

**ORDINANCE NO. 19-25**

**VILLAGE OF PEOTONE,  
COUNTY OF WILL,  
STATE OF ILLINOIS**

**AN ORDINANCE APPROVING A LETTER OF ENGAGEMENT  
FOR ENGAGING AN INDEPENDENT REGISTERED MUNICIPAL ADVISOR**

**by and between**

**THE VILLAGE OF PEOTONE, ILLINOIS**

**and**

**THE ECONOMIC DEVELOPMENT GROUP, LTD.**

**ADOPTED BY THE PRESIDENT AND VILLAGE BOARD OF TRUSTEES OF THE  
VILLAGE OF PEOTONE, WILL COUNTY, ILLINOIS  
ON THE 12<sup>TH</sup> DAY OF AUGUST, 2019.**

**AN ORDINANCE APPROVING A LETTER OF ENGAGEMENT  
FOR ENGAGING AN INDEPENDENT REGISTERED MUNICIPAL ADVISOR  
BY AND BETWEEN THE VILLAGE OF PEOTONE, ILLINOIS AND  
THE ECONOMIC DEVELOPMENT GROUP, LTD.**

**BE IT ORDAINED BY THE PRESIDENT AND VILLAGE BOARD OF  
TRUSTEES OF THE VILLAGE OF PEOTONE, WILL COUNTY, ILLINOIS,  
THAT:**

1. The U.S. Securities and Exchange Commission's (SEC) final municipal advisor (MA) registration and recordkeeping rules became effective on July 1, 2014. Firms that are engaged in, or plan to be engaged in, municipal advisory activities must be registered with both the SEC and the Municipal Securities Rulemaking Board of Trustees (MSRB). Therefore, a firm must register as an MA if it provides "advice" to a municipality.

"Advice" is defined under the MA rules promulgated by the SEC to include, without limitation, a recommendation that is particularized to the specific needs, objectives, or circumstances of a municipal entity or obligated person with respect to municipal financing products or the issuance of municipal securities, including with respect to the structure, timing, terms, and other similar matters concerning such financial products or issues, based on all the facts and circumstances; and

2. The Village of Peotone desires to engage an *Independent Registered Municipal Advisor*, and
3. The Economic Development Group, Ltd. (EDG) located at 1701 Clearwater Avenue, Bloomington, Illinois is registered as a Municipal Advisor with both the SEC and the MSRB; and
4. The President and Village Board of Trustees of the Village of Peotone have evaluated and recommended that the Village engage The Economic Development Group, Ltd. as an *Independent Registered Municipal Advisor* for the purpose of providing the Village with facts, figures and advice on the possible structure, timing, terms, and other matters concerning the potential issuance of municipal securities, such as bonds, bank loans or other types of debt obligations that the Village may wish to consider; and
5. Upon designating EDG as its *Independent Registered Municipal Advisor*, the Village may publicly post a written disclosure letter indicating that the Village intends that market participants receive and use such letter for purposes of the *Independent Registered Municipal Advisor Exemption* as provided in the SEC's final rules adopted for municipal advisor registration; and

6. The Village President is hereby authorized and directed to enter into and execute on behalf of the Village said Letter of Engagement attached hereto as *Exhibit A*, and the Village Clerk of the Village of Peotone is hereby authorized and directed to attest such execution; and
7. The Engagement Letter attached hereto as *Exhibit A* shall be effective on the date set forth and executed by the President in said Engagement Letter; and
8. If the Village determines that it is necessary to proceed with the issuance of a specific SEC regulated municipal security and wishes to rely on the advice of EDG for said issuance, then EDG shall provide such advice pursuant to a separate Letter of Engagement with a fee that is commensurate with said issuance and approved by the Village of Peotone at that time; and
9. This Ordinance shall be in full force and effect from and after its approval and publication as required by law.

**PASSED, APPROVED AND ADOPTED** by the Corporate Authorities of the Village of Peotone, Illinois, on the 12<sup>th</sup> day of August, A.D., 2019, and deposited and filed in the Office of the Village Clerk of said Village on that date.

CORPORATE AUTHORITIES	AYE VOTE	NAY VOTE	ABSTAIN/ ABSENT
Patrick Bowden	x		
Kent Hamm	x		
Michael Jones	x		
Peter March	x		
Shelley Marevka	x		
D. Wayne Parker	x		
Steven Cross, Village President			x
<b>TOTAL VOTES:</b>			

APPROVED:   
Village President Pro Tem

Date: August 12, 2019

ATTEST:   
Village Clerk

Date: August 12, 2019

Exhibit ( A ) attached: Engagement Letter of The Economic Development Group, Ltd.

**EXHIBIT A**

**ENGAGEMENT LETTER OF  
THE ECONOMIC DEVELOPMENT GROUP, LTD.**



THE ECONOMIC DEVELOPMENT GROUP, LTD.

August 8, 2019

Village of Peotone  
Village President and Trustees  
c/o Aimee Ingalls, Village Administrator  
208 E. Main Street, P.O. Box 430  
Peotone, IL 60468

Re: **Independent Registered Municipal Advisor**  
Proposed Economic Development Group, Ltd.  
Engagement Letter

Dear President Cross and Village Trustees:

A Municipal Advisor (MA) is one who gives advice to a municipal entity regarding municipal financial products or the issuance of municipal securities.

The U.S. Securities and Exchange Commission's (SEC) final municipal advisor registration and recordkeeping rules became effective on July 1, 2014. Firms that are engaged in, or plan to be engaged in, municipal advisory activities must be registered with both the SEC and the Municipal Securities Rulemaking Board (MSRB). Therefore, a firm must register as an MA if it provides "advice" to a municipality. "Advice" is defined under the MA rules promulgated by the SEC to include, without limitation, a recommendation that is particularized to the specific needs, objectives, or circumstances of a municipal entity or obligated person with respect to municipal financing products or the issuance of municipal securities, including with respect to the structure, timing, terms, and other similar matters concerning such financial products or issues, based on all the facts and circumstances.

The Economic Development Group, Ltd. (EDG) is registered as a Municipal Advisor with both the SEC and the MSRB. As such, we ask that the Village hereby designates the Economic Development Group, Ltd. as its *Independent Registered Municipal Advisor* for the purpose of providing the Village with facts, figures and advice on the possible structure, timing, terms, and other matters concerning the potential issuance of municipal securities, such as bonds, bank loans or other types of debt obligations that the Village may wish to consider. Activities that the Economic Development Group, Ltd., proposes to undertake on behalf of the Village as its *Independent Registered Municipal Advisor* include the following:

- Act in a fiduciary capacity for the Village;
- Assist in developing the plan of finance and related transaction timetable;
- Identify and analyze financing solutions and alternatives for funding capital improvement plans;
- Advise on the method of sale, taking into account market conditions and near-term activity in the municipal market;
- Assist in the preparation of any rating agency strategies and presentations;
- Coordinate internal/external accountants, feasibility consultants and escrow agents;

- Assist with the selection of underwriters, underwriter compensation issues, syndicate structure and bond allocations;
- Verify cash flow calculations;
- Prepare preliminary cash flows analysis;
- Plan and coordinate bond closings.

The Economic Development Group, Ltd. is currently engaged by the Village to provide professional services relating to the establishment and ongoing annual administration of its Tax Increment Financing (TIF) Districts. Jacob & Klein, Ltd., an economic development law firm and affiliate of The Economic Development Group, Ltd., is also engaged by the Village for legal services relating to matters pertaining to the establishment and annual administration of the TIF Districts.

The Economic Development Group, Ltd. hereby agrees to provide *IRMA* services, including facts, calculations, projections and information relating to the potential issuance of such municipal securities, such as bonds, bank loans or other types of debt obligations at no additional fee (\$0.00 annual fee).

**If at any time the Village determines that it is necessary to proceed with the issuance of a specific SEC regulated municipal security or other financial product and wishes to rely on the advice of EDG for said issuance, then EDG shall provide such advice pursuant to a separate Letter of Engagement with a fee that is commensurate with said issuance and approved by the Village at that time.**

The Economic Development Group, Ltd. has determined that it does not have any conflicts of interest that would interfere with its ability to fulfill its duty of care and its duty of loyalty to the Village pursuant to MSRB rules.

EDG's most recent update to its Form MA occurred on February 5, 2019 and Form MA-I occurred on October 25, 2017, as required by the SEC for the purpose of amending contact information relating to its Registered Municipal Advisor Representatives. To date, EDG has not been the subject of any legal or disciplinary complaints or other information for which the SEC requires municipal advisors to provide. The Village may access EDG's Form MA and Form MA-I information on-line by visiting the Electronic Data Gathering, Analysis, and Retrieval system (EDGAR) found at: <https://www.sec.gov/edgar/searchedgar/companysearch.html>.

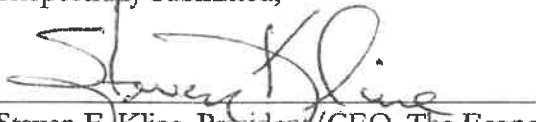
Upon designating EDG as its *Independent Registered Municipal Advisor*, the Village may publicly post a written disclosure letter (see *Exhibit 1*, "Sample IRMA Disclosure Letter") indicating that the Village intends that market participants receive and use such letter for purposes of the *Independent Registered Municipal Advisor Exemption* as provided in the SEC's final rules adopted for municipal advisor registration. This Engagement Letter and the related Representation Letter may be relied upon until amended or otherwise replaced by a new Representation Letter posted to the Village's website.

EDG, in acting as your MA, will rely on data from outside sources. EDG will act and provide advice to the best of its ability and knowledge, however, no warranty or guarantee is provided and by entering into this Engagement, the Village hereby releases EDG, its owners, officers, and employees from any liability in connection with advice or information provided pursuant to this Engagement. The Village hereby acknowledges that EDG is not engaged by the Village for the purpose of providing continuing disclosure services, and EDG is not responsible for the Village's prior compliance with continuing disclosure obligations as specified in Rule 15c2-12 under the Securities Exchange Act of 1934.

We request that the Village Board approve this Engagement Letter and authorize the Village President to execute this Engagement Letter in order for EDG to proceed as the Village's *Independent Registered Municipal Advisor*.

We look forward to working on future financing transactions for the Village.

Respectfully Submitted,




Steven E. Kline, President/CEO, The Economic Development Group, Ltd.

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Accepted by and on behalf of the Village of Peotone, Will County, Illinois on this

12th day of August, 2019.

**Village of Peotone**

By:   
Peter March, Village President Pro Tem

Attest:   
Donna Werner, Village Clerk

**EXHIBIT 1**

**SAMPLE INDEPENDENT REGISTERED MUNICIPAL ADVISOR LETTER**



# ***The Village of Peotone***

OFFICE : 208 E MAIN STREET  
P.O.BOX 430  
PEOTONE, ILLINOIS 60468-0430  
PHONE: (708) 258-3279  
FAX: (708) 258-3850

August 12, 2019

## **Independent Registered Municipal Advisor (IRMA) Representation Letter**

The Village of Peotone, Will County, Illinois (the "Village") is hereby disclosing and notifying all potential underwriters, placement agents and other market participants that it has retained an *Independent Registered Municipal Advisor* ("Municipal Advisor" or "IRMA") pursuant to Section 975 of Title IX of the Dodd-Frank Wall Street reform and Consumer Protection Act ("Dodd-Frank Act") amended Section 15B of the Securities Exchange Act of 1934 ("Exchange Act").

**By publicly posting the following written disclosure, the Village intends that market participants receive and use it for purposes of the Independent Registered Municipal Advisor Exemption (the "IRMA Exemption") as provided in the Securities and Exchange Commission's final rules adopted for municipal advisor registration (the "Final MA Rules").**

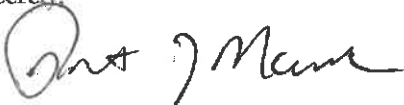
### **Disclosure of Independent Registered Municipal Advisor Representation**

The Village is represented by and will rely on its Municipal Advisor, **The Economic Development Group, Ltd.** ("EDG"), and more specifically Steven E. Kline and Gwen R. Crawford for General Municipal Advisory Services and to provide advice on proposals from financial services firms concerning the issuance of municipal securities and municipal financial products. The individual listed herein is on our retained team at our Municipal Advisor and has been employed by our Municipal Advisor for two years (or more) prior to the date of this disclosure and, thus, is not "associated" (as defined in the Final MA Rules) at either an entity level or an individual level with persons seeking to rely on the *IRMA Exemption*. Any changes to the Village's team going forward will be promptly posted to the Village's website. **The written notice required under the *IRMA Exemption* of the Final MA Rules stating that an underwriter or placement agent is not a municipal advisor and is, therefore, not subject to a fiduciary duty to the Village should be provided to the Village at the address noted below, with a copy to The Economic Development Group, Ltd. at 1701 Clearwater Avenue, Bloomington, Illinois 61704.**

Notices and proposals should be addressed to Ms. Aimee Ingalls, Village Administrator, Village of Peotone, 208 E. Main Street, Peotone, IL 60468. To encourage the continued sharing of ideas and proprietary information by market participants, the Village intends to keep original materials provided by and concepts it discusses with market participants from time to time confidential (to the extent provided by law), but hereby reserves the right, in its sole discretion, to share any information which will be seriously considered by the Village with its Municipal Advisor. **Please note that aside from regulatory mandated correspondence between an underwriter and municipal advisor, an underwriter or placement agent should not speak directly with or send documents directly to the Village's Municipal Advisor unless specifically directed to do so by the Mayor or designated personnel.**

This Representation Letter may be relied upon until amended or otherwise replaced by a new Representation Letter posted to the Village's website.

Sincerely,



Peter March, President Pro Tem  
Village of Peotone, Illinois

STATE OF ILLINOIS    )  
                                  ) SS  
COUNTY OF WILL     )

**CLERK'S CERTIFICATE**

I, **DONNA WERNER**, the duly elected, qualified, and acting Village Clerk of the Village of Peotone, Will County, Illinois, do hereby certify that attached hereto is a true and correct copy of that Ordinance now on file in my office, entitled:

**ORDINANCE NO. 19-25**

**AN ORDINANCE APPROVING A LETTER OF ENGAGEMENT FOR ENGAGING AN INDEPENDENT REGISTERED MUNICIPAL ADVISOR**

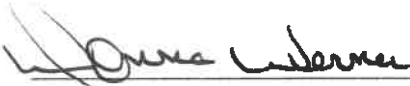
Which Ordinance was passed by the Board of Trustees of the Village of Peotone at a meeting held on the 12<sup>th</sup> day of August 2019, at which meeting a quorum was present, and approved by the Temporary Chair of the Village of Peotone Board of Trustees on the 12<sup>th</sup> day of August, 2019.

I further certify that the vote on the question of the passage of the said Ordinance by the Board of Trustees of the Village of Peotone was taken by the Ayes and Nays and recorded in the Journal of the Proceedings of the Board of Trustees of the Village of Peotone, and that the result of said vote was as follows, to-wit:

<b>AYES:</b>	<u>Marevka, Parker, Hamm, Bowden, Jones, March</u>
<b>NAYS:</b>	<u>0</u>
<b>ABSENT:</b>	<u>0</u>

I do further certify that the original Ordinance, of which the attached is a true copy, is entrusted to my care for safekeeping, and that I am the lawful keeper of the same.

**IN WITNESS THEREOF**, I have hereunto set my hand and affixed the seal of the Village of Peotone, this 12<sup>th</sup> day of August, 2019.

  
\_\_\_\_\_  
Donna Werner  
Village Clerk