

MINUTES OF  
THE INDIANAPOLIS LOCAL PUBLIC IMPROVEMENT BOND BANK

Minutes of the Regular Meeting of the Board of Directors

May 20, 2013

MEMBERS PRESENT: Briane House  
Melissa Bailey-Comstock  
Fred Miller

MEMBERS ABSENT: Sahara Williams  
Jim Carr

BOND BANK PRESENT:

|               |                 |
|---------------|-----------------|
| Gregory Clark | Laurie Canatsey |
| Adam Collins  | Monica Durrett  |
| Xiao Ou Yuan  | Kyle Willis     |
| Brad Busse    | Isaiah Kuch     |
| Kurt Fullbeck |                 |

OTHERS PRESENT:

|                                   |                                |
|-----------------------------------|--------------------------------|
| Sue Beesley, Baker Greenbaum      | Rose Stark, Fifth-Third        |
| David Girton, Andes Capital       | Terry Leffew, Stifel           |
| Nancy Dorsa, JPMC                 | Greg Reynolds, Castle Oak      |
| Katie Aeschliman, BMO Harris Bank | David Wimmer, Hilliard Lyons   |
| Denise Barkdull, Benesch Law      | Beau Zoeller, Frost Brown Todd |
| Sharon Karst, BNYM                | Pam Cole, U.S. Bank            |
| Kim Wilson, Huntington Nat'l Bank | Kelly McNairy, KeyBanc         |
| Jerry Wise, IAA                   | Bob Kocher, BNYM               |
| Tyler Kalachnik, Ice Miller       | Michael Allen, Ice Miller      |

A Regular Meeting of the Indianapolis Local Public Improvement Bond Bank (“Bond Bank”) convened at 12:10 p.m., Monday, May 20, 2013 in the City-County Building, 200 East Washington Street, Suite 107, Indianapolis, Indiana, pursuant to notice given in accordance with IC 5-14-1.5, Mr. House determined that a quorum was present and called the meeting to order.

House first asked for approval of the April 15, 2013 minutes. Mr. Miller made the motion to approve the minutes, seconded by Ms. Bailey-Comstock. All voted in favor and the motion passed.

Discussed next was Resolution No. 9 - 2013 - 2003D Multiple QE Refunding (City General Obligation). Mr. Clark gave a brief summary of the issuance. Clark stated

that the 2003D Multi-Purpose Bonds were issued to refund obligations of the Metropolitan Thoroughfare District, the Sanitary District, the Flood Control District and the Parks District. The 2003 bonds and qualified obligations were issued to refund 1993 Bond Bank bonds and 1993 qualified obligations of these qualified entities. The issuance of the 2013C Bond Bank bonds requested by this resolution will be a current refunding for tax purposes and will not extend the amortization of the 2003 bonds. KeyBanc, the lead underwriter on the transaction estimates a Net PV savings of approximately \$1.3million. This will be realized in the reduction of the debt service payments for each of the Q.E.'s. The resolution before the board would authorize the issuance of the 2013C bonds in an amount not to exceed \$17 million at an interest rate not to exceed 6%, and exchange of the 2003 Qualified Obligations. All of the bonds are supported by the City's General Obligation pledge. The resolution also approves all the standard bond documents, including Indenture, Q.E. Purchase Agreements, Rebate Agreements, POS, Escrow Agreement and Bond Purchase Agreement.

Mr. Miller asked why the Bond Bank is requesting \$17 million when only \$15.2 million is required. Clark stated that it gives a small cushion for a premium or coupon if needed, depending upon what the market would present at the time of pricing.

Miller made the motion to approve Resolution No.9 - 2013 2003D Multiple Q.E. Refunding, seconded by, Bailey-Comstock. All voted in favor and the motion passed.

Next discussed, Clark stated that in November 2012, the board approved the issuance of bonds to refund its series 2003A (Indianapolis Airport Project) and 2006A (Indianapolis Airport Project) Bonds. The 2003 Bonds were refunded on January 1, 2013. The bonds issued to be issued to refund the 2006 bonds will be issued in two tranches, additionally, one to be placed with PNC and another piece that will be issued as a note to Union Bank. The tranche placed with PNC will be issued in a traditional format pursuant to an indenture. The Union tranche will be placed with more attributes of a bank loan at the bank's request. This includes a tri-party loan agreement among the Bond Bank, Airport Authority and Union Bank rather than an indenture. Functionally, the notes will be the same as bonds; however, this structure is Union's preference due to internal policies regarding accounting for loans. Clark then stated that this is just an update to the board and no action is required as the issuance of the obligations was previously approved in November.

Miller asked who Union Bank was. Clark stated that they were based out of California, and Indianapolis Airport Authority, working with City Securities asked for rates from various banks, and Union Bank's rates were favorable. Miller then asked if Union Bank had been used prior. Clark stated that he believed they had. House thanked Clark for the update.

Next, Clark discussed upcoming projects. He stated that there would be a few future refundings. He then stated that Executive Director Deron Kintner may discuss any upcoming economic development projects at the next board meeting.

Clark then introduced, Adam Collins, new Deputy Director of the Bond Bank for Economic Development. Clark stated that Collins comes to the Bond Bank from the

Department of Code Enforcement where he served as Deputy Director of that Department. He will be working on economic development projects for the Bond Bank. The Board welcomed Collins.

There being no further questions, House asked for a motion to adjourn. Ms. Bailey-Comstock made the motion, seconded by Mr. Miller. All voted in favor and the meeting was adjourned at 12:08 p.m.