

RESOLUTION NO. 2014-32

A RESOLUTION OF THE TOWN OF SPEEDWAY, INDIANA
APPROVING THE ISSUANCE OF BONDS BY THE
TOWN OF SPEEDWAY REDEVELOPMENT AUTHORITY
AND APPROVING ADDENDUM NO. 3 TO MASTER LEASE AGREEMENT

WHEREAS, the Speedway Redevelopment Authority (the "Authority") on November 17, 2014 adopted a resolution (the "Bond Resolution") indicating intent to issue its Speedway Redevelopment Authority Lease Rental Revenue Bonds (the "Bonds") in an aggregate principal amount not to exceed Eight Million Nine Hundred Thousand Dollars (\$8,900,000) to finance the costs of (i) the acquisition of local public improvements in the Town consisting of the roundabout located at 16th Street and Main Street in the Town, as more particularly described in Exhibit A of Addendum No. 3 (as hereinafter defined) (the "Project"), which is located in, serving or benefiting the area previously designated by the Commission in accordance with Indiana Code 36-7-14, as amended, as the Consolidated Redevelopment Area No. 1, (ii) capitalized interest on the Bonds, (iii) a debt service reserve for the Bonds and (iv) costs of issuance of the Bonds (collectively, the "Financing"); and

WHEREAS, it is intended that the ultimate use of a portion of the proceeds of the Bonds will be to retire the Town of Speedway, Indiana Economic Development Revenue Bond Anticipation Note of 2011 (the "2011 Note"), issued by the Town on March 11, 2011, which matures on January 15, 2015 (the "2011 Note Maturity Date"); and

WHEREAS, the Authority and the Speedway Redevelopment Commission (the "Commission") are parties to a Master Lease Agreement dated May 22, 2008 (the "Master Lease"), as amended by Addendum No. 1 to Master Lease (the "Addendum No. 1"), dated September 30, 2009 and Addendum No. 2 to Master Lease (the "Addendum No. 2"), dated May 11, 2010 (the Master Lease, as amended by Addendum No. 1 and Addendum No.2, the "Lease"); and

WHEREAS, the Master Lease was authorized by the Town Council of the Town (the "Council") pursuant to Resolution No. 1114 adopted by the Council on May 20, 2008; and

WHEREAS, the Master Lease was executed following a public hearing held by the Commission on May 19, 2008, and following approval of the Master Lease by the Authority on May 19, 2008 and by the Commission on May 14, 2008 and May 19, 2008; and

WHEREAS, on August 19, 2008, the Indiana Department of Local Government Finance approved the Master Lease; and

WHEREAS, the Master Lease permits maximum annual lease rentals thereunder of up to \$6,063,000 to support debt service payments on lease rental bonds of the Authority of up to \$62,775,000, to be issued in series, for local public improvement projects in the Town as more particularly described therein and any addenda thereto, such projects consisting primarily of road improvement projects; and

WHEREAS, pursuant to the Lease, the Authority has previously issued and has outstanding its (i) Lease Rental Revenue Bonds of 2009 (the "2009 Bonds") and (ii) Lease Rental Revenue Bonds of 2010 (the "2010 Bonds", together with the 2009 Bonds, the "Outstanding Bonds"); and

WHEREAS, the Authority and Commission desire, pursuant to Indiana Code 36-7-14-25.2 and Indiana Code 36-7-14.5-14 and Section 1 of the Master Lease, to amend the Lease to add the Project to the Lease as described in the Addendum No. 3 to Master Lease (the "Addendum No. 3"); and

WHEREAS, the Bonds will be payable from rentals paid under the Lease as amended by Addendum No. 3; and

WHEREAS, the Council finds that (i) the Project is of the type described and contemplated by the Master Lease, as amended by Addendum No. 3, (ii) the lease rentals to be provided under Addendum No. 3 for the Project, when taking into account the existing lease rentals under the Lease which provide for payments on the Outstanding Bonds, do not exceed the maximum annual lease rentals authorized under the Master Lease, and (iii) the authorized amount of the Bonds, when taking into account the Outstanding Bonds, does not exceed the maximum amount of bonds authorized under the Master Lease; and

WHEREAS, pursuant to Indiana Code 36-7-14.5-19 and Indiana Code 36-7-14-25.1, the Council must approve the Bonds before they may be issued and include in its approving resolution certain information in respect of the Bonds; and

WHEREAS, the Council now finds that the issuance of the Bonds for the purpose of accomplishing the Financing should be approved;

NOW THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF SPEEDWAY, INDIANA THAT:

Section 1. The foregoing recitals are hereby incorporated by reference.

Section 2. The Council approves the issuance of the Bonds. The Bonds shall (i) be issued for the public purpose of accomplishing the Financing, as hereinbefore described, and the proceeds of the Bonds shall be used for such public purpose; (ii) be issued in an original aggregate principal amount not to exceed \$8,900,000; (iii) mature over a period ending no later than February 1, 2035; (iv) bear interest at a rate or rates not exceeding 6.00% per annum (the exact rate or rates to be determined by negotiation); (v) be subject to optional redemption on February 1, 2024, or any date thereafter; and (vi) be subject to mandatory sinking fund redemption if all or any portion of the Bonds are issued as term bonds. The specific terms and provisions of the Bonds shall be as set forth in the trust indenture, as supplemented, securing the Bonds, to be entered into between the Authority and U.S. Bank National Association, as trustee.

Section 3. The Council hereby approves the entry by the Commission and the Authority into Addendum No. 3.

Section 4. The Council hereby approves the sale of the roundabout located at 16th Street and Main Street in the Town to the Authority to enable said roundabout to be leased by the Authority to the Commission pursuant to the Lease, as amended by Addendum No. 3. The President of the Town Council (the "President") and the Clerk-Treasurer of the Town are hereby authorized and directed to negotiate a purchase price for said roundabout with the Authority in an amount sufficient to enable the retirement of the 2011 Note and to take such actions and execute all such instruments as are necessary and desirable to convey said roundabout to the Authority.

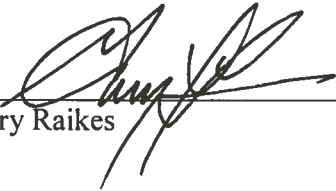
Section 5. The Council hereby approves the renewal of the 2011 Note to a new maturity date not later than March 11, 2016, to the extent the Bonds are not issued prior to the 2011 Note Maturity Date. The President and the Clerk-Treasurer are hereby authorized and directed to approve and execute any documents deemed necessary and desirable by them to extend the 2011 Note Maturity Date to a maturity date not later than March 11, 2016, with the advice of bond counsel to the Town and the financial advisor to the Town, in such form as they shall deem necessary or advisable, and their approval shall be signified by their execution of said instruments.

Section 6. The President and the Clerk-Treasurer, and each of them, are hereby authorized and directed to take all such further actions and to execute all such instruments as are desirable to carry out the transactions contemplated by this Resolution, in such forms as the officers executing the same shall deem proper, such desirability to be conclusively evidenced by the execution thereof.

Section 7. This Resolution shall be in full force and effect from and after its adoption by the Town Council.

PASSED AND ADOPTED by the Town Council of the Town of Speedway, Indiana, this 24th day of November, 2014.

TOWN COUNCIL OF THE TOWN OF
SPEEDWAY, INDIANA



Gary Raikes

Eileen Fisher



David Lindsey

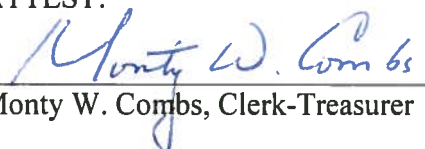


Jeff Hartman



William Suffel

ATTEST:



Monty W. Combs, Clerk-Treasurer