FILED

SEP 07 2017

CITY CLERK

SPECIAL ORDINANCE NO. 35, 2017 AS AMENDED

A SPECIAL ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF TERRE HAUTE, INDIANA, AUTHORIZING THE ISSUANCE OF THE CITY OF TERRE HAUTE, INDIANA MULTIFAMILY HOUSING REVENUE BONDS (SILVER BIRCH OF TERRE HAUTE PROJECT), SERIES 2017 IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED EIGHTEEN MILLION DOLLARS ($18,000,000) AND THE LENDING OF THE PROCEEDS THEREOF TO TERRE HAUTE AAL LP AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO.

WHEREAS, Indiana Code Title 36, Article 7, Chapters 11.9 and 12 (collectively, the "Act") declares that the financing and refinancing of economic development facilities constitutes a public purpose; and

WHEREAS, pursuant to the Act, the City of Terre Haute, Indiana (the "City") is authorized to issue revenue bonds and lend the proceeds thereof to a developer for the purpose of financing, reimbursing or refinancing the costs of acquisition, design, construction and equipping of economic development facilities in order to foster creation or retention of opportunities for gainful employment and creation of business opportunities in or near the City; and

WHEREAS, Terre Haute AAL LP, an Indiana limited partnership or another Indiana limited partnership formed by Vermilion Enterprises LLC (the "Borrower") desires to finance a certain project constituting an economic development facility under the Act within the City, including all or any portion of the acquisition, design, construction and equipping of an approximately 119-unit assisted living multifamily housing facility, together with functionally-related and subordinate facilities, 114 of which will be for low and moderate income seniors and 5 of which will be market rate units (collectively, the "Project") to be located at Lafayette and 6th Street in Terre Haute, Vigo County, Indiana; and

WHEREAS, the Borrower has advised the City of Terre Haute Economic Development Commission (the "Commission") and the City concerning the Project, and requested that the City issue one or more series of its Multifamily Housing Revenue Bonds (Silver Birch of Terre Haute Project), Series 2017, in an aggregate principal amount not to exceed Eighteen Million Dollars ($18,000,000) (the "Bonds") under the Act and lend all or a portion of the proceeds of such Bonds to the Borrower for the purpose of providing funds (a) to pay all or a part of the cost of design, acquisition, construction and equipping of the Project, and (b) to pay incidental expenses of issuance, including but not limited to, the funding of a debt service reserve fund, if necessary, and capitalized interest, if necessary; and

WHEREAS, the Bonds shall never constitute a general obligation of, an indebtedness of, or charge against the general credit of the City; and

WHEREAS, the Commission has studied the Project and the proposed financing of the Project and its effect on the health and general welfare of the City and its citizens; and

WHEREAS, the Commission has considered whether the proposed Project may have an adverse competitive effect on similar facilities already constructed or operating in the City; and

WHEREAS, the Commission has rendered a report concerning the proposed financing of the Project; and

WHEREAS, the completion and operation of the Project will result in the creation and retention of jobs, the creation and retention of business opportunities in the City, the creation of affordable housing in the City and will be of public benefit to the health safety and general welfare of the City and its citizens; and

WHEREAS, the Borrower has advised the City that it has determined that the amount of tax credits to be allocated to the Project under Section 42 of the Internal Revenue Code of 1986, as amended (the "Code") does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project and that the Project satisfies the requirements for the allocation of a housing credit dollar amount under the Indiana Housing and Community Development Authority's (the "IHCDA") qualified allocation plan; and

WHEREAS, pursuant to and in accordance with the Act, the City desires to provide funds necessary to finance all or a portion of the Project by issuing the Bonds in an aggregate principal amount not to exceed Eighteen Million Dollars ($18,000,000); and

WHEREAS, the Act provides that such revenue bonds may be secured by and issued pursuant to the terms of a trust indenture between an issuer and a corporate trustee; and

WHEREAS, the City intends to issue the Bonds pursuant to a Trust Indenture, to be dated the first day of the month in which the Bonds are sold or delivered (or such other date as the officers of the City may hereafter approve) (the "Indenture"), by and between the City and U.S. Bank National Association (the "Trustee"), in order to obtain funds to lend to the Borrower for the purpose of financing all or a portion of the Project in accordance with the terms of a Loan Agreement, to be dated the first day of the month in which the Bonds are sold or delivered (or such other date as the officers of the City may hereafter approve) (the "Loan Agreement"), by and between the City and the Borrower with respect to Bonds and the Project, provided, however, that the aggregate principal amount of the Bonds shall not exceed Eighteen Million Dollars ($18,000,000); and

WHEREAS, pursuant to the Loan Agreement, the Borrower will make certain representations, warranties and commitments with respect to the Project and will agree to make payments sufficient to pay all principal of, premiums, if any, and interest on the Bonds as the same becomes due and payable, and to pay administrative expenses in connection with the Bonds; and

WHEREAS, there has been submitted to the Commission for its approval the substantially final forms of the Indenture (including the form of the Bonds), the Loan Agreement, the Purchase Contract among the City, the Borrower and D.A. Davidson & Co. (the "Underwriter") for the sale of the Bonds, and the Land Use Restriction Agreement by and among the City, the Trustee and the Borrower to be dated as of the first day of the month in which the Bonds are sold or delivered (or such other date as the officers of the City may hereafter approve) (collectively, the "Financing Documents") and the form of the proposed Special Ordinance of the

Common Council of the City (the "Council") with respect to the Project and the Bonds (the "Ordinance"); and

WHEREAS, pursuant to Indiana Code Title 36, Article 7, Chapter 12, Section 24 and certain provisions of the Code, and the rules promulgated thereunder, as amended, the Commission published notice of a public hearing (the "Public Hearing") on the proposed issuance of the Bonds to finance all or a portion of the Project; and

WHEREAS, the Commission held the Public Hearing on the Project prior in time to the adoption of this Ordinance by this Council and adopted a resolution which has been transmitted to this Council in which the Commission found that the financing of the Project complies with the purposes and provisions of the Act, that such financing will be of benefit to the health and welfare of the City and its citizens, that, based solely on the representations provided by the Borrower, the amount of tax credits to be allocated to the Project under Section 42 of the Code does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project and approved the substantially final forms of the Financing Documents and form of this Ordinance presented to the Commission; and

WHEREAS, no member of this Council has any pecuniary interest in any employment, financing agreement or other contract made under the provisions of the Act and related to the Bonds authorized herein, which pecuniary interest has not been fully disclosed to this Council and no such member has voted on any such matter, all in accordance with the provisions of Indiana Code 36-7-12-16; and

WHEREAS, based upon the resolution adopted by the Commission pertaining to the Project, the City hereby finds and determines that the funding approved by the Commission for the Project will be of benefit to the health and general welfare of the citizens of the City, complies with the provisions of the Act and the amount necessary to finance the costs of the Project, will require the issuance, sale and delivery of one or more series of economic development revenue bonds in an aggregate principal amount not to exceed $18,000,000.

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF TERRE HAUTE, INDIANA AS FOLLOWS:

SECTION 1. This Council hereby finds, determines, ratifies and confirms that the financing of the economic development facilities referred to in the Financing Documents consisting of the Project, the issuance and sale of the Bonds, and the loan of the net proceeds thereof to the Borrower for the purpose of financing all or a portion of the Project and the repayment of said loan by the Borrower (i) will result in the substantial likelihood of the creation or retention of business opportunities, the creation of affordable housing and the creation or retention of opportunities for gainful employment within the jurisdiction of the City, (ii) will serve a public purpose, and will be of benefit to the health and general welfare of the City, (iii) complies with the purposes and provisions of the Act and it is in the public interest that the City take such lawful action as determined to be necessary or desirable to encourage the creation or retention of business opportunities, the creation of affordable housing, and the creation or retention of opportunities for gainful employment within the jurisdiction of the City, and (iv) will

not have a material adverse competitive effect on any similar facilities already constructed in the City.

SECTION 2. The forms of the Financing Documents presented herewith are hereby approved and all such documents shall be kept on file by the Clerk or the Secretary of the Commission. In compliance with Indiana Code Title 36, Article 1, Chapter 5, Section 4, two (2) copies of the Financing Documents are on file in the office of the Clerk for public inspection.

SECTION 3. This Council hereby approves the terms of the Financing Documents with any and all such changes as may be deemed necessary, desirable or appropriate by the Mayor, the Controller or any other officer of the City and all such documents shall be kept on file by the Clerk of the City (the "Clerk") or the Secretary of the Commission. The provisions of this Ordinance and the Financing Documents shall constitute a contract binding between the City and the holder or holders of the Bonds and after the issuance of said Bonds, this Ordinance shall not be repealed or amended, in any respect which would adversely affect the right of such holder or holders so long as said Bonds or the interest thereon remains unpaid.

SECTION 4. This Council hereby approves (i) the issuance by the City of its Bonds, in one or more series, with a maximum aggregate principal amount not to exceed Eighteen Million Dollars ($18,000,000), with a maximum term not to exceed forty (40) years from the date of the Bonds and with a maximum interest rate not to exceed seven percent (7.00%) per annum, for the purpose of procuring funds to loan to the Borrower in order to finance all or a portion of (a) the Project, and (b) the incidental expenses of issuance of the Bonds, including but not limited to, the funding of a debt services reserve fund, if necessary, and capitalized interest, if necessary, which Bonds will be payable as to principal, premium if any, and interest solely from payments made by the Borrower pursuant to the Loan Agreement and the note issued thereunder, and upon such terms and conditions as otherwise provided in the Financing Documents and this Ordinance; (ii) the marketing of the Bonds pursuant to a Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum"), and the offering and sale of the Bonds pursuant to a final Limited Offering Memorandum (the "Limited Offering Memorandum"); (iii) the loan of the proceeds of the Bonds by the City to the Borrower pursuant to the terms of the Loan Agreement; (iv) the sale and delivery of the Bonds pursuant to the Purchase Contract; (v) the regulation of the Project pursuant to the Land Use Restriction Agreement; and (vi) the use of the proceeds received from the sale of the Bonds in accordance with the terms of the Indenture and the Loan Agreement and in accordance with the Act and the applicable provisions of the Code. The Bonds shall never constitute a general obligation of, an indebtedness of, or charge against the general credit of the City. The Mayor and Clerk are hereby authorized to sell the Bonds to the Underwriter at a price not less than 98% of the aggregate principal amount thereof (excluding any original issue premium or discount), plus accrued interest, if any.

SECTION 5. The Mayor and Clerk are authorized and directed to execute those Financing Documents approved herein which require the signature of the Mayor and Clerk and any other document which may be necessary or desirable to consummate the transaction, and their execution is hereby confirmed on behalf of the City. The signatures of the Mayor and the Clerk on the Bonds may be facsimile signatures. The Clerk is authorized to arrange for the delivery of such Bonds to the purchaser, payment for which will be made in the manner set forth in the Financing Documents. The Mayor and Clerk may, by their execution of the Financing

Documents requiring their signatures and imprinting of their facsimile signatures thereon, approve changes therein and also in those Financing Documents which do not require the signature of the Mayor and/or Clerk without further approval of this Council or the Commission if such changes do not affect terms set forth in Indiana Code Title 36, Article 7, Chapter 12, Section 27(a)(1) through (a)(10).

SECTION 6. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Ordinance, the Financing Documents or under any judgment obtained against the City or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, under or independent of the Loan Agreement, shall be had against any member, director, or officer or attorney, as such, past, present, or future, of the City or the Commission, either directly or through the City, or otherwise, for the payment for or to the City or any receiver thereof or for or to any holder of the Bonds secured thereby, or otherwise, of any sum that may remain due and unpaid by the City upon any of such Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such member, director, or officer or attorney, as such, to respond by reason of any act or omission on his or her part or otherwise for, directly or indirectly, the payment for or to the City or any receiver thereof, or for or to any owner or holder of the Bonds, or otherwise, of any sum that may remain due and unpaid upon the Bonds hereby secured or any of them, shall be expressly waived and released as a condition of and consideration for the execution and delivery of the Loan Agreement and the issuance, sale and delivery of the Bonds.

SECTION 7. The Borrower and its general partner will indemnify and hold the City and the Commission, including their respective officials, attorneys, employees and agents, free and harmless from any loss, claim, damage, tax, penalty, liability, disbursement, litigation expenses, attorneys' fees and expenses and other court costs arising out of, or in any way relating to, the execution or performance of the Financing Documents or other documents in connection therewith or any other cause whatsoever pertaining to the Project or the Bonds, including the issuance and sale of the Bonds or failure to issue or sell the Bonds or other actions taken under the Financing Documents or other documents in connection therewith or any other cause whatsoever pertaining to the Project or the Bonds, all as further described in the Loan Agreement but which are not the result of the willful misconduct of the City.

SECTION 8. It is hereby determined that the amount of tax credits to be allocated to the Project under Section 42 of the Code does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project. In making the foregoing determination, this Council has relied solely upon representations of the Borrower. The foregoing determinations shall not be construed to be a representation or warranty by the City as to the feasibility or viability of the Project. This Council hereby authorizes and directs the Clerk to review and make the foregoing determination again for and on behalf of the City at the request of the Borrower, following receipt of supporting materials submitted by the Borrower to the IHCDA and either written representations of the Borrower or of IHCDA to the effect that (i) the amount of tax credits to be allocated to the Project under Section 42 of the Code does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project and (ii) the Project satisfies the requirements for the allocation of a housing credit dollar amount under

IHCDA's qualified allocation plan. Such determinations shall occur on or about the date of the sale of the Bonds to the Purchasers thereof and on or about the date that each building of the Project is placed in service.

SECTION 9. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 10. All ordinances, resolutions and orders or parts thereof, in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed.

SECTION 11. It is hereby determined that all formal actions of this Council relating to the adoption of this Ordinance were taken in one or more open meetings of this Council, that all deliberations of this Council and of its committees, if any, which resulted in formal action, were in meetings open to the public, and that all such meetings were convened, held and conducted in compliance with applicable legal requirements, including Indiana Code 5-14-1.5 et seq., as amended.

SECTION 12. The Mayor and the Clerk are authorized to (i) take all such further actions or to execute, attest and deliver such further instruments and documents in the name of the City as in their judgment shall be necessary or advisable in order fully to consummate the transaction and carry out the purposes of this Ordinance and, if necessary, (ii) deem the Preliminary Limited Offering Memorandum "final" for purposes of Securities and Exchange Rule 15c2-12.

SECTION 13. This Ordinance shall be in full force and effect upon adoption and approval by the Mayor.

[Remainder of page intentionally left blank.]

Introduced by: _____, Karrum Nasser, Councilman

Passed in open Council this 14 day of September, 2017.

_____ Karrum Nasser, President

ATTEST: _____ Charles P. Hanley, City Clerk

Presented by me to the Mayor this 15 day of September, 2017.

_____ Charles P. Hanley, City Clerk

Approved by me, the Mayor, this 15TH day of SEPTEMBER, 2017.

_____ Duke A. Bennett, Mayor

ATTEST: _____ Charles P. Hanley, City Clerk

FILED

AUG 04 2017

CITY CLERK

SPECIAL ORDINANCE NO. 35, 2017

A SPECIAL ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF TERRE HAUTE, INDIANA, AUTHORIZING THE ISSUANCE OF THE CITY OF TERRE HAUTE, INDIANA MULTIFAMILY HOUSING REVENUE BONDS (SILVER BIRCH OF TERRE HAUTE PROJECT), SERIES 2017 IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED EIGHTEEN MILLION DOLLARS ($18,000,000) AND THE LENDING OF THE PROCEEDS THEREOF TO TERRE HAUTE RCF LP AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO.

WHEREAS, Indiana Code Title 36, Article 7, Chapters 11.9 and 12 (collectively, the "Act") declares that the financing and refinancing of economic development facilities constitutes a public purpose; and

WHEREAS, pursuant to the Act, the City of Te Haute, Indiana (the "City") is authorized to issue revenue bonds and lend the proceeds a developer for the purpose of financing, reimbursing or refinancing the costs of acc construction and equipping of economic development facilities in order to f ntion of opportunities for gainful employment and creation of business c City; and

WHEREAS, Terre Haute RCF or another Indiana limited partnership formed by Verm ires to finance a certain project constituting an e thin the City, including all or any portio ping of an approximately 119-unit a ctionally-related and subordinat ors and 5 of which will be e and 6th Street in Terre H

make copies for all Council

W mic Development Comm equested that the City issue o ver Birch of Terre Haute Project), ed Eighteen Million Dollars ($18,000,0 portion of the proceeds of such Bonds to the to pay all or a part of the cost of design, acquisiti ect, and (b) to pay incidental expenses of issuance, includ a debt service reserve fund, if necessary, and capitalized intere

WHEREAS, the B nstitute a general obligation of, an indebtedness of, or charge against the genera City; and

WHEREAS, the Commi on has studied the Project and the proposed financing of the Project and its effect on the health and general welfare of the City and its citizens; and

WHEREAS, the Commission has considered whether the proposed Project may have an adverse competitive effect on similar facilities already constructed or operating in the City; and

WHEREAS, the Commission has rendered a report concerning the proposed financing of the Project; and

WHEREAS, the completion and operation of the Project will result in the creation and retention of jobs, the creation and retention of business opportunities in the City, the creation of affordable housing in the City and will be of public benefit to the health safety and general welfare of the City and its citizens; and

WHEREAS, the Borrower has advised the City that it has determined that the amount of tax credits to be allocated to the Project under Section 42 of the Internal Revenue Code of 1986, as amended (the "Code") does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project and that the Project satisfies the requirements for the allocation of a housing credit dollar amount under the Indiana Housing and Community Development Authority's (the "IHCDA") qualified allocation plan; and

WHEREAS, pursuant to and in accordance with the Act, the City desires to provide funds necessary to finance all or a portion of the Project by issuing the Bonds in an aggregate principal amount not to exceed Eighteen Million Dollars ($18,000,000); and

WHEREAS, the Act provides that such revenue bonds may be secured by and issued pursuant to the terms of a trust indenture between an issuer and a corporate trustee; and

WHEREAS, the City intends to issue the Bonds pursuant to a Trust Indenture, to be dated the first day of the month in which the Bonds are sold or delivered (or such other date as the officers of the City may hereafter approve) (the "Indenture"), by and between the City and U.S. Bank National Association (the "Trustee"), in order to obtain funds to lend to the Borrower for the purpose of financing all or a portion of the Project in accordance with the terms of a Loan Agreement, to be dated the first day of the month in which the Bonds are sold or delivered (or such other date as the officers of the City may hereafter approve) (the "Loan Agreement"), by and between the City and the Borrower with respect to Bonds and the Project, provided, however, that the aggregate principal amount of the Bonds shall not exceed Eighteen Million Dollars ($18,000,000); and

WHEREAS, pursuant to the Loan Agreement, the Borrower will make certain representations, warranties and commitments with respect to the Project and will agree to make payments sufficient to pay all principal of, premiums, if any, and interest on the Bonds as the same becomes due and payable, and to pay administrative expenses in connection with the Bonds; and

WHEREAS, there has been submitted to the Commission for its approval the substantially final forms of the Indenture (including the form of the Bonds), the Loan Agreement, the Purchase Contract among the City, the Borrower and D.A. Davidson & Co. (the "Underwriter") for the sale of the Bonds, and the Land Use Restriction Agreement by and among the City, the Trustee and the Borrower to be dated as of the first day of the month in which the Bonds are sold or delivered (or such other date as the officers of the City may hereafter approve) (collectively, the "Financing Documents") and the form of the proposed Special Ordinance of the

Common Council of the City (the "Council") with respect to the Project and the Bonds (the "Ordinance"); and

WHEREAS, pursuant to Indiana Code Title 36, Article 7, Chapter 12, Section 24 and certain provisions of the Code, and the rules promulgated thereunder, as amended, the Commission published notice of a public hearing (the "Public Hearing") on the proposed issuance of the Bonds to finance all or a portion of the Project; and

WHEREAS, on September 14, 2017, the Commission held the Public Hearing on the Project prior in time to the adoption of this Ordinance by this Council and adopted a resolution which has been transmitted to this Council in which the Commission found that the financing of the Project complies with the purposes and provisions of the Act, that such financing will be of benefit to the health and welfare of the City and its citizens, that, based solely on the representations provided by the Borrower, the amount of tax credits to be allocated to the Project under Section 42 of the Code does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project and approved the substantially final forms of the Financing Documents and form of this Ordinance presented to the Commission; and

WHEREAS, no member of this Council has any pecuniary interest in any employment, financing agreement or other contract made under the provisions of the Act and related to the Bonds authorized herein, which pecuniary interest has not been fully disclosed to this Council and no such member has voted on any such matter, all in accordance with the provisions of Indiana Code 36-7-12-16; and

WHEREAS, based upon the resolution adopted by the Commission pertaining to the Project, the City hereby finds and determines that the funding approved by the Commission for the Project will be of benefit to the health and general welfare of the citizens of the City, complies with the provisions of the Act and the amount necessary to finance the costs of the Project, will require the issuance, sale and delivery of one or more series of economic development revenue bonds in an aggregate principal amount not to exceed $18,000,000.

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF TERRE HAUTE, INDIANA AS FOLLOWS:

SECTION 1. This Council hereby finds, determines, ratifies and confirms that the financing of the economic development facilities referred to in the Financing Documents consisting of the Project, the issuance and sale of the Bonds, and the loan of the net proceeds thereof to the Borrower for the purpose of financing all or a portion of the Project and the repayment of said loan by the Borrower (i) will result in the substantial likelihood of the creation or retention of business opportunities, the creation of affordable housing and the creation or retention of opportunities for gainful employment within the jurisdiction of the City, (ii) will serve a public purpose, and will be of benefit to the health and general welfare of the City, (iii) complies with the purposes and provisions of the Act and it is in the public interest that the City take such lawful action as determined to be necessary or desirable to encourage the creation or retention of business opportunities, the creation of affordable housing, and the creation or retention of opportunities for gainful employment within the jurisdiction of the City, and (iv) will

not have a material adverse competitive effect on any similar facilities already constructed in the City.

SECTION 2. The forms of the Financing Documents presented herewith are hereby approved and all such documents shall be kept on file by the Clerk or the Secretary of the Commission. In compliance with Indiana Code Title 36, Article 1, Chapter 5, Section 4, two (2) copies of the Financing Documents are on file in the office of the Clerk for public inspection.

SECTION 3. This Council hereby approves the terms of the Financing Documents with any and all such changes as may be deemed necessary, desirable or appropriate by the Mayor, the Controller or any other officer of the City and all such documents shall be kept on file by the Clerk of the City (the "Clerk") or the Secretary of the Commission. The provisions of this Ordinance and the Financing Documents shall constitute a contract binding between the City and the holder or holders of the Bonds and after the issuance of said Bonds, this Ordinance shall not be repealed or amended, in any respect which would adversely affect the right of such holder or holders so long as said Bonds or the interest thereon remains unpaid.

SECTION 4. This Council hereby approves (i) the issuance by the City of its Bonds, in one or more series, with a maximum aggregate principal amount not to exceed Eighteen Million Dollars ($18,000,000), with a maximum term not to exceed forty (40) years from the date of the Bonds and with a maximum interest rate not to exceed seven percent (7.00%) per annum, for the purpose of procuring funds to loan to the Borrower in order to finance all or a portion of (a) the Project, and (b) the incidental expenses of issuance of the Bonds, including but not limited to, the funding of a debt services reserve fund, if necessary, and capitalized interest, if necessary, which Bonds will be payable as to principal, premium if any, and interest solely from payments made by the Borrower pursuant to the Loan Agreement and the note issued thereunder, and upon such terms and conditions as otherwise provided in the Financing Documents and this Ordinance; (ii) the marketing of the Bonds pursuant to a Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum"), and the offering and sale of the Bonds pursuant to a final Limited Offering Memorandum (the "Limited Offering Memorandum"); (iii) the loan of the proceeds of the Bonds by the City to the Borrower pursuant to the terms of the Loan Agreement; (iv) the sale and delivery of the Bonds pursuant to the Purchase Contract; (v) the regulation of the Project pursuant to the Land Use Restriction Agreement; and (vi) the use of the proceeds received from the sale of the Bonds in accordance with the terms of the Indenture and the Loan Agreement and in accordance with the Act and the applicable provisions of the Code. The Bonds shall never constitute a general obligation of, an indebtedness of, or charge against the general credit of the City. The Mayor and Clerk are hereby authorized to sell the Bonds to the Underwriter at a price not less than 98% of the aggregate principal amount thereof (excluding any original issue premium or discount), plus accrued interest, if any.

SECTION 5. The Mayor and Clerk are authorized and directed to execute those Financing Documents approved herein which require the signature of the Mayor and Clerk and any other document which may be necessary or desirable to consummate the transaction, and their execution is hereby confirmed on behalf of the City. The signatures of the Mayor and the Clerk on the Bonds may be facsimile signatures. The Clerk is authorized to arrange for the delivery of such Bonds to the purchaser, payment for which will be made in the manner set forth in the Financing Documents. The Mayor and Clerk may, by their execution of the Financing

Documents requiring their signatures and imprinting of their facsimile signatures thereon, approve changes therein and also in those Financing Documents which do not require the signature of the Mayor and/or Clerk without further approval of this Council or the Commission if such changes do not affect terms set forth in Indiana Code Title 36, Article 7, Chapter 12, Section 27(a)(1) through (a)(10).

SECTION 6. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Ordinance, the Financing Documents or under any judgment obtained against the City or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, under or independent of the Loan Agreement, shall be had against any member, director, or officer or attorney, as such, past, present, or future, of the City or the Commission, either directly or through the City, or otherwise, for the payment for or to the City or any receiver thereof or for or to any holder of the Bonds secured thereby, or otherwise, of any sum that may remain due and unpaid by the City upon any of such Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such member, director, or officer or attorney, as such, to respond by reason of any act or omission on his or her part or otherwise for, directly or indirectly, the payment for or to the City or any receiver thereof, or for or to any owner or holder of the Bonds, or otherwise, of any sum that may remain due and unpaid upon the Bonds hereby secured or any of them, shall be expressly waived and released as a condition of and consideration for the execution and delivery of the Loan Agreement and the issuance, sale and delivery of the Bonds.

SECTION 7. The Borrower and its general partner will indemnify and hold the City and the Commission, including their respective officials, attorneys, employees and agents, free and harmless from any loss, claim, damage, tax, penalty, liability, disbursement, litigation expenses, attorneys' fees and expenses and other court costs arising out of, or in any way relating to, the execution or performance of the Financing Documents or other documents in connection therewith or any other cause whatsoever pertaining to the Project or the Bonds, including the issuance and sale of the Bonds or failure to issue or sell the Bonds or other actions taken under the Financing Documents or other documents in connection therewith or any other cause whatsoever pertaining to the Project or the Bonds, all as further described in the Loan Agreement but which are not the result of the willful misconduct of the City.

SECTION 8. It is hereby determined that the amount of tax credits to be allocated to the Project under Section 42 of the Code does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project. In making the foregoing determination, this Council has relied solely upon representations of the Borrower. The foregoing determinations shall not be construed to be a representation or warranty by the City as to the feasibility or viability of the Project. This Council hereby authorizes and directs the Clerk to review and make the foregoing determination again for and on behalf of the City at the request of the Borrower, following receipt of supporting materials submitted by the Borrower to the IHCDA and either written representations of the Borrower or of IHCDA to the effect that (i) the amount of tax credits to be allocated to the Project under Section 42 of the Code does not exceed the amount necessary for the financial feasibility of the Project and its viability as a qualified housing project throughout the credit period for the Project and (ii) the Project satisfies the requirements for the allocation of a housing credit dollar amount under

IHCDA's qualified allocation plan. Such determinations shall occur on or about the date of the sale of the Bonds to the Purchasers thereof and on or about the date that each building of the Project is placed in service.

SECTION 9. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 10. All ordinances, resolutions and orders or parts thereof, in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed.

SECTION 11. It is hereby determined that all formal actions of this Council relating to the adoption of this Ordinance were taken in one or more open meetings of this Council, that all deliberations of this Council and of its committees, if any, which resulted in formal action, were in meetings open to the public, and that all such meetings were convened, held and conducted in compliance with applicable legal requirements, including Indiana Code 5-14-1.5 et seq., as amended.

SECTION 12. The Mayor and the Clerk are authorized to (i) take all such further actions or to execute, attest and deliver such further instruments and documents in the name of the City as in their judgment shall be necessary or advisable in order fully to consummate the transaction and carry out the purposes of this Ordinance and, if necessary, (ii) deem the Preliminary Limited Offering Memorandum "final" for purposes of Securities and Exchange Rule 15c2-12.

SECTION 13. This Ordinance shall be in full force and effect upon adoption and approval by the Mayor.

[Remainder of page intentionally left blank.]

Introduced by: _____, Karrum Nasser, Councilman

Passed in open Council this _____ day of _____, 2017.

_____ Karrem Nasser, President

ATTEST: _____ Charles P. Hanley, City Clerk

Presented by me to the Mayor this _____ day of _____, 2017.

_____ Charles P. Hanley, City Clerk

Approved by me, the Mayor, this _____ day of _____, 2017.

_____ Duke A. Bennett, Mayor

ATTEST: _____ Charles P. Hanley, City Clerk