

RESOLUTION NO. 2023-R-1

THE CITY OF CHARLESTOWN REDEVELOPMENT COMMISSION

**RESOLUTION OF THE CITY OF CHARLESTOWN REDEVELOPMENT
COMMISSION AUTHORIZING THE ISSUANCE OF TAXABLE TAX
INCREMENT REVENUE BONDS TO PAY FOR THE COSTS OF
CERTAIN PUBLIC INFRASTRUCTURE IMPROVEMENTS, AND
OTHER COSTS AND INCIDENTAL EXPENSES IN CONNECTION
THEREWITH ON ACCOUNT OF THE ISSUANCE OF THE BONDS**

WHEREAS, within the City of Charlestown, Indiana, a governmental unit and political subdivision of the State of Indiana (the “City”), there has been created the City of Charlestown Redevelopment District (the “District”), governed by the City of Charlestown Redevelopment Commission (the “Commission”) operating under I.C. 36-7-14 and I.C. 36-7-25 and all related and supplemental statutes, as amended and in effect on the issue date of the Bonds (as defined below) including I.C. 5-1-14;

WHEREAS, the Commission has previously adopted and confirmed resolutions which established and amended from time to time an economic development area known as the “Central Charlestown Economic Development Area” (the “Central EDA”), designated a portion of the Central EDA as an “allocation area” known as the “Central Charlestown Allocation Area” (“Central Charlestown Allocation Area”) and designated a portion of the Central EDA as an “allocation area” known as the “Shadow Lake Allocation Area” (the “Shadow Lake Allocation Area”), pursuant to I.C. 36-7-14-39 and approved an economic development plan for the Central EDA (the “Central Charlestown Plan”) pursuant to I.C. 36-7-14;

WHEREAS, the Commission has previously adopted and confirmed resolutions which established an economic development area known as the “Indiana-American Economic Development Area” (the “Indiana-American EDA”), designated the entire Indiana-American EDA as an “allocation area” known as the “Indiana-American Allocation Area” (“Indiana-American Allocation Area”), pursuant to I.C. 36-7-14-39 and approved an economic development plan for the Indiana-American EDA (the “Indiana-American Plan”) pursuant to I.C. 36-7-14;

WHEREAS, the Commission has previously adopted and confirmed resolutions which established an economic development area known as the “Renaissance Economic Development Area” (the “Renaissance EDA”), designated the entire Renaissance EDA as an “allocation area” known as the “Renaissance Allocation Area” (“Renaissance Allocation Area”), pursuant to I.C. 36-7-14-39 and approved an economic development plan for the Renaissance EDA (the “Renaissance Plan”) pursuant to I.C. 36-7-14;

WHEREAS, the Commission has previously adopted and confirmed resolutions which established an economic development area known as the “Depot Street Economic Development Area” (the “Depot Street EDA”), designated the entire Depot Street EDA as an “allocation area” known as the “Depot Street Allocation Area” (“Depot Street Allocation Area”), pursuant to I.C.

36-7-14-39 and approved an economic development plan for the Depot Street EDA (the “Depot Street Plan”) pursuant to I.C. 36-7-14;

WHEREAS, the Central Charlestown Allocation Area, Indiana-American Allocation Area, Renaissance Allocation Area, Shadow Lake Allocation Area, and Depot Street Allocation Area shall hereinafter be referred to collectively as the “Allocation Areas”;

WHEREAS, the Central Charlestown Plan, Indiana-American Plan, Renaissance Plan, and Depot Street Plan shall hereinafter be referred to collectively as the “Plans”;

WHEREAS, the Charlestown Redevelopment Authority (the “Authority”) has currently outstanding the Lease Rental Revenue Bonds, Series 2021, dated April 1, 2021, currently outstanding in the principal amount of \$1,480,000 (the “2021 Bonds”) which 2021 Bonds are payable from, and secured by tax increment revenues generated from the Central Charlestown Allocation Area, Indiana-American Allocation Area, and the Renaissance Allocation Area;

WHEREAS, the Authority has currently outstanding the Taxable Lease Rental Revenue Bonds, Series 2021, dated April 1, 2021, currently outstanding in the principal amount of \$1,280,000 (the “2021 Taxable Bonds”) which 2021 Taxable Bonds are payable from, and secured by tax increment revenues generated from the Central Charlestown Allocation Area, Indiana-American Allocation Area, and the Renaissance Allocation Area;

WHEREAS, the Commission has currently outstanding the Build-Operate-Transfer Obligations of 2022, dated November 15, 2022, currently outstanding in the principal amount of \$4,595,000 (the “BOT Obligations”), which BOT Obligations are payable from, and secured by tax increment revenues generated from the Central Charlestown Allocation Area, Indiana-American Allocation Area, Renaissance Allocation Area, and the Shadow Lake Allocation Area;

WHEREAS, in order to proceed with the planning, replanning, development and redevelopment of the EDAs and to implement the Plans, the Commission deems it advisable to issue one or more series of tax increment revenue bonds of the District, in the name of the City, designated as “City of Charlestown (Indiana) Redevelopment District Taxable Tax Increment Revenue Bonds, Series 2023” (Forest Edge Project) (with such further or different series designations or names as may be necessary, desirable, or appropriate, including such series designation to indicate the year in which the bonds are issued) (the “Bonds”), in an original aggregate principal amount not to exceed Three Million Dollars (\$3,000,000), for the purpose of providing funds to be applied to all or any portion of (i) the costs of designing and constructing the Project (as hereinafter defined); (ii) funding a debt service reserve or paying the premium for a debt service reserve credit facility for the Bonds, if required by the purchaser thereof; and (iii) the costs of selling and issuing the Bonds including all the incidental expenses necessary to be incurred in connection with the issuance of the Bonds (collectively, the “Project Costs”); and

WHEREAS, the Commission captures tax increment revenue derived from the Allocation Areas (the “Tax Increment”), all pursuant to and as described in I.C. 36-7-14-39, and proposes to pledge the Tax Increment as the sole source of repayment of the Bonds;

WHEREAS, the Commission estimates that the total Project Costs will be approximately Three Million Dollars (\$3,000,000), and that the proceeds of the Bonds, together with estimated investment earnings thereon, will not exceed the Project Costs;

WHEREAS, the Commission finds and determines that it would be of public utility and benefit and in the best interests of the District and its citizens to pay the Project Costs, which will provide special benefits to property owners in the District, with such Bonds to be issued as tax increment revenue bonds of the District payable from revenues of the Commission as described more fully herein;

WHEREAS, the Commission finds and determines that the local public improvements being constructed in connection with the Project will benefit and serve each of the EDAs (as defined below) and such local public improvements will also benefit a new multi-family housing development in the City, which will provide needed housing for the workforce for the current and future businesses in each of the EDAs;

WHEREAS, the Commission finds and determines that the new multi-family housing development being supported in part by the Project will increase the population of the City, resulting in an increase in private investment and expenditures and the attraction of new jobs in each of the EDAs;

WHEREAS, the Commission finds and determines that the Project will be constructed directly adjacent to Highway 62 and in close proximity to Highway 3, which serve as the two main thoroughfares in the City and provide direct connections to each of the EDAs;

WHEREAS, the Commission has found that there are insufficient funds available or provided for in the existing budget which may be applied to the costs of the Project and has authorized the issuance of the Bonds to procure such funds, which funds should be appropriated to the costs of the Project;

WHEREAS, notice of a hearing on said appropriation has been duly given by publication as required by law, and the hearing on said appropriation has been held, at which all taxpayers had an opportunity to appear and express their views as to such appropriation; and

WHEREAS, all conditions precedent to the adoption of a resolution authorizing the issuance of the Bonds have been complied with in accordance with the applicable provisions of the Act (as hereinafter defined).

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF CHARLESTOWN REDEVELOPMENT COMMISSION AS FOLLOWS:

SECTION 1. Definitions. All terms defined herein and all pronouns used in this Resolution shall be deemed to apply equally to singular and plural and to all genders. All terms defined elsewhere in this Resolution shall have the meaning given in such definition. In this Resolution, unless a different meaning clearly appears from the context:

“Act” means I.C. 5-1-14, I.C. 36-7-14, I.C. 36-7-25, I.C. 6-1.1-17-20.5 and I.C. 36-7-14-25.1(c) and all related and supplemental acts in effect on the issue date of the Bonds.

“Allocation Funds” means the special funds established under the Act for the Tax Increment collected in each of the Allocation Areas.

“Bond Purchase Agreement” means the purchase agreement to be entered into between the Bond Purchaser and the City.

“Bond Purchaser” means the original purchaser of the Bonds.

“Bond Resolution” or “Resolution” means this Bond Resolution, authorizing the issuance of the Bonds, as it may be supplemented and amended from time to time in accordance with its provisions.

“Bonds” mean the Bonds authorized by this Resolution.

“Capital Fund” means the Redevelopment District Capital Fund established under the Act as described in Section 10 hereof.

“City” means the City of Charlestown, Indiana.

“Code” means the Internal Revenue Code of 1986, as amended and in effect on the date of issuance of the Bonds, and the applicable judicial decisions and published rulings and any applicable regulations promulgated thereunder.

“Commission” means the City of Charlestown Redevelopment Commission.

“Debt Service” means the principal of and interest on the Bonds.

“Debt Service Reserve Account” means the Debt Service Reserve Account created under Section 11 if it is deemed necessary in order to sell the Bonds.

“Debt Service Reserve Requirement” means the least of (i) maximum annual principal and interest due on the Bonds; (ii) 125% of average annual debt service on the Bonds; or (iii) 10% of the proceeds of the Bonds if such requirement is deemed necessary in order to sell the Bonds.

“District” means the City of Charlestown Redevelopment District.

“EDAs” means the economic development areas described in the recitals hereto.

“Notice Address” means with respect to the City and the Commission:

City of Charlestown, Indiana
304 Main Cross Street

Charlestown, Indiana 47111
Attention: Clerk-Treasurer

“Owner” means a registered owner of the Bonds.

“Parity Debt Service” means the principal of and interest on, or lease rentals for, any Parity Obligations which are leases, the principal of and interest on any Parity Obligations which are bonds, the payment of BOT payments for any Parity Obligation, and any fiscal agency charges associated with such Parity Obligations and the collection of Tax Increment for the Parity Obligations.

“Parity Obligations” means any obligations of the Commission (including leases and BOT payments authorized by Indiana Law but excluding the Bonds) that: (a) have been issued and remain outstanding and (b) will be issued in the future, which such obligations are payable from Tax Increment on a parity with the Bonds

“Paying Agent” means the Paying Agent so designated under Section 3(E) or any successor Paying Agent appointed under this Resolution.

“Project” means the design and construction of local public infrastructure improvements in or directly serving or benefiting portions of the Allocation Areas including, without limitation, streetscape improvements, sidewalk improvements, drainage improvements, and remediating environmental contamination, together with related costs and expenses, or such other items as may be approved by the Commission to carry out the Plans.

“Project Costs” means the Project Costs as set forth in the recitals of this Resolution.

“Qualified Investments” means any direct obligation of the United States of America or other investments in which the Commission is permitted by Indiana law to invest at the time of investment.

“Registrar” means the Registrar so designated under Section 3(E) or any successor Registrar appointed under this Resolution.

“State” means the State of Indiana.

“Surplus Fund” means the Surplus Fund described in Section 11 hereof.

“Tax Increment” means all real property tax proceeds from assessed valuation of real property in the Allocation Areas in excess of the assessed valuation described in I.C. 36-7-14-39(b)(1), as such statutory provisions exist on the dates of the issuance of the Bonds.

SECTION 2. Pledge of Tax Increment to Bonds.

(A) The Commission, in consideration of the premises and of the purchase and acceptance of the Bonds by the Owners, in order to secure the payment of the Debt Service,

according to their tenor and effect and to secure the performance and observance by the Commission of all covenants expressed or implied, herein and in the Bonds, does hereby pledge the rights, interests, properties; money and other assets described below for the benefit of the Owners of the Bonds for the securing of the performance of the obligations of the Commission set forth in this Resolution, such pledge to be effective as set forth in I.C. 5-14-4 without the recording of this Resolution or any other instrument:

(1) All cash and securities now or hereafter held in the Project Fund, Allocation Funds, the Surplus Fund or the Debt Service Reserve Account (if necessary) created for the Bonds and the investment earnings thereon and all proceeds thereof (except to the extent transferred or disbursed from such funds and accounts from time to time in accordance with this Resolution);

(2) All Tax Increment required to be deposited for the benefit of the Bonds and any Parity Obligations or for the benefit of any subordinate obligations; and

(3) Any money hereinafter pledged to the Owners as security to the extent of that pledge; provided, however, that if the Commission shall pay or cause to be paid, or there shall otherwise be paid or made provision for payment of Debt Service due, or to become due thereon, at the times and in the manner mentioned in the Bonds, and shall pay or cause to be paid or there shall otherwise be paid or made provision for payment to the Owners of the outstanding Bonds of all sums of money due or to become due according to the provisions hereof, then this Resolution and the rights hereby granted shall cease, terminate and be void; otherwise this Resolution shall be and remain in full force and effect.

(B) This Resolution further witnesseth, and it is expressly declared, that all Bonds issued and secured hereunder are to be issued; authenticated and delivered, and all these properties, rights and interests, including, without limitation, the amounts hereby pledged, are to be dealt with and disposed of, under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes hereinafter expressed, and the Commission has agreed and covenanted, and does hereby agree and covenant, with the respective Owners, from time to time, of the Bonds, or any part thereof, as provided in this Resolution.

SECTION 3. General Terms of Bonds.

(A) The Commission hereby finds that all or a portion of the Project Costs may be paid from proceeds of the Bonds under the Act and that the Project will provide special benefits to property owners in each of the EDAs and will be of public use and benefit. The Commission further finds that in order to proceed with the planning, replanning, development and redevelopment of each of the EDAs, it is necessary for the Commission to issue Bonds of the District in the name of the City, payable solely from Tax Increment on parity with any applicable Parity Obligations, allocated and deposited as provided in this Resolution.

For the purpose of procuring funds to be applied to Project Costs, the Commission, acting in the name of the City, shall issue the Bonds, in one or more series, in the principal amount not

to exceed Three Million Dollars (\$3,000,000) at a purchase price of not less than 99% of the par value thereof, and shall be issued in denominations of One Hundred Thousand Dollars (\$100,000) or any multiple of One Thousand Dollars (\$1,000) in excess thereof (or such other denomination as shall be determined by the Clerk-Treasurer at the time of the sale of the Bonds). The Clerk-Treasurer is hereby authorized and directed to issue and sell to the Bond Purchaser the Bonds, payable, as set forth in Sections 3 and 11 of this Resolution, from Tax Increment (on parity with any applicable Parity Obligations), and investment earnings on any cash or securities held in any of the funds or accounts established under this Resolution. The Bonds shall be issued by the Commission in the name of the City, and shall be designated "City of Charlestown (Indiana) Redevelopment District Taxable Tax Increment Revenue Bonds, Series 2023" (with such further or different series designations or names as may be necessary, desirable or appropriate, including such series designation to indicate the year in which the Bonds are issued). The purchase price of the Bonds, together with investment earnings on the proceeds of the Bonds, does not exceed the total as estimated by the Commission of all Project Costs.

The Bonds shall be issued in fully registered form and shall be lettered and numbered separately from one consecutively upward in order of maturity preceded by the letter "R" and with such further or alternate designation as the Registrar may determine.

The Bonds shall be dated as of the issue date, bearing interest at a rate or rates not to exceed eight percent (8%) per annum. Interest on the Bonds shall be payable on each February 1 and August 1, beginning no later than February 1, 2024, and shall accrue on a basis of twelve 30-day months for a 360-day year. The Bonds shall mature semiannually on February 1 and August 1 of each year in such amounts as will retire the Bonds as soon as feasible while providing adequate coverage for the Bonds and Parity Obligations. The final maturity of the Bonds shall be no later than February 1, 2048.

(B) The Bonds are redeemable at the option of the Commission, with the advice of the Commission's municipal advisor, on any date upon thirty (30) days' notice, in whole or in part, in the order of maturity determined by the Commission, and by lot within maturities, at face value plus accrued interest to the date fixed for redemption. The Clerk-Treasurer is hereby authorized and directed to determine the terms of redemption, with the advice of the Commission's municipal advisor, prior to the sale of the Bonds.

All or a portion of the Bonds may be issued as one or more term bonds, upon election of the Bond Purchaser. Such term bonds shall have a stated maturity or maturities as determined by the Bond Purchaser. The term Bonds shall be subject to mandatory sinking fund redemption and final payment(s) at maturity at 100% of the principal amount thereof, plus accrued interest to the redemption date, on principal payment dates set forth in the Bonds.

(C) Notice of any redemption identifying the Bonds to be redeemed in whole or in part shall be given to the Registrar at least 30 days prior to the date fixed for redemption (unless this notice is waived by the Owner) by sending written notice by certified or registered mail to the Owner of each Bond to be redeemed in whole or in part at the address shown on the registration books of the Registrar. Failure to give such notice by mailing, or any defect therein with respect to any Bond, shall not affect the validity of any proceeding for the redemption of

other Bonds. Such notice shall state the redemption date, the redemption price, the amount of accrued interest, if any, payable on the redemption date, the place at which Bonds are to be surrendered for payment and, if less than the entire principal amount of a Bond is to be redeemed, the portion thereof to be redeemed. By the date fixed for redemption, due provision shall be made with the Registrar for the payment of the redemption price of the Bonds to be redeemed, plus accrued interest, if any, to the date fixed for redemption. When the Bonds have been called for redemption, in whole or in part, and due provision has been made to redeem same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Owners of such Bonds to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption, provided that funds for their redemption are on deposit at the place of payment at that time.

(D) If fewer than all of the Bonds of a maturity are to be redeemed, the Registrar will select the particular Bonds to be redeemed by lot in such manner as it deems fair and appropriate. Each minimum authorized denomination of principal amount shall be considered a separate bond for purposes of redemption. If any Bonds are subject to optional and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the Bonds for optional redemption before selecting the Bonds for mandatory sinking fund redemption.

(E) The Commission President and the Clerk-Treasurer are hereby authorized to select the initial Registrar and the Paying Agent for the Bonds. The Commission is further authorized to pay such fees as the Registrar and Paying Agent may charge for the services provided as Registrar and Paying Agent and such fees may be paid from the Allocation Funds or the Surplus Fund in addition to paying the principal of and interest on the Bonds or from the Allocation Funds or Surplus Fund. The Commission President and the Clerk-Treasurer are hereby authorized, on behalf of the Commission, to enter into such agreements or understandings with the Registrar and Paying Agent as will enable it to perform the services required of it.

(F) The Bonds shall be authenticated with the manual signature of an authorized representative of the Registrar on the Certificate of Authentication. No Bond shall be valid or become obligatory for any purpose until the Certificate of Authentication on such Bond, shall have been so executed. Subject to the provisions hereof for registration, the Bonds shall be negotiable under the laws of the State of Indiana.

If a Bond is mutilated, lost, stolen, or destroyed, the City may execute and the Registrar may authenticate a new Bond which in all respects shall be identical to the Bond which was mutilated, lost, stolen, or destroyed including like date, maturity, series, and denomination, except that such new Bond shall be marked in a manner to distinguish it from the Bond for which it was issued; provided that in the case of any Bond being mutilated, such mutilated Bond shall first be surrendered to the City and the Registrar; and in the case of Bonds being lost, stolen, or destroyed, there shall be first furnished to the City and the Registrar evidence of such loss, theft, or destruction satisfactory to the City and the Registrar, together with indemnity satisfactory to them. If any such lost, stolen, or destroyed Bond shall have matured and be payable in accordance with its terms, instead of issuing a duplicate Bond the City and the Registrar may,

upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The City and the Registrar may charge the owner of the Bond with their reasonable fees and expenses in connection with the above. Every substitute Bond issued by reason of the Bond being lost, stolen, or destroyed shall, with respect to such Bond, constitute a substitute contractual obligation of the City, whether or not the lost, stolen, or destroyed Bond shall be found at any time, and every such Bond shall be entitled to all the benefits of this Resolution, equally and proportionately with any and all other Bonds duly issued hereunder.

Each Bond shall be transferable or exchangeable only upon the books of the Commission kept for that purpose at the office of the Registrar by the owner thereof in person, or by its attorney duly authorized in writing, upon surrender of such Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the owners or its attorneys duly authorized in writing, and thereupon a new fully registered or Bond or Bonds, as the case may be, in the same principal amount and of the same series and maturity, shall be executed and delivered in the name of the transferee or transferees or the owners, as the case may be, in exchange therefor. The Registrar shall not be obligated to make any exchange or transfer of Bonds following the fifteenth day immediately preceding an interest payment date on any Bonds until such interest payment date. The Registrar shall not be obligated (a) to register, transfer or exchange any Bond during a period of fifteen (15) days next preceding mailing of a notice of redemption of the Bonds, or (b) to register, transfer or exchange the Bond selected, called or being called for redemption in whole or in part after mailing notice of such call. The Commission and the Registrar for the Bonds may treat and consider the person in whose name such Bond is registered as the absolute owner thereof for all purposes including for the purpose of receiving payment of, or an account of, the principal thereof. The Bonds may be transferred or exchanged without cost to the owners except for any tax or government charge required to be paid with respect to the transfer or exchange, which taxes or governmental charges are payable by the person requesting such transfer or exchange.

(G) Reserved.

(H) The Bonds shall be payable in lawful money of the United States of America. All payments of interest on the Bonds shall be paid by check mailed one (1) business day prior to the interest payment date to the registered owners thereof as of the fifteenth (15th) day of the month preceding the interest payment date (the "Record Date") at the addresses as they appear on the registration and transfer books of the Commission kept for that purpose by the Registrar (the "Registration Record") or at such other address as is provided to the Paying Agent (as defined in Section 3 hereof) in writing by such registered owner. Each registered owner of \$1,000,000 or more in principal amount of Bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All principal payments and premium payments, if any, on the Bonds shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a registered owner of \$1,000,000 or more in principal amount of Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date.

Interest on the Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such Bonds are authenticated on or before the Record Date for the first interest payment date, in which case they shall bear interest from the original date, until the principal shall be fully paid.

(I) The Bonds do not constitute a corporate obligation of the City, but constitute an obligation of the District as a special taxing district, in the name of the City, payable solely out of Tax Increment and investment earnings on any cash or securities held in any of the funds or accounts established under this Resolution and from funds on deposit in any of the accounts established under this Resolution. The District is not obligated to pay the debt service on the Bonds from any source other than the sources described above. Neither the faith and credit nor the taxing power of the District or the City is pledged to the payment of the principal of or the interest on the Bonds.

SECTION 4. Form of the Bonds.

(A) The form and tenor of the Bonds shall be substantially as follows (all blanks to be properly completed and appropriate substitutions made prior to the preparation of the Bonds):

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UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF CLARK

CITY OF CHARLESTOWN (INDIANA)
 REDEVELOPMENT DISTRICT TAXABLE TAX INCREMENT
 REVENUE BONDS, SERIES 2023

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Date</u>	<u>Authentication Date</u>	<u>[CUSIP]</u>
__%	_____	_____, 2023	_____, 2023	[_____]

REGISTERED OWNER: [_____]

PRINCIPAL SUM: [_____ Dollars (\$_____)]

The City of Charlestown, Indiana (“City”), acting for and on behalf of the City of Charlestown Redevelopment District, which is governed by the City of Charlestown Redevelopment Commission (“Commission”), for value received, hereby acknowledges itself indebted and promises to pay, but solely out of Tax Increment (as defined in the Bond Resolution defined below) and the funds held under the Bond Resolution to the registered owner (named above) or registered assigns, the Principal Amount set forth above on the Maturity Date set forth above (unless paid or redeemed earlier as hereinafter provided), and to pay interest thereon at the Interest Rate set forth above, on each interest payment date, from the interest date

to which interest has been paid next preceding the date of authentication of this Bond from the interest payment date immediately preceding the date of authentication of this Bond unless this Bond is authenticated on or before [_____], in which case interest shall be paid from the Original Date, or unless this Bond is authenticated between the fifteenth day preceding an interest payment date and the interest payment date, in which case interest shall be paid from such interest payment date. Interest shall be payable on February 1 and August 1 of each year, commencing [February 1, 2024]. Interest shall be calculated on the basis of twelve (12), 30-day months for a 360-day year.

The principal of, interest and premium, if any, on this Bond are payable in lawful money of the United States of America. All payments of interest on the Bonds shall be paid by check mailed one (1) business day prior to the interest payment date to the registered owners thereof as of the fifteenth (15th) day of the month preceding the interest payment date (the "Record Date") at the addresses as they appear on the registration and transfer books of the Commission kept for that purpose by the Registrar (the "Registration Record") or at such other address as is provided to the Paying Agent (as defined in Section 3 hereof) in writing by such registered owner. Each registered owner of \$1,000,000 or more in principal amount of Bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All principal payments and premium payments, if any, on the Bonds shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a registered owner of \$1,000,000 or more in principal amount of Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date.

Interest on the Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such Bonds are authenticated on or before the Record Date for the first interest payment date, in which case they shall bear interest from the original date, until the principal shall be fully paid.

THIS BOND DOES NOT CONSTITUTE A CORPORATE OBLIGATION OF THE CITY OF CHARLESTOWN, INDIANA, BUT CONSTITUTES AN OBLIGATION OF THE CITY OF CHARLESTOWN REDEVELOPMENT DISTRICT ("DISTRICT") AS A SPECIAL TAXING DISTRICT, IN THE NAME OF THE CITY, PAYABLE SOLELY OUT OF TAX INCREMENT AND INVESTMENT EARNINGS ON ANY CASH OR SECURITIES HELD IN ANY OF THE ACCOUNTS OR FUNDS ESTABLISHED UNDER THE BOND RESOLUTION. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE DISTRICT OR THE CITY IS PLEDGED TO PAY THE PRINCIPAL OF OR INTEREST ON THIS BOND.

This Bond is one of an authorized issue of bonds of the Redevelopment District of the City of Charlestown, Indiana with an aggregate principal amount of [\$______] designated as the "City of Charlestown (Indiana) Redevelopment District Taxable Tax Increment Revenue Bonds, Series 2023" ("Bonds"). The Bonds are numbered consecutively from R-1 upwards and are issued pursuant to the Bond Resolution adopted by the City of Charlestown

Redevelopment Commission (“Commission”) on [], 2023, as Resolution No. 2023-R-[] (“Bond Resolution”) and in strict compliance with I.C. 5-1-14, I.C. 36-7-14, I.C. 36-7-25, and all related and supplemental acts as in effect on the issue date of the Bonds (collectively, “Act”), to procure funds to be applied to the Project Costs (as defined in the Bond Resolution), including issuance expenses of the Bonds [and to fund a debt service reserve for the Bonds]. The Project consists of the design and construction of local public infrastructure improvements in or directly serving or benefiting portions of the Allocation Areas (as defined in the Bond Resolution) including, without limitation, streetscape improvements, sidewalk improvements, drainage improvements, and remediating environmental contamination, together with related costs and expenses, or such other items as may be approved by the Commission to carry out the Plans (as defined in the Bond Resolution)

The Bonds are all equally and ratably secured by and entitled to the protection of the Bond Resolution. To secure payment of the debt service on the Bonds and performance of all other covenants of the City and the District under the Bond Resolution, the Commission, acting in the name of the City, pursuant to the Bond Resolution, has pledged Tax Increment (as defined in the Bond Resolution) and the funds and accounts held under the Bond Resolution to the Bonds. Reference is hereby made to the Bond Resolution for a description of the rights, duties, and obligations of the Commission, the District, and the owner of the Bonds, the terms and conditions upon which the Bonds are issued and the terms and conditions upon which the Bonds will be paid at or prior to maturity, or will be deemed to be paid and discharged upon the making of provisions for payment therefor. Copies of the Bond Resolution are on file at the office of the Clerk-Treasurer of the City. **THE OWNER OF THIS BOND, BY ACCEPTANCE OF THIS BOND, HEREBY AGREES TO ALL OF THE TERMS AND PROVISIONS IN THE BOND RESOLUTION.**

The Bonds of this issue maturing on and after [] are redeemable at the option of the City beginning on [], or any date thereafter, upon thirty (30) days’ notice, in whole or in part, in the order of maturity determined by the Commission, and by lot within maturities, at face value plus accrued interest to the date fixed for redemption.

[Insert mandatory sinking fund redemption terms, if any]

Each [One Hundred Thousand Dollars (\$100,000)] principal amount shall be considered a separate bond for purposes of optional [and mandatory] redemption. If less than an entire maturity is called for redemption, the bonds to be redeemed shall be selected by lot by the Registrar. [If some Bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the Bonds for optional redemption before selecting the Bonds by lot for the mandatory sinking fund redemption.]

Notice of any redemption shall be given by the Registrar at least thirty (30) days prior to the date fixed for redemption (unless notice is waived by the Owners of the Bonds) by sending written notice by certified or registered mail to the Owners of the Bonds to be redeemed in whole or in part at the address shown on the registration books of the Registrar. Failure to give such notice by mailing, or any defect therein with respect to any Bond, shall not affect the validity of any proceeding for the redemption of other Bonds. Such notice shall state the redemption date,

the redemption price, the amount of accrued interest, if any, payable on the redemption date, the place at which the Bonds are to be surrendered for payment and, if less than the entire principal amount of the Bond is to be redeemed, the portion thereof to be redeemed. By the date fixed for redemption, due provision shall be made with the Registrar for the payment of the redemption price of the Bonds to be redeemed, plus accrued interest, if any, to the date fixed for redemption. When the Bonds have been called for redemption, in whole or in part, and due provision has been made to redeem same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Owners of such Bonds to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption, provided that funds for their redemption are on deposit at the place of payment at that time.

If fewer than all of the Bonds are to be redeemed, the Registrar will select the particular Bonds to be redeemed by lot in such manner as it deems fair and appropriate. Each principal amount shall be considered a separate bond for purposes of redemption.

The Commission reserves the right to authorize and issue additional bonds or enter into leases payable out of Tax Increment as provided in the Bond Resolution.

The Commission may, without the consent of, or notice to, the registered owners of this Bond, adopt a supplemental resolution to the Bond Resolution under certain circumstances as described in the Bond Resolution.

This Bond is transferable or exchangeable only upon the books of the Commission kept for that purpose at the office of the Registrar by the Registered Owners in person, or by its attorney duly authorized in writing, upon surrender of this Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owners or its attorney duly authorized in writing, and thereupon a new fully registered or Bond in the same aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the Registered Owners, as the case may be, therefor. The Registrar shall not be obligated to (a) register, transfer or exchange the Bonds during a period of fifteen (15) days next preceding mailing of a notice of redemption of the Bonds, or (b) to register, transfer or exchange the Bonds selected, called or being called for redemption in whole or in part after mailing notice of such call. The City and the Registrar may treat and consider the person in whose name this Bond is registered as the absolute owner hereof for all purposes including for the purpose of receiving payment of, or on account of, the principal hereof. This Bond may be transferred or exchanged without cost to the Registered Owners except for any tax or governmental charge required to be paid with respect to the transfer or exchange, which taxes or governmental charges are payable to the person requesting such transfer or exchange.

This Bond shall be issued in fully registered form in the minimum denomination of [One Hundred Thousand Dollars (\$100,000) or in any multiples of One Thousand Dollars (\$1,000) in excess thereof].

If this Bond shall have become due and payable in accordance with its terms or shall have been duly called for redemption or irrevocable instructions to call this Bond or a portion thereof for redemption shall have been given, and the whole amount of the principal of and interest so due and payable on this Bond or portion thereof then outstanding shall be paid or (i) sufficient moneys, or (ii) noncallable, direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, or (iii) obligations of any state of the United States of America or any political subdivision thereof, the full payment of principal of and interest on which (a) are unconditionally guaranteed or insured by the United States of America, or (b) are provided for by an irrevocable deposit of securities described in clause (ii) and are not subject to call or redemption by the issuer thereof prior to maturity or for which irrevocable instructions to redeem have been given, shall be held in trust for such purpose, and provision shall also have been made for paying all fees and expenses in connection with the redemption, then and in that case this Bond shall no longer be deemed outstanding or an indebtedness of the District.

It is hereby certified, recited, and declared that all acts, conditions, and things required to be done precedent to and in the execution, issuance, sale, and delivery of this Bond have been properly done, happened, and performed in regular and due form as prescribed by law, and that the total indebtedness of the City of Charlestown Redevelopment District, including the Bonds, does not exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been duly executed by the authorized representative of the Registrar.

IN WITNESS WHEREOF, the City of Charlestown Redevelopment Commission has caused this Bond to be executed by the manual or facsimile signature of the Mayor, in the name of the City of Charlestown, Indiana for and on behalf of the Redevelopment District of the City, and attested by the manual or facsimile signature of the Clerk-Treasurer of the City, who has caused the seal of City of Charlestown, Indiana to be impressed or a facsimile thereof to be printed hereon:

CITY OF CHARLESTOWN, INDIANA

By: _____
Mayor

(SEAL)

ATTEST:

Clerk-Treasurer

CERTIFICATE OF AUTHENTICATION

It is hereby certified that this bond is one of the bonds described in the within-mentioned Resolution duly authenticated by the Registrar.

_____, as Registrar

By _____
Authorized Representative

ASSIGNMENT

The following abbreviations, when used in the inscription on the face of this bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN. COM. as tenants in common

TEN. ENT. as tenants by the entireties

JT. TEN. as joint tenants with right of survivorship and not as tenants in common

UNIF. TRANS.
MIN. ACT _____ Custodian _____
(Cust.) (Minor)

under Uniform Transfers to Minors Act of

(State)

Additional abbreviations may also be used although not in the above list.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

(please print or typewrite name and address of transferee)

(please insert social security or other identifying number of assignee)

\$ _____ in principal amount (must be a multiple of \$ _____) of the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney, to transfer the within bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

NOTICE: The signature of this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever.

(End of Bond Form)

(B) The form of any Parity Obligations shall be set forth in the resolution approving the issuance of such Parity Obligations.

SECTION 5. Sale of the Bonds; Deposit of Proceeds.

(A) Upon the advice of the Commission’s municipal advisor, the Bonds shall be sold in a negotiated private sale with a purchaser to be selected by the Commission with the advice of its municipal advisor (the “Purchaser”). The Clerk-Treasurer and the President of the Commission are hereby authorized to enter into a purchase agreement or term sheet for such Bonds with the Purchaser on terms and conditions recommended by the municipal advisor and consistent with the terms of this Resolution. Such purchase agreement shall establish a final principal amount, purchase price, interest rates, and maturity schedule. After the Bonds have been properly sold and executed, the Clerk-Treasurer shall receive from the Purchaser payment for the Bonds, as the case may be, and shall provide for delivery of the Bonds to the Purchaser.

In connection with the sale of the Bonds, the Mayor, the Clerk-Treasurer, and the officers of the Commission are each authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable to obtain a rating and/or to obtain bond insurance for the Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

The Bonds shall be sold to the Bond Purchaser at a price of not less than 99% of par.

(B) Prior to the delivery of each series of the Bonds, the Clerk-Treasurer shall obtain a legal opinion addressed to the Commission as to the validity of the Bonds from Frost Brown Todd LLP, Bond Counsel, and shall furnish such opinion to the Bond Purchaser. The cost of such opinion shall be considered as part of the costs incidental to these proceedings and shall be paid out of proceeds of the Bonds.

(C) If necessary, proceeds of the Bonds in an amount not to exceed the Debt Service Reserve Requirement shall be deposited in the Debt Service Reserve Account. The remaining proceeds of the Bonds shall be deposited in the Capital Fund.

SECTION 6. Delivery of Instruments.

The Commission hereby authorizes and directs the Mayor, the Clerk-Treasurer, and the President of the Commission, and each of them, for and on behalf of the City, the Commission, and the District, to prepare, execute and deliver any and all instruments, letters, certificates, agreements, and documents as the executing official or Bond Counsel determines is necessary or appropriate to consummate the transactions contemplated by this Resolution, and such determination shall be conclusively evidenced by the execution thereof. The instruments, letters, certificates, agreements, and documents, including the Bonds, necessary or appropriate to consummate the transactions contemplated by this Resolution shall, upon execution, as contemplated herein, constitute the valid and binding obligations or representations and warranties of the Commission, acting in the name of the City, the full performance and satisfaction of which by the Commission are hereby authorized and directed.

SECTION 7. Bond Purchase Agreement.

The Commission hereby authorizes and approves the preparation of a Bond Purchase Agreement, by which the Bonds are to be sold to the Bond Purchaser. The President or Vice President of the Commission is hereby authorized and directed to execute, and the Secretary of the Commission is hereby authorized and directed to attest and affix the seal of the City to the Bond Purchase Agreement, with such changes and revisions thereto as they deem necessary or appropriate to consummate the transactions contemplated thereby. Such execution and attestation shall be conclusive evidence of their approval of such changes and revisions. The Bond Purchase Agreement in the form executed shall constitute the valid and binding limited obligation of the Commission, acting in the name of the City, the full performance and satisfaction of which by the Commission is hereby authorized and directed.

SECTION 8. Continuing Disclosure.

If the Bonds are subject to Rule 15c2-12, then with respect to the Bonds, the President or Vice President of the Commission is hereby authorized to execute and deliver a continuing disclosure agreement upon delivery of the Bonds (“Continuing Disclosure Agreement”). The Commission and City covenant, to the extent permitted by law that they will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of this Resolution, failure of the Commission or the City to comply with the Continuing Disclosure Agreement shall not be considered an event of default hereunder. If the Commission or the City fails to comply with the Continuing Disclosure Agreement, the sole remedy available for such failure shall be for the specific performance of the Commission’s or City’s obligations under this Section and the Continuing Disclosure Agreement and there shall be no remedies for money damages of any kind or in any amount. This remedy shall be available solely to owners of the Bonds for which the Continuing Disclosure Agreement was

delivered. The Commission's or City's failure to honor its covenant herein shall not constitute a breach or default under this Resolution pursuant to which the Bonds are issued or any other agreement to which the Commission or City is a party. The remedy set forth in this Section 8 may be exercised by any holder of the Bonds for which the Continuing Disclosure Agreement was delivered in any court of competent jurisdiction in the State of Indiana. An affidavit to the effect that such person is a holder of the Bonds for which the Continuing Disclosure Agreement was delivered supported by reasonable documentation of such claim shall be sufficient to evidence standing to pursue this remedy. Prior to pursuing any remedy under this Section 8, a holder of the Bonds for which the Continuing Disclosure Agreement was delivered shall give notice to the Commission or the City, via registered or certified mail, of such breach and its intent to pursue such remedy. Fifteen (15) days after mailing of such notice, and not before, a holder of the Bonds for which the Continuing Disclosure Agreement was delivered may pursue such remedy under this Section 8.

SECTION 9. Execution of the Bonds.

The Mayor is hereby authorized and directed to execute the Bonds with her manual or facsimile signature, and the Clerk-Treasurer is hereby authorized and directed to have the Bonds prepared, attest the Bonds with her manual or facsimile signature, and cause the seal of the City to be impressed or a facsimile thereof to be printed on the Bonds, all in the form and manner herein provided. If any officers whose signature or facsimile signature shall appear on the Bonds shall cease to be such officer before the delivery of the Bonds, such signature shall nevertheless be used and sufficient for all purposes the same as if such officer had remained in office until the date of delivery of the Bonds even though such officer may not have been so authorized or have held such office. Upon the consummation of the sale of the Bonds, the Clerk-Treasurer shall receive from the Bond Purchaser the amount to be paid for the Bonds and deliver the Bonds to the Bond Purchaser.

SECTION 10. Redevelopment District Capital Fund.

(A) The Redevelopment District Capital Fund is established pursuant to I.C. 36-7-14-26. Proceeds of the Bonds deposited in the Capital Fund shall be deposited in a separate account of the Commission, acting in the name of the City, and kept separate and apart from all other funds of the City, the Commission, and the District and may be invested only in Qualified Investments as permitted by law. The Clerk-Treasurer shall administer the moneys in the Capital Fund in accordance with this Resolution. The proceeds in the Capital Fund and investment earnings on amounts in the Capital Fund shall be expended only to pay Project Costs and Debt Service on the Bonds.

(B) The Clerk-Treasurer shall disburse from the Capital Fund the amount required for the payment of Project Costs upon the receipt of duly authorized claims filed in the manner described in the Financing Agreement.

(C) If, after payment of all claims tendered under the provisions of this Section, any funds shall remain in the Capital Fund, the Clerk-Treasurer shall, after consulting Bond Counsel, transfer all moneys then in the Capital Fund (except moneys reserved to pay any

disputed or unpaid claims), to the Allocation Funds to pay Debt Service on the Bonds, or as otherwise permitted by law and directed by the Commission.

SECTION 11. Flow of Funds.

(A) Creation of Funds and Accounts.

(1) There has previously been established, and is hereby continued, the Allocation Funds. There is hereby created a Bond Principal and Interest Account, a Debt Service Reserve Account (if necessary), and a Surplus Fund. The Allocation Funds shall be held by the Clerk-Treasurer. All Tax Increment shall immediately upon receipt by the City be deposited in the Allocation Funds and then be set aside in the following Accounts and Funds, in the following order of priority and to the extent indicated below:

- (a) Bond Principal and Interest Account;
- (b) Debt Service Reserve Account (if necessary); and
- (c) Surplus Fund.

(2) Amounts in the Allocation Funds shall be invested in Qualified Investments at the direction of the Clerk-Treasurer. Interest earned in each fund or account shall be credited to such fund or account.

(B) Bond Principal and Interest Account. The Clerk-Treasurer shall, at least one day prior to each principal and interest payment date, set aside from the Allocation Funds an amount which, together with any amount already on deposit therein, is sufficient to pay principal and interest due on the Bonds on the following interest and/or principal payment date, taking into account the payments due on any Parity Obligations and any subordinate obligations. No funds need to be deposited or retained in the Bond Principal and Interest Account to the extent that the amount contained or remaining therein is at least equal to the aggregate amount of Debt Service becoming next due and payable on the Bonds as well as payments next due on any Parity Obligations and any subordinate obligations. All money in the Bond Principal and Interest Account shall be used and withdrawn solely for the purpose of paying Debt Service (and the redemption premium, if any) on the Bonds as they shall become due and payable (including accrued interest on any Bonds purchased or redeemed prior to maturity) and amounts due on any Parity Obligations and any subordinate obligations.

(C) Debt Service Reserve Account. At the time of the sale of the Bonds, the Commission President and the Clerk-Treasurer, with the advice of the Commission's municipal advisor, may determine to establish a Debt Service Reserve Fund for the Bonds if it is deemed necessary in order to sell the Bonds. Proceeds of the Bonds or funds of the Commission in an amount equal to the Debt Service Reserve Requirement, if any, may be deposited in the Debt Service Reserve Account, upon issuance of the Bonds. If, at any time, the balance in the Debt Service Reserve Account is less than the Debt Service Reserve Requirement, all Tax Increment not required for the Bond Principal and Interest Account shall be deposited in the Debt Service Reserve Account until the balance equals the Debt Service Reserve Requirement. Moneys deposited and maintained in the Debt Service Reserve Account shall be applied to the payment

of the principal of and interest on the Bonds to the extent that amounts in the Bond Principal and Interest Account are insufficient to pay Debt Service when due and payable. If moneys in the Debt Service Reserve Account are transferred to the Bond Principal and Interest Account to pay Debt Service on the Bonds, the depletion of the balance in the Debt Service Reserve Account shall be made up from the next available Tax Increment after the required payments on the Bonds or any Parity Obligations are made. Any moneys in the Debt Service Reserve Account in excess of the Debt Service Reserve Requirement shall be deposited in the Surplus Fund and applied as set forth in subsection (D). Notwithstanding anything herein to the contrary, the Commission may fund all or part of the Debt Service Reserve Account with a debt service reserve surety bond or credit facility. The surety bond or credit facility must be issued by an insurance company rated in one of the two highest rating categories (without reference to modifiers within a category) by Standard & Poor's Corporation and Moody's Investors Service, respectively, with such rating requirements being determined as satisfied at the time of issuance of such surety bond and not at any time thereafter.

The Debt Service Reserve Requirement, if any, for any Parity Obligations shall be set forth in the resolution authorizing the Parity Obligations. Such resolution may amend the definition of the Debt Service Reserve Requirement to include the Parity Obligations without obtaining the consent of the owners of the outstanding Bonds.

(D) Surplus Fund. After making the deposits described in (A), (B) and (C) above, any remaining Tax Increment shall be deposited in the Surplus Fund and shall be available in the following order of priority:

- (1) to pay Debt Service due on the Bonds, fixed annual lease rentals, or any amounts due under any Parity Obligations;
- (2) to fund or replenish the Debt Service Reserve Account (if necessary);
- (3) to pay debt service or lease rentals due on subordinate obligations permitted pursuant to Section 12 (C) hereof;
- (4) at the option of the Commission, to pay additional Debt Service or additional lease rentals to enable the redemption or purchase of Bonds; or
- (5) for any other purposes permitted by the Act, including funding additional projects in the applicable Area or making distributions to the taxing units as provided under the Act.

(E) No Prior Liens. The Commission, acting in the name of the City, represents and warrants that there are no prior liens, encumbrances, or other restrictions on the Tax Increment, or on the City's ability to pledge the Tax Increment for the benefit of the Owners of the Bonds, except as otherwise described and set forth herein.

SECTION 12. Parity and Subordinate Obligations.

(A) Parity Obligations. The Commission may enter into other obligations or leases payable from the Tax Increment on parity with the Parity Obligations provided the following conditions are met:

(1) All interest and principal payments and lease rental payments or BOT payments due on the Parity Obligations and any other obligations payable from the Tax Increment is current;

(2) The Commission shall have received a certificate (“Certificate”) prepared by an independent, qualified accountant (“Certifier”) certifying the amount of the Tax Increment estimated to be received in each succeeding year, adjusted as provided below, which estimated amount shall be at least equal to one hundred twenty-five percent (125%) of the debt service requirements with respect to the Bonds, the Parity Obligations, and the proposed Parity Obligations for each respective year. In estimating the Tax Increment to be received in any future year, the Certifier shall base the calculation on assessed valuation actually assessed or estimated to be assessed as of the assessment date immediately preceding the issuance of the proposed Parity Obligations; provided, however, the Certifier shall adjust such assessed values for the current and future reductions of real and depreciable personal property tax abatements granted to property owners in the Allocation Areas; and

(3) Principal of and interest on any Parity Obligations shall be payable semiannually on February 1 and August 1 and lease rentals on any Parity Obligations which are leases shall be payable semiannually on January 15 and July 15.

Except as provided in this Resolution, the terms and conditions of any Parity Obligations shall be set forth in the resolution authorizing the issuance of such Parity Obligations.

(B) Pledge of Tax Increment. The Tax Increment generated from the Central Charlestown Allocation Area, Indiana-American Allocation Area, and Renaissance Allocation Area are being pledged to payment of the Bonds on parity with the 2021 Bonds, 2021 Taxable Bonds, and the BOT Obligations. The Tax Increment generated from the Shadow Lake Allocation Area are being pledged to payment of the Bonds on parity with the BOT Obligations. The Tax Increment generated from the Depot Street Allocation Area are being pledged to the payment of the Bonds and have not been pledged to any other obligations.

(C) Subordinate Obligations. The Commission, acting in the name of the City, may issue bonds or other obligations or enter into leases which are junior and subordinate to the Parity Obligations. The terms and conditions of such subordinate obligations shall be set forth in a resolution adopted by the Commission. Principal of and any interest on any subordinate obligations shall be payable semiannually on February 1 and August 1 and lease rentals on subordinate obligations that are leases shall be payable semiannually on January 15 and July 15 out of Tax Increment after payment of the Bonds and Parity Obligations payable prior thereto.

SECTION 13. Contractual Nature of this Resolution.

(A) The provisions of this Resolution shall constitute a contract by and between the Commission, acting in the name of the City, and the Owners of the Bonds. After the issuance of the Bonds, this Resolution, and the definition of, or the manner of determining, allocating or collecting the Tax Increment or the lien created by this Resolution, shall not be repealed, amended, or impaired in any respect which will adversely affect the rights of the Owners of the Bonds, respectively (except as specifically permitted in Sections 15 and 16), nor shall the Commission adopt any law, ordinance, or resolution which in any way adversely affects the rights of such owners so long as any of the Bonds remain unpaid.

(B) The Commission, acting in the name of the City, covenants not to impair the pledge of the Tax Increment to the payment of the Bonds, so long as any of the Bonds are outstanding, or to impair any other pledge or covenant under this Resolution during that period. The Commission further covenants not to change, alter, or diminish the EDAs or the Allocation Areas in any way that would adversely affect the Owners of the Bonds so long as any of the Bonds remain outstanding.

SECTION 14. Defeasance of the Bonds.

(A) If, when the Bonds or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the Bonds or a portion thereof for redemption shall have been given, and the whole amount of the Debt Service so due and payable upon the Bonds or a portion thereof then outstanding shall be paid or (i) sufficient moneys, or (ii) noncallable, direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, or (iii) obligations of any state of the United States of America or any political subdivision thereof, the full payment of principal of, and interest on which (a) are unconditionally guaranteed or insured by the United States of America, or (b) are provided for by an irrevocable deposit of securities described in clause (ii) and are not subject to call or redemption by the issuer thereof prior to maturity or for which irrevocable instructions to redeem have been given, shall be held in trust for such purpose, and provision shall also have been made for paying all fees and expenses in connection with the redemption, then and in that case the Bonds or such portion thereof shall no longer be deemed outstanding or an indebtedness of the Commission, acting in the name of the City. If no principal of or interest on the Bonds or any subordinate obligations is outstanding, any remaining funds (including Tax Increment) shall be used as provided in I.C. 36-7-14-39 or any successor provision.

(B) No deposit under this Section shall be made or accepted under this Section and no use made of any such deposit unless the Commission shall have received a verification from an accountant or firm of accountants appointed by the Clerk-Treasurer and acceptable to the Commission verifying the sufficiency of the deposit to pay the principal of the Bonds to the due date, whether such due date be by reason of maturity or upon redemption.

SECTION 15. Amending Supplemental Resolution. The Commission may, without the consent of, or notice to, the Owners of the Bonds, adopt a supplemental resolution for any one or more of the following purposes:

(A) To cure any ambiguity or formal defect or omission in this Resolution;

(B) To grant to or confer upon the Owners of the Bonds any additional benefits, security, rights, remedies, powers, or authorities that may lawfully be granted to or conferred upon the Owners of the Bonds;

(C) To modify, amend, or supplement this Resolution to permit the qualification of the Bonds for sale under the securities laws of the United States of America or of any of the states of the United States of America or the qualification of this Resolution under the Trust Indenture Acts of 1939, as amended, or any similar federal statute hereafter in effect if such modification, amendment or supplement will not have a material adverse effect on the Owners of the Bonds;

(D) To provide for the refunding or advance refunding of all or a portion of the Bonds;

(E) To amend the Resolution to permit the Commission, acting in the name of the City, to comply with any future federal tax law or any covenants contained in any supplemental resolution with respect to compliance with future federal tax law;

(F) To provide for the issuance of Parity Obligations or Subordinate Obligations;

(G) To subject to the Bond Resolution additional revenues, security, properties, or collateral; and

(H) To amend the Resolution for any other purpose which in the judgment of the Commission does not adversely affect the interests of the Owners of the Bonds in any material way.

SECTION 16. Consent to Supplemental Resolutions.

(A) The Owners of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds then outstanding shall have the right, from time to time, anything contained in the Resolution to the contrary notwithstanding, to consent to and approve the adoption by the Commission of such supplemental resolutions as shall be deemed necessary and desirable by the Commission for the purpose of modifying, altering, amending, adding to, or rescinding, in any particular, any of the terms or provisions contained in this Resolution or in any supplemental resolution other than those provisions covered by Section 15; provided however, that nothing in this Section contained shall permit, or be construed as permitting, without the consent of the owners of all the then outstanding Bonds affected, (a) an extension of the maturity of the principal of and interest on any Bonds payable from Tax Increment, or (b) a reduction in the principal amount of any Bond or change in the rate of interest or (c) a privilege or priority of any Bond or Bonds over any other Bond or Bonds, or (d) a reduction in the aggregate principal amount of the Bonds required for consent to such supplemental resolution, or (e) a change in the provisions regarding the collection, deposit, and allocation of Tax Increment as set forth in I.C. 36-7-14-39 as in effect on the date of the issuance of the Bonds and in the Bond Resolution or in the lien on the Tax Increment for any Bonds, or (f) the creation of any lien securing any Bonds

other than a lien ratably securing all of the Bonds at any time outstanding hereunder, or (g) a change in the method of accrual of interest on any Bonds.

(B) If at any time the Commission desires to adopt a supplemental resolution for any of the purposes permitted in this Section, the Commission shall cause notice of the proposed adoption of such supplemental resolution to be mailed by registered or certified mail to each Owner of the Bonds at the address shown on the registration books maintained by the Registrar. Such notice shall briefly set forth the nature of the proposed supplemental resolution and shall state that copies of it are on file at its office for inspection by all Owners of the Bonds. If, within sixty (60) days, or such longer period as shall be prescribed by the Commission, following the mailing of such notice, the Owners of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds outstanding at the time of the execution of any such supplemental resolution shall have consented to and approved the execution of such supplemental resolution, no subsequent owners of the Bonds shall have any right to object to any of the terms and provisions contained therein, or the operation thereof, or in any manner to question the propriety of the adoption thereof or to enjoin or restrain the Commission from adopting the same or from taking any action pursuant to the provisions thereof. Upon the adoption of any such supplemental resolution as is permitted and provided by this Section, this Resolution shall be and be deemed to be modified and amended in accordance therewith.

(C) Any consent, request, direction, approval, objection, or other instrument required by this Resolution to be signed and executed by the Owners of the Bonds, may be in any number or concurrent writings of similar tenor and may be signed or executed by the Owners of the Bonds, in person or by agent appointed in writing. Proof of the execution of any such consent, request, direction, approval, objection, or other instrument or of the writing appointing any such agent and of the ownership of the Bonds, if made in the following manner, shall be sufficient for any of the purposes of this Resolution, and shall be conclusive in favor of the City with regard to any action taken by it or them under such request or other instrument, namely:

(1) The fact and date of the execution by any person of any such writing may be proved (a) by the certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the person signing such writing acknowledged before him the execution thereof, or (b) by an affidavit of any witness to such execution.

(2) The fact of ownership of the Bonds or the amount or amounts, numbers, and other identification of the Bonds, and the date of holding the same shall be proved by the registration books maintained by the Registrar.

SECTION 17. Events of Default.

(A) If any of the following events occur, it is hereby defined as and declared to be and to constitute an “Event of Default”:

(1) Default in the due and punctual payment of any interest on any Bond; or

(2) Default in the due and punctual payment of the principal of any Bond at its stated maturity or mandatory redemption date.

(B) Upon the occurrence of an Event of Default, the Clerk-Treasurer shall notify the Owners of all Bonds then outstanding of such Event of Default by registered or certified mail, and will have the following rights and remedies:

(1) The Owners of the Bonds may pursue any available remedy at law or in equity or by statute to enforce the payment of the principal of and interest on the Bonds then outstanding.

(2) Upon the filing of a suit or other commencement of judicial proceedings to enforce any rights of the Owners under this Resolution, the Owners of the Bonds will be entitled, as a matter of right, to the appointment of a receiver or receivers of the revenues, issues, earnings, income, products, and profits thereof, pending such proceedings, with such powers as the court making such appointment shall confer.

(3) If the Clerk-Treasurer certifies that there is sufficient money on deposit in the funds and accounts under this Resolution to pay Debt Service on all the outstanding Bonds, the Clerk-Treasurer may declare the principal of and accrued interest on all Bonds to be due and payable immediately in accordance with this Resolution.

(4) The Clerk-Treasurer may use any money in the Capital Fund or the Allocation Fund to pay Debt Service on the Bonds if there is an Event of Default.

No right or remedy by the terms of this Resolution conferred upon or reserved to the Owners of the Bonds is intended to be exclusive of any other right or remedy, but each and every such right or remedy shall be cumulative and shall be in addition to any other right or remedy given to the Owners of the Bonds hereunder or now or hereafter existing at law or in equity or by statute. The assertion or employment of any right or remedy shall not prevent the concurrent or subsequent assertion or employment of any other right or remedy.

No delay or omission to exercise any right or remedy accruing upon any Event of Default shall impair any such right or remedy or shall be construed to be a waiver of any such Event of Default or acquiescence therein, and every such right or remedy may be exercised from time to time and as often as may be deemed expedient.

No waiver of any Event of Default, by the Owners of the Bonds shall extend to or shall affect any subsequent Event of Default or shall impair any rights or remedies consequent thereon.

(C) Anything in this Resolution to the contrary notwithstanding, the Owners of a majority in aggregate principal amount of the outstanding Bonds shall have the right, at any time during the continuance of an Event of Default, by an instrument or instruments in writing executed and delivered to the Clerk-Treasurer, to direct the time, method, and place of conducting all proceedings to be taken in connection with the enforcement of the terms and

conditions of this Resolution, or for the appointment of a receiver or any other proceedings hereunder; provided that such direction shall not be otherwise than in accordance with the provisions of law and of this Resolution.

(D) All money received hereunder pursuant to any right or remedy given or action taken upon occurrence of an Event of Default under this Resolution shall, after payment of the costs and expenses of the proceedings resulting in the collection of such money and of the expenses, liabilities and advances incurred or made hereunder, be deposited in the Allocation Funds and all such money shall be applied to the Bonds, as the case may be, as follows:

FIRST, to the payment to the persons entitled thereto of all installments of interest then due on the Bonds, including interest on any past due principal of any Bond at the rate borne by such Bond, in the order of the maturity of the installments of such interest and, if the amount available shall not be sufficient to pay in full any particular installment, then to such payment ratably, according to the amounts due on such installments, to the persons entitled thereto without any discrimination or privilege;

SECOND, to the payment to the persons entitled thereto of the unpaid principal of any of the Bonds which shall have become due at maturity, in the order of their due dates and, if the amount available shall not be sufficient to pay in full the principal of the Bonds due on any particular date, together with such interest, then to such payment ratably, according to the amount of principal due on such date, to the persons entitled thereto without any discrimination or privilege; and

THIRD, to be held for the payment to the persons entitled thereto as the same shall become due of the principal of and interest on the Bonds which may thereafter become due at maturity and, if the amount available shall not be sufficient to pay in full the principal of and interest on the Bonds due on any particular date, such payment shall be made ratably according to the amount of principal and interest due on such date to the persons entitled thereto without any discrimination or privilege.

Whenever moneys are to be applied pursuant to the provisions of this subsection; such money shall be applied at such times, and from time to time, as the Clerk-Treasurer shall determine, having due regard for the amount of such money available for application and the likelihood of additional money becoming available for such application in the future. Whenever the Clerk-Treasurer shall apply such funds, it shall fix the date upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such dates shall cease to accrue: The Registrar shall establish a special record date for such payments and shall mail, at least fifteen (15) days prior to such special record date, such notice as it may deem appropriate of the deposit with it of any such money and of the fixing of any such date. The Paying Agent shall not be required to make payment of principal to the Owner of any Bond until such Bond shall be presented to the Paying Agent for appropriate endorsement or for cancellation if fully paid.

Whenever all principal of and interest on all Bonds have been paid under the provisions of this subsection and all expenses and charges have been paid, any balance remaining in the

Allocation Funds, the Debt Service Reserve Account (if such account is deemed necessary and established), or the Surplus Fund shall be paid as provided in Section 11.

(E) Any recovery of judgment shall be for the equal and ratable benefit of the Owners of all the outstanding Bonds. Nothing in this Section contained shall, however, affect or impair the right of any Owner of the Bonds, which is absolute and unconditional, to enforce the payment of the principal of and redemption premium, if any, and interest on its Bonds out of Tax Increment and the funds and accounts under this Resolution, or the obligation of the Commission to pay the same, at the time and place expressed in the Bonds.

(F) If an Owner of the Bonds shall have proceeded to enforce any right under this Resolution by the appointment of a receiver of the Project, and such proceedings shall have been discontinued or abandoned for any reason, or shall have been determined adversely, then and in every such case the City, the Commission, the District, and the Owners of the Bonds shall be restored to their former positions and rights hereunder, respectively, and with regard to the property subject to this Resolution, and all rights, remedies and powers of the Owners of the Bonds shall continue as if no such proceedings had been taken.

SECTION 18. Financing Agreement. The President and/or Secretary of the Commission are hereby authorized to finalize and execute a financing agreement in connection with the Project.

SECTION 19. Other Actions. The President and/or Secretary of the Commission are hereby authorized and directed, in the name and on behalf of the Commission, to take or cause to be taken all actions, and to execute and deliver all instruments, agreements, or certificates that are necessary or desirable in connection with the Project, including but not limited to executing any agreements or other documents necessary to complete the Project .

SECTION 20. Additional Appropriation. There is hereby appropriated a sum not to exceed Three Million Dollars (\$3,000,000.00) equal to the proceeds of the Bonds, together with all investment earnings thereon, for the purpose of being applied towards Project Costs. Such appropriation shall be in addition to all appropriations provided for in the existing budget and shall continue in effect until the completion of the described purposes.

SECTION 21. Notices. Any notice, request, complaint, demand, communication, or other paper shall be sufficiently given when delivered or mailed by registered or certified mail, postage prepaid, addressed to the appropriate Notice Addresses. The City, the Commission, or the Registrar and Paying Agent may, by notice given hereunder, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent.

SECTION 22. Business Days. If the date of a principal payment of the Bonds or the date fixed for redemption of any portion of the Bonds shall be a legal holiday or a day on which banking institutions in the City or the jurisdiction in which the Registrar or Paying Agent is located are typically closed, then payment of principal may be made on the succeeding business

day with the same force and effect as if made on the date of maturity or the date fixed for redemption.

SECTION 23. Severability. If any section, paragraph, or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 24. Interpretation. Unless the context or law requires otherwise, references herein to statutes or laws include the same as modified, supplemented, or superseded from time to time.

SECTION 25. Repeal of Conflicting Provisions. All resolutions, ordinances and orders, or parts thereof, in conflict with the provision of this Resolution, are, to the extent of such conflict, hereby repealed or amended.

SECTION 26. Effective Date. This Resolution shall be in full force and effect immediately upon its passage and approval.

[Remainder of Page Intentionally Left Blank]

**ADOPTED BY THE CITY OF CHARLESTOWN REDEVELOPMENT
COMMISSION** this _____ day of _____, 2023.

President

Attest:

Secretary