

RESOLUTION NUMBER 02 - 12

**A RESOLUTION AUTHORIZING THE RETENTION OF ICE
MILLER LLP FOR LEGAL SERVICES
RELATED TO TIF REVENUE BONDS
BY THE VILLAGE OF EAST DUNDEE**

WHEREAS, the Village of East Dundee is a home rule unit of local government under and pursuant to Section 6 of Article VII of the Constitution of the State of Illinois, has the authority to exercise any power and perform any function pertaining to its government and affairs, including but not limited to the power to regulate for the protection of the public health, safety, morals, and welfare; and

WHEREAS, it is deemed necessary and desirable for the Village of East Dundee to authorize the retention of Ice Miller LLP for legal services relating to the issuance of TIF Revenue Bonds; and

WHEREAS, the Village of East Dundee is desirous of retaining Bond Counsel to give legal advice to the Village relative to specialized financial matters; and

WHEREAS, Ice Miller LLP has submitted an engagement letter setting forth their duties and obligations in connection with the issuance of Bonds.

NOW THEREFORE BE IT RESOLVED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF EAST DUNDEE, COOK AND KANE COUNTIES, ILLINOIS, AS FOLLOWS:

Section One. That the Village of East Dundee adopts and approves and the President be and he is hereby authorized and directed to sign and the Village Clerk is directed to attest to the execution of the Retention of Ice Miller LLP for Legal Services Related to the issuance of TIF Revenue Bonds, a copy of which agreement is attached hereto and made a part hereof.

Section Two. **Severability.** If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Section Three. Repeal. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section Four. Publication. This resolution shall be in full force and effect forthwith upon its adoption, approval and publication in pamphlet form as provided by law.

Adopted this 30th day of January, 2012, pursuant to a roll call vote as follows:

AYES: 5 - Trustees Lynam, Miller, VanOstenbride, Skellicorn
NAYES: 0 & President Bartels

ABSENT: 2 - Trustees Ruffalo & Gorman

Approved by me this 30th day of January, 2012.

Jerald Bartels
JERALD BARTELS, President

Published in pamphlet form this 30th day of January, 2012, under the authority of the President and Board of Trustees.

ATTEST:

Jennifer Rehberg
JENNIFER REHBERG, Village Clerk

Recorded in the Village Records on Jan. 30th, 2012.



January 17, 2012

Mr. Jerald Bartels
Village of East Dundee
120 Barrington Avenue
East Dundee, Illinois 60118

RE: *Village of East Dundee, Kane County, Illinois General Obligation Refunding Bonds*

Dear Mr. Bartels:

We want to thank you for the opportunity to work with the Village in connection with the proposed financing and to propose the terms of our engagement as Bond Counsel. Ice Miller LLP values long term relationships with clients and looks forward to working with the Village on the current and future financings.

Our understanding is that the Village will issue Bonds in one or more series taxable or tax-exempt as follows:

1. \$1,780,000 TIF Alternate Revenue Bond issue to be used to refund the Village's existing TIF Revenue Bond (the "Refunding");
2. \$1,463,000 TIF Alternate Revenue Bond issue to be used to finance road reconstruction and water line loop projects (the "Public Infrastructure Issue");
3. \$1,500,000 Conduit Taxable Bond issue for JD Byrider/Saturn Dealership (the "Conduit Issue");
4. \$450,000 TIF Alternate Revenue Bond issue to be used to finance JD Byrider Saturn Dealership (the "JD Byrider Alternate Bond Issue");
5. \$1,700,000 TIF Alternate Revenue Bond issue to be used to finance land acquisition for River Haven Place ("River Haven Issue");
6. \$4,000,000 TIF Revenue Bond for Gats Guns (the "Gats Guns TIF Bond Issue")

As Bond Counsel, our job is principally to render certain approving opinions regarding the validity of the financing under applicable state and federal laws and to render certain opinions concerning the tax status of the bonds and other matters. In order to perform those functions we will be required to perform the following functions:

- (a) Preparation or review of all documentation (e.g., ordinances, resolutions, agreements, leases, indentures, bonds, notices and other forms) requisite to the authorization, issuance, and sale of the bonds (including the documents previously prepared);
- (b) Attendance at meetings of the Village, when necessary, at which proceedings affecting the transaction will be considered or voted upon;
- (c) Consultations with the various parties (normally the financial advisor, other consultants, if any, you and the Village's attorney), including bond insurers, rating agencies, or letter of credit issuers, involved in the transaction regarding the details and problems of the transaction and the legal proceedings required for the transaction;
- (d) Arranging for the printing of the bonds, if required;
- (e) Responding to inquiries from prospective purchasers of the bonds;
- (f) Attendance at and supervision of the closing of the financing;
- (g) Examination of the executed transcript documents;
- (h) Furnishing to the Village and to the purchasers of the bonds an approving opinion as to the legality of the issue and the exclusion from gross income of interest on the bonds; and
- (i) Assembling, duplicating, and binding the transcript documents for delivery to the parties to the transaction.

We will draft documents (or review documents drafted by other parties) and generally supervise the proceedings as they move toward closing. While our primary responsibility is to the Village as the issuer, we also have a responsibility to those persons or entities who will ultimately hold the bonds to render an independent, objective opinion on the bonds. Our main functions are to opine objectively that the bonds have been lawfully issued, that their tax status is that for which the purchasers have bargained and agreed, and that certain legal steps have been undertaken regarding timely payment of the bonds and the interest on the bonds. Unless the Village decides to make special arrangements, our engagement does not include post issuance advice or any obligation to monitor or give advice on the Village's continuing compliance with any tax requirements, as set forth in the bonds and the closing documents, which must be followed after issuance of the bonds in order to preserve the exclusion from gross income of interest on the bonds or to give advice on continuing compliance with securities law requirements.

As indicated above, if bonds are issued, we will be required to give an opinion as to certain federal tax matters. We will make inquiries of you and the Village regarding matters relating to this compliance with applicable federal tax laws during the course of this transaction,

and we will also be preparing documents containing covenants with which the Village must comply in order to enable us to deliver these opinions.

Also, as noted above, one of our tasks is to give an opinion as to the validity and enforceability of the bonds under state laws. We will be making inquiries of the Village during the course of these transactions regarding steps taken to comply with applicable state laws. We will also be preparing documents from time to time which assure or demonstrate such compliance and, in some cases, reviewing documents prepared by your attorney or other parties to the same effect.

Issuers of municipal or other governmental securities must also comply with applicable federal and state securities laws. For a public issue, your financial advisor or underwriter, if any, should compile certain information provided by the Village in an Official Statement or Limited Offering Memorandum and prepare certain accounting materials related thereto.

This engagement letter will also serve to give express written notice to the Village that (a) from time to time we represent in a variety of capacities and consult with most underwriters, investment bankers, financial advisors and other persons active in the Illinois public finance market on a wide range of issues, and (b) prior to your execution of this engagement letter we may have consulted with a number of such firms regarding the Bonds, including, specifically, the eventual hired Underwriter on the bonds, if any. Your acceptance of our services and execution of the enclosed copy of this letter to evidence our agreement constitutes your consent to these other engagements with the underwriter. Neither our representation of the Village nor such additional relationships or prior consultations will affect, however, our responsibility to render an objective opinion.

Our fee for each project to be issued as one or more series of Bonds is as follows:

1. Refunding Issue: \$17,500
2. Public Infrastructure Issue: \$12,500
3. JD Byrider Conduit Issue: \$25,000
4. JD Byrider Alternate Issue: \$10,000
5. River Haven Issue: \$15,000; and
6. Gat Guns TIF Bond Issue: \$35,000

If no financing is consummated, our fee will be at 50% of our normal hourly rates not to exceed an aggregate of \$50,000.

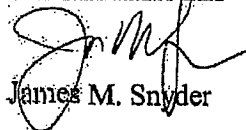
Following the closing, we will provide the Village with a final transcript. With respect to maintenance of documentation subsequent to the closing, our Firm will retain our correspondence file and a final transcript with the originals (or copies thereof) of the documents that are necessary for closing the issue. When the bonds have been retired, we will destroy the entire file other than our approving opinion. The purpose for advising you of our internal

procedures is to allow you and your attorney to make an independent determination as to which other materials or drafts need to be maintained in your files and which may be discarded.

If the terms of this engagement are consistent with your understanding of our employment and are acceptable to you, please execute the acceptance clause at the end hereof and return an executed copy to me for our file. If you have any questions, please feel free to call me at (312) 726-7127. We look forward to working with you and other representatives of the Village.

Very truly yours,

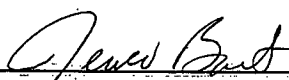
ICE MILLER LLP



James M. Snyder

Accepted by and on behalf of the Village of East Dundee, this 30th day of January
2012.

VILLAGE OF EAST DUNDEE

By: 
Village President

JMS:jp