal Securities Rulemaking Board (the "MSRB"). The Financial Advisor will not participate in the underwriting of the Bonds. The financial information included in the Official Statement has been compiled by the Financial Advisor. Such information does not purport to be a review, audit or certified forecast of future events and may not conform with accounting principles applicable to compilations of financial information. The Financial Advisor is not a firm of certified public accountants and does not serve in that capacity or provide accounting services in connection with the Bonds. The Financial Advisor is not obligated to undertake any independent verification of or to assume any responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement, nor is the Financial Advisor obligated by the County's continuing disclosure undertaking.

CERTIFICATION

We have examined this Official Statement dated July ___, 2013, for the $8,170,000* Taxable Limited Tax General Obligation Bonds, Series 2013, believe it to be true and correct and will provide to the purchaser of the Bonds at the time of delivery a certificate confirming to the purchaser that to the best of our knowledge and belief information in the Official Statement was at the time of acceptance of the bid for the Bonds and, including any addenda thereto, was at the time of delivery of the Bonds true and correct in all material respects and does not include any untrue statement of a material fact, nor does it omit the statement of any material fact required to be stated therein, or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

/s/ **A.D. "ANDY" VANMETER**
Chairman of the County Board
THE COUNTY OF SANGAMON, ILLINOIS

/s/ **BRIAN McFADDEN**
County Administrator
THE COUNTY OF SANGAMON, ILLINOIS

**Subject to change.*

APPENDIX A

THE COUNTY OF SANGAMON, ILLINOIS,

EXCERPTS OF FISCAL YEAR 2012 AUDITED FINANCIAL STATEMENTS

APPENDIX B

DESCRIBING BOOK-ENTRY-ONLY ISSUANCE

1. The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Bonds (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for each issue of the Securities, each in the aggregate principal amount of such issue, and will be deposited with DTC.

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the County or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent, or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to any Tender/Remarketing Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to any Tender/Remarketing Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to any Tender/Remarketing Agent's DTC account.

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to the County or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. The County may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the County believes to be reliable, but the County takes no responsibility for the accuracy thereof.

APPENDIX C

FORM OF BOND COUNSEL OPINION FOR THE 2013 BONDS

We have acted as Bond Counsel in connection with the issuance and delivery of $00,000,000 aggregate principal amount of Limited Tax General Obligation Bonds, Taxable Series 2013 (the "2013 Bonds") of The County of Sangamon, Illinois (the "County").

In that regard, we have examined a certified copy of the record of proceedings of the County, together with various accompanying certificates, pertaining to the issuance of the 2013 Bonds. The record of proceedings includes an ordinance, adopted by the County Board of the County on July ___, 2013, providing for the issuance of the 2013 Bonds (the "Bond Ordinance") and certificates of, among others, officers of the County and the purchaser of the 2013 Bonds as to various factual matters.

The 2013 Bonds are initially dated their date of issuance, and mature on December 15th in the years and in the amounts and bear interest at the rates per year as follows:

YEAR (DECEMBER 15)	AMOUNT	INTEREST RATE
2014		
2015		
2016		
...		
2023		

Interest on the 2013 Bonds is payable on June 15th and December 15th in each year, with the first interest payment date being June 15, 2014.

Based upon this examination, we are of the opinion that:

1. The Bond Ordinance has been duly and lawfully adopted by the County, is in full force and effect, and is valid and binding upon the County.

2. The 2013 Bonds are valid and legally binding limited bonds and general obligations of the County, and all taxable property in the County is subject to the levy of taxes to pay the same without limitation as to rate. Based upon the County's representation that, prior to the date hereof, there are no other outstanding limited bonds of the County and upon certain other representations by the County with respect to levies of taxes for the 1996 levy year to pay debt service on certain bonds of the County, we are of the further opinion that said levy of taxes does not exceed the amount authorized to be levied pursuant to the Property Tax Extension Limitation Law (the "Act") as presently in effect, said amount being referred to in the Act as "debt service extension base."

3. Interest on the 2013 Bonds is not excludable from the gross income of the owners thereof for federal income tax purposes. Pursuant to Circular 230, the opinion set forth in this paragraph is not intended or written by Bond Counsel to be used, and cannot be used by any person, for the purpose of avoiding tax penalties that may be imposed under U.S. tax laws. Such opinion is provided to support an offering of the 2013 Bonds, and accordingly is written in support of the promotion or marketing of the 2013 Bonds. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor concerning the potential tax consequences of an investment in the 2013 Bonds.

4. Interest on the 2013 Bonds is not exempt from State of Illinois income taxes.

Other than the opinions set forth in paragraphs 3 and 4 above, we express no opinion regarding any other federal or state tax consequences relating to acquisition, ownership or disposition of, or the accrual or receipt of interest on the 2013 Bonds.

The rights of owners of the 2013 Bonds, the obligations of the County and enforceability of the 2013 Bonds and the Bond Ordinance may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights. Enforcement of provisions of the 2013 Bonds or the Bond Ordinance by equitable or similar remedies may be subject to general principles of law or equity governing such remedies, including the exercise of judicial discretion whether to grant any particular form of relief.

This opinion is based upon facts known or certified to us and laws in effect on its date and speaks as of that date. The opinions stated in this letter are expressions of professional judgment based upon such facts and law and are not a guaranty of a result if the validity or tax-exempt status of the 2013 Bonds are challenged. We have not undertaken any obligation to revise or supplement this opinion to reflect any facts or circumstances that may come to our attention after the date of this opinion or any changes in law that may occur after that date. In addition, we have not undertaken any obligation to assist the County in complying with those requirements described in paragraph 3 above which the County must meet after the date of this opinion in order for interest on the 2013 Bonds not to be included in gross income for federal income tax purposes under present law.

Respectfully yours,

OFFICIAL BID FORM
(OPEN SPEER AUCTION INTERNET SALE)

July 17, 2013
Speer Financial, Inc.

The County of Sangamon
200 South Ninth Street
Springfield, Illinois 62701

Members of the County Board:

For the $8,170,000* Taxable Limited Tax General Obligation Bonds, Series 2013 of The County of Sangamon, Illinois, as described in the annexed Official Notice of Sale, which is expressly made a part of this bid, we will pay you $____________________ (no less than $8,104,640) for Bonds bearing interest as follows (each rate a multiple of 1/8 or 1/100 of 1%). **The premium or discount is subject to adjustment if the maturity amounts of the Bonds are changed, allowing the same $__________ gross spread per $1,000 bond as bid herein.**

MATURITIES* – DECEMBER 15

$220,000 ... 2014 ________%	$630,000 ... 2017 ________%	$1,120,000 ... 2021 ________%
415,000 ... 2015 ________%	745,000 ... 2018 ________%	1,260,000 ... 2022 ________%
520,000 ... 2016 ________%	865,000 ... 2019 ________%	1,405,000 ... 2023 ________%
	990,000 ... 2020 ________%	

Any consecutive maturities may be aggregated into no more than five term bonds at the option of the bidder, in which case the mandatory redemption provisions shall be on the same schedule as above.

*Maturities*_________ *Term Maturity*_________ *Maturities*_________ *Term Maturity*_________ *Maturities*_________ *Term Maturity*_________
*Maturities*_________ *Term Maturity*_________ *Maturities*_________ *Term Maturity*_________

The Bonds are to be executed and delivered to us in accordance with the terms of this bid accompanied by the approving legal opinion of Mayer Brown LLP, Chicago, Illinois. The County will pay for the legal opinion. The underwriter agrees to **apply for CUSIP numbers within 24 hours** and pay the fee charged by the CUSIP Service Bureau and will accept the Bonds with the CUSIP numbers as entered on the Bonds.

As evidence of our good faith, we have wire transferred or enclosed herewith a check or Surety Bond payable to the order of the Treasurer of the County in the amount of **TWO PERCENT OF PAR** (the "Deposit") under the terms provided in your Official Notice of Sale. Attached hereto is a list of members of our account on whose behalf this bid is made.

Form of Deposit
Check One:

Certified/Cashier's Check [ ]
Financial Surety Bond [ ]
Wire Transfer [ ]

Amount: $163,400

Account Manager Information

Name ______________________________
Address ______________________________
By ______________________________
City ______________ State/Zip ____________
Direct Phone (   ) ______________________
FAX Number (   ) ______________________
E-Mail Address ______________________

Bidders Option Insurance

We have purchased insurance from:

Name of Insurer
(Please fill in)

____

Premium: ____________

Maturities: (Check One)

[ ] ____________ Years

[ ] All

The foregoing bid was accepted and the Bonds sold by resolution of the County on July 17, 2013, and receipt is hereby acknowledged of the good faith Deposit which is being held in accordance with the terms of the annexed Official Notice of Sale.

THE COUNTY OF SANGAMON, ILLINOIS,

____
Chairman of the County Board

---------------------- **NOT PART OF THE BID** ----------------------
(Calculation of true interest cost)

	Bid	Post Sale Revision
Gross Interest	$	
Less Premium/Plus Discount	$	
True Interest Cost	$	
True Interest Rate	%	
TOTAL BOND YEARS	58,388.75	
AVERAGE LIFE	7.147 Years	

706712808

OFFICIAL NOTICE OF SALE

$8,170,000*
THE COUNTY OF SANGAMON, ILLINOIS
Taxable Limited Tax General Obligation Bonds, Series 2013

The County of Sangamon, Illinois, (the "County"), will receive electronic bids on the SpeerAuction ("*SpeerAuction")* website address "www.SpeerAuction.com" for its $8,170,000* Taxable Limited Tax General Obligation Bonds, Series 2013 (the "Bonds"), on an all or none basis between 10:00 A.M. and 10:15 A.M., C.D.T., Wednesday, July 17, 2013. To bid, bidders must have: (1) completed the registration form on the SpeerAuction website, and (2) requested and received admission to the County's sale (as described below). Award will be made or all bids rejected at a meeting of the County on that date. The County reserves the right to change the date or time for receipt of bids. Any such change shall be made not less than twenty-four (24) hours prior to the revised date and time for receipt of the bids for the Bonds and shall be communicated by publishing the changes in the Amendments Page of the SpeerAuction webpage and through *Thompson Municipal News*.

The Bonds are valid and legally binding upon the County, and all taxable property of the County is subject to the levy of ad valorem taxes to pay the same without limitation as to rate. The amount of said taxes that may be extended to pay the Bonds is, however, limited as provided by law. The enforceability of the Bonds against the County may be limited by bankruptcy, insolvency, moratorium, reorganization and other similar laws affecting creditors' rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion.

Bidding Details

Bidders should be aware of the following bidding details associated with the sale of the Bonds:

(1) All bids must be submitted on the SpeerAuction website at www.SpeerAuction.com. **No telephone, telefax or personal delivery bids will be accepted.** The use of SpeerAuction shall be at the bidder's risk and expense and the County shall have no liability with respect thereto, including (without limitation) liability with respect to incomplete, late arriving and non-arriving bid. Any questions regarding bidding on the SpeerAuction website should be directed to Grant Street Group at (412) 391-5555 x 370.

(2) Bidders may change and submit bids as many times as they like during the bidding time period; provided, however, each and any bid submitted subsequent to a bidder's initial bid must result in a lower true interest cost ("TIC") with respect to a bid, when compared to the immediately preceding bid of such bidder. In the event that the revised bid does not produce a lower TIC with respect to a bid the prior bid will remain valid.

(3) If any bid in the auction becomes a leading bid two (2) minutes prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such bid was received by SpeerAuction. The auction end time will continue to be extended, indefinitely, until a single leading bid remains the leading bid for at least two minutes.

(4) The last valid bid submitted by a bidder before the end of the bidding time period will be compared to all other final bids submitted by others to determine the winning bidder or bidders.

(5) During the bidding, no bidder will see any other bidder's bid, but bidders will be able to see the ranking of their bid relative to other bids (i.e., "Leader", "Cover", "3rd" etc.)

(6) On the Auction Page, bidders will be able to see whether a bid has been submitted.

Rules of SpeerAuction

Bidders must comply with the Rules of SpeerAuction in addition to the requirements of this Official Notice of Sale. To the extent there is a conflict between the Rules of SpeerAuction and this Official Notice of Sale, this Official Notice of Sale shall control.

Rules

(1) A bidder ("Bidder") submitting a winning bid ("Winning Bid") is irrevocably obligated to purchase the Bonds at the rates and prices of the winning bid, if acceptable to the County, as set forth in the related Official Notice of Sale. Winning Bids are not officially awarded to Winning Bidders until formally accepted by the County.

(2) Neither the County, Speer Financial, Inc., nor Grant Street Group (the "Auction Administrator") is responsible for technical difficulties that result in loss of Bidder's internet connection with SpeerAuction, slowness in transmission of bids, or other technical problems.

(3) If for any reason a Bidder is disconnected from the Auction Page during the auction after having submitted a Winning Bid, such bid is valid and binding upon such Bidder, unless the County exercises its right to reject bids, as set forth herein.

(4) Bids which generate error messages are not accepted until the error is corrected and bid is received prior to the deadline.

(5) Bidders accept and agree to abide by all terms and conditions specified in the Official Notice of Sale (including amendments, if any) related to the auction.

**Subject to change.*

(6) Neither the County, Speer Financial, Inc., nor the Auction Administrator is responsible to any bidder for any defect or inaccuracy in the Official Notice of Sale, amendments, or Preliminary Official Statement as they appear on SpeerAuction.

(7) Only Bidders who request and receive admission to an auction may submit bids. SpeerAuction and the Auction Administrator reserve the right to deny access to SpeerAuction website to any Bidder, whether registered or not, at any time and for any reason whatsoever, in their sole and absolute discretion.

(8) Neither the County, Speer Financial, Inc., nor the Auction Administrator is responsible for protecting the confidentiality of a Bidder's SpeerAuction password.

(9) If two bids submitted in the same auction by the same or two or more different Bidders result in same True Interest Cost, the first confirmed bid received by SpeerAuction prevails. Any change to a submitted bid constitutes a new bid, regardless of whether there is a corresponding change in True Interest Cost.

(10) Bidders must compare their final bids to those shown on the Observation Page immediately after the bidding time period ends, and if they disagree with the final results shown on the Observation Page they must report them to SpeerAuction within 15 minutes after the bidding time period ends. Regardless of the final results reported by SpeerAuction, Bonds are definitively awarded to the winning bidder only upon official award by the County. If, for any reason, the County fails to: (i) award Bonds to the winner reported by SpeerAuction, or (ii) deliver Bonds to winning bidder at settlement, neither the County, Speer Financial, Inc., nor the Auction Administrator will be liable for damages.

The County reserves the right to reject all proposals, to reject any bid proposal not conforming to this Official Notice of Sale, and to waive any irregularity or informality with respect to any proposal. Additionally, the County reserves the right to modify or amend this Official Notice of Sale; however, any such modification or amendment shall not be made less than twenty-four (24) hours prior to the date and time for receipt of bids on the Bonds and any such modification or amendment will be announced on the Amendments Page of the SpeerAuction webpage and through *Thompson Municipal News.*

The Bonds will be in fully registered form in the denominations of $5,000 and integral multiples thereof in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, New York, to which principal and interest payments on the Bonds will be paid. Individual purchases will be in book-entry only form. Interest on each Bond shall be paid by check or draft of the Bond Registrar to the person in whose name such bond is registered at the close of business on the first day of the month in which an interest payment date occurs. The principal of the Bonds shall be payable in lawful money of the United States of America at the principal office maintained for the purpose by the Bond Registrar in Chicago, Illinois. Semiannual interest is due June 15 and December 15 of each year commencing June 15, 2014, and is payable by U.S. Bank, National Association, Chicago, Illinois (the "Bond Registrar"). The Bonds are dated date of delivery.

If the winning bidder is not a direct participant of DTC and does not have clearing privileges with DTC, the Bonds will be issued as Registered Bonds in the name of the purchaser. At the request of such winning bidder, the County will assist in the timely conversion of the Registered Bonds into book-entry bonds with DTC as described herein.

MATURITIES* – DECEMBER 15

$220,000 ... 2014	$630,000 ... 2017	$1,120,000 ... 2021
415,000 ... 2015	745,000 ... 2018	1,260,000 ... 2022
520,000 ... 2016	865,000 ... 2019	1,405,000 ... 2023
	990,000 ... 2020	

Any consecutive maturities may be aggregated into no more than five term bonds at the option of the bidder, in which case the mandatory redemption provisions shall be on the same schedule as above.

The Bonds are **not** subject to optional redemption prior to maturity.

All interest rates must be in multiples of one-eighth or one one-hundredth of one percent (1/8 or 1/100 of 1%), and not more than one rate for a single maturity shall be specified. The differential between the highest rate bid and the lowest rate bid shall not exceed five percent (5%). All bids must be for all of the Bonds and must be for not less than $8,104,640.

Award of the Bonds: The Bonds will be awarded on the basis of true interest cost, determined in the following manner. True interest cost shall be computed by determining the annual interest rate (compounded semi-annually) necessary to discount the debt service payments on the Bonds from the payment dates thereof to the dated date and to the bid price. For the purpose of calculating true interest cost, the Bonds shall be deemed to become due in the principal amounts and at the times set forth in the table of maturities set forth above. In the event two or more qualifying bids produce the identical lowest true interest cost, the winning bid shall be the bid that was submitted first in time on the SpeerAuction webpage.

The Bonds will be awarded to the bidder complying with the terms of this Official Notice of Sale whose bid produces the lowest true interest cost rate to the County as determined by the County's Financial Advisor, which determination shall be conclusive and binding on all bidders; *provided*, that the County reserves the right to reject all bids or any non-conforming bid and reserves the right to waive any informality in any bid. Bidders should verify the accuracy of their final bids and compare them to the winning bids reported on the SpeerAuction Observation Page immediately after the bidding.

**Subject to change.*

The premium or discount, if any, is subject to pro rata adjustment if the maturity amounts of the Bonds are changed, allowing the same dollar amount of profit per $1,000 bond.

The true interest cost of each bid will be computed by SpeerAuction and reported on the Observation Page of the SpeerAuction webpage immediately following the date and time for receipt of bids. These true interest costs are subject to verification by the County's Financial Advisor, will be posted for information purposes only and will not signify an actual award of any bid or an official declaration of the winning bid. The County or its Financial Advisor will notify the bidder to whom the Bonds will be awarded, if and when such award is made.

The winning bidder will be required to make the standard filings and maintain the appropriate records routinely required pursuant to MSRB Rules G-8, G-11 and G-32. The winning bidder will be required to pay the standard MSRB charge for Bonds purchased. In addition, the winning bidder who is a member of the Securities Industry and Financial Markets Association ("SIFMA") will be required to pay SIFMA's standard charge per bond.

Each bid shall be accompanied by a certified or cashier's check on, or a wire transfer from, a solvent bank or trust company or a Financial Surety Bond for **TWO PERCENT OF PAR** payable to the Treasurer of the County as evidence of good faith of the bidder (the "Deposit"). The Deposit of the successful bidder will be retained by the County pending delivery of the Bonds and all others will be promptly returned. Should the successful bidder fail to take up and pay for the Bonds when tendered in accordance with this Notice of Sale and said bid, said Deposit shall be retained as full and liquidated damages to the County caused by failure of the bidder to carry out the offer of purchase. Such Deposit will otherwise be applied on the purchase price upon delivery of the Bonds. No interest on the Deposit will accrue to the purchaser.

If a wire transfer is used for the Deposit, it must be sent according to the following wire instructions:

Amalgamated Bank of Chicago
Corporate Trust
One West Monroe
Chicago, IL 60603
ABA # 071003405
Credit To: 3281 Speer Bidding Escrow
RE: The County of Sangamon, Illinois bid for
$8,170,000* Taxable Limited Tax General Obligation Bonds, Series 2013

The wire shall arrive in such account no later than 30 minutes prior to the date and time of the sale of the Bonds. Contemporaneously with such wire transfer, the bidder shall send an email to biddingescrow@aboc.com with the following information: (1) indication that a wire transfer has been made, (2) the amount of the wire transfer, (3) the issue to which it applies, and (4) the return wire instructions if such bidder is not awarded the Bonds. The County and any bidder who chooses to wire the Deposit hereby agree irrevocably that Speer Financial, Inc. ("Speer") shall be the escrow holder of the Deposit wired to such account subject only to these conditions and duties: (i) if the bid is not accepted, Speer shall, at its expense, promptly return the Deposit amount to the unsuccessful bidder; (ii) if the bid is accepted, the Deposit shall be forwarded to the County; (iii) Speer shall bear all costs of maintaining the escrow account and returning the funds to the bidder; (iv) Speer shall not be an insurer of the Deposit amount and shall have no liability except if it willfully fails to perform, or recklessly disregards, its duties specified herein; and (v) income earned on the Deposit, if any, shall be retained by Speer.

If a Financial Surety Bond is used for the Deposit, it must be from an insurance company licensed to issue such a bond in the State of Illinois and such bond must be submitted to Speer prior to the opening of the bids. The Financial Surety Bond must identify each bidder whose deposit is guaranteed by such Financial Surety Bond. If the Bonds are awarded to a bidder using a Financial Surety Bond, then that purchaser is required to submit its Deposit to the County in the form of a certified or cashier's check or wire transfer as instructed by Speer, or the County not later than 3:00 P.M. on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the County to satisfy the Deposit requirement.

The County covenants and agrees to enter into a written agreement or contract, constituting an undertaking (the "Undertaking") to provide ongoing disclosure about the County for the benefit of the beneficial owners of the Bonds on or before the date of delivery of the Bonds as required under Section (b)(5) of Rule 15c2-12 (the "Rule") adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. The Undertaking shall be as described in the Official Statement, with such changes as may be agreed in writing by the Underwriter. The County represents that it is in compliance with each and every undertaking previously entered into it pursuant to the Rule.

The Underwriter's obligation to purchase the Bonds shall be conditioned upon the County delivering the Undertaking on or before the date of delivery of the Bonds.

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The winning bidder shall provide a certificate, in form as drafted by or acceptable to Bond Counsel, to evidence the issue price of each maturity of the Bonds, form of which certificate is available upon request.

By submitting a bid, any bidder makes the representation that it understands Bond Counsel represents the County in the Bond transaction and, if such bidder has retained Bond Counsel in an unrelated matter, such bidder represents that the signatory to the bid is duly authorized to, and does consent to and waive of and on behalf of such bidder any conflict of interest of Bond Counsel arising from any adverse position to the County in this matter; such consent and waiver shall supersede any formalities otherwise required in any separate understandings, guidelines or contractual arrangements between the bidder and Bond Counsel.

The Bonds will be delivered to the successful purchaser against full payment in immediately available funds as soon as they can be prepared and executed, which is expected to be on or about July 31, 2013. Should delivery be delayed beyond sixty (60) days from the date of sale for any reason beyond the control of the County except failure of performance by the purchaser, the County may cancel the award or the purchaser may withdraw the good faith deposit and thereafter the purchaser's interest in and liability for the Bonds will cease.

The Official Statement, when further supplemented by an addendum or addenda specifying the maturity dates, principal amounts, and interest rates of the Bonds, and any other information required by law or deemed appropriate by the County, shall constitute a "Final Official Statement" of the County with respect to the Bonds, as that term is defined in the Rule. By awarding the Bonds to any underwriter or underwriting syndicate, the County agrees that, no more than seven (7) business days after the date of such award, it shall provide, without cost to the senior managing underwriter of the syndicate to which the Bonds are awarded, up to 100 copies of the Final Official Statement to permit each "Participating Underwriter" (as that term is defined in the Rule) to comply with the provisions of such Rule. The County shall treat the senior managing underwriter of the syndicate to which the Bonds are awarded as its designated agent for purposes of distributing copies of the Final Official Statement to each Participating Underwriter. Any underwriter executing and delivering an Official Bid Form with respect to the Bonds agrees thereby that if its bid is accepted by the County it shall enter into a contractual relationship with all Participating Underwriters of the Bonds for purposes of assuring the receipt by each such Participating Underwriter of the Final Official Statement.

By submission of its bid, the senior managing underwriter of the successful bidder agrees to supply all necessary pricing information and any Participating Underwriter identification necessary to complete the Official Statement within 24 hours after award of the Bonds. Additional copies of the Final Official Statement may be obtained by Participating Underwriters from the printer at cost.

The County will, at its expense, deliver the Bonds to the purchaser in New York, New York, through the facilities of DTC and will pay for the bond attorney's opinion. At the time of closing, the County will also furnish to the purchaser the following documents, each dated as of the date of delivery of the Bonds: (1) the unqualified opinion of Mayer Brown LLP, Chicago, Illinois, that the Bonds are lawful and enforceable obligations of the County in accordance with their terms; and (2) a no litigation certificate by the County.

The County has authorized the printing and distribution of an Official Statement containing pertinent information relative to the County and the Bonds. Copies of such Official Statement or additional information may be obtained from Mr. Brian McFadden, County Administrator, The County of Sangamon, 200 South Ninth Street, Springfield, Illinois 62701 or an electronic copy of this Official Statement is available from the www.speerfinancial.com web site under "Debt Auction Center/Competitive Sales Calendar" from the Independent Public Finance Consultants to the County, Speer Financial, Inc., One North LaSalle Street, Suite 4100, Chicago, Illinois 60602, telephone (312) 346-3700.

/s/ **A.D. "ANDY" VANMETER**
Chairman of the County Board
THE COUNTY OF SANGAMON, ILLINOIS

/s/ **BRIAN McFADDEN**
County Administrator
THE COUNTY OF SANGAMON, ILLINOIS

**Subject to change.*