

SUBSTITUTE ORDINANCE
ISSUANCE OF CITY OF CHICAGO SECOND LIEN WASTEWATER TRANSMISSION
REVENUE BONDS, PROJECT AND REFUNDING SERIES 2024

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

ARTICLE I.

AUTHORITY AND FINDINGS

Section 1.1. Authority. This Ordinance is adopted pursuant to Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois (the "*Constitution*"). This Ordinance authorizes the issuance of Second Lien Wastewater Transmission Revenue Bonds as follows: (i) Article II of this Ordinance authorizes the issuance in one or more series of Second Lien Wastewater Transmission Revenue Bonds, (the "*Series 2024 Second Lien Bonds*"), in such principal amount and with such terms, in accordance with the provisions set forth in Article II and in one or more Supplemental Indentures and (ii) Article III of this Ordinance sets forth general provisions applicable to the Series 2024 Second Lien Bonds. Except as otherwise provided in this Ordinance, all capitalized terms used and not otherwise defined shall have the meanings ascribed to them in the recitals to this Ordinance, in the Second Lien Bonds Master Indenture or in the applicable Supplemental Indentures governing the terms of the respective series of Series 2024 Second Lien Bonds.

Section 1.2. Findings. It is found and declared as follows:

(a) The City is a duly constituted and existing municipality within the meaning of Section 1 of Article VII of the Constitution, and is a "home rule unit" under Section 6(a) of Article VII of the Constitution.

(b) The City has constructed and is maintaining and operating the Sewer System to meet the needs of the City's inhabitants and other users of the Sewer System. The Sewer System is operated under the supervision and control of the Department of Water Management of the City.

(c) The City has undertaken a program to improve, extend and rehabilitate the Sewer System by acquiring, constructing, improving and equipping the Sewer Projects (as hereinafter defined).

(d) It is advisable and necessary and in the best interests of the City that the City undertake and complete the Sewer Projects.

(e) The City does not have available funds sufficient to pay the Sewer Project Costs (as hereinafter defined).

(f) The City has previously issued and has outstanding: (i) the Outstanding Series 1998 Senior Lien Bonds and (ii) the Outstanding Series 2001 Second Lien Bonds, the Outstanding Series 2008 Second Lien Bonds, the Outstanding Series 2010 Second Lien Bonds, the Outstanding Series

2012 Second Lien Bonds, the Outstanding Series 2014 Second Lien Bonds, the Outstanding Series 2015 Second Lien Bonds, the Outstanding Series 2017 Second Lien Bonds and the Outstanding Series 2023 Second Lien Bonds (collectively, "Outstanding Prior Second Lien Bonds"). Collectively, the Outstanding Series 1998 Senior Lien Bonds and the Outstanding Prior Second Lien Bonds are referred to herein as the "Outstanding Bonds."

(g) The City has determined that it is advisable and in the best interests of the City to authorize the issuance from time to time of its Series 2024 Second Lien Bonds pursuant to one or more Supplemental Indentures subject to the authorization limits specified in this Ordinance, in one or more series, for any one or more of the purposes of: (i) paying Sewer Project Costs (as hereinafter defined); (ii) refunding in advance of maturity such portion of the Outstanding Bonds as shall be determined by an Authorized Officer, including, but not limited to, effectuating such refunding through a tender offer for any of the Outstanding Bonds or an exchange of Series 2024 Second Lien Bonds for any of the Outstanding Bonds ("*Refunding Purposes*"); (iii) funding capitalized interest on the Series 2024 Second Lien Bonds; (iv) paying Costs of Issuance of the Series 2024 Second Lien Bonds; (v) making a deposit into the Second Lien Bonds Debt Service Reserve Account, if any, and (vi) providing for any discount on the Series 2024 Second Lien Bonds.

(h) The proceeds of the Series 2024 Second Lien Bonds incurred for the Sewer Project Costs and/or Refunding Purposes will not exceed the amount required to pay such costs.

(i) In accordance with the covenants of the City in the Second Lien Bonds Master Indenture, concurrent with the issuance, sale and delivery of the Series 2024 Second Lien Bonds, all the conditions and requirements in Section 4.6 of the Second Lien Bonds Master Indenture shall have been fully satisfied and complied with and, based upon such satisfaction and compliance, if the City shall issue Second Lien Bonds pursuant to this Ordinance and the applicable Supplemental Indenture, such Series 2024 Second Lien Bonds will have a claim for payment from the Second Lien Bond Revenues on an equal and ratable basis with the Outstanding Prior Second Lien Bonds.

The City proposes to issue and sell the Series 2024 Second Lien Bonds for one or more of the purposes described above in the manner authorized in this Ordinance in an aggregate principal amount of not to exceed \$500,000,000, in one or more series as determined by an Authorized Officer in accordance with the terms of this Ordinance.

(j) The borrowings authorized by this Ordinance, are for a proper public purpose and are in the public interest. The City has the power to borrow for the purposes set forth in this Ordinance, and to issue the Series 2024 Second Lien Bonds for such purposes.

(k) The City's ability to issue Series 2024 Second Lien Bonds without further action by the City Council at such time, in such principal amount and bearing interest at such interest rate or rates and with such maturities, redemption provisions and other terms will enhance the City's opportunities to obtain financing for the Sewer System upon the most favorable terms available at such time of issuance.

(l) Authority is granted to each Authorized Officer to determine to sell the Series 2024 Second Lien Bonds from time to time and at such times as such Authorized Officer determines that such sale or sales are desirable and in the best financial interest of the Sewer System.

(m) This Ordinance is adopted pursuant to the City's constitutional home rule powers.

Section 1.3. Definitions.

(a) The following terms shall have the following meanings, unless the context clearly indicates a different meaning:

“Authorized Officer” means either the Chief Financial Officer of the City or the City Comptroller of the City.

“Bond Registrar” means such banking institution as may be appointed by an Authorized Officer as bond registrar for the Series 2024 Second Lien Bonds, or any successor to it in that capacity appointed by an Authorized Officer and any co-bond registrar separately appointed by an Authorized Officer.

“Commissioner” means the Commissioner of Water Management of the City.

“Constitution” means the 1970 Constitution of the State of Illinois.

“Construction Account: 2024 Second Lien Bonds” means the separate account of that name in the Sewer Revenue Fund established pursuant to the applicable Supplemental Indenture.

“Initial Purchasers” means the underwriter or purchaser or group of underwriters or purchasers to which the City will sell the Series 2024 Second Lien Bonds of a series and with which the City will enter into a related Bond Purchase Agreement, as the Authorized Officer shall designate in the related Second Lien Bond Determination Certificate.

“Ordinance” means this Ordinance as it may be modified or amended from time to time.

“Registered Owner” means any person in whose name a Series 2024 Second Lien Bond is registered in the registration books of the City maintained by the Bond Registrar.

“Second Lien Bond Determination Certificate” means one or more certificates of an Authorized Officer with respect to the Series 2024 Second Lien Bonds filed with the Office of the City Clerk or the Deputy City Clerk, addressed to the City Council as provided in this Ordinance.

“Second Lien Bond Provider” means a company, banking institution or other financial institution which is the issuer of a Credit Enhancement Instrument.

“Second Lien Bonds Master Indenture” means the Master Indenture of Trust dated as of May 1, 2023, as supplemented by the First Supplemental Trust Indenture, dated as of May 1, 2023, from the City to the Trustee.

“Sewer Project Bonds” means Series 2024 Second Lien Bonds, the proceeds of which are to be used for Sewer Project Costs.

“Sewer Project Costs” means the costs of acquiring, constructing and equipping the Sewer Projects, including, without limitation, improving, extending and rehabilitating by acquiring,

constructing, improving and equipping the Sewer Projects, engineering fees or costs of the City, restoration costs and legal fees or costs of the City.

“Sewer Projects” means the program of improvements, extensions and rehabilitations to the Sewer System designated by the Commissioner including without limitation, providing any and all necessary facilities, services and equipment to protect and enhance the safety, integrity and security of the Sewer System; and providing new equipment and technology and rehabilitating existing equipment necessary to continue to provide existing and future customers with the sewer services and to meet future customer demand.

“Supplemental Indenture” means one or more Supplemental Indentures respecting the Series 2024 Second Lien Bonds approved in Section 2.3 of this Ordinance, the form of which is attached to this Ordinance as *Exhibit A*.

“Trustee” means Amalgamated Bank of Chicago, as trustee under the Second Lien Bonds Master Indenture.

“2024 Second Lien Bonds Subaccount” means the separate subaccount of that name established in the Second Lien Bonds Account as provided in the applicable Supplemental Indenture.

ARTICLE II

DETAILS OF THE SERIES 2024 SECOND LIEN BONDS

Section 2.1. Principal Amount, Designation, Sources of Payment. The City is authorized to borrow money for one or more of the purposes specified in Section 2.2 of this Ordinance and in evidence of its obligation to repay the borrowing is authorized to issue the Series 2024 Second Lien Bonds in one or more separate series for Sewer Project Costs and/or Refunding Purposes and to execute and deliver one or more Supplemental Indentures subject to and as further described in Section 2.3 of this Ordinance, provided that the total principal amount of Series 2024 Second Lien Bonds shall not exceed \$500,000,000, plus any additional amount equal to the amount of original issue discount (not to exceed 15 percent of the aggregate principal amount of any such Series 2024 Second Lien Bonds) used in the marketing of the Series 2024 Second Lien Bonds. The Series 2024 Second Lien Bonds shall be issued pursuant to the Second Lien Bonds Master Indenture, the applicable Supplemental Indenture and this Ordinance. The Series 2024 Second Lien Bonds shall be designated “Second Lien Wastewater Transmission Revenue Bonds, Project Series 2024,” or “Second Lien Wastewater Transmission Revenue Bonds, Refunding Series 2024” or such other designation as shall be set forth in the applicable Second Lien Bond Determination Certificate, which shall recognize, among other things, the year in which the series is issued and the second lien status of the Series 2024 Second Lien Bonds. If the Series 2024 Second Lien Bonds are issued (i) in more than one series, each series shall be appropriately designated to indicate the order of its issuance and lien status or (ii) for fewer than all of the purposes authorized in Section 2.2 of this Ordinance, they may be appropriately designated to indicate the purpose or purposes for which such series of Series 2024 Second Lien Bonds are issued. The Series 2024 Second Lien Bonds shall be limited obligations of the City having a claim for payment of principal, redemption premium and interest solely from the Trust Estate, including without limitation amounts in the 2024 Second Lien Bonds Subaccount of the Second Lien Bonds Account, the sources pledged under the Second Lien Bonds Master Indenture and the applicable Supplemental

Indenture, and from amounts on deposit in the Construction Account: 2024 Second Lien Bonds, and, together with any Outstanding Second Lien Bonds and Second Lien Parity Bonds, from Second Lien Bond Revenues. The Series 2024 Second Lien Bonds shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions or limitation as to indebtedness and shall have no claim to be paid from taxes of the City, and each Series 2024 Second Lien Bond shall contain a statement to that effect. The applicable Supplemental Indenture shall grant the Registered Owners of the related Series 2024 Second Lien Bonds a lien on and security interest in Second Lien Bond Revenues and a lien on and security interest in amounts in the Construction Account: 2024 Second Lien Bonds, if applicable.

Section 2.2. Purposes. The issuance of the Series 2024 Second Lien Bonds authorized in Section 2.1 of this Ordinance shall be for one or more purposes described in Section 1.2(g).

Section 2.3. Approval of One or More Supplemental Indentures for the Series 2024 Second Lien Bonds, Bond Provisions.

(a) The form of the Supplemental Indenture attached to this Ordinance as *Exhibit A* is approved in all respects. Each Authorized Officer is authorized, with respect to the Series 2024 Second Lien Bonds, to execute and deliver one or more Supplemental Indentures for the Series 2024 Second Lien Bonds in substantially the form attached to this Ordinance as *Exhibit A* for and on behalf of the City, and the City Clerk and the Deputy City Clerk are each authorized to attest the same and to affix to the same the corporate seal of the City or a facsimile of such corporate seal. The applicable Supplemental Indenture may contain such changes and revisions to reflect the terms of the Series 2024 Second Lien Bonds (including, without limitation changes and revisions related to the issuance of any portion of the Series 2024 Second Lien Bonds such that the interest thereon is subject to federal income taxation) consistent with the purposes and intent of this Article II and with the covenants set forth in the Second Lien Bonds Master Indenture as shall be approved by an Authorized Officer, the execution and delivery of such Supplemental Indenture to constitute conclusive evidence of the City Council's approval of any and all such changes or revisions in such instrument. The Supplemental Indenture shall set forth such covenants with respect to the imposition of Sewer System fees, charges and rates, the issuance of Second Lien Parity Bonds, the application of funds in the Sewer Revenue Fund and the Second Lien Bonds Account and other matters relating to the Series 2024 Second Lien Bonds and the security for the Series 2024 Second Lien Bonds as shall be deemed necessary by an Authorized Officer in connection with the sale of the Series 2024 Second Lien Bonds, provided that such covenants are not inconsistent with the terms of this Ordinance.

(b) The Series 2024 Second Lien Bonds may be issued from time to time and at such time or times, in such principal amounts and bearing interest at such interest rate or rates and with such maturities, redemption provisions and other terms that will enhance the City's opportunities to obtain financing for the Sewer System upon the most favorable terms available at such time of issuance. Authority is granted to each Authorized Officer to determine to sell the Series 2024 Second Lien Bonds from time to time and at such times as such Authorized Officer determines that such sale or sales are desirable and in the best financial interest of the Sewer System.

(c) The Series 2024 Second Lien Bonds shall mature not later than January 1, 2065, and shall bear interest from their date, or from the most recent date to which interest has been paid or duly provided for, until the City's obligation with respect to the payment of the principal amount of the

Series 2024 Second Lien Bonds shall be discharged, payable as provided in the applicable Supplemental Indenture, at a rate or rates not in excess of 12 percent per year computed on the basis of a 360-day year consisting of twelve 30-day months. The Series 2024 Second Lien Bonds may be subject to mandatory and optional redemption and demand purchase or mandatory purchase provisions prior to maturity, upon the terms and conditions set forth in the applicable Supplemental Indenture. The Series 2024 Second Lien Bonds may have a Second Lien Bonds Debt Service Reserve Requirement which can be fulfilled by a deposit of money into the Second Lien Bonds Debt Service Reserve Account or the purchase of a Credit Enhancement Instrument, as authorized by Section 3.3 of the Second Lien Bonds Master Indenture and by the applicable Supplemental Indenture.

(d) Each Series 2024 Second Lien Bond shall be issued in fully registered form and in the denominations set forth in the applicable Supplemental Indenture and shall be dated and numbered and further designated and identified as provided in the applicable Supplemental Indenture. The Supplemental Indenture for each Series 2024 Second Lien Bonds shall be numbered sequentially, with the first such Supplemental Indenture numbered "Second" and the next "Third," and so forth, as needed.

(e) Principal of and premium, if any, on the Series 2024 Second Lien Bonds shall be payable as provided in Section 3.3 of the Second Lien Bonds Master Indenture and in the applicable Supplemental Indenture.

(f) Subject to the limitations set forth in this Section and Section 2.1 of this Ordinance, authority is delegated to each Authorized Officer to determine the aggregate principal amount of Series 2024 Second Lien Bonds to be issued, the date or dates of the Series 2024 Second Lien Bonds, the maturity date or dates of the Series 2024 Second Lien Bonds, any provisions for optional redemption of the Series 2024 Second Lien Bonds (which optional redemption shall be at redemption prices not exceeding 120 percent of the principal amount of the Series 2024 Second Lien Bonds to be so redeemed), the schedule of sinking fund payments (if any) to be applied to the mandatory redemption of the Series 2024 Second Lien Bonds (which mandatory redemption shall be at a redemption price equal to the principal amount of each Series 2024 Second Lien Bond to be redeemed, without premium, plus accrued interest), the rate or rates of interest payable on the Series 2024 Second Lien Bonds and the first interest payment or dates of the Series 2024 Second Lien Bonds.

The 120 percent limitation set forth in the preceding subsection on the redemption price of Series 2024 Second Lien Bonds shall not apply where the redemption price is to be based upon a formula designed to compensate the owner of such Series 2024 Second Lien Bonds to be redeemed based upon prevailing market conditions on the date fixed for redemption, commonly known as a "make whole" redemption price (the "Make Whole Redemption Price"). At the time of sale of Series 2024 Second Lien Bonds, an Authorized Officer shall determine the provisions of the formula to be used to establish any Make Whole Redemption Price. Such Authorized Officer shall confirm and transmit the applicable Make Whole Redemption Price on such dates and to such parties as shall be necessary to effectuate such redemption.

Notwithstanding the foregoing, at the time of sale of the Series 2024 Second Lien Bonds, each Authorized Officer is authorized to determine the manner of redeeming such Bonds, either pro rata or by lot, in the event less than all of the Series 2024 Second Lien Bonds are to be redeemed. If the Series 2024 Second Lien Bonds are held in book-entry form at the time of redemption, the Authorized Officer

is authorized to direct the Trustee to instruct the book-entry depository to select the specific Series 2024 Second Lien Bonds within such maturity and interest rate for redemption pro rata among such Bonds. If so determined by the applicable book-entry depository, the particular Series 2024 Second Lien Bonds or portions thereof to be redeemed may be selected on a pro rata pass through distribution of principal basis in accordance with the applicable procedures and operational arrangements of such depository. The City shall have no responsibility or obligation to ensure that the book-entry depository properly selects such Bonds for redemption.

Section 2.4. Determination by Authorized Officer as to Borrowing for the Projects and the Refunding of Outstanding Bonds. Upon the sale of a series of the Series 2024 Second Lien Bonds, the Authorized Officer shall determine the amount to be borrowed for each of the purposes identified in Section 2.2 of this Ordinance, which may not exceed the amounts authorized by this Ordinance for each such purpose and such determinations shall be set forth in the applicable Second Lien Bond Determination Certificate.

Section 2.5. Sale of Series 2024 Second Lien Bonds.

(a) Each Authorized Officer is authorized to sell the Series 2024 Second Lien Bonds in their entirety directly on such terms as such Authorized Officer may deem to be in the best interests of the City as provided in this Ordinance. The Authorized Officer is authorized to execute on behalf of the City, with the concurrence of the Chairman of the Committee on Finance of the City Council (the "Chairman") (or, in the event of the absence or unavailability of the Chairman for any reason, with the concurrence of the Vice Chairman of the Committee on Finance), one or more Bond Purchase Agreements for the sale by the City of the Series 2024 Second Lien Bonds to the selected Initial Purchasers by the Authorized Officer pursuant to a negotiated sale on such terms as the Authorized Officer may deem to be in the best interests of the City, as provided in this Ordinance. Such terms include, without limitation, (i) the aggregate principal amount of the Series 2024 Second Lien Bonds, (ii) the amount of any original issue discount, (iii) the principal amount of the Series 2024 Second Lien Bonds maturing in each year, (iv) the issuance of the Series 2024 Second Lien Bonds as serial bonds, non-callable term bonds, term bonds subject to mandatory sinking fund redemption or any combination of serial bonds, non-callable term bonds, or term bonds subject to mandatory sinking fund redemption, (v) the numbering of the Series 2024 Second Lien Bonds, (vi) the interest rate or rates or interest rate determination methods for the Series 2024 Second Lien Bonds, (vii) whether the Second Lien Bonds Debt Service Reserve Requirement, if any, for the Series 2024 Second Lien Bonds (if any such requirement is required to be met upon initial issuance of the Series 2024 Second Lien Bonds) will be met by a Credit Enhancement Instrument or by cash from proceeds of the Series 2024 Second Lien Bonds, (viii) whether any Series 2024 Second Lien Bonds will be subject to an exchange transaction for any Outstanding Bonds, and (ix) the first interest payment date and subsequent interest payment dates, the purposes for which the Series 2024 Second Lien Bonds are being issued pursuant to the authorization granted in Section 2.1 of this Ordinance, and the prices and other terms upon which the Series 2024 Second Lien Bonds are subject to redemption, all as provided in and subject to the authorizations and limitations expressed in this Article II, including the limitations set forth in Section 2.3(f) of this Ordinance. The purchase price shall not be less than 85 percent of the principal amount of the Series 2024 Second Lien Bonds plus accrued interest on such Series 2024 Second Lien Bonds from their date to the date of their delivery, less any original issue discount (subject to the limitations in this subsection of this Ordinance). Nothing contained in this Ordinance shall limit the sale of the Series 2024 Second Lien Bonds or any maturity or maturities thereof at a price or prices in

excess of the principal amount thereof. An Authorized Officer shall determine the principal amount of the Series 2024 Second Lien Bonds necessary to be issued for the purposes for which they are to be issued within the maximum amount specified in this Ordinance. An Authorized Officer may in the Second Lien Bond Determination Certificate provide for such changes to the terms of the Series 2024 Second Lien Bonds, the form of the Series 2024 Second Lien Bonds and the various bond covenants from those provided in this Ordinance and the Second Lien Bonds Master Indenture as he or she shall determine but which shall result in the Series 2024 Second Lien Bonds having substantially the terms and being in substantially the form provided in the Second Lien Bonds Master Indenture and the applicable Supplemental Indenture. Nothing in this Section 2.4 shall limit or restrict the ability of the City to sell the Series 2024 Second Lien Bonds by private placement.

(b) Each Authorized Officer is further authorized to take the actions and execute and deliver the documents and instruments specified in this Article II. The Series 2024 Second Lien Bonds shall be then duly prepared and executed in the form and manner provided in the Second Lien Bonds Master Indenture and the applicable Supplemental Indenture as appropriate, and delivered to the purchaser of the Series 2024 Second Lien Bonds or otherwise in accordance with the terms of sale.

(c) Each Authorized Officer is authorized to cause to be prepared and delivered to prospective purchasers of the Series 2024 Second Lien Bonds of a series one or more Preliminary Official Statements or other disclosure documents as shall be approved by such Authorized Officer, that shall be in substantially the forms previously used for similar financings of the City with appropriate revisions to reflect the terms and provisions of the Series 2024 Second Lien Bonds of such series and to describe accurately the current condition of the Sewer System and the parties to the financing. Prior to the delivery of any such Preliminary Official Statement, an Authorized Officer shall provide a briefing to the Chairman (or, in the event of the absence or unavailability of the Chairman for any reason, the Vice Chairman of the Committee on Finance), of the proposed terms and provisions of such Preliminary Official Statement. Upon the sale of the Series 2024 Second Lien Bonds of a series, each Authorized Officer is authorized to cause a final Official Statement or other disclosure document to be prepared, executed and (i) delivered to the Initial Purchasers and (ii) filed with the Office of the Clerk directed to the City Council.

(d) The Mayor or an Authorized Officer is authorized to execute and deliver a continuing disclosure undertaking with respect to each series of the Series 2024 Second Lien Bonds (the "*Continuing Disclosure Undertaking*") evidencing the City's agreement to enable the Initial Purchasers to comply with the requirements of Section (b)(5) of Rule 15c2-12 (the "*Rule*") adopted by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 in a form approved by the Corporation Counsel if required by the Rule. Upon its execution and delivery on behalf of the City as herein provided, each Continuing Disclosure Undertaking shall be binding upon the City. The officers, employees and agents of the City including, without limitation, an Authorized Officer, are authorized 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 each Continuing Disclosure Undertaking in accordance with its terms from time to time following its execution and delivery as said officer shall deem necessary. Notwithstanding any other provision of this Ordinance, the sole remedies for failure to comply with any Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any Series 2024 Second Lien Bond to seek mandamus or specific performance by court order to cause the City to comply with its obligations under any Continuing Disclosure Undertaking. No failure by the City to comply with the Continuing Disclosure Undertaking shall constitute a default under this

Ordinance, the Second Lien Bonds Master Indenture or the Series 2024 Second Lien Bonds.

(e) Upon a finding by an Authorized Officer that the purchase of a Credit Enhancement Instrument is appropriate and is available at an acceptable cost, such Authorized Officer is authorized to cause the City to obtain a Credit Enhancement Instrument to satisfy any Second Lien Bonds Debt Service Reserve Requirement for the Series 2024 Second Lien Bonds, the cost of which shall be payable from amounts received upon the sale of the Series 2024 Second Lien Bonds or from available funds in the Sewer Revenue Fund, and to execute an agreement relating to such Credit Enhancement Instrument and any related agreements with the Second Lien Bond Provider of such Credit Enhancement Instrument. Each Authorized Officer may on behalf of the City make necessary covenants with respect to any policy of municipal bond insurance or Credit Enhancement Instrument consistent with this Ordinance, including, without limitation, granting the provider of a policy of municipal bond insurance or the Second Lien Bond Provider the right to consent to amendments to this Ordinance on behalf of the Registered Owners of the Series 2024 Second Lien Bonds so long as such provider is not in default and is observing its obligations under such policy or Credit Enhancement Instrument.

(f) Each Authorized Officer is authorized to (i) execute such contracts and documents as may be necessary in connection with a tender offer of any Outstanding Bonds or an exchange of Series 2024 Second Lien Bonds for any Outstanding Bonds (including, but not limited to, a dealer manager agreement and an information agent agreement); and (ii) disseminate any documents which may be required in connection with a tender offer for Outstanding Bonds or an exchange of Series 2024 Second Lien Bonds for any Outstanding Bonds (including, but not limited to, an invitation for tender offer or exchange and related disclosure documents).

(g) Subsequent to any sale of the Series 2024 Second Lien Bonds, an Authorized Officer shall file in the Office of the City Clerk or the Deputy City Clerk directed to the City Council (i) a Second Lien Bond Determination Certificate setting forth the terms of sale of the Series 2024 Second Lien Bonds consistent with this section and in Section 2.1 of this Ordinance and, if appropriate, the designations described in Section 2.1 of this Ordinance, (ii) an executed copy of the applicable Supplemental Indenture and (iii) if applicable, an executed copy of the agreement for the Section 2.8 Obligation relating to any Credit Enhancement Instrument.

If so determined and directed by an Authorized Officer in the Second Lien Bond Determination Certificate in connection with the sale of the Series 2024 Second Lien Bonds, the Series 2024 Second Lien Bonds shall be issued in book-entry only form. In connection with the issuance of Series 2024 Second Lien Bonds in book-entry only form, such Authorized Officer is authorized to execute and deliver to the book-entry depository selected by such Authorized Officer such depository's standard form of representation letter, if required.

ARTICLE III.

GENERAL PROVISIONS

Section 3.1. Authority. This Ordinance is adopted pursuant to the powers of the City as a home rule unit under Article VII, Section 6(a) of the Constitution. The Mayor and each Authorized Officer of the City are authorized to take such actions and do such things as shall be necessary

to perform, carry out, give effect to and consummate the transactions contemplated by this Ordinance and the Series 2024 Second Lien Bonds, including, but not limited to, the exercise following the delivery date of any of the Series 2024 Second Lien Bonds of any power or authority delegated to such official of the City under this Ordinance with respect to the Series 2024 Second Lien Bonds upon the initial issuance thereof, but subject to any limitations on or restrictions of such power or authority as herein set forth.

Section 3.2. Authorized Signatures. The Mayor, the City Clerk and each Authorized Officer may each designate another to act as their respective proxies and to affix their respective signatures to the Series 2024 Second Lien Bonds, whether in temporary or definitive form, and any other instrument, certificate or document required to be signed by the Mayor, the City Clerk or an Authorized Officer pursuant to this Ordinance and any instrument, certificate or document required by this Ordinance. In such case, each shall send to the City Council written notice of the person so designated by each, such notice stating the name of the person so selected and identifying the instruments, certificates and documents which such person shall be authorized to sign as proxy for the Mayor, the City Clerk and an Authorized Officer, respectively. A written signature of the Mayor, the City Clerk or an Authorized Officer, respectively, executed by the person so designated underneath, shall be attached to each notice. Each notice, with the signatures attached, shall be recorded in the Journal of Proceedings of the City Council and filed with the City Clerk. When the signature of the Mayor, the City Clerk or an Authorized Officer is placed on an instrument, certificate or document at the direction of the Mayor, the City Clerk or an Authorized Officer, as the case may be, in the specified manner, the same, in all respects, shall be as binding on the City as if signed by the Mayor, the City Clerk or an Authorized Officer in person, as the case may be.

Section 3.3. Conflict. To the extent that any ordinance, resolution, provision of the Municipal Code, rule or order, or part thereof, is in conflict with or is inconsistent with the provisions of this Ordinance, the provisions of this Ordinance shall be controlling. No provision of the Municipal Code or violation of any provision of the Municipal Code shall be deemed to impair the validity of this Ordinance or the documents, agreements or instruments authorized by this Ordinance, or to make any such documents, agreements or instruments voidable at the option of the City, or to impair the rights of the owners of the Series 2024 Second Lien Bonds to receive payment of the principal of, premium, if any, or interest on those Series 2024 Second Lien Bonds or to impair the security for any of the Series 2024 Second Lien Bonds; provided further that the foregoing shall not be deemed to affect the availability of any other remedy or penalty for any violation of any provision of the Municipal Code.

Section 3.4. Severability. If any provision of this Ordinance shall be held invalid or unenforceable, the invalidity or unenforceability of such provision shall not affect any of the other remaining provisions of this Ordinance.

Section 3.5. Registered Owner Remedy. Any Registered Owner of a Series 2024 Second Lien Bond may proceed by civil action to compel performance of all duties required by this Ordinance, including the establishment and collection of sufficient fees, charges and rates for services supplied by the Sewer System, and the application of the Gross Revenues as provided by the Second Lien Bonds Master Indenture.

Section 3.6. Contract. The provisions of this Ordinance shall constitute a contract between

the City and the Registered Owners of the Series 2024 Second Lien Bonds, and no changes, additions or alterations of any kind shall be made to that contract except as provided in this Ordinance and, with respect to the Registered Owners of the Series 2024 Second Lien Bonds, in the applicable Supplemental Indenture (so long as any Series 2024 Second Lien Bonds are Outstanding).

Section 3.7. Appropriation. The provisions of this Ordinance constitute an appropriation of (i) the amounts received upon the sale of the Series 2024 Second Lien Bonds for the purposes specified in Sections 2.2 and 3.2 of this Ordinance, as applicable, and (ii) the Net Revenues Available for Bonds, including the Investment Earnings on accounts and subaccounts as provided herein, for deposit in the various accounts established for payment of principal of, redemption premium, if any, and interest on the Series 2024 Second Lien Bonds and for other payments required to be made by the City pursuant to the documents, agreements and instruments authorized herein.

Section 3.8. Headings. Any headings preceding the texts of the several Articles and Sections of this Ordinance shall be solely for convenience of reference and shall not constitute a part of this Ordinance nor shall they affect its meaning, construction or effect.

Section 3.9. Pamphlet Publication. This Ordinance shall be published by the City Clerk, by causing to be printed in special pamphlet form at least five copies hereof, which copies are to be made available in the office of the City Clerk for public inspection and distribution to members of the public who may wish to avail themselves of a copy of this Ordinance.

Section 3.10. Effectiveness. This Ordinance shall be in full force and effect immediately on the date of its passage, approval by the Mayor and publication.

Exhibit A

CITY OF CHICAGO

to

**AMALGAMATED BANK OF CHICAGO,
as Trustee**

SECOND SUPPLEMENTAL INDENTURE

SECURING

**SECOND LIEN WASTEWATER TRANSMISSION REVENUE BONDS,
[PROJECT AND/OR REFUNDING], SERIES 2024 [TAXABLE]**

DATED AS OF [] 1, 2024

Supplementing a Master Indenture of Trust Securing Second Lien Wastewater Transmission Revenue Bonds, dated as of May 1, 2023, from the City of Chicago to Amalgamated Bank of Chicago, as Trustee.

This **SECOND SUPPLEMENTAL INDENTURE** is made and entered into as of [] 1, 2024 (this "*Second Supplemental Indenture*"), from the City of Chicago (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the Constitution and laws of the State of Illinois, to Amalgamated Bank of Chicago, as Trustee (the "*Trustee*"), a state banking corporation duly organized, existing and authorized to accept and execute trusts of the character set out in this Second Supplemental Indenture and in the Indenture (defined below) under and by virtue of the laws of the United States of America, as Trustee.

WITNESSETH:

WHEREAS, the City is a duly constituted and existing municipality within the meaning of Section 1 of Article VII of the 1970 Constitution of the State of Illinois, and is a "home rule unit" of local government under Section 6(a) of Article VII of the 1970 Constitution; and

WHEREAS, the City has constructed and maintains and operates the Sewer System to meet the needs of the City's inhabitants and other users of the Sewer System; and

WHEREAS, the City has issued and has outstanding its Outstanding Senior Lien Bonds, its Outstanding Second Lien Bonds and its outstanding Subordinate Lien Obligations; and

WHEREAS, the City has determined that it is advisable and in the best interests of the City to authorize the issuance from time to time of its Second Lien Wastewater Transmission Revenue Bonds ("*Series 2024 Second Lien Bonds*"), subject to the authorization limits specified in the 2024 Wastewater Revenue Bond Ordinance, for any one or more of the purposes of (1) paying Project Costs, (2) refunding in advance of maturity such portion of the Outstanding Bonds as shall be determined by the Authorized Officer ("*Refunding Purposes*"), (3) funding capitalized interest on the Series 2024 Second Lien Bonds, (4) paying Costs of Issuance of the Series 2024 Second Lien Bonds, (5) making a deposit in the Debt Service Reserve Account established by the Indenture, and (6) providing for any discount on the Series 2024 Second Lien Bonds; and

WHEREAS, the aggregate estimated amount of uses for proceeds of the Series 2024 Second Lien Bonds does not exceed \$500,000,000. The aggregate proceeds of the Series 2024 Second Lien Bonds incurred for the costs described in clause (1) – (6) of the immediately preceding paragraph (the "*2024 Costs*") will not exceed the amount required to pay such costs; and

WHEREAS, the City does not have available funds sufficient to pay the 2024 Costs; and

WHEREAS, the City Council of the City (the "*City Council*"), on _____, 2024, adopted an ordinance (which was published in the Journal of the Proceedings of the City Council of the City of Chicago ("*Journal*") for such date at pages _____ through _____, inclusive) (the "*2024 Wastewater Revenue Bond Ordinance*") authorizing the issuance of 2024 Obligations (as defined in the 2024 Wastewater Revenue Bond Ordinance); and

WHEREAS, the 2024 Wastewater Revenue Bond Ordinance authorized the issuance of the 2024 Second Lien Bonds in the aggregate amount not to exceed \$500,000,000; and

WHEREAS, the City has entered into a Master Indenture of Trust Securing Second Lien Wastewater Transmission Revenue Bonds, dated as of May 1, 2023 (said Master Indenture as heretofore and hereafter supplemented and amended, including by this Second Supplemental Indenture, the “*Indenture*”), with the Trustee, which Indenture authorizes the issuance of Second Lien Parity Bonds in one or more series pursuant to one or more Supplemental Indentures and the incurrence by the City of Section 2.8 Obligations (as defined in the Indenture) and Section 2.9 Obligations (as defined in the Indenture); and

WHEREAS, the 2024 Wastewater Revenue Bond Ordinance authorizes the issuance and sale of the Series 2024 Second Lien Bonds pursuant to the Indenture in one or more separate series that may be issued under or pursuant to the 2024 Wastewater Revenue Bond Ordinance and the Indenture (provided that the total principal amount of all Series 2024 Second Lien Bonds shall not exceed \$500,000,000, plus an amount equal to the amount of any original issue discount (not to exceed 15 percent of the aggregate principal amount of such series of Second Lien Bonds) used in the marketing of such Series 2024 Second Lien Bonds); and

WHEREAS, pursuant to such authorization, in order to pay the 2024 Costs, the City has, pursuant to authorization granted in the 2024 Ordinance, determined to issue and sell the Series 2024 Second Lien Bonds authorized as aforesaid; and

WHEREAS, such Series 2024 Second Lien Bonds shall be issued and sold in [a single series] as provided in this Second Supplemental Indenture, being the aggregate principal amount of [\$_____] and designated as “Second Lien Wastewater Transmission Revenue Bonds [Project and/or Refunding] , Series 2024 [(Taxable)]”; and

WHEREAS, the Series 2024 Second Lien Bonds, and the Trustee’s Certificate of Authentication to be endorsed on such Bonds, shall be substantially in the forms attached to this Second Supplemental Indenture as *Exhibit A*, with necessary and appropriate variations, omissions and insertions as permitted or required by the 2024 Ordinance or the Indenture;

NOW, THEREFORE, THIS SECOND SUPPLEMENTAL INDENTURE WITNESSETH:

GRANTING CLAUSES

That the City, in consideration of the premises and the acceptance by the Trustee of the trusts created by this Second Supplemental Indenture, and of the purchase and acceptance of the Series 2024 Second Lien Bonds by their Registered Owners, and of the sum of one dollar, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, to secure the payment of the principal of, premium, if any, and interest on the Series 2024 Second Lien Bonds according to their tenor and effect, and to secure the performance and observance by the City of all the covenants expressed or implied in this Second Supplemental Indenture, in the Indenture and in the Series 2024 Second Lien Bonds, assigns and grants a security interest in and to the following to the Trustee, and its successors in trust and assigns forever, for the securing of the performance of the obligations of the City set forth below (the “*Trust Estate*”):

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to Second Lien Bond Revenues (as defined in the Indenture); and amounts on deposit in the Second Lien Bonds Account (as defined in the Indenture) (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument or Credit Enhancement Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued), and in the 2024 Construction Account (as defined herein), in each case to the extent pledged and assigned in the granting clauses of the Indenture;

GRANTING CLAUSE SECOND

All moneys and securities from time to time held by the Trustee under the terms of this Second Supplemental Indenture; and

GRANTING CLAUSE THIRD

Any and all other property, rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected to this Second Supplemental Indenture, as and for additional security under this Second Supplemental Indenture by the City or by any other person on its behalf or with its written consent to the Trustee, and the Trustee is by this Second Supplemental Indenture authorized to receive any and all such property at any and all times and to hold and apply the same subject to the terms of this Second Supplemental Indenture;

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its successors in said trust and assigns forever;

IN TRUST, NEVERTHELESS, upon the terms and trusts set forth in this Second Supplemental Indenture for the equal and proportionate benefit, security and protection of all present and future Registered Owners of the Series 2024 Second Lien Bonds and all other Second Lien Bonds issued or secured from time to time under the provisions of the Indenture, without privilege, priority or distinction as to the lien or otherwise of any of the foregoing over any other of the foregoing, except to the extent otherwise specifically provided in this Second Supplemental Indenture or in the Indenture;

PROVIDED, HOWEVER, that if the City, its successors or assigns shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Series 2024 Second Lien Bonds, and shall cause the payments to be made on such Series 2024 Second Lien Bonds as required in this Second Supplemental Indenture, and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of the Indenture and this Second Supplemental Indenture, and shall pay or cause to be paid to the Trustee all sums of money due or to become due to the Trustee in accordance with the terms and provisions of this Second Supplemental Indenture, then upon the final payment of such sums this Second Supplemental Indenture and the rights by this Second Supplemental Indenture granted shall cease, determine and be void; otherwise this Second Supplemental Indenture shall remain in full force and effect.

THIS SECOND SUPPLEMENTAL INDENTURE FURTHER WITNESSETH, and it is expressly declared; that all Series 2024 Second Lien Bonds issued and secured under this Second Supplemental Indenture are to be issued, authenticated and delivered, and all of said property, rights and interests and any other amounts assigned and pledged by this Second Supplemental Indenture are to be dealt with and disposed of, under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes expressed in this Second Supplemental Indenture, and the City has agreed and covenanted and by this Second Supplemental Indenture agrees and covenants with the Trustee, the respective owners of the Series 2024 Second Lien Bonds as follows:

ARTICLE I

DEFINITIONS

Section 1.01. Definitions. All capitalized terms used in this Second Supplemental Indenture unless otherwise defined shall have the same meaning as used in Article I of the Indenture and in the 2024 Ordinance. In addition to the terms defined in the preambles of this Second Supplemental Indenture, the following words and phrases shall have the following meanings for purposes of this Second Supplemental Indenture:

“Authorized Denomination” means, with respect to a particular Series 2024 Second Lien Bond, \$5,000 and any integral multiple of \$5,000.

“Bondholder,” “holder,” “owner of the Series 2024 Second Lien Bonds” or *“Registered Owner”* means the Registered Owner of any Series 2024 Second Lien Bond.

“Bond Register” means the registration books of the City kept by the Trustee (in its capacity as Bond Registrar) to evidence the registration and transfer of Series 2024 Second Lien Bonds.

“Bond Registrar” means the Trustee.

“City” means the City of Chicago, a municipal corporation and home rule unit of local government, organized and existing under the Constitution and laws of the State.

“Code” means the United States Internal Revenue Code of 1986, as amended. References to the Code and to Sections of the Code shall include relevant final, temporary or proposed regulations thereunder as in effect from time to time and as applicable to obligations issued on the Date of Issuance.

“Date of Issuance” means [_____, 2024], the date of original issuance and delivery of the Series 2024 Second Lien Bonds under this Second Supplemental Indenture.

“Deposit Date” means as provided in Section 4.04.

[*“Depository Agreement”* means the Depository Agreement dated _____, 20__ between the City and _____], as

depository, pursuant to which funds on deposit in the Construction Account: 2024 Second Lien Bonds shall be held and disbursed.]

“*DTC*” means The Depository Trust Company, New York, New York, or its nominee, and its successors and assigns, or any other depository performing similar functions.

“*Indenture*” means the Master Indenture of Trust Securing Second Lien Wastewater Transmission Revenue Bonds, dated as of May 1, 2023, from the City to the Trustee, pursuant to which Second Lien Bonds are authorized to be issued, and any additional amendments and supplements to it, including this Second Supplemental Indenture. References to Articles and Sections of the Indenture shall be deemed to refer to Articles and Sections of the Indenture as amended.

“*Interest Payment Date*” means with respect to the Series 2024 Second Lien Bonds each January 1 and July 1, commencing on [July 1, 2024].

“*Maturity Date*” means, with respect to a particular Series 2024 Second Lien Bond, the maturity date for such Series 2024 Second Lien Bond set forth in Section 2.01(c).

“*Opinion of Bond Counsel*” means a written opinion of Bond Counsel in form and substance acceptable to the City and the Trustee, which opinion as to tax matters may be based on a ruling or rulings of the Internal Revenue Service.

“*Participant*,” when used with respect to any Securities Depository, means any participant of such Securities Depository.

“*Paying Agent*” means the Trustee and any other bank, national banking association or trust company designated by the City or the Trustee pursuant to Section 8.03 as a paying agent for the Series 2024 Second Lien Bonds, and any successor or successors appointed by the Authorized Officer or the Trustee under this Second Supplemental Indenture.

“*Principal and Interest Account*” means the account designated the “Series 2024 Second Lien Bonds, Principal and Interest Account” established in the 2024 Second Lien Bonds Subaccount as described in Section 4.02(b)(iii) and Section 4.05.

“*Principal and Interest Account Requirement*” means an amount, calculated as of each Deposit Date, equal to the total Principal Installments and interest due on the Series 2024 Second Lien Bonds on such Deposit Date.

“*Program Fee Account*” means the account designated the “Series 2024 Second Lien Bonds, Program Fee Account” established in the 2024 Second Lien Bonds Subaccount as described in Section 4.02(b)(ii) and Section 4.06.

“*Program Fees*” means:

(a) the fees, expenses and other charges payable to each fiduciary, including the Trustee, the Trustee’s Agent and any Paying Agent, pursuant to the provisions of Section 8.5 of the Indenture; *provided* that if at any time there shall be any Series of

Second Lien Bonds Outstanding under the Indenture other than the Series 2024 Second Lien Bonds, then “*Program Fees*” shall mean only such portion of such fees, expenses and other charges as shall be payable with respect to, or properly allocable to, the duties performed by each such fiduciary with respect to the Series 2024 Second Lien Bonds;

(b) ongoing fees payable to any Rating Agency maintaining a rating on any Series 2024 Second Lien Bonds; and

(c) any other fees, expenses and other charges of a similar nature payable by the City to any person under this Second Supplemental Indenture or otherwise with respect to the Series 2024 Second Lien Bonds.

“*Project Costs*” means the costs of acquiring, constructing and equipping the Projects, including without limitation, acquisition of necessary interests in property, engineering fees or costs of the City, restoration costs, legal fees or other costs of the City.

“*Projects*” means the program of improvements and extensions to the Sewer System designated by the Commissioner.

“*Rating Agency*” means any nationally recognized securities ratings service that shall have assigned ratings to any Series 2024 Second Lien Bond as requested by or on behalf of the City and which ratings are then currently in effect.

“*Record Date*” means with respect to the Series 2024 Second Lien Bonds June 15 and December 15 of each year (whether or not a Business Day).

“*Registered Owner*” or “*Owner*” means the person or persons in whose name or names a Series 2024 Second Lien Bond is registered in the Bond Register.

“*Second Supplemental Indenture*” means this Second Supplemental Indenture and any amendments and supplements to this Second Supplemental Indenture.

“*Securities Depository*” means DTC and any other securities depository registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and appointed as the securities depository for the Series 2024 Second Lien Bonds.

“*Series 2024 Second Lien Bonds*” means the \$[] aggregate principal amount of Second Lien Wastewater Transmission Revenue Bonds [Project and/or Refunding], Series 2024 [(Taxable)] authorized to be issued pursuant to Section 2.01.

“*State*” means the State of Illinois.

“*Tax Agreement*” means the General Tax Certificate of the City relating to the Series 2024 Second Lien Bonds delivered by the City on the date of issuance of the Series 2024 Second Lien Bonds.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses of this Second Supplemental Indenture.

“Trustee” means Amalgamated Bank of Chicago, organized and existing under the laws of the State of Illinois (as trustee), and its successors and any entity resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time serving as successor trustee under this Second Supplemental Indenture.

“Trustee’s Agent” means any agent designated as Trustee’s Agent by the Trustee and at the time serving in that capacity. Any agent so designated by the Trustee shall execute a written agreement with the Trustee assuming all obligations of the Trustee under this Second Supplemental Indenture with respect to those duties of the Trustee which such agent agrees to perform on behalf of the Trustee.

“2024 Construction Account” means the Construction Account: 2024 Second Lien Bonds established pursuant to Section 4.1 of Article IV of the 2024 Ordinance, as further described in Sections 4.2, 4.6 and 4.8 hereof.

“2024 Costs” has the meaning ascribed to it in the preambles to this Second Supplemental Indenture.

“2024 Second Lien Bonds Subaccount” means the fund of that name established within the Second Lien Bonds Account created under Section 3.3(d) of the Indenture, as further described in Section 4.02.

ARTICLE II

THE SERIES 2024 SECOND LIEN BONDS

Section 2.01. Authority and Purpose for and Issuance of Series 2024 Second Lien Bonds. (a) No Series 2024 Second Lien Bonds may be issued under the provisions of this Second Supplemental Indenture except in accordance with this Article. The Series 2024 Second Lien Bonds are being issued to provide funds to pay 2024 Costs.

(b) Pursuant to the 2024 Ordinance, the total principal amount of all Series 2024 Second Lien Bonds shall not exceed \$500,000,000, plus an amount equal to the amount of any original issue discount (not to exceed 15 percent of the aggregate principal amount of such series of Second Lien Bonds), other than Series 2024 Second Lien Bonds issued in lieu of or in substitution for which other Series 2024 Second Lien Bonds have been authenticated and delivered pursuant to Sections 2.01(c), 2.03, 2.04, 2.06, 2.07 or 3.03(d). The Series 2024 Second Lien Bonds shall be issuable as fully registered bonds, without coupons, in Authorized Denominations, substantially in the form attached as *Exhibit A*. Unless the City shall otherwise direct, the Series 2024 Second Lien Bonds shall be lettered and numbered from R-1 and upwards, but need not be numbered consecutively.

(c) The Series 2024 Second Lien Bonds shall be designated “City of Chicago Second Lien Wastewater Transmission Revenue Bonds [Project and/or Refunding] Series 2024 [(Taxable)]” and shall be issued in the aggregate principal amount of [\$_____]. The

Series 2024 Second Lien Bonds shall be dated the Date of Issuance, [and shall mature on _____ 1] in each of the years and in the principal amounts and shall bear interest at the respective rates per annum set forth in the table below:

Maturity (_____ 1)	Principal Amount	Rate Per Annum	Maturity (_____ 1)	Principal Amount	Rate per Annum
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[Provisions for Capital Appreciation 2024 Second Lien Bonds]

(d) [Each Series 2024 Second Lien Bond authenticated prior to the first Interest Payment Date for such Series 2024 Second Lien Bond shall bear interest from the Date of Issuance, and following the first Interest Payment Date interest shall accrue as set forth in the next paragraph except that if, as shown by the records of the Trustee, interest on such Series 2024 Second Lien Bond is in default, any Series 2024 Second Lien Bond issued in exchange for or upon the registration of transfer of such Series 2024 Second Lien Bond shall bear interest from the date to which interest has been paid in full on such Series 2024 Second Lien Bond or, if no interest has been paid on such Series 2024 Second Lien Bond, the Date of Issuance. Each Series 2024 Second Lien Bond shall bear interest on overdue principal and, to the extent permitted by law, on overdue premium, if any, and interest at the rate borne by such Series 2024 Second Lien Bond on the date on which such principal, premium or interest came due and payable.]

(e) [Interest on the Series 2024 Second Lien Bonds shall be payable on each Interest Payment Date, computed upon the basis of a 360-day year consisting of twelve 30-day months. No interest shall accrue on any Series 2024 Second Lien Bond after its Maturity Date (*provided*, the payment at maturity is paid or provided for in accordance with the provisions of the Indenture).]

(f) The principal of and interest on the Series 2024 Second Lien Bonds shall be payable in any coin or currency of the United States of America which, at the respective dates of payment of such Series 2024 Second Lien Bonds, is legal tender for the payment of public and private debts.

(g) The principal of the Series 2024 Second Lien Bonds shall be payable at the designated corporate trust office of the Trustee or, at the option of the Registered Owners, at the

designated corporate trust office of any Paying Agent named in the Series 2024 Second Lien Bonds, upon presentation and surrender of such Series 2024 Second Lien Bonds.

(h) Payment of interest on Series 2024 Second Lien Bonds shall be paid by check mailed on the Interest Payment Date to the persons appearing on the Bond Register as the Registered Owners of such Series 2024 Second Lien Bonds as of the close of business of the Trustee on the Record Date at the addresses of such Registered Owners as they appear on the Bond Register, or at such other addresses as are furnished to the Trustee in writing by the Registered Owners not later than the Record Date. Payment of interest on any Series 2024 Second Lien Bond shall be made to the Registered Owner of \$1,000,000 or more in aggregate principal amount of Series 2024 Second Lien Bonds as of the close of business of the Trustee on the Record Date for a particular Interest Payment Date by wire transfer to such Registered Owner on such Interest Payment Date upon written notice from such Registered Owner containing the wire transfer address within the United States to which such Registered Owner wishes to have such wire directed, which written notice is received not later than the Business Day next preceding the Record Date.

(i) The Series 2024 Second Lien Bonds shall bear interest from and including the Date of Issuance until payment of the principal or redemption price of such Series 2024 Second Lien Bonds shall have been made or provided for in accordance with the provisions of this Second Supplemental Indenture, whether at the Maturity Date or otherwise.

Section 2.02. Execution; Limited Obligations. The Series 2024 Second Lien Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor of the City and attested with the official manual or facsimile signature of its City Clerk or Deputy City Clerk, and shall have affixed, impressed, imprinted or otherwise reproduced on such Series 2024 Second Lien Bonds the corporate seal of the City or a facsimile of such seal. The Series 2024 Second Lien Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State, and pursuant to the 2024 Wastewater Revenue Bond Ordinance. The Series 2024 Second Lien Bonds, the Section 2.8 Obligations and the Section 2.9 Obligations are not general obligations of the City, but are limited obligations payable solely from the Trust Estate, including Second Lien Bond Revenues, amounts on deposit in the Second Lien Bonds Account and the 2024 Construction Account, and shall be a valid claim of the respective Registered Owners of the Series 2024 Second Lien Bonds only against the Trust Estate, including amounts on deposit in the Second Lien Bonds Account (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument or Credit Enhancement Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued) and the 2024 Construction Account and other moneys held by the Trustee or otherwise pledged therefor, which amounts are by this Second Supplemental Indenture pledged, assigned and otherwise held as security for the equal and ratable payment of the Series 2024 Second Lien Bonds, the Section 2.8 Obligations and the Section 2.9 Obligations, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Series 2024 Second Lien Bonds, the Section 2.8 Obligations and the Section 2.9 Obligations, except as may be otherwise expressly authorized in the Indenture or in this Second Supplemental Indenture. Neither the Series 2024 Second Lien Bonds, the Section 2.8 Obligations nor the Section 2.9 Obligations shall constitute an indebtedness of the City or a loan of credit of the City within the meaning of any constitutional

or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State or any political subdivision of the State is pledged to the payment of the principal of premium, if any, or the interest on the Series 2024 Second Lien Bonds, the Section 2.8 Obligations or the Section 2.9 Obligations, or other costs incident to the Series 2024 Second Lien Bonds, the Section 2.8 Obligations or the Section 2.9 Obligations. In case any officer whose signature or a facsimile of whose signature shall appear on the Series 2024 Second Lien Bonds shall cease to be such officer before the delivery of such Series 2024 Second Lien Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if such officer had remained in office until delivery.

Section 2.03. Authentication. No Series 2024 Second Lien Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Second Supplemental Indenture unless and until such certificate of authentication in substantially the form attached to this Indenture as part of *Exhibit A* shall have been duly executed by the Trustee, and such executed certificate of the Trustee upon any such Series 2024 Second Lien Bond shall be conclusive evidence that such Series 2024 Second Lien Bond has been authenticated and delivered under this Second Supplemental Indenture. The Trustee's certificate of authentication on any Series 2024 Second Lien Bond shall be deemed to have been executed by it if (i) signed by an authorized signatory of the Trustee, but it shall not be necessary that the same signatory sign the certificates of authentication on all of the Series 2024 Second Lien Bonds issued under this Second Supplemental Indenture and (ii) the date of authentication on such Series 2024 Second Lien Bond is inserted in the place provided for such date in the certificate of authentication.

Section 2.04. Form of Series 2024 Second Lien Bonds; Temporary Series 2024 Second Lien Bonds. The Series 2024 Second Lien Bonds issued under this Second Supplemental Indenture shall be substantially in the form attached to this Indenture as *Exhibit A*, with such appropriate variations, omissions and insertions as are permitted or required by this Second Supplemental Indenture.

Pending preparation of definitive Series 2024 Second Lien Bonds, or by agreement with the purchasers of such Series 2024 Second Lien Bonds, the City may issue and, upon its request, the Trustee shall authenticate, in lieu of definitive Series 2024 Second Lien Bonds, one or more temporary printed or typewritten Bonds in Authorized Denominations of substantially the tenor recited above. Upon request of the City, the Trustee shall authenticate definitive Series 2024 Second Lien Bonds in exchange for and upon surrender of an equal principal amount of temporary Series 2024 Second Lien Bonds. Until so exchanged, temporary Series 2024 Second Lien Bonds shall have the same rights, remedies and security under this Second Supplemental Indenture as definitive Series 2024 Second Lien Bonds.

Section 2.05. Delivery of Series 2024 Second Lien Bonds. Upon the execution and delivery of this Second Supplemental Indenture, the City shall execute and deliver to the Trustee, and the Trustee shall authenticate, the Series 2024 Second Lien Bonds and deliver them to the purchasers as may be directed by the City as provided in this Section.

Prior to the delivery by the Trustee of the Series 2024 Second Lien Bonds there shall be filed with the Trustee:

(i) a copy, duly certified by the City Clerk or Deputy City Clerk of the City, of the 2024 Ordinance;

(ii) original executed counterparts of the Indenture and this Second Supplemental Indenture;

(iii) an Opinion or Opinions of Bond Counsel to the effect that (A) the City had the right and power to adopt the 2024 Ordinance; (B) the 2024 Ordinance has been duly and lawfully adopted by the City Council, is in full force and effect and is valid and binding upon the City and enforceable in accordance with its terms (except as limited by any applicable bankruptcy liquidation, reorganization, insolvency or other similar laws and by general principles of equity in the event equitable remedies are sought); (C) the Indenture and this Second Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect, and are valid and binding upon the City and enforceable in accordance with their terms (except as limited by any applicable bankruptcy, liquidation, reorganization, insolvency or other similar laws and by general principles of equity in the event equitable remedies are sought); (D) the 2024 Ordinance, the Indenture and this Second Supplemental Indenture create the valid pledge of the Trust Estate, including Second Lien Bond Revenues and moneys and securities held in the Second Lien Bonds Account (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument or Credit Enhancement Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued) under the 2024 Ordinance, the Indenture and this Second Supplemental Indenture for the benefit and security of the Series 2024 Second Lien Bonds; subject to application of such moneys and securities in the manner provided in the Indenture and this Second Supplemental Indenture; (E) upon the execution, authentication and delivery of the Indenture and this Second Supplemental Indenture, the Series 2024 Second Lien Bonds will have been duly and validly authorized and issued in accordance with the Constitution and laws of the State, the 2024 Ordinance, the Indenture and this Second Supplemental Indenture, and (F) any required approval for the issuance of the Series 2024 Second Lien Bonds has been obtained;

(iv) a written order as to the delivery of the Series 2024 Second Lien Bonds, signed by the Authorized Officer and stating (A) the identity of the purchasers, the aggregate purchase price and the date and place of delivery; and (B) that no Event of Default has occurred and is continuing under the Indenture or this Second Supplemental Indenture; and

(v) a Certificate of the Authorized Officer stating that the conditions of Section 2.6 [and to the extent applicable Section 2.7] of the Indenture have been met.

Section 2.06. Mutilated, Lost, Stolen or Destroyed Series 2024 Second Lien Bonds.

If a Series 2024 Second Lien Bond is mutilated, lost, stolen or destroyed, the City may execute and the Trustee may authenticate a new Series 2024 Second Lien Bond of like date, maturity, interest rate and denomination as the Series 2024 Second Lien Bond mutilated, lost, stolen or destroyed; provided that, in the case of any mutilated Series 2024 Second Lien Bond, such

mutilated Series 2024 Second Lien Bond shall first be surrendered to the Trustee, and in the case of any lost, stolen or destroyed Series 2024 Second Lien Bond, there shall be first furnished to the City and the Trustee evidence of such loss, theft or destruction satisfactory to the City and the Trustee, together with indemnity satisfactory to them. If any such Series 2024 Second Lien Bond has matured, instead of issuing a substitute Series 2024 Second Lien Bond, the City may pay the same without surrender of such Series 2024 Second Lien Bond. The City and the Trustee may charge the Registered Owner of such Series 2024 Second Lien Bond with their reasonable fees and expenses in this connection. All Series 2024 Second Lien Bonds so surrendered to the Trustee shall be canceled and destroyed, and evidence of such destruction shall be given to the City. Upon the date of final maturity or redemption of all of the Series 2024 Second Lien Bonds, the Trustee shall destroy any inventory of unissued certificates.

All duplicate Series 2024 Second Lien Bonds issued and authenticated pursuant to this Section shall constitute original, contractual obligations of the City (whether or not, in the case of the first paragraph of this Section, lost, stolen or destroyed Series 2024 Second Lien Bonds are at any time found by anyone and presented for payment), and shall be entitled to equal and proportionate rights and benefits under this Second Supplemental Indenture as all other Outstanding Series 2024 Second Lien Bonds issued under this Second Supplemental Indenture.

All Series 2024 Second Lien Bonds shall be owned upon the express condition that the foregoing provisions, to the extent permitted by law, are exclusive with respect to the replacement or payment of mutilated, destroyed, lost, stolen or purchased Series 2024 Second Lien Bonds, and shall preclude any and all other rights or remedies.

Section 2.07. Transfer and Exchange of Series 2024 Second Lien Bonds; Persons Treated as Owners. (a) Subject to the limitations contained in subsection (c) of this Section, upon surrender for registration of transfer of any Series 2024 Second Lien Bond at the principal corporate trust office of the Trustee, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Trustee and duly executed by, the Bondholder or such Bondholder's attorney duly authorized in writing, the City shall execute, and the Trustee shall authenticate and deliver, in the name of the transferee or transferees, a new Series 2024 Second Lien Bond or Bonds of like date and tenor in Authorized Denominations of the same Maturity Date and interest rate for the aggregate principal amount which the Registered Owner is entitled to receive bearing numbers not contemporaneously Outstanding. Subject to the limitations contained in subsection (c) of this Section, Series 2024 Second Lien Bonds may be exchanged at such times at such designated corporate trust office of the Trustee upon surrender of such Series 2024 Second Lien Bond together with an assignment duly executed by the Registered Owner of such Series 2024 Second Lien Bonds or such Registered Owner's attorney in such form and with guarantee of signature as shall be satisfactory to the Trustee for an equal aggregate principal amount of Series 2024 Second Lien Bonds of like date and tenor of any Authorized Denomination as the Series 2024 Second Lien Bonds surrendered for exchange bearing numbers not contemporaneously Outstanding. The execution by the City of any Series 2024 Second Lien Bond of any Authorized Denomination shall constitute full and due authorization of such Authorized Denomination, and the Trustee shall thereby be authorized to authenticate and deliver such registered Series 2024 Second Lien Bond.

(b) No service charge shall be imposed upon the Registered Owners for any exchange or transfer of Series 2024 Second Lien Bonds. The City and the Trustee may, however, require payment by the person requesting an exchange or transfer of Series 2024 Second Lien Bonds of a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation to such exchange or transfer, except in the case of the issuance of one or more Series 2024 Second Lien Bonds for the unredeemed portion of a Series 2024 Second Lien Bond surrendered for redemption in part.

(c) The Trustee shall not be required to transfer or exchange any Series 2024 Second Lien Bond during the period commencing on the Record Date next preceding any Interest Payment Date of such Series 2024 Second Lien Bond and ending on such Interest Payment Date, or to transfer or exchange such Series 2024 Second Lien Bond after the mailing of notice calling such Series 2024 Second Lien Bond for redemption has been made as provided in this Second Supplemental Indenture or during the period of 15 days next preceding the giving of notice of redemption of Series 2024 Second Lien Bonds of the same Maturity Date and interest rate.

(d) Series 2024 Second Lien Bonds delivered upon any registration of transfer or exchange as provided in this Section 2.07 or as provided in Section 2.08 shall be valid limited obligations of the City, evidencing the same debt as the Series 2024 Second Lien Bonds surrendered, shall be secured by the Indenture and shall be entitled to all of the security and benefits of this Second Supplemental Indenture to the same extent as the Series 2024 Second Lien Bond surrendered.

(e) The City, the Trustee and any Paying Agent may treat the Registered Owner of any Series 2024 Second Lien Bond as the absolute owner of such Series 2024 Second Lien Bond for all purposes, whether or not such Series 2024 Second Lien Bond is overdue, and shall not be bound by any notice to the contrary. All payments of or on account of the principal of, premium, if any, and interest on any such Series 2024 Second Lien Bond as provided in this Second Supplemental Indenture shall be made only to or upon the written order of the Registered Owner of such Series 2024 Second Lien Bond or such Registered Owner's legal representative, but such registration may be changed as provided in this Second Supplemental Indenture. All such payments shall be valid and effective to satisfy and discharge the liability upon such Series 2024 Second Lien Bond to the extent of the sum or sums so paid.

Section 2.08. Cancellation. Any Series 2024 Second Lien Bond surrendered for the purpose of payment or retirement, or for exchange, transfer or replacement, shall be canceled upon surrender of such Series 2024 Second Lien Bond to the Trustee or any Paying Agent. If the City shall acquire any of the Series 2024 Second Lien Bonds, the City shall deliver such Series 2024 Second Lien Bonds to the Trustee for cancellation and the Trustee shall cancel the same. Any such Series 2024 Second Lien Bonds canceled by any Paying Agent other than the Trustee shall be promptly transmitted by such Paying Agent to the Trustee. Certification of Series 2024 Second Lien Bonds canceled by the Trustee and Series 2024 Second Lien Bonds canceled by a Paying Agent other than the Trustee which are transmitted to the Trustee shall be made promptly to the City. Canceled Series 2024 Second Lien Bonds may be destroyed by the Trustee unless instructions to the contrary are received from the City. Upon the date of final maturity or redemption of all Series 2024 Second Lien Bonds, the Trustee shall destroy any inventory of unissued certificates.

Section 2.09. Book-Entry Provisions. The provisions of this Section shall apply as long as the Series 2024 Second Lien Bonds are maintained in book-entry form with DTC or another Securities Depository, any provisions of this Second Supplemental Indenture to the contrary notwithstanding.

(a) Payments of the principal of and interest on the Series 2024 Second Lien Bonds shall be made to the Securities Depository, or its nominee, as the Registered Owner of the Series 2024 Second Lien Bonds, in same day funds on each date on which the principal of, premium, if any, and interest on the Series 2024 Second Lien Bonds is due as set forth in this Second Supplemental Indenture and the Series 2024 Second Lien Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the City and the Trustee in writing. Without notice to or the consent of the beneficial owners of the Series 2024 Second Lien Bonds, the City and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set forth herein. If such different manner of payment is agreed upon, the City shall give the Trustee written notice thereof, and the Trustee shall make payments with respect to the Series 2024 Second Lien Bonds in the manner specified in such notice as set forth herein. Neither the City nor the Trustee shall have any obligation with respect to the transfer or crediting of the principal of, premium, if any, and interest on the Series 2024 Second Lien Bonds to Participants or the beneficial owners of the Series 2024 Second Lien Bonds or their nominees.

(b) The Registered Owners of the Series 2024 Second Lien Bonds have no right to the appointment or retention of a Securities Depository for the Series 2024 Second Lien Bonds. If (i) the City determines, or (ii) the City receives notice that the Securities Depository has received notice from its Participants having interests in at least 50 percent in principal amount of the Series 2024 Second Lien Bonds that the Securities Depository or its successor is incapable of discharging its responsibilities as a securities depository, or that it is in the best interests of the beneficial owners that they obtain certificated Series 2024 Second Lien Bonds, the City may (or, in the case of clause (ii) above, the City shall) cause the Trustee to authenticate and deliver Series 2024 Second Lien Bond certificates. The City shall have no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any determination described in this paragraph.

(c) If, following a determination or event specified in paragraph (b) above, the City discontinues the maintenance of the Series 2024 Second Lien Bonds in book-entry form with the then current Securities Depository, the City will issue replacement Series 2024 Second Lien Bonds to the replacement Securities Depository, if any, or, if no replacement Securities Depository is selected for the Series 2024 Second Lien Bonds, directly to the Participants as shown on the records of the former Securities Depository or, to the extent requested by any Participant, to the beneficial owners of the Series 2024 Second Lien Bonds shown on the records of such Participant. Replacement Series 2024 Second Lien Bonds shall be in fully registered form and in Authorized Denominations, be payable as to interest on the Interest Payment Dates of such Series 2024 Second Lien Bonds by check mailed to each Registered Owner at the address of such Registered Owner as it appears on the Bond Register or, at the option of any Registered Owner of not less than \$1,000,000 principal amount of Series 2024 Second Lien Bonds, by wire transfer to any address in the United States of America on such Interest Payment Date to such Registered Owner as of such Record Date, if such Registered Owner provides the

Trustee with written notice of such wire transfer address not later than the Record Date (which notice may provide that it will remain in effect with respect to subsequent Interest Payment Dates unless and until changed or revoked by subsequent notice). Principal and premium, if any, on the replacement Series 2024 Second Lien Bonds are payable only upon presentation and surrender of such replacement Series 2024 Second Lien Bond or Second Lien Bonds at the principal corporate trust office of the Trustee.

(d) The Securities Depository and its Participants, and the beneficial owners of the Series 2024 Second Lien Bonds, by their acceptance of the Series 2024 Second Lien Bonds, agree that the City and the Trustee shall not have liability for the failure of such Securities Depository to perform its obligations to the Participants and the beneficial owners of the Series 2024 Second Lien Bonds, nor shall the City or the Trustee be liable for the failure of any Participant or other nominee of the beneficial owners to perform any obligation of the Participant to a beneficial owner of the Series 2024 Second Lien Bonds.

(e) As long as Cede & Co. is the Registered Owner of the Series 2024 Second Lien Bonds, as nominee of DTC, references herein to the Registered Owners of the Series 2024 Second Lien Bonds shall mean Cede & Co. and shall not mean the beneficial owners of the Series 2024 Second Lien Bonds.

(f) As long as Cede & Co. is the Registered Owner of the Series 2024 Second Lien Bonds:

(i) selection of Series 2024 Second Lien Bonds to be redeemed upon partial redemption or presentation of such Series 2024 Second Lien Bonds to the Trustee upon partial redemption shall be deemed made when the right to exercise ownership rights in such Series 2024 Second Lien Bonds through DTC or DTC's Participants is transferred by DTC on its books; and

(ii) DTC may present notices, approvals, waivers or other communications required or permitted to be made by Registered Owners under this Second Supplemental Indenture on a fractionalized basis on behalf of some or all of those persons entitled to exercise ownership rights in the Series 2024 Second Lien Bonds through DTC or its Participants.

ARTICLE III

REDEMPTION OF SERIES 2024 SECOND LIEN BONDS

Section 3.01. Optional Redemption. [The Series 2024 Second Lien Bonds maturing on or after [_____] 1, 20__] are subject to redemption prior to maturity at the option of the City, in whole or in part, on any date on or after [_____] 1, 20__, and if in part, in such order of maturity as the City shall determine and within any maturity and interest rate by lot, at a Redemption Price equal to the outstanding principal amount of such Series 2024 Second Lien Bond, together with accrued interest to the date fixed for redemption.]

Section 3.02. Mandatory Sinking Fund Redemption.

(a) [The Series 2024 Second Lien Bonds due on [_____] 1, 20__] and [_____] 1, 20__] (collectively, the "*Term Bonds*") are subject to mandatory sinking fund redemption prior to maturity in part, selected as provided in Section 3.05, at [the make-whole redemption price pursuant to Section 3.03] [a redemption price of [100 percent] of the outstanding principal amount of such Series 2024 Second Lien Bonds to be so redeemed], on [_____] 1] of the years and in the amounts shown below, plus accrued interest to the redemption date, as set forth below:

Series 2024 Second Lien Bonds
due [_____] 1, 20__]

<u>Year</u>	<u>Principal Amount</u>
-------------	-----------------------------

*Stated maturity

Series 2024 Second Lien Bonds
due [_____] 1, 20__]

<u>Year</u>	<u>Principal Amount</u>
-------------	-----------------------------

*Stated maturity

(b) In lieu of redeeming the Term Bonds pursuant to the mandatory sinking fund redemption provisions described above, on or before the 60th day next preceding any mandatory sinking fund redemption date for such Term Bonds, the Trustee may, at the written direction of the Authorized Officer, use such funds available under the Indenture to purchase Term Bonds in the open market at a price not exceeding par plus accrued interest.

On or before the 60th day next preceding any mandatory sinking fund redemption date for the Term Bonds (or such shorter period as may be acceptable to the Trustee), the City may, at its option, (i) deliver to the Trustee for cancellation, Term Bonds or portions thereof in Authorized Denominations subject to mandatory sinking fund redemption or (ii) receive a credit in respect of its mandatory sinking fund redemption obligation for Term Bonds or portions thereof in Authorized Denominations which prior to said date have been redeemed (otherwise than through the operation of such mandatory sinking fund redemption) and canceled by the Trustee and not theretofore applied as a credit against any mandatory sinking fund redemption obligation. Each Term Bond or portion thereof subject to mandatory sinking fund redemption so delivered or previously redeemed will be credited against future mandatory sinking fund redemption obligations on Term Bonds in such order as the City designates, or if no such designation is made, in chronological order, the principal amount of such Term Bonds to be redeemed by operation of such mandatory redemption to be accordingly reduced.]

Section 3.03. Make-Whole Optional Redemption.

[Series 2024 Second Lien Bonds of each maturity are subject to redemption at the option of the City in whole or in part at any time at the redemption price that is the greater of (A) 100% of the principal amount of the Series 2024 Second Lien Bonds to be redeemed and (B) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2024 Second Lien Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2024 Second Lien Bonds are to be redeemed, discounted to the date on which the Series 2024 Second Lien Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (as defined below) plus [_____] basis points plus accrued and unpaid interest on the Series 2024 Second Lien Bonds to be redeemed on the redemption date.

“Treasury Rate” means, as of any redemption date, the yield to maturity as of such redemption date of United States Treasury Securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical H.15 (519)) that has become publicly available not more than 45 days and not less than four Business Days prior to the redemption date (excluding inflation-indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly equal to the period from the redemption date to the maturity date of the Series 2024 Second Lien Bonds to be redeemed; provided however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

The redemption price of the Series 2024 Second Lien Bonds to be redeemed pursuant to the Make-Whole Optional Redemption provision described above will be determined by an independent accounting firm, investment banking firm or financial advisor retained by the City at the City’s expense to calculate such redemption price. The Trustee and the City may conclusively rely on such determination of redemption price by such independent accounting firm, investment banking firm or financial advisor and will not be liable for such reliance.]

Section 3.04. Redemption Terms; Notice of Redemption.

(a) Series 2024 Second Lien Bonds may be called for redemption by the Trustee pursuant to Section 3.01 upon receipt by the Trustee at least 45 days prior to the redemption date (or such shorter period as shall be acceptable to the Trustee) of a written request of the City requesting such redemption. [Term Bonds shall be called for redemption by the Trustee pursuant to Section 3.02 without further request or direction from the City or any other party.] [Series 2024 Second Lien Bonds may be called for redemption by the Trustee pursuant to Section 3.03 upon receipt by the Trustee at least 45 days prior to the redemption date (or such shorter period as shall be acceptable to the Trustee) of a written request of the City requesting such redemption.]

(b) Unless waived by any owner of Series 2024 Second Lien Bonds to be redeemed, notice of the call for any [optional redemption, mandatory redemption or optional make-whole redemption pursuant to Section 3.01, 3.02 or Section 3.03] shall be given by the Trustee on behalf of the City by mailing the redemption notice by first class mail at least 30 days and not

more than 45 days prior to the date fixed for redemption to the Registered Owner of the Series 2024 Second Lien Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Trustee, but the failure to mail any such notice or any defect therein as to any Series 2024 Second Lien Bond to be redeemed shall not affect the validity of the proceedings for the redemption of any other Series 2024 Second Lien Bond to be redeemed. Any notice of redemption mailed as provided in this Section shall be conclusively presumed to have been given whether or not actually received by the addressee.

(c) All notices of redemption shall specify, at a minimum: (i) the series name and designation and certificate numbers of Series 2024 Second Lien Bonds being redeemed, (ii) the CUSIP numbers of the Series 2024 Second Lien Bonds being redeemed, (iii) the principal amount of Series 2024 Second Lien Bonds being redeemed and the redeemed amount for each certificate (for partial calls), (iv) the redemption date, (v) the redemption price, (vi) the Date of Issuance of the Series 2024 Second Lien Bonds being redeemed, (vii) the interest rate and maturity date of the Series 2024 Second Lien Bonds being redeemed, (viii) the date of mailing of notices to Registered Owners and information services (if required), and (ix) the name of the employee of the Trustee who may be contacted with regard to such notice. With respect to an optional redemption of any Series 2024 Second Lien Bonds, such notice may state that said redemption is conditioned upon the receipt by the Trustee on or prior to the date fixed for redemption of moneys sufficient to pay the redemption price of the Series 2024 Second Lien Bonds being redeemed. If such moneys are not so received, such redemption notice shall be of no force and effect, the City shall not redeem such Series 2024 Second Lien Bonds, and the Trustee shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not so received and that such Series 2024 Second Lien Bonds will not be redeemed. Unless the notice of redemption is made conditional as provided above, on or prior to any redemption date for Series 2024 Second Lien Bonds, the City shall deposit with the Trustee an amount of money sufficient to pay the redemption price of all Series 2024 Second Lien Bonds or portions thereof which are to be redeemed on that date.

(d) Notice of redemption having been given as aforesaid, the Series 2024 Second Lien Bonds, or portions thereof, so to be redeemed shall, on the redemption date (unless the redemption has been canceled as described in Section 3.04(c)), become due and payable at the redemption price therein specified, and from and after such date (unless the City shall default in the payment of the redemption price) such Series 2024 Second Lien Bonds, or portions thereof, shall cease to bear interest. Upon surrender of such Series 2024 Second Lien Bonds for redemption in accordance with said notice, such Series 2024 Second Lien Bonds shall be paid by the Trustee at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Series 2024 Second Lien Bond, there shall be prepared for the Registered Owner a new Series 2024 Second Lien Bond or Bonds of the same interest rate and maturity in the amount of the unpaid principal. If any Series 2024 Second Lien Bond, or portion thereof, called for redemption shall not be so paid upon surrender for redemption, the principal shall, until paid, bear interest from the redemption date at the rate borne by such Bond, or portion thereof, so called for redemption.

Section 3.05. Selection of Series 2024 Second Lien Bonds for Redemption. If fewer than all the Series 2024 Second Lien Bonds of the same interest rate and maturity are to be redeemed, the aggregate principal amount thereof to be redeemed shall be in an Authorized Denomination, and the Trustee shall assign to each Series 2024 Second Lien Bond of such interest rate and maturity a distinctive number for each minimum Authorized Denomination of such Bond and shall select on a pro rata basis from the numbers so assigned as many numbers as, at such minimum Authorized Denomination for each number, shall equal the principal amount of such Series 2024 Second Lien Bonds to be redeemed. The Series 2024 Second Lien Bonds to be redeemed shall be those to which were assigned numbers so selected; provided that only so much of the principal amount of each Series 2024 Second Lien Bond shall be redeemed as shall equal such minimum Authorized Denomination for each number assigned to it and so selected. For purposes of any redemption of fewer than all of the outstanding Series 2024 Second Lien Bonds of a single interest rate and maturity, the particular Series 2024 Second Lien Bonds or portions thereof to be redeemed shall be selected not more than 60 days prior to the redemption date by the Trustee.

ARTICLE IV

REVENUES AND FUNDS

Section 4.01. Source of Payment of Series 2024 Second Lien Bonds. The Series 2024 Second Lien Bonds, the Section 2.8 Obligations and the Section 2.9 Obligations are not general obligations of the City but are limited obligations as described in Section 2.02 and as provided in this Second Supplemental Indenture and in the Indenture.

Section 4.02. Creation of Accounts and Subaccounts in 2024 Second Lien Bonds Subaccount. (a) Moneys on deposit in the 2024 Second Lien Bonds Subaccount, and in each Account established in it as provided below, shall be held in trust by the Trustee for the sole and exclusive benefit of the Registered Owners of the Series 2024 Second Lien Bonds.

(b) There are by this Second Supplemental Indenture created by the City and ordered established with the Trustee separate Accounts within the 2024 Second Lien Bonds Subaccount, designated as follows:

(i) 2024 Construction Account: an Account to be designated the “Construction Account: 2024 Second Lien Bonds” (the “*2024 Construction Account*”);

(ii) Program Fee Account: an Account to be designated the “Series 2024 Second Lien Bonds, Program Fee Account” (the “*Program Fee Account*”); and

(iii) Principal and Interest Account: an Account to be designated the “Series 2024 Second Lien Bonds, Principal and Interest Account” (the “*Principal and Interest Account*”);

Section 4.03. Application of Series 2024 Second Lien Bond Proceeds. The proceeds received by the City from the sale of the Series 2024 Second Lien Bonds in the amount of [\$ _____] (consisting of the aggregate principal amount of the Series 2024 Second Lien Bonds[, plus net premium of [_____]] and less the Underwriters’

discount of [\$_____]), shall be deposited with the Trustee and applied as follows:

[the Trustee shall deposit into the 2024 Construction Account the amount of \$[_____] and shall apply such amount to payment of Project Costs, as provided in Section 4.06.]

[the Trustee shall deposit proceeds of the Series 2024 Second Lien Bonds in the amount [\$_____] in the 2024 Construction Account held pursuant to the Depository Agreement for application pursuant to Section 4.08.]

[the Trustee shall deposit proceeds of the Series 2024 Second Lien Bonds in the amount [\$_____]

[the Trustee will deposit into the Escrow Account established pursuant to that certain Escrow Deposit Agreement dated as of _____, 20__ between the City and _____ the amount of \$_____ of proceeds of the Series 2024 Second Lien Bonds to provide for the refunding of the Refunded Bonds.]

Section 4.04. Deposits into 2024 Second Lien Bonds Subaccount and Accounts. On January 1 and July 1 of each year, commencing [January 1, 2025] (each such date referred to in this Second Supplemental Indenture as the “*Deposit Date*”), there shall be deposited into the 2024 Second Lien Bonds Subaccount from amounts on deposit in the Second Lien Bonds Account (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument or Credit Enhancement Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued) an amount equal to the aggregate of the following amounts, which amounts shall have been calculated by the Trustee and certified by the Authorized Officer and transferred by the City to the Trustee on or before the Business Day next preceding each such January 1 or July 1, respectively (such aggregate amount with respect to any Deposit Date being referred to in this Second Supplemental Indenture as the “*Series 2024 Deposit Requirement*”):

(a) for deposit into the Principal and Interest Account, an amount equal to the Principal and Interest Account Requirement; and

(b) for deposit into the Program Fee Account, the amount estimated by the City to be required as of the close of business on the related Deposit Date to pay all Program Fees payable from amounts in the Program Fee Account during the semi-annual period commencing on such related Deposit Date and, in the case of the initial Deposit Date, any Program Fees payable from the Date of Issuance to, but not including, such initial Deposit Date.

In addition to the Series 2024 Deposit Requirement, there shall be deposited into the 2024 Second Lien Bonds Subaccount any other moneys received by the Trustee under and pursuant to the Indenture or this Second Supplemental Indenture, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the 2024 Second Lien Bonds Subaccount or to one or more Accounts in that Subaccount.

Upon calculation by the Trustee of each Series 2024 Deposit Requirement under this Section, the Trustee shall notify the City of the Series 2024 Deposit Requirement and the Deposit Date to which it relates; and shall provide the City with such supporting documentation and calculations as the City may reasonably request.

Section 4.05. Use of Moneys in the Principal and Interest Account. Moneys in the Principal and Interest Account shall be used for the payment of the principal of, premium, if any, and interest on the Series 2024 Second Lien Bonds, for the redemption of Series 2024 Second Lien Bonds prior to their respective Maturity Dates and for the payment of Section 2.8 Obligations and Section 2.9 Obligations. Funds for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Series 2024 Second Lien Bonds (including the optional redemption of Series 2024 Second Lien Bonds pursuant to Section 3.01 and not otherwise provided for; [the make-whole optional redemption of Series 2024 Second Lien Bonds pursuant to Section 3.03;] and with respect to payments made pursuant to Section 2.8 Obligations and Section 2.9 Obligations), shall be derived from moneys held in the Principal and Interest Account, ratably, without preference or priority of any kind, except that net payments required to be made by the City from Gross Revenues to a swap provider pursuant to a swap agreement authorized under the Indenture that does not satisfy the requirements for qualification as a Qualified Second Lien Swap Agreement shall be made only from amounts available after the payment of all Second Lien Bonds and termination and other non-scheduled payments made with respect to Section 2.9 Obligations shall be paid on a subordinate basis.

Section 4.06. Use of Moneys in the 2024 Construction Account and Program Fee Account. Moneys deposited into the 2024 Construction Account pursuant to Section 4.03(i) shall be used for the payment of Project Costs, as directed in a certificate of the City filed with the Trustee. If after the earliest to occur of (i) payment of all Project Costs as specified in a certificate of the City filed with the Trustee and (ii) [_____, 20___], there shall be any balance remaining on the 2024 Construction Account, such balance shall be transferred to the Program Fee Account. Moneys deposited into the Program Fee Account pursuant to Section 4.04(b) shall be used for the payment of Program Fees payable by the City to third parties with respect to the Series 2024 Second Lien Bonds as set forth in a certificate of the City filed with the Trustee.

Section 4.07. Use of Moneys in the Capitalized Interest Account. [Reserved]

Section 4.08. Use of Moneys in the Costs of Issuance Account. Except as otherwise provided in the 2024 Ordinance and this Second Supplemental Indenture, and subject to the provisions of and limitations contained in the Tax Agreement, moneys on deposit in the Costs of Issuance Account shall be disbursed and applied to pay, or to reimburse the payment of, Costs of Issuance, as directed in a certificate of the City filed with the Trustee. If after the earliest to occur of (i) payment of all other expenses incurred in connection with issuance of the Series 2024 Second Lien Bonds, as specified in a certificate of the City filed with the Trustee and (ii) _____, 2023, there shall be any balance remaining in the Costs of Issuance Account, such balance shall be transferred to the Principal and Interest Account.

Section 4.09. Tax Covenants. [The City covenants to take any action required by the provisions of the Code and within its power to take in order to preserve the exclusion of interest

on the Series 2024 Second Lien Bonds from gross income for federal income tax purposes, including, but not limited to, the provisions of Section 148 of the Code relating to “arbitrage bonds.”

The City further covenants to comply with the provisions of the Tax Agreement relating to the Series 2024 Second Lien Bonds, including, but not limited to, those provisions relating to the status of the Series 2024 Second Lien Bonds as [not] being “private activity bonds” under Section 141 of the Code.]

Section 4.10. Non-presentment of Bonds. If any Series 2024 Second Lien Bond is not presented for payment when the principal of such Series 2024 Second Lien Bond becomes due, whether at maturity, at the date fixed for redemption or otherwise, if moneys sufficient to pay such Series 2024 Second Lien Bond shall have been made available to the Trustee for the benefit of the Registered Owner of such Series 2024 Second Lien Bond, subject to the provisions of the immediately following paragraph, all liability of the City to the Registered Owner of such Series 2024 Second Lien Bond for the payment of such Series 2024 Second Lien Bond shall immediately cease, determine and be completely discharged, and thereupon it shall be the duty of the Trustee to hold such moneys, without liability for interest on such monies, for the benefit of the Registered Owner of such 2024 Second Lien Bond who shall thereafter be restricted exclusively to such moneys, for any claim of whatever nature on his or her part under the Indenture or on, or with respect to, such Series 2024 Second Lien Bond.

Any moneys so deposited with and held by the Trustee and not so applied to the payment of Series 2024 Second Lien Bonds within two years after the date on which the same shall have become due, shall be repaid by the Trustee to the City upon the City’s written request, and thereafter the Registered Owners of such Series 2024 Second Lien Bonds shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid, and all liability of the Trustee with respect to such moneys shall thereupon cease, and the City shall not be liable for any interest on such monies and shall not be regarded as a trustee of such moneys. The obligation of the Trustee under this Section to pay any such funds to the City shall be subject, however, to any provisions of law applicable to the Trustee or to such funds providing other requirements for disposition of unclaimed property.

Section 4.11. Moneys Held in Trust. All moneys required to be deposited with or paid to the Trustee for the account of any Fund or Account referred to in any provision of this Second Supplemental Indenture shall be held by the Trustee in trust as provided in Section 8.3 of the Indenture, and shall, while held by the Trustee, constitute part of the Trust Estate and be subject to the lien or security interest created by this Second Supplemental Indenture.

ARTICLE V

INVESTMENT OF MONEYS

Section 5.01. Investment of Moneys. Moneys held in the funds, accounts and subaccounts established under this Second Supplemental Indenture, including moneys held for payment of Series 2024 Second Lien Bonds not presented for payment as described in Section 4.10, shall be invested and reinvested in Permitted Investments in accordance with the

provisions governing investments contained in the Indenture; *provided*, that moneys in the Principal and Interest Account representing principal of or interest on the Series 2024 Second Lien Bonds shall only be invested in Governmental Obligations scheduled to mature on the earlier of (i) (A) 30 days from the date of investment (in the case of amounts representing principal of the Series 2024 Second Lien Bonds) or (B) six months from the date of investment (in the case of amounts representing interest payable on the Series 2024 Second Lien Bonds) or (ii) the date upon which such moneys will be required to be used in accordance with this Second Supplemental Indenture. All such investments shall be held by or under the control of the Trustee and shall be deemed at all times part of the fund, account or subaccount for which they were made.

ARTICLE VI

DISCHARGE OF LIEN

Section 6.01. Defeasance. If the City shall pay to the Registered Owners of the Series 2024 Second Lien Bonds, or provide for the payment of, the principal, premium, if any, and interest to become due on the Series 2024 Second Lien Bonds, then this Second Supplemental Indenture shall be fully discharged and satisfied upon the satisfaction and discharge of this Second Supplemental Indenture, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction, and all fiduciaries shall pay over or deliver to the City all funds, accounts and other moneys or securities held by them pursuant to this Second Supplemental Indenture which are not required for the payment or redemption of the Series 2024 Second Lien Bonds.

If the City shall pay and discharge a portion of the Series 2024 Second Lien Bonds as provided above, including any Series in full, such portion shall cease to be entitled to any lien, benefit or security under the Indenture. The liability of the City with respect to such Series 2024 Second Lien Bonds shall continue, but the Registered Owners of the Series 2024 Second Lien Bonds so defeased shall thereafter be entitled to payment (to the exclusion of all other Bondholders) only out of the moneys or Governmental Obligations described in clause (a) of the definition of such term deposited with the Trustee under Article IX of the Indenture.

The provisions of this Section 6.01 are subject in all respects to the provisions of Sections 9.1 and 9.2 of the Indenture.

ARTICLE VII

REMEDIES

The provisions of Article VII of the Indenture shall be applicable to any Event of Default which shall have occurred and be continuing under this Second Supplemental Indenture.

Under no circumstance may the Trustee declare the principal of or interest on the Series 2024 Second Lien Bonds to be due and payable prior to the Maturity Date following the occurrence of an Event of Default under the Indenture or this Second Supplemental Indenture.

ARTICLE VIII

TRUSTEE AND PAYING AGENT

Section 8.01. Acceptance of Trusts.

(a) The Trustee accepts the trusts imposed upon it by this Second Supplemental Indenture, and agrees to perform said trusts, but only upon and subject to the express terms and conditions set forth in this Second Supplemental Indenture and in the Indenture. Except as otherwise expressly set forth in this Second Supplemental Indenture, the Trustee assumes no duties, responsibilities or liabilities by reason of its execution of this Second Supplemental Indenture other than as set forth in the Indenture and this Second Supplemental Indenture, and this Second Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions of its acceptance of the trust under the Indenture, as fully as if said terms and conditions were set forth at length in this Second Supplemental Indenture. Notwithstanding the provisions of Section 8.4 or 8.5 of the Indenture, the Trustee shall have no lien or security interest in and to amounts in the Principal and Interest Account for the purpose of paying the fees or expenses of the Trustee or any Paying Agent. Notwithstanding any provision of the Indenture to the contrary, the Trustee may not resign or be removed until a successor Trustee shall have been appointed as provided in the Indenture.

(b) The Trustee may appoint a Trustee's Agent with power to act on its behalf and subject to its direction in the authentication, registration and delivery of Series 2024 Second Lien Bonds of any Series in connection with transfers and exchanges hereunder, as fully to all intents and purposes as though such Trustee's Agent had been expressly authorized by this Second Supplemental Indenture to authenticate, register and deliver such Series 2024 Second Lien Bonds. The foregoing notwithstanding, the Trustee need not appoint a Trustee's Agent for as long as the Trustee shall have an office in New York, New York capable of handling the duties of Trustee's Agent hereunder. Any Trustee's Agent appointed pursuant to this Section shall evidence its acceptance by a certificate filed with the Trustee and the City. For all purposes of this Second Supplemental Indenture, the authentication, registration and delivery of Series 2024 Second Lien Bonds by the Trustee or any Trustee's Agent pursuant to this Section shall be deemed to be the authentication, registration and delivery of such Series 2024 Second Lien Bonds "by or to the Trustee." Such Trustee's Agent shall at all times be a commercial bank having an office in New York, New York, and shall at all times be a corporation organized and doing business under the laws of the United States or of any state with combined capital and surplus of at least \$15,000,000 and authorized under such laws to exercise corporate trust powers and subject to supervision or examination by Federal or state authority. If such corporation publishes reports of condition at least annually pursuant to law or the requirements of such authority, then for the purposes of this Section the combined capital and surplus of such corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. Any Trustee's Agent appointed hereunder shall also be a Paying Agent for purposes of this Second Supplemental Indenture

Section 8.02. Dealing in Series 2024 Second Lien Bonds. The Trustee, in its individual capacity, may buy, sell, own, hold and deal in the Series 2024 Second Lien Bonds, and may join in any action which the Registered Owner of any Series 2024 Second Lien Bond

may be entitled to take with like effect as if it did not act in any capacity under this Second Supplemental Indenture. The Trustee, in its individual capacity, either as principal or agent, may also engage in or be interested in any financial or other transaction with the City, and may act as depositary, trustee or agent for any committee or body of the Registered Owners of the Series 2024 Second Lien Bonds secured by this Second Supplemental Indenture or other obligations of the City as freely as if it did not act in any capacity under this Second Supplemental Indenture.

Section 8.03. Paying Agent.

(a) The Trustee is appointed Paying Agent for the Series 2024 Second Lien Bonds. The City may at any time or from time to time appoint one or more other Paying Agents having the qualifications set forth in subsection (c) below for a successor Paying Agent.

(b) The Trustee accepts the duties and obligations imposed upon it as Paying Agent by this Second Supplemental Indenture. Each other Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by this Second Supplemental Indenture by executing and delivering to the City and to the Trustee a written acceptance thereof.

(c) Any Paying Agent may at any time resign and be discharged of the duties and obligations imposed upon it by this Second Supplemental Indenture by giving at least 60 days' written notice to the City and the Trustee, and such resignation shall take effect upon the day specified in such notice but only if a successor shall have been appointed as provided herein. Any Paying Agent appointed by the City may be removed at any time by an instrument signed by the Authorized Officer and filed with such Paying Agent and the Trustee. The Trustee may at any time terminate the agency of any Paying Agent appointed by it by giving written notice of such termination to such Paying Agent and the City. Upon receiving such a notice of resignation or upon such a termination, or in case at any time such Paying Agent shall cease to be eligible under this Section, the Trustee shall promptly appoint a successor Paying Agent, shall give written notice of such appointment to the City and shall mail notice of such appointment to all Owners of Series 2024 Second Lien Bonds. Any successor Paying Agent shall be appointed by the City and shall be a bank or trust company organized under the laws of any state of the United States or a national banking association; having capital stock and surplus aggregating at least \$15,000,000, or shall be a wholly-owned subsidiary of such an entity, willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Second Supplemental Indenture.

(d) In the event of the resignation or removal of any Paying Agent, such Paying Agent shall pay over, assign and deliver any moneys held by it as Paying Agent to its successor, or if there be no successor, to the Trustee and shall be subject to audit of all of its books, records and accounts with respect to the Bonds.

ARTICLE IX

SUPPLEMENTAL INDENTURES

Section 9.01. Supplemental Indentures. This Second Supplemental Indenture may be supplemented and amended in the manner set forth in Articles V and VI, respectively, of the Indenture.

Additionally, this Second Supplemental Indenture may, without the consent of, or notice to, any of the Bondholders, be supplemented and amended, in such manner as shall not be inconsistent with the terms and provisions of this Second Supplemental Indenture, the Indenture or the 2024 Ordinance, for any one or more of the following purposes:

- (a) to provide for certificated Series 2024 Second Lien Bonds; and
- (b) to secure or maintain ratings from any Rating Agency in the highest long-term debt rating category of such Rating Agency which are available for the Series 2024 Second Lien Bonds, which changes will not restrict, limit or reduce the obligation of the City to pay the principal of, premium, if any, and interest on such Series 2024 Second Lien Bonds as provided in the Indenture or otherwise adversely affect the Registered Owners of such Series 2024 Second Lien Bonds under the Indenture.

ARTICLE X

MISCELLANEOUS

Section 10.01. Second Supplemental Indenture as Part of Indenture. This Second Supplemental Indenture shall be construed in connection with, and as a part of, the Indenture, and all terms, conditions and covenants contained in the Indenture, except as provided in the Indenture or as modified or supplemented in this Second Supplemental Indenture or the 2024 Ordinance and shall apply and be deemed to be for the equal benefit, security and protection of the Bondholders. The Indenture is in all respects ratified, confirmed and approved.

Section 10.02. Severability. If any provision of this Second Supplemental Indenture shall be held or deemed to be, or shall, in fact, be, illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions contained in this Second Supplemental Indenture or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 10.03. Payments Due on Saturdays, Sundays and Holidays. If the date for making any payment, or the last date for the performance of any act or the exercise of any right, as provided in this Second Supplemental Indenture, shall not be a Business Day, such payment may be made, act performed or right exercised on the next Business Day with the same force and effect as if done on the nominal date provided in this Second Supplemental Indenture, and no interest shall accrue for the period after such nominal date.

Section 10.04. Counterparts. This Second Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 10.05. Rules of Interpretation. Unless expressly indicated otherwise, references to Sections or Articles are to be construed as references to Sections or Articles of this instrument as originally executed.

Section 10.06. Captions. The captions and headings in this Second Supplemental Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Second Supplemental Indenture.

IN WITNESS WHEREOF, City has caused these presents to be executed in its name and with its official seal affixed to this Second Supplemental Indenture and attested by its duly authorized officials; and to evidence its acceptance of the trusts created by this Second Supplemental Indenture, the Trustee has caused these presents to be executed in its corporate name and with its corporate seal affixed to this Second Supplemental Indenture and attested by its duly authorized officers, as of the date Second above written.

CITY OF CHICAGO

By: _____
Chief Financial Officer

[SEAL]

Attest:

By: _____
City Clerk

AMALGAMATED BANK OF CHICAGO,
as Trustee

By: _____
Authorized Signatory

[SEAL]

Attest:

By: _____
Authorized Signatory

Exhibit A
Form of Series 2024 Second Lien Bond

UNITED STATES OF AMERICA

STATE OF ILLINOIS

CITY OF CHICAGO

SECOND LIEN WASTEWATER TRANSMISSION REVENUE BONDS,

[PROJECT AND/OR REFUNDING], SERIES 2024 [(TAXABLE)]

Number R-_____ \$_____

MATURITY DATE _____ 1,
20 _____

INTEREST RATE _____ %

ORIGINAL ISSUE DATE _____, 20 _____

CUSIP _____

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT¹: Dollars

The City of Chicago (the “City”), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, for value received, promises to pay (but only out of the sources provided below) to the Registered Owner identified above, or registered assigns, [on the Maturity Date specified above upon presentation and surrender of this Series 2024 Second Lien Bond, the Principal Amount specified above, and to pay (but only out of the sources provided below) interest on the balance of said Principal Amount from time to time remaining unpaid from and including the original issue date specified above, or from and including the most recent Interest Payment Date (as defined in the Second Supplemental Indenture, as such term is defined below) with respect to which interest has been paid or duly provided for, until payment of said Principal Amount has been made or duly provided for.] [upon presentation and surrender of this Series 2024 Second Lien Bond, the Principal Amount Upon Original Issuance specified above plus interest on that amount (and on interest accrued to the various compounding dates as specified below) from the original issue date specified above to the Maturity Date specified above at the Interest Rate specified above on any such amounts for which payment is not made or provided for. The total amount due on the Maturity Date specified above is the amount shown above as the Payment at Maturity. For all purposes of this Series 2024 Second Lien Bond, the principal amount at any time is the sum of the Principal Amount upon Original Issuance specified above plus interest on the Series 2024 Second Lien Bond accrued and compounded on such date as provided above.]

¹ For Capital Appreciation 2024 Second Lien Bonds, the words “PRINCIPAL AMOUNT” will be replaced by “PRINCIPAL AMOUNT UPON ORIGINAL ISSUANCE.”

The Series 2024 Second Lien Bonds are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of its credit within the meaning of any Constitutional or statutory provision or limitation as to indebtedness. The Series 2024 Second Lien Bonds do not have a claim for payment from any taxes of the City. Neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision of the State of Illinois is pledged to the payment of the principal of the Series 2024 Second Lien Bonds, or the interest or any premium on the Series 2024 Second Lien Bonds. The Series 2024 Second Lien Bonds are payable solely from the Trust Estate (as defined in the Second Supplemental Indenture) pledged to such payment under the Indenture and certain other monies held by or on behalf of the Trustee.

The principal of and premium, if any, on this Series 2024 Second Lien Bond shall be payable at the designated corporate trust office of the Trustee or upon presentation and surrender of this Series 2024 Second Lien Bond.

Interest on this Series 2024 Second Lien Bond shall be paid by check mailed on the Interest Payment Date to the person appearing on the Bond Register as the Registered Owner of this Series 2024 Second Lien Bond as of the close of business of the Trustee on the Record Date at the address of such Registered Owners as it appears on the Bond Register or at such other address as is furnished to the Trustee in writing by such Registered Owner not later than the Record Date. Payment of interest on this Series 2024 Second Lien Bond shall be made to a Registered Owner of One Million Dollars (\$1,000,000) or more in aggregate principal amount of Series 2024 Second Lien Bonds as of the close of business of the Trustee on the Record Date for a particular Interest Payment Date by wire transfer to such Registered Owner on such Interest Payment Date upon written notice from such Registered Owner containing the wire transfer address within the United States to which such Registered Owner wishes to have such wire directed, which written notice is received not later than the Business Day next preceding the Record Date.

Interest accrued on this Series 2024 Second Lien Bond shall be paid in arrears on each Interest Payment Date. Interest on this Series 2024 Second Lien Bond shall be computed upon the basis of a three hundred sixty (360) day year consisting of twelve (12) thirty (30) day months.

General. This Series 2024 Second Lien Bond is one of an authorized series of bonds limited in aggregate principal amount to \$[] (the "Series 2024 Second Lien Bonds") issued pursuant to, under authority of and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois and related ordinances of the City Council of the City, and executed under a Master Indenture of Trust Securing Second Lien Wastewater Transmission Revenue Bonds, dated as of May 1, 2023 (the "Master Indenture"), and as supplemented by a Second Supplemental Indenture, dated as of [] 1, 2024] (the "Second Supplemental Indenture" and, together with the Master Indenture, the "Indenture"), from the City to Amalgamated Bank of Chicago, as trustee (the "Trustee"), for any one or more of the purposes of (1) paying Project Costs, (ii) refunding in advance of maturity such portion of the Outstanding Bonds as shall be determined by the Authorized Officer ("Refunding Purposes"), (iii) funding capitalized interest on the Series 2024 Second Lien Bonds, (iv) paying Costs of Issuance of the Series 2024 Second Lien Bonds, (v) making a deposit in the Debt Service Reserve Account

established by the Indenture, and (vi) providing for any discount on the Series 2024 Second Lien Bonds. The Series 2024 Second Lien Bonds and the interest on them are payable from Second Lien Bond Revenues (as defined in the Indenture) deposited into the 2024 Second Lien Bonds Subaccount and pledged to the payment of the Series 2024 Second Lien Bonds under the Indenture and certain other monies held by or on behalf of the Trustee and from any other monies held by the Trustee under the Indenture for such purpose.

As provided in the Indenture, additional bonds may be issued from time to time pursuant to supplemental indentures in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates, and may otherwise vary as provided in the Master Indenture. The aggregate principal amount of bonds that may be issued pursuant to the Indenture is not limited, except as provided in the Indenture and ordinances authorizing those additional bonds, and all bonds issued and to be issued pursuant to the Indenture, including the Series 2024 Second Lien Bonds, are and will be equally secured by the pledges and covenants made in the Series 2024 Second Lien Bonds, except as otherwise provided or permitted in the Master Indenture.

Copies of the Indenture are on file at the principal corporate trust office of the Trustee, and reference to the Indenture and any and all supplements to it and modifications and amendments of it is made for a description of the pledge and covenants securing the Series 2024 Second Lien Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the Registered Owners of the Series 2024 Second Lien Bonds and the limitations on such rights and remedies.

The Series 2024 Second Lien Bonds are subject to [optional, mandatory sinking fund and optional make-whole] redemption prior to maturity as provided in the Second Supplemental Indenture.

Limited Obligation. The Series 2024 Second Lien Bonds are issued pursuant to ordinances adopted by the City Council of the City, which ordinances authorize the execution and delivery of the Indenture. The Series 2024 Second Lien Bonds are limited obligations of the City payable solely from the Trust Estate pledged therefor under the Indenture.

No recourse shall be had for the payment of the principal of premium, if any, or interest on any of the Series 2024 Second Lien Bonds or for any claim based on the Series 2024 Second Lien Bonds or upon any obligation, covenant or agreement in the Indenture contained, against any past, present or future officer, employee or agent, or member of the City Council, of the City, or any successor to the City, as such, either directly or through the City, or any successor to the City, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officer, employee or agent, or member of the City Council, as such, is hereby expressly waived and released as a condition of and in consideration for the execution of the Indenture and the issuance of any of the Series 2024 Second Lien Bonds.

Registration. This Series 2024 Second Lien Bond is transferable by the Registered Owner of this Series 2024 Second Lien Bond in person or by such Registered Owner's attorney

duly authorized in writing at the designated corporate trust office of the Trustee, but only in the manner and subject to the limitations provided in the Indenture.

Defeasance. Provision for payment of all or any portion of the Series 2024 Second Lien Bonds may be made, and the Indenture may be discharged, prior to payment of the Series 2024 Second Lien Bonds in the manner provided in the Indenture.

Miscellaneous. The Registered Owner of this Series 2024 Second Lien Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants, the Indenture, or to take any action with respect to any event of default under the Indenture, or to institute, appear in or defend any suit or other proceedings with respect to the Indenture, except as provided in the Indenture.

IT IS CERTIFIED, RECITED AND DECLARED that all acts and conditions required to be performed or to exist precedent to and in the execution and delivery of the Indenture and the issuance of this Series 2024 Second Lien Bond exist or have been performed in due time, form and manner as required by law, and that the issuance of this Series 2024 Second Lien Bond and the series of which it forms a part does not exceed or violate any constitutional or statutory limitation.

This Series 2024 Second Lien Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Indenture unless and until the certificate of authentication hereon shall have been duly executed by the Trustee.

IN WITNESS WHEREOF, the City of Chicago has caused this Series 2024 Second Lien Bond to be executed in its name by the manual or facsimile signature of its Mayor and the manual or facsimile of its corporate seal to be printed on this Series 2024 Second Lien Bond and attested by the manual or facsimile signature of its City Clerk.

CITY OF CHICAGO

By: _____
Mayor

Attest:

City Clerk

CERTIFICATE OF AUTHENTICATION

This Series 2024 Second Lien Bond is one of the Series 2024 Second Lien Bonds described in the within-mentioned Indenture.

Authentication Date: _____

AMALGAMATED BANK OF CHICAGO,
as Trustee

By: _____
Authorized Signatory

ASSIGNMENT

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

Ten. Com. -- as tenants in common

Ten. Ent. -- as tenants by the entireties

Jt. Ten. -- as joint tenants with right of survivorship and not as tenants in common

Unif. Gift Min. Act _____ Custodian _____
(Cust.) (Minor)

under Uniform Gifts to Minors Act

(State)

Additional abbreviations may also be used, though not in the above list.

For Value Received, the undersigned sells, assigns and transfers unto

(Name and Address of Assignee)

this Series 2024 Second Lien Bond of the City of Chicago and irrevocably constitutes and appoints _____, attorney to transfer said Series 2024 Second Lien Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature: _____

Signature Guaranteed:

Notice: The signature to this assignment must correspond with the name as it appears upon the face of this Series 2024 Second Lien Bond in every particular, without alteration or enlargement or any change whatever.



CITY OF CHICAGO



COMMITTEE ON FINANCE

CITY COUNCIL

CITY HALL - ROOM 302

121 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60602

ALDERMAN PAT DOWELL
CHAIRMAN

PHONE: 312-744-3380

**January 24, 2024
CHICAGO, ILLINOIS**

TO THE PRESIDENT AND MEMBERS OF THE CITY COUNCIL:

Your Committee on Finance which was referred a substitute ordinance concerning the issuance of City's Second Lien Wastewater Transmission Revenue Bonds Series 2024.
(SO2023-0006398)

Having the same under advisement, begs leave to report and recommend that Your Honorable Body **Pass** the proposed substitute ordinance transmitted herewith.

This recommendation was concurred in by a vote of the members of the committee present with no dissenting votes on **January 22, 2024**.

(signed)

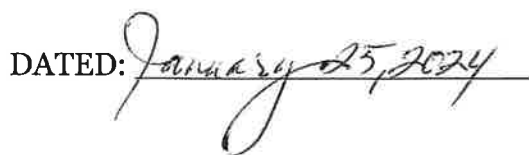
Pat Dowell, Chairman
Committee on Finance

APPROVED


CORPORATION COUNSEL

APPROVED


MAYOR

DATED: 

DATED: 