

3 AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF
4 FORT WAYNE, INDIANA, AUTHORIZING THE REPLACEMENT
5 AND SATISFACTION OF CERTAIN OUTSTANDING SEWAGE
6 WORKS REVENUE BONDS OF THE ALLEN COUNTY REGIONAL
7 WATER & SEWER DISTRICT THROUGH THE ISSUANCE AND
8 SALE OF ADDITIONAL REVENUE BONDS TO PROVIDE FUNDS
9 FOR THE PAYMENT OF THE COSTS THEREOF, AND THE
COLLECTION, SEGREGATION AND DISTRIBUTION OF THE
REVENUES OF SUCH SEWAGE WORKS AND OTHER RELATED
MATTERS, AND REPEALING ORDINANCES INCONSISTENT
HEREWITH

10 WHEREAS, the City of Fort Wayne, Indiana ("City") owns and operates a
11 sewage works by and through its Board of Public Works ("Board") for the collection and
12 treatment of sewage and other wastes ("Sewage Works") pursuant to the provisions of
13 Indiana Code 36-9-23, as in effect on the date of delivery of the bonds authorized herein;
14 and
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16 WHEREAS, the City, by and through Fort Wayne City Utilities and the Allen
17 County Regional Water & Sewer District ("District") entered into a Utility System Asset
18 Acquisition Agreement ("APA") dated May 24, 2022, for the purpose of transferring the
19 Purchased Assets (as defined in the APA) to the City for the purpose of managing,
20 operating, maintaining and using the Purchased Assets to provide sanitary sewer service
21 to the Territory (as defined in the APA); and
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23 WHEREAS, the City and the District will enter into an Interlocal Cooperation
24 Agreement ("Interlocal Agreement") dated June 22, 2022, authorizing the City to be the
25 utility service provider in the Territory, subject to the limitations described in the
26 Interlocal Agreement, on the behalf of the District; and
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1 WHEREAS, the Interlocal Agreement has been submitted for approval and filed
2 with all state bodies having the power to control the provision of services or facilities
3 which would be provided under the Interlocal Agreement; and
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5 WHEREAS, the Board of Trustees of the District ("District Board") held
6 meetings on August 25, 2021, September 15, 2021, October 27, 2021, and May 4, 2022,
7 concerning the execution and delivery of the APA and the Interlocal Agreement in
8 compliance with Indiana Code 5-14-1.5; and

9 WHEREAS, the Common Council of the City ("Common Council") held a
10 meeting on May 24, 2022, concerning the execution and delivery of the APA and the
11 Interlocal Agreement in compliance with Indiana Code 5-14-1.5; and
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13 WHEREAS, the Common Council and the District Board have adopted
14 resolutions authorizing the execution, delivery and performance of the APA and
15 Interlocal Agreement; and

16 WHEREAS, the Common Council and the District Board have adopted
17 substantially identical resolutions authorizing the transfer and exchange of the Purchased
18 Assets pursuant to Indiana Code 5-22-22-10 and Indiana Code 36-1-11-8; and

19 WHEREAS, the City is a municipal corporation and political subdivision of the
20 State of Indiana created and existing as such under the constitution and laws of the State
21 of Indiana; and
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23 WHEREAS, the City will have all of the powers of the District which are
24 necessary, useful or appropriate for the acquisition, ownership and operation of the
25 Purchased Assets; and

26 WHEREAS, the City and the District have executed and entered into the APA;
27 and
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1 WHEREAS, the District currently has outstanding its Sewage Works Refunding
2 Revenue Bond of 2021, dated as of May 28, 2021, issued in the original aggregate
3 principal amount of Twelve Million Eight Hundred Ten Thousand Dollars (\$12,810,00)
4 and now outstanding in the aggregate principal amount of \$12,396,000 (the "District
5 Bonds"), which were issued to finance and refinance the Purchased Assets; and
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7 WHEREAS, the District and the Indiana Finance Authority ("Authority") entered
8 into an Amended and Restated Financial Assistance Agreement, dated as of May 28,
9 2021, providing for the terms of loans from the Authority to the District in connection
10 with the issuance of the District Bonds; and
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12 WHEREAS, the APA provides that as a condition to the acquisition of the
13 Purchased Assets by the City, the City will issue bonds in replacement or satisfaction of
14 the District Bonds as described in the APA; and
15

16 WHEREAS, the Common Council anticipates receiving additional funds, grants
17 and awards to assist in the financing of the Replacement (as defined below) from
18 available sources including but not limited to, the IFA Program (as defined herein), the
19 District and/or the City; and
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21 WHEREAS, the City does not have sufficient funds to apply to the costs of the
22 Replacement; and
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24 WHEREAS, the Common Council desires to issue sewage works revenue bonds,
25 in one or more series, and, if necessary, bond anticipation notes ("BANs"), in an
26 aggregate principal amount not to exceed Twelve Million Five Hundred Thousand
27 Dollars (\$12,500,000) for the purpose of the purpose of paying-off and satisfying the
28 outstanding District Bonds (net of any District funds applied for such purposes) in
29 connection with the purchase and transfer of the Purchased Assets by the City, all
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1 pursuant to the APA (“Replacement”), to pay costs related to the Replacement and the
2 issuance of the Bonds and costs associated therewith; and

3 WHEREAS, it is anticipated that the Authority will purchase the Bonds (as
4 defined herein) and the City may enter into a Financial Assistance Agreement, Funding
5 Agreement, Financial Aid Agreement and/or Grant Agreement (collectively, the
6 “Financial Assistance Agreement”) with the Authority as part of its wastewater loan
7 program, supplemental drinking water and wastewater assistance program, water
8 infrastructure assistance program and/or water infrastructure grant program, established
9 and existing pursuant to IC 5-1.2-1 through 5-1.2-4, IC 5-1.2-10, IC 5-1.2-11, IC 5-1.2-
10 14 and/or IC 5-1.2-14.5 (collectively, the “IFA Program”), pertaining to the Replacement
11 if any bonds are sold to the Authority as part of its IFA Program; and
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13 WHEREAS, the Common Council understands that for the Replacement to be
14 permitted to be financed under the IFA Program, the City must (a) agree to own, operate
15 and maintain the Sewage Works and the Purchased Assets for their useful life, (b)
16 represent and warrant to the Authority that the City has no intent to sell, transfer or lease
17 the Sewage Works or the Purchased Assets for their useful life and (c) agree to accept the
18 Assumed Liabilities (as defined in the APA); and
19

20 WHEREAS, pursuant to Ordinance No. S-65-09 adopted by the Common
21 Council on June 9, 2009 (“2009 Bond Ordinance”), the City has heretofore issued
22 revenue bonds payable from the Net Revenues (as defined herein) of the Sewage Works,
23 designated as “Sewage Works Revenue Bonds of 2009, Series A” (“2009A Bonds”),
24 outstanding after August 1, 2021, in the aggregate principal amount of \$2,222,683,
25 bearing interest at the rate of 0.16% and maturing in various amounts annually on August
26 1 in the years 2022 to and including 2030; and
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1 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
2 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
3 “Sewage Works Revenue Bonds of 2011, Series A” (“2011A Bonds”), outstanding after
4 August 1, 2021, in the aggregate principal amount of \$16,280,000, bearing interest at the
5 rate of 2.80% and maturing in various amounts annually on August 1 in the years 2022 to
6 and including 2026; and
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8 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
9 revenue bonds payable from Net Revenues of the Sewage Works, designated as “Sewage
10 Works Revenue Bonds of 2011, Series B” (“2011B Bonds”), outstanding after August 1,
11 2021, in the aggregate principal amount of \$18,763,000, bearing interest at the rate of
12 2.29% and maturing in various amounts annually on August 1 in the years 2022 to and
13 including 2031; and
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15 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
16 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
17 “Sewage Works Revenue Bonds of 2012, Series A” (“2012A Bonds”), outstanding after
18 August 1, 2021, in the aggregate principal amount of \$6,171,000, bearing interest at the
19 rate of 1.78% and maturing in various amounts annually on August 1 in the years 2022 to
20 and including 2032; and
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22 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
23 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
24 “Sewage Works Revenue Bonds of 2012, Series B” (“2012B Bonds”), outstanding after
25 August 1, 2021, in the aggregate principal amount of \$7,235,000, bearing interest at
26 various rates and maturing in various amounts annually on August 1 in the years 2022 to
27 and including 2027; and
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1 WHEREAS, pursuant to Ordinance No. S-105-12 adopted by the Common
2 Council on October 23, 2012 ("2012 Bond Ordinance"), the City has heretofore issued
3 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
4 "Sewage Works Refunding Revenue Bonds of 2012" ("2012 Bonds"), outstanding after
5 August 1, 2021, in the aggregate principal amount of \$2,140,000, bearing interest at the
6 rate of 1.45% and maturing on August 1, 2022; and
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8 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
9 revenue bonds payable from Net Revenues of the Sewage Works, designated as "Sewage
10 Works Revenue Bonds of 2013, Series A" ("2013A Bonds"), outstanding after August 1,
11 2021, in the aggregate principal amount of \$11,855,000, bearing interest at the rate of
12 1.95% and maturing in various amounts annually on August 1 in the years 2022 to and
13 including 2024; and
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15 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
16 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
17 "Sewage Works Revenue Bonds of 2013, Series B" ("2013B Bonds"), outstanding after
18 August 1, 2021, in the aggregate principal amount of \$42,260,000, bearing interest at
19 various rates and maturing in various amounts annually on August 1 in the years 2025 to
20 and including 2033; and
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22 WHEREAS, pursuant to the 2009 Bond Ordinance, the City has heretofore issued
23 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
24 "Sewage Works Revenue Bonds of 2014, Series A" ("2014A Bonds"), outstanding after
25 August 1, 2021, in the aggregate principal amount of \$11,590,000, bearing interest at the
26 rate of 2.35% and maturing in various amounts annually on August 1 in the years 2022 to
27 and including 2033; and
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1 WHEREAS, pursuant to Ordinance No. S-94-14 adopted by the Common
2 Council on July 22, 2014 ("2014 Bond Ordinance"), the City has heretofore issued
3 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
4 "Sewage Works Revenue Bonds of 2014, Series B" ("2014B Bonds"), outstanding after
5 August 1, 2021, in the aggregate principal amount of \$56,617,000, bearing interest at the
6 rate of 3.074% and maturing in various amounts annually on August 1 in the years 2022
7 to and including 2033 and semiannually on February 1 and August 1 in 2034; and
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9 WHEREAS, pursuant to the 2014 Bond Ordinance, the City has heretofore issued
10 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
11 "Taxable Sewage Works Revenue Bonds of 2014, Series C" ("2014C Bonds"),
12 outstanding after August 1, 2021, in the aggregate principal amount of \$3,745,000,
13 bearing interest at the rate of 3.074% and maturing in various amounts annually on
14 August 1 in the years 2022 to and including 2033 and semiannually on February 1 and
15 August 1 in 2034; and
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17 WHEREAS, pursuant to Ordinance No. S-16-05-16 adopted by the Common
18 Council on May 24, 2016 ("2016 Bond Ordinance") and the 2014 Ordinance, the City
19 has heretofore issued revenue bonds payable from the Net Revenues of the Sewage
20 Works, designated as "Sewage Works Revenue Bonds of 2016, Series A" ("2016A
21 Bonds"), outstanding after August 1, 2021, in the aggregate principal amount of
22 \$91,250,000, bearing interest at the rate of 2.00% and maturing in various amounts
23 annually on August 1 in the years 2022 to and including August 1, 2033 and
24 semiannually on February 1 and August 1 in in the years 2034 to and including February
25 1, 2039; and
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27 WHEREAS, pursuant to the 2016 Bond Ordinance and the 2014 Bond Ordinance,
28 the City has heretofore issued revenue bonds payable from the Net Revenues of the
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1 Sewage Works, designated as "Sewage Works Revenue Bonds of 2016, Series B"
2 ("2016B Bonds"), outstanding after August 1, 2021, in the aggregate principal amount of
3 \$129,894,026, bearing interest at the rate of 3.06% and maturing in various amounts
4 annually on August 1 in the years 2022 to and including August 1, 2033 and
5 semiannually on February 1 and August 1 in the years 2034 to and including August 1,
6 2046; and
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8 WHEREAS, pursuant to the 2016 Bond Ordinance, the City has heretofore issued
9 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
10 "Sewage Works Refunding Revenue Bonds of 2016" ("2016 Bonds"), outstanding after
11 August 1, 2021, in the aggregate principal amount of \$18,275,000, bearing interest at
12 various interest rates and maturing in various amounts annually on August 1 in the years
13 2022 to and including August 1, 2027; and
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15 WHEREAS, pursuant to Ordinance No. S-141-17 adopted by the Common
16 Council on December 12, 2017 ("2017 Bond Ordinance"), the City has heretofore issued
17 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
18 "Sewage Works Refunding Revenue Bonds of 2017, Series A and B" ("2017 Bonds"),
19 outstanding after August 1, 2021, in the combined aggregate principal amount of
20 \$24,595,000, bearing interest at the rate of 2.53% and maturing in various amounts
21 annually on August 1 in the years 2022 to and including August 1, 2030; and
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23 WHEREAS, pursuant to Ordinance No. S-91-18 adopted by the Common
24 Council on September 25, 2018 ("2018 Bond Ordinance"), the City has heretofore issued
25 revenue bonds payable from the Net Revenues of the Sewage Works, designated as
26 "Sewage Works Revenue Bonds of 2018, Series B" ("2018B Bonds"), outstanding after
27 August 1, 2021, in the aggregate principal amount of \$19,917,700, bearing interest at the
28 rate of 2.86% and maturing in various amounts annually on August 1 in the years 2022 to
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1 and including August 1, 2033 and semiannually on February 1 and August 1 in the years
2 2034 to and including August 1, 2039; and

3 WHEREAS, pursuant to Ordinance No. S-30-20 adopted by the Common
4 Council on February 25, 2020 ("2020 Bond Ordinance" and together with the 2009 Bond
5 Ordinance, the 2012 Bond Ordinance, the 2014 Ordinance, the 2016 Ordinance, the 2017
6 Ordinance and the 2018 Bond Ordinance, collectively, the "Prior Ordinances"), the City
7 has heretofore issued revenue bonds payable from the Net Revenues of the Sewage
8 Works, designated as "Sewage Works Revenue Bonds of 2020, Series A" ("2020A
9 Bonds"), outstanding after August 1, 2021, in the aggregate principal amount of
10 \$23,220,000, bearing interest at the rate of 2.00% and maturing in various amounts
11 annually on August 1 in the years 2022 to and including August 1, 2033 and
12 semiannually on February 1 and August 1 in the years 2034 to and including August 1,
13 2040; and

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16 WHEREAS, pursuant to the 2020 Ordinance, the City has heretofore issued
17 revenue bonds payable from the net revenues of the Sewage Works, designated as
18 "Sewage Works Revenue and Bonds of 2020, Series B" ("2020B Bonds"), outstanding
19 after August 1, 2021, in the aggregate principal amount of \$31,270,000, bearing interest
20 at various interest rates and maturing in various amounts annually on August 1 in the
21 years 2022 to and including August 1, 2033 and semiannually on February 1 and August
22 1 in the years 2034 to and including August 1, 2040; and

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24 WHEREAS, pursuant to the 2020 Ordinance, the City has heretofore issued
25 revenue bonds payable from the net revenues of the Sewage Works, designated as
26 "Sewage Works Revenue Bonds of 2020, Series C" ("2020C Bonds"), outstanding after
27 August 1, 2021, in the aggregate principal amount of \$24,011,000, bearing interest at the
28 rate of 2.00% and maturing in various amounts annually on August 1 in the years 2022 to
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1 and including August 1, 2033 and semiannually on February 1 and August 1 in the years
2 2034 to and including August 1, 2041; and

3 WHEREAS, pursuant to the 2020 Ordinance, the City has heretofore issued
4 revenue bonds payable from the net revenues of the Sewage Works, designated as "The
5 Sewage Works Revenue Bonds of 2021" ("2021 Bonds"), outstanding after February 1,
6 2022, in the aggregate principal amount of \$140,000,000, bearing interest at the rate of
7 2.22% and maturing in various amounts annually on August 1 in the years 2022 to and
8 including August 1, 2033 and semiannually on February 1 and August 1 in the years
9 2034 to and including August 1, 2042; and

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11 WHEREAS, pursuant to the 2020 Ordinance, the City expects to issue on or
12 about May 25, 2022, revenue bonds payable from the net revenues of the Sewage Works,
13 designated as "The Sewage Works Revenue Bonds of 2022 (Green Bonds)" ("2022
14 Bonds" and to the extent such 2022 Bonds are issued and together with the 2021 Bonds,
15 the 2009A Bonds, the 2011A Bonds, the 2011B Bonds, the 2012A Bonds, the 2012B
16 Bonds, the 2012 Bonds, the 2013A Bonds, the 2013B Bonds, the 2014A Bonds, 2014B
17 Bonds, the 2014C Bonds, the 2016A Bonds, the 2016B Bonds, the 2016 Bonds, the 2017
18 Bonds, the 2018B Bonds, the 2020A Bonds, 2020B Bonds, and 2020C Bonds,
19 collectively, the "Prior Bonds"), in the expected aggregate principal amount of
20 \$25,000,000, such bonds bearing interest and maturing in various amounts determined
21 upon bids received and accepted; and

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24 WHEREAS, the Prior Bonds each rank on a parity with each other and each
25 constitutes a first charge against the net revenues of the Sewage Works; and

26 WHEREAS, the Common Council finds that it is in the interest of the City and
27 the customers of the Territory that the City accept the Assumed Liabilities of the District,
28 including but not limited to the District Bonds; and
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1 WHEREAS, Section 17 of the 2009 Ordinance, Section 18 of the 2012 Bond
2 Ordinance, Section 17 of the 2014 Bond Ordinance, Section 17 of the 2016 Bond
3 Ordinance, Section 18 of the 2017 Bond Ordinance, Section 17 of the 2018 Bond
4 Ordinance and Section 18 of the 2020 Bond Ordinance, each authorize the issuance of
5 additional revenue bonds ranking on a parity basis with the Prior Bonds for such
6 purposes, so long as certain conditions are met; and
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8 WHEREAS, the Common Council has been advised by the City's municipal
9 advisor and now finds that all conditions precedent to the adoption of an ordinance
10 authorizing the issuance of revenue bonds on a parity basis with the Prior Bonds to
11 provide the necessary funds to be applied to the costs of the Replacement and all
12 authorized costs relating thereto have been complied with in accordance with the
13 provisions of the Prior Ordinances; and
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15 WHEREAS, the Common Council has been advised that it may be cost efficient
16 to purchase one or more debt service reserve sureties for the bonds authorized herein; and
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18 WHEREAS, the Common Council desires to authorize the issuance of BANs
19 hereunder, if necessary, in one or more series, payable solely from the proceeds of the
20 bonds issued hereunder and to authorize the refunding of the BANs, if issued, and
21

22 WHEREAS, the City reasonably expects to reimburse certain preliminary costs of
23 the Replacement with proceeds of debt to be incurred by the City in the amount not to
24 exceed \$12,500,000; and
25

26 WHEREAS, the Common Council therefore seeks to authorize the issuance of
27 revenue bonds and BANs to finance the Replacement pursuant to the provisions of IC 5-
28 1-5 and IC 36-9-23, each as in effect on the date of delivery of the bonds authorized
29 herein (collectively, "Act"), subject to and dependent upon the terms and conditions
30 hereinafter set forth in this ordinance;

1 NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF
2 THE CITY OF FORT WAYNE, INDIANA, AS FOLLOWS:

3 Section 1. Authorization of the Replacement. The City, acting
4 by and through the Board and as the owner and operator of the Sewage
5 Works for the collection and treatment of sewage and other wastes, hereby
6 orders, authorizes and directs the Board to proceed with the Replacement,
7 pursuant to the Act and in accordance with the APA and Interlocal
8 Agreement. The actions of the Board in connection with the Replacement
9 are hereby authorized, approved, ratified and confirmed.
10

11 The District, in accordance with the APA, shall provide certain funds on hand of
12 the District to the City which shall be allocated to a portion of the costs for the
13 Replacement thereby reducing its interest payments and effecting a savings, as reported
14 by the City's municipal advisor, Baker Tilly Municipal Advisors, LLC.
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16 Where used in this ordinance, the term "City" shall be construed also to include
17 any department, board, commission or officer or officers of the City or of any City
18 department, board or commission. The terms "Sewage Works," "sewage works,"
19 "works" and similar terms used in this ordinance shall be construed to mean and include
20 the Treatment Works, as defined in the Financial Assistance Agreement, the existing
21 structures and property of the Sewage Works and all enlargements, improvements,
22 extensions and additions thereto, and the replacements thereof, now or subsequently
23 constructed or acquired, from the proceeds of the bonds authorized herein or otherwise.
24 The Replacement shall be accomplished and the bonds and BANs herein authorized
25 shall be issued pursuant to the provisions of this ordinance, the APA, the Interlocal
26 Agreement and the Act.
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1 In the event the Bonds herein authorized are purchased by the Authority as part of
2 the IFA Program, on behalf of the City, the Common Council hereby (i) agrees to own,
3 operate and maintain the Sewage Works and the Purchased Assets for their useful life,
4 (ii) represents and warrants to the Authority that the City has no intent to sell, transfer or
5 lease the Sewage Works or the Purchased Assets for their useful life and (c) agrees to
6 accept the Assumed Liabilities.
7

8 Section 2. Issuance of the BANs and Bonds. (a) The City
9 hereby authorizes the Controller of the City ("Controller") to prepare and
10 issue, if necessary, the BANs for the purpose of procuring interim
11 financing to apply on the cost of the Replacement. The BANs may be
12 issued, in one or more series, in an aggregate principal amount not to
13 exceed Twelve Million Five Hundred Thousand Dollars (\$12,500,000) to
14 be designated "[Taxable] Sewage Works Bond Anticipation Notes of
15 ____" (to be completed with the year in which issued and appropriate
16 series designation, if any). Each series of BANs shall be sold at not less
17 than par value if sold to the Authority as part of its SRF Program or not
18 less than 99% of the par value thereof if sold to any other purchaser, shall
19 be numbered consecutively from 1 upward, shall be in any multiple of
20 One Dollar (\$1), as designated in the BAN Purchase Agreement (as
21 hereinafter defined), shall be dated as of the date of delivery thereof, and
22 shall bear interest at a rate not to exceed 6.0% per annum (the exact rate or
23 rates to be determined through negotiations with the purchaser of the
24 BANs) payable upon maturity. Each series of BANs will mature no later
25 than five (5) years after their date of delivery. The BANs are subject to
26 renewal or extension at an interest rate or rates not to exceed 6.0% per
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1 annum (the exact rate or rates to be negotiated with the purchaser of the
2 BANs). The term of the BANs and all renewal BANs may not exceed
3 five years from the date of delivery of the initial BANs. The BANs shall
4 be registered in the name of the purchasers thereof.
5

6 Notwithstanding anything in this ordinance to the contrary, any series of BANs
7 issued hereunder, may bear interest that is taxable and included in the gross income of
8 the owners thereof. If any such BANs are issued on a taxable basis, the designated name
9 shall include the term "Taxable" as the first word in the designated name.

10 The BANs shall be issued pursuant to IC 5-1.5-8-6.1 if sold to the Indiana Bond
11 Bank, pursuant to IC 5-1.2-1 through IC 5-1.2-4 and IC 5-1.2-10 if sold to the Authority,
12 or pursuant to IC 5-1-14-5 if sold to a financial institution or any other purchaser. The
13 City shall pledge to the payment of the principal of and interest on the BANs the
14 proceeds from the issuance of the bonds pursuant to and in the manner prescribed by the
15 Act. The bonds will be payable out of and constitute a first charge against the Net
16 Revenues (herein defined as gross revenues, inclusive of System Development Charges
17 (as hereinafter defined), after deduction only for the payment of the reasonable expenses
18 of operation, repair and maintenance, excluding transfers for payments in lieu of property
19 taxes ("PILOTs")) of the Sewage Works of the City, on a parity with the Prior Bonds.
20 For purposes of this ordinance, "System Development Charges" shall mean the proceeds
21 and balances from any non-recurring charges such as tap fees, subsequent connector fees,
22 capacity or contribution fees, and other similar one-time charges that are available for
23 deposit under this ordinance; provided, however, that any System Development Charges
24 that are enacted under IC 36-9-23-29, shall be considered as Net Revenues of the sewage
25 works.
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1 (b) In accordance with the Act, the APA, the Interlocal Agreement and for the
2 purpose of providing funds with which to pay the costs of the Replacement and providing
3 funds for the hereinafter defined Reserve Accounts, all authorized costs relating to the
4 Replacement and the financing, including the costs of issuance of the Bonds, as
5 hereinafter defined, on account thereof, and any premiums for debt service reserve
6 sureties, the City shall issue and sell its sewage works revenue bonds, in one or more
7 series, in the aggregate principal amount not to exceed Twelve Million Five Hundred
8 Thousand Dollars (\$12,500,000).
9

10 The bonds shall be designated as the "Sewage Works Revenue Bonds of _____,
11 [Series ____]" to be completed with the year in which issued and series designation, if any
12 ("Bonds"). The Bonds shall be issued as fully registered bonds in the denomination of
13 One Dollar (\$1) or integral multiples thereof if sold to the Authority as part of its IFA
14 Program, or in denominations of \$5,000 or integral multiples thereof if sold to any other
15 purchaser. If the Bonds are sold to one or more sophisticated investors, the Bonds may
16 be issued in minimum denominations of \$100,000 and integral multiples of \$5,000
17 thereafter. The Bonds shall be sold at a price not less than par value if sold to the
18 Authority as part of its IFA Program or not less than 99% of the par value thereof if sold to
19 any other purchaser. The Bonds shall be numbered consecutively from 1 up and shall
20 bear interest at a rate or rates not exceeding four percent (4.0%) per annum, the exact
21 rate or rates to be determined through negotiation or competitive bidding. Interest on the
22 Bonds shall be calculated on the basis of twelve (12) thirty (30)-day months for a three
23 hundred and sixty (360)-day year and shall be payable semiannually on February 1 and
24 August 1 in each year, commencing on the first February 1 or the first August 1,
25 following the original date of the Bonds as determined by the Controller, with the advice
26 of the City's municipal advisor. The principal of the Bonds shall mature annually on
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1 August 1 of each year, provided that beginning on February 1, 2034, principal shall be
2 payable semiannually on February 1 and August 1. The Bonds shall mature no later than
3 thirty-five (35) years after the date of issuance of the Bonds. The Bonds shall mature in
4 amounts that either: (i) produce as level annual debt service as practicable with \$5,000
5 denominations, taking into account the annual debt service on the Prior Bonds and all
6 other series of Bonds issued under this ordinance, (ii) produce forecasted coverage to
7 allow the successful marketing of the Bonds, or (iii) allow the City to meet the coverage
8 and/or amortization requirements of the IFA Program. Such debt service schedule for
9 any Bonds sold to the Authority as part of its IFA Program shall be finalized and set forth
10 in the Financial Assistance Agreement and shall provide a final maturity for the Bonds
11 ending no later than the number of years as determined and set forth in the Financial
12 Assistance Agreement.
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15 All or a portion of the Bonds may be issued as one or more term bonds, upon
16 election of the purchasers. Such term bonds shall have a stated maturity or maturities on
17 February 1 or August 1 in the years as determined by the successful bidder, but in no
18 event later than the final serial maturity date of the Bonds as determined in the above
19 paragraph. The term bonds shall be subject to mandatory sinking fund redemption and
20 final payment(s) at maturity at 100% of the principal amount thereof, plus accrued
21 interest to the redemption date, on principal payment dates which are hereinafter
22 determined in accordance with the above paragraph.
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24 The Bonds shall rank on a parity with the Prior Bonds for all purposes,
25 including the pledge of Net Revenues under this ordinance.

26 Notwithstanding anything in this ordinance to the contrary, any series of Bonds
27 issued hereunder may bear interest that is taxable and included in the gross income of
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1 the owners thereof. If any such Bonds are issued on a taxable basis, the designated
2 name shall include the term "Taxable" as the first word in the designated name.

3 Notwithstanding anything contained herein, the City may accept any other
4 forms of financial assistance, as and if available, from the IFA Program (including
5 without limitation any forgivable loans, grants or other assistance whether available as
6 an alternative to any Bond or BAN related provision otherwise provided for herein or
7 as a supplement or addition thereto). If required by the IFA Program to be eligible for
8 such financial assistance, one or more of the series of the Bonds issued hereunder may
9 be issued on a basis such that the payment of the principal of or interest on such series
10 of Bonds is junior and subordinate to the payment of the principal of and interest on
11 other series of Bonds issued hereunder (and/or any other revenue bonds secured by a
12 pledge of Net Revenues, whether now outstanding or hereafter issued), all as provided
13 by the terms of such series of Bonds as modified pursuant to this authorization. Such
14 financial assistance, if any, shall be as provided in the Financial Assistance Agreement
15 and the Bonds of each series of Bonds issued hereunder (including any modification
16 made pursuant to the authorization in this paragraph to the form of Bond otherwise
17 contained herein).

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19
20 (c) The Mayor and Controller are authorized, on behalf of the City, to
21 select and appoint a qualified financial institution to serve as Registrar and
22 Paying Agent for the Bonds, which Registrar is hereby charged with the
23 responsibility of authenticating the Bonds ("Registrar" or "Paying Agent").
24 The Controller is hereby authorized, on behalf of the Board, to enter into such
25 agreements or understandings with such institution as will enable the
26 institution to perform the services required of a Registrar and Paying Agent.
27 The Controller is further authorized to pay such fees as the institution may
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1 charge for the services it provides as Registrar and Paying Agent, and such
2 fees may be paid from the Sewage Works Sinking Fund established to pay the
3 principal of and interest on the Bonds and fiscal agency charges.

4 As to the BANs and as to the Bonds, if any purchaser does not object to such
5 designation, the Controller may serve as Registrar and Paying Agent and is hereby
6 charged with the duties of a Registrar and Paying Agent.

7
8 If any Bonds or BANs are sold to the Authority as part of its IFA Program, the
9 principal of and interest thereon shall be paid by wire transfer to such financial institution
10 if and as directed by the Authority on the due date of such payment or, if such due date is
11 a day when financial institutions are not open for business, on the business day
12 immediately after such due date. So long as the Authority is the owner of the Bonds or
13 BANs, such Bonds and BANs shall be presented for payment as directed by the
14 Authority.

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16 If wire transfer payment is not required and for any Bonds not sold to the
17 Authority, the principal of the Bonds shall be payable at the principal office of the Paying
18 Agent and all payments of interest on the Bonds shall be paid by check mailed one
19 business day prior to the interest payment date to the registered owners thereof, as the
20 names appear as of the fifteenth (15th) day of the month preceding the interest payment
21 date ("Record Date"), at the addresses as they appear on the registration books kept by
22 the Registrar or at such other address as is provided to the Paying Agent in writing by
23 such registered owner on or before such Record Date. If payment of principal or interest
24 is made to a depository, payment shall be made by wire transfer on the payment date in
25 same-day funds. If the payment date occurs on a date when financial institutions are not
26 open for business, the wire transfer shall be made on the next succeeding business day.
27 The Paying Agent shall be instructed to wire transfer payments by 1:00 p.m. (New York
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1 City time) so such payments are received at the depository by 2:30 p.m. (New York City
2 time).

3 All payments on the BANs and Bonds shall be made in any coin or currency of
4 the United States of America, which on the date of such payment, shall be legal tender
5 for the payment of public and private debts.
6

7 Each Bond shall be transferable or exchangeable only upon the books of the City
8 kept for that purpose at the principal office of the Registrar, by the registered owner
9 thereof in person, or by its attorney duly authorized in writing, upon surrender of such
10 Bond together with a written instrument of transfer or exchange satisfactory to the
11 Registrar duly executed by the registered owner or its attorney duly authorized in writing,
12 and thereupon a new fully registered Bond or Bonds in the same aggregate principal
13 amount and of the same maturity shall be executed and delivered in the name of the
14 transferee or transferees or the registered owner, as the case may be, in exchange
15 therefor. The costs of such transfer or exchange shall be borne by the City. The City and
16 the Registrar and Paying Agent for the Bonds may treat and consider the person in whose
17 name such Bonds are registered as the absolute owner thereof for all purposes including
18 for the purpose of receiving payment of, or on account of, the principal thereof and
19 interest due thereon.
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22 The Registrar and Paying Agent may at any time resign as Registrar and Paying
23 Agent upon giving thirty (30) days' notice in writing to the City and by first class mail to
24 each registered owner of the Bonds then outstanding, and such resignation will take
25 effect at the end of such thirty (30) day period or upon the earlier appointment of a
26 successor registrar and paying agent by the City. Any such notice to the City may be
27 served personally or sent by registered mail. The Registrar and Paying Agent may be
28 removed at any time as Registrar and Paying Agent by the City, in which event the City
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1 may appoint a successor registrar and paying agent. The City shall notify each registered
2 owner of the Bonds then outstanding by first class mail of the removal of the Registrar
3 and Paying Agent. Notices to the registered owners of the Bonds shall be deemed to be
4 given when mailed by first class mail to the addresses of such registered owners as they
5 appear on the registration books kept by the Registrar.
6

7 Upon the appointment of any successor registrar and paying agent by the City, the
8 Controller is authorized and directed to enter into such agreements and understandings
9 with such successor registrar and paying agent as will enable the institution to perform
10 the services required of a registrar and paying agent for the Bonds. The Controller is
11 further authorized to pay such fees as the successor registrar and paying agent may
12 charge for the services it provides as registrar and paying agent and such fees may be
13 paid from the Sewage Works Sinking Fund as set forth in Section 13 hereof. Any
14 predecessor registrar and paying agent shall deliver all of the Bonds and any cash or
15 investments in its possession with respect thereto, together with the registration books, to
16 the successor registrar and paying agent.
17

18 Interest on any Bonds sold to the Authority as part of its IFA Program shall be
19 payable from the date or dates of payments made by the Authority as part of its purchase
20 of the Bonds as set forth in the Financial Assistance Agreement. Interest on all other
21 Bonds shall be payable from the interest payment date to which interest has been paid
22 next preceding the authentication date of the Bonds unless the Bonds are authenticated
23 after the Record Date and on or before such interest payment date in which case they
24 shall bear interest from such interest payment date, or unless the Bonds are authenticated
25 on or before the Record Date preceding the first interest payment date, in which case they
26 shall bear interest from the original date until the principal shall be fully paid.
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1 (c) The City has determined that it may be beneficial to have the Bonds held
2 by a central depository system pursuant to an agreement between the City and The
3 Depository Trust Company, New York, New York ("Depository Trust Company") and
4 have transfers of the Bonds effected by book-entry on the books of the central depository
5 system ("Book Entry System"). The Bonds may be initially issued in the form of a
6 separate single authenticated fully registered bond for the aggregate principal amount of
7 each separate maturity of the Bonds. In such case, upon initial issuance, the ownership
8 of such Bonds shall be registered in the register kept by the Registrar in the name of
9 CEDE & CO., as nominee of the Depository Trust Company.
10

11 With respect to the Bonds registered in the register kept by the Registrar in the
12 name of CEDE & CO., as nominee of the Depository Trust Company, the City and the
13 Paying Agent shall have no responsibility or obligation to any other holders or owners
14 (including any beneficial owner ("Beneficial Owner")) of the Bonds with respect to: (i)
15 the accuracy of the records of the Depository Trust Company, CEDE & CO., or any
16 Beneficial Owner with respect to ownership questions, (ii) the delivery to any
17 bondholder (including any Beneficial Owner) or any other person, other than the
18 Depository Trust Company, of any notice with respect to the Bonds including any notice
19 of redemption, or (iii) the payment to any bondholder (including any Beneficial Owner)
20 or any other person, other than the Depository Trust Company, of any amount with
21 respect to the principal of, or premium, if any, or interest on the Bonds except as
22 otherwise provided herein.
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25 No person other than the Depository Trust Company shall receive an
26 authenticated Bond evidencing an obligation of the City to make payments of the
27 principal of and premium, if any, and interest on the Bonds pursuant to this ordinance.
28 The City and the Registrar and Paying Agent may treat as and deem the Depository Trust
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1 Company or CEDE & CO. to be the absolute bondholder of each of the Bonds for the
2 purpose of (i) payment of the principal of and premium, if any, and interest on such
3 Bonds; (ii) giving notices of redemption and other notices permitted to be given to
4 bondholders with respect to such Bonds; (iii) registering transfers with respect to such
5 Bonds; (iv) obtaining any consent or other action required or permitted to be taken of or
6 by bondholders; (v) voting; and (vi) for all other purposes whatsoever. The Paying
7 Agent shall pay all principal of and premium, if any, and interest on the Bonds only to or
8 upon the order of the Depository Trust Company, and all such payments shall be valid
9 and effective fully to satisfy and discharge the City's and the Paying Agent's obligations
10 with respect to principal of and premium, if any, and interest on the Bonds to the extent
11 of the sum or sums so paid. Upon delivery by the Depository Trust Company to the City
12 of written notice to the effect that the Depository Trust Company has determined to
13 substitute a new nominee in place of CEDE & CO., and subject to the provisions herein
14 with respect to consents, the words "CEDE & CO." in this resolution shall refer to such
15 new nominee of the Depository Trust Company. Notwithstanding any other provision
16 hereof to the contrary, so long as any Bond is registered in the name of CEDE & CO., as
17 nominee of the Depository Trust Company, all payments with respect to the principal of
18 and premium, if any, and interest on such Bonds and all notices with respect to such
19 Bonds shall be made and given, respectively, to the Depository Trust Company as
20 provided in a representation letter from the City to the Depository Trust Company.
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24 Upon receipt by the City of written notice from the Depository Trust Company to
25 the effect that the Depository Trust Company is unable or unwilling to discharge its
26 responsibilities and no substitute depository willing to undertake the functions of the
27 Depository Trust Company hereunder can be found which is willing and able to
28 undertake such functions upon reasonable and customary terms, then the Bonds shall no
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1 longer be restricted to being registered in the register of the City kept by the Registrar in
2 the name of CEDE & CO., as nominee of the Depository Trust Company, but may be
3 registered in whatever name or names the bondholders transferring or exchanging the
4 Bonds shall designate, in accordance with the provisions of this ordinance.
5

6 If the City determines that it is in the best interest of the bondholders that they be
7 able to obtain certificates for the fully registered Bonds, the City may notify the
8 Depository Trust Company and the Registrar, whereupon the Depository Trust Company
9 will notify the Beneficial Owners of the availability through the Depository Trust
10 Company of certificates for the Bonds. In such event, the Registrar shall prepare,
11 authenticate, transfer and exchange certificates for the Bonds as requested by the
12 Depository Trust Company and any Beneficial Owners in appropriate amounts, and
13 whenever the Depository Trust Company requests the City and the Registrar to do so, the
14 Registrar and the City will cooperate with the Depository Trust Company by taking
15 appropriate action after reasonable notice (i) to make available one or more separate
16 certificates evidencing the fully registered Bonds of any Beneficial Owner's Depository
17 Trust Company account or (ii) to arrange for another securities depository to maintain
18 custody of certificates for and evidencing the Bonds.
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21 If the Bonds shall no longer be restricted to being registered in the name of the
22 Depository Trust Company, the Registrar shall cause the Bonds to be printed in blank in
23 such number as the Registrar shall determine to be necessary or customary; provided,
24 however, that the Registrar shall not be required to have such Bonds printed until it shall
25 have received from the City indemnification for all costs and expenses associated with
26 such printing.
27

28 In connection with any notice or other communication to be provided to
29 bondholders by the City or the Registrar with respect to any consent or other action to be
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1 taken by bondholders, the City or the Registrar, as the case may be, shall establish a
2 record date for such consent or other action and give the Depository Trust Company
3 notice of such record date not less than fifteen (15) calendar days in advance of such
4 record date to the extent possible.
5

6 So long as the Bonds are registered in the name of the Depository Trust Company
7 or CEDE & CO. or any substitute nominee, the City and the Registrar and Paying Agent
8 shall be entitled to request and to rely upon a certificate or other written representation
9 from the Beneficial Owners of the Bonds or from the Depository Trust Company on
10 behalf of such Beneficial Owners stating the amount of their respective beneficial
11 ownership interests in the Bonds and setting forth the consent, advice, direction, demand
12 or vote of the Beneficial Owners as of a record date selected by the Registrar and the
13 Depository Trust Company, to the same extent as if such consent, advice, direction,
14 demand or vote were made by the bondholders for purposes of this ordinance and the
15 City and the Registrar and Paying Agent shall for such purposes treat the Beneficial
16 Owners as the bondholders. Along with any such certificate or representation, the
17 Registrar may request the Depository Trust Company to deliver, or cause to be delivered,
18 to the Registrar a list of all Beneficial Owners of the Bonds, together with the dollar
19 amount of each Beneficial Owner's interest in the Bonds and the current addresses of
20 such Beneficial Owners.
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23 (d) In the event any Bond is mutilated, lost, stolen or destroyed, the City
24 may cause to be executed and the Registrar may authenticate a new Bond of like date,
25 maturity, series and denomination as the mutilated, lost, stolen or destroyed Bond, which
26 new Bond shall be marked in a manner to distinguish it from the Bond for which it was
27 issued; provided, that in the case of any mutilated Bond, such mutilated Bond shall first
28 be surrendered to the Registrar, and in the case of any lost, stolen or destroyed Bond
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1 there shall be first furnished to the Registrar evidence of such loss, theft or destruction
2 satisfactory to the City and the Registrar, together with indemnity satisfactory to them.
3 In the event that any such mutilated, lost, stolen or destroyed Bond shall have matured
4 or been called for redemption, instead of causing to be issued a duplicate Bond, the
5 Registrar and Paying Agent may pay the same upon surrender of the mutilated Bond or
6 upon satisfactory indemnity and proof of loss, theft or destruction in the case of a lost,
7 stolen or destroyed Bond. The City and the Registrar and Paying Agent may charge the
8 owner of any such Bond with their reasonable fees and expenses in connection with the
9 above. Every substitute Bond issued by reason of any Bond being lost, stolen or
10 destroyed shall, with respect to such Bond, constitute a substitute contractual obligation
11 of the City pursuant to this ordinance, whether or not the lost, stolen or destroyed Bond
12 shall be found at any time, and shall be entitled to all the benefits of this ordinance,
13 equally and proportionately with any and all other Bonds duly issued hereunder.
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16 In the event that any Bond is not presented for payment or redemption on the date
17 established therefor, the City may deposit in trust with the Paying Agent an amount
18 sufficient to pay such Bond or the redemption price thereof, as appropriate, and
19 thereafter the owner of such Bond shall look only to the funds so deposited in trust with
20 the Paying Agent for payment and the City shall have no further obligation or liability
21 with respect thereto.
22

23 Section 3. Redemption of BANs and Bonds. (a) The BANs are prepayable
24 by the City, in whole or in part, on any date, upon 20 days' notice to the owner of the
25 BANs, without premium.

26 (b) For any Bonds not sold to the Authority as part of its IFA
27 Program, the Bonds are redeemable at the option of the City, but no sooner than
28 eight (8) years from their date of issuance, on thirty (30) days' notice, in whole or
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1 in part, in the order of maturity as determined by the City and by lot within a
2 maturity, at face value, together with either no premium or a premium not to
3 exceed one percent (1%), plus in each case accrued interest to the date fixed for
4 redemption. The exact redemption features shall be determined by the Controller
5 with the advice of the City's municipal advisor prior to the sale of the Bonds.
6

7 For any Bonds sold to the Authority as part of its IFA Program, such Bonds are
8 redeemable at the option of the City, but no sooner than ten (10) years after their date of
9 delivery, and thereafter on any date, on sixty (60) days' notice, in whole or in part, in
10 inverse order of maturity, and by lot within a maturity, at face value together with a
11 premium no greater than two percent (2%), plus accrued interest to the date fixed for
12 redemption; provided, however, if the Bonds are sold to Authority as part of the IFA
13 Program and registered in the name of the Authority, the Bonds shall not be redeemable
14 at the option of the City unless and until consented to by the Authority. The exact
15 redemption features shall be established by the Controller, with the advice of the City's
16 municipal advisor, prior to the sale of the Bonds.
17

18 If any Bond is issued as a term bond, the Paying Agent shall credit against the
19 mandatory sinking fund requirement for the Bonds maturing as term bonds, and
20 corresponding mandatory redemption obligation, in the order determined by the City, any
21 Bonds maturing as term bonds which have previously been redeemed (otherwise than as
22 a result of a previous mandatory redemption requirement) or delivered to the Registrar
23 for cancellation or purchased for cancellation by the Paying Agent and not theretofore
24 applied as a credit against any redemption obligation. Each Bond maturing as a term
25 bond so delivered or canceled shall be credited by the Paying Agent at 100% of the
26 principal amount thereof against the mandatory sinking fund obligation on such
27 mandatory sinking fund date, and any excess of such amount shall be credited on future
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1 redemption obligations, and the principal amount of the Bonds to be redeemed by
2 operation of the mandatory sinking fund requirement shall be accordingly reduced;
3 provided, however, the Paying Agent shall credit only such Bonds maturing as term
4 bonds to the extent received on or before forty-five (45) days preceding the applicable
5 mandatory redemption date.
6

7 Each authorized denomination amount or each principal amount of \$5,000 (if
8 \$1.00 denominations are not used) shall be considered a separate bond for purposes of
9 optional and mandatory redemption. If less than an entire maturity is called for
10 redemption, the Bonds to be called for redemption shall be selected by lot by the
11 Registrar. If some Bonds are to be redeemed by optional redemption and mandatory
12 sinking fund redemption on the same date, the Registrar shall select by lot the Bonds for
13 optional redemption before selecting the Bonds by lot for the mandatory sinking fund
14 redemption.
15

16 Each authorized denomination amount or each principal amount of \$5,000 shall
17 be considered a separate bond for purposes of optional and mandatory redemption. If
18 less than an entire maturity is called for redemption, the Bonds to be called for
19 redemption shall be selected by lot by the Registrar. If some Bonds are to be redeemed
20 by optional redemption and mandatory sinking fund redemption on the same date, the
21 Registrar shall select by lot the Bonds for optional redemption before selecting the Bonds
22 by lot for the mandatory sinking fund redemption.
23

24 (c) In either case, notice of such redemption shall be given not less than sixty
25 (60) days, for any Bond sold to the Authority as part of its IFA Program, and at least
26 thirty (30) days for any Bonds sold to another purchaser, prior to the date fixed for
27 redemption by mail unless the notice is waived by the registered owner of a Bond. Such
28 notice shall be mailed to the address of the registered owners as shown on the registration
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1 records of the City as of the date which is sixty-five (65) days for any Bonds sold to the
2 Authority as part of its IFA Program, and forty-five (45) days for any Bonds sold to
3 another purchaser, prior to such redemption date. The notice shall specify the date and
4 place of redemption and sufficient identification of the Bonds called for redemption. The
5 place of redemption shall be determined by the City. Interest on the Bonds so called for
6 redemption shall cease on the redemption date fixed in such notice if sufficient funds are
7 available at the principal office of the Paying Agent to pay the redemption price on the
8 date so named. Coincidentally with the payment of the redemption price, the Bonds so
9 called for redemption shall be surrendered for cancellation.
10

11 Section 4. Execution and Authentication of the Bonds and BANs. The
12 Bonds and BANs shall be executed in the name of the City by the manual, electronic or
13 facsimile signature of the Mayor of the City ("Mayor"), countersigned by the manual,
14 electronic or facsimile signature of the Controller and attested by the manual, electronic
15 or facsimile signature of the Clerk of the City ("Clerk"), who shall cause the seal of the
16 City or a facsimile thereof to be affixed to each of the Bonds and BANs. These officials,
17 by the signing of a Signature and No Litigation Certificate, shall adopt as and for their
18 own proper signatures their facsimile signatures appearing on the Bonds and BANs. The
19 Bonds shall be authenticated by the manual, electronic or facsimile signature of the
20 Registrar, and no Bond shall be valid or become obligatory for any purpose until the
21 certificate of authentication thereon has been so executed. In case any official whose
22 signature appears on any Bond or BAN shall cease to be such official before the delivery
23 of such Bond or BAN, the signature of such official shall nevertheless be valid and
24 sufficient for all purposes, the same as if such official had been in office at the time of
25 such delivery. Subject to the provisions of this ordinance regarding the registration of
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1 the Bonds, the Bonds shall be fully negotiable instruments under the laws of the State
2 of Indiana.

3 Section 5. Security and Sources of Payment for the Bonds. The Bonds when
4 paid for and delivered to the purchaser thereof as to both principal and interest, shall be
5 valid and binding special revenue obligations of the City, payable solely from and
6 secured by an irrevocable pledge of and constituting a first charge upon all of the Net
7 Revenues to be set aside into the Sewage Works Sinking Fund as herein provided and
8 shall rank on a parity with the Prior Bonds. The City shall not be obligated to pay the
9 Bonds or the interest thereon except from the Net Revenues of the Sewage Works, and
10 the Bonds shall not constitute an indebtedness of the City within the meaning of the
11 provisions and limitations of the constitution of the State of Indiana.
12

13 Section 6. Form of the Bonds. The form and tenor of the Bonds shall be
14 substantially as set forth in Exhibit A attached hereto and incorporated herein as if set
15 forth at this place (with all blanks to be filled in properly and all necessary additions
16 and deletions to be made prior to the delivery thereof).
17

18 Section 7. Issuance, Sale and Delivery of the BANs and the Bonds; Official
19 Statement; Continuing Disclosure; and Bond Purchase Agreement. (a) The Controller is
20 hereby authorized and directed to have the BANs and Bonds prepared, and the Mayor,
21 the Controller and the Clerk are each hereby authorized and directed to execute, and
22 attest as appropriate, the BANs and the Bonds in the form and manner herein provided.
23 The Controller is hereby authorized and directed to deliver the BANs and the Bonds to
24 the respective purchasers thereof after sale made in accordance with the provisions of
25 this ordinance, provided that at the time of said delivery, the Controller shall collect the
26 full amount which the respective purchasers have agreed to pay therefor, which amount
27 shall not be less than par value of the BANs if sold to the Authority as part of its IFA
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1 Program, not less than 99% of the par value of the BANs if sold to any other purchaser,
2 not less than par value of the Bonds if sold to the Authority as part of its IFA Program,
3 and not less than 99% of the par value of the Bonds if sold to any other purchaser, as the
4 case may be. Payment for the BANs and any Bonds sold to the Authority as a part of its
5 IFA Program may be made in installments. The Bonds herein authorized, when fully
6 paid for and delivered to the purchaser or purchasers, shall be the binding special revenue
7 obligations of the City. The proceeds derived from the sale of the Bonds and BANs shall
8 be and are hereby set aside for application on the cost of the Replacement hereinbefore
9 referred to and/or the refunding of the BANs, if issued, as the case may be, and/or the
10 and the expenses necessarily incurred in connection with the BANs and Bonds. The
11 proper officers of the City are hereby directed to draw all proper and necessary warrants,
12 and to do whatever acts and things which may be necessary to carry out the provisions of
13 this ordinance.
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16 (b) If any Bonds are sold by public sale, prior to the sale of the Bonds, the
17 Controller shall cause to be published either (i) a notice of bond sale in the newspaper or
18 newspapers published in the City which meet the requirements of IC 5-3-1, two (2)
19 times, at least one (1) week apart, the first publication made at least fifteen (15) days
20 before the date of the sale and the second publication being made at least three (3) days
21 before the date of the sale, or (ii) a notice of intent to sell in the newspaper or newspapers
22 published in the City which meet the requirements of IC 5-3-1 and the *Indianapolis*
23 *Business Journal*, all in accordance with IC 5-1-11 and IC 5-3-1. The notice of such sale
24 or a summary thereof may also be published in The Bond Buyer, a financial journal
25 published in the City and State of New York and/or in other publications, in the
26 discretion of the Controller. The notice shall state the character and amount of the
27 Bonds, the maximum rate of interest thereon, the terms and conditions upon which bids
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1 will be received and the sale made, and such other information as the Controller and the
2 attorneys employed by the City shall deem advisable and any summary notice may
3 contain any information deemed so advisable. The notice will also state that the winning
4 bidder will agree to assist the City in establishing the issue price of the Bonds under
5 Treas. Reg. Section 1.148-1(f) ("Issue Price Regulation"). The criteria for establishing
6 the issue price under the Issue Price Regulation shall be set forth in the preliminary
7 Official Statement and/or the bid form. The notice may provide, among other things, that
8 electronic bidding will be permitted and that the successful bidder shall be required to
9 submit a certified or cashier's check or a wire transfer in an amount equal to one percent
10 (1%) of the principal amount of the Bonds described in the notice to guarantee
11 performance on the part of the bidder, not later than 3:30 p.m. (Fort Wayne time) on the
12 next business day following the award. In the event the successful bidder shall fail or
13 refuse to accept delivery of the Bonds and pay for the same as soon as the Bonds are
14 ready for delivery, or at the time fixed in the notice of sale, then said check and the
15 proceeds thereof shall be the property of the City and shall be considered as its liquidated
16 damages on account of such default. Bidders for the Bonds will be required to name the
17 rate or rates of interest which the Bonds are to bear, not exceeding the maximum rate
18 hereinbefore fixed, and such interest rate or rates shall be in multiples of one eighth (1/8),
19 one-twentieth (1/20) or one-hundredth (1/100) of one percent (1%). The notice may
20 provide that the rate bid on a maturity shall be equal to or greater than the rate bid on the
21 immediately preceding maturity. No conditional bid or bid for less than 99% of the face
22 amount of the Bonds will be considered. The opinion of Ice Miller LLP, bond counsel of
23 Indianapolis, Indiana, approving the legality of the Bonds, will be furnished to the
24 purchaser at the expense of the City.
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1 The Bonds shall be awarded by the Controller to the best bidder who has
2 submitted his bid in accordance with the terms of this ordinance, IC 5 1 11 and the notice
3 of sale. The best bidder will be the one who offers the lowest net interest cost to the
4 City, to be determined by computing the total interest on all of the Bonds to their
5 maturities and adding thereto the discount bid, if any, and deducting the premium bid, if
6 any. The right to reject any and all bids shall be reserved. If an acceptable bid is not
7 received on the date of sale, the sale may be continued from day to day thereafter without
8 further advertisement for a period of thirty (30) days, during which time no bid which
9 provides a higher net interest cost to the City than the best bid received at the time of the
10 advertised sale will be considered.
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12 Distribution of an Official Statement (preliminary and final) prepared by Baker
13 Tilly Municipal Advisors, LLC, on behalf of the City, is hereby approved and the Mayor
14 or the Controller are authorized and directed to execute the Official Statement on behalf
15 of the City in a form consistent with this ordinance. The Mayor or the Controller are
16 hereby authorized to designate the preliminary Official Statement as “nearly final” for
17 purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission
18 (“Rule”). In lieu of delivering an Official Statement, the City may obtain an investment
19 letter from the purchaser which satisfies federal and state securities laws applicable to
20 such Bonds.
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22 (c) If necessary to comply with the Rule, the City shall execute and deliver a
23 form of Continuing Disclosure Undertaking (“Disclosure Undertaking”). The Mayor or
24 the Controller are hereby authorized and directed to complete and execute the Disclosure
25 Undertaking on behalf of the City, if necessary to comply with the Rule.
26 Notwithstanding any other provisions of this ordinance, failure of the City to comply
27 with the Disclosure Undertaking shall not be considered an event of default under the
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1 Bonds or this ordinance. If required by the Authority, in connection with the IFA
2 Program, the City is authorized to execute and deliver a form of Disclosure Undertaking
3 in a form provided by the IFA Program. The Mayor and the Controller, together or
4 individually, are authorized to complete and execute the Disclosure Undertaking on
5 behalf of the City in connection with any series of Bonds sold to the Authority as part of
6 the IFA Program.
7

8 (d) As an alternative to public sale, the Controller may negotiate the sale of
9 any series of Bonds to the Authority as a part of its IFA Program. The Mayor and the
10 Controller are hereby authorized to: (i) submit an application to the Authority as a part
11 of its IFA Program; (ii) execute one or more Financial Assistance Agreements with the
12 Authority with terms conforming to this ordinance; and (iii) sell such Bonds upon such
13 terms as are acceptable to the Mayor and the Controller consistent with the terms of this
14 ordinance. The IFA Program has provided a substantially final form of Financial
15 Assistance Agreement, attached hereto as Exhibit B and incorporated herein by
16 reference, which is hereby approved by the Common Council, and the Mayor and
17 Controller are hereby authorized to execute and deliver the same, and to approve any
18 changes in form or substance to the Financial Assistance Agreement, which are
19 consistent with the terms of this ordinance, such changes to be conclusively evidenced by
20 its execution.
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23 (e) The Mayor and the Controller are hereby authorized to negotiate the sale
24 of the Bonds in accordance with a Bond Purchase Agreement or Bond Placement
25 Agreement ("Purchase Agreement") between the City and the purchaser, the purchasers
26 or the placement agent of the Bonds. The Mayor and the Controller are authorized to
27 execute the Purchase Agreement and deliver the Bonds to the purchaser of the Bonds so
28 long as their terms are consistent with this ordinance. Such Purchase Agreement shall
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1 establish a final principal amount, interest rate, maturity schedule, optional redemption
2 features and term bond mandatory redemptions, if any. The Purchase Agreement will
3 also state that the purchaser or placement agent, as the case may be, will agree to assist
4 the City in establishing the issue price of the Bonds under Treas. Reg. Section 1.148-1(f).
5

6 Section 8. Credit Enhancement; Opinion of Bond Counsel. (a) In the event
7 the municipal advisor to the City certifies to the City that it would be economically
8 advantageous for the City to obtain a municipal bond insurance policy, the City hereby
9 authorizes the purchase of such an insurance policy with respect to the Bonds; provided
10 however, as long as any of the Bonds or Prior Bonds are owned by the Authority as part
11 of the IFA Program and remain outstanding, the City shall receive consent from the
12 Authority before obtaining any such municipal bond insurance policy. The acquisition of
13 a municipal bond insurance policy is hereby deemed economically advantageous in the
14 event the difference between the present value cost of: (a) the debt service on the Bonds
15 if issued without municipal bond insurance and (b) the total debt service on the Bonds if
16 issued with municipal bond insurance, is greater than the cost of the premium on the
17 municipal bond insurance policy. If such an insurance policy is purchased, the Mayor
18 and the Controller are hereby authorized to execute and deliver all agreements with the
19 provider of the insurance policy to the extent necessary to comply with the terms of such
20 insurance policy and the commitment to issue such policy. Such agreement shall be
21 deemed a part of this ordinance for all purposes and is hereby incorporated herein by
22 reference.
23
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25 (b) Prior to the delivery of the Bonds or BANs, the City shall obtain a legal
26 opinion as to the validity of the Bonds and BANs from Ice Miller LLP, Indianapolis,
27 Indiana, bond counsel for the City, with such opinion to be furnished to the purchasers
28 of the Bonds and BANs at the expense of the City. The costs of obtaining any surety,
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1 insurance, other credit enhancement and/or credit ratings, together with bond counsel's
2 fee in preparing and delivering such opinions and in the performance of related
3 services in connection with the issuance, sale and delivery of the Bonds and BANs,
4 shall be considered as a part of the cost of the Replacement and shall be paid out of the
5 proceeds of the Bonds or BANs, as the case may be.
6

7 Section 9. Replacement of the District Bonds. The Controller shall, with the
8 assistance of the City's municipal advisor and legal counsel, determine the date the
9 District Bonds will be paid, which date will be as soon as legally possible after delivery
10 of the Bonds. The City shall use Bond proceeds deposited into the Acquisition Account
11 (as defined herein) and funds on hand allocable to District Bonds to pay the principal of
12 and interest on and redemption premium, if any, on the District Bonds due on the date on
13 which the District Bonds may be called for redemption.
14

15 The Controller shall obtain a verification of an accountant as to the sufficiency of
16 the funds used to accomplish said refunding and legal defeasance of the District Bonds.
17 Costs of issuance of the Bonds not otherwise paid shall be paid from the remaining
18 proceeds by the City. When all the costs of issuance of the Bonds have been paid, the
19 Controller shall then transfer any amount then remaining from the proceeds of the Bonds
20 to the Sinking Fund herein continued.
21

22 Section 10. Use of Proceeds of the Bonds and BANs; Costs of Issuance, City
23 of Fort Wayne Sewage Works Acquisition Account. The proceeds from the sale of the
24 Bonds and BANs shall be deposited and applied as follows:

25 (a) To satisfy the purposes described in Section 9 above, the Bond
26 proceeds to the extent not used to refund the BANs, and the BANs issued to
27 finance the Replacement shall be deposited in a bank or banks which are
28 legally qualified depositories for the funds of the City, in the special
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1 account to be designated as "City of Fort Wayne Sewage Works
2 Acquisition Account" ("Acquisition Account"). All funds deposited to the
3 credit of the Sewage Works Sinking Fund or Acquisition Account shall be
4 deposited, held, secured or invested in accordance with the laws of the
5 State of Indiana relating to the depositing, holding, securing or investing of
6 public funds, including particularly IC 5-13, as amended and supplemented,
7 and as applicable, pursuant to IC 5-1.2-1 through IC 5-1.2-4 and IC 5-1.2-
8 10. Amounts in the Acquisition Account shall be expended only for the
9 purpose of paying the costs of the Replacement, as described in this
10 ordinance and in the Act, refunding the BANs if issued, together with all
11 authorized costs relating thereto, including the costs of issuance of the
12 Bonds and BANs, and as otherwise permitted or required by the Act and
13 this ordinance. The cost of obtaining the services of Ice Miller LLP, the
14 City Attorney and Baker Tilly Municipal Advisors, LLC, shall be
15 considered as a part of the cost of the Replacement on account of which the
16 BANs and Bonds are issued. Any balance or balances remaining
17 unexpended in the Acquisition Account after the Replacement, which are
18 not required to meet unpaid obligations incurred in connection with the
19 Replacement, shall either (1) be paid into the Sewage Works Sinking Fund
20 and used solely for the purposes of the Sewage Works Sinking Fund or (2)
21 be used for the same purpose or type of project for which the Bonds were
22 originally issued, all in accordance with Indiana Code 5-1-13, as amended.
23 Pursuant to the Act, the owners of the Bonds shall be entitled to a lien on
24 the proceeds of the Bonds until such proceeds are applied as required by
25 this ordinance and by Indiana law.
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1 (b) The accrued interest, if any, and any premium received at the
2 time of delivery of the Bonds shall be deposited in the Sewage Works
3 Sinking Fund continued by this ordinance. Any proceeds of the Bonds to
4 be used for deposits into the Reserve Accounts shall be deposited into
5 either the hereinafter defined 2016 Reserve Account, the Reserve Account
6 or the SRF Reserve Account, as the case may be.
7

8 (c) With respect to any Bonds sold to the Authority as part of its
9 IFA Program, to the extent that: (a) the total principal amount of the Bonds
10 is not paid by the purchaser or drawn down by the City or (b) proceeds
11 remain in the Acquisition Account and are not applied to the Replacement,
12 the City shall reduce the principal amount of the Bond maturities to effect
13 such reduction in a manner that will still achieve the annual debt service as
14 described in Section 2 herein subject to and upon the terms set forth in the
15 Financial Assistance Agreement.
16

17 Section 11. Segregation and Application of Sewage Works Revenues. All
18 revenues derived from the operation of the Sewage Works and from the collection of
19 sewage rates and charges (including any System Development Charges that are not
20 considered Net Revenues) shall be deposited in a special fund of the City ("Revenue
21 Fund") and segregated and kept separate and apart from all other funds and bank
22 accounts of the City. Out of said revenues the proper and reasonable expenses of
23 operation, repair and maintenance of the Sewage Works shall be paid, the principal and
24 interest of all bonds and fiscal agency charges of bank paying agents shall be paid, the
25 Reserve Accounts shall be funded, and the costs of replacements, extensions, additions
26 and improvements shall be paid as hereinafter provided. PILOTs shall be made not
27 more frequently than semiannually on June 30 and December 31 and may be made
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1 only if all monthly deposits required by this ordinance are current and held as of such
2 dates in the Operation and Maintenance Fund and the Sinking Fund (each as defined
3 herein). No moneys derived from the revenues of the Sewage Works shall be transferred
4 to the General Fund of the City or be used for any purpose not connected with the
5 Sewage Works, except as provided in Section 14 with respect to PILOTs. All moneys
6 deposited in the Revenue Fund may be invested in accordance with IC 5-13, as amended
7 and as applicable, pursuant to IC 5-1.2-1 through IC 5-1.2-4, IC 5-1.2-10, IC 5-1.2-11
8 and/or IC 5-1.2-14.
9

10 Section 12. Operation and Maintenance Fund. The Operation and
11 Maintenance Fund is hereby continued. On the last day of each calendar month,
12 revenues of the Sewage Works shall be transferred from the Revenue Fund to the
13 Operation and Maintenance Fund. The balance maintained in this Fund shall be
14 sufficient to pay the expenses of operation, repair and maintenance for the then next
15 succeeding two calendar months. The moneys credited to this Fund shall be used for the
16 payment of the reasonable and proper operation, repair and maintenance expenses of the
17 sewage works on a day-to-day basis, but none of the moneys in such Fund shall be used
18 for depreciation, replacements, improvements, extensions, additions or PILOTs. Any
19 monies in said Fund in the excess of the expected expenses of operation, repair and
20 maintenance for the next succeeding month may be transferred to the Sinking Fund if
21 necessary to prevent a default in the payment of principal of or interest on the
22 outstanding bonds of the Sewage Works.
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25 Section 13. Sewage Works Sinking Fund. (a) The special fund designated
26 the "Sewage Works Sinking Fund," continued under the Prior Ordinances is hereby
27 continued and designated as the special fund for the payment of the interest on and
28 principal of the Bonds and the payment of any fiscal agency charges in connection with
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1 the payment of the Bonds and interest thereon. There shall be set aside and deposited
2 in the Sewage Works Sinking Fund ("Sinking Fund"), as available, and as hereinafter
3 provided, a sufficient amount of the Net Revenues of the Sewage Works (including any
4 System Development Charges that are considered Net Revenues) to meet the
5 requirements of the Bond and Interest Account hereby continued and the Reserve
6 Accounts (as hereinafter defined) hereby continued in the Sinking Fund. The special
7 account within the Sinking Fund designated as the "Reserve Account," is hereby
8 continued as a debt service reserve for all Prior Bonds except those (i) initially
9 purchased by or for the account of the IFA Program or (ii) secured by the hereinafter
10 defined 2016 Reserve Account. The special account within the Sinking Fund designated
11 as the "SRF Reserve Account" is hereby continued as a debt service reserve for the Prior
12 Bonds which were initially purchased by or for the account of the IFA Program and shall
13 serve as the debt service reserve for all Bonds issued hereunder which are initially
14 purchased by or for the account of the IFA Program. The special account within the
15 Sinking Fund designated as the "2016 Reserve Account" is hereby continued and is
16 constituted as a debt service reserve for the 2016 Bonds, the 2017 Bonds, the 2020B
17 Bonds and for any Bonds issued hereunder that are not initially purchased by or for the
18 account of the IFA Program. Such payments shall continue until the balances in the
19 Bond and Interest Account and the Reserve Accounts, equal the principal of and interest
20 on all of the then outstanding bonds of the Sewage Works to their final maturity.

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24 (b) Bond and Interest Account. There is hereby continued, within the Sinking
25 Fund, the Bond and Interest Account. There shall be credited on the last day of each
26 calendar month from the Revenue Fund to the Bond and Interest Account an amount of
27 the Net Revenues equal to at least one-twelfth (1/12) of the principal and at least one-
28 sixth (1/6) of the interest on all then outstanding bonds payable on the then next
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1 succeeding principal and interest payment dates until the amount of interest and principal
2 payable on the then next succeeding respective interest and principal payment dates shall
3 have been so credited. Beginning on August 1, 2033, there shall be credited on the last
4 day of each calendar month from the Revenue Fund to the Bond and Interest Account an
5 amount of the Net Revenues equal to at least one-sixth (1/6) of the principal and at least
6 one-sixth (1/6) of the interest on all then outstanding bonds payable on the then next
7 succeeding principal and interest payment date until the amount of interest and principal
8 payable on the then next succeeding interest and principal payment date shall have been
9 so credited. There shall similarly be credited to the account any amount necessary to pay
10 the bank fiscal agency charges for paying principal and interest on the then outstanding
11 bonds as the same becomes payable. The City shall, from the sums deposited in the
12 Sinking Fund and credited to the Bond and Interest Account, remit promptly to the
13 registered owner or to the bank fiscal agency sufficient moneys to pay the interest on the
14 due dates thereof together with the amount of bank fiscal agency charges.
15

16
17 (c) Reserve Accounts. On the date of delivery of any series of Bonds which
18 are not initially purchased by or for the account of the IFA Program, funds on hand of the
19 Sewage Works, Bond proceeds, a debt service reserve surety bond ("Surety Bond"), or a
20 combination thereof may be deposited into the 2016 Reserve Account ("2016 Reserve
21 Account") hereby continued; provided, however, as long as any of the Prior Bonds or
22 Bonds are held by or for the account of the IFA Program, the City shall receive consent
23 of the Authority before funding any portion of the 2016 Reserve Account with such
24 Surety Bond. The balance to be maintained in the 2016 Reserve Account shall equal but
25 not exceed the least of: (i) maximum annual debt service on the Bonds (not initially
26 purchased by or for the account of the IFA Program), the Prior Bonds secured by the
27 2016 Reserve Account and any parity bonds issued in the future by the City which are
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1 payable from Net Revenues of the Sewage Works ("Parity Bonds") and not initially
2 purchased by or for the account of the IFA Program; (ii) 125% of average annual debt
3 service on the Bonds (not initially purchased by or for the account of the IFA Program),
4 the Prior Bonds secured by the 2016 Reserve Account and any Parity Bonds (not initially
5 purchased by or for the account of the IFA Program) or (iii) 10% of the proceeds of the
6 Bonds (not initially purchased by or for the account of the IFA Program), the Prior Bonds
7 secured by the 2016 Reserve Account and any Parity Bonds (not initially purchased by or
8 for the account of the IFA Program) ("2016 Reserve Requirement"). If the initial deposit
9 into the 2016 Reserve Account does not cause the balance therein to equal the 2016
10 Reserve Requirement or if no deposit is made, a sum of Net Revenues shall be credited
11 to the Reserve Account on the last day of each calendar month until the balance therein
12 equals the 2016 Reserve Requirement. The monthly deposits of Net Revenues shall be
13 equal in amount and sufficient to accumulate the 2016 Reserve Requirement within five
14 years of the date of delivery of the Bonds. The 2016 Reserve Account shall not secure
15 and may not be used to pay any Prior Bonds secured by the Reserve Account, or any
16 Prior Bonds, Bonds or Parity Bonds which are initially purchased by or for the account of
17 the IFA Program.
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21 The Sewage Works Reserve Account ("Reserve Account") is hereby continued
22 and shall serve as the debt service reserve for all Prior Bonds except (i) those initially
23 purchased by or for the account of the IFA Program, or (ii) those Prior Bonds secured by
24 the 2016 Reserve Account (at this time, the 2016 Refunding Bonds, the 2017 Refunding
25 Bonds and the 2020B Bonds). The balance to be maintained in the Reserve Account
26 shall equal but not exceed the least of: (i) maximum annual debt service on the Prior
27 Bonds secured by the Reserve Account (not initially purchased by or for the account of
28 the IFA Program or secured by the 2016 Reserve Account); (ii) 125% of average annual
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1 debt service on the Prior Bonds secured by the Reserve Account (not initially purchased
2 by or for the account of the IFA Program or secured by the 2016 Reserve Account) or
3 (iii) 10% of the proceeds of the Prior Bonds secured by the Reserve Account (not
4 initially purchased by or for the account of the IFA Program or secured by the 2016
5 Reserve Account) ("Reserve Requirement"). The Reserve Account is fully funded in an
6 amount equal to the Reserve Requirement. The Reserve Account shall not secure and
7 may not be used to pay any Prior Bonds, Bonds or Parity Bonds which are (i) initially
8 purchased by or for the account of the IFA Program, or (ii) secured by the 2016 Reserve
9 Account.
10

11 On the date of delivery of any series of Bonds which are initially purchased by or
12 for the account of the IFA Program, funds on hand of the Sewage Works, Bond proceeds,
13 a Surety Bond, or a combination thereof may be deposited into the SRF Reserve Account
14 ("SRF Reserve Account" and, collectively, with the 2016 Reserve Account and the
15 Reserve Account, referred to as "Reserve Accounts") hereby continued. The balance to
16 be maintained in the SRF Reserve Account shall equal the maximum annual debt service
17 on the Prior Bonds (initially purchased by or for the account of the IFA Program), the
18 Bonds initially purchased by or for the account of the IFA Program and any Parity Bonds
19 initially purchased by or for the account of the IFA Program ("SRF Reserve
20 Requirement"); provided, however, the SRF Reserve Requirement is defined as the
21 initial reserve requirement, and the amount held therein will be decreased on the second
22 day of each January to the maximum annual debt service on the then outstanding Prior
23 Bonds, Bonds and Parity Bonds initially purchased by or for the account of the IFA
24 Program in the then present or any succeeding year, and provided, further than the City
25 shall give fifteen (15) days prior written notice to the Authority before transferring funds
26 out of the SRF Reserve Account. If the initial deposit into the SRF Reserve Account
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1 does not cause the balance therein to equal the SRF Reserve Requirement or if no deposit
2 is made, a sum of Net Revenues shall be credited to the SRF Reserve Account on the last
3 day of each calendar month until the balance therein equals the SRF Reserve
4 Requirement. Notwithstanding the provisions set forth in any of the Prior Ordinances
5 regarding the SRF Reserve Account, the monthly deposits of Net Revenues shall be
6 equal in amount and sufficient to accumulate the SRF Reserve Requirement within five
7 years of the date of delivery of the Bonds. The SRF Reserve Account shall not secure
8 and may not be used to pay any Prior Bonds, Bonds or Parity Bonds which are not
9 initially purchased by or for the account of the IFA Program.
10

11 Any Surety Bond for the Reserve Account or the SRF Reserve Account must be
12 issued by an insurance company rated (at the time the Surety Bond is purchased) in the
13 highest rating category by Standard & Poor's Corporation or Moody's Investors Service.
14 However, as long as any of the Prior Bonds or Bonds are held by or for the account of the
15 IFA Program, the City shall receive consent of the Authority before funding any portion
16 of the SRF Reserve Account with such Surety Bond. If such a Surety Bond is purchased,
17 the Mayor and the Controller are hereby authorized to execute and deliver all agreements
18 with the provider of the Surety Bond to the extent necessary to comply with the terms of
19 such Surety Bond and the commitment to issue such policy. Such agreements shall be
20 deemed a part of this ordinance for all purposes and are hereby incorporated herein by
21 reference.
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24 (d) The respective Reserve Accounts shall constitute the margin for safety
25 and a protection against default in the payment of principal and interest on the respective
26 Prior Bonds, the Bonds and any Parity Bonds which they respectively secure, and
27 moneys in the respective Reserve Accounts shall be used to pay current principal and
28 interest on the respective Prior Bonds, the Bonds and any Parity Bonds which they
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1 respectively secure to the extent that moneys in the Bond and Interest Account, after
2 applied on a pro rata basis to any outstanding Prior Bonds, Bonds and Parity Bonds, are
3 insufficient for that purpose. Any deficiency in the balances maintained in the respective
4 Reserve Accounts as a result of a transfer to the Bond and Interest Account shall be
5 promptly made up from the next available Net Revenues remaining after credits into the
6 Bond and Interest Account on a pro rata basis within a twelve (12) month period. Any
7 moneys in the respective Reserve Accounts in excess of the 2016 Reserve Requirement,
8 the Reserve Requirement or the SRF Reserve Requirement shall be transferred to the
9 Sewage Works Improvement Fund.
10

11 (e) If any Bonds are initially purchased by or for the account of the SRF
12 Program, the Sinking Fund, containing the Bond and Interest Account and the Reserve
13 Accounts, and the Acquisition Account may be held by a financial institution acceptable
14 to the Authority, pursuant to terms acceptable to the Authority. If all or a portion of the
15 Sinking Fund and the accounts therein are held in trust, the City shall transfer the
16 monthly required amounts of Net Revenues to the Bond and Interest Account and the
17 Reserve Accounts in accordance with this Section 13, and the financial institution
18 holding such funds in trust shall be instructed to pay the required payments in accordance
19 with the payment schedules for the City's outstanding bonds. The financial institution
20 selected to serve in this role may also serve as the Registrar and the Paying Agent for
21 such Bonds. If the Acquisition Account is held in trust, the City shall deposit the
22 proceeds of such Bonds therein until such proceeds are applied consistent with this
23 ordinance and the Financial Assistance Agreement. The Common Council hereby
24 authorizes the Mayor and Controller to execute and deliver an agreement with a financial
25 institution to reflect this trust agreement for all or a part of the Sinking Fund and the
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1 Acquisition Account in the form of trust agreement as approved by the Mayor and the
2 Controller, consistent with the terms and provisions of this ordinance.

3 Section 14. Sewage Works Improvement Fund. After meeting the
4 requirements of the Operation and Maintenance Fund and the Sinking Fund, any excess
5 revenues may be transferred or credited from the Revenue Fund to the "Sewage Works
6 Improvement Fund," hereby continued, and said Fund shall be used for replacements,
7 additions, improvements and extensions of the Sewage Works or for any other lawful
8 purpose, so long as such use pertains to and involves the business of the Sewage Works.
9 PILOTs shall be made not more frequently than semiannually on June 30 and December
10 31 and may be made only if the amounts required to be held as of such dates in the
11 Operation and Maintenance Fund and the Sinking Fund pursuant to Section 12 and
12 Section 13 are so held after considering any such contemplated payment. Moneys in the
13 Sewage Works Improvement Fund shall be transferred to the Sinking Fund if necessary
14 to prevent a default in the payment of principal of or interest on the then outstanding
15 bonds or, if necessary, to eliminate any deficiencies in credits to or minimum balance in
16 the Reserve Accounts of the Sinking Fund or may be transferred to the Operation and
17 Maintenance Fund to meet unforeseen contingencies in the operation, repair and
18 maintenance of the Sewage Works.
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22 Section 15. Books of Record and Accounts. (a) The City shall keep proper
23 books of record and accounts, separate from all of its other records and accounts, in
24 which completed and correct entries shall be made showing all revenues collected
25 from said works and deposited in said funds, and all disbursements made therefrom on
26 account of the operation of the works, and to meet the requirements of the Sewage Works
27 Sinking Fund, and all other financial transactions relating to said works, including the
28 amounts set aside or credited to the Sinking Fund, the Operation and Maintenance
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1 Fund and the Sewage Works Improvement Fund, and the cash balances in each of said
2 funds and accounts described herein as of the close of the preceding fiscal year. Copies
3 of all such statements and reports shall be kept on file in the office of the Controller.
4

5 (b) So long as any of the Prior Bonds, BANs or Bonds are held by the
6 Authority as part of its IFA Program, the City shall establish and maintain the books and
7 other financial records of the projects authorized by the Prior Ordinances ("Projects")
8 (including the establishment of a separate account or subaccount for the Projects) and the
9 Sewage Works in accordance with (i) generally accepted governmental accounting
10 standards for utilities, on an accrual basis, as promulgated by the Government
11 Accounting Standards Board and (ii) the rules, regulations and guidance of the State
12 Board of Accounts.
13

14 Section 16. Rates and Charges. The City covenants and agrees that it will
15 establish and maintain just and equitable rates or charges for the use of and the services
16 rendered by said works, to be paid by the owner of each and every lot, parcel of real
17 estate or building that is connected with and uses said Sewage Works by or through any
18 part of the Sewage Works system of the City, or that in any way uses or is served by
19 such Sewage Works. Such rates or charges shall, to the extent permitted by law and
20 only so long as the Prior Bonds issued under the 2009 Bond Ordinance are outstanding,
21 be sufficient in each year to produce Net Revenues equal to 1.1 times the greater of the
22 average annual debt service on the Prior Bonds, the Bonds and any Parity Bonds or the
23 debt service payable during the next succeeding twelve calendar months on the Prior
24 Bonds, the Bonds and any Parity Bonds; provided, however, that System Development
25 Charges shall be excluded, to the extent permitted by law, when determining if such
26 rates and charges are sufficient so long as the Bonds or any Prior Bonds are outstanding
27 and owned by the Authority as part of its IFA Program. For these purposes, the
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1 interest rate on any variable rate debt shall be assumed to be the average interest rate
2 thereon in the preceding calendar year. Such rates and charges shall be sufficient in
3 each year for the payment of the proper and reasonable expenses of Operation and
4 Maintenance (as defined in the Financial Assistance Agreement) of the Sewage Works,
5 to comply with and satisfy all covenants contained in this ordinance including the sums
6 required to be paid into the Sinking Fund by the Act, this ordinance, and the Financial
7 Assistance Agreement, and to pay all obligations of the Sewage Works and of the City
8 with respect to the Sewage Works.
9

10 Such rates or charges shall, if necessary, be changed and readjusted from time
11 to time so that the revenues therefrom shall always be sufficient to meet the expenses
12 of Operation and Maintenance of the Sewage Works and the requirements of the
13 Sinking Fund. The rates or charges so established shall apply to any and all use of
14 such Sewage Works by and service rendered to the City and all departments thereof and
15 shall be paid semiannually by the City or the various departments thereof as the
16 charges accrue.
17

18 Section 17. Defeasance. If, when the Bonds issued hereunder (or portions
19 thereof) shall have become due and payable in accordance with their terms or shall have
20 been duly called for redemption or irrevocable instructions to call the Bonds (or
21 portions thereof) for redemption shall have been given, and the whole amount of the
22 principal and the interest and the premium, if any, so due and payable upon all of the
23 Bonds (or portions thereof) then outstanding shall be paid; or (i) sufficient moneys, or (ii)
24 direct obligations of, or obligations the principal of and interest on which are
25 unconditionally guaranteed by, the United States of America, the principal of and the
26 interest on which when due will provide sufficient moneys, or (iii) time certificates of
27 deposit fully secured as to both principal and interest by obligations of the kind described
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1 in (ii) above of a bank or banks the principal of and interest on which when due will
2 provide sufficient moneys, shall be held in trust for such purpose, and provision shall
3 also be made for paying all fees and expenses for the redemption, then and in that case
4 the Bonds (or portions thereof) issued hereunder shall no longer be deemed outstanding
5 or entitled to the pledge of the Net Revenues of the City's Sewage Works.
6

7 Section 18. Additional Bonds. The City reserves the right to authorize and
8 issue additional BANs at any time ranking on a parity with the BANs. The City also
9 reserves the right to authorize and issue additional Parity Bonds, payable out of the Net
10 Revenues of its Sewage Works, ranking on a parity with the Bonds authorized by this
11 ordinance, for the purpose of financing the cost of future additions, extensions and
12 improvements to the Sewage Works, or to refund obligations, subject to the following
13 conditions:
14

15 (a) The interest on and principal of all bonds payable from the
16 revenues of the Sewage Works shall have been paid to date in accordance with
17 the terms thereof, provided, this condition shall be deemed satisfied if any
18 required amount is to be provided from the proceeds of the Parity Bonds or other
19 funds of the City, and all required payments into the Sinking Fund shall have
20 been made in accordance with the provisions of this ordinance.
21

22 (b) As of the date of issuance of such additional Parity Bonds, the
23 balance in the 2016 Reserve Account shall equal not less than the 2016 Reserve
24 Requirement, the balance in the Reserve Account shall equal not less than the
25 Reserve Requirement, and the balance in the SRF Reserve Account shall equal
26 not less than the SRF Reserve Requirement, calculated to include principal and
27 interest requirements on the Bonds, any then outstanding parity bonds and the
28 additional Parity Bonds proposed to be issued, provided this condition shall be
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1 deemed satisfied if any required amount is to be provided from the proceeds of
2 the newly issued Parity Bonds or other funds of the City over a period of no
3 longer than five (5) years following the delivery of the Parity Bonds.

4 (c) The Net Revenues of the Sewage Works in the fiscal year
5 immediately preceding the issuance of any such Parity Bonds shall be not less
6 than one hundred twenty-five percent (125%) of the maximum annual interest
7 and principal requirements of the then outstanding Bonds, any then outstanding
8 parity bonds and the additional Parity Bonds proposed to be issued; or, prior to
9 the issuance of the Parity Bonds, the sewage rates and charges shall be increased
10 or the service area or customer base shall be expanded sufficiently so that said
11 increased rates and charges and/or volume applied to the previous fiscal year's
12 operations would have produced Net Revenues for said year equal to not less than
13 one hundred twenty-five percent (125%) of the maximum annual interest and
14 principal requirements of the then outstanding Bonds, any then outstanding parity
15 bonds and the additional Parity Bonds proposed to be issued. For purposes of this
16 subsection, the records of the Sewage Works shall be analyzed and all showings
17 shall be prepared by a certified public accountant or nationally recognized firm of
18 professionals experienced in analyzing financial records of municipal utilities
19 retained by the City for that purpose. In addition, for purposes of this subsection
20 with respect to any Parity Bonds hereafter issued, while the Bonds remain
21 outstanding and owned by the Authority as part of its IFA Program, Net
22 Revenues may not include any revenues from the System Development Charges
23 unless the Authority provides its consent to include all or some portion of the
24 System Development Charges as part of the Net Revenues or otherwise consents
25 to the issuance of such Parity Bonds without satisfying this subsection (c).
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1 (d) The principal of and mandatory sinking fund payment dates for
2 said additional Parity Bonds shall be payable on August 1 until the date August 1,
3 2033 and thereafter, shall be payable semiannually on February 1 and August 1,
4 and the interest on said additional Parity Bonds shall be payable semiannually on
5 February 1 and August 1 during the periods in which such principal and interest
6 are payable. If the additional Parity Bonds are issued as capital appreciation
7 bonds, the amount payable at maturity thereof shall be payable on February 1
8 and/or August 1 during the periods in such maturity amounts are payable.

9
10 (e) Additional Parity Bonds issued as variable rate debt must be
11 assumed to bear the maximum interest rate thereon for the purpose of certifying
12 satisfaction of the 125% condition set forth above, and a maximum rate must be
13 set for any such variable rate additional Parity Bonds. Furthermore, any put
14 feature associated with such variable rate debt must be covered by remarketing
15 proceeds or a liquidity facility issued by a provider which is rated in one of the
16 two highest short-term rating categories of Moody's Investors Service or
17 Standard & Poor's Ratings Group.

18
19 (f) For so long as any of the Bonds are outstanding and owned by the
20 Authority as part of its IFA Program, (i) the City obtains the consent of the
21 Authority, (ii) the City has faithfully performed and is in compliance with each of
22 its obligations, agreements and covenants contained in the Financial Assistance
23 Agreement and this ordinance, and (iii) the City is in compliance with its National
24 Pollutant Discharge Elimination System permits, except for non-compliance for
25 which purpose the additional Parity Bonds are issued, including refunding bonds
26 issued prior to, but part of the overall plan to eliminate such non-compliance.
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1 Section 19. Additional Covenants of the City. For the purpose of further
2 safeguarding the interests of the owners of the BANs and the Bonds herein authorized, it
3 is specifically provided as follows:

4 (a) So long as the Bonds or BANs are outstanding, the City shall at all
5 times maintain its Sewage Works in good condition and operate the same in
6 an efficient manner and at a reasonable cost.

7
8 (b) So long as any of the Bonds or BANs herein authorized are
9 outstanding, the City shall maintain insurance coverage, including fidelity
10 bonds, to protect the Sewage Works and its operations on the insurable parts
11 of said Sewage Works of a kind and in an amount such as would normally
12 be carried by private companies engaged in a similar type of business and,
13 so long as the BANs and/or Bonds are owned by the Authority as part of
14 its IFA Program, such insurance shall be acceptable to the Authority. All
15 insurance shall be placed with responsible insurance companies qualified
16 to do business under the laws of the State of Indiana, provided, however,
17 such insurance requirement may be satisfied, in part or in whole, through the
18 City's self insurance program. Insurance proceeds and condemnation
19 awards shall be used to replace or repair the property, provided, for so long
20 as the BANs or Bonds are owned by the Authority as part of its IFA
21 Program, the Authority may consent to a different use of such proceeds.

22
23 (c) So long as any of the BANs or Bonds are outstanding, the City
24 shall not mortgage, pledge or otherwise encumber the Sewage Works, or any
25 portion thereof, nor shall it sell, lease or otherwise dispose of any portion
26 thereof except replace equipment which may become worn out or obsolete;
27 provided, however, if any Bonds or BANs are owned by the Authority as part
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1 of its IFA Program, the City shall obtain the prior written consent of the
2 Authority.

3 (d) If the Authority purchases the Bonds or BANs as part of its IFA
4 Program and so long as the Bonds or BANs are outstanding and owned by
5 the Authority, and, except as otherwise specifically provided in Section 18
6 hereof, the City shall not without the prior written consent of the Authority:
7 (i) enter into any lease, contract or agreement or incur any other liabilities in
8 connection with the Sewage Works other than for normal operating
9 expenditures; or (ii) borrow any money (including without limitation any
10 loan from other utilities operated by the City).

11 (e) Except as hereinbefore provided in Section 18 hereof, so long as
12 any of the Bonds herein authorized are outstanding, no additional bonds or
13 other obligations pledging any portion of the revenues of the Sewage
14 Works shall be authorized, executed or issued by the City except such as
15 shall be made subordinate and junior in all respects to the Bonds herein
16 authorized, unless all of the Bonds herein authorized are redeemed, retired or
17 defeased pursuant to Section 17 hereof coincidentally with the delivery of
18 such additional bonds or other obligations.

19 (f) The City shall take all action or proceedings necessary and
20 proper to require connection of all property where liquid and solid waste,
21 sewage, night soil, or industrial waste is produced with available sanitary
22 sewers. The City shall, insofar as possible, cause all such sanitary sewers to
23 be connected with the Sewage Works.

24 (g) The provisions of this ordinance shall constitute a contract by
25 and between the City and the owners of the Bonds or BANs herein
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1 authorized, and after the issuance of the Bonds or BANs, this ordinance shall
2 not be repealed or amended in any respect which will adversely affect the
3 rights of the owners of the Bonds or BANs, nor shall the Common Council
4 adopt any law, ordinance or resolution which in any way adversely
5 affects the rights of such owners so long as any of the Bonds or BANs or the
6 interest thereon remains unpaid. Except for the changes set forth in Section
7 24(a)-(f), this ordinance may be amended, however, without the consent of
8 BAN or Bond owners, if the Common Council determines, in its sole
9 discretion, that such amendment would not adversely affect the owners of the
10 BANs or Bonds provided, however, that if any BANs or Bonds are sold to the
11 Authority as part of its IFA Program, the City shall obtain the prior written
12 consent of the Authority.
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14

15 (j) The provisions of this ordinance shall be construed to create a trust in the
16 proceeds of the sale of the BANs or the Bonds herein authorized for the uses and
17 purposes herein set forth, and the owners of the BANs and the Bonds shall retain a lien
18 on such respective proceeds until the same are applied in accordance with the provisions
19 of this ordinance and of the Act. The provisions of this ordinance shall also be construed
20 to create a trust in the portion of the Net Revenues herein directed to be set apart and paid
21 into the Sewage Works Sinking Fund for the uses and purposes of said fund as in this
22 ordinance set forth. The owner of said Bonds shall have all of the rights, remedies and
23 privileges set forth in the provisions of the Act, including the right to have a receiver
24 appointed to administer said Sewage Works in the event of default in the payment or the
25 principal of or interest on any of the Bonds herein authorized or in the event of default in
26 respect to any of the provisions of this ordinance or the Act.
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1 (k) For purposes of this Section 19 hereof, the term "lease" shall include any
2 lease, contract, or other instrument conferring a right upon the City to use property in
3 exchange for a periodic payments made from the revenues of the Sewage Works,
4 whether the City desires to cause such to be, or by its terms (or its intended effects) is to
5 be, (i) payable as rent, (ii) booked as an expense or an expenditure, or (iii) classified for
6 accounting or other purposes as a capital lease, financing lease, operating lease, non-
7 appropriation leases, installment purchase agreement or lease, or otherwise (including
8 any combination thereof).
9

10 The Controller shall keep full and accurate records of investment earnings and
11 income from moneys held in the funds and accounts referenced herein. In order to
12 comply with the provisions of this ordinance, the Controller is hereby authorized and
13 directed to employ consultants or attorneys from time to time to advise the City as to
14 requirements of federal law to preserve the tax excludability or exemption.
15

16 Section 20. Permitted Actions Relating to Preservation of Excludability of
17 Interest from Federal Gross Income. The Controller is hereby authorized to invest
18 moneys pursuant to IC 5-1-14-3 and the provisions of this ordinance (subject to
19 applicable requirements of federal law to insure such yield is the then current market
20 rate) to the extent necessary or advisable to preserve the excludability from gross income
21 of interest on the BANs and Bonds under federal law.
22

23 Section 21. Tax Covenants. In order to preserve the excludability of interest
24 on the Bonds and BANs from gross income for federal tax purposes under Section 103 of
25 the Internal Revenue Code of 1986, as existing on the date of issuance of the Bonds or
26 BANs, as the case may be ("Code"), and as an inducement to purchasers of the Bonds
27 and BANs, the City represents, covenants and agrees that:
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1 (a) Since the date of issuance of the District Bonds and until the earlier of the
2 last date of the reasonably expected economic life of the projects constructed with funds
3 from the District Bonds or the latest maturity date of the Bonds ("Combined
4 Measurement Period"), the Sewage Works will be available for use by members of the
5 general public. Use by a member of the general public means use by natural persons not
6 engaged in a trade or business. During the Combined Measurement Period, no person or
7 entity other than the City or another state or local governmental unit will use more than
8 10% of the proceeds of the Bonds or the BANs or property financed by the District
9 Bonds other than as a member of the general public. During the Combined Measurement
10 Period, no person or entity other than the City or another state or local governmental unit
11 will own property financed by the District Bonds, the Bonds or the BANs, or will have
12 any actual or beneficial use of such property pursuant to a lease, a management or
13 incentive payment contract, arrangements such as take-or-pay or output contracts or any
14 other type of arrangement that conveys other special legal entitlements and differentiates
15 that person's or entity's use of such property from use by the general public, unless such
16 uses in the aggregate relate to no more than 10% of the proceeds of the Bonds or the
17 BANs, as the case may be. If the City enters into a management contract for the Sewage
18 Works, the terms of the contract will comply with IRS Revenue Procedure 2017-13, as it
19 may be amended, supplemented or superseded from time to time, so that the contract will
20 not give rise to private business use under the Code and the Regulations, unless such use
21 in aggregate relates to no more than 10% of the proceeds of the Bonds or the BANs, as
22 the case may be.

26 (b) No more than 10% of the principal of or interest on the District Bonds, the
27 Bonds or BANs is over the Combined Measurement Period will (under the terms of the
28 District Bonds, Bonds, or BANs, this ordinance or any underlying arrangement), directly
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1 or indirectly, secured by an interest in property used or to be used for any private
2 business use or payments in respect of any private business use or payments in respect of
3 such property or to be derived from payments (whether or not to the City) in respect of
4 such property or borrowed money used or to be used for a private business use.
5

6 (c) No more than 5% of the Bond or BAN proceeds will be loaned to any
7 person or entity other than another state or local governmental unit. No more than 5% of
8 the Bond or BAN proceeds will be transferred, directly or indirectly, or deemed
9 transferred to a nongovernmental person in any manner that would in substance
10 constitute a loan of the Bond or BAN proceeds.

11 (d) The City reasonably expects, as of the date hereof, that the Bonds and
12 BANs will not meet either the private business use test described in paragraph (a) and (b)
13 above or the private loan test described in paragraph (c) above for the Combined
14 Measurement Period.
15

16 (e) During the Combined Measurement Period, no more than 5% of the
17 proceeds of the Bonds or BANs will be attributable to private business use as described
18 in (a) and private security or payments described in (b) attributable to unrelated or
19 disproportionate private business use. For this purpose, the private business use test is
20 applied by taking into account only use that is not related to any government use of
21 proceeds of the issue (Unrelated Use) and use that is related but disproportionate to any
22 governmental use of those proceeds (Disproportionate Use).
23

24 (f) The City will not take any action nor fail to take any action with respect to
25 the Bonds or BANs that would result in the loss of the excludability from gross income
26 for federal tax purposes on the Bonds or BANs pursuant to Section 103 of the Code, nor
27 will the City act in any other manner which would adversely affect such excludability.
28 The City covenants and agrees not to enter into any contracts or arrangements which
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1 would cause the Bonds or BANs to be treated as private activity bonds under Section 141
2 of the Code.

3 (g) It shall be not an event of default under this ordinance if the interest on
4 any Bond or BAN is not excludable from gross income for federal tax purposes or
5 otherwise pursuant to any provision of the Code which is not currently in effect and in
6 existence on the date of issuance of the Bonds, or BANs, as the case may be.
7

8 (h) The City represents that it will rebate any arbitrage profits to the United
9 States in accordance with the Code. If required by the Authority, in connection with the
10 IFA Program, the City is authorized to execute and deliver a form of Rebate Agreement
11 in a form provided by the IFA Program. The Mayor and the Controller, together or
12 individually, are authorized to complete and execute the Rebate Agreement on behalf of
13 the City in connection with any series of Bonds sold to the Authority as part of the IFA
14 Program.
15

16 (i) These covenants are based solely on current law in effect and in existence
17 on the date of delivery of such Bonds.

18 Section 22. Issuance of BANs. (a) The City, having satisfied all the statutory
19 requirements for the issuance of its Bonds, may elect to issue its BAN or BANs pursuant
20 to a Bond Anticipation Note Purchase Agreement ("BAN Purchase Agreement") to be
21 entered into between the City and the purchaser of the BAN or BANs. If the BANs are
22 sold to the Authority as part of its SRF Program, the Financial Assistance Agreement
23 shall serve as the BAN Purchase Agreement. The Common Council hereby authorizes
24 the issuance and execution of the BAN or BANs in lieu of initially issuing the Bonds to
25 provide interim financing for the Project until permanent financing becomes available. It
26 shall not be necessary for the City to repeat the procedures for the issuance of its Bonds,
27 as the procedures followed before the issuance of the BAN or BANs are for all purposes
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1 sufficient to authorize the issuance of the Bonds and the use of the proceeds to repay the
2 BAN or BANs.

3 (b) The Mayor and the Controller are hereby authorized and directed to
4 execute a BAN Purchase Agreement or Financial Assistance Agreement (and any
5 amendments made from time to time) in such form or substance as they shall approve
6 acting upon the advice of counsel. The Mayor, the Clerk and the Controller may also
7 take such other actions or deliver such other certificates as are necessary or desirable in
8 connection with the issuance of the BANs or the Bonds and the other documents needed
9 for the financing as they deem necessary or desirable in connection therewith.
10

11 Section 23. Compliance with Tax Sections. Notwithstanding any other
12 provisions of this ordinance, the covenants and authorizations contained in this
13 ordinance ("Tax Sections") which are designed to preserve the excludability of interest
14 on the Bonds and BANs from gross income under federal law ("Tax Exemption") need
15 not be complied with if the City receives an opinion of nationally recognized bond
16 counsel that any Tax Section is unnecessary to preserve the Tax Exemption.
17

18 Section 24. Supplemental Ordinances. Subject to the terms and provisions
19 contained in this Section, and not otherwise, the owners of not less than sixty-six and
20 two-thirds percent (66 2/3%) in aggregate principal amount of the Bonds issued pursuant
21 to this ordinance and then outstanding shall have the right, from time to time, anything
22 contained in this ordinance to the contrary notwithstanding, to consent to and approve
23 the adoption by the City of such ordinance or ordinances supplemental hereto as shall
24 be deemed necessary or desirable by the City for the purpose of modifying, altering,
25 amending, adding to or rescinding, in whole or in part, any of the terms or provisions
26 contained in this ordinance, or in any supplemental ordinance; provided, however, that so
27 long as the Bonds or BANs are owned by the Authority as part of its IFA Program, the
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1 City shall obtain the prior written consent of the Authority; and provided, further, that
2 nothing herein contained shall permit or be construed as permitting:

3 (a) An extension of the maturity of the principal of, mandatory sinking fund
4 redemption dates, if any, or interest on any Bond issued pursuant to this ordinance; or

5 (b) A reduction in the principal amount of any Bond or the redemption
6 premium or the rate of interest thereon; or

7 (c) The creation of a lien upon or a pledge of the revenues of the Sewage
8 Works ranking prior to the pledge thereof created by this ordinance; or

9 (d) A preference or priority of any Bond or Bonds issued pursuant to this
10 ordinance over any other Bond or Bonds issued pursuant to the provisions of this
11 ordinance; or

12 (e) A reduction in the aggregate principal amount of the Bonds required for
13 consent to such supplemental ordinance; or

14 (f) A reduction in the 2016 Reserve Requirement, the Reserve Requirement
15 or the SRF Reserve Requirement.

16 If the owners of not less than sixty-six and two-thirds percent (66-2/3%) in
17 aggregate principal amount of the Bonds outstanding at the time of adoption of such
18 supplemental ordinance shall have consented to and approved the adoption thereof by
19 written instrument to be maintained on file in the office of the Clerk of the City, no
20 owner of any Bond issued pursuant to this ordinance shall have any right to object to
21 the adoption of such supplemental ordinance or to object to any of the terms and
22 provisions contained therein or the operation thereof, or in any manner to question the
23 propriety of the adoption thereof, or to enjoin or restrain the City or its officers from
24 adopting the same, or from taking any action pursuant to the provisions thereof. Upon
25 the adoption of any supplemental ordinance pursuant to the provisions of this Section,
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1 this ordinance shall be, and shall be deemed, modified and amended in accordance
2 therewith, and the respective rights, duties and obligations under this ordinance of the
3 City and all owners of Bonds issued pursuant to the provisions of this ordinance then
4 outstanding, shall thereafter be determined, exercised and enforced in accordance with
5 this ordinance, subject in all respects to such modifications and amendments.
6 Notwithstanding anything contained in the foregoing provisions of this ordinance,
7 the rights and obligations of the City and of the owners of the Bonds authorized by this
8 ordinance, and the terms and provisions of the Bonds and this ordinance, or any
9 supplemental ordinance, may be modified or altered in any respect with the consent of
10 the City and the consent of the owners of all the Bonds issued pursuant to this
11 ordinance then outstanding.
12

13
14 Section 24. Rates and Charges. The estimates of the rates and charges of the
15 Sewage Works are set forth in Ordinance No. G-20-01-37 adopted on February 25, 2020,
16 which ordinance is incorporated herein by reference.

17 Section 25. Ordinance Constitutes Resolution under IC 36-9-23. For
18 purposes of Sections 10 and 12 of IC 36-9-23, this ordinance shall constitute and be
19 deemed as the “resolution” as such term is used under Sections 10 and 12 of IC 36-9-23.
20

21 Section 26. Repeal of Conflicting Ordinances. All ordinances and parts of
22 ordinances in conflict herewith are hereby repealed; provided, however, that this
23 ordinance shall not be construed as repealing or modifying in any respect any of the
24 provisions of the Prior Ordinances nor be construed as adversely affecting the rights of
25 any of the holders of the Prior Bonds or the Bonds.

26 Section 27. Captions. The captions in this ordinance are inserted only as a
27 matter of convenience and reference, and such captions are not intended and shall not be
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1 construed to define, limit, establish, interpret or describe the scope, intent or effect of any
2 provision of this ordinance.

3 Section 28. Effectiveness. This ordinance shall be in full force and effect from
4 and after its passage by the Common Council and approval by the Mayor.
5

6
7 _____
8 Council Member

9 APPROVED AS TO FORM AND LEGALITY

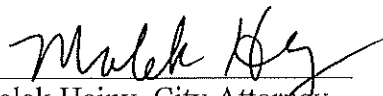
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12 _____
13 Malak Heiny, City Attorney
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EXHIBIT A

FORM OF REGISTERED BOND

[Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City of Fort Wayne, Indiana, or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

NO. _____

UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF ALLEN

CITY OF FORT WAYNE

SEWAGE WORKS REVENUE BOND OF _____[, SERIES _____]

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Date</u>	<u>Authentication Date</u>	<u>CUSIP</u>
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REGISTERED OWNER:

PRINCIPAL SUM:

The City of Fort Wayne, in Allen County, State of Indiana ("City"), for value received, hereby promises to pay to the Registered Owner named above or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum set forth above[, or so much thereof as may be advanced from time to time and be outstanding as evidenced by the records of the registered owner making payment for this bond, or its assigns,] on [the Maturity Date set forth above] **OR** [on the dates and in the amounts as set forth on Exhibit A attached hereto] (unless this bond be subject to and shall have been duly called for redemption and payment as provided for herein), and to pay interest hereon until the Principal Sum shall be fully paid at the rate[s] per annum [specified above] **OR** [as set forth on Exhibit A attached hereto] from [the dates of payment made on this bond] **OR** [the interest payment date to which interest has been paid next preceding the Authentication Date of this bond unless this bond is authenticated after the fifteenth day of the month preceding an interest payment date and on or before such interest payment in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____ 15, _____, in which case it shall bear interest from the Original Date,] until the principal is paid, which interest is payable semiannually on the first days of February and August in each year, beginning on _____ 1, 20____. Interest shall be calculated according to a 360-day calendar year containing twelve 30-day months.

[The principal of this bond is payable at the principal office of _____ (“Registrar” or “Paying Agent”), in the _____ of _____, Indiana.] All payments of [principal of and] interest on this bond shall be paid by [check mailed one business day prior to the interest payment date] **OR** [wire transfer for deposit to a financial institution as directed by the Indiana Finance Authority (“Authority”) on the due date or, if such due date is a day when financial institutions are not open for business, on the business day immediately after such due date] to the registered owner hereof, as of the fifteenth day of the month preceding such payment, at the address as it appears on the registration books kept by [_____] (“Registrar” or “Paying Agent”) in the _____ of _____, Indiana] **OR** [the Registrar] or at such other address as is provided to the Paying Agent in writing by the registered owner. [If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time).] [Notwithstanding anything to the contrary herein, this bond shall not be required to be presented or surrendered to receive payment in connection with any mandatory sinking fund redemption until the final maturity date of this bond or earlier payment in full of this bond.] All payments on the Bond shall be made in any coin or currency of the United States of America, which on the dates of such payment, shall be legal tender for the payment of public and private debts.

THE CITY SHALL NOT BE OBLIGATED TO PAY THIS BOND OR THE INTEREST HEREON EXCEPT FROM THE HEREINAFTER DESCRIBED SPECIAL FUND, AND NEITHER THIS BOND NOR THE ISSUE OF WHICH IT IS A PART SHALL IN ANY RESPECT CONSTITUTE A CORPORATE INDEBTEDNESS OF THE CITY WITHIN THE PROVISIONS AND LIMITATIONS OF THE CONSTITUTION OF THE STATE OF INDIANA.

This bond is [the only] one of an authorized issue of bonds of the City[, issued in series] [of like date, tenor and effect, [except as to rates of interest[series designation,]] and dates of maturity] aggregating _____ Dollars (\$_____) [for this series]; numbered consecutively from 1 up; issued for the purpose of providing funds to be applied on the cost of [replacing and satisfying the liability of certain District Bonds (as defined in the hereinafter defined Ordinance)] and to pay issuance expenses [including a premium for a debt service reserve surety]. This bond is issued pursuant to an Ordinance adopted by the Common Council of the City on the _____ day of _____, 2022, entitled “AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF FORT WAYNE, INDIANA, AUTHORIZING THE REPLACEMENT AND SATISFACTION OF CERTAIN OUTSTANDING SEWAGE WORKS REVENUE BONDS OF THE ALLEN COUNTY REGIONAL WATER & SEWER DISTRICT THROUGH THE ISSUANCE AND SALE OF ADDITIONAL REVENUE BONDS TO PROVIDE FUNDS FOR THE PAYMENT OF THE COSTS THEREOF, AND THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES OF SUCH SEWAGE WORKS AND OTHER RELATED MATTERS, AND REPEALING ORDINANCES INCONSISTENT HERewith” (“Ordinance”), and in accordance with the provisions of Indiana law, including without limitation [Indiana Code 5-1-5 and] Indiana Code 36-9-23 as in effect on the date of delivery of the bonds of this issue (“Act”), the proceeds of which bonds are to be applied

to the costs of the [refunding and legal defeasance of the District Bonds] and expenses incurred in connection therewith[, including a premium for a debt service reserve surety].

[Reference is hereby made to the Financial Assistance Agreement (“Financial Assistance Agreement”) between the City and the Authority concerning certain terms and covenants pertaining to the Project and the purchase of this bond as part of the wastewater loan program established and existing pursuant to IC 5-1.2-1 through IC 5-1.2-4 and IC 5-1.2-10.]

Pursuant to the provisions of the Act and the Ordinance, the principal of and interest on this bond and all other bonds of said issue, [including the [Taxable] Sewage Works Revenue [[and] Refunding Revenue] Bonds of 20___, Series ___ (“Series ___ Bonds”)] and any bonds hereafter issued on a parity therewith are payable solely from the Sewage Works Sinking Fund continued by the Ordinance (“Sinking Fund”) to be provided from the Net Revenues (defined as gross revenues, inclusive of System Development Charges (as defined in the Ordinance), after deduction only for the payment of the reasonable expenses of operation, repair and maintenance, excluding transfers for payments in lieu of property taxes) of the sewage works of the City. This bond and the issue of which it is a part constitute a first charge upon the Net Revenues and shall rank on a parity with the Prior Bonds, as defined in the Ordinance [and the Series ___ Bonds].

[Pursuant to the Ordinance defined therein, the City has set aside securities (purchased from proceeds of the bonds of this issue and funds on hand of the City) and certain cash in a Trust Account to provide payment of principal of and interest [and redemption premium] on the Refunded Bonds by the purchase of obligations of the United States of America.]

The City irrevocably pledges the entire Net Revenues of the sewage works to the prompt payment of the principal of and interest on the bonds authorized by the Ordinance, of which this is one, and any bonds ranking on a parity therewith, including the Prior Bonds [and the Series ___ Bonds] to the extent necessary for that purpose, and covenants that it will cause to be fixed, maintained and collected such rates and charges for services rendered by the utility as are sufficient in each year for the payment of the proper and reasonable expenses of Operation and Maintenance (as defined in the Financial Assistance Agreement) of the sewage works and for the payment of the sums required to be paid into the Sinking Fund under the provisions of the Act and the Ordinance. If the City or the proper officers thereof shall fail or refuse to so fix, maintain and collect such rates or charges, or if there be a default in the payment of the interest on or principal of this bond, the owner of this bond shall have all of the rights and remedies provided for in the Act, including the right to have a receiver appointed to administer the works and to charge and collect rates sufficient to provide for the payment of this bond and the interest hereon.

The City further covenants that it will set aside and pay into its Sinking Fund monthly, as available, or more often if necessary, a sufficient amount of the Net Revenues of the sewage works for payment of (a) the interest on all bonds which by their terms are payable from the revenues of the sewage works, as such interest shall fall due, (b) the necessary fiscal agency charges for paying bonds and interest, (c) the principal of all bonds which by their terms are payable from the revenues of the sewage works, as such principal shall fall due, and (d) an additional amount as a margin of safety to [create and] maintain the debt service reserve required by the Ordinance. Such required payments shall constitute a first charge upon all the Net Revenues of the sewage works on a parity with the Prior Bonds [and the Series ___ Bonds].

The bonds of this issue maturing on and after _____ 1, 20____, are redeemable at the option of the City on _____ 1, 20____, or any date thereafter, on [sixty (60)] **OR** [thirty (30)] days' notice, in whole or in part, [in inverse order of maturity] **OR** [in the order of maturity as determined by the City] and by lot within a maturity, at face value, together with the following premiums:

____% if redeemed on _____ 1, 20____ or thereafter
on or before _____, 20____;
____% if redeemed on _____ 1, 20____ or thereafter
on or before _____, 20____;
0% if redeemed on _____ 1, 20____ or thereafter
prior to maturity;

plus accrued interest to the date fixed for redemption[; provided, however, if the bonds are sold to the IFA Program and registered in the name of the Authority, the bond shall not be redeemable at the option of the City unless and until consented to by the Authority].

[The bonds maturing on _____ 1, 20____, are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof plus accrued interest, on the dates and in the amounts set forth below:

<u>Term Bond</u>	
<u>Date</u>	<u>Amount</u>
*	

* Final Maturity]

Each [Five Thousand Dollars (\$5,000)] [One Dollar (\$1)] 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 such redemption shall be mailed to the address of the registered owner as shown on the registration records of the City, as of the date which is [sixty-five (65)] [forty-five (45)] days prior to such redemption date, not less than [sixty (60)] [thirty (30)] days prior to the date fixed for redemption unless the notice is waived by the registered owner of this bond. The notice shall specify the date and place of redemption and sufficient identification of the bonds called for redemption. The place of redemption may be determined by the City. Interest on the bonds so called for redemption shall cease on the redemption date fixed in such notice if sufficient funds are available at the place of redemption to pay the redemption price on the date so named.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with its depository bank an amount sufficient to pay such bond or the redemption price, as the case may be, and thereafter the registered owner shall look only to the

funds so deposited in trust with said bank for payment and the City shall have no further obligation or liability in respect thereto.

This bond is transferable or exchangeable only upon the books of the City kept for that purpose at the [principal corporate trust] office of the Registrar by the registered owner hereof in person, or by his 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 owner, or his attorney duly authorized in writing, and thereupon a new fully registered bond or bonds in an authorized aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or to the registered owner, as the case may be, in exchange therefor. This bond may be transferred without cost to the registered owner except for any tax or governmental charge required to be paid with respect to the transfer. The City, the Registrar, the Paying Agent and any other registrar or paying agent for this bond 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 and interest due hereon.

[The bonds shall be initially issued in a Book Entry System (as defined in the Ordinance). The provisions of this bond and of the Ordinance are subject in all respects to the provisions of the Letter of Representations between the City and The Depository Trust Company, or any substitute agreement, effecting such Book Entry System.]

This bond is subject to defeasance prior to redemption or payment as provided in the Ordinance referred to herein. THE OWNER OF THIS BOND, BY THE ACCEPTANCE HEREOF, HEREBY AGREES TO ALL THE TERMS AND PROVISIONS CONTAINED IN THE ORDINANCE. The Ordinance may be amended without the consent of the owners of the bonds as provided in the Ordinance if the Common Council determines, in its sole discretion, that the amendment shall not adversely affect the rights of any of the owners of the bonds.

The bonds maturing in any one year are issuable only in fully registered form in the denomination of [\$5,000 or any integral multiple thereof] [\$1 or any integral multiple thereof] [\$100,000 and any integral multiple of \$5,000 thereafter]. [The sale or transfer of this bond in principal amounts of less than \$100,000 is prohibited other than through a primary offering.]

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the execution, issuance and delivery of this bond have been done and performed in regular and due form as provided by law.

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

IN WITNESS WHEREOF, the City of Fort Wayne, in Allen County, Indiana, has caused this bond to be executed in its corporate name by the manual or facsimile signature of its Mayor, countersigned by the manual or facsimile signature of the Controller, and its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by its Clerk.

CITY OF FORT WAYNE, INDIANA

By _____
Mayor

COUNTERSIGNED:

By _____
Controller

[SEAL]

Attest:

Clerk

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within-mentioned Ordinance.

_____,
as Registrar

By _____
Authorized Representative

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ this bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney, to transfer the within bond in the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

NOTICE: Signature(s) must be guaranteed
by an eligible guarantor institution

NOTICE: The signature to this assignment
must correspond with the name as it appears on

participating in a Securities Transfer the face of the within bond in every particular,
Association recognized signature guarantee without alteration or enlargement or any change
program. whatsoever.

[EXHIBIT A

[To be completed on a separate page]]

EXHIBIT B

FORM OF FINANCIAL ASSISTANCE AGREEMENT