

GREENWOOD COMMON COUNCIL

ORDINANCE NO. 22-32

**AN ORDINANCE OF THE CITY OF GREENWOOD, INDIANA, AUTHORIZING THE
ISSUANCE OF GENERAL OBLIGATION BONDS FOR THE PURPOSE OF
PROVIDING FUNDS TO PAY FOR CERTAIN CAPITAL EXPENDITURES, ROAD
AND SIDEWALK PROJECTS AND INCIDENTAL EXPENSES IN CONNECTION
THEREWITH AND ON ACCOUNT OF THE ISSUANCE OF THE BONDS,
APPROPRIATING THE PROCEEDS THEREOF, AND ALL MATTERS RELATED
THERETO.**

WHEREAS, the Common Council (the "Council") of the City of Greenwood, Indiana (the "City") has considered and finds that there is a need to undertake a number of proposed capital expenditure and improvement projects within the City which include: (i) capital improvements to various facilities, roads, streets and sidewalk systems within the City, including, but not limited to, any or all or any part of the improvement projects set forth in Exhibit A (the "Infrastructure Improvement Projects"); and (ii) capital expenditures and equipping of the City's fire, police and street departments, including, but not limited to, any or all or any part of the capital expenditures set forth in Exhibit B (the "Equipment Expenditures" and together with the Infrastructure Improvement Projects, the "Projects" and each separate project a "Project"); and

WHEREAS, it would be of public utility and benefit and in the best interests of the City and its citizens to pay the costs of all or a portion of the Projects, together with any incidental expenses incurred in connection with or on account of the issuance of the Bonds, through the issuance of general obligation bonds of the City; and

WHEREAS, the Council now deems it advisable to issue, pursuant to Ind. Code § 36-4-6-19, Ind. Code § 6-1.1-20-1, *et. seq.*, and other applicable provisions of the Indiana Code (collectively, the "Act"), the "City of Greenwood, Indiana, General Obligation Bonds, Series 2022" (the "Bonds"), in one (1) or more series (with an appropriate series designation for each such series), in the original principal amount of not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000) (the "Authorized Amount") for the purpose of providing for the payment of (i) all or a portion of the costs of the Projects, (ii) preliminary expenses related thereto and all incidental expenses incurred in connection therewith (all of which are deemed to be a part of the Projects), and (iii) the costs of selling and issuing the Bonds; and

WHEREAS, the original principal amount of the Bonds, together with the outstanding principal amount of previously issued bonds or other obligations which constitute a debt of the City, is no more than two percent (2%) of one-third (1/3) of the total net assessed valuation of the City; and

WHEREAS, the Projects, together with any and all incidental expenses incurred in connection with or on account of the issuance of the Bonds, is estimated to cost the City not more than \$4,500,000; and

WHEREAS, the amount of proceeds of the Bonds allocated to pay costs of the Projects, together with estimated investment earnings thereon, does not exceed the cost of the Projects as estimated by the Council; and

WHEREAS, under the governing statutes, it is necessary to make an appropriation to pay items to be financed with the Bonds, and it has been determined that said appropriation be made at this time; and

WHEREAS, the Council now finds that all conditions precedent to the adoption of an Ordinance authorizing the issuance of the Bonds have been complied with in accordance with the Act; and

WHEREAS, Section 1.150-2 of the Treasury Regulations on Income Tax (the "Reimbursement Regulations") specifies conditions under which a reimbursement allocation may be treated as an expenditure of bond proceeds, and the City intends by this ordinance to qualify amounts advanced by the City to the Projects for reimbursement from proceeds of the Bonds in accordance with the requirements of the Reimbursement Regulations.

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

Section 1: Authorization for Bonds and Appropriation of Proceeds. In order to provide financing for the Projects and incidental expenses incurred in connection therewith and on account of the issuance of the Bonds, the City shall borrow money and issue the Bonds as herein authorized. An appropriation in an amount not to exceed the Authorized Amount, together with all investment earnings thereon, shall be made to pay for the governmental purposes to be financed by the Bonds, and the funds to meet said appropriation shall be provided out of the proceeds of the Bonds in the original principal amount of not to exceed the Authorized Amount and such investment earnings. Said appropriation shall be in addition to all other appropriations provided for in the existing budget and tax levy.

Section 2: General Terms of Bonds. In order to procure said loan for such purposes, the Controller of the City (the "Controller") is hereby authorized and directed to have prepared and to issue and sell negotiable general obligation bonds of the City, in one or more series, in the amount of not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000), to be designated "City of Greenwood, Indiana, General Obligation Bonds, Series 2022" (with an appropriate additional series designation, if applicable) for the purpose of providing financing for the Projects and incidental expenses, such expenses to include without limitation all expenses of every kind incurred preliminarily to the funding of the Projects, and the costs of selling and issuing the Bonds. The final principal amount of the Bonds (not exceeding the Authorized Amount) shall be determined by the Controller prior to the sale of the Bonds.

The Bonds shall be signed in the name of the City by the manual or facsimile signature of the Mayor of the City (the "Mayor") and attested by the manual or facsimile signature of the Controller, who shall affix the seal of the City to each of the Bonds manually or shall have the seal imprinted or impressed thereon by facsimile or other means. In case any Officer whose signature or facsimile signature appears on the Bonds shall cease to be such Officer before the delivery of the Bonds, such signature shall nevertheless be valid and sufficient for all purposes as if such Officer had remained in office until delivery thereof. The Bonds shall also be authenticated by the manual signature of the Registrar (as hereinafter defined). Subject to the provisions of this Ordinance regarding the registration of the Bonds, the Bonds shall be fully negotiable instruments under the applicable laws of the State of Indiana.

The Bonds are, as to all the principal thereof and interest due thereon, general obligations of the City, payable from *ad valorem* property taxes on all taxable property within the City.

The Bonds shall be issued in fully registered form in denominations of One Thousand Dollars (\$1,000) or any integral multiple thereof (or such different denominations as the Controller shall determine prior to the sale of the Bonds), shall be numbered consecutively from 2022R-1 upward, and shall be originally dated as of their date of issuance. The Bonds shall bear interest payable semiannually on June 30 and December 31 of each year, beginning no earlier than June 30, 2023, at a rate or rates not exceeding five percent (5.0%) per annum (the exact rate or rates to be determined by bidding pursuant to Section 6 of this Ordinance). Interest shall be calculated on the basis of a three hundred sixty (360) day year comprised of twelve (12) thirty (30) day months. The Bonds shall mature serially on June 30 and December 31 of each year, beginning no earlier than June 30, 2023, and ending not later than December 31, 2023, in such amounts as the Controller, with the advice of the City's Municipal Advisor, shall determine prior to the sale of the Bonds.

Except as may be otherwise provided in the Bonds, all payments of interest on the Bonds shall be paid by the City to the Paying Agent (as hereinafter defined) no later than the last business day of the month immediately preceding the interest payment date with the understanding that the Paying Agent shall pay all of the interest due on each interest payment date by wire transfer, or by check mailed one business day prior to the interest payment date, to the registered owners thereof

as of the first day of the month of each interest payment date (the "Record Date") at the addresses as they appear on the registration and transfer books kept by the Registrar (the "Registration Record") or at such other address as is provided to the Paying Agent in writing by such registered owner. Except as may be otherwise provided in the Bonds, all payments of the principal of the Bonds shall be paid by the City to the Paying Agent no later than the last business day of the month immediately preceding the principal payment date with the understanding that the Paying Agent shall pay all of the principal due on each principal payment date upon surrender of the Bonds due on such date at the principal office of the Paying Agent 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; provided, however, that with respect to the holder of any of the Bonds who holds Bonds at any time in the principal amount of at least One Million Dollars (\$1,000,000), principal payments may be paid by wire transfer or by check mailed without any surrender of the Bonds if written notice is provided to the Paying Agent at least sixteen (16) days prior to the commencement of such wire transfers or mailing of the check.

Interest on Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such Bonds are authenticated after the first (1st) day of the month in which such interest payment date occurs and on or before such interest payment date in which case they shall bear interest from such interest payment date, or unless authenticated on or before the first (1st) day of the month in which the first interest payment date occurs, in which case they shall bear interest from the original date, until the principal shall be fully paid.

Each Bond shall be transferable or exchangeable only upon the Registration Record by the registered owner thereof in person, or by his 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 his 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 costs of such transfer or exchange shall be borne by the City, except for any tax or governmental charge required to be paid in connection therewith, which shall be payable by the person requesting such transfer or exchange. The City, the Registrar and the Paying Agent may treat and consider the persons in whose names such Bonds are registered as the absolute owners thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon.

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 and such lost, stolen or destroyed Bond shall be deemed cancelled and void, 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 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.

Section 3: Terms of Redemption. The Controller, upon consultation with the City's Municipal Advisor, may designate maturities of Bonds (or portion thereof in authorized denominations) that shall be subject to mandatory sinking fund redemption, and the corresponding redemption dates, amounts and prices (including premium, if any). The Bonds shall not be subject to optional redemption prior to the Maturity Date. Except as otherwise set forth in this Ordinance, the Controller, upon consultation with the City's Municipal Advisor, is hereby authorized and directed to determine the terms governing any such redemption.

Notice of redemption shall be mailed by first-class mail or by registered or certified mail to the address of each registered owner of a Bond to be redeemed as shown on the Registration Record not more than sixty (60) days and not less than thirty (30) days prior to the date fixed for redemption except to the extent such redemption notice is waived by owners of Bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any Bond shall not affect the validity of any proceedings for the redemption of any other Bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers (if any) 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 on the date so named, and thereafter, such Bonds shall no longer be protected by this Ordinance and shall not be deemed to be outstanding hereunder, and the holders thereof shall have the right only to receive the redemption price.

All Bonds which have been redeemed shall be canceled and shall not be reissued; provided, however, that one (1) or more new registered Bonds shall be issued for the unredeemed portion of any Bond without charge to the holder thereof.

No later than the date fixed for redemption, funds shall be deposited with the Paying Agent or another paying agent to pay, and such agent is hereby authorized and directed to apply such funds to the payment of, the Bonds or portions thereof called for redemption, including accrued interest thereon to the redemption date. No payment shall be made upon any Bond or portion thereof called for redemption until such Bond shall have been delivered for payment or cancellation or the Registrar shall have received the items required by this Ordinance with respect to any mutilated, lost, stolen or destroyed bond.

Section 4: Appointment of Registrar and Paying Agent. The Controller is hereby authorized to serve as, or to appoint a qualified financial institution to serve as, Registrar and Paying Agent for the Bonds (the "Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the Bonds, and shall keep and maintain at its principal office or corporate trust office books for the registration and transfer of the Bonds. The Controller is hereby authorized to enter into such agreements or understandings with such institution as will enable the institution to perform the services required of the Registrar and Paying Agent. The Controller is authorized to pay such fees as the institution may charge for the services it provides as Registrar and Paying Agent.

The Registrar and Paying Agent may, at any time, resign as Registrar and Paying Agent by giving thirty (30) days written notice to the Controller and to each registered owner of the Bonds then outstanding, and such resignation will take effect at the end of such thirty (30) days or upon the earlier appointment of a successor Registrar and Paying Agent by the Controller. Such notice to the Controller may be served personally or be sent by first-class or registered mail. The Registrar and Paying Agent may be removed at any time as Registrar and Paying Agent by the Controller, in which event the Controller may appoint a successor Registrar and Paying Agent. The Controller shall notify each registered owner of the Bonds then outstanding of the removal of the Registrar and Paying Agent. Notices to registered owners of the Bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the bond register. Any predecessor Registrar and Paying Agent shall deliver all the Bonds, cash and investments in its possession and the bond register to the successor Registrar and Paying Agent. At all times, the same entity shall serve as Registrar and as Paying Agent.

Section 5: Form of Bonds. (a) The form and tenor of the Bonds shall be substantially as follows, all blanks to be filled in properly and all necessary additions and deletions to be made prior to delivery thereof:

2022R-
UNITED STATES OF AMERICA

STATE OF INDIANA
CITY OF GREENWOOD, INDIANA
GENERAL OBLIGATION BOND, SERIES 2022

COUNTY OF JOHNSON

Interest Rate	Maturity Date	Original Date	Authentication Date	[CUSIP]
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REGISTERED OWNER:
PRINCIPAL SUM: DOLLARS (\$_____)

The City of Greenwood, Johnson County, Indiana (the “City”) for value received, hereby promises to pay to the Registered Owner set forth above, the Principal Sum set forth above on the Maturity Date set forth above, and to pay interest thereon until the Principal Sum shall be fully paid, at the Interest Rate per annum specified above from the interest payment date to which interest has been paid next preceding the Authentication Date of this bond unless this bond is authenticated after the first day of the month in which such interest payment date occurs and on or before such interest payment date in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____ 1, 20__, in which case it shall bear interest from the Original Date, which interest is payable semiannually on June 30 and December 31 of each year, beginning on June 30, 2023. Interest shall be calculated on the basis of a three hundred sixty (360) day year comprised of twelve (12) thirty (30) day months.

The principal of this bond is payable at _____ (the “Registrar” or “Paying Agent”), in _____, Indiana. All payments of interest on this bond shall be paid by check mailed one (1) business day prior to the interest payment date to the registered owner hereof as of the first day of the month in which such interest payment date occurs at 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. All payments of principal of and premium, if any, on this Bond shall be made upon surrender thereof at the designated corporate trust office of the Paying Agent 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 (1) of an authorized issue of negotiable General Obligation Bonds of the City, of like original date, tenor and effect, except as to denomination, numbering, interest rates, and dates of maturity, in the total amount of Four Million Five Hundred Thousand Dollars (\$4,500,000), numbered consecutively from 2022R-1 upward, issued for the purpose of providing funds to pay for all or a portion of the costs of construction of (i) capital improvements to various road and street systems within the City (the “Infrastructure Improvement Projects”); and (ii) capital expenditures and equipping of the City’s fire, police and street departments (the “Equipment Expenditures” and together with the Infrastructure Improvement Projects, the “Projects” and each separate project a “Project”) together with the costs of the issuance of bonds therefor, as authorized by Ordinance No. 22-[__] adopted by the Common Council on the __ day of October, 2022, entitled “AN ORDINANCE OF THE CITY OF GREENWOOD, INDIANA, AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION BONDS FOR THE PURPOSE OF PROVIDING FUNDS TO PAY FOR CERTAIN CAPITAL EXPENDITURES AND ROAD AND STREET SYSTEM PROJECTS AND INCIDENTAL EXPENSES IN CONNECTION THEREWITH AND ON ACCOUNT OF THE ISSUANCE OF THE BONDS, APPROPRIATING THE PROCEEDS THEREOF, AND ALL MATTERS RELATED THERETO”, (the “Ordinance”), and in accordance with I. C. § 36-4-6-19 and other applicable provisions of the Indiana Code, as amended (collectively, the “Act”). The owner of this Bond, by the acceptance hereof, agrees to all the terms and provisions contained in the Ordinance and the Act.

PURSUANT TO THE PROVISIONS OF THE ACT AND THE ORDINANCE, THE PRINCIPAL OF THIS BOND AND ALL OTHER BONDS OF SAID ISSUE AND THE INTEREST DUE THEREON ARE PAYABLE AS A GENERAL OBLIGATION OF THE CITY, FROM AN *AD VALOREM* PROPERTY TAX TO BE LEVIED ON ALL TAXABLE PROPERTY WITHIN THE CITY.

This Bond is not subject to optional redemption prior to the Maturity Date.

[INSERT MANDATORY SINKING FUND REDEMPTION TERMS]

Notice of such redemption shall be mailed by first-class mail or by registered or certified mail not

more than sixty (60) days and not less than thirty (30) days prior to the date fixed for redemption to the address of the registered owner of each Bond to be redeemed as shown on the registration record of the City except to the extent such redemption notice is waived by owners of the Bond or Bonds redeemed; provided, however, that failure to give such notice by mailing, or any defect therein with respect to any bond shall not affect the validity of any proceedings for the redemption of any other Bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers, if any, 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 on the date so named, and thereafter, such Bonds shall no longer be protected by the Ordinance, and shall not be deemed to be outstanding thereunder.

This Bond is subject to defeasance prior to payment as provided in the Ordinance.

If this Bond shall not be presented for payment on the date fixed therefor, the City may deposit in trust with the Paying Agent, or another paying agent, an amount sufficient to pay such Bond, and thereafter the Registered Owner shall look only to the funds so deposited in trust for payment and the City shall have no further obligation or liability in respect thereto.

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 in person, or by his 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 his 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, any Registrar and any 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 maturing in any one (1) year are issuable only in fully registered form in the denomination of \$[1,000] or any integral multiple thereof.

It is hereby certified and recited 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.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, the City of Greenwood, Indiana, has caused this Bond to be executed in its corporate name by the manual or facsimile signatures of its duly elected, qualified and acting Mayor, and its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by the Controller of the City.

CITY OF GREENWOOD, INDIANA

(SEAL)

By: _____
Mayor

ATTEST:

Controller

REGISTRAR’S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this Bond is one (1) of the Bonds described in the within-mentioned Ordinance duly authenticated by the Registrar.

_____, as Registrar

By: _____
Authorized Representative

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

TEN. COM.	as tenants in common
TEN. ENT.	as tenants by the entireties
JT. TEN.	as joint tenants with right of survivorship and not as tenants in common
UNIF. TRANS.	
MIN. ACT	_____ Custodian _____ (Cust.) (Minor)
	under Uniform Transfers to Minors Act of _____ (State)

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

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ (Please Print or Typewrite Name and Address)
\$ _____ principal amount (must be a multiple of \$1,000) of the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney to transfer the within bond on the books kept for the registration thereof with full power of substitution in the premises.

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

(End of Form of Bonds)

(b) The Bonds may, in compliance with all applicable laws, initially be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the City from time to time (the "Clearing Agency"), without physical distribution of bonds to the purchasers. The following provisions of this section apply in such event.

One (1) definitive Bond of each maturity shall be delivered to the Clearing Agency (or its agent) and held in its custody. The City and the Registrar and Paying Agent may, in connection therewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the Bonds as are necessary or appropriate to accomplish or recognize such book-entry form Bonds.

During any time that the Bonds remain and are held in book-entry form on the books of a Clearing Agency, (1) any such Bond may be registered upon the books kept by the Registrar in the name of such Clearing Agency, or any nominee thereof, including Cede & Co., as nominee of The Depository Trust Company; (2) the Clearing Agency in whose name such Bond is so registered shall be, and the City and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such Bond for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest on such Bond, the receiving of notice and giving of consent; (3) neither the City nor the Registrar or Paying

Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any Bond, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any Bond or any responsibility or obligation hereunder with respect to the receiving of payment of principal of or interest or premium, if any, on any Bond, the receiving of notice or the giving of consent; and (4) the Clearing Agency is not required to present any Bond called for partial redemption prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

If either the City receives notice from the Clearing Agency which is currently the registered owner of the Bonds to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the Bonds, or the City elects to discontinue its use of such Clearing Agency as a Clearing Agency for the Bonds, then the City and Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the Bonds, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the Bonds and to transfer the ownership of each of the Bonds to such person or persons, including any other Clearing Agency, as the holders of the Bonds may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the Bonds, shall be paid by the City.

During any time that the Bonds are held in book-entry form on the books of a Clearing Agency, the Registrar shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owner of Bonds as of a record date selected by the Registrar. For purposes of determining whether the consent, advice, direction or demand of a registered owner of a Bond has been obtained, the Registrar shall be entitled to treat the beneficial owners of the Bonds as the bondholders, and any consent, request, direction, approval, objection or other instrument of such beneficial owner may be obtained in the fashion described in this Ordinance.

During any time that the Bonds are held in book-entry form on the books of a Clearing Agency, the Mayor, the Controller and/or the Registrar are authorized to execute and deliver a Letter of Representations agreement with the Clearing Agency, or a Blanket Issuer Letter of Representations, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth therein. The Registrar, by accepting the duties of Registrar under this Ordinance, agrees that it will (i) undertake the duties of agent required thereby and that those duties to be undertaken by either the agent or the issuer shall be the responsibility of the Registrar, and (ii) comply with all requirements of the Clearing Agency, including without limitation same day funds settlement payment procedures. Further, during any time that the Bonds are held in book-entry form, the provisions of Section 5 of this Ordinance shall control over conflicting provisions in any other section of this Ordinance.

Section 6: Sale of Bonds. If the Bonds will be sold in a competitive sale, the Controller shall cause to be published a notice of sale once each week for two (2) consecutive weeks in accordance with I.C. § 5-3-1-2. The date fixed for the sale shall not be earlier than fifteen (15) days after the first of such publications and not earlier than three (3) days after the second of such publications. Said bond sale notice shall state the time and place of sale, the purpose for which the Bonds are being issued, the total amount thereof, the amount and date of each maturity, the maximum rate or rates of interest thereon, their denominations, the time and place of payment, that specifications and information concerning the Bonds are on file in the office of the Controller and are available on request, the terms and conditions upon which bids will be received and the sale made and such other information as is required by law or as the Controller shall deem necessary, including any terms and conditions of sale which provide an exclusion or exemption from the applicability of all or a portion of the provisions of Rule 15c2-12 of the U.S. Securities and Exchange Commission, as amended (the "SEC Rule").

As an alternative to a public sale and the publication of a notice of sale, the Controller may negotiate the sale of the Bonds, as permitted by I.C. § 5-1-11-1(a)(2)(C), at an interest rate or rates not exceeding five percent (5.0%) per annum. The Controller is hereby authorized to sell such Bonds upon such terms as are acceptable to the Controller consistent with the terms of this Ordinance.

All bids for the Bonds shall be sealed and shall be presented to the Controller in accord with the terms set forth in the bond sale notice. Bidders for the Bonds shall be required to name the rate or rates of interest which the Bonds are to bear, which shall be the same for all Bonds maturing on the same date, and the interest rate bid on any maturity of Bonds must be no less than the interest rate bid on any and all prior maturities, not exceeding five percent (5.0%) per annum, and such interest rate or rates shall be in multiples of one-eighth (1/8) or one-hundredth (1/100) of one per cent. The Controller shall award the Bonds to the bidder who offers the lowest interest cost, to be determined by computing the total interest on all the Bonds to their maturities and deducting therefrom the premium bid, if any, or adding thereto the amount of the discount, if any. No bid for less than ninety-nine percent (99.0%) of the par value of the Bonds (or such higher percentage as the Controller shall determine, with the advice of the City's Municipal Advisor, prior to the sale of the Bonds) and accrued interest, if any, shall be considered. The Controller may require that all bids shall be accompanied by certified or cashier's checks payable to the order of the City of Greenwood, Indiana, or a surety bond, in an amount not to exceed one percent of the aggregate principal amount of the Bonds as a guaranty of the performance of said bid, should it be accepted. In the event no satisfactory bids are received on the day named in the sale notice, the sale may be continued from day to day thereafter for a period of thirty (30) days without readvertisement; provided, however, that if said sale be continued, 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 sale in the bond sale notice. The Controller shall have full right to reject any and all bids.

After the Bonds have been properly sold and executed, the Controller shall receive from the purchasers payment for the Bonds and shall provide for delivery of the Bonds to the purchasers.

The Controller is hereby authorized and directed to obtain a legal opinion as to the validity of the Bonds from Taft Stettinius & Hollister LLP, and to furnish such opinion to the purchasers of the Bonds or to cause a copy of said legal opinion to be printed on each Bond. The cost of such opinion shall be paid out of the proceeds of the Bonds.

Section 7: Use of Bond Proceeds. Any premium received at the time of delivery of the Bonds will be applied to payments on the Bonds on the earliest interest payment dates. The remaining proceeds received from the sale of the Bonds shall be deposited into the City of Greenwood, Indiana, Project Fund (the "Project Fund"). The proceeds deposited into the Project Fund shall be expended only for the purpose of paying expenses incurred in connection with the Projects, together with the expenses incidental thereto and on account of the issuance of the Bonds. Any balance remaining in the Project Fund after the completion of the Projects that is not required to meet unpaid obligations incurred in connection therewith and on account of the issuance of the Bonds may be used to pay debt service on the Bonds or otherwise used as permitted by law.

Section 8: 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 any portion thereof for redemption have been given, and the whole amount of the principal and the interest so due and payable upon such Bonds or any portion thereof then outstanding shall be paid, or (i) cash, or (ii) direct non-callable obligations of (including obligations issued or held in book entry form on the books of) the Department of the Treasury of the United States of America, and securities fully and unconditionally guaranteed as to the timely payment of principal and interest by the United States of America, the principal of and the interest on which when due without reinvestment will provide sufficient money, or (iii) any combination of the foregoing, shall be held irrevocably in trust for such purpose, and provision shall also be made for paying all fees and expenses for the payment, then and in that case the Bonds or such designated portion thereof shall no longer be deemed outstanding or secured by this Ordinance.

Section 9: Amendments. Subject to the terms and provisions contained in this Section, and not otherwise, the owners of not less than sixty-six and two-thirds percent (66-2/3%) in aggregate principal amount of the Bonds then outstanding shall have the right, from time to time, to consent to and approve the adoption by the City of such Ordinance or Ordinances supplemental hereto as shall be deemed necessary or desirable by the City 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; provided, however, that nothing herein contained shall permit or be construed as permitting:

(a) An extension of the maturity of the principal of or interest on any Bond, without the consent of the holder of each Bond so affected; or

(b) A reduction in the principal amount of any Bond or the rate of interest thereon, or a change in the monetary medium in which such amounts are payable, without the consent of the holder of each Bond so affected; or

(c) A preference or priority of any Bond over any other Bond, without the consent of the holders of all Bonds then outstanding; or

(d) A reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance, without the consent of the holders of all Bonds then outstanding.

If the City shall seek to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the addresses appearing on the registration books held by the Registrar. Such notice shall briefly set forth the nature of the proposed supplemental Ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the Bonds. The Registrar shall not, however, be subject to any liability to any owners of the Bonds by reason of its failure to mail such notice, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as herein provided.

Whenever at any time within one (1) year after the date of the mailing of such notice, the City shall receive any instrument or instruments purporting to be executed by the owners of the Bonds of not less than sixty-six and two-thirds per cent (66-2/3%) in aggregate principal amount of the Bonds then outstanding, which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice, and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice as on file with the Registrar, thereupon, but not otherwise, the City may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the Bonds, whether or not such owners shall have consented thereto.

No owner of any Bond shall have any right to object to the adoption of such supplemental Ordinance or 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 or its Officers from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental Ordinance pursuant to the provisions of this section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of Bonds then outstanding, shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments.

Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and of the owners of the Bonds, and the terms and provisions of the Bonds and this Ordinance, or any supplemental Ordinance, may be modified or altered in any respect with the consent of the City and the consent of the owners of all the Bonds then outstanding.

Without notice to or consent of the owners of the Bonds, the City may, from time to time and at any time, adopt such ordinances supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental ordinances shall thereafter form a part hereof),

(e) To cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental Ordinance; or

(f) To grant to or confer upon the owners of the Bonds any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the Bonds; or

(g) To procure a rating on the Bonds from a nationally recognized securities rating agency designated in such supplemental ordinance, if such supplemental ordinance will not adversely affect the owners of the Bonds; or

- (h) To obtain or maintain bond insurance with respect to the Bonds; or
- (i) To provide for the refunding or advance refunding of the Bonds; or
- (j) To make any other change which, in the determination of the

Council in its sole discretion, is not to the prejudice of the owners of the Bonds.

Section 10: Approval of Official Statement. If the Controller, with the advice of the City's Municipal Advisor, determines that the preparation of an Official Statement is necessary or is in the best interest of the City, then the Controller is hereby authorized to deem final an Official Statement with respect to the Bonds, as of its date, subject to completion thereof, and the Council further authorizes the distribution of the deemed Final Official Statement, and the execution, delivery and distribution of such document as further modified and amended with the approval of the Controller in the form of a Final Official Statement.

Section 11: Other Action. The appropriate Officers are hereby authorized to take all actions to obtain a rating, bond insurance or any other form of credit enhancement for the Bonds if economically feasible and desirable and with the favorable recommendation of the Municipal Advisors to the City. In addition, the appropriate Officers of the City are hereby authorized and directed to take any other action deemed necessary or advisable in order to effectuate the acquisition, construction and equipping of the Projects, the issuance of the Bonds, or any other purposes of this Ordinance.

Section 12: No Conflict. 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. After the issuance of the Bonds and so long as any of the Bonds or interest thereon remains unpaid, except as expressly provided herein, this Ordinance shall not be repealed or amended in any respect that will adversely affect the rights of the holders of the Bonds, nor shall the City adopt any Law, Ordinance or Resolution that in any way adversely affects the rights of such holders.

Section 13: Severability; Interpretation. 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. Unless the context or laws clearly require otherwise, references herein to statutes or other laws include the same as modified, supplemented or superseded from time to time.

Section 14: Holidays, Etc. If the date of making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the City or the city in which the Registrar or Paying Agent is located are typically closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the nominal date provided in this Ordinance, and no interest shall accrue for the period after such nominal date.

Section 15: Effectiveness. This Ordinance shall be in full force and effect from and after its adoption and the procedures required by applicable law. Upon payment in full of the principal and interest respecting the Bonds authorized hereby or upon deposit of an amount sufficient to pay when due such amounts in accord with the defeasance provisions herein, all pledges, covenants and other rights granted by this Ordinance shall cease.

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Passed by the Common Council of the City of Greenwood, Indiana, this 17th day of October, 2022.

Michael Campbell
Michael Campbell, President
Greenwood Common Council

ATTEST:

I hereby certify that the foregoing within and attached ordinance was duly passed by the Common Council of the City of Greenwood, Indiana, at a meeting thereof held on the 17th day of October, 2022, by the following vote:

AYE: NAY:

Ronald Bates	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Michael Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Andrew K. Foster	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Linda S. Gibson	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ezra J. Hill	<input checked="" type="checkbox"/>	<input type="checkbox"/>
J. David Hopper	<input checked="" type="checkbox"/>	<input type="checkbox"/>
David Lekse	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Bradley Pendleton	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Michael Williams	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The foregoing within and attached ordinance passed by the Common Council of the City of Greenwood, Indiana, on the 17th day of October, 2022, is presented by me this 18th day of October, 2022, at 2:00 o'clock P.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 17th day of October, 2022, is approved by me this 18th day of October, 2022, at 1:30 o'clock P.m.

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

EXHIBIT A

ROAD, SIDEWALK AND CAPITAL IMPROVEMENT PROJECTS

Approximately \$1,991,500 of the Bond proceeds will be used for (i) sidewalk improvements located within the City, (ii) roof repairs and replacements for City owned facilities, (iii) design and construction bid costs for Fire Station No. 95, and (iv) the reconstruction, resurfacing, paving maintenance, restoration and rehabilitation of arterial road and street systems located within the City as well as for providing matching funds for the City's Community Crossing Grant obtained for road and street paving projects.

EXHIBIT B

EQUIPMENT EXPENDITURES

Approximately \$2,385,500 of the Bond proceeds will be used for the purchase and acquisition of (i) a fire engine for the City's Fire Department, (ii) various trailers, mowers, utility tractors, plow trucks and general fleet vehicles for the City's Street Department, and sixteen (16) police vehicles for the City's Police Department.