

Presented by me to the Mayor of the City of Lebanon, Indiana on the 14th day of October, 1991.

Helen M. Harman (signed)
Helen M. Harman, Clerk-Treasurer

EXAMINED, APPROVED AND SIGNED by me on the 14th day of October, 1991.

Ann Garoffolo (signed)
Ann Garoffolo, Mayor

ORDINANCE NO. 91-11

AN ORDINANCE AUTHORIZING THE CITY OF LEBANON TO ISSUE ITS
"ADJUSTABLE RATE ECONOMIC DEVELOPMENT REVENUE BONDS, SERIES 1991
(WHITE CASTLE SYSTEM, INC. PROJECT)" AND APPROVING OTHER ACTIONS IN RESPECT THERETO

WHEREAS, the Lebanon Economic Development Commission has rendered its Project Report for the White Castle System, Inc. Project, as hereinafter defined, regarding the financing of proposed economic development facilities for White Castle System, Inc., and said Project Report has been sent to the Lebanon Plan Commission for comment; and

WHEREAS, the Lebanon Economic Development Commission conducted a public hearing on June 24, 1991, and adopted a resolution on October 28, 1991, which Resolution on October 28, 1991, which Resolution has been transmitted hereto, finding that the financing of certain new economic development facilities of White Castle System, Inc. complies with the purposes and provisions of I.C. 36-7-11.9 and 12 and that such financing will be of benefit to the health and welfare of the City of Lebanon and its citizens; and

WHEREAS, the Lebanon Economic Development Commission has heretofore approved and recommended the adoption of this form of Ordinance by this Common Council, has considered the issue of adverse competitive effect and has approved the forms of and has transmitted for approval by the Common Council the Loan Agreement, Series 1991 Note, Trust Indenture, Bond Placement Agreement and Placement Memorandum; now therefore,

BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF LEBANON, INDIANA THAT:

Section 1. It is hereby found that the financing of the economic development facilities referred to in the Loan Agreement approved by the Lebanon Economic Development Commission and presented to this Common Council, the issuance and sale of the Adjustable Rate Economic Development Revenue Bonds, Series 1991 (White Castle System, Inc. Project) (the "Bonds"), the loan of the proceeds of the Bonds to White Castle System, Inc. for the acquisition, construction and equipping of such facilities, the payment of the Bonds by the note payments of White Castle System, Inc. under the Loan Agreement and Series 1991 Note, the issuance of a letter or letters of credit to secure the payment of interest on or principal of the Bonds and the securing of said Bonds under the Trust Indenture and a mortgage and security agreement, complies with the purposes and provisions of I.C. 36-7-11.9 and 12 and will be of benefit to the health and welfare of the City of Lebanon and its citizens.

Section 2. The new economic development facilities will consist of the acquisition, construction and equipping of a meat processing/manufacturing facility. The project will be located in the 1400 block of Main Street, in Lebanon, Indiana (the "Project").

Section 3. At the public hearing held by the Lebanon Economic Development Commission, the Commission considered whether the economic development facilities would have an adverse competitive effect on any similar facilities located in or near City of Lebanon, and subsequently found, based on special findings of fact set forth in the Resolution transmitted hereto, that the facilities would not have an adverse competitive effect. This Common Council hereby confirms the findings set forth in the Commission's Resolution, and concluded that the economic development facilities will not have an adverse competitive effect on any other similar facilities in or near the City of Lebanon and the facilities will be of benefit to the health and welfare of the citizens of the City of Lebanon.

Section 4. The substantially final forms of the Loan Agreement, Series 1991 Note, Trust Indenture, Bond Placement Agreement and Placement Memorandum approved by the Lebanon Economic Development Commission are hereby approved (herein collectively referred to as the "Financing Agreement" referred to in I.C. 36-7-11.9 and 12), and the Financing Agreement shall be incorporated herein by reference and shall be inserted in the minutes of the Common Council and kept on file by the Clerk-Treasurer. In accordance with the provision of I.C. 36-1-5-4, two (2) copies of the Financing Agreement are on file in the office of the Clerk-Treasurer for public inspection.

Section 5. The City of Lebanon shall issue its Bonds in an amount not to exceed Five Million Two Hundred Thousand Dollars (\$5,200,000) and maturing no later than October 1, 2006. Said Bonds are to issued for the purpose of procuring funds to pay the costs of acquisition, construction and equipping of, economic development facilities as more particularly set out in the Trust Indenture and Loan Agreement incorporated herein by reference, which Bonds will be payable as to principal, premium if any, and interest from the note payments made by White Castle System, Inc. under the Loan Agreement and Series 1991 Note or as otherwise provided in the above described Trust Indenture. The Bonds shall be issued in fully registered form in denominations of \$5,000 or integral multiples thereof, both with a minimum initial investment of \$100,000, and shall be redeemable as provided in Article IV of the Trust Indenture. Payments of principal and interest are payable in lawful money of the United States of America at the principal office of the Paying Agent (as defined in the Trust Indenture) or its successor in trust or by check mailed or delivered to the registered owners as provided in the Trust Indenture. The Bonds shall never constitute a general obligation of, an indebtedness of, or a charge against the general credit of the City of Lebanon, Indiana, nor are the Bonds payable in any manner from revenues raised by taxation.

Section 6. The Mayor and Clerk-Treasurer are authorized and directed to sell the Bonds to the original purchasers thereof at the price of 100% of the principal amount thereof. The Bonds shall initially bear interest at the Weekly Interest Rate for each Weekly Interest Rate Period, as such terms are defined in the Trust Indenture.

Section 7. The Mayor and Clerk-Treasurer are authorized and directed to execute, attest, affix or imprint by any means the City seal to the documents constituting the Financing Agreement approved herein on behalf of the City and any other document which may be necessary or desirable prior to, on or after the date hereof to consummate or facilitate the transaction, including the Bonds authorized herein. The Mayor and Clerk-Treasurer are hereby expressly authorized to deem the Placement Memorandum relating to issuance of the Bonds as nearly final and the distribution of the nearly final Placement Memorandum is hereby approved. The Mayor and Clerk-Treasurer are hereby expressly authorized to approve any modifications or additions to the documents constituting the Financing Agreement which take place after the date of this Ordinance with the review and advice of counsel to the City; it being the express understanding of this Common Council that said Financing Agreement is in substantially final form as of the date of this Ordinance.