

THE INDIANAPOLIS LOCAL PUBLIC
IMPROVEMENT BOND BANK
Resolution No. 5, 2017

WHEREAS, the Board of Directors (the "Board") of The Indianapolis Local Public Improvement Bond Bank (the "Bond Bank") has received a request from the Fort Harrison Reuse Authority, as governing body of the Fort Harrison Military Base Reuse District, which is a special taxing district created and existing pursuant to the provisions of IC 36-7-30 and a "qualified entity" pursuant to IC 5-1.4-1-10(4) (the "Qualified Entity") to refund bonds of the Bond Bank previously issued to purchase revenue bonds of the Qualified Entity; and

WHEREAS, the Bond Bank now desires to issue the 2017 Bonds (as defined herein) in one or more series, the principal of and interest on which would be paid solely from the trust estate established under the Bond Bank Indenture (as defined herein) for the purpose of: (i) advance refunding (the "Refunding") or all of the Bond Bank's outstanding Bonds, Series 2009D (Fort Harrison Reuse Authority Project) (the "Refunded Bonds") and (ii) pay the costs of issuance of the 2017 Bonds; and

WHEREAS, the Bond Bank desires to authorize the issuance and sale of all or any portion of its 2017 Bonds pursuant to a private placement; and

WHEREAS, the Board finds that the issuance of the 2017 Bonds for the foregoing purposes, will serve the public purposes set forth in IC 5-1.4;

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

1. In order to accomplish the purposes described above, the Board hereby authorizes the issuance of bonds of the Bond Bank in one or more series to be designated as "The Indianapolis Local Public Improvement Bond Bank Refunding Bonds, Series 2017 (Fort Harrison Reuse Authority Project)" (or such other year, series designation or purpose as the Chairperson, Vice Chairperson or Executive Director shall approve) in one or more series, in the aggregate original principal amount not to exceed \$9,060,000 (the "2017 Bonds"), dated their date of delivery, with a term not to exceed 30 years, at a rate or rates of interest not exceeding six percent (6%) per annum for any tax-exempt bond issuance and eight percent (8%) for any taxable bond issuance; and a purchase price not less than 98% of such aggregate original principal amount. The 2017 Bonds may be subject to optional redemption as determined by the Executive Director of the Bond Bank. The 2017 Bonds may be issued as taxable bonds or tax-exempt bonds, or any combination thereof as determined by the Executive Director of the Bond Bank.

2. The Trust Indenture related to the 2017 Bonds (the "Bond Bank Indenture"), between the Bond Bank and The Bank of New York Mellon Trust Company, N.A., substantially in the form attached hereto and incorporated herein by reference is hereby approved, as is the issuance, delivery and execution of the 2017 Bonds described therein. Any of the Chairperson, the Vice Chairperson or the Executive Director of the Bond Bank (each an "Authorized Officer") is hereby authorized and directed to execute and deliver the Bond Bank Indenture and the 2017 Bonds on behalf of the Bond Bank with such changes or modifications therein as the Authorized

Officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive Director is hereby authorized and directed to attest the Bond Bank Indenture and the 2017 Bonds, if necessary. Such Authorized Officers are authorized and directed after the sale of the 2017 Bonds to cause the Bond Bank Indenture to be completed by causing maturity amounts and interest rates on the 2017 Bonds and other appropriate items to be inserted, completed or modified at the appropriate places.

3. The Bond Purchase Contract (the "Purchase Contract") substantially in the form attached hereto and incorporated herein by reference, by and between the Bond Bank and Texas Capital Bank and such other investment banking firms as may be selected by an Authorized Officer (collectively, the "Purchaser) is hereby approved. Any Authorized Officer is hereby authorized and directed to execute and deliver the Purchase Contract on behalf of the Bond Bank with such changes or modifications as the Authorized Officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive Director is hereby authorized to attest the Purchase Contract, if necessary. Such Authorized Officers are authorized and directed after the sale of the 2017 Bonds to cause the Purchase Contract to be completed by causing the appropriate items to be inserted, completed or modified at the appropriate places and to conform the 2017 Bonds and all documents related thereto to the terms thereof.

4. The First Amendment to Qualified Entity Purchase Agreement (the "QE Purchase Agreement") between the Bond Bank and the Qualified Entity relating to the corresponding City of Lawrence, Indiana Fort Harrison Reuse Authority Fort Harrison Military Base Reuse District Tax Increment Revenue Bonds, Series 2009, substantially in the form attached hereto and incorporated herein by reference is hereby approved for the obligations of the Qualified Entity issued in respect to the corresponding series of the Refunded Bonds. Any Authorized Officer 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 Authorized Officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive Director is hereby authorized to attest the QE Purchase Agreement, if necessary. Such Authorized Officers are authorized and directed after the sale of the 2017 Bonds to cause the QE Purchase Agreement to be completed by causing the appropriate items to be inserted, completed or modified at the appropriate places.

5. The Escrow Deposit Agreement (the "Escrow Agreement") between the Bond Bank and The Bank of New York Mellon Trust Company, N.A., substantially in the form attached hereto and incorporated herein by reference is hereby approved, with such form being approved for use in connection with the Refunded Bonds. Any Authorized Officer is hereby authorized and directed to execute and deliver the Escrow Agreement on behalf of the Bond Bank with such changes or modifications therein as the Authorized 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 Escrow Agreement, if necessary. Such Authorized Officers are authorized and directed after the sale of the 2017 Bonds to cause the Escrow Agreement to be completed by causing the appropriate items to be inserted, completed or modified at the appropriate places.

6. The Executive Director and such staff members of the Bond Bank as she may direct are hereby authorized to work with the Qualified Entity and the financing team, including the Purchaser, Crowe Horwath LLP, as financial advisor (the "Financial Advisor") to the Qualified Entity, and Ice Miller LLP, as bond counsel, to facilitate the transactions discussed herein.

7. The Authorized 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 do all such acts and things as may be necessary or desirable to carry out the intent of the Bond Bank Indenture, the Purchase Contract, the QE Purchase Agreement, the Escrow Deposit 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, including without limitation (a) obtaining any ratings on the 2017 Bonds, (b) entering into one or more investment contracts authorized pursuant to the Bond Bank Indenture for investment of the proceeds of the sale of the 2017 Bonds and any other proceeds made available as a result of the issuance thereof, or (c) contracting for a book-entry-only registration system for all or any portion of the 2017 Bonds.

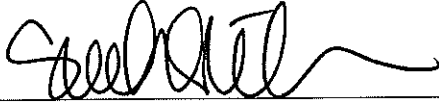
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ADOPTED this 18th day of December, 2017.



Dennis Charles, Chairperson

ATTEST:



Sarah Riordan, Executive Director