

RESOLUTION PROVIDING FOR THE ISSUANCE OF UNLIMITED TAX GENERAL OBLIGATION REFUNDING BONDS (DEDICATED REVENUES) OF THE BOARD OF EDUCATION OF THE CITY OF CHICAGO, IN ONE OR MORE SERIES AND IN AN AGGREGATE AMOUNT NOT TO EXCEED \$110,000,000, FOR THE PURPOSE OF PAYING PART OF THE COST OF REFUNDING OUTSTANDING BONDS

WHEREAS, pursuant to the provisions of Article 34 of the School Code of the State of Illinois, as amended (the "School Code"), the City of Chicago, having a population exceeding 500,000, constitutes one school district (the "School District"), which is a body politic and corporate by the name of the "Board of Education of the City of Chicago" (the "Board"); and

WHEREAS, the Board is governed by the seven-member Chicago Board of Education, as successor to the Chicago School Reform Board of Trustees (the "School Board"); and

WHEREAS, the Board has previously issued its Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 1997A, in the original aggregate principal amount of \$499,995,000 (the "Series 1997A Bonds"); and

WHEREAS, \$462,010,000 outstanding principal amount of the Series 1997A Bonds are current interest bonds subject to redemption at the option of the Board on any date on or after December 1, 2007 (the "Prior Bonds"); and

WHEREAS, the Board has determined that it is advisable, necessary and in the best interests of the Board and the residents of the School District to authorize the refunding of a portion of the Prior Bonds as may be determined by a Designated Official within the meaning of Section 2(a) hereof (the "Refunded Bonds") by the issuance of one or more additional series of its Unlimited Tax General Obligation Refunding Bonds (Dedicated Revenues) (the "Bonds") as alternate bonds under Section 15 of the Local Government Debt Reform Act of the State of Illinois (the "Act"); and

WHEREAS, Section 15 of the Act provides that alternate bonds may be issued to refund other alternate bonds without meeting any of the conditions set forth in Section 15 of the Act if the term of the refunding bonds shall not be longer than the term of the refunded bonds and if the debt service payable in any year on the refunding bonds shall not exceed the debt service payable in such year on the refunded bonds, such refunding bonds being referred to herein as "Statutory Refunding Bonds"; and

WHEREAS, the Board may issue one or more series of the Bonds as Statutory Refunding Bonds and may issue one or more series of the Bonds not as Statutory Refunding Bonds, but pursuant to the 1998 Authorization of the Board as described below; and

WHEREAS, in accordance with the provisions of the Act, the School Board, on the 26th day of August, 1998, adopted a resolution (the "1998 Authorization") authorizing the issuance of alternate bonds, being general obligation bonds payable from any revenue source, as provided by the Act (the "1998 Alternate Bonds") in an amount not to exceed \$900,000,000; and

WHEREAS, pursuant to and in accordance with the Act and the 1998 Authorization, the Board caused to be published on September 4, 1998 in the *Chicago Sun-Times*, a newspaper of general circulation within the School District, a copy of the 1998 Authorization and a notice that the 1998 Alternate Bonds are subject to a "back-door referendum" under the Act; and

WHEREAS, no petition asking that the issuance of the 1998 Alternate Bonds be submitted to referendum was filed with the Secretary of the Board by October 4, 1998, such date being thirty (30) days after the date of such publication; and

WHEREAS, other than the Board's \$316,255,000 Unlimited Tax General Obligation Bonds (Dedicated Revenues), PBC Series C of 1999, \$106,960,000 Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 2000A, \$202,000,000 Unlimited Tax General Obligation Bonds (Dedicated

Revenues), Series 2000B/C, \$13,390,000 Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 2000E, \$45,110,000 Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 2001A, \$4,585,000 Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 2003C, and \$81,895,000 Unlimited Tax General Obligation Refunding Bonds (Dedicated Revenues), Series 2004B, no 1998 Alternate Bonds have been issued pursuant to the 1998 Authorization; and

WHEREAS, the Board has determined that the Bonds will be payable from (i) the "Pledged Revenues", being (a) those amounts allocated and paid to the Board from the Personal Property Replacement Tax Replacement Fund of the State of Illinois pursuant to Section 12 of the State Revenue Sharing Act of the State of Illinois, as amended, or from such successor or replacement fund or act as may be enacted in the future (the "Personal Property Replacement Tax Revenues") remaining after (x) any required allocation thereof to provide for the payment of those claims, currently for pension or retirement obligations, that are required to be paid from the Personal Property Replacement Tax Revenues prior to any other application or use thereof pursuant to Section 12 of said State Revenue Sharing Act, or such successor or replacement act as may be enacted in the future (the "Statutory Claims") and (y) any required allocation thereof to provide for the payment Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 1996, in the original aggregate principal amount of \$350,000,000, its Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 1997, in the original aggregate principal amount of \$500,000,000, of the Board; (b) those amounts paid to the Board pursuant to an Intergovernmental Agreement (the "Intergovernmental Agreement") dated as of October 1, 1997, by and between the Board and the City of Chicago (the "Intergovernmental Agreement Revenues") and (c) the State Aid Payments made available to the Board in any year pursuant to Section 18 of the School Code, or any such successor or replacement act as may be enacted in the future (the "State Aid Revenues") and (ii) the "Pledged Taxes" being the ad valorem taxes levied or to be levied against all the taxable property in the School District, without limitation as to rate or amount, pursuant to Section 3 of this Resolution, for the purpose of providing funds in addition to the Pledged Revenues, to pay the principal of and interest on the Bonds; and

WHEREAS, the Personal Property Replacement Tax Revenues, the Intergovernmental Agreement Revenues and the State Aid Revenues each constitute a "Governmental Revenue Source" as defined in Section 3 of the Act; and

WHEREAS, based on a report presented to this meeting and on file with the Secretary of the Board, the Board has determined that the Pledged Revenues will provide in each year an amount not less than 1.25 times debt service on the Bonds and all other outstanding alternate bonds to be paid from such Pledged Revenues, which determination is supported by the most recent audit of the Board prepared by Deloitte & Touche LLP, which audit is for the fiscal year ended June 30, 2004 (the "2004 Audit"), being a fiscal year ending not earlier than eighteen (18) months previous to the time of issuance of the Bonds herein authorized and issued prior to January 1, 2006, which Audit has been presented to the Board and is on file with the Secretary of the Board (the "Secretary"); and

WHEREAS, such determination is made, in part, on the basis of Section 15(c)-1 of the Act which authorizes the Board to project debt service on alternate bonds issued as variable rate bonds in the manner therein specified; and

WHEREAS, the Board anticipates that the Bonds authorized by this Resolution may not be issued prior to January 1, 2006, and intends that the authority for the issuance of Bonds provided by this Resolution shall permit the issuance of one or more series of Bonds on or after January 1, 2006 (i) as Statutory Refunding Bonds and (ii) as Bonds issued pursuant to the 1998 Authorization provided that prior to such issuance the Board, pursuant to a supplemental resolution, determines that either (i) the Pledged Revenues will provide in each year an amount not less than 1.25 times debt service on the Bonds then proposed to be issued or (ii) the Pledged Revenues constitute a "Governmental Revenue Source" and will provide in each year an amount not less than 1.10 times debt service on such Bonds and such outstanding alternate bonds and, in either case, such determination is supported by the then most recent audit of the Board prepared by certified public accountants, which audit is for a fiscal year ending not earlier than eighteen (18) months prior to the date of issuance of such series of Bonds; and

WHEREAS, the pledge of and lien on the Personal Property Replacement Tax Revenues for the payment of the Bonds shall be on a parity with the pledge of and lien on the Personal Property Replacement Tax Revenues pledged for the payment of the Board's outstanding Unlimited Tax General Obligation Bonds (Dedicated Revenues), Series 1997A, Series 1998, Series 1998B-1, Series 1999A and Series 2004A; and

WHEREAS, the Pledged Revenues pledged to the payment of the debt service on any particular series of the Bonds shall be not less than an amount in each year equal to 1.25 times the annual debt service on such series for such year, provided however that, if determined at the time of issuance of such series of Bonds to be in the best interests of the Board (such determination to be made by a Designated Official) the amount of Pledged Revenues pledged to the payment of the debt service on such series shall be not less than an amount in each year equal to 1.10 times the annual debt service for such series in such year; and

WHEREAS, the Bonds will be issued under and secured by one or more Trust Indentures (each an "Indenture"), between the Board and such bank, trust company or national banking association appointed to serve as trustee under the respective Indenture as provided in Section 2(a) hereof (the "Trustee"); and

WHEREAS, the Bonds will be further secured by the Funds, Accounts and Sub-Accounts established and pledged pursuant to the respective Indenture; and

WHEREAS, the Board may elect to pay the debt service on the Bonds from time-to-time in the future from certain interest income, certain property tax revenues and other budgetary sources; and

WHEREAS, a group or groups of underwriters to be designated by the Chief Financial Officer of the Board (the "Chief Financial Officer") with respect to the Bonds (the "Underwriters") will purchase the Bonds pursuant to one or more Contracts of Purchase (each a "Bond Purchase Agreement"), between the Underwriters and the Board; and

WHEREAS, the Board is authorized to enter into derivative agreements pursuant to the Bond Authorization Act of the State of Illinois and to enter into liquidity and credit enhancement agreements pursuant to the Local Government Credit Enhancement Act of the State of Illinois; and

WHEREAS, it is necessary for the Board to authorize the issuance of the Bonds and to approve, authorize and direct the execution of the Indentures and the Bond Purchase Agreements and certain other agreements and the performance of acts necessary or convenient in connection with the implementation of this Resolution and the issuance of the Bonds.

NOW, THEREFORE, Be It Hereby Resolved by the Chicago Board of Education of the Board of Education of the City of Chicago, as follows:

Section 1. Incorporation of Preambles. The preambles of this Resolution are hereby incorporated into this text as if set out herein in full.

Section 2. Issuance of Bonds.

(a) There is authorized the borrowing, on the credit of and for the Board, the aggregate principal amount of not to exceed \$110,000,000 for the purpose of refunding the Refunded Bonds. Such borrowing to be evidenced by the issuance of Bonds. Such Bonds may be issued from time-to-time in one or more series in said aggregate principal amount, or such lesser aggregate principal amounts as may be determined by either the President of the School Board or the Chief Financial Officer (each, a "Designated Official"). Each series of the Bonds shall be designated "Unlimited Tax General Obligation Refunding Bonds (Dedicated Revenues)," with such designation as to series and such other additions, modifications or revisions as shall be determined to be necessary by either of the Designated Officials at the time of the sale of such Bonds to reflect the order of sale of such Bonds, whether such Bonds are Capital Appreciation Bonds, Current Interest Bonds, Convertible Bonds or Variable Rate Bonds (each as defined herein) and any other authorized features of such Bonds determined by either of the Designated Officials as desirable to be reflected in the title of the Bonds being issued and sold. The Designated

Officials are each hereby authorized to appoint a trustee (the "Trustee") for each series of the Bonds so issued; provided that such Trustee shall be a bank, trust company or national banking association doing business and having a corporate trust office in the State of Illinois and having capital stock and surplus aggregating at least \$15,000,000, or shall be a wholly owned subsidiary of such an entity. The Bonds of each series shall be issued and secured pursuant to the terms of an Indenture, and each of the Designated Officials is hereby authorized to execute and deliver, and the Secretary is hereby authorized to attest, each Indenture on behalf of the Board, each such Indenture to be in substantially the form which is currently on file with the Secretary of the Board, but with such changes therein as shall be within the authorizations granted by this Resolution as shall be approved by the Designated Official executing the same, with such execution to constitute conclusive evidence of such Designated Official's approval and this Board's approval of any changes or revisions therein from the form of Indenture authorized hereby.

A Designated Official shall determine the allocation of the Bonds to the available amounts under the Authorizations. The details of the sale of the Bonds as described in the notification of sale of such Bonds delivered by a Designated Official pursuant to Section 4(e) hereof and all provisions relating to the authorized denomination, registration, transfer and redemption of such Bonds, within the limitations set forth herein, shall be set forth in each Indenture executed and delivered by a Designated Official as described herein. Each series of the Bonds may be issued in up to four subseries as determined by a Designated Official.

Either of the Designated Officials is hereby authorized to select the specific Prior Bonds to be refunded, both by series and maturity, provided that the Designated Official shall act in a manner consistent with the debt policy of the Board in force at the time of any such refunding.

(b) In order to secure the payment of the principal of, redemption price of, interest on and the Compound Accreted Value (as hereinafter defined) of the Bonds, the Board hereby pledges the Pledged Revenues to the payment thereof, and the Board covenants and agrees to provide for, collect and apply such Pledged Revenues to the payment of the Bonds and the provision of an additional .25 times debt service, or, if determined at the time of issuance of the Bonds to be in the best interests of the Board by a Designated Official, an additional .10 times debt service. The determination of the sufficiency of the Pledged Revenues pursuant to this paragraph (b) as to the Bonds is supported by reference to the 2004 Audit, and acceptance of the 2004 Audit by the Board is conclusive evidence that the conditions of Section 15 of the Act have been met as to the Bonds (other than Statutory Refunding Bonds, which are not subject to such conditions, but rather are subject to the conditions described in Section 2(h) hereof). A Designated Official shall determine the amounts of Intergovernmental Agreement Revenues, State Aid Revenues and Personal Property Replacement Tax Revenues, if any, pledged to the payment of the particular series of Bonds, provided that no amounts shall be pledged as security for the Bonds that are not available under the applicable Authorizations. Once issued, the Bonds shall be and forever remain until paid or defeased the general obligation of the Board, for the payment of which its full faith and credit are pledged, and shall be payable, in addition to the Pledged Revenues, as described herein, from the levy of the Pledged Taxes as provided in the Act and as set forth below.

(c) All or any portion of the Bonds may be issued as bonds payable in one payment on a fixed date (the "Capital Appreciation Bonds"). Any Bonds issued as Capital Appreciation Bonds shall be dated the date of issuance thereof and shall also bear the date of authentication, shall be in fully registered form, shall be numbered as determined by the Trustee and shall be in denominations equal to the original principal amounts of such Capital Appreciation Bonds or any integral multiple thereof, each such original principal amount representing Compound Accreted Value (as hereinafter defined) at maturity (the "Maturity Amount") of \$5,000 or any integral multiple thereof. As used herein, the "Compound Accreted Value" of a Capital Appreciation Bond on any date of determination shall be an amount equal to the original principal amount (or integral multiple thereof) plus an investment return accrued to the date of such determination at a semiannual compounding rate which is necessary to produce the yield to maturity borne by such Capital Appreciation Bond.

All or any portion of the Bonds may be issued as bonds bearing interest at fixed rates and paying interest semiannually (the "Current Interest Bonds"). The Current Interest Bonds shall be dated such date as shall be agreed upon by a Designated Official and the purchasers of the Current Interest Bonds, shall

be in fully registered form, shall be in denominations of \$5,000 each and any integral multiple thereof, and shall be numbered as determined by the Trustee.

The Bonds may be initially issued as Capital Appreciation Bonds containing provisions for the conversion of the Compound Accreted Value of such Bonds into Current Interest Bonds (the "Convertible Bonds") at such time following the initial issuance as shall be approved by a Designated Official. While in the form of Capital Appreciation Bonds, such Convertible Bonds shall be subject to all of the provisions and limitations of this Resolution relating to Capital Appreciation Bonds and while in the form of Current Interest Bonds, such Convertible Bonds shall be subject to all of the provisions and limitations of this Resolution relating to Current Interest Bonds. In connection with the issuance and sale of any Convertible Bonds, the terms and provisions relating to the conversion of the Compound Accreted Value of such Convertible Bonds into Current Interest Bonds shall be contained in the Indenture executed and delivered by a Designated Official and pursuant to which such Convertible Bonds are issued.

All or any portion of the Bonds may be issued as bonds bearing interest at variable rates adjustable and payable from time to time, including, but not limited to, bonds bearing interest at variable rates that are adjusted and reset from time-to-time (i) as may be necessary to cause such Bonds to be remarketable from time to time at a price equal to their principal amount or (ii) by means of an auction process (the "Variable Rate Bonds"). The Variable Rate Bonds shall be dated such date as shall be agreed upon by a Designated Official and the purchasers of such Bonds, shall be in fully registered form, shall be in such denominations as shall be contained in the Indenture executed and delivered by a Designated Official and shall be numbered as determined by the Trustee. All references herein to the payment of principal of any Variable Rate Bonds shall also include the payment of tender or purchase price of such Bonds as shall be specified in the Indenture executed and delivered by a Designated Official pursuant to which such Bonds are issued.

The Bonds shall be dated as of a date not earlier than July 1, 2005, as determined by a Designated Official at the time of sale thereof. The principal of the Bonds shall become due and payable on any date not earlier than December 1, 2007 and not later than December 1, 2031, and, if issued as Current Interest Bonds, Capital Appreciation Bonds or Convertible Bonds, such Bonds shall either bear interest (computed upon the basis of a 360-day year of twelve 30 day months) payable semiannually on each June 1 and December 1, commencing on or after December 1, 2005, or bear interest payable only at the maturity thereof, at a rate or rates not to exceed nine percent (9%) per annum, all as shall be determined by a Designated Official at the time of sale of such Bonds.

The Variable Rate Bonds shall bear interest from time-to-time at such rates determined by such remarketing or other indexing or auction agent as shall be selected by a Designated Official for that purpose or pursuant to such index or indices as shall be selected by a Designated Official, which interest rate or rates shall not exceed the maximum permitted by law for obligations of the Board, but in no event more than fifteen percent (15%) per annum, subject to the provisions of Section 4(d) hereof. In the case of Variable Rate Bonds bearing interest at rates that are adjusted and reset from time to time by means of an auction process, each of the Designated Officials is hereby authorized to execute on behalf of the Board one or more agreements with such national banking associations, banks, trust companies, investment bankers or other financial institutions serving as auction agent, market agent or broker-dealer, as shall be selected by a Designated Official reflecting the terms and provisions of such Bonds and containing such provisions as the Designated Official executing the same shall determine are necessary or desirable in connection with the sale of such Bonds. The method of determining the interest rate to be borne from time-to-time by the Bonds issued as Variable Rate Bonds shall be specified in the Indenture. Each Variable Rate Bond shall bear interest at such rates payable on such dates (not more frequently than monthly) as shall be determined by a Designated Official at the time of sale of such Bonds and specified in the Indenture.

(d) The Bonds may be redeemable prior to maturity at the option of the Board, in whole or in part on any date, at such times and at such redemption prices (to be expressed as a percentage of the principal amount of such Bonds being redeemed, plus accrued interest to the date of redemption), as shall be determined by a Designated Official at the time of the sale thereof. The Bonds may be made subject to sinking fund redemption, at par and accrued interest to the date fixed for redemption, as

determined by a Designated Official at the time of the sale thereof; provided, that such Bonds shall reach final maturity not later than the date set forth in Section 2(c) hereof.

Any Variable Rate Bonds may be made subject to optional or mandatory tender for purchase by the owners thereof at such times and at such prices (to be expressed as a percentage of the principal amount of such Bonds being tendered for purchase) as shall be determined by a Designated Official at the time of sale of such Variable Rate Bonds and specified in the applicable Indenture. In connection with the remarketing of any Variable Rate Bonds so tendered for purchase under the terms and conditions specified in the applicable Indenture, each of the Designated Officials is hereby authorized to execute on behalf of the Board one or more remarketing agreements with such national banking associations, banks, trust companies, investment bankers or other financial institutions as shall be selected by a Designated Official reflecting the terms and provisions of the Bonds sold as Variable Rate Bonds and containing such provisions as the Designated Official executing the same shall determine are necessary or desirable in connection with the sale of some or all of the Bonds as Variable Rate Bonds.

(e) The Bonds shall initially be issued in book-entry only form as provided in each Indenture.

(f) The Bonds shall be executed by the manual or duly authorized facsimile signature of the President of the Board and attested by the manual or duly authorized facsimile signature of the Secretary of the Board and prepared in the form as provided in each Indenture, with such revisions as shall be appropriate to reflect the sale of such Bonds as Capital Appreciation Bonds, Current Interest Bonds, Convertible Bonds or Variable Rate Bonds.

(g) To the extent authorized by law, when a Designated Official determines that it is in the financial interest of the Board to do so and to further secure the payment of the principal of and interest on the Bonds, a Designated Official may enter into an agreement with the State Superintendent of Education, State Comptroller, State Treasurer or any other governmental officer, agency or department of the State of Illinois to cause such officer, agency or department to deposit or cause to be deposited any amount of the Pledged Revenues with the appropriate Trustee or other escrow agent designated pursuant to Section 5 hereof.

(h) For any Refunded Bonds refunded pursuant to and in accordance with Section 15 of the Act, the determination that the term of the series of the Bonds is not longer than the term of the Refunded Bonds so refunded and that the debt service payable in any year on such series does not exceed the debt service payable in such year on the Refunded Bonds so refunded shall be made by either of the Designated Officials, who shall also execute a certification attesting to said determination. In connection with the issuance of any refunding bonds meeting the requirements of this paragraph (h), either of the Designated Officials may determine that such refunding bonds are issued under this Resolution and constitute "Bonds" for all purposes hereunder but do not constitute bonds issued under the 1998 Authorization. In the event that a refunding of any or all Refunded Bonds is undertaken pursuant to this paragraph (h), either Designated Official is hereby authorized to pledge as payment for said refunding bonds any revenue sources identified in the original authorization pursuant to which such Refunded Bonds were issued, provided that any such pledge shall be consistent with existing bond covenants and restrictions and Board policies.

Section 3. Tax Levy; Pledged Taxes.

(a) For the purpose of providing funds in addition to the Pledged Revenues to pay the principal (including mandatory sinking fund installments) of and interest on the Bonds, there is hereby levied upon all of the taxable property within the School District, in the years for which any of the Bonds are outstanding, a direct annual tax for each of the years while the Bonds or any of them are outstanding, in amounts sufficient for that purpose, and there be and there hereby is levied upon all of the taxable property in the School District the following direct annual taxes:

<u>For the Year</u>	<u>A Tax Sufficient to Produce the Sum of:</u>
2007	\$ 9,000,000
2008	9,000,000
2009	9,000,000
2010	9,000,000
2011	9,000,000
2012	9,000,000
2013	9,000,000
2014	9,000,000
2015	9,000,000
2016	9,000,000
2017	9,000,000
2018	9,000,000
2019	9,000,000
2020	9,000,000
2021	9,000,000
2022	9,000,000
2023	9,000,000
2024	9,000,000
2025	73,000,000
2026	73,000,000
2027	73,000,000
2028	73,000,000
2029	73,000,000

provided, that in connection with the issuance of Variable Rate Bonds, in furtherance of the general obligation full, faith and credit promise of the Board to pay the principal and redemption price of and interest on the Bonds, the Board will take all actions necessary to levy upon all of the taxable property within the School District, in the years for which any of the Bonds are outstanding, a direct annual tax, including any direct annual tax required to be levied in excess of that levied in this Resolution, for collection on a timely basis to make such payments (the taxes levied or to be levied pursuant to this Section 3(a), including the proviso above, being referred to herein as the "Pledged Taxes").

(b) After this Resolution becomes effective, a copy hereof, certified by the Secretary of the Board, shall be filed with each of the County Clerks of the Counties of Cook and DuPage, Illinois (the "County Clerks"); and the County Clerks shall in and for each of the years required, ascertain the rate percent required to produce the aggregate Pledged Taxes hereinbefore provided to be levied in each of said years; and the County Clerks shall extend the same for collection on the tax books in connection with other taxes levied in said year in and by the Board for general corporate purposes of the Board; and in said year the Pledged Taxes shall be levied and collected by and for and on behalf of the Board in like manner as taxes for general corporate purposes of the Board for said years are levied and collected, and in addition to and in excess of all other taxes, and when collected, if required pursuant to any escrow or similar agreement executed and delivered pursuant to Section 5 hereof, the taxes hereby levied shall be deposited with the appropriate bank, trust company or national banking association.

(c) At the time and in the manner set forth in each Indenture, the Board shall direct the abatement of the Pledged Taxes in whole or in part.

(d) The notification of sale of the Bonds delivered by the Designated Officials pursuant to Section 4(e) hereof may provide for the allocation of all or a portion of the Pledged Taxes levied for any year pursuant to this Resolution to the payment of the principal and redemption price of and interest on the Bonds.

Section 4. Sale of the Bonds, Bond Purchase Agreements.

(a) The Bonds shall be sold and delivered to the Underwriters designated by the Chief Financial Officer of the Board at one time or from time to time, subject to the terms and conditions of each Bond Purchase Agreement; provided, (i) that the aggregate purchase price of any Current Interest Bonds or Variable Rate Bonds shall be not less than ninety-seven percent (97%) of the principal amount thereof to be issued (less any original issue discount used in the marketing thereof) plus accrued interest from their date to the date of delivery thereof, (ii) that the aggregate purchase price of any Capital Appreciation Bonds or Convertible Bonds shall not be less than ninety-seven percent (97%) of the aggregate original principal amount thereof and (iii) that the compensation paid to the Underwriters in connection with the sale of any Variable Rate Bonds shall not exceed three percent (3%) of the principal amount thereof. The Chief Financial Officer is hereby authorized to execute and deliver on behalf of the Board a Bond Purchase Agreement with respect to the sale of each series of the Bonds in substantially the form used in previous financings of the Board, but with such changes as shall be approved by the Chief Financial Officer, such approval to be evidenced by such Chief Financial Officer's execution thereof, and to do all things necessary and essential to effectuate the provisions of such Bond Purchase Agreement, as executed, including the execution of any documents and certificates incidental thereto or necessary to carry out the provisions thereof. The Chief Financial Officer shall make a finding in connection with the execution of each Bond Purchase Agreement that (i) the Bonds sold thereunder have been sold at such price and bear interest at such rate that neither the true interest cost (yield) nor the net interest rate received upon the sale of such Bonds exceeds the maximum rate otherwise authorized by applicable law, and (ii) that no person holding any office of the Board, either by election or appointment, is in any manner interested, either directly or indirectly, in his or her own name, in the name of any other person, association, trust or corporation, in the Indenture, any escrow or similar agreement executed and delivered pursuant to Section 5 hereof, a Bond Purchase Agreement or any agreement with a Bond Insurer, Debt Reserve Credit Facility Provider or Credit Provider as defined in and authorized by paragraphs (b), (c) and (d) of this Section, or in the issuance and sale of such Bonds, in accordance with the laws of the State of Illinois and the Code of Ethics of the Board (Board Rule No. 04-0623-PO4).

(b) In connection with any sale of the Bonds, each of the Designated Officials is hereby authorized to obtain one or more bond insurance policies from such recognized bond insurer or insurers as such Designated Official shall determine (collectively, the "Bond Insurer") if said Designated Official determines such bond insurance policy to be desirable in connection with such sale of Bonds. Each Designated Official is also authorized to enter into such agreements and make such covenants with any Bond Insurer that such Designated Official deems necessary and that are not inconsistent with the terms and provisions of this Resolution and to pay upfront or annual fees to the Bond Insurer in connection therewith.

(c) In lieu of, or in addition to, the deposit of proceeds of the Bonds into a debt service reserve fund as authorized in paragraph (g) of this Section, each of the Designated Officials is hereby authorized to obtain a debt reserve credit facility from such recognized provider as such Designated Official shall determine (the "Debt Reserve Credit Facility Provider") if said Designated Official determines such debt reserve credit facility to be desirable in providing for the funding of any required debt service reserve fund. Each Designated Official is also authorized to enter into such agreements and make such covenants with any Debt Reserve Credit Facility Provider that such Designated Official deems necessary and that are not inconsistent with the terms and provisions of this Resolution, including the payment of reasonable fees in connection with any Debt Reserve Credit Facility Provider.

(d) In connection with the sale of any of the Bonds, to provide additional security and liquidity for such Bonds, each of the Designated Officials is hereby authorized to obtain a letter of credit, line of credit, standby bond purchase agreement or other credit or liquidity facility, including similar agreements with or facilities (a "Credit Facility") issued by a Bond Insurer, bank or other financial institution (a "Credit Provider") if determined by such Designated Official to be desirable in connection with such sale of Bonds. Each of the Designated Officials is hereby further authorized to appoint a Credit Provider to issue such Credit Facility and to execute and deliver on behalf of the Board a credit, reimbursement, standby bond purchase or similar agreement (the "Credit Agreement") providing for the issuance of the Credit Facility and the obligation of the Board to repay funds borrowed under the Credit Facility or advances made by the Credit Provider under the Credit Facility with respect to such Bonds. The Credit Facility may

be in a form that provides for the purchase of such Bonds by the Credit Provider (any such Bond so purchased being referred to as a "Bank Bond") and the Indenture as executed and delivered in connection therewith shall reflect the terms and provisions of such Bank Bonds. Any Bonds outstanding as Bank Bonds shall be secured as provided in such Indenture. The annual fee paid to any Credit Provider for the provision of a Credit Facility shall not exceed seventy-five (75) basis points of the amount initially available to be drawn or advanced under such Credit Facility.

The Credit Agreement may provide that alternative interest rates or provisions will apply during such times as the Bonds constitute Bank Bonds or the Board has outstanding repayment obligations to the Credit Provider (the "Credit Provider Rate"), which Credit Provider Rate shall not exceed the maximum permitted by law, but in no event more than fifteen percent (15%) per annum (the "Maximum Credit Provider Rate"). The Credit Agreement may further provide that to the extent the Credit Provider Rate determined at any time pursuant to the Credit Agreement exceeds the Maximum Credit Provider Rate, such excess may accrue at the then-applicable Credit Provider Rate (but in no event may such excess accrue at a rate in excess of twenty-five percent (25%) per annum) and be added to the Credit Provider Rate at such time or times thereafter as the Credit Provider Rate shall be less than the Maximum Credit Provider Rate; provided, that at no time shall the Credit Provider Rate per annum exceed the Maximum Credit Provider Rate.

Any Credit Facility obtained as provided herein shall cause the Bonds secured thereby to bear an investment grade rating from at least two nationally recognized rating services.

(e) Subsequent to the sale of any Bonds, either or both of the Designated Officials shall file in the Office of the Secretary of the Board a notification of sale directed to the Board setting forth and including, as applicable, (i) the aggregate original principal amount of, maturity schedule, redemption provisions and interest rates for the Bonds sold; (ii) the specific Pledged Revenues securing such Bonds; (iii) a schedule evidencing the Bonds sold pursuant to the 1998 Authorization, or, a schedule demonstrating that such Bonds are Statutory Refunding Bonds in compliance with Section 2(h) hereof; (iv) the principal amounts of the Bonds sold as Current Interest Bonds, Capital Appreciation Bonds, Convertible Bonds and Variable Rate Bonds, respectively; (v) in the case of Bonds sold as Capital Appreciation Bonds and Convertible Bonds (A) the Original Principal Amounts of and Yields to Maturity on the Capital Appreciation Bonds and Convertible Bonds being sold, and (B) a table of Compound Accreted Value per \$5,000 Maturity Amount for any Capital Appreciation Bonds and Convertible Bonds being sold, setting forth the Compound Accreted Value of each such Capital Appreciation Bond and Convertible Bonds on each semiannual compounding date; (vi) the interest rates on the Current Interest Bonds sold or, in the case of Variable Rate Bonds, a description of the method of determining the interest rate applicable to such Variable Rate Bonds from time-to-time; (vii) the terms and provisions for the conversion of the Compound Accreted Value of any Convertible Bonds issued hereunder into Current Interest Bonds; (viii) the application of the proceeds of such Bonds for the purposes and within the limitations set forth in paragraph (g) of this Section; (ix) the specific Pledged Taxes allocated to the payment of the principal and redemption price of and interest on such Bonds, as described in Section 3(d) hereof; (x) if a bond insurance policy is obtained as authorized herein, the identity of the Bond Insurer issuing the bond insurance policy and the premium and any fees required to be paid thereto; (xi) if a debt reserve credit facility is obtained as authorized herein, the identity of the Debt Reserve Credit Facility Provider issuing the debt reserve credit facility and any fees required to be paid thereto; (xii) if a Credit Facility is obtained as authorized herein, the identity of the Credit Provider issuing the Credit Facility, any fees required to be paid thereto and a copy of the Credit Agreement between the Board and such Credit Provider; (xiii) the identity of the Trustee designated pursuant to Section 2 hereto with respect to such Bonds; (xiv) if an escrow or other similar agreement is to be executed and delivered as authorized in Section 5 hereof, a copy of such agreement; (xv) the identity of and the compensation paid to the Underwriters in connection with such sale; and (xvi) whether the coverage requirement applicable to the Bonds of a series shall be 1.25 or 1.10.

In the event that the Designated Official executing such notification of sale determines that the Bonds have been sold in such principal amount or maturing or bearing interest so as to require the levy of taxes in any year less than the amount specified therefor in Section 3(a) hereof, then such Designated Official shall include, in the notification of sale described in this Section, the amount of reduction in the amount levied in Section 3(a) hereof for each year resulting from such sale, and in addition, either or both

of the Designated Officials shall file in the respective offices of the County Clerks certificates of tax abatement for such years. In the case of Variable Rate Bonds, such amounts to be abated from taxes levied may be determined by reference to any projections of debt service on such Variable Rate Bonds provided to the Board at the time of the sale of the Bonds. No such reduction in the amounts levied in Section 3(a) hereof need be made nor must any certificate of tax abatement be filed as described in the preceding sentence until either or both of the Designated Officials have determined that any amount so levied in Section 3(a) hereof will not be needed to secure the Bonds. Any certificate of abatement delivered pursuant to this paragraph shall refer to the amount of taxes levied pursuant to Section 3(a) hereof, shall indicate the amount of reduction in the amount of taxes levied by the Board resulting from the sale of the Bonds, which reduced amount is to be abated from such taxes, and shall further indicate the remainder of such taxes which is to be extended for collection by the County Clerks. Each of the Designated Officials is also authorized to file in the respective offices of the County Clerks certificates of tax abatement that reflect the refunding of each series of Refunded Bonds.

(f) The distribution of a Preliminary Official Statement relating to each sale of the Bonds (each a "Preliminary Official Statement") in substantially the form used in previous financings of the Board, but with such changes as shall be approved by a Designated Official to reflect the terms of the Bonds proposed to be sold, is hereby in all respects, ratified, authorized and approved and shall be "deemed final" for purposes of Rule 15c2-12, adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934 ("Rule 15c2-12"), and the proposed use by the Underwriters of an Official Statement (in substantially the form of the Preliminary Official Statement but with appropriate variations, omissions and insertions to reflect the final terms of the Bonds being sold) is hereby approved. Each Designated Official is hereby authorized and directed to execute each Official Statement on behalf of the Board.

(g) The proceeds from the sale of the Bonds shall be applied to the payment of (i) a portion of the costs of the refunding of the Refunded Bonds, and (ii) the payment of the expenses related to the issuance of the Bonds, including, without limitation, fees to be paid to Bond Insurers, Credit Providers or remarketing or other agents retained in connection with the issuance of Variable Rate Bonds, and such proceeds shall be applied as provided in the respective Indenture. In addition and to the extent permitted by law, proceeds from the sale of such Bonds in the amount of not to exceed ten percent (10%) of the principal amount thereof may be deposited into a debt service reserve fund to be held under the applicable Indenture upon the direction of the Chief Financial Officer if it is determined that the creation of such debt service reserve fund is necessary and required in connection with the sale of such Bonds. All of such proceeds are hereby appropriated for the purposes specified in this paragraph. There shall be transferred from the funds and accounts relating to the Refunded Bonds to funds and accounts relating to the Bonds such amounts as shall be determined by a Designated Official.

(h) The Chief Financial Officer is hereby authorized to enter into or approve such agreements with investment providers as shall be necessary or advisable in connection with the investment of any funds on deposit under any Indenture, to the extent such investments are authorized under the terms of the applicable Indenture and the Investment Policy of the Board, as in effect from time-to-time. The Chief Financial Officer is further authorized to amend, terminate (in whole or in part) or transfer (in part) to the Bonds any one or more of the existing investment agreements relating to the Prior Bonds.

(i) Pursuant to Section 7 of the Bond Authorization Act of the State of Illinois, either of the Designated Officials is hereby authorized to execute and deliver from time-to-time one or more agreements with counterparties selected by either of the Designated Officials, for the purpose of providing the Board with alternative interest costs with respect to the any one or more of the Bonds. Any such agreement to the extent practicable shall be in substantially the form of either the "Local Currency-Single Jurisdiction" version or the "Multicurrency-Cross Border" version of the current "ISDA Master Agreement" accompanied by the "U.S. Municipal Counterparty Schedule" published by the International Swap Dealers Association (the "ISDA") or any successor form to either published by the ISDA, and in the appropriate confirmations of transactions governed by that agreement, with such insertions, completions and modifications thereof as shall be approved by the appropriate Designated Official executing the same, such execution to constitute conclusive evidence of Board's approval of such insertions, completions and modifications thereof. Amounts payable by the Board under any such agreement shall (i) be payable

solely and only from the sources actually pledged to the payment of the Bonds as described in Section 2(b) of this Resolution, or (ii) constitute operating expenses of the Board payable from any moneys, revenues, receipts, income, assets, funds or reserves established for such purpose by the Board available for such purpose, as shall be determined by the Designated Official executing the same. Any up-front payment received by the Board pursuant to any such agreement may be applied for any lawful purpose of the Board to the extent permitted by Section 7 of the Bond Authorization Act. Nothing contained in this Section 4(i) shall limit or restrict the authority of any officer of the Board to enter into such agreements pursuant to prior or subsequent authorization of the Board.

Section 5. Refunding Escrow Agreements. For the purpose of providing for the refunding of the Refunded Bonds, each of the Designated Officials is hereby authorized to execute and deliver one or more refunding escrow agreements on behalf of the Board, attested by the Secretary of the Board, if required, such refunding escrow agreements to be in substantially the form used in previous financings of the Board, but with such changes therein as shall be approved by the Designated Official executing the same, with such execution to constitute conclusive evidence of his approval and this Board's approval of any changes or revisions therein from the form of refunding escrow agreement presented to the Board. Each of the Designated Officials is hereby authorized to designate a bank (whether a state banking corporation or a national banking association) or trust company to act as escrow agent for each refunding escrow agreement and to designate a verification agent to provide verification services with respect thereto.

Section 6. Escrow of Pledged Revenues. If deemed necessary and desirable to provide additional security for any Bonds, each of the Designated Officials is hereby authorized to execute and deliver on behalf of the Board, and the Secretary is authorized to attest, a form of escrow or other similar agreement with a bank, trust company or national banking association having the same qualifications as those set forth in Section 2(a) for a Trustee, reflecting the issuance of the Bonds and such segregation of Pledged Revenues and Pledged Taxes as the Designated Official executing such agreement shall deem appropriate. Further, each of the Designated Officials is hereby authorized to execute and deliver on behalf of the Board an amendment to any such existing escrow agreement relating to Pledged Revenues, either to modify the timing of payments into or out of such escrow or to terminate the escrow in part as to the Pledged Revenues pledged to the Bonds. Specifically, each of the Designated Officials is further authorized to enter into a Second Restated Master Alternate Bonds Escrow Agreement amending and restating that certain Restated Master Alternate Bonds Escrow Agreement dated as of February 1, 1999, between the Board and Amalgamated Bank of Chicago, as escrow agent, so as to reflect the issuance of the Bonds.

Section 7. Pledged Taxes Escrow Direction. Each of the Designated Officials is hereby authorized, pursuant to authority contained in Section 20-90 of the Property Tax Code of the State of Illinois, as amended, to execute a written direction to the County Collectors of The Counties of Cook and DuPage, Illinois (the "County Collectors") (i) to deposit the collections of the Pledged Taxes as and when extended for collection directly with such escrow agent designated pursuant to Section 5 hereof in order to secure the payment of the principal of and interest on the Bonds, and (ii) to the extent necessary, advising the County Collectors of the abatement of the Pledged Taxes. The Designated Officials are directed to file a certified copy of this Resolution with each of the County Collectors within ten (10) days of the passage hereof.

Section 8. Tax-Exemption and Non-Arbitrage. Each of the Designated Officials is hereby authorized to take any other actions and to execute any other documents and certificates necessary to assure that the interest payments with respect to the Bonds are excludable from gross income for Federal income tax purposes, to assure that such Bonds do not constitute "private activity bonds," "hedge bonds" or "arbitrage bonds" under the Internal Revenue Code of 1986, as amended, and to effectuate the issuance and delivery of such Bonds, including, but not limited to, the execution and delivery of a Tax Agreement.

Section 9. Continuing Disclosure Undertaking. Each of the Designated Officials is hereby authorized to execute and deliver one or more Continuing Disclosure Undertakings (each a "Continuing Disclosure Undertaking") evidencing the Board's agreement to comply with the requirements of Section (b)(5) of Rule 15c2-12, adopted by the Securities and Exchange Commission under the

Securities Exchange Act of 1934, as applicable to the Bonds. Notwithstanding any other provision of this Resolution or an Indenture, the sole remedies for any failure by the Board to comply with each Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Bond to seek mandamus or specific performance by court order to cause the Board to comply with its obligations under such Continuing Disclosure Undertaking. The Continuing Disclosure Undertaking shall be in substantially the form used in previous financings of the Board, but with such changes therein as shall be approved by the Designated Official executing the same, with such execution to constitute conclusive evidence of such official's approval and this Board's approval of any changes or revisions therein from such form of Continuing Disclosure Undertaking.

Section 10. Further Acts. Each of the Designated Officials is hereby authorized to execute and deliver such other documents and agreements (including amendments thereto) and perform such other acts (including replacement of any party to any agreement related to the Bonds) as may be necessary or desirable in connection with the Bonds, including, but not limited to, the exercise following the delivery date of the Bonds of any power or authority delegated to such official under this Resolution with respect to such Bonds upon original issuance, but subject to any limitations on or restrictions of such power or authority as herein set forth.

The Chief Financial Officer may appoint the Treasurer, the Debt Manager or both of them to act on his behalf with respect to any matter delegated to the Chief Financial Officer or a Designated Official under this Resolution by filing a written notice of such appointment with the Secretary of the Board prior to the issuance of any Bonds under this Resolution. The Treasurer and the Debt Manager may exercise such delegated authority to the same extent as if such officers had been appointed as Designated Officials pursuant to this Resolution and any action taken by them prior to the time of such appointment may be confirmed and ratified by the Chief Financial Officer in the notice of appointment.

All actions of the Designated Officials that are in conformity with the purposes and intent of this Resolution are hereby in all respects ratified, approved, and confirmed.

Section 11. Severability. The provisions of this Resolution are hereby declared to be severable; and if any section, phrase, or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases, or provisions.

Section 12. Repealer and Effective Date. This Resolution is effective immediately upon its adoption.