

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION PROVIDING FOR THE FINANCING BY THE CITY OF URBANA, ILLINOIS OF THE ACQUISITION AND CONSTRUCTION OF CERTAIN NURSING HOME FACILITIES, TO PROVIDE INCREASED JOB OPPORTUNITIES AND RETAIN EXISTING JOBS; AUTHORIZING THE ISSUANCE OF MULTIPLE SERIES OF CAPITAL IMPROVEMENT REVENUE BONDS (CLARK-LINDSEY VILLAGE, INC. PROJECT), IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT, SUPPLEMENTAL LOAN AGREEMENTS, A MORTGAGE AND SECURITY AGREEMENT, AND AN ASSIGNMENT AGREEMENT AND SUPPLEMENTL ASSIGMENTS SECURING SUCH BONDS; AUTHORIZING AND PROVIDING FOR THE SALE OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ARBITRAGE REGULATION AGREEMENTS; AND RELATED MATTERS**

**WHEREAS**, the City of Urbana, Champaign County, Illinois, a home rule municipality (the **“Issuer”**), is authorized and empowered by the provisions of The Industrial Project Revenue Bond Act, Section 5/11-74-1 *et seq.* of Chapter 65 of the Illinois Compiled Statutes (as supplemented and amended, including by Section 6 (Powers of Home Rule Units) of Article VII (Local Government) of the Constitution of the State of Illinois, the **“Act”**), to issue its revenue bonds to finance and refinance the costs of certain **“industrial projects”**, in order to promote the general health, safety, morals and welfare, to increase job opportunities and to retain existing jobs; and

**WHEREAS**, with notice having been published on March 21, 2004 in the *News-Gazette*, published in Champaign, Illinois, and of general circulation in the City of Urbana Illinois, the Issuer's City Council on April 5, 2004 held and conducted a public hearing concerning the issuance under the Act of not to exceed \$20,000,000 aggregate principal amount of revenue bonds to finance, among other things, the acquisition, construction and installation of renovation of a skilled care and sheltered care facility, construction of additional health center facilities, a library, a wellness center, a laundry facility, garages, one or more residential additions and related facilities, as well as personal property and equipment, and improvements and costs at or adjacent to 101 West Windsor Rd, in Urbana, Illinois, and related and incidental facilities (the **“Project”**) for Clark-Lindsey Village, Inc., an Illinois not-for-profit corporation (the **“Company”**); and

**WHEREAS**, on December 30, 1996 the Issuer issued \$3,000,000 initial principal amount Capital Improvement and Refunding Revenue Bonds (Clark-Lindsey Village, Inc. Project), Series 1996 (the **“Prior Bonds”**), to finance certain facilities for the Company (the **“Prior Project”**), with respect to which the Issuer entered into a Loan Agreement (including as amended by an amendment dated December 1, 2002, the **“Prior Loan Agreement”**) with the Company, an Assignment and Agreement (including as amended by an amendment dated as of December 1, 2002, the **“Prior Assignment”**) with Busey Bank, as Assignee, a Mortgage and Security Agreement (the **“Prior Mortgage”**) with the Company and an Assignment of Rents and Leases (the **“Prior Lease Assignment”**) with the Company and the Assignee; and

**WHEREAS**, the Issuer is willing to issue its revenue bonds to finance the Project and to enter into a Loan Agreement to be dated as of April 1, 2004 (including a Supplemental Loan agreement with respect to each additional series of Bonds, the “**Loan Agreement**”), with the Company upon terms which are to produce revenues sufficient to provide for the prompt payment when due of the principal of, premium, if any, and interest on each series of such revenue bonds, all as set forth in the details and provisions of the Loan Agreement; and

**WHEREAS**, it is necessary and proper for the Issuer to authorize the financing of the Project and the issuance of one or more series of the Issuer's Capital Improvement Revenue Bonds (Clark-Lindsey Village, Inc. Project), in an aggregate principal amount of not to exceed \$20,000,000 (the “**Bonds**,” with the initial “**Series 2004**” Bonds in the principal amount of \$5,000,000), for such purpose, and pursuant to arrangements made by the Company, Busey Bank, Urbana, Illinois (the “**Purchaser**”) is to purchase the Bonds; and

**WHEREAS**, it is necessary to authorize the execution of the Loan Agreement by and between the Issuer and the Company under the terms of which the Issuer will lend proceeds of the sale of the Bonds in one or more series to finance the Project, the payments thereunder to be paid by the Company in repayment of the loan or loans to be sufficient to pay when due the principal of, premium, if any, and interest on the Bonds; and

**WHEREAS**, it is necessary for the Issuer to execute and deliver an Assignment Agreement to be dated as of April 1, 2004 (including a Supplemental Assignment Agreement with respect to each additional series of Bonds, the “**Assignment**,” with respect to which undefined terms herein shall have the meanings therein) with Busey Bank, Urbana, Illinois, as Assignee (including its successors, the “**Assignee**”), for the benefit of the owners from time to time of the Bonds, pursuant to which, among other things, the details of the Bonds are set forth and the Loan Agreement is assigned to the Assignee; and

**WHEREAS**, the Issuer has caused to be prepared and presented to this meeting the following documents, which the Issuer proposes to enter into:

1. The Loan Agreement by and between the Issuer and the Company;
2. The Assignment by and between the Issuer and the Assignee, setting forth, among other things, the form of the Bonds; and
3. The Arbitrage Regulation Agreement to be dated as of April 1, 2004 (including as supplemented, the “**Arbitrage Regulation Agreement**”) by and among the Issuer, the Company and the Assignee; and

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF URBANA, ILLINOIS, AS FOLLOWS:**

**Section 1. Issuer Documents.** That the form, terms and provisions of the proposed Loan Agreement (and Supplemental Loan Agreements), Assignment (and Supplemental Assignment Agreements) and Arbitrage Regulation Agreements (collectively, the “**Issuer Documents**”) shall be, and they hereby are, in all respects approved, and that the Mayor and the City Clerk of the Issuer be, and they are hereby authorized, empowered and directed to execute and deliver the Issuer Documents in the name and on behalf of the Issuer, to cause the

Issuer Documents to be duly executed and delivered by the other parties thereto; that as security for the Bonds, the Assignment assigns to the Assignee all right, title and interest of the Issuer in and to the Loan Agreement (except for, among other Unassigned Rights, certain rights of the Issuer to indemnification, defense, payment of expenses, to give and receive notices and make determinations) and in and to the payments, revenues and receipts payable to the Issuer pursuant thereto, and such revenues are hereby and in the Assignment pledged for such purpose; that the Issuer Documents are to be in substantially the respective forms submitted to the meeting of the City Council of the Issuer at which this resolution is adopted and hereby approved, with such changes therein as shall be approved by the officials of the Issuer executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the forms of the Issuer Documents hereby approved; and that from and after the execution and delivery of the Issuer Documents, the appropriate officials, agents and employees of the Issuer 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 such Issuer Documents as executed.

**Section 2. Bonds.** That the Bonds shall be issued in an aggregate principal amount of \$20,000,000, with the first series being designated “**Series 2004**” (and other series as designated in each Supplemental Assignment), in the principal amount of \$5,000,000, bearing interest and maturing and coming due as to principal and interest, and having such other terms and provisions all as more specifically set forth in the Assignment, all such terms being hereby approved, and the Mayor or the City Administrator of the Issuer shall be and are hereby authorized, empowered and directed to cause the Bonds to be prepared in the form and having the other terms and provisions as set forth in the Assignment, including any applicable Supplemental Assignment, as executed and delivered from time to time; that the Bonds each series shall be executed in the name of the Issuer with the manual or facsimile signature of its Mayor and the manual or facsimile signature of its City Clerk and the seal of the Issuer shall be impressed or reproduced thereon, and that the Mayor or City Administrator or other appropriate officer of the Issuer shall cause the Bonds, as so executed and attested, from time to time, to be delivered to the Assignee, as Registrar, for authentication, and the Registrar is hereby requested to authenticate up to \$20,000,000 aggregate principal amount of Bonds, in one or more series, and upon payment therefor, from time to time, to deliver the Bonds to the Purchaser in accordance with and pursuant to the Assignment and each applicable Supplemental Assignment; and that the form of the Bonds in the Assignment and each applicable Supplemental Assignment as the form thereof appears therein, subject to appropriate insertions, modifications and revisions in order to comply with the provisions therefor set forth in the Assignment, including each applicable Supplemental Assignment, shall be, and the same hereby are, approved, and when the same shall be executed on behalf of the Issuer in the manner contemplated by the Assignment, and this resolution in the aggregate principal amount of \$2,000,000, they shall represent the approved form of the Bonds of the Issuer. The provisions in the Assignment, and each Supplemental Assignment, specifying Bond terms are hereby authorized and approved.

**Section 3. Sale.** That the sale and private placement by the Company of the Bonds from time to time, including under each Supplemental Loan Agreement and Supplemental Assignment, to and with the Purchaser upon the terms and conditions set out in each applicable Bond Purchase Agreement shall be, and are, in all respects authorized and approved.

**Section 4. Further Actions.** That from and after the execution and delivery of the Issuer Documents, including each Supplemental Loan Agreement and Supplemental

Assignment, the proper officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents, including Bond Purchase Agreements with the Purchaser, as may be necessary to carry out and comply with the provisions of the Issuer Documents as executed and to further the purposes and intent of this resolution, including the preamble hereto.

**Section 5. General Approvals.** That all acts and doings of the officials of the Issuer which are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds from time to time and the financing of the Project are hereby in all respects ratified, approved and confirmed. The Issuer hereby approves the plan of financing for the Project. The Bonds shall be issued in compliance with and under the authority of the provisions of the Act, this resolution, the Assignment and each Supplemental Assignment.

**Section 6. Separability.** That the provisions of this resolution are hereby declared to be separable, 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 7. Conflict.** That all ordinances, resolutions, orders or parts thereof in conflict with the provisions of this resolution are, to the extent of such conflict, hereby superseded.

**Section 8. Effective.** This resolution shall be in full force and effect from and after its passage and approval, in accordance with applicable law.

Upon motion by \_\_\_\_\_, seconded by \_\_\_\_\_, adopted by roll call vote this \_\_\_\_ day of \_\_\_\_\_, 2004, as follows:

Voting "AYE" (Names): \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Voting "NAY" (Names): \_\_\_\_\_

Absent (Names): \_\_\_\_\_

ATTEST: APPROVED this \_\_\_\_ day of \_\_\_\_\_, 2004

\_\_\_\_\_  
City Clerk

\_\_\_\_\_  
Mayor

(SEAL)

STATE OF ILLINOIS            )  
  ) SS.  
COUNTY OF CHAMPAIGN    )

**CERTIFICATION OF RESOLUTION**

I, the undersigned, do hereby certify that I am the duly elected, qualified and acting City Clerk of the City of Urbana, Illinois (the “**Issuer**”), and as such official I am the keeper of the records and files of the Issuer and of its City Council (the “**Corporate Authorities**”).

I do further certify that the foregoing constitutes a full, true and complete excerpt from the proceedings of the regular meeting of the Corporate Authorities held on the \_\_\_\_ day of \_\_\_\_\_, 2004, insofar as same relates to the adoption of Resolution No. \_\_\_\_\_, entitled:

**A RESOLUTION PROVIDING FOR THE FINANCING BY THE CITY OF URBANA, ILLINOIS OF THE ACQUISITION AND CONSTRUCTION OF CERTAIN NURSING HOME FACILITIES, TO PROVIDE INCREASED JOB OPPORTUNITIES AND RETAIN EXISTING JOBS; AUTHORIZING THE ISSUANCE OF MULTIPLE SERIES OF CAPITAL IMPROVEMENT REVENUE BONDS (CLARK-LINDSEY VILLAGE, INC. PROJECT), IN CONNECTION THEREWITH; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT, SUPPLEMENTAL LOAN AGREEMENTS, A MORTGAGE AND SECURITY AGREEMENT, AN ASSIGNMENT AGREEMENT AND SUPPLEMENTAL ASSIGNMENT AGREEMENTS SECURING SUCH BONDS; AUTHORIZING AND PROVIDING FOR THE SALE OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ARBITRAGE REGULATION AGREEMENTS; AND RELATED MATTERS**

a true, correct and complete copy of which resolution (the “**Resolution**”) as adopted as such meeting appears in the transcript or the minutes of such meeting and is hereto attached. The Resolution was adopted and approved by the vote and on the date therein set forth.

I do further certify that the deliberations of the Corporate Authorities on the adoption of such Resolution were taken openly, that the adoption of such Resolution was duly moved and seconded, that the vote on the adoption of such Resolution was taken openly and was preceded by a public recital of the nature of the matter being considered and such other information as would inform the public of the business being conducted, that such meeting was held at a specified time and place convenient to the public, that notice of such meeting was duly given to all of the news media requesting such notice, that such meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and the Illinois Municipal Code, as amended, and that the Corporate authorities have complied with all of the applicable provisions of such Open Meetings Act and such Code and their procedural rules in the adoption of such Resolution.

**IN WITNESS WHEREOF**, I hereunto affix my official signature and the seal of the City of Urbana, Illinois, this \_\_\_\_ day of \_\_\_\_\_, 2004.

(SEAL)

\_\_\_\_\_  
City Clerk