

RESOLUTION NO. 18, 2000

RESOLUTION OF THE COMMON COUNCIL OF
THE CITY OF VALPARAISO, INDIANA

WHEREAS, the City of Valparaiso, Indiana (the "Issuer"), is authorized by IC 36-7-11.9 and 12 (collectively, the "Act") to issue revenue bonds and notes for the financing of economic development facilities, the funds from said revenue bonds and notes to be used for the acquisition, construction and equipping of said economic development facilities, and said facilities to be either sold or leased to a company or directly owned by a company; and

WHEREAS, The Lutheran University Association, Inc., d/b/a Valparaiso University, an Indiana nonprofit corporation (the "Applicant"), has advised the Issuer that it proposes that the Issuer lend proceeds of an economic development financing to the Applicant to provide funds for all or a portion of the costs of the acquisition, construction and equipping of various economic development facilities for the Applicant, including (i) the installation of improvements in several buildings on the campus of Valparaiso University, intended to reduce energy and water consumption while upgrading lighting, HVAC systems, and portable water items, including lighting retrofits, expansion of full direct digital controls, water filters for plate and frame exchangers, low flow toilets, faucet aerators, water meter changes, and reduced kitchen exhaust systems, and (ii) the acquisition, construction and equipping of various other economic development facilities for the Applicant relating to energy conservation, including streets, grounds, landscaping and site improvements in connection with such facilities, all such facilities to be located on the campus of Valparaiso University in the City of Valparaiso, Indiana (the "Project"); and

WHEREAS, the diversification of industry and the preservation of and increase in job opportunities (approximately _____ existing jobs and approximately _____ new jobs) to be achieved by the acquisition, construction and equipping of the Project will be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it would appear that the financing of all or a portion of the costs of the Project would be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it is tentatively found that the acquisition, construction and equipping of the Project will not have an adverse competitive effect on any similar facility already constructed or operating in the City of Valparaiso, Indiana;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF VALPARAISO, INDIANA as follows:

1. The Common Council of the City of Valparaiso, Indiana finds, determines, ratifies and confirms that the promotion of diversification of economic development and job opportunities in and near the City of Valparaiso, Indiana, is desirable to preserve the health, safety and general welfare of the citizens of the Issuer; and that it is in the public interest that the Commission and the Issuer take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the Issuer.

2. The Common Council of the City of Valparaiso, Indiana approves, determines, ratifies and confirms that the issuance and sale of an economic development revenue bond in an amount of approximately \$2,000,000 of the Issuer under the Act for the lending of the proceeds of the revenue bond to the Applicant for the financing of all or a portion of the costs of the acquisition, construction and equipping of the Project will serve the public purposes referred to above, in accordance with the Act.

3. In order to induce the Applicant to proceed with the acquisition, construction and equipping of the Project, the Common Council of the City of Valparaiso, Indiana hereby approves, determines, ratifies and confirms that (i) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the aforesaid financing, or as it may deem appropriate in pursuance thereof; and (ii) it will adopt such ordinances and resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of said economic development revenue bond; and that the aforementioned purposes comply with the provisions of the Act; and (iii) it will use its best efforts at the request of Applicant to authorize the issuance of additional bonds or notes for refunding or

refinancing the outstanding principal amount of the bond, for completion of the Project, or for additions to the Project, including the costs of issuance (providing that the financing of such addition or additions to the Project is found to have a public purpose [as defined in I.C. 36-7-12-1] at the time of authorization of such additional bonds or notes), and that the aforementioned purposes comply with the provisions of the Act; provided that all of the foregoing shall be mutually acceptable to the Issuer and the Applicant.

4. All costs of the Project incurred after the adoption of this inducement resolution, including reimbursement or repayment to the Applicant of moneys expended by the Applicant for planning, engineering, a portion of the interest paid during acquisition, construction and equipping of the Project, underwriting or placement expenses, attorney and bond counsel fees, and acquisition, construction and equipping of the Project will be permitted to be included as part of the bond issue to finance the Project, and the Issuer will lend the proceeds from the sale of the bond to the Applicant for the same purposes. Also, certain indirect expenses, including but not limited to planning, architectural work and engineering incurred prior to this inducement resolution will be permitted to be included as part of the bond issue to finance the Project.

5. The liability and obligation of the Valparaiso Economic Development Commission, the Common Council of the City of Valparaiso, Indiana, and the City of Valparaiso, Indiana, including their officers and agents, shall be limited solely to good faith efforts to consummate such proceedings and issue such bond, and neither the Valparaiso Economic Development Commission, the Common Council of the City of Valparaiso, Indiana, nor the City of Valparaiso, Indiana, or their officers or agents, shall incur any liability whatsoever if for any reason the proposed issuance of such bond is not consummated.

6. This resolution shall constitute "official action" for purposes of compliance with federal and state laws requiring governmental action as authorization for future reimbursement from the proceeds of bonds or notes.

Adopted this 23rd day of October, 2000.

COMMON COUNCIL OF THE CITY OF
VALPARAISO, INDIANA

Adam Conley

D. Jay Davis

A. [Signature]

Charles E. Bird

W. M. [Signature]

(SEAL)

Attest:

Sharon E. Swihart

Sharon E. Swihart, Clerk-Treasurer

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WHEREAS, the diversification of industry and the preservation of and increase in job opportunities (approximately _____ existing jobs and approximately _____ new jobs) to be achieved by the acquisition, construction and equipping of the Project will be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it would appear that the financing of all or a portion of the costs of the Project would be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it is tentatively found that the acquisition, construction and equipping of the Project will not have an adverse competitive effect on any similar facility already constructed or operating in the City of Valparaiso, Indiana;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF VALPARAISO, INDIANA as follows:

1. The Common Council of the City of Valparaiso, Indiana finds, determines, ratifies and confirms that the promotion of diversification of economic development and job opportunities in and near the City of Valparaiso, Indiana, is desirable to preserve the health, safety and general welfare of the citizens of the Issuer; and that it is in the public interest that the Commission and the Issuer take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the Issuer.

2. The Common Council of the City of Valparaiso, Indiana approves, determines, ratifies and confirms that the issuance and sale of an economic development revenue bond in an amount of approximately \$2,000,000 of the Issuer under the Act for the lending of the proceeds of the revenue bond to the Applicant for the financing of all or a portion of the costs of the acquisition, construction and equipping of the Project will serve the public purposes referred to above, in accordance with the Act.

3. In order to induce the Applicant to proceed with the acquisition, construction and equipping of the Project, the Common Council of the City of Valparaiso, Indiana hereby approves, determines, ratifies and confirms that (i) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the aforesaid financing, or as it may deem appropriate in pursuance thereof; and (ii) it will adopt such ordinances and resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of said economic development revenue bond; and that the aforementioned purposes comply with the provisions of the Act; and (iii) it will use its best efforts at the request of Applicant to authorize the issuance of additional bonds or notes for refunding or

refinancing the outstanding principal amount of the bond, for completion of the Project, or for additions to the Project, including the costs of issuance (providing that the financing of such addition or additions to the Project is found to have a public purpose [as defined in I.C. 36-7-12-1] at the time of authorization of such additional bonds or notes), and that the aforementioned purposes comply with the provisions of the Act; provided that all of the foregoing shall be mutually acceptable to the Issuer and the Applicant.

4. All costs of the Project incurred after the adoption of this inducement resolution, including reimbursement or repayment to the Applicant of moneys expended by the Applicant for planning, engineering, a portion of the interest paid during acquisition, construction and equipping of the Project, underwriting or placement expenses, attorney and bond counsel fees, and acquisition, construction and equipping of the Project will be permitted to be included as part of the bond issue to finance the Project, and the Issuer will lend the proceeds from the sale of the bond to the Applicant for the same purposes. Also, certain indirect expenses, including but not limited to planning, architectural work and engineering incurred prior to this inducement resolution will be permitted to be included as part of the bond issue to finance the Project.

5. The liability and obligation of the Valparaiso Economic Development Commission, the Common Council of the City of Valparaiso, Indiana, and the City of Valparaiso, Indiana, including their officers and agents, shall be limited solely to good faith efforts to consummate such proceedings and issue such bond, and neither the Valparaiso Economic Development Commission, the Common Council of the City of Valparaiso, Indiana, nor the City of Valparaiso, Indiana, or their officers or agents, shall incur any liability whatsoever if for any reason the proposed issuance of such bond is not consummated.

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Adopted this 23rd day of October, 2000.

COMMON COUNCIL OF THE CITY OF
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S. Gary Larr

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Sharon E. Swihart
Sharon E. Swihart, Clerk-Treasurer