

ORDINANCE NO. _____
ORDINANCE APPROVING ONE OR MORE SUPPLEMENTAL INDENTURES AND
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$145,000,000 WATERWORKS
AND SEWERAGE SENIOR LIEN REVENUE BONDS OF THE CITY OF JOLIET,
ILLINOIS.

WHEREAS, the City of Joliet (the “City”) is a home rule unit of government of the State of Illinois under Section 6 of Article VII of the Illinois Constitution of 1970, duly authorized to own and operate a waterworks system and a sanitary sewerage system; and

WHEREAS, the City currently owns and operates its waterworks system and its sanitary sewerage system as a combined utility system (the “System”); and

WHEREAS, the City has determined to improve and expand the System and to issue from time to time bonds, notes and other evidences of indebtedness (“System Obligations”) payable from the revenues of the System (the “Revenues”) and other available moneys to pay the costs of improvements to, and expansions of, the System, including (but not limited to) capital improvements to provide for the transmission to the System of Lake Michigan water pursuant to a water purchase agreement with the City of Chicago including the Phase III Project (System Improvements for AWSP) (the “Phase III Project”); and

WHEREAS, the Phase III Project means the design, engineering, construction engineering, program management, project management, acquisition, construction and installation of system improvements, including infrastructure to connect the System to the Water Transmission System Project (as defined in the Master Indenture) and other related facility improvements to the System; and

WHEREAS, the City has previously issued various series of its Waterworks and Sewerage Senior Lien Revenue Bonds that are currently outstanding (the “Outstanding Bonds”); and

WHEREAS, the Outstanding Bonds are “Senior Lien Obligations” secured under the Master Indenture of Trust Securing Waterworks and Sewerage Revenue Senior Lien Obligations dated as of March 15, 2022 (as heretofore supplemented, the “Master Indenture”) between the City and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”); and

WHEREAS, the City has determined to finance a portion of the costs of the Water Transmission System Project by the issuance of Waterworks and Sewerage Senior Lien Revenue Bonds of the City constituting one or more series of Senior Lien Obligations secured under the Master Indenture and created pursuant to one or more supplemental indentures (each a “Supplemental Indenture”).

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF JOLIET, ILLINOIS, AS FOLLOWS:

Section 1. Authority and Purposes. This ordinance is adopted pursuant to Section 6 of Article VII of the Illinois Constitution of 1970 for the purpose of financing a portion of the costs of the improvement and expansion of the System by the design, engineering, acquisition, construction and installation of the Phase III Project (the “Capital Improvements”) by the issuance of the Waterworks and

Sewerage Senior Lien Revenue Bonds (the "Revenue Bonds") authorized to be issued by Section 4 of this Ordinance.

Section 2. Findings and Determinations. It is found and determined that (i) all of the recitals contained in the preamble to this Ordinance are incorporated in full as part of this Ordinance, and (ii) the undertaking of the Capital Improvements and the issuance of the Revenue Bonds for financing the costs of the Capital Improvements as provided for in this Ordinance pertains to the government and affairs of the City, is for proper public purposes and is in the public interest.

Section 3. Approval of the Supplemental Indentures. To provide the details of and to prescribe the terms and conditions upon which the Revenue Bonds are to be issued, secured, executed, authenticated and held, the Mayor, City Manager and the Director of Finance of the City (the "Authorized Officers") are each hereby authorized to execute and deliver the Second Supplemental Indenture and such other additional supplemental indentures (each a "Supplemental Indenture") as the Authorized Officers deem necessary or appropriate, in the name and on behalf of the City, in each case in the form attached hereto as Exhibit A, and such form is hereby approved, with such other or further changes in the Second Supplemental Indenture and any other Supplemental Indentures as may be approved by any Authorized Officer executing the same. The execution of the Second Supplemental Indenture and any other Supplemental Indentures by any Authorized Officer shall constitute conclusive evidence of the approval by such Authorized Officer and this City Council of any and all such changes from the form of the Second Supplemental Indenture presented to this meeting and approved hereby.

Section 4. Authorization and Terms of Revenue Bonds. To meet part of the estimated costs of the Capital Improvements (including the reimbursement of prior expenditures), to capitalize interest on the Revenue Bonds, to fund any debt service reserve funds or System reserve funds to be maintained under the terms of the Master Indenture or any Supplemental Indenture, to pay the cost of any Bond Insurance Policy (as defined in the Master Indenture) or other credit enhancement and to pay the costs of issuance of the Revenue Bonds herein authorized, there is hereby appropriated the sum of \$145,000,000 and any original issue premium derived from the issuance of the Revenue Bonds. Pursuant to the home rule powers of the City to incur debt and for the purpose of financing said appropriation, Revenue Bonds of the City are authorized to be issued and sold in one or more series and in an aggregate principal amount of not to exceed \$145,000,000.

Each series of the Revenue Bonds shall be issued pursuant to the Master Indenture and a Supplemental Indenture and shall be Senior Lien Obligations, as defined in the Master Indenture. The tax covenants contained in Section 413 of the Master Indenture shall apply to each Revenue Bond.

No Revenue Bond shall mature later than January 1, 2055 and no Revenue Bond shall bear interest at a rate per annum greater than six percent (6.00%) per annum.

Any provision for the redemption of Revenue Bonds prior to maturity shall be set forth in the applicable Supplemental Indenture. No redemption premium payable upon such redemption shall exceed 3% of the principal amount of the Revenue Bond to be redeemed.

Authority is hereby delegated to any one of the Authorized Officers, to determine all of the terms and provisions of the Revenue Bonds in accordance with the terms and provisions of, and subject to

the limitations of, this Ordinance. Such terms and provisions to be set forth in the Supplemental Indenture creating each series of Revenue Bonds.

Section 5. Limited Obligations. The Revenue Bonds shall be limited obligations of the City payable from the Revenues (as defined in the Master Indenture) of the System and certain other moneys and securities held by the Trustee under the Master Indenture and the applicable Supplemental Indenture. The Revenue Bonds shall not constitute an indebtedness or a loan of the credit of the City within the meaning of any constitutional or statutory limitation and neither the full faith and credit nor the taxing power of the City is pledged to the payment of the principal of or the interest on the Revenue Bonds.

Section 6. Trust Estate Securing Revenue Bonds. Pursuant to the Master Indenture, the Revenue Bonds shall be payable from, and secured by a pledge of, lien on and security interest in the Trust Estate consisting of (i) the Revenues, (ii) amounts on deposit in the Funds, Accounts and Dedicated Sub-Funds established under the Master Indenture and the Supplemental Indenture creating the applicable series of the Revenue Bonds and (iii) all other moneys held from time to time under the Master Indenture on any applicable Supplemental Indenture for the payment of the Revenue Bonds.

Section 7. Appointment of Paying Agent. U.S. Bank Trust Company, National Association, a national banking association having the powers of a trust company doing business and having an office in the state of Illinois is hereby appointed as the Paying Agent for the Revenue Bonds.

Section 8. Sale of Revenue Bonds. Each series of the Revenue Bonds shall be sold to J.P. Morgan Securities, LLC, as Senior Manager and Bernardi Securities, Inc, as Co-Manager (collectively, the "Underwriters"). Subject to the limitations contained in this Ordinance, authority is hereby delegated to any one of the Authorized Officers to sell one or more series of the Revenue Bonds to the Underwriters on one or more sale dates on or prior to December 31, 2025. No sale of a series of the Revenue Bonds shall be made unless (i) the purchase price of such series is not less than 98% of the principal amount of the Revenue Bonds of such series that are sold and (ii) the sum of the underwriting discount and other compensation paid to the Underwriter shall not exceed 0.5% of the principal amount of the Revenue Bonds of such series that are sold.

Section 9. Approval of Use and Distribution of the Preliminary Official Statement. The Authorized Officers are each hereby authorized to use and distribute one or more Preliminary Official Statements for the Revenue Bonds (each a "Preliminary Official Statement") in the form of the Preliminary Official Statement attached hereto as Exhibit B, presented to the City Council and hereby approved, which Preliminary Official Statement shall also include such information as shall be deemed necessary or appropriate by any Authorized Officer to approve such Preliminary Official Statement, including information concerning the Revenue Bonds as such officer deems necessary or appropriate under the circumstances. Upon the determination of any Authorized Officer that the Preliminary Official Statement is deemed final, the Underwriter is hereby authorized to distribute such Preliminary Official Statement for use, together with the form of the Master Indenture and each Supplemental Indenture, in connection with a public offering of the Revenue Bonds.

Section 10. Approval of One or More Purchase Agreements. The Authorized Officers are each hereby authorized to execute and deliver one or more Purchase Agreements in the name and on behalf of the City in substantially the form of the Purchase Agreement attached hereto as Exhibit C with

appropriate revisions in text as any Authorized Officer shall determine are necessary or desirable in connection with the sale of the Revenue Bonds, with such execution to constitute conclusive evidence of the approval of such Authorized Officer and this City Council of any and all changes from the form of Purchase Agreement.

Section 11. Approval of One or More Continuing Disclosure Undertakings. The Authorized Officers are each hereby authorized to execute and deliver one or more Continuing Disclosure Undertakings (each a "Continuing Disclosure Undertaking") in the name and on behalf of the City in substantially the form as any Authorized Officer shall approve in connection with the sale of the Revenue Bonds, with such execution to constitute conclusive evidence of the approval of such Authorized Officer and the City Council of the Continuing Disclosure Undertaking.

Section 12. Official Statements. The Authorized Officers are each hereby authorized to prepare, execute and distribute one or more final Official Statements (each an "Official Statement"), which shall reflect the final terms and conditions of the Revenue Bonds as established by a Purchase Agreement, the Master Indenture and the applicable Supplemental Indentures and other documents and instruments approved and authorized hereby. Each such Official Statement shall be in the form of the Preliminary Official Statement deemed final pursuant to Section 9 hereof with such changes therein as shall be necessary to conform to this Ordinance and such other changes therein as shall be approved by any Authorized Officer executing the same, with such execution to constitute conclusive evidence of the approval of such Authorized Officer and this City Council of any and all changes from the form of the Preliminary Official Statement approved hereby.

Section 13. Authorization of the Purchase of Bond Insurance Policies and Qualified Credit Instruments. In connection with any sale of any series of the Revenue Bonds, any one of the Authorized Officers is authorized to obtain one or more Bond Insurance Policies and one or more Qualified Credit Instruments (as defined in the Master Indenture) if such Authorized Officer determines such Bond Insurance Policy or Qualified Credit Instrument to be desirable in connection with such sale of such Revenue Bonds. The Authorized Officer may, on behalf of the City, make such covenants with Qualified Credit Providers (as defined in the Master Indenture) as are necessary or desirable to obtain such Bond Insurance Policies or Qualified Credit Instruments, execute and deliver such documents and agreements and pay such related costs with Revenue Bonds proceeds or with the funds of the City, as are necessary to carry out the purposes of this Ordinance.

Section 14. Subordination of State Loans. All loans to the City from the State of Illinois Public Water Supply Loan Program and the State of Illinois Water Pollution Control Loan Program through the Illinois Environmental Protection Agency and the Loan Agreements with respect thereto shall be completely subordinated to all Senior Lien Obligations under the Master Indenture, including the Revenue Bonds, and to all requirements of all Funds, Sub-Funds, and Accounts maintained under the Master Indenture having a priority on application of the Revenues to that of the Junior Lien Obligation Debt Service Fund. All such State of Illinois Public Water Supply Loan Program Loans and Water Pollution Control Loan Program Loans shall be payable from the System General Fund. In addition, the City reserves the right to designate such Loans as Junior Lien Obligations payable from moneys that may be withdrawn from the Junior Lien Obligation Debt Service Fund.

Section 15. Prior Actions Ratified and Confirmed. The prior actions of the Authorized Officers and all other authorized officers and agents of the City in doing any and all acts necessary in

connection with the offer, issuance and sale of the Revenue Bonds are hereby approved, ratified and confirmed.

Section 16. Ratification and Continued Effectiveness of Actions of Any Authorized Officer. In the event that any Authorized Officer executes or delivers any document or other instrument approved hereunder and later ceases to be such an Authorized Officer before the delivery or performance of the document or instrument so executed, whether by reason of resignation, disqualification or otherwise, any such document or instrument so executed or delivered and any such other action taken in connection therewith shall be and continue to be authorized by this Ordinance and valid, binding and enforceable against the City.

Section 17. Authorization and Ratification of Subsequent Acts. The Authorized Officers are each hereby authorized to do all such acts and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of this Ordinance, and the documents attached hereto as Exhibits, and all of the acts of the Authorized Officers that are in conformity with the intent and purposes of this Ordinance, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Section 18. Ordinance to Constitute Full Authority. This Ordinance shall constitute full authority for the execution and delivery of the final form of the documents attached hereto as exhibits and the issuance of the Revenue Bonds and to the extent that the provisions of this Ordinance conflict with the provisions of any other ordinance or resolution of the City, the provisions of this Ordinance shall control. If any section, paragraph or provision of this Ordinance 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 Ordinance.

As used in this Ordinance, the term "Mayor", the term "City Clerk", the term "City Manager" or the term "Director of Finance" includes any person appointed to that office, or authorized to perform the functions of that office, on a temporary or interim basis.

Section 19. Publication. The City Clerk is hereby authorized and directed to publish this Ordinance in pamphlet form and to file copies thereof for public inspection in her office.

Section 20. Effective Date. This Ordinance shall become effective upon its passage and approval.

Passed and adopted this 3rd day of June, 2025, by roll call vote as follows:

Ayes:

Nays:

Not Voting:

Approved: _____, 2025

Mayor

Published in pamphlet form: _____, 2025

(SEAL)

Attest:

City Clerk

CERTIFICATE

I, Lauren O'Hara, City Clerk of the City of Joliet, Illinois, hereby certify that the foregoing ordinance entitled: "Ordinance Approving One or More Supplemental Indentures and Authorizing the Issuance of Not to Exceed \$145,000,000 Waterworks and Sewerage Senior Lien Revenue Bonds of the City of Joliet, Illinois," is a true copy of an original ordinance that was duly adopted by the recorded affirmative votes of a majority of the members of the City Council of the City at a meeting thereof that was duly called and held at 5:30 p.m. on June 3, 2025, in the Council Chambers at the City Hall, 150 West Jefferson Street, and at which a quorum was present and acting throughout, and that said copy has been compared by me with the original ordinance signed by the Mayor on _____, 2025, and thereafter published in pamphlet form on _____, 2025 and recorded in the Ordinance Book of the City and that it is a correct transcript thereof and of the whole of said ordinance, and that said ordinance has not been altered, amended, repealed or revoked, but is in full force and effect.

I further certify that the agenda for said meeting included the ordinance as a matter to be considered at the meeting and that said agenda was posted at least 48 hours in advance of the holding of the meeting in the manner required by the Open Meetings Act, 5 Illinois Compiled Statutes 120, and was continuously available for public review during the 48 hour period preceding the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City, this _____ day of _____, 2025.

City Clerk

(SEAL)

EXHIBIT A
SECOND SUPPLEMENTAL INDENTURE

EXHIBIT B
PRELIMINARY OFFICIAL STATEMENT

EXHIBIT C
PURCHASE AGREEMENT