

ORDINANCE NO. 10-2019

ORDINANCE AUTHORIZING THE CITY OF VALPARAISO, INDIANA TO ISSUE ITS "TAXABLE ECONOMIC DEVELOPMENT REVENUE BONDS, SERIES 2019 (ST. PAUL—VALPARAISO, LLC PROJECT)" AND APPROVING AND AUTHORIZING OTHER ACTIONS IN RESPECT THERETO

WHEREAS, the Valparaiso Economic Development Commission ("Commission") has rendered its Project Report regarding the financing of proposed economic development facilities for St. Paul—Valparaiso, LLC (or an affiliate thereof) ("Company"), and the Project Report will be submitted to the Valparaiso Plan Commission for comment thereon; and

WHEREAS, the Commission conducted a public hearing on or before May 13, 2019, and adopted a resolution and Project Report, which resolution and Project Report have been transmitted hereto, finding that the financing of certain economic development facilities, including a condominium project to be constructed by the Company ("Project"), complies with the purposes and provisions of IC 36-7-11.9 and -12 (collectively, "Act") and that such financing will be of benefit to the health and welfare of the City of Valparaiso, Indiana ("City" or "Issuer") and its citizens; and

WHEREAS, the Commission has heretofore approved and recommended the adoption of this form of ordinance (the "Ordinance") by this Common Council, has considered the issue of adverse competitive effect and has approved the forms of and has transmitted for approval by the Common Council the forms of: (1) a Bond Purchase and Loan Agreement among the City, the Company and a purchaser to be selected by the Company with the approval of the City Clerk-Treasurer (including a form of Promissory Note (the "Promissory Note")) relating to the Bonds (the "Loan Agreement"); (2) the Bonds (as defined below); and (3) this Ordinance (the Loan Agreement, the Bonds, and this Ordinance, collectively, the "Financing Agreements"); and

WHEREAS, the Bonds will be payable solely from payments made by the Company under the Promissory Note, which Promissory Note shall be offset by payments from Economic Improvement District Revenues to be pledged by the St. Paul Economic Improvement District for purposes of the payment of the Bonds, and City shall have no liability with respect to the payment of the Bonds other than from payments under the Promissory Note and such Economic Improvement District Revenues;

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

Section 1. It is hereby found that: (i) the financing of the Project referred to in the Financing Agreements approved by the Commission and presented to this Common Council; (ii) the issuance and sale of the City's Taxable Economic Development Revenue Bonds, Series 2019 (St. Paul—Valparaiso, LLC Project) ("Bonds"); (iii) the loan of the proceeds of the Bonds to the Company for the construction of the Project; (iv) the payment of the Bonds from Economic Improvement District Revenues (as defined in the Financing Agreements); and (v) the securing of the Bonds under the Financing Agreements, complies with the purposes and provisions of the Act and will be of benefit to the health and welfare of the City and its citizens. The proceeds of the Bonds will be used for financing a portion of the construction and equipping of the Project and to pay costs of issuance of the Bonds as authorized under IC 36-7-22-3 and the Act. The Common Council further finds, determines, ratifies and confirms that the promotion of economic development and the creation of job opportunities in and near the City is desirable to preserve the health, safety and general welfare of the citizens of the City and that it is in the public interest that the Commission and the City take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the City.

Section 2. The substantially final forms of the Financing Agreements approved by the Commission are hereby approved, and the Financing Agreements shall be incorporated herein by reference and shall be inserted in the minutes of the Common Council and kept on file by the Clerk-Treasurer. In accordance with the provisions of IC 36-1-5-4, two (2) copies of the Financing Agreements are on file in the office of the Clerk-Treasurer for public inspection.

Section 3. The City may issue its Bonds, maturing no later than July 1, 2030, in the aggregate principal amount not to exceed \$1,650,000. The Bonds are to be issued for the purpose of procuring funds to lend to the Company to pay a portion of the costs of financing the Project, all as more particularly set out in the Financing Agreements, incorporated herein by reference, which Bonds will be payable as to principal, premium, if any, and interest from payments under the Financing Agreements, including from Economic Improvement District Revenues (as defined in the Financing Agreements). The Bonds shall be issued in fully registered form in denominations of \$100,000 and any integral multiples of \$1 in excess thereof thereof or as provided in the Financing Agreements, payable semiannually on January 1 and July 1, beginning not sooner than July 1, 2021. The Bonds shall be subject to registration on the bond register as provided in the Financing Agreements, and shall be payable at an office as provided in the Financing Agreements. The Bonds shall be subject to optional redemption prior to maturity at the option of the City as provided in the Financing Agreements. The Bonds may be issued as term bonds subject to mandatory sinking fund redemption. Payments on the Bonds are payable in lawful money of the United States of America by check mailed or delivered to the registered owners or by wire transfer as provided in the Financing Agreements. The Bonds shall never constitute a general obligation of, an indebtedness of, or a charge against the general credit of the City as described in the Financing Agreements.

Section 4. The Mayor and the Clerk-Treasurer are authorized and directed to sell the Bonds to the bond purchaser thereof at a price not less than 100% of the par value thereof. The Bonds shall bear interest at a rate of zero percent (0.0%) per annum.

Section 5. The Bonds may be both purchased by the bond purchaser in installments and drawn down by the Company in installments.

Section 6. The Mayor and the Clerk-Treasurer are authorized and directed to execute, attest, affix or imprint by any means the City seal to the documents constituting the Financing Agreements approved herein on behalf of the City and any other document which may be necessary or desirable to consummate the transaction, including the Bonds authorized herein. The Mayor and the Clerk-Treasurer are hereby authorized and directed, in the name and on behalf of the City, to execute or endorse and deliver the Loan Agreement, the Promissory Note from the Company to the City, and the Bonds, submitted to the Common Council, which are hereby approved in all respects. The Mayor and the Clerk-Treasurer are hereby expressly authorized to approve any modifications or additions to the documents constituting the Financing Agreements which take place after the date of this Ordinance with the review and advice of the counsel, it being the express understanding of this Common Council that the terms of the Financing Agreements are in substantially final form as of the date of this Ordinance. The approval of said modifications or additions shall be conclusively evidenced by the execution and attestation thereof and the affixing of the seal thereto or the imprinting of the seal thereon; provided, however, that no such modification or addition shall change the maximum issuance amount or maturity amount of, interest rate on or term of the Bonds as approved by the Common Council by this Ordinance without further consideration by the Common Council. The signatures of the Mayor and the Clerk-Treasurer on the Bonds may be either manual or facsimile

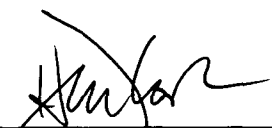
signatures. The Clerk-Treasurer is authorized to arrange for delivery of the Bonds to the purchaser named in the Financing Agreements. Payment for the Bonds will be made to the City, and after such payment the Bonds will be delivered by the City to the purchaser thereof. The Bonds shall be originally dated as of their issue date.

Section 7. The Mayor and Clerk-Treasurer of the City are hereby authorized, in the name and on behalf of the City, without further approval of the Common Council or the Commission, to approve such changes in the Financing Agreements as may be permitted by Act, such approval to be conclusively evidenced by their execution thereof. The Mayor and Clerk-Treasurer are hereby authorized to select a bond trustee and to enter into a trust indenture to secure the Bonds, having terms not inconsistent with this Ordinance, if such officers determine such action to be in the best interests of the City, without further approval or action of this Common Council.

Section 8. The provisions of this Ordinance and the Financing Agreements securing the Bonds shall constitute a contract binding between the City and the holders of the Bonds, and after the issuance of the Bonds, this Ordinance 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 9. This Ordinance shall be in full force and effect from and after its passage.

Passed and adopted by the Common Council of the City of Valparaiso, Porter County, Indiana, this 13th day of May, 2019.



Presiding Officer

ATTEST:



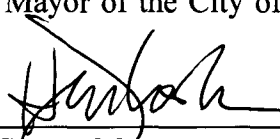
Sharon Swihart, Clerk-Treasurer

This ordinance presented by me, the Clerk-Treasurer of the City of Valparaiso, Indiana to the Mayor for his approval this 14th day of May, 2019.



Sharon Swihart, Clerk-Treasurer

This ordinance signed and approved by me, the Mayor of the City of Valparaiso, Indiana, this 14th day of May, 2019.



Jon Costas, Mayor