

RESOLUTION NO. 195

**RESOLUTION OF THE
SOUTH BEND REDEVELOPMENT AUTHORITY
AUTHORIZING THE ISSUANCE OF THE SOUTH BEND
REDEVELOPMENT AUTHORITY LEASE RENTAL REVENUE REFUNDING
BONDS OF 2015 (EDDY STREET COMMONS PROJECT)
AND OTHER RELATED MATTERS**

WHEREAS, the South Bend Redevelopment Authority (the "Authority") has been created pursuant to Indiana Code 36-7-14.5 (the "Act") 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 South Bend Redevelopment Commission (the "Commission"); 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 the costs of certain local public improvements now located in the River East Development Area (formerly known as the Northeast Neighborhood Development 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 Authority has previously approved and entered into a Lease with the Commission for the Project dated as of October 15, 2007, and an Addendum to Lease with the Commission dated as of March 17, 2008 (collectively, the "Original Lease"); and

WHEREAS, the Authority has previously approved and executed a Trust Agreement with U.S. Bank National Association, as trustee (the "Trustee"), dated as of March 1, 2008 (the "Original Trust Agreement"), for the purpose of securing the principal of and premium, if any, and interest on all of the Prior Bonds and the performance of the covenants contained therein; and

WHEREAS, the Authority desires to issue its lease rental revenue refunding bonds pursuant to Section 19 of the Act and Indiana Code 5-1-5 to be known as the "South Bend Redevelopment Authority Lease Rental Revenue Refunding Bonds of 2015 (Eddy Street Commons Project)" (the "Bonds") in an aggregate principal amount not to exceed Thirty-seven Million Three Hundred Fifty Thousand and 00/100 Dollars (\$37,350,000.00); and

WHEREAS, the proceeds of the Bonds will be used to advance refund all or a portion of the Prior Bonds (the "Refunding") which will permit the Authority and the Commission to reduce the rental payments paid by the Commission under the Original Lease, resulting in a savings to the Commission;

NOW, THEREFORE, BE IT RESOLVED, by the South Bend Redevelopment Authority as follows:

1. In order to pay and finance the costs of the Refunding and to pay the costs of issuance of the Bonds, the Authority, pursuant to the Section 19 of the Act and Indiana Code 5-1-5, hereby authorizes and approves the issuance, sale and delivery by the Authority of the Bonds in an aggregate principal amount not to exceed Thirty-seven Million Three Hundred Fifty

Thousand and 00/100 Dollars (\$37,350,000.00), provided that the Bonds shall be issued only in the event that the refunding results in a net present value savings of at least One Million and 00/100 Dollars (\$1,000,000.00). The final principal amount of the Bonds shall be determined by the officers executing the Bond Purchase Agreement (as defined herein) based upon the advice of Crowe Horwath LLP, financial advisor to the Authority (the "Financial Advisor"), being that amount necessary to effect the Refunding and pay the costs related to the issuance of the Bonds.

2. The Bonds are hereby authorized to be issued under, pursuant to and in accordance with the Original Trust Agreement as supplemented by a supplemental trust agreement to be entered into by the Authority with the Trustee (the "Supplemental Trust Agreement" and collectively with the Original Trust Agreement, the "Trust Agreement") with a final maturity date of not later than February 15, 2033. The Bonds shall bear interest at a rate or rates not exceeding five percent (5.0%) per annum (the exact rate or rates to be determined by negotiation as set forth herein) and shall mature semiannually on February 15 and August 15 in the years and in the amounts beginning not earlier than August 15, 2015, or such later date as may be set forth in the Supplemental Trust Agreement, and having a final maturity of not later than February 15, 2033, or such earlier final maturity date as set forth in the Supplemental Trust Agreement.

3. The Bonds may be redeemed prior to maturity, at the option of the Authority in whole or in part in whole multiples of \$5,000, in order of maturity determined by the Authority and by lot within maturities pursuant to, and in accordance with the Supplemental Trust Agreement.

4. At the option of the Underwriter (as defined herein), all or portion of the Bonds may be aggregated into one (1) or more term bonds payable from mandatory sinking fund

redemption payments (the "Term Bonds") as set forth in the Supplemental Trust Agreement. The Term Bonds shall have a stated maturity or maturities on February 15 and August 15 of the years beginning not earlier than August 15, 2015, and ending not later than February 15, 2033.

5. The Authority authorizes the President or the Vice President and the Secretary-Treasurer to approve, execute and attest, respectively, the Second Addendum, in a form as each of such officers executing the same shall deem proper upon the advice of counsel to the Authority and consistent with the provisions hereof, said officers' execution and attestation thereof to be evidence of their approval of such Second Addendum.

6. The Bonds are hereby authorized to be issued in accordance with and shall be secured by the Trust Agreement as supplemented by the Supplemental Trust Agreement. The President or Vice President and the Secretary-Treasurer are hereby authorized to approve, execute and attest the Supplemental Trust Agreement, in a form as each of such officers executing the same shall deem proper upon the advice of counsel to the Authority and consistent with the provisions hereof, said officers' execution and attestation thereof to be evidence of their approval of such Supplemental Trust Agreement.

7. Upon the execution of the Supplemental Trust Agreement, the Secretary-Treasurer is authorized and directed to place a copy of the executed Supplemental Trust Agreement in the minute book immediately following the minutes of this meeting and said Supplemental Trust Agreement is made a part of this Resolution as if the same were fully set forth herein.

8. The Authority hereby authorizes the President or Vice-President and Secretary-Treasurer of the Authority to approve, execute and attest, respectively, an escrow agreement (the "Escrow Agreement") for and on behalf of the Authority with the Trustee as

escrow trustee to provide for the advance refunding of the Refunding Bonds, in a form as each of such officers executing the same shall deem proper upon the advice of counsel to the Authority and consistent with the provisions hereof, such approval to be evidenced by such authorized execution and attestation of the Escrow Agreement.

9. The Bonds shall be sold pursuant to Section 19 of the Act and Indiana Code 5-1-5, to Piper Jaffray & Co. (the "Underwriter") at a price of not less than the par amount thereof less an underwriter's discount of one-half percent (.50%), plus any original issue premium and less any original issue discount, all as set forth in a Bond Purchase Agreement to be entered into with respect thereto (the "Bond Purchase Agreement"). The Authority hereby authorizes the President or Vice-President and the Secretary-Treasurer of the Authority to approve, execute and attest, respectively, the Bond Purchase Agreement, for and on behalf of the Authority, in a form as each of such officers executing the same shall deem proper upon the advice of counsel to the Authority and consistent with the provisions hereof, such approval to be evidenced by such authorized execution and attestation of the Bond Purchase Agreement.

10. The Authority hereby approves of the preparation of an Official Statement in conjunction with the sale of the Bonds. Each of the President, Vice-President or Secretary-Treasurer of the Authority is hereby authorized to approve the Official Statement upon the advice of counsel and the Financial Advisor, and each is further authorized to deem such Official Statement "nearly final" for purposes of the provisions of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), subject to completion as permitted by the Rule. A copy of such deemed final Official Statement shall be placed with the minutes of this meeting. The Authority hereby authorizes the Financial Advisor to place into final form and distribute and deliver the final Official Statement in accordance with the Rule and further authorizes the

President or Vice President or Secretary-Treasurer to execute the final Official Statement. The President or the Vice President and the Secretary-Treasurer are, and each of them is, further authorized to execute and attest, respectively, an agreement in connection with the offering of the Bonds in accordance with the Rule by which the Authority agrees to undertake such continuing disclosure obligations as may be required under the Rule.

11. Prior to the delivery of the Bonds the Secretary-Treasurer shall be authorized to obtain a legal opinion as to the validity of the Bonds from Faegre Baker Daniels LLP, bond counsel for the Authority, and to furnish such opinion to the purchaser or purchasers of the Bonds. The cost of such opinion shall be considered as part of the costs incidental to the issuance of the Bonds and shall be paid out of proceeds of said Bonds.

12. If the President, Vice-President and/or the Secretary-Treasurer determine that market conditions at the time of the sale of the Bonds are such that the Authority is able to finance the refunding of the Prior Bonds by issuing Bonds in an aggregate principal amount which is less than \$37,350,000, then the Authority shall issue such lesser principal amount of Bonds.

13. The Authority authorizes the President, Vice-President and Secretary-Treasurer of this Authority to approve, execute and attest, respectively, an agreement in order to secure a reserve fund insurance policy to satisfy the reserve requirement set forth in the Trust Agreement for and on behalf of the Authority, in such form as the President, Vice-President and Secretary-Treasurer executing the same shall deem proper upon the advice of counsel, such approval to be evidenced by such execution and attestation of such agreement.

14. The President, Vice-President and Secretary-Treasurer of this Authority and each of them is hereby authorized to take all such actions and to execute all such instruments

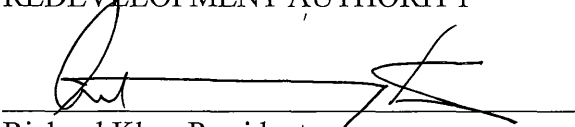
as are desirable to carry out the transactions contemplated by this Resolution, in such forms as the President, Vice-President and Secretary-Treasurer executing the same shall deem proper upon the advice of counsel, such approval to be evidenced by the execution thereof.

15. The Authority hereby authorizes the filing of an approving resolution with the Common Council of the City (the "Common Council") to secure approval of the Common Council to proceed with the Refunding. The issuance of the Bonds authorized herein is subject to the Common Council approving of the Refunding as evidenced by the adoption of such approving resolution.

16. The provisions of this Resolution shall constitute a contract between the Authority and the holders of the Bonds, and, after the issuance of the Bonds, this Resolution shall not be repealed or amended in any respect which would adversely affect the rights of such holders so long as the Bonds or the interest thereon remains unpaid.

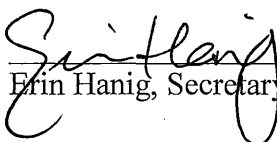
DULY ADOPTED by the South Bend Redevelopment Authority this ^{26TH}~~24~~th day of June, 2015.

SOUTH BEND
REDEVELOPMENT AUTHORITY



~~Richard Klee, President~~
Anthony Fitts, Vice-President

ATTEST:



Erin Hanig, Secretary-Treasurer