

RESOLUTION NO. 215

A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE OF SOUTH BEND REDEVELOPMENT AUTHORITY LEASE RENTAL REVENUE BONDS OF 2023 IN ONE OR MORE SERIES AND ALL MATTERS RELATED THERETO

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 serving 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 City has determined to undertake certain (a) local public improvement projects in the River West Development Area consisting of all or any portion of the following: (i) River Bridge Connector (plus Madison) to South Bend-Notre Dame Trail which consists of Phase 3 of the trail project (the “Trail Project”) to construct a pedestrian bridge to connect the trail from the University of Notre Dame campus to the City’s downtown, and any related improvements; (ii) Linden improvements which consists of streetscape improvements in coordination with the Martin Luther King Jr. Dream Center, from College to Birdsell, including improvements for bikes and pedestrians, and any related improvements; (iii) Kennedy Park improvements which consist of natural and aquatic improvements to the existing park and any related improvements to increase accessible recreation resources on the west side of the City; (iv) South East Park improvements which consist of improvements to the park, including splashpad improvements and playground resurfacing, and any related improvements; (v) Martin Luther King Jr. Dream Center improvements which consist of exterior park redevelopment, including without limitation splashpad, playground, basketball court, other related park amenity improvements, and any related improvements; (vi) Rum Village Park Plan improvements which consist of enhancements to the historic pavilion and the Park including exterior restoration and stabilization of the fieldstones, broad arches, and courtyard, and any related improvements; and (vii) all projects related to any of the projects described in clauses (i) through and including (vi) (clauses (i) through and including (vii), collectively, the “River West Improvements”), (b) other local public improvements in the River West Development Area to support and provide incentives to foster the development of the Beacon Integrated Health and Lifestyle District project, said project having been awarded up to a \$11,780,000 Regional Economic Acceleration and Development Initiative grant by the South Bend-Elkhart Regional Development Authority, which local public improvements include, without limitation, site work, construction of up to two (2) public parking garages and a skyway improvement, and any projects related to the foregoing (collectively, the “Beacon District Improvements”), and (c) local public improvement projects in the River East Development Area consisting of all or any portion of the following: (i) LaSalle Streetscape which consists of a road diet with a focus on bike and pedestrian improvements from Martin Luther King Boulevard to Eddy Street and any related improvements; (ii) Hill Street Trail (South Bend Avenue to LaSalle Street) which consists of Phase 2 of the Trail Project to construct a shared use path and any related improvements to improve bicycle and pedestrian facilities between the University of Notre Dame campus and the City’s downtown; (iii) South Bend Avenue (Hill Street to Notre Dame Avenue) and Hill Street Intersection which consists of Phase 1 of the Trail Project to construct a shared use path and any related improvements to improve bicycle and pedestrian facilities between the University of Notre Dame campus and the City’s downtown; (iv) Mishawaka Avenue Streetscape Improvements which consist of a road diet and improved parking from Longfellow Street to Emerson Street, storm sewer separation, and any related improvements; (v) Coquillard Splashpad

which consists of upgrading the splashpad at Coquillard Park to modern health, safety, and experiential standards, and any related improvements; and (vi) all projects related to any of the projects described in clauses (i) through and including (v) (clauses (i) through and including (vi), collectively, the “River East Projects” and collectively with the River West Projects and the Beacon District Improvements, the “Projects”); and

WHEREAS, on December 19, 2022, at a duly advertised and noticed public meeting, the Authority did adopt its Resolution No. 213, whereby the Authority indicated its intent to issue its South Bend Redevelopment Authority Lease Rental Revenue Bonds of 2023 in one (1) or more series (the “Bonds”) to finance all or a portion of (i) the costs of the Projects; (ii) a debt service reserve fund or paying the cost of a reserve surety, if necessary, in connection with the issuance of the Bonds; and (iii) costs incurred in connection with the issuance of the Bonds; and

WHEREAS, the Authority now seeks to duly authorize the issuance of the Bonds pursuant to the Act to provide funds for the payment of the costs of funding a portion of the Projects, a reserve fund or paying the cost of a reserve surety, if necessary, and the costs of issuance of the Bonds and to authorize and approve such actions as may be necessary to provide for the sale and issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT AUTHORITY, AS FOLLOWS:

SECTION 1. In order to pay and finance the costs of the Projects, funding a reserve fund, if necessary, and the costs of issuing the Bonds, the Authority shall borrow an amount not to exceed Sixty-nine Million Dollars (\$69,000,000) through the issuance and sale of its Bonds. The maximum interest rate on any tax-exempt series of the Bonds shall not exceed seven and one-half percent (7.50%) per annum and on any taxable series of the Bonds the maximum interest rate shall not exceed nine percent (9.00%) per annum. The Bonds shall mature on February 1 and August 1 of each year, beginning not earlier than August 1, 2023, with a maximum term of not to exceed twenty (20) years, as finally set forth in the Indenture (as defined herein) at the time of the execution and delivery of the Bonds to the purchaser or purchasers thereof. Interest on the Bonds shall be payable semiannually on February 1 and August 1 of each year beginning not earlier than August 1, 2023.

SECTION 2. The Bonds shall be subject to optional redemption by the Authority prior to maturity on any date no sooner than five (5) years after the date of issuance of the Bonds, on thirty days’ notice, in whole or in part, in order of maturity as determined by the Authority, and by lot within a maturity, at face value plus accrued interest to the date fixed for redemption. The Bonds may be subject to mandatory sinking fund redemption if so determined by the winning bidder for the Bonds. The final redemption terms shall be as set forth in the Indenture at the time of the execution and delivery of the Bonds to the purchaser or purchasers thereof.

SECTION 3. The Authority hereby appoints U.S. Bank Trust Company, National Association, to serve as trustee (the “Trustee”) for the Bonds to be issued by the Authority. The Trustee shall be charged with and shall by the Indenture (defined herein) undertake the duties and responsibilities customarily associated with such position, as evidenced by the Indenture.

SECTION 4. The Bonds shall be issued in accordance with and shall be secured by a Trust Indenture to be dated as of the first day of the month in which the Bonds are issued (the

“Indenture”), between the Authority and the Trustee, and the President and/or Vice-President and/or the Secretary-Treasurer of the Authority are hereby authorized to approve and execute the form of the Indenture containing provisions necessary or appropriate to effectuate these resolutions and to consummate the sale and issuance of the Bonds, said officers’ execution and attestation thereof to be conclusive evidence of their approval of such Indenture. In the event the Bonds are sold in more than one (1) series, the additional series of Bonds shall be issued in accordance with a supplemental indenture supplementing and amending the Indenture as necessary to provide for the issuance of each series of Bonds, and the President and/or Vice President and/or Secretary/Treasurer of the Authority are hereby authorized to approve and execute the form or forms of supplemental indenture containing provisions necessary or appropriate to effectuate these resolutions and to consummate the sale and issuance of such additional series of Bonds, said officers’ execution and attestation thereof to be conclusive evidence of their approval of such supplemental indenture or indentures. Upon execution, the Secretary-Treasurer is authorized and directed to place a copy of the Indenture or any supplemental indentures in the minute book immediately following the minutes of this meeting and said Indenture or any supplemental indentures are made a part of this Resolution as if the same were fully set forth herein.

SECTION 5. The Authority hereby directs Baker Tilly Municipal Advisors, LLC, as municipal advisor to the Authority (the “Municipal Advisor”) to prepare an Official Statement for the Bonds (or each series thereof) for distribution to potential bidders on the Bonds (or each series thereof). The President or any other Officer of the Authority is hereby authorized to approve the Official Statement and the President or any other Officer of the Authority is hereby authorized to deem and determine the Preliminary Official Statement as the Near Final Official Statement with respect to the Bonds (or each series thereof) for purposes of SEC Rule 15c2-12 (the “Rule”), subject to completion in accordance with such Rule and in the manner acceptable to such Officer of the Authority, and to place the Preliminary Official Statement into final form as the Final Official Statement (the “Final Official Statement”). The President or any other Officer of the Authority is authorized to sign the Final Official Statement and by such signature approve its distribution.

SECTION 6. The Authority authorizes the Bonds to be sold either by a competitive sale or a negotiated sale as provided herein. The Authority hereby authorizes the Controller of the City (the “Controller”) to act on behalf of the Authority with respect to all actions necessary to provide for the sale of the Bonds. The Controller, upon consultation with the Municipal Advisor, may determine to sell the Bonds through a competitive sale. In the event the Bonds are sold by a competitive sale, the Controller shall cause to be published a notice of intent to sell once each week for two weeks in the *South Bend Tribune* and the *Indianapolis Business Journal*. The notice must state that any person interested in submitting a bid for the Bonds may furnish in writing at the address set forth in the notice, the person's name, address, and telephone number, and email address. The notice must also state: (1) the amount of the Bonds to be offered; (2) the denominations; (3) the dates of maturity; (4) the maximum rate or rates of interest; (5) the place of sale, and (6) the time within which the name, address and telephone number must be furnished, which must not be less than seven (7) days after the last publication of the notice. Each person so registered shall be notified of the final principal maturity schedule and of the date and time bids will be received not less than twenty-four (24) hours before the date and time of sale. The notification shall be made by telephone at the number furnished by the person, and also by email if the person furnishes an email address.

All bids for Bonds shall be sealed and shall be presented to the Municipal Advisor, acting

on behalf of the Controller at the office of the Municipal Advisor, and the Municipal Advisor, acting on behalf of the Controller, shall continue to receive all bids offered until the hour fixed for the sale of the Bonds, at which time and place such bids shall be opened and considered. Bidders for the Bonds shall be required to name the rate or rates of interest which the Bonds are to bear, not exceeding the maximum rate set forth herein. Bids specifying more than one interest rate shall also specify the amount and maturities of the Bonds bearing each rate, and all Bonds maturing on the same date shall bear the same single rate of interest. Such rate or rates of interest shall be in multiples of one-eighth (1/8), one-twentieth (1/20), or one-hundredth (1/100) of one percent (1%). Subject to the provisions contained below, the Controller shall award the Bonds to the bidder offering the lowest true interest cost to the Authority which is that rate which, when used to compute the total present value as of the date of delivery of the Bonds of all debt service payments on the Bonds on the basis of semiannual compounding, produces an amount equal to the sum of the par value of the Bonds minus any premium bid plus any discount. No bid for less than ninety-nine percent (99.0%) of the aggregate principal amount of the Bonds being sold, plus accrued interest at the rate or rates named to the date of delivery, will be considered. The Controller shall have full right to reject any and all bids. In the event no acceptable bid is received at the time fixed for the sale of said Bonds, the Municipal Advisor, acting on behalf of the Controller, shall be authorized to continue to receive bids from day to day thereafter for a period not to exceed thirty (30) days, without re-advertising; provided, however, that if said sale be continued, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed for the sale of the Bonds. At the election of the Authority, the winning bidder will be notified and instructed to submit a good faith deposit (the "Deposit") in the form of either a certified check or cashier's check or wire transfer in the amount of one percent (1%) of the principal amount of the Bonds being sold to such winning bidder made payable to the order of the Authority not later than 3:00 p.m. (EST) on the next business day following the award. If such Deposit is not received by that time, the Controller, acting on behalf of the Authority, may reject the bid. No interest on the Deposit will accrue to the successful bidder. The Deposit will be applied to the purchase price of the Bonds. In the event the successful bidder fails to honor its accepted bid, the Deposit will be retained by the Authority as liquidated damages.

Notwithstanding anything in this Resolution to the contrary and in lieu of a competitive sale of the Bonds pursuant to this Section, the Controller, upon consultation with the Municipal Advisor, may determine to provide for the Bonds to be sold through a negotiated sale in the manner and upon the terms and conditions set forth in a purchase agreement between the Authority and an underwriter, bank, financial institution or other purchaser (the "Purchaser") to be selected by the Controller, at such prices and on such terms as may be determined at the time of such sale and approved by the Controller. In the event of a negotiated sale, the Controller is hereby authorized to approve and execute a bond purchase agreement (the "Purchase Agreement") on behalf of the Authority for the Bonds with the Purchaser, in a form and substance approved by the Controller, such approval to be conclusively evidenced by the execution thereof. Such Purchase Agreement may set forth the definitive terms and conditions for such sale, but all such terms and conditions must be consistent with the terms and conditions of this Resolution, including without limitation, the interest rate or rates on the Bonds which shall not exceed the maximum rate of interest for the Bonds authorized pursuant to this Resolution.

SECTION 7. 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 Barnes & Thornburg 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.

SECTION 8. If the Controller, with the advice of the Municipal Advisor to the Authority, determines that market conditions at the time of the sale of the Bonds are such that the Authority is able to finance the Project and related expenses by issuing Bonds in an aggregate principal amount which is less than \$69,000,000, then the Controller, on behalf of the Authority, shall provide for the sale of, and the Authority shall issue, such lesser principal amount of Bonds.

SECTION 9. The President or any officer of the Authority or the Controller is authorized and directed to take all steps necessary to procure a rating on the Bonds and/or obtain bond insurance and/or a reserve fund policy for the Bonds to the extent such officer determines, with the advice of the Municipal Advisor, that such rating, insurance, and/or reserve fund policy may be in the best interest of the Authority.

SECTION 10. Each Officer of the Authority and the Controller is hereby authorized and directed to take all such actions and to execute all such instruments as such Officer or Officers deem necessary or desirable to carry out the transactions contemplated by this Resolution, including executing a Continuing Disclosure Contract with respect to the Bonds in compliance with the Rule, in such forms as the Officer or Officers executing the same shall deem proper, to be evidenced by the execution thereof. Any such documents heretofore executed and delivered and any such actions heretofore taken be, and the same hereby are, ratified and approved.

SECTION 11. This Resolution and the Indenture upon execution 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.

SECTION 12. This Resolution shall be in full force and effect from and after its passage by the Authority.

ADOPTED at a meeting of the South Bend Redevelopment Authority held on February 10, 2023, in the BPW Conference Room of the County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana, 46601.

SOUTH BEND REDEVELOPMENT
AUTHORITY

Richard Klee, President

ATTEST:

Anthony Fitts, Secretary

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