

**RESOLUTION NO. 2008-016**

**A RESOLUTION PROVIDING FOR THE CONSENT BY THE VILLAGE OF VERNON HILLS, ILLINOIS OF THE ASSIGNMENT OF A LOAN AGREEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONSENT AND AGREEMENT; AND RELATED MATTERS.**

WHEREAS, the Village of Vernon Hills, Illinois, a municipality duly organized and existing under the Constitution and laws of the State of Illinois (the "Issuer"), is authorized by the laws of the State of Illinois, and particularly the provisions of The Industrial Project Revenue Bond Act, 65 ILCS 5/11-74-1, et seq., as supplemented and amended (the "Act") to issue its revenue bonds to finance the costs of any industrial project to the end that the Issuer may be able to relieve conditions of unemployment, maintain existing levels of employment and encourage the increase of industry and commerce within the State of Illinois, thereby reducing the evils attendant upon unemployment and to provide for the increased welfare and prosperity of the residents of the Village of Vernon Hills, Illinois; and

WHEREAS, the Issuer previously issued its Variable Rate Demand Industrial Project Revenue Bonds (Northwestern Tool and Die Manufacturing Corporation Project), Series 2000 in the initial principal amount of \$3,225,000 (the "Series 2000 Bonds"); and

WHEREAS, the Series 2000 Bonds were issued under and pursuant to the Trust Indenture (the "Indenture") dated as of April 1, 2000, between the Issuer and U.S. Bank National Association (the "Trustee"); and

WHEREAS, the proceeds from the Series 2000 Bonds were loaned by the Issuer to Northwestern Tool and Die Manufacturing Corporation, an Illinois corporation (the "Original Borrower") to finance the acquisition, rehabilitation and equipping of a manufacturing facility (the "Project") pursuant to the terms of a Loan Agreement dated as of April 1, 2000, by and between the Issuer and the Original Borrower (the "Loan Agreement"); and

WHEREAS, the Original Borrower entered into the Loan Agreement and issued its promissory note (the "Note") pursuant to the terms of the Loan Agreement to evidence its obligation to repay the loan made pursuant to the Loan Agreement; and

WHEREAS, the Series 2000 Bonds were initially supported by an irrevocable Letter of Credit (the "Letter of Credit") of Harris Trust and Savings Bank (the "Bank") which Letter of Credit supports the payment of the principal and purchase price of and interest on the Series 2000 Bonds until expiration or termination of the Letter of Credit, in accordance with its terms; and

WHEREAS, the Original Borrower will transfer the Project to Northwestern Tool and Die Manufacturing LLC, a Delaware limited liability company (the "Assignee Borrower"); and

WHEREAS, the Original Borrower would like to assign the Loan Agreement and the Note to the Assignee Borrower; and

WHEREAS, the Loan Agreement provides that the consent of Issuer is required to consent in order to assign the Loan Agreement; and

WHEREAS, it is necessary for the Issuer to authorize the execution of a Consent and Agreement among the Issuer, the Original Borrower, the Assignee Borrower, the Trustee and the Bank under the terms of which the Issuer will consent to the assignment of the Loan Agreement and the Note from the Original Borrower to the Assignee Borrower; and

WHEREAS, the Assignee Borrower will also like to substitute the Letter of Credit as allowed under the Indenture and the Loan Agreement; and

WHEREAS, it may be necessary and desirable that the Issuer enter into an amendment to the Loan Agreement and the Indenture in order to allow for the substitution of the letter of credit; and

WHEREAS, there has been prepared and presented to this meeting Consent and Agreement (the "Agreement"), which the Issuer proposes to enter into;

NOW, THEREFORE, BE IT RESOLVED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF VERNON HILLS, LAKE COUNTY, ILLINOIS, AS FOLLOWS:

Section 1. The Issuer consents to the assignment of the Loan Agreement and the Note and the execution of the Agreement.

Section 2. That the form, terms and provisions of the proposed Agreement be, and it hereby is, in all respects approved, and that the Village President of the Issuer be, and he or she is hereby authorized, empowered and directed to execute and deliver such instrument in the name and on behalf of the Issuer, to cause the Agreement to be delivered to the relevant parties; that the Agreement is to be in substantially the form submitted to this meeting and is hereby approved, with such changes therein as shall be approved by the official of the Issuer executing the same, his or her execution thereof to constitute conclusive evidence of his or her approval of any and all changes or revisions therein from the form of the Agreement hereby approved; and that from and after the execution and delivery of such instrument, the 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 instrument as executed. The Agreement shall constitute, and are hereby made a part of this Resolution and a copy of such document shall be placed in the official records of the Issuer, and shall be made available for public inspection.

Section 3. That Issuer is authorized to execute an amendment to the Loan Agreement and an amendment to the Indenture, if the Assignee Borrower determines it is needed.

Section 4. That all acts and doings of the officials of the Issuer which are in conformity with the purposes and intent of this Resolution be, and the same hereby is, in all respects, approved and confirmed.

Section 5. 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 6. 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 7. This Resolution shall be in full force and effect from and after its passage and approval, in accordance with law.

Dated this 22<sup>nd</sup> Day of January 2008.

Adopted by roll call vote as follows:

AYES: 5-Marquardt, Schwartz, Williams, Hebda, Koch

NAYS: 0-None

ABSENT AND NOT VOTING: 1-Schultz

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Roger L. Byrne, Village President

PASSED: 1/22/2008

APPROVED: 1/22/2008

ATTEST:

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Linda Pelletier, Village Clerk