Passed 6-0
(Volan, Granger, Spechler absent)

RESOLUTION 12-08

Resolution of the City of Bloomington, Indiana, Consenting to a New Borrower in Connection with the Economic Development Recovery Zone Facility Bonds, Series 2010 (1302 South Rogers, LLC Project), of the City and Approving Certain Amending Financing Documents in Connection Therewith

WHEREAS, the Common Council of the City of Bloomington, Indiana (the "Council" and the "City", respectively) has, pursuant to Ordinance 10-19, adopted December 1, 2010, and Indiana Code 36-7-11.9 and -12 (collectively, the "Act"), authorized and approved the issuance by the City of its Economic Development Recovery Zone Facility Bonds, Series 2010 (1302 South Rogers, LLC Project) (the "Bonds"); and

WHEREAS, the Bonds were issued by the City on December 30, 2010 in the principal amount of $2,000,000 and were purchased by Regions Bank (the "Bank") with the proceeds of the Bonds loaned to 1302 South Rogers, LLC (the "Borrower") for application on the costs of real estate and the construction thereon of a medical office facility at 1302 South Rogers Street in the City (the "Project"); and

WHEREAS, the Council has been advised by the Bank and the Borrower that the Borrower intends to sell the Project to South Rogers Medical Office Facility, LLC (the "New Borrower") which, in connection with such transaction, will assume all obligations of the Borrower in connection with the Bonds; and

WHEREAS, except as described above, the Council has been advised that the terms and provisions of the Bonds will remain the same, that the New Borrower will continue to operate the Project in accordance with the Act and that the Bank, as holder of the Bonds, will consent to the proposed transaction; and

WHEREAS, the Council has been further advised by Bose McKinney & Evans LLP, bond counsel in connection with the issuance of the Bonds, that (i) it is necessary to amend certain of the financing documents in connection with the sale of the Project to the New Borrower and the assumption by the New Borrower of the obligations of the Borrower under the Bonds and (ii) such amendments require the approval of the Council; and

WHEREAS, the Council, having reviewed the forms of financing documents attached hereto and considered the information presented to it, finds that such documents should be approved and that the City should consent to the acquisition of the Project and assumption of the Borrower's obligations on the Bonds by the New Borrower;

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Bloomington, Indiana, as follows:

SECTION 1. The City hereby consents to the acquisition of the Project by the New Borrower and the assumption by the New Borrower of the Borrower's obligations under the Bonds.

SECTION 2. Subject to and in accordance with the provisions of Section 4 of this resolution, the First Supplemental Trust Indenture and Mortgage, to be dated as of the date of closing by the New Borrower on the acquisition of the Project from the Borrower (the "Supplemental Indenture"), between the City and Regions Bank, as trustee (the "Trustee"), which supplements and amends the Trust Indenture and Mortgage, between the City and the Trustee, dated as of December 1, 2010, is hereby approved substantially in the form submitted at this meeting, a copy of which Supplemental Indenture is attached hereto and incorporated herein and in the minute books of the Council.

SECTION 3. Subject to and in accordance with the provisions of Section 4 of this resolution, the First Supplemental Loan Agreement, Mortgage and Security Agreement, to be dated as of the date of closing by the New Borrower on the acquisition of the Project (the "Supplemental Loan Agreement"), between the City and the New Borrower, which supplements and amends the Loan Agreement, Mortgage and Security Agreement, between the City and the Borrower, dated as of December 1, 2010, is hereby approved substantially in the form submitted at this meeting, a copy of which Supplemental Loan Agreement is attached hereto and incorporated herein and in the minute books of the Council.

SECTION 4. The forms of the Supplemental Indenture and the Supplemental Loan Agreement attached hereto or described herein and approved and adopted hereby are substantially final forms, and the City hereby authorizes the Mayor and the Clerk to approve such changes in form or substance to such instruments and documents as may be necessary or appropriate to accomplish the purposes of this resolution, with any such approval to be conclusively evidenced by such authorized execution of such instruments or documents.

SECTION 5. The Mayor and the Clerk, together and/or individually, are hereby authorized and directed to execute such documents and instruments, and to take any and all other actions on behalf of the City, as may be necessary to accomplish the purposes of this resolution.

SECTION 6. All ordinances or resolutions and parts of ordinances or resolutions in conflict herewith are hereby repealed.

SECTION 7. If any sections, sentence or provision of this resolution, or the application thereof to any person or circumstances shall be declared invalid, such invalidity shall not affect any of the other sections, sentences, provisions, or applications of this resolution which can be given effect without the invalid provision or application, and to this end the provisions of this resolution are declared to be severable.

SECTION 8. This resolution shall be in full force and effect from and after its passage by the Council and approval of the Mayor of the City.

PASSED AND ADOPTED by the Common Council of the City of Bloomington, Monroe County, Indiana, upon this 3rd day of JULY, 2012.

TIMOTHY MAYER, President
Bloomington Common Council

ATTEST:

REGINA MOORE, Clerk
City of Bloomington

PRESENTED by me to the Mayor of the City of Bloomington, Monroe County, Indiana, upon this ~~3rd~~ 5th day of JULY, 2012.

REGINA MOORE, Clerk
City of Bloomington

SIGNED and APPROVED by me upon this 5TH day of JULY, 2012.

MARK KRUZAN, Mayor
City of Bloomington

Synopsis

This resolution amends Ord 10-19, which authorized the issuance of Economic Development Recovery Zone Facility Bonds, Series 2010 (1302 South Rogers, LLC Project) of the City, by consenting to a new borrower for the bonds and approving amendments to financing documents relating to those bonds.

Note: This resolution was revised after it was distributed in the weekly Legislative Packet but before it was introduced at the Committee of the Whole on 27 June 2012. The revision corrected to name of the bonds as they appear in the title and synopsis.

Signed copies to:
Legal CA/CA(2)
Controller Clerk(2)
Bond Counsel