

RESOLUTION NO. 2013-13

**RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF
LEBANON, INDIANA APPROVING AN AMENDMENT TO LEASE AND
TAKING OTHER ACTIONS REGARDING THE LEBANON PUBLIC
BUILDING CORPORATION LEASE RENTAL REFUNDING REVENUE
BONDS, SERIES 2013, AND ALL MATTERS RELATED THERETO**

WHEREAS, for the purpose of procuring funds to pay the cost of providing for the acquisition, construction and equipping of a new city municipal complex (the "Project") by the Lebanon Public Building Corporation (the "Corporation") and the leasing of the same to the City of Lebanon, Indiana (the "City"), the Corporation previously issued its Lease Rental Revenue Bonds, Series 2003 (the "2003 Bonds"), in the original aggregate principal amount of Six Million Five Hundred Thousand Dollars (\$6,500,000), pursuant to a Trust Indenture, dated as of November 1, 2003 (the "Original Indenture"), between the Corporation and Huntington Bank (successor to Union Federal Bank of Indianapolis), as trustee (the "Trustee"); and

WHEREAS, in connection with the issuance of the 2003 Bonds, the Corporation and the City entered into a Lease, dated as of September 2, 2003, as supplemented and amended by the Addendum to Lease, dated as of December 3, 2003 (collectively, the "Original Lease"), of certain public facilities and the real estate upon which such facilities are located all as described in the Original Lease (the "Leased Premises"); and

WHEREAS, the City, as sublessor, and the City of Lebanon Municipal Utilities (the "Utilities"), as sublessee, have previously entered into a Sublease of the Project, dated as of December 3, 2003 (the "Original Sublease"); and

WHEREAS, Indiana Code 5-1-5, as amended, authorizes the refunding of all or a portion of the 2003 Bonds prior to such time as such 2003 Bonds are subject to redemption in order to effect a savings; and

WHEREAS, Section 4.01 of the Original Indenture provides that the Corporation may redeem all or any part of the 2003 Bonds maturing on or after July 15, 2014, on any date not earlier than January 15, 2014, at a price equal to the aggregate principal amount, plus interest accrued to the date fixed for redemption, and without any redemption premium; and

WHEREAS, in accordance with Indiana Code 5-1-5, the Corporation seeks to provide for the issuance of bonds to refund all or any portion of the 2003 Bonds which are currently outstanding in the aggregate principal amount of Four Million One Hundred Twenty Thousand Dollars (\$4,120,000) and mature on July 15, 2014, through and including January 15, 2024 (the "Refunded Bonds") to effect a savings to the Corporation; and

WHEREAS, the Corporation intends to execute and issue its Lease Rental Refunding Revenue Bonds, Series 2013 in an aggregate principal amount not to exceed Four Million Five Hundred Twenty Thousand Dollars (\$4,520,000) (the "2013 Bonds"), in the form and subject to the terms provided in the Trust Indenture, dated as of first day or the fifteenth day of a month determined by the Corporation at the time the document is executed (the "Indenture") by and between the Corporation and the Trustee, in order to provide funds, together with funds of the

Corporation on hand, to (a) advance refund all of the Refunded Bonds by depositing into an irrevocable escrow account an amount of funds and noncallable Government Obligations the principal of and interest on which when due will be sufficient to (i) pay on January 15, 2014, all of the interest accrued on the Refunded Bonds through such date, and (ii) pay on January 15, 2014, all of the principal of the Refunded Bonds maturing or subject to mandatory redemption on and after January 15, 2014, and (b) pay the costs of issuance of the 2013 Bonds including all the incidental expenses necessary to be incurred in connection with the issuance of the 2013 Bonds or on account thereof; and

WHEREAS, Indiana Code § 5-1-5-15 provides that, in connection with the issuance of refunding bonds, an issuing body and the lessee of any building, financed with the proceeds or obligations being refunded may enter into an amendment modifying or amending the provisions of such lease in one (1) or more of the following respects: (i) to provide for a reduction in the amount of lease rental payable by the lessee; (ii) to provide for extensions or reductions of the time set forth in the lease before the option of the lessee to purchase may be exercised to such times as may be agreed upon by the issuing body and the lessee; or (iii) to provide that the lease rental payable by the lessee or lessees after redemption of the bonds being refunded may be payable to the trustee under a trust indenture securing such refunding bonds; and

WHEREAS, in accordance with Indiana Code 5-1-5-15, the Common Council of the City (the "Council") now seeks (i) to enter into an amendment to the Original Lease with the Corporation for the purpose of modifying or amending the provisions of the Original Lease, in one (1) or more of the following respects: (a) to provide for a reduction in the amount of lease rental payable by the City; (b) to provide for extensions or reductions of the time set forth in the Original Lease before the option of the City to purchase may be exercised to such times as may be agreed upon by the Corporation and the City; or (c) to provide that the lease rental payable by the lessee or lessees after redemption of the bonds being refunded may be payable to the Trustee under the Indenture securing such refunding bonds; (ii) to approve the issuance of the 2013 Bonds, (iii) to authorize certain actions in connection therewith; and (iv) to enter into an amendment to the Original Sublease to reflect the amendment to the Original Lease

NOW, THEREFORE, BE IT RESOLVED BY COMMON COUNCIL OF THE CITY OF LEBANON, INDIANA, AS FOLLOWS:

SECTION 1. The First Amendment to Lease between the Corporation, as lessor, and the City, as lessee (the "First Amendment to Lease"), substantially in the form submitted at this meeting be, and hereby is, ratified and approved.

The Mayor of the City (the "Mayor") be, and hereby is, authorized and directed to execute and deliver the First Amendment to Lease, with such changes to the form thereof as the Mayor deems necessary or advisable, in the name and on behalf of the City, and the Clerk-Treasurer of the City be, and hereby is, authorized and directed to attest such execution, and any such execution and delivery and any such attestation heretofore effected be, and hereby are, ratified and approved.

SECTION 2. If necessary to satisfy applicable federal securities laws or regulations, the Mayor, Clerk-Treasurer or any other officer of the City hereby is authorized and directed to

execute and deliver a Continuing Disclosure Contract, in the name and on behalf of the City, and any such officer hereby is authorized and directed to attest such execution, and any such execution and delivery and any such attestation heretofore effected hereby are ratified and approved.

SECTION 3. If recommended by the City's financial advisor, the Mayor and the Clerk-Treasurer of the City are hereby authorized to approve the preparation and distribution of a preliminary placement memorandum or other offering materials relating to the 2013 Bonds. The Mayor and the Clerk-Treasurer are hereby authorized and directed, in the name and on behalf of the City, to place any such preliminary placement memorandum into final form as the final placement memorandum of the Corporation. The Mayor and the Clerk-Treasurer of the City are hereby authorized to sign the final placement memorandum and by such signature approve its execution.

SECTION 4. The Council finds that the providing for the financing, refinancing, constructing and equipping of such public facilities by the Corporation and the leasing of same to the City is in the public interest of the citizens of the City, and all of the foregoing is a proper public purpose for which this Council agrees to cooperate with the Corporation.

SECTION 5. The issuance, sale and delivery by the Corporation of the 2013 Bonds under the Indenture in the aggregate principal amount not to exceed \$4,520,000 and at an average interest rate not to exceed 3.50%, is hereby approved, so long as the issuance and sale of the 2013 Bonds has been approved by the Mayor and the Clerk-Treasurer of the City.

SECTION 6. Upon the redemption or retirement of the all bonds issued under the Indenture, the City will accept from the Corporation title to such municipal facilities, free and clear of any and all liens and encumbrances thereon.

SECTION 7. The First Amendment to Sublease between the City, as sublessor, and the Utilities, as sublessee (the "First Amendment to Sublease"), substantially in the form submitted at this meeting be, and hereby is, ratified and approved.

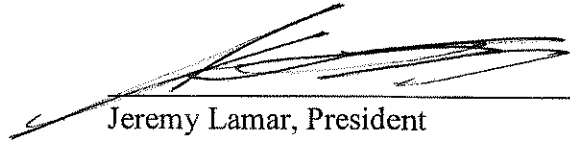
The Mayor be, and hereby is, authorized and directed to execute and deliver the First Amendment to Sublease, with such changes to the form thereof as the Mayor deems necessary or advisable, in the name and on behalf of the City, and the Clerk-Treasurer of the City be, and hereby is, authorized and directed to attest such execution, and any such execution and delivery and any such attestation heretofore effected be, and hereby are, ratified and approved.

SECTION 8. The Mayor, any officer of the City and the Clerk-Treasurer be, and hereby is, authorized and directed to execute and deliver such documents and take such other actions as such Officer deems necessary or desirable to effect the foregoing Resolution, and any such documents heretofore executed and delivered and any such other actions heretofore taken be, and hereby are, ratified and approved.

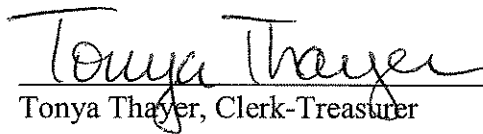
SECTION 9. This Resolution shall be in full force and effect from and after its passage by the Common Council and approval by the Mayor as required by law.

DULY PASSED on this 22nd day of July, 2013, by the Common Council of the City of Lebanon, Indiana.

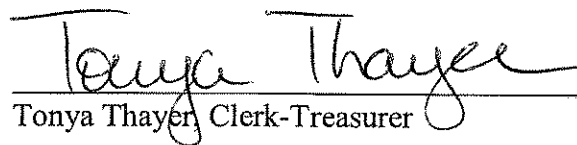
COMMON COUNCIL
CITY OF LEBANON, INDIANA


Jeremy Lamar, President


ATTEST:


Tonya Thayer, Clerk-Treasurer

Presented by me to the Mayor of the City of Lebanon for his approval or veto pursuant to Indiana Code § 36-4-6-15 and 16, this 22nd day of July, 2013 at 7:25 o'clock a.m./p.m.


Tonya Thayer, Clerk-Treasurer

This Resolution having been passed by the legislative body and presented to me is approved by me and duly adopted, pursuant to Indiana Code § 36-4-6-16 (a)(1), this 22nd day of July, 2013 at 7:25 o'clock a.m./p.m.


Harold "Huck" Lewis,
Mayor of the City of Lebanon, Indiana

Attest:


Tonya Thayer, Clerk-Treasurer