

PRELIMINARY TERM SHEET DATED NOVEMBER 13, 2023

**Wheaton Park District, DuPage County, Illinois
\$2,041,218* General Obligation Limited Tax Park Bonds, Series 2023**

Issuer: Wheaton Park District, DuPage County, Illinois (the "District").

Issue: \$2,041,218* General Obligation Limited Tax Park Bonds, Series 2023 (the "Bonds").

Bid(s) Due: November 29, 2023 by 11:00 A.M. C.S.T.

Award Date: November 29, 2023.

Dated/Delivery Date: December 12, 2023.

Method of Sale: Competitive.

Purchaser: _____ (the "Purchaser").

Interest Payment Date: Interest is due on October 15, 2024. Interest is calculated on the basis of a 360-day year consisting of twelve 30-day months.

Principal Due: October 15, 2024.

Maturity, Amount, Interest Rate and Yield:

Maturity	Principal	Interest	Yield
<u>October 15</u>	<u>Amount*</u>	<u>Rate</u>	<u>Yield</u>
2024	\$2,041,218	_____%	_____%

Purchase Price: No less than par.

Good Faith Deposit: A good faith deposit will **NOT** be required.

Bank Qualification: The Bonds are "qualified tax-exempt obligations" under Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Legal Opinion/Tax Exemption: Chapman and Cutler LLP, Chicago, Illinois ("Bond Counsel"), will provide an opinion as to the validity of, and the federal tax exemption of the interest on, the Bonds. Interest on the Bonds is not exempt from present State of Illinois income taxes.

Registrar/Paying Agent: The Purchaser will act as bond registrar and paying agent on the Bonds, unless an agent is appointed by the Purchaser. However, such appointment will be made at the expense of the Purchaser.

Registered or Book-Entry: The Bonds will be registered in the name of the Purchaser unless otherwise requested by the Purchaser.

Rule G-34, as Amended: Rule G-34, as amended, extends to non-dealer municipal advisors the requirement that a municipal advisor obtain a CUSIP number when advising on a competitive transaction in municipal securities.

Rule G-34, as amended, provides a principles-based exception for municipal advisors in competitive sales from the CUSIP number requirements when selling a new issue of municipal securities in certain circumstances where the municipal advisor reasonably believes (e.g., by obtaining a written representation) that the present intent of the purchasing entity is to hold the municipal securities to maturity or earlier redemption or mandatory tender. Specifically, Rule G-34(a)(i)(F) provides as follows:

*Subject to change.

Rule G-34, as Amended (cont.): “(F) [A] municipal advisor advising the issuer with respect to a competitive sale of a new issue, which is being purchased directly by a bank, any entity directly or indirectly controlled by the bank or under common control with the bank, other than a broker, dealer or municipal securities dealer ... may elect not to apply for assignment of a CUSIP number or numbers if the ... municipal advisor reasonably believes (e.g., by obtaining a written representation) that the present intent of the purchasing entity or entities is to hold the municipal securities to maturity”

Should your bid be the best bid and should this not be relevant in your situation please advise Speer Financial, Inc. immediately.

Authorization: The Bonds are being issued pursuant to the Park District Code of the State of Illinois and the Local Government Debt Reform Act of the State of Illinois (the “Debt Reform Act”), each as supplemented and amended, and an ordinance adopted by the Board of Park Commissioners of the District on the Award Date.

Purpose: Proceeds of the Bonds will be used to provide the revenue source for outstanding obligations of the District, as listed below, to fund various capital projects and to pay the costs of issuance of the Bonds.

<u>Issue</u>	<u>Payment Date</u>	<u>Debt Service</u>
General Obligation Refunding Park Bonds (Alternate Revenue Source), Series 2019A	12/15/2023	\$480,950.00

Security: In the opinion of Bond Counsel, the Bonds are valid and legally binding upon the District and are payable from any funds of the District legally available for such purpose, and all taxable property in the District is subject to the levy of taxes to pay the same without limitation as to rate, except that the rights of the owners of the Bonds and the enforceability of the Bonds may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors’ rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion. The amount of said taxes that may be extended to pay the Bonds is, however, limited as provided by the Property Tax Extension Limitation Law of the State of Illinois, as amended (the “Tax Extension Limitation Law”).

Security (cont.):

The Debt Reform Act provides that the Bonds are payable from the debt service extension base of the District (the "Base"), which is an amount equal to that portion of the extension for the District for the 1994 levy year constituting an extension for payment of principal and interest on bonds issued by the District without referendum, but not including alternate bonds issued under Section 15 of the Debt Reform Act or refunding obligations issued to refund or to continue to refund obligations of the District initially issued pursuant to referendum, increased each year, commencing with the 2009 levy year, by the lesser of 5% or the percentage increase in the Consumer Price Index (as defined in the Tax Extension Limitation Law) during the 12-month calendar year preceding the levy year. The amount of the Base for the 2023 levy year is \$2,748,461.07. The Tax Extension Limitation Law further provides that the annual amount of taxes to be extended to pay the Bonds and all other limited bonds heretofore and hereafter issued by the District shall not exceed the Base.

The Bonds constitute one of two series of limited bonds of the District which are payable from the Base for the 2023 levy year and include the General Obligation Limited Tax Refunding Park Bonds, Series 2015C. The District is authorized to issue from time to time additional limited bonds payable from the Base, as permitted by law, and to determine the lien priority of payments to be made from the Base to pay the District's limited bonds.

Tax Extension Limitation Law:

The District, as a non-home rule unit of local government located in DuPage County, Illinois, became subject to the Tax Extension Limitation Law in 1994 pursuant to a legislative action by the Illinois General Assembly. The effect of the Tax Extension Limitation Law is to limit the amount of property taxes that can be extended for a taxing body. In addition, general obligation bonds, notes and installment contracts payable from ad valorem taxes unlimited as to rate and amount cannot be issued by the affected taxing bodies unless the obligations first are approved at a direct referendum, are alternate bonds or are for certain refunding purposes.

Public Act 89-385, effective August 18, 1995, permits local governments, including the District, to issue limited tax bonds in lieu of general obligation bonds that have otherwise been authorized by applicable law.

Denomination:

\$100,000 each and authorized integral multiples of \$1.00 in excess thereof.

Municipal Advisor:

Speer Financial, Inc., Chicago, Illinois ("Speer").

Expenses:

The District will pay for the legal opinion and Municipal Advisor's fee. At closing, the District will deliver one typed Bond.

No Prior Redemption: The Bonds are not subject to redemption prior to maturity.

Credit Rating: A credit rating will not be requested for the Bonds.

Secondary Market Disclosure: This Bond issue is not subject to the continuing disclosure provisions of Section (b)(5) of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934

Investor Letter: The Purchaser will be required to execute an investor letter, in the form attached as Appendix B, wherein the Purchaser will certify to the District and Bond Counsel that it (i) is acquiring the Bonds for its own account and solely for investment purposes and not with a view to any distribution of any Bond or any interest therein or portion thereof or with any present intention of distributing or selling any Bond or any interest therein or portion thereof and (ii) has knowledge and experience in financial and business matters, including the acquisition and holding of tax-exempt obligations, that it is capable of evaluating the merits and risks of purchasing the Bonds and is able to bear such risks.

President, Board of Park Commissioners

Annual Comprehensive Financial Report for the Fiscal Year Ended December 31, 2022

The financial report of the District contained in this **APPENDIX A** (the “2022 Audit”) was approved by formal action of the Board of Park Commissioners of the District. The District has not requested that its auditor update information contained in the 2022 Audit; nor has the District requested that its auditor consent to the use of the 2022 Audit in this Term Sheet. The financial information contained in the 2022 Audit has not been updated since the date of the 2022 Audit. The inclusion of the 2022 Audit in this Term Sheet in and of itself is not intended to demonstrate the fiscal condition of the District since the date of the 2022 Audit. Questions or inquiries relating to financial information of the District since the date of the 2022 Audit should be directed Mike Benard, Executive Director.

Form of Investor Letter

_____, 2023

Wheaton Park District
DuPage County, Illinois

Chapman and Cutler LLP
Chicago, Illinois

Re: Wheaton Park District
DuPage County, Illinois
\$ _____ General Obligation Limited Tax Park Bonds, Series 2023

Ladies and Gentlemen:

The undersigned and the Wheaton Park District, DuPage County, Illinois (the “*District*”), have entered into a contract (the “*Contract*”), dated _____, 2023 (the “*Sale Date*”), concerning the purchase by the undersigned from the District of \$ _____ General Obligation Limited Tax Park Bonds, Series 2023, dated _____, 2023, of the District (the “*Bonds*”).

In connection with the sale and delivery of the Bonds, the undersigned represents as follows:

1. The Contract is in full force and effect and has not been modified, repealed, rescinded or amended.
2. The undersigned is purchasing the Bonds at par (the “*Purchase Price*”).
3. On the Sale Date, based on the undersigned’s assessment of then prevailing market conditions, the Purchase Price for the Bonds was not less than the fair market value of the Bonds as of the Sale Date.
4. The undersigned as an investor has such knowledge and experience in financial and business matters, including the acquisition and holding of tax-exempt obligations, that it is capable of evaluating the merits and risks of purchasing the Bonds and is able to bear such risks.
5. Prior to the sale and delivery of the Bonds, the undersigned (i) received and reviewed copies in final form of the Contract and the ordinance adopted by the Board of Park Commissioners of the District authorizing the issuance of the Bonds (the “*Bond Ordinance*”), (ii) was afforded the opportunity to ask questions concerning the terms and conditions of the Contract, the Bond Ordinance and the Bonds, and (iii) was afforded the opportunity to examine all information and documents relating to, and to ask all questions concerning, the operations, financial condition and future prospects of the District which it regards as necessary to evaluate the merits and risks of its investment.
6. The purchase of the Bonds by the undersigned is being made in reliance upon the completeness and accuracy of the Bond Ordinance and the information, certificates, opinions, statements and reports supplied by the District at the request of the undersigned.
7. The undersigned hereby represents and warrants that (a) the undersigned is the first buyer of the Bonds, (b) the Bonds being acquired by it are being acquired for its own account solely for

investment purposes and not with a view to any distribution of any Bond or any interest therein or portion thereof or with any present intention of distributing or selling any Bond or any interest therein or portion thereof and (c) it is the present intent of the undersigned to hold the Bonds to maturity.

8. In the event that the undersigned disposes of the Bonds or any part thereof in the future, it understands that it has the responsibility for complying with all applicable federal and state securities laws and all rules and regulations promulgated pursuant thereto.

9. The undersigned is making these representations and warranties with the intent that they may be relied upon in determining the qualification and suitability of the undersigned to purchase the Bonds, and the undersigned agrees that these representations and warranties shall survive its purchase of the Bonds.

10. No person holding any office of the District, either by election or appointment, is interested in the undersigned as an officer or employee or as a holder of any ownership interest in the undersigned.

11. The undersigned understands that (i) Chapman and Cutler LLP ("*Chapman*") has been engaged by the District to act as Bond Counsel for the Bonds, (ii) Chapman's engagement as Bond Counsel by the District is limited in scope and Chapman has an attorney-client relationship with the District and not with us, (iii) we have received a copy of Chapman's engagement letter that outlines its role in the financing, (iv) we will refer to our own general or special counsel as necessary, (v) at this time Chapman may be representing us in unrelated matters and our consent to Chapman's representation of the District is required, (vi) our consent extends only to the representation of the District as Bond Counsel in connection with the Bonds and does not extend to any actual or potential litigation, arbitration or other adversary proceeding or claim against us or any of our subsidiaries in connection with the representation, (vii) in the event of any such claim or proceeding, Chapman would be disqualified from representing the District with respect to such claim or proceeding unless we or an appropriate subsidiary were to give a new consent at that time, which consent would be wholly discretionary, and (viii) evidence of our consent is given by executing this investment letter.

Very truly yours,

_____,

By _____
Its _____

PROPOSED FORM OF OPINION OF BOND COUNSEL

[LETTERHEAD OF CHAPMAN AND CUTLER LLP]

[TO BE DATED CLOSING DATE]

Wheaton Park District
DuPage County, Illinois

We hereby certify that we have examined certified copy of the proceedings (the "*Proceedings*") of the Board of Park Commissioners of the Wheaton Park District, DuPage County, Illinois (the "*District*"), passed preliminary to the issue by the District of its fully registered _____% General Obligation Limited Tax Park Bonds, Series 2023 (the "*Bonds*"), to the amount of \$ _____, dated _____, 2023, and due on October 15, 2024, and we are of the opinion that the Proceedings show lawful authority for said issue under the laws of the State of Illinois now in force.

We further certify that we have examined the form of bond prescribed for said issue and find the same in due form of law, and in our opinion said issue, to the amount named, is valid and legally binding upon the District, is payable from any funds of the District legally available for such purpose, and all taxable property in the District is subject to the levy of taxes to pay the same without limitation as to rate, except that the rights of the owners of the Bonds and the enforceability of the Bonds may be limited by bankruptcy, insolvency, moratorium, reorganization and other similar laws affecting creditors' rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion. The amount of said taxes that may be extended to pay the Bonds is, however, limited as provided by the Property Tax Extension Limitation Law of the State of Illinois, as amended (the "*Law*"). The Law provides that the annual amount of said taxes to be extended to pay the Bonds and all other limited bonds (as defined in the Local Government Debt Reform Act of the State of Illinois, as amended) heretofore and hereafter issued by the District shall not exceed the debt service extension base (as defined in the Law) of the District, as more fully described in the Proceedings.

It is our opinion that, subject to the District's compliance with certain covenants, under present law, interest on the Bonds is excludible from gross income of the owners thereof for federal income tax purposes and is not includible as an item of tax preference in computing the alternative minimum tax for individuals under the Internal Revenue Code of 1986, as amended (the "*Code*"). For tax years beginning after December 31, 2022, interest on the Bonds may affect the corporate alternative minimum tax for certain corporations. Failure to comply with certain of such District covenants could cause interest on the Bonds to be includible in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. Ownership of the Bonds may result in other federal tax consequences to certain taxpayers, and we express no opinion regarding any such collateral consequences arising with respect to the Bonds.

It is also our opinion that the Bonds are "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code.

We express no opinion herein as to the accuracy, adequacy or completeness of any information furnished to any person in connection with any offer or sale of the Bonds.

In rendering this opinion, we have relied upon certifications of the District with respect to certain material facts within the District's knowledge. Our opinion represents our legal judgment based upon our review of the law and the facts that we deem relevant to render such opinion and is not a guarantee of a result. This opinion is given as of the date hereof and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Board of Park Commissioners:

For the \$2,041,218* General Obligation Limited Tax Park Bonds, Series 2023 (the "Bonds"), of the Wheaton Park District, DuPage County, Illinois (the "District"), as described in the annexed Preliminary Term Sheet, we will pay \$_____ (no less than par) plus any accrued interest from the dated date of the Bonds to the date of delivery for the Bonds bearing interest as follows (each rate a multiple of 1/8 or 1/100 of 1%).

MATURITY – OCTOBER 15

\$2,041,218*..... 2024 _____%

By submitting a bid, any bidder makes the representation that it understands Chapman and Cutler LLP, Chicago, Illinois ("Bond Counsel"), represents the District in the Bond transaction and, if such bidder has retained Bond Counsel in an unrelated matter, such bidder represents that the signatory to the bid is duly authorized to, and does consent to and waive for and on behalf of such bidder any conflict of interest of Bond Counsel arising from any adverse position to the District in this matter; such consent and waiver shall supersede any formalities otherwise required in any separate understandings, guidelines or contractual arrangements between the bidder and Bond Counsel.

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 Bond Counsel. The purchaser, should it so choose, 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.

ACCOUNT MANAGER INFORMATION

Firm Name:			
Name/Title of Firm Representative:		Direct Phone:	
Signature:		FAX #:	
Street Address:		State:	
City:		Zip Code:	
Email:			

The foregoing bid was accepted and the Bonds were sold pursuant to an ordinance adopted by the Board of Park Commissioners of the District on November 29, 2023.

WHEATON PARK DISTRICT, DUPAGE COUNTY, ILLINOIS

President, Board of Park Commissioners

----- **NOT PART OF THE BID** -----
 (Calculation of net interest cost)

	Bid	Post Sale Revision
Gross Interest	\$	
Less Premium/Plus Discount	\$	
True Interest Cost	\$	
True Interest Rate	%	%
TOTAL BOND YEARS	1,752.05 Years	Years
AVERAGE LIFE	0.858 Years	Years

*Subject to change.