

SIGNED
COPY

SPEERBIDS.COM BID FORM

Wheaton Park District
102 E. Wesley Street
Wheaton, Illinois 60187

November 19, 2013
Speer Financial, Inc.

Members of the Board of Park Commissioners:

For the \$1,416,000 General Obligation Limited Tax Park Bonds, Series 2013, of the Wheaton Park District, DuPage, Illinois, as described in the annexed Official Notice of Sale, which is expressly made a part of this bid, we will pay you (no less than \$1,416,000.00) plus accrued interest from December 4, 2013 to the date of delivery for Bonds bearing interest as follows (each rate a multiple of 1/8 or 1/100 of 1%). The premium or discount, if any, is subject to adjustment allowing the same \$0.60 gross spread per \$1,000 bond as bid herein.

MATURITY* - OCTOBER 15

Year	Maturity	Interest Rate
2014	\$1,416,000	0.82%

The Bonds are to be executed and delivered to us in accordance with the terms of this bid accompanied by the approving legal opinion of Chapman and Cutler LLP, Chicago, Illinois. The District will pay for the legal opinion. The underwriter agrees to **apply for CUSIP numbers within 24 hours** and pay the fee charged by the CUSIP Service Bureau and will accept the Bonds with the CUSIP numbers as entered on the Bonds.

Associated Bidders

Community Bank-Wheaton/Glen Ellyn Glen Ellyn, IL

Account Manager Information

Name: Mason McWilliams
Address: 846 Crossover Lane
By: FTN Financial
City: Memphis
State: TN Zip: 38117
Direct Phone: 901-435-8006
FAX Number: 877-837-2178
E-Mail Address: mason.mcwilliams@ftnfinancial.com

—————NOT PART OF THE BID—————
(Calculation of true interest cost)

	Original Bid	Revised Bid
Par	\$1,413,000.00	\$1,416,000.00
Gross Interest	\$10,009.54	\$10,030.79
Less Premium/Plus Discount	\$0.00	\$0.00
True Interest Cost	\$10,009.54	\$10,030.79
True Interest Rate	0.8188%	0.8188%
Total BOND Years	1,220.68	1,223.267
Average Life Years	0.864 Years	0.864 Years

The foregoing bid was accepted and the Bonds sold by ordinance of the District on November 20, 2013, and receipt is hereby acknowledged of the good faith Deposit which is being held in accordance with the terms of the annexed Official Notice of Sale.

WHEATON PARK DISTRICT, DUPAGE, ILLINOIS


_ President

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MATURITY* - OCTOBER 15

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WHEATON PARK DISTRICT, DUPAGE, ILLINOIS



President

*Subject to change

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

**INCUMBENCY, NON-LITIGATION, NON-ARBITRAGE
AND COMFORT CERTIFICATE**

We, the undersigned, being authorized and directed to sign the bonds hereinafter described, do hereby certify that we are now and were at the time of signing said bonds the duly qualified and acting officials of the Wheaton Park District, DuPage County, Illinois (the "*District*"), as indicated by the titles appended to our respective signatures, and that as such officials we have executed \$1,416,000 General Obligation Limited Tax Park Bonds, Series 2013, of the District (the "*Bonds*"), dated the date hereof, fully registered and without coupons, due on October 15, 2014, and bearing interest at the rate of 0.82% per annum, by signing the Bonds in the manner and capacity indicated by our respective signatures and titles appended hereto and that the seal of the District has been affixed to or printed on the Bonds.

We do further certify that there is no litigation or controversy pending or threatened questioning or affecting in any manner whatsoever the corporate existence of the District, the boundaries thereof, the right of the District to levy taxes for park purposes, the title of any of its present officials to their respective offices, the proceedings incident to the issue or sale of the Bonds or the issue, sale or validity of the Bonds, and that none of the proceedings providing for the issue or sale of the Bonds have been revoked or rescinded.

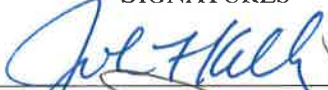


We do further certify that all of the certifications, conclusions, expectations, representations and statements made and set forth by the Board of Park Commissioners of the District in Section 11 of the ordinance adopted on the 20th day of November, 2013, authorizing the Bonds (the "*Ordinance*") are still reasonable and true; that the foregoing certification is based in part upon the amounts set forth in said section of the Ordinance having actually been received and paid into the various funds and accounts of the District as set forth in said section; that the undersigned have reviewed the facts, estimates and circumstances in existence on the date hereof and such facts, estimates and circumstances, together with the expectations of the District as to future events, are set forth in summary form in said section; that said facts and estimates are true and are not incomplete in any material respect; and that such expectations are reasonable and there are no other facts, estimates or circumstances that would materially change such expectations.

We do further certify that to the best of our knowledge and belief all Official Statements, Notices of Sale and other documents, information or materials, together with any supplements thereto, distributed and all representations made by the District and by its officials in any manner whatsoever in connection with the sale of the Bonds were at all times and are now true and correct in all material respects and did not at any time and do not now contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading; that the District has duly performed all of its obligations under the Ordinance to be performed on or prior to the date hereof; and that all representations and warranties of the District contained in all

contracts entered into by the District providing for the sale of the Bonds are true and correct on and as of the date hereof as if made at the date hereof and the District has complied with all of the agreements and satisfied all the conditions on its part to be performed or satisfied prior to the date hereof.

We do further certify that, except as set forth in the Official Statement, there have been no instances in the previous five years in which the District has failed to comply, in all material respects, with any undertaking previously entered into by it pursuant to Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, we hereunto affix our official signatures and the seal of the District, this 4th day of December, 2013.

SIGNATURES	OFFICIAL TITLES
 _____	President, Board of Park Commissioners
 _____	Secretary, Board of Park Commissioners
 _____	Treasurer, Board of Park Commissioners

(SEAL)

**CONTINUING DISCLOSURE UNDERTAKING
FOR THE PURPOSE OF PROVIDING
CONTINUING DISCLOSURE INFORMATION
UNDER SECTION (b)(5) OF RULE 15c2-12**

This Continuing Disclosure Undertaking (this “*Agreement*”) is executed and delivered by the Wheaton Park District, DuPage County, Illinois (the “*District*”), in connection with the issuance of \$1,416,000 General Obligation Limited Tax Park Bonds, Series 2013 (the “*Bonds*”). The Bonds are being issued pursuant to an ordinance adopted by the Board of Park Commissioners of the District on the 20th day of November, 2013 (the “*Ordinance*”).

In consideration of the issuance of the Bonds by the District and the purchase of such Bonds by the beneficial owners thereof, the District covenants and agrees as follows:

1. **PURPOSE OF THIS AGREEMENT.** This Agreement is executed and delivered by the District as of the date set forth below, for the benefit of the beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with the requirements of the Rule (as defined below). The District represents that it will be the only obligated person with respect to the Bonds at the time the Bonds are delivered to the Participating Underwriters and that no other person is expected to become so committed at any time after issuance of the Bonds.

2. **DEFINITIONS.** The terms set forth below shall have the following meanings in this Agreement, unless the context clearly otherwise requires.

Annual Financial Information is defined in the Official Statement.

Annual Financial Information Disclosure means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as set forth in Section 4.

Audited Financial Statements means the audited financial statements of the District prepared pursuant to the standards and as described in *Exhibit I*.

Commission means the Securities and Exchange Commission.

Dissemination Agent means any agent designated as such in writing by the District and which has filed with the District a written acceptance of such designation, and such agent’s successors and assigns.

EMMA means the MSRB through its Electronic Municipal Market Access system for municipal securities disclosure or through any other electronic format or system prescribed by the MSRB for purposes of the Rule.

Exchange Act means the Securities Exchange Act of 1934, as amended.

MSRB means the Municipal Securities Rulemaking Board.

Official Statement means the Final Official Statement, dated November 20, 2013, and relating to the Bonds.

Participating Underwriter means each broker, dealer or municipal securities dealer acting as an underwriter in the primary offering of the Bonds.

Reportable Event means the occurrence of any of the Events with respect to the Bonds set forth in *Exhibit II*.

Reportable Events Disclosure means dissemination of a notice of a Reportable Event as set forth in Section 5.

Rule means Rule 15c2-12 adopted by the Commission under the Exchange Act, as the same may be amended from time to time.

State means the State of Illinois.

Undertaking means the obligations of the District pursuant to Sections 4 and 5.

3. CUSIP NUMBER. The CUSIP Number of the Bonds is 962757 CJ0. The District will include the CUSIP Number in all disclosure materials described in Sections 4 and 5 of this Agreement.

4. ANNUAL FINANCIAL INFORMATION DISCLOSURE. Subject to Section 8 of this Agreement, the District hereby covenants that it will disseminate its Annual Financial Information and its Audited Financial Statements (in the form and by the dates set forth in *Exhibit I*) to EMMA in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information and by such time so that such entities receive the information by the dates specified. MSRB Rule G-32 requires all EMMA filings to be in word-searchable PDF format. This requirement extends to all documents required to be filed with EMMA, including financial statements and other externally prepared reports.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the District will disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment or waiver is made to this Agreement, the Annual Financial Information for the year in which such amendment or waiver is made (or in any notice or supplement provided to EMMA) shall contain a narrative description of the reasons for such amendment or waiver and its impact on the type of information being provided.

5. REPORTABLE EVENTS DISCLOSURE. Subject to Section 8 of this Agreement, the District hereby covenants that it will disseminate in a timely manner (not in excess of ten business days after the occurrence of the Reportable Event) Reportable Events Disclosure to

EMMA in such manner and format and accompanied by identifying information as is prescribed by the MSRB or the Commission at the time of delivery of such information. MSRB Rule G-32 requires all EMMA filings to be in word-searchable PDF format. This requirement extends to all documents required to be filed with EMMA, including financial statements and other externally prepared reports. Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Bonds or defeasance of any Bonds need not be given under this Agreement any earlier than the notice (if any) of such redemption or defeasance is given to the Bondholders pursuant to the Ordinance.

6. CONSEQUENCES OF FAILURE OF THE DISTRICT TO PROVIDE INFORMATION. The District shall give notice in a timely manner to EMMA of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the District to comply with any provision of this Agreement, the beneficial owner of any Bond may seek mandamus or specific performance by court order, to cause the District to comply with its obligations under this Agreement. A default under this Agreement shall not be deemed a default under the Ordinance, and the sole remedy under this Agreement in the event of any failure of the District to comply with this Agreement shall be an action to compel performance.

7. AMENDMENTS; WAIVER. Notwithstanding any other provision of this Agreement, the District by ordinance or resolution authorizing such amendment or waiver, may amend this Agreement, and any provision of this Agreement may be waived, if:

(a) (i) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, including without limitation, pursuant to a "no-action" letter issued by the Commission, a change in law, or a change in the identity, nature, or status of the District, or type of business conducted; or

(ii) This Agreement, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(b) The amendment or waiver does not materially impair the interests of the beneficial owners of the Bonds, as determined by parties unaffiliated with the District (such as Bond Counsel).

In the event that the Commission or the MSRB or other regulatory authority shall approve or require Annual Financial Information Disclosure or Reportable Events Disclosure to be made to a central post office, governmental agency or similar entity other than EMMA or in lieu of EMMA, the District shall, if required, make such dissemination to such central post office, governmental agency or similar entity without the necessity of amending this Agreement.

8. TERMINATION OF UNDERTAKING. The Undertaking of the District shall be terminated hereunder if the District shall no longer have any legal liability for any obligation on

or relating to repayment of the Bonds under the Ordinance. The District shall give notice to EMMA in a timely manner if this Section is applicable.

9. DISSEMINATION AGENT. The District may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent.

10. ADDITIONAL INFORMATION. Nothing in this Agreement shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in this Agreement or any other means of communication, or including any other information in any Annual Financial Information Disclosure or notice of occurrence of a Reportable Event, in addition to that which is required by this Agreement. If the District chooses to include any information from any document or notice of occurrence of a Reportable Event in addition to that which is specifically required by this Agreement, the District shall have no obligation under this Agreement to update such information or include it in any future disclosure or notice of occurrence of a Reportable Event.

11. BENEFICIARIES. This Agreement has been executed in order to assist the Participating Underwriters in complying with the Rule; however, this Agreement shall inure solely to the benefit of the District, the Dissemination Agent, if any, and the beneficial owners of the Bonds, and shall create no rights in any other person or entity.

12. RECORDKEEPING. The District shall maintain records of all Annual Financial Information Disclosure and Reportable Events Disclosure, including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

13. ASSIGNMENT. The District shall not transfer its obligations under the Ordinance unless the transferee agrees to assume all obligations of the District under this Agreement or to execute an Undertaking under the Rule.

14. GOVERNING LAW. This Agreement shall be governed by the laws of the State.

WHEATON PARK DISTRICT,
DUPAGE COUNTY, ILLINOIS

By



President, Board of Park Commissioners

Date: December 4, 2013

EXHIBIT I
ANNUAL FINANCIAL INFORMATION AND TIMING AND AUDITED
FINANCIAL STATEMENTS

All or a portion of the Annual Financial Information and the Audited Financial Statements as set forth below may be included by reference to other documents which have been submitted to EMMA or filed with the Commission. If the information included by reference is contained in a Final Official Statement, the Final Official Statement must be available on EMMA; the Final Official Statement need not be available from the Commission. The District shall clearly identify each such item of information included by reference.

Annual Financial Information exclusive of Audited Financial Statements will be submitted to EMMA by 210 days after the last day of the District's fiscal year (currently December 31). Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included.

Audited Financial Statements will be prepared in accordance with the accounting principles described in the Official Statement. Audited Financial Statements will be submitted to EMMA within 30 days after availability to the District.

If any change is made to the Annual Financial Information as permitted by Section 4 of the Agreement, the District will disseminate a notice of such change as required by Section 4.

EXHIBIT II
EVENTS WITH RESPECT TO THE BONDS
FOR WHICH REPORTABLE EVENTS DISCLOSURE IS REQUIRED

1. Principal and interest payment delinquencies
2. Non-payment related defaults, if material
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security
7. Modifications to the rights of security holders, if material
8. Bond calls, if material, and tender offers
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities, if material
11. Rating changes
12. Bankruptcy, insolvency, receivership or similar event of the District*
13. The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material

* This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the District in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the District, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the District.

Information Return for Tax-Exempt Governmental Obligations

► Under Internal Revenue Code section 149(e)
► See separate instructions.
Caution: If the issue price is under \$100,000, use Form 8038-GC.

OMB No. 1545-0720

Part I Reporting Authority		If Amended Return, check here <input type="checkbox"/>
1 Issuer's name Wheaton Park District, DuPage County, Illinois		2 Issuer's employer identification number (EIN) 36-6006155
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions)		3b Telephone number of other person shown on 3a
4 Number and street (or P.O. box if mail is not delivered to street address) 102 East Wesley Street	Room/suite	5 Report number (For IRS Use Only) 3
6 City, town, or post office, state, and ZIP code Wheaton, Illinois 60187		7 Date of issue December 4, 2013
8 Name of issue General Obligation Limited Tax Park Bonds, Series 2013		9 CUSIP number 962757 CJO
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information (see instructions) Michael Benard, Executive Director		10b Telephone number of officer or other employee shown on 10a (630) 665-4710

Part II Type of Issue (enter the issue price). See the instructions and attach schedule.		
11 Education		
12 Health and hospital		
13 Transportation		
14 Public safety		
15 Environment (including sewage bonds)		
16 Housing		
17 Utilities		
18 Other. Describe ► Parks and recreation	1,416,849	60
19 If obligations are TANs or RANs, check only box 19a	<input type="checkbox"/>	
If obligations are BANs, check only box 19b	<input type="checkbox"/>	
20 If obligations are in the form of a lease or installment sale, check box	<input type="checkbox"/>	

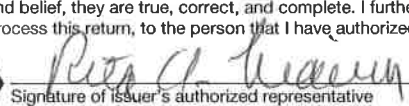
Part III Description of Obligations. Complete for the entire issue for which this form is being filed.					
	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	10/15/2014	\$ 1,416,849.60	\$ 1,416,000	0.864 years	0.7490 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)					
22	Proceeds used for accrued interest				0 00
23	Issue price of entire issue (enter amount from line 21, column (b))				1,416,849 60
24	Proceeds used for bond issuance costs (including underwriters' discount)		15,347	60	
25	Proceeds used for credit enhancement		0	00	
26	Proceeds allocated to reasonably required reserve or replacement fund		0	00	
27	Proceeds used to currently refund prior issues		0	00	
28	Proceeds used to advance refund prior issues		571,589	08	
29	Total (add lines 24 through 28)				586,936 68
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)				829,912 92

Part V Description of Refunded Bonds. Complete this part only for refunding bonds.		
31	Enter the remaining weighted average maturity of the bonds to be currently refunded	N/A years
32	Enter the remaining weighted average maturity of the bonds to be advance refunded	0.0306 years
33	Enter the last date on which the refunded bonds will be called (MM/DD/YYYY)	06/15/2014
34	Enter the date(s) the refunded bonds were issued (MM/DD/YYYY)	02/24/2010

Part VI Miscellaneous

35 Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	0	00
36a Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	36a	0	00
b Enter the final maturity date of the GIC ▶ _____			
c Enter the name of the GIC provider ▶ _____			
37 Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37	0	00
38a If this issue is a loan made from the proceeds of another tax-exempt issue, check box <input type="checkbox"/> and enter the following information:			
b Enter the date of the master pool obligation ▶ _____			
c Enter the EIN of the issuer of the master pool obligation ▶ _____			
d Enter the name of the issuer of the master pool obligation ▶ _____			
39 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box			<input checked="" type="checkbox"/>
40 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box			<input type="checkbox"/>
41a If the issuer has identified a hedge, check here <input type="checkbox"/> and enter the following information:			
b Name of hedge provider ▶ _____			
c Type of hedge ▶ _____			
d Term of hedge ▶ _____			
42 If the issuer has superintegrated the hedge, check box			<input type="checkbox"/>
43 If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box			<input checked="" type="checkbox"/>
44 If the issuer has established written procedures to monitor the requirements of section 148, check box			<input checked="" type="checkbox"/>
45a If some portion of the proceeds was used to reimburse expenditures, check here <input type="checkbox"/> and enter the amount of reimbursement ▶ _____			
b Enter the date the official intent was adopted ▶ _____			


Signature and Consent	Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.				
	 Signature of issuer's authorized representative	12/04/2013 Date	Rita Trainor, Treasurer, Board of Park Commissioners Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Anjali Vij		12/04/2013		P00965718
	Firm's name ▶ Chapman and Cutler LLP	Firm's EIN ▶ 36-2153731		Firm's address ▶ 111 West Monroe Street, Chicago, Illinois 60603	
	Firm's address ▶ 111 West Monroe Street, Chicago, Illinois 60603		Phone no. (312) 845-3000		

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

NO CONFLICT OF INTEREST CERTIFICATE

We, the undersigned, do hereby certify that we are the duly qualified and acting President and Secretary, respectively, of the Board of Park Commissioners of the Wheaton Park District, DuPage County, Illinois (the “*District*”), and as such officials we do further certify that no person holding any office of the District, either by election or appointment, is in any manner financially interested directly in his own name or indirectly in the name of any other person, association, trust or corporation, in the purchase of the District’s \$1,416,000 General Obligation Limited Tax Park Bonds, Series 2013, by Community Bank-Wheaton/Glen Ellyn, Glen Ellyn, Illinois.

IN WITNESS WHEREOF, we hereunto affix our official signatures and the seal of the District, this 20th day of November, 2013.



President, Board of Park Commissioners



Secretary, Board of Park Commissioners

[SEAL]

TREASURER'S RECEIPT

I, the undersigned, do hereby certify that I am the duly qualified and acting Treasurer of the Board of Park Commissioners of the Wheaton Park District, DuPage County, Illinois (the "District"), and as such official I do further certify that \$1,416,000 General Obligation Limited Tax Park Bonds, Series 2013 (the "Bonds"), of the District, dated the date hereof, fully registered and without coupons, have been delivered to the purchaser thereof, namely FTN Financial Capital Markets, Memphis, Tennessee, and that the Bonds have been paid for in full by said purchaser in accordance with the terms of sale and at the price of par, and that the Bonds have been sold at such price and bear interest at such rate that neither the true interest cost (yield) nor the net interest rate received by the District upon such sale exceeds 9.00%.

I do further certify that the total aggregate indebtedness of the District, howsoever evidenced and howsoever incurred, including the Bonds but not including (alternate or double-barrelled) bonds issued pursuant to Section 15 of the Local Government Debt Reform Act of the State of Illinois, as amended ("*Alternate Bonds*"), does not exceed the sum of \$36,555,144 (the "*District's Total Indebtedness*").

I do further certify that of the District's Total Indebtedness the amount represented by bonds and notes of the District, including the Bonds but not including Alternate Bonds, does not exceed the sum of \$36,541,000, and that of said sum \$27,815,000 consists of bonds of the District approved by, or that refunded bonds approved by, referendum.

I do further certify that no taxes, other than a designated revenue source, have ever been extended to pay Alternate Bonds.

I do further certify that the officials whose signatures appear upon the Bonds were in occupancy and possession of their respective offices at the time of signing and delivery of the Bonds.

I do further certify that simultaneously with and as a part of the same transaction as the delivery and issue of the Bonds, I applied the proceeds of sale of the Bonds as follows:

(a)	In the Capital Improvement Account of the District (the “ <i>Project Fund</i> ”)	\$829,912.92
(b)	In the Park Bond and Interest Fund of Series 2013 of the District (the “ <i>Bond Fund</i> ”)	\$ 0.00
(c)	To paying the expenses of issuing the Bonds.....	\$ 14,498.00
(d)	To paying the principal and interest due on the District’s Taxable General Obligation Park Bonds (Alternate Revenue Source), Series 2010 (the “ <i>2010 Alternate Bonds</i> ”), on December 15, 2013	\$429,437.11
(e)	To paying the interest due on the 2010 Alternate Bonds on June 15, 2014.....	\$ 142,151.97

that the proceeds of the Bonds identified in paragraphs (d) and (e) above will be invested in investments for which there is an established market, will be purchased at market prices and will bear a Yield (as such is defined in the ordinance authorizing the Bonds) not in excess of the Yield on the Bonds, which has been calculated to be 0.7490%, and that alternatively, the proceeds identified in paragraphs (d) and (e) above will be invested in United States Treasury Certificates of Indebtedness of the State and Local Government Series, bearing a Yield not in excess of the Yield on the Bonds.

I do further certify that the costs of issuance of the Bonds are set forth in *Exhibit A* attached hereto, and that said costs are reasonable and not excessive in view of the amount of the Bonds and the complexity of the proceedings related to their issuance.

I do further certify that the proceeds of sale of the Bonds deposited in the Project Fund will be used to pay for capital improvements in and for the District, that the description and estimated cost of said capital improvements are set forth in *Exhibit B* attached hereto, and that


the drawdown schedule for the expenditure of said proceeds is set forth in *Exhibit C* attached hereto.

I do further certify that the only outstanding bond issues of the District that include bonds issued by the District without referendum, but not including Alternate Bonds or refunding obligations issued to refund or continue to refund obligations initially issued pursuant to referendum, are as follows:

DESCRIPTION OF BONDS	ORIGINAL PRINCIPAL AMOUNT	PRINCIPAL AMOUNT OUTSTANDING
Limited Park Bonds, Series 2005A	\$5,820,000	\$3,715,000
Taxable Limited Refunding Park Bonds, Series 2005B	4,820,000	3,595,000

I do further certify that as of the date hereof, (a) none of the proceeds of sale of the Bonds deposited in the Project Fund have been or are expected to be invested in (i) an investment that has specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate or (ii) an agreement to supply investments on two or more future dates (*e.g.*, a forward supply contract) (such investments and agreements being commonly known as repurchase agreements, guaranteed investment contracts or GICs), and (b) the District has not entered into and does not expect to enter into an interest rate swap, interest rate cap, futures contract, forward contract or an option with respect to the Bonds (such arrangements being commonly known as hedges).

IN WITNESS WHEREOF, I hereunto affix my official signature, this 4th day of December, 2013.



Treasurer, Board of Park Commissioners

EXHIBIT A

COSTS OF ISSUANCE

Financial Advisor	\$6,748
Bond Counsel	7,250
Term Sheet Preparation/Dissemination	250
SpeerBids.com	250

Exhibit B

Description of Capital Improvements	Estimated Cost	Economic Life
Land Acquisition		Years
New Building Acquisition/Construction ¹	\$ 25,000	Years
Building Renovation		Years
Site Preparation or Improvements		Years
Other Construction ²	\$ 500,000	15 Years
Equipment ³	\$ 315,000	Years
Other		Years
Total Estimated Cost	<u>\$ 840,000</u>	

1 Atten Two Car Garage \$25,000 30 years.

2 District-wide asphalt replacements.

3 Mobile generator for Districtwide use \$70,000 25 years; Atten Park-Colorcoat/Repair Courts (4) \$28,000 10 years; Atten Park Resurface Courts (4) \$60,000 10 years; Hull Park-Playground Replacement \$120,000 17 years; Cosley Zoo-Fox/Coyote Exhibit Fence \$26,000 18 years; Cosley Zoo - Dumbwaiter \$11,000 15 years.

Exhibit C

Quarter	Beginning Balance ¹	Plus Estimated Investment Earnings ²	Minus Drawdown	Ending Balance
Upon Closing (reimbursements) ³	\$829,912			\$829,912
First (after closing)	\$829,912	\$228		\$830,140
Second	\$830,140	\$228		\$830,369
Third	\$830,369	\$228	\$70,000	\$760,597
Fourth	\$760,597	\$209	\$37,000	\$723,806
Fifth	\$723,806	\$199	\$604,038	\$119,967
Sixth	\$119,967	\$33	\$120,000	\$0
Seventh	\$0	\$0		\$0
Eighth	\$0	\$0		\$0
Ninth	\$0	\$0		\$0
Tenth	\$0	\$0		\$0
Eleventh	\$0	\$0		\$0
Twelfth	\$0	\$0		\$0

1 Ending Balance from prior period becomes beginning balance for period.

2 Assumes an estimated investment return of .33% per annum.

3 Amount of reimbursement: \$ _____
 Date the official intent to reimburse was adopted: _____, 20__.

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

INDEBTEDNESS CERTIFICATE

We, the undersigned, do hereby certify that we are the duly qualified and acting Secretary and Treasurer, respectively, of the Board of Park Commissioners of the Wheaton Park District, DuPage County, Illinois (the "District"), and as such officials we do further certify that the total aggregate indebtedness of the District, of every kind and nature and howsoever evidenced or incurred, excluding the proposed \$1,416,000 General Obligation Limited Tax Park Bonds, Series 2013, does not exceed the total sum of \$ 43,294,144, which said indebtedness is itemized as follows:

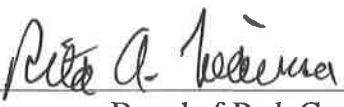
Bonds and notes issued by the District (not including revenue bonds, alternate bonds or bonds approved by referendum)	\$ <u>7,310,000</u>
Alternate bonds issued pursuant to Section 15 of the Local Government Debt Reform Act of the State of Illinois, as amended	\$ <u>8,155,000</u>
Bonds approved by referendum	\$ <u>27,815,000</u>
Contracts (including installment purchase contracts, debt certificates and public utility contracts)	\$ _____
Indebtedness resulting from annexations of territory	\$ _____
Judgments	\$ _____
Leases (including all payments on public building commission leases)	\$ <u>14,144</u>
Miscellaneous floating indebtedness	\$ _____
Special Assessments levied against District property	\$ _____
Unpaid public benefit judgments	\$ _____
Other forms of debt (not including warrants issued in anticipation of the collection of taxes levied)	\$ _____

all of which appears from the books and records in our official respective care and custody.

IN WITNESS WHEREOF, we hereunto affix our official signatures and the seal of the District, this 20th day of November, 2013.



Secretary, Board of Park Commissioners



Treasurer, Board of Park Commissioners

(SEAL)