ORDINANCE NO. 84-56

AN ORDINANCE APPROVING THE FORM AND TERMS OF BOND PURCHASE AGREEMENT, LOAN AGREEMENT, PROMISSORY NOTE, ECONOMIC DEVELOPMENT REVENUE BONDS, TRUST INDENTURE, MORTGAGE, SECURITY AGREEMENT, AND ASSIGNMENT OF LEASES AND RENTS, MORTGAGE, LETTER OF CREDIT AND COLLATERAL AGREEMENT AND AUTHORIZING THE EXECUTION THEREOF AND APPROVING RESOLUTION NO. OF THE BLOOMINGTON ECONOMIC DEVELOPMENT COMMISSION RELATING TO THE 10TH & BYPASS PARTNERSHIP PROJECT

WHEREAS, the City of Bloomington (the "City") is a municipal corporation and political subdivision of the State of Indiana, and by virtue of Title 35, Article 7, Chapter 12, of the Indiana Code, as amended (the "Act"), is authorized and empowerd to adopt this Ordinance and to carry out its provisions; and

WHEREAS, the Bloomington Economic Development Commission (the "Commission") has prepared and placed on file a report containing the subject matter specified in Section 23 of the Act, and the Area Plan Commission and Superintendent of the School Corporation in the area in which the economic development facilities will be located have commented favorably thereon; and

WHEREAS, the Commission, after a public hearing held on September 26, 1984, has adopted a Resolution, which has been transmitted to this Council, (i) finding that the acquisition, construction, and equipping by 10th & Bypass Partnership, an

Indiana general partnership (the "Company"), of the proposed economic development facilities described in said Report will not have an adverse competitive effect on any similar facilities already constructed or operating in or about the City, (ii) further finding that the proposed economic development revenue bond financing of such facilities will be of benefit to the health and welfare of the City and its citizens, (iii) further finding that the proposed economic development revenue bond financing of such facilities complies with the purposes and provisions of the Act, (iv) approving the economic development revenue bond financing of such facilities, including the form and terms of the (A) Bond Purchase Agreement among the Company, the City, Fountain Federal Savings and Loan Association (the "Bank"), and Merrill Lynch, Pierce, Fenner & Smith Incorporated, (B) Promissory Note from the Company to the City, (C) registered City of Bloomington, Indiana, Economic Development Revenue Bonds, Series 1984 (10th & Bypass Partnership Project), (D) Trust Indenture between the City and Merchants National Bank & Trust Company of Indianapolis (the "Trustee"), (E) Mortgage, Security Agreement and Assignment of Leases and Rents among the Company, the Trustee and the Bank, (F) Mortgage among Donald R. Mitchell, the Trustee and the Bank, (G) Letter of Credit from the Bank to the Trustee, (H) Collateral Agreement between the Bank and Merchants National Bank & Trust Company of Indianapolis relating to such Bond (collectively, the "Bond Documents"), and this Ordinance, presented to the

Commission, and (v) recommending that this Council find that the proposed economic development revenue bond financing of such facilities will be of benefit to the health and welfare of the City and its citizens, and complies with the purposes and provisions of the Act, and that this Council adopt an ordinance approving such financing,

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

Section 1. This Council finds that the facilities described in said Report and in the attached Loan Agreement are "economic development facilities" within the meaning of the Act and that such facilities will not have an adverse competitive effect on any similar facilities already constructed or operating in or about the City.

Section 2. This Council further finds that the proposed economic development revenue bond financing of such facilities will be of benefit to the health and welfare of the City and its citizens.

Section 3. This Council further finds that the proposed economic development revenue bond financing of such facilities complies with the purposes and provisions of the Act.

Section 4. This Council hereby approves the proposed economic development revenue bond financing of such facilities, including (i) the form and terms of the aforementioned Bond Purchase Agreement, Loan Agreement, Promissory Note, Economic Development Revenue Bonds, Trust Indenture, Mortgage, Security Agreement and Assignment of Leases and Rents, Mortgage, Letter of Credit and Collateral Agreement attached hereto and incorporated herein by reference (two (2) copies of which are on file in the Office of the Clerk of the City for public inspection), (ii) the issuance and sale of said Economic Development Revenue Bonds, (iii) the loan of the net proceeds of said Economic Development Revenue Bonds to the Company for the acquisition, construction and equipping of such facilities, such loan to be evidenced by said Promissory Note, (iv) the repayment of said loan by the Company pursuant to said Loan Agreement and said Promissory Note, and (v) the securing of said Economic Development Revenue Bonds by said Loan Agreement, said Trust Indenture, said Mortgage, Security Agreement and Assignment of Leases and Rents, said Mortgage and said Letter of Credit.

Section 5. The City shall issue its Economic Development Revenue Bonds, Series 1984 (10th & Pypass Partnership Project), in the aggregate principal amount of One Million Five Hundred Thousand Dollars ($1,500,000.00) for the purpose of procuring

funds to loan to the Company in order to finance the acquisition, construction and equipping of such facilities, as more particularly set out in said Loan Agreement, which Economic Development Revenue Bonds shall be payable as to principal and interest solely from the payments made by the Company on its aforesaid Promissory Note in the principal amount of One Million Five Hundred Thousand Dollars ($1,500,000.00) which will be executed and delivered by the Company to evidence said loan, from other sources under said Loan Agreement, and as otherwise provided in said Trust Indenture and said Letter of Credit. Said Economic Development Revenue Bonds shall never constitute general obligations of, indebtednesses of, or charges against the general credit of the City. Said Economic Development Revenue Bonds shall be executed by the manual or facsimile signatures of the Mayor and the Clerk of the City; shall be executed and delivered on or about October 15, 1984; shall be dated as of October 1, 1984; shall have maturities from October 1, 1987 to October 1, 1994; shall bear interest at rates not to exceed ten and 10/100 percent (10.10%) per annum; shall be in the denominations of Five Thousand Dollars ($5,000.00) and integral multiples thereof; shall be issued in registered form; shall be registrable as provided therein; shall be payable in the medium and at the place or places provided therein; and shall be subject to optional and mandatory prepayment at redemption prices of between 100% and

103% of the principal amount thereof plus accrued interest to the date of redemption as provided therein.

Section 6. The Mayor and/or the Clerk of the City are authorized and directed to sell said Economic Development Revenue Bonds to Merrill Lynch, Pierce, Fenner & Smith Incorporated, at a price not less than ninety-nine percent (99%) of the principal amount thereof, plus accrued interest, less a placement fee not to exceed Fifteen Thousand Dollars ($15,000.00).

Section 7. The Mayor and the Clerk of the City are authorized and directed to execute and deliver the aforementioned documents for and on behalf of the City after making therein such changes permitted by the Act as they deem necessary or proper, as evidenced by their execution of such documents, and are further authorized and directed to execute and deliver such other documents for and on behalf of the City, and to take such other actions for and on behalf of the City, as they deem necessary or proper in connection with the consummation of such financing. The Mayor and the Clerk of the City are authorized to arrange for the delivery of said Economic Development Revenue Bonds to Merrill Lynch, Pierce, Fenner & Smith Incorporated, payment for which will be made to the Trustee for the account of the City.

Section 8. The provisions of this ordinance and the aforementioned documents shall constitute a contract binding between the City and the holders of said Economic Development Revenue Bonds, and after the issuance of said Economic Development Revenue Bonds this Ordinance shall not be repealed or amended in any respect which would adversely affect the rights of said holders so long as any of the principal of said Economic Development Revenue Bonds or the interest thereon remains unpaid.

Section 9. All ordinances or parts of ordinances in conflict herewith are hereby repealed.

Section 10. This Ordinance shall be in full force and effect from and after its passage by this Council and approval by the Mayor of the City.

PASSED AND ADOPTED BY THE COMMON COUNCIL ON THE 3rd OF OCTOBER, 1984

Patricia A. Shoss
Presiding Officer, Bloomington
Common Council

ATTEST:

Patricia Williams
Patricia Williams, Clerk

PRESENTED by me to the Mayor upon this 4th day of October, 1984

Patricia Williams
Patricia Williams, Clerk

SIGNED and APPROVED by me upon this 5th day of October, 1984.

Tomilea Allison
Tomilea Allison, Mayor
City of Bloomington

10/5/84 Signed copies to:
1. Legal
2. Goodney