

THE INDIANAPOLIS LOCAL PUBLIC  
IMPROVEMENT BOND BANK

Resolution No. 4, 2016

WHEREAS, The Indianapolis Local Public Improvement Bond Bank (the "Bond Bank"), has received a request from the City of Indianapolis, Indiana Stormwater District (the "Qualified Entity"), requesting that, pursuant to the Qualified Entity Purchase Agreement, substantially in the form presented to the Board of Directors of the Bond Bank (the "Board") at this meeting (the "QE Purchase Agreement"), the Bond Bank purchase bond anticipation notes issued by the Qualified Entity designated as "City of Indianapolis, Indiana Stormwater District Notes of 2016" (the "Qualified Obligations").

WHEREAS, the Qualified Entity is issuing the Qualified Obligations for the purpose of procuring funds to pay for all or a portion of certain projects set forth on Exhibit A attached hereto, and all or a portion of the costs associated therewith, including, but not limited to the costs incurred in connection with the issuance of the Qualified Obligations; and

WHEREAS, the Qualified Entity intends to secure the payments of the principal of, and interest on, the Qualified Obligations from certain revenues pledged pursuant to Indiana Code 5-1-14 and Indiana Code 8-1.5-5; and

WHEREAS, pursuant to Indiana Code 5-1.4, the Qualified Entity may sell, and the Bond Bank may acquire, the Qualified Obligations;

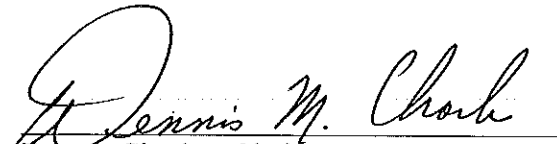
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD THAT:

1. For the purpose of providing funds sufficient to purchase the Qualified Obligations, the Board hereby authorizes the issuance of obligations of the Bond Bank to be designated as "The Indianapolis Local Public Improvement Bond Bank Notes of 2016 (Stormwater Project)" dated their date of delivery, in original aggregate principal amount not to exceed \$50,000,000 (the "2016 Notes"), and maturing not more than three (3) years from the date of issuance and bearing interest at an average rate or rates of interest not exceeding 3.0% per annum (except in events of default or taxability).
2. The Series 2016 Trust Indenture, (the "Indenture"), between the Bond Bank and BNY Mellon Corporate Trust, as Trustee (the "Trustee"), substantially in the form presented herewith and incorporated herein by reference, is hereby approved, as is the issuance, delivery and execution of the 2016 Notes described therein. The Chair or the Vice Chair of the Bond Bank is hereby authorized and directed to execute and deliver the Indenture and the 2016 Notes on behalf of the Bond Bank with such changes or modifications therein as the officer executing the same may approve with the advice of bond counsel, such approval to be

conclusively evidenced by his or her execution thereof, and the Executive Director is hereby authorized to attest the Indenture and the 2016 Notes.

3. The term sheet dated June 13, 2016 (the "Term Sheet"), presented herewith, from Wells Fargo Bank National Association, as the lender (the "Lender") relating to the sale by the Bond Bank and the purchase by the Lender of the Series 2016 Notes is hereby approved. The Chair, Vice Chair or the Executive Director of the Bond Bank are hereby authorized to negotiate a Note Purchase Agreement (the "Note Purchase Agreement") consistent with the provisions of the Term Sheet together with such additions and modifications and the Chair, Vice Chair or Executive Director of the Bond Bank may approve with the advice of bond counsel. The Chair or Vice Chair of the Bond Bank are hereby authorized to execute the Note Purchase Agreement and the Executive Director is hereby authorized to attest the Note Purchase Agreement.
4. The QE Purchase Agreement, substantially in the form presented herewith and incorporated herein by reference, is hereby approved. Either the Chair or the Vice Chair of the Bond Bank is hereby authorized and directed to execute and deliver the QE Purchase Agreement on behalf of the Bond Bank with such changes or modifications therein as the officer executing the same may approve with the advice of bond counsel, such approval to be conclusively evidenced by his or her execution thereof, and the Executive Director is hereby authorized to attest the QE Purchase Agreement.
5. The Executive Director and such staff members of the Bond Bank as she may direct are hereby authorized to work with the financing team, including Wells Fargo Bank, National Association, as Lender, Sycamore Advisors, LLC, as financial advisor, Bingham Greenebaum Doll LLP as bond counsel and Chapman and Cutler LLP as Lender's counsel, to develop the necessary documentation to implement the issuance of the 2016 Notes for such purpose. Additionally, the Executive Director is authorized to select and retain such other advisors or professionals as may be necessary or advisable.
6. The officers and the Executive Director of the Bond Bank are hereby authorized and directed, for and on behalf of the Bond Bank, to execute, attest and seal all such documents, instruments, certificates, closing papers and other papers and to do all such acts and things as may be necessary or desirable to carry out the intent of the Indenture, the Note Purchase Agreement, the QE Purchase Agreement or other agreements of the Bond Bank or to take any other action necessary or desirable to carry out the purposes and intent of this Resolution.

ADOPTED this 20<sup>th</sup> day of June, 2016.

  
Dennis Charles, Chair

ATTEST:

  
Sarah Steele Riordan, Executive Director

## EXHIBIT A

### 2016 Stormwater Declaratory/Confirmatory Project List

The Projects identified below involve the following needs, improvements and undertakings: (including all costs associated with the planning, design, environmental assessment, geotechnical, land acquisition services, construction, construction inspection and administration of the project, including any project close-out costs, as applicable):

Project Number	Project Name	Project Description
CH-01-001	Holliday Park Channel Stabilization	Stabilization of an eroded tributary of White River that runs through park property near 64th Street and Spring Hill Road
CL-04-072	79 <sup>th</sup> Street Culvert Replacement	Culvert replacement based on highest priority need
CL-05-001	7968 Rucker Road Culvert Replacement	Culvert replacement based on highest priority need
CL-06-001	9505 Road Culvert Replacement	Culvert replacement based on highest priority need
CL-11-001	99 East Arden Road Culvert Replacement	Culvert replacement based on highest priority need
CL-12-001	5511 Fall Creek Road Culvert Replacement	Culvert replacement based on highest priority need
CL-12-043	7295 Dean Road Culvert Replacement	Culvert replacement based on highest priority need
CL-15-028	3340 Louise Avenue Culvert Replacement	Culvert replacement based on highest priority need
CL-12-044	6460 Chester Avenue Culvert Replacement	Culvert replacement based on highest priority need
CL-17-001	4755 N. Michigan Ave Culvert Replacement	Culvert replacement based on highest priority need
CL-17-002	2149 West 44th Street Culvert Replacement	Culvert replacement based on highest priority need
CL-33-070	Sherman Drive Culvert Replacement	Culvert replacement based on highest priority need
CL-42-020	Karen Drive Culvert Replacement	Culvert replacement based on highest priority need
CL-42-021	Pentecost Road Culvert Replacement	Culvert replacement based on highest priority need
CL-43-026	Mendenhall Road Culvert Replacement	Culvert replacement based on highest priority need
CL-51-001	12550 East 62nd Street Culvert Replacement	Culvert replacement based on highest priority need
CL-51-003	Carroll Road Culvert Replacement	Culvert replacement based on highest priority need
CL-XX-XXX	Misc. Culvert Replacements (Placeholder)	Miscellaneous Culvert Replacements as Needed
LD-11-084M	Indianapolis North Flood Damage Reduction Project Tree Mitigation	Tree planting in various City parks to replace vegetation removed from levee project limits
LD-11-084N	Indianapolis North Flood Damage Reduction Project Phase 3B-2	New earthen levee at Riviera Club to Water Supply Canal 5640 N. Illinois St
LD-11-085	Indianapolis North Flood Damage Reduction Project Phase 3B-3	New floodwall across GEG canal and along Westfield Boulevard to close levee system to high ground and complete the project near Westfield Boulevard and 52nd Street
LD-11-086x	Indianapolis North Flood Damage Reduction Project 3A3C Tree Clearing & Grubbing	Tree clearing and grubbing along the constructed portions of the Indy North Levee to meet vegetation clear zone requirements near Riverview Drive and Meridian Street
LD-17-003x	Indianapolis North Flood Damage Reduction Project	Emergency water supply intake downstream of constructed levee near 30th Street and West Fork White River

Project Number	Project Name	Project Description
LD-15-034/ LD-15-035	Eagle Creek Dam Improvements	Capital Improvements to Eagle Creek Dam Based on DNR Biennial Inspection Reports near I-74 and Dandy Trail
SY-00-200A	Eagle Creek Dam Standard Operating Procedure Update	Standard operation of the gates at Eagle Creek Dam will be modified based on updated hydraulic models or Eagle Creek
LD-24-005	Little Eagle Creek Levee Segment LEC-01 Rehabilitation	Levee rehabilitation for Little Eagle Creek Levee Segment LEC-01 to meet FEMA criteria from Washington Street to Cossell Road
LD-16-001	Little Eagle Creek Levee Segment LEC-04 Rehabilitation	Feasibility studies and levee remediation construction for Little Eagle Creek Levee Segment LEC-04 to meet FEMA criteria north of Lafayette Road
LD-24-007x	ILFPP Performance Analysis & System Rehabilitation of Downtown Federal Levees	Indianapolis Local Flood Protection Project includes capital improvements to downtown Federal levee segments WR-17/18 and FC-01 based on the 2013 USACE inspection report from Indiana Avenue to Washington Street
SY-00-150	Eagle Creek Dam and Pogues Run High Hazard Dam Evaluation 2016	Mandatory DNR Biannual inspection of Pogues Run and Eagle Creek Dams
SY-00-156x	Biennial High Hazard Dam Inspections (2018-2020)	Mandatory DNR Biannual inspection of Pogues Run and Eagle Creek Dams
LS-11-003	Lift Station 508 Warfleigh Pump Station Bar Screen Replacement	Replacement of bar screens at Warfleigh Stormwater Pump Station near Riverview Drive and Meridian Street
LS-24-034	Lift Station 529 Evaluation and Rehabilitation	Feasibility Study and Design of Lift Station 529 Rehabilitation near Harding Street and Waterway Boulevard
SD-00-045B	River Park East Addition Area Drainage Improvements	Installation of drainage infrastructure along Idlewood, Temple Ave, and 80th Street to mitigate chronic flooding
SD-00-047	Paddock Road Area Drainage Improvements	Small drainage project to mitigate flooding on Paddock Road In Decatur Township
SD-00-048	Vera and Pembroke Area Drainage Improvements	Small drainage project to mitigate flooding on Vera Drive in Lawrence Township
ENG-XX-XX	Miscellaneous County Wide Area Drainage Improvements	Several smaller scale projects throughout the County handled through on-call design contracts
SD-00-066	Area Drainage Improvements in Association with 2016 Transportation Capital Program	Funding to supplement Transportation projects to cover the drainage enhancement portion of projects
SD-00-067	Area Drainage Improvements In Association with 2017 Transportation Capital Program	Funding to supplement Transportation projects to cover the drainage enhancement portion of projects
SD-00-068	Area Drainage Improvements In Association with 2018 Transportation Capital Program	Funding to supplement Transportation projects to cover the drainage enhancement portion of projects
SD-00-069	Area Drainage Improvements In Association with 2019 Transportation Capital Program	Funding to supplement Transportation projects to cover the drainage enhancement portion of projects
SD-18-003x	Norwaldo Area Drainage Improvements	Neighborhood drainage improvements in the Northdale-Maple Lawn neighborhood near 58th Street and Indianola Avenue

Project Number	Project Name	Project Description
SD-19-009x	38th and Olney Area Drainage Improvements	Neighborhood stormwater improvement project in combined sewer area bounded by 30 <sup>th</sup> , 38th, Fall Creek to Sherman
SD-19-018x	Butler Avenue Area Drainage Improvements	Neighborhood drainage Improvements to mitigate chronic street and yard ponding near 40th Street and Butler Avenue
SD-21-001x	Upper Pogues Run Area Drainage Improvements and Detention Basin	Proposed detention basin to serve as an outfall for the City of Lawrence. Would entail increasing size of I-465 pipe, purchasing land for detention and water quality measures, and possibly downstream channel improvements near 43rd Street and I-465
SD-32-012x	Gateway South Area Drainage Improvements	Drainage Improvements immediately east of Madison Ave./East St. Intersection
SD-32-013x	Highland Creek Diversion Project Phase 2	Addition of access drives and hydraulic modification in Highland Creek Phase I Project Area to mitigate industrial park flooding from Bluff Road to Pleasant Run Creek
SD-33-057x	Bean Creek Area Drainage Improvements	Area wide Stormwater Improvements bounded by Sherman, Raymond, Arlington & Prospect
SY-00-095x	USGS Stream Gaging (2017-2021)	Annual contract with USGS for operation and data collection at various stream/lake locations throughout Marion County. Provides river elevation data for operation of the City Flood Response Plan.
SY-16-202	CIP 2.0 Development	Capital improvement project database used by DPW program management to track project budgets and schedules
SY-16-204	2016 Stormwater Capital Program Management	As-directed Stormwater Program Management Technical Support Services. Includes both capital and regulatory activities
SY-17-009	2017 Stormwater Capital Program Management	As-directed Stormwater Program Management Technical Support Services. Includes both capital and regulatory activities
SY-18-002	2018 Stormwater Capital Program Management	As-directed Stormwater Program Management Technical Support Services. Includes both capital and regulatory activities
SY-19-001	2019 Stormwater Capital Program Management	As-directed Stormwater Program Management Technical Support Services. Includes both capital and regulatory activities
SY-20-001	2020 Stormwater Capital Program Management	As-directed Stormwater Program Management Technical Support Services. Includes both capital and regulatory activities
SD-00-045G	Northern Marion County Area Drainage Improvements	Drainage Improvements in 6 Locations around the North Side of Marion County: 79th and Noel, Bush's Run in EC Park, Brendon Forest Drive, 5116 Wexford, 75th & Brookview Circle and 5619 Enright
SD-18-070	1802 East 36th Street Area Drainage Improvements	Road and drainage improvements to eliminate severe street ponding
SD-49-003x	Southeast Franklin Township Area Drainage Improvements	Drainage improvements located in seven locations around SE Franklin Township

Project Number	Project Name	Project Description
SD-13-048	Access Drive and Trash Rack Improvements in Marion County	Access Drive and Trash Rack Installations in 3 Locations: Pogues Run Detention Basin, 7543 Cape Cod Circle and 71st & Johnson Rd.
SD-04-066	Area Drainage Improvements at East 83rd Street, 1097 Helen, and Knollwood	Various drainage Improvements in Washington and Lawrence Townships
SD-16-070	Area Drainage Project in Wayne Township	Drainage Improvements at Two Locations: 4100 W. 37th Street and Washington & Burke
SD-25-172	Area Drainage Project in Center, Perry and Washington Townships	Drainage Improvements in 3 locations including Woodland & Gall Creek Pkwy., 34th & Arthington and 3440 Kessler Blvd.
SD-29-018	Area Drainage Project in South West Marion County	Drainage Improvements in 4 Areas including: 29th & Medford, 3634 Santa Fe, 4281 S. Asbury, and 1226 Muskingum
SD-38-024	Area Drainage Projects in Franklin and Perry Townships	Drainage Improvements at 3 locations: 11035 Virgil, Winchester Village, and Victoria & Epler
SD-26-067	21st and Bolton Bioswale Retrofit	Bioswales along 21st Street have posed safety and ongoing maintenance concerns and will be modified to mitigate these issues
SD-06-003	Upper Blue Creek Watershed Drainage Improvements	Drainage infrastructure improvements to mitigate flooding in Castleton Farms, Scarborough Village and 75th Street
SD-30-065	Drexel Gardens Neighborhood Drainage Improvements	Mitigation of chronic flooding and street ponding in the Drexel Gardens Neighborhood near Beulah Avenue and Mecca Street