

RESOLUTION AUTHORIZING THE ISSUANCE OF EDUCATIONAL PURPOSES TAX ANTICIPATION WARRANTS AND NOTES OF THE BOARD OF EDUCATION OF THE CITY OF CHICAGO, ILLINOIS, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$1,250,000,000

WHEREAS, pursuant to the provisions of Article 34 of the School Code, 105 Illinois Compiled Statutes 5, as amended (the "**School Code**"), the City of Chicago, Illinois, constitutes one school district (the "**School District**"), which is a body politic and corporate by the name of Board of Education of the City of Chicago, which School District is governed by the Chicago Board of Education (the "**Board**") and the provisions of Article 34 of the School Code; and

WHEREAS, the 2018 Tax Levy of the Board for educational purposes (the "**2018 Tax Levy**") will be not less than \$2,461,139,579 (which includes amounts levied for tax revenues payable to the School District in connection with the establishment or existence of a transit facility improvement area pursuant to the Tax Increment Allocation Redevelopment Act, 65 Illinois Compiled Statutes 5/11-74.4, as amended (the "**TIF Act**")), and such levy is anticipated to be filed in the manner provided by law with the County Clerk of the County of Cook, Illinois, and the County Clerk of the County of DuPage, Illinois; and

WHEREAS, pursuant to Section 34-23 of the School Code, the Board is authorized to issue tax anticipation warrants against and in anticipation of taxes levied for the payment of expenditures for educational purposes in an amount not to exceed 85% of the 2018 Tax Levy; and

WHEREAS, pursuant to Section 34-23.5 of the School Code and in lieu of issuing the tax anticipation warrants authorized by Section 34-23 of the School Code, the Board is authorized to issue notes, bonds, or other obligations (and in connection with that issuance, establish lines of credit with one or more banks) in anticipation of the receipt of the taxes levied for educational purposes; and

WHEREAS, no such warrants, notes, bonds, or other obligations have been issued in anticipation of the receipt of the 2018 Tax Levy for such purposes; and

WHEREAS, the Board wishes to authorize at this time the issuance of Tax Anticipation Obligations (as defined herein) pursuant to the terms of this Resolution in an aggregate principal amount of not to exceed \$1,250,000,000; and

WHEREAS, the aggregate principal amount of all warrants, notes, or other obligations (including the Tax Anticipation Obligations issued pursuant to this Resolution), issued in anticipation of the collection of the 2018 Tax Levy will not exceed 85% of the 2018 Tax Levy; and

WHEREAS, the Board has not established a working cash fund pursuant to Sections 34-30 through 34-36 of the School Code.

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

1. *Incorporation of Preambles.* The Board hereby finds that all of the recitals contained in the preambles to this Resolution are full, true and correct and does incorporate them into this Resolution by this reference.

2. *Definitions.* For all purposes of this Resolution and in addition to the defined terms in the preambles to this Resolution, except as otherwise expressly provided or unless the context otherwise requires and in addition to the terms defined in the preambles hereto, the terms defined in this Section shall have the meanings set forth below, and shall include the plural as well as the singular.

"Designated Officials" shall mean the President, the Vice President, the Senior Vice President of Finance of the Board and the Chief Financial Officer of the Board.

"Lending Agreement" means one or more agreements by and between the Board and one or more banks pursuant to which the banks will agree to establish one or more Lines of Credit or Loans in connection with the issuance of Notes.

"Line of Credit" shall mean any line of credit authorized under this Resolution and established with a bank for the benefit of the Board in connection with the issuance of Notes.

"Loan" shall mean any borrowing or re-borrowing authorized under this Resolution and obtained from a bank for the benefit of the Board in connection with the issuance of Notes.

"Note Purchase Agreement" means one or more agreements between the Board and one or more financial institutions or investors pursuant to which such financial institutions or investors will agree to purchase any Notes.

"Notes" shall mean the tax anticipation notes of the Board authorized to be issued under this Resolution.

"Notice of Public Sale" shall mean the notice prepared in connection with the public sale of Tax Anticipation Obligations stating the character and amount of such Tax Anticipation Obligations, the maximum rate of interest thereon, the terms and conditions upon which bids will be received and the sale made of such Tax Anticipation Obligations, and such other information as shall be determined by the Senior Vice President of Finance or the Chief Financial Officer.

"Tax Anticipation Obligations" means the Warrants or the Notes, if Notes are issued in lieu of the Warrants.

"Tax Escrow Agreement" means the agreement by and among the Board, the trustee under each Trust Indenture and a bank, trust company or national banking association having trust powers and appointed by one of the Designated Officials to act as escrow agent under the Tax Escrow Agreement.

"Tax Increment Revenue" means the portion, if any, of taxes levied upon each taxable lot, block, tract or parcel of real property which is attributable to the increase in the current equalized assessed valuation of each taxable lot, block, tract or parcel of real property in any transit facility improvement area established by the City of Chicago, over and above the initial equalized assessed value of such property existing at the time tax increment financing was adopted, minus the total current homestead exemptions pertaining to each piece of property provided by Article 15 of the Property Tax Code, 35 Illinois Compiled Statutes 200, as amended, in the transit facility improvement area.

"Tax Receipts" means the tax revenue collected from the 2018 Tax Levy; provided, however, such "tax revenue collected" shall not include any Tax Increment Revenue paid or payable to the School District pursuant to Section 8 of the TIF Act.

"Trust Indenture" means one or more agreements providing for the issuance of the Tax Anticipation Obligations and for their repayment from property tax revenues, by and between the Board and a bank, trust company or national banking association having trust powers and appointed by one of the Designated Officials to act as trustee under the Trust Indenture. As used in this Resolution, the term "Trust Indenture" includes any "Master Trust Indenture" and any "Supplemental Trust Indenture."

"Warrants" shall mean the tax anticipation warrants of the Board issued pursuant to Section 34-23 of the School Code and authorized to be issued under this Resolution.

3. *Findings.* It is found and determined that (A) the borrowing and re-borrowing from time to time of moneys in anticipation of the collection of the Tax Receipts is necessary so that sufficient moneys will be in the treasury of the School District at all times to meet the ordinary and necessary expenses of the School District for educational purposes; (B) authorizing the issuance of Warrants, the establishment of Lines of Credit or Loans and the issuance of the Notes will provide the needed access to funds to meet such ordinary and necessary expenses; and (C) no person holding an office of the Board, either by election or appointment, is in any manner interested, either directly or indirectly, in such person's own name or the name of any other person, association, trust or corporation, in the transactions contemplated by the Warrants or by the Notes and the Lines of Credit or Loans.

4. *Determination to Authorize Tax Anticipation Warrants.* The Board is hereby authorized to issue Warrants in anticipation of the collection of the 2018 Tax Levy in an aggregate principal amount of not to exceed \$1,250,000,000. The Warrants are to be issued in accordance with the provisions of Section 34-23 of the School Code and the Local Government Debt Reform Act, 30 Illinois Compiled Statutes 350, as amended (the "**Local Government Debt Reform Act**"). The Board is hereby authorized, as shall be determined from time to time by the Senior Vice President of Finance or the Chief Financial Officer as hereafter provided, to enter into Note Purchase Agreements with one or more financial institutions or investors pursuant to which such financial institutions or investors will purchase Warrants issued pursuant to this Section 4.

5. *Determination to Authorize Lines of Credit, Loans, Note Purchase Agreements and Tax Anticipation Notes.* Pursuant to Section 34-23.5 of the School Code and in lieu of the issuance of the Warrants authorized by Section 4 hereof, the Board is hereby authorized, as shall be determined from time to time by the Senior Vice President of Finance or the Chief Financial Officer as hereafter provided, to (i) enter into Lending Agreements with one or more banks for the provision of Lines of Credit or Loans for the Board and to evidence borrowings and re-borrowings under such Lines of Credit or Loans by the issuance of one or more series of Notes, and (ii) enter into Note Purchase Agreements with one or more financial institutions or investors pursuant to which such financial institutions or investors will purchase one or more series of Notes. The Board is hereby authorized to issue such Notes in anticipation of the collection of the 2018 Tax Levy in an aggregate principal amount outstanding at any time of not to exceed \$1,250,000,000. Such Notes are to be issued in accordance with the provisions of Section 34-23.5 of the School Code and the Local Government Debt Reform Act.

6. *Authorization and Terms.* The Tax Anticipation Obligations are hereby authorized to be issued and, if Notes are issued in lieu of the issuance of Warrants, the Lines of Credit or Loans are hereby authorized to be established or obtained and the Note Purchase Agreements and Lending Agreements are authorized to be executed as provided herein, in either case to provide funds to defray the necessary expenses and liabilities of the School District incurred for educational purposes prior to the receipt of taxes levied for such purposes pursuant to the 2018 Tax Levy. The Tax Anticipation Obligations shall be drawn against and in anticipation of the collection of the 2018 Tax Levy. The Tax Anticipation Obligations shall be limited obligations of the Board payable solely from the Tax Receipts when collected.

The Tax Receipts are hereby irrevocably pledged and assigned as security for the payment of the Tax Anticipation Obligations and such Tax Receipts, when collected, shall be set apart and held for the payment of the Tax Anticipation Obligations with such priority of payment as shall be determined by the Senior Vice President of Finance of the Board or the Chief Financial Officer of the Board.

All moneys borrowed and re-borrowed pursuant to this Resolution shall be repaid exclusively from the Tax Receipts derived from the 2018 Tax Levy, and such payment shall be made, from time to time, as determined by any of the Designated Officials, with the final payment to be made within 60 days after the

Tax Receipts have been distributed to or received by the escrow agent pursuant to the Tax Escrow Agreement. Any of the Designated Officials are hereby authorized to determine, at their discretion, to retire the borrowing by the making of partial payments or payment in full. The application of the Tax Receipts to the payment of the Tax Anticipation Obligations authorized hereunder shall be subject to the applicable provisions of the Lending Agreement, the Note Purchase Agreement, the Trust Indenture and the Tax Escrow Agreement, as any of such agreements or indentures may be supplemented or amended as hereinafter authorized.

The Tax Anticipation Obligations shall bear interest at a rate or rates, fixed or variable, as determined by any of the Designated Officials, not to exceed the maximum rate permitted under Section 2 of the Bond Authorization Act, 30 Illinois Compiled Statutes 305, from the date of their issuance until paid.

7. *Execution.* The Tax Anticipation Obligations shall be executed on behalf of the Board with the manual or duly authorized facsimile signatures of the President and Secretary of the Board, all as such officers shall determine. In case any officer whose signature shall appear on the Tax Anticipation Obligations shall cease to be such officer before the delivery of such Tax Anticipation Obligations, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

8. *Tax Escrow Direction.* Each of the Designated Officials is hereby authorized, pursuant to authority contained in (A) Section 14 of the Local Government Debt Reform Act in the case of Warrants and (B) Section 20-90 of the Property Tax Code, 35 Illinois Compiled Statutes 200, in the case of Notes; to execute a written direction to the County Collectors of The Counties of Cook and DuPage, Illinois (the "**County Collectors**"), and to deposit the collections of Tax Receipts under the 2018 Tax Levy as and when extended for collection directly with such escrow agent designated pursuant to this Resolution in order to secure the payment of the principal of and interest on the Tax Anticipation Obligations. The Designated Officials are authorized to cause a certified copy of this Resolution to be filed with each of the County Collectors.

9. *Approval of Documents.* Each of the Designated Officials is authorized to enter into and to execute, and the Secretary is authorized to attest, a Master Trust Indenture for the Tax Anticipation Obligations and one or more Supplemental Trust Indentures for a series of Tax Anticipation Obligations, on behalf of the Board, in substantially the same forms as approved in connection with the Board's prior issuance of Tax Anticipation Obligations in 2015, 2016, 2017 and 2018, but with such revisions, insertions, completions and modifications thereof as shall be approved by the Designated Official executing the same, and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of such Designated Official's approval and this Board's approval of such revisions, insertions, completions and modifications thereof.

Each of the Designated Officials is authorized to enter into a Tax Escrow Agreement, on behalf of the Board, in substantially the same form as approved in connection with the Board's prior issuance of Tax Anticipation Obligations in 2015, 2016, 2017 and 2018, but with such revisions, insertions, completions and modifications thereof as shall be approved by the Designated Official executing the same, and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of such Designated Official's approval and this Board's approval of such revisions, insertions, completions and modifications thereof.

Each of the Designated Officials is authorized to enter into (i) one or more Note Purchase Agreements in substantially the same form as approved in connection with the Board's prior issuance of Tax Anticipation Obligations in 2015, 2016, 2017 and 2018, or (ii) one or more Lending Agreements in substantially the same form as approved in connection with the Board's prior issuance of Tax Anticipation Obligations in 2015, 2016, 2017 and 2018, in either case with such revisions, insertions, completions and modifications thereof as shall be approved by the Designated Official executing the same, and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of such Designated Official's approval and this Board's approval of such revisions, insertions, completions and modifications thereof.

Any series of the Notes issued (i) to evidence borrowings and re-borrowings under a Lending Agreement and Line of Credit or Loan shall be issued pursuant to Trust Indentures in substantially the forms

described above, (ii) to be sold pursuant to a Note Purchase Agreement shall be issued pursuant to Trust Indentures in substantially the forms described above, or (iii) to be sold pursuant to a Notice of Public Sale shall be issued pursuant to Trust Indentures in substantially the forms described above.

Each of the Designated Officials is authorized to enter into such supplements and amendments to, or amendments and restatements of, the documents authorized and approved under this Section 9 as such Designated Official shall deem necessary to facilitate the issuance of the Notes upon terms that are not inconsistent with the terms and provisions of this Resolution.

If determined to be necessary by a Designated Official in connection with the initial sale, or subsequent reoffering of any Tax Anticipation Obligations, the preparation, use and distribution of a Preliminary Official Statement, Official Statement, Private Placement Memorandum or Limited Offering Memorandum relating to each issue of Tax Anticipation Obligations (the "**Disclosure Document**") in substantially the respective forms delivered in connection with previous issues, is hereby authorized and approved. The Designated Officials are each hereby authorized to execute and deliver such Disclosure Document on behalf of the Board. The Disclosure Document herein authorized may contain a description of the terms and provisions of, and security for, such obligations, the use of proceeds of such obligations, financial information relating to the Board, and such other information as any Designated Officer determines to be advisable under the circumstances.

If determined to be necessary by a Designated Official in connection with the initial sale, or subsequent reoffering of any Tax Anticipation Obligations, to prepare, use and distribute a Notice of Public Sale relating to any issue of Tax Anticipation Obligations, the Designated Officials are each hereby authorized and directed to publish or otherwise distribute such Notice of Public Sale to potential bidders and to request and receive bids in response to such Notice of Public Sale, to award such Tax Anticipation Obligations to the bidder or bidders that provide the lowest net interest cost to the Board in connection with such Notice of Public Sale and to deliver such Tax Anticipation Obligations to such bidder or bidders upon payment by said bidder or bidders of the purchase price for such Tax Anticipation Obligations, together with the interest, if any, accruing from the date of such Tax Anticipation Obligations to the date of delivery.

10. *Application of Proceeds and Other Moneys.* Proceeds of sale of the Tax Anticipation Obligations are expected to be appropriated for the educational expenses of the Board and for the payment of costs of issuance of the Notes and related fees.

11. *Further Acts.* Each of the Designated Officials, officials or officers of the Board are hereby authorized to execute and deliver the documents approved by this Resolution, and such other documents and agreements and perform such other acts as may be necessary or desirable in connection with the Tax Anticipation Obligations, the Lending Agreements, the Trust Indentures, the Tax Escrow Agreement, any Disclosure Document, any Notice of Public Sale and the Note Purchase Agreements, including, but not limited to, provisions relating to increased costs and indemnification, and the exercise following the delivery date of the Tax Anticipation Obligations of any power or authority delegated to such official under this Resolution with respect to the Tax Anticipation Obligations and the Lending Agreements, but subject to any limitations on or restrictions of such power or authority as herein set forth. The General Counsel is authorized to select and engage attorneys and other professionals to provide services related to the transactions described in this Resolution. The General Counsel may make such selection of professionals based upon substantial demonstrated prior experience.

All actions of the officials or officers of the Board that are in conformity with the purposes and intent of this Resolution are hereby in all respects ratified, approved, and confirmed.

12. *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.

13. *Repealer and Effective Date.* All Resolutions or parts of resolution in conflict herewith are, to the extent of such conflict, hereby repealed. This Resolution is effective immediately upon its adoption.