

November 18, 2024

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES
(847) 537-2306 # 229
November 18, 2024

The regular meeting of the Board of Trustees of the Northwest Mosquito Abatement District was held at 6:30 pm Monday, November 18, 2024, at 1500 Hicks Rd Suite 100, Rolling Meadows, IL 60008.

There being a presence of a quorum, Daniel R. Ansani, President called the meeting to order.

Trustees present: Daniel R. Ansani, President; Dale Niewiardowski, Vice President / Secretary; Russell Nowak, Treasurer; Justin Harbison, Trustee; Carol Johnson, Trustee.

No Trustee was not permitted to attend the meeting by video or audio conference.

Trustees Absent: None

Also present: James Thennisch, Director; Carolyn Strahammer, Attorney; Patrick Irwin, Assistant Director; Ewa Migacz, Office Manager.

The minutes of the October 16, 2024, meeting were read. Trustee Russell Nowak made a motion to accept the minutes as read, and Trustee Justin Harbison seconded the motion.

The Secretary called the roll, and all ayes had been cast for approval of the motion, thereby declaring the motion carried.

The Treasurer's Report for October 2024 was presented, and all checks were approved for payment. Trustee Dale Niewiardowski made a motion to accept the report as read, and Trustee Carol Johnson seconded the motion.

The Secretary called the roll, and all ayes had been cast for approval of the motion, thereby declaring the motion carried.

Attorney Strahammer updated the Board of Trustees that the Report on Local Government Efficiency had been filed on October 30 and the Decennial Committee was dissolved.

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Attorney Carollyn Strahammer presented the ordinance amending an ordinance approved by the Board of Trustees on October 18, 2023, providing for the issuance of a \$4,600,000 Debt Certificate in order to finance the acquisition of property by the District prepared by Attorney Kent Floros from Chapman and Culter LLP.

EXTRACT OF MINUTES of a regular public meeting of the Board of Trustees of The Northwest Mosquito Abatement District, Cook County, Illinois, held at the District Office, 1500 Hicks Road, Suite 100, Rolling Meadows, Illinois, in said District, at 6:30 p.m., on the 18th day of November, 2024.

The meeting was called to order by the President, and upon the roll being called, Daniel R. Ansani, the President, and the following Trustees were physically present at said location: _____
_____.

The following Trustees were allowed by a majority of the members of the Board of Trustees in accordance with and to the extent allowed by rules adopted by the Board of Trustees to attend the meeting by video or audio conference: _____

No Trustee was not permitted to attend the meeting by video or audio conference.

The following Trustees were absent and did not participate in the meeting in any manner or to any extent whatsoever: _____

The President announced that the Board of Trustees would next consider the adoption of an ordinance amending an ordinance approved by the Board of Trustees on October 18, 2023, providing for the issuance of a \$4,600,000 Debt Certificate in order to finance the acquisition of property by the District.

Whereupon President Ansani presented and read by title an ordinance as follows, a copy of which was provided to each Trustee prior to said meeting and to everyone in attendance at said meeting who requested a copy:

AN ORDINANCE of the Board of Trustees of The Northwest Mosquito Abatement District, Cook County, Illinois, amending an ordinance approved by the Board of Trustees to authorize the issuance of the District's Debt Certificate, Series 2023, for the purpose of modifying certain terms of said debt certificates.

WHEREAS, The Northwest Mosquito Abatement District, Cook County, Illinois (the "*District*"), is a duly organized and existing mosquito abatement district incorporated and existing under the Mosquito Abatement District Act, as amended (the "*Act*"), and particularly as supplemented and amended by the Local Government Debt Reform Act, as amended (the "*Debt Reform Act*"), and the other Omnibus Bond Acts, as amended, and Section 17(b) of the Debt Reform Act (collectively, the "*Installment Purchase Provisions*"), in each case, as supplemented and amended (collectively, "*Applicable Law*"); and

WHEREAS, the Board of Trustees of the District (the "*Board*") on the 18th day of October, 2023, adopted an ordinance entitled:

AN ORDINANCE of The Northwest Mosquito Abatement District, Cook County, Illinois, authorizing and providing for an Installment Purchase Agreement for the purpose paying the cost of purchasing real or personal property, or both, in and for the District, and authorizing and providing for the issue of the District's Debt Certificate in an aggregate principal amount not to exceed \$4,600,000, evidencing the rights to payment under the Agreement, prescribing the details of the Agreement and Certificate, and providing for the security for and means of payment under the Agreement of the Certificate.

(the "*Debt Certificate Ordinance*"); and

WHEREAS, pursuant to the Debt Certificate Ordinance, the District issued its Debt Certificate, Series 2023, dated October 31, 2023 (the "*Debt Certificate*"); and

WHEREAS, the Debt Certificate was sold to Barrington Bank & Trust Company, N.A., Barrington, Illinois (the "*Purchaser*"), in a private placement transaction, and the Purchaser remains the holder of the outstanding Debt Certificate on the date hereof; and

WHEREAS, the Board has determined and does hereby determine that it is necessary and in the best interests of the District that certain terms of the Debt Certificate be modified (collectively, the “*Amendments*”); and

WHEREAS, the Purchaser has consented to the Amendments as set forth in this Ordinance and as evidenced by a revised commitment from the Purchaser:

NOW THEREFORE Be It Ordained by the Board of Trustees of The Northwest Mosquito Abatement District, Cook County, Illinois, as follows

Section 1. Incorporation of Preambles. The Board hereby finds that the recitals contained in the preambles to this Ordinance are true, correct, and complete and does incorporate them into this Ordinance by this reference.

Section 2. The Modified Terms. The Amendments consist of (i) extending the Final Draw Date from April 30, 2025, to November 1, 2025, (ii) adding an additional interest payment date on May 1, 2025, and (iii) changing the payment date by which the Amortization Schedule (as defined in the Debt Certificate Ordinance) shall be delivered from May 1, 2025, to November 1, 2025.

Section 3. Amendments to Debt Certificate Ordinance. To provide for the Amendments, the Debt Certificate Ordinance is hereby amended by replacing Section 6 of the Debt Certificate Ordinance in its entirety with the following:

For the purpose of paying the costs of acquiring the Project, there shall be issued and sold the Certificate in a principal amount of \$4,600,000, payable to the Purchaser or registered assigns as provided therein. The maximum principal face amount (the “*Face Amount*”) of the Certificate shall be shown on the face of the Certificate as \$4,600,000, but only so much of the Face Amount as is advanced by the Purchaser and received for value (the “*Outstanding Principal Amount*” as subject to reduction as hereinbelow provided), as evidenced by the Certificate, shall be payable. The initial advance, which amount shall be advanced on the date of the issuance of the Certificate, shall be in an amount not less than \$50,001 (the “*Initial Advance*”). The final advance shall occur not later than November 1, 2025 (the “*Final Draw Date*”). The Certificate shall be designated “Debt

Certificate, Series 2023”, shall be in fully registered form, shall be dated the date of the issuance thereof, and shall bear the date of authentication thereof and shall mature on November 1, 2031. The Outstanding Principal Amount of the Certificate from time to time outstanding shall bear interest at the rate of 5.40% per annum. Payments of the principal of and interest on the Certificate shall be paid semi-annually on May 1 and November 1 of each year in accordance with the Amortization Schedule (as hereinafter defined).

Prior to the issuance of the Amortization Schedule, interest on the Certificate shall be due and payable on May 1, 2024, November 1, 2024 and May 1, 2025. Upon the earliest to occur of (i) the date on which all amounts have been drawn on the Certificate and (ii) the Final Draw Date, the Purchaser shall prepare an amortization schedule (the “*Amortization Schedule*”) which shall set forth the principal of and interest on the Certificate to be paid on each semi-annual payment date commencing with the payment to be made on November 1, 2025. The Amortization Schedule shall be calculated in accordance with the provisions of the term sheet with respect to the Certificate prepared by the Purchaser, which term sheet is attached hereto as *Exhibit A*. The Amortization Schedule shall be appended to the Certificate and shall constitute a part of the Certificate.

The Outstanding Principal Amount at any time shall be made up of (a) advances less the sum of (b)(i) principal installment payments and (ii) redemptions and prepayments of principal. The Certificate shall bear interest on the Outstanding Principal Amount from time to time at the rate aforesaid, from the time advanced until paid or duly provided for, such interest computed on the basis of a 360-day year, and being payable on the dates set forth above. All installments of principal of and interest on the Certificate shall be payable in lawful money of the United States of America at the office of the Certificate Registrar

Section 4. Filing; Delivery of Revised Debt Certificate. A certified copy of this Ordinance shall be filed with the Secretary and the Treasurer of the Board, and the Secretary shall in the future attach a certified copy of this Ordinance to the Debt Certificate Ordinance whenever the Secretary makes available a copy of the Debt Certificate Ordinance. The District shall deliver a revised form of the Certificate pursuant to the provisions of, and in the form set forth in, the Debt Certificate Ordinance with such changes as are necessary to reflect the Amendments. The revised form of Certificate shall be delivered to the Purchaser in exchange for the original Certificate, and the original Certificate shall be destroyed by the District.

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Section 5. Further Acts. The President, Secretary and Treasurer and any other officer of the District as may be necessary are hereby authorized to take such all such actions, including, but not limited to, executing documents, entering into agreements with the Purchaser, and filing forms with the Internal Revenue Service, as may be necessary to effectuate the Amendments.

Section 6. Severability. If any section, paragraph, clause or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance.

Section 7. Repeal. All ordinances, resolutions or parts thereof in conflict herewith be and the same are hereby repealed, and this Ordinance shall be in full force and effect forthwith upon its adoption.

Adopted November 18, 2024.

President

Attest:

Secretary

Trustee _____ moved and Trustee _____ the motion that said ordinance as presented and read by title by the Secretary be adopted.

After a full and complete discussion thereof, the President directed that the roll be called for a vote upon the motion to adopt the ordinance as read by title.

Upon the roll being called, the following Trustees voted AYE: _____

NAY: _____

Whereupon the President declared the motion carried and the ordinance adopted, and henceforth did approve and sign the same in open meeting and did direct the Secretary to record the same in full in the records of The Northwest Mosquito Abatement District, Cook County, Illinois, which was done.

Other business not pertinent to the adoption of said ordinance was duly transacted at said meeting.

Upon motion duly made and seconded, the meeting was adjourned.

Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CERTIFICATION OF MINUTES AND ORDINANCE

I, the undersigned, do hereby certify that I am the duly qualified and acting Secretary of The Northwest Mosquito Abatement District, Cook County, Illinois (the “*District*”), and as such official am the keeper of the records and files of the Board of Trustees of the District (the “*Board*”).

I further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Board held on the 18th day of November, 2024, insofar as the same relates to the adoption of an ordinance entitled:

AN ORDINANCE of the Board of Trustees of The Northwest Mosquito Abatement District, Cook County, Illinois, amending an ordinance approved by the Board of Trustees to authorize the issuance of the District’s Debt Certificate, Series 2023, for the purpose of modifying certain terms of said debt certificates.

(a true, correct and complete copy of which said ordinance as adopted at said meeting appears in the foregoing transcript of the minutes of said meeting.

I do further certify that the deliberations of the Board on the adoption of said ordinance were conducted openly, that the vote on the adoption of said ordinance was taken openly, that said meeting was held at a specified time and place convenient to the public, that notice of said meeting was duly given to all of the news media requesting such notice, that an agenda for said meeting was posted at the location where said meeting was held and at the principal office of the Board at

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least 72 hours in advance of the holding of said meeting, that at least one copy of said agenda was continuously available for public review during the entire 72-hour period preceding said meeting, that a true, correct and complete copy of said agenda as so posted is attached hereto as *Exhibit A*, that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, the Mosquito Abatement District Act of the State of Illinois, as amended, and the Local Government Debt Reform Act of the State of Illinois, as amended, and that the Board has complied with all of the provisions of said Acts and said Code and with all of the procedural rules of the Board.

IN WITNESS WHEREOF, I hereunto affix my official signature and seal of said Mosquito Abatement District, this 18th day of November, 2024.

Secretary

(SEAL)
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CERTIFICATE OF FILING

We, the undersigned, do hereby certify that we are, respectively, the duly qualified and acting Secretary and Treasurer of The Northwest Mosquito Abatement District, Cook County, Illinois (the “*District*”), respectively, and as such officers we do hereby certify that on the 18th day of November, 2024, there was filed with each of us, respectively, and placed on deposit in our respective records, a properly certified copy of an ordinance adopted by the Board of Trustees of the District on the 18th day of November, 2024, and entitled:

AN ORDINANCE of the Board of Trustees of The Northwest Mosquito Abatement District, Cook County, Illinois, amending an ordinance approved by the Board of Trustees to authorize the issuance of the District’s Debt Certificate, Series 2023, for the purpose of modifying certain terms of said debt certificates.

and that the same have all been deposited in, and all as appears from, the official files and records of our respective offices.

IN WITNESS WHEREOF, we hereunto affix our official signatures and the seal of the District, this 18th day of November, 2024.

Secretary

Treasurer

(SEAL)

Assistant Director / Entomologist Patrick Irwin presented the Entomology Report. The IDNR biennial ECOCAT has been submitted, and the District received a review for endangered and protected species. Dr. Irwin reported that the IEPA NPDES annual report has been submitted and the NPDES Pesticide Discharge Management Plan has been updated. He continues to conduct tick surveillance and research. Dr. Irwin presented a graph showing human cases of tick-borne diseases in the District since 2008. Assistant Director/ Entomologist Patrick Irwin is scheduled to present at the Illinois Mosquito and Vector Control Association (IMVCA) conference on Friday, November 22, at 11:00 AM. Additionally, he will be presenting to the staff at the Crabtree Nature Center on December 4, 2024. Furthermore, he is actively exploring other community farmers' markets as potential opportunities for public outreach.

The AMCA 91st Annual Meeting is scheduled for March 3-7, 2025.

Director James Thennisch presented the operations report.

The Debt Disclosure Report for Cook County was completed and filed on the Cook County website.

Director James Thennisch presented the Workers Compensation Insurance renewal proposal received from Bradish Associates, LTD.

Trustee Russell Nowak made a motion to approve Bradish Associates, LTD proposal for the Workers Compensation Insurance renewal for 2024/2025 with ICW Group, Trustee Dale Niewiardowski seconded the motion.

The Secretary called the roll and all ayes had been cast for approval of the motion and thereby declared the motion carried

The Director informed the Board of Trustees that work continues with W.B. Olson and 845 Design Group Architect.

Field Operations started offseason maintenance and review.

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Director James Thennisch presented the Internal Services report.

The Director provided an update on the preparations for the surplus equipment sale planned for December 9, 2024.

The next Board meeting is scheduled for December 18, 2024.

There being no further business to come before the Board, a motion was made by Trustee Russell Nowak to adjourn, which was seconded by Trustee Justin Harbison. The motion passed unanimously at 6:53 p.m.

President

Vice President /Secretary