



City of Bloomington
Common Council

Legislative Packet

06 January 2010

Organizational Meeting
immediately followed by
Committee of the Whole

Office of the Common Council
P.O. Box 100
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Bloomington, Indiana 47402
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Packet Related Material

Memo

Agenda

Calendar

Notices and Agendas:

- Notice of Staff/Council Internal Work Sessions for the First Quarter of 2010

Material Related to Action at Organizational Meeting:

- List of Council Positions - Officers, Appointments, and Assignments for 2010 (*blank*)
- List of Council Positions - Officers, Appointments, and Assignments for 2009
- List of Interview Committee Assignments in 2010 (*typically kept same for the entire term, unless there is a new Council member or commission*)
- Council Member Seating Chart for 2004 – 2009 & 2010 (*blank*)

Legislation for Final Action:

None

Legislation and Background Material for First Reading:

- **Ord 10-01** To Amend the Bloomington Zoning Maps from Commercial General (CG), Industrial General (IG) and Planned Unit Development (PUD) to a PUD and Adopt the District Ordinance and Preliminary Plan for the 18.32 Acre Patterson Pointe PUD - Re: 420 S. Patterson Drive (Patterson Pointe LLC, Petitioner)
 - Certification (9-1); Location Map; Aerial Photo; Preliminary Plan Over Aerial Photo; Preliminary Plan with Topographical Lines; Memo from James Roach, Senior Zoning Planner;
 - Petitioner Statement (District Ordinance) comprised of - Letter to Jim Roach dated 11/24/09; Outline Plan Statement dated 1/24/09; Illustrative Plan; Typical section for boulevard; Location map for affordable housing; Alternate

site plan for Area A-1; Alternate road alignment for southwest corner of Area B; and Traffic Study;

- Staff Report for Second Plan Commission Hearing on 12/17/09; Environmental Commission Memo dated 11/24/09); Bicycle and Pedestrian Safety Commission Memo dated 12/1/09;

- Staff Report for First Plan Commission Hearing on 8/31/09; Environmental Commission Memo dated 8/24/09; Bicycle and Pedestrian Safety Commission Memo dated 8/25/09; and

- Eudaly Letter (opposing connection to Landmark Avenue)

Contact: Jim Roach at 349-3527 or roachja@bloomington.in.gov

Bond Refunding Legislation and Background Material for First Reading at the Organizational Meeting on January 6, 2010, Discussion at the Committee of the Whole Later that Evening, and Final Action at the Regular Session on January 20, 2010 (Note: This Material is Listed in the Order It will be Presented for Discussion at the Committee of the Whole) :

▪ **Introductory Material**

- Memo to the Council from Dennis Otten, Bond Counsel, Bose McKinney & Evans, LLP; Fiscal Summary of Potential Refunding

- *Contact:*

Mike Trexler at 349-3412 or trexlerm@bloomington.in.gov

Vickie Renfrow at 349-3426 and renfrowc@bloomington.in.gov

Dennis Otten (via Council Office or Vickie Renfrow)

- **Ord 10-02** An Ordinance of the Common Council of the City of Bloomington, Indiana, Approving the Issuance and Sale of Special Taxing District Refunding Bonds by the City for and on Behalf of the Bloomington Park and Recreation District to Provide a Savings to the Park District

- **Ord 10-03** An Ordinance Concerning the Current Refunding by the City of Bloomington, Indiana, of Its Sewage Works Revenue Bonds of 1999, Series A; Authorizing the Issuance of Sewage Works Refunding Revenue Bonds for Such Purpose; Providing for the Collection, Segregation and Distribution of the Revenues of the Sewage Works and the Safeguarding of the Interests of the Owners of Said Sewage Works Refunding Revenue Bonds; Other Matters Connected Therewith; and Repealing Ordinances Inconsistent Herewith
 - Exhibit A – Bond Purchase Agreement; Exhibit B – Escrow Agreement; Exhibit C – Continuing Disclosure Undertaking Agreement

Minutes from Regular Sessions on:

- November 18, 2009
- December 16, 2009

Memo

Meeting Reminders:

<u>Meeting</u>	<u>Day, Date and Time</u>	<u>Place</u>
Council Sidewalk Committee	Monday, January 4 th at 4:00 p.m.	Council Library
Staff/Council Internal Work Session	Friday, January 8 th at Noon	Hooker Room

**Organizational Meeting and Committee of the Whole
on Wednesday, January 6th**

The Council will hold an Organizational Meeting immediately followed by a Committee of the Whole on Wednesday, January 6, 2010. The Organizational Meeting is the occasion when the Council (or President as the case may be) conducts elections, assigns seating, appoints members to serve on boards and commissions, and assigns members to serve on Council Committees. It is also begins the first legislative cycle of 2010 by introducing three ordinances, which are contained in this packet and will be discussed at the Committee of the Whole immediately following the Organizational Meeting.

Group Photo on January 20, 2010: The Council Photo on the webpage should be changed to reflect any changes in Council Officers. Please let Dan or Stacy Jane know whether you will be available either before or after the Regular Session on January 20th for a brief photo session.

Organizational Meeting - Elections, Appointments and Assignments

The Organizational Meeting is the time for the Council to hold elections and make appointments and for the new President to make assignments. These actions typically occur in the following order:

- The Council elects officers – President, Vice President, and Parliamentarian (and the outgoing President is presented with the gavel);
- The new officers are seated and the new President assigns seating for rest of the Council members (*Please note that any two Council members who wish to switch seats may do so by written request to the Council President (BMC 2.04.110)*);
- The Council appoints Council members to various boards and commissions; and
- The President assigns to Council members to Council committees.

Please see the attached sheets for appointments, assignments, and seating – which include last year’s decisions and blank forms for this year’s decisions.

First Readings:

Item One – Ord 10-01 – Authorizing the Rezoning of 18.32 Acres at the Former RBS Site from Industrial General (IG), Commercial General (CG) and Planned Unit Development (PUD) to PUD as well as Approving the District Ordinance and Preliminary Plan for a Mixed Multi-Family, School and Commercial Development (Patterson Pointe, LLC, Petitioner)

Ord 10-01 authorizes the rezoning of 18.32 acres on the site of the former Rogers Building Supply (RBS) from Industrial General (IG), Commercial General (CG) and Planned Unit Development (PUD) to PUD as well as approves the district ordinance and preliminary plan for a mixed multi-family, school and commercial development at the request of Patterson Pointe, LLC. This summary draws upon the Memo and materials submitted by James Roach, Senior Zoning Planner.

Site and Surrounding Uses. This property is the former site of the Rogers Group and Rogers Building Supply and has the appearance of an urban brownfield. Over a dozen empty warehouse-like buildings fill the site, which is about 86% paved or built-upon. The land is buttressed on the north by a wall and quickly drops to a

mostly channeled and piped creek and then rises to some bedrock ridges further south.

It is surrounded by the Westplex PUD on the north side of West 3rd, commercial, industrial and vacant land on the east side of Patterson Drive and South Adams Street, and the Landmark PUD on the other two sides, with mixed uses on the south and medical uses on the west. The zoning within the site includes a 2.1-acre CG parcel on the northwest, a 5-acre portion of the Landmark PUD on the south, which is mostly filled with office uses, and an 11.2-acre IG parcel which takes up the remainder of the site. The New Tech High School now occupies the former showroom in the latter parcel after obtaining a use variance a few years ago.

Proposed Use. The petitioner will be seeking TIF revenues to clear the site, open up the creek into a “linear greenspace,” and install a traffic signal. In particular, the petitioner proposes to develop three distinct areas:

<u>Area</u>	<u>Location</u>	<u>Size</u>	<u>Use</u>	<u>Notable Aspects or Features</u>
Area A	Along 3 rd and the Northern Part of Patterson.	4.93 acres	1 st floor Commercial; and upper floor Residential (with a maximum of 73 units or 15 UPA); matching CG uses; and no more than one drive through use. (See COA #1).	Plaza and parking boulevard facing 3 rd Street; Architectural controls to showcase this gateway project.
Area A-1	Area west of main entrance on 3 rd Street	--	Same as above	May be developed in line with Area A or separately.
Area B	South of opened creek and public street that runs from 3 rd Street to Patterson Drive	11.36 acres	Multi-story multi-family use (maximum of 227 units or 20 UPA)	Townhouse style designed around a central node; pedestrian friendly; on- and off-street parking.

Area C	New Tech High School 2 acres on Patterson Drive	New Tech High School now; mixed CG uses in the future, if the school should move, including a maximum of 24 residential units or 12 UPA; staff may approve additional uses while school still operates on site; no more than one drive through use; Equipment/party/event rental use – indoor only (See COA #2).	Must complete site improvements required by use variance with first final plan for this PUD.
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Compliance with Growth Policies Plan. The site is designated as a Community Activity Center (CAC) and given special attention in the Adams Street/Patterson Drive Subarea in the Growth Policies Plan, both of which provide recommendations for the development of this site. In general, the Plan Commission found those recommendations were satisfied by a preliminary plan that “ includes a pedestrian focus, minimal street setbacks, second floor residential units, a public open space, medium scaled retail uses, residential uses designed as a central node instead of along a corridor, and access control.”

Here is a paraphrase of CAC recommendations and findings of compliance by the Plan Commission:

- Assure that commercial uses serve residents of multiple neighborhoods without their resort to motor vehicles and not become a City-wide or regional magnet
 - the uses, square footage and design of the commercial areas in Areas A and C will limit widespread patronage and the pedestrian facilities will increase pedestrian usage of the site;
- Provide a pedestrian focus and several floors of usable space - both commercial and residential – in order to create an urban center
 - Area A will have a parking boulevard with angled-parking, a 15’ wide plaza, and multi-stories with upper story residential;
- Provide a formal streetscape to help define this commercial node as serving a group of neighborhoods
 - this PUD offers tree plots and sidewalks on exterior streets and on-street parking, tree plots and sidewalks on interior streets;

- Encourage public gathering places to complement the commercial space
 - the opening of the creek into a 1.25 acre linear greenspace will serve this purpose and was leveraged with increased residential densities (20 rather than 15 units per acre);
- Arrange residential uses around a central node rather than along a corridor and encourage upper-story residential
 - the main residential component (Area B) is designed around a central node and upper-story residential is allowed in Area A and C;
- Make transit a major component of the project
 - transit serves this site and the proposal calls for the construction of a transit shelter on the south side of East 3rd Street;
- Increase transit and pedestrian accessibility by minimizing the setback of building from the street
 - while the parking boulevard and plaza put the buildings further from the road, they also create a calm and usable on-street parking arrangement;
- Locate and design parking to minimize pedestrian obstacles to accessing businesses
 - the parking boulevard and plaza accomplish this;
- Encourage on-street parking and tree plots in order to buffer pedestrians from traffic on busy streets and to reduce need for off-street parking
 - both 3rd Street and Patterson Drive will have tree plots and the parking boulevard serves a similar function.

Here is a paraphrase of Adams Street/Patterson Drive Subarea recommendations and findings of compliance by the Plan Commission:

- Locate commercial services to serve employment uses in the subarea and design good non-vehicular access to those services from nearby residential areas
 - The exterior and interior improvements at intersections and for pedestrians will allow access to surrounding uses – including those on Landmark Avenue;
- Balance the expected investment in commercial retail (resulting from road improvements) with employment uses
 - The proposal offers a balance of commercial, office, educational and residential uses and is near areas where there are opportunities for further employment uses to locate;
- Provide new transit stop facilities for commercial and employment uses
 - The proposal calls for the construction of a new transit shelter on the south side of 3rd Street;

- Tightly control access to arterial roadways (3rd Street, Patterson Drive and Bloomfield Road) as part of the development review process
 - The proposal calls for one access point on Patterson Drive at the intersection with “old” 3rd Street and one primary intersection off of West 3rd Street along with two additional secondary access points into the parking boulevard;
- Pay special attention to the design of the Rogers Building Supply property
 - The proposal provides a unified site plan for said property;
- Use this opportunity to increase landscaping, provide more greenspace and promote building forward design
 - The proposal opens a piped and channeled stream, reduces the overall impervious surface; and includes a plaza and parking boulevard in Area A that provides a functional equivalent to on-street parking;
- Explore opportunities to provide additional stormwater detention and construct pedestrian facilities to connect W. 3rd with Bloomfield Road
 - The proposal opens up the creek, which will offer opportunities to detain stormwater, and provides a central pedestrian corridor through the site.

Some Use and Site Design Issues

Given the thorough memo from James Roach, this part of the summary will highlight only a few of the use and design issues.

Affordable Housing. The petitioner has committed to provide a minimum of 30 bedrooms of affordable housing, which amounts to about 3% of the bedrooms allowed under this PUD. The bedrooms may be divided into 10 units (as the petitioner currently anticipates) or in some other mix and may be constructed in this PUD or elsewhere. The Plan Commission prohibited these units from counting toward any subsequent affordable housing requirement that may be incorporated into the UDO. (See COA #6) In addition, the petitioner materials indicate that the affordable units would:

- be sold or leased at the developer’s option;
- target persons with incomes at or below 100% area median income;
- remain affordable for 10 years;
- be located within City limits and within ¼ mile of a transit line (or located on petitioner’s property in the 1500 block of S. Beechtree Lane – which would need to be annexed and is within 1/3 mile of a transit line; and
- be ready for occupancy prior to final occupancy or final phase of Area B.

Impervious Surfaces, Preservation Areas and Riparian Corridor. With the re-opening of the creek, the petitioner commits to reducing the overall impervious area from 86% to no more than 70% for Areas A and B (which is the same as for CD/DEO district) and no more than 60% for Area C (which is the same as the CG district). In satisfying these percentages, the petitioner will only count greenspace (and not permeable hard surfaces) as a pervious surface.

The current greenspace includes some scattered trees in Area B and the open creek in Area A-1 on the northwest portion of the site. The petitioner intends to open another 640' of the creek to the east and make it a 1.25-acre linear greenspace, stormwater detention and filtration feature and pedestrian amenity. The Plan Commission reduced the required buffer from 75' to 45' to match the existing vegetated area where the creek is already exposed and 30' where it will be "day-lighted." This decision took into account the plan for restoration and was supported by the Environmental Commission. Please note that the Environmental Commission appreciated this revitalization project and focused on the need for "complete streets' design, state of the art environmental restoration, native landscaping and green architecture in the final plans." (See enclosed Memos).

Internal Street Design, Vehicle Access and Connectivity. All of the internal streets will have on-street parking, tree plots and a sidewalk. One of them, which starts across from Westplex Avenue on West 3rd Street will be public. It will run south across the stream and then follow the stream east to the intersection of Patterson Drive and "old" West 3rd Street. The other streets form an internal grid and will be private, with the proviso that the petitioner will dedicate those as public streets, if access opens to adjacent properties. (See COA #3)

However, Roach's memo to Council notes that "connectivity is limited due to the developed nature of the surrounding properties." For example, the connections to the south east and south will be via parking lot stubs and the connection to the west would only be possible with the complementary development of Landmark Lots 7 and 8. Please note that the owner of those lots in the Landmark PUD opposes the proposed access to the west because, in part, it is a narrow service drive (see letter from Eudaly in the packet) and that Stonebelt had early concerns about stubbing the parking lot on the south east corner of the site.

Much of the discussion of access and pedestrian focus centered on the "parking boulevard" lying between the buildings in Area A (and Area A-1) and West 3rd Street and Patterson Drive. The petitioner argued that additional parking was needed for the vitality of these retail uses as well as to make up for the absence of on-street parking

on West 3rd and Patterson drive, and that the boulevards would reintroduce the feel of on-street parking without the speed of the traffic. The boulevards are separated from the public street by sidewalks and tree plots and from the buildings by a 15' sidewalk/plaza. They will be one-way lanes with angled parking that will enter the site from secondary access points off West 3rd Street at the west side of the project (to serve Area A-1) and just east of the main entrance across from Westplex Avenue (to serve Area A) and connect with the one public street inside the project.

Due to concerns about access control onto West 3rd Street, which include the main entrance noted above and as many as two entrances to the parking boulevard, the Plan Commission required the petitioner to continue to study the traffic patterns and submit a traffic management plan with the final plan. (See COA #7)

Traffic Study and Signal. As a result of a traffic study conducted by the petitioner between the first and second hearing, the petitioner committed to installing a traffic signal at “old” West 3rd Street and Patterson Drive when warranted by the traffic counts and before the build-out of the first phase. Please note that the petitioner intends to seek TIF funds to assist with this installation.

Transit Services and Pedestrian Design. The proposal calls for the construction of a transit shelter on the east side of West 3rd Street about halfway between the intersection of Westplex Avenue and Patterson Drive. It will be connected to the rest of the site by a central pedestrian way, which will cross the creek at a pedestrian bridge, pass through a court surrounded by six or so rows of townhouses and containing a gazebo, and then follow the street to the south side of the project. Along with sidewalks and tree plots on all internal streets, the project will also feature a pedestrian path by the riparian corridor running from one end of the project to the other.

Please note that the Bicycle and Pedestrian Safety Commission recommended, among other measures, more connections on the south and west, use of structured parking to leverage higher density and reduce surface parking, and addressing the pedestrian issues at the intersection of 3rd and Patterson. (See enclosed Memo) In response, the Plan Commission required the petitioner to upgrade the pedestrian signals and crosswalks at that intersection at the time of development of Area A. (See COA #4)

Residential Densities. The densities have been calculated according to the method recently approved by the Council, to wit: in units per acre and accounting for the new dwelling unit equivalency weighting formula. Please note that the petitioner has agreed not to construct any five-bedroom units.

Commercial Design (Area A). The approximately 5-acre Area A fronts West 3rd Street and Patterson Drive, and is the commercial showcase for this PUD. It is divided into Area A-1, which is at the western edge of this streetscape and may be developed separately from Area A, which is east of the main entrance and includes the high-profile corner of Patterson Drive and West 3rd Street. The site plan shows four buildings, but is only illustrative in that regard. Except for the building(s) in Area A-1, which may be as short as one story, the buildings here must be between 25 and 55 feet tall, with at least one being three stories. Architectural controls require blank wall restrictions similar to the UDO standards, a minimum 50% void on first floor, a minimum 20% void on the upper floors, flat roofs with parapets (with the exception of A-1, which may have pitched or partially pitched roofs), and durable materials on all sides of the buildings. At the current configuration, there would be about 35,000 sf of retail on the first floor of these buildings. The parking is set at a maximum of 1 space for 250 sf of commercial floor space and 0.9 spaces per bedroom. Please see “Internal Streets, Vehicular Access and Connectivity above for a description of the parking boulevard.

Multi-Family Design (Area B). About 227 of the 324 possible dwelling units will be built in Area B, which takes up the southwestern 2/3s of the site, but is constrained by two bedrock ridges. The units will be built in a townhouse style around a central node and will be located near and facing the street at a height of between 25’ and 55’. Architectural controls require pitched roofs, 40’ breaks in the façade, a regular pattern of windows and doors, and surface materials which may include some EIFS (but only as an accent material). Along with on-street parking, there will be additional parking in back of the buildings with a maximum ratio of 0.9 spaces per bedroom. One, long pedestrian way will run through the center of this residential node connecting the townhouses with a bus shelter on West 3rd Street

New Tech High School (Area C). The school received a use variance from the BZA which deferred site upgrades until the approval of the PUD for this site. Those upgrades include the entrance onto Patterson Drive, relocating sidewalks, installing landscaping and landscaped islands and must be completed by the submission of the first final plan for this PUD.

Development Standards. The other underlying development standards (e.g. setbacks) are “a hybrid of CG and CD/DEO standards.”

Signage. Except for a few deviations, the petitioner commitment regarding signage matches the UDO. Those deviations allow sandwich board and projecting

signs in the plaza in Area A and allow multi-family use in Area B to appear on the multi-tenant center sign in Area A.

Utilities and Stormwater. Schematic plans for water, wastewater and stormwater systems have been sent to the CBU for review and approval. Water lines will connect with existing lines on the south, east and west of this project. Wastewater will be handled by a new sewer main north of the creek and an existing line south of the creek. Stormwater flow will likely decrease, given the decrease in the overall impervious surface when the existing 36” pipe is removed and the creek is “day-lighted.” While most of the stormwater will flow to the restored creek, which will provide a vegetative filter, some stormwater will flow through raingardens scattered elsewhere around the project.

Phasing and Expiration. The petitioner has offered a sequencing for developing the site which includes the following:

- Area B (Multi-family) will probably all be developed first in one phase;
- Mass grading of Area A will be done with the first phase;
- The stream will be restored in the first phase and completed with the first occupancy of Area A or B;
- Upgrades to Area C (New Tech High School) will be done with the first phase and first occupancy of Areas A or B;
- Complete construction of the parking boulevard will be done with the first phase of Area A (as opposed to Area A-1);
- The traffic signal will be installed when the traffic signal meets warrants, with bonding at final plan stage; and
- Given the uncertain financial climate, the period after which the project would be deemed abandoned, for lack of approval of a final plan, has been extended from two to four years.

Developer Track Record. The memo from Roach notes that there is no track record for this petitioner, although several of the owners have recently received approval for the construction of a 4-story apartment building at the north west corner of 11th and College, which has not yet been built.

Recommendation. After hearings on August 31st and December 7th, the Plan Commission voted 9 – 1 to forward this proposal to the Common Council with a positive recommendation and the following conditions:

- No more than one drive-through use may be in Area A (COA #1);

- The “Equipment/Party/Event Rental” use in Area C shall be an indoor one (COA #2);
- The plat for Area B shall include a commitment that the private streets will be dedicated as public ones in the event adjacent properties provide connections in the future (COA #3);
- The upgrades to pedestrian signals and crosswalks at “old” West 3rd and Patterson Drive shall be completed with the development of Area A (COA #4);
- The trees in Area A’s pedestrian plaza shall be installed with grates (COA #5);
- If the petitioner constructs the agreed-upon affordable housing units at some other location, then those units may not be used to meet any new affordable housing requirements subsequently required by the UDO (COA #6);
- The petitioner must, at final plan stage, submit a detailed plan for addressing the possibility of dangerous turn movements at the intersection of West 3rd Street and Patterson Drive and Westplex Avenue as well as at the entrances to the internal boulevards during peak traffic times. The plan must be approved by the Plan Department and City Engineering. It may include restrictions on certain turn movements at particular times of day as well as efforts by MCCSC to direct student traffic toward Patterson and Old 3rd Street. One aspect of the plan shall include any possible modifications to the permitted traffic movements if West 3rd Street and Westplex Avenue become signalized in the future (COA #7); and
- The list of new uses for Area C only apply in the event the school moves its operations off-site. Any uses allowed while the school remains in operation at that site must be presented as a final plan amendment and may be granted at staff level (COA #8).

Items Two (Ord 10-02) and Three (Ord 10-03) – Refunding Park District and Sewage Works Bonds to Save Money

This packet contains two pieces of legislation that authorize the refunding of two bonds with an outstanding balance of about \$9.775 million in order to save about \$461,000 over the life of the bonds in Net Present Value¹ and about \$45,000 per year. As mentioned above, these items will be up for consideration during the first legislative cycle of the year with final action on January 20th.

This summary is based upon: the memo from Dennis Otten, Bond Counsel; material provided by Mike Trexler, Controller and Vickie Renfrow, Assistant City Attorney;

¹ Net Present Value, in this case, is the value today of a stream of savings that runs into the future and takes into account the cost incurred in issuing the refunded bonds.

and the legislation. It highlights the fiscal impact of the proposal and only briefly mentions the procedures the City must follow in order to finance debt in this manner. That information is touched upon in the memo from Mr. Otten and covered in the legislation and attachments.

Background

As occurred last spring, when the Council refunded approximately \$22.29 million in bonds, low interest rates continue to offer the City an opportunity to save money by issuing new bonds that pay for old ones as well as the cost of issuing the new ones.² The City has been contacted by Hilliard-Lyons (who will serve as underwriter) and Bond Counsel, who reviewed our outstanding bonds and found two that are worth refunding for an overall savings of about \$461,000. Please note that while one bond is approved solely by the Council, the other bond is approved by the Board of Park Commissioners. In each instance, the approving body must find that the refunding bonds will save the City money.

As you may imagine, given the magnitude of funds involved, there are many layers of procedure driven by statute and the bond market that must be followed in order to issue bonds. Many of these procedures are designed to give the purchasers of the bonds information about the financial status and health of the City in order for them to determine the risks involved and interest rate they are willing to receive for the bonds and to also provide assurances that the bonds will eventually be repaid. In that regard and among other actions, these instruments:

- Place the new bonds on parity with existing bonds and allow for future bonding if certain conditions are met;
- Require the City to preserve tax exempt status of the bonds (which will limit the amount of issuance of such bonds in 2010 to no more than \$30 million);
- Provide for a registrar and paying agent to handle redemptions and transfers;
- Allow for the purchase of bond and reserve fund insurance; and
- Require, in the case of the Sewage Works Bonds, the imposition and maintenance of just and reasonable rates.

After the local governing bodies have approved the bonds, our underwriter will work with the City to “price” the bonds and our financial advisor, London Witte Group,

² The estimated cost for each bond issue includes about \$50,000 plus the underwriter’s fee of \$5.00 per \$1,000 of bond issuance (or one-half of one percent of the issuance). The \$50,000 covers the bond counsel (at a per-hour rate plus expenses), rating the bond, and preparing and printing of the Preliminary Official Statement and Final Official Statement. In order to avoid a shortfall, this estimate is larger than the actual costs and any leftover amount will go into the debt service reserve fund.

LLC, will prepare statements regarding our fiscal condition and the status of bond funds. This could occur as early as late January, but might not occur at all if the savings are not suitable. Then the proceeds of the new bonds will be used to redeem the old bonds and pay the costs of issuing them. Please note that the bond counsel and a representative of the underwriter will be present at the Committee of the Whole on January 6th to answer any of your questions.

Bonds

Here is a summary of the proposed refundings. Please note that they do *not*:

- require issuance if the market is not right for us;
- involve new (additional) money; nor
- extend the maturity dates of the initial obligations.

Ord 10-02 refunds the Parks District Revenue Bonds of 2001 (2001 Park Bonds) by issuing the 2010 Park Bonds.

Use of Bonds

The 2001 Park Bonds (authorized by Ord 01-13) were used to improve the Miller-Showers Park, Cascades Park, the City’s two pools among other items.

<u>Original Issuance Amount</u>	<u>Outstanding Amount</u>	<u>Estimated Amount for New Issuance</u>	<u>Estimated Savings (Annual and Net Present Value - NPV)</u>
\$6.2 Million	\$3.33 Million <i>(\$2.92 Million after the January Payment)</i>	* \$2.99 Million	\$17,000/ Year and \$122,966 (NPV)

* These revenue bonds may be issued and sold in the maximum amount of \$3.1 million for no less than 98% par value at an interest rate of no more than 5% and with a maturity date not beyond 1/15/2017. Note: The Board of Park Commissioners is responsible for taking a number steps in regard to this issuance which are scheduled for various dates in April. ~~Please also note that these bonds are being refunded not only for the savings but also to flatten out what would otherwise be an escalating payment amount.~~

Ord 10-03 refunds Sewage Works Revenue Bonds of 1999, Series A, by issuing 2010 Sewage Works Revenue Bonds.

Use of Bonds

The 1999 Sewage Works Revenue Bonds (authorized by Ord 98-30 as modified by Ord 99-33) were used to improve to various sections of the wastewater system in order to comply with discharge permits and to improve sections of our stormwater system on Wylie Street, along Spanker’s Branch Culvert, and on East Kirkwood (for, what we called the “Big Dig”).

<u>Original Issuance Amount</u>	<u>Outstanding Amount</u>	<u>Estimated Amount for New Issuance</u>	<u>Estimated Savings (Net Present Value)</u>
\$8.2 Million	\$6.445 Million	*\$6.615 Million	\$338,243

* The bonds may be issued and sold in the maximum amount of \$7 million for no less than 98% par value at an interest rate of no more than 5.5%, with a maturity date not beyond 1/1/29 and may be redeemed on or after January 1, 2020 at a premium of no more than 1%. These bonds are a charge against the net revenue of the Utility on parity with other outstanding bonds, but are not considered an indebtedness of the City.

Note: The Council, rather than one of the City’s boards or commissions (as is the case with the other bond), takes the lead on the issuance of this bond. As such, the ordinance is longer and includes three attachments necessary to place bonds in the market:

Ex. A - Bond Purchase Agreement (in which the Underwriter offers to purchase the bonds if certain conditions are met); Ex. B - Escrow Agreement (in which the Escrow Trustee agrees to redeem the existing bonds without, among other actions, impairing their tax exempt status); and, Ex. C - Continuing Disclosure Undertaking Agreement (in which the City agrees, among other things to provide annual reports and report significant events).

**NOTICE AND AGENDA
CITY OF BLOOMINGTON COMMON COUNCIL
ORGANIZATIONAL MEETING AND COMMITTEE OF THE WHOLE
7:30 P.M., WEDNESDAY, JANUARY 6, 2010
COUNCIL CHAMBERS
SHOWERS BUILDING, 401 NORTH MORTON**

I. ROLL CALL

II. AGENDA SUMMATION

III. APPROVAL OF MINUTES FOR: November 16, 2009 (Regular Session)
December 18, 2009 (Regular Session)

IV. REPORTS FROM:

- 1. Council Members**
- 2. The Mayor and City Offices**
- 3. Council Committees**
- 4. Public**

V. ELECTION OF OFFICERS (The newly-elected President will assign seats to Council members before the Council makes appointments to boards and commissions).

VI. APPOINTMENTS TO BOARDS AND COMMISSIONS

VII. LEGISLATION FOR FINAL ACTION

None

VIII. LEGISLATION FOR FIRST READING

1. Ordinance 10-01 To Amend the Bloomington Zoning Maps from Commercial General (CG), Industrial General (IG) and Planned Unit Development (PUD) to a Planned Unit Development (PUD) and Adopt the District Ordinance and Preliminary Plan for the 18.32 Acre Patterson Pointe PUD – Re: 420 S. Patterson Drive (Patterson Pointe LLC, Petitioner)
2. Ordinance 10-02 An Ordinance of the Common Council of the City of Bloomington, Indiana, Approving the Issuance and Sale of Special Taxing District Refunding Bonds by the City For and On Behalf of the Bloomington Park and Recreation District to Provide a Savings to the Park District
3. Ordinance 10-03 An Ordinance Concerning the Current Refunding by the City of Bloomington, Indiana, of Its Sewage Works Revenue Bonds of 1999, Series A; Authorizing the Issuance of Sewage Works Refunding Revenue Bonds for Such Purpose; Providing for the Collection, Segregation and Distribution of the Revenues of the Sewage Works and the Safeguarding of the Interests of the Owners of Said Sewage Works Refunding Revenue Bonds; Other Matters Connected Therewith; and Repealing Ordinances Inconsistent Herewith

IX. PRIVILEGE OF THE FLOOR (This section of the *Agenda* is limited to a maximum of 25 minutes. Each speaker is allotted 5 minutes.)

X. ADJOURNMENT

(and immediately reconvene for)

(Over)

COMMITTEE OF THE WHOLE

Chair: Isabel Piedmont-Smith

1. Ordinance 10-02 An Ordinance of the Common Council of the City of Bloomington, Indiana, Approving the Issuance and Sale of Special Taxing District Refunding Bonds by the City For and On Behalf of the Bloomington Park and Recreation District to Provide a Savings to the Park District

Asked to Attend: Mike Trexler, Controller
Dennis Otten, Bond Counsel, Bose McKinney & Evans, LLP

2. Ordinance 10-03 An Ordinance Concerning the Current Refunding by the City of Bloomington, Indiana, of Its Sewage Works Revenue Bonds of 1999, Series A; Authorizing the Issuance of Sewage Works Refunding Revenue Bonds for Such Purpose; Providing for the Collection, Segregation and Distribution of the Revenues of the Sewage Works and the Safeguarding of the Interests of the Owners of Said Sewage Works Refunding Revenue Bonds; Other Matters Connected Therewith; and Repealing Ordinances Inconsistent Herewith

Asked to Attend: Mike Trexler, Controller
Dennis Otten, Bond Counsel, Bose McKinney & Evans, LLP

3. Ordinance 10-01 To Amend the Bloomington Zoning Maps from Commercial General (CG), Industrial General (IG) and Planned Unit Development (PUD) to a Planned Unit Development (PUD) and Adopt the District Ordinance and Preliminary Plan for the 18.32 Acre Patterson Pointe PUD – Re: 420 S. Patterson Drive (Patterson Pointe LLC, Petitioner)

Asked to Attend: James Roach, Senior Zoning Planner
Representative of Petitioner



**City of Bloomington
Office of the Common Council**

To: Council Members
From: Council Office
Re: Calendar for the Week of January 4-8, 2010

Monday, January 4, 2010

4:00 pm Common Council Sidewalk Committee, Council Library
5:00 pm Redevelopment Commission, McCloskey
5:30 pm Bicycle and Pedestrian Safety Commission Work Session, Hooker Room

Tuesday, January 5, 2010

1:30 pm Development Review Committee, McCloskey
5:30 pm Bloomington Public Transportation Corporation, Public Transportation Center, 130 W Grimes Lane
5:30 pm Board of Public Works, Council Chambers
5:30 pm Community Development Block Grant Pre-Public Hearing Meeting, McCloskey
7:30 pm Telecommunications Council, Council Chambers

Wednesday, January 6, 2010

12:00 noon Bloomington Urban Enterprise Association, McCloskey
5:30 pm Commission on Hispanic and Latino Affairs, McCloskey
7:30 pm Common Council Organizational Meeting *immediately followed by a* Committee of the Whole, Council Chambers

Thursday, January 7, 2010

4:00 pm Bloomington Digital Underground Advisory Council, McCloskey
5:30 pm Commission on the Status of Women, McCloskey
5:30 pm Black History Month Steering Committee, Hooker Room
5:30 pm Community Development Block Grant Hearing for Physical Improvements, Council Chambers

Friday, January 8, 2010

1:30 pm Metropolitan Planning Organization Policy Committee, McCloskey

Posted and Distributed: Wednesday, December 30, 2009



City of Bloomington
Office of the Common Council

NOTICE

STAFF-COMMON COUNCIL INTERNAL WORK SESSIONS

FRIDAY	08 JANUARY 2010	HOOKER ROOM (#245)
FRIDAY	22 JANUARY 2010	COUNCIL CHAMBERS (#115)
FRIDAY	05 FEBRUARY 2010	McCLOSKEY ROOM (#135)
FRIDAY	19 FEBRUARY 2010	HOOKER ROOM (#245)
FRIDAY	12 MARCH 2010	McCLOSKEY ROOM (#135)
FRIDAY	26 MARCH 2010	McCLOSKEY ROOM (#135)
FRIDAY	09 APRIL 2010	McCLOSKEY ROOM (#135)
FRIDAY	23 APRIL 2010	McCLOSKEY ROOM (#135)

All of the above meetings will be held:

12:00 Noon

CITY HALL

401 N. MORTON STREET

These sessions are for the purpose allowing the Common Council an opportunity to discuss anticipated legislative initiatives with City officials and staff. The work sessions may be held with as few as one and as many as nine members of the Council. Since a majority of the Council may be present, these sessions constitute a meeting of the Common Council under the Indiana Open Door law. This notice alerts the public that these meetings will occur and that the public is welcome to attend, observe and record (but not comment upon) what transpires.

Dated and Posted: Wednesday, 30 December 2009

401 N. Morton Street • Bloomington, IN 47404

City Hall

Phone: (812) 349-3409 • Fax: (812) 349-3570

www.bloomington.in.gov/council
council@bloomington.in.gov

Materials
For Organizational Meeting

COUNCIL OFFICERS, APPOINTMENTS & ASSIGNMENTS FOR 2010

ACTION BY MOTIONS OF THE COUNCIL

President _____
Vice President _____
Parliamentarian _____

Citizens Advisory Committee - Community Development Block Grants (CDBG)

Social Services _____
Physical Improvements _____

Commission for Bloomington Downtown _____

Economic Development Commission (City) _____

Economic Development Commission (County) _____

Environmental Resource Advisory Committee _____

Metropolitan Planning Organization _____

Plan Commission _____

Solid Waste Management District _____

Board of the Urban Enterprise Association _____

Utilities Service Board _____

Bloomington Economic Development Corporation _____

Bloomington Commission on Sustainability _____

ACTION BY PRESIDENT (By Assignment)

Jack Hopkins Social Services Funding Committee (5 council members)

Council Sidewalk Committee (4 council members) (Regarding 2011 Funds)

Council Interview Committees for Citizen Appointments to Boards and Commissions (see accompanying list)

COUNCIL OFFICERS, APPOINTMENTS & ASSIGNMENTS FOR 2009

ACTION BY MOTIONS OF THE COUNCIL

President	<u>Andy Ruff</u>
Vice President	<u>Isabel Piedmont-Smith</u>
Parliamentarian	<u>Steve Volan</u>

Citizens Advisory Committee - Community Development Block Grants (CDBG)

Social Services	<u>Susan Sandberg</u>
Physical Improvements	<u>Tim Mayer</u>

Commission for Bloomington Downtown Chris Sturbaum

Economic Development Commission (City) Mike Satterfield

Economic Development Commission (County) Regina Moore

Environmental Resource Advisory Committee Dave Rollo

Metropolitan Planning Organization Andy Ruff

Plan Commission Isabel Piedmont-Smith

Solid Waste Management District Steve Volan

Board of the Urban Enterprise Association Chris Sturbaum

Utilities Service Board Tim Mayer

Bloomington Economic Development Corporation Susan Sandberg

Bloomington Commission on Sustainability Dave Rollo

Peak Oil Task Force Dave Rollo

ACTION BY PRESIDENT (By Assignment)

Jack Hopkins Social Services Funding Committee (5 council members)

Mayer, Piedmont-Smith, Ruff, Sandberg & Satterfield

Council Sidewalk Committee (4 council members) (Regarding 2010 Funds)

Piedmont-Smith, Rollo, Satterfield & Sturbaum

Council Interview Committees for Citizen Appointments to Boards and Commissions (see accompanying list)

2010 COUNCIL

BOARD AND COMMISSION INTERVIEW COMMITTEES

<u>Animal Control Commission</u>	<u>Bicycle & Pedestrian Safety Commission</u>	<u>Bloomington Commission on Aging</u>	<u>Bloomington Commission on Sustainability</u>
Mike Satterfield Tim Mayer Chris Sturbaum	Dave Rollo Isabel Piedmont-Smith Chris Sturbaum		Dave Rollo Steve Volan Brad Wisler
<u>Bloomington Community Arts Commission</u>	<u>Bloomington Digital Underground</u>	<u>Bloomington Historic Preservation Commission</u>	<u>Bloomington Human Rights Commission</u>
Andy Ruff Susan Sandberg Chris Sturbaum	Mike Satterfield Isabel Piedmont-Smith Steve Volan	*	Dave Rollo Susan Sandberg Stephen Volan
<u>Bloomington Public Transportation Corporation</u>	<u>Bloomington Urban Enterprise Association</u>	<u>Board of Housing Quality Appeals</u>	<u>Board of Zoning Appeals</u>
Tim Mayer Stephen Volan Brad Wisler	Isabel Piedmont-Smith Chris Sturbaum Stephen Volan	Mike Satterfield Tim Mayer Andy Ruff	Mike Satterfield Tim Mayer Dave Rollo
<u>Commission on Hispanic and Latino Affairs</u>	<u>Commission on the Status of Black Males</u>	<u>Commission on the Status of Women</u>	<u>Community & Family Resources Commission</u>
Tim Mayer Susan Sandberg Steve Volan	Mike Satterfield Andy Ruff Susan Sandberg	Dave Rollo Isabel Piedmont-Smith Susan Sandberg	Isabel Piedmont-Smith Chris Sturbaum Stephen Volan
<u>Environmental Commission</u>	<u>Housing Trust Fund Board of Directors</u>	<u>Martin Luther King, Jr. Birthday Commission</u>	<u>Redevelopment Commission</u>
Dave Rollo Andy Ruff Chris Sturbaum	Isabel Piedmont-Smith Susan Sandberg Dave Rollo	Andy Ruff Susan Sandberg Mike Satterfield	Mike Satterfield Andy Ruff Chris Sturbaum
<u>Telecommunications Council</u>	<u>Traffic Commission</u>	<u>Tree Commission</u>	<u>Utilities Service Board</u>
Mike Satterfield Isabel Piedmont-Smith Stephen Volan	Mike Satterfield Andy Ruff Chris Sturbaum	Isabel Piedmont-Smith Stephen Volan Brad Wisler	Tim Mayer Susan Sandberg Brad Wisler

** Notes: The Council appoints 3 advisory members to the HPC and the Mayor appoints 7 voting members with the consent of the Council.*

The President assigns members to interviewing committees (per Standing Committees - BMC 2.04.210) and these assignments usually remain in place for the entire term. These committees meet to review applications for appointments to their respective boards/commissions after the media has been informed of the vacancies (per BMC 2.02.020), and then determine whether to interview applicants and, if so, which ones. Interviews and deliberations usually occur on a Wednesday evening before a Council meeting and then the recommendations are forwarded to the full Council for the final action. Please note that while the Open Door Law allows the initial review and cut to be done in an Executive Session, the interviews, if any, and final recommendations must occur at a public meeting (per IC 5-14-1.5-6(b)(10)).

Council Member Seating 2004 - 2010

Seating For the Year 2004

Banach	Sturbaum	Gaal	Ruff	Diekhoff	Mayer	Rollo	Sabbagh	Volan
			Vice President	President	Parliamentarian			

Seating For the Year 2005

Banach	Diekhoff	Gaal	Sturbaum	Ruff	Mayer	Rollo	Sabbagh	Volan
			Vice President	President	Parliamentarian			

Seating For the Year 2006

Banach/ Wisler	Diekhoff	Gaal	Rollo	Sturbaum	Mayer	Ruff	Sabbagh	Volan
			Vice President	President	Parliamentarian			

Seating For the Year 2007

Wisler	Diekhoff	Sabbagh	Volan	Rollo	Mayer	Sturbaum	Sandberg	Ruff
			Vice President	President	Parliamentarian			

Seating For the Year 2008

Rollo	Wisler	Piedmont	Ruff	Sandberg	Volan	Sturbaum	Satterfield	Mayer
			Vice President	President	Parliamentarian			

Seating For the Year 2009

Rollo	Wisler	Sandberg	Piedmont- Smith	Ruff	Volan	Sturbaum	Satterfield	Mayer
			Vice President	President	Parliamentarian			

Seating For the Year 2010

			Vice President	President	Parliamentarian			

ORDINANCE 10-01

**TO AMEND THE BLOOMINGTON ZONING MAPS
FROM COMMERCIAL GENERAL (CG), INDUSTRIAL GENERAL (IG) AND
PLANNED UNIT DEVELOPMENT (PUD)
TO A PLANNED UNIT DEVELOPMENT (PUD) AND ADOPT THE DISTRICT
ORDINANCE AND PRELIMINARY PLAN FOR
THE 18.32 ACRE PATTERSON POINTE PUD -
Re: 420 S. Patterson Drive
(Patterson Pointe LLC, Petitioner)**

WHEREAS, Ordinance 06-24, which repealed and replaced Title 20 of the Bloomington Municipal Code entitled, "Zoning", including the incorporated zoning maps, and incorporated Title 19 of the Bloomington Municipal Code, entitled "Subdivisions", went into effect on February 12, 2007; and

WHEREAS, the Plan Commission has considered this case, PUD-29-09; recommended that the petitioner, Patterson Pointe LLC, be granted this request to rezone the property from Commercial General (CG), Industrial General (IG) and Planned Unit Development (PUD) to a PUD as well as to approve the PUD District Ordinance and Preliminary Plan; and, thereby requests that the Common Council consider this petition;

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

SECTION 1. Through the authority of IC 36-7-4 and pursuant to Chapter 20.04 of the Bloomington Municipal Code, the property located at 420 S. Patterson Drive shall be rezoned from Commercial General (CG), Industrial General (IG) and Planned Unit Development (PUD) to a PUD and the PUD District Ordinance and Preliminary Plan be approved. The property is further described as follows:

Lot 1 and the Remainder of Patterson Pointe Subdivision, Final Plat, as shown by the recorded plat thereof, recorded in Plat Cabinet D, Envelope 90, in the Office of the Recorder of Monroe County, Indiana

ALSO:

Lot 2 of Landmark Business Center, Phase V, Final Plat, as shown by the recorded plat thereof, recorded in Plat Cabinet C, Envelope 386, in the Office of the Recorder of Monroe County, Indiana.

ALSO:

A part of Lots 4 thru 8 in Lake View Park Addition, a subdivision of seminary lots 139, 140, 141, and 142, in the City of Bloomington, Indiana as shown by the plat recorded in plat cabinet B, envelope 42, in the office of the Recorder of Monroe County, Indiana, being more particularly describes as follows:

Commencing at a brass monument marking the Northwest corner of Section 5 Township 8 North, Range 1 West Monroe County, Indiana; thence South 88 degrees 58 minutes 17 seconds East along the north line of said section for a distance of 220.60 feet; thence South 01 degrees 31 minutes 59 seconds West along the west line of lot 4 in said Lake View Park Addition for a distance of 44.82 feet to the south right-of-way of 3rd Street to a rebar with cap stamped SNA marking the Point of Beginning; thence South 88 degrees 57 minutes 34 seconds East along the south right-of-way of 3rd Street for a distance of 367.58 feet to a rebar with cap stamped SNA; thence South 01 degrees 30 minutes 45 seconds East along the east line of lot 8 in said Lake View Addition for a distance of 186.89 feet to a chiseled x in concrete; thence North 88 degrees 59 minutes 43 seconds West for a distance of 73.50 feet to a chiseled x in concrete; thence South 01 degrees 31 minute 59 seconds East along the east line of lot 7 in said Lake View Addition for a distance of 70.00 feet to a mag nail; thence North 88 degrees 59 minutes 43 seconds West for a distance of 294.00 feet to a rebar with cap stamped Bledsoe Tapp; thence North 01

degrees 31 minutes 59 seconds West along the west line of lot 4 in said Lake View Addition for a distance of 257.21 feet to the Point of Beginning, containing 2.45 acres more or less.

SECTION 2. The PUD District Ordinance and Preliminary Plan shall be attached hereto and made a part thereof.

SECTION 3. If any section, sentence or provision of this ordinance, or the application thereof to any person or circumstance shall be declared invalid, such invalidity shall not affect any of the other sections, sentences, provisions, or applications of this ordinance which can be given effect without the invalid provision or application, and to this end the provisions of this ordinance are declared to be severable.

SECTION 4. This ordinance shall be in full force and effect from and after its passage by the Common Council and approval by the Mayor.

PASSED AND ADOPTED by the Common Council of the City of Bloomington, Monroe County, Indiana, upon this _____ day of _____, 2010.

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 _____ day of _____, 2010.

REGINA MOORE, Clerk
City of Bloomington

SIGNED and APPROVED by me upon this _____ day of _____, 2010.

MARK KRUZAN, Mayor
City of Bloomington

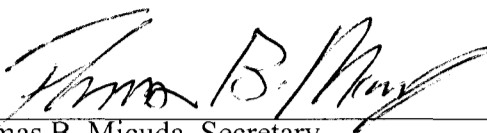
SYNOPSIS

This ordinance approves the rezoning of 18.32 Acres of land at 420 S. Patterson Drive from Commercial General (CG), Industrial General (IG), and Planned Unit Development (PUD) to a PUD and approves a PUD District Ordinance and Preliminary Plan to provide for a high school, multi-family residential and mixed use buildings in what will be known as the Patterson Pointe PUD.

ORDINANCE CERTIFICATION

In accordance with IC 36-7-4-605 I hereby certify that the attached Ordinance Number 10-01 is a true and complete copy of Plan Commission Case Number PUD-29-09 which was given a recommendation of approval by a vote of 9 Ayes, 1 Nays, and 0 Abstentions by the Bloomington City Plan Commission at a public hearing held on December 7, 2009.

Date: December 17, 2009



 Thomas B. Micuda, Secretary
 Plan Commission

Received by the Common Council Office this 17th day of DECEMBER, 2009.



 Regina Moore, City Clerk

Appropriation Ordinance # _____	Fiscal Impact Statement Ordinance # _____	Resolution # _____
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Type of Legislation:

Appropriation Budget Transfer Salary Change Zoning Change New Fees	End of Program New Program Bonding Investments Annexation	Penal Ordinance Grant Approval Administrative Change Short-Term Borrowing Other
--	---	---

If the legislation directly affects City funds, the following must be completed by the City Controller:

Cause of Request:

Planned Expenditure _____	Emergency _____
Unforeseen Need _____	Other _____

Funds Affected by Request:

Fund(s) Affected _____	_____	_____
Fund Balance as of January 1	\$ _____	\$ _____
Revenue to Date	\$ _____	\$ _____
Revenue Expected for Rest of year	\$ _____	\$ _____
Appropriations to Date	\$ _____	\$ _____
Unappropriated Balance	\$ _____	\$ _____
Effect of Proposed Legislation (+/-)	\$ _____	\$ _____
Projected Balance	\$ _____	\$ _____

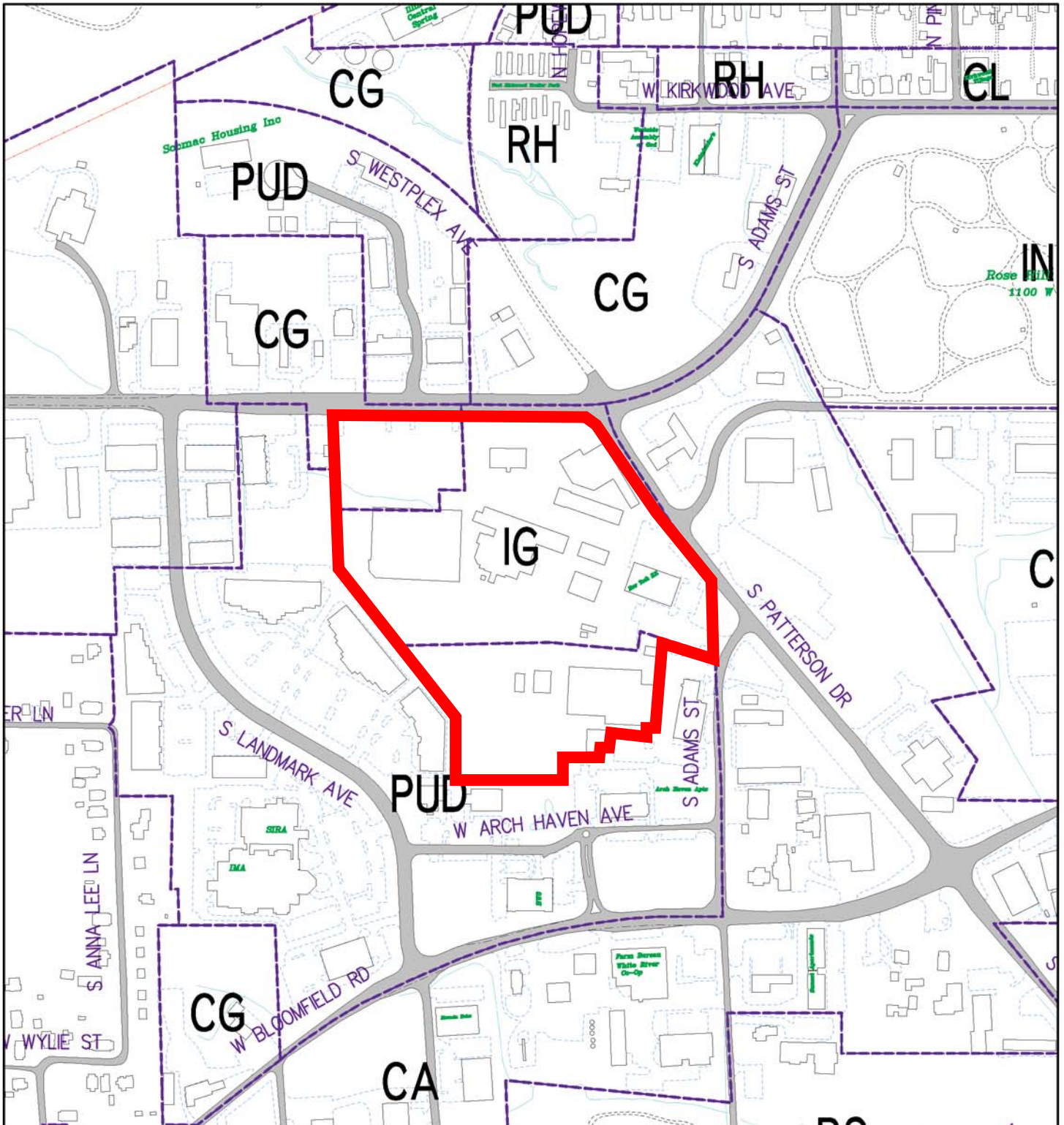
Signature of Controller

Will the legislation have a major impact on existing City appropriations, fiscal liability or revenues?

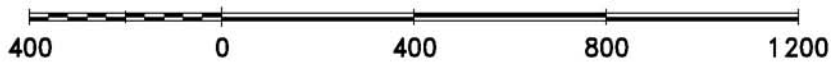
Yes _____ No _____

If the legislation will not have a major fiscal impact, explain briefly the reason for your conclusion.

If the legislation will have a major fiscal impact, explain briefly what the effect on City costs and revenues will be and include factors which could lead to significant additional expenditures in the future. Be as specific as possible. (Continue on second sheet if necessary.)



By: roachja
17 Dec 09



City of Bloomington
Planning

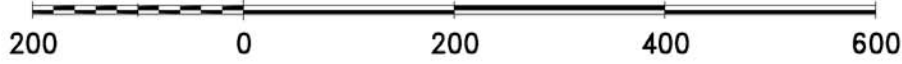


Scale: 1" = 400'

For reference only; map information NOT warranted.



By: roachja
17 Dec 09

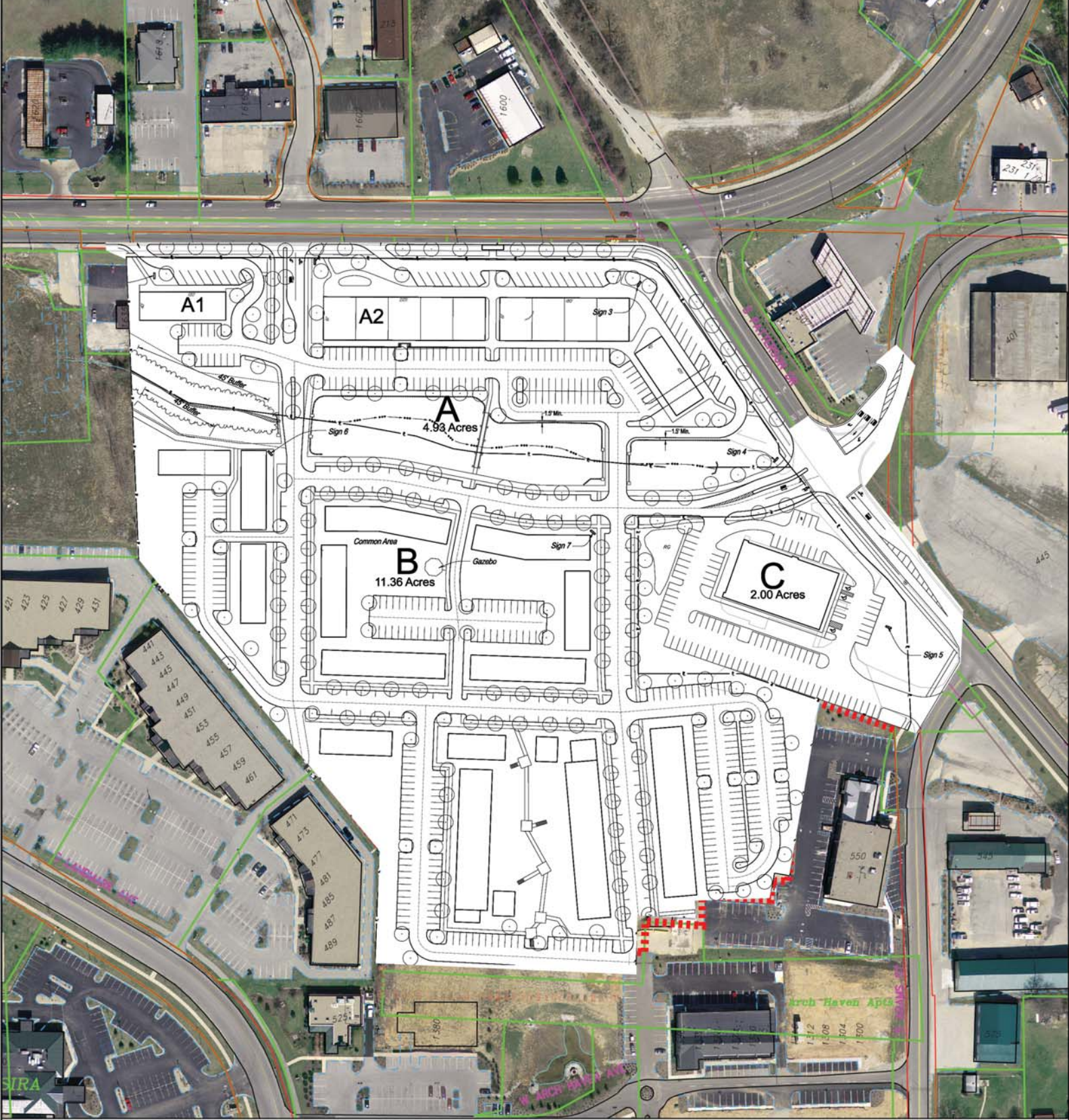


City of Bloomington
Planning

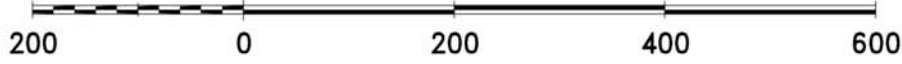


Scale: 1" = 200'

For reference only; map information NOT warranted.



By: roachja
17 Dec 09

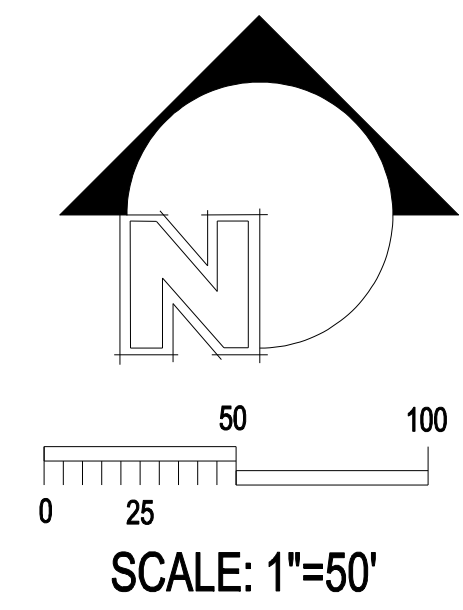


City of Bloomington
Planning



Scale: 1" = 200'

For reference only; map information NOT warranted.



Smith Neubecker & Associates, Inc.
453 S. Clartz Boulevard
Bloomington, Indiana, 47401
Telephone: (812) 336-6536
Fax: (812) 336-0513
Email: www.snaiac.com

CBRT: / /

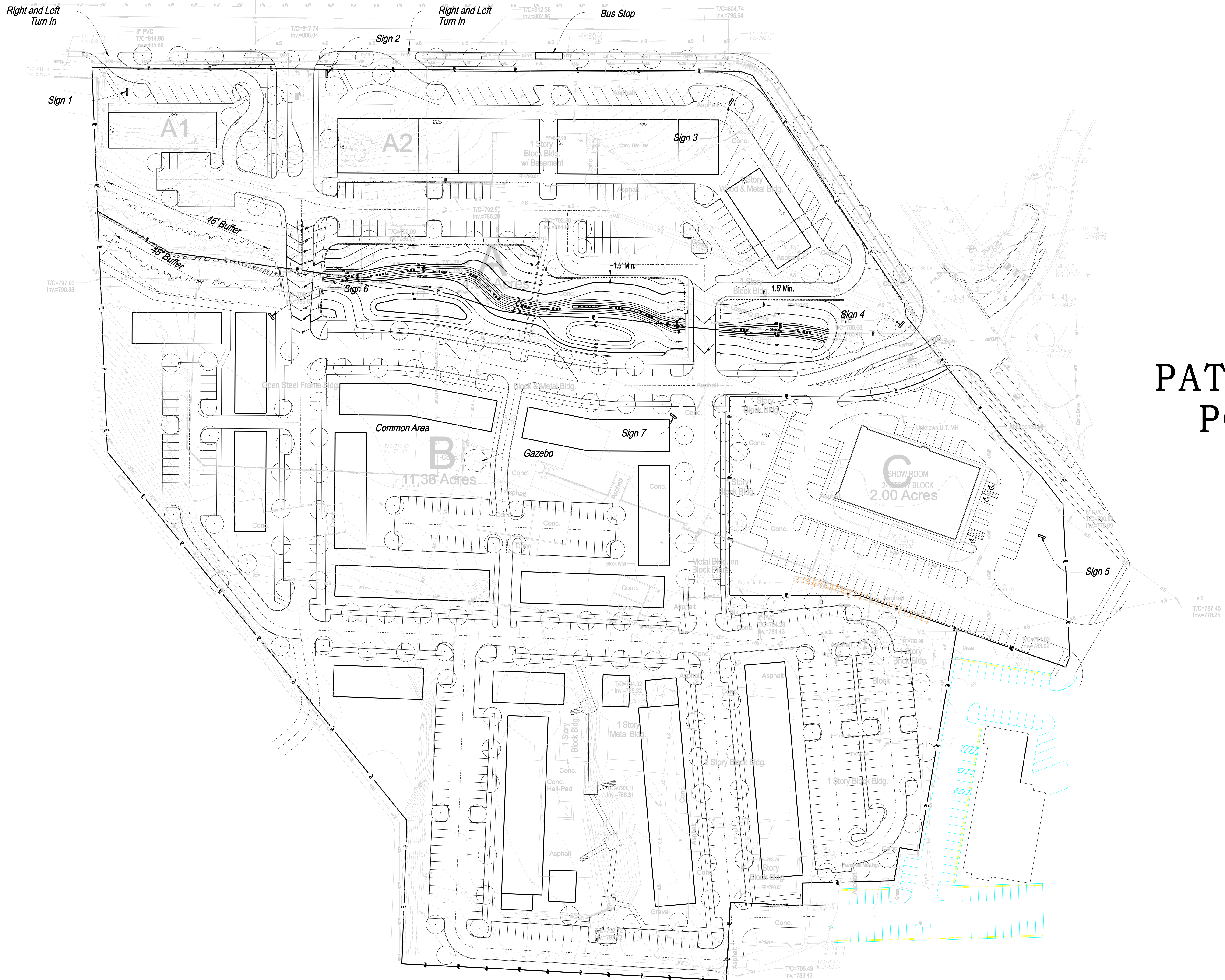
JOB TITLE

REVISIONS	BY	DATE

PREPARED	DATE
SLS	
DRAFTED	
RCB	
CHECKED	

JOB NUMBER
4382
SHEET
1
OF
1
DATE 11/24/09

ILLUSTRATIVE PLAN



PATTERSON POINTE

To: Members of the Common Council
From: James Roach, Senior Zoning Planner
Subject: Case # PUD-29-09
Date: December 11, 2009

Attached are the staff reports, PUD District Ordinance, Preliminary Plan, maps, and exhibits which pertain to Plan Commission Case # PUD-29-09. The Plan Commission heard this petition at its December 7, 2009 meeting and voted 9-1 to send this petition to the Common Council with a favorable recommendation.

REQUEST: The petitioner is requesting a rezoning of approximately 18.32 acres from Industrial General (IG), Commercial General (CG) and Planned Unit Development (PUD) to PUD and approval of a new PUD District Ordinance and Preliminary Plan for a mixed multi-family, school and commercial development.

SITE INFORMATION:

Area: 18.32 acres
Current Zoning: IG, CG and PUD
GPP Designation: Community Activity Center and Adams Street/Patterson Drive Subarea
Existing Land Use: New Tech High School, vacant
Proposed Land Use: Multi-family, school and commercial
Surrounding Uses:
North – Commercial (Westplex PUD)
West – Medical offices (Landmark PUD)
East – Commercial, industrial, vacant land
South – Mixed use (Landmark PUD)

REPORT: The property in question is an approximately 18.32 acre parcel bounded by W. 3rd Street to the north, S. Adams Street to the east, and the Landmark PUD to the south and west. The property is currently located in three different zoning districts. In the northwest corner are 2.1 acres zoned CG, the southern 5.0 acres of the site are within the Landmark PUD and the remaining 11.2 acres are zoned IG. The Landmark PUD was approved for retail and multi-family uses, but includes predominately office uses.

The property had been used for many decades as the location of the Rogers Group and later Rogers Building Supply (RBS). The primary use of the property was a concrete product manufacturing operation but has been mostly vacant for the last 4 years. In 2008, the Board of Zoning Appeals approved a Use Variance to allow the Monroe County Community School Corporation to remodel the former Rogers Group showroom building into the New Tech High School, which opened in the Fall of 2008. The remainder of the property includes 14 buildings, in various states of disrepair. Approximately 86% of the property is covered with impervious surfaces. There are also two exposed bedrock ridges in the southern half of the property and approximately 26

feet of grade change between W. 3rd St. and a creek that cuts across the north half of the property; partially above ground and partially piped.

The PUD can be broken down into three main areas. The northern 4.93 acres, Area A, includes the entire frontage along 3rd St. and will be developed with commercial uses. The southern 11.36 acres, Area B, includes all of the remainder of the Landmark PUD and will be developed with multi-family housing. The remaining 2.00 acres, Area C, includes the existing New Tech High School. The plan also includes construction of a new public street that would serve the interior of the property and connect to both 3rd St. and Patterson Dr. Finally, the PUD includes creation of a linear greenspace that would allow an existing piped drainage way to be opened and a riparian corridor re-created.

GROWTH POLICIES PLAN: The GPP designates this 18.32 acre site as a “Community Activity Center.” The following policy statements are noted (page 35 of the GPP):

- Rather than serving a single neighborhood, commercial uses in and surrounding the CAC will be developed so as to be accessible to multiple neighborhoods by non-motorized means, without becoming a major destination for the entire City and/or region.
 - **PLAN COMMISSION FINDING:** The anticipated commercial square footages and site design will limit this commercial area from becoming a destination retail development. Improvements to intersections and the sidewalk system will increase pedestrian accessibility to the site.
- As the central commercial node of the surrounding area, public gathering space is an ideal addition to the mix of uses. Residents will need outdoor space to access, and public open space can provide a valuable amenity to customers of the commercial units.
 - **PLAN COMMISSION FINDING:** The PUD includes a 1.25 acre linear greenway along the restored creek.
- The primary land use in the CAC should be medium-scaled commercial retail and service uses
 - **PLAN COMMISSION FINDING:** The primary land use of area A and C is medium scaled commercial uses.
- Residential units may also be developed as a component of the CAC, and would be most appropriate when uses are arranged as a central node rather than along a corridor.
 - **PLAN COMMISSION FINDING:** The apartments in Area B are arranged around a central node within the PUD and not street corridors.
- Provision of public spaces should be used as an incentive to allow additional residential units or commercial space to be developed as part of the planning approval process.
 - **PLAN COMMISSION FINDING:** The PUD proposes an approximately 1.25 acre linear greenway along the restored creek corridor. The residential density in Area B is 20 units per acre, slightly higher than the 15 units per acre allowed by the UDO in RH and commercial districts.
- Public Transit access should be a major component of the urban services provided for any Community Activity Center.
 - **PLAN COMMISSION FINDING:** Transit service is available on 3rd St. and the PUD is designed to maximize accessibility to the line from the site, including a new bus shelter.
- A formal streetscape will help to define a Community Activity Center as a distinct node of activity serving a group of neighborhoods.
 - **PLAN COMMISSION FINDING:** Tree plots will be created along the exterior streets and all interior streets will be developed with formal neighborhood style streets with on-street parking, tree plots and sidewalks.
- The CAC should take on the form of an urban center, with a pedestrian focus and several floors of usable space, both commercial and residential.

- **PLAN COMMISSION FINDING:** Buildings in Area A will be at least 2-stories in height and will provide a parking boulevard to take the place of on-street parking. A 15 foot wide plaza will increase the pedestrian focus on the site.
- Buildings should be developed with minimal street setbacks to increase pedestrian and transit accessibility.
 - **PLAN COMMISSION FINDING:** The proposed parking boulevard and plaza increases the setback from the street, but this is outweighed by the desire for a calm, usable on-street style parking arrangement since on-street parking is not realistic at this time on 3rd Street or Patterson Dr.
- Parking should be located and designed with an emphasis on minimizing pedestrian obstacles to accessing businesses.
 - **PLAN COMMISSION FINDING:** The single bay of parking in the parking boulevard should not provide significant obstacles to pedestrians accessing the businesses. In addition, the unified, uninterrupted 15 foot plaza increases pedestrian accessibility.
- Incentives should be created to encourage the inclusion of second-story residential units in the development of Community Activity Centers.
 - **PLAN COMMISSION FINDING:** Upper story residential uses are possible with this PUD in Area A and through redevelopment of Area C.
- In order to buffer pedestrians on busy corridors as well as reduce off-street parking needs, on-street parking and tree plots should be encouraged in new developments and maintained on built roadways.
 - **PLAN COMMISSION FINDING:** Tree plots will be developed on both 3rd and Patterson. The proposed parking boulevard serves a similar function as on-street parking.

In addition to these general policies toward CACs, the *Adams Street/Patterson Drive Subarea* provides specific policy guidance for the development of this property. The subarea includes recommendations concerning land use, urban services and site design. Specifically, the following policy statements are noted (page 60 of the GPP):

- Development should insure that commercial services are conveniently located to serve employment uses in the Subarea, as well as designed to allow for non-vehicular access from nearby residential areas.
 - **PLAN COMMISSION FINDING:** Pedestrian and intersection upgrades as well as interior pedestrian ways will allow access to surrounding properties, including the employment and medical uses on Landmark Ave.
- Road upgrades will spark investment toward commercial retail facilities. Balancing these market demands with a need to further develop other types of nonresidential uses (employment based) will be critical.
 - **PLAN COMMISSION FINDING:** This PUD offers the area a balance of commercial, office, educational and residential uses. Addition opportunities for employment uses are still provided to the north and to the east.
- New commercial and employment development in this Subarea should be accommodated with new transit stop facilities.
 - **PLAN COMMISSION FINDING:** A new transit stop is proposed along the south side of W. 3rd Street
- Special design attention shall be paid to...the Rogers Building Supplies property....
 - **PLAN COMMISSION FINDING:** This PUD includes that property and has been designed as a unified site plan.
- Access to arterial roadways (3rd Street, Patterson Drive, Bloomfield Road) must be tightly controlled as part of the development review process.
 - **PLAN COMMISSION FINDING:** Only one access point is proposed on Patterson Dr. One primary intersection is proposed off of 3rd Street. Two additional secondary entry points into the parking boulevard are also proposed for this 700+ feet of street frontage.

- Redevelopment and intensification should be accompanied by increased landscaping, greenspace opportunities, and building forward design.
 - **PLAN COMMISSION FINDING:** Buildings in Area A are placed forward in the lot, with all parking but the parking boulevard in the rear. Impervious surfaces are decreasing on the site, with an emphasis on the restoration of the creek corridor.
- Opportunities for additional stormwater detention as well as pedestrian connectivity between Bloomfield Road and West 3rd Street should also be considered for this area.
 - **PLAN COMMISSION FINDING:** The restored creek corridor will provide some stormwater detention opportunities. The central pedestrian corridor in the PUD will allow pedestrian connectivity from the properties to the south to 3rd Street.

The Plan Commission found that the proposed PUD met many of the goals of the GPP, including the *Adams Street/Patterson Drive Subarea*. The preliminary plan includes a pedestrian focus, minimal street setbacks, second floor residential units, a public open space, medium scaled retail uses, residential uses designed as a central node, instead of along a corridor, and access control.

PUD REVIEW ISSUES:

USE ISSUES: The PUD District Ordinance contains a range of uses which are broken down into the three main areas of the PUD and are as follows:

- **Area A:** This area includes the commercial uses. The majority of uses match the CG zoning district. Other noted uses are:
 - Upper Level Multi-family
 - No more than 1 drive-through
- **Area B:** This area is designated for multi-family residential uses.
- **Area C:** This area is the location of the existing New Tech High School. In addition to schools, the PUD includes a list of uses, similar to the CG zoning district, for this property in case the school was to ever move. Other noted uses are:
 - Upper Level Multi-family
 - No more than 1 drive-through
 - Any use proposed in addition to the school must be reviewed for compatibility with the school at the time of a final plan
 - Equipment/party/event rental use must be indoor only

Drive-through: The Plan Commission limited drive-through uses to one in Area A and one in Area C. Drive-throughs are permitted in the CA and CG zoning districts. The PUD District Ordinance requires that drive throughs must be accessory to another use, must be on the side or rear of a building and must be screened from view of the street.

Multi-family Density: All densities within the PUD District Ordinance are in units per acre with the new UDO dwelling unit equivalent weighting system. In addition, the petitioner has committed to prohibiting five-bedroom units.

	Area A	Area B	Area C
New Max. Units	73 units	227 units	24 units
Approx. units/acre	15 units/acre	20 units/acre	12 units/acre

Affordable Housing: The petitioner has committed to provided affordable housing in conjunction with the PUD. The PUD District Ordinance includes commitments to provide a minimum of 30 bedrooms of affordable housing within the PUD or on another site. The petitioner anticipates this will be 10 three-bedroom units, but could be another mix. This amounts to 3% of the total permitted units in the PUD. The Plan Commission required that if the petitioner chooses to meet their affordable housing commitment off-site, such units shall not be utilized to meet any affordable housing requirements which may be incorporated into the UDO.

The PUD District Ordinance also states that the affordable units would:

- Be for sale or for lease, at the developers option
- Remain affordable for 10 years
- Be geared toward occupants at 100% or less of the area median income
- Be approved and completed for occupancy prior to final occupancy or the final phase of Area B
- Be located in the City limits
- Be located either ¼ of a mile from a transit line or be located on the petitioner’s property in the 1500 block of S. Beechtree Lane. The Beechtree site is not currently within the City limits but could be annexed and is approximately 1/3 of a mile from the nearest bus line

SITE DESIGN:

Impervious Surfaces: The property is currently 86% covered with impervious surfaces. The PUD District Ordinance commits to not allowing pervious hard surfaces to be counted toward the required coverage; only greenspace will be counted. Impervious surface coverage in Areas A and B can be as high as 70% (same as the CD/DEO district) and Area C can be as high as 60% (same as CG district).

Preservation Areas/Riparian Corridor: Because of the existing 86% impervious surfaces, few areas of the property contains any environmental features to preserve. The exception is in the northwest corner of the property, near Area A1. In this area, there is an existing vegetated riparian buffer, including some canopy trees on the north side of the creek only. On the south side of the creek, there is a building within a few feet of the creek. In Area A1 and the northwest corner of Area B there are also several scattered trees that could be preserved.

East of these areas, the creek enters a pipe and does not exit the ground until it gets within a few feet of the West Branch of Clear Creek, 1280 feet to the east, on the east side of Patterson Dr. On this site, 640 feet of the creek would be opened up to the sky, or “daylighted.” This section of creek would provide greenspace, water quality and an amenity to the development. The Plan Commission approved a riparian buffer width of

45 feet from the creek in the currently undisturbed areas and 30 feet in other areas, instead of the standard 75 foot buffer. The Plan Commission agreed that the riparian buffer could be less than 75 feet because of the existing disturbed nature of the site and the fact that all other parts of the riparian area, including slope, soil type and vegetation type, could be carefully controlled with redevelopment.

Multi-family Design: The PUD District Ordinance commits to a townhouse style design for the multi-family units in Area B. The plan shows the buildings mostly fronting on streets with on-street parking. The balance of the parking is located behind the buildings in the west, southwest and southeast parts of the property. Building placement at the far south side of Area B is limited by the presence of two exposed ridges of bedrock that are proposed to remain. A central pedestrian corridor is shown through the middle of Area B and a central amenity building, like a gazebo, is shown in the middle of the central “block”.

Street Design: The Preliminary Plan shows the internal streets with parallel parking, sidewalks and tree plots.

Vehicle Access and Connectivity: The main vehicular access points to the site would be from two intersections onto adjacent streets. The proposed street would connect to Patterson Dr. and would align with the existing intersection of Patterson and “old” 3rd St. The street would then run parallel to the creek before making a 90 degree turn to the north and connect to 3rd St. across from the existing intersection of 3rd and Westplex Dr.

Connectivity is limited due to the already developed nature of the surrounding properties. The property to the southeast includes the former Rogers office building which now houses Stone Belt. The parking lot at Stonebelt stubs into this property and will be connected. Properties to the west include medical office buildings along Landmark Ave. While it is not possible at this time to require the petitioner to connect a drive or a pedestrian path through the already developed Landmark offices, they have designed the preliminary plan so that a connection could still be made in the future. This would be dependent on future redevelopment of the offices on Landmark Lots 7 & 8. The property to the south, also within the Landmark PUD, has been developed with a parking lot stub into this property. The internal streets will connect to this parking lot stub.

The petitioner has worked closely with Planning and Public Works Departments to determine which streets should be dedicated as public streets and which should remain private streets. Because the main drive connects to public streets, will connect at a future signal at Patterson Dr. and “old” 3rd St. and will serve all three areas of the PUD, the Public Works Department has determined that this street should be a public street. The other streets do not connect to any larger public street system and will remain private. The Plan Commission required that if at such time as the surrounding properties are redeveloped and include public streets, that the internal streets be dedicated. This will be recorded as part of the plat, with final language developed at Final Plan stage.

The Plan Commission had some concern about access control onto W. 3rd Street with the one new intersection and the two entrances into the parking boulevard. The Plan Commission ultimately required that the petitioner continue to study the traffic patterns in this area and submit a traffic management plan with the Final Plan.

Traffic Study and Signal: The petitioner has conducted a traffic study for the PUD. The study indicated that there is adequate capacity on the surrounding streets for the anticipated traffic, however the PUD would exacerbate the need for a traffic signal at the intersection of “old” 3rd St. and Patterson Dr. The PUD District Ordinance commits the petitioner to installing the signal when traffic counts warrant, which will occur before the build out of the first phase (likely Area B). The petitioner intends to seek TIF funds to assist in the installation of the signal.

Commercial Site Design: The preliminary plan shows four buildings in Area A and is meant to show what might be possible with the development standards outlined in the PUD District Ordinance.

The primary issue of discussion on Area A has been the provision of a single bay of parking and an access drive between the 3rd St. right-of-way and the building. This arrangement does not meet the UDO requirement that parking be setback at least 20 feet behind the front building wall. This requirement is intended to create buildings that frame the street and create a more walkable, pedestrian friendly streetscape. The petitioner contends, and the Plan Commission agreed, that parking in front of buildings is essential to the success of retail tenants in the building. The petitioner argued that if on-street parking was available, this parking would not be needed. Furthermore, they believe that their parking design adds an essential element back to the street, that being parking. They have provided a 15 foot wide sidewalk/plaza between the buildings and the parking lane to further enhance the pedestrian nature of the development. The petitioner states that the design they have proposed can be viewed as a type of boulevard, where the slow moving traffic, mixed uses, pedestrians and limited parking, are separated from the heavy traffic of 3rd Street via a type of landscaped median and that this arrangement has been used in other communities to retrofit auto oriented commercial corridors into more walkable areas.

The area labeled as Area A1 could be developed as part of the commercial center or could be a stand-alone use or “outlot.” An alternative preliminary plan for A1 was provided showing how Area A1 might be developed with a stand alone user. The preliminary plan and PUD District Ordinance also allows for the parking lot at the same setback from the interior street as the building, instead of the 20 feet behind the front building wall of the building as required by the UDO.

New Tech High School: With the approval of the use variance for the New Tech High School in 2008, site upgrades were deferred until after this anticipated PUD was approved. The PUD District Ordinance allows for site upgrades for the school to take place with the first final plan for the PUD that includes the entrance onto Patterson Dr.

Site upgrades which would be completed include sidewalk relocation, landscaping and the construction of landscaped parking lot islands.

Architecture: The PUD District Ordinance includes schematic renderings of the architecture for Areas A and B and architectural standards commitments.

Buildings in Area A will be at least 25 feet and 2 stories tall, except for A1, which can be 1 story. At least one building in area A must be 3 stories. Buildings in Area B will have a townhouse style design.

- Areas A & C
 - Materials:
 - Ground faced concrete block
 - Split faced concrete block
 - Brick
 - Limestone
 - Cementitious siding on rear or as a secondary material only
 - Blank wall control similar to new UDO standards
 - Minimum 50% first floor void
 - Buildings will have flat roofs with parapets. Plan Commission may approve partial pitched roofs or pitched roofs for stand along uses, like A1.
 - Minimum 20% window void on upper floors
 - 360 degree architecture the same as UDO standards
- Area B
 - Materials
 - Brick
 - Cementitious siding
 - Split faced block
 - Ground faced block
 - Limestone
 - EIFS as a accent material only
 - Pitched roofs that may include dormers
 - 40 foot regular breaks in façade that will include entries, change in material or color
 - Regular pattern of windows and doors

Development Standards: The PUD District Ordinance provides the development standards for the PUD. This includes minimum and maximum height and setbacks. The proposed standards are a hybrid of the CG and CD/DEO standards from the UDO.

Phasing: The PUD District Ordinance includes a phasing plan and commitment for the PUD. Some of the highlights of the phasing schedule are:

- Area B will likely be developed first in a single phase
- Stream restoration will take place with the first phase and be completed with first occupancy of Area A or B

- Required improvements to the New Tech High School site will take place with the first phase and first occupancy of Area A or B
- Mass grading of Area A will take place with the first phase
- Complete construction of the parking boulevard will take place with the first phase of Area A, other than A1
- Traffic signal will be installed when the intersection meets warrants, with bonding at final plan stage

Transit: The PUD District Ordinance commits to the provision of a transit stop which is shown along 3rd St., approximately midway between the intersections of 3rd St. and Patterson Dr. and 3rd St. and Westplex Dr. This would be connected to the rest of the site through the central pedestrian way.

Parking: The PUD District Ordinance commits to specific parking standards. All parking numbers will include the on-street parking created in the PUD. Parking for the apartments is proposed slightly lower than the UDO maximum of 1 space per bedroom.

- Area A
 - Commercial: Maximum 1 space per 250 square feet (UDO standard)
 - Multi-family: Maximum 0.9 spaces per bedrooms (UDO standard is 1 per bedroom)
- Area B
 - Maximum 0.9 spaces per bedroom (UDO standard is 1 per bedroom)
- Area C
 - UDO standards

Pedestrian Design: The preliminary plan attempts to provide walkable, pedestrian friendly streets. Sidewalks, tree plots and on-street parking are provided on all interior streets, as well as along the surrounding streets. The riparian corridor will also contain a pedestrian path that connects Patterson Dr. to the property to the west along the south side of the creek.

The PUD includes a central north-south pedestrian corridor that will link the middle of Area B to Area A, cross the creek over a pedestrian bridge and connect directly to the bus stop on 3rd Street. A pedestrian connection is provided to the parking lot stub to the south.

The Bicycle and Pedestrian Safety Commission requested that the petitioner provide additional pedestrian connections to the west and south, address pedestrian issues at the intersection of 3rd and Patterson and consider structured parking in order to “leverage higher density and reduce surface parking.” Their full memo is attached. The Plan Commission required that the petitioner be required to upgrade the pedestrian signal heads and crosswalks at 3rd and Patterson with the development of Area A.

Signage: Signage standards in the PUD District Ordinance match closely the UDO standards, but deviate in a couple of places. The PUD allows for sandwich board and

projecting signs in Area A along the 15-foot wide pedestrian plaza. The PUD would also allow the multi-family use in Area B to be included on a multi-tenant center sign within Area A.

Utilities: A schematic utility plan has been submitted to CBU. At least one sanitary sewer main may need to be relocated through the course of development. A detailed utility plan will be submitted with the first Final Plan.

Stormwater: A schematic stormwater plan has been submitted to CBU. This plan includes stormwater quality measures within rain gardens in Area A and along the new creek riparian corridor. Extensive stormwater detention will likely not be required due to the existing high impervious surface coverage on the property. The riparian corridor may also provide some stormwater detention benefits. A detailed stormwater plan will be submitted with the first Final Plan.

PUD Expiration: The UDO specifies that PUD District Ordinances are considered “abandoned” if a final plan has not been approved within two years of approval. With this PUD, given the current uncertain financial climate, the Plan Commission allowed and extension to four years before the PUD is abandoned.

ENVIRONMENTAL COMMISSION RECOMMENDATIONS: The Bloomington Environmental Commission (EC) has made 1 recommendation concerning this development.

- 1.) The EC believes this illustrative plan is an excellent beginning to re-establishing a large and important site in Bloomington. The EC recommends concentrating on “complete streets” design, state-of-the-art environmental restoration, native landscaping, and green architecture in the Final Plans.

Comments: EC is supportive of the PUD. The petitioner has committed to restoration of the creek corridor including native landscaping and complete streets elements on site.

Developer Track Record: The petitioner, Patterson Pointe, LLC, has no development history in Bloomington. Another company controlled by several members of Patterson Pointe LLC is Station 11. LLC, which recently received approval by the Plan Commission for a 4 story apartment building at the northwest corner of N. College Ave. and W. 11th Street. This building has not yet been built.

CONCLUSIONS: The Plan Commission found that this PUD satisfies many of the GPP goals including mixed use, multi-story buildings, creation of open space, access control and a pedestrian and transit orientation. This PUD with the associated commitments to architecture, street and pedestrian upgrades and affordable housing, is an opportunity to turn a vacant and blighted industrial site into an attractive mixed use development. The proposed parking boulevard will allow for increased street-side parking options

without sacrificing urban style development in this transition area between the urban core and suburban development patterns.

RECOMMENDATION: The Plan Commission voted 9-1 to forward this petition to the Common Council with a favorable recommendation and with the following conditions:

1. Area A shall be limited to no more than one (1) drive through use.
2. The “Equipment/Party/Event Rental” use in Area C is only permitted as an indoor use.
3. When Area B is platted, a commitment shall be made and noted on the plat to accommodate right-of-way dedication for the private streets if adjacent properties provide street connections in the future.
4. Upgrades to the pedestrian signals and crosswalks at the intersection of 3rd and Patterson shall be required at the time of development of Area A.
5. The pedestrian plaza in Area A shall include trees in tree grates.
6. If the petitioner chooses to meet their affordable housing commitment off-site, such units shall not be utilized to meet any affordable housing requirements which may be incorporated into the UDO.
7. At the PUD final plan stage, petitioner shall submit a detailed plan for addressing the possibility of dangerous turn movements at the intersection of 3rd and Westplex as well as at the entrances to the internal boulevards during peak traffic times. This plan must be approved by the Planning Department and City Engineering. The plan may include restrictions on certain turn movements at particular times of day as well as efforts by MCCSC to direct student traffic toward Patterson and Old 3rd St. One aspect of the plan shall include any possible modifications to permitted traffic movements if 3rd and Westplex become signalized in the future.
8. The list of approved new uses for Area C is approved only if no school remains in operation on the site. If a school does remain in operation on the site, petitioner must submit a PUD final plan amendment seeking approval for complementary new uses. Such approval may be granted at staff level.



Patterson Pointe Planned Unit Development

Prepared by;
Smith Neubecker
and Associates Inc

August 4, 2009

Revised October 21, 2009

Revised November 24, 2009



Stephen L. Smith P.E., L.S.
Daniel Neubecker L.A.
Steven A. Brehob, B.S.Gn.T.

November 24, 2009

City of Bloomington Plan Commission
C/o Jim Roach, Planner
P. O. Box 100
Bloomington, IN 47402

Re: Patterson Pointe Planned Unit Development
Supplemental Submission

Dear Jim,

This submission of supplemental information is being made pursuant to the numerous meetings and discussions that have taken place regarding this PUD over the last several weeks.

The Outline Plan Statement and Drawings have been updated as follows;

1. A note has been added that building floor elevations in area A shall be about the elevation of the adjoining street (page 4).
2. Typo correction was made to "Commercial General" in area C (page 8).
3. Clarification was made that the traffic signal will be installed with the first phase of development (page 12).
4. Notation was added that the center signs will be smaller per the UDO if the total non commercial area in area A and C combined does not exceed 50,000 sf. (page 13).
5. Allowable wall, projecting and sandwich board sign sections now refer to the UDO (page 14).
6. The allowable site for affordable housing has been changed to within ¼ mile of a transit route or the current site being considered by the developers on South Adams Street, location map added (8 ½" x 11") (page 16).
7. The phasing plan has been clarified to include the traffic signal in phase 1 (page 19).
8. Provision for recycling has been added (page 20).
9. The typical street typical section for the Boulevard and the Outline Plan Drawing have been amended to show a sidewalk along Third Street and along Patterson Drive adjacent to and inside the City right of way. The boulevard drive serving the diagonal parking has been moved out of the right of way resulting in additional tree plot width and reduced sidewalk width in front of the buildings and reduced building depth.
10. The Outline Plan Drawing area A1 has been revised to provide better orientation to the main entry drive. An optional plan for site A1 is also being submitted (8 ½" x 11").



11. An optional realignment of the southwest portion of area B with improved orientation of roads with Landmark is being submitted (8 ½" x 11").
12. Colored architectural elevations and perspectives have been submitted during that past few weeks. Additional drawings are being submitted today that illustrate a portion of the main buildings in area A at two story height.

This submission includes the following items;

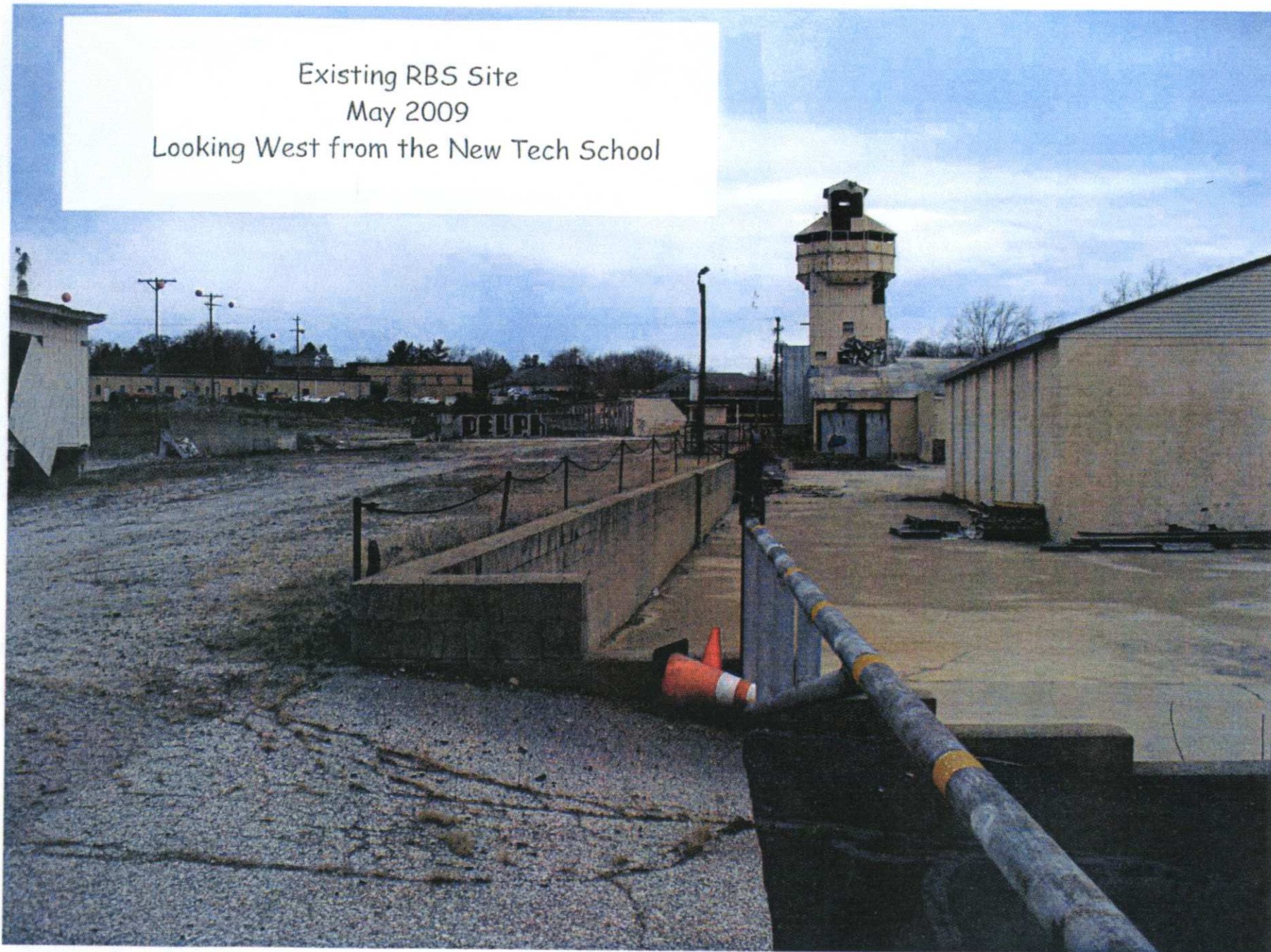
- Outline plan statement dated 11/24/09
- Illustrative plan, with and without existing topo dated 11/24/09
- Typical section for the boulevard
- Location map for the affordable housing site
- Alternate site plan for area A1
- Alternate road alignment for southwest corner of area B

Sincerely,

Stephen L. Smith
Smith Neubecker & Associates, Inc.

Encl
Copy; Mark Figg
Mike Baker
Marc Cornett
file

Existing RBS Site
May 2009
Looking West from the New Tech School



Patterson Pointe **Planned Unit Development**

Patterson Pointe is proposed as an infill mixed use development on the abandoned RBS industrial site on Bloomington's near west side. The project will reclaim and revitalize what has become an eyesore and somewhat of a brownfield in the past decade. There will be a mix of residential multifamily development, commercial retail and a high school within the development area. As an infill redevelopment there are existing roads, paths and utilities around the site that will serve and be interconnected by the project.

The site will be redeveloped incorporating new urbanism principles including a geometric street grid, buildings forward, parking on the streets and central common greens. The area will have a unique sense of place for living, working, shopping and even going to school.

A central theme of the redevelopment is the opening up and restoration of the creek through the center of the neighborhood. A channel currently crosses the parcel and is mostly contained within old concrete pipe running under the paved industrial areas. The pipe will be removed and the channel restored along with a riparian buffer. The riparian buffer will include native plantings as well as temporary and permanent water retention. Plantings will follow the guidelines for riparian buffer in the City's Unified Development Ordinance.

In addition to the water quality and aesthetic benefits of the reclaimed channel, the site layout will showcase the stream and riparian buffer. The main street parallels the channel. A central pathway will follow the stream. The stream will be the focal point aesthetically as well as provide a place for congregating and for passive recreation (walking and jogging). A row of apartment buildings on the south will front on the stream. Commercial buildings along Third Street will have fronts on both Third Street and possibly the internal common area.

As an infill site there are roads and existing development completely surrounding. The proposal provides linkages of the roads and pedestrian ways. The infill site also provides excellent access to two of the City's Bloomington Transit routes.

Development Areas; Land Use and Development Standards

Patterson Pointe is proposed as a mixed use development of retail commercial, residential and school land uses. The mixed use concept provides opportunity for interaction between the uses with more pedestrian trips and less overall travel; in the end, a higher quality of living. The land uses and development standards are a mix between those allowed in the Unified Development Ordinance high density residential, commercial arterial and downtown zoning districts. The illustrative outline plan drawing shows how each of the areas of the site could be developed within the allowable uses and site development criteria explained below. The actual site plans may vary from the illustrative plans but still meet the land use and site development requirements.

Area A – 4.93 Acres

Area A is the commercial center of the development. The commercial establishments in area A will provide services to the residents of the planned development, the users of the adjacent thoroughfares and the surrounding neighborhoods. The buildings fronting West Third Street and Patterson Drive near the intersection will create an attractive building forward streetscape. Parking is necessary at the front of these buildings for the important retail component to survive. A boulevard is proposed paralleling the thoroughfares that provides a single row of parking on the street side of these retail buildings. The boulevard road is one way with diagonal parking. A tree plot is provided between the boulevard and the through street. The boulevard also provides protection for the pedestrian level activity at the front of the retail space; outdoor café, seating, walking etc. The boulevard is accessed by turns directly from Third Street and back directly to Patterson Drive.

The parcel to the west of the entry is separated by the streets and the stream. It will meet the same architectural and development standards as the main parcel to the east of Westplex Drive but may develop somewhat as a stand alone site. The parcel could be developed with the boulevard or with the building on the street with parking at the rear.

The buildings in Area A may be developed in a variety of ways. One option is to provide parking under the building. In that situation the main floor of the building will be near the Third Street elevations and the rear (south) side would be one story lower; a walk out basement arrangement. Another option is for the main floor of the building to be on grade on both the north and south sides. The parking lot would then slope down to the stream. Parking would not be under the building. The main floor of all buildings in area A will house one of the commercial uses in the allowed use list. The upper floors will house residential units or additional commercial uses. The buildings in area A may vary in height from one to four stories. Most buildings are expected to be multilevel. At least one building

along Third Street near Patterson will have a minimum of 5,000 sf and a minimum of three stories above grade to help establish a sense of place, define the space in that area. The first floor building elevation on the buildings in area A will be placed at about the same elevation as the edge of the adjoining public street (Third Street/Patterson Drive).

The following development standards shall apply in Area A;

- Maximum residential density – maximum of 73 units which is approximately 15 units per acre on the 4.93 acre parcel (with weighting system described herein). No five bedroom units are allowed in the PUD.
- Maximum impervious surface coverage – 70%
- Building Height –
 - Minimum height shall be 25' and the maximum shall be 55'. At least one building must be three stories (see text above). All buildings in area A2 will be a minimum of two stories.
- Parking setback standards
 - 20' behind the primary structures front building wall along the Third Street and Patterson Drive frontages except for a boulevard roadway with one row of diagonal parking that is allowed in front of the buildings.
 - There is no parking setback required along the south edge of Area A. The setback in this area is provided by the stream and riparian buffers.
 - 20' from the right of way of the proposed north south public street.
 - Side yard 7'
 - Rear yard 7'
- Parking Requirements –
 - Parking shall be provided at a maximum of one space per 250 square feet of gross building space for the commercial buildings. The Plan Commission shall have the authority at Development Plan review to increase the parking ratio based on review of the specifically proposed land uses that may require more than the maximum provided above.
 - Parking shall be provided at a maximum of .90 spaces per bedroom for multifamily units.
- Building setback standards
 - Along the Patterson Drive frontage and along the Third Street frontage the build to line shall be 20' from the edge of the boulevard pavement.
 - The boulevard is an optional plan for the parcel west of Westplex Drive. The build to line is 20' from the edge of the boulevard pavement if the boulevard is implemented. If there is no boulevard but rather an absolute building forward design, the build to line shall be 20' from the Third Street right of way.
 - There is no building setback or build to requirements along the south edge of Area A. The setback in this area is provided by the stream and riparian buffers.
 - 10' from the right of way of the proposed north south public street.
 - Minimum side setback – 7'
 - Minimum rear setback – 10'

- There shall be a minimum of 5' green landscape setback from the south side of the parking area before the retaining wall.

Land uses allowed in Area A are;

- Amusements, indoor
- Antique sales
- Apparel and shoe sales
- Art gallery
- Artist studio
- Arts/crafts/hobby store
- Auto parts sales
- Bank/credit union
- Bar/dance club
- Barber/beauty shop
- Bicycle sales and repair
- Billiard/arcade room
- Bookstore
- Brewpub
- Business/professional office
- Cellular phone/pager services
- Coin laundry
- Community center
- Computer sales
- Convenience store without gas
- Copy center
- Day care center adult and child
- Department store
- Drive thru – must meet standards provided in the PUD
- Drugstore
- Dry cleaning service
- Dwelling multifamily – second floor only
- Equipment/party/event rental – indoor only
- Fitness center/gym
- Fitness/training studio
- Florist
- Furniture store
- Garden shop
- Gift shop/boutique
- Government office
- Grocery/supermarket
- Hardware store
- Health spa
- Home electronics/appliance sales

Jewelry shop
License branch
Liquor/tobacco sales
Medical care clinic, immediate
Medical clinic
Museum
Music/media sales
Musical instrument sales
Office supply sales
Pawn shop
Pet grooming
Pet store
Photographic studio
Radio/TV station
Recreation center
Research center
Restaurant
Restaurant, limited service
Retail, low intensity
School, preschool
School, primary/secondary
School, trade or business
Shoe Repair
Social services
Sporting goods sales
Tailor/seamstress shop
Tanning salon
Tattoo/piercing parlor
Veterinarian clinic
Video rental

Area B – 11.36 Acres

Area B is planned to be multifamily residential. The site plan is designed with a building forward and neo traditional feel. The main grid of streets will have parallel parking and have multifamily buildings facing the street at a 10' build to line as illustrated on the plan. The internal streets/drives and parking lots may have perpendicular parking. Buildings will typically set 10' behind the sidewalks. Tree plots will be provided on the through streets and for most of the perpendicular parking as well. The building forward design and grid layout of streets provide an urban character and feel to the residential area. The illustrative plan provides a townhouse appearance along the streets. This plan will provide more building front along the street, a shallower structure and more room for

parking behind the buildings. The plan will provide the urban feel that the project is seeking.

The following site development standards shall apply in Area B;

- Parking shall be provided at a maximum of .90 spaces per bedroom. This lower ratio is being used in recognition of the mixed uses available at the site and in the neighborhood and because the site is served by two Bloomington Transit routes.
- Maximum residential density – 227 units which is about 20 units per acre on the 11.36 acres (with weighting system described herein). No five bedroom units are allowed in the PUD.
- Maximum impervious surface coverage – 70%
- Building Height – the minimum height shall be 25' and the maximum shall be 55'.
- Parking setback standards
 - Front yard –
 - Parallel parking shall be allowed along the grid streets (public or private) as shown on the illustrative plan.
 - Any parking not on the street shall be at 20' setback from the front of the building.
 - Side yard 7'
 - Rear yard 7'
 - This is a unified development and there shall be no side or rear yard parking setback required along lot lines that may be created in the subdivision process.
 - Parking Requirements – Parking shall be provided at a maximum of .90 spaces per bedroom for multifamily units.
- Building setback standards
 - There shall be a 10' build to line along the two streets that are to be public streets. All of the buildings will be built up to the drive or parking area to which they abut in a similar fashion as that resulting from build to line.
 - Minimum side setback – 10'
 - Minimum rear setback – 10'

Area C – 2.00 acres

Area C is owned by the Monroe County Community School Corporation and houses the New Tech High School. The School Corporation purchased the site and building for a variety of reasons including that it has a residual value for commercial. New Tech is a new concept and could stay at this location or change locations in the future. Site improvements for the New Tech occupancy shall be in accordance with the Use Variance approved in 2008 and shown on the illustrative Outline Plan Drawing to include;

- The site plan as illustrated on the Outline Plan Drawing
- Relocate and rebuild sidewalk with tree plot and street trees along Adams Street And Patterson Drive.
- Landscaping to meet the UDO within the islands and green space shown on the Outline Plan.
- Signage in accordance with this PUD sign package
- Closing of one driveway to Patterson Drive that has already been completed.

A development plan meeting these requirements shall be submitted for Staff level review and implementation in coordination with the first phase of the overall PUD that will include the east west road and connection to Patterson Drive.

The development standards for development of Area C are those of the Commercial General zone in accordance with BMC section 20.08.060 for the reuse of the existing site and structure for something other than New Tech. Redevelopment of the site with a new building would require meeting the CG development standards and the architectural standards established in this PUD. The land uses allowed in Area C are;

Amusements, indoor
Antique sales
Apparel and shoe sales
Art gallery
Artist studio
Arts/crafts/hobby store
Auto parts sales
Bank/credit union
Bar/dance club
Barber/beauty shop
Bicycle sales and repair
Billiard/arcade room
Bookstore
Brewpub
Business/professional office
Cellular phone/pager services
Coin laundry
Community center
Computer sales
Convenience store without gas
Copy center
Day care center adult and child
Dwelling multifamily – second floor only
Drive thru – must meet standards provided in the PUD
Drugstore
Dry cleaning service

Equipment/party/event rental
Fitness center/gym
Fitness/training studio
Florist
Furniture store
Garden shop
Gift shop/boutique
Government office
Grocery/supermarket
Hardware store
Health spa
Home electronics/appliance sales
Jewelry shop
License branch
Liquor/tobacco sales
Medical care clinic, immediate
Medical clinic
Museum
Music/media sales
Musical instrument sales
Office supply sales
Pawn shop
Pet grooming
Pet store
Photographic studio
Radio/TV station
Recreation center
Research center
Restaurant
Restaurant, limited service
Retail, low intensity
School, preschool
School, primary/secondary
School, trade or business
Shoe Repair
Social services
Sporting goods sales
Tailor/seamstress shop
Tanning salon
Tattoo/piercing parlor
Veterinarian clinic
Video rental

A maximum of 24 residential units are allowed in Area C that is 12 units per acre on the 2.00 acre parcel (with weighting system described herein).

Additional Development Standards. In addition to the development standards noted above for each of the development areas, the following standards shall apply to the overall Planned Unit Development;

- Pervious surface requirements shall be met for each area A, B and C and do not need to be met for future individual lots. 70% of each parcel is allowed to be impervious. The 30% pervious shall all be green i.e. grass, landscape, stream restoration, planter etc.
- The MCCSC parcel has been split off from the larger tract. Additional subdivisions are allowed under the PUD.
- This is a unified development and there shall be no side or rear yard parking or building setbacks required along lot lines that may be created in the subdivision process.
- The development standards contained herein shall normally be followed in the development of the PUD but the Plan Commission shall have the authority at the Final Plan review to allow minor deviations as they determine appropriate.
- Drive through facilities are allowed in area A and area C of the PUD and shall meet the following standards;
 - There may be up to three drive through facilities in Area A and one in area C.
 - Drive through facilities shall be allowed only as an accessory use to another permitted use.
 - The drive through window(s), access lanes and stacked parking may not be on the front of a building; i.e. the side of the building facing Third Street or Patterson Drive.
 - Adequate storage of waiting vehicles must be provided so that vehicles do not back up into travel lanes. Storage for five vehicles will be assumed unless the petitioner provides data to support a different amount.
 - Vehicles in the drive through lanes shall be screened from direct view from Third Street and Patterson Drive by landscaping and/or small walls.
- Dwelling units shall be weighted based on the number of bedrooms as follows;
 - 5 bedroom unit—No five bedroom units are included in the PUD
 - 4 bedroom unit = 1.5 units
 - 3 bedroom unit = 1 unit
 - 2 bedroom unit with less than 950 square feet = .66 unit
 - 1 bedroom unit with less than 700 square feet = .25 unit
 - Efficiency or studio unit with less than 550 square feet = .20 unit

Other Elements of the PUD

Stream Restoration. The existing concrete pipe and concrete paving along the channel will be removed and the channel restored to a stream with riparian buffers and biofiltration. The stream area varies in width from 60' to 90' with the actual stream meandering within that area. The newly created green space will improve water quality by providing for water filtration, infiltration, treatment, volume and rate reduction through natural processes. Storm water from this development and from areas upstream from this development will be positively impacted by the program.

The three zones described in the Unified Development Ordinance will be developed along the stream to varying degrees. Zone 1, the stream side zone, will be 10' in width on each side of the stream. It will be shaped and then planted with native water tolerant species that provide for the stream bank stabilization. This area may also have some natural hardscape elements.

Zone 2 will also have another 10' on each side of the stream and be shaped and then planted with native groundcover and edge vegetation. Zone 3 will be a minimum of 10' in width. Zone 3 will also be shaped and then planted with native grasses, sedges and forbs that provide natural treatment and filtration. Some of this periphery area might be grassed and moved. The 8' paved walking path will be outside the minimum 10' Zone 3.

The stream restoration will be done in what is now a paved area. The pavement will be removed and the area regarded to shape the channel and the riparian buffer. Special material will be placed a minimum of 18" deep with a maximum 10% cross slope in Zones 1, 2 And 3 to create the correct environment for the buffer. This environment will support healthy vegetation and storm water infiltration. A typical cross section of the constructed riparian buffer is included in this PUD package.

The stream and buffer zones will be a few feet below the adjacent parking and streets and will provide a natural detention area as downstream culverts back water up into the area. The details of the grading, filtration, planting design and stream hydraulics will be developed with the development plan.

A maintenance plan will be developed for the buffer area and submitted to the City for review prior to completion of the buffer area. No pesticides, herbicides or fertilizers will be allowed in the buffer zones.

Small ponding areas and potential wetland areas will be considered for the main channel to improve the quality of water flowing through the area. This design is subject to approval by the Indiana Department of Environmental Management. Designs and permitting will be pursued at the time of the PUD final plan.

About 300' of the channel at the west side of the site is currently an open channel. The channel has some significant erosion, invasive plant species as well as some healthy quality vegetation. This section of channel will be surveyed and carefully evaluated for limited restoration. Restoration could include limited regrading and stabilization of the stream banks and removal of the invasive plants with small bulldozer or similar equipment. Final determination of this restoration will be made at PUD final plan. The channel that is currently open and currently has at least 45' of buffer shall continue to have 45' of buffer except where the road crosses the channel.

The stream restoration area will be owned and maintained with Area B.

Streets and Connectivity. A detailed traffic study was completed for this PUD on September 4, 2009. The study indicated that the existing area roads are capable of handling the increased traffic demand and that intersections should be designed to accommodate projected movements. Internal road connections are planned within the PUD to provide for circulation within the PUD and with adjoining land uses.

Primary access to West Third Street is to be a three lane drive directly across from the Westplex driveway. This drive provides a relatively smooth right in and out of the project. Left turns from Third Street are also made relatively smoothly due to the exclusive left turn lane provided in Third Street and the gaps created by the platoon affect for oncoming vehicles (eastbound).

Patterson Drive and Old Third Street. A three lane approach to Patterson is proposed in the PUD directly across from Third Street. This intersection is already experiencing a very high traffic volume. There is a heavy west bound volume from Old Third Street. Vehicles appear to be coming from the downtown area on Old Third Street and then taking Patterson to get to Third Street or Second Street westbound. The east leg of this intersection should be widened to provide exclusive left, through and right turn lanes. Patterson Drive should be remarked to provide a north bound left turn lane of about 50'. A low volume of left turns is anticipated at this location, but left turning vehicles will block the through movement if left turn storage is not provided. A signal may be warranted as project traffic and background traffic continue to increase. The signal would obviously need to be coordinated with the existing Third and Patterson signal. The signal will be installed by the Petitioner with Phase I of the development and placed into service when traffic projections or actual traffic counts meet the warrant and are reviewed and approved by the Department of Public Works.

An approach to Adams from Area C currently exists and is proposed to remain to serve the school and Area C. An access for the school will also be provided to the east west street. No additional drives are proposed for area C.

Connections are proposed to Landmark to the South and to Stonebelt to the southeast.

The street connecting from Westplex Drive and Third Street to Patterson Drive is proposed to be a public street.

A boulevard street section will be provided along Third Street and along Patterson Drive as shown on the illustrative plan and typical section. The boulevard is intended to protect, calm and provide a pedestrian friendly area along the street and in front of the commercial buildings. It also provides a single row of diagonal parking. The boulevard is accessed by a single lane drive from Third Street and back into the PUD. The entry drive(s) provide for right and left turns onto the boulevard. Left turning vehicles have an exclusive left turn center lane on Third Street providing a queue area for making the turn. The same platoon effect noted above provides ample and safe opportunity to make the left turn in.

Signage. Signage standards for the Patterson Pointe PUD have been developed that are unique to this PUD and its mix of land uses.

Freestanding Signs. The project will be allowed to have seven freestanding signs at the following locations;

1. Parcel A1
2. The Westplex Drive entrance
3. The corner of Third Street and Patterson Drive
4. The Patterson Drive entry
5. Parcel C
6. The Westplex Drive entrance to the multifamily, immediately south of the stream
7. The Patterson Drive entrance to the multifamily, immediately west of Parcel C.

Sign 1 and 5 shall be a maximum of 45 square feet per side and a maximum 6' height.

Signs 2, 3, and 4 shall be allowed up to 125 sf per side, 36 sf for individual tenants and a maximum height of 15' (This size assumes that the non residential portion of the PUD in areas A and C exceeds 50,000 sf. If that area is less than 50,000 sf, the sign areas and height will be reduced in size in conformance with the UDO). The multifamily use within the PUD will be considered a tenant for these freestanding signs (except sign 2).

Sign 2 may feature the multifamily with its main message but not larger than the normal 36 square foot tenant sign.

Signs 6 and 7 shall be a maximum of 32 square feet per side and 6' maximum height.

Wall Signs. Wall signage in area A and area C shall be allowed in conformance with the UDO.

Area B shall not have wall signs.

Projecting Signs. Projecting signs shall be allowed in area A in the area with the 20' plaza in front of the building in accordance with section 20.05.084 (4) of the Unified Development Ordinance.

Sandwich Board Signs. Sandwich Board signs shall be allowed in area A in the area with the 20' plaza in front of the buildings in accordance with section 20.05.085 of the Unified Development Ordinance.

Pedestrian Plan A network of internal paths and walks shall be provided in the planned development to support and encourage walking. All of the streets and parking areas will be connected with sidewalks. A pathway system internal to the apartments provides access from the southern units to the stream restoration area, the commercial and the bus stop on Third Street. The stream restoration area has an 8' path paralleling the stream. The sidewalk along West Third Street and Patterson will be reconstructed providing a tree plot between the street and the boulevard and a sidewalk/plaza along the front of the commercial area.

Tax Increment Finance District Discussions are underway with the City Administration about the utilization of TIF funding for site demolition, Old Third Street improvements, the stream restoration and utilities. There are significant expenses associated with these items that make this site particularly difficult to redevelop from a financial perspective. Funding these items with the TIF helps provide an appropriate site for development and allow development funds to be directed towards actual development expenses as opposed to clean up type expenses. The TIF funding for these elements is a critical component of the plan.

Water Supply There are water mains on the periphery of the site. A new network of lines will be developed within the PUD site that will interconnect with the existing City network to the south and west within the Landmark development and to the east along

Adams Street. Connections to these mains will place the system in the west pressure zone and should provide adequate flow and pressure to meet the demands of the development.

Sanitary Sewer There is a new 10" sanitary sewer main that crosses the site just north of the proposed stream restoration. This main provides access to the system. The site development area north of the stream restoration and stormwater management area will connect to this existing sewer. There is also an existing sanitary sewer that flows north from the Landmark development and crosses the site, ultimately crossing under Patterson Drive. The development area south of the stream restoration and stormwater management area will connect to an expansion of this existing system.

Storm Water The site is currently almost entirely buildings and pavement served by the 36" storm sewer running east west across the property. Some of the site also flows to the south towards the detention basin in the Landmark development. The PUD proposes that most of the site will flow into the area of the stream restoration where it will be slowed in runoff rate and treated in a natural fashion with the use of native plant material to be established in stream channel overflow areas and along the restored stream banks. Smaller rain gardens will be used scattered around the site. These rain gardens will also decrease runoff rates and improve water quality.

The low area created by the stream restoration will provide an area for water to back up and be stored during larger rain events. The bridge culverts will be designed to handle smaller rainfall events without backup. Larger events will back up water as the water builds up pressure to flow through the culverts. A preliminary analysis of the volumes and rates of flow is being prepared and submitted under separate cover.

Bloomington Transit The neighborhood is currently well served by two Bloomington Transit routes. Route 3 passes along Third Street as it runs from downtown to the west side. There is a bus every 30 minutes. Route 4 connects the downtown with the southwest side along Bloomfield Road. There is also service every 30 minutes on this route. The PUD will provide effective pedestrian connections to the Third Street bus stop from within the project as well as a paved and sheltered area for riders near the Third Street stop.

Affordable Housing The Patterson Pointe PUD includes an affordable housing component for units on this site or another site within the City limits. The following guidelines and commitments are made as a part of the PUD;

- Patterson Pointe will provide 30 bedrooms of affordable housing; probably ten, three bedroom units.
- The units will be affordable by standards established by the City's Housing and Neighborhood Development department (HAND).
- The units may be for sale or lease (at the developer's option).
- Rental units will remain affordable for ten years.

- The units may be provided on this PUD site or another site within the City limits that is more suitable to the user needs (at the developer's option).
- The site selected by the developer must be within 1/4 mile of a Bloomington Transit route or at the South Adams Street site currently being considered by the developer (location map included here).
- The units will be completed and ready for occupancy no later than the date of occupancy of the last phase of units in parcel B.
- The target income level for the occupants will be less than 100% AMI.

Architecture Area A and Area C. The buildings in area A and Area C (if/when it redevelops) will have commercial on the first floor and residential (or additional commercial) on the upper floors. The exterior architecture shall be "downtown" in nature and controlled by these guidelines. The guidelines are intended to establish an attractive pedestrian level streetscape in combination with the boulevard, diagonal parking, sidewalk and associated trees and landscaping. The buildings shall be a minimum of two stories tall and a maximum of four stories tall (55').

Building Orientation, Entrances and Exterior Facades: No building façade visible from 3rd or Patterson shall have a blank, uninterrupted length exceeding forty (40) feet without including three (3) or more of the following design elements:

- (1) A covered arcade with storefronts; or Awning or canopy;
- (2) Change in building façade height (minimum of five (5) feet of difference);
- (3) A regular pattern of transparent glass which shall comprise a minimum of fifty percent (50%) of the total wall/façade area of the first floor façade/elevation facing a street;
- (4) Wall elevation recesses and/or projections, the depth of which shall be at least three percent (3%) of the horizontal width of the building façade.

Mechanical Equipment and Service Areas: Utility service boxes, telecommunication devices, cables, conduits, vents, turbines, flues, chillers and fans, trash receptacles, dumpsters, service bays and recycling storage areas shall be screened from public view by incorporating the following design standards:

- (1) Locate mechanical equipment and service areas at the rear of the building, along an alley façade or on the building rooftop;
- (2) Mechanical equipment and service areas shall be screened using architectural screen walls, screening devices and/or landscaping; and
- (3) Mechanical equipment located on a building rooftop shall be set back from the building edge a sufficient distance to screen the equipment from view from the adjacent streets.

Roofs: Buildings shall mostly incorporate roof designs using flat roofs with parapets.

- (1) In no case shall a parapet exceed fifteen percent (15%) of the supporting wall height.
- (2) Stand alone uses with pitched roofs, or pitched roofs incorporated into the part of the design of a building, can be considered by the Plan Commission at Final Plan stage.

Windows:

- (1) Upper Stories: Windows shall comprise a minimum of twenty percent (20%) of the wall/façade area of each floor above the first floor façade facing a 3rd or Patterson.
- (2) All windows shall be transparent and shall not make use of dark tinting or reflective glass.

Materials: The following materials are permitted as primary exterior finish materials on façades:

- (1) brick;
- (2) split face or ground face CMU;
- (3) limestone
- (4) cement board on the side not facing West Third or Patterson Drive

The following materials are allowed as secondary and/or trim materials;

- 1) storefront glass systems
- 2) casement and awning windows
- 3) cement board

The following materials are not allowed; EIFS

360-Degree Architecture: Those sides of a building that are not visible from a public street shall have a finished façade that is complementary to the visible façades in terms of materials and architectural detailing.

Illustrative Photographs. Photographs of buildings that are somewhat representative of these guidelines are included with this statement. Each of the photographs is critiqued here relative to their conformance with the standards.

- 1) This is a commercial/apartment project in West Lafayette, Indiana. This building has three stories of residential above the commercial first floor. These PUD guidelines could result in a similar building but with some notable exceptions. This PUD will provide more variation in the building façade on both the commercial and upper level of the building. This PUD will provide a 20' sidewalk/plaza along the front of the building to enhance the pedestrian environment.
- 2) This is a three story structure with two levels of residential above the commercial first floor. This structure would fit within the PUD guidelines.

- 3) This is a an older street in South Carolina that illustrates the appearance of different structures along the streetscape. The PUD guidelines would allow a similar appearance though would not require as much fenestration.
- 4) This is a streetscape in New York that illustrates the appearance of separate buildings. It also illustrates substantial awnings and pedestrian level activity on the street that we seeking for this PUD.
- ~~5) This is a more contemporary appearance that would generally fit within the PUD guidelines.~~
- 6) This building illustrates how our corner at Third and Patterson would receive special attention. This building is five story and this PUD is limited to four. This PUD makes no provision for the taller feature at the corner.
- 7) This building illustrates a more contemporary appearance using traditional materials and fits into the PUD guidelines.

Architectural elevations and perspective renderings are being submitted to illustrate the proposed quality and character of the architecture for the area A buildings. Detailed architectural drawings and elevations will be submitted to the staff and Plan Commission for review with each final plan.

Architecture Area B The multifamily units in area B shall have the appearance of row houses or townhouses at the street. This appearance works well with the pedestrian level streetscape that is being created in the PUD. The actual units within the multifamily buildings will be a combination of townhouses and flats. The exterior appearance will always be “townhouse” as we have seen recently on other projects in Bloomington.

Elements that make the townhouse feel and that become the architectural guidelines for the multifamily area B are;

- 1) Materials; brick, cement siding, split faced or ground CMU, EIFS (accent material only), limestone
- 2) Change of façade by material or color at least every 40’.
- 3) Entry door on a regular interval of not more than 40’.
- 4) Pitched roof with the allowance for the top floor to be within the roof line with dormers.
- 5) Possible half story below ground (to the extent the site and underlying bedrock will allow).
- 6) Regular pattern of windows and doors.
- 7) Possible bay windows protruding from the main building.

Illustrative Photographs. Photographs of buildings that are somewhat representative of these guidelines are included with this statement. Each of the photographs is critiqued here relative to their conformance with the standards.

- 1) This is a classic Georgetown townhouse that contains many of the features that are allowed and required with these PUD guidelines; the regular

window and door pattern, change in color on a regular pattern, half story below grade.

- 2) This is also a Georgetown townhouse. This illustrates the upper level with dormers.
- ~~3) This is a more contemporary townhouse design that meets the PUD criteria.~~

Architectural elevations are being submitted to illustrate the proposed quality and character of the architecture for the area B buildings. Detailed architectural drawings and elevations will be submitted to the staff and Plan Commission for review with each final plan.

The Property The Patterson Pointe Planned Unit Development encompasses 18.71 acres in multiple parcels. The old RBS site has been platted into lots #1 and a remainder in Patterson Pointe Subdivision and includes 11.25 acres. The northwest properties fronting on West Third Street contain 2.45 acres. Lot #2 in Landmark Business Center, Phase V contains 5.02 acres. These 18.71 acres make up the Patterson Pointe PUD.

Project Schedule The current economy, the market and financing uncertainties make a specific schedule not possible. The multifamily in area B will most likely be developed first and in a single phase, though we propose that it can be developed in up to three phases.

The commercial (and multifamily) in area A will most likely be developed last as the commercial market is the most tenuous at this time. The mass grading and infrastructure for the commercial area A may be completed in one or two phases; one phase east of Westplex Drive (A2) and one Phase west of Westplex Drive (A1). All of the grading and infrastructure improvements for each phase will be done at one time. The buildings in the phase and the finish out of the parking and landscaping will be completed one building at a time.

The following phasing elements shall be followed for the PUD;

- The complete stream restoration shall be completed with the first phase and first occupancy in Area A or Area B.
- The street system from Westplex Drive to Patterson Drive including the improvements to the intersection of Patterson and Old Third Street and the traffic control signal shall be completed with the first phase and first occupancy in Area A or Area B.
- The complete boulevard through Area A2 shall be constructed with the initial phase and first occupancy in Area A2.
- The improvements to Area C required by the Use Variance previously granted will be completed concurrent with the first phase.
- The mass grading of area A2 shall be completed as a part of the first phase.

- The signal at Patterson Drive and Old Third Street will be installed when traffic projections or actual traffic counts meet the warrant and are reviewed and approved by the Department of Public Works

Demolition The Patterson Pointe PUD is a clean up and reuse of three different properties that were used for a variety of construction and industrial related activities. There are numerous buildings and a significant amount of concrete and asphalt paving. The demolition process is a significant element of the PUD and reuse of the site. The perfect situation would be to demo the entire site, grade, stabilize and prepare for development in one phase. Project phasing and funding may not allow that. Reuse of the material also causes a slower more calculated process. The following criteria will be used to guide the demolition;

- Buildings may be removed one at a time to optimize the opportunity for salvage and reuse of the material. Demolished building material will be removed from the site (except that slated for re-use on site) as the demo of that building progresses and is completed. The concrete floor slab(s) will be left in place or if removed, the area will be stabilized with granular material (from the site) or with grass.
- Demolition/removal of the concrete and asphalt paving will be done with the earth grading activity so that material removed may be utilized in the fill to the extent possible. Earth grading activity will follow the phasing plan for the project.

Recycling Recycling opportunities shall be provided on site for all users within the PUD.

Patterson Pointe PUD

Development Strategies

Along West Third Street and Patterson Drive

Reconfigure West Third Street as a 5 + 1 and Patterson Drive as a 3 + 1 along our site frontage. This reconfiguration would keep the existing through lanes of traffic and add a one way, local, slow, side street with angled parking, (on one-side) along our site edge.

This new, local lane would be separated from the existing through lanes by a landscaped, street tree median that breaks up the apparent widths of the ROW, creates a safer environment for pedestrians, helps to quiet the traffic noise and provides needed shade.

We want to support the City's initiative to create livable, mixed-use, pedestrian friendly environments.

Creating a side access lane for local, slow traffic addresses this idea – we can create a pleasant, neighborhood serving, development that enhances the arterial streetscape.

Boulevard – Arterial

Center through lanes carry traffic and provide room for transit.

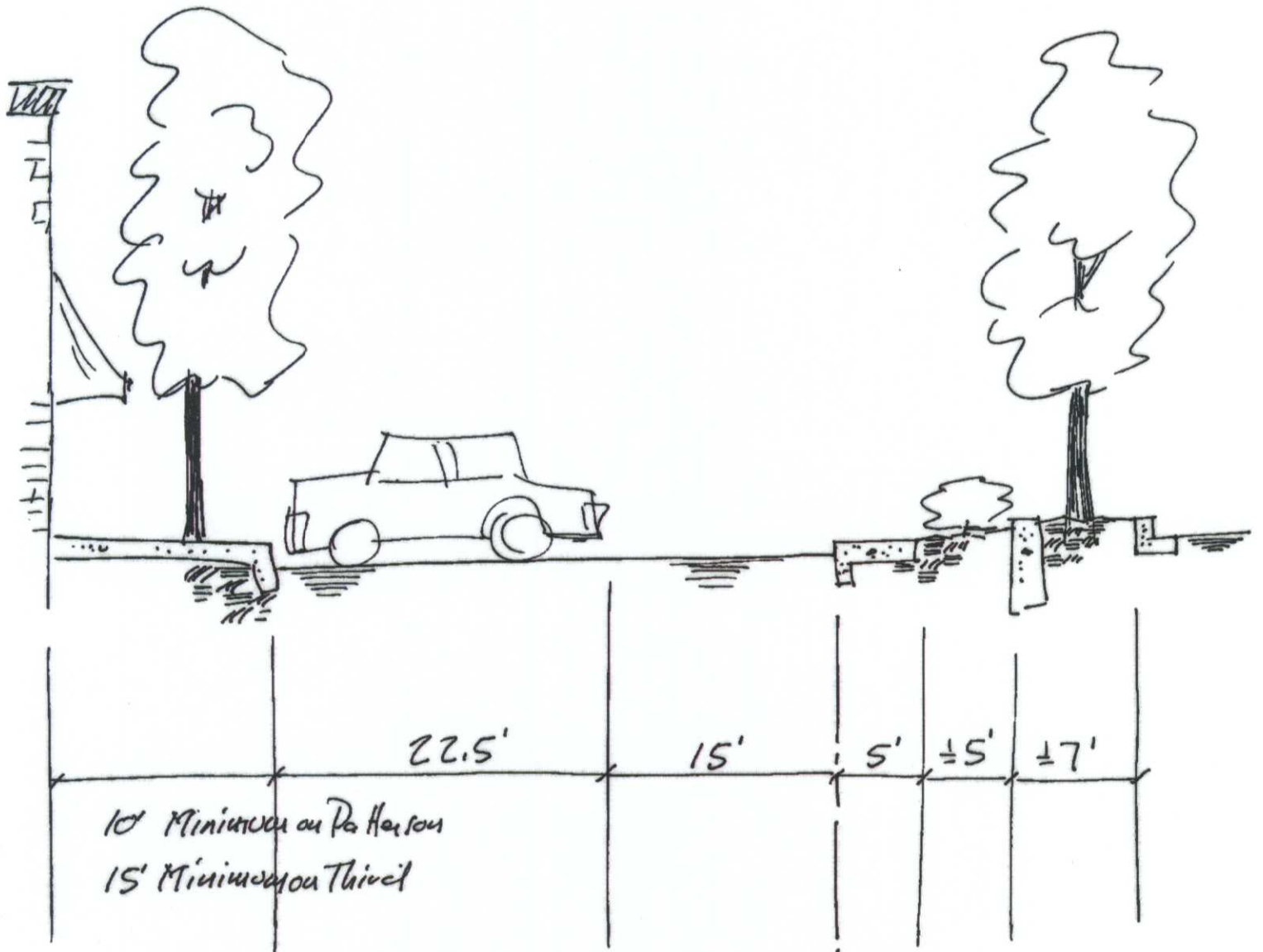
Side access lanes create a rich environment supporting mixed-use, storefronts, residential and on-street parking.

To restore vitality to corridors; land-use, development and the design of the thoroughfare needs to be significantly restructured. The street type needs to serve and support the development.

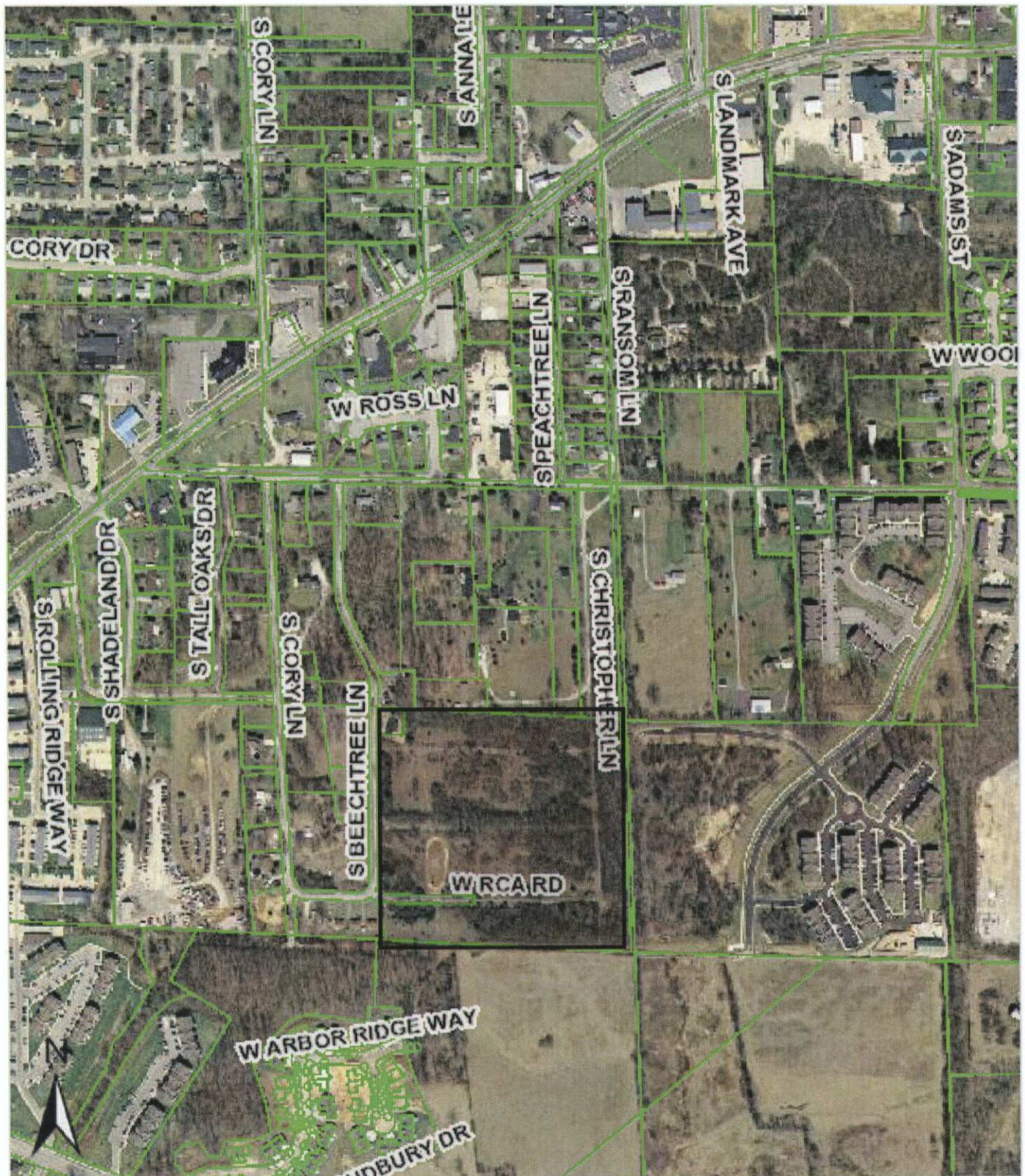
The most critically livability measures (buffering) happens right at the street / building interface.

An essential factor in livability is "buffering" of fronting rooms of buildings from the effects of fast traffic.

The big picture issue is street design. It sets the stage for the types of development that follows it...



Typical Boulevard Street Section
 West Third Street- Patterson Drive
 Patterson Pointe PUD
 11/24/2009



Disclaimer:

Patterson Pointe Planned Unit Development

Affordable Housing Site Option

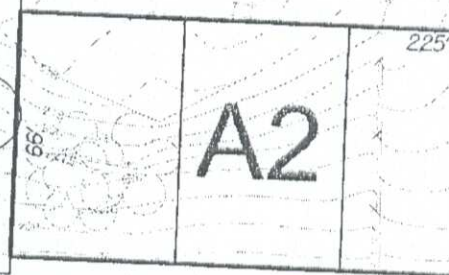
November 24, 2009

T/C=814.86
Inv.=805.86

T/C=817.74
Inv.=808.04

Sign 2

71



45' Buffer

45' Buffer

T/C=792.09
Inv.=786.29

03
33

Sign 6

T/C=790.7
Inv.=786.6

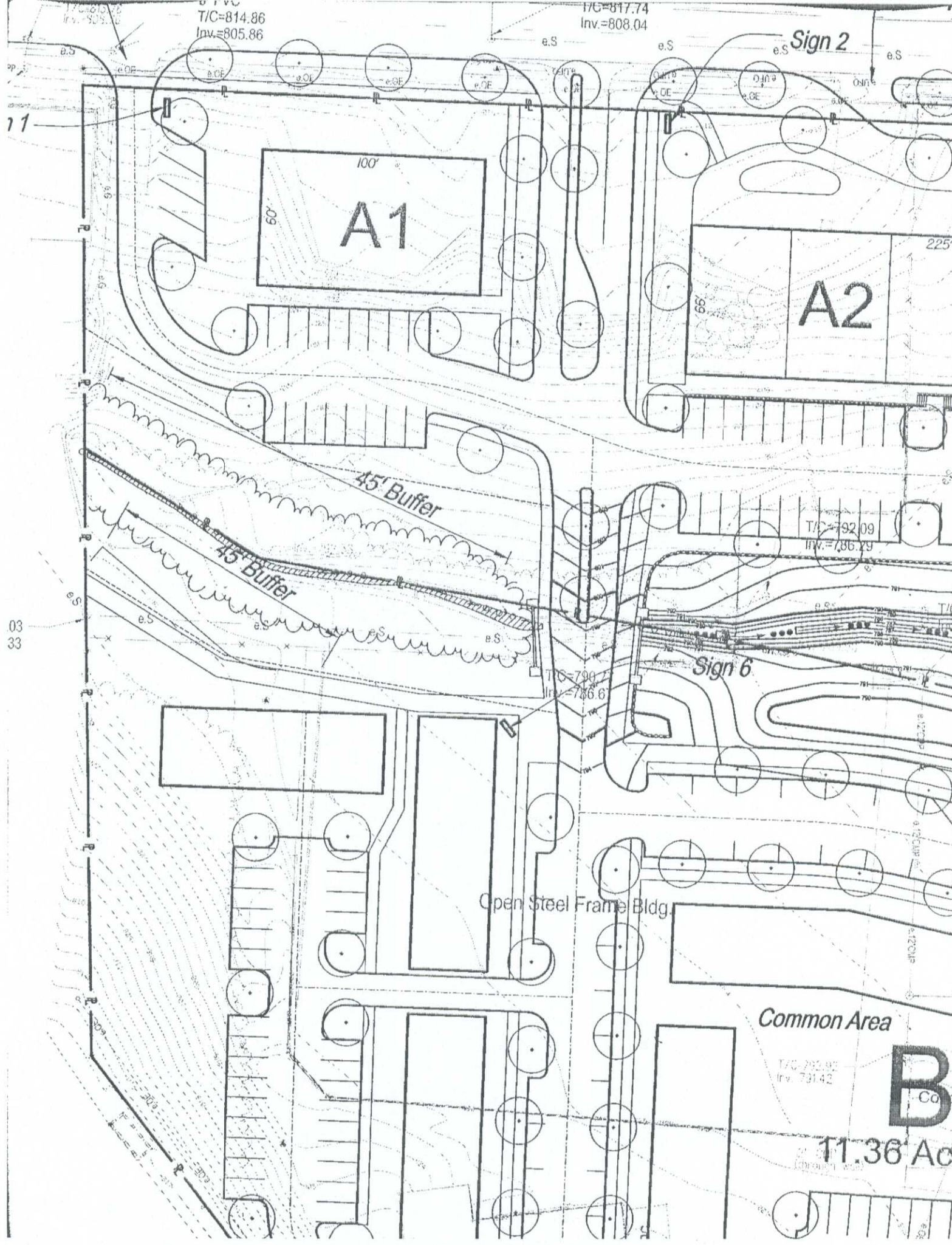
Open Steel Frame Bldg.

Common Area

T/C=792.42
Inv.=791.42

B
Co.

11.36 Ac



110 7/16/02
REV. 7/31/02

B
Co.

11.36 Acres

Gazebo

Conc.

Asphalt

Conc.

Conc.

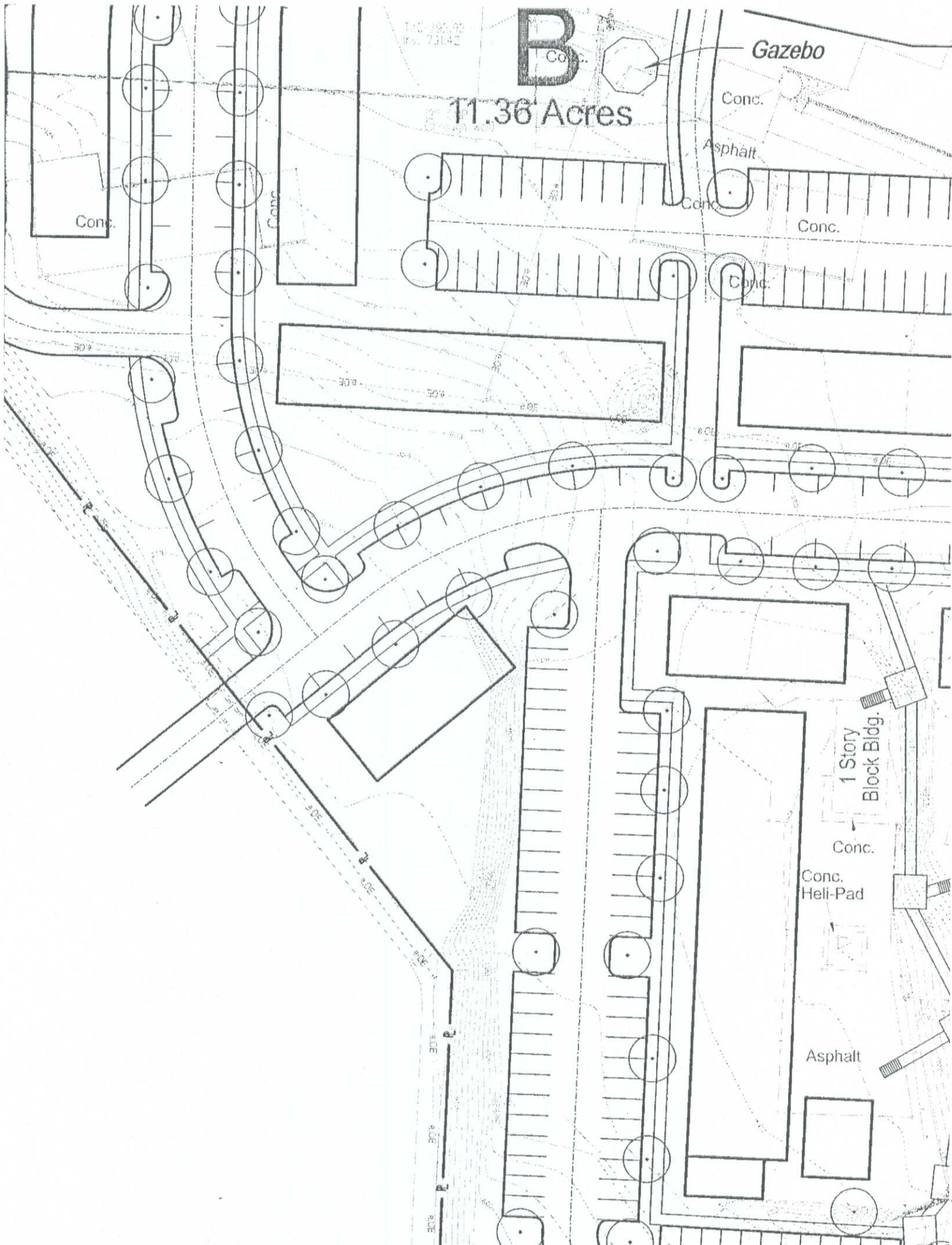
Conc.

1 Story
Block Bldg.

Conc.

Conc.
Heli-Pad

Asphalt





PATTERSON POINTE PUD.

MIXED-USE/MIXED DENSITY STREET FRONT BUILDINGS @ 3RD and PATTERSON



VIEW B

PATTERSON POINTE PUD.

MIXED-USE/MIXED DENSITY BUILDINGS ALONG 3RD ST.



B RENDERING @ THIRD AND PATTERSON - THREE AND FOUR STORY OPTION
SCALE: 1" = 50'-0"



A RENDERING @ THIRD AND PATTERSON - TWO AND THREE STORY OPTION
SCALE: 1" = 50'-0"



A

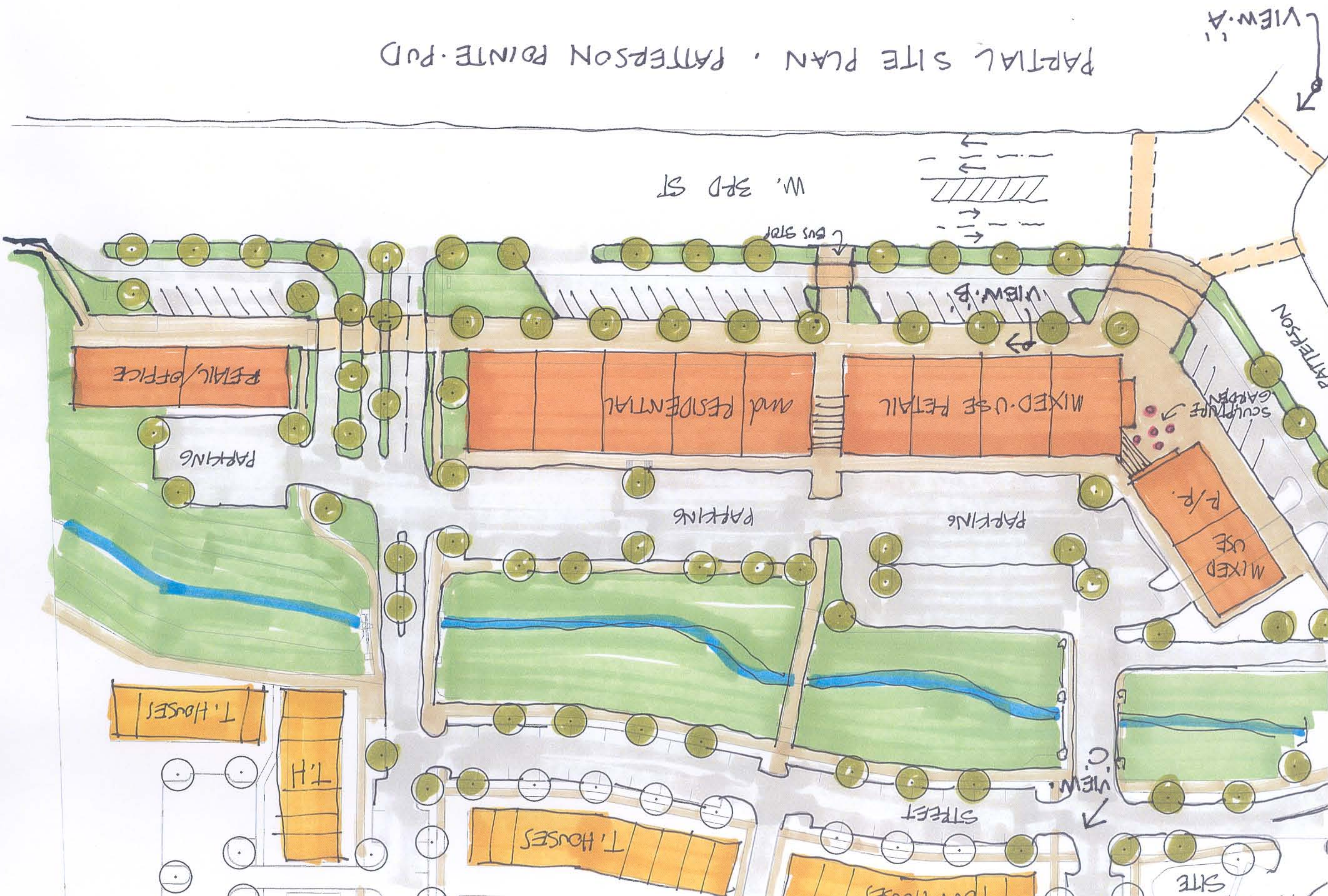
RENDERING @ THIRD AND PATTERSON - TWO AND THREE STORY OPTION



PATTERSON POINTE PUD -
ROWHOUSE APARTMENTS / RESIDENTIAL BUILDINGS

VIEW @ INTERNAL STREET
'C'

PARTIAL SITE PLAN, PATTERSON POINTE PUD





1

Patterson Pointe
Illustrative Architecture
Area A and C



2

Patterson Pointe
Illustrative Architecture
Area A and C



3

Patterson Point
Illustrative Architecture
Area A and C



4

Patterson Pointe
Illustrative Architecture
Area A and C



6

Patterson Pointe
Illustrative Architecture
Area A and C



7

Patterson Pointe
Illustrative Architecture
Area A and C



1

Patterson Pointe
Illustrative Architecture
Area B



2

Patterson Point
Illustrative Architecture
Area B

**BLOOMINGTON PLAN COMMISSION
SECOND HEARING STAFF REPORT
LOCATION: 420 S. Patterson Drive**

**CASE #: PUD-29-09
DATE: December 7, 2009**

PETITIONER: Patterson Pointe, LLC
2920 McIntyre Dr., Bloomington

COUNSEL: Smith Neubecker and Associates, Inc.
PO Box 518, Bloomington

REQUEST: The petitioner is requesting a rezoning of approximately 18.32 acres from Industrial General (IG), Commercial General (CG) and Planned Unit Development (PUD) to PUD and approval of a new PUD District Ordinance and Preliminary Plan for a mixed multi-family, school and commercial development.

BACKGROUND:

Area: 18.32 acres
Current Zoning: IG, CG and PUD
GPP Designation: Community Activity Center and Adams Street/Patterson Drive Subarea
Existing Land Use: New Tech High School, vacant
Proposed Land Use: Multi-family, school and commercial
Surrounding Uses:
North – Commercial (Westplex PUD)
West – Medical offices (Landmark PUD)
East – Commercial, industrial, vacant land
South – Mixed use (Landmark PUD)

REPORT SUMMARY: The property in question is an approximately 18.32 acre parcel bounded by W. 3rd Street to the north, S. Adams Street to the east, and the Landmark PUD to the south and west. The property is currently located in three different zoning districts. In the northwest corner are 2.1 acres zoned CG, the southern 5.0 acres of the site are within the Landmark PUD and the remaining 11.2 acres are zoned IG. The Landmark PUD was approved for retail and multi-family uses, but includes predominately office uses.

The property had been used for many decades as the location of the Rogers Group and later Rogers Building Supply (RBS). The primary use of the property was a concrete product manufacturing operation but has been mostly vacant for the last 4 years. In 2008, the Board of Zoning Appeals approved a Use Variance to allow the Monroe County Community School Corporation to remodel the former Rogers Group showroom building into the New Tech High School, which opened in the Fall of 2008. The remainder of the property includes 14 buildings, in various states of disrepair. Approximately 86% of the property is covered with impervious surfaces. There are also two exposed bedrock ridges in the southern half of the property and approximately 26

feet of grade change between W. 3rd St. and a creek that cuts across the north half of the property; partially above ground and partially piped.

The PUD can be broken down into three main areas. The northern 4.93 acres, Area A, includes the entire frontage along 3rd St. and will be developed with commercial uses. The southern 11.36 acres, Area B, includes all of the remainder of the Landmark PUD and will be developed with multi-family housing. The remaining 2.00 acres, Area C, includes the existing New Tech High School. The plan also includes construction of a new public street that would serve the interior of the property and connect to both 3rd St. and Patterson Dr. Finally, the PUD includes creation of a linear greenspace that would allow an existing piped drainage way to be opened and a riparian corridor re-created.

This petition was last reviewed by the Plan Commission on August 31st. Since that hearing, the petitioner has worked with Planning Staff, other City departments, members of the Plan Commission and the Common Council to amend and refine the PUD based on feedback received. Since the first hearing, the following changes have been made to the PUD:

- A commitment to 30 affordable bedrooms, to be built either on-site or off-site
- A traffic study has been completed which indicates a need for a traffic signal at the intersection of Patterson Dr. and “old” 3rd St.
- The parking boulevard lane has been moved out of the right-of-way
- Design standards have been written for drive through uses
- A public sidewalk is shown along 3rd St. in addition to the private plaza
- A commitment has been made to provide on-site recycling
- Additional architectural commitments and renderings have been developed
- Access to parking boulevard is now directly from W. 3rd St.
- Densities have changed from a beds per acre regulation to a maximum number of units incorporating the new UDO weighting system

GROWTH POLICIES PLAN: The GPP designates this 18.32 acre site as a “Community Activity Center.” Staff notes the following policy statements (page 35 of the GPP):

- Rather than serving a single neighborhood, commercial uses in and surrounding the CAC will be developed so as to be accessible to multiple neighborhoods by non-motorized means, without becoming a major destination for the entire City and/or region.
 - **Staff:** The anticipated commercial square footages and site design will limit this commercial area from becoming a destination retail development. Improvements to intersections and the sidewalk system will increase pedestrian accessibility to the site.
- As the central commercial node of the surrounding area, public gathering space is an ideal addition to the mix of uses. Residents will need outdoor space to access, and public open space can provide a valuable amenity to customers of the commercial units.
 - **Staff:** The PUD includes a 1.25 acre linear greenway along the restored creek.
- The primary land use in the CAC should be medium-scaled commercial retail and service uses
 - **Staff:** The primary land use of area A and C is medium scaled commercial uses.
- Residential units may also be developed as a component of the CAC, and would be most appropriate when uses are arranged as a central node rather than along a corridor.

- **Staff:** The apartments in Area B are arranged around a central node within the PUD and not street corridors.
- Provision of public spaces should be used as an incentive to allow additional residential units or commercial space to be developed as part of the planning approval process.
 - **Staff:** The PUD proposes an approximately 1.25 acre linear greenway along the restored creek corridor. The residential density in Area B is 20 units per acre, slightly higher than the 15 units per acre allowed by the UDO in RH and commercial districts.
- Public Transit access should be a major component of the urban services provided for any Community Activity Center.
 - **Staff:** Transit service is available on 3rd St. and the PUD is designed to maximize accessibility to the line from the site, including a new bus shelter.
- A formal streetscape will help to define a Community Activity Center as a distinct node of activity serving a group of neighborhoods.
 - **Staff:** Tree plots will be created along the exterior streets and all interior streets will be developed with formal neighborhood style streets with on-street parking, tree plots and sidewalks.
- The CAC should take on the form of an urban center, with a pedestrian focus and several floors of usable space, both commercial and residential.
 - **Staff:** Buildings in Area A will be at least 2-stories in height and will provide a parking boulevard to take the place of on-street parking. A 15 foot wide plaza will increase the pedestrian focus on the site.
- Buildings should be developed with minimal street setbacks to increase pedestrian and transit accessibility.
 - **Staff:** The proposed parking boulevard and plaza increases the setback from the street, but staff believes this is outweighed by the desire for a calm, usable on-street style parking arrangement since on-street parking is not realistic at this time on 3rd Street or Patterson Dr.
- Parking should be located and designed with an emphasis on minimizing pedestrian obstacles to accessing businesses.
 - **Staff:** The single bay of parking in the parking boulevard should not provide significant obstacles to pedestrians accessing the businesses. In addition, the unified, uninterrupted 15 foot plaza increases pedestrian accessibility.
- Incentives should be created to encourage the inclusion of second-story residential units in the development of Community Activity Centers.
 - **Staff:** Upper story residential uses are possible with this PUD in Area A and through redevelopment of Area C.
- In order to buffer pedestrians on busy corridors as well as reduce off-street parking needs, on-street parking and tree plots should be encouraged in new developments and maintained on built roadways.
 - **Staff:** Tree plots will be developed on both 3rd and Patterson. The proposed parking boulevard serves a similar function as on-street parking.

In addition to these general policies toward CACs, the *Adams Street/Patterson Drive Subarea* provides specific policy guidance for the development of this property. The subarea includes recommendations concerning land use, urban services and site design. Specifically, staff notes the following policy statements (page 60 of the GPP):

- Development should insure that commercial services are conveniently located to serve employment uses in the Subarea, as well as designed to allow for non-vehicular access from nearby residential areas.
 - **Staff:** Pedestrian and intersection upgrades as well as interior pedestrian ways will allow access to surrounding properties, including the employment and medical uses on Landmark Ave.

- Road upgrades will spark investment toward commercial retail facilities. Balancing these market demands with a need to further develop other types of nonresidential uses (employment based) will be critical.
 - **Staff:** Staff believes that this PUD offers the area a balance of commercial, office, educational and residential uses. Additional opportunities for employment uses are still provided to the north and to the east.
- New commercial and employment development in this Subarea should be accommodated with new transit stop facilities.
 - **Staff:** A new transit stop is proposed along the south side of W. 3rd Street
- Special design attention shall be paid to...the Rogers Building Supplies property....
 - **Staff:** This PUD includes that property and has been designed as a unified site plan.
- Access to arterial roadways (3rd Street, Patterson Drive, Bloomfield Road) must be tightly controlled as part of the development review process.
 - **Staff:** Only one access point is proposed on Patterson Dr. One primary intersection is proposed off of 3rd Street. Two additional secondary entry points into the parking boulevard are also proposed for this 700+ feet of street frontage.
- Redevelopment and intensification should be accompanied by increased landscaping, greenspace opportunities, and building forward design.
 - **Staff:** Buildings in Area A are placed forward in the lot, with all parking but the parking boulevard in the rear. Impervious surfaces are decreasing on the site, with an emphasis on the restoration of the creek corridor.
- Opportunities for additional stormwater detention as well as pedestrian connectivity between Bloomfield Road and West 3rd Street should also be considered for this area.
 - **Staff:** The restored creek corridor will provide some stormwater detention opportunities. The central pedestrian corridor in the PUD will allow pedestrian connectivity from the properties to the south to 3rd Street.

Staff finds that the proposed PUD meets many of the goals of the GPP, including the *Adams Street/Patterson Drive Subarea*. The preliminary plan includes a pedestrian focus, minimal street setbacks, second floor residential units, a public open space, medium scaled retail uses, residential uses designed as a central node, instead of along a corridor, and access control.

PUD REVIEW ISSUES:

USE ISSUES:

Drive-through: The petitioner has proposed drive-through uses for the two commercial areas. Drive-through uses are permitted in the CA and CG zoning districts. The PUD District Ordinance requires that drive throughs must be accessory to another use, must be on the side or rear of a building and must be screened from view of the street.

The PUD District Ordinance allows for one drive through in Area C, but up to three in Area A. The Preliminary Plan shows a schematic location for only one drive through in Area A. Staff finds that three drive throughs would be contrary to the stated desire of the PUD to create a walkable “new urbanist” development. Staff recommends limiting the number of drive through uses in Area A to one (1).

Multi-family Density: Since the first hearing, the petitioner has converted all densities from bedrooms per acre to units per acre with the new UDO dwelling unit equivalent

weighting system. In addition, the petitioner has committed to prohibiting five-bedroom units.

	Area A	Area B	Area C
Previous beds/acre	Approx. 40 beds/acre	55 beds/acre	Not permitted
Previous max beds	200 bedrooms	624 bedrooms	Not permitted
New Max. Units	73 units	227 units	24 units
Approx. units/acre	15 units/acre	20 units/acre	12 units/acre

Multi-family in Area A: Since the first hearing, the petitioner has committed to prohibiting first floor residential units in Area A.

Multi-family in Area C: Since the first hearing, the petitioner has added upper floor multi-family uses in Area C.

Affordable Housing: Since the first hearing the petitioner has put together a specific proposal for the provision of affordable housing. They propose to provide a minimum of 30 bedrooms of affordable housing within the PUD or on another site. They anticipate this will be 10 three-bedroom units, but could be another mix. This amounts to 3% of the total permitted units in the PUD.

The PUD District Ordinance also states that the affordable units would:

- Be for sale or for lease, at the developers option
- Remain affordable for 10 years
- Be geared toward occupants at 100% or less of the area median income
- Be approved and completed for occupancy prior to final occupancy or the final phase of Area B
- Be located in the City limits
- Be located either ¼ of a mile from a transit line or be located on the petitioner’s property in the 1500 block of S. Beechtree Lane. The Beechtree site is not currently within the City limits but could be annexed and is approximately 1/3 of a mile from the nearest bus line

SITE DESIGN:

Impervious Surfaces: Since the first hearing, the petitioner has committed to not allowing pervious hard surfaces to be counted toward the required 70% impervious surface coverage in Areas A and B or 60% in Area C. The property is currently 86% covered with impervious surfaces. Staff has no objection to the proposed percentages.

Preservation Areas/Riparian Corridor: Because of the existing 86% impervious surfaces, few areas of the property contains any environmental features to preserve. The exception is in the northwest corner of the property. In this area, there is an existing vegetated riparian buffer, including some canopy trees on the north side of the creek only. On the south side of the creek, there is a building within a few feet of the creek.

The petitioner proposes that future construction south of the creek not be subject to the riparian buffer standard of 75 feet. They also propose a reduced riparian buffer north of the creek, to allow the land north of the creek and west of the new entrance on 3rd Street to be developed. They argue that the southern area is already disturbed and that their proposed improvements to the remainder of the newly opened creek would allow for even more additional water quality and creek protection. In Area A1 and the northwest corner of Area B there are also several scattered trees that could be preserved.

Since the first hearing, the petitioner has committed to an increase in the riparian buffer width. In the undisturbed areas of the creek, the buffer would be 45 feet from the creek. In the currently paved and piped areas of the creek, the new riparian corridor would be at least 30 feet from the center of the creek.

Multi-family Design: Since the first hearing the petitioner has withdrawn the “stacked flat” style multi-family Preliminary Plan for Area B and has committed to a townhouse style design. The plan shows the buildings mostly fronting on streets with on-street parking. The balance of the parking is located behind the buildings in the west, southwest and southeast parts of the property. Building placement at the far south side of Area B is limited by the presence of two exposed ridges of bedrock that are proposed to remain. A central pedestrian corridor is shown through the middle of Area B and a central amenity building, like a gazebo, is shown in the middle of the central “block”.

Street Design: The Preliminary Plan shows the internal streets with parallel parking, sidewalks and tree plots.

Vehicle Access and Connectivity: The main vehicular access points to the site would be from two intersections onto adjacent streets. The proposed street would connect to Patterson Dr. and would align with the existing intersection of Patterson and “old” 3rd St. The street would then run parallel the creek before making a 90 degree turn to the north and connect to 3rd St. across from the existing intersection of 3rd and Westplex Dr.

Connectivity is limited due to the already developed nature of the surrounding properties. The property to the southeast includes the former Rogers office building which now houses Stone Belt. The parking lot at Stonebelt stubs into this property and will be connected. Properties to the west include medical office buildings along Landmark Ave. While it is not possible at this time to require the petitioner to connect a drive or a pedestrian path through the already developed Landmark offices, the petitioner has designed the preliminary plan so that a connection could still be made in the future. This would be dependent on future redevelopment of the offices on Landmark Lots 7 & 8. The property to the south, also within the Landmark PUD, has been developed with a parking lot stub into this property. The internal streets will connect to this parking lot stub.

Since the first hearing the petitioner has been working with the Planning and Public Works Departments to determine which streets should be dedicated as public streets and which should remain private streets. Because the main drive connects to public streets, will connect at a future signal at Patterson Dr. and “old” 3rd St. and will serve all three areas of the PUD, the Public Works Department has determined that this street should be a public street. The other streets do not connect to any larger public street system and should remain private. Staff recommends that if at such time as the surrounding properties are redeveloped and include public streets, that the internal streets be dedicated. This should be recorded as part of the plat, with final language developed at Final Plan stage.

Traffic Study and Signal: Since the first hearing, the petitioner completed the traffic study for the PUD. The study indicated that there is adequate capacity on the surrounding streets for the anticipated traffic, however the PUD would exacerbate the need for a traffic signal at the intersection of “old” 3rd St. and Patterson Dr. The petitioner has committed to installing the signal when traffic counts warrant, which will occur before the build out of the first phase (likely Area B). The petitioner intends to seek TIF funds to assist in the installation of the signal.

Commercial Site Design: Since the first hearing, the petitioner has continued to revise the commercial area along 3rd St. The plan shows four buildings and is meant to show what might be possible with the development standards outlined in the PUD District Ordinance.

The primary issue of discussion on Area A has been the provision of a single bay of parking and an access drive between the 3rd St. right-of-way and the building. This arrangement does not meet the UDO requirement that parking be setback at least 20 feet behind the front building wall. This requirement is intended to create buildings that frame the street and create a more walkable, pedestrian friendly streetscape. The petitioner contends that parking in front of buildings is essential to the success of retail tenants in the building. They argue that if on-street parking was available, this parking would not be needed. Furthermore, they believe that their parking design adds an essential element back to the street, that being parking. They have provided a 15 foot wide sidewalk/plaza between the buildings and the parking lane to further enhance the pedestrian nature of the development. The petitioner states that the design they have proposed can be viewed as a type of boulevard, where the slow moving traffic, mixed uses, pedestrians and limited parking, are separated from the heavy traffic of 3rd Street via a type of landscaped median and that this arrangement has been used in other communities to retrofit auto oriented commercial corridors into more walkable areas.

The area labeled as Area A1 could be developed as part of the commercial center or could be a stand-alone use or “outlot.” The petitioner has submitted a drawing showing how Area A1 might be developed with a stand alone user. The Preliminary Plan and PUD District Ordinance continues to show the parking lot at the same setback from the interior street as the building, instead of the 20 feet behind the front building wall of the building as required by the UDO.

New Tech High School: With the approval of the use variance for the New Tech High School in 2008, site upgrades were deferred until after this anticipated PUD was approved. The petitioner requests that site upgrades for the school take place with the first final plan for the PUD that includes the entrance onto Patterson Dr. Site upgrades which would be completed include sidewalk relocation, landscaping and the construction of landscaped parking lot islands.

Architecture: Since the first hearing, the petitioner has developed schematic renderings of the architecture for Areas A and B. The petitioner has also revised the architectural commitments in the PUD District Ordinance.

Buildings in Area A will be at least 25 feet and 2 stories tall, except for A1, which can be 1 story. At least one building in area A must be 3 stories. Buildings in Area B will have a townhouse style design.

- Areas A & C
 - Materials:
 - Ground faced concrete block
 - Split faced concrete block
 - Brick
 - Limestone
 - Cementitious siding on rear or as a secondary material only
 - Blank wall control similar to new UDO standards
 - Minimum 50% first floor void
 - Buildings will have flat roofs with parapets. Plan Commission may approve partial pitched roofs or pitched roofs for stand along uses, like A1.
 - Minimum 20% window void on upper floors
 - 360 degree architecture the same as UDO standards
- Area B
 - Materials
 - Brick
 - Cementitious siding
 - Split faced block
 - Ground faced block
 - Limestone
 - EIFS as a accent material only
 - Pitched roofs that may include dormers
 - 40 foot regular breaks in façade that will include entries, change in material or color
 - Regular pattern of windows and doors

Development Standards: The submitted PUD District Ordinance provides the development standards for the PUD. This includes minimum and maximum height and setbacks. The proposed standards are a hybrid of the CG and CD/DEO standards from the UDO.

Phasing: Since the first hearing, the petitioner has developed a phasing plan and commitment for the PUD. Some of the highlights of the phasing schedule are:

- Area B will likely be developed first in a single phase
- Stream restoration will take place with the first phase and be completed with first occupancy of Area A or B
- Required improvements to the New Tech High School site will take place with the first phase and first occupancy of Area A or B
- Mass grading of Area A will take place with the first phase
- Complete construction of the parking boulevard will take place with the first phase of Area A, other than A1
- Traffic signal will be installed when the intersection meets warrants, with bonding at final plan stage

Transit: The PUD District Ordinance commits to the provision of a transit stop which is shown along 3rd St., approximately midway between the intersections of 3rd St. and Patterson and 3rd St. and Westplex Dr. This would be connected to the rest of the site through the central pedestrian way.

Parking: Since the first hearing, the petitioner has slightly altered the standards. All parking numbers will include the on-street parking created in the PUD. Parking for the apartments is proposed slightly lower than the UDO maximum of 1 space per bedroom.

- Area A
 - Commercial: Maximum 1 space per 250 square feet (UDO standard)
 - Multi-family: Maximum 0.9 spaces per bedrooms (UDO standard is 1 per bedroom)
- Area B
 - Maximum 0.9 spaces per bedroom (UDO standard is 1 per bedroom)
- Area C
 - UDO standards

Pedestrian Design: The preliminary plan attempts to provide walkable, pedestrian friendly streets. Sidewalks, tree plots and on-street parking are provided on all interior streets, as well as along the surrounding streets. The riparian corridor will also contain a pedestrian path that connects Patterson Dr. to the property to the west along the south side of the creek.

The PUD includes a central north-south pedestrian corridor that will link the middle of Area B to Area A, cross the creek over a pedestrian bridge and connect directly to the bus stop on 3rd Street. A pedestrian connection is provided to the parking lot stub to the south.

The Bicycle and Pedestrian Safety Commission has requested that the petitioner provide additional pedestrian connections to the west and south, address pedestrian

issues at the intersection of 3rd and Patterson and should consider structured parking in order to “leverage higher density and reduce surface parking.” Their full memo is attached. Staff recommends that the petitioner be required to upgrade the pedestrian signal heads and crosswalks at 3rd and Patterson with the development of Area A.

Signage: Signage for the PUD matches closely the UDO standards, but deviates in a couple of places. The PUD would allow for sandwich board and projecting signs in Area A along the 15-foot wide pedestrian plaza. These signs would encroach into the public right-of-way. The PUD would also allow the multi-family use in Area B to be included on a multi-tenant center sign within Area A. Staff has no objection to either of these requests.

Utilities: A schematic utility plan has been submitted to CBU and is under review. Water and sewer are already available on the site. At least one sanitary sewer main may need to be relocated through the course of development.

Stormwater: A schematic stormwater plan has been submitted to CBU and is under review. This plan includes stormwater quality measures within rain gardens in Area A and along the new creek riparian corridor. Extensive stormwater detention will likely not be required due to the existing high impervious surface coverage on the property. The riparian corridor may also provide some stormwater detention benefits.

PUD Expiration: The UDO specifies that PUD District Ordinances are considered “abandoned” if a final plan has not been approved within two years of approval. With this PUD, given the current uncertain financial climate, the petitioner is requesting an extension to four years before the PUD is abandoned. Staff has no objection to this request.

ENVIRONMENTAL COMMISSION RECOMMENDATIONS: The Bloomington Environmental Commission (EC) has made 1 recommendation concerning this development.

- 1.) The EC believes this illustrative plan is an excellent beginning to re-establishing a large and important site in Bloomington. The EC recommends concentrating on “complete streets” design, state-of-the-art environmental restoration, native landscaping, and green architecture in the Final Plans.

Staff response: EC is supportive of the PUD. The petitioner has committed to restoration of the creek corridor including native landscaping and complete streets elements in on site.

Developer Track Record: The petitioner, Patterson Pointe, LLC, has no development history in Bloomington. Another company controlled by several members of Patterson Pointe LLC is Station 11. LLC, which recently received approval by the Plan Commission for a 4 story mixed use building at the northwest corner of N. College Ave. and W. 11th Street. This building has not yet been built.

CONCLUSIONS: Staff finds that this petition satisfies many of the GPP goals including mixed use, multi-story buildings, creation of open space, access control and a pedestrian and transit orientation. This PUD with the associated commitments to architecture, street and pedestrian upgrades and affordable housing, is an opportunity to turn a vacant and blighted industrial site into an attractive mixed use development. The proposed parking boulevard will allow for increased street-side parking options without sacrificing urban style development in this transition area between the urban core and suburban development patterns.

RECOMMENDATION: Staff recommends approval of this petition with the following conditions.

1. Area A shall be limited to no more than one (1) drive through use.
2. The “Equipment/Party/Event Rental” use in Area C is only permitted as an indoor use.
3. Any off-site affordable housing units will be provided in addition to any affordable units required by the UDO at the time of development of the parcel.
4. When Area B is platted, a commitment shall be made and noted on the plat to accommodate right-of-way dedication for the private streets if adjacent properties provide street connections in the future.
5. Upgrades to the pedestrian signals and crosswalks at the intersection of 3rd and Patterson shall be required at the time of development of Area A.
6. The pedestrian plaza in Area A shall include trees in tree grates.
7. If the petitioner chooses to meet their affordable housing commitment off-site, such units shall not be utilized to meet any affordable housing requirements which may be incorporated into the UDO.

MEMORANDUM

Date: 24 November 2009

To: Bloomington Plan Commission

From: Bloomington Environmental Commission

Through: Linda Thompson, Senior Environmental Planner

Subject: PUD-29-09, Patterson Pointe Planned Unit Development
West Third Street at Patterson Drive
Creation of new PUD and preliminary plan second hearing

This memorandum contains the Environmental Commission's (EC) input regarding the request of a property rezone to a new PUD. Currently, the proposed site covers land that falls into zones IG (Industrial General), CG (Commercial General), and Planned Unit Development (PUD) with the petitioner requesting to create a new PUD called Patterson Pointe. The Unified Development Ordinance (UDO) development standards that will be used to craft the PUD standards are derived from high density residential, commercial arterial, and downtown zoning districts. The planned site includes about 18.7 acres with the New Tech High School and brownfield areas within it. The new PUD plan depicts commercial uses and the High School along Patterson Drive and 3rd Street, about 504 bedrooms of apartments within the interior, and about 600 feet of a piped culvert restored to a creek with riparian buffers.

The EC commends the petitioner not only for their willingness to invest in a high-profile, environmentally compromised site like this one, but also for their proactive willingness to include the EC in environmental discussions and commit to some suggestions such as providing recycling opportunities and riparian buffer protection. The EC would like to continue to work with the developer to create a state-of-the-art environmental Final Plan.

ISSUES OF SOUND ENVIRONMENTAL DESIGN:

1.) GATEWAY CHARACTER:

The proposed development is on an important, highly traveled thoroughfare and entryway for Bloomington that connects a major retail area on the west side to the downtown. The EC always promotes development designs that are consistent with "complete streets" usability, inviting gateway character, and enhanced environmental sustainability, but finds it exceedingly important in this location. In particular, special attention to the integration of pedestrian-friendly design and ample bicycle infrastructure is warranted, in line with our community's ongoing commitments to increase options for alternative transportation and

thus enhance livability, combat global climate change, and prepare for an energy-constrained future.

The boulevard concept along Third Street ostensibly is a good idea considering the constraints of traffic and the uninviting sidewalk associated with W. Third Street. However, the EC remains concerned that the end result will be the appearance of a strip mall with parking along the front. If the Final Plan for the boulevard and mixed-use building can avoid that look and feel and become a safe and inviting boulevard, the EC can support it. Therefore, the EC offers to provide input for the Final Plan to help in this endeavor.

2.) RIPARIAN BUFFER:

The EC previously recommended to the petitioner that the width of the riparian buffer be determined by evaluating site-specific conditions rather than an arbitrary width. The petitioner researched and resubmitted a revised plan for the buffer that did that. Normally, the EC disapproves of PUD standards that are less stringent than those for straight zoning, but in this case the petitioner makes a valid case. The EC applauds the petitioner for committing to prohibiting the use of pesticides, herbicides, or fertilizers within the riparian buffers and the bioswales.

3.) SENSE OF PLACE & GREEN BUILDING:

There are many design inspirations to consider for creating a beautiful, welcoming 18 acres on this site. Some examples to consider for Final Plan review include ample landscaping that incorporates native vegetation, creating public gardens in the interior to enhance neighborhood relationships, choice of building materials and architecture that promotes a sense of place and reflects our city's commitments to green building and sustainability, and preserving the limestone outcrops and employing them as a display of our local environmental history. The EC hopes the petitioner will keep this recommendation at the forefront with future planning.

EC RECOMMENDATIONS:

1.) The EC believes this illustrative plan is an excellent beginning to re-establishing a large and important site in Bloomington. The EC recommends concentrating on "complete streets" design, state-of-the-art environmental restoration, native landscaping, and green architecture in the Final Plans.

MEMORANDUM

TO: PLAN COMMISSION MEMBERS

FROM: JOE FISH, TRANSPORTATION PLANNER
Planning Dept. liaison to the Bloomington Bicycle and Pedestrian Safety Commission

RE: PATTERSON POINTE

DATE: December 1, 2009

The Bloomington Bicycle and Pedestrian Safety Commission reviewed the proposed site plan for the Patterson Pointe project at its workshop meeting on August 3, 2009 and at its regular meeting on August 17, 2009. The following recommendations were made:

- Additional pedestrian connections should be provided, beyond those shown on the preliminary site plan. In particular, pedestrians should be able to access Landmark Ave. to the west and Bloomfield Rd. to the south. If necessary, the developer should work with adjacent property owners to implement these connections.
- The east-west walking path adjacent to the creek should be extended to the western property line to allow for future connectivity to the west.
- Parallel parking should be provided on public and private streets throughout the site. Parallel parking is preferred over perpendicular parking as it results in a narrower roadway, and doesn't allow car bumpers to overhang the sidewalk.
- The City and/or the developer should address existing shortcomings at the intersection of W. 3rd St. & Patterson Dr., including a lack of pedestrian signals (east and south crossings), and inconvenient ramp locations (southwest corner).
- The developer should work closely with MCCSC and the City to ensure that any existing school-related pedestrian concerns are addressed in conjunction with this development.

**BLOOMINGTON PLAN COMMISSION
FIRST HEARING STAFF REPORT
LOCATION: 420 S. Patterson Drive**

**CASE #: PUD-29-09
DATE: August 31, 2009**

PETITIONER: Station 11, LLC
2920 McIntyre Dr., Bloomington

COUNSEL: Smith Neubecker and Associates, Inc.
PO Box 518, Bloomington

REQUEST: The petitioner is requesting a rezoning of approximately 18.32 acres from Industrial General (IG), Commercial General (CG) and Planned Unit Development (PUD) to PUD and approval of a new PUD District Ordinance and Preliminary Plan for a mixed multi-family, school and commercial development.

BACKGROUND:

Area: 18.32 acres
Current Zoning: IG, CG and PUD
GPP Designation: Community Activity Center and Adams Street/Patterson Drive Subarea
Existing Land Use: New Tech High School, vacant
Proposed Land Use: Multi-family, school and commercial
Surrounding Uses: North – Commercial (Westplex PUD)
West – Medical offices (Landmark PUD)
East – Commercial, industrial, vacant land
South – Mixed use (Landmark PUD)

REPORT SUMMARY: The property in question is an approximately 18.32 acre parcel bounded by W. 3rd Street to the north, S. Adams Street to the east, and the Landmark PUD to the south and west. The property is currently located in three different zoning districts. In the northwest corner are 2.1 acres zoned CG, the southern 5.0 acres of the site are within the Landmark PUD and the remaining 11.2 acres are zoned IG. The Landmark PUD was approved for retail and multi-family uses, but includes predominately office uses.

The property had been used for many decades as the location of the Rogers Group and later Rogers Building Supply (RBS). The primary use of the property was a concrete product manufacturing operation but has been mostly vacant for the last 4 years. In 2008, the Board of Zoning Appeals approved a Use Variance to allow the Monroe County Community School Corporation to remodel the former Rogers Group showroom building into the New Tech High School, which opened in the Fall of 2008. The remainder of the property includes 14 buildings, in various status of disrepair. Approximately 86% of the property is covered with impervious surfaces. There are also two exposed bedrock ridges in the southern half of the property and approximately 26

feet of grade change between W. 3rd St. and a creek that cuts across the north half of the property; partially above ground and partially piped.

The PUD can be broken down into three main areas. The northern 4.93 acres, Area A, includes all of the frontage along 3rd St. and will be developed with commercial uses. The southern 11.36 acres, Area B, includes all of the remainder of the Landmark PUD and will be developed with multi-family housing. The remaining 2.00 acres, Area C, includes the existing New Tech High School. The plan also includes construction of a new public street that would serve the interior of the property and connect to both 3rd St. and Patterson Dr. Finally, the PUD includes creation of a linear greenspace that would allow an existing piped drainage way to be opened and a riparian corridor recreated.

GROWTH POLICIES PLAN: The GPP designates this 18.32 acre site as a “Community Activity Center.” Staff notes the following policy statements (page 35 of the GPP):

- Rather than serving a single neighborhood, commercial uses in and surrounding the CAC will be developed so as to be accessible to multiple neighborhoods by non-motorized means, without becoming a major destination for the entire City and/or region.
- As the central commercial node of the surrounding area, public gathering space is an ideal addition to the mix of uses. Residents will need outdoor space to access, and public open space can provide a valuable amenity to customers of the commercial units.
- The primary land use in the CAC should be medium scaled commercial retail and service uses
- Residential units may also be developed as a component of the CAC, and would be most appropriate when uses are arranged as a central node rather than along a corridor.
- Provision of public spaces should be used as an incentive to allow additional residential units or commercial space to be developed as part of the planning approval process.
- Public Transit access should be a major component of the urban services provided for any Community Activity Center.
- A formal streetscape will help to define a Community Activity Center as a distinct node of activity serving a group of neighborhoods.
- The CAC should take on the form of an urban center, with a pedestrian focus and several floors of usable space, both commercial and residential.
- Buildings should be developed with minimal street setbacks to increase pedestrian and transit accessibility.
- Parking should be located and designed with an emphasis on minimizing pedestrian obstacles to accessing businesses.
- Incentives should be created to encourage the inclusion of second-story residential units in the development of Community Activity Centers.
- In order to buffer pedestrians on busy corridors as well as reduce off-street parking needs, on-street parking and tree plots should be encouraged in new developments and maintained on built roadways.

In addition to these general policies toward CACs, the *Adams Street/Patterson Drive Subarea* provides specific policy guidance for the development of this property. The subarea includes recommendations concerning land use, urban services and site design. Specifically, staff notes the following policy statements (page 60 of the GPP):

- The goal of this Subarea is to upgrade site planning quality through development and redevelopment, while insuring a dense mixture of service uses.

- Development should insure that commercial services are conveniently located to serve employment uses in the Subarea, as well as designed to allow for non-vehicular access from nearby residential areas.
- Road upgrades will spark investment toward commercial retail facilities. Balancing these market demands with a need to further develop other types of nonresidential uses (employment based) will be critical.
- New commercial and employment development in this Subarea should be accommodated with new transit stop facilities.
- Special design attention shall be paid to...the Rogers Building Supplies property....
- Access to arterial roadways (3rd Street, Patterson Drive, Bloomfield Road) must be tightly controlled as part of the development review process.
- Redevelopment and intensification should be accompanied by increased landscaping, greenspace opportunities, and building forward design.
- Opportunities for additional stormwater detention as well as pedestrian connectivity between Bloomfield Road and West 3rd Street should also be considered for this area.

Staff finds that the proposed PUD meets many of the goals of the GPP, including the Subarea. The preliminary plan includes a pedestrian focus, minimal street setbacks, second floor residential units, a public open space, medium scaled retail uses, residential uses designed as a central node, instead of along a corridor, and access control.

PUD REVIEW ISSUES:

USE ISSUES: The petitioner has proposed a range of uses for the PUD. The proposed uses are broken down into the three main areas of the PUD and are as follows:

- **Area A:** This area includes the commercial uses. The majority of uses match the CG zoning district. Proposed uses that staff would like to receive Plan Commission input on include:
 - Multi-family
 - No specific maximum density is proposed
 - Conflicting statements concerning the location of the units
 - Upper floor apartments are not an essential element of the development
 - Mini-warehouse – in the lower level basement walk-out only
 - Equipment/party/event rental
 - Drive-through
- **Area B:** This area is designated for multi-family residential uses.
- **Area C:** This area is the location of the existing New Tech High School. In addition to schools, the petitioner has put forward a list of uses, similar to the CG zoning district, for this property in case the school was to ever move. Proposed uses that staff would like to receive Plan Commission input on include:
 - No provision for second floor dwelling units
 - Drive-through

Drive-through: The petitioner has proposed drive-through uses for the two commercial areas. Drive-through uses are permitted in the CA and CG zoning districts. In the CG district there is a limitation on the number of drive-through bays. While the PUD District Ordinance states that there are specific PUD requirements for drive-throughs, none have been provided. Standards must be written prior to the second hearing to ensure adequate stacking, placement and screening requirements for these uses. One of the preliminary plans shows how a drive-through might function in Area A.

Equipment/party/event rental: Staff recommends that if this use is permitted that it be limited to an “indoor only” restriction.

Mini-warehouse: Mini-warehouse is proposed “in the lower level basement walk-out only.” More detail is needed to show how this might look and function.

Multi-family Density: The primary multi-family area is Area B. This part of the PUD is proposed at 55 bedrooms per acre. This could amount to up to 624 bedrooms. The commercial parcel, Area A, is also proposed to include multi-family units, but no specific density is proposed. In conversation with the petitioner, they believe the site could handle up to 200 bedrooms. This would mean 40 bedrooms per acre. Overall, this PUD is proposed to have up to 824 bedrooms at an overall density of 44.9 bedrooms per acre. In comparison, the Downtown Edges overlay allows up to 60 bedrooms per acre and the RH and commercial districts allow up to 15 units per acre.

Multi-family in Area A: Additional commitments and restrictions are required for the multi-family use in Area A. The PUD District Ordinance has three contradictory statements on the location of this use. It states that the units will be “second floor only,” “main floor and upper floor,” and up to 50% of the main floor may be “convertible” units. Given the grade change on Area A, a definition is needed for what is “main floor” and what is “second floor.” Staff recommends that no multi-family units be permitted on the main floor facing 3rd street or lower level facing the parking lot.

Multi-family in Area C: No provision is given for multi-family uses in Area C. Staff recommends inclusion of dwelling units on upper floors only, with density the same as the CG zoning district (15 u/a), to allow for future mixed use if the school ever vacated the parcel.

Affordable Housing: No specific proposal has been provided by the petitioner for the provision of affordable housing, however the petitioner has stated their willingness to discuss this issue with the Plan Commission and the Council. With the possibility of up to 824 bedrooms associated with the development, staff believes that this development may provide an opportunity for affordable units. Staff would like additional discussion and input from the Plan Commission on this issue.

SITE DESIGN:

Impervious Surfaces: The property is currently 86% covered with impervious surfaces. With redevelopment of the property, this would decrease to 70% for Areas A and B. Given the current state of the property and the desire for an urban style development of the site, staff has no objection to this request. The petitioner has put forward no specific maximum impervious surface requirements for Area C. Staff recommends that any future redevelopment in this area meet either the CG standard of 60% or the 70% proposed for the other areas in the PUD.

Preservation Areas/Riparian Corridor: Because of the existing 86% impervious surfaces, few areas of the property contains any environmental features to preserve. The exception is in the northwest corner of the property. In this area there is an existing vegetated riparian buffer, including some canopy trees on the north side of the creek only. On the south side of the creek, there is a building within a few feet of the creek. The petitioner proposes the future construction south of the creek not be subject to the riparian buffer standard of 75 feet. They would also propose a reduced riparian buffer north of the creek, to allow the land north of the creek and west of the new entrance on 3rd Street to be developed. They argue that the southern area is already disturbed and that their proposed improvements to the remainder of the newly opened creek would allow for even additional water quality and creek protection.

West of the existing building near the creek, along an embankment adjacent to the neighboring property to the west, are also several scattered trees that could be preserved.

East of these areas, the creek enters a pipe and does not exit the ground until it gets within a few feet of Clear Creek, 1280 feet to the east, on the east side of Patterson Dr. On this site, 640 feet of the creek would be opened up to the sky, or “daylighted.” This section of creek would provide greenspace, water quality and an amenity to the development. The petitioner has proposed a buffer of no less that 20 feet, but in some areas would be as much as 45 feet. The Environmental Commission objects to this width, unless “sound scientific reasoning was used to determine a proposed width.” Their full memo is attached. The Plan Commission must determine an appropriate buffer width on this PUD given the benefits of opening the creek up and creating a riparian corridor where one does not currently exist.

Multi-family Design: The petitioner has provided two different preliminary plans for the multi-family in Area B. Both are intended to meet the standards of the proposed PUD District Ordinance. The first version shows 14 buildings arranged as stacked flats. The second version shows 15 buildings arranged mostly in a townhouse style arrangement. The second version was submitted after the final revision date and has not been adequately reviewed by staff. Staff has included both plans to show alternatives and to generate discussion by the Plan Commission regarding the overall layout.

Both submitted plans show the buildings mostly fronting on streets with on-street parking. Other than the main public street between Areas A and B, the interior streets are shown as private streets. The balance of the parking is located behind the buildings, in the west, southwest and southeast parts of the property. Building placement at the far south side of Area B is limited by the presence of two exposed ridges of bedrock that are proposed to remain.

Street Design: The submitted plan shows some of the interior drives with parallel parking and some with pull-in parking. The townhouse style plan, described above, shows the internal “streets” with parallel parking. Both plans depict sidewalks and tree plots on all streets. The petitioner proposes that the main interior street that connects Patterson Dr. to W. 3rd St. be a public street, while other streets be private streets. Because of concern about these streets functioning like and appearing to be public streets, as well as emergency service and addressing needs, it may be beneficial for some of the interior streets to also be public streets. The Plan Commission should determine which of the interior streets should be dedicated.

Commercial Site Design: Two preliminary plans have been submitted for Area A, the commercial area along 3rd St. Both commercial plans include five buildings and are meant to show what might be possible with the development standards outlined in the PUD District Ordinance. One plan depicts a parking arrangement that includes parking underneath the building along 3rd St., while the other includes only surface parking. The plan without the parking garage also includes a schematic location for a drive-through use.

These plans contain an area west of the new intersection with 3rd St. and north of the creek that could be developed as part of the commercial center or could be a stand-alone use or “outlot.” The preliminary plans show this area with development within about 40 feet from the existing natural creek, whereas the UDO requires a 75 foot buffer. Also, the plan shows the parking lot 20 feet behind the front building wall of the building built at the setback line, but in front of the second building. The parking is also at the same distance from the new public street as the second building. Staff does not believe this meets the spirit of the parking setback requirements of the UDO and requests input from the Plan Commission on this issue.

The primary issue of discussion on Area A has been the provision of a single bay of parking and an access drive between the 3rd St. right-of-way and the building. This arrangement does not meet UDO requirement that parking be setback at least 20 feet behind the front building wall, essentially pushing parking to the side and rear of buildings. This requirement was intended to create buildings that frame the street and create a more walkable, pedestrian friendly streetscape. The petitioner contends that parking in front of buildings is essential to the success of retail tenants in the building. They argue that if on-street parking was available, this parking would not be needed. Furthermore, they believe that their parking design adds an essential element back to the street, that being parking. They have provided a 20 foot wide sidewalk/plaza between the buildings and the parking lane to further enhance the pedestrian nature of the

development. The petitioner states that the design they have proposed can be viewed as a type of boulevard, where the slow moving traffic, mixed uses, pedestrians and limited parking, is separated from the heavy traffic of 3rd Street via a type of landscaped median and that this arrangement has been used in other communities to retrofit auto oriented commercial corridors into more walkable areas. Staff requests input from the Plan Commission on this issue.

Architecture: The petitioner has submitted a written statement outlining building architecture and pictures of buildings in other locations that they hope to emulate. The building at the southwest corner of 3rd and Patterson will be a minimum of two stories. Other buildings in Area A will have a minimum height of 25 feet. Staff requests input from the Plan Commission on architecture and materials for the development. Proposed siding materials include the following:

- Split faced concrete block
- Ground faced concrete block
- EIFS
- Brick
- Poured concrete
- Sheet Metal siding

Development Standards: The submitted PUD District Ordinance provides the development standards that the PUD will be held to. This includes minimum and maximum height and setbacks. The proposed standards are a hybrid of the CG and CD/DEO standards from the UDO.

Phasing: The petitioner has not committed to a specific phasing plan. A plan is needed that creates “triggers” for the completion of the new public street and associated intersections, the creation of the riparian corridor and site improvements at New Tech High School. When the Use Variance was approved for New Tech in 2008, site improvements such as landscaping were deferred until approval of this PUD. With this PUD, a specific schedule should be established for those improvements. Staff recommends that the improvement at the New Tech High School be held top a specific time frame, to be determined before the second hearing.

Vehicle Access and Connectivity: The main vehicular access points to the site would be from two intersections onto adjacent streets. The proposed street would connect to Patterson Dr. and would align with the existing intersection of Patterson and 3rd St. The street would then run parallel the creek before making a 90 degree turn to the north and connect to 3rd St. across from the existing intersection of 3rd and Westplex Dr. The petitioner have also proposed an additional right-in/right-out connection onto W. 3rd Street but have not shown how this would function or where it would be located. Staff recommends Plan Commission input on the right-in/right-out.

Connectivity is limited due to the already developed nature of the surrounding properties. The property to the southeast includes the former Rogers office building

which now houses Stone Belt. The parking lot at Stonebelt stubs into this property and will be connected. Properties to the west include medical office buildings along Landmark Ave. While it is not possible at this time to require the petitioner to connect a drive through the already developed Landmark offices, the petitioner has designed the preliminary plans so that a connection could still be made in the future. This would be dependent on future redevelopment of the offices on Landmark Lots 7 & 8. The property to the south, also within the Landmark PUD, has been developed with a parking lot stub into this property. The internal streets would connect to this parking lot stub.

Transit: The PUD District Ordinance commits to the provision of a transit stop, but it is not yet shown on the preliminary plan. This stop would be on 3rd St. and would likely be located midway between the intersections of 3rd St. and Patterson and 3rd St. and Westplex Dr.

Traffic Study: The City has requested a traffic impact analysis for this PUD but it is not yet complete. This study must be complete prior to the second hearing.

Parking: The petitioner has provided parking standards for the PUD in the form of maximum parking.

- Area A
 - Commercial: Maximum 4.6 spaces per 1000 square feet
 - Multi-family: Maximum 0.8 spaces per bedrooms
- Area B
 - Maximum 0.8 spaces per bedroom
- Area C
 - UDO standards

The proposed commercial parking is similar to the UDO standard of 4.5 spaces per 1000 square feet for small multi-tenant centers. The proposed 0.8 spaces per bedroom in Area B includes the use of the on-street space, but is less than UDO standards. This ratio is likely adequate given the location along a transit line. Staff request input from the Plan Commission on the proposed 0.8 spaces per bedroom in the mixed use Area A. This ratio may be too high given the ability to have shared parking between the commercial and multi-family uses.

Pedestrian Design: The preliminary plans attempt to provide walkable, pedestrian friendly streets. Sidewalks, tree plots and on-street parking are provided on all interior streets, as well as along the surrounding streets. The riparian corridor will also contain a pedestrian path that connects Patterson Dr. to the property to the west along the south side of the creek.

The petitioner is also working toward a central north-south pedestrian corridor that will link the middle of Area B to Area A, will cross the creek over a pedestrian bridge and connect directly to the bus stop on 3rd Street. The second townhouse plan, submitted late, depicts this arrangement most clearly.

A pedestrian connection is also feasible to the parking lot stub to the south, but is complicated by the fact that the sidewalk to the south does not extend to the property line. Staff recommends that the petitioner work with the land owner to the south in an attempt to extend the sidewalk on their property.

The Bicycle and Pedestrian Safety Commission has requested that the petitioner provide additional pedestrian connections to the west and south, address pedestrian issues at the intersection of 3rd and Patterson and should consider structured parking in order to “leverage higher density and reduce surface parking.” Their full memo is attached.

Utilities: A schematic utility plan has been submitted to CBU and is under review. Water and sewer are already available on the site. At least one sanitary sewer main may need to be relocated through the course of development.

Stormwater: A schematic stormwater plan has been submitted to CBU and is under review. This plan includes stormwater quality measures within rain gardens in Area A and along the new creek riparian corridor. Extensive stormwater detention will likely not be required due to the existing high impervious surface coverage on the property. The riparian corridor may also provide some storm detention benefits.

PUD Expiration: The UDO specifies that PUD District Ordinances are considered “abandoned” if a final plan has not been approved within two years of approval. With this PUD, given the current uncertain financial climate, the petitioner is requesting an extension to four years before the PUD is abandoned. Staff has no objection to this request.

Developer Track Record: The petitioner, Station 11, LLC, recently received approval by the Plan Commission for a 4 story mixed use building at the northwest corner of N. College Ave. and W. 11th Street. This building has not yet been built.

CONCLUSIONS: Staff finds that this petition satisfies many of the GPP goals including mixed use, multi-story buildings, creation of open space, access control and a pedestrian and transit orientation. Some topics for discussion at the hearing include the following:

- Does the PUD meet the policy goals of the Community Activity Center and Adams Street/Patterson Drive Subarea of the GPP?
- Should some of the multi-family units be provided for affordable housing?
- Should parking be permitted between the building and the street in Area A?
- Should a larger riparian buffer be required for either the newly day-lighted creek or the existing open section of the creek?
- Has the petitioner provided adequate details or commitments concerning building architecture?
- Are additional points of vehicle or pedestrian connectivity needed?

- Should additional streets within the PUD be designed as public streets?
- Are the proposed commercial uses, parking ratios and multi-family densities appropriate?

RECOMMENDATION: Staff recommends forwarding this petition to the required second hearing at the October 5, 2009, Plan Commission meeting.

MEMORANDUM

Date: August 25, 2009

To: Bloomington Plan Commission

From: Bloomington Environmental Commission

Through: Linda Thompson, Senior Environmental Planner

Subject: PUD-29-09, Patterson Pointe Planned Unit Development
West Third Street at Patterson Drive
Creation of new PUD and preliminary plan

This memorandum contains the Environmental Commission's (EC) input regarding the request of a property rezone to a new PUD. Currently, the proposed site covers land that falls into zones IG (Industrial General), CG (Commercial General), and Planned Unit Development (PUD) with the petitioner requesting to create a new PUD called Patterson Pointe. The planned site includes about 18.7 acres with the New Tech High School and brownfield areas within it. The new PUD plan depicts commercial uses and the High School along Patterson Drive and 3rd Street, about 504 bedrooms of apartments within the interior, and about 600 feet of a piped culvert restored to a creek.

The EC commends the petitioner for their willingness to invest in a high-profile, environmentally compromised site like the one in question. We recognize this petition is for illustrative purposes because this hearing is for rezone and preliminary plan, not for final site design so it will be heard again by the Plan Commission after further revisions. Given that, this memo addresses issues in a general nature rather than for a specific design. The EC would like to continue to work with the developer to create a superior environmental design.

ISSUES OF SOUND ENVIRONMENTAL DESIGN:

1.) RIPARIAN BUFFER:

The riparian buffer is smaller than the UDO straight-zone requirements of seventy-five feet (75') on each side, which is what is required on sites with existing waterways. The EC believes the buffer sides should each be a minimum of 25 feet, which has been the minimum width for many years, but continues to recommend that the width of the riparian buffer be determined by evaluating site-specific conditions instead of an arbitrary width. The EC could be willing to support a narrower-than-75' buffer if sound scientific reasoning was used to determine a proposed width.

Some examples of the kinds of evidence the EC is referring to include the following:

- a. percent slope adjacent to the waterway
- b. soil type, thickness, and erodibility
- c. volume of flow through watercourse
- d. adjacent land use objectives
- e. floodplain geomorphology
- f. vegetation type
- g. watershed conditions, both upstream and downstream
- h. watershed size
- i. riparian width
- j. riparian wildlife habitats
- k. the site-specific function the buffer is to perform

The function of a riparian buffer is to set aside a vegetated strip of land adjacent to a watercourse with very limited human disturbance, and containing a combination of native trees, shrubs, and grasses to provide numerous environmental benefits, which can include the following:

- a. Removing pollutants (including oil, detergents, pesticides, herbicides, insecticides, wood preservatives, and other domestic chemicals) delivered from urban stormwater;
- b. Absorbing nutrients (particularly nitrogen) from surface water runoff and groundwater flow;
- c. Providing flood control by slowing flow and water feathering;
- d. Reducing erosion and sediment entering the stream;
- e. Stabilizing stream banks;
- f. Providing infiltration of stormwater runoff to recharge aquifers;
- g. Maintaining base flow of streams;
- h. Restoring and maintaining the chemical, physical, and biological integrity of the water resources;
- i. Contributing the organic matter that is a source of food and energy for the aquatic ecosystem;
- j. Providing tree canopy to shade streams and lower water temperature to improve habitat for aquatic organisms;
- k. Furnishing scenic value and recreational opportunity;
- l. Providing a source of detritus and large woody debris for aquatic organisms and habitat for wildlife;
- m. Reducing the urban heat island effect.

2.) GATEWAY CHARACTER:

The proposed development is on an important, highly traveled thoroughfare and entryway for Bloomington that connects a major retail area on the west side to the downtown. The EC always promotes development designs that are consistent with “complete streets” usability, inviting gateway character, and enhanced environmental sustainability, but finds it exceedingly important in this location. The submitted plan is a substantial improvement over the current conditions, and the EC is interested in continuing to work with the petitioner to ensure that the final plan incorporates a range of these principles.

More specifically, with regard to the proposed frontal parking along Third Street, the EC is concerned that this perpetuates a design feature that is widely used in the more suburban-style development to the west, and not in keeping with the principles of “complete streets” design. Possible modifications include moving parking behind the buildings along Third Street and moving the buildings forward to create a more pedestrian friendly design. There are many other design modifications to consider, from landscaping that incorporates natural vegetation, to creating public gardens in the interior to enhance neighborhood comradeship, to choice of building materials and architecture that promotes a sense of place and reflects our city’s commitments to green building and sustainability, to preserving the limestone outcrops and employing them as a display of our local environmental history.

EC RECOMMENDATIONS:

- 1.) The EC believes this proposal is a good start to a comprehensive plan but is not yet sufficient for approval at this hearing.

MEMORANDUM

TO: PLAN COMMISSION MEMBERS

FROM: JOE FISH, TRANSPORTATION PLANNER
Planning Dept. liaison to the Bloomington Bicycle and Pedestrian Safety Commission

RE: PATTERSON POINTE

DATE: AUGUST 25, 2009

The Bloomington Bicycle and Pedestrian Safety Commission reviewed the proposed site plan for the Patterson Pointe project at its workshop meeting on August 3, 2009 and at its regular meeting on August 17, 2009. The Commission looks forward to reviewing a more detailed site plan. In the meantime, the following recommendations were made:

- Several additional pedestrian connections should be provided, beyond those shown on the preliminary site plan. In particular, pedestrians should be able to access Landmark Ave. to the west and Bloomfield Rd. to the south. If necessary, the developer should work with adjacent property owners to implement these connections.
- The east-west walking path adjacent to the creek should be extended to the western property line to allow for future connectivity to the west.
- Internal pedestrian connections should be provided to allow residents of any building to access the adjacent sidewalk network and internal commercial destinations via a direct route.
- The developer should pursue a traditional neighborhood design for the residential portion of the development, with short blocks and a grid layout, similar to what would be found in a core downtown neighborhood. Such a design provides more route options for pedestrians and motorists, and results in reduced vehicular speeds.
- Parallel parking should be provided on public and private streets throughout the site. Parallel parking is preferred over perpendicular parking as it results in a narrower roadway, and doesn't allow car bumpers to overhang the sidewalk.
- The City and/or the developer should address existing shortcomings at the intersection of W. 3rd St. & Patterson Dr., including a lack of pedestrian signals (east and south crossings), and inconvenient ramp locations (southwest corner).
- The developer should work closely with MCCSC and the City to ensure that any existing school-related pedestrian concerns are addressed in conjunction with this development.
- Architectural emphasis should be placed on the building at the corner of 3rd & Patterson, as this building will be very prominent for westbound traffic on Adams St.
- Vehicular access to the south should be provided to reduce the load on adjacent public streets.
- The developer should consider structured parking in order to leverage higher density and reduce surface parking. The City should consider working with the developer to accomplish this.



EUDALY INVESTMENTS

351 Landmark Avenue
Bloomington, IN 47403
812/331-7525

August 31, 2009

City of Bloomington Planning Dept.
401 North Morton Street
Bloomington, IN 47401

Attn: Jim Roach and Tom Micuda

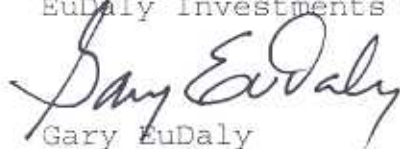
I am writing in regards to the proposed project "Patterson Pointe PUD" that will be located adjacent to the east side of our property at Landmark Business Park.

We support the overall concept as was presented to us by Mark Figg, representing the development. (See attached site plan.)

However, as we have discussed with Mark and with Jim Roach of City Planning we are opposed to the connection that is shown on the preliminary site plan along our east boundary. First, the site plan does not show that this connection is attempting to connect behind two medical/office buildings via the rear service drive that is used for building deliveries, trash pickup, and ambulance access for Bloomington Hospital, Veterans VA clinic, and other medical tenants. Secondly, we have no interest in providing easements or having traffic flowing from an apartment project through our back service drive, between two tightly spaced office buildings and through our front parking lots in an attempt to hook-up with Landmark Avenue. The connection to Landmark Avenue already exists a few hundred feet to the south at the connection shown on the site plan as ④. This connection already has a dedicated right-of-way, sidewalks, and the traffic control roundabout. Third, since the site already has four (4) major ingress/egress routes on the north, east and south boundaries of the Patterson Pointe project, I don't see that the addition of the fifth to be of much further benefit to the project. Finally, as Mr. Figg and I have spoke he has indicated to me that he does not really care to build the connection and feels it is somewhat redundant with connection point # 4 already in existence.

Thank you for any consideration you place toward our concerns as the adjacent property owner and toward the interests of the Landmark Business Park tenants.

Sincerely,
EuDaly Investments LLC


Gary EuDaly
President

cc: Mark Figg, Olympia Partners

Development & Construction



PATTERSON POINTE
PUD

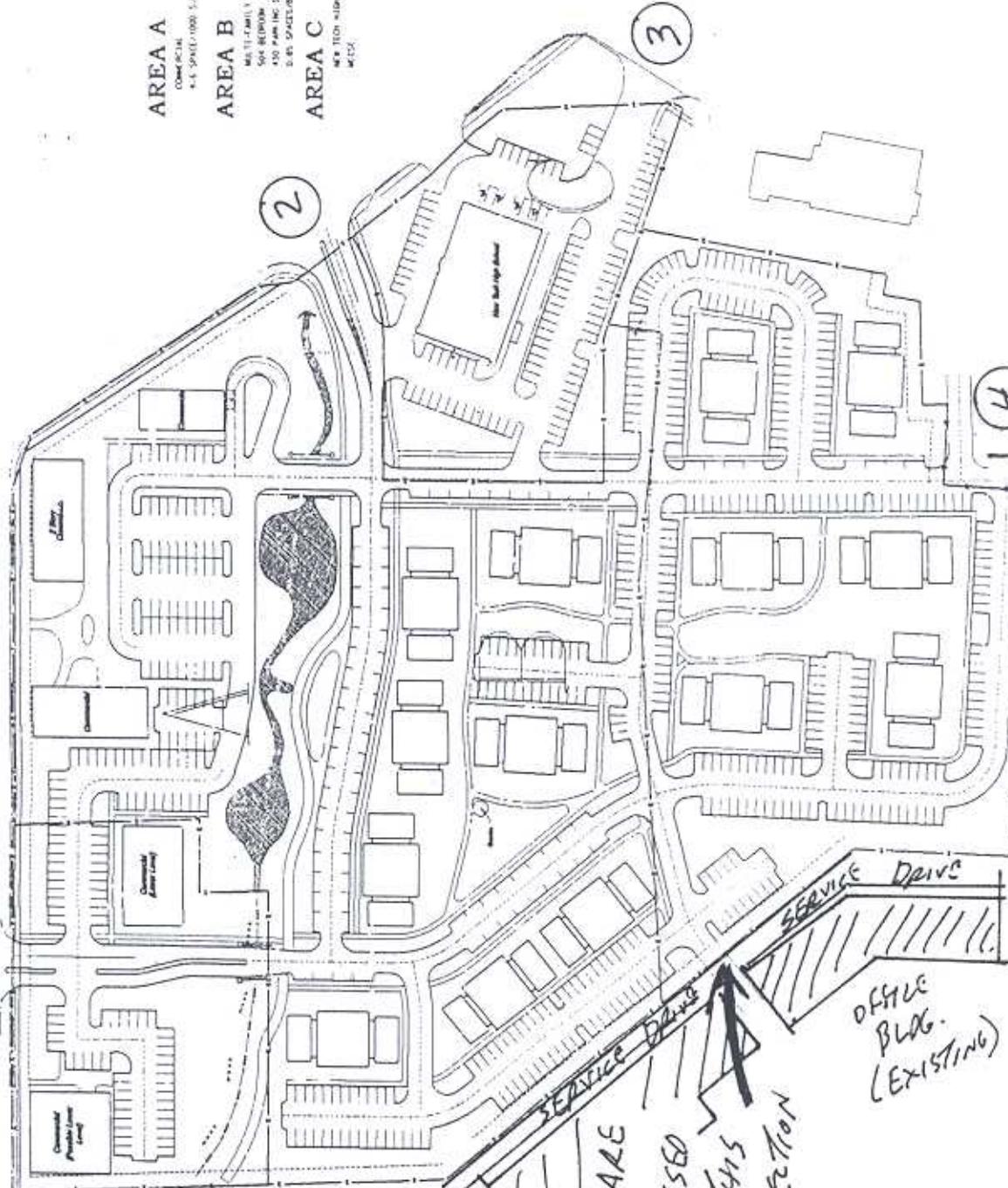
4382
SHEET

7/21/09
ORIGINAL
ILLUSTRATIVE
PUD

AREA A
COMMERCIAL
4.5 SPACES/1000 S.F. MAXIMUM

AREA B
MULTIFAMILY
50% RESIDENT
100 PARKING SPACES
2.00 SPACES/RESIDENCE

AREA C
MULTIFAMILY
100% RESIDENT
100 PARKING SPACES
2.00 SPACES/RESIDENCE



1

2

3

4

WE ARE
OPPOSED
TO THIS
CONNECTION

← TO LANDMARK
TO 2ND TO ADAMS STREET →

OFFICE
BLDG.
(EXISTING)

SERVICE DRIVE

SERVICE DRIVE

Materials Relating to Two Bond Refunding Ordinances

Ordinance 10-02

An Ordinance of the Common Council of the City of Bloomington, Indiana, Approving the Issuance and Sale of Special Taxing District Refunding Bonds by the City For and On Behalf of the Bloomington Park and Recreation District to Provide a Savings to the Park District

Ordinance 10-03

An Ordinance Concerning the Current Refunding by the City of Bloomington, Indiana, of Its Sewage Works Revenue Bonds of 1999, Series A; Authorizing the Issuance of Sewage Works Refunding Revenue Bonds for Such Purpose; Providing for the Collection, Segregation and Distribution of the Revenues of the Sewage Works and the Safeguarding of the Interests of the Owners of Said Sewage Works Refunding Revenue Bonds; Other Matters Connected Therewith; and Repealing Ordinances Inconsistent Herewith

ATTORNEYS AT LAW

TO: Vickie Renfrow, Assistant City Attorney
FROM: Dennis H. Otten, Bond Counsel
DATE: December 21, 2009
RE: City of Bloomington, Indiana - Bond Refunding Program

This memorandum provides a summary of (i) a bond refunding program (the “Refunding Program”) for the City of Bloomington, Indiana (the “City”) that will result in a net present value savings in debt service to the City and (ii) the steps necessary to complete the Refunding Program.

Summary of the Refunding Program

The Refunding Program consists of the current refunding of the following outstanding bond issues:

1. \$6,445,000 Sewage Works Revenue Bonds of 1999, Series A (the “1999 Sewer Bonds”)
2. \$2,920,000 Park District Bonds of 2001 (the “2001 Park Bonds”)

The 1999 Sewer Bonds and the 2001 Park Bonds (collectively, the “Refunded Bonds”), will be currently refunded through the issuance of the following bonds, respectively:

1. \$6,615,000 Sewage Works Refunding Revenue Bonds, Series 2010 (the “2010 Sewer Bonds”)
2. \$2,990,000 Park District Refunding Bonds, Series 2010 (the “2010 Park Bonds”)

Through the issuance of the 2010 Sewer Bonds and the 2010 Park Bonds (collectively, the “Refunding Bonds”) the respective Refunded Bonds will be refunded by a deposit of the proceeds of the Refunding Bonds into escrow accounts for each issue. The total debt service on the Refunding Bonds will be less than the total debt service on the Refunded Bonds¹ and, consequently, the City will realize a savings in sewage works revenues and property tax dollars which have been pledged to the 1999 Sewer Bonds and 2001 Park Bonds, respectively.

¹ This is accomplished through the sale of the Refunding Bonds in the current financial market which allows pricing of the Refunding Bonds at a lower overall interest rate/yield than the Refunded Bonds.

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The Refunding Bonds will be secured in the same manner as the Refunded Bonds (i.e., there are no new pledges of additional security necessary to issue the Refunding Bonds).

Steps to Complete the Refunding Program

Bond Proceedings

In order to complete the Refunding Program, the Refunding Bonds will need to be issued. In order to issue the Refunding Bonds, certain resolutions and ordinances will need to be adopted by the Common Council of the City (the “Council”), the Bloomington Board of Park Commissioners (the “BPC”) and the Utilities Service Board of the City (the “USB”). Based upon the current timetable for the Refunding Program, all of the resolutions and ordinances (collectively, the “Bond Proceedings”) are expected to be adopted by the end of January, 2010. A more detailed summary of the Bond Proceedings follows under the heading “*Summary of Bond Proceedings*”.

Pricing the Refunding Bonds

Once the Bond Proceedings have been adopted, the underwriter for the Refunding Bonds, J.J.B. Hilliard, W.L. Lyons, LLC (the “Underwriter”) will be in a position to price the Refunding Bonds. The Underwriter will continually coordinate with the City as to the current market conditions to assure that the Refunding Bonds will be priced at a time that will provide substantial savings to the City. The current timetable anticipates a pricing of the Refunding Bonds in late January but the actual pricing will be subject to the then market conditions with the goal of maximizing savings to the City. In connection with the marketing of the Refunding Bonds, London Witte Group LLC (the “Financial Advisor”) will be preparing preliminary and final official statements for the Refunding Bonds.

Closing the Refunding Bonds

Once the Refunding Bonds have been priced, the purchase contract for each of the Refunding Bonds will be executed and the closing will occur approximately 10 to 14 days thereafter. At closing, bond counsel, Bose McKinney & Evans LLP will deliver the bond opinions to the Underwriter for each of the Refunding Bond issues. Also, the Financial Advisor will provide a parity report, for the 2010 Sewer Bonds, and escrow verification reports for each issue. The Refunding Bonds will be delivered to the Underwriter in exchange for the purchase price of the Refunding Bonds which will be immediately used to fully fund the escrows for the Refunded Bonds and pay costs of issuance of the Refunding Bonds. The Bank of New York Mellon Trust Company, N.A., will serve as escrow trustee and will deliver notice of redemption to the holders of the Refunded Bonds upon the closing. Approximately 30 days after delivery of this notice, the Refunded Bonds will be retired in full with the funds held in the escrow.

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Summary of Bond Proceedings

The following is a summary of the Bond Proceedings that will need to be approved by the USB, the BPC and the Council.

USB

The USB approval is related only to the 2010 Sewer Bonds. The USB will be required to adopt a resolution approving the issuance of the 2010 Sewer Bonds and the refunding of the 1999 Sewer Bonds. In its resolution, the USB will formally recommend to the Council that it adopt a form of bond ordinance authorizing the issuance of the 2010 Sewer Bonds and refunding of the 1999 Sewer Bonds. This form of bond ordinance also includes as exhibits the forms of the escrow agreement, the bond purchase agreement and the continuing disclosure undertaking agreement related to the 2010 Sewer Bonds. These documents will be executed in final form once the 2010 Sewer Bonds have been priced and a closing date has been determined.

BPC

The BPC approval is related only to the 2010 Park Bonds. The BPC will be required to adopt two resolutions – the bond resolution and the appropriation resolution. The bond resolution authorizes the refunding of the 2001 Park Bonds, authorizes the issuance of up to \$3,100,000 principal amount of bonds for that purpose and approves various forms of financing documents necessary for the refunding, including (i) the bond purchase agreement, (ii) the escrow agreement and (iii) the continuing disclosure undertaking agreement. These agreements will be executed in final form once the 2010 Park Bonds have been priced and a closing date has been determined. The bond resolution also includes various tax covenants necessary to assure the 2010 Park Bonds may be issued as tax-exempt for purposes of federal tax law, establishes a flow of funds for the payment of debt service on the 2010 Park Bonds and authorizes the appointment of a registrar and paying agent for the 2010 Park Bonds.

The BPC will also adopt an appropriation resolution authorizing the appropriation of the proceeds of the 2010 Park Bonds for the refunding of the 2001 Park Bonds. The 2001 Park Bonds are secured by property taxes of the Park District; therefore, an appropriation of the proceeds of the 2010 Park Bonds will be necessary since property tax proceeds will be used to pay debt service. This resolution will be adopted following a public hearing thereon. Notice of the hearing will be published at least 10 days prior to the meeting at which the hearing will be held (anticipated for January 13).

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Council

The Council approval will be necessary for each issue of the Refunding Bonds. For the 2010 Park Bonds, the Council will be required to adopt an ordinance which approves the issuance of the bonds pursuant to the BPC's bond resolution and designates the 2010 Park Bonds as "bank qualified" for purposes of federal tax laws.

For the 2010 Sewer Bonds, the Council will be required to adopt a bond ordinance which authorizes and approves the refunding of the 1999 Sewer Bonds, the issuance of up to \$7,000,000 principal amount of the 2010 Sewer Bonds and the various forms of financing documents necessary for the refunding, including (i) the bond purchase agreement, (ii) the escrow agreement and (iii) the continuing disclosure undertaking agreement. These agreements will be executed in final form once the 2010 Sewer Bonds have been priced and a closing date has been determined. The bond ordinance also includes various tax covenants necessary to assure the 2010 Sewer Bonds may be issued as tax-exempt for purposes of federal tax law, establishes a flow of funds for the payment of debt service on the 2010 Sewer Bonds and authorizes the appointment of a registrar and paying agent for the 2010 Sewer Bonds.

Conclusion

Assuming the Bond Proceedings are completed in January and the market conditions remain favorable for the pricing of the Refunding Bonds, all of the Refunding Bonds can be issued in February at which time the City will realize the savings as a result thereof - thereby accomplishing the goal of the Refunding Program.

If you should have any questions or need additional information, please do not hesitate to contact me at 317-684-5307.

City of Bloomington
 Summary of Potential Refundings
 4/03/2009

Legislation	Use of bond funds	Source of Payment	Call Date	Maturity Date	Current Rating	Original Issuance Amount	Oustanding Principal Amount	Estimated Net Present Value Savings	Approximate Annual Savings
Ord. 10-02 refunding Parks District Bonds of 2001	Miller Showers Park, Lower Cascades Park, Bryan Park and Mills Pools, and other park improvements	Parks District Property Tax Revenue	2/4/2010	1/15/2017	AA-/A1	\$6,200,000	\$3,330,000	\$122,966	\$17,000
Ord. 10-03 refunding Sewage Works Revenue Bonds of 1999, Series A	Upgrades to several portions of the Wastewater system needed to meet discharge permit conditions; Stormwater capital improvements to the tunnels located at Wylie Street, Spanker's Branch Culvert, and East Kirkwood	Wastewater and Stormwater Revenue	2/4/2010	1/1/2029	AA-/A1	8,200,000	6,445,000	338,243	28,000
Total						\$14,400,000	\$9,775,000	\$461,209	\$45,000

ORDINANCE 10-02

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF BLOOMINGTON, INDIANA, APPROVING THE ISSUANCE AND SALE OF SPECIAL TAXING DISTRICT REFUNDING BONDS BY THE CITY FOR AND ON BEHALF OF THE BLOOMINGTON PARK AND RECREATION DISTRICT TO PROVIDE A SAVINGS TO THE PARK DISTRICT

WHEREAS, the Common Council of the City of Bloomington, Indiana (the "Council" and the "City", respectively) has previously established the Bloomington Board of Park Commissioners (the "Board"), the governing body of the Bloomington Park and Recreation District (the "Park District"), pursuant to Indiana Code 36-10-4, as amended; and

WHEREAS, on December 15, 2009, the Board adopted a resolution (the "Bond Resolution") authorizing the issuance of special taxing district refunding bonds (the "Bonds") of the Park District in the principal amount not to exceed Three Million One Hundred Thousand Dollars (\$3,100,000) for the purpose of financing the costs of currently refunding the outstanding Park District Bonds of 2001, dated September 1, 2001 (the "2001 Bonds"), and issuing the Bonds; and

WHEREAS, the Council has been advised by representatives of the Board that the current refunding of the outstanding 2001 Bonds will result in a savings to the Park District through a reduction in interest payments on the Bonds; and

WHEREAS, the Bonds will be payable solely from a special benefits tax to be levied and collected on all taxable property in the Park District; and

WHEREAS, pursuant to Indiana Code 36-10-4-35, the Council must approve the issuance of the Bonds of the Park District prior to their issuance and, for purposes of federal tax laws, authorize certain findings with respect thereto;

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

SECTION 1. The Council approves the issuance of the Bonds pursuant to the provisions of the Bond Resolution.

SECTION 2. The City represents that:

(1) The Bonds are not private activity bonds as defined in Section 141 of the Internal Revenue Code of 1986, as amended (the "Code");

(2) The City hereby designates the Bonds as qualified tax-exempt obligations for purposes of Section 265(b) of the Code;

(3) The reasonably anticipated amount of qualified tax-exempt obligations (including qualified 501 (c)(3) obligations and tax-exempt leases but excluding other private activity bonds) which will be issued by the City, and all entities subordinate to the City during 2010 does not exceed \$30,000,000; and

(4) The City will not designate more than \$30,000,000 of qualified tax-exempt obligations during 2010.

Therefore, the Bonds qualify for the exception in the Code from the disallowance of 100% of the deduction by financial institutions of interest expense allocable to newly acquired tax-exempt obligations.

SECTION 3. All ordinances or resolutions and parts of ordinances or resolutions in conflict herewith are hereby repealed.

SECTION 4. If any sections, sentence or provision of this ordinance, 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 ordinance which can be given effect without the invalid provision or application, and to this end the provisions of this ordinance are declared to be severable.

SECTION 5. This ordinance 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 20th day of January, 2010.

, 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 _____ day of January, 2010.

REGINA MOORE, Clerk
City of Bloomington

SIGNED and APPROVED by me upon this _____ day of January, 2010.

MARK KRUZAN, Mayor
City of Bloomington

SYNOPSIS

This Ordinance approves the issuance and sale of refunding revenue bonds by the City and on behalf of the Bloomington Park and Recreation District to effect a refunding of its 2001 Parks District bonds. The purpose is to provide a savings to the Park District through a reduction in interest payments on the bonds.

Note on Background Materials
for Ordinance 10-02:

*Board of Park Commissioners Documents are
Available in the Council Office*

ORDINANCE 10-03

AN ORDINANCE CONCERNING THE CURRENT REFUNDING BY THE CITY OF BLOOMINGTON, INDIANA, OF ITS SEWAGE WORKS REVENUE BONDS OF 1999, SERIES A; AUTHORIZING THE ISSUANCE OF SEWAGE WORKS REFUNDING REVENUE BONDS FOR SUCH PURPOSE; PROVIDING FOR THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES OF THE SEWAGE WORKS AND THE SAFEGUARDING OF THE INTERESTS OF THE OWNERS OF SAID SEWAGE WORKS REFUNDING REVENUE BONDS; OTHER MATTERS CONNECTED THEREWITH; AND REPEALING ORDINANCES INCONSISTENT HEREWITH

WHEREAS, the City of Bloomington, Indiana (the “City”) has heretofore established, constructed and financed its sewage works, and now owns and operates said sewage works pursuant to Indiana Code 36-9-23, as in effect on the issue date of the bonds authorized herein, and other applicable laws (the “Act”) (all references herein to the Indiana Code are designated hereafter as “IC” followed by the applicable code section or sections); and

WHEREAS, the Common Council of the City (the “Common Council”) finds that there are outstanding bonds of the sewage works payable out of the Net Revenues (as hereinafter defined) thereof designated as the “Sewage Works Revenue Bonds of 1999, Series A” (the “1999 Bonds”), dated May 1, 1999, now outstanding in the aggregate principal amount of \$6,445,000 and maturing annually on January 1 over a period ending January 1, 2029, which 1999 Bonds constitute a first charge on the Net Revenues of the sewage works, on a parity with the Outstanding Parity Bonds (as hereinafter defined); and

WHEREAS, the Common Council finds that the outstanding 1999 Bonds (the “Refunded Bonds”) should be currently refunded pursuant to the provisions of IC 5-1-5, as amended, to enable the City to obtain a reduction in interest payments and effect a savings to the City; and

WHEREAS, the Common Council finds that it is necessary to issue its sewage works refunding revenue bonds in an aggregate principal amount not to exceed Seven Million Dollars (\$7,000,000) and to use the proceeds thereof, together with any available funds on hand, to currently refund the Refunded Bonds and to pay for all costs related to said refunding; and

WHEREAS, in addition to the Refunded Bonds, the Common Council finds that there are now outstanding bonds payable out of the Net Revenues of the City’s sewage works designated as (i) the Sewage Works Revenue Bonds of 2000, Series A (the “2000A Bonds”), dated April 7, 2000, now outstanding in the aggregate principal amount of \$2,422,000 and maturing annually on January 1 over a period ending January 1, 2021; (ii) the Sewage Works Revenue Bonds of 2000, Series B (the “2000B Bonds”), dated June 30, 2000, now outstanding in the aggregate principal amount of \$5,821,000 and maturing annually on January 1 over a period ending January 1, 2021; (iii) the Sewage Works Revenue Bonds of 2000, Series C (the “2000C Bonds”), dated December 29, 2000, now outstanding in the aggregate principal amount of \$2,838,000 and maturing annually on January 1 over a period ending January 1, 2021; (iv) the Sewage Works Refunding Revenue Bonds of 2003 (the “2003 Bonds”), dated March 27, 2003, now outstanding in the aggregate principal amount of \$14,030,000 and maturing annually on January 1 over a period ending January 1, 2025; (v) the Sewage Works Revenue Bonds of 2004 (the “2004 Bonds”), dated December 31, 2004, now outstanding in the aggregate principal amount of \$4,931,000 and maturing annually on January 1 over a period ending January 1, 2026; (vi) the Sewage Works Revenue Bonds of 2006, Series A-1 (the “2006A-1 Bonds”), dated May 4, 2006, now outstanding in the aggregate principal amount of \$5,240,000 and maturing annually on January 1 over a period ending January 1, 2027; (vii) the Taxable Sewage Works Revenue Bonds of 2006, Series A-2 (the “2006A-2 Bonds”), dated May 4, 2006, now

outstanding in the aggregate principal amount of \$2,025,000 and maturing annually on January 1 over a period ending January 1, 2017; (viii) the Sewage Works Revenue Bonds of 2006, Series B (the “2006B Bonds”), dated June 29, 2006, now outstanding in the aggregate principal amount of \$3,155,654 and maturing annually on January 1 over a period ending January 1, 2027; and (ix) the Sewage Works Revenue Bonds of 2006, Series C (the “2006C Bonds”), dated June 29, 2006, now outstanding in the aggregate principal amount of \$6,474,776 and maturing annually on January 1 over a period ending January 1, 2027, which 2000A Bonds, 2000B Bonds, 2000C Bonds, 2003 Bonds, 2004 Bonds, 2006A-1 Bonds, 2006A-2 Bonds, 2006B Bonds and 2006C Bonds (collectively, the “Outstanding Parity Bonds”) constitute a first charge on the Net Revenues of the sewage works on a parity with the Refunded Bonds; and

WHEREAS, the ordinances authorizing the Outstanding Parity Bonds each authorize the issuance of additional bonds ranking on a parity with the Outstanding Parity Bonds provided certain financial conditions can be met (collectively, the “Parity Tests”); and

WHEREAS, the Common Council finds that the Parity Tests can be met with respect to the bonds to be issued pursuant to this ordinance and, accordingly, the bonds to be issued pursuant to this ordinance will constitute a first charge against the Net Revenues of the sewage works, on a parity with the Outstanding Parity Bonds, and are to be issued subject to the provisions of the laws of the Act, IC 5-1-5, as amended, and the terms and restrictions of this ordinance; and

WHEREAS, the Common Council has been advised that it may be cost effective to purchase a municipal bond insurance policy for the bonds herein authorized and/or a debt service reserve surety bond to fund the reserve for said bonds; and

WHEREAS, the Utilities Service Board of the City (the “Board”) has considered the matter of the refunding of the Refunded Bonds and has adopted a resolution approving said refunding; and

WHEREAS, the Common Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of said sewage works refunding revenue bonds have been complied with in accordance with the provisions of the Act and IC 5-1-5, as amended; now, therefore;

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

Section 1. Authorization of Refunding of Refunded Bonds; Certain Defined Terms.

(a) The City proceed with the current refunding of the Refunded Bonds thereby reducing its interest payments and effecting a savings, as reported by the City’s financial advisor, London Witte Group LLC. The City shall apply any amounts held for the payment of debt service on the Refunded Bonds to the refunding as provided in Section 12(a).

(b) The terms “*sewage works*,” “*sewage works system*,” “*works*,” “*system*,” and words of like import where used in this ordinance shall be construed to mean and include the Treatment Works, as defined in Ordinance No. 05-35, as amended, of the City, and includes the existing sewage works system and all real estate and equipment used in connection therewith and appurtenances thereto, and all extensions, additions and improvements thereto and replacements thereof now or at any time hereafter constructed or acquired. The bonds herein authorized shall be issued pursuant to and in accordance with the provisions of the Act and IC 5-1-5, as amended.

(c) In addition to the words and terms elsewhere defined in this ordinance, the following words and terms as used in this ordinance shall have the following meanings, unless the context otherwise requires:

“Ambac” means Ambac Assurance Corporation, a Wisconsin domiciled stock insurance company.

“Financial Assistance Agreement” means the agreement between the City and the Indiana Finance Authority pertaining to certain Outstanding Parity Bonds which have been acquired by the Indiana Finance Authority through the Indiana State Revolving Loan Fund Program.

“MBIA” means MBIA Insurance Corporation, 113 King Street, Armonk, New York 10504.

“2000 Guaranty Agreement” means the agreement between the City and Ambac pertaining to the 2000 Surety Bond.

“2000 Surety Bond” means the debt service reserve fund surety bond held in the Reserve Account for the 2000A Bonds and the 2000B Bonds and purchased from Ambac.

“2003 Guaranty Agreement” means the agreement between the City and MBIA pertaining to the 2003 Surety Bond.

“2003 Municipal Bond Insurance Policy” means the municipal bond insurance providing the guarantee of the payment of debt service on the 2003 Bonds.

“2003 Surety Bond” means the debt service reserve fund surety bond held in the Reserve Account for the 2003 Bonds and purchased from MBIA.

Section 2. Issuance of Bonds.

(a) The City shall issue its sewage works refunding revenue bonds in the aggregate principal amount not to exceed Seven Million Dollars (\$7,000,000) to be designated “Sewage Works Refunding Revenue Bonds, Series 2010” (the “Bonds”), for the purpose of procuring funds to apply on (i) the current refunding of the Refunded Bonds, (ii) issuance costs and (iii) other related costs, including, if necessary, funding a reserve for the Bonds, a premium for a municipal bond insurance policy and/or a premium for a debt service reserve surety bond.

(b) The Bonds shall be issued and sold at a price not less than 98% of par value thereof. The Bonds shall be issued in fully registered form in denominations of \$5,000 or integral multiples thereof. The Bonds shall be numbered consecutively from 1 up and originally dated as of their date of delivery. The Bonds shall bear interest at a rate or rates not exceeding 5.5% per annum (the exact rate or rates to be determined by negotiation with the Underwriter, as hereinafter defined). Interest shall be payable semiannually on January 1 and July 1 in each year, commencing on the first January 1 or the first July 1 following the date of delivery of the Bonds, 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 principal office of the Paying Agent (as hereinafter defined). The Bonds shall mature annually on January 1, or be subject to mandatory sinking fund redemption on January 1, over a period ending no later than January 1, 2029. The Bonds shall mature in such amounts as will produce as level annual debt service as practicable taking into account the \$5,000 denominations of the Bonds, while achieving the highest level of savings to the City.

(c) All or a portion of the Bonds may be issued as one or more term bonds, upon election of the purchaser of the Bonds, J.J.B. Hilliard, W.L. Lyons, LLC (the “Underwriter”). Such term bonds shall have a stated maturity or maturities consistent with the maturity schedule determined in accordance with the preceding paragraph, on the dates as determined by the Underwriter, but in no event later than the last serial maturity date of the Bonds as determined in the preceding 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 principal payment dates which are hereafter determined in accordance with the preceding paragraph.

(d) The Bonds will be payable solely out of and constitute a first charge against the Net Revenues (herein defined as gross revenues of the sewage works of the City after deduction only for the payment of the reasonable expenses of operation, repair and maintenance) of the sewage works of the City, on a parity with the Outstanding Parity Bonds. Interest on the Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months.

Section 3. Registrar and Paying Agent.

(a) The Board is hereby authorized to select and appoint a qualified financial institution to serve as Registrar and Paying Agent for the Bonds, which Registrar is hereby charged with the responsibility of authenticating the Bonds (the “Registrar” or “Paying Agent”). The Assistant Director-Finance of the sewage works is hereby authorized to enter into such agreements or understandings with such institution as will enable the institution to perform the services required of a Registrar and Paying Agent. The Assistant Director-Finance of the sewage works is further authorized to pay such fees as the institution may charge for the services it provides as Registrar and Paying Agent, and such fees may be paid from the Sewage Works Sinking Fund established to pay the principal of and interest on the Bonds as fiscal agency charges.

(b) The principal of the Bonds shall be payable at the principal office of the Paying Agent. All payments of interest on the Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof, as of the fifteenth day of the month preceding each payment (the “Record Date”), at the addresses as they appear 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 on or before such Record Date. 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).

(c) 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.

(d) Each Bond shall be transferable or exchangeable only upon the books of the City kept for that purpose at the principal office of the Registrar, by the registered owner thereof in person, 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 costs of such transfer or exchange shall be borne by the City. The City and the 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.

(e) Interest on Bonds which are authenticated on or before the Record Date which precedes the first interest payment date shall be paid from their original date. Interest on Bonds authenticated subsequent to the Record Date which precedes the first interest payment date thereon shall be paid from the interest payment date to which interest has been paid as of the date on which such Bonds are authenticated, unless a Bond is authenticated between the Record Date and the interest payment date in which case the interest shall be paid from such interest payment date.

Section 4. Redemption of Bonds.

(a) The Bonds are redeemable at the option of the City, but no sooner than January 1, 2020, or any date thereafter, on thirty (30) days’ notice, in whole or in part, in the order of maturity as determined by the City, and by lot within a maturity, at face value together with a premium no greater than 1%, plus accrued interest to the date fixed for redemption. The exact redemption dates and premiums shall be established by the Controller, with the advice of the City’s financial advisor, prior to the sale of the Bonds.

(b) If any Bond is issued as a term bond, the Paying Agent shall credit against the mandatory sinking fund requirement for the Bonds maturing as term bonds, and corresponding mandatory redemption obligation, in the order determined by the City, any Bonds maturing as term bonds 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 Paying Agent and not theretofore applied as a credit against any redemption obligation. Each Bond maturing as a term bond so delivered or canceled shall be credited by the Paying Agent at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory sinking fund date, and any excess of such amount shall be credited on future redemption obligations, and the principal amount of the Bonds to be redeemed by operation of the mandatory sinking fund requirement shall be accordingly reduced; provided, however, the Paying Agent shall credit only such Bonds maturing as term bonds to the extent received on or before forty-five (45) days preceding the applicable mandatory redemption date.

(c) Each \$5,000 denomination amount shall be considered a separate Bond for purposes of optional and mandatory redemption. If less than an entire maturity is called for redemption, the Bonds to be called for redemption shall be selected by lot by the Registrar. If some Bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the Bonds for optional redemption before selecting the Bonds by lot for the mandatory sinking fund redemption.

(d) In either case, notice of redemption shall be given not less than thirty (30) days prior to the date fixed for redemption unless such redemption notice is waived by the owner of the Bond or Bonds redeemed. Such notice shall be mailed to the address of the registered owner as shown on the registration record of the City as of the date which is forty-five (45) days prior to such redemption date. 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 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.

Section 5. Book-Entry Provisions.

(a) The City may, upon the advice of its financial advisor, 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 (“DTC”) and have transfers of the Bonds effected by book-entry on the books of the central depository system. In such case, the Bonds shall be issued in the name of Cede & Co., as nominee for DTC, as registered owner of the Bonds, and held in the custody of DTC and the terms and conditions of this provision shall apply.

(b) If the Bonds are held by DTC, a single certificate will be issued and delivered to DTC for each maturity of the Bonds. The actual purchasers of the Bonds (the “Beneficial Owners”) will not receive physical delivery of the Bond certificates except as provided herein. Beneficial Owners are expected to receive a written confirmation of their purchase providing details of each Bond acquired. For so long as DTC shall continue to serve as securities depository for the Bonds as provided herein, all transfers of beneficial ownership interests will be made by book-entry only, and no investor or other party purchasing, selling or otherwise transferring beneficial ownership of the Bonds is to receive, hold, or deliver any Bond certificate.

(c) For every transfer and exchange of the Bonds, the Beneficial Owner may be charged a sum sufficient to cover such Beneficial Owner’s allocable share of any tax, fee, or other governmental charge that may be imposed in relation thereto. Bond certificates are required to be delivered to and registered in the name of the Beneficial Owner, under the following circumstances:

(i) DTC determines to discontinue providing its service with respect to the Bonds (such a determination may be made at any time by giving 30 days’ notice to the City and the Registrar and discharging its responsibilities with respect thereto under applicable law), or

(ii) the City determines that continuation of the system of book-entry transfers through DTC (or a successor securities depository) is not in the best interests of the Beneficial Owners.

(d) The City and the Registrar will recognize DTC or its nominee as the holder of the Bonds for all purposes, including notices and voting. The City and the Registrar covenant and agree, so long as DTC shall continue to serve as securities depository for the Bonds, to meet the requirements of DTC with respect to required notices and other provisions of a Letter of Representations between the City and DTC. If necessary to comply with the terms and provisions of the Letter of Representations, a supplemental ordinance shall be adopted to amend this ordinance as necessary.

(e) The Registrar is authorized to rely conclusively upon a certificate furnished by DTC and corresponding certificates from DTC participants and indirect participants as to the identity of, and the respective principal amount of Bonds beneficially owned by, the Beneficial Owner or Beneficial Owners.

Section 6. Execution of Bonds; Pledge of Net Revenues to Bonds.

(a) The Bonds shall be signed in the name of the City by the manual or facsimile signature of the Mayor, countersigned by the manual or facsimile signature of the Controller and attested by the manual or facsimile signature of the Clerk, who shall affix the seal of said City to each of said Bonds manually or shall have the seal imprinted or impressed thereon by facsimile. These officials, by the signing of a Signature and No Litigation Certificate, shall adopt as and for their own proper signatures their facsimile signatures appearing on said Bonds. 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, the signature of such officer shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery. The Bonds shall also be authenticated by 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 has been so executed.

(b) The Bonds, and any bonds ranking on a parity therewith, as to both principal and interest, shall be payable from, secured by and shall constitute a first charge upon the Net Revenues of the sewage works of the City, hereby irrevocably pledged to the payment of the Bonds to the extent necessary for that purpose. The City shall not be obligated to pay said Bonds or the interest thereon except from the Net Revenues of said works, on a parity with the Outstanding Parity Bonds, and said Bonds shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana. The Bonds shall have all of the qualities and incidents of negotiable instruments under the laws of the State of Indiana, subject to the provisions for registration herein.

Section 7. Form of Bonds.

The form and tenor of the Bonds shall be substantially as follows, with such additions, deletions and modifications as the Mayor, the Controller and the Clerk of the City may authorize, as conclusively evidenced by their signatures thereon, all blanks to be filled in properly prior to delivery thereof:

Form of Bond

[Unless this Bond is presented by an authorized representative of The Depository Trust Company to the Registrar or its agent for registration or transfer, exchange or payment, and any bond issued is registered in the name of CEDE & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to CEDE & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, CEDE & Co., has an interest herein.]

No. R10-__

UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF MONROE

CITY OF BLOOMINGTON

SEWAGE WORKS REFUNDING REVENUE BOND, SERIES 2010

Maturity Date Interest Rate Original Date Authentication Date CUSIP

Registered Owner:

Principal Sum:

The City of Bloomington, Indiana (the "City"), in Monroe County, State of Indiana, for value received, hereby promises to pay to the Registered Owner (named above) or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date set forth above (unless this Bond be subject to and shall have been duly called for redemption and payment as provided for herein), and to pay interest hereon until the Principal Sum shall be fully paid at the 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 fifteenth day of the month preceding an interest payment date 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 June 15, 2010, in which case it shall bear interest from the Original Date, which interest is payable semiannually on the first days of January and July of each year, beginning on July 1, 2010. Interest shall be calculated according to a 360-day calendar year containing twelve 30-day months.

The principal of this Bond is payable at the principal office of _____ (the "Registrar" or "Paying Agent"), in the _____ of _____, Indiana. All payments of interest on this Bond shall be paid by check mailed one business day prior to the interest payment date to the registered owner hereof, as of the fifteenth day of the month preceding such payment, 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. 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 the 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 SHALL NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY OF BLOOMINGTON, INDIANA, WITHIN THE MEANING OF THE PROVISIONS AND LIMITATIONS OF THE CONSTITUTION OF THE STATE OF INDIANA, AND THE CITY SHALL NOT BE OBLIGATED TO PAY THIS BOND OR THE INTEREST HEREON EXCEPT FROM THE SPECIAL FUND PROVIDED FROM THE NET REVENUES (AS HEREINAFTER DEFINED).

This Bond is one of an authorized issue of Bonds of the City of Bloomington, Indiana, of like tenor and effect, except as to numbering, interest rates, and dates of maturity, in the total amount of _____ Dollars (\$_____) (the "Bonds"), numbered from 1 up, issued for the purpose of providing funds to be applied on the cost of the current refunding of certain Refunded Bonds (as defined in the hereinafter defined Ordinance)[, funding a reserve for the Bonds] and paying incidental expenses[, including a premium for [a municipal bond insurance policy][and][a debt service reserve surety bond], as authorized by an Ordinance adopted by the Common Council of the City of Bloomington, Indiana, on the ___ day of January, 2010, entitled "An Ordinance concerning the current refunding by the City of Bloomington, Indiana, of its Sewage Works Revenue Bonds of 1999, Series A; authorizing the issuance of sewage works refunding revenue bonds for such purpose; providing for the collection, segregation and distribution of the revenues of the sewage works and the safeguarding of the interests of the owners of said sewage works refunding revenue bonds; other matters connected therewith, and repealing ordinances inconsistent herewith" (the "Ordinance"), and in strict compliance with the provisions of Indiana Code 36-9-23 (the "Act") and 5-1-5, each as in effect on the issue date of the Bonds.

[The Bonds shall be initially issued in a book entry system by The Depository Trust Company ("DTC"). The provisions of this Bond and of the Ordinance are subject in all respect to the provisions of the Letter of Representations between the City and DTC, or any substitute agreement effecting such book entry system under DTC.]

Pursuant to the Ordinance and the Escrow Agreement (as defined therein), the City has set aside [securities (obligations of the United States of America purchased from proceeds of the Bonds and funds on hand of the City) and certain] cash in a Trust Account to provide payment of principal of, interest on, and redemption premium for the Refunded Bonds.

Pursuant to the provisions of said Act and said Ordinance, the principal and interest of this Bond and all other Bonds of said issue, and any bonds hereafter issued on a parity therewith, are payable solely from the Sewage Works Sinking Fund (continued by the Ordinance) to be provided from the Net Revenues (defined as the gross revenues of the sewage works of the City after the deduction only for the payment of the reasonable expenses of operation, repair and maintenance) of the sewage works of the City. The payment of this Bond ranks on a parity with the payment of the Outstanding Parity Bonds (as defined in the Ordinance). The City reserves the right to issue additional bonds on a parity with the Bonds of this issue, as provided in the Ordinance.

The City of Bloomington, Indiana irrevocably pledges the entire Net Revenues of said sewage works to the prompt payment of the principal of and interest on the Bonds authorized by said Ordinance, of which this is one, and any bonds ranking on a parity therewith, including the Outstanding Parity Bonds, to the extent necessary for that purpose, and covenants that it will cause to be fixed, maintained and collected such rates and charges for service rendered by said works as are sufficient in each year for the payment of the proper and reasonable expenses of operation, repair and maintenance of said works and for the payment of the sums required to be paid into said Sinking Fund under the provisions of the Act and the Ordinance. The rates and charges shall be established, to the extent permitted by law, to produce Net Revenues sufficient to pay at least 1.20 times the annual debt service on the Outstanding Parity Bonds, the Bonds of this issue and all amounts owed to the insurer of the 2000A Bonds, the 2000B Bonds and the 2003 Bonds (each as defined in the Ordinance) under the terms of the Financial Guaranty Agreement pertaining to the 2000A Bonds, the 2000B Bonds and the 2003 Bonds, respectively. If the City or the proper officers of the City shall fail or refuse to so fix, maintain and collect such rates or charges, or if there be a default in the payment of the interest on or principal of this Bond, the owner of this Bond shall have all of the rights and remedies provided for in the Act, including the right to have a receiver appointed to administer the works and to charge and collect rates sufficient to provide for the payment of this Bond and the interest hereon.

The City of Bloomington, Indiana has designated the Bonds as qualified tax-exempt obligations to qualify for the \$30,000,000 exception from the provisions of Section 265(b) of the Internal Revenue Code of 1986 relating to the disallowance of 100% of the deduction for interest expense allocable to tax-exempt obligations.

The City of Bloomington, Indiana further covenants that it will set aside and pay into its Sewage Works Sinking Fund a sufficient amount of the Net Revenues of said works to meet (a) the interest on all bonds which by their terms are payable from the revenues of the sewage works, as such interest shall fall due, (b) the necessary fiscal agency charges for paying the bonds and interest, (c) the principal of all bonds which by their terms are payable from the revenues of the sewage works, as such principal shall fall due, and (d) an additional amount to create and maintain the reserve required by the Ordinance. Such required payments shall constitute a first charge upon all the Net Revenues of said works, on a parity with the payment of the Outstanding Parity Bonds.

The Bonds of this issue maturing on January 1, 20__, and thereafter, are redeemable at the option of the City on January 1, 20__, or any date thereafter, on thirty (30) days' notice, in whole or in part, in the order of maturity as determined by the City and by lot within a maturity, at face value together with the following premiums:

- _ % if redeemed on January 1, 20__ or thereafter on or before December 31, 20__;
- _ % if redeemed on January 1, 20__ or thereafter on or before December 31, 20__;
- 0% if redeemed on January 1, 20__, or thereafter prior to maturity;

plus in each case accrued interest to the date fixed for redemption.

[The Bonds maturing on January 1, 20__ are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof plus accrued interest, on January 1 in the years and in the amounts set forth below:

<u>Year</u>	<u>Amount</u>
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*Final Maturity]

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

Notice of redemption shall be mailed to the address of the registered owner as shown on the registration record of the City, as of the date which is forty-five (45) days prior to such redemption date, not less than thirty (30) days prior to the date fixed for redemption. 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 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.

If this Bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with its depository bank, an amount sufficient to pay such Bond or the redemption price, as the case may be, and thereafter the registered owner shall look only to the funds so deposited in trust with said bank 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 hereof in person, 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 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.

This Bond is subject to defeasance prior to redemption or payment as provided in the Ordinance referred to herein. THE OWNER OF THIS BOND, BY THE ACCEPTANCE HEREOF, HEREBY AGREES TO ALL THE TERMS AND PROVISIONS CONTAINED IN THE ORDINANCE. The Ordinance may be amended without the consent of the owners of the Bonds as provided in the Ordinance if the Common Council determines, in its sole discretion, 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 any integral multiple thereof not exceeding the aggregate principal amount of the Bonds maturing in such year.

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the preparation and complete 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 Bloomington, in Monroe County, Indiana, has caused this Bond to be executed in its corporate name by the manual or facsimile signature of the Mayor, countersigned manually or by facsimile by the Controller, its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by the Clerk.

CITY OF BLOOMINGTON, INDIANA

Mayor

Countersigned:

Controller

[SEAL]

Attest:

Clerk

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this Bond is one of the Bonds described in the Ordinance.

_____,
as Registrar

By: _____
Authorized Representative

[STATEMENT OF INSURANCE]

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____, the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney, to transfer the within Bond in the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

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

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.

End of Bond Form

Section 8. Preparation and Sale of Bonds; Official Statement; Municipal Bond Insurance; Debt Service Reserve Surety Bond; Refunding Escrow.

(a) The Controller is hereby authorized and directed to have said Bonds prepared, and the Mayor, the Controller and the Clerk are hereby authorized and directed to execute said Bonds in the form and manner herein provided. The Controller is hereby authorized and directed to deliver said Bonds to the Underwriter in accordance with the Bond Purchase Agreement between the City and the Underwriter (the "Purchase Agreement"). The substantially final form of Purchase Agreement between the City and the Underwriter is attached hereto as Exhibit A and is hereby approved by the Common Council. The Mayor and the Controller are hereby authorized to execute the Purchase Agreement and deliver the Bonds to the Underwriter so long as their terms are consistent with this ordinance. The Purchase Agreement shall establish a final principal amount, purchase price, interest rates, maturity schedule and redemption features (both optional and mandatory, if any).

(b) The Bonds, when fully paid for and delivered to the Underwriter, shall be the binding special revenue obligations of the City, payable out of the Net Revenues of the City's sewage works, on a parity with the Outstanding Parity Bonds, to be set aside into the Sinking Fund as herein provided. The proceeds derived from the sale of the Bonds shall be and are hereby set aside for application on the cost of the current refunding of the Refunded Bonds and the expenses necessarily incurred in connection with the Bonds. The proper officers of the City are hereby directed to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this ordinance.

(c) The preparation and distribution of an official statement (preliminary and final) prepared by London Witte Group, LLC, on behalf of the City for the Bonds is hereby authorized. The Mayor and Controller are hereby authorized and directed to execute the preliminary official statement on behalf of the City in a form consistent with this ordinance and are further authorized to designate such preliminary official statement as "nearly final" for purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "SEC Rule").

(d) The acquisition of a municipal bond insurance policy for the Bonds is hereby authorized; provided, however, the City may only acquire such an insurance policy if the financial advisor to the City certifies to the City that the acquisition of the policy is economically advantageous. The acquisition of a municipal bond insurance policy is hereby deemed to be 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.

(e) The purchase of a debt service reserve surety bond to fund the reserve for the Bonds is hereby authorized; provided, that such surety bond must be issued by an insurance company rated in the highest rating category by either or both Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies ("S&P"), and Moody's Investors Service ("Moody's"). The City's reimbursement obligation to any such bond insurer shall be subject to the prior and superior interest of, and shall be subordinate to the payment obligations due, the holders of the Outstanding Parity Bonds, the Bonds and any bonds issued in the future on a parity therewith.

(f) The Mayor and the Controller are hereby authorized and directed to execute and deliver any agreements, certificates or documents as may be required by the provider of a municipal bond insurance policy and/or debt service reserve surety bond as described in (d) and (e) above acquired with respect to the Bonds to the extent necessary to comply with the terms of such insurance policy and/or surety bond and the commitment with respect to the issuance thereof.

(g) The Controller is hereby authorized to appoint a financial institution to serve as escrow trustee (the "Escrow Trustee") for the Refunded Bonds in accordance with the terms of the Escrow Agreement between the City and the Escrow Trustee (the "Escrow Agreement"). The substantially final form of Escrow Agreement attached hereto as Exhibit B is hereby 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 so long as its provisions are consistent with this ordinance.

(h) The execution, by either the Mayor, the Controller, the Underwriter, or the City's financial advisor, of a subscription for United States Treasury Obligations – State and Local Government Series for investment of proceeds of the Bonds allocable to the current refunding of the Refunded Bonds to be held under the Escrow Agreement in a manner consistent with this ordinance is hereby approved.

(i) The Controller, with the advice of the City's financial advisor, is hereby authorized to obtain one or more ratings for the Bonds if such rating or ratings will facilitate the sale of the Bonds.

Section 9. Use of Proceeds.

Proceeds of the Bonds shall be applied as follows and in the following order:

(a) *First*, concurrently with the delivery of the Bonds, the Controller shall acquire, with proceeds of the Bonds and cash on hand, direct obligations of, or obligations the principal and interest on which are unconditionally guaranteed by, the United States of America (the "Government Obligations") to be used, together with certain cash from the proceeds of the Bonds and cash on hand, to currently refund and legally defease the Refunded Bonds all as set forth in the Escrow Agreement. In order to refund the Refunded Bonds, the Controller shall deposit Government Obligations and certain cash with the Escrow Trustee under the Escrow Agreement in an amount sufficient to provide money for payment of the principal of, interest on and redemption premium for the Refunded Bonds from the date of delivery of the Bonds to the earliest date upon which the Refunded Bonds may be called for redemption. As an alternative to purchasing Government Obligations, the Controller, with the advice of the City's financial advisor, may deposit cash proceeds of the Bonds and cash on hand with the Escrow Trustee in an amount sufficient to currently refund and legally defease the Refunded Bonds. The Controller shall obtain a verification of an accountant as to the sufficiency of the funds deposited in the Trust Account under the Escrow Agreement to accomplish said current refunding and legal defeasance of the Refunded Bonds.

(b) *Second*, if proceeds of the Bonds will be used to fund all or a portion of the reserve for the Bonds, the Controller shall transfer such proceeds to the 2010 Reserve Account of the Sinking Fund, as hereinafter described.

(b) *Third*, the remaining proceeds from the sale of the Bonds shall be applied by the Controller to cost of issuance of the Bonds not otherwise paid. Prior to the delivery of the Bonds, the Controller shall obtain the legal opinion of Bose McKinney & Evans LLP, bond counsel, of Indianapolis, Indiana, and shall furnish such opinion to the Underwriter. The cost of the opinion shall be considered as part of the costs incidental to the issuance of the Bonds and shall be paid out of the proceeds thereof. When all costs of issuance of the Bonds have been paid, the Controller shall then transfer any amount then remaining from the proceeds of the Bonds to the hereinafter described Sinking Fund.

Section 10. Revenues.

All revenues derived from the operation of the sewage works and from the collection of wastewater and storm water rates and charges shall be aggregated and deposited as set forth in this ordinance. Of these revenues, the proper and reasonable expenses of operation, repair and maintenance of the sewage works shall be paid, the requirements of the Sinking Fund shall be met, and the costs of replacements, extensions, additions and improvements shall be paid.

Section 11. General Account.

(a) There is hereby continued an account known as the General Account (the "General Account"). All revenues of the sewage works shall be deposited in the General Account. The balance maintained in the General Account shall be sufficient to pay the expenses of operation, repair and maintenance for the then next succeeding two calendar months. The moneys credited to the General Account shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the sewage works on a day-to-day basis, including the reasonable legal and professional expenses not taken into account in the definition of Net Revenues, but none of the moneys in the General Account shall be used for depreciation, payments in lieu of taxes, replacements, improvements, extensions or additions. Any moneys in the General Account may be transferred to the Sewage Works Sinking Fund if necessary to prevent a default in the payment of principal of or interest on the outstanding bonds of the sewage works.

(b) Moneys in the General Account shall be transferred from time to time to meet the requirements of the Sewage Works Sinking Fund. Moneys in excess of those transferred to the Sewage Works Sinking Fund may be transferred to the Sewage Works Improvement Fund or may be retained in the General Account, in the discretion of the Board, and in a manner consistent with the requirements of this ordinance, provided that any excess Net Revenues must be used to first pay (i) MBIA any amounts payable under the 2003 Guaranty Agreement, (ii) Ambac any amounts payable under the 2000 Guaranty Agreement, and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any, before such excess Net Revenues may be transferred to the Sewage Works Improvement Fund. Moneys in excess of those (i) required to be in the General Account and the Sewage Works Sinking Fund, and (ii) payable to (A) MBIA under the 2003 Guaranty Agreement, (B) Ambac under the 2000 Guaranty Agreement, and (C) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any, may also be used, in the discretion of the Board, for any other lawful purpose related to the sewage works.

Section 12. Sewage Works Sinking Fund.

There is hereby continued the sinking fund, designated as the Sewage Works Sinking Fund (the "Sinking Fund"), for the payment of the principal of and interest on all outstanding revenue bonds which by their terms are payable from the Net Revenues of the sewage works, the payment of any fiscal agency charges in connection with the payment of bonds and the payment of any amounts owed to (i) MBIA under the 2003 Guaranty Agreement, (ii) Ambac under the 2000 Guaranty Agreement, and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any. There shall be set aside and deposited in the Sinking Fund, as available, and as provided below, a sufficient amount of the Net Revenues of the sewage works to meet the requirements of the Bond and Interest Account and the Reserve Account hereby continued, and the 2010 Reserve Account hereby created, in the Sinking Fund. Such payments shall continue until the balances in the Bond and Interest Account, the Reserve Account and the 2010 Reserve Account equal the principal of and interest on all of the then outstanding bonds of the sewage works to their final maturity and provide for payment of all

fiscal agency charges and any amounts owed to (i) MBIA under the 2003 Guaranty Agreement, (ii) Ambac under the 2000 Guaranty Agreement, and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any. Any payments owed to MBIA, Ambac or any other provider of a surety bond shall be junior and subordinate to the payment of the Outstanding Parity Bonds and the Bonds.

(a) Bond and Interest Account. Any moneys heretofore accumulated to pay principal of and interest on the Refunded Bonds shall be credited to and become a part of the Trust Account under the Escrow Agreement and shall be applied on the first payments made from the Trust Account. There shall be credited on the last day of each calendar month to the Bond and Interest Account, hereby continued within the Sinking Fund, an amount of the Net Revenues equal to at least one-sixth (1/6) of the interest on all then outstanding bonds payable on the then next succeeding interest payment date and at least one-twelfth (1/12) of the principal on all then outstanding bonds payable on the then next succeeding principal payment date, until the amount of interest and principal payable on the then next succeeding respective interest and principal payment dates shall have been so credited. 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. There shall similarly be credited an amount at least equal to one-twelfth (1/12) of the aggregate amounts owed to (i) MBIA under the 2003 Guaranty Agreement, (ii) Ambac under the 2000 Guaranty Agreement, and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any. The City shall, from the sums deposited in the Sinking 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 one business day prior to the interest payment date and principal on the due date thereof together with the amount of bank fiscal agency charges. The City shall repay all amounts owed to (i) MBIA under the 2003 Guaranty Agreement, (ii) Ambac under the 2000 Guaranty Agreement, and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any, in accordance with the terms thereof. Draws under the 2000 Surety Bond, the 2003 Surety Bond or any surety bond issued with respect to the Bonds shall bear interest at the respective rates specified in the 2000 Guaranty Agreement, the 2003 Guaranty Agreement and the agreement respecting the surety bond issued with respect to the Bonds, if any.

(b) Reserve Account. There is hereby continued, within the Sinking Fund, the Reserve Account (the "Reserve Account"). The Reserve Account serves as a reserve for the Outstanding Parity Bonds and, pursuant to the ordinances authorizing the Outstanding Parity Bonds, has been funded with a combination of cash, the 2000 Surety Bond and the 2003 Surety Bond. The Reserve Account does not secure and is not pledged to the payment of the Bonds and holders of the Bonds shall have no claim on the cash, the 2000 Surety Bond or the 2003 Surety Bond held therein.

The Reserve Account shall constitute the margin for safety and protection against default in the payment of principal of and interest on the Outstanding Parity Bonds, and the moneys in the Reserve Account shall be used to pay current principal and interest on the Outstanding Parity Bonds to the extent that moneys in the Bond and Interest Account are insufficient for that purpose. Any deficiency in the balance maintained in the Reserve Account shall be made up from the next available Net Revenues remaining after the credits to the Bond and Interest Account, on a parity with any replenishment of the 2010 Reserve Account. To the extent that cash and a surety bond are each held in the Reserve Account with respect to a particular series of the Outstanding Parity Bonds, the cash shall be drawn down completely before any demand is made on such surety bond. In the event moneys in the Reserve Account (whether cash or funds provided under the 2000 Surety Bond or the 2003 Surety Bond) are transferred to the Bond and Interest Account to pay principal and interest on the Outstanding Parity Bonds, then such depletion of the balance in the Reserve Account shall be made up from the next available Net Revenues after the credits to the Bond and Interest Account, on a parity with any replenishment of the 2010 Reserve Account, provided that in the event that cash and a surety bond are each held in the Reserve Account with respect to a particular series of Outstanding Parity Bonds, such funds shall be used first to reinstate such surety bond and second, to replenish any cash held in the Reserve Account with respect to such series of Outstanding Parity Bonds. Any moneys in the Reserve Account in excess of its requirements may, in the discretion of the Board, be transferred to the General Account or be used for the purchase of Outstanding Parity Bonds or

installments of principal of fully registered Outstanding Parity Bonds at a price not exceeding par and accrued interest.

(c) 2010 Reserve Account. There is hereby created, within the Sinking Fund, the 2010 Reserve Account (the “2010 Reserve Account”) as a reserve for the Bonds. The 2010 Reserve Account does not secure and is not pledged to the payment of the Outstanding Parity Bonds and holders of the Outstanding Parity Bonds shall have no claim on any cash or surety bonds held therein.

The 2010 Reserve Account may be funded from Bond proceeds, funds on hand, a surety bond, or a combination thereof. The balance to be maintained in the 2010 Reserve Account shall equal but not exceed the least of (i) the maximum annual debt service on the Bonds, (ii) 125% of average annual debt service on the Bonds or (iii) 10% of the proceeds of the Bonds (the “Reserve Requirement”). If the initial deposit into the 2010 Reserve Account does not cause the balance therein to equal the Reserve Requirement or if no deposit is made, an amount of Net Revenues shall be credited to the 2010 Reserve Account, on a parity with any deposits to the Reserve Account, on the last day of each calendar month until the balance therein equals the Reserve Requirement. The monthly deposits shall be equal in amount and sufficient to accumulate the Reserve Requirement within five (5) years of the date of delivery of the Bonds.

The 2010 Reserve Account shall constitute the margin for safety and a protection against default in the payment of principal of and interest on the Bonds, and the moneys in the 2010 Reserve Account shall be used to pay current principal and interest on the Bonds, to the extent that moneys in the Bond and Interest Account are insufficient for that purpose. Any deficiency in the balance maintained in the 2010 Reserve Account shall be made up from the next available Net Revenues remaining after the credits to the Bond and Interest Account, on a parity with any replenishment of the Reserve Account. To the extent that cash and a surety bond are held in the 2010 Reserve Account for the Bonds, the cash shall be drawn down completely before any demand is made on such surety bond. In the event moneys in the 2010 Reserve Account (whether cash or funds provided under a surety bond) are transferred to the Bond and Interest Account to pay principal and interest on the Bonds, then such depletion of the balance in the 2010 Reserve Account shall be made up from the next available Net Revenues after credits into the Bond and Interest Account, on a parity with any replenishment of the Reserve Account, provided that in the event that cash and a surety bond are each held in the 2010 Reserve Account, such funds shall be used first to reinstate such surety bond and second to replenish any cash held in the 2010 Reserve Account. Any moneys in the 2010 Reserve Account in excess of the Reserve Requirement may, in the discretion of the Board, be transferred to the General Account or be used for the purchase of the Bonds or installments of principal of fully registered Bonds at a price not exceeding par and accrued interest.

Section 13. Sewage Works Improvement Fund.

As set forth in Section 11(b), revenues may be transferred or credited from the General Account to a fund designated the Sewage Works Improvement Fund, hereby continued (the “Improvement Fund”). The Improvement Fund shall be used for improvements, replacement, additions and extensions of the sewage works, and for payments in lieu of taxes. Moneys in the Improvement Fund shall be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal and interest on the Outstanding Parity Bonds or the Bonds, or if necessary, to eliminate any deficiencies in credits to or minimum balance in the Reserve Account or the 2010 Reserve Account of the Sinking Fund (on a parity basis). Moneys in the Improvement Fund may also be transferred to the General Account to meet unforeseen contingencies in the operation, repair and maintenance of the sewage works.

Section 14. Maintenance of Funds; Investments.

The Sinking Fund shall be deposited in and maintained as a separate account or accounts from all other accounts of the City. The General Account and the Improvement Fund may be maintained in a single account, or accounts, but such account, or accounts, shall likewise be maintained separate and apart from all other accounts of the City and apart from the Sinking Fund account or accounts. All moneys deposited in the accounts shall be deposited, held and secured as public funds in accordance with the public depository laws of the State of Indiana; provided that moneys therein may be invested in obligations in accordance with the applicable

laws, including particularly IC 5-13, as amended or supplemented, and in the event of such investment the income therefrom shall become a part of the funds invested and shall be used only as provided in this ordinance.

As long as the 2003 Municipal Bond Insurance Policy is in effect, the moneys held in the Funds and Accounts continued under this ordinance, may be invested, to the extent permitted by Indiana law, in the following obligations (the "Permitted Investments"):

(1) Direct obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury, and CATs and TGRS) or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America.

(2) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies and provided such obligations are backed by the full faith and credit of the United States of America (stripped securities are only permitted if they have been stripped by the agency itself):

1. U.S. Export-Import Bank (Eximbank)
Direct obligations or fully guaranteed certificates of beneficial ownership
2. Farmers Home Administration (FmHA)
Certificates of beneficial ownership
3. Federal Financing Bank
4. Federal Housing Administration Debentures (FHA)
5. General Services Administration
Participation certificates
6. Government National Mortgage Association (GNMA or "Ginnie Mae")
GNMA - guaranteed mortgage-backed bonds
GMNA - guaranteed pass-through obligations
7. U.S. Maritime Administration
Guaranteed Title XI financing
8. U.S. Department of Housing and Urban Development
Project Notes
Local Authority Bonds
New Communities Debentures - U.S. government guaranteed debentures
U.S. Public Housing Notes and Bonds - U.S. government public housing notes and bonds

(3) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following non-full faith and credit U.S. government agencies (stripped securities are only permitted if they have been stripped by the agency itself):

1. Federal Home Loan Bank System
Senior debt obligations
2. Federal Home Loan Mortgage Corporation (FHLMC or "Freddie Mac")
Participation Certificates
Senior debt obligations
3. Federal National Mortgage Association (FNMA or "Fannie Mae")
Mortgage-backed securities and senior debt obligations
4. Student Loan Marketing Association (SLMA or "Sallie Mae")
Senior debt obligations
5. Resolution Funding Corp. (REFCORP) obligations
6. Farm Credit System

(4) Money market funds registered under the Federal Investment Company Act of 1940, whose shares are registered under the Federal Securities Act of 1933, and having a rating by S&P of AAAM-G; AAA-M; or Aam.

(5) Certificates of deposit secured at all times by collateral described in (1) and/or (2) above. Such certificates must be issued by commercial banks, savings and loan associations or mutual savings banks. The collateral must be held by a third party and the bondholders must have a perfected first security interest in the collateral.

(6) Certificates of deposit, savings accounts, deposit accounts or money market deposits which are fully insured by FDIC or FSLIC.

(7) Investment Agreements, including GIC's, acceptable to MBIA. Commercial paper rated, at the time of purchase, "Prime-1" by Moody's and "A-1" or better by S&P.

(8) Bonds or notes issued by any state or municipality which are rated by Moody's and S&P in one of the two highest rating categories assigned by such agencies.

(9) Federal funds or bankers acceptances with a maximum term of one year of any bank which has an unsecured, uninsured and unguaranteed obligation rating of "Prime-1" or "A3" or better by Moody's and "A-1" or "A" or better by S&P.

(10) Repurchase agreements providing for the transfer of securities from a dealer bank or securities firm (seller/borrower) to a municipal entity (buyer/lender), and the transfer of cash from a municipal entity to the dealer bank or securities firm with an agreement that the dealer bank or securities firm will repay the cash plus a yield to the municipal entity in exchange for the securities at a specified date.

Repurchase Agreements must satisfy the following criteria:

1. Repurchases must be between the municipal entity and a dealer bank or securities firm
 - A. Primary dealers on the Federal Reserve reporting dealer list which are rated A or better by S&P and Moody's, or
 - B. Banks rated "A" or above by S&P and Moody's.
2. The written repo contract must include the following:
 - A. Securities which are acceptable for transfer are:
 - (1) Direct U.S. governments, or
 - (2) Federal agencies backed by the full faith and credit of the U.S. government (and FNMA and FHLMC)
 - B. The term of the repo may be up to 30 days
 - C. The collateral must be delivered to the municipal entity, trustee (if trustee is not supplying the collateral) or third party acting as agent for the trustee (if the trustee is supplying the collateral) before/simultaneous with payment (perfection by possession of certificated securities).
 - D. Valuation of Collateral
 - (1) The securities must be valued weekly, marked-to-market at current market price plus accrued interest
 - (2) The value of collateral must be equal to 104% of the amount of cash transferred by the municipal entity to the dealer bank or security firm under the repo plus accrued interest. If the value of securities held as collateral slips below 104% of the value of the cash transferred by municipality, then additional cash and/or acceptable securities must be transferred. If, however, the securities used as collateral are FNMA or FHLMC, then the value of collateral must equal 105%.
3. Legal opinion which must be delivered to the municipal entity:
 - A. Repo meets guidelines under state law for legal investment of public funds.

(11) Any state administered pool investment fund in which the City is statutorily permitted or required to invest.

Section 15. Maintenance of Books and Records.

The City shall keep proper books of records and accounts, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues collected from said works and all disbursements made on account of the works, also all transactions relating to said works. There shall be furnished, upon written request, to any owner of the Bonds, the most recent audit report of the sewage works prepared by the State Board of Accounts. Copies of all such statements and reports shall be kept on file in the office of the

Assistant Director-Finance of the sewage works. Any owner of the Bonds then outstanding shall have the right at all reasonable times to inspect the works and all records, accounts, statements, audits, reports and data of the City relating to the sewage works. Such inspections may be made by representatives duly authorized by written instrument.

Section 16. Rate Covenant.

The City covenants and agrees that it will establish and maintain just and equitable rates or charges for the use of and service rendered by the works, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses said sewage works by or through any part of the sewage system of the City, or that in any way uses or is served by such works; at a level adequate to produce and maintain sufficient revenue (including user and other charges, fees, income or revenues available to the City) to provide for the proper and reasonable expenses of operation, repair and maintenance of the works, including Operation and Maintenance (as defined in Ordinance No. 05-35, as amended), to comply with and satisfy all covenants contained in this ordinance and any Financial Assistance Agreement and to pay all obligations of the sewage works and of the City with respect to the sewage works. The rates and charges shall be established, to the extent permitted by law, to produce Net Revenues sufficient to pay at least 1.20 times the annual debt service on the Outstanding Parity Bonds, the Bonds and all amounts owed to (i) MBIA under the terms of the 2003 Guaranty Agreement, (ii) Ambac under the terms of the 2000 Guaranty Agreement, and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any. Such rates or charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of operation, repair and maintenance of the sewage works and the requirements of the Sinking Fund. The rates or charges so established shall apply to any and all use of such works by and service rendered to the City and all departments thereof, and shall be paid by the City or the various departments thereof as the charges accrue.

Section 17. Defeasance of Bonds.

If, when any of the Bonds issued hereunder 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 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 or any portion thereof and coupons then outstanding shall be paid; or (i) sufficient moneys, or (ii) direct 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, the principal of and the interest on which when due will provide sufficient moneys, 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 the Net Revenues of the City's sewage works. Amounts payable to (i) MBIA under the 2003 Guaranty Agreement, (ii) Ambac under the 2000 Guaranty Agreement and (iii) the provider of any surety bond with respect to the Bonds under the agreement regarding such surety bond, if any, shall not be deemed paid pursuant to this Section 17 and shall continue to be due and owing hereunder until paid by the City in accordance with this ordinance.

Section 18. Additional Bond Provisions.

The City reserves the right to authorize and issue additional bonds payable out of the revenues of its sewage works ranking on a parity with the Bonds for the purpose of financing the cost of future additions, extensions and improvements to the sewage works, or to refund obligations, subject to the following conditions:

(a) All required payments into the Sinking Fund shall have been made in accordance with the provisions of this ordinance, and the interest on and principal of all bonds payable from the revenues of the sewage works shall have been paid to date in accordance with their terms. A debt service reserve for the additional parity bonds commensurate with and proportionate to the debt serve reserve created for the Bonds under Section 12(c) shall be created, upon the delivery of the additional parity bonds, and maintained. Such reserve may either be funded with bond

proceeds, funds of the sewage works or a combination thereof, or the City may obtain a qualified surety bond for said additional parity bonds.

(b) The Net Revenues of the sewage works in the fiscal year immediately preceding the issuance of any such bonds ranking on a parity with the Bonds shall be not less than one hundred twenty-five percent (125%) of the maximum annual interest and principal requirements of the then outstanding bonds and the additional parity bonds proposed to be issued; or, prior to the issuance of said parity bonds, the sewage rates and charges shall be increased sufficiently so that said increased rates and charges applied to the previous year's operations would have produced net operating revenues for said year equal to not less than one hundred twenty-five percent (125%) of the maximum annual interest and principal requirements of all bonds payable from the revenues of the sewage works, including the additional parity bonds proposed to be issued. For purposes of this subsection, the records of the sewage works shall be analyzed and all showings prepared by a certified public accountant or nationally recognized financial consultant or consulting engineer employed by the City for that purpose.

(c) The interest on the additional parity bonds shall be payable semiannually on the first days of January and July and the principal on, or mandatory sinking fund redemptions for, the additional parity bonds shall be payable annually on the first day of January.

(d) So long as the 2003 Municipal Bond Insurance Policy is in effect, in connection with the issuance of additional parity bonds, the City shall deliver to MBIA a copy of the disclosure document, if any, circulated with respect to such additional parity bonds.

(e) So long as any of the Outstanding Parity Bonds sold to the SRF Program (as defined in Ordinance No. 05-35, as amended) are outstanding, (i) the City obtains the consent of the Indiana Finance Authority, (ii) the City has faithfully performed and is in compliance with each of its obligations, agreements and covenants contained in the Financial Assistance Agreement and this ordinance, and (iii) the City is in compliance with its National Pollutant Discharge Elimination System permits, except for non-compliance for which purpose the bonds are issued, including refunding bonds issued prior to, but part of the overall plan to eliminate such non-compliance.

Section 19. Further Covenants.

For the purpose of further safeguarding the interests of the holders of the Bonds, it is specifically provided as follows:

(a) So long as any of the Bonds are outstanding, the City shall at all times maintain its sewage works in good condition and operate the same in an efficient manner and at a reasonable cost.

(b) So long as any of the Bonds are outstanding, the City shall maintain insurance on the insurable parts of the system, of a kind and in an amount such as is usually carried by private corporations engaged in a similar type of business. All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State of Indiana. As an alternative to maintaining such insurance, the City may maintain a self-insurance program with catastrophic or similar coverage so long as such program meets the requirements of any applicable laws or regulations and is maintained in a manner consistent with programs maintained by similarly situated municipalities. All insurance or self-insurance proceeds shall be used either in replacing or restoring the property destroyed or damaged, or shall be deposited in the Sinking Fund.

(c) So long as any of the Bonds are outstanding, the City shall not mortgage, pledge or otherwise encumber the property and plant of its sewage works system, or any part thereof, and shall not sell, lease or otherwise dispose of any part of the same, excepting only such machinery, equipment or other property as may be replaced, or shall no longer be necessary for use in connection with said utility, and so long as any Outstanding Parity Bonds sold to the SRF Program are outstanding, the City shall obtain the prior written consent of the Indiana Finance Authority.

(d) So long as any of the Outstanding Parity Bonds sold to the SRF Program are outstanding, the City shall not borrow any money, enter into any contract or agreement or incur any other liabilities in connection with the sewage works, other than for normal operating expenditures, without the prior written consent of the Indiana Finance Authority if such undertaking would involve, commit or use the revenues of the sewage works.

(e) Except as hereinbefore provided in Section 18 hereof, so long as any of the Bonds are outstanding, no additional bonds or other obligations pledging any portion of the revenues of said sewage works shall be authorized, executed, or issued by the City except such as shall be made subordinate and junior in all respects to the Bonds, unless all of the Bonds are redeemed, retired or defeased pursuant to Section 17 hereof coincidentally with the delivery of such additional bonds or other obligations.

(f) The City shall take all actions or proceedings necessary and proper, to the extent permitted by law, to require connection of all property where liquid and solid waste, sewage, night soil or industrial waste is produced with available sanitary sewers. The City shall, insofar as possible, and to the extent permitted by law, cause all such sanitary sewers to be connected with said sewage works.

(g) The provisions of this ordinance shall constitute a contract by and between the City and the owners of the Bonds, and after the issuance of said Bonds, this ordinance shall not be repealed or amended in any respect which will adversely affect the rights of the owners of said Bonds nor shall the Common Council adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners so long as any of said Bonds or the interest thereon remain unpaid. Except for the changes set forth in Section 22 (a)-(g), this ordinance may be amended, however, without the consent of Bond owners, if the Common Council determines, in its sole discretion, that such amendment would not adversely affect the owners of the Bonds.

(h) The provisions of this ordinance shall be construed to create a trust in the proceeds of the sale of the Bonds for the uses and purposes herein set forth, and the owners of the Bonds shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this ordinance and of said governing Act. The provisions of this ordinance shall also be construed to create a trust in the portion of the Net Revenues herein directed to be set apart and paid into the Sinking Fund for the uses and purposes of said fund as in this ordinance set forth. The owners of said Bonds shall have all of the rights, remedies and privileges set forth in the provisions of the governing Act, including the right to have a receiver appointed to administer the sewage works, in the event the City shall fail or refuse to fix and collect sufficient rates and charges for those purposes, or shall fail or refuse to operate and maintain said system and to apply properly the revenues derived from the operation thereof, or if there be a default in the payment of the interest on or principal of the Bonds.

(i) If the City shall fail to repay any amounts owing to Ambac under the 2000 Guaranty Agreement or the provider of a surety bond with respect to the Bonds under the agreement regarding such surety bond, Ambac or such other provider of a surety bond, as the case may be, shall be entitled to exercise any and all remedies available at law other than (i) acceleration of the maturity of the Outstanding Parity Bonds or Bonds or (ii) remedies which would adversely affect the holders of the Outstanding Parity Bonds or the Bonds.

(j) This ordinance shall not be discharged until all amounts owing under the 2000 Guaranty Agreement, the 2003 Guaranty Agreement, or any other agreement respecting a surety bond issued in connection with the Bonds shall have been paid in full.

Section 20. Investment of Funds.

The Controller is hereby authorized to invest moneys pursuant to IC 5-1-14-3 and the provisions of this ordinance (subject to applicable requirements of federal law to insure such yield is the then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the Bonds under federal law. The Controller shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts continued, created or referenced herein. In order to comply with the provisions of the ordinance, the Controller is hereby authorized and directed to employ consultants or

attorneys from time to time to advise the City as to requirements of federal law to preserve the tax exclusion. The Controller may pay any such fees as operating expenses of the sewage works.

Section 21. Tax Covenants.

In order to preserve the exclusion of interest on the Bonds from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as existing on the date of issuance of the Bonds (the "Code") and as an inducement to purchasers of the Bonds, the City represents, covenants and agrees that:

(a) The sewage works will be available for use by members of the general public. Use by a member of the general public means use by natural persons not engaged in a trade or business. No person or entity other than the City or another state or local governmental unit will use more than 10% of the proceeds of the Bonds or property financed by the Bond proceeds other than as a member of the general public. No person or entity other than the City or another state or local governmental unit will own property financed by Bond proceeds or will have any actual or beneficial use of such property pursuant to a lease, a management or incentive payment contract, arrangements such as take-or-pay or output contracts or any other type of arrangement that conveys other special legal entitlements and differentiates that person's or entity's use of such property from use by the general public, unless such uses in the aggregate relate to no more than 10% of the proceeds of the Bonds. If the City enters into a management contract for the sewage works, the terms of the contract will comply with IRS Revenue Procedure 97-13, as it may be amended, supplemented or superseded for time to time, so that the contract will not give rise to private business use under the Code and the Regulations, unless such use in aggregate relates to no more than 10% of the proceeds of the Bonds.

(b) No more than 10% of the principal of or interest on the Bonds is (under the terms of the Bonds, this ordinance or any underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for any private business use or payments in respect of any private business use or payments in respect of such property or to be derived from payments (whether or not to the City) in respect of such property or borrowed money used or to be used for a private business use.

(c) No more than 5% of the Bond proceeds will be loaned to any person or entity other than another state or local governmental unit. No more than 5% of the Bond proceeds will be transferred, directly or indirectly, or deemed transferred to a nongovernmental person in any manner that would in substance constitute a loan of the Bond proceeds.

(d) The City reasonably expects, as of the date hereof, that the Bonds will not meet either the private business use test described in paragraphs (a) and (b) above or the private loan test described in paragraph (c) above during the entire term of the Bonds.

(e) No more than 5% of the proceeds of the Bonds will be attributable to private business use as described in (a) and private security or payments described in (b) attributable to unrelated or disproportionate private business use. For this purpose, the private business use test is applied by taking into account only use that is not related to any government use of proceeds of the issue (Unrelated Use) and use that is related but disproportionate to any governmental use of those proceeds (Disproportionate Use).

(f) The City will not take any action nor fail to take any action with respect to the Bonds that would result in the loss of the exclusion from gross income for federal tax purposes on the Bonds pursuant to Section 103 of the Code, nor will the City act in any other manner which would adversely affect such exclusion. The City covenants and agrees not to enter into any contracts or arrangements which would cause the Bonds to be treated as private activity bonds under Section 141 of the Code.

(g) It shall not be an event of default under this ordinance if the interest on any Bond is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the Bonds.

(h) These covenants are based solely on current law in effect and in existence on the date of delivery of such Bonds.

(i) The City represents that, if necessary, it will rebate any arbitrage profits to the United States of America in accordance with the Code.

(j) The City represents that:

(1) The Bonds are not private activity bonds as defined in Section 141 of the Code;

(2) The City hereby designates the Bonds as qualified tax-exempt obligations for purposes of Section 265(b) of the Code;

(3) The reasonably anticipated amount of qualified tax-exempt obligations (including qualified 501 (c)(3) obligations and tax-exempt leases but excluding other private activity bonds) which will be issued by the City, and all entities subordinate to the City during 2010 does not exceed \$30,000,000; and

(4) The City will not designate more than \$30,000,000 of qualified tax-exempt obligations during 2010.

Therefore, the Bonds qualify for the exception in the Code from the disallowance of 100% of the deduction by financial institutions of interest expense allocable to newly acquired tax-exempt obligations.

Section 22. Amendments with Consent of Bondholders.

Subject to the terms and provisions contained in this Section and Section 19(g), 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 issued pursuant to this ordinance and then outstanding shall have the right, from time to time, anything contained in this ordinance to the contrary notwithstanding, 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 issued pursuant to this ordinance; or
- (b) A reduction in the principal amount of any Bond or the redemption premium or the rate of interest thereon; or
- (c) The creation of a lien upon or a pledge of the revenues of the sewage works ranking prior to the pledge thereof created by this ordinance; or
- (d) A preference or priority of any Bond or Bonds issued pursuant to this ordinance over any other Bond or Bonds issued pursuant to the provisions of this ordinance; or
- (e) A reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance; or
- (f) A reduction in the Reserve Requirement; or
- (g) The extension of mandatory sinking fund redemption dates, if any.

If the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the Bonds outstanding at the time of adoption of such supplemental ordinance shall have consented to and approved the adoption thereof by written instrument to be maintained on file in the office of the Controller of the City, no owner of any Bond issued pursuant to this

ordinance 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 issued pursuant to the provisions of this ordinance 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 authorized by this ordinance, 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 issued pursuant to this ordinance then outstanding.

Section 23. Tax Exemption.

Notwithstanding any other provisions of this ordinance, the covenants and authorizations contained in this ordinance (the “Tax Sections”) which are designed to preserve the exclusion of interest on the Bonds from gross income under federal law (the “Tax Exemption”) need not be complied with if the City receives an opinion of nationally recognized bond counsel that any Tax Section is unnecessary to preserve the Tax Exemption.

Section 24. Continuing Disclosure.

In order for the Underwriter of the Bonds to comply with the SEC Rule, the Mayor and the Controller are hereby authorized to execute and deliver an agreement by the City to comply with the requirements of a continuing disclosure undertaking by the City pursuant to subsection (b)(5) of the SEC Rule, and any amendments thereto from time to time (the “Continuing Disclosure Agreement”). The City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. The substantially final form of Continuing Disclosure Agreement attached hereto as Exhibit C and incorporated herein by reference is hereby approved and the Mayor and Controller are authorized to execute the same and to approve such changes in form or substance thereto which are consistent with the terms of this ordinance, such changes to be conclusively evidenced by the execution thereof.

Section 25. Conflicting Ordinances.

All ordinances and parts of ordinances in conflict herewith, except the ordinances authorizing the Outstanding Parity Bonds, are hereby repealed; provided, however, that this ordinance shall not be construed as adversely affecting the rights of the owners of the Outstanding Parity Bonds or the Refunded Bonds.

Section 26. Headings.

The headings or titles of the several sections of this ordinance shall be solely for convenience or reference and shall not affect the meaning, construction or effect of this ordinance.

Section 27. Effective Date.

This ordinance shall be in full force and effect from and after its passage and signing by the Mayor.

PASSED AND ADOPTED by the Common Council of the City of Bloomington, Monroe County, Indiana, upon this _____ day of January, 2010.

, 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 _____ day of January, 2010.

REGINA MOORE, Clerk
City of Bloomington

SIGNED and APPROVED by me upon this _____ day of January, 2010.

MARK KRUZAN, Mayor
City of Bloomington

Synopsis

This Ordinance approves the issuance and sale of refunding revenue bonds by the City and on behalf of the City of Bloomington to refund its 1999 Sewage Works Revenue Bonds of 1999, Series A. The purpose is to provide a savings to the City through a reduction in interest payments on the bonds.

EXHIBIT A

Form of Bond Purchase Agreement

CITY OF BLOOMINGTON, INDIANA

\$ _____
SEWAGE WORKS REFUNDING REVENUE BONDS, SERIES 2010

BOND PURCHASE AGREEMENT

January ____, 2010

The Members of the Common Council
City Hall
401 North Morton Street, P.O. Box 100
Bloomington, IN 47402

Dear Members of the Common Council:

The undersigned, J.J.B. Hilliard, W.L. Lyons, LLC (the “Underwriter”), hereby offers to enter into the following agreement with the City of Bloomington, Indiana (the “City”), which, upon acceptance of this offer, will be binding upon the City and the Underwriter. This offer is made subject to acceptance on or before 5:00 P.M. Eastern Standard Time, January ____, 2010.

1. Upon the terms and conditions and upon the basis of the respective representations and covenants hereafter set forth, the Underwriter hereby agrees to purchase from the City, and the City hereby agrees to sell to the Underwriter all, but not less than all, of the \$ _____ in aggregate issued amount of the City of Bloomington, Indiana Sewage Works Refunding Revenue Bonds, Series 2010 (the “Bonds”). The Bonds shall be dated as of the date of delivery, shall mature in such amounts, bear interest at such rates to their stated maturities and be subject to redemption as set forth in **Schedule A** attached hereto and made a part hereof.

2. The initial purchase price of the Bonds shall be \$ _____, which price includes an Underwriter’s discount of \$ _____, and net original issue premium of \$ _____. In addition to such initial purchase prices, if, from the date of execution of this Bond Purchase Agreement, the Bonds are sold by the Underwriter at a price in excess of 100% of the face amount thereof, the Underwriter shall pay the amount of any such excess to the City based upon the original pricing of the Bonds. The initial purchase price, together with the amount of any such excess, shall be referred to herein as the “Purchase Price”. For information purposes only, we calculate the bond yield for the Bonds to be _____%.

3. The Bonds shall be authorized and secured by, and issued under, a Bond Ordinance, adopted by the Common Council of the City on January __, 2010 (the “Bond Ordinance”), drafted by Bose McKinney & Evans LLP, Indianapolis, Indiana, Bond Counsel, and approved by the Underwriter.

4. The City previously authorized a Preliminary Official Statement, prepared for and on behalf of the City, and deemed to be a “nearly final official statement” and other documents to be used in connection with the public offering and sale of the Bonds. The City hereby authorizes an Official Statement, prepared for and on behalf of the City, and other documents to be used in connection with the public offering and sale of the Bonds, and agrees to provide the Underwriter with sufficient copies of the Final Official Statement in accordance with SEC Rule 15c2-12. In addition, the City will enter into a Continuing Disclosure Undertaking Agreement dated as of the date hereof, for the purpose of assisting the Underwriter in complying with subsection (b)(5) of SEC Rule 15c2-12, and as an inducement to the Underwriter to assume its obligations hereunder.

5. The Bonds, registered in the name of Cede & Co., as nominee for The Depository Trust Company (“DTC”) and in such authorized denominations as shall be requested by the Underwriter, shall be delivered to the Underwriter at the offices of Bond Counsel, Bose McKinney & Evans LLP, Indianapolis, Indiana, or at such other location as the Underwriter shall direct, on February __, 2010, at which time the Underwriter agrees to pay the purchase price in full. Such delivery and payment is referred to herein as the “Closing”. If the Underwriter so requests, the City shall make the Bonds available to the Underwriter and/or DTC at least one business day (or such additional days as DTC may require) before the Closing for purposes of inspection. It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bond nor any error in the printing of such numbers shall constitute cause for failure or refusal of the Underwriter to accept delivery of and to make payment for any of the Bonds.

6. The Underwriter shall have the right to cancel its obligation to purchase the Bonds if between the date hereof and the date of Closing, (i)(A) legislation shall be introduced in Congress, or enacted or actively considered for enactment by the Congress, or recommended to the Congress for passage by the President of the United States, or favorably reported for passage to either House of the Congress by any committee of such House, or (B) a decision by a Federal court of the United States or the United States Tax Court shall be rendered, or a ruling or regulation by or on behalf of the Treasury Department of the United States, the Internal Revenue Service or other governmental agency shall be made or proposed with respect to Federal taxation upon revenues or other income to be derived by the City or upon interest on obligations of the general character of the Bonds, or (C) other actions or events shall have occurred or transpired, any of which has the purpose or effect, directly or indirectly, of materially adversely affecting the Federal or Indiana income tax or other Indiana tax consequences of any of the transactions contemplated in connection herewith, and in the reasonable judgment of the Underwriter materially adversely affects the market for the Bonds or the ability of the Underwriter to enforce contracts for the sale of the Bonds at the contemplated offering price, or (ii) there shall exist in the reasonable judgment of the Underwriter any fact, or any event shall have occurred which either (A) makes untrue or incorrect any statement of a material fact or material information contained in the Official Statement, or (B) is not reflected in the Official Statement but should be reflected therein in order to make the statements and information contained therein not misleading in any material respect, or (iii) there shall have occurred any outbreak of hostilities or any national or international calamity or crises, including a financial crisis, the effect of which on the financial markets of the United States being such as would in the reasonable judgment of the

Underwriter materially adversely affect the market for the Bonds or the ability of the Underwriter to enforce contracts for the sale of the Bonds at the contemplated offering price, or (iv) there shall be in force a general suspension of trading on the New York Stock Exchange or a general banking moratorium shall have been declared by Federal, Indiana or New York authorities, the effect of which would, in the reasonable judgment of the Underwriter, materially adversely affect the market for the Bonds or the ability of the Underwriter to enforce contracts for the sale of the Bonds at the contemplated offering prices, or (v) there shall have occurred, since the date hereof, any material adverse change in the affairs of the City from that reflected in the financial statements of the City contained in the Official Statement.

7. The City hereby represents and warrants to the Underwriter that:

(a) It is authorized by law to enter into this Bond Purchase Agreement and the documents herein referred to and to perform all of its obligations to consummate the transactions contemplated hereby and thereby;

(b) The information contained in the Official Statement as of the Closing will be complete and correct in all material respects and does not and will not contain any untrue statement of a material fact and does not and will not omit a material fact required or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and

(c) The City has not been in default as to principal and interest payments on any securities at any time after December 31, 1975.

The City agrees that it shall take all necessary action to authorize the execution and delivery of, and shall execute and deliver the Bonds, the Bond Ordinance and any and all other agreements, certificates, and documents as may be required to consummate the transactions contemplated hereby and by the Official Statement.

Any certificate signed by an authorized officer of the City and delivered to the Underwriter shall be deemed a representation and warranty by the City to the Underwriter as to statements made therein.

8. The Underwriter hereby represents and warrants to the City as follows:

(a) The Underwriter has been duly authorized to execute this Bond Purchase Agreement, and to carry out the terms of this Bond Purchase Agreement.

(b) In the event that, from and after the date of execution of this Bond Purchase Agreement, the Underwriter sells any Bond for a price in excess of the face amount thereof, the full amount of any such excess shall be paid to the City as part of the Purchase Price, as set forth in paragraph 2 hereof.

9. The obligations of the Underwriter hereunder shall be subject to:
- (a) The performance by the City of its obligations to be performed hereunder at and prior to the Closing;
 - (b) The accuracy of the warranties and representations of the City, and
 - (c) Delivery to the Underwriter of executed counterparts of the following documents in such number as shall be reasonably required and in form and substance satisfactory to the Underwriter:
 - (1) The Bond Ordinance.
 - (2) The unqualified approving opinion of Bond Counsel in customary market form, dated the date of Closing, relating to the due authorizations, execution, and delivery of the Bond Ordinance, the Bonds (and any documents relating to the issuance and security therefor), the tax-exempt status of interest on the Bonds for Federal income tax purposes, and such other matters as are customarily provided in such opinions.
 - (3) Evidence that Standard and Poor's Ratings Services has assigned a rating of "_____" to the Bonds.
 - (4) The Continuing Disclosure Undertaking Agreement executed by the City, dated as of the date hereof.
 - (5) Such additional legal opinions, bonds, proceedings, and such other documents, including references to the provisions of the Internal Revenue Code of 1986, as amended, as Bond Counsel or the Underwriter may reasonably request to evidence compliance by the City with legal requirements, the truth and accuracy of their representations herein, the accuracy and completeness of the Official Statement as of the Closing and the due performance or satisfaction by the City at or prior to the Closing of all agreements then to be performed and all conditions then to be satisfied by the City.

10. Incident to the issuance of the Bonds, and whether the Bonds are delivered to the Underwriter or not, the Underwriter agrees to pay the expenses of forming and managing a national selling group, the fees of any counsel retained by the Underwriter, any advertising in connection with selling the Bonds, the costs of registering the Bonds or confirming exceptions from registration in any jurisdiction and the costs of preparing Blue Sky and Legal Investment Memoranda, MSRB fees and other out-of-pocket expenses. The City shall pay, or cause to be paid, from the proceeds of the sale of the Bonds the fees and disbursements of Bond Counsel, counsel to the City, financial advisor/verification agent to the City, the cost of preparing, printing and distribution of the Preliminary Official Statement and the Final Official Statement, the fees of the rating agencies, the cost of printing and delivery of definitive Bonds, the cost of CUSIP

numbers, DTC/Midwest charges and the costs and expenses of the issuance and delivery of the Bonds.

11. All representations, warranties, and agreements of the City shall remain in full force and effect regardless of any investigations made by or on behalf of the Underwriter and shall survive the Closing.

12. No recourse under or upon any obligatory covenant or agreement contained in this Bond Purchase Agreement or to be implied therefrom shall be had against any officer, trustee, employees agent or representative of the City; and no personal liability whatsoever shall attach to or be incurred by the present or any future officers, trustees, employees, agents or representatives of the City by reason of any of the obligations, covenants or agreements contained or this Bond Purchase Agreement, or to be implied therefrom.

13. Any notice or other communication to be given to the City shall be given by delivering the same in writing at the address set forth above and any notice or other communication to be given to the Underwriter shall be given in writing to J.J.B. Hilliard, W.L. Lyons, LLC, 14390 Clay Terrace Boulevard, Suite 241, Carmel, IN 46032.

This Bond Purchase Agreement is made solely for the benefit of the parties hereto, and no other person, including any holders of the Bonds, shall acquire or have any right hereunder or by virtue hereof.

The approval and acceptance of this offer by the City, as evidenced by the execution of the acceptance clause below, shall cause this document to constitute a contract for the sale by the City and the purchase by the Underwriter of the herein-described Bonds, subject to and in accordance with the terms and conditions herein outlined and established.

Respectfully submitted,

J.J.B. HILLIARD, W.L. LYONS, LLC, as
Underwriter

By: _____

(Signature Page to Bond Purchase Agreement)

Accepted by the City of Bloomington, Indiana, this ____ day of January, 2010.

CITY OF BLOOMINGTON, INDIANA

By: _____
Mark Kruzan, Mayor

By: _____
Mike Trexler, Controller

SCHEDULE A

Designation: City of Bloomington, Indiana
Sewage Works Refunding Revenue Bonds, Series 2010

Principal Amount: \$_____

Dated: February ___, 2010

Maturities and Interest Rates: Maturing annually on January 1, with interest payable semiannually on January 1 and July 1 of each year, commencing July 1, 2010, in the years and amounts and with interest rates, as shown below

Series 2010 Bonds

<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Price</u>
01/15/2011	\$	%	%
01/15/2012			
01/15/2013			
01/15/2014			
01/15/2015			
01/15/2016			
01/15/2017			

Optional Redemption: The Bonds of this issue maturing on January 1, 20___, and thereafter, are redeemable at the option of the City on January 1, 20___, or any date thereafter, on thirty (30) days' notice, in whole or in part, in the order of maturity as determined by the City and by lot within a maturity, at face value together with the following premiums:

___% if redeemed on January 1, 20___ or thereafter
on or before December 31, 20___;

___% if redeemed on January 1, 20___ or thereafter
on or before December 31, 20___;

0% if redeemed on January 1, 20___, or thereafter
prior to maturity;

plus in each case accrued interest to the date fixed for redemption.

EXHIBIT B

Form of Escrow Agreement

ESCROW AGREEMENT

BETWEEN

THE

CITY OF BLOOMINGTON, INDIANA,

AND

As Escrow Trustee

SEWAGE WORKS REFUNDING REVENUE BONDS, SERIES 2010

Dated February ____, 2010

ESCROW AGREEMENT

This agreement (the "Escrow Agreement") made and entered into as of February __, 2010, by and between the City of Bloomington, Indiana (the "City"), and _____ (the "Escrow Trustee"), a national banking association organized under the laws of the United States of America, having its principal corporate trust office in Indianapolis, Indiana, as Escrow Trustee under this Escrow Agreement with the City.

WITNESSETH

WHEREAS, Indiana Code, Title 5, Article 1, Chapter 5 (the "Act"), has been enacted by the legislature of the State of Indiana; and

WHEREAS, the Act declares that the refunding of bonds to effect a savings for the City or to relieve the City of restrictive covenants which impede additional financings and the issuance of refunding bonds to accomplish the refunding constitute a public purpose; and

WHEREAS, the Act provides that the proceeds of the refunding bonds may be secured by a trust agreement between the City and a corporate trustee; and

WHEREAS, the execution and delivery of this Escrow Agreement has been in all respects duly and validly authorized by Ordinance No. _____ duly passed and adopted by the Common Council of the City on January __, 2010 (the "Ordinance"); and

WHEREAS, the City has heretofore issued, pursuant to Ordinance No. 98-30 adopted by the Common Council of the City on September 9, 1998 (the "1998 Ordinance"), its Sewage Works Revenue Bonds of 1999, Series A, dated May 1, 1999, in the total amount of \$8,200,000, of which \$6,445,000 in principal amount is now outstanding (the "Refunded Bonds"); and

WHEREAS, the City has concurrently with the execution and delivery of this Escrow Agreement, executed, issued and delivered pursuant to the Ordinance, its Sewage Works Refunding Bonds, Series 2010 (the "2010 Bonds") in the principal amount of \$_____, and the City has deposited with the Escrow Trustee (a) certain hereinafter described securities or evidences thereof in the amount of \$_____ (the "Government Obligations") purchased from proceeds of the Bonds in the amount of \$_____ and (b) cash in the amount of \$_____ funded from proceeds of the 2010 Bonds (the "Cash Requirement"), in a total amount sufficient to pay the Refunded Bonds from the date of delivery of the 2010 Bonds to March __, 2010, the earliest redemption date of the Refunded Bonds, with accrued interest to such date and redemption premium;

NOW THEREFORE, THIS AGREEMENT WITNESSETH: That in order to secure the payment of the principal of and interest and redemption premium on the Refunded Bonds according to their tenor, purport and effect, and in order to secure the performance and

observance of all the covenants and conditions herein and in the Refunded Bonds and 2010 Bonds, and for and in consideration of the mutual covenants herein contained, and of the acceptance by the Escrow Trustee of the trust hereby created, the City has executed and delivered this Escrow Agreement.

TO HAVE AND TO HOLD the same unto the Escrow Trustee, and its successor or successors and its or their assigns forever;

IN TRUST, NEVERTHELESS, upon the terms and trusts herein set forth, to secure the payment of the Refunded Bonds, the interest payable thereon and redemption premium, and to secure also the observance and performance of all the terms, provisions, covenants and conditions of this Escrow Agreement, and for the equal and ratable benefit and security of all and singular the owners of all Refunded Bonds without preference, priority or distinction as to lien or otherwise of any one Refunded Bond or as between principal and interest; and it is hereby mutually covenanted and agreed that the terms and conditions upon which the Refunded Bonds are to be paid, and a portion of the proceeds of the 2010 Bonds invested, and the trusts and conditions upon which the pledged Government Obligations and Cash Requirement are to be held and disbursed, are as follows:

1. The Escrow Trustee acknowledges receipt from the City of the Government Obligations, as set forth in Exhibit A attached hereto, together with the Cash Requirement, to be applied on the principal of, interest on and redemption premium for the Refunded Bonds in accordance with the schedule set forth in Exhibit B attached hereto. The Government Obligations have been deposited with the Escrow Trustee and will bear interest at such rates and will mature at such times and in such amounts so that, when paid according to their respective terms, together with the Cash Requirement, sufficient moneys will be available for the payment of principal of, interest on and redemption premium for the Refunded Bonds until March __, 2010, the earliest date upon which the Refunded Bonds may be called for redemption, and the cost of redeeming the Refunded Bonds at a redemption price of 101% of principal amount.

2. (a) A Trust Account is created hereby for the Refunded Bonds (the "Trust Account"). For purposes of securing payment for the Refunded Bonds, the Government Obligations and the Cash Requirement set forth on Exhibit A will be held in trust by the Escrow Trustee in the Trust Account and such Government Obligations on deposit with the Escrow Trustee, including interest to be earned thereon, together with the Cash Requirement, are pledged solely and irrevocably for the benefit of the owners of the Refunded Bonds. Pursuant to this Section, the City irrevocably instructs the Escrow Trustee to duly call the Refunded Bonds on or before February __, 2010 for redemption on March __, 2010, and the Escrow Trustee hereby agrees to follow this instruction.

(b) The Escrow Trustee and the City agree to redeem on March __, 2010, all outstanding Refunded Bonds due on January 1, 2011 and thereafter. The Escrow Trustee shall complete the notice attached as Exhibit C and mail the notice to all registered owners of the Refunded Bonds at least thirty (30) days prior to March __, 2010, substantially in the form

attached to this Escrow Agreement as Exhibit C. The Escrow Trustee serves as the paying agent for the Refunded Bonds and shall effectuate timely payments under this Escrow Agreement.

(c) Any balance remaining in the Trust Account after payment of all the Refunded Bonds shall be deposited with the City and used by the City to pay debt service on the 2010 Bonds.

(d) The mathematical calculations of the adequacy of the Trust Account to fully provide for all payments enumerated in this Escrow Agreement will be computed at the time of delivery of the 2010 Bonds by London Witte Group LLC (the “Verification Report”).

3. The City covenants that the proceeds from the sale of 2010 Bonds, any moneys attributable to the proceeds of the 2010 Bonds or the Refunded Bonds, amounts received from the investment of the proceeds of the 2010 Bonds, any other amounts treated as proceeds of the 2010 Bonds under the applicable provisions of the Internal Revenue Code of 1986 as existing on the date of the issuance of the 2010 Bonds (the “Code”), to the extent applicable to the 2010 Bonds or held in funds or accounts under the 1998 Ordinance or the Ordinance, shall not be invested or otherwise used in a manner which would cause the 2010 Bonds to be “arbitrage bonds” within the meaning of the Code and the regulations and rulings promulgated thereunder.

4. The Escrow Trustee hereby accepts the trusts imposed upon it by this Escrow Agreement and agrees to perform these trusts as a corporate trustee ordinarily would perform such trusts under a corporate indenture. The Escrow Trustee may execute any of the trusts or powers hereof and perform any of its duties by or through attorneys, agents, receivers or employees but shall not be answerable for the conduct of the same if appointed in accordance with the standard specified above, and shall be entitled to advice of counsel concerning all compensation to all such attorneys, certified public accountants, agents, receivers and employees as may reasonably be employed in connection with the trusts hereof. The Escrow Trustee may act upon the opinion or advice of any attorney (who may be the attorney or attorneys for the City). The Escrow Trustee shall not be responsible for any loss or damage resulting from any action or non-action in good faith in reliance upon such opinion or advice.

The Escrow Trustee shall be entitled to payment and/or reimbursement in accordance with the schedule attached hereto as Exhibit D in connection with services under this Escrow Agreement including costs incurred under the preceding paragraph. Such fees shall not constitute a lien against the Trust Account. If, after the Refunded Bonds are paid, there are insufficient funds to pay such fees, the City is responsible for the payment of such Escrow Trustee fees and paying agent fees.

5. The Escrow Trustee shall have the power to sell, transfer, request the redemption or otherwise dispose of some or all of the Government Obligations in the Trust Account and to substitute other Government Obligations of equal or greater security identified in the Verification Report therefor provided that the Escrow Trustee shall receive (i) the unqualified opinion of nationally recognized municipal bond attorneys prior to any such actions to the effect that such

disposition and substitution would not cause any of the Refunded Bonds or the 2010 Bonds to be an “arbitrage bond” within the meaning of Section 148 of the Code, or any other regulations and rulings to the extent applicable to the Refunded Bonds of the 2010 Bonds; and (ii) the unqualified opinion of a certified public accountant or a firm of certified public accountants to the effect that such disposition and substitution shall not reduce the sufficiency and adequacy of the Trust Account to fully provide for all payments enumerated in this Escrow Agreement.

6. This Escrow Agreement is made for the benefit of the City and the holders from time to time of the Refunded Bonds, and it shall not be repealed, revoked, altered or amended without the written consent of all such holders, the Escrow Trustee and the City, provided, however, that the City and the Escrow Trustee may, without the consent of, or notice to, such holders, amend this Escrow Agreement or enter into such agreements supplemental to this Escrow Agreement, in their sole judgment and discretion, as shall not materially adversely affect the rights of such holders, for any one or more of the following purposes: (i) to cure any ambiguity or formal defect or omission in this Escrow Agreement; (ii) to grant to, or confer upon, the Escrow Trustee for the benefit of the holders of the Refunded Bonds, any additional rights, remedies, powers, security or authority that may lawfully be granted to, or conferred upon, such holders or the Escrow Trustee; and (iii) to include under this Escrow Agreement additional funds, securities or properties.

7. If any one or more of the covenants or agreements provided in this Escrow Agreement on the part of the City or the Escrow Trustee to be performed should be determined by a court of competent jurisdiction to be contrary to law, such covenants or agreements shall be null and void and shall be deemed separate from the remaining covenants and agreements herein contained and shall in no way affect the validity of the remaining provisions of this Escrow Agreement.

8. This Escrow Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

9. This Escrow Agreement shall be construed and enforced under the laws of the State of Indiana, without regard to conflict of law principles.

10. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Escrow Agreement, shall be a legal holiday or a day on which banking institutions in the city in which is located the principal office of the Escrow Trustee are authorized by law to remain 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 authorized to remain closed, with the same force and effect as if done on the nominal date provided in this Escrow Agreement, and no interest shall accrue for the period after such nominal date.

11. This Escrow Agreement shall not be assigned by the Escrow Trustee or any successor thereto without the prior written consent of the City.

IN WITNESS WHEREOF, the parties hereto have caused this Escrow Agreement to be executed for and on their behalf the day and year first hereinabove written.

CITY OF BLOOMINGTON, INDIANA

Mark Kruzan, Mayor

Mike Trexler, Controller

[SEAL]

By: _____

Printed: _____

Title: _____

Attest:

By: _____

EXHIBIT A

Attached to and made a part of the
Escrow Agreement executed by the
City of Bloomington, Indiana and
_____ as Escrow Trustee
Dated February __, 2010

SCHEDULE OF GOVERNMENT OBLIGATIONS

<u>Type</u>	<u>Maturity Date</u>	<u>Amount</u>	<u>Coupon Rate</u>
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Cash in the amount of \$_____

EXHIBIT B

PAYMENT OF PRINCIPAL AND INTEREST
ON REFUNDED BONDS

<u>Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Redemption Premium</u>	<u>Total Payment</u>
03/__/2010	\$6,445,000.00	\$	\$64,450.00	\$

EXHIBIT C

**NOTICE OF REDEMPTION TO THE HOLDERS OF THE
CITY OF BLOOMINGTON
SEWAGE WORKS REVENUE BONDS OF 1999, SERIES A**

NOTICE IS HEREBY GIVEN to the registered owners of the Six Million Four Hundred Forty-Five Thousand Dollars (\$6,445,000) in aggregate principal amount of Sewage Works Revenue Bonds of 1999, Series A, of the City of Bloomington, Indiana, dated May 1, 1999, and maturing annually on January 1, 2011 through January 1, 2029, inclusive (the "Bonds"), that the Bonds will be redeemed on March __, 2010, at the price of one hundred one percent (101%) of the par amount thereof (the "Redemption Price"), plus accrued and unpaid interest to March __, 2010.

Payment of the Redemption Price of and accrued interest on the Bonds will be made upon presentation and surrender of the Bonds at the corporate trust operations office of _____.

The Bonds will cease to bear interest on March __, 2010, whether or not presented for payment on that date.

Dated this __ day of February, 2010.

Mail to registered owners at least thirty (30) days prior to March __, 2010.

EXHIBIT D

ESCROW TRUSTEE FEES

EXHIBIT C

Form of Continuing Disclosure Agreement

CONTINUING DISCLOSURE UNDERTAKING AGREEMENT

This CONTINUING DISCLOSURE UNDERTAKING AGREEMENT (the “Disclosure Agreement”) is executed and delivered by the CITY OF BLOOMINGTON, MONROE COUNTY, INDIANA (the “Obligor” or the “Issuer”), in connection with the issuance of its Sewage Works Refunding Revenue Bonds, Series 2010, in the aggregate principal amount of \$_____ (the “Bonds”). The Bonds are being issued pursuant to Indiana Code 36-9-23 and Indiana Code 5-1-5, each as amended, and Ordinance No. _____, adopted January __, 2010 by the Common Council of the Issuer (the “Ordinance”) (collectively, the “Bond Proceedings”). Pursuant to the Ordinance, the Bonds will be secured by the Net Revenues (as defined in the Ordinance) of the sewage works of the Issuer, on a parity with the Outstanding Parity Bonds (as defined in the Ordinance). The Obligor covenants and agrees as follows:

Section 1. Purpose of the Disclosure Agreement.

a. This Disclosure Agreement is being executed and delivered by the Obligor for the benefit of the Bondholders and the Beneficial Owners and in order to assist the Participating Underwriters in complying with subsection (b)(5) of the Rule.

b. In consideration of the purchase and acceptance of any and all of the Bonds by those who shall hold the same or shall own beneficial ownership interests therein from time to time, this Disclosure Agreement shall be deemed to be and shall constitute a contract between the Obligor and the Bondholders and Beneficial Owners from time to time of the Bonds, and the covenants and agreements herein set forth to be performed on behalf of the Obligor shall be for the benefit of the Bondholders and Beneficial Owners of any and all of the Bonds.

c. The Obligor hereby determines that it will be an obligated person with respect to more than \$10,000,000 in aggregate amount of outstanding municipal securities, including the Bonds and excluding municipal securities that were offered in a transaction exempt pursuant to subsection (d)(1) of the Rule.

Section 2. Definitions. In addition to the definitions set forth in the Bond Proceedings, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined herein, the following capitalized terms shall have the following meanings.

“Annual Report” shall mean any annual report provided by the Obligor pursuant to, and as described in, Section 3 and 4 of this Disclosure Agreement and including (i) the audit of the Obligor prepared biennially by the Indiana State Board of Accounts and (ii) the Annual City and Town Financial Report prepared by the Obligor.

“Beneficial Owner” shall mean any person which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including any person holding Bonds through nominees, depositories or other intermediaries).

“Dissemination Agent” shall mean the Obligor, or any successor Dissemination Agent appointed in writing by the Obligor and which has filed with the Obligor a written acceptance of such appointment.

“EMMA” shall mean the Electronic Municipal Market Access system at www.emma.msrb.org.

“Listed Events” shall mean any of the events listed in Section 5(a) of this Disclosure Agreement.

“MSRB” shall mean the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the 1934 Act. As of the date of this Disclosure Agreement, the address and telephone numbers of the MSRB are as follows:

CDINet
1900 Duke Street, Suite 600
Alexandria, VA 22314
Telephone: 703-797-6600
Fax: 703-683-1930

“National Repository” shall mean any nationally recognized municipal securities information repository for purposes of the Rule. As of the date of this Disclosure Agreement, the sole National Repository approved by the SEC is the MSRB through the EMMA.

“1934 Act” shall mean the Securities Exchange Act of 1934, as amended.

“Official Statement” shall mean the Official Statement for the Bonds dated January __, 2010.

“Participating Underwriters” shall mean J.J.B. Hilliard, W.L. Lyons, LLC.

“Repository” shall mean the National Repository and each State Repository.

“Rule” shall mean Rule 15c2-12 (17 CFR Part 240, §240.15c2-12) promulgated by the SEC pursuant to the 1934 Act, as the same may be amended from time to time, together with all interpretive guidances or other official interpretations or explanations thereof that are promulgated by the SEC.

“SEC” shall mean the United States Securities and Exchange Commission.

“Securities Counsel” shall mean legal counsel expert in federal securities law.

“State” shall mean the State of Indiana.

“State Repository” shall mean any public or private repository or entity designated by the State as a state information depository for the purpose of the Rule and recognized as such by the SEC. As of the date of this Disclosure Agreement, there is no State Repository.

Section 3. Provision of Annual Reports.

a. The Obligor shall provide, or shall cause the Dissemination Agent to provide, to the National Repository and to the State Repository, commencing with the Obligor’s Annual Report for its fiscal year ended December 31, 2009, the most recent Annual Report based on financial information or operating data relating to the Obligor’s most recently completed fiscal year for which such information and data are then available. Such Annual Report shall be consistent with the requirements of Section 4 of this Disclosure Agreement. Not later than fifteen business days after it becomes available, the Obligor shall provide the Annual Report to the Dissemination Agent (if other than the Obligor). In each case, the Annual Report shall clearly indicate the date of its preparation, may be submitted as a single document or as separate documents comprising a package, and may include by specific reference other information as provided in Section 4 of this Disclosure Agreement. Commencing on the date any such Annual Report becomes available and ending on the date the next Annual Report becomes available or such Annual Report is filed with a State Repository that is newly recognized as such by the SEC, such Annual Report shall include all notices of an occurrence of a Listed Event provided during such period pursuant to Section 5 of this Disclosure Agreement. During such period, the Annual Reports and notices of Listed Events can be obtained from:

City of Bloomington, Indiana
City Hall
401 North Morton Street, Suite 240
Bloomington, IN 47402
Attention: Controller
Phone Number: (812)349-3416

Section 3(d)(2) of this Disclosure Agreement shall not be applicable when an Annual Report becomes available and cannot be filed with a State Repository because one does not then exist. If a person requests the Obligor’s Annual Report, such Annual Report shall be provided within sixty (60) days of such request.

b. Not later than one (1) month after the date on which a State Repository is newly recognized as such by the SEC, the Obligor shall provide, or shall cause the Dissemination Agent to provide, the then most recent Annual Report and each subsequent Annual Report to the State Repository, so long as a State Repository is recognized as such by the SEC. Such Annual Report shall be consistent with the requirements of Section 4 of this Disclosure Agreement. Not later than fifteen (15) business days after it becomes available, the Obligor shall provide such Annual Report to the Dissemination Agent (if other than the Obligor). In each case, such Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by specific reference other information as provided in Section 4 of this

Disclosure Agreement. Not later than one (1) month after the date on which a State Repository is no longer recognized as such by the SEC, the Obligor shall provide, or shall cause the Dissemination Agent to provide, the then most recent Annual Report and each subsequent Annual Report to any person who requests it, in accordance with Section 3(a) of this Disclosure Agreement, so long as a State Repository is no longer recognized as such by the SEC.

c. Whenever any Annual Report or portion thereof is filed as described above, it shall be attached to a cover sheet in substantially the form attached as Exhibit A or as otherwise required for submissions filed through the EMMA.

d. The Dissemination Agent shall:

(1) determine each year, prior to the date for providing the Annual Report, the name and address of the State Repository, if any; and (if the Dissemination Agent is other than the Obligor)

(2) file a report with the Obligor certifying that the Annual Report has been provided pursuant to this Disclosure Agreement, stating the date it was provided and listing the State Repository, if any, to which it was provided.

e. In connection with providing the Annual Report, the Dissemination Agent (if other than the Obligor) is not obligated or responsible under this Disclosure Agreement to determine the sufficiency of the content of the Annual Report for purposes of the Rule or any other state or federal securities law, rule, regulation or administrative order.

Section 4. Content of Annual Reports. The Obligor's Annual Report shall contain or include by reference the following:

a. The audited financial statements of the Obligor for its fiscal year or two (2) fiscal years, as may be required by State law, immediately preceding the date such Annual Report becomes available. Such financial statements, however, shall not be included if State law does not require the Obligor to prepare such statements for its immediately preceding fiscal year by the date of availability of the Annual Report for such fiscal year. In that case, unaudited financial statements in the form required to be filed with the State on an annual basis shall be included in the Annual Report.

b. An update of the financial information and operating data relating to the Obligor of the same nature as that contained in the Official Statement under _____.

Any or all of the items listed above may be included by specific reference to other documents that previously have been provided to each of the Repositories or filed with the SEC. Notwithstanding the foregoing, if the document included by reference is a final official statement, it need only be available from the MSRB. The Obligor shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

a. The Obligor covenants to provide, or cause to be provided, notice of the occurrence of any of the following events with respect to the Bonds, if material, in a timely manner and in accordance with the Rule:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions or events affecting the tax-exempt status of the security;
- (7) Modifications to rights of security holders;
- (8) Bond calls;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities; and
- (11) Rating changes.

b. Whenever the Obligor obtains knowledge of the occurrence of a Listed Event, the Obligor shall as soon as possible determine if such Event would be material under applicable federal securities laws. The Obligor covenants that its determination of materiality will be made in conformance with federal securities laws.

c. If the Obligor determines that the occurrence of a Listed Event would be material under applicable federal securities laws, the Obligor shall promptly cause a notice of such occurrence to be filed with the National Repository and with the State Repository, together with a cover sheet in substantially the form attached as Exhibit A. In connection with providing a notice of the occurrence of a Listed Event described above in subsection (a)(9), the Obligor shall include in the notice explicit disclosure as to whether the Bonds have been escrowed to maturity or escrowed to call, as well as appropriate disclosure of the timing of maturity or call.

d. In connection with providing a notice of the occurrence of a Listed Event, the Dissemination Agent (if other than the Obligor), solely in its capacity as such, is not obligated or responsible under this Disclosure Agreement to determine the sufficiency of the content of the notice for purposes of the Rule or any other state or federal securities law, rule, regulation or administrative order.

e. The Obligor acknowledges that the “rating changes” referred to above in subsection (a)(11) may include, without limitation, any change in any rating on the Bonds or other indebtedness for which the Obligor is liable.

f. The Obligor acknowledges that it is not required to provide a notice of a Listed Event with respect to credit enhancement when the credit enhancement is added after the primary offering of the Bonds, the Obligor or the Issuer does not apply for or participate in obtaining such credit enhancement, and such credit enhancement is not described in the Official Statement.

g. As of the date of this Disclosure Agreement, the Listed Events described in subsections (a)(4) and (5) are not applicable to the Bonds.

Section 6. Termination of Reporting Obligation.

a. The Obligor’s obligations under this Disclosure Agreement shall terminate upon the legal defeasance, the prior redemption or the payment in full of all of the Bonds. If the Obligor’s obligation to pay the principal of and interest on the Bonds is assumed in full by some other entity, such entity shall be responsible for compliance with this Disclosure Agreement in the same manner as if it were the Obligor, and the Obligor shall have no further responsibility hereunder.

b. This Disclosure Agreement, or any provision hereof, shall be null and void in the event that the Obligor (i) receives an opinion of Securities Counsel, addressed to the Obligor, to the effect that those portions of the Rule, which require such provisions of this Disclosure Agreement, do not or no longer apply to the Bonds, whether because such portions of the Rule are invalid, have been repealed, amended or modified, or are otherwise deemed to be inapplicable to the Bonds, as shall be specified in such opinion, and (ii) delivers notice to such effect to the National Repository and to the State Repository.

Section 7. Dissemination Agent. The Obligor, from time to time, may appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement and may discharge any such Agent, with or without appointing a successor Dissemination Agent. Except as otherwise provided in this Disclosure Agreement, the Dissemination Agent (if other than Obligor) shall not be responsible in any manner for the content of any notice or report prepared by the Obligor pursuant to this Disclosure Agreement.

Section 8. Amendment; Waiver.

a. Notwithstanding any other provisions of this Disclosure Agreement, this Disclosure Agreement may be amended, and any provision of this Disclosure Agreement may be waived, provided that the following conditions are satisfied:

(1) if the amendment or waiver relates to the provisions of Section 3(a) or (b), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, a change in law or a change in the identity, nature or status of the Obligor, or type of business conducted by the Obligor or in connection with the Project;

(2) this Disclosure Agreement, as so amended or taking into account such waiver, would, in the opinion of Securities Counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(3) the amendment or waiver either (A) is approved by the Bondholders in the same manner as provided in the Ordinance for amendments to the Ordinance with the consent of the Bondholders, or (B) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Bondholders.

b. In the event of any amendment to, or waiver of a provision of, this Disclosure Agreement, the Obligor shall describe such amendment or waiver in the next Annual Report and shall include an explanation of the reason for such amendment or waiver. In particular, if the amendment results in a change to the annual financial information required to be included in the Annual Report pursuant to Section 4 of this Disclosure Agreement, the first Annual Report that contains the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of such change in the type of operating data or financial information being provided. Further, if the annual financial information required to be provided in the Annual Report can no longer be generated because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be included in the first Annual Report that does not include such information.

Section 9. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the Obligor from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the Obligor chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the Obligor shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 10. Failure to Comply. In the event of a failure of the Obligor or the Dissemination Agent (if other than the Obligor) to comply with any provision of this Disclosure

Agreement, any Bondholders or Beneficial Owner may bring an action to obtain specific performance of the obligations of the Obligor or the Dissemination Agent (if other than the Obligor) under this Disclosure Agreement, but no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and any failure to comply with the obligations under this Disclosure Agreement shall not constitute a default with respect to the Bonds or under the Ordinance. Notwithstanding the foregoing, if the alleged failure of the Obligor to comply with this Disclosure Agreement is the inadequacy of the information disclosed pursuant hereto, then the Bondholders and the Beneficial Owners (on whose behalf a Bondholder has not acted with respect to this alleged failure) of not less than twenty percent (20%) of the aggregate principal amount of the then outstanding Bonds must take the actions described above before the Obligor shall be compelled to perform with respect to the adequacy of such information disclosed pursuant to this Disclosure Agreement.

Section 11. Duties of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Agreement.

Section 12. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriters, the Bondholders and the Beneficial Owners, and shall create no rights in any other person or entity.

Section 13. Transmission of Information and Notices. Unless otherwise required by law or this Disclosure Agreement, and, in the sole determination of the Obligor or the Dissemination Agent, as applicable, subject to technical and economic feasibility, the Obligor or the Dissemination Agent, as applicable, shall employ such methods of information and notice transmission as shall be requested or recommended by the herein-designated recipients of such information and notices.

Section 14. Additional Disclosure Obligations. The Obligor acknowledges and understands that other State and federal laws, including, without limitation, the Securities Act of 1933, as amended, and Rule 10b-5 promulgated by the SEC pursuant to the 1934 Act, may apply to the Obligor, and that under some circumstances, compliance with this Disclosure Agreement, without additional disclosures or other action, may not fully discharge all duties and obligations of the Obligor under such laws.

Section 15. Governing Law. This Disclosure Agreement shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Disclosure Agreement shall be instituted in a court of competent jurisdiction in the State. Notwithstanding the foregoing, to the extent this Disclosure Agreement addresses matters of federal securities laws, including the Rule, this Disclosure Agreement shall be construed and interpreted in accordance with such federal securities laws and official interpretations thereof.

Section 16. Severability. If any portion of this Disclosure Agreement is held or deemed to be, or is, invalid, illegal, inoperable or unenforceable, the validity, legality, operability or enforceability of the remaining portions of this Disclosure Agreement shall not be affected, and this Disclosure Agreement shall be construed as if it did not contain such invalid, illegal, inoperable or unenforceable portion.

CITY OF BLOOMINGTON, INDIANA

By: _____
Mark Kruzan, Mayor

ATTEST:

Mike Trexler, Controller

Dated: February ____, 2010

EXHIBIT A

**MUNICIPAL SECONDARY MARKET
DISCLOSURE INFORMATION COVER SHEET**

This cover sheet should be sent with all submissions made to the Municipal Securities Rulemaking Board, Nationally Recognized Municipal Securities Information Repositories, and any applicable State Information Depository pursuant to Securities and Exchange Commission rule 15c2-12 or any analogous state statute.

Issuer's and/or Other Obligated Person's Name: City of Bloomington, Indiana

CUSIP Numbers (attach additional sheet if necessary):

- Nine-digit number(s) to which the information relates:

- Information relates to **all securities** issued by the issuer having the following six-digit numbers(s):

Number of pages of attached information: _____

Description of Material Event Notice / Financial Information (Check One):

- 1. Principal and interest payment delinquencies
- 2. Non-payment related defaults
- 3. Unscheduled draws on debt service reserves reflecting financial difficulties
- 4. Unscheduled draws on credit enhancements reflecting financial difficulties
- 5. Substitution of credit or liquidity providers, or their failure to perform
- 6. Adverse tax opinions or events affecting the tax-exempt status of the security
- 7. Modifications to rights of security holders
- 8. Bond calls
- 9. Defeasances
- 10. Release, substitution, or sale of property securing repayment of the securities
- 11. Rating changes
- 12. Failure to provide annual financial information as required
- 13. Other material event notice (specify)

*14. _____ Financial information: Please check all appropriate boxes:

- CAFR: (a) includes does not include Annual Financial Information
- (b) Audited? Yes No
- Annual Financial Information: Audited? Yes No
- Operating Data

Fiscal Period Covered: _____

*Financial information **should not** be filed with the MSRB.

I hereby represent that I am authorized by the issuer or its agent to distribute this information publicly:

Signature: _____

Name: _____ Title _____

Employer: _____

Address: _____

City, State, Zip Code: _____

Voice Telephone Number: _____

In the Council Chambers of the Showers City Hall on Wednesday, November 18, 2009 at 7:30 pm with Council President Andy Ruff presiding over a Regular Session of the Common Council.

COMMON COUNCIL
REGULAR SESSION
NOVEMBER 18, 2009

Roll Call: Mayer, Piedmont-Smith, Rollo, Ruff, Sandberg, Satterfield, Sturbaum, Volan, Wisler
Absent: none

ROLL CALL

Council President Ruff gave the Agenda Summation

AGENDA SUMMATION

The minutes for Regular Sessions of August 8, 2009 and September 2, 2009 and Special Session October 28, 2009 were approved by a voice vote.

APPROVAL OF MINUTES

Tim Mayer reminded citizens that the next week would be the beginning of a holiday season and encouraged folks that have means to remember those who did not during the season.

REPORTS:
COUNCILMEMBERS

Mike Satterfield reminded citizens of bike and pedestrian safety and wanted folks to be more aware of this. He said he recently saw a bicyclist texting with one hand and steering their bike with the other.

Steve Volan said he was looking forward to introducing a resolution observing the disaster at Bhopal, India on December 3, 1984.

Susan Sandberg announced the Canopy of Lights and Bloomington Pops Orchestra Concerts on the Friday evening after Thanksgiving and encouraged folks to participate.

Isabel Piedmont-Smith noted that she had attended a showing of a documentary entitled "Coal Country" and a CD release party for a CD of the same name of music inspired by the Appalachian Mountains. She said both endeavors were done to build awareness of the mountain top removal of coal which has ravaged the area. She said she was proud to read the Mayor's proclamation at the event, and received a book, Plundering Appalachia, which she said would be placed in the Office of the Mayor. She thanked Andy Mahler, Jason Wilbur and Rich Reardon of Heartwood for their organization of these events. She urged folks to contact representatives in Washington to support two bills that would create the Appalachian Restoration Act that would that would prevent the mining companies from dumping the mountain tops into the streams.

Andy Ruff shared some lyrics from traditional coal mining music and recited the following from Merle Travis's *Dark As A Dungeon*:

..... I hope when I'm gone and the ages shall roll
My body will blacken and turn into coal
Then I'll look from the door of my heavenly home
And pity the miner that's digging my bones

Ruff said he had recently received a report of inequity and economic dysfunction causing social devastation in the country. He said the report from the federal government noted that 25% of all children went hungry last year and read portions of the report based on 2008 data. Ruff said the rest of the report said delinquent mortgages reached an all time high. Ruff juxtaposed this with a report of Wall Street profits being higher than ever. He said that obscene wealth and profiteering when children are going hungry was a desperate call for all of us to come together to shape what our country would be about.

Adam Wason introduced Cynthia Shultz who gave a brief summary of the annual Sustainability Report based on 2008 data. She said that the report was required by statute and tracks and monitors indicators of sustainability. She said this report was expanded to 45 indicators, up from 17 in the previous year's report. She said that the indicators were in the general categories of energy, food, health, housing, job and employment, transportation, water and waste. Other categories (air quality, education, participation in leadership training, recreation and leisure and public safety) were not researched due to limitations of the commission. She outlined recommendations of engaging the community in developing a shared vision of sustainability. She ended by saying that the report was available on line.

MAYOR and CITY OFFICES

- Sustainability Commission Report

Volan asked what difficulties were encountered in comparing Bloomington's statistics to other cities. Shultz did a benchmarking research assessment of other communities of like size and composition to see what they were tracking and added a few more indicators to the Bloomington study. Volan noted that the comparison of peer cities was beyond the scope of this report. Shultz said that was action for the future. Volan said he would like to work with the commission on data gathering of peer cities.

Ruff gave a brief update on the Metropolitan Planning Organization Policy Committee. He noted that there was confusion between the Indiana Department of Transportation and the MPO. He said that there had not been any notification of a problem of inconsistency between the state and local plans. He said local state representatives had been meeting with INDOT officials to better understand the problem and correct it. He said the situation should be clarified by the end of the week. He chastised the Herald Times newspaper for dramatizing the situation and hoped that they would report the outcome accurately.

COUNCIL COMMITTEES

- MPO

George Brooks talked about the Lilly Ledbetter Fair Pay Act of 2009. He spoke of protected activities under the National Labor Relations Act and said that the employer prohibition of sharing pay and working condition information was against federal law. He said that employers who kept workers silent and intimidated led to an uninformed work force that pitted workers against each other, with profits and market shares being of more importance.

PUBLIC INPUT

Juan Carlos Carrasquel from Bloomington Board of Realtors spoke about *Bloomington in Bloom* and provided brochures regarding the competition in June of 2010. He said that America in Bloom was a beautification program, and encouraged both personal and community involvement through the use of flowers, plants, trees and other environmental and lifestyle enhancements. To that end, it also provided educational programs and resources. He asked for help in this project from citizens, and said that more information was available on the internet.

Buff Brown gave a presentation on walkability and parking comparing the Mall, downtown and the Whitehall shopping area. He showed slides of sidewalks, parking situations, and pedestrian pathways in these areas to illustrate good and not-so-good designs for these public areas.

It was moved and seconded that David Harstad be appointed to the Historic Preservation Commission as an advisory member.

BOARD AND COMMISSION APPOINTMENTS

The appointment was approved by voice vote.

It was moved and seconded that Resolution 09-19 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee Do Pass recommendation of 9-0.

It was moved and seconded that Resolution 09-19 be adopted.

Alisa Wood, City of Bloomington Budget and Grants Manager, explained that the city had received a \$400,000 grant. She said the resolution was following a protocol to make sure that the council is aware of the agreement before it is executed between the City and the Indiana Finance Authority.

There were no public comments or council comments on this item.

Resolution 09-19 received a roll call vote of Ayes: 9, Nays: 0.

It was moved and seconded that Ordinance 09-22 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee Do Pass recommendation 5-0-3.

It was moved and seconded that Ordinance 09-22 be adopted.

Eric Greulich, Zoning Planner, outlined the project proposed for the property. He showed slides of prospective lot layouts for the project and also slides of architectural styles that would be used. He said that the petitioner had agreed to make all houses two story and would be built to the Silver Standards in the Green Building Standards. He said the staff and plan commission was supportive of the project.

It was moved and seconded to amend Ordinance 09-22 with Reasonable Condition #1.

Sturbaum explained that the amendment would require that all homes be required to have two stories. He said the public good in the proposal was consistency of form on the B-Line and that one story homes would make it quite different in look. He said it was an important element of the public good of this project.

Reasonable Condition #1 to Ordinance 09-22 received a roll call vote of Ayes: 9, Nays: 0.

Volan asked if the architectural styles would be varied from lot to lot. Greulich said there was nothing from the developer on this issue. Volan asked if there was anything forthcoming. Greulich said the developer would most likely want to vary styles from lot to lot. Volan asked if the project would be developed from one end to the other or if someone could buy a lot in the middle of the development at first. Greulich said the project would most likely be built in phases with the Northern lots built first.

Rollo noted that the change in zoning would be from limited commercial and then asked if residents would have services nearby. Greulich said that there was a wide range of services within walking distance of the project.

There was no public comment on the item.

Volan said he was very interested in the development of the project, and said the development was attractive to him. He said it met density and urban living objectives and would support the ordinance as amended.

Piedmont-Smith said she would support the development and agreed with Volan that it was dense, infill development that was appropriate for

LEGISLATION FOR SECOND READING

Resolution 09-19 Authorize Representatives to Act on Behalf of the City of Bloomington with Respect to Certain Matters Related to Brownfields Financial Assistance to be Awarded by the Indiana Finance Authority

Ordinance 09-22 To Amend the Bloomington Zoning Maps From Commercial Limited (CL) to Planned Unit Development (PUD) and to Adopt the Preliminary Plan for the 1.6 Acres McDoel Station PUD – Re: 223 W. Dodds Street (Bryan White, Petitioner)

Reasonable Condition #1 to Ordinance 09-22. This change to the PUD is sponsored by Council by Councilmember Sturbaum and agreed to by the Petitioner. It requires that all the homes have two stories.

Ordinance 09-22 as amended by Reasonable Condition #1.

the area. She commented that the Green Building standard and the reputation of the developer ensured that the development would be one of quality. She noted, too, the B-line and this development would make the area a little safer.

Ordinance 09-22 as amended by Reasonable Condition #1 (cont'd)

Sturbaum thanked the developer for bringing the project forward and said this was an example of the B-Line creating opportunities for development. He said it would be useful to the residents of the development and the vice versa.

Ordinance 09-22 as amended by Reasonable Condition #1 received a roll call vote of Ayes: 9, Nays: 0

It was moved and seconded that the following legislation be introduced and read by title and synopsis only. Clerk Moore read the legislation by title and synopsis.

LEGISLATION FOR FIRST READING

Appropriation Ordinance 09-11 To Specially Appropriate from the General Fund, Parks General Fund, Risk Management Fund, Fire Pension Fund, and Sanitation Fund Expenditures Not Otherwise Appropriated (Appropriating Various Transfers of Funds within the General Fund and Motor Vehicle & Highway Fund for Police, City Clerk, Public Works, Animal Care & Control, Engineering, Street, and Traffic; Appropriating Funds from the General Fund, Parks General Fund, Wireless Fund, Sanitation Fund, Fire Pension Fund, and Rainy Day Fund for Payroll Needs in All City Departments)

Appropriation Ordinance 09-11

George Brooks returned to the podium to speak about the economic process today. He said that the cause of nearly every economic recession was productivity wage gaps. He said workers were not making enough money to keep the economy going, and that the real estate and financial markets have been the biggest winners. He said the health of the economy should be focusing on affordable health care, housing and workers wages.

PUBLIC INPUT

The meeting was adjourned at 8:48 pm.

ADJOURNMENT

APPROVE:

ATTEST:

Andy Ruff, PRESIDENT
Bloomington Common Council

Regina Moore, CLERK
City of Bloomington

In the Council Chambers of the Showers City Hall on Wednesday, December 16, 2009 at 7:30 pm with Council President Andy Ruff presiding over a Regular Session of the Common Council.

COMMON COUNCIL
REGULAR SESSION
December 16, 2009

Roll Call: Mayer, Piedmont-Smith, Rollo, Ruff, Sandberg, Satterfield, Sturbaum, Wisler
Absent: Volan

ROLL CALL

Council President Ruff gave the Agenda Summation

AGENDA SUMMATION

The minutes of Regular Sessions of April 1, 2009, June 17, 2009, and July 15, 2009 were approved by a voice vote after minor corrections were made.

APPROVAL OF MINUTES

Tim Mayer wished everyone a Happy Holiday. He asked that folks remember those less fortunate citizens in the upcoming season, and asked them to remember the pets in our community as well. He thanked the Street Department for their work on a recent snowy day; he thanked the Utilities Department for their work on a recent major water main break. Mayer thanked Bill Stuebe for his work on the Plan Commission as he was leaving that body after many years of service.

REPORTS:
COUNCILMEMBERS

Andy Ruff thanked community members for what they've contributed to improving the outlook for our community, state and nation in 2010.

There were no reports at this meeting.

MAYOR and CITY OFFICES

It was moved and seconded that the rules be suspended to take up an item not on the agenda.

The motion received a roll call vote of Ayes: 8, Nays: 0.

COUNCIL COMMITTEES

- Council Internal Work Session schedule for first quarter of 2010.

It was moved and seconded that the council adopt the Council Internal Work Session Schedule for the first quarter of 2010 without a specific start time.

It was moved and seconded that the schedule be amended to have all work sessions start at noon.

The amended start time received a roll call vote of Ayes 5 (Wisler, Sandberg, Piedmont-Smith, Ruff, Sturbaum), Nays: 3 (Rollo, Mayer, Satterfield)

The motion to adopt the council internal work sessions for the first quarter of 2010, with the starting time of noon, received a roll call vote of Ayes: 7, Nays: 1 (Rollo).

Gabe Rivera asked that people support the initiative of ending the war on drugs and that tax money not be used to fund drug prohibition in Bloomington.

PUBLIC INPUT

Buff Brown gave a presentation on parking and referred to new paradigms in parking policy that valued the ideas that oversupply of parking is harmful, publically owned shared parking is good, users paying for parking is good, and parking maximums should be based on form and mode. He said that analysis was needed to balance these items.

Ray Jordan identified himself as homeless and told of problems of harassment he had in sleeping in his car (with his dog) in a city lot. He asked that it be known that homeless persons should not be treated unkindly just because they are homeless.

It was moved and seconded that Mary Tourner be appointed to the MLK, Jr. Birthday Commission. The appointment was approved by voice vote.

BOARD AND COMMISSION APPOINTMENTS

It was moved and seconded that Patricia Marvin be appointed to the Hispanic and Latino Commission. The appointment was approved by voice vote.

It was moved and seconded that Resolution 09-22 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee recommendation of do pass 8-0-0.

LEGISLATION FOR SECOND READING

It was moved and seconded that Resolution 09-22 be adopted.

Resolution 09-22 To Approve the Interlocal Agreement Between Monroe County and the City of Bloomington for Animal Shelter Operation for the Year 2010

Laurie Ringquist, Director of Animal Care and Control, noted that the agreement was a routine item for approval. She said that there had not yet been an agreement with the Town of Ellettsville to join into this agreement, but that Monroe County was paying the portion of the agreement that Ellettsville usually paid. She said that this agreement was between the City of Bloomington and Monroe County only. She added that the amount was down slightly down from the previous year because the portion of animals coming from the county areas was lower. She noted that Volan had asked how long the agreement had been in effect and Ringquist said her oldest files on this item were from 1978, a possible initial cooperative arrangement.

Resolution 09-22 received a roll call vote of Ayes: 8, Nays: 0.

It was moved and seconded that Ordinance 09-24 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee recommendation of do pass 8-0-0.

Ordinance 09-24 To Amend Title 2 of the Bloomington Municipal Code Entitled "Administration and Personnel" – Re: Adding BMC 2.23.090 Establishing the Bloomington Commission on Aging

It was moved and seconded that Ordinance 09-24 be adopted.

Pete Giordano, Director of the Community and Family Resources Department, asked the council to approve the creation of the Commission on Aging. He said that the commission would help the community deal with an increasingly aging population and make the services that the department offered to that demographic better. He referred to the Committee meeting on this item saying that many questions had been answered then.

Mayer said that during the McCloskey administration the Older American Center had been established and that Bloomington had always been considered a friendly place for seniors. He thanked the CFR Department for their work on this.

Ruff said that at the Committee meeting there had been reference to economic development in this demographic group. He wanted to assure the public that the needs and services to this group were of primary importance and economic development would come after that. He said that this was not an economic initiative.

Ordinance 09-24 received a roll call vote of Ayes: 8, Nays: 0.

It was moved and seconded that Resolution 09-23 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee recommendation of do pass 7-0-1.

Resolution 09-23 To Authorize the Purchase of the CSX Switchyard

It was moved and seconded that Resolution 09-23 be adopted.

Resolution 09-23 (cont'd)

Mick Renneisen, Director of Parks and Recreation, showed maps of the area of the Switchyard that would include a total 56.81 acres of property between Grimes and Country Club Roads. He said there had been environmental studies, two appraisals had been done, CSX had signed a purchase agreement and the Parks Board approved the purchase at their last meeting. Renneisen noted that legal staff was present for questions.

Piedmont-Smith asked how long the appraisals were valid, noting one appraisal was from 2003. Renneisen said that there was no legal requirement of time between appraisal and purchase, and that all legal requirements were met.

Mayer asked about a timeline for the projects. Renneisen said \$1 million was approved in the 2008 Parks General Fund Budget for the purchase. He said some of the money was spent on environmental council and outside legal counsel, and some funds were encumbered into 2009 for this purpose. He added that several hundred thousand dollars was returned to the General Fund. He added that depending on timing, an additional appropriation could be requested in 2010 for a Master Plan for this large scale community park or it could also become part of the proposed Parks Budget for 2011. He said then a design would be derived from the Master Plan and funding would be sought through grants, TIF funds, donations, and other typical funding sources.

Rollo asked how the Master Plan would be developed. Renneisen said there would be public meetings and new techniques used for collecting public feedback, and a presentation at a Parks Board meeting, more meetings and a final presentation before the Parks Board.

Rollo asked if council would need to approve the final plan. Renneisen said it would not unless it was part of a budget presentation or required an appropriation.

Piedmont Smith congratulated Renneisen for brokering this good deal for the city. She said she was looking forward to the plan.

Mayer said that this was a rare opportunity to do something for the community that would be a legacy for everyone. He said future generations would appreciate this move, and this would be a fantastic and unique facility for the community.

Rollo said the park would be a focal point in the community and for the B-line Trail and is a sound investment for a large recreation space. He congratulated Renneisen for making this a reality.

Ruff said there was a long list of projects, services, features, assets, community groups and organizations and events and infrastructure that made Bloomington an exceptional community and this would be another item to add to that long list.

Resolution 09-23 received a roll call vote of Ayes: 8, Nays: 0.

It was moved and seconded that Resolution 09-20 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee recommendation of do pass 8-0-0.
It was moved and seconded that Resolution 09-20 be adopted.

Resolution 09-20 To Approve and Authorize the Execution of a Collective Bargaining Agreement Between the City of Bloomington and the Bloomington Metropolitan Firefighters, Local 586

Kevin Robling, Corporation Counsel for the City of Bloomington, said that he led the City administration's negotiating team in contract negotiations with the collective bargaining unit for the Bloomington Firefighters. He said that Jim Parrot, outgoing president of the union, led the firefighters. He said the 4 year agreement included a 12% raise over the 4 years, a raise in longevity pay for firefighters at 20 years of service, a raise in the last year of the contract in longevity pay for 18 or 19 years of service. He said that the city's contribution to Public Employees Retirement Plan (PERF) also went from 3% to 4% in this contract.

Ruff asked if any person representing the Firefighters would like to speak.

Bob Loviscek, President of the Bloomington Metropolitan Firefighters, Local 586, spoke in favor of the Resolution. He said that the members of the local appreciated the administration and council and community that have a high regard for public safety. He thanked the former president for his leadership, thanked the administration and said the contract had been approved by the majority of the union. He thanked those involved.

Rollo asked about a recent editorial regarding the salary increases for public safety individuals. Robling said that the contract did not reflect a short-term economic vision in its realm. He noted that in 2004 a five-year contract was negotiated during a budget crunch, but it was structured so that it took that into account in the first years.

Rollo said the administration had made a commitment to public safety with personnel increases and equipment and training enhancements. Robling said that the city had met and exceeded the mayor's plan for expansion of public safety.

Piedmont-Smith asked about a figure for the fiscal impact of the last year of the contract regarding the increase in longevity pay for firefighters for 18 and 19 years of service. She said the figure seemed to indicate one and a portion of another person. Robling said that there would be one firefighter in that position, and the additional fraction was due to computing FICA taxes and the like in figuring fiscal impact.

Jim Parrot, former union president, said the negotiations were very reasonable considering the economic times of the country. He thanked the committee of 16 or 17 members who started in April. He added the support of the resolution would indicate the council support of the firefighters and the increases in training, equipment.

Sturbaum said public safety was a fundamental responsibility of government and the fair contract was a way of fulfilling that responsibility.

Mayer said that the city firefighters were very professional and part of the money that had been negotiated in the contract was for professional training and recognition to the firefighter for achieving certain levels and standards. He said he had witnessed the methodical assessment and action of the firefighters in a neighborhood fire, and noted how impressed he was with their work.

Sandberg said when times were hard, morale was important. She credited the city with keeping the contract stable in hard economic times.

Ruff noted calls to the fire department and the professionalism of the firefighters. He said that a scared and stressed citizenry benefitted from the methodical, respectful and considerate actions of the firefighters.

Resolution 09-20 (cont'd)

Resolution 09-20 received a roll call vote of Ayes: 8, Nays: 0.

It was moved and seconded that Ordinance 09-25 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee recommendation of do pass 8-0-0. It was moved and seconded that Ordinance 09-25 be adopted. Kevin Robling, Corporation Counsel for the City of Bloomington, said that this would amend the salary ordinance to reflect the resolution that was just passed.

Ordinance 09-25 To Amend Ordinance 09-13 Which Fixed the Salaries of Officers of the Police and Fire Departments for the City of Bloomington, Indiana, for the Year 2010 – Re: Reflecting Collective Bargaining Agreement Affecting Positions in the Fire Department

Bob Loviscek, President of the Bloomington Metropolitan Firefighters, Local 586 said he encouraged support of this ordinance.

There were no specific council comments at this time.

Ordinance 09-25 received a roll call vote of Ayes: 8, Nays: 0.

It was moved and seconded that Resolution 09-24 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, saying that there was no committee recommendation on this item. It was moved and seconded that Resolution 09-24 be adopted.

Resolution 09-24 To Authorize the Transfer of Money Between Budget Classifications for Payroll Needs Related to the Twenty-Seventh Pay

Mike Trexler, City Controller, spoke regarding the Resolution. He said that significant reversions from Budget Category 1 usually left the City with some money for overtime in police, fire and street departments. He said that the money with the former appropriation ordinance from the fall left things a little too tight to meet the last payroll. He explained that it was too late in the year to ask for an additional appropriation with the time required for notices that would be necessitated from that action. He said that Margie Rice, City Attorney, was familiar with a provision in the Indiana Code that allowed for the transfer of funds between budget categories within a department within a fund as long as the transfer would not increase the total amount of the budget by resolution. He said that the shortages in specific lines could be handled in this manner. He reiterated that the problem was not that of cash flow, but instead it was one of not enough appropriated in specific lines to cover the need in terms of salaries for the last payroll period.

He outlined the \$105,000 in total transfers from categories two, three and four to category 1. He again said that departments were frugal with their expenses in those categories and therefore could cover payroll expenses within their overall budget limits.

There were not questions from the public or council members on this item.

Piedmont-Smith noted that interns and overtime would make it difficult to completely plan in this situation. She added for the record that she appreciated having a two meeting cycle to consider appropriations instead of a one meeting resolution on the matter. She hoped that future discussions of this nature could follow the two meeting cycle.

Sturbaum said he was glad the city would be able to pay its bills.

Resolution 09-24 received a roll call vote of Ayes: 8, Nays: 0.

It was moved and seconded that Ordinance 09-23 be introduced and read by title and synopsis. Clerk Moore read the legislation and synopsis, giving the committee recommendation of do pass 7-0-1. It was moved and seconded that Ordinance 09-23 be adopted.

Mike Satterfield referenced the Committee discussion and said he had a couple of things to add. He said the legislation was offered to define some safety and operational requirements including licensing, make of the vehicle, inspections, and other equipment requirements. He said local bike shops indicated that the inspection process was fair and they were in support of the ordinance.

Mayer said introduction of the amendment at this time would be in order.

It was moved and seconded that Amendment #1 to Ordinance 09-23 be adopted.

Satterfield said that the four items covered in the amendment were of a nature to clarify the requirements of the ordinance. Stacy Jane Rhoads, Council Staff, explained the provisions. She said that in the interest of clarity the prohibition on home made velocabs had been moved to equipment regulations. She noted that lighting was clarified to add the words "at least" in front of the required lighting to reflect state law. She added that some small typos were corrected, and the language was removed to allow ambient lighting on the inside of the cab.

Margie Rice, City Attorney, said that the amendment took questions and concerns of council and vendors into consideration in its formation.

Mayer asked about commercially and home made velocabs. He asked how velocabs would be considered commercially made if a local bike shop or a local welding shop constructed the velocab. Rice said she was comfortable with the dictionary definition of "commercial" which she said would protect the city.

Chris Waggoner, owner of Fresh Air Taxis in Bloomington, thanked the council and said he approved of this amendment. He said he was concerned that part four could contradict part three of the amendment in terms of lighting. Ruff asked Rhoads and Satterfield about the matter. Rhoads said that by adding the 'at least' language, the intent was clear.

Wisler said he had worked with the staff on some of the language, and the term 'in excess' referred to the number of lights and not how much more powerful the lights were in the requirements. Rice agreed it meant number and said the language was common statutory language. Ruff agreed that he read the language the same way.

There was no more public comment on this amendment.

Sandberg said that she was comfortable with changes and liked the review clause, but added that it could be made better in the future.

Sturbaum thanked Satterfield for his work on this item.

Amendment #1 received a roll call vote of Ayes: 8, Nays: 0.

Ruff asked for additional comments from Satterfield, to which he said he was ready to move forward.

Ordinance 09-23 To Amend Title 4 of the Bloomington Municipal Code Entitled "Business Licenses and Regulations" (Adopting Chapter 4.26 entitled, "Velocabs")

Amendment #1 This amendment sponsored by Councilmember Satterfield makes a number of changes to clarify the requirements of the ordinance and to correct scrivener's errors. The amendment eliminates the provision of the ordinance prohibiting any lighting in excess of the lighting requirements provided by the ordinance and replaces this provision with a prohibition against any extra exterior lighting in excess of the requirements of the ordinance and prohibits flashing or twinkling lights on the velocab's interior.

Ordinance 09-23 as amended

Chris Waggoner thanked the council from the Velocab industry saying that he felt the ordinance protected the public while making the industry viable.

Ordinance 09-23 as amended (*cont'd*)

Sarah Ryterband, citizen, said she was confused that a velocab operator needed to have a motor vehicle operator's license in order to drive a velocab on the street as opposed to herself, as a bicyclist, needing to operate with knowledge of the motor vehicle regulations and not needing that BMV license. She said she saw it as an undue and unnecessary restraint on the velocab operator. She said that they may not choose to own or operate a motor vehicle and suggested that this requirement was unnecessary.

Piedmont-Smith thanked Satterfield, Rhoads, Rice and staff for their work on the initial effort of regulating velocabs. She said it was proper to ensure public safety. She said Ryterband's comments reflected her initial response to that part of the legislation. She said it was pointed out to her that the city would have no other way of knowing that the operator understood the rules of the road, and that they were not reckless drivers. She said it would be irresponsible of the city to approve a velocab operation without some mechanism to check on this area of safety for passengers. She said that there was really no other mechanism for operators to demonstrate their proficiency in the rules of the road, and that it would be prohibitive for the city to develop one at this time.

Mayer thanked Satterfield and the legal staff for taking on the issue and bringing it to fruition. He also made reference to Satterfield's being a former Little 500 rider (!).

Satterfield thanked his colleagues for working through the process with him, and he specially thanked Rhoads for her excellent help and research in the process. He said he appreciated the help of the legal staff, and was looking forward to new forms of transportation on the street.

Ruff thanked Satterfield and noted that there was no communication from the taxi company and that they were not present tonight for comments and so he was comfortable passing this legislation. He thanked all staff for their work. He commented on a previous discussion creating new restrictions and rules of the road for velocabs, extending that to bicyclists regarding lane use. He reiterated that bicyclists operated within the rules of the road and had the same responsibilities and rights as motor vehicle operators. He said future discussion might be needed for additional restrictions on bicyclists (as allowed under law) or as velocabs as a business.

Ordinance 09-23 as amended received a roll call vote of Ayes: 8, Nays: 0.

There was no legislation for introduction at this meeting.

LEGISLATION FOR FIRST
READING

Gabe Rivera returned to speak about what he believed were the dangers of swine flu vaccines.

PUBLIC INPUT

The meeting was adjourned at 9:30 pm.

ADJOURNMENT

APPROVE:

ATTEST:

Andy Ruff, PRESIDENT
Bloomington Common Council

Regina Moore, CLERK
City of Bloomington

For approval