
ORDINANCE NUMBER _____

AN ORDINANCE providing for the issuance of Variable Rate General Obligation Demand Bonds, Series 2016A, of the City of Peoria, Peoria County, Illinois, authorizing the execution of one or more bond orders, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and authorizing the sale of said bonds to the purchaser thereof.

Adopted by the City Council
on the 23rd day of February, 2016.

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WHEREAS

A. The City of Peoria, Peoria County, Illinois (the “*City*”) has a population in excess of 25,000 as determined by the last official census, and pursuant to the provisions of Section 6 of Article VII of the Constitution of the State of Illinois, the City is a home rule unit and may exercise any power or perform any function pertaining to its government and affairs including, but not limited to, the power to tax and to incur debt.

B. The City Council of the City (the “*City Council*”) has heretofore, and it hereby expressly is, determined that it is necessary and advisable and in the best interests of the City that a public capital infrastructure improvement project be undertaken, including, but not limited to, improvements to the public capital infrastructure systems of the City as detailed in Exhibit A attached hereto and incorporated by this reference (the “*Project*”).

C. The City Council has previously found and determined and does hereby affirm that the estimated costs of the Project, as projected over a period not longer than the next three years, are in excess of \$6,000,000; and there are insufficient funds of the City on hand and lawfully available to pay the costs of the Project.

D. The City Council hereby expressly determines that there be issued at this time bonds of the City in the amount of not to exceed \$6,000,000, the proceeds of said bonds to be used to finance the Project; and

E. The City Council has heretofore issued and there are now outstanding Taxable Variable Rate General Obligation Capital Improvement Bonds, Series 2012C, dated June 13, 2012, of the City (the “*Prior Bonds*”); and

F. The City Council deems it necessary and advisable to refund all of the outstanding Prior Bonds (said Prior Bonds to be refunded sometimes being referred to herein as the “*Refunded Bonds*”) in order to realize certain interest cost savings; and

G. The City Council hereby expressly determines that there be issued at this time bonds of the City in the amount of not to exceed \$4,500,000, the proceeds of said bonds to be used to refund the Refunded Bonds (the “*Refunding*”); and

H. The City Council deems it necessary and advisable that bonds of the City in the aggregate amount of not to exceed \$10,000,000 be authorized to be issued to pay costs of the Project and the Refunding.

NOW THEREFORE Be It Ordained by the City Council of the City of Peoria, Peoria County, Illinois, in the exercise of its home rule powers, as follows:

Section 1. Documents Effecting the Issuance of the Bonds. In addition to this Ordinance, the following enumerated documents relate and are integral to the issuance of the Bonds:

DOCUMENT	HEREIN REFERRED TO
Indenture of Trust	Indenture
Standby Bond Purchase Agreement	Liquidity Facility
Bond Purchase Agreement	Purchase Contract
Remarketing Agreement	Remarketing Agreement
Official Statement	Official Statement
Continuing Disclosure Undertaking	Undertaking
Tax Exemption Certificate and Agreement	Tax Agreement

(such documents to be referred to, collectively, as the “*Basic Bond Documents*”). The Indenture and Liquidity Facility shall be in substantially the forms attached hereto as *Exhibit B* and *Exhibit C*, respectively. The Purchase Contract, the Remarketing Agreement, the Official Statement, the Undertaking and the Tax Agreement shall be in substantially the forms previously executed by the City in connection with the issuance of its outstanding general obligation bonds, with such variations and revisions as shall be necessary to provide customary descriptions and terms relating to variable rate demand obligations.

Each of the Basic Bond Documents in said form is hereby in all respects approved; the officers of the City shown as signatory to each of the Basic Bond Documents or, if none are shown, any of the Designated Officers as said term is defined herein is hereby authorized, empowered, and directed to execute, and the Clerk of the City is authorized, empowered, and directed to attest and to affix the official seal of the City to, as called for, each of the Basic Bond Documents in the name of, for and on behalf of the City, and thereupon to cause the Basic Bond Documents to be delivered to the other parties thereto, in substantially the same form as

presented or with such changes therein as the signatory officer(s) shall approve, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of the Basic Bond Documents before the City Council; when each of such Basic Bond Documents is executed, attested, sealed, and delivered on behalf of the City, as applicable and as hereinabove provided, each of such Basic Bond Documents will be binding on the City; from and after the execution and delivery of each of such Basic Bond Documents, the officers, employees, and agents of the City are hereby 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 each of such Basic Bond Documents as executed; and each of such Basic Bond Documents shall constitute, and hereby is made, a part of this Ordinance, and a copy of each of such Basic Bond Documents shall be placed in the official records of the City, and shall be available for public inspection at the office of the Clerk of the City.

Each of the other parties to the Basic Bond Documents, to be entitled to the contractual rights, duties, remedies, and fees or other compensation as indicated thereby, are hereby named and approved, as follows:

DOCUMENT	OTHER PARTY OR PARTIES
Indenture	U.S. Bank National Association
Liquidity Facility	BMO Harris Bank, N.A.
Purchase Contract	Mesirow Financial, Inc. (the “ <i>Purchaser</i> ”)
Remarketing Agreement	Mesirow Financial, Inc.

Sale of the Bonds pursuant to the Purchase Contract is hereby authorized.

Section 2. Definitions. The terms defined in the form of Indenture shall, for all purposes of this Ordinance, have the meanings therein specified; and the words and terms used in this Ordinance shall have the meanings specified herein, unless, in either case, the context or use

clearly indicates another or different meaning is intended. Definitions in the preambles are incorporated in this Ordinance; further definitions are as follows:

“Bond Order” means the written Bond Order signed by Designated Officers and setting forth certain details of the Bonds as hereinafter provided.

“Bonds” means the Variable Rate General Obligation Demand Bonds, Series 2016A, authorized to be issued by this Ordinance, including bonds issued in exchange for or upon transfer or replacement of bonds previously issued under this Ordinance.

“County Clerk” means the County Clerk of The County of Peoria, Illinois.

“Designated Officers” means the officers of the City as follows: Mayor (elective), the City Clerk (elective), the City Treasurer, the Finance Director/City Comptroller (appointive) and the City Manager (appointive); *provided* that any act required of more than one of such officers shall be done by not less than one elected officer and one appointive officer.

“General Funds” means any and all funds of the City, other than the Bond Fund, from which payments may lawfully be made to pay principal of or interest on the Bonds.

“Ordinance” means this Ordinance, numbered and adopted on the date as set forth on the title page hereof.

“Pledged Taxes” means the taxes levied on the taxable property within the City to pay principal of and interest on the Bonds as made in Section 6 hereof.

“Tax-exempt” means, with respect to the Bonds, the status of interest paid and received thereon as excludable from gross income of the owners thereof for federal income tax purposes and as not included as an item of tax preference in computing the alternative minimum tax for individuals and corporations under the Code, but as taken into account in computing an adjustment used in determining the federal alternative minimum tax for certain corporations.

“*Terms of Limitation*” means the terms of limitation provided for issuance of the Bonds, set forth in various sections of this Ordinance, and as set forth as follows:

1. The maximum par amount of the Bonds to be issued shall not exceed \$10,000,000.
2. The Dated Date of the Bonds shall not be earlier than March 1, 2016, or later than the date of issuance of the Bonds.
3. The rate of interest payment on the Bonds (or any of the Bonds) shall not exceed ten percent (10.00%), provided, however, that the rate of interest payment on Bank Bonds (as defined in the Liquidity Facility) shall not exceed fifteen percent (15.00%).
4. The first interest payment on the Bonds shall occur within one year of the Dated Date.
5. The Bonds shall finally mature not later than January 1, 2035.
6. The Purchase Price of the Bonds shall not be less than 99% of the original principal amount thereof.

All as more fully stated in the following text of this Ordinance.

Section 3. Incorporation of Preambles. The City Council hereby finds that the recitals contained in the preambles to this Ordinance are true, correct, and complete and incorporates them into this Ordinance by this reference.

Section 4. Determination To Issue Bonds. It is necessary and in the best interests of the City to provide for the Project and the Refunding, to pay all related costs and expenses incidental thereto, and to borrow money and issue the Bonds for such purposes. It is hereby found and determined that such borrowing of money is for a proper public purpose or purposes and is in the public interest and is authorized pursuant to the Act; and these findings and determinations shall be deemed conclusive.

Section 5. Bond Details. For the purpose of providing for the payment of the costs of the Project and the Refunding and to pay all related costs and expenses incidental thereto, there shall be issued and sold the Bonds in the principal amount of not to exceed \$10,000,000. The terms and provisions of the Bonds are as contained in the Indenture, or for Bonds in the event they are “Bank Bonds” as such term is defined in the Liquidity Facility, as further set forth in the Liquidity Facility; provided, however, that the Bonds shall mature on a date which is no later than January 1, 2035, and shall bear interest at a rate or rates which is not in excess of the rates set forth in Section 2 hereof.

Section 6. Tax Levy. For the purpose of providing funds required to pay the principal of and interest on the Bonds, there is hereby levied upon all of the taxable property within the City, in the years for which any of the Bonds are outstanding, a direct annual tax sufficient for that purpose; and there is hereby levied on all of the taxable property in the City, in addition to all other taxes, the direct annual taxes for each series as shall be provided in the respective Bond Order (collectively, the “*Pledged Taxes*”).

The Pledged Taxes will be determined upon sale of the Bonds and determination of the actual aggregate amounts of principal of and interest on the Bonds due in each year. The City Clerk is hereby expressly authorized and directed to file a Bond Order with the County Clerk upon the sale of any Bonds, and such Bond Order shall reflect the final Pledged Taxes to be levied for the Bonds in such specific amounts and for such years as shall be necessary. For this purpose, interest to accrue on the Bonds shall be deemed to be the rate as set forth in each Bond Order.

The Pledged Taxes and other moneys on deposit in the Bond Fund and allocable to the Bonds shall be applied to pay principal of and interest on the Bonds. Interest or principal coming due at any time when there are insufficient funds on hand from the Pledged Taxes to pay the

same shall be paid promptly when due from current funds on hand in advance of the collection of the Pledged Taxes herein levied; and when the Pledged Taxes shall have been collected, reimbursement shall be made to said funds in the amount so advanced. The City covenants and agrees with the purchasers and registered owners of the Bonds that so long as any of the Bonds remain outstanding, the City will take no action or fail to take any action which in any way would adversely affect the ability of the City to levy and collect the taxes levied in this Section. The City and its officers will comply with all present and future applicable laws in order to assure that the Pledged Taxes may be permitted to be levied, extended, and collected as provided herein and deposited into the Bond Fund.

Section 7. Security for the Bonds; Abatements. The Bonds are a general obligation of the City, for which the full faith and credit of the City are irrevocably pledged, and are payable from the levy of the Pledged Taxes on all of the taxable property in the City, without limitation as to rate or amount. In each year, on or before the deadline for the filing of an abatement of taxes levied by the City for such year, the City by its City Council may adopt an ordinance abating taxes for such year only upon a finding that sufficient funds of the City will be on hand and available to pay principal of and interest on the Bonds during the period otherwise provided for from such levy.

Section 8. Filing with County Clerk. Promptly, when this Ordinance becomes effective, a copy hereof, certified by the Clerk of the City, together with an executed copy of each Bond Order, shall be filed with the County Clerk, and the County Clerk shall in and for each of the years set forth in the Bond Order ascertain the rate percent required to produce the aggregate taxes provided to be levied in each of said years and in the County; and the County Clerk shall extend the same for collection on the tax books in connection with other taxes levied in said years in and by the City for general corporate purposes of the City in the County, and in said

years such annual taxes shall be levied and collected by and for and on behalf of the City in like manner as taxes for general corporate purposes for said years are levied and collected, and in addition to and in excess of all other taxes.

Section 9. Plan of Finance and Sale of Bonds. A. Plan of Finance. The City Council has authorized the Bonds for the Project and the Refunding. The Designated Officers shall make a determination in each Bond Order as to the advisability of the amount of Bonds to be issued within the Terms of Limitation. The Designated Officers may issue all the Bonds or such portion of Bonds, subject to the Terms of Limitation, as they shall in their best judgment select.

B. Sale of Bonds. Any two of the Designated Officers, acting in concert, are hereby authorized to proceed, without any further official authorization or direction whatsoever from the City Council, to sell and deliver Bonds as herein provided. The Designated Officers shall be and are hereby authorized and directed to sell the Bonds to the Purchaser, *provided, however,* as follows:

(a) The minimum price to be paid for any series of Bonds by the Purchaser shall not be less than ninety-nine percent (99.0%) of the par value of the Bonds (without regard to original issue discount, if any).

(b) The Purchaser provides information (in the form of a written certificate) that the terms of the Bonds are reasonable in light of current conditions in the market for Tax-exempt obligations such as the Bonds and that the Terms of Limitation have been met.

Nothing in this Section shall require the Designated Officers to sell Bonds if in their judgment the conditions in the bond markets shall have markedly deteriorated from the time of adoption hereof, but the Designated Officers shall have the authority to sell Bonds in any event so long as the limitations set forth in this Ordinance and the conditions of this Section shall have been met. It is hereby found that no person holding any office of the City either by election or appointment,

is in any manner financially interested, either directly, in his or her own name, or indirectly, in the name of any other person, association, trust or corporation, in the sale of the Bonds to the Purchaser. Upon the sale of any Bonds, the Designated Officers so acting shall prepare a Bond Order which shall include the pertinent details of sale as provided herein, and such shall be entered into the records of the City and made available to the City Council at the next public meeting thereof. The authority to sell the Bonds as herein provided shall expire on August 23, 2016.

Section 10. Creation of Funds and Appropriations.

A. The Bond Fund and the Purchase Fund are created in the Indenture, and the Rebate Fund is hereby authorized to be created in the Tax Exemption Certificate and Agreement executed in connection with the sale of the Bonds.

B. A sum of principal proceeds (as capitalized interest) as set forth in any Bond Order, which shall provide for the payment of all interest due on the Bonds for a period of not to exceed 24 months, shall be deposited into the Bond Fund. The Pledged Taxes or other available funds of the City to be used to pay principal of or interest on the Bonds shall either be deposited into the Bond Fund and used solely and only as provided in Section 6 of this Ordinance or be used to reimburse a fund or account from which advances to the Bond Fund may have been made to pay principal of or interest on the Bonds prior to receipt of Pledged Taxes. The City hereby pledges, as equal and ratable security for the Bonds, all present and future proceeds of the Pledged Taxes for the sole benefit of the registered owners of the Bonds.

C. Proceeds of the Bonds shall be applied as provided in the Indenture to the extent not otherwise applied herein or in a Bond Order. The proceeds received upon sale of the Bonds to finance the Project (other than capitalized interest) shall be deposited into the "Variable Rate General Obligation Demand Bonds, Series 2016A, Project Fund" (the "*Project Fund*"), hereby

created. Disbursements shall be made from the Project Fund solely and only for the costs of the Project, including all expenses of issuance of the Bonds or otherwise incidental to the Bonds or the Project, and for which such principal proceeds are hereby appropriated. Interest received from deposits in the Project Fund shall, first, to the extent necessary, be transferred to the Rebate Fund; second, unless action is taken by the City Council pursuant to the third clause of this sentence, shall be retained in the Project Fund and shall also be disbursed for the costs of the Project; and third, to the extent permitted by law, may be transferred by the action of the City Council to such other fund of the City as the City Council may designate. The proceeds received upon sale of the Bonds to finance the Refunding (other than capitalized interest) are hereby appropriated to pay the expenses of issuance of the Bonds or otherwise incidental to the Bonds or the Refunding, and for which such principal proceeds are hereby appropriated, and that portion thereof not needed to pay such expenses shall be deposited with the paying agent for the Bonds for the purpose of paying the principal of and interest on the Refunded Bonds, or as otherwise set forth in the Bond Order.

Section 11. Tax Covenants. The City hereby covenants that it will not take any action, omit to take any action, or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting, or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause the interest on such Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The City acknowledges that, in the event of an examination by the Internal Revenue Service of the exemption from Federal income taxation for interest paid on the Bonds, under present rules, the City is treated as the “taxpayer” in such examination and agrees that it will respond in a commercially reasonable manner to any inquiries from the Internal

Revenue Service in connection with such an examination. In furtherance of the foregoing provisions, but without limiting their generality, the City agrees: (a) through its officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to comply with all representations, covenants, and assurances contained in the certificates or agreements as may be prepared by counsel approving the Bonds and executed by an official of the City; (c) to consult with such counsel and to comply with such advice as may be given, to the extent permitted by law; (d) to file such forms, statements, and supporting documents as may be required and in a timely manner; and (e) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys, and other persons to assist the City in such compliance. The execution and delivery of a tax exemption certificate and agreement is hereby approved.

Section 12. *Reimbursement.* None of the proceeds of the Bonds will be used to pay, directly or indirectly, in whole or in part, for an expenditure that has been paid by the City prior to the date hereof except “preliminary expenditures,” as set forth in the Tax Exemption Certificate and Agreement to be delivered by the City in connection with the issuance of the Bonds, incurred prior to commencement of the Project or expenditures for which an intent to reimburse has been properly declared under Treasury Regulations Section 1.150-2. This Ordinance is in itself a declaration of official intent under Treasury Regulations Section 1.150-2 as to all costs of the Project paid after the date falling 60 days prior to the date of adoption hereof and prior to issuance of the Bonds.

Section 13. *Superseder and Effective Date.* All ordinances, resolutions, and orders, or parts thereof, in conflict herewith, are to the extent of such conflict hereby superseded; and this Ordinance shall be in full force and effect immediately upon its passage, approval, and publication.

PRESENTED, PASSED, APPROVED AND RECORDED by the City of Peoria, Peoria County,
Illinois, this 23rd day of February, 2016.

Mayor

ATTEST:

City Clerk

[SEAL]

EXHIBIT A

PROJECT DESCRIPTION

Public capital infrastructure improvements, including but not limited to street and road improvements, curb, gutter and sidewalk improvements, and water and sewer system improvements

EXHIBIT B
FORM OF INDENTURE

EXHIBIT C

FORM OF LIQUIDITY FACILITY

EXTRACT OF MINUTES of a regular public meeting of the City Council of the City of Peoria, Peoria County, Illinois, held at the City Hall, in said City, at 6:15 p.m., on the 23rd day of February, 2016.

The Mayor called the meeting to order and directed the City Clerk to call the roll.

Upon the roll being called, the Mayor and the following Council Members answered physically present at said location: _____

The following Council Members were allowed by a majority of the Council Members in accordance with and to the extent allowed by rules adopted by the City Council to attend the meeting by video or audio conference: _____

No Council Member was not permitted to attend the meeting by video or audio conference.

The following Council Members were absent and did not participate in the meeting in any manner or to any extent whatsoever: _____

The City Council then discussed a proposed public capital infrastructure improvement project and the refunding of certain existing bonds of the City and considered an ordinance providing for the issuance of certain Variable Rate General Obligation Demand Bonds of the City of Peoria, Peoria County, Illinois, authorizing the execution of one or more bond orders, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and authorizing the sale of said bonds to the purchaser thereof.

Thereupon, Council Member _____ presented the following ordinance:

AN ORDINANCE providing for the issuance of Variable Rate General Obligation Demand Bonds, Series 2016A, of the City of Peoria, Peoria County, Illinois, authorizing the execution of one or more bond orders, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and authorizing the sale of said bonds to the purchaser thereof.

(the “Bond Ordinance”) which was before the City Council and was made available to any person requesting it in words and figures as follows.

Council Member _____ moved and Council Member _____ seconded the motion that the Bond Ordinance as presented be adopted.

A discussion of the matter followed.

The Mayor directed that the roll be called for a vote upon the motion to adopt the ordinance.

Upon the roll being called, the following Council Members voted AYE: _____

and the following Council Members voted NAY: _____.

WHEREUPON, the Mayor declared the motion carried and the ordinance adopted.

Other business was duly transacted at said meeting.

Upon motion duly made and carried, the meeting adjourned.

City Clerk

STATE OF ILLINOIS)
) SS
COUNTY OF PEORIA)

CERTIFICATION OF MINUTES AND ORDINANCE

I, the undersigned, do hereby certify that I am the duly qualified and acting Clerk of the City of Peoria, Peoria County, Illinois (the “City”), and as such official I am the keeper of the official journal of proceedings, books, records, minutes, and files of the City and of the City Council (the “City Council”) thereof.

I do further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the City Council held on the 23rd day of February, 2016 (the “Meeting”) insofar as the same relates to the adoption of an ordinance, numbered _____ and entitled:

AN ORDINANCE providing for the issuance of Variable Rate General Obligation Demand Bonds, Series 2016A, of the City of Peoria, Peoria County, Illinois, authorizing the execution of one or more bond orders, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and authorizing the sale of said bonds to the purchaser thereof.

(the “Ordinance”) a true, correct, and complete copy of which Ordinance as adopted at the Meeting appears in the foregoing transcript of the minutes of the Meeting.

I do further certify that the deliberations of the City Council on the adoption of the Ordinance were taken openly; that the vote on the adoption of the Ordinance was taken openly; that the Meeting was held at a specified time and place convenient to the public; that notice of the Meeting was duly given to all newspapers, radio or television stations, and other news media requesting such notice; that an agenda for the Meeting was posted at the location where the Meeting was held and at the principal office of the City Council (being the same location) at least 96 hours in advance of the holding of the Meeting; that at least one copy of said agenda was continuously available for public review during the entire 96-hour period preceding said meeting; that said agenda contained a separate specific item concerning the proposed adoption of the Ordinance; and that the Meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and that the City Council have complied with all of the provisions of said Act and said Code except as validly superseded by the home rule powers of the City and with all of the procedural rules of the City Council in the adoption of the Ordinance.

IN WITNESS WHEREOF I hereunto affix my official signature and the seal of the City this
23rd day of February, 2016.

[SEAL]

Clerk of the City of Peoria

STATE OF ILLINOIS)
) SS
COUNTY OF PEORIA)

CERTIFICATE OF FILING

I do hereby certify that I am the duly qualified and acting County Clerk of The County of Peoria, Illinois, and as such officer I do hereby certify that on the ___ day of _____, 2016, there was filed in my office a properly certified copy of Ordinance Number _____ passed by the City Council of the City of Peoria, Peoria County, Illinois, on the 23rd day of February, 2016, and entitled:

AN ORDINANCE providing for the issuance of Variable Rate General Obligation Demand Bonds, Series 2016A, of the City of Peoria, Peoria County, Illinois, authorizing the execution of one or more bond orders, providing for the levy and collection of a direct annual tax for the payment of the principal of and interest on said bonds, and authorizing the sale of said bonds to the purchaser thereof.

and approved by the Mayor of said City; and that the same has been deposited in, and all as appears from, the official files and records of my office.

IN WITNESS WHEREOF I have hereunto affixed my official signature and the seal of The County of Peoria, Illinois, at Peoria, Illinois, this ___ day of _____, 2016.

County Clerk of The County of Peoria,
Illinois

[SEAL]