

RESOLUTION NO. 3298

**RESOLUTION OF THE SOUTH BEND REDEVELOPMENT
COMMISSION CONTINUING CERTAIN FUNDS AND ACCOUNTS IN
CONNECTION WITH THE LEASE DATED AS OF JULY 1, 2007, AS
AMENDED, BETWEEN THE SOUTH BEND REDEVELOPMENT
COMMISSION AND THE SOUTH BEND REDEVELOPMENT
AUTHORITY FOR THE EDDY STREET COMMONS PROJECT AND
REGARDING RELATED MATTERS**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), governing body of the South Bend Department of Redevelopment and the South Bend Redevelopment District (the "District"), exists and operates under the provisions of Indiana Code 36-7-14, as amended from time to time (the "Act"); and

WHEREAS, the South Bend Redevelopment Authority (the "Authority") has been created pursuant to Indiana Code 36-7-14.5 as a separate body corporate and politic, and as an instrumentality of the City of South Bend, Indiana (the "City") to finance local public improvements for lease to the Commission; and

WHEREAS, the Commission has adopted various resolutions declaring certain real estate in the District previously known as the Northeast Neighborhood Development Area and which is now known as the River East Development Area (the "Area") to be a redevelopment area within the meaning of the Act and has designated within the Area two (2) allocation areas now known as River East Allocation Area No. 1 and River East Allocation Area No. 2 (collectively the "Allocation Areas") for purposes collecting tax increment finance revenues from said Allocation Areas (the "TIF Revenues"), determining that it would be of

public utility and benefit to redevelop the Area pursuant to a redevelopment plan, as amended from time to time; and

WHEREAS, the Authority has previously issued its Lease Rental Revenue Bonds of 2008 (Eddy Street Commons Project) in the aggregate principal amount of Thirty-six Million and 00/100 Dollars (\$36,000,000.00) which bonds are presently outstanding in an aggregate principal amount of Thirty-two Million Four Hundred Ninety Thousand and 00/100 Dollars (\$32,490,000.00) (the "Prior Bonds"), for the purpose of financing certain local public improvements in or serving the Area including, without limitation: a parking garage structure; the reconstruction and/or the extension of Eddy, Burns, Georgiana, Duey, and Napoleon Streets; the upgrading and replacement of water mains, sanitary and storm sewers and site preparation; the extension and upgrading of electrical, telephone and high speed internet services; other related services including, without limitation, engineering and geotechnical testing; and related improvements (collectively, the "Project") and the costs of issuance of the Prior Bonds; and

WHEREAS, the Commission has previously approved and entered into a Lease dated as of October 15, 2007, with the Authority for the Project, which Lease has been subsequently amended pursuant to an Addendum to Lease dated as of March 17, 2008 between the Commission and the Authority (collectively, the "Original Lease"); and

WHEREAS, the Authority has determined to proceed with the advance refunding of the Prior Bonds (the "Refunding") through the issuance of its lease rental revenue refunding bonds (the "Refunding Bonds"), for the purpose of reducing rental payments paid by the Commission under the Original Lease to effect a savings; and

WHEREAS, the Commission anticipates it will be necessary to enter into an addendum to the Original Lease (the "Second Addendum") following the sale of the Refunding Bonds in order to reduce rental payments paid by the Commission under the Original Lease to correspond to the savings achieved as a result of the completion of the Refunding; and

WHEREAS, the Commission, by Resolution No. 2434 adopted at a meeting on February 6, 2008, established certain funds and accounts for the payment of the rentals owed by the Commission pursuant to said Original Lease (the "Lease Resolution"); and

NOW, THEREFORE, BE IT RESOLVED, by this South Bend Redevelopment Commission as follows:

Section 1. The Commission hereby approves of the issuance, sale and delivery of the Refunding Bonds by the Authority in a maximum aggregate principal amount not to exceed Thirty-seven Million Three Hundred Fifty Thousand and 00/100 Dollars (\$37,350,000.00), provided that the issuance of the Refunding Bonds results in a net present value savings of at least One Million and 00/100 Dollars (\$1,000,000.00).

Section 2. The Commission hereby covenants and agrees to keep and maintain those funds and accounts created by the Lease Resolution, such funds and accounts consisting of a Eddy Street Commons Principal and Interest Account (the "Eddy Street Commons Lease Account") and such other accounts as the Commission may from time to time establish to pay the rentals owed by the Commission pursuant to the Original Lease as the same may be amended by the Second Addendum.

Section 3. The Commission hereby acknowledges and restates its obligation pursuant to the Lease Resolution to levy in each calendar year a special tax on all taxable property located within the District, as provided in Section 27 of the Act and in accordance with procedure described herein. The Commission shall make a determination on or before August 1 of each year, while there remain Refunding Bonds outstanding, whether there are sufficient funds on deposit in the Eddy Street Commons Lease Account, which have been deposited into such account from any other sources (other than such special taxes), including without limitation, the TIF Revenues, during the previous 12 calendar months prior to August 1 of such calendar year (in determining whether such levy is necessary, the Commission may also take into account, to the extent permitted by terms of the Second Addendum, any funds on deposit in any reserve fund established by the Authority in the Trust Agreement (the "Trust Agreement") entered into with respect to the Bonds (the "Reserve Fund")), to pay the rental payments payable under the Lease in the 12-month period beginning on July 1 of the following calendar year, and, if such funds on deposit in the Eddy Street Commons Lease Account (and the Reserve Fund if permitted by the terms of the Second Addendum) are determined insufficient to make such payments, to levy in each calendar year a special tax upon all of the taxable property in the District in a total amount sufficient, together with all other funds in the Eddy Street Commons Lease Account deposited into such account from any other sources (other than such special taxes), including without limitation, the TIF Revenues, during the previous 12 calendar months prior to August 1 of such calendar year, to pay all lease rental payments payable in the 12-month period beginning on July 1 of the following calendar year pursuant to Section 4 of the Original Lease. Such taxes

shall be deposited in the Eddy Street Commons Lease Account, and such taxes and any other funds, including without limitation, the TIF Revenues, deposited into the Eddy Street Commons Lease Account shall be irrevocably pledged for the purposes set forth in this Resolution.

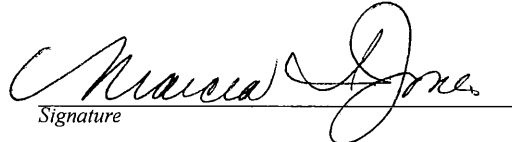
Section 4. Following the sale of Refunding Bonds, the President or Vice-President and Secretary of the Commission are hereby authorized to approve, execute and attest, respectively, the Second Addendum to reduce the rental payments due under the Original Lease and make any other changes to the Original Lease made necessary as a result of the issuance of the Refunding Bonds in such form as each of such officers executing the same shall deem proper upon the advice of counsel to the Commission, and consistent with the provisions hereof, said officers' execution and attestation thereof to be conclusive evidence of their approval of such Second Addendum.

Section 5. Each of the officers of the Commission is hereby authorized to take all such actions and to execute all such instruments, certificates or agreements as are desirable to carry out the transactions contemplated by this Resolution, including without limitation, an agreement in order to secure a reserve fund insurance policy to satisfy the reserve requirement set forth in the Trust Agreement, in such forms as each of such officers executing the same shall deem proper upon the advice of counsel to the Commission, to be evidenced by the execution thereof.

Section 6. This Resolution shall be in full force and effect after its adoption by the Commission.

ADOPTED and APPROVED at a meeting of the South Bend Redevelopment
Commission held on June 25, 2015.

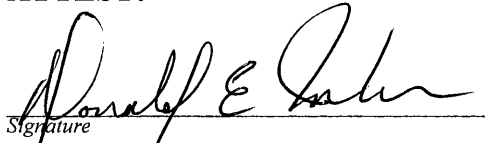
**CITY OF SOUTH BEND,
DEPARTMENT OF REDEVELOPMENT**


Signature

Marcia I. Jones, President
Printed Name and Title

South Bend Redevelopment Commission

ATTEST:


Signature

Donald E. Inks, Secretary

Printed Name and Title

South Bend Redevelopment Commission