

GREENWOOD COMMON COUNCIL

ORDINANCE NO. 17-18

**AN ORDINANCE OF THE CITY OF GREENWOOD, INDIANA, AUTHORIZING THE
ISSUANCE, SALE AND ADDITIONAL APPROPRIATION OF BONDS OF THE CITY
FOR THE PURPOSE OF PROVIDING FUNDS TO BE USED TO PAY THE COSTS OF
PUBLIC ROAD AND INFRASTRUCTURE IMPROVEMENTS WITHIN THE CITY,
AND INCIDENTAL EXPENSES IN CONNECTION THEREWITH AND RELATED TO
THE ISSUANCE OF THE BONDS**

WHEREAS, pursuant to Ind. Code § 6-3.5-1.1 *et seq.* (the “CAGIT Act”), the City of Greenwood, Indiana (the “City”), was authorized to issue bonds for purposes authorized under the CAGIT Act to be secured by a pledge of the City’s local distributive share of the County Adjusted Gross Income Tax (the “CAGIT”) adopted by Johnson County, Indiana (the “County”), pursuant to the CAGIT Act;

WHEREAS, effective January 1, 2017, various local income taxes, including the CAGIT, were repealed and replaced by the Indiana General Assembly, by a new consolidated local income tax (“LIT”), established pursuant to Ind. Code § 6-3.6-1 *et seq.* (the “LIT Act,” and together with the CAGIT Act, collectively the “Act”);

WHEREAS, the LIT Act authorizes: (i) the County to impose the LIT and allocate a portion of the revenues from the LIT to the City for certain authorized purposes; and (ii) the City to issue bonds for purposes authorized by the LIT Act and secured by the City’s allocation of the LIT revenues (the “LIT Revenues”);

WHEREAS, pursuant to the LIT Act, the tax rate in effect on May 1, 2016 established by the County under the CAGIT Act continues in effect unless increased, decreased, or rescinded by the County under the LIT Act;

WHEREAS, the County has not adopted an ordinance under the LIT Act increasing, decreasing, or rescinding the CAGIT tax rate or the City’s local distributive share of revenues from the CAGIT tax rate (the “CAGIT Revenues”), which CAGIT Revenues continue to be available to the City for the purposes authorized under the LIT Act;

WHEREAS, the Common Council of the City (the “Council”) hereby determines to provide for the cost of public road and infrastructure improvements within the City (the “Project”) and the incidental expenses in connection therewith and on account of the issuance of the Bonds (as hereinafter defined) and appropriate the proceeds of the Bonds as contemplated herein;

WHEREAS, the Council now finds that the Project is necessary and will be of general benefit to the City and its residents and will help promote public purposes pursuant to the Act;

WHEREAS, the Council now finds that cost estimates, plans and specifications for the Project have been or will be approved by the Board of Public Works and by all governmental authorities having jurisdiction;

WHEREAS, based upon the estimates of the City’s professional staff and the advice of the City’s financial advisor, the Council has determined that the estimated cost, including incidental expenses incurred in connection with the Project and with the issuance of bonds to finance the Project, will be in an amount not to exceed \$4,000,000;

WHEREAS, the City has determine the cost of the Project should be financed with the issuance and sale of the Bonds and the appropriation by the City of the proceeds of the Bonds;

WHEREAS, the total indebtedness of the City, including the amount of Bonds (assuming all such indebtedness constitutes debt for the purpose of the Indiana Constitution), does not exceed any constitutional or statutory limitations on indebtedness, and the net assessed valuation of taxable property in the City, as shown by the last complete and full assessment for State, with such assessment and outstanding indebtedness amounts to be verified at the time of the payment for and

delivery of the Bonds;

WHEREAS, it is necessary that the Bonds be issued in an amount not to exceed \$4,000,000 to provide funds to pay such costs of the Project and the incidental expenses to be incurred in connection with the Project and with the issuance and sale of the Bonds;

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF GREENWOOD, INDIANA, THAT:

Section 1. Determination to Proceed; Authorization and Details of Bonds.

(a) The City shall proceed to undertake the Project.

(b) In order to procure funds to pay the costs of the Project, including the costs of issuance of the Bonds on account of the Project, the Controller is authorized and directed to have prepared and to issue and sell the bonds of the City, to be designated as its "Local Income Tax Revenue Bonds, Series 2017" in an aggregate principal amount not to exceed \$4,000,000 (the "Bonds"), in accordance with the Act.

(c) The Bonds shall be sold at a price of not less than 98% of the par value thereof, for a term not to exceed ten (10) years, and shall be issued in fully registered form in denominations of \$5,000 or integral multiples thereof, numbered consecutively from 1 upward, dated as of the first day of the month in which they are sold, issued, or the date of delivery, as determined by the Controller with the advice of the City's financial advisor, and shall bear interest at a rate or rates not exceeding five percent (5%) per annum (the exact rate or rates to be determined by bidding or negotiation with the purchaser), which interest shall be payable semiannually on January 15 and July 15 of each year, commencing on January 15, 2018, or such dates as determined by the Controller with the advice of the City's financial advisor. Principal shall be payable in lawful money of the United States of America, at the office of the Paying Agent (as hereinafter defined) and such Bonds shall mature semiannually, or be subject to mandatory sinking fund redemption if term Bonds are issued, on July 15, 2018 ending no later than January 15, 2027, or such dates as determined by the Controller with the advice of the City's financial advisor, and in amounts which achieve as level debt service as practicable with \$5,000 denominations.

Interest on the Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months.

All or a portion of the Bonds may be issued as one or more term bonds, upon election of the successful purchaser of the Bonds. Such term bonds shall have a stated maturity or maturities of January 15 in the years as determined by the purchaser thereof, but in no event later than the last serial date of the Bonds as determined in accordance with the above paragraph. The term bonds shall be subject to mandatory sinking fund redemption and final payment(s) at maturity at 100% of the principal amount thereof, plus accrued interest to the redemption date, on dates and in the amounts hereinafter determined in accordance with the above paragraph.

(d) The Mayor and the Controller are authorized and directed to appoint a qualified banking institution to serve as Registrar and Paying Agent (the "Registrar" or "Paying Agent") for the Bonds, which shall be charged with the responsibility of authenticating the Bonds. The Controller is hereby also authorized to serve in such capacity and/or to enter into such agreements or understandings with such bank as will enable the bank to perform the services required of a Registrar and Paying Agent. The Controller is further authorized to pay such fees as the bank may charge for the services it provides as Registrar and Paying Agent, and such fees may be paid from the bond fund established to pay the principal of and interest on the Bonds. Upon agreement between the City and the successful bidder for the Bonds, the Controller may be designated as the Registrar and Paying Agent, and, in that case, shall be charged with all responsibilities of a Registrar and Paying Agent.

(e) All payments of interest on and principal of (except for the final principal payment) the Bonds shall be payable by check mailed by first class mail one business day prior to the interest payment date to the registered owner, as of the fifteenth day of the month immediately preceding the interest payment date (the "Record Date"), to the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by such

registered owner. If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall be instructed to wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time). All payments on the Bonds shall be made in any coin or currency of the United States of America, which on the date of such payment shall be legal tender for the payment of public and private debts.

(f) Each Bond shall be transferable or exchangeable only upon the books of the City kept for that purpose at the principal corporate trust office of the Registrar by the registered owner or by its attorney duly authorized in writing, upon surrender of such Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or its attorney duly authorized in writing, and thereupon a new fully registered Bond or Bonds in the same aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The City, Registrar and Paying Agent for the Bonds may treat and consider the person in whose name such Bonds are registered as the absolute owner thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon.

(g) The Bonds shall bear an original date which shall be the first day of the month in which the Bonds are sold, issued or the date of delivery, as determined by the Controller with the advice of the City's financial advisor, and each Bond shall also bear the date of its authentication. Bonds authenticated on or before the Record Date immediately preceding the first interest payment date shall be paid interest from the original date. Bonds authenticated thereafter shall be paid interest from the interest payment date to which interest has been paid next preceding the date of authentication of such Bonds unless the Bonds are authenticated after the Record Date and on or before the corresponding interest payment date, in which case interest thereon shall be paid from such interest payment date. If at the time of authentication of any Bond interest is in default thereon, that Bond shall bear interest from the date to which interest has been paid in full.

(h) The Bonds shall be signed in the name of the City by the manual or facsimile signature of the Mayor, and the seal of the City shall be affixed, imprinted, engraved or otherwise reproduced thereon and attested by the manual or facsimile signature of the Clerk of the City. The Bonds shall be authenticated with the manual signature of an authorized representative of the Registrar, and no Bond shall be valid or become obligatory for any purpose until the certificate of authentication thereon shall have been so executed. Subject to registration provisions, the Bonds shall be negotiable under the laws of the State of Indiana.

(i) In the event any Bond is mutilated, lost, stolen or destroyed, the City may execute and the Registrar may authenticate a new bond of like date, maturity and denomination as that mutilated, lost, stolen or destroyed, which new bond shall be marked in a manner to distinguish it from the bond for which it was issued, provided that, in the case of any mutilated bond, such mutilated bond shall first be surrendered to the Registrar, and in the case of any lost, stolen or destroyed bond there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the City Clerk and the Registrar, together with indemnity satisfactory to them. In the event any such bond shall have matured, instead of issuing a duplicate bond, the City and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The City and the Registrar may charge the owner of such Bond with their reasonable fees and expenses in this connection. Any Bond issued pursuant to this paragraph shall be deemed an original, substitute contractual obligation of the City, whether or not the lost, stolen or destroyed Bond shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other Bonds issued hereunder.

(j) The Controller may determine that it may be beneficial to the City to have the Bonds held by a central depository system pursuant to an agreement between the City and The Depository Trust Company, New York, New York ("Depository Trust Company") and have transfers of the Bonds effected by book-entry on the books of the central depository system ("Book Entry System"). The Bonds may be initially issued in the form of a separate single authenticated fully registered Bond for the aggregate principal amount of each separate maturity of the Bonds. In such case, upon initial issuance, the ownership of such Bonds shall be registered in the register

kept by the Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company.

With respect to the Bonds registered in the register kept by the Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company, the City and the Paying Agent shall have no responsibility or obligation to any other holders or owners (including any beneficial owner (the “Beneficial Owner”) of the Bonds with respect to (i) the accuracy of the records of the Depository Trust Company, CEDE & CO., or any Beneficial Owner with respect to ownership questions, (ii) the delivery to any bondholder (including any Beneficial Owner) or any other person, other than the Depository Trust Company, of any notice with respect to the Bonds including any notice of redemption, or (iii) the payment to any bondholder (including any Beneficial Owner) or any other person, other than the Depository Trust Company, of any amount with respect to the principal of, or premium, if any, or interest on the Bonds except as otherwise provided herein.

No person other than the Depository Trust Company shall receive an authenticated Bond evidencing an obligation of the City to make payments of the principal of and premium, if any, and interest on the Bonds pursuant to this ordinance. The City and the Registrar and Paying Agent may treat as and deem the Depository Trust Company or CEDE & CO. to be the absolute bondholder of each of the Bonds for the purpose of (i) payment of the principal of and premium, if any, and interest on such Bonds, (ii) giving notices of redemption and other notices permitted to be given to bondholders with respect to such Bonds, (iii) registering transfers with respect to such Bonds, (iv) obtaining any consent or other action required or permitted to be taken of or by bondholders, (v) voting, and (vi) for all other purposes whatsoever. The Paying Agent shall pay all principal of and premium, if any, and interest on the Bonds only to or upon the order of the Depository Trust Company, and all such payments shall be valid and effective fully to satisfy and discharge the City’s and the Paying Agent’s obligations with respect to principal of and premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. Upon delivery by the Depository Trust Company to the City of written notice to the effect that the Depository Trust Company has determined to substitute a new nominee in place of CEDE & CO., and subject to the provisions herein with respect to consents, the words “CEDE & CO.” in this resolution shall refer to such new nominee of the Depository Trust Company. Notwithstanding any other provision hereof to the contrary, so long as any Bond is registered in the name of CEDE & CO., as nominee of the Depository Trust Company, all payments with respect to the principal of and premium, if any, and interest on such Bonds and all notices with respect to such Bonds shall be made and given, respectively, to the Depository Trust Company as provided in a representation letter from the City to the Depository Trust Company.

Upon receipt by the City of written notice from the Depository Trust Company to the effect that the Depository Trust Company is unable or unwilling to discharge its responsibilities and no substitute depository willing to undertake the functions of the Depository Trust Company hereunder can be found which is willing and able to undertake such functions upon reasonable and customary terms, then the Bonds shall no longer be restricted to being registered in the register of the City kept by the Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company, but may be registered in whatever name or names the bondholders transferring or exchanging the Bonds shall designate, in accordance with the provisions of this ordinance.

If the Controller determines that it is in the best interest of the bondholders that they be able to obtain certificates for the fully registered Bonds, the City may notify the Depository Trust Company and the Registrar, whereupon the Depository Trust Company will notify the Beneficial Owners of the availability through the Depository Trust Company of certificates for the Bonds. In such event, the Registrar shall prepare, authenticate, transfer and exchange certificates for the Bonds as requested by the Depository Trust Company and any Beneficial Owners in appropriate amounts, and whenever the Depository Trust Company requests the City and the Registrar to do so, the Registrar and the City will cooperate with the Depository Trust Company by taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the fully registered Bonds of any Beneficial Owner’s Depository Trust Company account or (ii) to arrange for another securities depository to maintain custody of certificates for and evidencing the Bonds.

If the Bonds shall no longer be restricted to being registered in the name of the Depository Trust Company, the Registrar shall cause the Bonds to be printed in blank in such number as the Registrar shall determine to be necessary or customary; provided, however, that the Registrar shall not be required to have such Bonds printed until it shall have received from the City

indemnification for all costs and expenses associated with such printing.

In connection with any notice or other communication to be provided to bondholders by the City or the Registrar with respect to any consent or other action to be taken by bondholders, the City or the Registrar, as the case may be, shall establish a record date for such consent or other action and give the Depository Trust Company notice of such record date not less than fifteen (15) calendar days in advance of such record date to the extent possible.

So long as the Bonds are registered in the name of the Depository Trust Company or CEDE & CO. or any substitute nominee, the City and the Registrar and Paying Agent shall be entitled to request and to rely upon a certificate or other written representation from the Beneficial Owners of the Bonds or from the Depository Trust Company on behalf of such Beneficial Owners stating the amount of their respective beneficial ownership interests in the Bonds and setting forth the consent, advice, direction, demand or vote of the Beneficial Owners as of a record date selected by the Registrar and the Depository Trust Company, to the same extent as if such consent, advice, direction, demand or vote were made by the bondholders for purposes of this resolution and the City and the Registrar and Paying Agent shall for such purposes treat the Beneficial Owners as the bondholders. Along with any such certificate or representation, the Registrar may request the Depository Trust Company to deliver, or cause to be delivered, to the Registrar a list of all Beneficial Owners of the Bonds, together with the dollar amount of each Beneficial Owner's interest in the Bonds and the current addresses of such Beneficial Owners.

(k) If and as deemed necessary by the Controller upon advice of the City's financial advisor for the purpose of marketing the Bonds, upon 30-days' notice the Bonds may be subject to optional redemption prior to maturity, in whole or in part, in the order of maturity determined by the City and by lot within maturities, and on any date thereafter, at par value plus accrued interest to the redemption date. Any Bonds issued as term bonds, upon election of the successful bidder, shall be subject to mandatory sinking fund redemption on January 15 at 100% of face value in accordance with the maturity schedule hereinafter determined in accordance with paragraph (c). The Registrar shall credit against the mandatory sinking fund requirement for any term bonds, and any corresponding mandatory redemption obligation, in the order determined by the City, any term bonds maturing on the same date which have previously been redeemed (otherwise than as a result of a previous mandatory redemption requirement) or delivered to the Registrar for cancellation or purchased for cancellation by the City and not theretofore applied as a credit against any redemption obligation. Each term bond so delivered or canceled shall be credited by the Registrar at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory redemption date for that term bond. Any excess of such amount shall be credited on future redemption obligations, and the principal amount of that term bond to be redeemed by operation of the mandatory sinking fund requirement shall be accordingly reduced.

Each Five Thousand Dollars (\$5,000) principal amount shall be considered a separate Bond for purposes of redemption. If less than an entire maturity is called for redemption, the Bonds to be called shall be selected by lot by the Registrar. If any Bonds are subject to both optional and mandatory sinking fund redemption on the same date, the Bonds subject to optional redemption shall be selected first.

Notice of redemption shall be mailed to the address of the registered owner as shown on the registration records of the Registrar, on the date that is forty-five (45) days prior to the date fixed for redemption, but not less than thirty (30) days prior to such redemption date, unless notice is waived by the owner of the Bond or Bonds redeemed. The notice shall specify the date and place of redemption and sufficient identification of the Bonds called for redemption. The place of redemption may be determined by the City. Interest on the Bonds so called for redemption shall cease and the Bonds will no longer be deemed outstanding under this ordinance on the redemption date fixed in such notice if sufficient funds are available at the place of redemption to pay the redemption price, including accrued interest and redemption premium, if any, to the redemption date, on the date so named. Failure to give such notice by mailing, or any defect in such notice, with respect to any Bond shall not affect the validity of any proceedings for redemption of other Bonds.

If the Bonds are not presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent, an amount sufficient to pay such Bond or the redemption price, as the case may be, including accrued interest to the date of such payment or

redemption, and thereafter the registered owner shall look only to the funds so deposited in trust with the Paying Agent for payment, and the City shall have no further obligation or liability in respect thereto.

The Bonds, as to both principal and interest, shall be solely payable from and secured by an irrevocable pledge of the LIT Revenues. Pursuant to the Act, the City hereby pledges LIT Revenues and investment earnings on LIT Revenues to secure the payment of the Bonds, such pledge to be effective under Ind. Code § 5-1-14-4 without filing or recording of this ordinance or any other instrument. The Bonds are within every limit of indebtedness of the City as prescribed by the constitution of the State of Indiana.

(l) The City hereby designates the Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code. The City hereby represents that the reasonably anticipated amount of tax-exempt obligations (as such term is used in Section 265(b) of the Code) (other than obligations described in Section 265(b)(3)(C)(ii) of the Code) which will be issued by or on half of the City and subordinate entities (including the Bonds) during the calendar year 2017 (or any other year of issuance of the Bonds) will not exceed \$10,000,000. The Mayor and the Controller may each revoke the foregoing designation of the Bonds as “qualified tax-exempt obligations,” prior to the sale thereof, by making such revocation in the purchase contract between the City and the purchaser of the Bonds.

(m) The Common Council hereby authorizes the Controller, upon the advice of the financial advisor to the City, to modify or change any of the terms, conditions or provisions contemplated herein for the purposes of selling the Bonds.

Section 2. Form of Bond. The form of the Bonds shall be substantially as follows, all blanks to be filled in properly prior to delivery:

(Beginning of Bond Form)

No. _____

UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF JOHNSON

CITY OF GREENWOOD, INDIANA
LOCAL INCOME TAX REVENUE BONDS, SERIES 2017

<u>Interest</u> <u>Date</u>	<u>Maturity</u> <u>Date</u>	<u>Original</u> <u>Date</u>	<u>Authentication</u> <u>Date</u>	<u>[CUSIP]</u>
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REGISTERED OWNER:

PRINCIPAL SUM:

The City of Greenwood, Indiana (the “City”), a political subdivision organized and existing under the laws of the State of Indiana, acknowledges itself indebted, and for value received hereby promises to pay, to the Registered Owner or registered assigns, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereinafter provided), and to pay interest hereon until the City’s obligation with respect to the payment of the Principal Sum shall be discharged at the rate per annum specified above from the interest payment date immediately preceding the date of authentication of this bond unless this bond is authenticated on or before _____ 15, 2017, in which case interest shall be paid from the Original Date or unless this bond is authenticated between the fifteenth day of the month preceding an interest payment date and the interest payment date, in which case interest shall be paid from such interest payment date. Interest shall be payable on January 15 and July 15 of each year, commencing _____ 15, 2018.

The principal of and premium, if any, on this bond are payable at the office of _____, in _____, Indiana (the “Paying Agent” or “Registrar”). Interest on this bond shall be paid by check mailed by first class mail one business day prior to the interest payment

date, to the Registered Owner, as of the fifteenth day of the month immediately preceding the interest payment date, to the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time). All payments on this bond shall be made in any coin or currency of the United States of America, which on the dates of such payment shall be legal tender for the payment of public and private debts.

This bond is one of an authorized issue of bonds of the City of Greenwood, Indiana, designated “Local Income Tax Revenue Bonds, Series 2017” aggregating \$_____ ; numbered consecutively from 1 upward; issued for the purpose of procuring funds to be applied on the cost of public road and infrastructure improvements within the City, and the incidental expenses in connection therewith and on account of the issuance of bonds therefor, which bonds are issued pursuant to Bond Ordinance 17-___ adopted by the Common Council of the City on _____, 2017 (the “Ordinance”), authorizing the issuance and sale of bonds of the City, and Ind. Code § 6-3.6-1 *et seq.*, as in effect on the date of issuance of this bond.

The City has designated the bonds, pursuant to the Ordinance, as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code.

This bond is transferable or exchangeable only upon the books of the City kept for that purpose at the office of the Registrar, by the Registered Owner or by its attorney duly authorized in writing, upon surrender of this bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owner or its attorney duly authorized in writing, and thereupon a new fully registered bond or bonds in the same aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or to the Registered Owner, as the case may be, in exchange therefor. The City, the Registrar and the Paying Agent for this bond may treat and consider the person in whose name this bond is registered as the absolute owner hereof for all purposes including for the purpose of receiving payment of, or on account of, the principal hereof and interest due hereon.

[The bonds shall be initially issued in a Book Entry System (as defined in the Ordinance). The provisions of this bond and of the Ordinance are subject in all respects to the provisions of the Letter or Representations between the City and The Depository Trust Company, or any substitute agreement, effecting such Book Entry System.]

[The bonds maturing on or after _____, 20__, are redeemable at the option of the City, upon 30 days’ notice, in whole or in part, in the order of maturity determined by the City and by lot within maturities, beginning on _____, 20__ and on any date thereafter, at par value, plus accrued interest to the date fixed for redemption date.]

[The bonds maturing on _____, 20__ are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof plus accrued interest, in the years and in the amounts set forth below:

<u>Term Bond</u>	
Year	Amount
*	

* Final Maturity]

Each Five Thousand Dollars (\$5,000) principal amount shall be considered a separate bond for purposes of redemption. If less than an entire maturity is called for redemption, the bonds to be called shall be selected by lot by the Registrar.

If any Bonds are subject to both optional and mandatory sinking fund redemption on the same date, the Bonds subject to optional redemption shall be selected first.

In either case, notice of redemption shall be mailed to the address of the registered owner as shown on the registration record of the Registrar, as of the date which is forty-five (45) days prior to the date fixed for redemption, but not less than thirty (30) days prior to such redemption date, unless said notice is waived by the registered owner of this bond. Any notice shall specify the date and place of redemption and sufficient identification of the bonds called for redemption. The place of redemption may be determined by the City. Interest on the bonds so called for redemption shall cease on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price, including interest accrued to the redemption date, on the date so named. Failure to give such notice by mailing, or any defect in such notice, with respect to any bond shall not affect the validity of any proceedings for redemption of other bonds.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent, an amount sufficient to pay such bond or the redemption price, as the case may be, including accrued interest to the date of such payment or redemption, and thereafter the registered owner shall look only to the funds so deposited in trust with that bank for payment, and the City shall have no further obligation or liability in respect thereto.

THIS BOND DOES NOT CONSTITUTE A GENERAL OBLIGATION OF THE CITY, BUT IS PAYABLE OUT OF THE CITY'S DISTRIBUTIVE SHARE OF LOCAL INCOME TAX ("LIT REVENUES") AND INVESTMENT EARNINGS ON ANY CASH OR SECURITIES HELD IN THE 2017 LIT BOND REVENUE FUND ESTABLISHED UNDER THE ORDINANCE IN ACCORDANCE WITH IND. CODE § 6-3.5-1.1, AS CONTINUED AND AMENDED AND MODIFIED BY IND. CODE § 6-3.6-1 *ET SEQ.*

THE OWNER OF THIS BOND, BY THE ACCEPTANCE OF THIS BOND HEREBY AGREES TO ALL THE TERMS AND PROVISIONS CONTAINED IN THE ORDINANCE. The bonds are subject to defeasance prior to redemption or payment as provided in the Ordinance. The Ordinance may be amended without the consent of the owners of the bonds as provided in the Ordinance if the Council in its sole discretion, determines that the amendment shall not adversely affect the rights of any of the owners of the bonds.

The bonds maturing in any one year are issuable only in fully registered form in the denomination of \$5,000 or integral multiples thereof not exceeding the aggregate principal amount of the bonds maturing in such year.

It is hereby certified, recited and declared that all acts, conditions and things required to be done precedent to and in the execution, issuance and delivery of this bond have been done and performed in regular and due form as provided by law; that this bond and the total issue of the bonds is within every limit of indebtedness as prescribed by the constitution and laws of the State of Indiana. The LIT Revenues are hereby irrevocably pledged to the punctual payment of the principal and interest of this bond according to its terms.

This bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been duly executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, the City of Greenwood, Indiana, has caused this bond to be executed in the name of the City by the manual or facsimile signature of its Mayor, the seal of the City or a facsimile thereof to be affixed, imprinted, engraved or otherwise reproduced hereon and attested by the manual or facsimile signature of the City Clerk.

CITY OF GREENWOOD, INDIANA

By: _____
Mayor

(SEAL)

ATTEST:

Clerk

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within mentioned Ordinance.

_____, as Registrar

By: _____
Authorized Representative

(End of Bond Form)

Section 3. Sale of Bonds. The Bonds may be sold through a public sale pursuant to Ind. Code § 5-1-11 or through negotiated sale, upon the advice of the City's financial advisor and at the discretion of the Controller, with terms consistent with this ordinance. The Mayor and Controller are hereby authorized to execute a purchase agreement with the successful purchaser of the Bonds, and to take all other action necessary for the sale and delivery of the Bonds.

If the bonds are sold through competitive sale, prior to the sale of the Bonds, the Controller shall cause to be published either: (i) a bond sale notice in a newspaper published in Johnson County with general circulation in the City two (2) times, at least one week apart, the first publication made at least fifteen (15) days before the date of the sale and the second publication being made at least three (3) days before the date of the sale: or (ii) a notice of intent to sell bonds in one newspaper published in Johnson County with general circulation in the City and in a newspaper of general circulation in Indianapolis, Indiana, as the State capital, all in accordance with Ind. Code § 5-1-11 and Ind. Code § 5-3-1. The notice shall also be posted in City Hall. A notice or summary notice of sale may also be published in the Court & Commercial Record or The Bond Buyer, financial journals published in the City of Indianapolis and in the City and State of New York, respectively. Said notice shall state the purpose for which the Bonds are being issued, the total amount thereof, the maximum rate of interest thereon, the time and place of payment, the terms and conditions on which bids will be received and the sale made, and such other information as the Controller deems necessary. Bids shall be presented to either the Controller, or the City's financial advisor, on behalf of the Controller. The successful purchaser may be required by the Controller to submit to the City a wire transfer in such amount as instructed by the City not later than 3:30 p.m. (local time) on the next business day following the award. In the event the successful bidder shall fail or refuse to accept delivery of the Bonds and pay for the same as soon as the Bonds are ready for delivery, or at the time fixed in the notice, then said wire transfer and the proceeds thereof shall be the property of the City and shall be considered as its liquidated damages on account of such default.

If sold through public sale, all bids for the Bonds shall be sealed and shall be presented to either the Controller, or the City's financial advisor, on behalf of the Controller, and all bids offered shall be received until the hour on the day fixed in accordance with the notice. Bidders for the Bonds shall be required to name the rate or rates of interest which the Bonds are to bear, not exceeding five percent (5%), and such interest rate or rates shall be in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). The rate bid on any maturity of a given series shall be equal to or greater than the rate bid on the immediately preceding maturity. No conditional bid or bid for less than 98% of the face amount of the Bonds will be considered. The City may also receive bids on the Bonds via electronic bidding. The Controller shall award the Bonds to the bidder who offers the lowest net interest cost to the City, computing the total interest on all of the Bonds to the maturities and deducting therefrom the premium bid, if any, and adding thereto the discount bid, if any. The Controller, or the City's financial advisor, on behalf of the Controller, shall have full right to reject any and all bids. In the event no acceptable bid is received at the time of the sale of the Bonds, the Controller, or the City's financial advisor on behalf of the Controller, shall be authorized to continue to receive bids from day to day thereafter for a period not to exceed thirty (30) days, without readvertising, but during such continuation, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed

for such sale. No conditional bid or bid for less than all of the Bonds will be received by the Controller, or the City's financial advisor, on behalf of the Controller.

In the event the financial advisor to the City certifies to the City that it would be economically advantageous for the City to acquire a municipal bond insurance policy for the Bonds, the City hereby authorizes the Controller to obtain such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous in the event the difference between the present value cost of (a) the total debt service on the Bonds if issued without municipal bond insurance and (b) the total debt service on the Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy. If such insurance policy is purchased, the Mayor and the Controller are hereby authorized to execute and deliver all agreements with the provider of the policy to the extent necessary to comply with the terms of such insurance policy and the commitment to issue such policy.

If required, distribution of an Official Statement (preliminary and final) for the Bonds, prepared by the financial advisor to the City, on behalf of the City, is hereby authorized and approved and the Mayor and the Controller are authorized and directed to execute the Official Statement on behalf of the City in a form consistent with this Ordinance. The Mayor or the Controller is hereby authorized to designate the preliminary Official Statement as "nearly final" for purposes of Rule 15c2-12 as promulgated by the Securities and Exchange Commission ("Rule"). If an Official Statement is not required in connection with the sale of the Bonds, the financial advisor to the City, on behalf of the City, will prepare a term sheet regarding the Bonds. In such case, the Common Council hereby authorizes and directs the preparation of such term sheet and approves its dissemination after approval of the Controller and the Mayor. If an Official Statement is not required, the City shall obtain an investment letter from the purchaser of the Bonds in a form that satisfies state and federal securities laws. If the Bonds are subject to the Rule, a continuing disclosure undertaking ("Undertaking") for the Bonds is hereby authorized and approved by the Common Council, and the Mayor and the Controller are hereby authorized and directed to complete, execute and attest the same on behalf of the City. Notwithstanding any other provisions of this Ordinance, failure of the City to comply with the Undertaking shall not be considered an event of default under the Bonds or this Ordinance.

In connection with the sale of the 2017 LIT Bonds, the Mayor, the Controller and the City Clerk each are authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable if it is determined in the best interests of the City to obtain a rating and/or to obtain bond insurance for the 2017 LIT Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

Prior to the delivery of the Bonds, the Corporation County of the City shall obtain a legal opinion as to the validity of the Bonds from Taft Stettinius & Hollister LLP, bond counsel, of Indianapolis, Indiana, and shall furnish this opinion to the purchaser of the Bonds. The cost of this opinion, the services of bond counsel, and the services of the City's financial advisor shall be considered as part of the costs incidental to these proceedings and may be paid out of proceeds of the Bonds without the need for further approvals or authorization.

Section 4. Preparation of Bonds. The Controller is hereby authorized and directed to have the Bonds prepared, and the Mayor and the Controller are hereby authorized and directed to execute the Bonds in the form and manner provided in this ordinance.

Section 5. Defeasance. If, when the Bonds or any portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the Bonds or a portion thereof for redemption shall have been given, and the whole amount of the principal and the interest and the premium, if any, so due and payable upon all of the Bonds then outstanding or any portion thereof shall be paid, or (i) sufficient moneys, or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys, or shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case the Bonds issued hereunder or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of taxes to be levied upon all taxable property in the City.

Section 6. Project Fund. After the Bonds shall have been properly executed, the

Controller shall receive payment therefor, deliver the same to the respective purchasers thereof, and take receipt therefor. The proceeds from the sale of the Bonds shall be paid into the project fund hereby created (the “2017 LIT Bond Project Fund”). The 2017 LIT Bond Project Fund shall be deposited in a separate account of the City and kept separate and apart from all other funds and accounts of the City. The proceeds deposited in the 2017 LIT Bond Project Fund and investment earnings on amounts in the 2017 LIT Bond Project Fund shall be expended only to pay the costs of the Project and costs incurred in connection with the issuance of the Bonds. Any balance or balances remaining unexpended in the 2017 LIT Bond Project Fund after the completion of the Project, which are not required to meet unpaid obligations incurred in connection with the construction of the Project, shall either (i) be deposited in the 2017 LIT Bond Revenue Fund and used solely for the purposes of the 2017 LIT Bond Revenue Fund or (ii) be used for the same purpose or type of project for which the Bonds were issued, all in accordance with Ind. Code § 5-1-13, as amended from time to time. The Controller is hereby authorized to close the 2017 LIT Bond Project Fund once there are no longer any funds available in the 2017 LIT Bond Project Fund.

Section 7. Revenue Fund. There is hereby created a revenue fund (the “2017 LIT Bond Revenue Fund”). Any LIT Revenues pledged to pay debt service on the Bonds shall be deposited in the 2017 LIT Bond Revenue Fund. All moneys in the 2017 LIT Bond Revenue Fund shall be used solely for the purpose of paying principal of and interest on the Bonds. The moneys deposited into the 2017 LIT Bond Revenue Fund, on an annual basis, shall not exceed the amount of principal and interest due on the Bonds for the next succeeding year. The Controller is hereby authorized to close the 2017 LIT Bond Revenue Fund once there are no longer any amounts due under the Bonds.

(a) Bond and Interest Account. There is hereby created, within the 2017 LIT Bond Revenue Fund, the Bond and Interest Account. There shall be credited, upon receipt of each semiannual distribution, to the Bond and Interest Account, an amount of the LIT Revenues equal to the interest on and principal of all then outstanding Bonds payable on the then next succeeding interest and principal payment dates. There shall similarly be credited to the Account any amount necessary to pay the bank fiscal agency charges for paying principal and interest on outstanding bonds as the same become payable. The City shall, from the sums deposited in the 2017 LIT Bond Revenue Fund and credited to the Bond and Interest Account, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the interest and principal on the due dates thereof together with the amount of bank fiscal agency charges.

(b) The City covenants that it will not take any action to repeal, rescind or reduce the pledge of LIT Revenues so long as the Bonds are outstanding.

(c) The City has not pledged or otherwise encumbered the LIT Revenues and there are no prior liens, encumbrances or other restrictions on the LIT Revenues or on the City’s ability to pledge the LIT Revenues.

Section 8. Additional Bonds. The City reserves the right to authorize and issue additional bonds or other obligations payable from LIT Revenues ranking on a parity with the Bonds (“Parity Obligations”), subject to the following conditions:

(a) all interest and principal payments of the Bonds payable from the LIT Revenues shall have been paid to date in accordance with the terms thereof and all required payments into the 2017 LIT Bond Revenue Fund shall be made in accordance with the terms of this ordinance;

(b) the amount of LIT Revenues to be received in each succeeding year shall be at least equal to 125% of the principal and interest requirements of the outstanding Bonds and the proposed Parity Obligations for each year during the term of the outstanding Bonds. For purposes of this subsection, the showings required herein shall be prepared by a certified public accountant retained by the City for that purpose;

(c) principal of any Parity Obligations shall be payable semiannually on January 15 and July 15, and interest on any Parity Obligations shall be payable semiannually on January 15 and July 15.

Section 9. (a) The provisions of this ordinance shall constitute a contract by and

between the City and the owners of the Bonds. After the issuance of the Bonds, this ordinance or the definition of, the manner of collecting and distributing, or pledge of LIT Revenues or the lien created by this ordinance, shall not be repealed or amended (except as specifically provided in Sections 10 and 11), or impaired in any respect which will adversely affect the rights of owners of the Bonds, nor shall the City adopt any law, resolution, order or ordinance which in any way adversely affects the rights of such owners so long as any of the Bonds or the interest thereon remains unpaid.

- (b) The City will take no action to rescind the pledge of LIT.

Section 10. Supplemental Ordinance. The Council may, without the consent of, or notice to, any of the owners of the Bonds, adopt a supplemental ordinance for any one or more of the following purposes:

- (a) To cure any ambiguity or formal defect or omission in this ordinance;
- (b) To grant to or confer upon the owners of the Bonds any additional benefits, rights, remedies, powers or authorities that may lawfully be granted to or conferred upon the owners of the Bonds;
- (c) To modify, amend or supplement this ordinance to permit the qualification of the Bonds for sale under the securities laws of the United States of America if such modification, amendment or supplement will not have a material adverse effect on the owners of the Bonds;
- (d) To provide for the refunding or advance refunding of all or a portion of the Bonds;
- (e) To provide for the issuance of Parity Obligations by the City; or
- (f) Any other purpose which does not adversely affect the interests of the owners of the Bonds in any material way.

Section 11. Bondholder Consent. The owners of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds then outstanding who are, in the sole judgment of the Council, affected shall have the right, from time to time, anything contained in the ordinance to the contrary notwithstanding, to consent to and approve the adoption by the Council of such supplemental ordinances as shall be deemed necessary and desirable by the Council for the purpose of modifying, altering, amending, adding to, or rescinding, in any particular, any of the terms or provisions contained in this ordinance or in any supplemental ordinance other than those provisions covered by Section 10; provided however, that nothing in this Section contained shall permit, or be construed as permitting, without the consent of the owners of all the then outstanding Bonds affected, any of the following: (a) an extension of the maturity, or mandatory sinking fund redemption schedule, of the principal of and interest on any Bonds payable from LIT Revenues, (b) a reduction in the principal amount of any Bond or change in the rate of interest, (c) a privilege or priority of any Bond or Bonds over any other bond or bonds, (d) a reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance, (e) the creation of any lien securing any Bonds other than a lien ratably securing all of the Bonds at any time outstanding hereunder (except as now provided in this ordinance), or (f) a change in the method of accrual of interest on any Bonds.

If at any time the Council desires to adopt a supplemental ordinance for any of the purposes set forth in this Section, the City shall cause notice of the proposed adoption of such supplemental ordinance to be mailed by registered or certified mail to each owner of a Bond at the address shown on the registration books maintained by the Registrar. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that copies thereof are on file at its office for inspection by all owners of Bonds. If, within 60 days, or such longer period as shall be prescribed by the City, following the mailing of such notice, the owners of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds outstanding at the time of the execution of any such supplemental ordinance shall have consented to and approved the execution of such supplemental ordinance, no owner of any Bond shall have any right to object to any of the terms and provisions contained therein, or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the City from adopting the same or from taking any action pursuant to the provisions thereof. Upon the adoption of any such supplemental

ordinance as is permitted and provided by this Section, this ordinance shall be and be deemed to be modified and amended in accordance therewith.

Any consent, request, direction, approval, objection or other instrument required by this ordinance to be signed and executed by the owners of the Bonds may be in any number of concurrent writings of similar tenor and may be signed or executed by such owners of the Bonds in person or by agent appointed in writing. Proof of the execution of any such consent, request, direction, approval, objection or other instrument or of the writing appointing any such agent and of the ownership of the Bonds, if made in the following manner, shall be sufficient for any of the purposes of this ordinance, and shall be conclusive in favor of the City with regard to any action taken by it or them under such request or other instrument, namely:

(a) The fact and date of the execution by any person of any such writing may be proved (i) by the certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the person signing such writing acknowledged before him the execution thereof, or (ii) by an affidavit of any witness to such execution.

(b) The fact of ownership of Bonds and the amount or amounts, numbers and other identification of Bonds, and the date of holding the same shall be proved by the registration books maintained by the Registrar.

Section 12. Debt Limit Not Exceeded. The City represents and covenants that the Bonds herein authorized, when combined with other outstanding indebtedness of the City, will not exceed any applicable constitutional or statutory limitation on the City's indebtedness.

Section 13. Additional Appropriation. It is hereby determined that the proceeds derived from the sale of the Bonds, in an amount not to exceed \$4,000,000, shall be and are hereby appropriated to provide funding for the Project, together with expenses in connection with the issuance of the Bonds. Such appropriation shall be in addition to all appropriations provided for in the existing applicable budget and levy, and shall continue in effect until the payment in full of the Bonds.

The City has properly published notice in accordance with Ind. Code § 5-3-1 and Ind. Code § 6-1.1-18-5 regard appropriation of the proceeds of the Bonds as provided herein and hereby authorizes the proceeds of the Bonds and the interest earnings thereon to be pledged and appropriated to the cost of the Project pursuant to this Ordinance. A certified copy of this Ordinance shall be filed with the Indiana Department of Local Government Finance in accordance with Ind. Code § 6-1.1-18-5 regarding the proposed additional appropriations.

Section 14. Severability. 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 15. Repeal of Conflicting Provisions. All ordinances or parts thereof, in conflict with the provisions of this ordinance, are, to the extent of such conflict, hereby repealed or amended.

Section 16. Amendments to Ordinance. This ordinance may, from time to time hereafter, be amended without the consent of the owners of the Bonds, if in the sole discretion of the Council, such amendment shall not adversely affect the rights of the owners of any of the Bonds.

Section 17. Effective Date. This ordinance shall be in full force and effect immediately upon its passage and signing by the Mayor.

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Passed by the Common Council of the City of Greenwood, Indiana, this 15th day of May, 2017.

Michael Campbell
Michael Campbell, President
Greenwood Common Council

FOR:

AGAINST:

<u>Linda S. Gibson</u>	Linda S. Gibson	_____
<u>EJH</u>	Ezra J. Hill	_____
<u>Bruce Armstrong</u>	Bruce Armstrong	<u>BA</u>
<u>Ronald Bates</u>	Ronald Bates	_____
<u>J. David Hopper</u>	J. David Hopper	_____
<u>David Lekse</u>	David Lekse	_____
<u>Michael Campbell</u>	Michael Campbell	_____
<u>Brent Corey</u>	Brent Corey	_____
<u>Charles Landon</u>	Charles Landon	_____

ATTEST:

Jeannine Myers
Jeannine Myers, Clerk

The foregoing within and attached Ordinance passed by the Common Council of the City of Greenwood, Indiana, on the 15th day of May, 2017, is presented by me this 16th day of May, 2017, at 9:30 O'Clock A.M., to the Mayor of the City of Greenwood, Indiana.

Jeannine Myers
Jeannine Myers, Clerk

The foregoing within and attached Ordinance passed by the Common Council of the City of Greenwood, Indiana, on the 15th day of May, 2017, is signed and approved by me this 16th day of May, 2017, at 1:30 O'Clock _____.M.

Mark W. Myers
MARK W. MYERS, Mayor of
the City of Greenwood, Indiana