COMMON COUNCIL
MEETING AGENDA

MONDAY, OCTOBER 19, 2020 – 6:00 P.M.
COUNCIL CHAMBERS/CITY HALL/ONE CIVIC SQUARE

1. **CALL TO ORDER**

2. **AGENDA APPROVAL**

3. **INVOCATION**

4. **PLEDGE OF ALLEGIANCE**

5. **RECOGNITION OF CITY EMPLOYEES AND OUTSTANDING CITIZENS**

6. **RECOGNITION OF PERSONS WHO WISH TO ADDRESS THE COUNCIL**

7. **COUNCIL AND MAYORAL COMMENTS/OBSERVATIONS**

8. **CONSENT AGENDA**

   a. **Approval of Minutes**

      1. October 5, 2020 Regular Meeting

   b. **Claims**

      1. Payroll $2,981,607.21
      2. General Claims $2,696,769.62
      3. Retirement $97,251.00
      4. Wire Transfers $3,788,579.20

9. **ACTION ON MAYORAL VETOES**

10. **COMMITTEE REPORTS**

    a. Finance, Utilities and Rules Committee
    b. Land Use and Special Studies Committee
    c. All reports designated by the Chair to qualify for placement under this category.

11. **OTHER REPORTS – (at the first meeting of the month specified below):**

    a. Carmel Redevelopment Commission (Monthly)
    b. Carmel Historic Preservation Commission (Quarterly – January, April, July, October)
    c. Audit Committee (Bi-annual – May, October)
    d. Redevelopment Authority (Bi-annual – April, October)
    e. Carmel Cable and Telecommunications Commission (Bi-annual – April, October)

f. Economic Development Commission (Bi-annual – February, August)
g. Library Board (Annual – February)
h. Ethics Board (Annual – February)
i. Public Art Committee (Annual – August)
j. Parks Department (Quarterly – February, May, August, November)
k. All reports designated by the Chair to qualify for placement under this category.

12. OLD BUSINESS

a. **Third Reading of Ordinance D-2540-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Amending Chapter 2, Article 3, Division II, Section 2-42 of the Carmel City Code; Sponsor: Councilor Finkam. **Remains in the Finance, Utilities and Rules Committee.**

Synopsis:
Amends the conditions under which the City will pay insurance premiums for employees who are disabled in the line of duty.

b. **Second Reading of Ordinance D-2546-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Establishing the Appropriations for the 2021 Budget; Sponsor: Councilor Finkam. **Introduced and held over until the next meeting.**

Synopsis:
Establishes 2021 appropriations for the City of Carmel.

c. **Second Reading of Ordinance D-2542-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Appointed Officers and Employees of the Carmel City Clerk for the Year 2021; Sponsor: Councilor Campbell. **Introduced and held over until the next meeting.**

Synopsis:
Establishes 2021 maximum salaries for employees of the Carmel City Clerk.

d. **Second Reading of Ordinance D-2543-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Appointed Officers and Employees of the Carmel City Court for the Year 2021; Sponsor(s): Councilor(s) Rider, Campbell and Finkam. **Introduced and held over until the next meeting.**

Synopsis:
Ordinance establishes maximum bi-weekly salaries for employees of the Carmel City Court.

e. **Second Reading of Ordinance D-2544-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Appointed Officers and Employees of the City of Carmel, Indiana, for the Year 2021; Sponsor(s): Councilor(s) Aasen and Finkam**.** **Introduced and held over until the next meeting.**

Synopsis:
Establishes 2021 maximum salaries for employees of the Executive branch.

f. **<u>Second Reading of Ordinance D-2545-20</u>**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Elected Officials of the City of Carmel, Indiana, for the Year 2021; Sponsor(s): Councilor(s) Aasen and Finkam. **Introduced and held over until the next meeting.**

Synopsis:
Establishes 2021 salaries for Elected Officials.

13. PUBLIC HEARINGS

a. **<u>First Reading of Ordinance Z-656-20</u>**; An Ordinance of the Common Council of the City of Carmel, Indiana, Establishing the Courtyards of Carmel Planned Unit Development; Sponsor: Councilor Rider

Synopsis:
Ordinance establishes The Courtyards of Carmel Planned Unit Development District, Ordinance Number Z-656-20 which shall be referred to as the Courtyards of Carmel PUD Ordinance Number Z-656-20 (the "PUD Ordinance").

b. **<u>First Reading of Ordinance Z-657-20</u>**; An Ordinance of the Common Council of the City of Carmel, Indiana, Rezoning the Parcel Located in the Northeast Quadrant of Range Line Road and Executive Drive from the B-8 Business District Within the Range Line Road Overlay Zone to the C2/Mixed Use District; Sponsor: Councilor Rider

Synopsis:
This ordinance rezones one (1) parcel located in the northeast quadrant at the Range Line Road and Executive Drive roundabout to the C2/Mixed Use District for the purpose of facilitating the redevelopment of the commercial property, which is Section 1, Lot 1 of the Carmel Centerpointe Subdivision.

c. **<u>First Reading of Ordinance Z-658-20</u>**; An Ordinance of the Common Council of the City of Carmel, Indiana, Establishing Standards and Approval Process for Group Homes in the Unified Development Ordinance; Sponsor: Councilor Rider

Synopsis:
This ordinance amends the Unified Development Ordinance in order to amend definitions and to establish standards and approval requirements for Group Homes.

14. NEW BUSINESS

a. **<u>Resolution CC-10-19-20-01</u>**: A Resolution of the Common Council of the City of Carmel, Indiana, Approving a Transfer of Funds Between the 2020 Common Council Budget and the 2020 Carmel Police Department Budget; Sponsor(s): Councilor(s) Campbell, Finkam, Aasen and Worrell

Synopsis:
Transfers $40,000 from line item 4358700 – Hamilton County Economic Development Fee within the 2020 Common Council budget into line item 4357004 – External Instructional Fees, within the 2020 Carmel Police Department Budget in order to pay for "Enterrupting Racism Now" training.

b. **First Reading of Ordinance D-2548-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Authorizing the Acquisition, Construction and Installation of Certain Improvements for the Sewage Works System of the City of Carmel, Indiana, the Issuance of Revenue Bonds to Provide the Cost Thereof, the Collection, Segregation and Distribution of the Revenues of Such System, the Safeguarding of the Interests of the Owners of Such Revenue Bonds and Other Matters Connected Therewith, Including the Issuance of Notes in Anticipation of Such Bonds, and Repealing Ordinances Inconsistent Herewith; Sponsor(s): Councilor(s) Campbell and Finkam.

Synopsis:
Bond Ordinance authorizing the issuance of revenue bonds payable from the net revenues of the City's sewage works utility and bond anticipation notes to finance various wastewater improvements in the City.

c. **First Reading of Ordinance D-2549-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Authorizing Refunding of Prior Sewage Works Revenue Bonds of the City of Carmel, Indiana, Authorizing the Issuance of the City of Carmel, Indiana Sewage Works Refunding Revenue Bonds of 2020 to Provide Funds for the Payment of the Costs Thereof, and Addressing Other Matters Connected Therewith; Sponsor(s): Councilor(s) Campbell and Finkam.

Synopsis:
Bond Ordinance authorizing the issuance of refunding revenue bonds payable from the net revenues of the City's sewage works utility to advance refund outstanding bonds of the City.

d. **First Reading of Ordinance D-2550-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Concerning the Construction of Additions and Improvements to the Waterworks of the City of Carmel, Indiana; Authorizing the Issuance of Revenue Bonds for Such Purposes; Addressing Other Matters Connected Therewith, and Repealing Ordinances Inconsistent Herewith; Sponsor(s): Councilor(s) Campbell and Finkam.

Synopsis:
Bond Ordinance permitting the issuance of water works revenue bonds and bond anticipation notes to finance certain water works improvement projects in the City.

e. **First Reading of Ordinance D-2551-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Authorizing the Refunding of Prior Waterworks Revenue Bonds of the City of Carmel, Indiana, Authorizing the Issuance of the City of Carmel, Indiana Junior Waterworks Revenue Bonds of 2012, to Provide Funds for the Payment of Costs Thereof, and Addressing Other Matters Connected Therewith; Sponsor(s): Councilor(s) Campbell and Finkam.

Synopsis:
Bond Ordinance permitting the issuance of water works refunding revenue bonds City to advance refund outstanding bonds of the City.

f. **First Reading of Ordinance D-2547-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Amending Chapter 2, Article 2 Section 25 of the Carmel City Code; Sponsor(s): Councilor(s) Worrell, Finkam, Campbell, Aasen, Nelson, Rider and Kimball

Synopsis:
Amends the Carmel Public Art Advisory Committee's process of review for City purchases of new permanent pieces of public art costing in excess of $5,000.

15. **AGENDA ADD-ON ITEMS**

16. **OTHER BUSINESS**

17. **ANNOUNCEMENTS**

18. **ADJOURNMENT**

COMMON COUNCIL
MEETING MINUTES

MONDAY, OCTOBER 5, 2020 – 6:00 P.M.
COUNCIL CHAMBERS/CITY HALL/ONE CIVIC SQUARE

MEETING CALLED TO ORDER

Council President Laura Campbell; Council Members: Kevin D. Rider, Adam Aasen, Anthony Green, Tim Hannon, H. Bruce Kimball, Miles Nelson, Sue Finkam, Jeff Worrell and Deputy Clerk Jacob Quinn were present.

Councilor Nelson was present virtually.

Council President Campbell called the meeting to order at 6:00 p.m.

AGENDA APPROVAL

Agenda was approved unanimously.

INVOCATION

Pastor Shaun Shelby, Ebenezer Baptist Church, delivered the Invocation

Councilor Green led the Pledge of Allegiance.

RECOGNITION OF CITY EMPLOYEES AND OUTSTANDING CITIZENS

Chief Barlow and Mayor James Brainard swore-in new Carmel Police officers:

- Officer Jade Bess
- Officer Jenny Chavez
- Officer Zach Copas
- Officer Austin Meinhardt
- Officer Jerek Murphy
- Officer Eli Rebollar
- Officer Nathan Schuck
- Officer Tom Szybowski
- Officer Chris Wolak
- Officer Chad Nickson

RECOGNITION OF PERSONS WHO WISH TO ADDRESS THE COUNCIL

There were none.

COUNCIL AND MAYORAL COMMENTS/OBSERVATIONS

There were none.

CONSENT AGENDA

Councilor Rider moved to approve the consent agenda. Councilor Green seconded. There was no Council discussion. Council President Campbell called for the vote. The motion was approved 9-0.

b. **Approval of Minutes**

1. August 17, 2020 Executive Session
2. September 21, 2020 Regular Meeting
3. September 29, 2020 Special Meeting

c. **Claims**

1. Payroll $3,005,501.83
2. General Claims $1,936,183.72

ACTION ON MAYORAL VETOES

There were none.

COMMITTEE REPORTS

Councilor Finkam reported that the Finance, Utilities and Rules Committee had met and discussed Ordinance D-2536-20 which passed out of committee with a positive 3-0 recommendation.

Councilor Green reported that the Land Use and Special Studies Committee had not met.

OTHER REPORTS – (at the first meeting of the month specified below):

Henry Mestetsky, Director of the Carmel Redevelopment Commission, presented the monthly report.

Mr. Mestetsky gave the bi-annual report for the Redevelopment Authority.

The Carmel Historic Preservation Commission Report was included in the Council packet.

Arnie Hanish, Carmel Audit Committee, presented the bi-annual report to Council. There was discussion about which entities are included in the city's audit. Councilor Finkam noted that with the city's annual audit by the State Board of Accounts, the Carmel Redevelopment has their books and finances reviewed as well. Mr. Hanish also stated that the annual came back with a *clean opinion*.

OLD BUSINESS

Council President Campbell announced the **Second Reading of Ordinance D-2536-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Authorizing and Approving an Additional Appropriation of Funds from the General Fund #101 to the 2020 Mayor's Office Budget**.** This ordinance authorizes and approves an additional appropriation of $180,000.00 for the purchase of two J. Seward Johnson sculptures. Councilor Finkam announced that the ordinance was coming back from the Finance, Utilities and Rules Committee with a positive 3-0 recommendation. Mayor James Brainard presented to Council on the vision and plan for the art chosen in the Arts & Design District. There was extensive Council discussion about the art selected and the money being spent on statues. Councilor Finkam moved to approve Ordinance D-2536-20. Councilor Rider seconded. There was brief Council discussion. Council

President Campbell called for the vote. **Ordinance D-2536-20** was approved 7-2 (Green and Hannon opposed).

Council President Campbell announced the **Second Reading of Ordinance D-2540-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Amending Chapter 2, Article 3, Division II, Section 2-42 of the Carmel City Code; Sponsor: Councilor Finkam. Item Remains in the Finance, Utilities and Rules Committee.

PUBLIC HEARINGS

Council President Campbell announced the **First Reading of Ordinance D-2539-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Vacating a Portion of Public Right-of-Way. Councilor Worrell moved to introduce the item into business. Councilor Green seconded. Councilor Rider introduced the item to Council. Councilor Campbell opened up the public at 7:05 p.m.

Seeing no one who wished to address Council, Council President Campbell closed the public hearing at 7:06 p.m. Councilor Rider moved to suspend the rules and act on this tonight. Councilor Finkam seconded. There was no Council discussion. Council President Campbell called for the vote. The motion was approved 9-0. Councilor Rider moved to approve Ordinance D-2539-20. Councilor Aasen seconded. There was no Council discussion. Council President Campbell called for the vote. **Ordinance D-2539-20** was approved 9-0.

Council President Campbell announced the **First Reading of Ordinance D-2546-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Establishing the Appropriations for the 2021 Budget. Councilor Rider moved to introduce the item into business. Councilor Finkam seconded. Mayor Brainard presented the item and the proposed budget for 2021 to Council. There was extensive discussion about a levy appeal as well as a rate cap resolution. Councilor Campbell opened up the public at 8:20:45 p.m.

Seeing no one who wished to address Council, Council President Campbell closed the public hearing at 8:21 p.m. Council President Campbell held the item over until the next meeting.

NEW BUSINESS

Council President Campbell announced the **Resolution CC-10-05-20-01**: A Resolution of the Common Council of the City of Carmel, Indiana, to Petition the Indiana Department of Local Government Finance to Adjust the Levy Limit of the City for the Budget Year 202. Councilor Rider moved to introduce the item into business. Councilor Finkam seconded. Curt Coonrod, Coonrod and Associates, presented the item to Council. Councilor Finkam moved to approve Resolution CC-10-05-20-02. Councilor Rider seconded. There was no Council discussion. Council President Campbell called for the vote. **Resolution CC 10-05-20-01** was approved 9-0.

Synopsis:
The resolution would authorize petitions to the Department of Local Government Finance to adjust the City's 2021 property tax levy by up to $1,164,630. The basis of the adjustment would be: budgeted City services to a previously unincorporated portion of Clay Township and/or recovery of a property tax shortfall.
Council President Campbell announced the **First Reading of Ordinance D-2542-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Appointed Officers and

Employees of the Carmel City Clerk for the Year 2021. Councilor Rider moved to introduce the item into business. Councilor Green seconded. Council President Campbell introduced the item to Council. Council President Campbell held the item over until the next meeting.

Council President Campbell announced the **First Reading of Ordinance D-2543-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Appointed Officers and Employees of the Carmel City Court for the Year 2021. Councilor Rider moved to introduce the item into business. Councilor Worrell seconded. Councilor Rider introduced the item to Council. Council President Campbell held the item over until the next meeting.

Council President Campbell announced the **First Reading of Ordinance D-2544-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Appointed Officers and Employees of the City of Carmel, Indiana, for the Year 2021. Councilor Rider moved to introduce the item into business. Councilor Green seconded. Councilor Aasen introduced the item to Council. Council President Campbell held the item over until the next meeting.

Council President Campbell announced the **First Reading of Ordinance D-2545-20**; An Ordinance of the Common Council of the City of Carmel, Indiana, Fixing Salaries of Elected Officials of the City of Carmel, Indiana, for the Year 2021. Councilor Rider moved to introduce the item into business. Councilor Finkam seconded. Councilor Aasen introduced the item to Council. Council President Campbell held the item over until the next meeting.

OTHER BUSINESS

There was none.

Council President Campbell adjourned the meeting at 8:38 PM.

EXECUTION OF DOCUMENTS

ADJOURNMENT

Respectfully submitted,

_____
Sue Wolfgang, Clerk

Approved,

_____
Laura Campbell, Council President

ATTEST:

_____
Sue Wolfgang, Clerk

Total Gross Wages for REGULAR PAYROLL date 09/25/2020 $2,039,728.14

Total Payroll Liabilities for REGULAR PAYROLL dated 09/25/2020 $941,879.07

I hereby certify that payroll amount listed above is true and correct and I have audited same in accordance with IC 5-11-10-1.6.

Controller

We have examined the foregoing payroll charges, consisting of one page(s), and except for payroll not allowed as shown in this register, such payroll in the total amount of **$2,981,607.21** is compliance with Section 2-12 of the Carmel City Code.

Dated this _____ day of _____, 2020

Acknowledged by the Common Council of the City of Carmel, Indiana.

_____
Council President

_____ _____

_____ _____

_____ _____

_____ _____

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
CBTS	358731	09/30/20	TELEPHONE LINE CHARGES	1125-4344000		152.90	
CBTS	358731	09/30/20	TELEPHONE LINE CHARGES	1091-4344000		305.86	
							458.76
DUKE ENERGY	358732	09/30/20	ELECTRICITY	1125-4348000		137.35	
DUKE ENERGY	358732	09/30/20	ELECTRICITY	1125-4348000		431.72	
DUKE ENERGY	358732	09/30/20	ELECTRICITY	1125-4348000		44.24	
DUKE ENERGY	358732	09/30/20	ELECTRICITY	1125-4348000		24.66	
DUKE ENERGY	358732	09/30/20	ELECTRICITY	110-4348000		72.42	
							710.39
CARMEL UTILITIES	358733	09/30/20	WATER & SEWER	110-4348500		74.57	
CARMEL UTILITIES	358733	09/30/20	WATER & SEWER	1125-4348500		7,680.41	
CARMEL UTILITIES	358733	09/30/20	WATER & SEWER	1125-4348500		29.27	
							7,784.25
CARMEL CLAY SCHOOLS-FUEL	358734	09/30/20	BOTTLED GAS	2201-4231100		100.24	
CARMEL CLAY SCHOOLS-FUEL	358734	09/30/20	GASOLINE	2201-R4231400	103545	6,347.78	
CARMEL CLAY SCHOOLS-FUEL	358734	09/30/20	DIESEL FUEL	2201-R4231300	102301	2,025.00	
							8,473.02
CITIZENS WESTFIELD	358735	09/30/20	OTHER EXPENSES	601-5023990		25.67	
CITIZENS WESTFIELD	358735	09/30/20	OTHER EXPENSES	601-5023990		14.06	
CITIZENS WESTFIELD	358735	09/30/20	OTHER EXPENSES	601-5023990		21.80	
CITIZENS WESTFIELD	358735	09/30/20	OTHER EXPENSES	601-5023990		14.06	
							75.59
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	601-5023990		72,042.39	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		14,894.42	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		216.58	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		16.70	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		26.21	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		16.70	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		171.11	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		295.21	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		35.24	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		17.55	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		60.01	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		106.09	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		49.25	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		17.72	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		17.61	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		51.60	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		36.63	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		61.17	
DUKE ENERGY	358737	09/30/20	ELECTRICITY	2201-4348000		71.25	
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	651-5023990		151.08	
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	651-5023990		34.92	
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	651-5023990		74.39	
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	651-5023990		70.93	
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	651-5023990		54.71	
DUKE ENERGY	358737	09/30/20	OTHER EXPENSES	651-5023990		52.29	
							88,641.76
CYNDY BAILEY	358738	09/30/20	OTHER EXPENSES	101-5023990		100.00	
							100.00
BRIGHT HOUSE NETWORKS	358740	09/30/20	000002702091720	2201-4344100		104.98	
							104.98
BRIGHT HOUSE NETWORKS	358741	09/30/20	074668101091820	1115-4344200		154.98	
							154.98
BRIGHT HOUSE NETWORKS	358742	09/30/20	082707801091820	1115-4344200		114.27	
							114.27
BRIGHT HOUSE NETWORKS	358743	09/30/20	082710101091720	2201-4344100		104.98	
							104.98

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
CARMEL UTILITIES	358744	09/30/20	WATER & SEWER	2201-4348500		5,308.93	
CARMEL UTILITIES	358744	09/30/20	WATER & SEWER	2201-4348500		747.83	
CARMEL UTILITIES	358744	09/30/20	WATER & SEWER	1207-4348500		644.84	
CARMEL UTILITIES	358744	09/30/20	WATER & SEWER	2201-4348500		702.38	
							7,403.98
CONSTELLATION NEWENERGY G	358745	09/30/20	NATURAL GAS	2201-4349000		19.28	
CONSTELLATION NEWENERGY G	358745	09/30/20	OTHER EXPENSES	601-5023990		86.12	
CONSTELLATION NEWENERGY G	358745	09/30/20	NATURAL GAS	1208-4349000		331.40	
							436.80
DAVID RAUSCH STUDIO LLC	358746	09/30/20	ARCHITECTURAL FEES	902-4340200		5,870.00	
							5,870.00
DON R SCHEIDT & CO INC	358747	09/30/20	OTHER PROFESSIONAL FEES	902-4341999		2,900.00	
DON R SCHEIDT & CO INC	358747	09/30/20	OTHER PROFESSIONAL FEES	902-4341999		2,200.00	
							5,100.00
HIRSCH BEDNER ASSOCIATES	358749	09/30/20	MONTHLY SERVIC FEE 100670	902-R4340200	103478	1,454.20	
HIRSCH BEDNER ASSOCIATES	358749	09/30/20	MONTHLY SERV FEE PO100670	902-4340200	104307	3,545.80	
HIRSCH BEDNER ASSOCIATES	358749	09/30/20	MONTHLY SERV FEE PO100670	902-4340200	104307	5,000.00	
HIRSCH BEDNER ASSOCIATES	358749	09/30/20	MONTHLY SERV FEE PO100670	902-4340200	104307	5,000.00	
							15,000.00
ADRIENNE KEELING	358750	09/30/20	EXTERNAL INSTRUCT FEES	1192-4357004		61.66	
ADRIENNE KEELING	358750	09/30/20	EXTERNAL INSTRUCT FEES	1192-4357004		125.00	
							186.66
KONICA MINOLTA BUSINESS S	358751	09/30/20	OTHER CONT SERVICES	1201-4350900		84.03	
							84.03
LONDON WITTE GROUP LLC	358752	09/30/20	ACCOUNTING FEES	902-4340300		4,250.00	
							4,250.00
MENARDS, INC	358753	09/30/20	601	2201-4238900		2.80	
							2.80
PITNEY BOWES	358755	09/30/20	OTHER CONT SERVICES	1701-4350900		404.28	
							404.28
PITNEY BOWES	358756	09/30/20	OFFICE SUPPLIES	1701-4230200		61.85	
							61.85
QUENCH	358757	09/30/20	OTHER MAINT SUPPLIES	2201-4238900		146.67	
							146.67
REPUBLIC WASTE SERVICES O	358758	09/30/20	TRASH COLLECTION	1205-4350101	103244	163.59	
							163.59
KURT SHANAYDA	358759	09/30/20	EXTERNAL INSTRUCT FEES	1115-4357004		100.00	
							100.00
SOROS CLINICAL SOLUTIONS	358760	09/30/20	TESTING	301-4359016		42,255.00	
							42,255.00
TOSHIBA BUSINESS SOLUTION	358761	09/30/20	EQUIPMENT MAINT CONTRACTS	2201-4351501		88.63	
							88.63
TOSHIBA FINANCIAL SERVICE	358762	09/30/20	OTHER RENTAL & LEASES	2201-4353099		106.12	
							106.12
TOSHIBA FINANCIAL SERVICE	358763	09/30/20	OTHER RENTAL & LEASES	1801-4353099		146.11	
							146.11
TRAYNOR & ASSOCIATES, INC	358764	09/30/20	OTHER PROFESSIONAL FEES	902-4341999		3,000.00	
TRAYNOR & ASSOCIATES, INC	358764	09/30/20	OTHER PROFESSIONAL FEES	902-4341999		1,500.00	
							4,500.00
VERIZON	358765	09/30/20	CELLULAR PHONE FEES	1401-4344100		424.81	
							424.81
VIRGIN PULSE, INC.	358766	09/30/20	OTHER EXPENSES	301-5023990		6,240.00	
							6,240.00
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		231.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		38.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		115.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		115.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		616.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		231.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		535.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		2,964.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		269.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		1,001.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		38.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		77.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		539.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		1,540.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		77.00	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		423.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		1,424.50	
WALLACK SOMERS & HAAS PC	358767	09/30/20	LEGAL FEES	902-4340000		38.50	
							10,275.50
XEROX CORP	358768	09/30/20	OTHER EXPENSES	601-5023990		309.23	
							309.23
XEROX CORP	358769	09/30/20	OTHER EXPENSES	651-5023990		109.46	
XEROX CORP	358769	09/30/20	OTHER EXPENSES	601-5023990		109.45	
							218.91
Y M C A	358770	09/30/20	OTHER EXPENSES	301-5023990		133.50	
							133.50
360 PROPERTIES LLC	358771	10/02/20	CLEANING SERVICES	1115-4350600		500.00	
							500.00
A F C INTERNATIONAL INC	358772	10/02/20	REPAIR PARTS	1120-4237000		304.71	
							304.71
ACCURATE LASER SYSTEMS, I	358773	10/02/20	SMALL TOOLS & MINOR EQUIP	2201-4238000		719.98	
							719.98
ACE-PAK PRODUCTS INC	358774	10/02/20	OTHER MAINT SUPPLIES	2201-4238900		388.50	
							388.50
ADP INC	358775	10/02/20	SOFTWARE SUPPORT	1201-R4341903	103575	238.97	
							238.97
ADP INC	358776	10/02/20	SOFTWARE SUPPORT	1201-R4341903	103575	3,936.51	
ADP INC	358776	10/02/20	OTHER ACCOUNTING FEES	1701-4340303		7,153.40	
							11,089.91
ADP INC	358777	10/02/20	OTHER ACCOUNTING FEES	1701-R4340303	103606	276.58	
							276.58
ADVANCED RESCUE SOLUTIONS	358778	10/02/20	ROPE OPS INSTRUCTOR FEE	1120-R4357003	103268	9,000.00	
							9,000.00
ADVANCED TURF SOLUTIONS I	358779	10/02/20	LANDSCAPING SUPPLIES	2201-4239034		564.50	
							564.50
AGRO CHEM INC	358780	10/02/20	REPAIR PARTS	2201-4237000		56.16	
							56.16
ALPHAGRAPHICS	358781	10/02/20	STATIONARY & PRNTD MATERL	1110-4230100		744.48	
							744.48
ALRO STEEL CORPORATION	358782	10/02/20	REPAIR PARTS	2201-4237000		529.42	
							529.42
AMAZON CAPITAL SERVICES	358783	10/02/20	1P3TNDTLRKQ9	1115-4238900		131.52	
							131.52
AMAZON CAPITAL SERVICES	358784	10/02/20	1CR3LL3JRLMP	1120-4239099		81.92	
AMAZON CAPITAL SERVICES	358784	10/02/20	1K7QJM6XJCW	1120-4239099		470.40	
AMAZON CAPITAL SERVICES	358784	10/02/20	1K4KLRLYDK3Q	1120-4230200		184.16	
							736.48
AMAZON CAPITAL SERVICES	358785	10/02/20	19NFPCXWNQRC	1207-4230200		11.48	
							11.48
AMAZON CAPITAL SERVICES	358786	10/02/20	MOVING BOXES	1301-4359016		196.94	
							196.94
AMAZON CAPITAL SERVICES	358787	10/02/20	1GF7J3HQPJ93	651-5023990		95.40	
							95.40

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
ARAB TERMITE & PEST CONTR	358788	10/02/20	OTHER CONT SERVICES	1120-4350900		33.00	
ARAB TERMITE & PEST CONTR	358788	10/02/20	OTHER CONT SERVICES	1120-4350900		66.00	
ARAB TERMITE & PEST CONTR	358788	10/02/20	OTHER CONT SERVICES	1120-4350900		33.00	
							132.00
ARROWHEAD FORENSIC PRODUC	358789	10/02/20	EVIDENCE BAGS /TUBES	1110-4239099	104232	461.46	
							461.46
AUTOZONE INC	358790	10/02/20	OTHER EXPENSES	601-5023990		30.99	
							30.99
AVOLVE SOFTWARE	358791	10/02/20	SOFTWARE	1192-4463202		43,602.00	
							43,602.00
AXIS COMMUNICATIONS	358792	10/02/20	POWER BOARD REPAIRS	1115-4350000	104235	198.00	
							198.00
BANKS & BROWER, LLC	358793	10/02/20	PAUPER ATTORNEY FEES	506-4341952		1,666.66	
							1,666.66
BASTIN LOGAN WATER SERVIC	358794	10/02/20	OTHER EXPENSES	601-5023990		235.50	
							235.50
BLUE GRASS FARMS, INC.	358795	10/02/20	LANDSCAPING SUPPLIES	2201-4239034		2,793.95	
							2,793.95
NORTHERN TOOL & EQUIPMENT	358796	10/02/20	SMALL TOOLS & MINOR EQUIP	2201-4238000		349.99	
NORTHERN TOOL & EQUIPMENT	358796	10/02/20	SMALL TOOLS & MINOR EQUIP	2201-4238000		89.99	
NORTHERN TOOL & EQUIPMENT	358796	10/02/20	SMALL TOOLS & MINOR EQUIP	2201-4238000		567.99	
							1,007.97
BOONE CO RESOURCE RECOVER	358797	10/02/20	BUILDING REPAIRS & MAINT	2201-4350100		1,720.00	
							1,720.00
BOOT BARN HOLDINGS	358798	10/02/20	OTHER EXPENSES	601-5023990		129.99	
BOOT BARN HOLDINGS	358798	10/02/20	OTHER EXPENSES	601-5023990		134.98	
							264.97
BRENNTAG MID SOUTH INC	358799	10/02/20	OTHER EXPENSES	601-5023990		1,130.00	
BRENNTAG MID SOUTH INC	358799	10/02/20	OTHER EXPENSES	601-5023990		375.65	
BRENNTAG MID SOUTH INC	358799	10/02/20	OTHER EXPENSES	601-5023990		490.86	
BRENNTAG MID SOUTH INC	358799	10/02/20	OTHER EXPENSES	601-5023990		490.86	
							2,487.37
CUSTOM SIGNS & GRAPHICS	358800	10/02/20	STREET SIGNS	2201-4239031		654.00	
							654.00
KENT BROACH	358801	10/02/20	BZA PER DIEM	1192-R4343004	103495	150.00	
							150.00
BROWNELLS INC	358802	10/02/20	AMMUNITIONS & ACCESSORIES	1110-4239010		115.35	
							115.35
BUCKEYE POWER SALES	358803	10/02/20	OTHER EXPENSES	651-5023990		525.50	
							525.50
C T W ELECTRICAL CO, INC	358804	10/02/20	REPAIR PARTS	2201-4237000		77.55	
C T W ELECTRICAL CO, INC	358804	10/02/20	REPAIR PARTS	2201-4237000		310.91	
C T W ELECTRICAL CO, INC	358804	10/02/20	REPAIR PARTS	2201-4237000		30.87	
							419.33
CARDINAL MANUFACTURING CO	358805	10/02/20	OFFICE SUPPLIES	1115-4230200		177.62	
							177.62
CARMEL TROPHIES PLUS LLC	358806	10/02/20	OTHER CONT SERVICES	1120-4350900		190.00	
CARMEL TROPHIES PLUS LLC	358806	10/02/20	OTHER CONT SERVICES	1120-4350900		10.00	
							200.00
CITY WIDE MAINTENANCE	358807	10/02/20	CLEANING SERVICES	1207-4350600		800.00	
							800.00
CERES SOLUTIONS	358808	10/02/20	DIESEL FUEL	1120-4231300		310.92	
CERES SOLUTIONS	358808	10/02/20	DIESEL FUEL	2201-4231300		474.71	
							785.63
CHAPMAN ELEC SUPPLY INC	358809	10/02/20	STREET LIGHT REPAIRS	2201-4350080		178.03	
							178.03
CINTAS CORPORATION #18	358810	10/02/20	UNIFORMS	1207-4356001		27.13	
CINTAS CORPORATION #18	358810	10/02/20	BUILDING REPAIRS & MAINT	1207-4350100		220.94	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
CINTAS CORPORATION #18	358810	10/02/20	LAUNDRY SERVICE	2201-4356501		197.12	
CINTAS CORPORATION #18	358810	10/02/20	LAUNDRY SERVICE	2201-4356501		663.59	
							1,108.78
CINTAS FIRST AID & SAFETY	358811	10/02/20	SAFETY SUPPLIES	1207-4239012		205.60	
							205.60
TIDE CLEANERS	358812	10/02/20	CLEANING SERVICES	1120-4350600		718.00	
TIDE CLEANERS	358812	10/02/20	LAUNDER TURN OUT GEAR	1120-R4350600	103053	161.00	
							879.00
CLARK TIRE INC	358813	10/02/20	AUTO REPAIR & MAINTENANCE	1120-4351000		26.50	
							26.50
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,770.35	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,725.46	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,740.79	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,798.82	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,768.16	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,773.64	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,768.16	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,753.93	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,704.65	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,735.31	
COMPASS MINERALS AMERICA	358814	10/02/20	OTHER EXPENSES	601-5023990		2,791.16	
							30,330.43
CORE & MAIN	358815	10/02/20	OTHER EXPENSES	601-5023990		1,279.65	
CORE & MAIN	358815	10/02/20	OTHER EXPENSES	651-5023990		442.50	
CORE & MAIN	358815	10/02/20	OTHER EXPENSES	651-5023990		568.88	
							2,291.03
CURRENT PUBLISHING	358816	10/02/20	PUBLICATION OF LEGAL ADS	1702-4345500		20.98	
CURRENT PUBLISHING	358816	10/02/20	PUBLICATION OF LEGAL ADS	1192-4345500		30.16	
CURRENT PUBLISHING	358816	10/02/20	PUBLICATION OF LEGAL ADS	1192-4345500		38.02	
							89.16
OFFICE KEEPERS	358817	10/02/20	OFFICE CLEANING	1801-4350900	103959	295.00	
							295.00
LEO DIERCKMAN	358818	10/02/20	2020 BZA MEETINGS	1192-R4343004	103448	75.00	
							75.00
DITCH WITCH MIDWEST	358819	10/02/20	OTHER EXPENSES	601-5023990		287.98	
							287.98
DON HINDS FORD	358820	10/02/20	REPAIR PARTS	1120-4237000		85.67	
							85.67
DRAINAGE SOLUTIONS, INC	358821	10/02/20	STORM SEWER MAINT SUPPLS	2201-4237001		319.66	
							319.66
DUNCAN APPLIANCE SERVICE	358822	10/02/20	EQUIPMENT REPAIRS & MAINT	1120-4350000		88.00	
DUNCAN APPLIANCE SERVICE	358822	10/02/20	EQUIPMENT REPAIRS & MAINT	1120-4350000		98.00	
							186.00
EMBROIDERY PLUS	358823	10/02/20	UNIFORMS	1120-4356001		856.00	
							856.00
ENVIRONMENTAL LABORATORIE	358824	10/02/20	OTHER EXPENSES	601-5023990		10.50	
ENVIRONMENTAL LABORATORIE	358824	10/02/20	OTHER EXPENSES	601-5023990		252.00	
ENVIRONMENTAL LABORATORIE	358824	10/02/20	OTHER EXPENSES	601-5023990		10.50	
							273.00
ESO SOLUTIONS	358825	10/02/20	ANNUAL FEE HDE CONNECTION	1120-R4355200	102835	995.00	
							995.00
HAL ESPEY	358826	10/02/20	OTHER CONT SERVICES	1192-4350900		2,750.00	
HAL ESPEY	358826	10/02/20	OTHER CONT SERVICES	507-4350900		250.00	
							3,000.00
FASTENAL COMPANY	358827	10/02/20	OTHER EXPENSES	651-5023990		239.96	
FASTENAL COMPANY	358827	10/02/20	OTHER EXPENSES	651-5023990		203.51	
							443.47
FERGUSON WATERWORKS INDY	358828	10/02/20	OTHER EXPENSES	601-5023990		825.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							825.00
FISHER SCIENTIFIC	358829	10/02/20	OTHER EXPENSES	651-5023990		1,137.35	
							1,137.35
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		2,317.61	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		1,196.75	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		21.00	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		-226.34	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		-33.14	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		-610.56	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		141.81	
FLEETPRIDE	358830	10/02/20	REPAIR PARTS	2201-4237000		255.53	
							3,062.66
FREDERICKS, INC	358831	10/02/20	STA 43 SPEAKERS & PHONES	1120-4350100	104226	2,665.50	
							2,665.50
GARAGE DOORS OF INDIANAPO	358832	10/02/20	BUILDING REPAIRS & MAINT	2201-4350100		614.50	
GARAGE DOORS OF INDIANAPO	358832	10/02/20	BUILDING REPAIRS & MAINT	2201-4350100		309.00	
							923.50
GORDON FLESCH CO., INC.	358833	10/02/20	EQUIPMENT MAINT CONTRACTS	1120-4351501		1,011.37	
							1,011.37
GOVERNMENT FINANCE OFFICE	358834	10/02/20	ORGANIZATION & MEMBER DUE	1701-4355300		760.00	
							760.00
BRADFORD GRABOW	358835	10/02/20	TRAVEL PER DIEMS	1192-4343004		450.00	
							450.00
GRACE REFRIGERATION	358836	10/02/20	EQUIPMENT REPAIRS & MAINT	1120-4350000		396.30	
							396.30
GRAINGER	358837	10/02/20	REPAIR PARTS	1120-4237000		-51.06	
GRAINGER	358837	10/02/20	REPAIR PARTS	1120-4237000		51.06	
GRAINGER	358837	10/02/20	REPAIR PARTS	1120-4237000		35.26	
GRAINGER	358837	10/02/20	REPAIR PARTS	1120-4237000		35.26	
GRAINGER	358837	10/02/20	REPAIR PARTS	1120-4237000		14.34	
							84.86
GRAINGER	358838	10/02/20	OTHER EXPENSES	601-5023990		68.00	
GRAINGER	358838	10/02/20	OTHER EXPENSES	651-5023990		282.74	
GRAINGER	358838	10/02/20	OTHER EXPENSES	651-5023990		40.77	
GRAINGER	358838	10/02/20	OTHER EXPENSES	651-5023990		5.90	
							397.41
HACH COMPANY	358839	10/02/20	OTHER EXPENSES	651-5023990		2,504.54	
HACH COMPANY	358839	10/02/20	OTHER EXPENSES	651-5023990		127.58	
							2,632.12
HALL SIGNS, INC.	358840	10/02/20	STREET SIGNS	2201-4239031		2,412.20	
HALL SIGNS, INC.	358840	10/02/20	STREET SIGNS	2201-4239031		567.71	
							2,979.91
HAPPY VALLEY SAND & GRAVE	358841	10/02/20	OTHER EXPENSES	601-5023990		339.44	
							339.44
JAMES HAWKINS	358842	10/02/20	TRAVEL PER DIEMS	1192-4343004		150.00	
							150.00
HENRY SCHEIN INC	358843	10/02/20	SPECIAL DEPT SUPPLIES	102-4239011		42.00	
HENRY SCHEIN INC	358843	10/02/20	SPECIAL DEPT SUPPLIES	102-4239011		667.92	
HENRY SCHEIN INC	358843	10/02/20	SPECIAL DEPT SUPPLIES	102-4239011		159.28	
							869.20
HERITAGE CRYSTAL CLEAN, L	358844	10/02/20	BUILDING REPAIRS & MAINT	2201-4350100		75.00	
							75.00
THE HILL COMPANY	358845	10/02/20	OTHER EXPENSES	651-5023990		2,257.24	
							2,257.24
JEFFREY ALLEN HILL	358846	10/02/20	TRAVEL PER DIEMS	1192-4343004		375.00	
							375.00
CARRIE HOLLE	358847	10/02/20	2020 PC MEETINGS	1192-R4343004	103337	450.00	
							450.00

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
HP INC.	358848	10/02/20	COMPUTERS FOR CTC	102-4463201	103972	5,204.85	
HP INC.	358848	10/02/20	COMPUTERS FOR CTC	102-4463201	103972	1,043.00	
HP INC.	358848	10/02/20	LAPTOPS-BOWLES / RAY	102-4463201	104066	2,082.60	
HP INC.	358848	10/02/20	DEITSCH-HP NOTEBOOK	102-4463201	104284	102.00	
HP INC.	358848	10/02/20	LAPTOP & MONITORS - ESSEX	102-4463201	104224	2,172.74	
							10,605.19
HP INC.	358849	10/02/20	HP EILTEBOOK	2201-4463201	104237	1,041.30	
							1,041.30
FERGUSON FACILITIES SUPPL	358850	10/02/20	OTHER EXPENSES	651-5023990		174.67	
							174.67
MARK HULETT	358851	10/02/20	INTERNAL INSTRUCT FEES	1120-4357003		625.00	
							625.00
I B S OF INDIANAPOLIS	358852	10/02/20	REPAIR PARTS	1120-4237000		110.99	
							110.99
I C C BUSINESS PRODUCTS	358853	10/02/20	EQUIPMENT MAINT CONTRACTS	1120-4351501		58.43	
							58.43
INDIAN SPRINGS MFG CO	358854	10/02/20	OTHER EXPENSES	601-5023990		697.91	
							697.91
INDIANA GOLF CAR	358855	10/02/20	EQUIPMENT REPAIRS & MAINT	1207-4350000		883.49	
							883.49
INTERSTATE BILLING SERVIC	358856	10/02/20	AUTO REPAIR & MAINTENANCE	2201-4351000		834.19	
							834.19
JACK DOHENY COMPANIES	358857	10/02/20	OTHER EXPENSES	601-5023990		56.50	
							56.50
PEOPLE SPEAK LLC	358858	10/02/20	SOFTWARE	1192-4463202		400.00	
							400.00
NICK KESTNER	358859	10/02/20	PLAN COMM PER DIEMS	1192-R4343004	103339	525.00	
							525.00
KIRBY RISK CORPORATION	358860	10/02/20	OTHER EXPENSES	651-5023990		43.20	
							43.20
JOSHUA KIRSH	358861	10/02/20	2020 PC & BZA MEETINGS	1192-R4343004	103336	300.00	
							300.00
KUSSMAUL ELECTRONICS CO I	358862	10/02/20	REPAIR PARTS	1120-4237000		1,190.57	
KUSSMAUL ELECTRONICS CO I	358862	10/02/20	REPAIR PARTS	1120-4237000		20.70	
							1,211.27
LIVING WATERS CO.	358863	10/02/20	OTHER EXPENSES	601-5023990		216.10	
							216.10
DENNIS LOCKWOOD	358864	10/02/20	TRAVEL PER DIEMS	1192-4343004		75.00	
							75.00
MAINSCAPE LANDSCAPING	358865	10/02/20	GROUNDS MAINTENANCE	2201-4350400		2,400.00	
							2,400.00
MARTIN MARIETTA AGGREGATE	358866	10/02/20	OTHER EXPENSES	651-5023990		445.13	
							445.13
MENARDS - FISHERS	358867	10/02/20	9327	651-5023990		84.24	
MENARDS - FISHERS	358867	10/02/20	9404	651-5023990		70.22	
MENARDS - FISHERS	358867	10/02/20	9527	651-5023990		72.90	
							227.36
MENARDS, INC	358868	10/02/20	2872	601-5023990		186.90	
MENARDS, INC	358868	10/02/20	2917	601-5023990		16.98	
MENARDS, INC	358868	10/02/20	2927	601-5023990		36.69	
MENARDS, INC	358868	10/02/20	3133	601-5023990		9.17	
							249.74
MENARDS, INC	358869	10/02/20	3336	2201-4238900		69.16	
MENARDS, INC	358869	10/02/20	3318	2201-4238900		14.97	
MENARDS, INC	358869	10/02/20	3386	2201-4239034		36.08	
							120.21
MENARDS, INC	358870	10/02/20	3482	1120-4239012		215.04	
MENARDS, INC	358870	10/02/20	3340	1120-4237000		47.47	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT P.O.	INVOICE AMT	CHECK AMT
MENARDS, INC	358870	10/02/20	3445	1120-4237000	26.99	
MENARDS, INC	358870	10/02/20	3458	1120-4237000	17.82	
MENARDS, INC	358870	10/02/20	3702	1120-4237000	59.92	
						367.24
MID STATE TRUCK EQUIP COR	358871	10/02/20	REPAIR PARTS	2201-4237000	1,036.09	
						1,036.09
MIDWEST LANDSCAPE INDUSTR	358872	10/02/20	LANDSCAPING SUPPLIES	2201-4239034	95.00	
						95.00
MILESTONE CONTRACTORS, L	358873	10/02/20	BITUMINOUS MATERIALS	2201-4236300	472.01	
						472.01
MUNICIPAL EMERGENCY SERVI	358874	10/02/20	OTHER EQUIPMENT	102-4467099	314.74	
MUNICIPAL EMERGENCY SERVI	358874	10/02/20	OTHER CONT SERVICES	1120-4350900	466.00	
						780.74
NEENAH FOUNDRY CORP	358875	10/02/20	STORM SEWER MAINT SUPPLS	2201-4237001	529.00	
						529.00
NELSON ALARM COMPANY	358876	10/02/20	OTHER CONT SERVICES	1115-4350900	1,805.00	
						1,805.00
NORTHSIDE TRAILER INC.	358877	10/02/20	REPAIR PARTS	1120-4237000	69.50	
						69.50
OFFICE DEPOT	358878	10/02/20	OFFICE SUPPLIES	1702-4230200	82.99	
						82.99
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	651-5023990	149.86	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	601-5023990	149.86	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	651-5023990	14.87	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	601-5023990	14.87	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	651-5023990	8.30	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	601-5023990	8.29	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	651-5023990	26.76	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	601-5023990	26.76	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	651-5023990	5.53	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	601-5023990	5.53	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	651-5023990	11.47	
OFFICE DEPOT INC	358879	10/02/20	OTHER EXPENSES	601-5023990	11.47	
OFFICE DEPOT INC	358879	10/02/20	OFFICE SUPPLIES	2201-4230200	112.08	
						545.65
OLD TOWN SHOPS PROP. ASSO	358880	10/02/20	OTHER CONT SERVICES	1208-4350900	682.54	
						682.54
OLD TOWN SHOPS PROP. ASSO	358881	10/02/20	OTHER CONT SERVICES	1208-4350900	423.49	
						423.49
OLD TOWN SHOPS PROP. ASSO	358882	10/02/20	OTHER CONT SERVICES	1208-4350900	399.55	
						399.55
OVERHEAD DOOR CO OF INDIA	358883	10/02/20	BUILDING REPAIRS & MAINT	1120-4350100	422.47	
OVERHEAD DOOR CO OF INDIA	358883	10/02/20	BUILDING REPAIRS & MAINT	1120-4350100	373.47	
OVERHEAD DOOR CO OF INDIA	358883	10/02/20	BUILDING REPAIRS & MAINT	1120-4350100	348.97	
						1,144.91
PACE ANALYTICAL SERVICES,	358884	10/02/20	OTHER EXPENSES	651-5023990	315.00	
PACE ANALYTICAL SERVICES,	358884	10/02/20	OTHER EXPENSES	651-5023990	315.00	
						630.00
PENN CARE INC.	358885	10/02/20	SPECIAL DEPT SUPPLIES	102-4239011	493.40	
						493.40
PIEDMONT PLASTICS INC	358886	10/02/20	DESKTOP BARRIERS	2201-4359016	139.00	
PIEDMONT PLASTICS INC	358886	10/02/20	DESKTOP BARRIERS	2201-4359016	688.98	
						827.98
PLYMATE	358887	10/02/20	OTHER EXPENSES	601-5023990	214.57	
PLYMATE	358887	10/02/20	OTHER EXPENSES	651-5023990	135.32	
PLYMATE	358887	10/02/20	OTHER EXPENSES	651-5023990	410.16	
						760.05
POMP'S TIRE - LEBANON	358888	10/02/20	TIRES & TUBES	2201-4232000	4,842.14	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
POMP'S TIRE - LEBANON	358888	10/02/20	TIRES & TUBES	2201-4232000		3,896.14	
POMP'S TIRE - LEBANON	358888	10/02/20	TIRES & TUBES	2201-4232000		1,072.14	
							9,810.42
ALAN POTASNIK	358889	10/02/20	PER DIEMS FOR 2020	1192-R4343004	103333	525.00	
							525.00
PUMP PROS INC	358890	10/02/20	OTHER EXPENSES	601-5023990		8,440.36	
							8,440.36
R E I REAL ESTATE SERVICE	358891	10/02/20	OTHER CONT SERVICES	1208-4350900		92.70	
R E I REAL ESTATE SERVICE	358891	10/02/20	OTHER CONT SERVICES	1208-4350900		97.93	
R E I REAL ESTATE SERVICE	358891	10/02/20	OTHER CONT SERVICES	1208-4350900		92.70	
R E I REAL ESTATE SERVICE	358891	10/02/20	OTHER CONT SERVICES	1208-4350900		92.70	
							376.03
RAVEN ENVIRONMENTAL PRODU	358892	10/02/20	OTHER EXPENSES	651-5023990		40.36	
							40.36
JAMIE REYNOLDS	358893	10/02/20	FULL TIME REGULAR	1110-4110000		1,825.00	
							1,825.00
RUNYON EQUIPMENT RENTAL	358894	10/02/20	OTHER EXPENSES	651-5023990		48.36	
RUNYON EQUIPMENT RENTAL	358894	10/02/20	BOTTLED GAS	2201-4231100		40.00	
							88.36
RYAN FIREPROTECTION INC	358895	10/02/20	OTHER CONT SERVICES	1206-4350900		1,675.00	
RYAN FIREPROTECTION INC	358895	10/02/20	OTHER CONT SERVICES	1206-4350900		3,610.00	
RYAN FIREPROTECTION INC	358895	10/02/20	BUILDING REPAIRS & MAINT	1206-4350100		760.00	
RYAN FIREPROTECTION INC	358895	10/02/20	OTHER CONT SERVICES	1206-4350900		4,800.00	
							10,845.00
SAFETY SYSTEMS	358896	10/02/20	AUTO REPAIR & MAINTENANCE	1110-4351000		54.13	
							54.13
SCAT PEST CONTROL INC.	358897	10/02/20	OTHER CONT SERVICES	2201-4350900		165.00	
							165.00
BRIAN E SCHMIDT	358898	10/02/20	FULL TIME REGULAR	1110-4110000		1,825.00	
							1,825.00
SERVICE PIPE & SUPPLY INC	358899	10/02/20	OTHER EXPENSES	601-5023990		111.08	
							111.08
SHERWIN WILLIAMS INC	358900	10/02/20	PAINT	2201-4236400		40.05	
SHERWIN WILLIAMS INC	358900	10/02/20	PAINT	1120-4236400		25.39	
							65.44
SIMPLIFILE	358901	10/02/20	RECORDING FEES	1192-4340600		476.00	
							476.00
SOURCE MOLECULAR CORP	358902	10/02/20	OTHER EXPENSES	651-5023990		315.00	
SOURCE MOLECULAR CORP	358902	10/02/20	OTHER EXPENSES	651-5023990		315.00	
							630.00
SOUTHEASTERN EQUIPMENT CO	358903	10/02/20	REPAIR PARTS	2201-4237000		46.37	
							46.37
EDGEWOOD LANDSCAPE SUPPLY	358904	10/02/20	BUILDING MATERIAL	2201-4235000		1,327.77	
							1,327.77
STAPLES BUSINESS ADVANTAG	358905	10/02/20	FURNITURE & FIXTURES	102-4463000		705.08	
STAPLES BUSINESS ADVANTAG	358905	10/02/20	FURNITURE & FIXTURES	102-4463000		705.08	
STAPLES BUSINESS ADVANTAG	358905	10/02/20	FURNITURE & FIXTURES	102-4463000		-705.08	
							705.08
STOOPS FREIGHTLINER	358906	10/02/20	AUTO REPAIR & MAINTENANCE	2201-4351000		4,340.22	
							4,340.22
STORAGE SOLUTIONS, INC	358907	10/02/20	SPECIAL DEPT SUPPLIES	2201-4239011		738.00	
							738.00
SYNCB/AMAZON.COM	358908	10/02/20	437846765663	601-5023990		77.00	
SYNCB/AMAZON.COM	358908	10/02/20	566467387338	601-5023990		24.52	
SYNCB/AMAZON.COM	358908	10/02/20	757855487466	601-5023990		439.17	
SYNCB/AMAZON.COM	358908	10/02/20	848967437478	601-5023990		46.95	
SYNCB/AMAZON.COM	358908	10/02/20	864554384658	601-5023990		28.95	
SYNCB/AMAZON.COM	358908	10/02/20	898637565376	601-5023990		30.98	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							647.57
TSI INC	358909	10/02/20	REPAIR PARTS	1120-4237000		166.89	
							166.89
TASK FORCE TIPS	358910	10/02/20	OTHER CONT SERVICES	1120-4350900		71.97	
TASK FORCE TIPS	358910	10/02/20	REPAIR PARTS	1120-4237000		115.71	
							187.68
TAYLOR OIL CO INC	358911	10/02/20	OTHER EXPENSES	651-5023990		2,332.50	
							2,332.50
THE TIMES	358912	10/02/20	OTHER EXPENSES	610-5023990		51.72	
THE TIMES	358912	10/02/20	OTHER EXPENSES	660-5023990		51.72	
							103.44
TIFFANY LAWN & GARDEN	358913	10/02/20	LANDSCAPING SUPPLIES	2201-4239034		63.00	
TIFFANY LAWN & GARDEN	358913	10/02/20	LANDSCAPING SUPPLIES	2201-4239034		63.00	
							126.00
SHUCK'S WELDING & FABRICA	358914	10/02/20	POSTS & HARDWARE	2201-4239032		2,250.00	
							2,250.00
TRAYNOR & ASSOCIATES, INC	358915	10/02/20	OTHER EXPENSES	610-5023990		750.00	
TRAYNOR & ASSOCIATES, INC	358915	10/02/20	OTHER EXPENSES	660-5023990		750.00	
							1,500.00
TRUGREEN	358916	10/02/20	TREATMENTS	1206-4350400	103630	180.00	
							180.00
UPS	358917	10/02/20	OTHER EXPENSES	651-5023990		50.02	
							50.02
UNITED LABORATORIES INC	358918	10/02/20	OTHER MAINT SUPPLIES	1205-4238900		689.73	
							689.73
UTILITY SUPPLY CO INC.	358919	10/02/20	OTHER EXPENSES	604-5023990		3,426.65	
UTILITY SUPPLY CO INC.	358919	10/02/20	OTHER EXPENSES	604-5023990		3,426.65	
							6,853.30
WAL-MART COMMUNITY	358920	10/02/20	6097652000135813	2201-4238900		37.33	
							37.33
WATER SOLUTIONS UNLIMITED	358921	10/02/20	OTHER EXPENSES	601-5023990		4,776.75	
WATER SOLUTIONS UNLIMITED	358921	10/02/20	OTHER EXPENSES	601-5023990		399.20	
							5,175.95
WATERCHEM INC	358922	10/02/20	OTHER EXPENSES	651-5023990		10,580.00	
							10,580.00
WEBB EFFECTS LLC	358923	10/02/20	OTHER CONT SERVICES	1120-4350900		293.75	
							293.75
CHAD WIEGMAN	358924	10/02/20	FULL TIME REGULAR	1110-4110000		1,825.00	
							1,825.00
WESSLER ENGINEERING, INC	358925	10/02/20	OTHER EXPENSES	601-5023990		1,370.59	
WESSLER ENGINEERING, INC	358925	10/02/20	OTHER EXPENSES	601-5023990		8,656.88	
WESSLER ENGINEERING, INC	358925	10/02/20	OTHER EXPENSES	610-5023990		2,888.35	
							12,915.82
SUSAN WESTERMEIER	358926	10/02/20	PLAN COMM PER DIEMS	1192-R4343004	103338	600.00	
							600.00
WILDMAN BUSINESS GROUP	358927	10/02/20	SAFETY SUPPLIES	2201-4239012		195.41	
							195.41
NATURE'S CARETAKER	358928	10/02/20	OTHER EXPENSES	601-5023990		3,590.00	
							3,590.00
AGENCY360	358929	10/02/20	SOFTWARE MAINT CONTRACTS	1110-4351502		1,197.00	
							1,197.00
GRAND APPLIANCE AND TV	358930	10/02/20	APPLIANCES	102-4463300		1,629.00	
GRAND APPLIANCE AND TV	358930	10/02/20	STA 45 BAY	102-4467007	104282	269.00	
							1,898.00
CHRISTINE ZOCCOLA	358931	10/02/20	TRAVEL PER DIEMS	1192-4343004		525.00	
							525.00
CARMEL CLAY SCHOOLS-FUEL	358932	10/07/20	GASOLINE	1120-4231400		3,230.96	
CARMEL CLAY SCHOOLS-FUEL	358932	10/07/20	DIESEL FUEL	1120-4231300		5,488.02	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT P.O.	INVOICE AMT	CHECK AMT
						8,718.98
DUKE ENERGY	358933	10/07/20	ELECTRICITY	1120-4348000	1,357.15	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	1120-4348000	141.05	
DUKE ENERGY	358933	10/07/20	OTHER EXPENSES	651-5023990	51.24	
DUKE ENERGY	358933	10/07/20	OTHER EXPENSES	651-5023990	27.87	
DUKE ENERGY	358933	10/07/20	OTHER EXPENSES	651-5023990	19.57	
DUKE ENERGY	358933	10/07/20	OTHER EXPENSES	651-5023990	51.48	
DUKE ENERGY	358933	10/07/20	OTHER EXPENSES	651-5023990	26.03	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	77.58	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	26.77	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	65.89	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	38.15	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	40.75	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	13.52	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	11.57	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	388.97	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	76.71	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	14.09	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	34.36	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	21.32	
DUKE ENERGY	358933	10/07/20	ELECTRICITY	2201-4348000	213.99	
						2,698.06
GREATAMERICA FINANCIAL SE	358934	10/07/20	OTHER EXPENSES	651-5023990	309.30	
GREATAMERICA FINANCIAL SE	358934	10/07/20	OTHER EXPENSES	601-5023990	1,108.32	
GREATAMERICA FINANCIAL SE	358934	10/07/20	TELEPHONE LINE CHARGES	209-4344000	103.10	
GREATAMERICA FINANCIAL SE	358934	10/07/20	TELEPHONE LINE CHARGES	1115-4344000	3,531.14	
						5,051.86
IPL	358936	10/07/20	ELECTRICITY	1110-4348000	101.92	
IPL	358936	10/07/20	ELECTRICITY	1120-4348000	569.72	
IPL	358936	10/07/20	ELECTRICITY	1120-4348000	1,988.25	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	62.34	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	159.01	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	183.90	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	83.86	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	89.87	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	147.91	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	74.47	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	50.51	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	57.44	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	70.80	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	42.75	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	625.55	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	96.38	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	56.74	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	63.59	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	100.33	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	111.67	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	71.97	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	80.45	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	84.73	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	98.57	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	52.85	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	86.60	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	73.66	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	316.89	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	165.75	
IPL	358936	10/07/20	ELECTRICITY	2201-4348000	115.19	
						5,883.67

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT P.O.	INVOICE AMT	CHECK AMT
VECTREN ENERGY	358937	10/07/20	0260043195858467720	1120-4349000	14.02	14.02
WEX BANK	358938	10/07/20	GASOLINE	1120-4231400	241.12	241.12
WEX BANK	358939	10/07/20	GASOLINE	1110-4231400	58.14	58.14
PHILLIP ARMSTRONG	358940	10/07/20	OTHER EXPENSES	601-5023990	57.02	57.02
CYNDY BAILEY	358941	10/07/20	OTHER EXPENSES	101-5023990	100.00	100.00
BERKSHIRE HATHAWAY INDIAN	358942	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
BING HAN & TONG SHEN	358943	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
ANN BINGMAN	358944	10/07/20	EXTERNAL TRAINING FEES	1701-4357002	139.00	139.00
BRADEN BUSINESS SYS,INC	358945	10/07/20	COPIER	911-4353004	250.00	
BRADEN BUSINESS SYS,INC	358945	10/07/20	COPIER	1110-4353004	704.38	954.38
BRADEN BUSINESS SYS,INC	358946	10/07/20	OTHER RENTAL & LEASES	1207-4353099	95.61	95.61
THOMAS BREINER	358947	10/07/20	OTHER EXPENSES	601-5023990	51.28	51.28
BRIGHT HOUSE NETWORKS	358948	10/07/20	000311903092720	1207-4349500	267.34	267.34
BRIGHT HOUSE NETWORKS	358949	10/07/20	000810401092420	601-5023990	78.95	78.95
BRIGHT HOUSE NETWORKS	358950	10/07/20	058931901092720	1110-4355400	164.00	164.00
ADAM BRYAN	358951	10/07/20	OTHER EXPENSES	601-5023990	199.45	199.45
KEVVON & DENISE BURDETTE	358952	10/07/20	OTHER EXPENSES	601-5023990	140.69	140.69
CARMEL UTILITIES	358953	10/07/20	WATER & SEWER	2201-4348500	451.84	
CARMEL UTILITIES	358953	10/07/20	WATER & SEWER	2201-4348500	745.80	
CARMEL UTILITIES	358953	10/07/20	WATER & SEWER	2201-4348500	1,147.92	
CARMEL UTILITIES	358953	10/07/20	WATER & SEWER	1120-4348500	573.73	
CARMEL UTILITIES	358953	10/07/20	WATER & SEWER	1120-4348500	314.90	3,234.19
JOSEPH P CASANO	358954	10/07/20	OTHER EXPENSES	601-5023990	42.55	42.55
RILEY CHEATHAM JR	358955	10/07/20	EXTERNAL INSTRUCT FEES	1120-4357004	900.00	900.00
JOSEPH CHIBZONGODZE	358956	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
ERIC CHRISTEN	358957	10/07/20	OTHER EXPENSES	601-5023990	92.62	92.62
CLAY TOWNSHIP	358958	10/07/20	TRASH COLLECTION	1120-4350101	107.39	
CLAY TOWNSHIP	358958	10/07/20	NATURAL GAS	1120-4349000	47.57	
CLAY TOWNSHIP	358958	10/07/20	NATURAL GAS	1120-4349000	71.18	
CLAY TOWNSHIP	358958	10/07/20	WATER & SEWER	1120-4348500	156.14	
CLAY TOWNSHIP	358958	10/07/20	ELECTRICITY	1120-4348000	1,033.19	1,415.47
KIMBERLY CLINE	358959	10/07/20	OTHER EXPENSES	601-5023990	74.92	74.92
PRISCILLA CONNERS	358960	10/07/20	OTHER EXPENSES	601-5023990	28.90	28.90
COPASETIC CONSTRUCTION	358961	10/07/20	OTHER EXPENSES	601-5023990	5.74	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT P.O.	INVOICE AMT	CHECK AMT
JOHN CRECELIUS	358962	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
JILLIAN CROWDER	358963	10/07/20	OTHER EXPENSES	601-5023990	60.95	60.95
JENNIFER DAVEL	358964	10/07/20	OTHER EXPENSES	601-5023990	57.66	57.66
DAVID WEEKLEY HOMES	358965	10/07/20	OTHER EXPENSES	601-5023990	501.23	501.23
GREGORY EAST	358966	10/07/20	OTHER EXPENSES	601-5023990	31.42	31.42
HIDEKI & HIROMY ENDO	358967	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
PAUL EWING	358968	10/07/20	OTHER EXPENSES	601-5023990	146.63	146.63
MARY FRAZIER	358969	10/07/20	OTHER EXPENSES	601-5023990	281.14	281.14
GERALD GELSOMINO	358970	10/07/20	OTHER EXPENSES	601-5023990	57.02	57.02
GREGORY GIBBS	358971	10/07/20	OTHER EXPENSES	601-5023990	64.02	64.02
GILLIATTE GENERAL CONTRAC	358972	10/07/20	OTHER EXPENSES	601-5023990	135.42	135.42
RACHAEL GOLDMAN	358973	10/07/20	OTHER EXPENSES	601-5023990	108.03	108.03
QIAN & YI XIE GONG	358974	10/07/20	OTHER EXPENSES	601-5023990	169.47	169.47
DAVID HABOUSH	358975	10/07/20	OTHER EXPENSES	851-5023990	52.51	52.51
HAMILTON COUNTY TREASURER	358976	10/07/20	OTHER EXPENSES	101-5023990	6,582.00	6,582.00
HAMILTON COUNTY AUDITOR-P	358977	10/07/20	OTHER EXPENSES	210-5023990	3,120.00	3,120.00
MONTGOMERY HARRISON	358978	10/07/20	OTHER EXPENSES	601-5023990	12.21	12.21
JAMES & HELEN HASH	358979	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
HINCKLEY SPRINGS	358980	10/07/20	PROMOTIONAL FUNDS	1110-4355100	21.40	21.40
JOHN HOLWAY	358981	10/07/20	OTHER EXPENSES	601-5023990	39.08	39.08
JEFFREY HUNTER	358982	10/07/20	OTHER EXPENSES	601-5023990	5.14	5.14
IU HEALTH WORKPLACE SERVI	358983	10/07/20	TESTING FEES	1201-4358800	555.00	
IU HEALTH WORKPLACE SERVI	358983	10/07/20	OTHER EXPENSES	301-5023990	50,896.29	
IU HEALTH WORKPLACE SERVI	358983	10/07/20	OTHER EXPENSES	301-5023990	50,769.61	
IU HEALTH WORKPLACE SERVI	358983	10/07/20	OTHER EXPENSES	301-5023990	1,460.06	103,680.96
LALITHA & VASUDEV IYER	358984	10/07/20	OTHER EXPENSES	601-5023990	44.74	44.74
RICHARD JOCHUMS	358985	10/07/20	OTHER EXPENSES	601-5023990	32.42	32.42
JRF CONSTRUCTION	358986	10/07/20	OTHER EXPENSES	601-5023990	282.90	282.90
JEREMY KASHMAN	358987	10/07/20	1044714200	2200-4355300	530.00	
JEREMY KASHMAN	358987	10/07/20	10062020	2200-4355300	320.00	
JEREMY KASHMAN	358987	10/07/20	301758	2200-4355300	220.00	
JEREMY KASHMAN	358987	10/07/20	301758	2200-4357001	335.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
BRIAN KISBY	358988	10/07/20	OTHER EXPENSES	601-5023990		36.91	1,405.00
KONICA MINOLTA BUSINESS S	358989	10/07/20	C360I COPIER	1702-4464000	104206	4,850.00	36.91
LAW ENF TRAINING BOARD	358990	10/07/20	TRAINING SEMINARS	210-4357000		50.00	4,850.00
LD HUFF CONSTRUCTION	358991	10/07/20	OTHER EXPENSES	601-5023990		129.16	50.00
LENNAR	358992	10/07/20	OTHER EXPENSES	601-5023990		95.18	129.16
RICHARD N LEONARD	358993	10/07/20	OTHER EXPENSES	601-5023990		64.95	95.18
KEVIN LOWE	358994	10/07/20	OTHER EXPENSES	601-5023990		39.24	64.95
MARY MACIAS	358995	10/07/20	OTHER EXPENSES	601-5023990		37.55	39.24
RONALD MALONE	358996	10/07/20	OTHER EXPENSES	601-5023990		88.61	37.55
JOSEPH M MATURA	358997	10/07/20	OTHER EXPENSES	601-5023990		82.78	88.61
MICHELLE MCDONALD	358998	10/07/20	OTHER EXPENSES	601-5023990		3.27	82.78
MECHANICAL CONTRACTING SE	358999	10/07/20	OTHER EXPENSES	601-5023990		875.00	3.27
METRO FIBERNET LLC	359000	10/07/20	TELEPHONE LINE CHARGES	1120-4344000		2,698.00	875.00
EVERSTREAM GLC HOLDING CO	359001	10/07/20	INTERNET LINE CHARGES	1115-4344200		1,060.00	2,698.00
ADAM C MILLER	359002	10/07/20	OTHER MISCELLANEOUS	1110-4239099		5.99	1,060.00
WILLIAM MORTON JR	359003	10/07/20	OTHER EXPENSES	601-5023990		118.69	5.99
MOUNTAIN GLACIER LLC	359004	10/07/20	OTHER CONT SERVICES	1801-4350900		10.99	118.69
CANDACE NAZARIAN	359005	10/07/20	OTHER EXPENSES	601-5023990		37.25	10.99
O SPA	359006	10/07/20	OTHER EXPENSES	601-5023990		7.47	37.25
CHIN OK PAIK	359007	10/07/20	OTHER EXPENSES	601-5023990		45.23	7.47
STEVEN PASCHALL	359008	10/07/20	OTHER EXPENSES	601-5023990		113.72	45.23
KATHERINE PETERS	359009	10/07/20	OTHER EXPENSES	101-5023990		100.00	113.72
PETTY CASH - BROOKSHIRE G	359010	10/07/20	ORGANIZATION & MEMBER DUE	1207-4355300		131.98	100.00
PETTY CASH - BROOKSHIRE G	359011	10/07/20	OFFICE SUPPLIES	1207-4230200		33.50	131.98
PITNEY BOWES	359012	10/07/20	POSTAGE METER	1120-4353003		159.57	33.50
PURE WATER PARTNERS	359013	10/07/20	OTHER MISCELLANEOUS	2200-4239099		55.00	159.57
PYATT BUILDERS	359014	10/07/20	OTHER EXPENSES	601-5023990		5.74	55.00
THOMAS REHER	359015	10/07/20	OTHER EXPENSES	601-5023990		45.02	5.74
REPUBLIC WASTE SERVICES O	359016	10/07/20	2020 TRASH SERVICE	1120-4350101	103262	82.32	45.02

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
REPUBLIC WASTE SERVICES O	359017	10/07/20	TRASH COLLECTION	1110-4350101		200.00	82.32
REPUBLIC WASTE SERVICES O	359018	10/07/20	2020 TRASH SERVICE	1120-4350101	103262	417.15	200.00
REPUBLIC WASTE SERVICES O	359019	10/07/20	STREET DEPT TRASH SERVICE	2201-R4350100	103224	113.30	417.15
REPUBLIC WASTE SERVICES O	359020	10/07/20	OTHER EXPENSES	651-5023990		485.75	113.30
RICOH AMERICAS CORPORATIO	359021	10/07/20	COPIER	506-4353004		11.37	485.75
KAY SCHRAGE	359022	10/07/20	OTHER EXPENSES	601-5023990		5.74	11.37
RAVI SEKHAR	359023	10/07/20	OTHER EXPENSES	601-5023990		88.67	5.74
JOY & WT SHUGART	359024	10/07/20	OTHER EXPENSES	601-5023990		303.20	88.67
VICKI SIMPSON	359025	10/07/20	OTHER EXPENSES	601-5023990		39.08	303.20
SWATI SINGH	359026	10/07/20	OTHER EXPENSES	601-5023990		77.78	39.08
SMITH FAMILY INVESTMENTS	359027	10/07/20	OTHER EXPENSES	601-5023990		18.63	77.78
KATHLEEN SMITH	359028	10/07/20	OTHER EXPENSES	601-5023990		40.78	18.63
BRETT SNODGRASS	359029	10/07/20	OTHER EXPENSES	601-5023990		5.74	40.78
SOBCZAK CONSTRUCTION SERV	359030	10/07/20	OTHER EXPENSES	601-5023990		104.34	5.74
BETTY SONS	359031	10/07/20	OTHER EXPENSES	601-5023990		12.73	104.34
SOROS CLINICAL SOLUTIONS	359032	10/07/20	TESTING	301-4359016		43,470.00	12.73
SPECTRUM BUSINESS	359033	10/07/20	087256602092420 CABLE	1301-4359016		182.44	43,470.00
STEWART INVESTMENTS	359034	10/07/20	OTHER EXPENSES	601-5023990		41.34	182.44
JOSEPH SZYDLOWSKI	359035	10/07/20	OTHER EXPENSES	601-5023990		99.46	41.34
UNITED HEALTHCARE INSURAN	359036	10/07/20	OTHER EXPENSES	102-5023990		673.03	99.46
WILLIAM S VAN SCOIK	359037	10/07/20	OTHER EXPENSES	601-5023990		6.11	673.03
VERIZON	359038	10/07/20	CELLULAR PHONE FEES	1120-4344100		150.05	6.11
VERIZON	359039	10/07/20	OTHER EXPENSES	601-5023990		125.70	150.05
VERIZON	359039	10/07/20	OTHER EXPENSES	651-5023990		172.81	298.51
VERIZON	359040	10/07/20	CELLULAR PHONE FEES	1701-4344100		77.00	77.00
VERIZON	359041	10/07/20	CELLULAR PHONE FEES	1201-4344100		107.01	107.01
VERIZON	359042	10/07/20	CELLULAR PHONE FEES	1702-4344100		115.50	115.50
VERIZON	359043	10/07/20	CELLULAR PHONE FEES	1120-4344100		121.56	121.56
VERIZON	359044	10/07/20	CELLULAR PHONE FEES	1203-4344100		460.55	460.55

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT P.O.	INVOICE AMT	CHECK AMT
VERIZON	359045	10/07/20	OTHER CONT SERVICES	1801-4350900	60.02	60.02
VERIZON	359046	10/07/20	CELLULAR PHONE FEES	2200-4344100	558.07	558.07
VERIZON	359047	10/07/20	CELLULAR PHONE FEES	2201-4344100	10.02	10.02
VERIZON	359048	10/07/20	OTHER CONT SERVICES	922-4350900	38.50	38.50
VERIZON	359049	10/07/20	TELEPHONE LINE CHARGES	911-4344000	161.26	161.26
VERIZON	359050	10/07/20	CELLULAR PHONE FEES	1180-4344100	64.13	64.13
VIRGIN PULSE, INC.	359051	10/07/20	OTHER EXPENSES	301-5023990	6,015.00	6,015.00
FEIFEI WANG	359052	10/07/20	OTHER EXPENSES	601-5023990	90.46	90.46
KURT WEDDINGTON	359053	10/07/20	PAINT	1120-4236400	53.32	53.32
JASON WENDZEL	359054	10/07/20	TUITION REIMBURSEMENT	1120-4128000	948.00	948.00
KATHLEEN & ROBERT WERNER	359055	10/07/20	OTHER EXPENSES	601-5023990	45.02	45.02
CHRIS J WESTRICK	359056	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
WEX BANK	359057	10/07/20	GASOLINE	1110-4231400	127.34	127.34
WEX BANK	359058	10/07/20	GASOLINE	1110-4231400	655.04	655.04
WEX BANK	359059	10/07/20	GASOLINE	1120-4231400	22.00	22.00
TIM W WITHERS	359060	10/07/20	OTHER EXPENSES	601-5023990	44.13	44.13
GEORGE DAVIS	359061	10/07/20	POSTAGE	1110-4342100	11.00	11.00
OLD TOWN DESIGN GROUP	359062	10/07/20	OTHER EXPENSES	601-5023990	5.74	5.74
CARMEL CLAY SCHOOLS-FUEL	359063	10/07/20	GASOLINE	1125-4231400	1,185.12	
CARMEL CLAY SCHOOLS-FUEL	359063	10/07/20	DIESEL FUEL	1125-4231300	144.22	
CARMEL CLAY SCHOOLS-FUEL	359063	10/07/20	OFFICE SUPPLIES	1125-4230200	7.00	1,336.34
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1125-4348000	72.81	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1125-4348000	117.04	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1125-4348000	124.49	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1125-4348000	11.97	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1125-4348000	150.26	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1091-4348000	4,547.06	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	1091-4348000	36,081.07	
DUKE ENERGY	359064	10/07/20	ELECTRICITY	110-4348000	684.37	41,789.07
IPL	359065	10/07/20	ELECTRICITY	1125-4348000	50.95	
IPL	359065	10/07/20	ELECTRICITY	1125-4348000	64.10	
IPL	359065	10/07/20	ELECTRICITY	1125-4348000	82.85	
IPL	359065	10/07/20	ELECTRICITY	1125-4348000	40.00	
IPL	359065	10/07/20	ELECTRICITY	110-4348000	1,023.92	1,261.82
ACE-PAK PRODUCTS INC	359066	10/07/20	OTHER MAINT SUPPLIES	1093-4238900	255.83	
ACE-PAK PRODUCTS INC	359066	10/07/20	OTHER MAINT SUPPLIES	1093-4238900	115.65	371.48

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
MICHAEL ALLEN	359067	10/07/20	CELLULAR PHONE FEES	1125-4344100		150.00	
							150.00
AMERICAN RED CROSS-HLTH &	359068	10/07/20	SAFETY SUPPLIES	1081-4239012		450.00	
							450.00
AMERICAN STRUCTURE POINT,	359069	10/07/20	MONON TRAIL STRUCT #2	103-4460703	54595	1,673.50	
AMERICAN STRUCTURE POINT,	359069	10/07/20	MONON TRAIL STRUCT #2	103-4460703	54595	9,838.50	
							11,512.00
AQUATIC CONTROL INC	359070	10/07/20	2020 POND MAINTENANCE	1125-4350400	54263	239.67	
AQUATIC CONTROL INC	359070	10/07/20	2020 POND MAINTENANCE	1125-4350400	54263	241.67	
AQUATIC CONTROL INC	359070	10/07/20	2020 POND MAINTENANCE	1125-4350400	54263	420.31	
AQUATIC CONTROL INC	359070	10/07/20	GROUNDS MAINTENANCE	1125-4350400		.02	
AQUATIC CONTROL INC	359070	10/07/20	GROUNDS MAINTENANCE	1125-4350400		150.00	
							1,051.67
ARAB TERMITE & PEST CONTR	359071	10/07/20	BUILDING REPAIRS & MAINT	1093-4350100		78.00	
							78.00
CHELSEA BORTH	359072	10/07/20	REFUNDS AWARDS & INDEMITY	1092-4358400		88.00	
							88.00
BRAINSTORM PRINT	359073	10/07/20	STATIONARY & PRNTD MATERL	1125-4230100		155.00	
BRAINSTORM PRINT	359073	10/07/20	PRINTING (NOT OFFICE SUP)	1091-4345000		153.00	
BRAINSTORM PRINT	359073	10/07/20	GARAGE & MOTOR SUPPIES	1125-4232100		56.95	
							364.95
CONSUELO BRILLANTES	359074	10/07/20	REFUNDS AWARDS & INDEMITY	1096-4358400		135.00	
							135.00
CARDMEMBER SERVICE	359075	10/07/20	INFO SYS MAINT/CONTRACTS	1125-4341955		171.46	
CARDMEMBER SERVICE	359075	10/07/20	CLASSIFIED ADVERTISING	1125-4346000		310.17	
CARDMEMBER SERVICE	359075	10/07/20	CABLE SERVICE	1125-4349500		104.98	
CARDMEMBER SERVICE	359075	10/07/20	EXTERNAL INSTRUCT FEES	1125-4357004		179.00	
CARDMEMBER SERVICE	359075	10/07/20	COVID-19	1125-4359016		199.90	
CARDMEMBER SERVICE	359075	10/07/20	TELEPHONE LINE CHARGES	110-4344000		272.60	
CARDMEMBER SERVICE	359075	10/07/20	OTHER MISCELLANEOUS	1081-4239099		39.27	
CARDMEMBER SERVICE	359075	10/07/20	INFO SYS MAINT/CONTRACTS	1081-4341955		171.46	
CARDMEMBER SERVICE	359075	10/07/20	COVID-19	1081-4359016		236.99	
CARDMEMBER SERVICE	359075	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		40.29	
CARDMEMBER SERVICE	359075	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		123.21	
CARDMEMBER SERVICE	359075	10/07/20	MARKETING & PROMOTIONS	1081-4341991		167.85	
CARDMEMBER SERVICE	359075	10/07/20	EQUIPMENT REPAIRS & MAINT	1081-4350000		8.25	
CARDMEMBER SERVICE	359075	10/07/20	CLASSIFIED ADVERTISING	1081-4346000		373.31	
CARDMEMBER SERVICE	359075	10/07/20	MARKETING & PROMOTIONS	1091-4341991		609.33	
CARDMEMBER SERVICE	359075	10/07/20	INFO SYS MAINT/CONTRACTS	1091-4341955		171.46	
CARDMEMBER SERVICE	359075	10/07/20	TELEPHONE LINE CHARGES	1091-4344000		189.77	
CARDMEMBER SERVICE	359075	10/07/20	COVID-19	1091-4359016		147.26	
CARDMEMBER SERVICE	359075	10/07/20	SUBSCRIPTIONS	1091-4355200		1,377.00	
CARDMEMBER SERVICE	359075	10/07/20	BUILDING MATERIAL	1093-4235000		102.90	
CARDMEMBER SERVICE	359075	10/07/20	OTHER MAINT SUPPLIES	1093-4238900		292.72	
CARDMEMBER SERVICE	359075	10/07/20	SAFETY SUPPLIES	1094-4239012		94.90	
							5,384.08
CARMEL UTILITIES	359076	10/07/20	WATER & SEWER	1125-4348500		558.68	
CARMEL UTILITIES	359076	10/07/20	WATER & SEWER	1125-4348500		484.25	
CARMEL UTILITIES	359076	10/07/20	WATER & SEWER	110-4348500		177.04	
CARMEL UTILITIES	359076	10/07/20	WATER & SEWER	1125-4348500		79.50	
CARMEL UTILITIES	359076	10/07/20	WATER & SEWER	1125-4348500		5.68	
							1,305.15
CENTRAL INDIANA HARDWARE	359077	10/07/20	BUILDING REPAIRS & MAINT	1093-4350100		3,238.96	
							3,238.96
CINTAS CORPORATION #18	359078	10/07/20	OTHER MAINT SUPPLIES	1125-4238900		276.00	
CINTAS CORPORATION #18	359078	10/07/20	OTHER MAINT SUPPLIES	1093-4238900		357.39	
CINTAS CORPORATION #18	359078	10/07/20	OTHER MAINT SUPPLIES	1093-4238900		539.53	
CINTAS CORPORATION #18	359078	10/07/20	OTHER MAINT SUPPLIES	1093-4238900		256.39	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							1,429.31
SARA CLARK	359079	10/07/20	CELLULAR PHONE FEES	1125-4344100		100.00	
							100.00
COMMUNITY OCCUPATIONAL HE	359080	10/07/20	MEDICAL FEES	1081-4340700		150.00	
							150.00
CONSTELLATION NEWENERGY G	359081	10/07/20	NATURAL GAS	1125-4349000		5.42	
CONSTELLATION NEWENERGY G	359081	10/07/20	NATURAL GAS	1091-4349000		3,205.06	
							3,210.48
AUDREY COOPER	359082	10/07/20	TRAVEL FEES & EXPENSES	1081-4343000		124.03	
							124.03
ELLIS MECHANICAL & ELECTR	359083	10/07/20	BUILDING REPAIRS & MAINT	1093-4350100		329.00	
ELLIS MECHANICAL & ELECTR	359083	10/07/20	BUILDING REPAIRS & MAINT	1093-4350100		741.86	
							1,070.86
ENVIRONMENTAL LABORATORIE	359084	10/07/20	OTHER CONT SERVICES	1094-4350900		50.00	
ENVIRONMENTAL LABORATORIE	359084	10/07/20	OTHER CONT SERVICES	1094-4350900		40.00	
ENVIRONMENTAL LABORATORIE	359084	10/07/20	WATER SAMP-MIDTOWN SPRAY	1125-4238900	54524	25.00	
ENVIRONMENTAL LABORATORIE	359084	10/07/20	WEEKLY WATER SAMPLE	1125-4238900	54485	25.00	
ENVIRONMENTAL LABORATORIE	359084	10/07/20	WATER SAMP-MIDTOWN SPRAY	1125-4238900	54524	20.00	
ENVIRONMENTAL LABORATORIE	359084	10/07/20	WEEKLY WATER SAMPLE	1125-4238900	54485	20.00	
							180.00
CHRISTINE FOGEL	359085	10/07/20	REFUNDS AWARDS & INDEMITY	1092-4358400		766.00	
							766.00
FULLER ENGINEERING CO LLC	359086	10/07/20	BUILDING REPAIRS & MAINT	1093-4350100		3,030.00	
							3,030.00
GRAINGER	359087	10/07/20	OTHER MAINT SUPPLIES	1093-4238900		100.30	
							100.30
GREEN TOUCH SERVICES, INC	359088	10/07/20	GROUNDS MAINTENANCE	1125-4350400		450.00	
GREEN TOUCH SERVICES, INC	359088	10/07/20	GROUNDS MAINTENANCE	1125-4350400		746.50	
GREEN TOUCH SERVICES, INC	359088	10/07/20	REPAIRS-IRRIGATION OPEN	1125-4350400	54860	312.50	
							1,509.00
HAMILTON COUNTY TREASURER	359089	10/07/20	FALL	1125-4358000		2,799.80	
							2,799.80
HOOSIER PORTABLE RESTROOM	359090	10/07/20	PORTABLE RESTROOMS	1125-4353099	54433	160.00	
HOOSIER PORTABLE RESTROOM	359090	10/07/20	PORTABLE RESTROOMS	1125-4353099	54433	160.00	
HOOSIER PORTABLE RESTROOM	359090	10/07/20	HAND WASHING STAT RENTAL	1125-4359016	54567	1,395.00	
							1,715.00
FERGUSON FACILITIES SUPPL	359091	10/07/20	HAND SANITIZER	1081-4359016		848.00	
FERGUSON FACILITIES SUPPL	359091	10/07/20	HAND SANITIZER	1081-4359016		-636.00	
FERGUSON FACILITIES SUPPL	359091	10/07/20	MASKS FOR MCC GUESTS	1091-4359016		159.90	
							371.90
INDIANA DEPT OF ENVIRONME	359092	10/07/20	WEST PARK PERMIT FEE	1125-4358300		100.00	
							100.00
INDIANA NEWSPAPERS, INC	359093	10/07/20	SUBSCRIPTIONS	1125-4355200		701.55	
							701.55
INDIANA PARK & RECREATION	359094	10/07/20	EXTERNAL INSTRUCT FEES	1091-4357004		290.00	
							290.00
IRON MOUNTAIN INC	359095	10/07/20	OTHER PROFESSIONAL FEES	1081-4341999		54.50	
IRON MOUNTAIN INC	359095	10/07/20	OTHER PROFESSIONAL FEES	1091-4341999		54.50	
							109.00
J & K COMMUNICATIONS, INC	359096	10/07/20	OFFICE SUPPLIES	1081-4230200		102.74	
							102.74
LEE SUPPLY CORP - CARMEL	359097	10/07/20	EQUIPMENT REPAIRS & MAINT	1093-4350000		515.96	
LEE SUPPLY CORP - CARMEL	359097	10/07/20	EQUIPMENT REPAIRS & MAINT	1093-4350000		-438.96	
							77.00
LOWE'S COMPANIES INC	359098	10/07/20	SMALL TOOLS & MINOR EQUIP	1125-4238000		617.50	
							617.50
MAGERS BOOKKEEPING SERVIC	359099	10/07/20	OTHER PROFESSIONAL FEES	1081-4341999		450.00	
MAGERS BOOKKEEPING SERVIC	359099	10/07/20	OTHER PROFESSIONAL FEES	1091-4341999		435.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
MAGERS BOOKKEEPING SERVIC	359099	10/07/20	OTHER PROFESSIONAL FEES	1125-4341999		120.00	
MAGERS BOOKKEEPING SERVIC	359099	10/07/20	OTHER PROFESSIONAL FEES	110-4341999		175.00	
							1,180.00
KEVIN MARTINO	359100	10/07/20	REFUNDS AWARDS & INDEMITY	1081-4358400		108.00	
							108.00
JAMES MCFADDEN	359101	10/07/20	REFUNDS AWARDS & INDEMITY	1081-4358400		452.00	
							452.00
MOBILE MINI INC	359102	10/07/20	OTHER RENTAL & LEASES	1094-4353099		153.22	
MOBILE MINI INC	359102	10/07/20	OTHER RENTAL & LEASES	1094-4353099		153.22	
							306.44
MORELLIS CLEANERS CARMEL	359103	10/07/20	EQUIPMENT REPAIRS & MAINT	1094-4350000		1,650.26	
							1,650.26
NAPA AUTO PARTS INC	359104	10/07/20	GARAGE & MOTOR SUPPIES	1125-4232100		25.98	
NAPA AUTO PARTS INC	359104	10/07/20	REPAIR PARTS	1094-4237000		27.08	
NAPA AUTO PARTS INC	359104	10/07/20	GARAGE & MOTOR SUPPIES	1125-4232100		25.98	
							79.04
PRESIDIO INFRASTRUCTURE S	359105	10/07/20	OTHER PROFESSIONAL FEES	1091-4341999		270.00	
PRESIDIO INFRASTRUCTURE S	359105	10/07/20	FOB READER REPAIRS	1125-4350100	54777	764.15	
							1,034.15
JAMES RANSFORD	359106	10/07/20	CELLULAR PHONE FEES	1091-4344100		25.00	
							25.00
RAY'S TRASH SERVICE INC	359107	10/07/20	MONON BLVD ANNUAL SERVICE	1125-4350900	54295	335.00	
RAY'S TRASH SERVICE INC	359107	10/07/20	MONON BLVD ANNUAL SERVICE	1125-4350900	54295	321.00	
							656.00
REPUBLIC WASTE SERVICES O	359108	10/07/20	TRASH COLLECTION	1091-4350101		446.61	
							446.61
REPUBLIC WASTE SERVICES O	359109	10/07/20	TRASH COLLECTION	110-4350101		75.00	
							75.00
REPUBLIC WASTE SERVICES O	359110	10/07/20	WESTERMEIER COMMONS TRASH	1125-4350101	53966	110.00	
							110.00
REPUBLIC WASTE SERVICES O	359111	10/07/20	TRASH COLLECTION	110-4350101		75.00	
							75.00
REPUBLIC WASTE SERVICES O	359112	10/07/20	2020 OFFICE TRASH SERVICE	1125-4350101	53949	205.00	
							205.00
S & S CRAFTS WORLDWIDE IN	359113	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		67.66	
S & S CRAFTS WORLDWIDE IN	359113	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		197.51	
							265.17
SAVATREE LLC	359114	10/07/20	GROUNDS MAINTENANCE	110-4350400		1,320.00	
SAVATREE LLC	359114	10/07/20	GROUNDS MAINTENANCE	110-4350400		250.00	
SAVATREE LLC	359114	10/07/20	GROUNDS MAINTENANCE	110-4350400		490.00	
							2,060.00
SOLAR TRAFFIC SYSTEMS, IN	359115	10/07/20	REPLACEMENT BATTERIES	1125-4238900	54834	415.00	
							415.00
SOROS CLINICAL SOLUTIONS	359116	10/07/20	TESTING	1081-4359016		675.00	
SOROS CLINICAL SOLUTIONS	359116	10/07/20	TESTING	1091-4359016		135.00	
SOROS CLINICAL SOLUTIONS	359116	10/07/20	TESTING	1081-4359016		135.00	
SOROS CLINICAL SOLUTIONS	359116	10/07/20	TESTING	1091-4359016		405.00	
							1,350.00
SPEAR CORPORATION	359117	10/07/20	FILTERS-MIDTOWN SPRAY PAD	1125-4238900	54803	500.40	
SPEAR CORPORATION	359117	10/07/20	OTHER MAINT SUPPLIES	1125-4238900		286.50	
SPEAR CORPORATION	359117	10/07/20	OTHER MAINT SUPPLIES	1094-4238900		1,580.00	
SPEAR CORPORATION	359117	10/07/20	OTHER MAINT SUPPLIES	1125-4238900		100.00	
SPEAR CORPORATION	359117	10/07/20	OTHER MAINT SUPPLIES	1094-4238900		6,136.00	
SPEAR CORPORATION	359117	10/07/20	OTHER MAINT SUPPLIES	1094-4238900		-2,784.00	
							5,818.90
STAPLES BUSINESS ADVANTAG	359118	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		58.79	
STAPLES BUSINESS ADVANTAG	359118	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		15.85	
STAPLES BUSINESS ADVANTAG	359118	10/07/20	OFFICE SUPPLIES	1091-4230200		25.28	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
STAPLES BUSINESS ADVANTAG	359118	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		36.99	
							136.91
STERICYCLE INC	359119	10/07/20	OTHER CONT SERVICES	1094-4350900		41.00	
							41.00
STROZ FRIEDBERG LLC	359120	10/07/20	INFO SYS MAINT/CONTRACTS	1125-4341955		5,700.00	
STROZ FRIEDBERG LLC	359120	10/07/20	INFO SYS MAINT/CONTRACTS	1081-4341955		5,700.00	
STROZ FRIEDBERG LLC	359120	10/07/20	INFO SYS MAINT/CONTRACTS	1091-4341955		5,700.00	
							17,100.00
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1125-4341955		1,530.00	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1081-4341955		1,530.00	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1081-4341955		1,530.00	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1125-4341955		1,303.33	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1081-4341955		1,303.33	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1091-4341955		1,303.34	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1125-4341955		63.33	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1081-4341955		63.33	
THE MIRAZON GROUP LLC	359121	10/07/20	INFO SYS MAINT/CONTRACTS	1091-4341955		63.34	
							8,690.00
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1125-4348500		69.97	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1125-4348500		117.95	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1125-4348500		16.31	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1125-4348500		33.51	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1091-4348500		35.13	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1091-4348500		678.51	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	1091-4348500		1,433.45	
TRICO REGIONAL SEWER UTIL	359122	10/07/20	WATER & SEWER	110-4348500		97.93	
							2,482.76
RAHUL VENUGOPLALAN	359123	10/07/20	REFUNDS AWARDS & INDEMITY	1081-4358400		260.00	
							260.00
VERIZON	359124	10/07/20	CELLULAR PHONE FEES	1081-4344100		500.50	
VERIZON	359124	10/07/20	CELLULAR PHONE FEES	1091-4344100		120.04	
							620.54
VERIZON	359125	10/07/20	CELLULAR PHONE FEES	1125-4344100		642.67	
VERIZON	359125	10/07/20	EXTRA PHONES	1125-4359016		77.00	
VERIZON	359125	10/07/20	CELLULAR PHONE FEES	1091-4344100		150.09	
							869.76
WAL-MART COMMUNITY	359126	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		20.36	
WAL-MART COMMUNITY	359126	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		36.29	
WAL-MART COMMUNITY	359126	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		21.91	
WAL-MART COMMUNITY	359126	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		149.01	
WAL-MART COMMUNITY	359126	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		3.98	
WAL-MART COMMUNITY	359126	10/07/20	GENERAL PROGRAM SUPPLIES	1081-4239039		141.79	
							373.34
AG PRODUCTIONS, LLC	359127	10/09/20	VIDEO PRODUCTIONS	1203-4341970	104320	1,350.00	
AG PRODUCTIONS, LLC	359127	10/09/20	VIDEO PRODUCTIONS	1203-4341970	104320	5,125.00	
AG PRODUCTIONS, LLC	359127	10/09/20	VIDEO SERIES	2200-4341999	104293	1,215.00	
							7,690.00
AGROZEN LABS	359128	10/09/20	SPECIAL INVESTIGATION FEE	911-4358200		495.00	
							495.00
ALLIANCE FOR WATER EFFICI	359129	10/09/20	OTHER EXPENSES	601-5023990		500.00	
							500.00
ALLIED ELECTRONICS & AUTO	359130	10/09/20	OTHER EXPENSES	651-5023990		1,118.64	
							1,118.64
ALPHAGRAPHICS	359131	10/09/20	STATIONARY & PRNTD MATERL	1110-4230100		58.47	
							58.47
AMAZON CAPITAL SERVICES	359132	10/09/20	14TPMQPMD77P	1110-4464000		168.90	
							168.90
AMAZON CAPITAL SERVICES	359133	10/09/20	1P1NHCXTNDRV	1120-4237000		186.69	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
AMAZON CAPITAL SERVICES	359133	10/09/20	1P1NHCXTNDM7	1120-4237000		121.47	
AMAZON CAPITAL SERVICES	359133	10/09/20	1M3FWJWPQC7C	1120-4237000		30.00	
AMAZON CAPITAL SERVICES	359133	10/09/20	1RDT4T6GPM71	1120-4237000		36.09	
AMAZON CAPITAL SERVICES	359133	10/09/20	1Y741N9V7TD3	1120-4237000		59.19	
AMAZON CAPITAL SERVICES	359133	10/09/20	1Y741N9V3M31	1120-4237000		169.78	
							603.22
AMAZON CAPITAL SERVICES	359134	10/09/20	1Y3YM1M63GNQ	2200-4230200		45.98	
AMAZON CAPITAL SERVICES	359134	10/09/20	1Y3YM1M63GNQ	2200-4239099		24.99	
							70.97
AMERICAN INDUSTRIAL SERVI	359135	10/09/20	OTHER EXPENSES	651-5023990		660.24	
							660.24
AMERICAN STRUCTURE POINT,	359136	10/09/20	PROJ 19-04; DOC: 9/18/19	202-R4350900	103087	18,435.37	
AMERICAN STRUCTURE POINT,	359136	10/09/20	CONSTRUC INSPEC 1600885	202-R4350900	102929	4,383.11	
AMERICAN STRUCTURE POINT,	359136	10/09/20	CONSTRUC INSPEC 1600885	900-R4359043	102929	17,532.44	
							40,350.92
ARAB TERMITE & PEST CONTR	359137	10/09/20	OTHER CONT SERVICES	1120-4350900		33.00	
ARAB TERMITE & PEST CONTR	359137	10/09/20	OTHER CONT SERVICES	1120-4350900		60.00	
ARAB TERMITE & PEST CONTR	359137	10/09/20	OTHER CONT SERVICES	1120-4350900		33.00	
							126.00
ARTISTS DEVELOPMENT COMPA	359138	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	100.00	
							100.00
ARTISTS DEVELOPMENT COMPA	359139	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	100.00	
							100.00
ARTISTS DEVELOPMENT COMPA	359140	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	100.00	
							100.00
ARTISTS DEVELOPMENT COMPA	359141	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	100.00	
							100.00
ARTISTS DEVELOPMENT COMPA	359142	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	100.00	
							100.00
ARTISTS DEVELOPMENT COMPA	359143	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	200.00	
							200.00
ARTISTS DEVELOPMENT COMPA	359144	10/09/20	BOOK FEES & PERFORM FEES	1203-4359300	103809	500.00	
							500.00
ARTISTS DEVELOPMENT COMPA	359145	10/09/20	BOOK FEES & PERFORM FEES	1203-4359300	103809	1,500.00	
							1,500.00
ARTISTS DEVELOPMENT COMPA	359146	10/09/20	BOOK FEES & PERFORM FEES	1203-4359003	103809	100.00	
							100.00
ASCENSION ST VINCENT PUBL	359147	10/09/20	MEDICAL EXAM FEES	1110-4340701		14,111.27	
ASCENSION ST VINCENT PUBL	359147	10/09/20	MEDICAL EXAM FEES	1120-4340701		26,109.51	
ASCENSION ST VINCENT PUBL	359147	10/09/20	FIREFIGHTER PHYSICALS	1120-R4340701	102953	1,378.56	
							41,599.34
AVOLVE SOFTWARE	359148	10/09/20	PROJECTDOX SUBSCRIPT	2200-4351502	104326	43,602.00	
							43,602.00
BAKER TILLY MUNICIPAL ADV	359149	10/09/20	OTHER EXPENSES	651-5023990		1,019.33	
							1,019.33
BEAVER RESEARCH COMPANY	359150	10/09/20	OTHER EXPENSES	651-5023990		167.62	
							167.62
BEC ENERPRISES LLC	359151	10/09/20	OTHER EXPENSES	601-5023990		799.85	
							799.85
SUSAN BELL	359152	10/09/20	CLEANING SERVICES	911-4350600		100.00	
							100.00
BETH MAIER PHOTOGRAPHY	359153	10/09/20	EVENT PHOTOGRAPHY SERVICE	1203-4359003	103869	75.00	
BETH MAIER PHOTOGRAPHY	359153	10/09/20	EVENT PHOTOGRAPHY SERVICE	1203-4359003	103869	100.00	
							175.00
NORTHERN TOOL & EQUIPMENT	359154	10/09/20	OTHER EXPENSES	651-5023990		79.96	
NORTHERN TOOL & EQUIPMENT	359154	10/09/20	OTHER EXPENSES	651-5023990		29.99	
							109.95
BOLDEN'S CLEANING & RESTO	359155	10/09/20	CARPET CLEANING	1110-4350100	104198	1,732.75	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
BOONE CO RESOURCE RECOVER	359156	10/09/20	OTHER EXPENSES	601-5023990		688.00	1,732.75
BRENNTAG MID SOUTH INC	359157	10/09/20	OTHER EXPENSES	601-5023990		1,130.00	688.00
BRIGHT SHEET METAL COMPAN	359158	10/09/20	OTHER EXPENSES	651-5023990		1,561.16	1,130.00
CARMEL TROPHIES PLUS LLC	359159	10/09/20	OTHER CONT SERVICES	1120-4350900		10.00	1,561.16
CERES SOLUTIONS	359160	10/09/20	GASOLINE	1207-4231400		482.24	10.00
CERES SOLUTIONS	359160	10/09/20	DIESEL FUEL	1207-4231300		346.87	829.11
CHEMSEARCH	359161	10/09/20	GARAGE & MOTOR SUPPIES	1110-4232100		200.46	200.46
CHOICE SCREENING INC	359162	10/09/20	OTHER CONT SERVICES	1120-4350900		90.00	90.00
CHURCH CHURCH HITTLE & AN	359163	10/09/20	OTHER CONT SERVICES	1120-4350900		12.50	
CHURCH CHURCH HITTLE & AN	359163	10/09/20	OTHER CONT SERVICES	1120-4350900		840.00	
CHURCH CHURCH HITTLE & AN	359163	10/09/20	OTHER CONT SERVICES	1120-4350900		80.00	
CHURCH CHURCH HITTLE & AN	359163	10/09/20	OTHER CONT SERVICES	1120-4350900		1,380.00	2,312.50
CINTAS CORPORATION #18	359164	10/09/20	UNIFORMS	1207-4356001		20.71	20.71
CINTAS	359165	10/09/20	OTHER EXPENSES	651-5023990		67.28	67.28
TIDE CLEANERS	359166	10/09/20	CLEANING SERVICES	1120-4350600		15.98	15.98
CLARK TIRE INC	359167	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		25.00	
CLARK TIRE INC	359167	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		28.50	53.50
COBALT CIVIL LLC	359168	10/09/20	OTHER EXPENSES	659-5023990		4,675.27	
COBALT CIVIL LLC	359168	10/09/20	OTHER EXPENSES	659-5023990		15,835.00	20,510.27
COMPASS MINERALS AMERICA	359169	10/09/20	OTHER EXPENSES	601-5023990		2,773.64	
COMPASS MINERALS AMERICA	359169	10/09/20	OTHER EXPENSES	601-5023990		2,771.45	
COMPASS MINERALS AMERICA	359169	10/09/20	OTHER EXPENSES	601-5023990		2,722.17	
COMPASS MINERALS AMERICA	359169	10/09/20	OTHER EXPENSES	601-5023990		2,733.12	11,000.38
CONFERENCE TECHNOLOGIES I	359170	10/09/20	TIGHTROPE SYS STREAMING	1203-4355200	104190	1,452.00	
CONFERENCE TECHNOLOGIES I	359170	10/09/20	TIGHTROPE SYSTEM	1203-4463201	104189	461.77	
CONFERENCE TECHNOLOGIES I	359170	10/09/20	TIGHTROPE SYSTEM	1203-4463202	104189	750.00	2,663.77
CORE & MAIN	359171	10/09/20	OTHER EXPENSES	601-5023990		772.49	
CORE & MAIN	359171	10/09/20	OTHER EXPENSES	601-5023990		70.75	
CORE & MAIN	359171	10/09/20	OTHER EXPENSES	601-5023990		74.88	
CORE & MAIN	359171	10/09/20	OTHER EXPENSES	601-5023990		27.30	945.42
CREW CAR WASH	359172	10/09/20	CAR CLEANING	2200-4351100		321.30	321.30
CROSSROAD ENGINEERS, PC	359173	10/09/20	OTHER EXPENSES	601-5023990		1,660.00	
CROSSROAD ENGINEERS, PC	359173	10/09/20	OTHER EXPENSES	601-5023990		4,662.30	
CROSSROAD ENGINEERS, PC	359173	10/09/20	OTHER EXPENSES	601-5023990		2,391.23	
CROSSROAD ENGINEERS, PC	359173	10/09/20	OTHER EXPENSES	651-5023990		137.65	
CROSSROAD ENGINEERS, PC	359173	10/09/20	OTHER EXPENSES	601-5023990		390.53	
CROSSROAD ENGINEERS, PC	359173	10/09/20	OTHER EXPENSES	651-5023990		4,000.00	
CROSSROAD ENGINEERS, PC	359173	10/09/20	PROJ 20-08	2200-4340100	104028	3,325.00	
CROSSROAD ENGINEERS, PC	359173	10/09/20	2020 ON CALL PLAN REVIEW	2200-R4350900	103521	7,840.00	
CROSSROAD ENGINEERS, PC	359173	10/09/20	PROJ 16-ENG-43	202-4350900	103891	5,302.52	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
CROSSROAD ENGINEERS, PC	359173	10/09/20	PROJ 16-ENG-32	202-4350900	103890	5,875.75	
CROSSROAD ENGINEERS, PC	359173	10/09/20	20SW11 DUKE ENERGY RELOC	250-4350900	104130	5,000.00	
CROSSROAD ENGINEERS, PC	359173	10/09/20	ON-CALL CONSULTING SERV	1115-4340400	104056	490.00	
CROSSROAD ENGINEERS, PC	359173	10/09/20	INDOT LPA CONSTRUC INSPEC	203-R4350900	101752	1,065.78	
CROSSROAD ENGINEERS, PC	359173	10/09/20	INDOT LPA CONSTRUC INSPEC	900-R4359042	101752	4,263.10	
							46,403.86
CURRENT PUBLISHING	359174	10/09/20	2020 ADVERTISEMENTS	1203-4359003	103833	1,575.00	
							1,575.00
OFFICE KEEPERS	359175	10/09/20	CLEANING SERVICES	1110-4350600		1,715.00	
							1,715.00
DECORATION OF INDEPENDENC	359176	10/09/20	AUTO REPAIR & MAINTENANCE	1110-4351000		65.00	
							65.00
DON HINDS FORD	359177	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		1,797.65	
DON HINDS FORD	359177	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		646.50	
							2,444.15
EAN SERVICES, LLC	359178	10/09/20	AUTOMOBILE LEASE	1110-4352600		853.50	
							853.50
EARTH NETWORKS	359179	10/09/20	SUBSCRIPTIONS	1120-4355200		500.00	
							500.00
ENGINEERED AIR	359180	10/09/20	OTHER EXPENSES	651-5023990		5,070.00	
							5,070.00
ENGLEDOW, INC	359181	10/09/20	FLOWER MAINTENANCE	1206-4350400	103736	6,374.60	
							6,374.60
ENTERPRISE FLEET MGMT INC	359182	10/09/20	2020 F250 PICKUP LEASE	2201-4465001	103944	1,556.37	
							1,556.37
ESO SOLUTIONS	359183	10/09/20	SOFTWARE MAINT CONTRACTS	1120-4351502		2,200.00	
							2,200.00
FACILITIES MANAGEMENT LLC	359184	10/09/20	EQUIPMENT REPAIRS & MAINT	1120-4350000		144.00	
							144.00
FAMILY PROMISE OF HAMILTO	359185	10/09/20	SPONSORSHIP 2021	1203-4359003	104331	1,500.00	
							1,500.00
FASTENAL COMPANY	359186	10/09/20	OTHER EXPENSES	651-5023990		49.79	
							49.79
FEDEX OFFICE	359187	10/09/20	STATIONARY & PRNTD MATERL	1192-4230100		38.25	
							38.25
POLLARD WATER	359188	10/09/20	OTHER EXPENSES	601-5023990		306.06	
							306.06
FLOSOURCE INC	359189	10/09/20	OTHER EXPENSES	609-5023990		10,665.02	
							10,665.02
FREDERICKS, INC	359190	10/09/20	BUILDING REPAIRS/MAINT	1115-R4350100	102291	1,691.00	
							1,691.00
GRM MGMT SERVICES OF IN	359191	10/09/20	OTHER PROFESSIONAL FEES	502-4341999		121.62	
							121.62
GIBSON TELDATA INC	359192	10/09/20	OFFICE EQUIPMENT	1201-4464000	104223	355.00	
							355.00
GRACE REFRIGERATION	359193	10/09/20	EQUIPMENT REPAIRS & MAINT	1120-4350000		366.03	
							366.03
GRAINGER	359194	10/09/20	OTHER EXPENSES	651-5023990		70.98	
							70.98
GRAINGER	359195	10/09/20	WEIGHING DISH	1110-4239099	104233	69.34	
							69.34
H W C ENGINEERING	359196	10/09/20	ASA2 AUMAN NEWARK SHOSHON	250-R4350900	102321	2,880.00	
H W C ENGINEERING	359196	10/09/20	DRAIN STUDY: HOME PLACE	250-R4350900	103104	1,460.00	
							4,340.00
HAMILTON COUNTY BUSINESS	359197	10/09/20	WELCOME HAMILTON COUNTY	1203-4346500	104322	1,200.00	
							1,200.00
HEARTLAND	359198	10/09/20	MDC BATTERY	1110-4350000	104302	130.93	
							130.93

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
HENRY SCHEIN INC	359199	10/09/20	EMS EQUIP	102-4467006		601.81	
							601.81
HOBBY LOBBY STORES	359200	10/09/20	PROMOTIONAL FUNDS	1160-4355100		336.61	
							336.61
HOOSIER FIRE EQUIPMENT IN	359201	10/09/20	REPAIR PARTS	1120-4237000		131.50	
							131.50
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		1,080.00	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		3,290.70	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		447.00	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		315.00	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		6,205.08	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		-845.95	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		-25.00	
HP INC.	359202	10/09/20	OTHER EXPENSES	651-5023990		-298.00	
HP INC.	359202	10/09/20	DEITSCH-HP NOTEBOOK	102-4463201	104284	314.00	
							10,482.83
FERGUSON FACILITIES SUPPL	359203	10/09/20	OTHER EXPENSES	651-5023990		593.19	
							593.19
I B S OF INDIANAPOLIS	359204	10/09/20	REPAIR PARTS	1120-4237000		523.98	
							523.98
ICE MILLER LLP	359205	10/09/20	OTHER CONT SERVICES	202-4350900		4,546.00	
							4,546.00
IMAVEX	359206	10/09/20	OTHER EXPENSES	651-5023990		64.50	
IMAVEX	359206	10/09/20	OTHER EXPENSES	601-5023990		64.50	
							129.00
INDIANA OFFICE OF TECHNOL	359207	10/09/20	EQUIPMENT MAINT CONTRACTS	1110-4351501		118.41	
							118.41
INDIANAPOLIS MONTHLY	359208	10/09/20	HOMETOWN STORY AD	1203-4346500	104323	3,500.00	
							3,500.00
INVOICE CLOUD INC	359209	10/09/20	OTHER EXPENSES	651-5023990		938.28	
INVOICE CLOUD INC	359209	10/09/20	OTHER EXPENSES	601-5023990		938.77	
							1,877.05
JAF PROPERTY SERVICES INC	359210	10/09/20	BUILDING REPAIRS/MAINTENA	1115-R4350100	103400	245.00	
							245.00
PEOPLE SPEAK LLC	359211	10/09/20	SOFTWARE MAINT CONTRACTS	1702-4351502		400.00	
							400.00
KENNEY OUTDOOR SOLUTIONS	359212	10/09/20	REPAIR PARTS	1207-4237000		649.71	
KENNEY OUTDOOR SOLUTIONS	359212	10/09/20	REPAIR PARTS	1207-4237000		58.58	
							708.29
KIMBALL-MIDWEST	359213	10/09/20	OTHER EXPENSES	601-5023990		219.00	
KIMBALL-MIDWEST	359213	10/09/20	OTHER EXPENSES	601-5023990		154.00	
							373.00
KIRBY RISK CORPORATION	359214	10/09/20	OTHER EXPENSES	651-5023990		10.74	
							10.74
KRIEG DEVAULT	359215	10/09/20	OTHER CONT SERVICES	202-4350900		316.00	
KRIEG DEVAULT	359215	10/09/20	OTHER CONT SERVICES	202-4350900		434.50	
							750.50
LEACH & RUSSELL	359216	10/09/20	OTHER EXPENSES	601-5023990		1,610.55	
							1,610.55
LEXISNEXIS	359217	10/09/20	LIBRARY REF MATERIALS	506-4469000		80.00	
							80.00
LOWE'S COMPANIES INC	359218	10/09/20	REPAIR PARTS	1120-4237000		71.19	
							71.19
LOWES HOME CENTERS INC	359219	10/09/20	OTHER EQUIPMENT	2200-4467099		189.02	
							189.02
MACALLISTER MACHINERY CO	359220	10/09/20	OTHER EXPENSES	601-5023990		391.60	
MACALLISTER MACHINERY CO	359220	10/09/20	OTHER EXPENSES	601-5023990		1,215.32	
MACALLISTER MACHINERY CO	359220	10/09/20	OTHER EXPENSES	659-5023990		28,318.44	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							29,925.36
MACO PRESS INC	359221	10/09/20	STATIONARY & PRNTD MATERL	911-4230100		219.96	
							219.96
MAINSCAPE LANDSCAPING	359222	10/09/20	MOWING / LANDSCAPING	1206-R4350900	103540	1,143.00	
							1,143.00
MARTIN TREE SERVICE	359223	10/09/20	OTHER EXPENSES	651-5023990		11,500.00	
							11,500.00
MASTER TRANSLATION SERVIC	359224	10/09/20	INTERPRETER FEES	506-4341954		1,073.00	
							1,073.00
MEDLINE INDUSTRIES, INC	359225	10/09/20	SPECIAL DEPT SUPPLIES	102-4239011		536.00	
							536.00
MEG & ASSOCIATES LLC	359226	10/09/20	EVENT PLANNING & MEDIA	1203-4359003	103658	1,000.00	
MEG & ASSOCIATES LLC	359226	10/09/20	EVENT PLANNING & MEDIA	1203-4359003	103658	2,500.00	
							3,500.00
MENARDS - FISHERS	359227	10/09/20	9874	651-5023990		180.74	
							180.74
MENARDS, INC	359228	10/09/20	3659	601-5023990		49.97	
MENARDS, INC	359228	10/09/20	3687	601-5023990		58.12	
MENARDS, INC	359228	10/09/20	3688	601-5023990		19.58	
MENARDS, INC	359228	10/09/20	3732	601-5023990		94.88	
							222.55
MENARDS, INC	359229	10/09/20	3486	651-5023990		27.92	
							27.92
MENARDS, INC	359230	10/09/20	3514	1110-4350100		37.08	
							37.08
MENARDS, INC	359231	10/09/20	3833	1120-4238000		78.96	
							78.96
MIDWEST LANDSCAPE INDUSTR	359232	10/09/20	FLOWERS	2201-4350400	103643	15,227.40	
							15,227.40
MINERVA BUNKER GEAR CLEAN	359233	10/09/20	CLEANING SERVICES	1120-4350600		6,821.05	
							6,821.05
NAPA AUTO PARTS INC	359234	10/09/20	REPAIR PARTS	1120-4237000		1.58	
							1.58
NAPA AUTO PARTS NOBLES &	359235	10/09/20	REPAIR PARTS	1120-4237000		380.19	
							380.19
OBERER'S FLOWERS	359236	10/09/20	PROMOTIONAL FUNDS	1160-4355100		75.00	
							75.00
OFFICE DEPOT	359237	10/09/20	PROMOTIONAL FUNDS	1160-4355100		11.36	
OFFICE DEPOT	359237	10/09/20	PROMOTIONAL FUNDS	1160-4355100		64.62	
OFFICE DEPOT	359237	10/09/20	OFFICE SUPPLIES	1702-4230200		9.50	
							85.48
OFFICE DEPOT INC	359238	10/09/20	OFFICE SUPPLIES	209-4230200		29.02	
OFFICE DEPOT INC	359238	10/09/20	OTHER EXPENSES	651-5023990		17.79	
OFFICE DEPOT INC	359238	10/09/20	OFFICE SUPPLIES	1120-4230200		4.55	
OFFICE DEPOT INC	359238	10/09/20	OFFICE SUPPLIES	1120-4230200		33.57	
OFFICE DEPOT INC	359238	10/09/20	POSTAGE	1120-4342100		22.00	
OFFICE DEPOT INC	359238	10/09/20	OFFICE SUPPLIES	1120-4230200		20.61	
							127.54
OMNI CENTRE FOR PUBLIC ME	359239	10/09/20	CABLE CHANNEL PRODUCTIONS	1203-4341970	103724	2,680.86	
							2,680.86
ON SITE SUPPLY	359240	10/09/20	OTHER EXPENSES	601-5023990		296.64	
							296.64
OVERHEAD DOOR CO OF INDIA	359241	10/09/20	BUILDING REPAIRS & MAINT	1120-4350100		224.97	
OVERHEAD DOOR CO OF INDIA	359241	10/09/20	BUILDING REPAIRS & MAINT	1120-4350100		352.47	
							577.44
PIP	359242	10/09/20	FESTIVAL/COMMUNITY EVENTS	1203-4359003		90.00	
PIP	359242	10/09/20	ECONOMIC DEVELOPMENT	1203-4359300		530.67	
PIP	359242	10/09/20	FESTIVAL/COMMUNITY EVENTS	1203-4359003		92.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							712.67
PLYMATE	359243	10/09/20	OTHER EXPENSES	651-5023990		410.16	
PLYMATE	359243	10/09/20	OTHER EXPENSES	601-5023990		319.82	
PLYMATE	359243	10/09/20	OTHER EXPENSES	601-5023990		214.57	
PLYMATE	359243	10/09/20	OTHER RENTAL & LEASES	1110-4353099		59.13	
							1,003.68
POMP'S TIRE - LEBANON	359244	10/09/20	REPAIR PARTS	1120-4237000		611.70	
							611.70
PRESTIGE PERFORMANCE II I	359245	10/09/20	ECONOMIC DEVELOPMENT	1203-4359300		688.96	
							688.96
PROMOTE CARMEL INC	359246	10/09/20	FESTIVAL/COMMUNITY EVENTS	1203-4359003		200.00	
							200.00
R & T TIRE-TIPTON	359247	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		1,578.08	
R & T TIRE-TIPTON	359247	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		2,176.68	
							3,754.76
R E I REAL ESTATE SERVICE	359248	10/09/20	MONTHLY OPERATING EXPENSE	1206-4350900	103628	492.42	
							492.42
R J E BUSINESS INTERIORS	359249	10/09/20	FURNITURE-CITY HALL OFFIC	1203-4463000	103907	4,416.80	
							4,416.80
BORROR PUBLIC AFFAIRS, LL	359250	10/09/20	2020 PROFESSIONAL SERVICE	1160-R4341999	103420	7,000.00	
							7,000.00
REPUBLIC ROOFING	359251	10/09/20	OTHER EXPENSES	604-5023990		1,400.00	
							1,400.00
RIETH-RILEY CONSTRUCTION	359252	10/09/20	KEYSTONE PKY RESURFACING	202-4350200	103791	814,270.95	
							814,270.95
RITZ SAFETY	359253	10/09/20	OTHER EXPENSES	601-5023990		71.95	
RITZ SAFETY	359253	10/09/20	OTHER EXPENSES	601-5023990		190.74	
							262.69
RUNYON EQUIPMENT RENTAL	359254	10/09/20	BOTTLED GAS	2201-4231100		38.50	
RUNYON EQUIPMENT RENTAL	359254	10/09/20	OTHER RENTAL & LEASES	2201-4353099		82.50	
							121.00
SWEET EVENT PLANNING	359255	10/09/20	VETERAN'S DAY CEREMONY	1203-4359003	104184	2,500.00	
							2,500.00
SCW ASSOCIATES LLC DBA NE	359256	10/09/20	OTHER EXPENSES	601-5023990		394.28	
							394.28
SERVICE PIPE & SUPPLY INC	359257	10/09/20	OTHER EXPENSES	601-5023990		323.48	
SERVICE PIPE & SUPPLY INC	359257	10/09/20	OTHER EXPENSES	651-5023990		51.01	
							374.49
SIGNAL CONSTRUCTION INC	359258	10/09/20	TRAFFIC SIGNAL MANT-2017	2201-R4350060	34213	200.75	
SIGNAL CONSTRUCTION INC	359258	10/09/20	TRAFFIC SIGNAL MAINTENANC	2201-R4350060	102303	9,856.25	
							10,057.00
SIMON AND COMPANY INC	359259	10/09/20	OTHER EXPENSES	651-5023990		1,052.92	
SIMON AND COMPANY INC	359259	10/09/20	OTHER EXPENSES	601-5023990		1,052.92	
SIMON AND COMPANY INC	359259	10/09/20	CONSULTING FEES	1160-4340400	103648	842.15	
							2,947.99
SLM HOMES	359260	10/09/20	OTHER EXPENSES	651-5023990		2,248.00	
							2,248.00
SOLLENBERGER RENTAL MANAG	359261	10/09/20	RENT PAYMENTS	1110-4352500		3,245.00	
							3,245.00
SOURCE MOLECULAR CORP	359262	10/09/20	OTHER EXPENSES	651-5023990		315.00	
SOURCE MOLECULAR CORP	359262	10/09/20	OTHER EXPENSES	651-5023990		315.00	
							630.00
STAPLES BUSINESS ADVANTAG	359263	10/09/20	OFFICE SUPPLIES	911-4230200		14.99	
							14.99
STRYKER MEDICAL	359264	10/09/20	EMS EQUIP	102-4467006		232.00	
STRYKER MEDICAL	359264	10/09/20	EMS EQUIP	102-4467006		663.60	
							895.60
SUSAN SHERER VINCENT, INC	359265	10/09/20	MENTAL HEALTH COUNSELING	1120-4340703		375.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
SUSAN SHERER VINCENT, INC	359265	10/09/20	MENTAL HEALTH COUNSELING	1120-4340703		187.50	
							562.50
SWANK MOTION PICTURES INC	359266	10/09/20	MOVIE LICENSING PKG	1203-R4359003	103485	175.00	
SWANK MOTION PICTURES INC	359266	10/09/20	MOVIE LICENSING PKG	1203-R4359003	103485	175.00	
							350.00
T B A & OIL WAREHOUSE, IN	359267	10/09/20	REPAIR PARTS	1110-4237000		21.96	
T B A & OIL WAREHOUSE, IN	359267	10/09/20	REPAIR PARTS	1110-4237000		690.04	
T B A & OIL WAREHOUSE, IN	359267	10/09/20	OTHER EXPENSES	601-5023990		100.93	
							812.93
TC PROPERTY	359268	10/09/20	OTHER EXPENSES	601-5023990		400.00	
							400.00
TARGETSOLUTIONS LEARNING,	359269	10/09/20	SCHEDULING & CHECK IT	102-4463202	104215	21,446.00	
							21,446.00
THE MIRAZON GROUP LLC	359270	10/09/20	O365 PROJECT CONSULTING	1115-R4340400	103279	878.75	
							878.75
THOMSON REUTERS-WEST	359271	10/09/20	SPECIAL INVESTIGATION FEE	911-4358200		286.66	
THOMSON REUTERS-WEST	359271	10/09/20	LIBRARY REFERENCE MATERIA	1180-R4469000	103414	698.72	
							985.38
TRACTOR SUPPLY CO	359272	10/09/20	6035301200050860	2201-4237000		57.98	
							57.98
TRI-TECH FORENSICS INC	359273	10/09/20	SUPPLIES	1110-4239099	104225	583.75	
							583.75
TRUCK SERVICE INC	359274	10/09/20	AUTO REPAIR & MAINTENANCE	1120-4351000		994.51	
							994.51
UPS	359275	10/09/20	OTHER EXPENSES	601-5023990		10.08	
							10.08
UPS	359276	10/09/20	OTHER EXPENSES	651-5023990		48.50	
							48.50
THE UNIFORM HOUSE, INC.	359277	10/09/20	UNIFORMS	1120-4356001		2,420.45	
							2,420.45
URBAN LAND INSTITUTE	359278	10/09/20	EXTERNAL TRAINING TRAVEL	1801-4343002		275.00	
							275.00
UTILITY SUPPLY CO INC.	359279	10/09/20	OTHER EXPENSES	604-5023990		10,250.00	
UTILITY SUPPLY CO INC.	359279	10/09/20	OTHER EXPENSES	601-5023990		175.00	
UTILITY SUPPLY CO INC.	359279	10/09/20	OTHER EXPENSES	601-5023990		15,785.00	
UTILITY SUPPLY CO INC.	359279	10/09/20	OTHER EXPENSES	601-5023990		13,021.27	
UTILITY SUPPLY CO INC.	359279	10/09/20	OTHER EXPENSES	601-5023990		3,025.00	
							42,256.27
VICTORY SUN INC	359280	10/09/20	EVENT PALNNING SERVICES	1203-4359003	103722	427.50	
							427.50
THE WALL STREET JOURNAL	359281	10/09/20	SUBSCRIPTIONS	1160-4355200		539.88	
							539.88
WESSLER ENGINEERING, INC	359282	10/09/20	OTHER EXPENSES	660-5023990		4,733.75	
WESSLER ENGINEERING, INC	359282	10/09/20	OTHER EXPENSES	601-5023990		363.75	
							5,097.50
SHAMROCK SELF STORAGE	359283	10/09/20	OTHER RENTAL & LEASES	1110-4353099		259.00	
							259.00
WHITE'S ACE HARDWARE	359284	10/09/20	29155326	1115-4239099		26.50	
WHITE'S ACE HARDWARE	359284	10/09/20	29155662	1115-4238900		14.12	
WHITE'S ACE HARDWARE	359284	10/09/20	29159648	1115-4239099		11.98	
WHITE'S ACE HARDWARE	359284	10/09/20	29163030	1115-4239099		15.30	
WHITE'S ACE HARDWARE	359284	10/09/20	29161924	1115-4238900		3.99	
							71.89
WILDMAN BUSINESS GROUP	359285	10/09/20	OTHER EXPENSES	601-5023990		151.88	
							151.88
WILKINSON BROTHERS	359286	10/09/20	GRAPHIC DESIGN & MARKET	1203-4359300	103808	9,500.00	
							9,500.00
THE ART LAB	359287	10/09/20	MEET ME ON MAIN EVENTS	1203-4359003	103727	140.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
THE ART LAB	359287	10/09/20	FESTIVAL/COMMUNITY EVENTS	1203-4359003		340.00	
							480.00
YASMIN L STUMP LAW GROUP	359288	10/09/20	OTHER CONT SERVICES	202-4350900		55.00	
							55.00
CARMEL CLAY SCHOOLS-FUEL	359289	10/13/20	GASOLINE	1125-4231400		1,162.53	
CARMEL CLAY SCHOOLS-FUEL	359289	10/13/20	DIESEL FUEL	1125-4231300		238.22	
CARMEL CLAY SCHOOLS-FUEL	359289	10/13/20	OFFICE SUPPLIES	1125-4230200		7.00	
							1,407.75
DUKE ENERGY	359290	10/13/20	ELECTRICITY	1125-4348000		31.72	
DUKE ENERGY	359290	10/13/20	ELECTRICITY	1125-4348000		461.25	
DUKE ENERGY	359290	10/13/20	ELECTRICITY	1125-4348000		261.05	
							754.02
VECTREN ENERGY	359291	10/13/20	0262017220055889065	110-4349000		216.82	
							216.82
ORACLE ELEVATOR	359292	10/13/20	BUILDING REPAIRS & MAINT	1093-4350100		1,038.33	
							1,038.33
ACE-PAK PRODUCTS INC	359293	10/13/20	OTHER MAINT SUPPLIES	1125-4238900		329.80	
ACE-PAK PRODUCTS INC	359293	10/13/20	OTHER MISCELLANEOUS	1081-4239099		129.95	
							459.75
ADP INC	359294	10/13/20	OTHER PROFESSIONAL FEES	1125-4341999		601.62	
ADP INC	359294	10/13/20	OTHER PROFESSIONAL FEES	1081-4341999		1,453.86	
ADP INC	359294	10/13/20	OTHER PROFESSIONAL FEES	1091-4341999		2,190.64	
							4,246.12
BLUEPAY PROCESSING, LLC	359295	10/13/20	OTHER PROFESSIONAL FEES	1081-4341999		121.25	
BLUEPAY PROCESSING, LLC	359295	10/13/20	OTHER PROFESSIONAL FEES	1081-4341999		3,745.91	
							3,867.16
BOSE, MCKINNEY & EVANS	359296	10/13/20	INFO SYS MAINT/CONTRACTS	1125-4341955		150.00	
BOSE, MCKINNEY & EVANS	359296	10/13/20	INFO SYS MAINT/CONTRACTS	1081-4341955		150.00	
BOSE, MCKINNEY & EVANS	359296	10/13/20	INFO SYS MAINT/CONTRACTS	1091-4341955		150.00	
							450.00
QUANG BUI	359297	10/13/20	REFUNDS AWARDS & INDEMITY	1081-4358400		190.00	
							190.00
CARMEL WELDING & SUPP INC	359298	10/13/20	REPAIR PARTS	1125-4237000		16.29	
							16.29
CAROLYN ELIZABETH CASE	359299	10/13/20	GENERAL PROGRAM SUPPLIES	1125-4239039		150.00	
CAROLYN ELIZABETH CASE	359299	10/13/20	MARKETING & PROMOTIONS	1091-4341991		150.00	
CAROLYN ELIZABETH CASE	359299	10/13/20	MARKETING & PROMOTIONS	1091-4341991		150.00	
CAROLYN ELIZABETH CASE	359299	10/13/20	MARKETING & PROMOTIONS	1091-4341991		150.00	
							600.00
CLEANTELLIGENT SOFTWARE	359300	10/13/20	INFO SYS MAINT/CONTRACTS	1125-4341955		441.00	
CLEANTELLIGENT SOFTWARE	359300	10/13/20	INFO SYS MAINT/CONTRACTS	1091-4341955		441.00	
							882.00
NATALIE DEITSCH	359301	10/13/20	REFUNDS AWARDS & INDEMITY	1081-4358400		80.00	
							80.00
DESTINATION TRAVEL NETWOR	359302	10/13/20	MARKETING & PROMOTIONS	1091-4341991		264.50	
							264.50
ELLIS MECHANICAL & ELECTR	359303	10/13/20	2020 HVAC MAINT PROGRAM	1125-4350100	53823	125.00	
ELLIS MECHANICAL & ELECTR	359303	10/13/20	EQUIPMENT REPAIRS & MAINT	1094-4350000		817.50	
ELLIS MECHANICAL & ELECTR	359303	10/13/20	BUILDING REPAIRS & MAINT	1093-4350100		401.70	
ELLIS MECHANICAL & ELECTR	359303	10/13/20	EQUIPMENT REPAIRS & MAINT	1093-4350000		575.80	
							1,920.00
EPI MARKETING SERVICES	359304	10/13/20	PRINTING (NOT OFFICE SUP)	1091-4345000		3,811.00	
							3,811.00
FASTENAL COMPANY	359305	10/13/20	COVID-19	1091-4359016		348.90	
							348.90
FRANCISCO JAVIER CONTRERA	359306	10/13/20	SECURITY SERVICES	1091-4341992		630.00	
							630.00
FUN EXPRESS	359307	10/13/20	GENERAL PROGRAM SUPPLIES	1081-4239039		87.77	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							87.77
GRAINGER	359308	10/13/20	REPAIR PARTS	1125-4237000		65.96	
GRAINGER	359308	10/13/20	EQUIPMENT REPAIRS & MAINT	1093-4350000		127.68	
							193.64
GRAYBAR ELECTRIC CO, INC	359309	10/13/20	OTHER MAINT SUPPLIES	1093-4238900		320.52	
GRAYBAR ELECTRIC CO, INC	359309	10/13/20	EQUIPMENT REPAIRS & MAINT	1082-4350000		298.70	
							619.22
GREEN TOUCH SERVICES, INC	359310	10/13/20	GROUNDS MAINTENANCE	1094-4350400		700.75	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	60.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	142.50	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	261.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	73.50	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	211.50	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	147.75	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	144.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	76.50	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	180.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	75.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	80.25	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	126.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	75.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	1,515.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	135.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	109.50	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	1,470.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	2020 LANDSCAPING	1125-4350400	54192	60.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	WOODLAND GARDENS BED	1125-4350400	54320	390.00	
GREEN TOUCH SERVICES, INC	359310	10/13/20	WATERPARK IRRIGATION SERV	1125-4350400	54874	524.00	
							6,557.25
HOOSIER PORTABLE RESTROOM	359311	10/13/20	OTHER RENTAL & LEASES	1125-4353099		195.00	
							195.00
ANDREW HOWARD	359312	10/13/20	SECURITY SERVICES	1091-4341992		280.00	
							280.00
IDASHBOARDS	359313	10/13/20	SUBSCRIPTIONS	1091-4355200		8,000.00	
							8,000.00
J & K COMMUNICATIONS, INC	359314	10/13/20	GENERAL PROGRAM SUPPLIES	1081-4239039		97.68	
J & K COMMUNICATIONS, INC	359314	10/13/20	GENERAL PROGRAM SUPPLIES	1081-4239039		108.75	
							206.43
KROGER, GARDIS & REGAS	359315	10/13/20	NOTHWEST PARK	106-4460714		5,520.00	
KROGER, GARDIS & REGAS	359315	10/13/20	NOTHWEST PARK	106-4460714		6,645.17	
							12,165.17
MAGERS BOOKKEEPING SERVIC	359316	10/13/20	INFO SYS MAINT/CONTRACTS	1125-4341955		1,300.00	
MAGERS BOOKKEEPING SERVIC	359316	10/13/20	INFO SYS MAINT/CONTRACTS	1081-4341955		1,300.00	
MAGERS BOOKKEEPING SERVIC	359316	10/13/20	INFO SYS MAINT/CONTRACTS	1091-4341955		1,300.00	
MAGERS BOOKKEEPING SERVIC	359316	10/13/20	INFO SYS MAINT/CONTRACTS	1081-4341955		125.00	
MAGERS BOOKKEEPING SERVIC	359316	10/13/20	OTHER PROFESSIONAL FEES	1125-4341999		22.50	
							4,047.50
ERIC MEHL	359317	10/13/20	CELLULAR PHONE FEES	1091-4344100		50.00	
							50.00
MR. B'S LAWN MAINTENANCE	359319	10/13/20	GROUNDS MAINTENANCE	110-4350400		1,204.00	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	855.48	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	406.00	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	1,633.05	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	1,120.00	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	696.34	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	1,955.04	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	533.76	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	960.66	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	516.42	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	1,660.56	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	888.00	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	432.84	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	2,429.38	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MONON & HOTEL MOWING	1125-4350400	54560	160.00	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	520.14	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	3,366.37	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	3,147.06	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MOWING & EDGING SERVICES	1125-4350400	54237	907.44	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	MIDTWON TURF REPAIR 2020	1125-4350400	54798	784.00	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	FOUNDERS SPORT FIELDS	1125-4350400	54797	2,270.48	
MR. B'S LAWN MAINTENANCE	359319	10/13/20	STECKLEY PROP MOWING 2020	1125-4239000	54391	552.00	
							26,999.02
NIMISHA NAGAR	359320	10/13/20	REFUNDS AWARDS & INDEMITY	1081-4358400		38.00	
							38.00
NAPA AUTO PARTS INC	359321	10/13/20	GARAGE & MOTOR SUPPIES	1125-4232100		13.60	
							13.60
P F M CAR & TRUCK CARE CE	359322	10/13/20	AUTO REPAIR & MAINTENANCE	1125-4351000		64.90	
P F M CAR & TRUCK CARE CE	359322	10/13/20	AUTO REPAIR & MAINTENANCE	1125-4351000		69.94	
							134.84
PEERLESS-MIDWEST, INC DO	359323	10/13/20	FOUNDERS WELL PUMP REPAIR	1125-4235000	54872	1,021.00	
							1,021.00
PITNEY BOWES INC.	359324	10/13/20	POSTAGE METER LEASE	1125-4353003	53770	124.14	
							124.14
JAMES RANSFORD	359325	10/13/20	CELLULAR PHONE FEES	1091-4344100		25.00	
							25.00
RUNYON EQUIPMENT RENTAL	359326	10/13/20	EQUIPMENT REPAIRS & MAINT	1093-4350000		165.00	
							165.00
S & S CRAFTS WORLDWIDE IN	359327	10/13/20	GENERAL PROGRAM SUPPLIES	1081-4239039		71.43	
S & S CRAFTS WORLDWIDE IN	359327	10/13/20	GENERAL PROGRAM SUPPLIES	1081-4239039		86.48	
S & S CRAFTS WORLDWIDE IN	359327	10/13/20	GENERAL PROGRAM SUPPLIES	1081-4239039		5.19	
							163.10
SAVATREE LLC	359328	10/13/20	N MONON TRL TREE REMOVAL	1125-4350400	54784	3,168.00	
SAVATREE LLC	359328	10/13/20	REMOVAL-MONON GREENWAY	1125-4350400	54693	1,672.00	
							4,840.00
MARIANA SOW	359329	10/13/20	REFUNDS AWARDS & INDEMITY	1081-4358400		145.00	
							145.00
STAPLES BUSINESS ADVANTAG	359330	10/13/20	OFFICR SUPPLIES	1125-4239039	54839	76.50	
STAPLES BUSINESS ADVANTAG	359330	10/13/20	OFFICR SUPPLIES	1125-4230200	54839	647.01	
STAPLES BUSINESS ADVANTAG	359330	10/13/20	OFFICR SUPPLIES	1125-4230200	54839	196.39	
STAPLES BUSINESS ADVANTAG	359330	10/13/20	OFFICR SUPPLIES	1125-4230200	54839	8.14	
STAPLES BUSINESS ADVANTAG	359330	10/13/20	OFFICR SUPPLIES	1125-4239039	54839	86.36	
STAPLES BUSINESS ADVANTAG	359330	10/13/20	OTHER MISCELLANEOUS	1081-4239099		23.76	
STAPLES BUSINESS ADVANTAG	359330	10/13/20	COVID-19	1081-4359016		597.21	
							1,635.37
THE MIRAZON GROUP LLC	359331	10/13/20	INFO SYS MAINT/CONTRACTS	1125-4341955		8,117.50	
THE MIRAZON GROUP LLC	359331	10/13/20	INFO SYS MAINT/CONTRACTS	1081-4341955		8,117.50	
THE MIRAZON GROUP LLC	359331	10/13/20	INFO SYS MAINT/CONTRACTS	1091-4341955		8,117.50	
THE MIRAZON GROUP LLC	359331	10/13/20	INFO SYS MAINT/CONTRACTS	1125-4341955		50.87	
THE MIRAZON GROUP LLC	359331	10/13/20	INFO SYS MAINT/CONTRACTS	1081-4341955		50.87	
THE MIRAZON GROUP LLC	359331	10/13/20	INFO SYS MAINT/CONTRACTS	1091-4341955		50.86	
							24,505.10
VERIZON	359332	10/13/20	CELLULAR PHONE FEES	1081-4344100		1,160.27	
							1,160.27
WILLOW MARKETING MGMT, IN	359333	10/13/20	INFO SYS MAINT/CONTRACTS	1081-4341955		50.00	
WILLOW MARKETING MGMT, IN	359333	10/13/20	INFO SYS MAINT/CONTRACTS	1091-4341955		50.00	
							100.00

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
3 M	359334	10/13/20	TRAFFIC PAINT	2201-4236400	104309	3,000.00	3,000.00
AMAZON CAPITAL SERVICES	359335	10/13/20	1P3TNDTLCPHQ	1115-4230200		44.95	44.95
AMAZON CAPITAL SERVICES	359336	10/13/20	1P1NHCXTY7W3	1205-4230200		94.99	
AMAZON CAPITAL SERVICES	359336	10/13/20	1FCY7RGHHQ3F	1205-4350100		130.87	225.86
AMAZON CAPITAL SERVICES	359337	10/13/20	1D7HLYCNMTJV	1701-4463000		-184.40	
AMAZON CAPITAL SERVICES	359337	10/13/20	1Y3YM1M6LXDV	1701-4463000		188.99	4.59
AMAZON CAPITAL SERVICES	359338	10/13/20	19WX9Q3M747L	2201-4238900		25.91	25.91
ARC ACQUISITION US INC	359339	10/13/20	EQUIP REPAIR & MAINT	1205-4350000	104270	6,691.86	6,691.86
ASSOCIATED CONTROLS + DES	359340	10/13/20	STREET LIGHT REPAIRS	2201-4350080		3,625.00	
ASSOCIATED CONTROLS + DES	359340	10/13/20	STREET LIGHT REPAIRS	2201-4350080		2,988.00	
ASSOCIATED CONTROLS + DES	359340	10/13/20	RAB UPGRADES	2201-4350080	104018	24,633.00	31,246.00
AUTOMATIC IRRIGATION SUPP	359341	10/13/20	LANDSCAPING SUPPLIES	2201-4239034		14.77	14.77
B L ANDERSON CO.	359342	10/13/20	GROUNDS MAINTENANCE	1206-4350400		3,735.65	3,735.65
BARNSIGNWORKS.COM AND OLD	359343	10/13/20	TRAFFIC SIGNS	2201-4239030		9,250.00	9,250.00
NORTHERN TOOL & EQUIPMENT	359344	10/13/20	SMALL TOOLS & MINOR EQUIP	2201-4238000		449.00	449.00
BRENNTAG MID SOUTH INC	359345	10/13/20	OTHER CONT SERVICES	1206-4350900		2,994.64	2,994.64
C. L. COONROD & COMPANY	359346	10/13/20	PROFESSIONAL ACCOUNT SERV	1160-4340303	103646	9,325.00	
C. L. COONROD & COMPANY	359346	10/13/20	PROF ACCOUNTING SERVICES	1160-4340303	104347	1,482.00	
C. L. COONROD & COMPANY	359346	10/13/20	PROF ACCOUNTING SERVICES	1160-4340303	104347	33,807.00	44,614.00
CARMEL CITY CENTER LLC	359347	10/13/20	GARAGE MAINTENANCE	1206-4350900	103625	1,485.49	1,485.49
CARMEL WELDING & SUPP INC	359348	10/13/20	REPAIR PARTS	2201-4237000		603.75	603.75
CENTER FOR THE PERFORMING	359349	10/13/20	OTHER CONT SERVICES	1208-4350900		59,224.56	59,224.56
CHAPMAN ELEC SUPPLY INC	359350	10/13/20	STREET LIGHT REPAIRS	2201-4350080		304.03	
CHAPMAN ELEC SUPPLY INC	359350	10/13/20	STREET LIGHT REPAIRS	2201-4350080		52.73	356.76
CINTAS CORPORATION #18	359351	10/13/20	LAUNDRY SERVICE	2201-4356501		522.58	
CINTAS CORPORATION #18	359351	10/13/20	LAUNDRY SERVICE	2201-4356501		195.21	717.79
CLUSTER TRUCK CARMEL LLC	359352	10/13/20	INTERNAL TRAINING FEES	1192-4357001		215.17	215.17
CURRENT PUBLISHING	359353	10/13/20	PUBLICATION OF LEGAL ADS	1192-4345500		15.73	
CURRENT PUBLISHING	359353	10/13/20	PUBLICATION OF LEGAL ADS	1192-4345500		21.63	37.36
DELL MARKETING LP	359354	10/13/20	VLA WINDOWS SERVER-PARKS	1115-4463202	104336	2,432.70	2,432.70
EARTH NETWORKS	359355	10/13/20	SUBSCRIPTIONS	1110-4355200		500.00	500.00
INDIANA BRICK CO	359356	10/13/20	LANDSCAPING SUPPLIES	2201-4239034		1,381.21	
INDIANA BRICK CO	359356	10/13/20	LANDSCAPING SUPPLIES	2201-4239034		4,280.59	5,661.80
ENGLEDOW, INC	359357	10/13/20	GROUNDS MAINTENANCE	2201-4350400		773.86	
ENGLEDOW, INC	359357	10/13/20	GROUNDS MAINTENANCE	1206-4350400		420.87	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							1,194.73
FASTENAL COMPANY	359358	10/13/20	SPECIAL PROJECTS	1401-4359000		121.23	
							121.23
FLEETPRIDE	359359	10/13/20	REPAIR PARTS	2201-4237000		1,731.43	
FLEETPRIDE	359359	10/13/20	REPAIR PARTS	2201-4237000		325.20	
FLEETPRIDE	359359	10/13/20	REPAIR PARTS	2201-4237000		90.00	
FLEETPRIDE	359359	10/13/20	REPAIR PARTS	2201-4237000		105.00	
							2,251.63
GRUNAU COMPANY INC OF IND	359360	10/13/20	EQUIPMENT MAINT CONTRACTS	1110-4351501		480.00	
GRUNAU COMPANY INC OF IND	359360	10/13/20	BUILDING REPAIRS & MAINT	1115-4350100		200.00	
							680.00
HALL SIGNS, INC.	359361	10/13/20	STREET SIGNS	2201-4239031		120.44	
							120.44
INDIANA DESIGN CENTER, LL	359362	10/13/20	GARAGE MAINTENACE	1206-4350900	103633	2,221.83	
							2,221.83
INDIANA GEOGRAPHIC INFORM	359363	10/13/20	EXTERNAL INSTRUCT FEES	1192-4357004		140.00	
							140.00
INDIANA OXYGEN CO	359364	10/13/20	BOTTLED GAS	2201-4231100		33.19	
							33.19
INSIGHT PUBLIC SECTOR, IN	359365	10/13/20	VEEAM BACKUP O365 LICENSE	1115-4463202	104316	1,194.15	
							1,194.15
INTELLICORP	359366	10/13/20	TESTING FEES	1201-4358800		16.45	
							16.45
IU HEALTH WORKPLACE SERVI	359367	10/13/20	GENERAL INSURANCE	1205-4347500		1,029.50	
							1,029.50
HOOK AND LADDER LANDSCAPI	359368	10/13/20	OTHER CONT SERVICES	1192-4350900		800.00	
							800.00
JAMES H DREW CORPORATION	359369	10/13/20	OTHER CONT SERVICES	2201-4350900		4,554.45	
							4,554.45
KIRBY REAL ESTATE	359370	10/13/20	OTHER CONT SERVICES	1208-4350900		2,767.55	
							2,767.55
LEACH & RUSSELL	359371	10/13/20	BUILDING REPAIRS & MAINT	1115-4350100		1,212.68	
							1,212.68
LOWE'S COMPANIES INC	359372	10/13/20	OTHER MAINT SUPPLIES	2201-4238900		99.32	
							99.32
MACALLISTER MACHINERY CO	359373	10/13/20	REPAIR PARTS	2201-4237000		215.56	
							215.56
MENARDS, INC	359374	10/13/20	4090	2201-4239034		13.60	
MENARDS, INC	359374	10/13/20	4127	2201-4238900		86.16	
MENARDS, INC	359374	10/13/20	4143	2201-4238900		79.90	
MENARDS, INC	359374	10/13/20	4172	2201-4239034		72.20	
MENARDS, INC	359374	10/13/20	3671	2201-4238900		25.35	
MENARDS, INC	359374	10/13/20	3738	2201-4239034		252.38	
MENARDS, INC	359374	10/13/20	3815	2201-4238900		26.39	
MENARDS, INC	359374	10/13/20	3825	2201-4238900		7.96	
MENARDS, INC	359374	10/13/20	3866	2201-4238900		55.75	
MENARDS, INC	359374	10/13/20	3916	2201-4238900		5.99	
MENARDS, INC	359374	10/13/20	3914	2201-4238900		5.97	
							631.65
MENARDS, INC	359375	10/13/20	04128	1115-4238000		169.99	
							169.99
MID STATE TRUCK EQUIP COR	359376	10/13/20	REPAIR PARTS	2201-4237000		354.24	
							354.24
MIDWEST LANDSCAPE INDUSTR	359377	10/13/20	IRRIGATION	2201-4350400	103865	7,687.50	
							7,687.50
MILESTONE CONTRACTORS, L	359378	10/13/20	BITUMINOUS MATERIALS	2201-4236300		155.14	
							155.14
MOSER CONSULTING INC	359379	10/13/20	CONSULTING	1115-R4340400	103407	2,565.00	

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
							2,565.00
NAPA AUTO PARTS INC	359380	10/13/20	SPECIAL PROJECTS	1401-4359000		48.69	
							48.69
NAPA AUTO PARTS INC	359381	10/13/20	REPAIR PARTS	2201-4237000		826.19	
							826.19
NAPA AUTO PARTS INC	359382	10/13/20	REPAIR PARTS	2201-4237000		95.96	
							95.96
NAPA AUTO PARTS NOBLES &	359383	10/13/20	ACCOUNT 7995	2201-4237000		32.97	
							32.97
NAPA AUTO PARTS NOBLES &	359384	10/13/20	SPECIAL PROJECTS	1401-4359000		515.49	
							515.49
NORTHSIDE TRAILER INC.	359385	10/13/20	REPAIR PARTS	2201-4237000		201.60	
							201.60
OFFICE DEPOT	359386	10/13/20	OFFICE SUPPLIES	1701-4230200		50.92	
OFFICE DEPOT	359386	10/13/20	OFFICE SUPPLIES	1801-4230200		7.84	
OFFICE DEPOT	359386	10/13/20	OFFICE SUPPLIES	1801-4230200		6.99	
OFFICE DEPOT	359386	10/13/20	OFFICE SUPPLIES	1801-4230200		92.26	
OFFICE DEPOT	359386	10/13/20	OFFICE SUPPLIES	1801-4230200		15.09	
							173.10
OFFICE DEPOT INC	359387	10/13/20	OFFICE SUPPLIES	1110-4230200		148.38	
OFFICE DEPOT INC	359387	10/13/20	OFFICE SUPPLIES	1110-4230200		81.78	
OFFICE DEPOT INC	359387	10/13/20	OTHER MISCELLANEOUS	1110-4239099		50.07	
OFFICE DEPOT INC	359387	10/13/20	OTHER MISCELLANEOUS	1110-4239099		250.29	
OFFICE DEPOT INC	359387	10/13/20	OFFICE SUPPLIES	1110-4230200		79.98	
OFFICE DEPOT INC	359387	10/13/20	OFFICE SUPPLIES	1110-4230200		106.81	
							717.31
OTT EQUIPMENT SERVICE INC	359388	10/13/20	BUILDING REPAIRS & MAINT	2201-4350100		792.50	
							792.50
PEARSON FORD, INC	359389	10/13/20	REPAIR PARTS	2201-4237000		51.26	
							51.26
PIP	359390	10/13/20	PROMOTIONAL FUNDS	1160-4355100		124.80	
							124.80
PRECISION CONCRETE INC	359391	10/13/20	GROUNDS MAINTENANCE	2201-4350400		4,885.88	
PRECISION CONCRETE INC	359391	10/13/20	GROUNDS MAINTENANCE	2201-4350400		21,712.50	
PRECISION CONCRETE INC	359391	10/13/20	GROUNDS MAINTENANCE	2201-4350400		347.88	
							26,946.26
PROMOTIONS PLUS INC	359392	10/13/20	OTHER CONT SERVICES	1801-4350900		114.00	
							114.00
THE UPS STORE #2537	359393	10/13/20	POSTAGE	2201-4342100		127.33	
							127.33
REDLEE/SCS INC	359394	10/13/20	JANITORIAL SERVICES	1206-4350900	103629	1,500.00	
							1,500.00
RIETH-RILEY CONSTRUCTION	359395	10/13/20	LETTERING @KEYST & SMOKEY	2201-4350900	103978	12,680.00	
							12,680.00
RUNYON EQUIPMENT RENTAL	359396	10/13/20	OTHER RENTAL & LEASES	2201-4353099		154.00	
							154.00
SAGAMORE READY MIX LLC	359397	10/13/20	CEMENT	2201-4236200		1,170.50	
							1,170.50
SUSAN SHERER VINCENT, INC	359398	10/13/20	MENTAL HEALTH COUNSELING	1110-4340703		8,475.00	
							8,475.00
THE UNIVERSITY OF OKLAHOM	359399	10/13/20	EXTERNAL TRAINING TRAVEL	1801-4343002		1,375.00	
							1,375.00
THOMSON REUTERS-WEST	359400	10/13/20	SPECIAL INVESTIGATION FEE	1110-4358200		286.65	
							286.65
TOM WOOD SUBARU	359401	10/13/20	AUTO REPAIR & MAINTENANCE	1192-4351000		1,453.24	
							1,453.24
TRUCK SERVICE INC	359402	10/13/20	SPECIAL PROJECTS	1401-4359000		87.96	
							87.96

VENDOR NAME	CHECK NO	DATE	DESCRIPTION	KEY ORGAN-ACCOUNT	P.O.	INVOICE AMT	CHECK AMT
WHITE'S ACE HARDWARE	359403	10/13/20	OTHER MAINT SUPPLIES	2201-4238900		997.48	
							997.48
DYNAMIC MEDIA	359404	10/13/20	OTHER CONT SERVICES	1115-4350900		671.28	
							671.28
ZOLL MEDICAL CORP	359405	10/13/20	EQUIPMENT REPAIRS & MAINT	1110-4350000		256.21	
ZOLL MEDICAL CORP	359405	10/13/20	OTHER MISCELLANEOUS	1110-4239099		60.00	
							316.21
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		2,527.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		1,732.50	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		773.50	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		133.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		1,064.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		3,775.50	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		133.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		133.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		1,666.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		15,948.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		985.38	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		196.00	
BARNES & THORNBURG	358739	09/30/20	LEGAL FEES	902-4340000		924.00	
							29,990.88
GSB, INC.	358748	09/30/20	KITCHEN & CLUB DESIGN	902-4340200	104187	41,528.24	
							41,528.24
MORPHEY CONSTRUCTION INC	358754	09/30/20	ZOTEC/ILLINOIS ROUNDABOUT	902-4462865	104149	79,920.00	
							79,920.00
SOLLENBERGER RENTAL MANAG	359261	10/09/20	RENT PAYMENTS	911-4352500		5,407.00	
							5,407.00

TOTAL HAND WRITTEN CHECKS .00

TOTAL COMPUTER-WRITTEN CHECKS 2,696,769.62

TOTAL WRITTEN CHECKS 2,696,769.62

I HEREBY CERTIFY THAT EACH OF THE ABOVE LISTED VOUCHERS AND INVOICES OR BILLS ATTACHED THERETO, ARE TRUE AND CORRECT AND I HAVE AUDITED SAME IN ACCORDANCE WITH IC 5-11-10-1.6.

CONTROLLER

WE HAVE EXAMINED THE CLAIMS LISTED ON THE FOREGOING ACCOUNTS PAYABLE VOUCHER REGISTER, CONSISTING OF 34 PAGES, AND EXECPT FOR VOUCHERS NOT ALLOWED AS SHOWN ON THE REGISTER, SUCH VOUCHERS ARE ALLOWED IN THE TOTAL AMOUNT OF $ $2,696,769.62 DATED THIS _____ DAY OF _____, 2020
PASSED BY THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA BY A VOTE OF _____ AYES AND _____ NAYS.

COUNCIL PRESIDENT

ATTEST:

CITY CLERK

Total Gross PENSION PAYROLL for checks dated 10/1/2020 $97,251.00

I hereby certify that payroll amount listed above is true and correct and I have audited same in accordance with IC 5-11-10-1.6.

Controller

We have examined the foregoing payroll charges, consisting of one page(s), and except for payroll not allowed as shown in this register, such payroll in the total amount of **$97,251.00** is compliance with Section 2-12 of the Carmel City Code.

Dated this _____ day of _____, 2020

Acknowledged by the Common Council of the City of Carmel, Indiana.

Council President

Monthly Report of Electronic Transfers

For the Month/Year of: **September 30, 2020**

Date	Recipient	Amount	Fund	Account	Description
9/2/2020	Anthem	$181,763.02	301	5023990	Medical Payment
9/2/2020	Near North Title Group	$2,233,011.42	106	4460714	Park - Land Purchase
9/4/2020	Ford Motor	$536.48	1160	4352600	Mayor's Car Lease
9/4/2020	Sedgwick	$29,259.70	302	5023990	Workman's Comp
9/9/2020	Anthem	$179,202.51	301	5023990	Medical Payment
9/11/2020	BFI Properties LLC	$4,434.75	1301	4359016	Court Rental Payment
9/15/2020	Bank of New York	$187,767.00	651	5023990	Bond Payment
9/18/2020	Anthem	$345,203.57	301	5023990	Medical Payment
9/22/2020	Allied Republic Services	$339,476.14	601	5023990	Utility Payment
9/24/2020	Anthem	$286,924.61	301	5023990	Medical Payment
9/25/2020	Near North Title Group	$1,000.00	902	4460834	Earnest Money - 31 1st St SE
		$3,788,579.20			

I hereby certify that each of the above listed wire transfers are true and correct and I have audited same in accordance with IC 5-11-10-1.6.

Controller

We have examined the wires listed above on the foregoing accounts payable register, consisting of one page(s), and except for wires not allowed as shown in this register, such wires in the total amount of

$3,788,579.20 are in compliance with Section 2-12 of the Carmel City Code.

Dated this _____ day of _____, _____
Acknowledged by the Common Council of the City of Carmel, Indiana.

Council President

Sponsor: Councilor Finkam

ORDINANCE D-2540-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, AMENDING CHAPTER 2, ARTICLE 3, DIVISION II, SECTION 2-42 OF THE CARMEL CITY CODE

Synopsis: Amends the conditions under which the City will pay insurance premiums for employees who are disabled in the line of duty.

WHEREAS, the City of Carmel is committed to caring for employees who are disabled in the line of duty and their families; and

WHEREAS, access to affordable insurance for these employees during their time of transition and thereafter are subject to factors that may or may not be under their control; and

WHEREAS, the current policy provides long-term coverage at the City's expense, regardless of the of the individual's ability to find other employment or obtain other coverage; and

WHEREAS, the current policy may not be sustainable in the long term; and

WHEREAS, the City wishes to deploy its resources in a manner that is both prudent and respectful of the individual needs of each person who is disabled in the line of duty.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, as follows:

Section 1. The foregoing Recitals are incorporated herein by this reference.

Section 2. Chapter 2, Article 3, Division II, § 2-42 (g) through § 2-42 (i) of Carmel City Code Section are amended to read as follows:

§ 2-42 Health Insurance.

~~(g) *Insurance for disabled individuals.* A disabled employee must qualify for a PERF disability benefit before he or she becomes eligible for the City's benefit. The City will contribute to a disabled employee's insurance premiums according to the following formula:~~

~~(1) For an employee whose disability occurs in the line of duty (i.e., an injury or an occupational disease that is clearly, directly, substantially and causally related to the employee's official job duties), the City will contribute 100% of the employee (and family, if applicable) medical and dental premiums. For a sworn police officer or firefighter, this benefit pertains to those who are determined by PERF to have a Class 1 Impairment. For civilians, the City will, at its sole discretion, determine whether a disability falls into this category.~~

~~(2) For full-time employees disabled before October 3, 2016: For an employee whose disability is duty-related, but not clearly, directly, substantially and causally related, the City will contribute 50% of the employee (and family, if applicable) medical and dental premiums, provided that the City's insurance premium contribution shall not exceed the maximum established in section (e) above for a retiree with 20 years of active service. For a sworn police officer or firefighter, this benefit pertains to those who are determined by PERF to have a Class 2 Impairment. For civilians, the City will, at its sole discretion, determine whether a disability falls into this category. Employees disabled on or after October 3, 2016 will not be eligible for this benefit.~~

~~(3) For an employee whose disability does not occur in the line of duty and is not duty-related, the City will make no health insurance contribution under this section after employment is terminated. For a sworn police officer or firefighter, this benefit pertains to those who are determined by PERF to have a Class 3 Impairment. For civilians, the City will, in its sole discretion, determine whether a disability falls into this category. However, if the disabled employee has 20 or more years of active service with the City, he or she will qualify for retiree benefits as described in section (e) above.~~

~~(4) Eligibility for a disability-related premium contribution will end when an individual is no longer eligible for PERF disability benefits.~~

~~(5) Details regarding insurance benefits for employees who are disabled in the line of duty or have a duty-related disability are set forth in the City of Carmel Guidelines For Payment Of Premiums For Individuals Who Die Or Who Are Disabled In The Line Of Duty, as amended from time to time.~~

(g) *Insurance for disabled individuals.* A disabled individual (a "Medical Retiree") must qualify for an Indiana Public Retirement System ("INPRS") disability benefit based on a line-of-duty or duty-based illness or injury before he or she becomes eligible for a City benefit under this section.

For qualifying Medical Retirees, the City will contribute to monthly premium payments according to the following schedule:

(1) For an initial period of two (2) years from the date of disability the City will pay one hundred percent (100%) of the Medical Retiree's (and family members' if applicable) medical and dental premiums.

(2) No less than two (2) months prior to the two (2) year anniversary of the disability date, the Medical Retiree will meet with a Medical Review Committee (the "Committee") to determine the need for additional premium assistance. The Review Committee may end premium contributions after two (2) years or continue them at a fifty percent (50%) or one hundred percent (100%) level for an additional two (2) years. The 50% level will be subject to the same monthly maximum imposed on retirees with twenty (20) or more years of service.

(3) No less than two (2) months prior to the four (4) year anniversary of the disability date, the Medical Retiree will again meet with the Committee for a final determination. The Review Committee may end contributions after four (4) years or continue them at a fifty percent (50%) or one hundred percent (100%) level, which decision will remain valid until the Medical Retiree and his or her family members age out of the Plan, or until INPRS determines the Medical Retiree is no longer disabled. The 50% level will be subject to the same monthly maximum imposed on retirees with twenty (20) or more years of service.

(4) The Committee shall be comprised of nine (9) members, as follows:

a. two (2) police officers elected from within their ranks, who may not also serve on the Department's Pension Committee;

b. two (2) firefighters elected from within their ranks, who may not also serve on the Department's Pension Committee;

c. one (1) upper level management employee selected by the police and fire chiefs;

d. two (2) civilian employees nominated by their directors and selected by the Director of Human Resources;

e. one (1) civilian management employee nominated by his or her director and selected by the Director of Human Resources; and

f. the Director of Human Resources, who shall chair the Committee

(5) The Committee shall be authorized to consider the Medical Retiree's medical condition, preparation for different careers, employment status, family status and other relevant factors in reaching a decision. The Committee may end benefits without further consideration for a Medical Retiree who refuses to provide information as requested.

(6) This section (g) applies to Medical Retirees whose final determination is made after July 31, 2020. Those Medical Retirees whose determinations were made on or before July 31, 2020, will continue to receive benefits provided under previous guidelines.

(h) *Summary only*. The benefits described in sections (e) through (g) are a summary only. Complete details regarding insurance benefits for employees who retire or who die or are disabled in the line of duty are set forth in the City of Carmel Guidelines For Payment Of Retiree Insurance Premiums and Guidelines for Payment of Premiums For Individuals Who Die Or Who Are Disabled In The Line Of Duty, as amended from time to time.

~~(h)~~(i) *Coordination of benefits.* An employee who qualifies for an employee contribution based on years of service <u>and</u> death or disability shall receive the greater of the benefits described in sections (e) through (g) above for which he or she is eligible.

~~(i)~~(j) *Eligibility*. Eligibility for the Plan is determined solely by the provisions of the Plan. Sections (e) through (g) above pertain only to premium contributions and not to Plan eligibility.

(k) *City as sole beneficiary*. Benefits under this section will be paid only to the City of Carmel Employee Health Benefit Plan or its successor plan. Under no circumstances will the City make premium contributions to a plan that is not sponsored by the City of Carmel.

Section 3. All prior City ordinances or parts thereof that are inconsistent with any provision of this Ordinance are hereby repealed, to the extent of such inconsistency only, as of the effective date of this Ordinance, such repeal to have prospective effect only.

Section 4. If any portion of this Ordinance is for any reason declared to be invalid by a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Ordinance.

Section 5. This Ordinance shall be in full force and effect from and after August 1, 2020.

[remainder of page left intentionally blank]

Sponsor: Councilor Finkam

PASSED by the Common Council of the City of Carmel, Indiana this _____ day of _____ 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____ _____

Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____

H. Bruce Kimball Kevin D. Rider

_____ _____

Anthony Green Jeff Worrell

_____ _____

Tim Hannon Miles Nelson

_____

Adam Aasen

ATTEST:

_____

Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____

Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____

James Brainard, Mayor

ATTEST:

_____

Sue Wolfgang, Clerk

Prepared by Barbara Lamb, Director of Human Resources

Sponsor: Councilor Finkam

ORDINANCE OR RESOLUTION FOR APPROPRIATIONS AND TAX RATES

State Form 55865 (7-15)
Approved by the State Board of Accounts, 2015
Prescribed by the Department of Local Government Finance

Budget Form No. 4
Generated 9/28/2020 10:58:06 AM

Ordinance / Resolution Number D-2546-20

Be it ordained/resolved by the **Carmel Civic City** that for the expenses of **CARMEL CIVIL CITY** for the year ending December 31, **2021** the sums herein specified are hereby appropriated and ordered set apart out of the several funds herein named and for the purposes herein specified, subject to the laws governing the same. Such sums herein appropriated shall be held to include all expenditures authorized to be made during the year, unless otherwise expressly stipulated and provided for by law. In addition, for the purposes of raising revenue to meet the necessary expenses of **CARMEL CIVIL CITY**, the property tax levies and property tax rates as herein specified are included herein. Budget Form 4-B for all funds must be completed and submitted in the manner prescribed by the Department of Local Government Finance.

This ordinance/resolution shall be in full force and effect from and after its passage and approval by the **Carmel Civic City**.

Name of Adopting Entity / Fiscal Body	Type of Adopting Entity / Fiscal Body	Date of Adoption
Carmel Civic City	Common Council and Mayor	10/19/2020

Funds

Fund Code	Fund Name	Adopted Budget	Adopted Tax Levy	Adopted Tax Rate
0061	RAINY DAY	$0	$0	0.0000
0101	GENERAL	$110,115,430	$44,000,000	0.5223
0180	DEBT SERVICE	$1,485,700	$1,360,000	0.0161
0341	FIRE PENSION	$634,872	$0	0.0000
0342	POLICE PENSION	$623,634	$0	0.0000
0706	LOCAL ROAD & STREET	$3,023,401	$0	0.0000
0708	MOTOR VEHICLE HIGHWAY	$20,206,246	$15,022,053	0.1783
0907	STORM SEWER	$4,237,359	$0	0.0000
1151	CONTINUING EDUCATION	$80,000	$0	0.0000
2379	CUMULATIVE CAPITAL IMP (CIG TAX)	$212,596	$0	0.0000
2391	CUMULATIVE CAPITAL DEVELOPMENT	$4,547,753	$4,212,538	0.0500
2482	REDEVELOPMENT BOND	$2,824,500	$2,800,000	0.0332
6290	CUMULATIVE SEWER	$0	$0	0.0000
		$147,991,491	**$67,394,591**	**0.7999**

ORDINANCE OR RESOLUTION FOR APPROPRIATIONS AND TAX RATES

State Form 55865 (7-15)
Approved by the State Board of Accounts, 2015
Prescribed by the Department of Local Government Finance

Budget Form No. 4
Generated 9/28/2020 10:58:06 AM

Home-Ruled Funds (Not Reviewed by DLGF)

Fund Code	Fund Name	Adopted Budget
9500	Deferral Fund	$127,617
9501	Court Records Prepetuation Fund	$71,000
9502	BEFORE & AFTERSCHOOL CARE	$4,373,072
9503	Law Enforcement Aid Fund	$354,375
9504	Ambulance Capital Fund	$1,647,833
9506	Park Capital Fund	$222,500
9507	Judicial Salary Fee Fund	$101,000
9508	MONON CENTER FUND	$6,310,281
9510	Parks Facilities Fund	$134,966
9511	Public Defender Fund	$6,000
9512	Center Green Ice Rink	$217,595
9513	Historic Preservation	$95,000
9514	Economic Development Fund	$0
9515	Events & Festivals Fund	$14,000
9516	N/R BICYCLE FAX	$21,000
		$13,696,239

ORDINANCE OR RESOLUTION FOR APPROPRIATIONS AND TAX RATES

State Form 55865 (7-15)
Approved by the State Board of Accounts, 2015
Prescribed by the Department of Local Government Finance

Budget Form No. 4
Generated 9/28/2020 10:58:06 AM

Name		Signature
Laura Campbell	Aye ☐ Nay ☐ Abstain ☐	
Sue Finkam	Aye ☐ Nay ☐ Abstain ☐	
Jeff Worrell	Aye ☐ Nay ☐ Abstain ☐	
Tim Hannon	Aye ☐ Nay ☐ Abstain ☐	
Kevin Rider	Aye ☐ Nay ☐ Abstain ☐	
Bruce Kimball	Aye ☐ Nay ☐ Abstain ☐	
Miles Nelson	Aye ☐ Nay ☐ Abstain ☐	
Tony Green	Aye ☐ Nay ☐ Abstain ☐	
Adam Aasen	Aye ☐ Nay ☐ Abstain ☐	

ATTEST

Name	Title	Signature
Sue Wolfgang	Clerk	

MAYOR ACTION (For City use only)

Name		Signature	Date
James Brainard	Approve ☐ Veto ☐		

In accordance with IC 6-1.1-17-16(k), we state our intent to isssue debt after December 1 and before January 1 Yes ☐ No ☐

In accordance with IC 6-1.1-17-16(k), we state our intent to file a shortfall appeal after December 1 and before December 31 Yes ☐ No ☐

CITY OF CARMEL
2021 PROPOSED BUDGET

General Fund	As proposed		
Police Department	26,325,120		
Communications Center	4,294,775		
Fire Department	29,644,345		
Parks Department	4,293,642		
Board of Works	16,231,284		
Mayor's Office	4,744,902		
Law Department	1,802,405		
Community Services	4,317,260		
Human Resources	704,715		
Community Relations	3,993,174		
General Administration	3,229,706		
Brookshire	1,782,652		
Building Operations	3,439,865		
Court	758,960		
Council	582,477		
Controller	1,134,779		
City Clerk	790,469		
Redevelopment	784,955		
City Property Maintenance	1,259,945		
Total		**$**	**110,115,430**
Ambulance Fund		**$**	**1,647,833**
Before & Afterschool Care		**$**	**4,373,072**
Monon Fund		**$**	**6,310,281**
Park Capital		**$**	**222,500**

Motor Vehicle Highway Fund

Engineer's Office	2,304,525		
Street Department	17,901,721		
Total		**$**	**20,206,246**
Local Road & Street		**$**	**3,023,401**
Cum Cap Improvement		**$**	**212,596**
Cum Cap Sewer Fund		**$**	**-**
Deferral Fund		**$**	**127,617**
User Fee/Cont Ed Fund		**$**	**80,000**
Cumulative Capital Development		**$**	**4,547,753**
Stormwater Fund		**$**	**4,237,359**
Public Defenders Fund		**$**	**6,000**
2004 Road Bond Fund		**$**	**2,824,500**
Court Records Fund		**$**	**71,000**
Judicial Salary Fee Fund		**$**	**101,000**
Historic Preservation Fund		**$**	**95,000**
Police Pension Fund		**$**	**623,634**
Fire Pension Fund		**$**	**634,872**
Law Enforcement Aid Fund		**$**	**354,375**
Parks Facilities Fund		**$**	**134,966**
Non-Reverting Bicycle Facilities		**$**	**21,000**
Non-Reverting Green Ice		**$**	**217,595**
Non-Reverting Events & Festivals		**$**	**14,000**
2016 G.O. Bonds		**$**	**1,485,700**
Rainy Day Fund		**$**	**-**
Total Proposed 2020 City of Carmel Budget		**$**	**161,687,730**

Sponsor(s): Campbell

ORDINANCE D-2542-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, FIXING SALARIES OF APPOINTED OFFICERS AND EMPLOYEES OF THE CARMEL CITY CLERK FOR THE YEAR 2021

Synopsis: Establishes 2021 maximum salaries for employees of the Carmel City Clerk.

BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, THAT:

As referenced by Indiana Code 36-4-7-3 and 36-4-11-4, the Carmel Common Council is requested to approve the maximum salaries and pay schedule for appointed deputies and employees of the Carmel City Clerk, beginning December 26, 2020, and continuing through December 24, 2021, as follows:

Section 1.

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
CHIEF DEPUTY CLERK OF CITY BUSINESS	2818.04
CHIEF DEPUTY CLERK OF COURT BUSINESS	2818.04
DEPUTY CLERK	2439.15

Section 2. All relevant provisions of Ordinance D-2542-20, Section15, are also incorporated herein.

[remainder of page left intentionally blank]

PASSED by the Common Council of the City of Carmel, Indiana this _____ day of _____ 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____	_____
Laura Campbell, President	H. Bruce Kimball
_____	_____
Sue Finkam, Vice-President	Miles Nelson
_____	_____
Adam Aasen	Kevin Rider
_____	_____
Anthony Green	Jeff Worrell
_____	
Timothy Hannon	

ATTEST:

_____
Sue Wolfgang, City Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, City Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, City Clerk

Sponsors: Kevin D Rider Laura Campbell Sue Finkam

ORDINANCE D-2543-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, FIXING SALARIES OF APPOINTED OFFICERS AND EMPLOYEES OF THE CARMEL CITY COURT FOR THE YEAR 2021

BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, THAT:

As required by the Indiana Code, it is requested that the maximum salaries and pay schedule of appointed officers and employees of the Carmel City Court, Carmel, Indiana be established beginning December 26, 2020 and continuing thereafter until December 24, 2021 and request that such salary rates be approved by the Common Council.

CLASSIFICATION	**MAXIMUM BI-WEEKLY SALARY**
COURT CLERK ADMINISTRATOR/JUDGE'S EXECUTIVE ASSISTANT	$2,950.00
COURT STAFF /COURT REPORTER	$2,500.00
PART-TIME BAILIFF	UP TO $45.00 PER HOUR
PART-TIME COURT STAFF	UP TO $40.00 PER HOUR
LEGAL INTERNS	UP TO $21.00 PER HOUR

Section 1. Full-time employees of the city Court shall receive $220.00 per year longevity pay for the first ten years of service and $280.00 per year for years eleven through twenty-five, in addition to all other forms of compensation. Terms and conditions of longevity pay shall conform to the City's most current regulations as adopted by the Carmel City Council.

Section 2. Each Court employee who is required to work on a declared holiday, whether on a scheduled basis or unscheduled basis, shall receive thirteen dollars ($13.00) per hour premium pay for each hour actually worked on the holiday. Such premium shall be calculated to the nearest quarter hour.

Section 3. A full-time civilian employee who demonstrates a specified level of fluency in an approved foreign language shall receive an additional fifteen hundred dollars ($1,500.00) per year, in addition to all other forms of compensation. All such pay must be approved by the Judge of Carmel City Court. To continue receiving this compensation, the employee is required to maintain fluency, and may be periodically re-tested.

Section 4. Employees who meet established criteria, as set by the Judge of Carmel City Court, pertaining to education and job function shall receive technical pay amounting to ten percent (10%) of their base pay, in addition to all other forms of compensation.

PASSED by the Common Council of the City of Carmel, Indiana, this ____ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____	_____
Laura D Campbell	H. Bruce Kimball
_____	_____
Jeff Worrell	Sue Finkam
_____	_____
Miles Nelson	Kevin Rider
_____	_____
Anthony Green	Tim Hannon
_____	
Adam Aasen	

ATTEST:

_____
Susan E Wolfgang, City Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Susan E Wolfgang, City Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Susan E Wolfgang, Clerk

This document was prepared by Judge Brian G. Poindexter

Sponsors: Councilors Aasen and Finkam

ORDINANCE D-2544-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, FIXING SALARIES OF APPOINTED OFFICERS AND EMPLOYEES OF THE CITY OF CARMEL, INDIANA, FOR THE YEAR 2021

Synopsis: Establishes 2021 maximum salaries for employees of the Executive branch.

BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, THAT:

I, James Brainard, Mayor of the City of Carmel, Indiana, as required by Indiana Code 36-4-7-3 and Indiana Code 36-8-3-3, do hereby fix the maximum salaries and pay schedule of appointed officers and employees of the City of Carmel, Indiana, beginning December 26, 2020, and continuing thereafter until December 24, 2021, and request that such salary rates be approved by the Common Council as follows:

1. POLICE

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
CHIEF	6132.69
DEPUTY CHIEF	4522.81
MAJOR	4144.00
LIEUTENANT	3575.69
SERGEANT	3196.85
FIRST CLASS/MASTER PATROL OFFICER	2921.96
PATROL OFFICER	2818.04
ACCREDITATION ADMINISTRATOR	3196.85
FORENSIC SPECIALIST	3196.85
RECORDS SYSTEMS ADMINISTRATOR	3007.42
FACILITIES, EQUIPMENT AND SYSTEMS SUPPORT SPECIALIST	3007.42
QUARTERMASTER	2628.62
AUTO MECHANIC I	2628.62
AUTO MECHANIC II	2439.15
OFFICE ADMINISTRATOR	2439.15
RECRUITING AND HIRING COORDINATOR	2439.15
CRIMINAL INTELLIGENCE ANALYST	2439.15
ANIMAL CONTROL SPECIALIST	2249.77
SPECIAL INVESTIGATIONS ADMINISTRATOR	2249.77
RECORDS SUPERVISOR	2249.77
NIBRS COORDINATOR	2060.31
ADMINISTRATIVE ASSISTANT I	2060.31
COMMUNITY RESOURCE SPECIALIST	2060.31
PROPERTY/EVIDENCE ROOM CLERK	2060.31
RECORDS CLERK	1870.88
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY (except Security Officer)	UP TO $24.00 PER HOUR
PART-TIME SECURITY OFFICER	UP TO $45.00 PER HOUR

a. Designated Field Training Officers shall, at the request of the Chief of Police, be entitled to receive up to ten dollars ($10.00) per hour for performing the duties associated with these functions, in addition to all other forms of compensation.

b. Accident Investigators, Certified Instructors and DARE Officers shall, at the request of the Chief of Police, be entitled to receive up to three dollars ($3.00) per hour for performing the duties associated with these functions, in addition to all other forms of compensation.

c. A Police Officer who demonstrates a specified level of fluency in an approved foreign language shall receive an additional two thousand dollars ($2,000.00) per year, in addition to all other forms of compensation. All such pay must be approved by the Chief of Police and the Director of Human Resources. To continue receiving this compensation, the Officer is required to maintain fluency, and may be periodically re-tested.

d. Police Department employees who meet criteria specified by the Carmel Police Department Rules and Regulations may qualify for the specialty pay specified below, in addition to all other forms of compensation:

INVESTIGATOR*	UP TO $2500.00 PER YEAR
SCHOOL RESOURCE OFFICER*	UP TO $2500.00 PER YEAR
PERSONNEL SPECIALIST/FTO COORDINATOR*	UP TO $2500.00 PER YEAR
FIREARMS RANGE/TRAINING COORDINATOR*	UP TO $2500.00 PER YEAR
K-9 HANDLER	UP TO $2000.00 PER YEAR
FIELD EVIDENCE TECHNICIAN*	UP TO $2000.00 PER YEAR
SPECIAL WEAPONS AND TACTICS (SWAT)	UP TO $1500.00 PER YEAR
EMERGENCY RESPONSE GROUP (ERG)	UP TO $1500.00 PER YEAR
ADVANCED ACCIDENT INVESTIGATOR**	UP TO $1500.00 PER YEAR
MOTORCYCLE/TRAFFIC OFFICER*	UP TO $1500.00 PER YEAR
DRUG RECOGNITION OFFICER*	UP TO $1000.00 PER YEAR
IDACS COORDINATOR*	UP TO $1000.00 PER YEAR
CHILD SAFETY SEAT TECHNICIAN*	UP TO $1000.00 PER YEAR

*Non-supervisory personnel only
**Officers receiving Accident Investigator hourly pay are not eligible for this specialty

Each Police Department employee shall be entitled to receive only one (1) type of specialty pay at any given time. The employee shall receive the highest specialty pay for which he or she is eligible. All specialty pay shall cease when an employee no longer performs the duties associated with the pay or no longer meets the qualifications for such pay, whether the change results from the decision/action of the City or of the employee.

f. A Carmel Police Officer who is assigned Operations Division Patrol primary on-call duties between the hours of 5:00 AM and 5:00 PM, or 5:00 PM and 5:00 AM, is eligible for on-call pay at a flat rate of ten dollars ($10.00) per shift for regular weekdays and twenty-five dollars ($25.00) per shift for Saturday, Sunday and City holidays, in addition to all other forms of compensation. Eligibility for on-call pay shall be determined by the department's on-call policy. Exempt employees are not eligible for on-call pay.

g. Following twelve (12) full months of employment, each officer of the Carmel Police Department shall be eligible for an annual clothing allowance of fourteen hundred dollars ($1400.00), the entirety to be paid in a lump sum on or before April 1. Such payment shall be treated as taxable income.

h. Police Officers shall be exempted from Social Security as outlined in Carmel City Code Sec. 2-56(d)(6).

2. FIRE

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
CHIEF	6132.69
DEPUTY CHIEF	4522.81
BATTALION CHIEF	4144.00
EMS CHIEF	4144.00
FIRE MARSHAL	4144.00
SAFETY CHIEF	4144.00
TRAINING CHIEF	4144.00
COMMUNICATIONS CHIEF	4144.00
APPARATUS AND MAINTENANCE CHIEF	4144.00
FACILITIES/SUPPORT SERVICES CHIEF	4144.00
PUBLIC EDUCATION OFFICER	3765.12
DEPUTY FIRE MARSHAL	3575.69
CAPTAIN	3575.69
LIEUTENANT	3386.27
ENGINEER	3007.42
FIRST CLASS/MASTER FIREFIGHTER	
	2921.9
6	
FIREFIGHTER	2818.04
CRISIS INTERVENTION MANAGER	3575.69
EXECUTIVE DIVISION MANAGER	3386.27
ACCREDITATION/BUDGET ADMINISTRATOR	3386.27
CRISIS INTERVENTION SPECIALIST	2818.04
QUARTERMASTER	2628.62
MECHANIC I	2628.62
COMMUNITY LIAISON OFFICER	2249.77
AMBULANCE BILLING SPECIALIST	2249.77
ADMINISTRATIVE ASSISTANT I	2060.31
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

a. A Firefighter shall be entitled an additional two dollars ($2.00) per hour for each hour he or she is assigned to an ambulance, in addition to all other forms of compensation.

b. A Captain or Lieutenant who fills in for a Battalion Chief shall receive three dollars ($3.00) per hour ride-out pay, and a Firefighter who fills in for an Engineer, Lieutenant or Captain shall receive two dollars ($2.00) per hour ride-out pay, in addition to all other forms of compensation. Officers filling in for other officers (except filling in for a Battalion Chief) are not eligible for ride-out pay.

c. A Firefighter who demonstrates a specified level of fluency in an approved foreign language shall receive an additional two thousand dollars ($2,000.00) per year, in addition to all other forms of compensation. All such pay must be approved by the Fire Chief and the Director of Human

Resources. To continue receiving this compensation, the Firefighter is required to maintain fluency, and may be periodically re-tested.

d. Fire Department employees who meet criteria specified by the Carmel Fire Department Rules and Regulations may qualify for the specialty pay specified below, in addition to all other forms of compensation:

PARAMEDIC	10% OF FIRST CLASS FIREFIGHTER SALARY
PUBLIC INFORMATION OFFICER (PIO)	UP TO $3500.00 PER YEAR
ENGINEER TECHNICAL PAY	UP TO $2500.00 PER YEAR
SHIFT INVESTIGATOR	UP TO $2000.00 PER YEAR
MECHANIC	UP TO $2000.00 PER YEAR
HAZARDOUS MATERIALS	UP TO $2000.00 PER YEAR
SPECIAL DUTY PAY	UP TO $2000.00 PER YEAR
CERTIFIED AMBULANCE CODER	UP TO $2000.00 PER YEAR
STATION CAPTAIN	UP TO $1500.00 PER YEAR

Each Fire Department employee shall be entitled to receive only one (1) type of specialty pay at any given time, except those receiving Public Information Officer, Special Duty, Station Captain or Engineer Technical Pay specialty pay, who are eligible for one other form of specialty pay. The employee shall receive the highest specialty pay for which he or she is eligible. All specialty pay shall cease when an employee no longer performs the duties associated with the pay or no longer meets the qualifications for such pay, whether the change results from the decision/action of the City or of the employee.

e. Twenty-four Hour Fire Schedule Pay shall be paid to Fire Department personnel required to work a 24-hour shift, in addition to all other forms of compensation, as specified below (Firefighters hired after January 1, 1999, are <u>not</u> eligible for 24 Hour Fire Schedule Pay):

BATTALION CHIEF	UP TO $143.00 BI-WEEKLY
CAPTAIN	UP TO $143.00 BI-WEEKLY
LIEUTENANT	UP TO $136.00 BI-WEEKLY
ENGINEER	UP TO $130.00 BI-WEEKLY
FIREFIGHTER	UP TO $125.00 BI-WEEKLY

3. MAYOR

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
EXECUTIVE OFFICE MANAGER	3196.85
ADMINISTRATIVE ASSISTANT I	2060.31
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

4. COMMUNITY RELATIONS AND ECONOMIC DEVELOPMENT

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR OF COMMUNITY RELATIONS/ECONOMIC DEVELOPMENT	6385.08
EVENTS AND FESTIVALS MANAGER	3386.27
PROJECT MANAGER	3196.85

TRANSPORTATION DEVELOPMENT COORDINATOR	3007.4
2	
COMMUNITY RELATIONS SPECIALIST	2439.15
ADMINISTRATIVE ASSISTANT I	2060.31
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

5. REDEVELOPMENT

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR	6132.69
ASSISTANT DIRECTOR	3954.54
REDEVELOPMENT FINANCE MANAGER	3196.85
REDEVELOPMENT PROJECT MANAGER	3196.8
5	
ADMINISTRATIVE ASSISTANT I	2060.31
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

6. OFFICE OF CORPORATION COUNSEL

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
CORPORATION COUNSEL	6835.08
CITY ATTORNEY	3954.54
ASSISTANT CITY ATTORNEY	3765.12
EXECUTIVE/SUPERVISORY ASSISTANT	2818.04
PARALEGAL	2060.31
COLLECTIONS ADMINISTRATOR	2439.15
DEFERRAL COORDINATOR	2060.31
ADMINISTRATIVE ASSISTANT I	2060.31
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

7. ADMINISTRATION

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR OF ADMINISTRATION	6835.08
FACILITIES MANAGER	2439.15
BUILDING SERVICES WORKER	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

8. INFORMATION AND COMMUNICATION SYSTEMS

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR OF INFORMATION AND COMMUNICATION SYSTEMS	5430.23
GIS COORDINATOR	3386.27
SYSTEMS SUPERVISOR	3386.27
COMMUNICATIONS SUPERVISOR	3196.85

SYSTEMS APPLICATION AND SERVICE ADMINISTRATOR	3196.85
NETWORK ADMINISTRATOR	3196.85
SYSTEMS ADMINISTRATOR	3196.85
NETWORK/APPLICATIONS ANALYST	2628.62
GIS ANALYST	2628.62
COMMUNICATIONS TECHNICIAN I	2439.15
OFFICE ADMINISTRATOR	2439.15
GIS TECHNICIAN II	2249.77
COMMUNICATIONS TECHNICIAN II	2249.77
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

a. A Department of Information and Communication Systems employee who is assigned primary on-call duties between the hours of 4:30 PM and 8:00 AM, and other times when the department is not fully staffed, is eligible for on-call pay at a flat rate of ten dollars ($10.00) per day for regular weekdays and twenty-five dollars ($25.00) per day for Saturday, Sunday and City holidays, in addition to all other forms of compensation. Eligibility for on-call pay shall be determined by the department's on-call policy. Exempt employees are not eligible for on-call pay.

9. HUMAN RESOURCES

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR OF HUMAN RESOURCES	5430.23
EMPLOYEE BENEFITS MANAGER	2818.04
EMPLOYEE DEVELOPMENT COORDINATOR	2628.62
OFFICE ADMINISTRATOR	2439.15
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

10. OFFICE OF CONTROLLER

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
CONTROLLER/DIRECTOR	5430.23
DEPUTY DIRECTOR	3954.54
STAFF ACCOUNTANT	3007.42
FINANCIAL ANALYST	2818.04
PAYROLL ANALYST	2818.04
ACCOUNTS PAYABLE ADMINISTRATOR	2628.62
FINANCIAL SPECIALIST	2439.15
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

UP TO $23.00 PER HOUR

11. GOLF COURSE

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
GENERAL MANAGER/SUPERINTENDENT	4525.23
GOLF PRO	3196.85

MAINTENANCE SUPERVISOR	2349.15
OFFICE ADMINISTRATOR	2349.15
ASSISTANT GOLF PRO	2249.77
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

12. COMMUNITY SERVICES

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR	6132.69
BUILDING COMMISSIONER	3765.12
ASSISTANT BUILDING COMMISSIONER	3196.85
PLANNER I	3196.85
CODE ENFORCEMENT OFFICER	3007.42
TRANSPORTATION SYSTEMS ADMINISTRATOR	3007.42
BUILDING INSPECTOR/PLANS EXAMINER	2818.04
PLANNER II	2818.04
ENVIRONMENTAL PLANNER	2818.04
CODE ENFORCEMENT INSPECTOR	2628.62
URBAN FORESTER	2628.62
OFFICE ADMINISTRATOR	2439.15
PERMITS SPECIALIST	2439.15
ADMINISTRATIVE ASSISTANT I	2060.31
URBAN FORESTRY SPECIALIST	2060.31
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

13. ENGINEERING

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
CITY ENGINEER/ DIRECTOR OF ENGINEERING	6132.69
ASSISTANT CITY ENGINEER	4144.00
CONSTRUCTION MANAGER	3386.27
STAFF ENGINEER I	3386.27
STAFF ENGINEER II	3196.85
ENGINEERING ADMINISTRATOR	3007.42
STORM WATER ADMINISTRATOR	3007.42
PLAN REVIEW COORDINATOR	2818.04
INSPECTOR	2818.04
GIS ANALYST	2628.62
OFFICE ADMINISTRATOR	2439.15
ADMINISTRATIVE ASSISTANT I	2060.31
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

14. STREET

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
STREET COMMISSIONER/DIRECTOR	5430.23
OPERATIONS MANAGER	3575.69

FOREMAN	2818.04
GIS ANALYST	2628.62
OFFICE ADMINISTRATOR	2439.15
SKILLED LABORER	2060.31
ADMINISTRATIVE ASSISTANT I	2060.31
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

a. A Street Department employee who is assigned primary on-call duties between the hours of 4:30 PM and 8:00 AM, and other times when the department is not fully staffed, is eligible for on-call pay at a flat rate of ten dollars ($10.00) per day for regular weekdays and twenty-five dollars ($25.00) per day for Saturday, Sunday and City holidays, in addition to all other forms of compensation. Eligibility for on-call pay shall be determined by the department's on-call policy. Exempt employees are not eligible for on-call pay.

15. UTILITIES

CLASSIFICATION	MAXIMUM BI-WEEKLY BASE SALARY
DIRECTOR	6132.69
ASSISTANT DIRECTOR	4522.81
WATER/SEWER OPERATIONS MANAGER	3954.54
WATER/SEWER PLANT MANAGER	3575.69
DISTRIBUTION/COLLECTION SYSTEM MANAGER	3575.69
CUSTOMER SERVICE MANAGER	3575.69
ELECTRICAL SUPERVISOR	3196.85
MANAGER OF CUSTOMER RELATIONS AND EDUCATION	3196.85
ACCOUNTING SUPERVISOR	3196.85
WATER/SEWER SUPERVISOR	3196.85
WATER TREATMENT COMPLIANCE ADMINISTRATOR	3196.85
MAINTENANCE/ELECTRONICS FOREMAN	2818.04
WATER/SEWER FOREMAN	2818.04
METERED/FIELD SUPPORT SERVICES COORDINATOR	2818.04
FINANCIAL PROGRAM OFFICER	2818.04
SENIOR OPERATOR	2628.62
ELECTRICIAN	2628.62
SCADA TECHNICIAN	2628.62
AUTO MECHANIC I	2628.62
WATER/SEWER PLANT OPERATOR	2439.15
DISTRIBUTION/COLLECTION SYSTEM OPERATOR	2439.15
DATA TECHNICIAN	2439.15
AUTO MECHANIC II	2439.15
HOUSEHOLD HAZARDOUS WASTE COORDINATOR	2439.15
OFFICE ADMINISTRATOR	2439.15
ACCOUNTANT	2439.15
LABORATORY ANALYST	2249.77
METERED SERVICES COORDINATOR	2249.77
WATER/SEWER MECHANIC	2249.77
ACCOUNTING TECHNICIAN	2184.23
SKILLED LABORER	2060.31
ADMINISTRATIVE ASSISTANT I	2060.31

GENERAL LABORER	1870.88
METER READER	1870.88
ADMINISTRATIVE ASSISTANT II	1870.88
PART-TIME/TEMPORARY	UP TO $24.00 PER HOUR

a. A Utilities employee who is assigned primary on-call duties between the hours of 4:30 PM and 8:00 AM, and other times when the department is not fully staffed, is eligible for on-call pay at a flat rate of ten dollars ($10.00) per day for regular weekdays and twenty-five dollars ($25.00) per day for Saturday, Sunday and City holidays, in addition to all other forms of compensation. Eligibility for on-call pay shall be determined by the department's on-call policy. Exempt employees are not eligible for on-call pay.

15. GENERAL PROVISIONS

a. All base salaries paid by the City of Carmel to its employees shall conform to the general guidelines established for the grade and step compensation system implemented January 1, 1999 and revised effective January 1, 2017. The figures listed in the salary ordinance are maximums, and do not necessarily represent an incumbent's actual salary.

b. All full-time employees shall receive two hundred twenty dollars ($220.00) per year longevity pay for the first ten years of service and two hundred eighty dollars ($280.00) per year for years eleven through twenty-five, in addition to all other forms of compensation. Longevity pay terms and conditions shall conform to the City's current longevity ordinance as adopted by the Carmel Common Council.

c. All employees whose regularly assigned shift begins between the hours of 2:00 PM and 11:00 PM shall be entitled to receive shift differential pay of one dollar ($1.00) per hour for each hour worked, in addition to all other forms of compensation.

d. Each full-time, part-time, seasonal or temporary employee who is required to report to work on a declared holiday, whether on a scheduled or an unscheduled basis, shall receive fifteen dollars ($15.00) per hour premium pay for each hour actually worked on the holiday. Such premium pay shall be calculated to the nearest quarter hour.

e. A full-time civilian employee who demonstrates a specified level of fluency in an approved foreign language shall receive an additional two thousand dollars ($2,000.00) per year, in addition to all other forms of compensation. All such pay must be approved by the employee's director and the Director of Human Resources. To continue receiving this compensation, the employee is required to maintain fluency, and may be periodically re-tested.

f. Employees who meet established criteria pertaining to education and job function (excluding directors) shall receive technical pay amounting to ten percent (10%) of their base pay, in addition to all other forms of compensation.

g. All full-time and part-time employees shall be paid only by the department of hire, and only from the appropriate budget line.

h. Overtime compensation for full-time, part-time and temporary employees shall be in addition to the amounts specified above, and shall be paid in compliance with the federal Fair Labor Standards Act and the City of Carmel's most current compensation ordinance as adopted by the Carmel Common Council.

i. The regular hourly and overtime rate of pay shall be determined as follows:

i) The hourly rate of pay of all City employees shall be calculated based upon the number of hours the employee is scheduled to work in a regular work period.

ii) The formula for calculating the hourly rate of pay shall be: (bi-weekly base pay + longevity pay + shift differential pay + 24 hour fire schedule pay + specialty pay)/ hours the employee is scheduled to work in a regular work period.

iii) Scheduled hours are as follows:

- For all civilians and for firefighters in administrative positions, the scheduled hours shall be 37.5 in a 7-day work period (75 hours bi-weekly).

- For all police officers and golf course employees, the scheduled hours shall be 160 in a 28-day work period (80 hours bi-weekly).

- For firefighters who work a 24-hour shift, the scheduled hours shall be an average of 224 hours in a 28-day work period (112 hours bi-weekly).

iv) The formula for calculating the overtime rate of pay shall be:

- For Fire Department non-exempt shift employees, hourly rate of pay (as determined by formula in Section 12(h)(ii) above) x 0.5 for scheduled overtime from 212-224 hours, and hourly rate x 1.5 for scheduled overtime in excess of 224 hours and for all emergency call-outs, end-of-shift runs and work-related court appearances.

- For all other non-exempt City employees, hourly rate of pay (as determined by formula in Section 12(h)(ii) above) x 1.5.*

  *Not all overtime is eligible for time and one-half compensation. See Carmel City Code § 2-40 (c) for guidelines.

j. Compensation for Meetings

i) Appointed members of the Plan Commission, Board of Zoning Appeals and Carmel Cable and Telecommunications Commission shall be paid the sum of seventy-five dollars ($75.00) for each regularly scheduled meeting attended. Appointed members of the Plan Commission shall receive an additional seventy-five dollars ($75.00) for each standing sub-committee meeting attended.

ii) Exempt employees shall be entitled to compensatory time off for all meetings that cause them to work in excess of 40 hours per week.

Exempt employees of the Department of Community Services who have banked the maximum of 50 hours of compensatory time off shall be entitled to receive a stipend of seventy-five dollars ($75.00) per meeting, rather than compensatory time off, for regular or special meetings of the Plan Commission or Board of Zoning Appeals, or their respective committees or task forces, if such meetings are held outside the regular working hours of 8:00 a.m. to 5:00 p.m. and cause the employees to work in excess of 40 hours per week.

Except as described in the previous paragraph, no exempt employee shall receive any monetary compensation beyond base salary for attending a meeting. Under no circumstances shall an exempt employee be entitled to receive both a meeting stipend and compensatory time off for attending the same meeting.

iii) Non-exempt employees of the Department of Community Services shall be entitled to overtime compensation for attending regular or special meetings of the Plan Commission or Board of Zoning Appeals, or their respective committees or task forces, if such meetings cause them to work in excess of 37.5 hours per week.

k. Appointed members of the Board of Public Works and Safety shall be paid a salary of seven thousand two dollars ($7,002.00) per year.

PASSED by the Common Council of the City of Carmel, Indiana this _____ day of _____ 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____	_____
Laura D. Campbell, President	Sue Finkam, Vice-President
_____	_____
H. Bruce Kimball	Kevin D. Rider
_____	_____
Anthony Green	Jeff Worrell
_____	_____
Tim Hannon	Miles Nelson
_____	
Adam Aasen	

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by Barbara Lamb, Director of Human Resources

Sponsors: Councilors Aasen and Finkam

ORDINANCE D-2545-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, FIXING SALARIES OF ELECTED OFFICIALS OF THE CITY OF CARMEL, INDIANA, FOR THE YEAR 2021

Synopsis: Establishes 2021 salaries for Elected Officials.

WHEREAS, the Common Council of the City of Carmel (the "City") desires to set the bi-weekly salaries and other compensation of the City's elected officials pursuant to IC 36-4-7-2.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, as follows

Section 1: The bi-weekly salaries of elected officials shall be as follows commencing December 26, 2020 and continuing through December 24, 2021:

ELECTED OFFICIAL	BI-WEEKLY SALARY
MAYOR	5894.24
JUDGE	5186.14
CITY CLERK	4346.15
COMMON COUNCIL	834.38

Section 2: All elected officials shall be provided with a City-issued cellular phone and a plan for unlimited minutes and data.

Section 3: The Mayor shall be provided with a leased vehicle for personal and/or business use, with no limit on annual mileage. The City shall be responsible for maintenance, repairs, cleaning and gasoline for such vehicle.

[remainder of page left intentionally blank]

PASSED by the Common Council of the City of Carmel, Indiana this _____ day of _____ 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____ _____
Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____
H. Bruce Kimball Kevin D. Rider

_____ _____
Anthony Green Jeff Worrell

_____ _____
Tim Hannon Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by Barbara Lamb, Director of Human Resources

CITY OF CARMEL

DOCS DEPARTMENT REPORT TO THE COUNCIL

October 19, 2020

Courtyards of Carmel PUD Rezone (Z-656-20)

- Plan Commission Docket No. PZ-2020-00028 PUD
- Rezone 59 acres from the 2724 E 136th Street PUD to the Courtyards of Carmel PUD for 150 single family homes
- Site is located at the NE corner of Keystone Parkway and 136th Street
- 150 single family homes proposed (includes historic home) with 30% open space

Planning and Zoning Analysis

- Comprehensive Plan (Comp Plan):
  - Classifies this area as Suburban Residential**.**
  - The PUD would meet the descriptions for the Suburban Residential Classification and is considered a best fit land use next to the surrounding developments.
  - The proposed PUD meets this by allowing only single-family homes, staying within the suggested density of the Comp Plan, providing primarily one-story homes, and having a minimum 30% open space.
- PUD:
  - Age restricted Single Family Lots:
    - 149 single-family lots with a minimum lot area of 4,000 sq. ft. for rear load garages and 6,000 sq. ft. for front load garages. (plus 2 acre historic home lot)
    - Minimum front setback of 10 ft.
    - 3 ft. side yard setbacks.
  - The existing historic home will be preserved on at least 2 acres of land.
  - A minimum of 30% open space, 40 ft. perimeter bufferyards, and tree preservation is required
  - 10' wide asphalt path will be installed along Keystone and petitioner will work in good faith with the City to install path north through Yorktown Woods and Laura Vista to connect to the Hagan-Burke Trail
- Architectural Design:
  - Architectural standards have been included in the PUD.
  - Homes will have rear load garages or front load garages that are setback from the front of the house
  - Front porches are required and shall be at least 6 ft. deep
  - Architectural Diversity standards in PUD will ensure some variety along the streetscape
  - Front elevations will have masonry as will the rears that abut the perimeters.

Negotiations with Petitioner during Plan Commission process

- The number of units was reduced from 170 to 150 (includes historic home)
- Open Space increased to 30%
- All stub street connections will be provided, besides one
- Increased lot width along the perimeter and removed the southernmost lots
- Additional parkettes added to help break up some of the blocks
- Architectural Diversity and Architectural detailing increased

Concerns discussed by the Plan Commission

- The increase in traffic on 136th St. and how traffic would flow through adjacent neighborhoods
- The number of units proposed, and the architecture of homes compared to surrounding properties
- Ensuring appropriate buffering and maximizing tree preservation
- The amenities provided to the residents and the quality of the open space

DOCS Staff found that the proposed PUD meets the Comprehensive Plan and is a best fit next to the surrounding neighborhoods. The thoughtful site layout, buffering, tree preservation, architectural improvements, historic home preservation, path connectivity, and proposed use for empty nester 55+ housing provide many benefits to this development and the community at large and reduce the impact on the neighbors. Large bufferyards and open space adjacent to the homes to the east is provided. Appropriate vehicular and pedestrian connectivity is provided. The architectural requirements were improved. We recommended that the Plan Commission forward this item to City Council with a Favorable Recommendation. They voted 8-0 to send it with a Favorable Recommendation to City Council.

The Courtyards of Carmel PUD

EPCON CARMEL, LLC
EPCON COMMUNITIES, INC.

EPCON Communities

CITY OF CARMEL
A PARTNERSHIP FOR TOMORROW
INDIANA

PRESENTED BY
STEVEN D. HARDIN, ESQ.

faegre drinker

City Council Introduction | October 19, 2020

Developer:
Jason R. Coffee, P.E.,
Vice President, Land Development
Mike Gould, Regional President
Epcon Carmel, LLC
Epcon Communities, Inc.
500 Stonehenge Parkway
Dublin, OH 43017

Land Planner:
Linda M. Menerey, PLA, ASLA,
Senior Planner / Associate
EMH&T, Inc.
5500 New Albany Road
Columbus, OH 43054

Engineer:
Brett Huff,
Senior Project Manager
Kimley-Horn and Associates, Inc.
250 E. 96th Street, Suite 580
Indianapolis, IN 46240

Attorney:
Steven D. Hardin, Esq.
Mark R. Leach, Land Use Planner
Faegre Drinker Biddle & Reath LLP
600 East 96th Street, Suite 600
Indianapolis, IN 46240
Telephone: 317.569.9600

TABLE OF CONTENTS

Tab 1 — Executive Summary

Tab 2 — Comparison with Current, Approved PUD Ordinance

Tab 3 — Neighbor Requests Letter

Tab 4 — Aerial Location Map

Tab 5 — Updated Concept Plan

Tab 6 — Illustrative Home Renderings and Photographs

Tab 7 — Illustrative Streetscape and Plot Plans

Tab 8 — Illustrative Courtyard Landscape and Fence Details

Tab 9 — Rear Yard Landscape Exhibit

Tab 10 — Open Space, Pedestrian Connectivity and Amenities

Tab 11 — Concept Plan Comparison

Tab 12 — Existing Home

Tab 13 — PUD Ordinance

TAB 1

EXECUTIVE SUMMARY

THE COURTYARDS OF CARMEL PUD

Epcon Carmel, LLC / Epcon Communities, Inc. ("Epcon") is pleased to propose its newest single-family residential development, to be known as The Courtyards of Carmel (the "Courtyards"). Located on the 59 +/- acres at the northeast corner of 136th Street and Keystone Parkway, the Courtyards is planned as a high-quality "age restricted" development serving Carmel's 55+ population. The Courtyards will be developed with attractive single-story architecture, amenities that provide numerous social and wellness opportunities, and full landscape maintenance services. The proposed community will be rich in lifestyle benefits desired by those seeking a home in Carmel that provides a quality opportunity to "right size".

The developer and builder, Epcon, is nationally recognized with more than 34 years' experience focusing exclusively in this age targeted sector of housing. Epcon's, unique, copyrighted, "courtyard homes" are recognized as some of the best home designs nationally at addressing the unique needs of the 55+ market. A variety of model sizes and architectural styles all feature a private, outdoor, courtyard for residents to merge indoor and outdoor living. Epcon's single-family homes are expected to range from $375,000 to over $600,000 with an expected average of $475,000.

A Neighborhood Designed for Carmel's Senior Community. Epcon expects that this neighborhood primarily will serve existing Carmel residents who currently live within a 3 to 5 mile radius of the new community and who are expected to be between the ages of 60 to 75. Other homebuyers likely will be parents of current Carmel residents who want to move closer to their Carmel-based extended families. This target market generally enjoys the local shopping, amenities and places of worship where they currently live and want to move into a new neighborhood catering to their season in life, but they don't want to move too far away from the amenities that they currently enjoy and the places they regularly visit. By 2024, census data predicts that nearly 30% (± 30,000) of Carmel's population will be age 55+ with another 14+% (±14,000) in the sector between age 45 to 55 poised to join those age 55+ over the next decade.

Senior-Focused Amenities. The planned amenities committed to in the PUD are:

- Walking trails/sidewalk loops
- Pool
- Clubhouse with exercise/fitness room and gathering/meeting spaces
- Community garden with raised beds and gardeners' shed
- Numerous parkettes
- Perennial path
- Pickle ball courts
- Lawn games
- Bocce ball
- Pond overlooks

Continued next page.

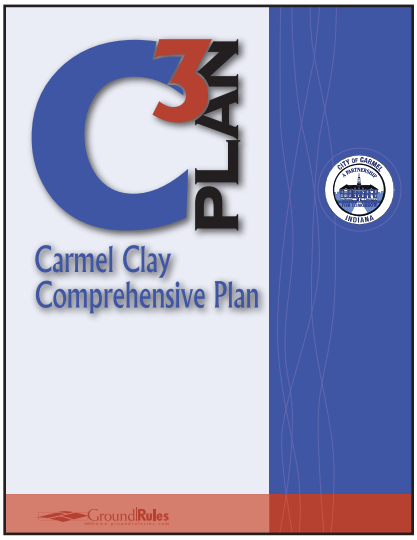
Conceptual Amenity Plan

Continued next page.

EXECUTIVE SUMMARY

THE COURTYARDS OF CARMEL PUD

Age-Restricted Neighborhood. In discussions with the City, Epcon agreed to age-restrict the neighborhood. The age restriction means that the community will be operated as an age-restricted community in compliance with all applicable state and federal laws, including 42 U.S.C. § 3607. This law requires that 80 percent of the occupied homes are occupied by at least one person who is 55 years of age or older.



The City's Professional Planning Staff Supports the Proposed Neighborhood. The City's professional planning staff has been supportive of the project from the outset, noting that the proposed neighborhood is consistent with the City's comprehensive plan and is considered a "best fit" next to the surrounding developments.

CERTIFICATION
OF THE CARMEL PLAN COMMISSION'S RECOMMENDATION
ON THE PETITION TO THE CITY OF CARMEL
TO AMEND THE ZONING ORDINANCE
PURSUANT TO INDIANA CODE 36-7-4-605

ORDINANCE
Z-656-20

The Courtyards of Carmel PUD

CARMEL CITY CLERK
AUG 21 2020
TIME 3:15p

To: The Honorable Common Council
Of the City of Carmel
Hamilton County, Indiana

Dear Members:

The Carmel Plan Commission offers you the following report on the application (Docket No. PZ-2020-00028 PUD) petitioning to rezone 59 acres to PUD/Planned Unit Development.

The Carmel Plan Commission's recommendation on the petition of the applicant is "Favorable."

At its regularly scheduled meeting of August 18, 2020, the Carmel Plan Commission voted Eight (8) in Favor, Zero (0) Opposed, One (1) Absent, to forward to the Common Council the proposed Ordinance No. Z-656-20 with a "Favorable Recommendation".

Please be advised that by virtue of the Plan Commission's Favorable Recommendation, pursuant to IC 36-7-4-608(f), the Council has ninety (90) days to act on this petition before it becomes effective as Certified by the Commission. Ninety days from the date of the Certification is Thursday, November 19, 2020.

CARMEL PLAN COMMISSION

BY: [signature]
Brad Grabow, President

ATTEST:
[signature]
Joe Shestak, Secretary
Carmel Plan Commission
Dated: August 21, 2020

The City's Plan Commission Unanimously Supports the Proposed Neighborhood. At the Plan Commission Residential Committee's August 4, 2020, meeting, the Committee voted unanimously to forward the proposal to the Plan Commission with a favorable recommendation. At the full Plan Commission's August 18, 2020, meeting, the Plan Commission voted unanimously to forward the proposal to the City Council with a favorable recommendation.

Implementing Best Practices in the Zoning Process.

The City Council discussed at a recent meeting how the zoning process works best:

(1) At the outset, the City's professional planning staff advises the developer and the neighbors regarding the City's comprehensive plan, best planning practices, and whether and why the staff supports or opposes the proposed development;

(2) the developer meets with the neighbors to present their proposed plan and receive feedback;

(3) the neighbors provide a list of their top 5 considerations that they request the developer to accommodate, if possible; and

(4) the developer revises the proposed plan to accommodate those considerations that it can without making the project infeasible (recognizing that not every request can be accommodated).

Continued next page.

Epcon Accommodated 9 out of 10 of the Neighbors' Top Requests.
In this case, and knowing that the neighbors have been through 2 recent zoning cases for this same property, Epcon reached out to the neighbors before filing the PUD Ordinance application to introduce themselves, and then conducted 2 virtual meetings and one in-person meeting with the neighbors during the Plan Commission process. After the neighbors reviewed the proposed plan, the neighbors provided to Epcon a letter dated May 4, 2020, with the top 10 considerations that they requested Epcon to accommodate (the letter is attached at Tab 3). The chart below lists those issues and then identifies which ones have been accommodated:

Request #	Request	Accommodated?
1	Lower the density	Yes
2	Remove Smokey Ridge Trail connection	Yes
3	Address Traffic	Yes (City Engineer answered)
4	Change perimeter lot sizes from 52' to 60' and add masonry to perimeter rear architecture	Yes
5	Add anti-monotony provisions	Yes
6	Establish a plan for the historic home	Yes
7	Keep the 40' buffer and augment it	Yes
8	Remove the homes adjacent to Smokey Hollow	Yes
9	Add traffic control within the neighborhood	Yes
10	Landscape lots at each connecting street	No

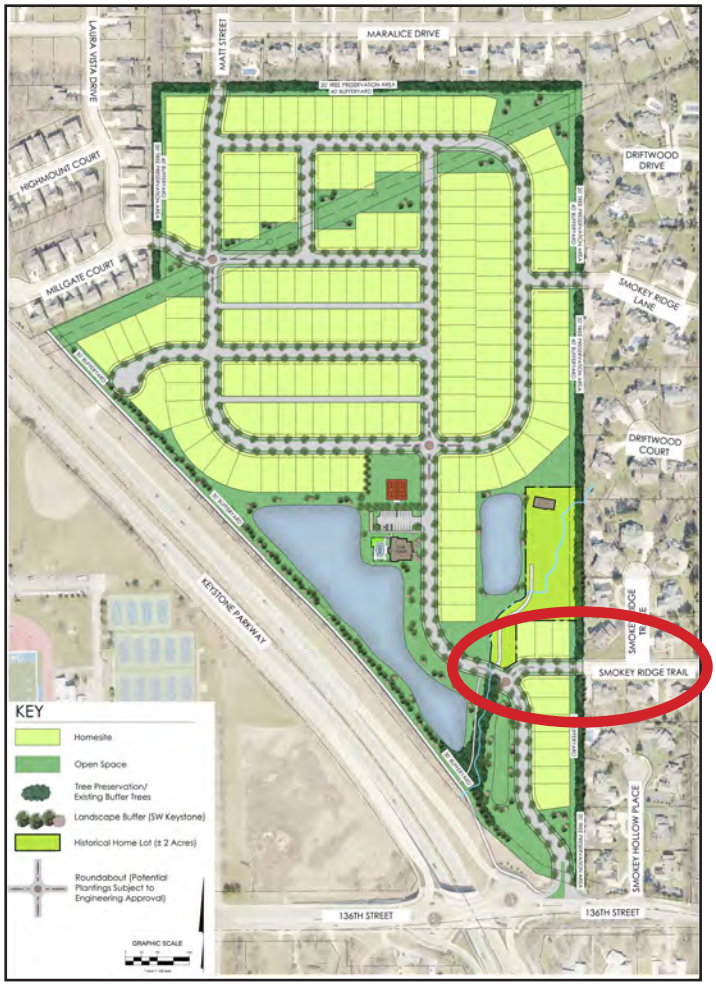
1. Lower the density – Yes
The City's Comprehensive Plan calls for density on this property between 1.4 and 4.0 dwelling units per acre. The properties adjacent to the Epcon site are zoned R1, which provides for density up to 2.9 dwelling units per acre. Epcon originally proposed 169 homes plus the historic home. The current PUD Ordinance permits 165 dwelling units plus the historic home. Epcon reduced the number of homes to 149 plus the historic home (16 less than permitted under the current PUD Ordinance), resulting in 2.52 dwelling units per acre (vs the current PUD ordinance's 2.8 dwelling units per acre). The reduction of these 20 homes results in a loss of approximately $10,000,000 in assessed value for the neighborhood and the City.

Epcon's proposal also is less intense than the current PUD Ordinance. The Comprehensive Plan specifically encourages this property to be developed for "one story ranch and cottage homes", which is what Epcon is proposing. The current PUD Ordinance permits family homes and attached townhomes. In contrast, all of Epcon's homes are less impactful age-restricted single-family detached homes (no family homes and no attached townhomes). Finally, with respect to open space, Epcon has increased the 20% minimum open space standard as required in Old Town's PUD Ordinance to a 30% minimum open space requirement.

Continued next page.

2. <u>Remove the Smokey Ridge Trail connection – Yes</u>

While Epcon included in its original plan a street connection to the adjacent Smokey Ridge Trail stub street, the neighbors expressed a strong desire to not include that connection due to a stated concern over "cut through" traffic. In response, Epcon revised its plan to remove that connection, as shown below:



PREVIOUS PLAN

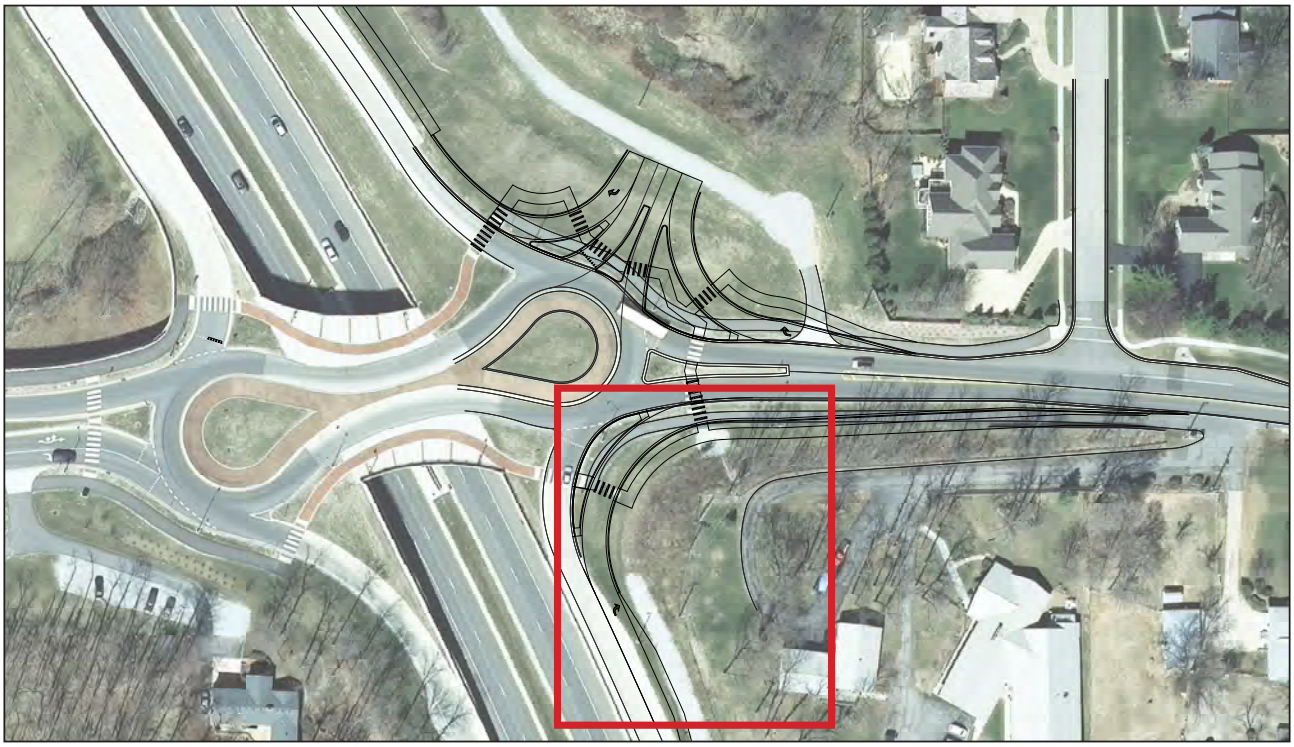
UPDATED PLAN

3. <u>Address Traffic – Yes</u>

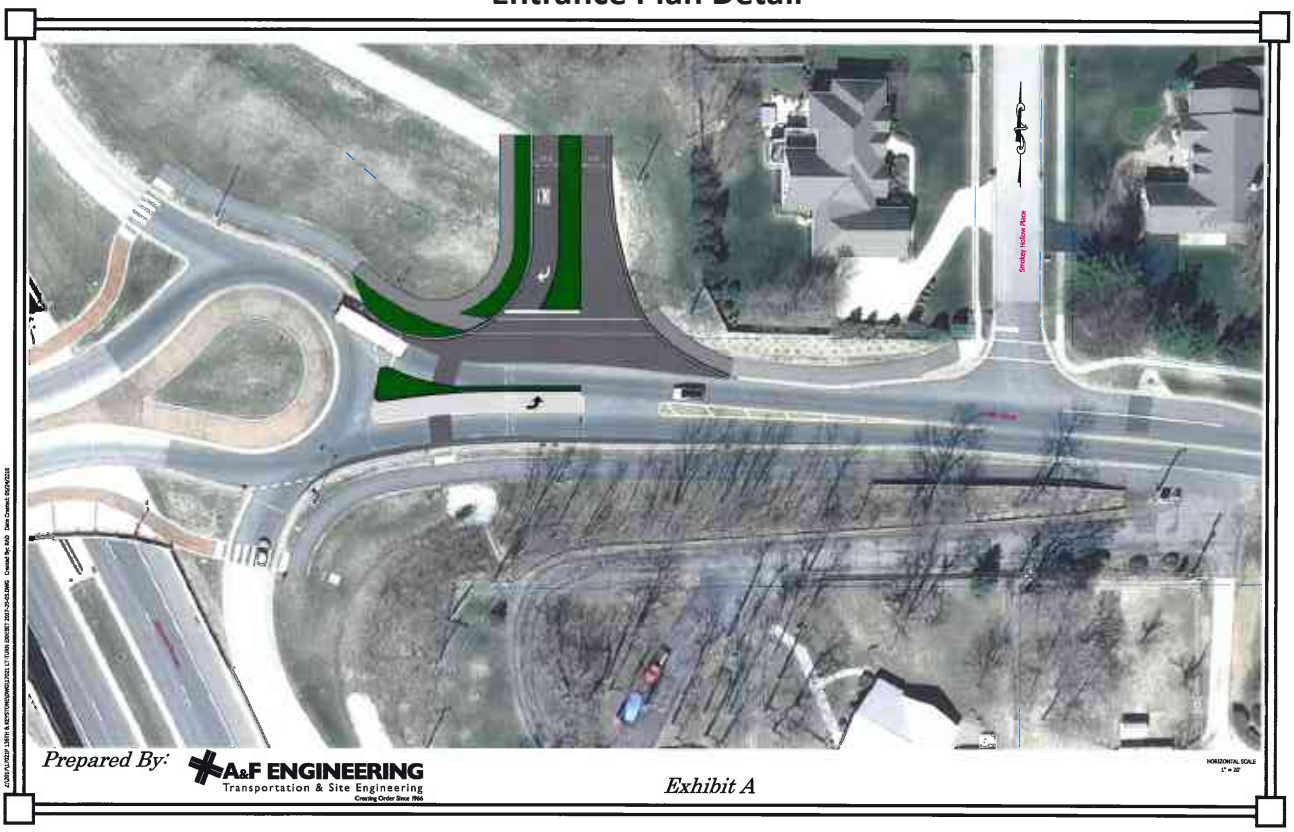
The City Engineer attended the June 2, 2020, Plan Commission Committee and spoke in support of the traffic plan. He noted that the neighborhood's age-restricted attribute will benefit the traffic situation because Epcon's plan will not attract school-aged children like family homes do along with the attendant additional vehicular trips. He also acknowledged that the Lowes Way ramp has taken some traffic off Carey Road. Finally, he explained that the City has been wanting to install a right turn bypass lane from north bound Keystone onto 136th Street before this project. During subsequent discussions with Epcon and the City Engineer, an agreement has been reached for Epcon to include the construction of this bypass lane as part of its development project and receive reimbursement for those costs from the future tax increment generated from the neighborhood.

Continued next page.

Bypass Lane Exhibit: Right-turn Off-ramp

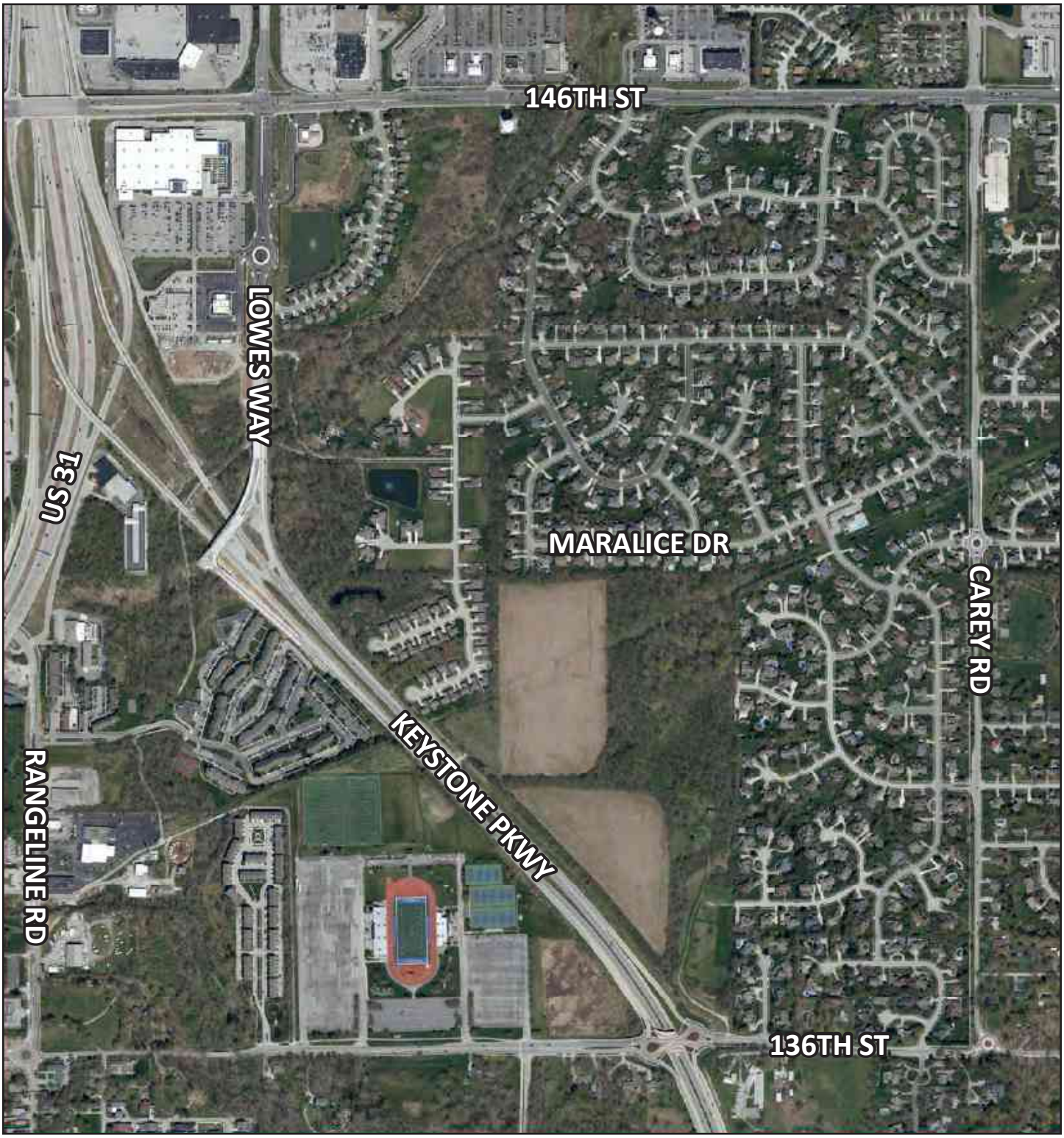


Entrance Plan Detail



Continued next page.

Lowes Way / Carey Road Aerial

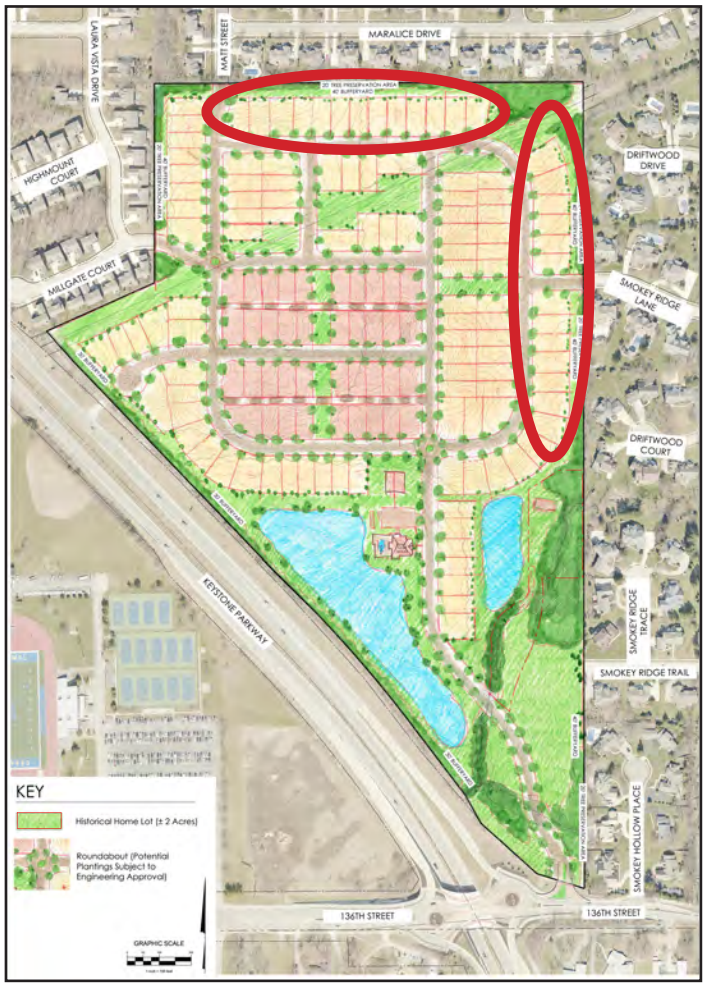


Continued next page.

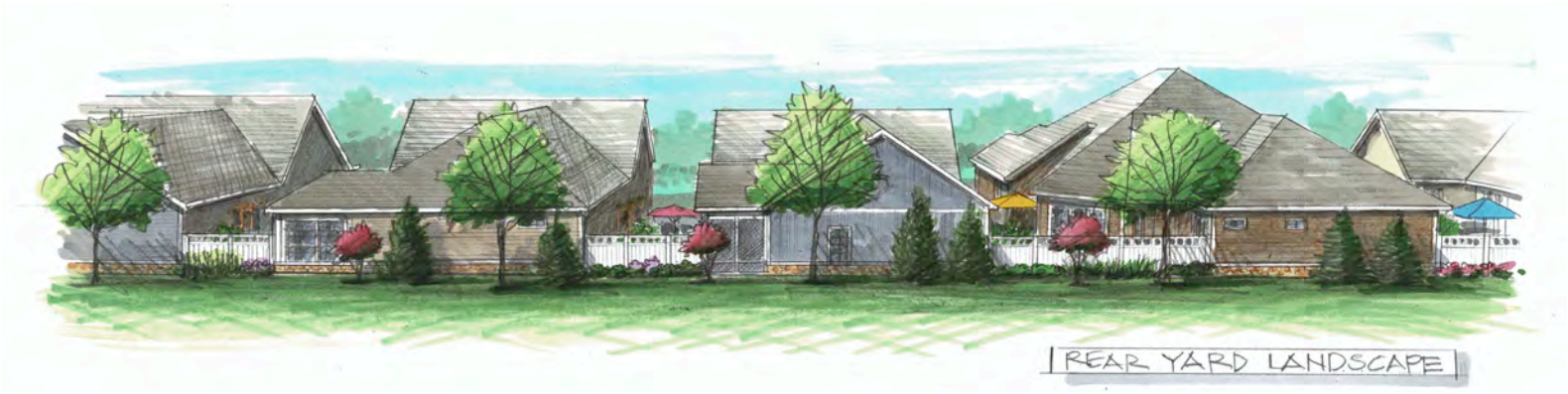
4. <u>Change Perimeter Lot Sizes from 52’ to 60’ – Yes</u>

The neighbors requested that Epcon revise the plan to include larger 60’ wide lots adjacent to the neighboring larger lots. The neighbors also requested that Epcon add enhanced architectural standards for the rear of the homes on the perimeter. Epcon revised its plan to accommodate these requests. In addition, Epcon agreed to add a variety of additional trees and shrubs in the back yards along the perimeter.

PREVIOUS PLAN



UPDATED PLAN



Continued next page.

5. Add Anti-Monotony Code Provisions – Yes

The neighbors requested assurances that the neighborhood would include a diverse streetscape. In response, Epcon revised its plans to incorporate standards for:

- 4-sided architecture
- Enhanced anti-monotony code
- 8 color palettes
- Variety of exterior materials
- 8 floorplans with 5 elevations each (40 different elevations)

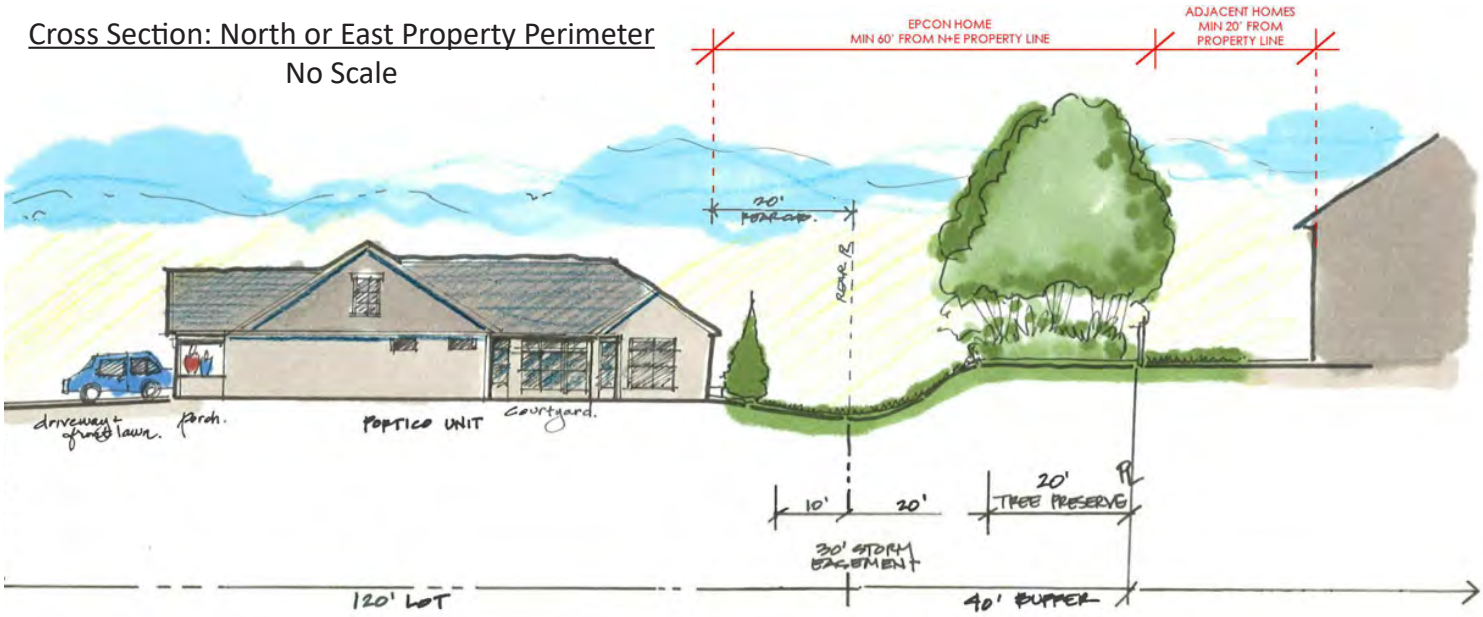
6. Establish a Plan for the Historic Home – Yes

The neighbors requested a more specific plan related to the historic home on the property. In response, Epcon confirmed that it has agreed to donate the historic home to Indiana Landmarks at no cost to Indiana Landmarks. Indiana Landmarks intends to market the property to a buyer interested in fixing up the home according to Indiana Landmarks' requirements. If no buyer is found within a period of time (e.g., 6 months or so), then Indiana Landmarks plans to rehabilitate the home itself and then put the home on the market as a "fixed-up" historic home. Epcon and Indiana Landmarks have finalized the terms of the donation agreement.

7. Keep the 40' Buffer and Augment It – Yes

The current PUD Ordinance includes a 40' buffer area along the property's perimeter. Within that 40' area, the first 20' adjacent to the property is required to be kept in a tree preservation area. From the beginning, Epcon agreed to keep this 40' buffer area. Epcon further agreed to augment the tree preservation area by identifying any gaps of 20' or more within the area and supplementing those "gap" areas with additional plantings in consultation with the City's urban forester. Epcon also agreed to engage a local certified arborist to monitor the tree preservation area regularly during the project's development to advise on best practices until all of the adjacent homes are built. Finally, Epcon agreed to work with the City's urban forester and engineering department during the site plan review phase to maintain trees in the 40' buffer area (that are outside the 20' tree preservation area) where possible given drainage, engineering, grading and utility needs.

Cross Section: North or East Property Perimeter
No Scale



Continued next page.

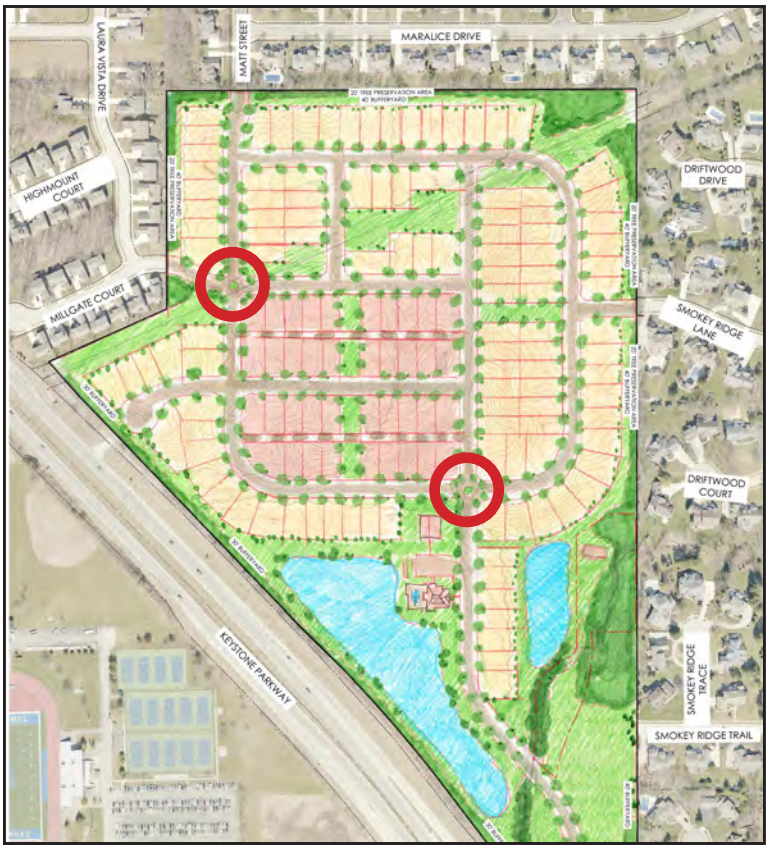
8. <u>Remove the Homes Adjacent to Smokey Hollow – Yes</u>

The neighbors requested that Epcon remove the homes planned adjacent to the Smokey Hollow neighborhood. Epcon agreed to that request.

PREVIOUS PLAN

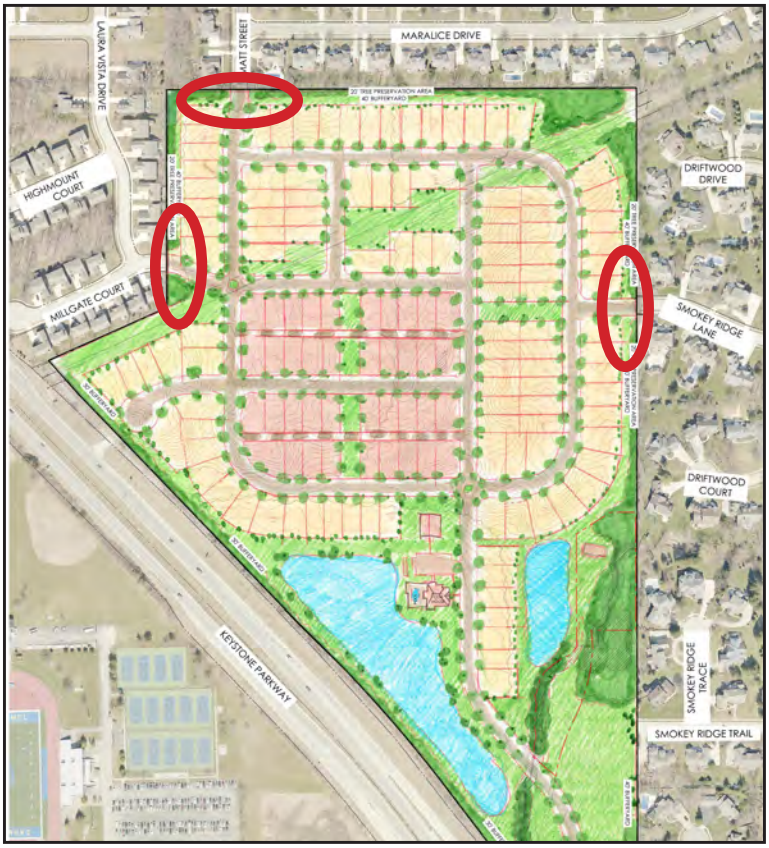
UPDATED PLAN

Continued next page.



9. <u>Add Traffic Control within the Neighborhood – Yes</u>

The neighbors requested some type of traffic-calming measures to be added within the neighborhood to discourage cut-through traffic. In response, Epcon added 2 internal smaller-diameter round-a-bouts within the neighborhood. Each round-a-bout will have some type of planter or other feature in the middle (subject to the City's engineering department's approval). In addition, the street travel lanes have been reduced from 14' to 12' to encourage a more intimate setting and slower traffic.



10. <u>Landscape Lots at each Connecting Street – No</u>

The neighbors requested that Epcon add landscape lots adjacent to the existing neighborhood wherever a connecting street connects to an existing stub street. Epcon declined this request because they already are providing a 40' buffer area in these locations.

Continued next page.

TAB 2

COMPARISON WITH CURRENT, APPROVED PUD

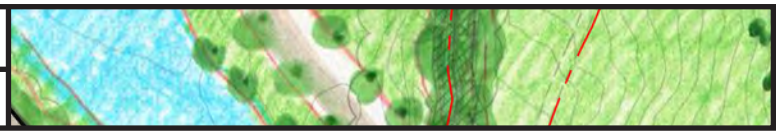
THE COURTYARDS OF CARMEL PUD

Epcon recognizes that the neighbors have seen two previous proposals for this property in recent years, and Epcon committed at the outset to simplify the review of Epcon's proposal by seeking to minimize the changes from the previously adopted PUD Ordinance. Epcon is keeping the same buffer yard and tree preservation areas along the perimeter as in Old Town's most recent proposal. Epcon's plan does differ from Old Town's in that Epcon's plan includes only single-family homes (no multi-family) and Epcon's neighborhood will be age-restricted to serve the 55+ Carmel population. If approved, Epcon intends to start site development work in the spring of 2021. Home construction is expected to begin in the summer of 2021. The chart on the following page highlights some of the key elements that are the same (in **green**) and different (in **blue**) between the two proposals:

Continued next page.

COMPARISON WITH CURRENT, APPROVED PUD

THE COURTYARDS OF CARMEL PUD



	Epcon	Old Town
Number of Dwellings	149 + historic home	165 + historic home
Type of Dwellings	Only single-family detached	Single-family detached and townhomes
Age-Restricted Community	Yes	No
Use consistent with the Comprehensive Plan (calls for "single-family detached residential only"; "one-story ranch and cottage homes are encouraged."	Yes. Surrounding properties are identified as Suburban Residential. Epcon's use also is a Suburban Residential use with one-story ranch homes, which are encouraged by the Comprehensive Plan.	In part. The single-family homes are consistent, but the townhomes are not a Suburban Residential use.
Density consistent with Comprehensive Plan's direction of between 1.4 4 units per acre	Yes. 2.5/acre	Yes. 2.8/acre
Minimum Open Space	30%	20%
North/West/East Perimeter along existing single-family	40' wide with plantings: 5 shade trees, 1 ornamental tree, 20 shrubs per 100'.	40' wide with plantings: 5 shade trees, 1 ornamental tree, 20 shrubs per 100'.
Southwest Perimeter along Keystone Avenue	30' wide with plantings: 6 shade trees, 2 ornamental trees, 15 shrubs per 100'.	30' wide with plantings: 6 shade trees, 2 ornamental trees, 15 shrubs per 100'.
Supplemental Trees in Tree Preservation Area	Yes	No
Includes connection to Smokey Ridge Trail stub street.	No connection	No connection
Entrance improvements approved by City Engineer	Yes (entrance moved east of RAB)	Yes (direct connection to RAB)
Min. Lot Width at Building Line	60' for north and east Perimeter lots 52' for all others	60' for Front/Side Load 40' for Rear Load
Anti-Monotony Requirement	Yes	No
Historic Home Preserved	Yes. Donated to Historic Landmarks to be rehabilitated and then used for a single-family home.	Yes. Ownership and ultimate use to be determined.
Homes adjacent to Smokey Hollow	No	No

TAB 3

Coots, Henke & Wheeler
ATTORNEYS AT LAW

E. Davis Coots*
James K. Wheeler*
Jay Curts
James D. Grant
Jeffrey S. Zipes*
Matthew L. Hinkle*
Daniel E. Coots
Brandi A. Gibson*
John V. Manovich
Ryan H. Cassman*
Alex Emerson
Betsy Summers

Of Counsel:
Steven H. Henke

May 4, 2020

Steven D. Hardin
Faegre Drinker Biddle & Reath, LLP
300 North Meridian Street, Suite 2500
Indianapolis, IN 46204

Re: Courtyards of Carmel PUD

Dear Steve:

Several adjacent homeowners have weighed in on Epcon's proposal and developed the below list of concerns. This is probably not all inclusive, but describes in general the concerns.

We question the necessity for a virtual public hearing at this time with restricted numbers of remonstrators able to attend and participate. While the Governor's Executive orders have addressed I.C. 5-14-1.5-3.6, we believe the precatory language to his order reserves the procedure for only "necessities" and holding a public hearing at this time negates the ability of affected owners to express their concerns about the project.

Items of concern are:

- Overall Density- 170 units with larger footprint (than previous accepted PUD) and very little green space.
- Traffic - Cut through traffic in existing neighborhoods as well as the new neighborhood is undesirable. The previous PUD had limited the current access points by closing off Smokey Ridge Trail which would limit the cut through traffic trying to avoid the 136 and Carey roundabout back up. Opening this will worsen an already difficult situation.
- Roundabout - The current design of adding additional access / egress to the only traffic metered roundabout in Carmel is unacceptable. The additional development of future homes R-1 on the south side of 136 (2911 E 136th St) will also impact this roundabout traffic. The age restriction perimeter (55+) does not negate the current traffic issue or how cut through traffic will compound the problem.
- Lot size and Coverage. - transition from existing R-1. 35-50' lots around perimeter lack the transition from the existing R-1 100' lots. Assure adjacent homeowners that any lot abutting an existing home will have a minimum 60 feet rear lot line and either an 8 feet decorative fence or rear home elevation brick, stone or other material than expanse after expanse of siding.
- Monotony of the architecture, no design features on the building sides or rear. All same size garages

255 East Carmel Drive
Carmel, IN 46032

317-844-4493
FAX: 317-573-5385
WWW.CHWLAW.COM

A Professional Corporation

Continued next page.

Steven D. Hardin
Faegre Drinker Biddle & Reath, LLP
May 4, 2020
Page 2

- Historic house is left to the historical society to figure out - needs to have better viability and controlled plan.
- 40' buffer needs to remain and be augmented. The current plan shows clearing 20 feet of the existing 40'
- Eliminate the homes along the entry drive that back up to Smokey Hollow. The topography will allow the Smokey Hollow homes, that sit raised on a hill, visibility into the backyard and courtyards of the proposed homes in the southern portion of the parcel.
- Speed bumps or raised crosswalks (similar to Rangeline Road) to slow interior and cut-through traffic.
- Landscape lots at each connecting street to an existing street to adjoining neighborhoods.

Thank you and I look forward to hearing from you.

Very truly yours,

COOTS, HENKE & WHEELER, P.C.

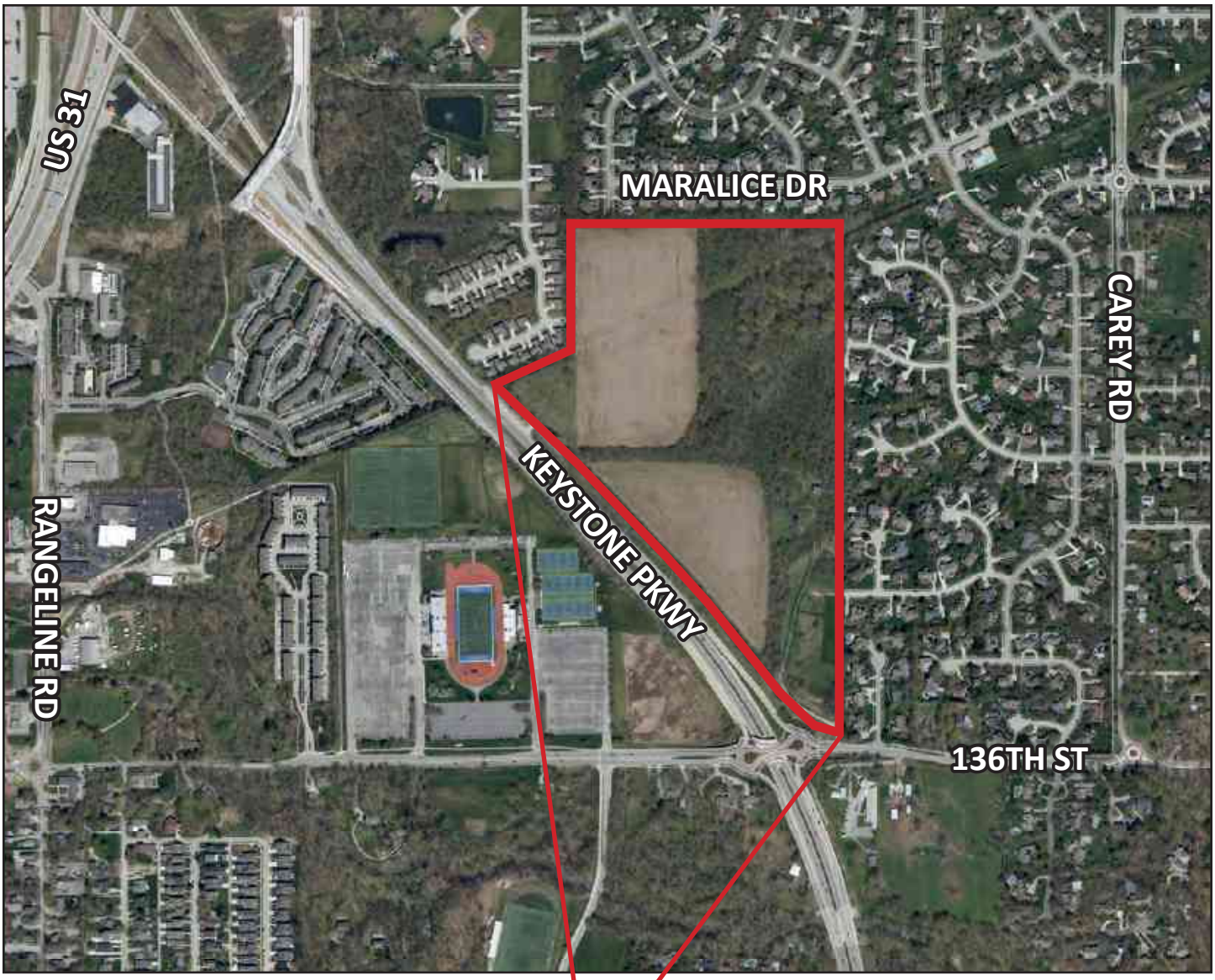
E. Davis Coots

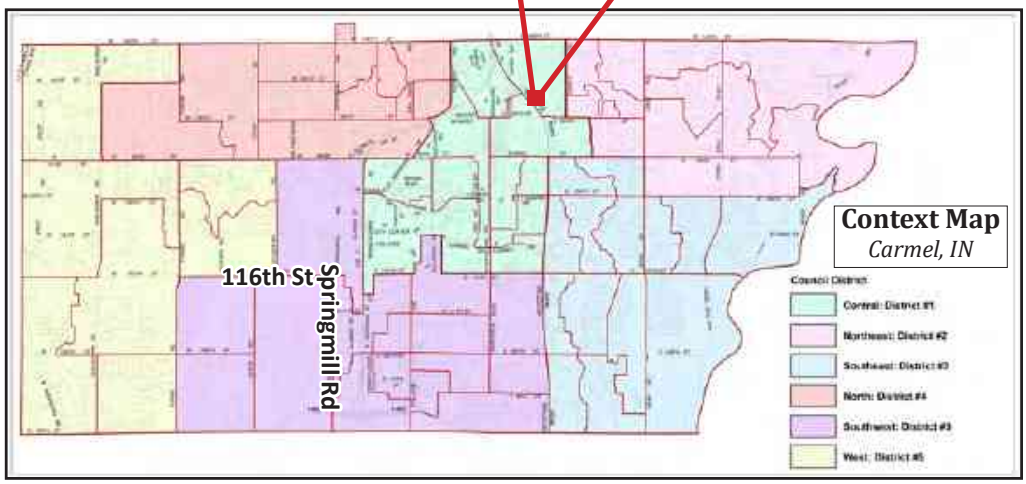
EDC/co
cc: Joe Shestak, Carmel Dept. of Community Development via email and regular U.S. mail

TAB 4

AERIAL LOCATION MAP

THE COURTYARDS OF CARMEL PUD





N

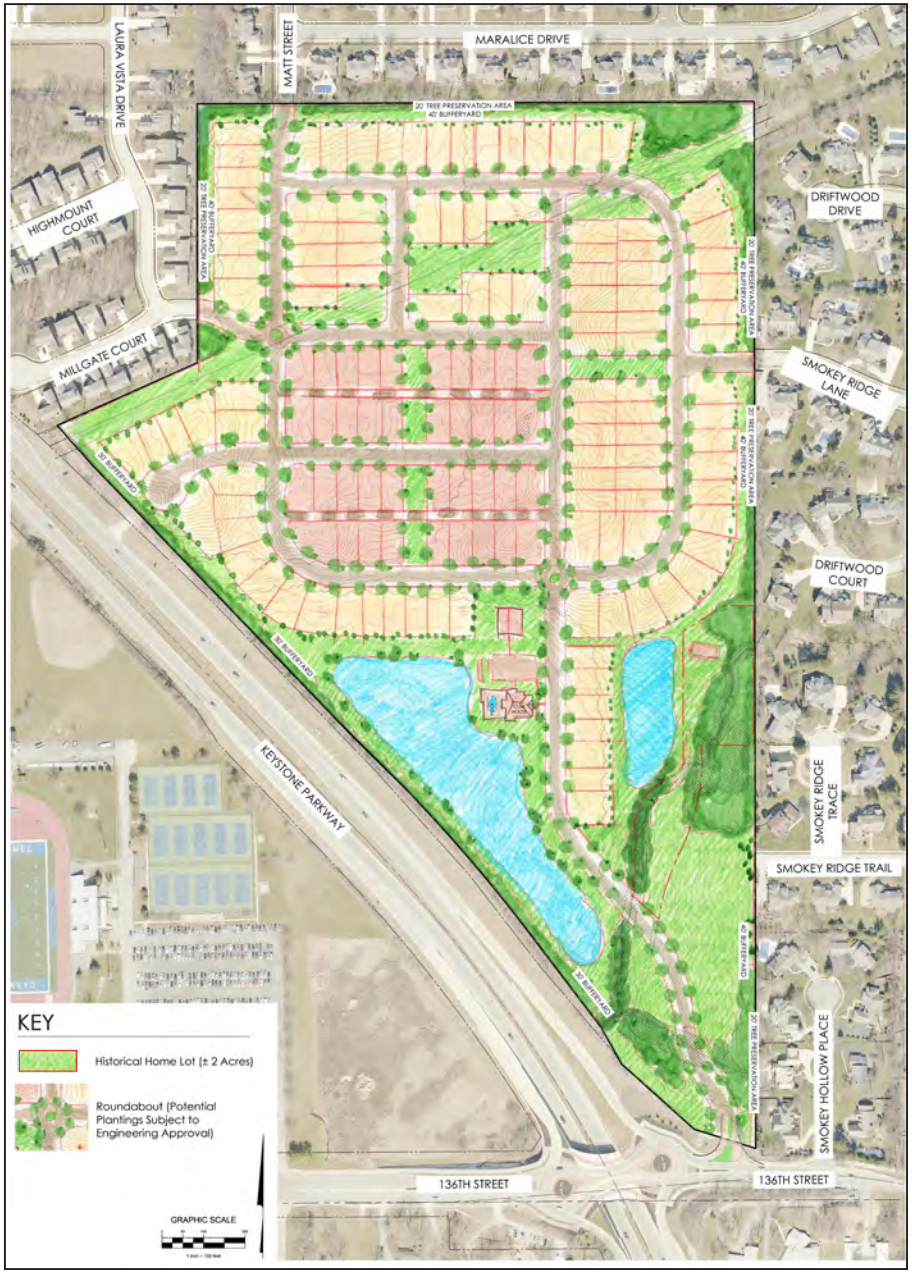
REAL ESTATE

TAB 5

UPDATED CONCEPT PLAN

THE COURTYARDS OF CARMEL PUD

PREVIOUS PLAN



UPDATED PLAN

UPDATED CONCEPT PLAN

THE COURTYARDS OF CARMEL PUD

TAB 6

ILLUSTRATIVE HOME RENDERINGS

THE COURTYARDS OF CARMEL PUD

ILLUSTRATIVE HOME PHOTOGRAPHS

THE COURTYARDS OF CARMEL PUD

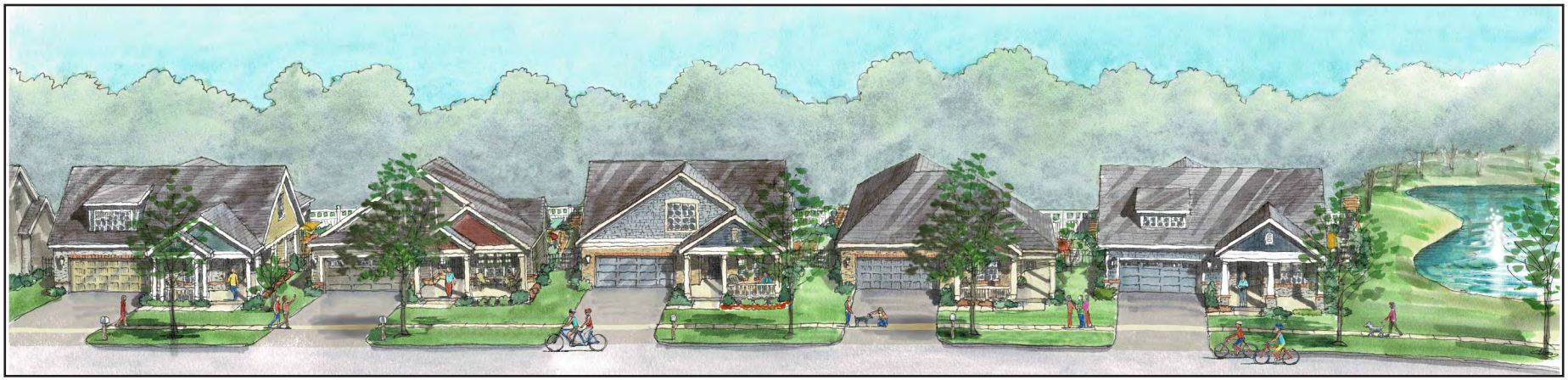
ILLUSTRATIVE PHOTOGRAPHS

THE COURTYARDS OF CARMEL PUD

TAB 7

ILLUSTRATIVE STREETSCAPE

THE COURTYARDS OF CARMEL PUD



ILLUSTRATIVE PLOT PLANS

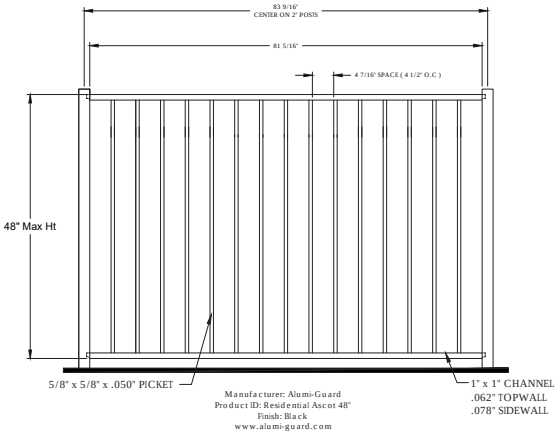
THE COURTYARDS OF CARMEL PUD

TAB 8

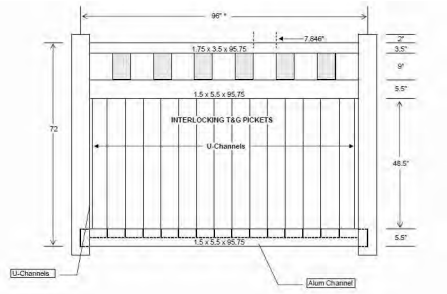
ILLUSTRATIVE COURTYARD LANDSCAPE AND FENCE DETAILS

THE COURTYARDS OF CARMEL PUD

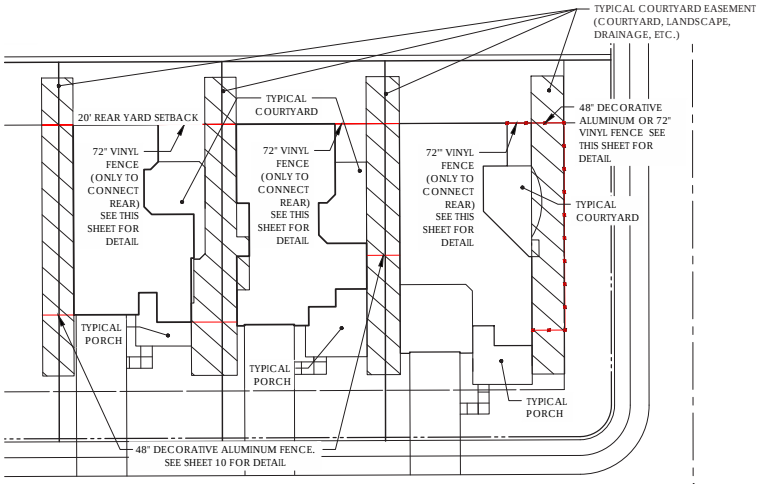
AERIAL VIEW : TYPICAL COURTYARDS



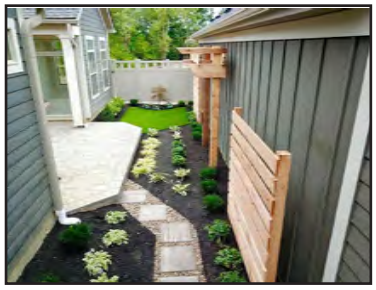
DECORATIVE ALUMINUM FENCE
No Scale

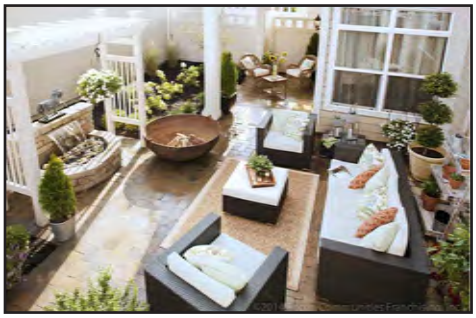


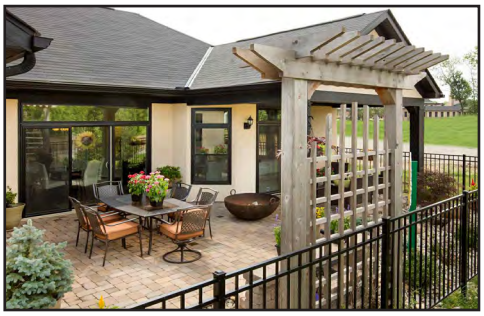
VINYL FENCE (ON REAR/SIDE OF HOME)
No Scale



PLAN VIEW
SCALE: 1" = 20'







TYPICAL COURTYARDS

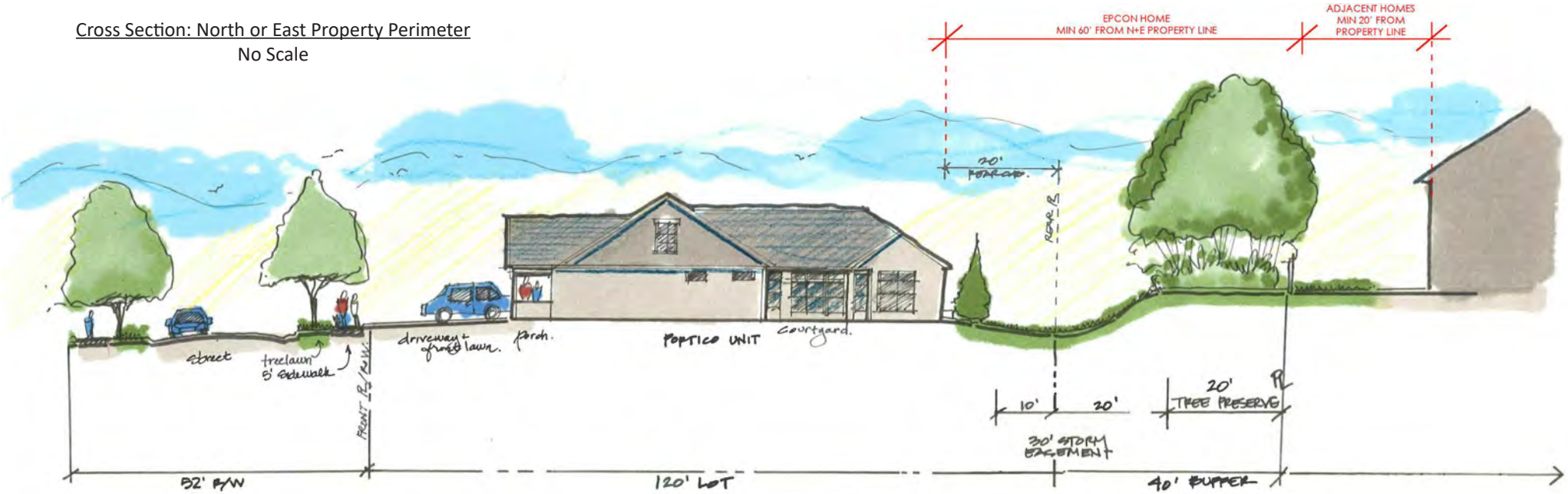
THE COURTYARDS OF CARMEL PUD

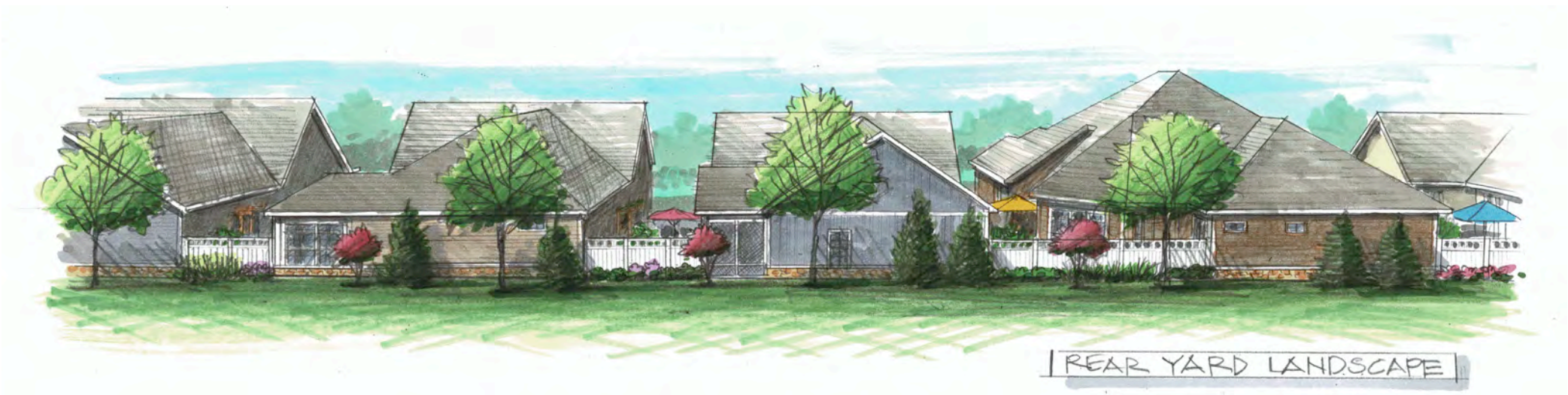
TAB 9

REAR YARD LANDSCAPE EXHIBIT

THE COURTYARDS OF CARMEL PUD

Cross Section: North or East Property Perimeter
No Scale

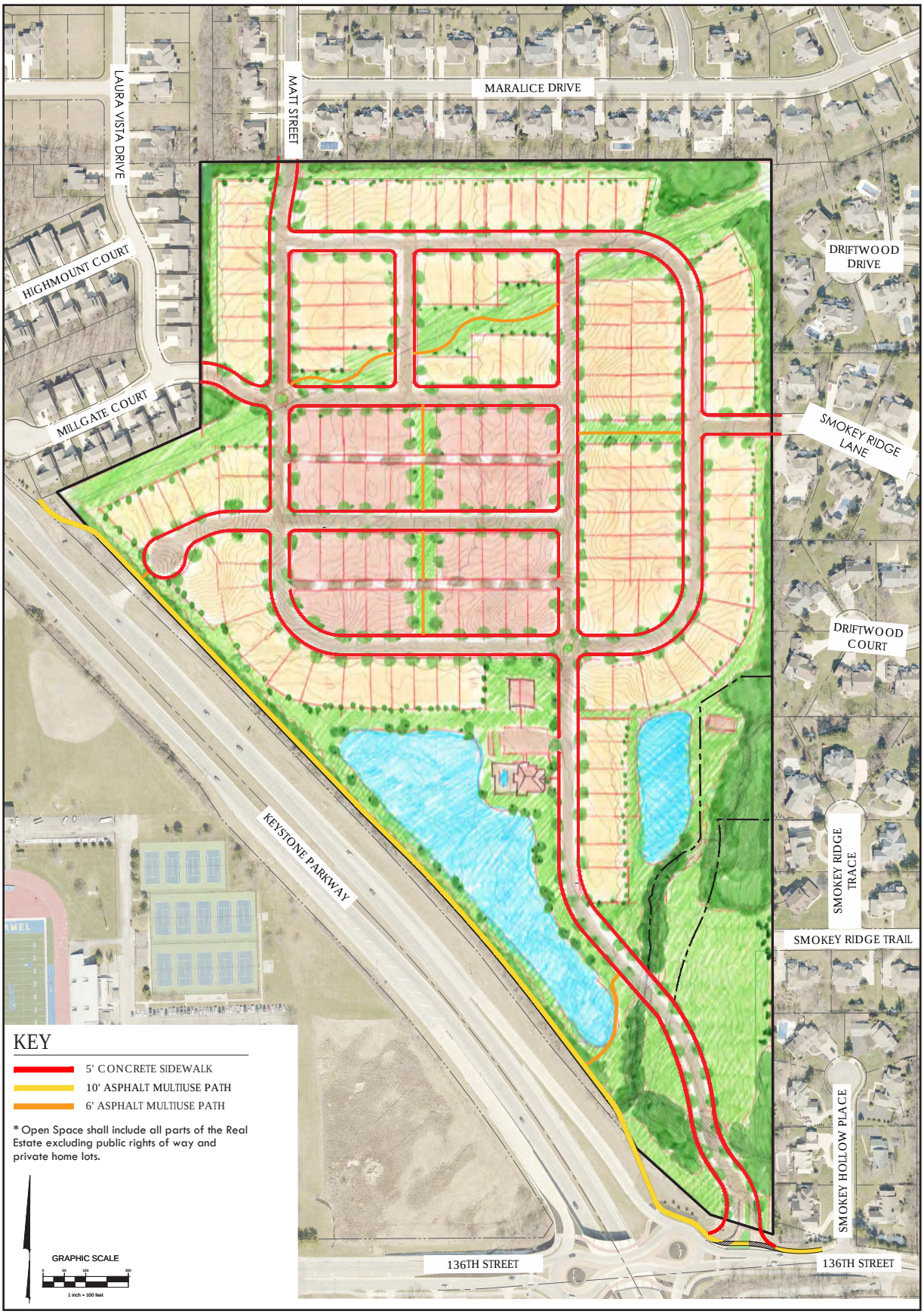




TAB 10

OPEN SPACE AND PEDESTRIAN CONNECTIVITY

THE COURTYARDS OF CARMEL PUD



CONCEPTUAL AMENITY PLAN

THE COURTYARDS OF CARMEL PUD

KEY

A CLUBHOUSE AMENITY AREA (SEE ENLARGEMENT FOR DETAILS)

- Clubhouse
  - -Fitness
  - -Gathering Area
  - -Kitchen
  - -Restrooms
- Pool
- Lawn Games
  - -Croquet
  - -Badminton
- Multipurpose Deck
  - -Bird Watching
  - -Parties
  - -Dining/Gathering
  - -Yoga/ Meditation
- Pickle Ball
- Bocce Ball
- Paddle Boats/Launch Area
- Bike Racks

B PERENNIAL PATH

- 6' Asphalt Garden Walking Path with Respite Seating Areas
- Features Seasonal Celebration of Plantings with Diverse Color, Texture, and Sizes Throughout

C COMMUNITY GARDEN

- Residential Garden Plots
- Interconnected Gravel Paths
- Planting Tables
- Garden Shed with Tools
- Water Spigot and Hoses
- Enclosed with Decorative Fencing

D PARKETTES

- Open Space Areas Featuring Paving, Seating, Landscaping, and/or 6' Asphalt Walking Path Connection
- Used More Passively for Informal Meeting, "Coffee Talk", Meditation/Yoga, Book Club, Reading, Painting, Etc.

E WALKING TRAILS / SIDEWALK LOOPS

- Keystone Path "Loop" - Interconnection through Community: On-Street Sidewalks and Along Pond.
  - Red Loop - ± 1.0 Miles.
  - Blue Loop - ± 1.5 Miles
- Internal Sidewalks - Both Sides of Street - ± 3.1 Miles.

(Per Carmel Standard : Internal Sidewalks are 5' Wide Concrete, Keystone Path Is Asphalt)

F PASSIVE OPEN SPACE

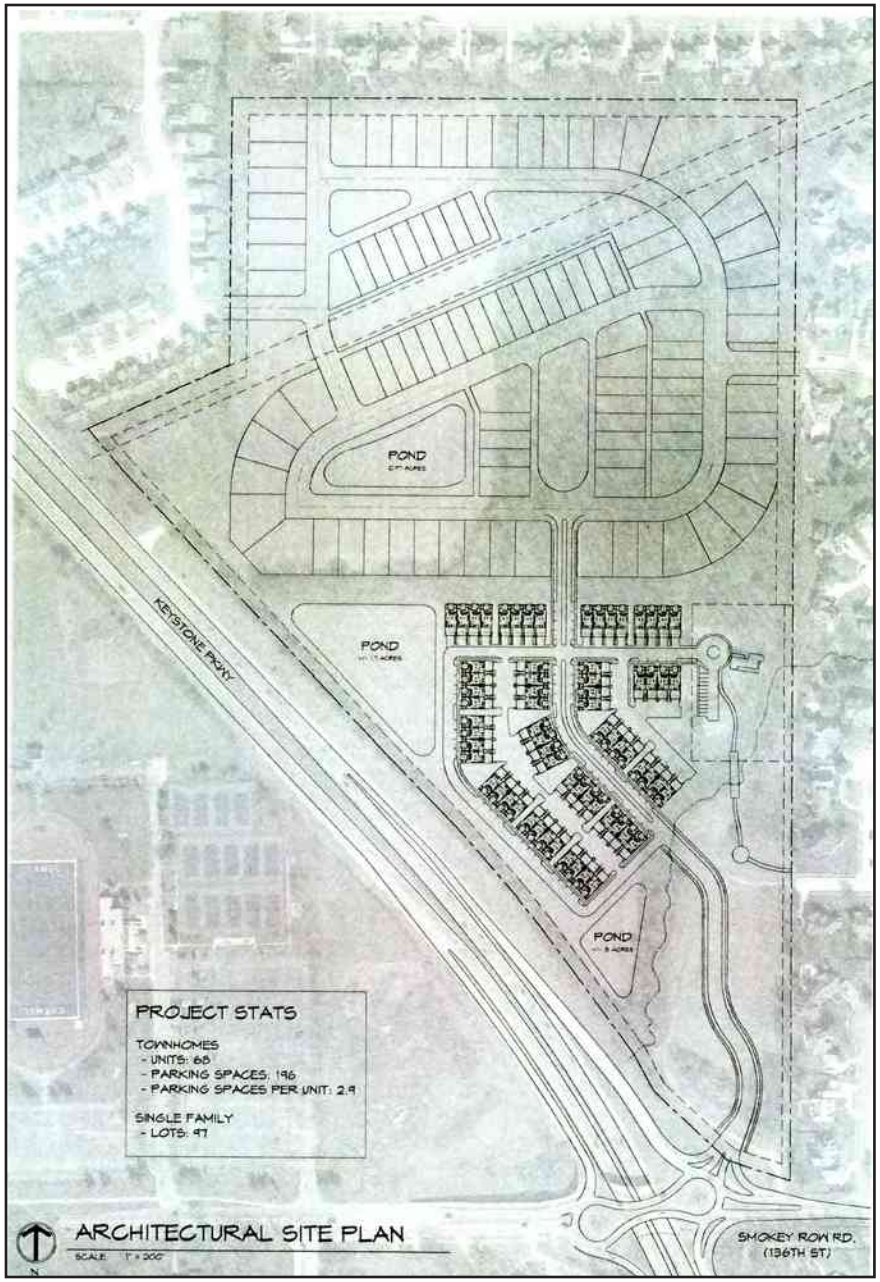
CONCEPTUAL CLUBHOUSE AND AMENITY AREA

THE COURTYARDS OF CARMEL PUD

TAB 11

CONCEPT PLAN COMPARISON

THE COURTYARDS OF CARMEL PUD



TAB 12

EXISTING HOME

THE COURTYARDS OF CARMEL PUD

TAB 13

Sponsor: Councilor Rider

ORDINANCE NO. Z-656-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, ESTABLISHING THE COURTYARDS OF CARMEL PLANNED UNIT DEVELOPMENT DISTRICT

Synopsis:

Ordinance establishes The Courtyards of Carmel Planned Unit Development District Ordinance, Ordinance Number Z-656-20 which shall be referred to as The Courtyards of Carmel PUD Ordinance Number Z-656-20 (the "PUD Ordinance").

WHEREAS, the Carmel Unified Development Ordinance, Ordinance Z-625-17, as amended (the "Unified Development Ordinance"), provides for the establishment of a Planned Unit Development District in accordance with the requirements of IC § 36-7-4-1500 et. seq.;

WHEREAS, Epcon Carmel, LLC, an Indiana limited liability company ("Epcon"), submitted an application to the Carmel/Clay Plan Commission (the "Plan Commission") to adopt a PUD District Ordinance for certain real estate located in the City of Carmel, Hamilton County, Indiana, as legally described in **Exhibit A** attached hereto (the "Real Estate");

WHEREAS, Epcon's application is consistent with the provisions of the Unified Development Ordinance and the PUD Statute;

WHEREAS, after proper notice, and pursuant to the provisions of the PUD Statute and the Unified Development Ordinance, the Plan Commission conducted a public hearing concerning Epcon's application for a PUD District Ordinance and the establishment of The Courtyards of Carmel Planned Unit Development District (the "PUD District") on May 19, 2020 at 6:00 p.m.;

WHEREAS, the Plan Commission certified the proposed PUD Ordinance to the Common Council under docket number PZ-2020-00028 PUD with a favorable recommendation.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana (the "Council"), that pursuant to IC 36-7-4-1500 *et. seq.,* (i) it adopts this PUD District as an amendment to the Zone Map, (ii) all prior ordinances or parts thereof inconsistent with any provision of this PUD Ordinance and its exhibits are hereby inapplicable to the use and development of the Real Estate, (iii) all prior commitments and restrictions applicable to the Real Estate shall be null and void and replaced and superseded by this PUD Ordinance, and (iv) this PUD Ordinance shall be in full force and effect from and after its passage and signing.

Section 1. Applicability of Ordinance.

Section 1.1. The Official Zoning Map of the City of Carmel, Indiana, a part of the Unified Development Ordinance, is hereby changed to designate the Real Estate

as a Planned Unit Development District to be known as The Courtyards of Carmel PUD District.

Section 1.2. Development in the PUD District shall be governed entirely by (i) the provisions of this PUD Ordinance and its exhibits, (ii) those provisions of the Unified Development Ordinance specifically referenced in this PUD Ordinance, and (iii) any standards not mentioned in this PUD Ordinance shall be governed by the Unified Development Ordinance. In the event of a conflict between the PUD Ordinance and the Unified Development Ordinance, then the provisions of this PUD Ordinance shall apply.

Section 1.3. The standards of the Unified Development Ordinance applicable to the R3 District shall apply to the Historic Home, defined below. The standards of the Unified Development Ordinance applicable to the R3 District shall apply to the remainder of this PUD District, except as modified, revised, or expressly made inapplicable by this PUD Ordinance.

Section 2. Definitions and Rules of Construction.

Section 2.1. General Rules of Construction. The following general rules of construction and definitions shall apply to this PUD Ordinance:

A. The singular number includes the plural and the plural the singular, unless the context clearly indicates the contrary.

B. Any capitalized term not defined herein shall have the meaning as set forth in the Unified Development Ordinance in effect on the date of the enactment of this PUD Ordinance.

C. Words used in the present tense include the past and future tenses, and the future the present.

D. The word "shall" indicates a mandatory requirement, while the word "may" indicates a permissive requirement.

Section 2.2. Definitions. Capitalized terms used in this PUD Ordinance shall have the following definitions:

Age-Restricted Requirement: A community operated as an age-restricted community in compliance with all applicable state and federal laws, including 42 U.S.C. § 3607.

Accessory Structure: A structure which is subordinate to a Building located on the Real Estate.

Accessory Use: A use subordinate to the main use, located on the Real Estate or in the same Dwelling as the main use, and incidental to the main use.

Alley: A public way or easement located within the interior of blocks and providing vehicular and service access to the side or rear of properties.

Architectural Form: The Architectural Form is comprised of the elevations and renderings attached hereto as **Exhibit C** and are intended to generally and conceptually illustrate an application of the Development Requirements. Architectural Form is general and not intended to delineate the only final Dwelling designs that may be built. Dwellings shall comply with the Architectural Standards.

Architectural Standards: The Architectural Standards incorporated in Section 10 of this PUD Ordinance.

Building: Any structure used or intended for supporting or sheltering any use or occupancy.

Building Envelope: The buildable area of a lot of record that is free and clear of setback and easement encumbrances. A Building Envelope is the area where primary and accessory structures can be built. A Building Envelope is not the actual footprint of proposed structures, but rather the area in which they can be located upon the lot.

Building Height: The vertical distance from the lot ground level to the highest point of the roof for a flat roof, to the deck line of a mansard roof, and to the mean height between the eaves and ridges for gable, hip, and gambrel roofs.

BZA: The Carmel Board of Zoning Appeals.

City: The City of Carmel, Indiana.

Commission: The Carmel Plan Commission.

Concept Plan: The Concept Plan attached hereto and incorporated herein by reference as **Exhibit B** ("Concept Plan") is the plan under which the Real Estate may be developed.

Controlling Developer: Shall mean Epcon. Such rights as designated herein may be transferred by the Controlling Developer, in its sole discretion, in whole or in part. To transfer all or any portion of its rights as Controlling Developer, Epcon may (i) name each individual owner of parcels within the Real Estate as Controlling Developer solely with respect to such parcels owned by each such individual owner, (ii) establish a committee of individual owners of the Real Estate within the Real Estate to act as Controlling Developer with respect to such parcels owned by all such owners, or (iii) use either method described in (i) and (ii) above with respect to different portions of the Real Estate.

Council: The City Council of the City of Carmel, Indiana.

County: Hamilton County, Indiana.

Declaration of Covenants: A Declaration of Covenants, Conditions and Restrictions for the Real Estate, or any portion thereof, which shall be recorded in the office of the Recorder of Hamilton County, Indiana, and which may, from time to time, be amended.

Department: The Department of Community Services of the City of Carmel, Indiana.

Detached Dwelling: A dwelling that is developed with no party-walls, but not including manufactured homes, mobile homes, modular homes, or recreational/motor vehicles.

Developer: A person engaged in development of one or more phases of the Development.

Development: The Real Estate developed in accordance with the Development Requirements.

Development Requirements: Written development standards and any requirements specified in this PUD Ordinance, which must be satisfied in connection with the approval of a Primary Plat and building permits.

Director: The Director, or Administrator, of the Department of Community Services for the City of Carmel, Indiana. "Director" and "Administrator" shall include his/her authorized representatives.

Dwelling: A structure intended for occupancy by a single family.

Gross Residential Density: The number of Dwellings divided by and in relation to the total, gross number of acres within the Real Estate.

Historic Home: The existing single-family structure on the Property that shall be incorporated into a two (2) +/- acre parcel and platted as part of the PUD District.

Landscape Plan: The general design for landscaping in the PUD District shall be included as part of the final engineered Landscape Plan that will be submitted with the Primary Plat.

Landscaping: Trees, shrubs, hedges, flowers, ground cover, grasses, other plant materials, and associated structures, hardscapes, and improvements.

Masonry: Brick, stone, manufactured or synthetic stone or brick, limestone, natural stone, and cultured stone.

Material Alteration: Any change to an approved plan of any type that involves the substitution of one material, species, element, etc. for another.

Minor Alteration: Any change to an approved plan of any type that involves the revision of less than ten percent (10%) of the plan's total area or approved materials and cannot include a decrease in the minimum open space or amenities, or the elimination of required plantings.

Open Space: Open space shall comprise a parcel or parcels of land, an area of water, or a combination of land and water, including streams, wetlands, and associated natural features located within the Real Estate and designated by the Controlling Developer for the use and enjoyment of some or all of the residents of the Development and, where designated by the Controlling Developer, for the use and enjoyment of the community at large. Except as otherwise provided herein, common open space does not include any area which is divided into building lots, streets or rights-of-way.

Parking Space: An area unenclosed or enclosed in a Building or in an Accessory Building utilized for the temporary storage of one automobile and connected with a street.

Path: A paved or otherwise cleared way intended as a walking, jogging, or a bikeway and located in Open Space, an easement, or a right-of-way. Path locations shall be as depicted in **Exhibit D**.

Real Estate: That certain real estate located in the City, Hamilton County, Indiana as legally described on **Exhibit A** attached hereto.

Right-of-Way: An area of land permanently dedicated to provide access.

Siding: Exterior material for use in cladding buildings, structures, and accessories of such. Siding may be engineered fiber cement (e.g., HardiePlank) or engineered wood (e.g., LP SmartSide) designed and installed in horizontal "lap", shake or board and batten styles.

Sign: Any type of sign as further defined and regulated by this PUD Ordinance and the Unified Development Ordinance. Any structure, fixture, placard, announcement, declaration, device, demonstration, or insignia used for direction, information, identification or to advertise or promote any business, product, goods, activity, services or any interests.

Substantial Alteration: Any change to an approved plan of any type that involves the revision of ten percent (10%) or more of the plan's total area or approved materials.

Unified Development Ordinance: The Unified Development Ordinance, Ordinance Z-625-17, of the City of Carmel, Hamilton County, Indiana, as amended.

Zone Map: The City's official Zone Map corresponding the Unified Development Ordinance.

Section 3. Permitted Primary Uses.

Section 3.1. Single Family Detached. Detached Dwellings shall be permitted, subject to the applicable Development Requirements. Detached Dwellings shall comply with the Age-Restricted Requirement. Recreational developments or facilities owned and operated by the Controlling Developer, including clubhouses, parks, pools, ball courts, and other recreational spaces and recreational buildings shall be permitted.

Section 3.2. Open Space and Park Areas. The following uses are permitted in the Open Space, or parts thereof as depicted on the Open Space and Pedestrian Connectivity Plan (**Exhibit D**), subject to the applicable Development Requirements:

A. Preserved and enhanced natural features including, without limitation, ponds, streams, wetlands, forests, vegetation, passive open space, and limited active open space including trails and paths (both paved and unpaved). The Developer may engage in the removal of dead or diseased trees, thinning of trees or other vegetation to encourage more desirable growth, and grading and seeding.

B. Not less than thirty (30) percent of the Real Estate shall be allocated to and shall remain in Open Space in perpetuity (17.2 acres). The Historic Home shall not be included as part of the Real Estate or the Open Space as part of this calculation.

C. Recreational developments or facilities owned and operated by the Controlling Developer, including clubhouses, parks, pools, ball courts, and other recreational spaces and recreational buildings as depicted on the Amenity Plan (**Exhibit E**). The development's amenities shall be substantially similar in quality and character to the Amenity Plan, subject to the City's approval.

D. Field including open active lawn, gathering structure, formal and naturalized gardens, historic information / cultural monumentation.

E. Historic Home may be used as a historic home and surrounding property as open space.

Section 4. Permitted Accessory Structures and Uses.

Section 4.1. Accessory Structures and Uses. All Accessory Structures and Accessory Uses Allowed under the Unified Development Ordinance shall be permitted except that any detached Accessory Structure shall have on all sides the same architectural features or shall be architecturally compatible in terms of design, materials, and color with the principal building(s) with which it is associated. No

accessory structures shall be permitted on single family lots. A temporary sales trailer shall be permitted, and a sales office in the clubhouse shall be permitted.

Section 5. Communication Equipment.

Section 5.1. Cell towers shall not be permitted. Home satellite dishes shall be permitted.

Section 6. Platting.

Section 6.1. The platting of the Real Estate into smaller tracts shall be permitted, so long as the proposed plat complies with the area requirements set forth below in Section 7, and the creation of a new property line within the Real Estate, shall not impose or establish new development standards beyond those specified below in Section 7 for the entirety of the Real Estate. However, the development of any parcel shall conform to all applicable Primary Plats and building permit reviews which are approved or amended per the terms and all other applicable requirements contained in this PUD Ordinance.

Section 7. Development Standards.

Section 7.1. General Standards.

A. The Gross Residential Density for the entirety of the Real Estate shall not exceed one hundred forty-nine (149) Dwellings in addition to the Historic Home.

B. A Dwelling may be utilized as a staffed model home, including temporary sales office, or a temporary construction facility, during the course of build-out of the Development, subject to the parking and signage requirements of the Unified Development Ordinance. A Certificate of Occupancy shall be required before the model is placed in service as a Dwelling.

C. Fences or walls shall be permitted as follows:

i) On non-corner lots, fencing shall not be located within the Front Yard Setback. Fencing with gate(s) may be located behind the Setback, within the side and rear yards to enclose courtyards. These fences may be ornamental metal or vinyl and shall not exceed six (6) feet in height. Fence panel height shall be inclusive of all decorative items or features of fence (including lattice) Additional landscaping may be planted between the fence and the front, side or rear Setbacks.

ii) On corner lots, fencing shall not be located within the Front Yard Setback. Fencing with gate(s) may be located behind the Setbacks, within the side and rear yards to enclose courtyards. These

fences may be ornamental metal and shall not exceed forty-eight (48) inches in height. Fence height shall be inclusive of all decorative items or features of fence. Additional landscaping may be planted between the fence and the front, side or rear Setbacks but shall not restrict site visibility.

iii) Walls shall not be permitted in Front Yard Setbacks unless they are low retaining walls, eighteen (18) inches or less, which may be required to facilitate grading on the lot.

D. All lots shall be required to have frontage on a public street.

Section 7.2. Height, Area and Square Footage Requirements.

A. Minimum lot/parcel area:

i) Front and Side Loading Lots: Six thousand (6,000) square feet;

ii) Rear Loading Lots: Four thousand (4,000) square feet.

B. Minimum lot/parcel frontage on street (public or private) or common area:

i) All Lot types: Thirty-five (35) feet.

C. Minimum front yard setback lines (corner lots shall have two front yards and one side yard):

i) All homes: ten (10) feet

D. Minimum side yard setback lines:

i) All Lot types: Three (3) feet;

ii) A minimum distance of eight (8) feet between Detached Dwellings is required; and

iii) A minimum distance of eight (8) feet between Accessory Structures is required.

E. Minimum rear yard setback lines:

i) Front and side loading lots: Twenty (20) feet; and

ii) Rear loading lots: Twenty (20) feet from right-of-way or edge of private alley.

F. Minimum lot width at building line:

i) Perimeter lots along north and east property lines: Sixty (60) feet.

ii) Other perimeter lots and interior lots: Fifty-two (52) feet.

G. Maximum building height:

i) All Lot types: Thirty-five (35) feet.

H. Maximum lot coverage:

i) All Lot types: 70 (seventy) percent.

I. Building Envelope.

i) Lot Building Envelopes shall be defined by the setbacks listed herein.

J. Easements and Setbacks.

i) Buildings shall not be permitted to encroach into easements and/or setbacks. Any such encroachment would require a variance from this standard granted by the Carmel Board of Zoning Appeals. Fences, landscaping, hardscapes, fountains, trellises and similar features may be installed in the side and rear yard setbacks.

Section 8. Concept Plan.

Section 8.1. **Exhibit B** depicts the Concept Plan. The Real Estate shall be developed in accordance with the Concept Plan. The Concept Plan reflects the commitment of the maximum density and not the specific building types or number of buildings. The maximum density of the development shall be one hundred and forty-nine (149) single family detached Dwellings in addition to the Historic Home.

Section 9. Streets and Paths.

Section 9.1. All streets (including Alleys) within the PUD District are to be dedicated for public use and accepted for maintenance by the City of Carmel and shall be constructed to the standards of the Unified Development Ordinance for Street and Alley design as applicable at the time of the ordinance for depth and materials. Widths and improvements within the rights-of-way for public streets within the PUD District shall be as depicted and described by this ordinance and there shall be a minimum of a five (5) foot sidewalk installed on both sides of a street. Utilities may be located within Alleys. All streets and right-of-ways shall be dedicated in accordance to those widths prescribed in Transportation Plan of the Carmel Comprehensive Plan in effect at the date of the approval of this ordinance. Notwithstanding the foregoing, in order to create a more intimate age-restricted

neighborhood: (i) the Street rights-of-way shall be 52' with twelve (12) foot travel lanes as depicted on **Exhibit F;** (ii) these rights-of-ways shall taper to match existing rights-of-way where connecting to adjacent public streets; and (iii) Alley rights-of-ways shall be 20' with eight (8) foot travel lanes as depicted on **Exhibit F**.

Section 9.2. Connections. The connections shown on the Concept Plan will be built by the Controlling Developer.

Section 9.3. Multi-use Paths. A ten (10) foot multi-use path running parallel to Keystone Parkway is depicted on the Open Space and Pedestrian Connectivity Plan at **Exhibit D** (the "Path"). Developer shall construct the Path from 136th Street to the northwest corner of the Real Estate. The Developer shall work in good faith with the City to acquire an easement for the construction of the Path through privately-owned property enabling the connection to the Hagan-Burke Trail. The portion of the path outside the limits of the Real Estate shall only be constructed if an easement is obtained from the property owners and a waiver of park impact fees is approved by the appropriate governing bodies. Developer also shall construct six (6) foot multi-use paths as depicted on the Open Space and Pedestrian Connectivity Plan at **Exhibit D**.

Section 9.4. Access to Amenity Area. A minimum five-foot (5') sidewalk shall be provided from the public sidewalk to access various uses (clubhouse, parking lot, pool, sport courts) within the amenities area.

Section 9.5. Entrance of 136th Street. Developer shall construct the most appropriate design for ingress/egress in the development as prescribed by the city engineer and as depicted on the Entrance Plan at **Exhibit H**.

Section 9.6. Walkways. If the front yard grade does not require a step, then a minimum five foot (5') concrete walkway shall be provided directly from the front of the dwelling to the public sidewalk. If the front yard grade requires a step, then a minimum five foot (5') concrete walkway shall be provided directly from the front of the dwelling to the dwelling's driveway.

Section 10. Architectural Standards.

Section 10.1. General Appearance Statement: The homes proposed in this community will serve a very specific market, which demands efficiently designed homes with components that serve the particular needs of an age targeted community. Homes shall be one story ranch and one- and one-half story homes incorporating dormers and other design elements to provide visual interest. All homes shall include standard features such as standard interior lever-style door hardware and zero-grade entry at the front entrance door and at the garage door entry into the home, as well as an extensive array of universal design options including wider doorways, wider corridors where needed, lower countertops, adjusted switch/control/receptacle heights, grab bars, reduced-slip vinyl flooring,

low-pile carpeted flooring, roll-in/no-curb showers, built-in shower seats, lower closet shelving, and lower peep holes in the front door.

Home designs are intended to use elements of traditional American architectural themes and shall be designed in accordance with the general architectural character of the homes which are depicted in the architectural elevations and/or renderings, attached hereto as **Exhibit C**.

Section 10.2 Architectural Standards:

A. Building materials: Residential primary and accessory structures shall be comprised of any mix and combination of the following materials: brick, cast stone, stone, cultured stone, cement fiberboard, engineered wood siding (e.g., LP SmartSide), siding, glass, wood or vinyl soffits, and vinyl windows and/or equivalent or superior quality thereof for all the foregoing, except that vinyl siding shall not be permitted.

B. Four-Sided Architecture: Four-sided architecture shall be required on all homes, meaning that there shall be a consistent use of materials and design elements on all sides of the structure. The term "four-sided architecture" shall mean:

i) At a minimum all residential structures shall include masonry on the front façade. This masonry on the homes shall vary in style and amount to provide diversity of design and texture along the street. This masonry shall also extend a minimum of four (4) feet from the front façade along both sides of the structure. Full masonry front facades are discouraged since they make the home look heavy and monotonous.

ii) Horizontal lap siding, shake siding and vertical board-and-batten siding may be used on the balance of the front façade and shall also extend a minimum of four (4) feet from the front façade along both sides of the structure.

iii) The side and rear elevations of each home may use horizontal lap siding and vertical board-and-batten siding; however, the courtyard side of the homes shall only use horizontal lap siding.

iv) Side facades that face an adjacent home's courtyard shall include a minimum of two transom windows and 5 foundation shrubs.

v) Rear facades on perimeter lots shall include: (a) a masonry water table up to the bottom of the lowest window on the façade; and (b) a minimum of one or two windows as deemed appropriate based upon the façade's massing (together, (a) and (b) are the "Façade Enhancements").

vi) Side facades on corner lots where the side façade is visible from the public right-of-way shall include either: (a) a courtyard; or (b) the Façade Enhancements. The yard adjacent to this side façade shall include a minimum of one tree (shade, ornamental or evergreen) and five shrubs.

vii) All rear facades shall include at least one nominal 3'x5' window.

C. Roofs:

i) All roofs shall be required to have architectural dimensional shingles.

ii) The minimum roof slope for any main roof element shall be 8/12 pitch.

iii) All roofs shall have a nominal one (1) foot overhang.

iv) Roofs shall provide a variety of traditional architectural design elements including dormers on some homes.

D. Porches:

i) All homes shall be required to have a front porch.

ii) Homes with front-loading garages shall have a porch with a minimum depth of six (6) feet and a minimum square footage of eighty-five (85) square feet.

iii) Homes with rear-loading garages shall have a porch with a minimum depth of six (6) feet and a minimum square footage of thirty-nine (39) square feet.

E. Garages:

i) Garages shall not be constructed forward of the front elevation or front porch of the home and shall be setback a minimum of ten (10) feet from the front porch on homes with front-loading garages.

ii) All garage doors shall have decorative designs and options for window panels. Garage doors shall be of a color and style that is consistent with the architecture of the home. The exterior color palates for each home shall be selected and designed in a manner which de-emphasizes the location and placement of the garage door.

iii) Each garage shall include at least two (2) dusk to dawn coach lights.

F. Windows: Windows shall have exterior trim on all four sides of each window. The minimum width of these trim boards shall be four (4) inches wide.

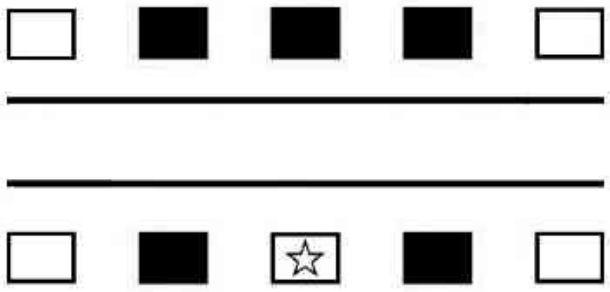
G. Driveways: The appearance of driveways shall be consistent throughout the neighborhood. Driveways shall be concrete. The driveway may extend up to one (1) foot to the outside of both sides of the garage.

Section 10.3. Typical Building images, rendering and elevations. Attached hereto and incorporated herein by reference as **Exhibit C** are typical images, renderings and elevations, depicting the character of Single Family Detached Dwellings, to be constructed upon the Real Estate.

The Developer proposes eight (8) different one-story floorplans to be built in this community. Three (3) elevations are proposed for each of the one-story floorplans, plus an optional bonus suite for each home is offered that converts the home to a 1.5 story home. The bonus suite provides an additional two (2) elevations per home. By having five (5) elevations per home, there will be forty (40) distinctive elevations that can be offered in this community. In addition to the forty (40) elevation offerings, buyers can select from one of the eight (8) color palettes that provide harmonious, coordinated, color selections for the neighborhood. A minimum of two (2) stone colors and one (1) brick color shall be included within the color palettes. No two (2) adjacent homes shall have the same color palette.

Section 10.4. Residential Architectural Diversity (AD) Standards. Neighborhoods shall promote streetscape diversity through varied elevations and or colors. Homes shall comply substantially with the varied elevations and colors shown on the Illustrative Streetscape, attached hereto as **Exhibit G**. The same Building elevation with the same color shall not be constructed for one (1) lot on each side of the subject lot on the same side of the street and for three (3) lots across the street from the subject lot. (Please refer to the illustration below.) The same Building elevation

shall not be constructed on a lot within two (2) lots of the subject lot on the same side of the street or on the lot across the street from the subject lot.



Section 11. Landscaping and Open Space Requirements.

Section 11.1. Landscape Plans. The Landscape Plan shall be included with the Primary Plat. A full landscape plan shall be submitted with a Primary Plat, Secondary Plat, or building permit. The Landscape Plan shall include, at a minimum, the following:

A. Location and spacing of existing and proposed plant material;

B. Types of plant material identified by botanical and common names;

C. Size of material, in diameter and height, at installation and maturity;

D. Quantity of each of the planting materials to be installed; and

E. Methods of protecting landscaped areas.

Section 11.2. Landscaping Standards. Landscaping installed pursuant to this PUD Ordinance and the City's planting standards and best management practices shall be integrated with other functional and ornamental site design elements, where appropriate, such as landscape materials, paths, sidewalks, or any water features. Adequate soil volumes for mature growth shall be considered and supplied for each plant material that is installed.

A. Plant Materials. Landscaping materials shall be appropriate to local growing and climate conditions and shall meet the requirements of the ANSI Z60.1 Standards. Plant health and suitability, maintenance, and compatibility with site construction features are critical factors that shall be considered. Plantings should be designed with diversity, structured patterns, and complementary textures and colors, and should reinforce the overall character of the area.

i) Shade trees shall be at least two and a half inches (2.5") in caliper diameter when planted;

ii) Ornamental trees shall be at least one and a half inch (1.5") in caliper diameter when planted;

iii) Evergreen trees shall be at least six feet (6') in height when planted;

iv) Shrubs shall be at least eighteen inches (18") in height when planted;

v) Ornamental grasses must obtain a mature height of at least twelve (12) inches.

vi) Artificial turf may be used at the amenity area in limited areas such as sport courts, (bocci, putting green, etc.) and around the pool deck. It may also be used in the fenced courtyard areas of the homes.

B. Subject to the approval of the Urban Forester, existing vegetation may be used to achieve required landscaping if (i) it is of suitable quality, size and state of health to achieve required landscaping, and (ii) the method of preservation utilizes best management practices for tree protection during construction. Any preservation of existing vegetation shall constitute an in-kind credit against the landscaping requirements of this PUD Ordinance.

C. All landscaping approved as part of a Secondary Plat shall not be substantially altered, eliminated or sacrificed without first obtaining further Plan Commission approval. However, minor material alterations in landscaping may be approved by the Urban Forester or his or her designee in order to conform to specific site conditions.

D. It shall be the responsibility of the owners and their agents to ensure proper maintenance of project landscaping and pond areas approved in accordance with this PUD Ordinance. This may include, but is not limited to, irrigation and mulching of planting areas, replacing dead, diseased, or overgrown plantings with identical varieties or a suitable substitute, and keeping the area free of refuse, debris, rank vegetation and weeds.

E. <u>Street Trees</u>. Shade trees shall be planted along all streets (but not Alleys) within the right-of-way, parallel to the street and installed per City standards. This standard includes, but may not be limited to, streets and medians to be built. One shade tree shall be installed for every thirty to fifty feet (30'-50') of ROW length. Street trees are not required to be uniformly spaced. As per City standards, no street trees shall be planted in conflict with drainage or utility easements or structures, underground detention (unless so designed for that purpose), or within traffic vision safety clearances. Species

shall be chosen from the City's published list of recommended street trees. Tree lawns shall be a minimum of six (6) feet in width. Subject to City approval, two (2) evergreen trees shall be planted in each of the locations identified on **Exhibit J**.

F. Courtyard Landscaping:

(i) Where courtyards side to open space or are located along the street on a corner lot, additional landscaping shall be provided.

(ii) All side courtyards shall be landscaped.

G. Additional Landscaping for Perimeter Lots. All rear yards of perimeter lots shall include the following, subject to approval of a certified arborist (for plantings in the rear yard not in an easement) or the City (for plantings in an easement):

a. A combination of shade and evergreen trees;

b. Shrubs and ornamental grasses adjacent to the privacy fence enclosing the courtyard of each home; and

c. Shrubs screening the AC unit.

Subject to the foregoing, the perimeter rear yard landscaping shall comply substantially with the quality and character of the plantings shown on the Rear Yard Landscape Exhibit, attached hereto as **Exhibit I.**

No two (2) adjacent lots shall have the same rear yard landscaping package.

In addition, during the site plan review process, the Developer shall work with the City's urban forester, engineering department and planning department to maintain trees in the 40' buffer area (that are outside the 20' Tree Preservation Areas) where possible given drainage, engineering, grading and utility needs.

Section 11.3. Best efforts shall be made to incorporate natural vegetation into the storm water management plans. Subdivision stormwater management basins adjacent to Keystone Parkway shall incorporate native landscape materials along the basin's perimeter adjacent to Keystone Parkway's right-of-way.

Section 11.4. Conflict with Utilities. Notwithstanding anything herein to the contrary, no tree shall be planted in conflict with drainage or utility easements or structures, underground detention (unless so designed for that purpose), or other rules, regulations or ordinances of the City. However, where the logical location of proposed utilities would compromise the desired effect, the Controlling

Developer may solicit the aid of the City's Urban Forester in mediating an alternative.

Section 11.5. Bufferyards.

A. Perimeter: A perimeter bufferyard shall be installed along the boundaries of the PUD District. The bufferyard will be of type, size, and content based upon the below requirements. Existing vegetation may be applied towards perimeter bufferyards with approval of Urban Forester. Drainage improvements shall be permitted within the perimeter bufferyards.

i) East Perimeter:

Width: Forty (40) feet;

Contents: 5 shade Trees, 1 ornamental tree, 20 shrubs per 100 linear feet.

ii) North Perimeter:

Width: Forty (40) feet;

Contents: 5 shade trees, 1 ornamental tree. 20 shrubs per 100 linear feet.

iii) West Perimeter Adjacent to Existing Single Family:

Width: Forty (40) feet;

Contents: 5 shade trees, 1 ornamental tree, 20 shrubs per 100 linear feet.

iv) Southwestern Perimeter along Keystone Parkway:

Width: Thirty (30) foot Greenbelt bufferyard;

Contents: 6 shade trees, 2 ornamental trees, 15 shrubs per 100 linear feet; existing trees may count toward the total requirement.

B. Internal Bufferyards: There shall be no internal Real Estate bufferyard requirements. Uses will be master planned to be complimentary in style and orientation, as such bufferyards between different residential uses and intensities shall not be required.

Section 11.6. Foundation Plantings.

A. Landscaping shall be installed along each Dwelling's front façade and the first four (4) feet of a side façade adjacent to the front facade. The primary landscape materials used shall be ornamental trees, shrubs, perennial flowers, and ornamental grasses. No two (2) adjacent lots shall have the same foundation planting package.

Section 11.7. Parking Lot Plantings.

A. Parking lot perimeters shall be landscaped to be screened from view from all adjacent public rights of way. A minimum width for the planting area for the parking lot perimeter plantings shall be six (6) feet.

B. Parking lots containing more than 10 adjacent spaces shall require a minimum of one (1) shade tree and twenty (20) shrubs to be planted for every ten (10) parking spaces provided. Plantings shall be located in proximity to these parking spaces to provide screening and shade.

Section 11.8. Tree Preservation. Tree Preservation Areas shall be regulated and well maintained in accordance with the following; however, the Tree Preservations Areas shall be subject to the rights of all utility and drainage easements therein. Plans shall be provided with the Primary Plat. The Tree Preservation Areas shall be along the perimeter of the Real Estate and shall be twenty (20) feet in width, at minimum. After final engineering approval, the Tree Preservation Areas shall be extended within the forty (40) foot perimeter bufferyard to include those areas not needed for drainage, grading, and/or utilities. Tree Preservation areas shall be provided in the areas identified on the Concept Plan within **Exhibit B**.

A. The following best management practices may be implemented with respect to Tree Preservation Areas:

i) Removal of exotic and invasive species (e.g. bush honeysuckle) where appropriate, including the use of professionals to apply herbicides or identify and remove such invasive species;

ii) Removal of dead, hazardous and at-risk trees;

iii) Removal of vines growing on and up a tree;

iv) Removal of an overabundance of fallen and cut trees;

v) Planting of native trees;

vi) Establishment of access easements, unpaved trails, utility and drainage improvements;

vii) Complete maintenance activities by following industry standard using the current American Safety Institute (ANSI) Z-133 and A300 approved practices and methods.

B. The following activities shall be permitted within Tree Preservation Areas:

i) Planting of native trees, pursuant to the Indiana Native Tree List provided by the City's Urban Forester;

ii) Removal of hazardous, exotic and invasive vegetation pursuant to the Indiana Exotic and Invasive Plant List provided by the City's Urban Forester;

iii) Removal of trees directed to be removed by municipal, county, state or federal agencies or departments or by a public utility;

iv) Installation of access easements, rights-of-way, streets, paths, trails, sidewalks, utilities and drainage improvements and minor pedestrian area improvements (e.g. benches, trash receptacles, creek overlook areas);

v) Community or common areas; provided any such use shall be designed to avoid unnecessary impact or damage to Tree Preservation Areas.

C. The following activities shall be prohibited within Tree Preservation Areas:

i) Removal of native vegetation;

ii) Mowing and clearing any portion of a Tree Preservation Area;

iii) Dumping of leaves and debris from outside locations into the Tree Preservation Area;

iv) Seeding; including grass seed, prairie mix seed, sod and the planting of any type of garden unless approved by the City's Urban Forester;

v) The construction of pools, sheds, garages, decks, fences, playground equipment, tree houses, fire pits and other permanent or semi-permanent structures unless approved by the Carmel BZA;

vi) Recreational activities that adversely impact the health, structure and integrity of a tree preservation area, including, playground equipment, basketball or tennis courts and pools.

D. The following shall be required for all Tree Preservation Areas:

i) Signs identifying the Tree Preservation Area shall be posted every five hundred (500) feet around the perimeter of all Tree Preservation Areas;

ii) Tree protection barriers shall be utilized during site development and earth moving activities, which shall be specified on landscape plans. Such barriers shall remain in place during the site's construction activity, including landscaping. The City of Carmel tree preservation detail shall be used, and fence locations shall be shown on the landscape plan.

iii) A local certified arborist shall be engaged to serve as a consultant throughout the development of the project with the objective of preserving trees within the twenty-foot Tree Preservation Areas adjacent to the neighboring residences to the east and north of the Real Estate. The arborist shall visit the Real Estate prior to development activity and shall provide suggestions for tree preservation within these areas. As development progresses, the arborist will revisit the site approximately every 60 days to continue monitoring progress and consulting with the preservation efforts until all adjacent homes are completed.

iv) In addition, the Developer shall consult with the City's Urban Forester to: (i) identify any gaps of greater than 20' in the Tree Preservation Area (a "Gap Area"); (ii) select deciduous and/or evergreen trees from the City's Recommended Tree List, as appropriate, to supplement any Gap Areas (the "Supplemental Trees"); and (iii) plant the Supplemental Trees at a rate and in locations within the Gap Areas to best insure the health of the existing trees and the Supplemental Trees. The Supplemental Trees shall be planted by the first planting season following construction of the home adjacent to the Gap Area.

Section 11.9. Open Space.

A. An Open Space Plan shall be submitted noting the location and percentage of the site with distinctions of designed and natural areas

including tree preservation areas. Open Space shall be depicted on the plans submitted with the Primary Plat, and as detailed in Section 3 of this Ordinance. A minimum of Thirty Percent (30%) of Open Space shall be preserved. The Historic Home shall not be included as part of the Real Estate or the Open Space as part of this calculation.

B. The Developer may make common sense improvements such as the cutting of trails as depicted on the Concept Plan/Primary Plat, the provision of picnic areas, removal of dead or diseased trees, thinning of trees or other vegetation to encourage more desirable growth, and grading and seeding.

C. Recreational buildings, structures, and improvements (for example, pools, clubhouses, picnic structures, pet parks, picnic area, community garden, bocce ball area, ball fields, tennis courts, and playground equipment) may be constructed in conjunction with all use areas including Open Space areas.

D. Storm water quality/quantity treatment may be constructed in the open space.

F. Open Space shall be landscaped as in a park setting and shall require a minimum of eight (8) shade trees shall be planted for every acre of open space.

Section 12. Lighting.

Section 12.1. Single Family Detached Residential Lighting. Front porch, stoop, and or attached entry lights shall be provided on all Detached Dwellings.

Section 12.2. Street lighting, located in the street right-of-way, shall be illustrated on the Primary Plat, shall be provided by Controlling Developer, shall be confined to the intersections of public streets (not required for public streets intersecting with lanes/alleys), shall meet all other applicable City standards and be reviewed by the City.

Section 12.3. Only security lighting as deemed necessary by the Developer or City shall be permitted within the Park/Open Space Areas.

Section 12.4. Lighting in and around active open space and parking lots shall be designed and maintained so that it is reduced to the minimum amount reasonably required for security purposes.

Section 12.5. No lighting that has been approved by the Plan Commission may later be substantially altered or eliminated without first obtaining further approval from the Plan Commission or a committee thereof. However, Minor Material Alterations of lighting may be approved by the Director or the Director's designee.

Section 12.6. Exterior lighting of the Buildings shall be located so that (i) there is zero (0) light directed off the site and (ii) the light source is shielded from direct offsite viewing.

Section 12.7. All exterior ground-mounted architectural, display and decorative lighting shall be generated from concealed, low level fixtures.

Section 12.8. Light fixtures in parking areas shall not be mounted so that the light source exceeds eighteen feet (18) feet in height.

Section 12.9. All pole-mounted and wall mounted fixtures shall have 90-degree cut off and/or flat lenses. Building accent lighting shall be exempt from this provision but shall be designed so that light is fully directed at the building façade.

Section 13. Signs.

Section 13.1. Single Family Detached Residential Area Signs.

A. All signs shall meet the requirements of the Unified Development Ordinance, unless described herein.

B. Typical signs shall be as depicted on plans submitted with the Primary Plat in terms of location, character, and construction.

C. Development Entry Signs. There shall be one Development Entry Sign permitted for the entry into the Real Estate on 136th Street. Development Entry Signs shall be ground mounted, with copy area (including logos) no greater than six (6) feet from grade, and no more than fifty (50) square feet. Architectural and structural elements shall be exempt from height and square footage requirements. Overall sign structure shall not be greater than 10 feet in height from grade.

D. Neighborhood/Block Signage. Neighborhood/Block Signage shall be permitted to designate internal neighborhoods, blocks, or residential clusters. These signs shall be ground mounted, with a maximum height of six (6) feet from grade, and no more than three (3) square feet. These signs shall be placed on one or two sides of street intersections. Plans submitted with the Primary Plat will depict character and detail of these types of signs.

Section 13.2 Open Space and Park Area Signs.

A. Pedestrian and bicycle wayfinding signage, as well as historical story boards and plaques may be incorporated throughout the Real Estate. This signage shall be of a permanent type construction and design and may include development logos and insignias. This signage shall not be regulated for content — but will be designed for

slow moving readability, and pedestrian oriented scale. These signs shall be ground mounted, with a maximum height of six (6) feet from grade, and no more than twelve (12) square feet. These signs shall be exempt from permit fees.

B. Typical wayfinding signs could be as depicted on plans that shall be submitted with the Primary Plat in terms of location, character, and construction.

C. Typical historic signs could be as depicted on plans that shall be submitted with the Primary Plat in terms of location, character, and construction.

Section 14. Parking.

Section 14.1. Automobile Parking. Except as provided herein this Section the requirements set forth in the Unified Development Ordinance shall apply in determining the standards applicable to parking spaces. Parking spaces shall be provided in the following manner:

A. Single Family uses shall have a minimum of two (2) garage parking spaces per dwelling. Space sizes shall be a minimum of eight (8) feet wide and twenty (20) feet deep.

B. Single Family uses shall have a minimum of two (2) driveway parking spaces per dwelling. Space sizes shall be a minimum of eight (8) feet wide and twenty (20) feet deep.

C. The clubhouse amenity area shall provide a minimum of twenty-one (21) off street parking spaces.

D. Off street parking areas shall be interconnected by internal driveway and coordinated to accommodate pedestrian access.

E. Lane/Alley Parking is prohibited. All parking within lane/alley rights-of-way shall be prohibited.

Section 15. Bicycle Parking.

A minimum of four (4) bicycle parking spaces shall be provided at the clubhouse.

Section 16. Historic Home.

The following shall apply to the Historic Home:

A. The Developer commits to working with the Carmel Historic Preservation Commission and the Indiana Landmarks Foundation ("Landmarks") on a plan to preserve and rehabilitate the Historic

Home. Landmarks has advised the Developer that it plans to: (i) first market the Historic Home for sale to a purchaser, subject to certain rehabilitation requirements and preservation and maintenance covenants and restrictions; and, if no purchaser is located, then (ii) Landmarks will undertake the rehabilitation itself and then market the home for sale, subject to the preservation and maintenance covenants and restrictions.

B. On or before the recording of the first secondary plat for the Real Estate, the Developer shall offer to donate the Historic Home to Landmarks with deed restrictions.

Section 17. Homeowners Association and Declaration of Covenants.

Section 16.1. Declaration of Covenants and Homeowners Association. A Declaration of Covenants ("CCR's") shall be prepared by the Controlling Developer in its discretion which shall also contain various provisions regarding the Real Estate, including provisions for an initiation fee, a budget requirement to fund general reserves, the use of the Real Estate, and improvement approval requirements after initial construction, and shall meet the requirements of the UDO. The CCR's will also provide for the establishment of a Homeowners Association in which membership shall be mandatory. The Controlling Developer shall record the CCR's with the Recorder of Hamilton County, Indiana. At the discretion of the Developer, individual Associations may be established within each district, each required to be a member of the overall Master Association. There may be multiple Declarations of Covenants and Associations. A Declaration of Covenants and Homeowners Association shall be submitted with each applicable Primary Plat for this development.

Section 18. Development Procedure.

Section 17.1. Approval of the Primary Plat and Secondary Plat. The required Primary Plat and Secondary Plat shall follow the adopted process by the Commission as prescribed in the City of Carmel Unified Development Ordinance. Therefore, a Primary Plat and Secondary Plat (whichever is applicable and governing per City of Carmel Unified Development Ordinance) approval shall be required prior to issuance of an Improvement Location Permits for this PUD Ordinance.

Section 17.2. Modification of Development Requirements (Zoning Waiver). The Plan Commission may, after a public hearing, grant a Zoning Waiver of any of the dimensional standards by less than ten (10) percent of the specified standard. Modification of the Development Requirements requested by the Developer may be approved by a hearing examiner or committee designated by the Commission, after a public hearing held in accordance with the Commission's Rules of Procedure. However, any decision of a hearing examiner or committee which approves or denies any requested modification may be appealed by the Director or any interested party (including the Developer) to the Commission, also in

accordance with the Commission's Rules of Procedure. Any approval of such waiver is subject to the following criteria:

A. The proposal shall be in harmony with the purposes and land use requirements contained in this PUD Ordinance.

B. The proposal shall complement the overall Primary Plat and Secondary Plat and the adjoining streetscapes and neighborhoods.

C. The proposal shall not produce a site plan or street/circulation system that would be impractical or detract from the appearance of this PUD District and must not adversely affect emergency access in the area.

D. If the Commission (acting through its hearing examiner or committee) determines that the proposed modification will not have an adverse impact on development in this PUD District, it shall grant a modification of the Development Requirements. In granting modifications, the Commission may impose such conditions as will, in its reasonable judgment, secure the objectives and purposes of this PUD Ordinance.

Section 17.3. Variances of Development Requirements. The BZA may authorize Variances from the terms of this PUD Ordinance, subject to the procedure prescribed in the Unified Development Ordinance.

Section 19. Violations and Enforcement.

All violations and enforcement of this PUD Ordinance shall be subject to the Unified Development Ordinance.

Section 20. Exhibits.

All the Exhibits on the following pages are attached to this PUD Ordinance, are incorporated by reference into this PUD Ordinance and are part of this PUD Ordinance.

C:\Users\sdhardin\AppData\Local\Temp\tempmail.docx

EXHIBIT A

OVERALL SURVEYED LAND DESCRIPTION

Part of the South Half of Section 19, Township 18 North, Range 4 East of the Second Principal Meridian in Hamilton County, Indiana, being that 59.43 acre tract of land shown on the plat of an ALTA/NSPS Land Title Survey – Boundary Retracement Survey of said tract certified by Tania M. Cree, PS #LS20400014 on March 12, 2020, as Schneider Geomatics Project Number 12064 (all references to monuments and courses herein are as shown on said plat of survey) described as follows:

COMMENCING at Harrison monument at the southeast corner of the Southeast Quarter of said Section 19, Township 18 North, Range 4 East; thence South 89 degrees 50 minutes 17 seconds West (basis of bearing per Indiana State Plane Coordinates – East Zone) along the south line of said Quarter Section a distance of 1345.65 feet to the southerly extension of the west line of Smokey Hollow, as per plat thereof recorded in Plat Book 13, Page 130, as Instrument #8706433, in the Office of the Recorder of Hamilton County, Indiana; thence North 00 degrees 05 minutes 56 seconds West along said line a distance of 129.44 feet to a 5/8" rebar with yellow cap stamped "SCHNEIDER FIRM #0001" set (hereafter referred to as "rebar set") on the north right-of-way line of East 136th Street as described in Instrument #2011042266 in said Recorder's Office, and the POINT OF BEGINNING; thence North 72 degrees 58 minutes 47 seconds West along said right-of-way line a distance of 156.13 feet to a "rebar set"; thence North 47 degrees 59 minutes 25 seconds West continuing along said north right-of-way line a distance of 235.09 feet to a "rebar set" on the east right-of-way line of Keystone Parkway (US 431) as established per Indiana State Highway S-Project No. 165(14) R/W plans dated 8/15/60, the following 6 courses being along said east right-of-way line of Keystone Parkway; (1) thence North 29 degrees 04 minutes 01 seconds West a distance of 99.83 feet to a "rebar set"; (2) thence North 37 degrees 13 minutes 48 seconds West a distance of 312.65 feet to a "rebar set" at a point on a non-tangent curve having a radius of 3,974.72 feet, the radius point of which bears South 52 degrees 21 minutes 06 West; (3) thence northwesterly along said curve an arc distance of 424.66 feet to a "rebar set" lying 0.7 feet north and 1.6 feet west of a 4"x 4" concrete right-of-way marker, said rebar lies North 46 degrees 13 minutes 48 seconds East from said radius point; (4) thence North 45 degrees 15 minutes 47 seconds West a distance of 191.97 feet to a point lying 1.6 feet north and 0.6 feet east of a concrete right-of-way marker; (5) thence North 43 degrees 46 minutes 14 seconds West a distance of 900.00 feet to a "rebar set", said point lying 1.1 feet north and 1.2 feet west of a concrete right-of-way marker; (6) thence North 41 degrees 30 minutes 32 seconds West a distance of 125.91 feet to a point lying 1.8 feet northwest of a broken concrete right-of-way marker, said point lying on the southeasterly line of Yorktown Woods, as per plat thereof recorded in Plat Cabinet 4, Slide 48, as Instrument #200600017282, in said Recorder's Office; thence North 65 degrees 52 minutes 06 seconds East along said line a distance of 369.36 feet to the southeast corner of Yorktown Woods, said point lying 0.1 feet north of a 5/8" rebar with yellow cap stamped "WEIHE ENGR" found; thence North 00 degrees 01 minutes 49 seconds West along the east line of said Yorktown Woods a distance of 623.38 feet to a stone found on the north line of the Southwest Quarter of said Section 19; thence North 89 degrees 28 minutes 28 seconds East along said line a distance of 29.49 feet to a stone which lies 0.4 feet west of a 5/8" rebar with yellow cap stamped "SCHNEIDER FIRM

#0001", said point also being at the southwest corner of Foster Estates, Section 8, as per plat thereof recorded in Plat Cabinet 2, Slide 190, as Instrument #9864442, in said Recorder's Office; thence North 89 degrees 45 minutes 50 seconds East along the north line of said Quarter Section a distance of 1310.67 feet to the northwest corner of Smokey Ridge – Section Four, as per plat thereof recorded in Plat Cabinet 1, Slide 54, as Instrument #8921931, said point lying 0.4 feet east of a 5/8" rebar with yellow cap stamped "MILLER SURVEYING" found flush with the surface, thence South 00 degrees 05 minutes 17 seconds East along the west line of said Smokey Ridge – Section Four, Smokey Ridge – Section Three, as per plat thereof recorded in Plat Book 15, Pages 10-13, as Instrument #8748155, and Smokey Ridge – Section Two, as per plat thereof recorded in Plat Book 15, Pages 6-9, as Instrument #8748154, a distance of 2002.30 feet to a concrete monument found at the northwest corner of Smokey Hollow, as per plat thereof recorded in Plat Book 13, Page 130, as Instrument #8706433; thence South 00 degrees 05 minutes 56 seconds East along the west line of said Smokey Hollow a distance of 518.04 feet to the POINT OF BEGINNING, containing 59.43 acres, more or less.

EXHIBIT B

Concept Plan

961 **EXHIBIT C**

962 ***Rendering Exhibits***

963

964

965

966

EXHIBIT D

Open Space and Pedestrian Connectivity Plan

US.128902198.01

EXHIBIT E

Amenity Plan

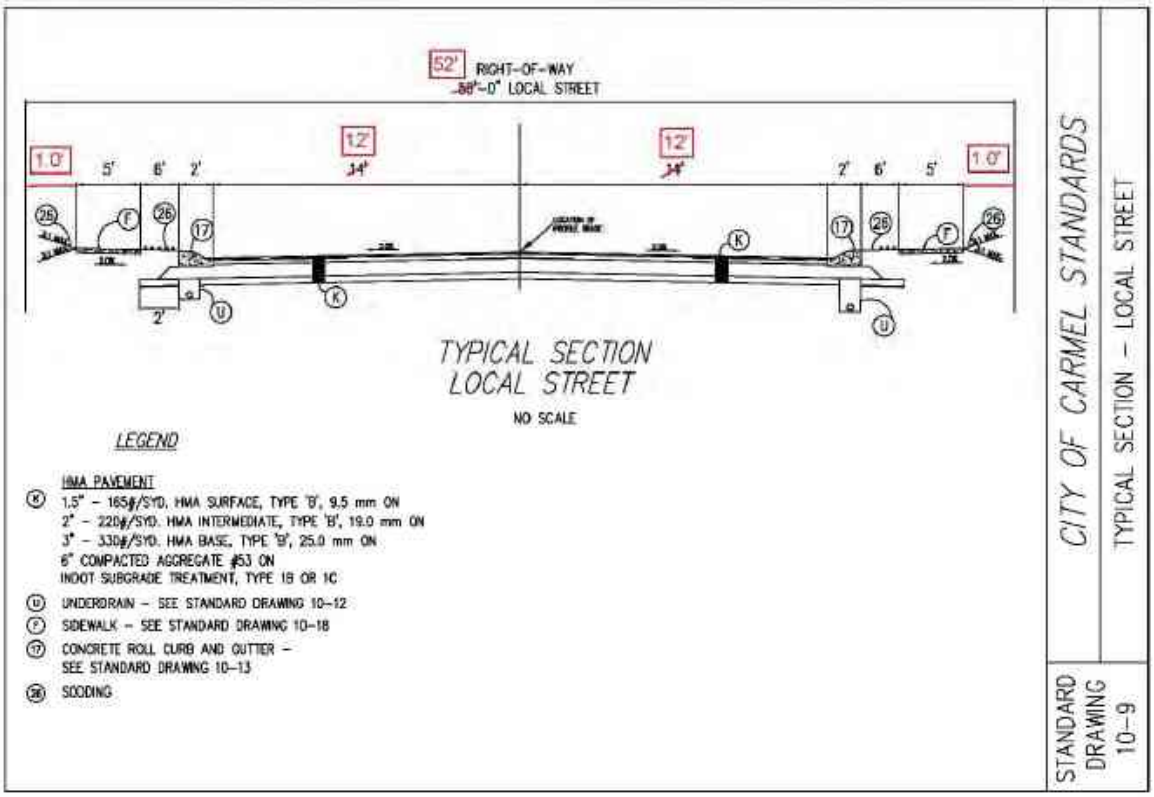
973 *Amenity Plan, continued*

CONCEPTUAL CLUBHOUSE AMENITY AREA ENLARGEMENT
NO SCALE

974

EXHIBIT F

Right-of-Way Sections



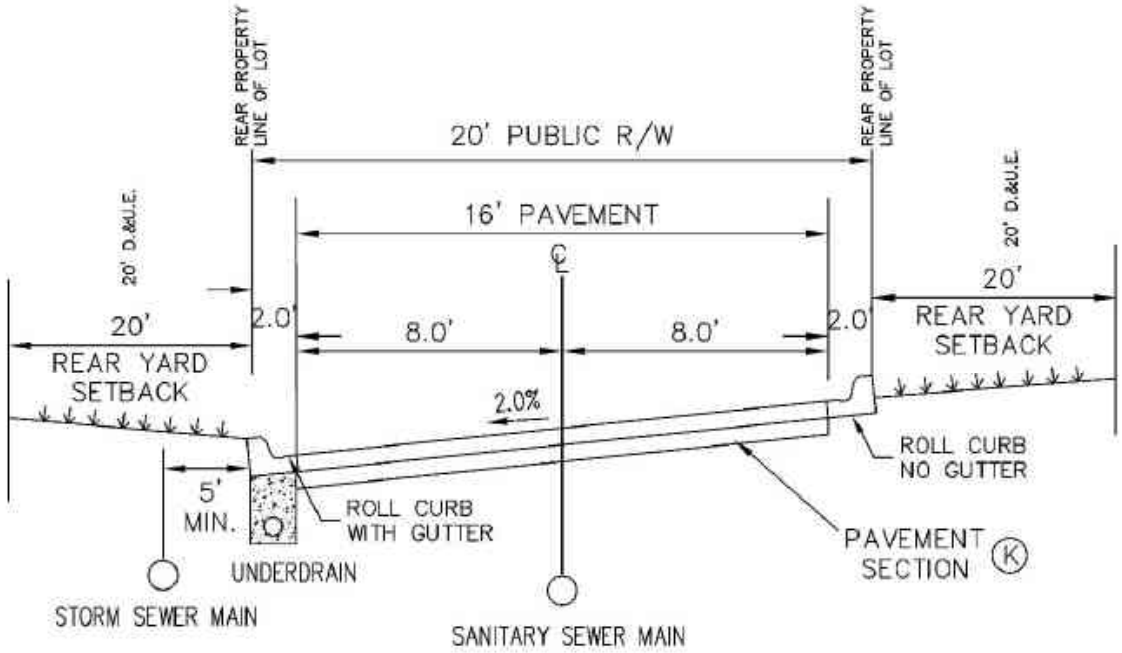
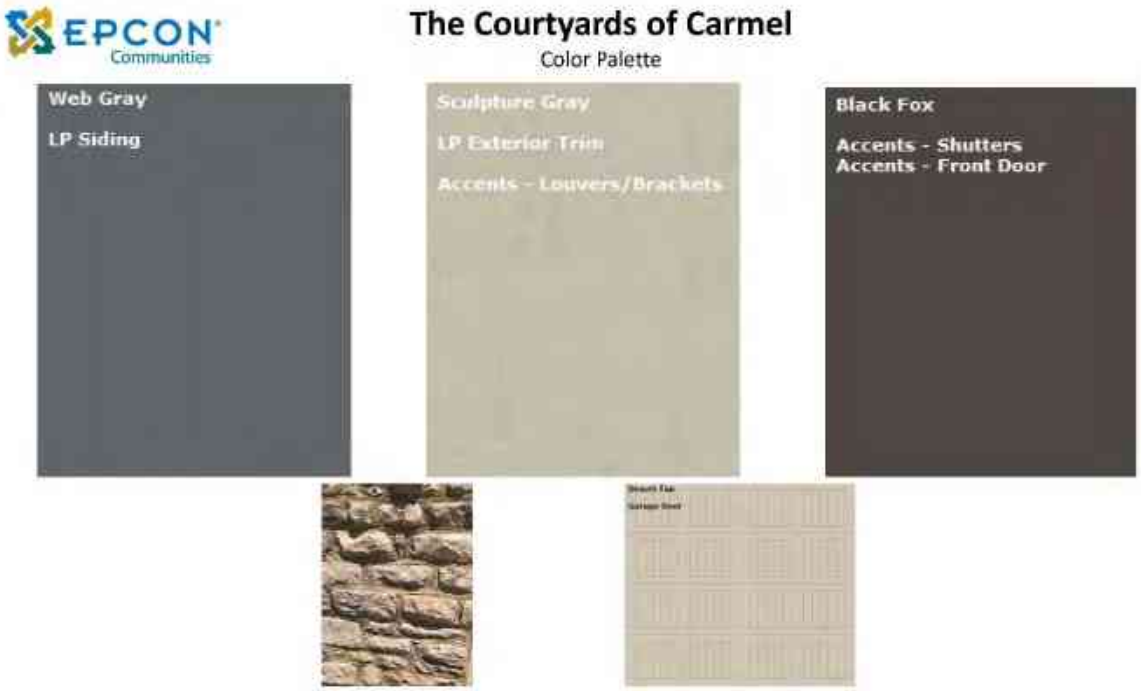
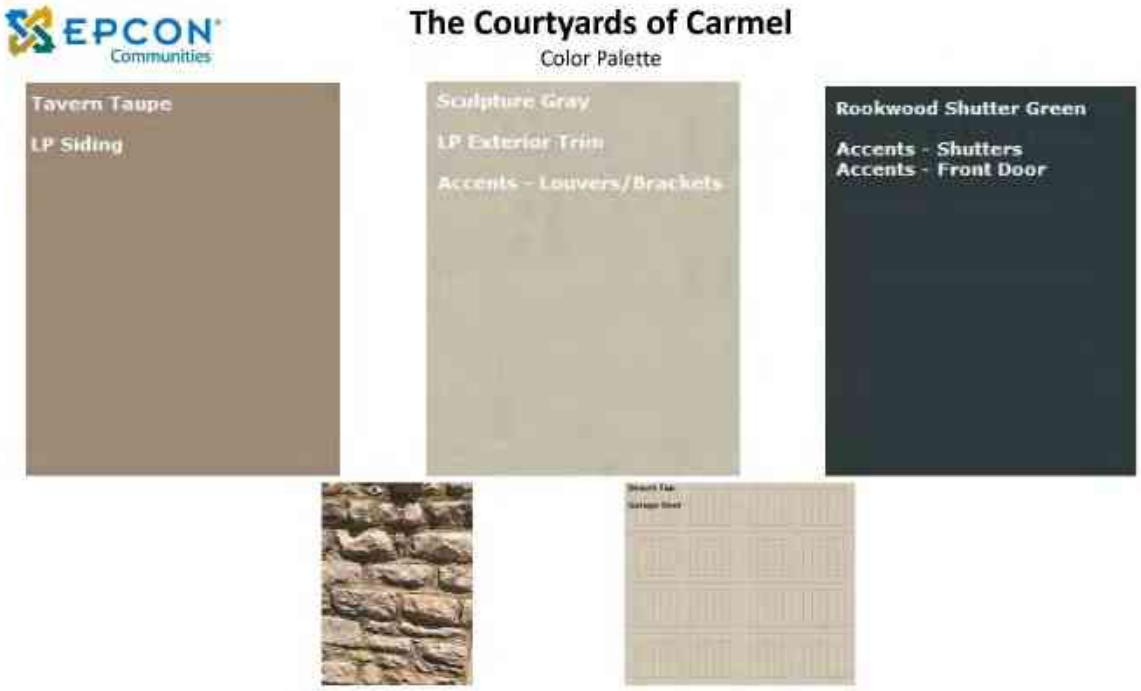


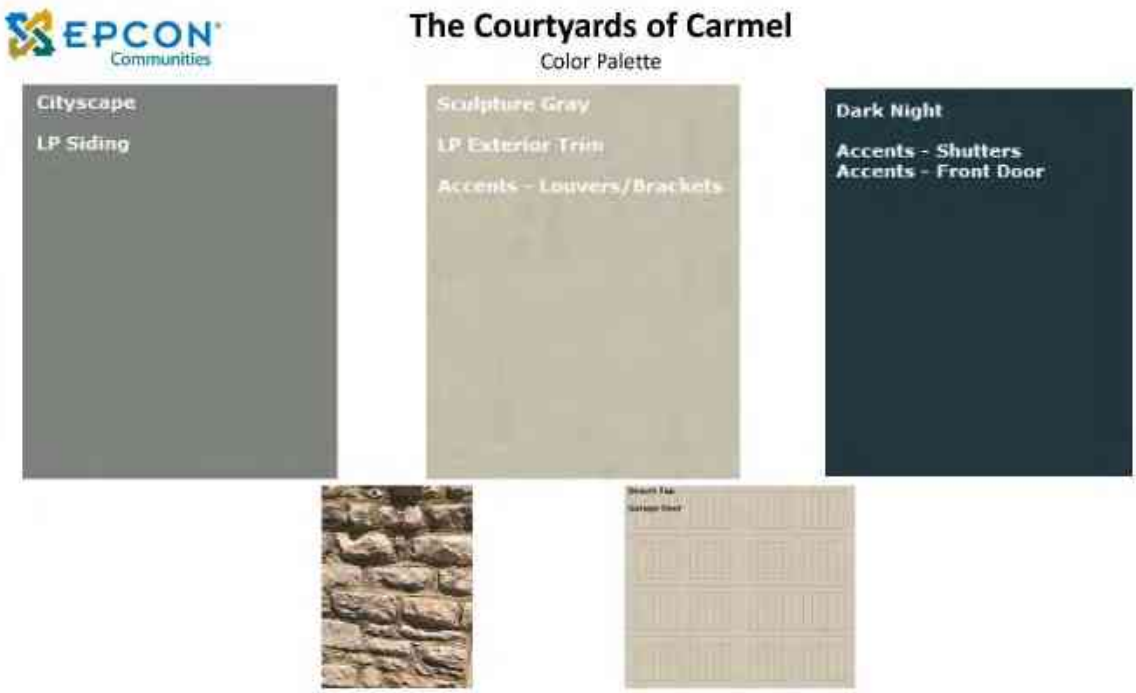
EXHIBIT G

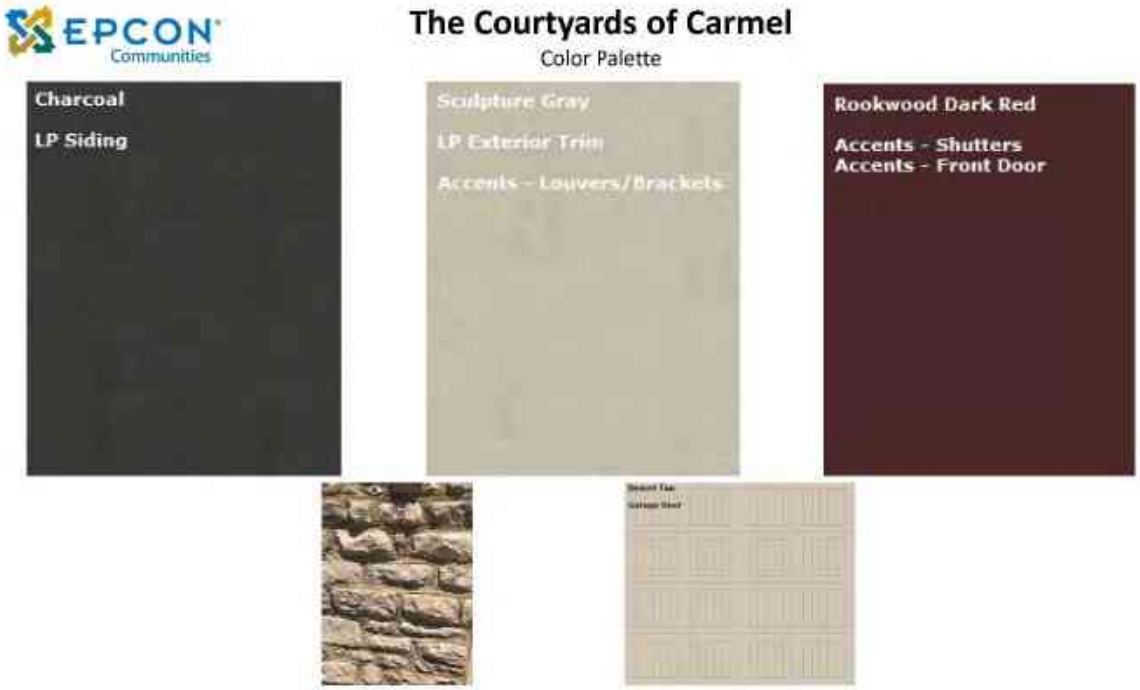
Illustrative Streetscape

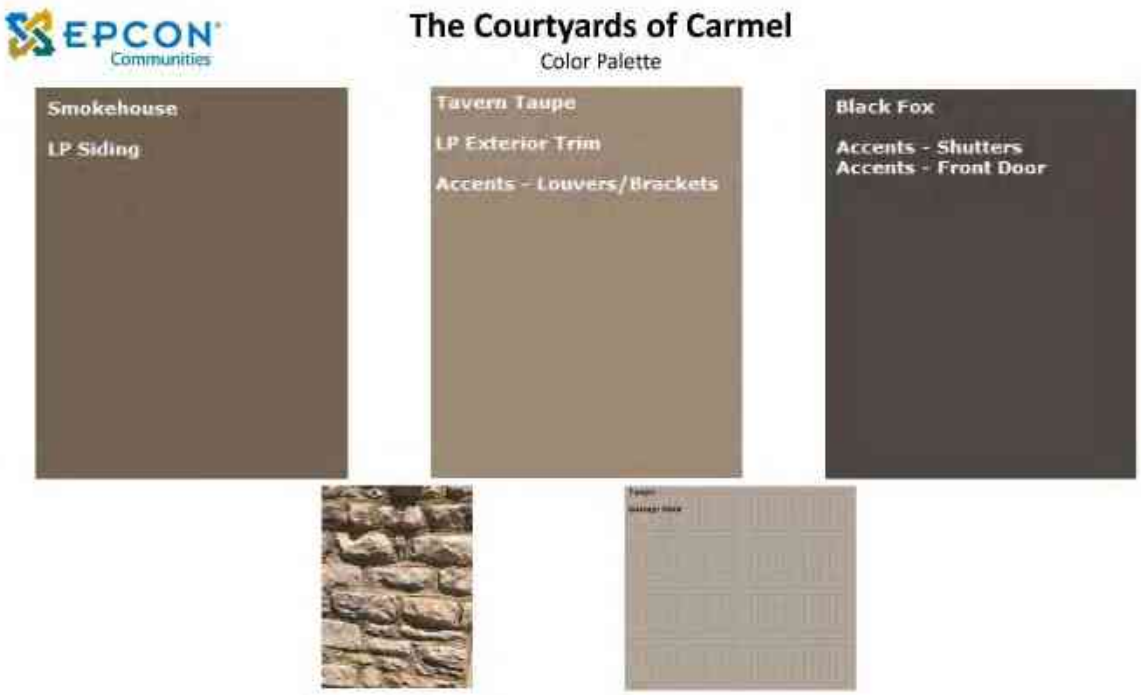
Note: the color palettes are attached on the following pages.

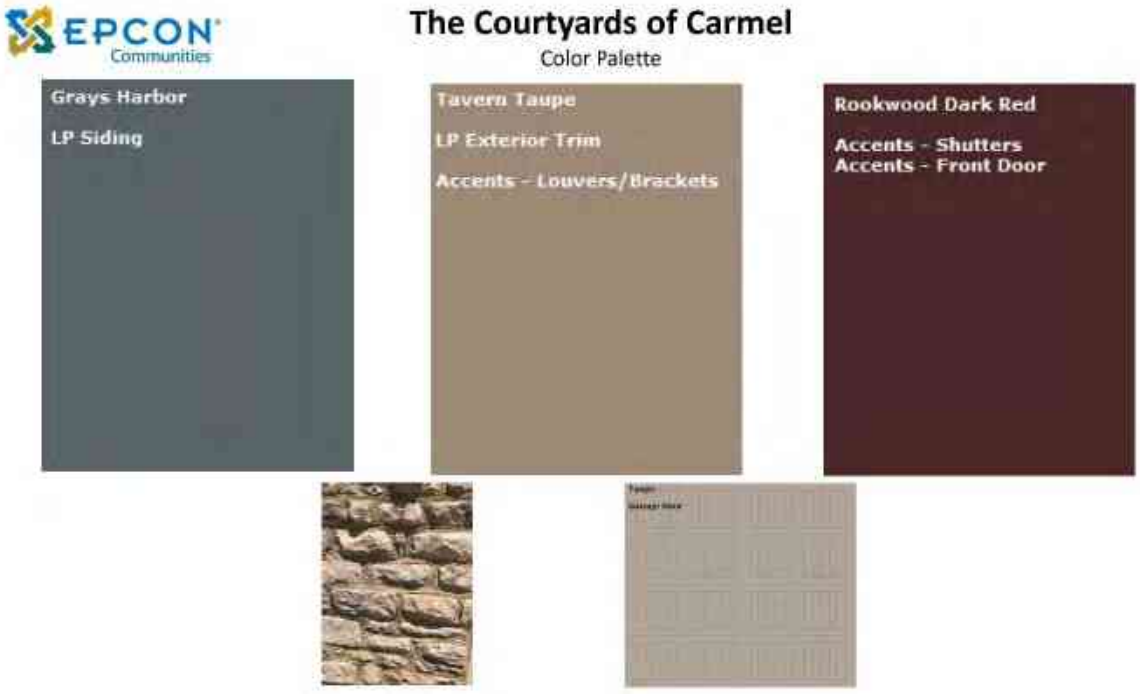

EPCON Communities
The Courtyards of Carmel
Color Palette
Web Gray
LP Siding
Sculpture Gray
LP Exterior Trim
Accents - Louvers/Brackets
Black Fox
Accents - Shutters
Accents - Front Door

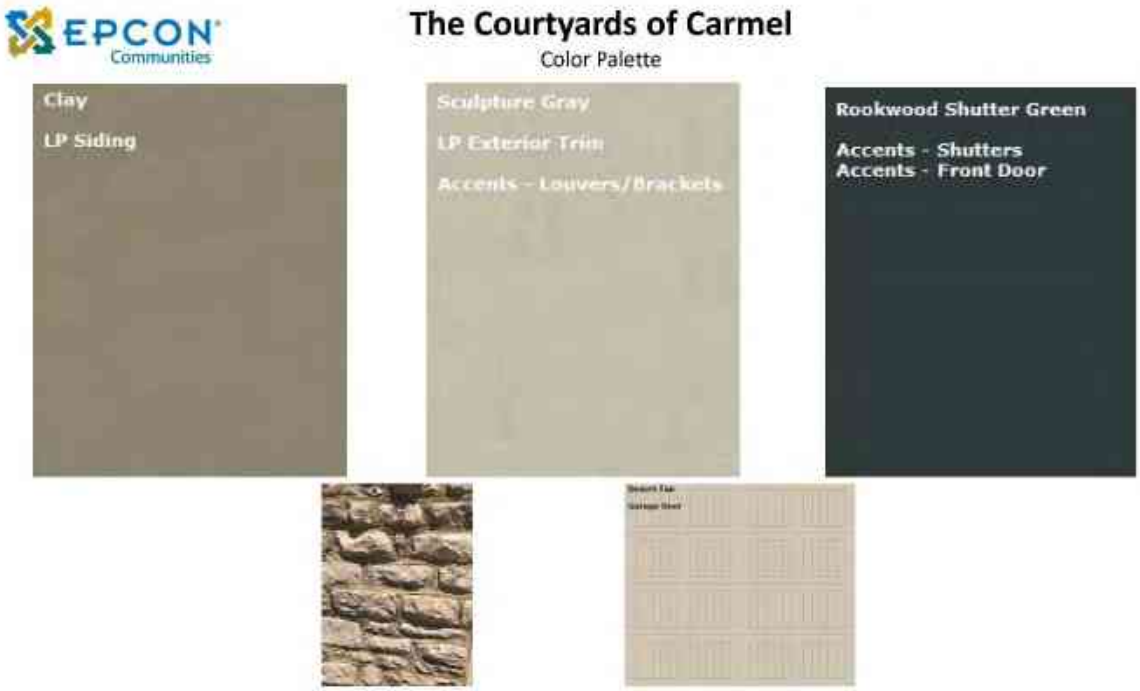

EPCON Communities
The Courtyards of Carmel
Color Palette
Tavern Taupe
LP Siding
Sculpture Gray
LP Exterior Trim
Accents - Louvers/Brackets
Rookwood Shutter Green
Accents - Shutters
Accents - Front Door


EPCON Communities
The Courtyards of Carmel
Color Palette
Cityscape
LP Siding
Sculpture Gray
LP Exterior Trim
Accents - Louvers/Brackets
Dark Night
Accents - Shutters
Accents - Front Door


EPCON Communities
The Courtyards of Carmel
Color Palette
Charcoal
LP Siding
Sculpture Gray
LP Exterior Trim
Accents - Louvers/Brackets
Rookwood Dark Red
Accents - Shutters
Accents - Front Door


EPCON Communities
The Courtyards of Carmel
Color Palette
Smokehouse
LP Siding
Tavern Taupe
LP Exterior Trim
Accents - Louvers/Brackets
Black Fox
Accents - Shutters
Accents - Front Door


EPCON Communities
The Courtyards of Carmel
Color Palette
Grays Harbor
LP Siding
Tavern Taupe
LP Exterior Trim
Accents - Louvers/Brackets
Rookwood Dark Red
Accents - Shutters
Accents - Front Door


EPCON Communities
The Courtyards of Carmel
Color Palette
Clay
LP Siding
Sculpture Gray
LP Exterior Trim
Accents - Louvers/Brackets
Rookwood Shutter Green
Accents - Shutters
Accents - Front Door

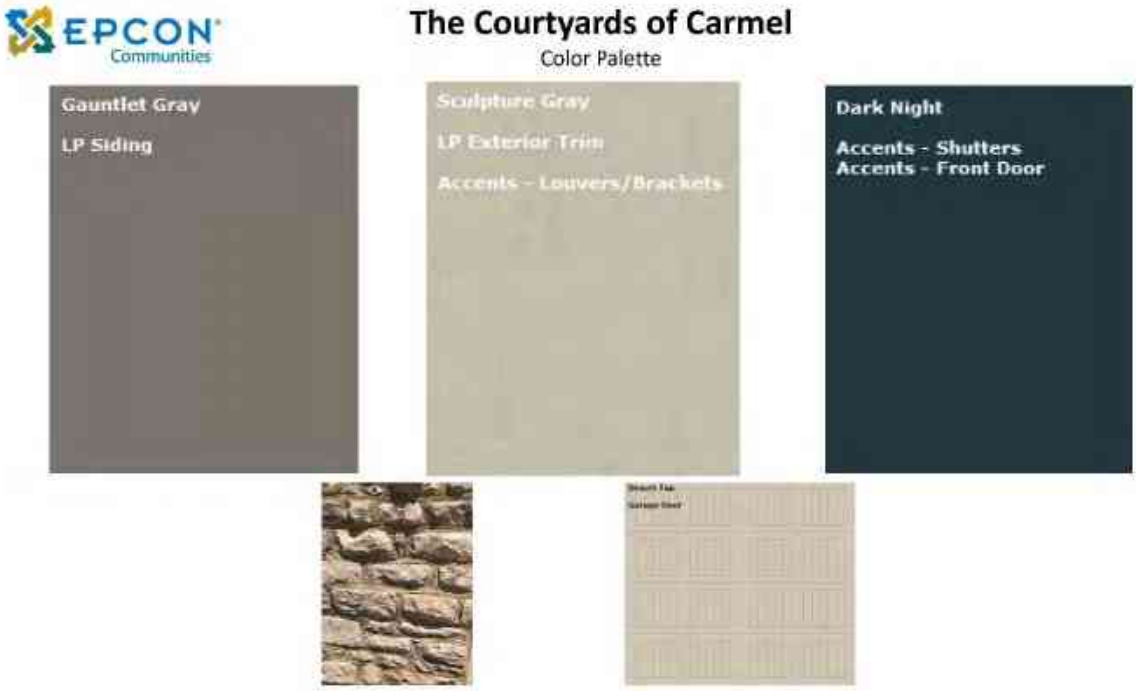

EPCON Communities
The Courtyards of Carmel
Color Palette
Gauntlet Gray
LP Siding
Sculpture Gray
LP Exterior Trim
Accents - Louvers/Brackets
Dark Night
Accents - Shutters
Accents - Front Door

EXHIBIT H

Entrance Plan

EXHIBIT I

Rear Yard Landscape Exhibit

EXHIBIT J

Additional Landscaping Exhibit

* Subject to City approval, two (2) evergreen trees shall be planted in each of these locations.

The ordinance shall be effective upon its passage by the Council, in accordance with Indiana Code 36-4-6 et seq.

ADOPTED by the Common Council of the City of Carmel, Indiana this _____ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

Laura D. Campbell, President	H. Bruce Kimball
Sue Finkam, Vice President	Miles Nelson
Adam Aasen	Kevin D. Rider
Anthony Green	Jeff Worrell
Timothy J. Hannon	

ATTEST

Sue Wolfgang, Clerk

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security Number in this document, unless required by law: Steven D. Hardin.

This Instrument prepared by: Steven D. Hardin, Esq., and Mark R. Leach, Land Use Planner, Faegre Drinker Biddle & Reath LLP, 600 East 96th Street, Suite 600, Indianapolis, Indiana 46240.

MEMORANDUM

TO: **Carmel City Council**

FROM: **Mike Hollibaugh**
Department of Community Services

SUBJECT: **Z-657-20**

DATE: **October 7, 2020**

Please find information on the following item forwarded by the Plan Commission. This item will appear on your October 19th agenda.

Forwarded with a 6-2 *favorable* recommendation:

Ordinance Z-657-20 (Docket No. PZ-2020-00127 Z): Huntington Bank C2 Rezone.
The City is seeking to rezone the parcel located at the northeast quadrant of the Range Line Road and Executive Drive roundabout from the B-8 District within the Range Line Road Overlay Zone to the C-2/Mixed Use District.
The property address is 1215 S. Range Line Road.
Filed by the Department of Community Services on behalf of the Carmel Plan Commission.

Rezone Explanation:
Enclosed is a copy of the proposed ordinance for an amendment to the Official Zoning Map (rezone), along with supporting information including an aerial map of the parcel location.

The City is proposing to rezone this parcel to C2 Mixed Use District with the goal of better positioning the real estate for a redevelopment project that is consistent with the mixed-use development in the Proscenium project and with the mixed use project planned in Old Town Development's South Range Line redevelopment.

The proposed rezone is limited to the 1.88-acre former Walgreens site (Section 1, Lot 1 of the Carmel Centerpointe Subdivision). There is no site plan or timeline for a redevelopment project; however, the property owners and current tenant have been apprised of the rezoning proposal and are supportive.

When a specific development is proposed for this site technical review of the Development Plan will be completed by City Departments and design review will be provided by the CRC's Architectural Review Committee. A formal Public Hearing will be held by the Plan Commission Hearing Officer pursuant to the City's Unified Development Ordinance (UDO) and Plan Commission Rules of Procedure.

The standards of the C2/Mixed Use District are established in Article 2, Sections 2.35 & 2.36 of the Unified Development Ordinance. You may view the UDO online by clicking on *Codes & Ordinances* at the Department of Community Services' website: www.carmeldocs.com.

Plan Commission Overview:
The Department presented a location map highlighting the subject parcel (Parcel) and explained the goals of the rezone, also noted in the Rezone Explanation above.

It was noted the site was subject to a previous Plan Commission petition for a Huntington Bank branch,

Docket No. 15090011 DP/ADLS, that was withdrawn in 2015 at the request of the City in order to facilitate a mixed-use redevelopment on the Parcel instead of allowing the proposed 3200 s.f. suburban style building intended to replace the existing 15,000 s.f. building.

It is the City's goal of this rezone to facilitate a new mixed-use building on the Parcel that will be multiple stories with ground floor commercial, upper floor uses and structured parking.

No one from the public offered comments either for or against this rezone petition. It should be noted that one email was received and two phone calls all of general inquiry, neither for or against the proposal.

Plan Commission members asked the following questions:

- Is there sufficient parking planned, and noted it is difficult to adequately consider a rezoning proposal without a site plan?
- How will a Huntington Bank with drive-thru lanes function in a mixed-use development building?

While appreciative of both issues, DOCS staff emphasized that the owner of the property is Huntington Bank who would ultimately make the decision about how their operation works with a proposed building, site plan, planned traffic circulation and the parking necessary for customers and employees.

DOCS staff was unable to commit to a project that addressed Commission parking questions as the C-2 has no minimum parking space requirement and there is not currently a development partner or project plan ready to move forward here.

It was emphasized by the Department that regardless of the C2 District parking allowances, commercial ground floor tenants in a mixed-use building were not likely to locate in a project without sufficient car parking, and that it is highly unlikely the City will find a development partner for a project on the Parcel that does design in adequate parking for residential tenants and meet the parking needs of ground floor commercial tenants and employees.

The purpose of the C2 District is to facilitate redevelopment that is of civic value and, in part, to support projects that are worthy of granting the use of tax increment financing for parking, public infrastructure and site amenities.

The supporting information in this packet is arranged in the following order:

1. Site Aerial map
2. Proposed Ordinance Z-657-20
3. Plan Commission Certification (expires Monday, December 21, 2020).
4. Existing Zoning Map

Site Aerial Map

Sponsor: Councilor Rider

ORDINANCE Z-657-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA

Rezoning the parcel located in the northeast quadrant of Range Line Road and Executive Drive from the B-8 Business District within the Range Line Road Overlay Zone to the C2/Mixed Use District

Synopsis:

This ordinance rezones one (1) parcel located in the northeast quadrant at the Range Line Road and Executive Drive roundabout to the C2/Mixed Use District for the purpose of facilitating the redevelopment of the commercial property, which is Section 1, Lot 1 of the Carmel Centerpointe Subdivision.

WHEREAS, pursuant to Indiana Code 36-7-4, the Common Council has lawfully adopted a unified development ordinance, the terms of which are applicable to the geographic area consisting of the incorporated area of the City of Carmel, Indiana, which unified development ordinance has been codified in Chapter 10 of the Carmel City Code; and

WHEREAS, pursuant to Indiana Code 36-7-4-602 the Common Council is authorized to amend the map that is part of the unified development ordinance; and

WHEREAS, the Carmel Advisory Plan Commission gave a favorable recommendation on Tuesday, September 15, 2020, to Docket No. PZ 2020-00127 regarding the rezoning of the parcel located in the northeast quadrant of the Range Line Road – Executive Drive roundabout, described and illustrated in **Exhibit A**, which is incorporated herein by this reference (the "Real Property").

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, that:

Section I: The Official Zoning Map accompanying and made part of the Unified Development Ordinance is hereby changed to designate the Real Property from the B-8 Business District within the Range Line Road Overlay Zone to the C2/Mixed Use District.

Section II: All prior Ordinances or parts thereof inconsistent with any provision of this Ordinance are hereby repealed.

Section III: This Ordinance shall be in full force and effect from and after its passage and signing by the Mayor.

EXHIBIT A

PROPERTY DESCRIPTION & LOCATION MAP

Tax Parcel ID: 16-10-31-00-02-001.000

Address: 1215 S. Range Line Road, Carmel, IN 46032

Description: Section 31, Township 18, Range 4
Carmel Centerpointe subdivision Section 1 Lot 1

Acreage: 1.88

SITE AERIAL

PASSED by the Common Council of the City of Carmel, Indiana, this ____ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____ _____

Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____

H. Bruce Kimball Kevin D. Rider

_____ _____

Anthony Green Jeff Worrell

_____ _____

Tim Hannon Miles Nelson

_____

Adam Aasen

ATTEST:

_____

Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____

Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____

James Brainard, Mayor

ATTEST:

_____

Sue Wolfgang, Clerk

Prepared by: Michael Hollibaugh, Department of Community Services, One Civic Square, Carmel, IN 46032

CERTIFICATION
OF THE CARMEL PLAN COMMISSION'S RECOMMENDATION
ON THE PETITION TO THE CITY OF CARMEL
TO AMEND THE ZONING ORDINANCE
PURSUANT TO INDIANA CODE 36-7-4-605

ORDINANCE
Z-657-20

Huntington Bank Rezone – B8 to C2

To: The Honorable Common Council
Of the City of Carmel
Hamilton County, Indiana

Dear Members:

The Carmel Plan Commission offers you the following report on the application **(Docket No. PZ-2020-00127 Z) petitioning to rezone 1215 S. Range Line Road to C2/Mixed Use District.**

The Carmel Plan Commission's recommendation on the petition of the applicant is **'Favorable."**

At its meeting on September 15, 2020, the Carmel Plan Commission voted Six (6) in Favor, Two (2) Opposed, One (1) Absent, to forward to the Common Council the proposed **Ordinance No. Z-657-20** with a **"Favorable Recommendation".**

Please be advised that by virtue of the Plan Commission's **Favorable** Recommendation, pursuant to IC 36-7-4-608(f), the Council has ninety (90) days to act on this petition before it becomes effective as Certified by the Commission. Ninety days from the date of the Certification is Monday, December 21, 2020.

CARMEL PLAN COMMISSION

BY: _____
Brad Grabow, President

ATTEST:

_____
Joe Shestak, Secretary
Carmel Plan Commission
Dated: September 22, 2020

CARMEL CITY CLERK
SEP 22 2020
TIME: 2:50 PM

Existing Zoning Map

B-8 Zoning within the Range Line Road Overlay District

MEMORANDUM

TO: **Carmel City Council**

FROM: **Adrienne Keeling**
Department of Community Services

SUBJECT: **Z-658-20**

DATE: **October 9, 2020**

Please find information on an item forwarded by the Plan Commission. This will appear on your October 19th agenda.

Forwarded with a *favorable* recommendation:

Ordinance Z-658-20 (Docket No. 19090013a OA): Group Home Ordinance Standards.
The applicant seeks to amend the Unified Development Ordinance in order to establish standards and an approval process and to amend definitions for Group Homes. Filed by the Department of Community Services on behalf of the Carmel Plan Commission.

Proposed Amendment Summary:
Attached is a proposed UDO amendment which establishes standards and an approval process for Group Homes. Over the last year there have been two proposals to construct a Group Home in Carmel. The review of those recent proposals led to a review of the UDO's existing definitions and additional research regarding federal and state statutes, including the Fair Housing Amendments Act (FHAA). An approval process specific to Group Homes will provide needed guidance to applicants, neighbors and staff. Additionally, the proposed process would allow a more site-specific analysis to provide residents who would be provided services at a Group Home access to housing that is equal to that of residents who are not in need of such services.

The proposed UDO amendment recommends the following:

1. **Require Special Exception approval** of Group Homes by a BZA Hearing Officer.
    a. Establish filing fee in Article 1, Line 40.
    b. Add "Group Home" as a type of Residential Special Exception in S1, S2, R1, R2, R3, R4, R5, UR, B3, B5, B6, B7 Districts. Appears throughout Article 2, starting on Line 49.
2. **Establish Use-Specific Standards** for Group Homes in Article 5, starting on Line 86.
3. **Revise the existing Special Exception process** specifically for Group Homes in Article 9, starting on Line 144.
4. **Revise definitions for *Dwelling, Single-Family*, *Family* and *Group Home*** in Article 11, starting on Line 281.
    a. Note that Group Homes would be defined as six (6) or more persons in need of care, support or supervision – AND would require Special Exception approval from the BZA. Five (5) or fewer unrelated persons in need of care would fall under the definition of "Family" and would not require Special Exception approval.
5. Delays the effective date to **January 1, 2021**.

To aide in review, UDO page numbers are referenced in the ordinance document. You may view the Unified Development Ordinance in its entirety online by clicking on *Codes & Ordinances* in the Department of Community Services' website: www.carmeldocs.com.

Plan Commission Overview:

The Department presented a proposal which initially amended a handful of residential-related definitions regarding Group Homes. The purpose of the amendments was to ensure compliance with the Fair Housing Amendments Act (FHAA) by removing references to outdated Indiana Status and establishing clear limits on the number of occupants. However, after further discussion and review of federal court decisions it was decided to also establish standards and a BZA approval process specifically related to Group Homes. Throughout review the Plan Commission and members of the public had questions related to number of occupants and potential non-residential character of Group Homes. The Plan Commission forwarded this item to the Carmel City Council with a favorable recommendation.

The information in this packet is arranged in the following order:

1. Memo from John Molitor to the Plan Commission summarizing the limitations imposed by the Fair Housing Amendments Act (FHAA) and relevant Federal and State court decisions.
2. Proposed Ordinance Z-658-20
3. Plan Commission Certification (expires December 21, 2020).

MEMORANDUM

To: Members, Carmel Plan Commission

From: John R. Molitor, Counsel to the Plan Commission

Date: September 9, 2020

Re: Federal and State Laws Governing Group Home Regulations

The proposed ordinance dealing with group homes (now Docket No. 19090013 OA) is designed to allow the City to regulate these uses within the strict limitations imposed by state and federal statutes – primarily the Fair Housing Amendments Act (FHAA). Enacted by Congress in 1988 and liberally construed since then by federal appellate courts, the FHAA makes it a ***discriminatory housing practice*** for a local government to "make unavailable or deny, a dwelling to any buyer or renter because of a handicap…." According to several federal court decisions, plaintiffs may prove that a City violated the FHAA by showing either (1) disparate treatment, (2) disparate impact, or (3) a refusal to make a ***reasonable accommodation*** for disabled persons.

The controlling decision in our federal judicial circuit (the 7th, which includes Illinois and Wisconsin along with Indiana) was issued just two years ago. The case involved the zoning ordinance of the City of Springfield, Illinois, which has a population similar to Carmel's. Instead of requiring a petitioner to demonstrate that it has a "hardship" justifying a variance, this decision virtually places the burden of proof on a city to show that a petitioner's "requested accommodation" for a group home is ***unreasonable*** – that is, "if it imposes undue financial or administrative burdens or requires a fundamental alteration in the nature of the [city's comprehensive plan] program." Valencia v. City of Springfield, Illinois, 883 F.3d 959, 968-970 (7th Cir. 2018).

The Springfield decision also implies that cities shouldn't preclude group homes from being located near one another. The court had no problem with the clustering of two or three group homes, but did note a report from an Illinois council stating that "clusters of *four or five* group homes on a single block could … undermine the ability of neighboring group homes to function properly".

Finally, a footnote to the decision discusses the issue as to how many unrelated persons may occupy a single-family home before it is subject to regulation as a group home or boarding house. Springfield's ordinance allowed for up to five unrelated persons – the federal court did not find this provision objectionable. While Carmel's current UDO definition does not specify a limit, the proposed ordinance would also allow for up to five. However, a 2003 Indiana Supreme Court decision previously ruled that a college town's code limit of three unrelated adults did not violate the State Constitution. *See* Dvorak v. City of Bloomington, 796 N.E.2d 236 (Ind. 2003).

Sponsor: Councilor Rider

ORDINANCE Z-658-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA

An Ordinance establishing standards and approval process for Group Homes in the Unified Development Ordinance.

Synopsis:

This ordinance amends the Unified Development Ordinance in order to amend definitions and to establish standards and approval requirements for Group Homes.

WHEREAS, the term "group home" includes residential facilities designed to house or accommodate the needs of various groups of individuals, particularly persons who are considered disabled or otherwise in need of specialized services.

WHEREAS, state and federal statutes, primarily the Fair Housing Amendments Act (FHAA), which was enacted by Congress in 1988, have made it unlawful for local governments to "make unavailable or deny, a dwelling to any buyer or renter because of a handicap."

WHEREAS, according to federal court decisions, plaintiffs may prove that a city violated the FHAA by showing either (1) disparate treatment, (2) disparate impact, or (3) a refusal to make a reasonable accommodation for disabled persons.

WHEREAS, pursuant to Indiana Code 36-7-4-602 the Common Council is authorized to amend the text of the unified development ordinance; and

WHEREAS, pursuant to Indiana Code 36-7-4-610 and City of Carmel Ordinance D-2391-17, the Carmel Unified Development Ordinance is incorporated by reference into the Carmel City Code;

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, that, pursuant to IC 36-7-4-600 et seq. and after Docket No. 19090013a OA having received a favorable recommendation from the Carmel Advisory Plan Commission on Tuesday, September 15, 2020, it hereby adopts this Ordinance to amend the Carmel Unified Development Ordinance (Ordinance Z-625-17, as amended), to read as follows:

Section I: Amend *Article 1: Administration* by adding BZA Hearing Officer filing fees for Group Home review.

1.29 Filing Fees **UDO Page 1-11**

BZA Hearing Officer

• Residential	$184 plus $107 for each additional
• Commercial petition	$749.00 plus $371.00 for each additional
• Special Exception, Group Home	$104 plus $104 per bedroom
• Special Exception, Short Term Rental	$104.00
• Renewal of Special Exception	$52.00

Section II: Amend *Article 2* by adding Group Home either as a **Residential Special Exception** or **Permitted Use** for the following Districts:

2.03	S1 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-4**
2.05	S2 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-6**
2.07	R1 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-8**
2.09	R2 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-10**
2.11	R3 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-12**
2.13	R4 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-14**
2.15	R5 District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-16**
2.17	UR District Intent, Permitted Uses, Special Uses and Special Exceptions Residential Special Exception – Group Home	**UDO Page 2-18**
2.23	B3 District Intent, Permitted Uses, Special Uses Residential Permitted Use – Group Home	**UDO Page 2-24**
2.25	B5 District Intent, Permitted Uses, Special Uses Residential Permitted Use – Group Home	**UDO Page 2-26**
2.27	B6 District Intent, Permitted Uses, Special Uses Residential Permitted Use – Group Home	**UDO Page 2-28**
2.29	B7 District Intent, Permitted Uses, Special Uses Residential Permitted Use – Group Home	**UDO Page 2-30**

Section III: Amend *Article 5: Development Standards* to add standards for Group Homes as follows:

5.72 US-26: Group Home Use-Specific Standards

These Use-Specific Standards for Group Homes apply to the following districts:

[INSERT ICONS FOR **S1, S2, R1, R2, R3, R4, R5, UR**]

A. Purpose: It is the purpose of this Section to benefit the general public by minimizing adverse impacts on established residential neighborhoods in the City and the owners and residents of properties in these neighborhoods which may result from the conversion of residential properties to business or institutional uses. However, it is also the purpose of this Section to provide that the City may not refuse to make a reasonable accommodation for a Group Home whenever such an accommodation would not impose undue financial or administrative burdens on the City or require a fundamental alteration in the Comprehensive Plan.

B. Special Exception Eligibility: A Dwelling located in a Residential District may be used as a Group Home only if the owner or occupant applies for and is granted a Special Exception, pursuant to Section 9.08 hereof.

C. Required Information for Application: Both the initial application and any renewal application for a Special Exception or Improvement Location Permit for a Group Home shall contain primary and secondary emergency contact information, including mailing address, phone number or email address. Upon approval of a Special Exception, emergency contact information shall be shared with the Carmel Police Department.

D. Limitations: The term of a Special Exception permit granted to a Group Home shall be twenty (20) years. The grant of a Special Exception permit provides an exception only to the other requirements of this Ordinance. It does not confer a right to lease, sublease, or otherwise use a Dwelling as a Group Home where such use is not otherwise allowed by law, a homeowners association agreement or requirements, any applicable covenant, condition, and restriction, a rental agreement, or any other restriction, requirement, or enforceable agreement. Nothing in this Section shall relieve any person of the obligations imposed by any and all applicable provisions of Federal and State laws and the Carmel City Code, including but not limited to those obligations imposed by Indiana tax laws and rules. Further, nothing in this Section shall be construed to limit any remedies available under any and all applicable provisions of Federal or State law and the Carmel City Code.

E. Reasonable Accommodation: After formal acceptance of an application for a Special Exception for a Group Home, the Director of Community Services shall review the application for the purpose of determining whether it would be a reasonable accommodation for the City to grant the Special Exception in order to provide the residents who would be provided services at the Group Home with access to housing that is equal to that of residents who are not in need of such services. In addition to the items listed in Section 9.08(C) hereof, the Director of Community Services shall consider the following:

1. If there are other Group Homes clustered within a block of the site;
2. The number of unrelated persons who will be living in the Group Home, and whether any professional support staff will also be residing there;
3. In addition to any residents' cars, if more than two (2) staff cars will be parked at the Group Home, and whether they will be marked;
4. If the Dwelling, existing, modified or new, is similar in design, materials and landscaping as other adjacent and nearby Dwellings;

5. Any other exterior indication that the Dwelling will be inhabited by Group Home residents;
6. Any undue financial or administrative burdens that would be imposed on the City; and
7. If a fundamental alteration in the Comprehensive Plan would be required.

Based upon this review, the Director of Community Services may support or oppose the granting of the Special Exception.

Section IV: Amend *Article 9: Processes* to add Group Homes to the Special Exception Process as follows:

9.08 Special Exception (~~Only~~ Applicable to Group Homes and Short Term Residential Rentals)

A. General Information: Special Exception approval by a Hearing Officer of the Board of Zoning Appeals shall be necessary prior to the establishment of a Special Exception, so cited by the district regulations herein, or the issuance of an Improvement Location Permit for said Special Exception. A Special Exception shall be considered as an exception to the uses allowed under the Unified Development Ordinance, and thus the original application for a Special Exception shall not generally be entitled to favorable consideration, except as follows:

1. A proposed Group Home where not more than eight (8) unrelated persons will be residents shall generally be entitled to favorable consideration;
2. A proposed Group Home where not less than nine (9) nor more than twelve (12) unrelated persons will be residents shall generally be entitled to favorable consideration, so long as the application is not opposed by the Director of Community Services; and
3. A proposed Group Home where thirteen (13) or more unrelated persons will be residents shall be entitled to favorable consideration only if the application is supported by the Director of Community Services.

~~; however, an~~ Any application for the renewal of a Special Exception shall generally be entitled to favorable consideration, so long as it is not opposed by the Director of Community Services. A Hearing Officer shall have discretion whether to approve or deny each Special Exception application, with his or her decision to be based on the special and unique conditions pertinent to the site, determined as a result of the review procedure established herein.

B. Procedure:

1. *Procedure Generally*: Whenever an application for a Special Exception within the planning jurisdiction is made, it shall follow the procedure set forth herein and shall conform to the regulations and requirements of the Unified Development Ordinance.
2. *Consultation with the Director of Community Services and Application*: Applicants shall meet with the Director of Community Services to review the zoning classification of their site, review copies of the regulatory ordinances and materials, review the Special Exception procedures, and examine the proposed exception and development of the property. The Director of Community Services shall aid and advise the applicant in preparing the application and supporting documents as necessary. The applicant shall then submit two (2) copies of the written application form and all necessary supporting documents and materials.
3. *Initial Review by the Director of Community Services*: Docketing on Hearing Officer Agenda: Following the receipt of the written application and necessary supporting

documents and materials by the Director of Community Services, the Director shall then review the materials solely for the purpose of determining whether the application is complete and in technical compliance with all applicable ordinances, laws, and regulations, and therefore entitled to be forwarded to the Board of Zoning Appeals. If the materials submitted by the applicant are not complete or do not comply with the necessary legal requirements, the Director of Community Services shall inform the applicant of the deficiencies in said materials. Unless and until the Director of Community Services formally accepts the Special Exception application as complete and in legal compliance, it shall not be considered as formally filed for the purpose of proceeding to succeeding steps toward Special Exception approval as hereinafter set forth. Within thirty (30) days of the formal acceptance of the application by the Director of Community Services, the Director shall formally file the application by placing it upon the agenda of a Board of Zoning Appeals Hearing Officer, according to the Rules of Procedure of the Board of Zoning Appeals.

4. *Public Hearing*: Once the Director of Community Services has accepted and filed the application with a Hearing Officer, a docket number shall be assigned and a date and time set for a public hearing by the Hearing Officer, according to the Rules of Procedure of the Board of Zoning Appeals. The applicant shall be responsible for the cost and publication of any required published legal notification of the public hearing. The applicant shall also notify all interested parties and property owners as required by the Rules of Procedure of the Board of Zoning Appeals; however, notice by publication shall not be required for the renewal of a Special Exception. The conduct of the public hearing shall be in accordance with the Board of Zoning Appeals Rules of Procedure.
5. *Approval or Denial of the Special Exception Application*: Upon approval of a Special Exception, the Hearing Officer shall inform the applicant that the applicant may apply to the Director of Community Services for Improvement Location Permits (if necessary) or may commence the Special Exception if no permits are required. Failure of the Hearing Officer to inform the applicant of the time limits set forth in Section 5.72(D) shall not relieve the applicant of complying with said Section.
6. *Appeal of Hearing Officer Decision*: A decision of a Hearing Officer shall not be a basis for judicial review, but it may be appealed to the Board of Zoning Appeals. The Board of Zoning Appeals shall conduct a new hearing on the matter and shall not be bound by any Findings of Fact made by the Hearing Officer. A person who wishes to appeal a decision of the Hearing Officer must file the appeal with the Board of Zoning Appeals within five (5) days after the decision is made, as provided in I.C. 36-7-4-924.
7. *Time Limit for Re-Application*: A Special Exception application that is denied by a Hearing Officer or the Board of Zoning Appeals is ineligible to be placed again on an agenda for consideration until the legality of the decision is finally determined by a court, pursuant to judicial review according to the Advisory Planning Law, or for a period of twelve (12) months following the date of the denial, whichever is later. In addition, whenever a Special Exception application is denied, the property involved in the application shall not be the subject of a different Special Exception application, or any use variance or rezone proposal, for a period of six (6) months following the date of the denial.

C. Basis of Review: A Hearing Officer, in reviewing a Special Exception application, shall give consideration to the particular needs and circumstances of each application and shall examine the following items as they relate to the proposed Special Exception:

1. Surrounding zoning and land use;
2. Access to public streets;

3. Driveway and curb cut locations in relation to other sites;
4. Parking location and arrangement;
5. Trash and material storage;
6. Necessary exterior lighting; and
7. Protective restrictions and/or covenants.

D. Basis of Approval or Rejection: A Hearing Officer, in approving or rejecting a Special Exception application, shall base his or her decision upon the following factors as they relate to the above listed items (Section 9.08 (C) concerning the proposed Special Exception:

1. The economic factors related to the proposed Special Exception, such as cost/benefit to the community and its anticipated effect on surrounding property values;
2. The social/neighborhood factors related to the proposed Special Exception, such as compatibility with existing uses in the vicinity of the premises under consideration and how the proposed Special Exception will affect neighborhood integrity; and
3. The effects of the proposed Special Exception on vehicular and pedestrian traffic in and around the premises upon which the Special Exception is proposed.

E. Special Exception Group Home Decisions; Commitment: Pursuant to IC 36-7-4-1015, a Hearing Officer may, as a condition to any approval of an application for a Special Exception, require or allow the owner to make any or all of the following commitments concerning the use of the property:

1. That the Special Exception will fully comply with Section 5.72 Group Home Use Standards.
2. That the Special Exception will be limited to five (5), ten (10), or fifteen (15) years, at the discretion of the Hearing Officer.
3. If the Hearing Officer determines that a homeowners association or similar entity has established limitations or prohibitions that apply to the property, that the owner's implementation of the Special Exception will not result in the violation of any such limitations or prohibitions.

~~E.~~F. Special Exception Short Term Residential Rental Decisions; Commitment: Pursuant to IC 36-7-4-1015, a Hearing Officer may, as a condition to any approval of an application for a Special Exception, require or allow the owner to make any or all of the following commitments concerning the use of the property:

1. That the Special Exception will fully comply with Section ~~5.72~~5.73 Short Term Residential Rental Standards.
2. That the Special Exception will be limited to thirty (30), sixty (60), or ninety (90) days during a calendar year, at the discretion of the Hearing Officer.
3. If the Hearing Officer determines that a homeowners association or similar entity has established limitations or prohibitions that apply to the property, that the owner's implementation of the Special Exception will not result in the violation of any such limitations or prohibitions.

Section V: Amend *Article 11: Definitions* as follows:

11.02 Definitions **UDO Pages 11-4 through 11-22**

Dwelling, Single-Family: A residential Building containing only one (1) Dwelling Unit and not occupied by more than one (1) Family. ~~Pursuant to *IC 12-28-4-7*, a Group Home for the mentally ill shall be treated as if it were a Single-family Dwelling, unless the Group Home will be located within 3,000 feet of another Group Home for the mentally ill, as measured between lot lines. Pursuant to *IC 12-28-4-8*, a Group Home for not more than ten (10) developmentally disabled individuals which is established under a program authorized by *IC 12-11-1.1-1(e)(1)* or *IC 12-11-1.1-1(e)(2)* shall be treated as if it were a Single-family Dwelling~~.

Family: One or more persons living as a single housekeeping unit, including up to five (5) unrelated persons, as distinguished from a group occupying a hotel, club, nursing home, fraternity or sorority house~~, or Group Home~~.

Home, Group: A residential Structure or facility where six (6) or more unrelated persons who are in need of care, support or supervision can live together, such as children or those who are elderly, disabled or mentally ill.~~Any of The Following:~~

~~1. A residential Structure (licensed under *IC 12-17.4*) in which care is provided on a twenty-four (24) hour basis for not more than ten (10) children; or~~

~~2. A facility (licensed under *IC 12-28-4*) that provides residential services for developmentally disabled individuals in a program described in *IC 12-11-1.1-1(e)(1)* or *IC 12-11-1.1-1(e)(2)*; or~~

~~3. A facility (licensed under *IC 12-28-4*) that provides residential services for mentally ill individuals in a program described in *IC 12-22-2-3*.~~

Section VI: All prior Ordinances or parts thereof inconsistent with any provision of this Ordinance are hereby repealed.

Section VII: This Ordinance shall be in full force and effect beginning January 1, 2021 after its passage and signing by the Mayor.

PASSED by the Common Council of the City of Carmel, Indiana, this ____ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____ _____
Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____
H. Bruce Kimball Kevin D. Rider

_____ _____
Anthony Green Jeff Worrell

_____ _____
Tim Hannon Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by:
Adrienne Keeling, Planning Administrator, One Civic Square, Carmel, IN 46032

CERTIFICATION
OF THE CARMEL PLAN COMMISSION'S RECOMMENDATION
ON THE PETITION TO THE CITY OF CARMEL
TO AMEND THE ZONING ORDINANCE
PURSUANT TO INDIANA CODE 36-7-4-605

ORDINANCE
Z-658-20

Group Home Ordinance Standards

To: The Honorable Common Council
Of the City of Carmel
Hamilton County, Indiana

Dear Members:

The Carmel Plan Commission offers you the following report on the application **Docket No. 19090013a OA** - petitioning to amend the Unified Development Ordinance in order to establish standards and definitions for Group Homes.

The Carmel Plan Commission's recommendation on the petition of the applicant is **'Favorable."**

At its regularly scheduled meeting on September 15, 2020, the Carmel Plan Commission voted Eight (8) in Favor, Zero (0) Opposed, One (1) Absent, to forward to the Common Council the proposed **Ordinance No. Z-658-20** with a **"Favorable Recommendation".**

Please be advised that by virtue of the Plan Commission's **Favorable** Recommendation, pursuant to IC 36-7-4-607(e), the Council has ninety (90) days to act on this petition before it becomes effective as Certified by the Commission. Ninety days from the date of the Certification is Monday, December 21, 2020.

CARMEL PLAN COMMISSION

BY: _____
Brad Grabow, President

ATTEST:

_____
Joe Shestak, Secretary
Carmel Plan Commission
Dated: September 22, 2020

CARMEL CITY CLERK
SEP 22 2020
TIME: 2 50 PM

SPONSORS: Councilors Campbell, Finkam, Aasen and Worrell

RESOLUTION CC 10-19-20-01

A RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, APPROVING A TRANSFER OF FUNDS BETWEEN THE 2020 COMMON COUNCIL BUDGET AND THE 2020 CARMEL POLICE DEPARTMENT BUDGET

Synopsis: Transfers $40,000 from line item 4358700 – Hamilton County Economic Development Fee within the 2020 Common Council budget into line item 4357004 – External Instructional Fees, within the 2020 Carmel Police Department Budget in order to pay for "Enterrupting Racism Now" training.

WHEREAS, the sum of Forty Thousand Dollars ($40,000.00) is needed to pay for "Enterrupting Racism Now" training for the Carmel Police Department; and

WHEREAS, the 2020 Common Council Budget has excess funds in the amount of Forty Thousand Dollars ($40,000.00) in the following line item:

Common Council (#1110): Line Item 4358700 – Hamilton County Economic Development Fee $40,000.00

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Carmel, Indiana, that the Controller is authorized to transfer funds between the 2020 Common Council Budget and the 2020 Carmel Police Department Budget as follows:

Common Council (#1401): Line Item 4358700 – Hamilton County Economic Development Fee $40,000.00

INTO

Carmel Police Department (#1110): Line Item 4357004 – External Instructional Fees $40,000.00

This Resolution was prepared by Jon Oberlander, Carmel Assistant Corporation Counsel, on October 7, 2020 at 11:54 a.m. No subsequent revision to this Resolution has been reviewed by Mr. Oberlander for legal sufficiency or otherwise.

SPONSORS: Councilors Campbell, Finkam, Aasen and Worrell

PASSED by the Common Council of the City of Carmel, Indiana this _____ day of _____ 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____
Laura Campbell, President

_____
Sue Finkam, Vice President

_____
H. Bruce Kimball

_____
Kevin D. Rider

_____
Anthony Green

_____
Jeff Worrell

_____
Timothy J. Hannon

_____
Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __. M.

_____
Sue Wolfgang, Clerk

Approved by me, the Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __. M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

CC 10-19-20-01
Page Two of Two Pages

This Resolution was prepared by Jon Oberlander, Carmel Assistant Corporation Counsel, on October 7, 2020 at 11:54 a.m. No subsequent revision to this Resolution has been reviewed by Mr. Oberlander for legal sufficiency or otherwise.

SPONSOR: Councilors Campbell and Finkham

ORDINANCE D-2548-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA AUTHORIZING THE ACQUISITION, CONSTRUCTION AND INSTALLATION OF CERTAIN IMPROVEMENTS FOR THE SEWAGE WORKS SYSTEM OF THE CITY OF CARMEL, INDIANA, THE ISSUANCE OF REVENUE BONDS TO PROVIDE THE COST THEREOF, THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES OF SUCH SYSTEM, THE SAFEGUARDING OF THE INTERESTS OF THE OWNERS OF SUCH REVENUE BONDS AND OTHER MATTERS CONNECTED THEREWITH, INCLUDING THE ISSUANCE OF NOTES IN ANTICIPATION OF SUCH BONDS, AND REPEALING ORDINANCES INCONSISTENT HEREWITH.

Synopsis:

Bond Ordinance authorizing the issuance of revenue bonds payable from the net revenues of the City's sewage works utility and bond anticipation notes to finance various wastewater improvements in the City.

WHEREAS, the City of Carmel, Indiana (the "City"), has heretofore established, constructed and financed a municipal sewage works system for the purpose of providing for the collection and treatment of wastewater from the City residents and users (the "System") pursuant to IC 36-9-23 et seq., as in effect on the issue date of the bond anticipation notes or the bonds, as applicable, which are authorized herein (the "Act"); and

WHEREAS, the Common Council of the City (the "Council") hereby finds: (i) that the acquisition and installation of replacement wastewater meters throughout the City (the "Project"), are necessary and (ii) that plans, specifications and cost estimates for the Project have been prepared; and

WHEREAS, the estimates prepared and delivered with respect to the costs of acquisition, and installation of certain improvements for the System, and including all authorized expenses relating thereto, including the costs of issuance of bonds and bond anticipation notes on account thereof, if any, will be in the estimated amount not to exceed Three Million Six Hundred Thousand Dollars ($3,600,000) to be financed by the issuance of revenue bonds and bond anticipation notes in an amount not to exceed Three Million Six Hundred Thousand Dollars ($3,600,000) and

WHEREAS, the Council finds that there are insufficient funds available to pay the cost of the Project, and that cost of the Project is to be financed by certain available funds on hand, if necessary, and through the issuance of its tax-exempt sewage works revenue bonds, in one or more series (the "2020A Bonds") and, if necessary, its bond anticipation notes (the "BANs"); and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2005 (the "2005 Bonds"), which were authorized by and issued pursuant to Ordinance No. D-1754-05 adopted by the

Council on July 18, 2005, as supplemented and amended by Ordinance No. D-2222-15 adopted by the Council on August 17, 2015 (collectively, the "2005 Ordinance"), which 2005 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2009 (the "2009 Bonds"), which were authorized and issued pursuant to Ordinance No. D-1950-09 adopted by the Council on August 17, 2009 (the "2009 Ordinance") which 2009 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2012 (the "2012 Bonds"), which were authorized and issued pursuant to Ordinance No. D-2071-11 adopted by the Council on February 20, 2012, as amended by Ordinance No. D-2096-12 adopted by the Council on May 21, 2012 (collectively, the "2012 Ordinance") which 2012 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2020 (the "2020 Bonds"), which were authorized pursuant to Ordinance No. D-2512-20 adopted by the Council on March 16, 2020 (the "2020 Ordinance") which 2020 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the 2005 Ordinance, the 2009 Ordinance, the 2012 Ordinance and the 2020 Ordinance(collectively, the "Prior Ordinances") allow for the issuance of additional bonds payable from revenues of the System and ranking on parity with the 2005 Bonds, the 2009 Bonds, the 2012 Bonds and the 2020 Bonds (collectively, the "Prior Bonds"); and

WHEREAS, the Council now finds that all conditions precedent to the issuance of the Bonds on a parity with the Prior Bonds have been or will be met; and

WHEREAS, the Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the BANs and the 2020A Bonds have been complied with in accordance with the provisions of the Act; and

WHEREAS, the City may enter into a Financial Assistance Agreement with the Indiana Finance Authority (the "Authority") as part of its wastewater loan program established and existing pursuant to IC 5-1.2-1 through 5-1.2-4, and IC 5-1.2-10 (the "SRF Program"), pertaining to the Project and the financing of the Project (the "Financial Assistance Agreement") if any bonds are sold to the Authority as part of its SRF Program; and

WHEREAS, the City may accept other forms of financial assistance, as and if available, from the SRF Program; and

WHEREAS, Section 1.150-2 of the Treasury Regulations on Income Tax (the "Reimbursement Regulations") specifies conditions under which a reimbursement allocation may be treated as an expenditure of bond proceeds, and the City intends by this ordinance to qualify amounts advanced by the City to the Project for reimbursement from proceeds of the BANS or the 2020A Bonds in accordance with the requirements of the Reimbursement Regulations; and

WHEREAS, the City is considering for approval the issuance of sewage works refunding revenue bonds of the City in an aggregate principal amount not to exceed Nine Million Two Hundred Seventy Thousand Dollars ($9,270,000) (the "2020 Refunding Bonds") in order to advance refund the outstanding 2012 Bonds, which 2020 Refunding Bonds, upon approval and issuance, shall constitute a first charge on the Net Revenues (as hereinafter defined) of the System.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, THAT:

SECTION 1. **Authorization of Project**. The City shall proceed with the completion of the Project. The Project shall be constructed pursuant to and in accordance with the Act. The Project shall not be affected by the refunding of any BANs which may be issued pursuant to this Ordinance and any other interim borrowing related to the Project, and the bonds herein authorized shall be issued pursuant to and in accordance with the provisions of the Act. However, in the event the City desires to utilize proceeds of the 2020A Bonds (as hereinafter defined) for projects other than the Projects described herein, the Council shall first approve such projects and modify this Ordinance. The term "System," "works", "utility", "sewage works" and other like terms where used in this Ordinance shall be construed to mean the existing Sewage Works system and all real estate and equipment used in connection therewith and appurtenances thereto, and all extensions, additions and improvements thereto and replacements thereof now or at any time hereafter constructed or acquired, and all other items as defined in the Act, whether from the proceeds of the BANs and bonds herein authorized or otherwise, provided that if the 2020A Bonds or BANs are purchased pursuant to the terms of the Financial Assistance Agreement, such term shall mean the Treatment Works (as defined in the Financial Assistance Agreement). The Project shall be carried out in accordance with the plans and specifications heretofore mentioned, which plans and specifications are hereby approved. The Council hereby orders the Project, and the issuance of the 2020A Bonds under the Act, in the amount necessary to pay the Costs of the Project, pursuant to and in accordance with the Act, Indiana Code 5-1-14, Indiana Code 5-1.2-1 through Indiana Code 5-1.2-4, and Indiana Code 5-1.2-10 and other applicable laws relating to the issuance of revenue bonds. The City reasonably expects to reimburse expenditures for the Project with proceeds of the 2020A Bonds and this constitutes a declaration of official intent pursuant to Treasury Regulation 1.150-2(e) and Indiana Code 5-1-14-6(c).

SECTION 2. **Issuance of BANs and Bonds**.

(a) The City shall issue its "City of Carmel, Indiana Sewage Works Revenue Bonds of 2020" [with the year and any series or other references added, revised or removed as appropriate] (the "2020A Bonds"), in one or more series, in an original principal amount not to exceed Three Million Six Hundred Thousand Dollars ($3,600,000) as negotiable, fully registered bonds, for the purpose of procuring funds to be applied to the costs of the Project, including without limitation reimbursement of preliminary expenses related to the Project and all incidental expenses incurred in connection therewith (all of which are deemed to be a part of the Project), and the costs of selling and issuing the 2020A Bonds. The 2020A Bonds shall rank on a parity with the Prior Bonds for all purposes upon satisfaction of the conditions set forth in the Prior Ordinances.

(b) The 2020A Bonds shall be issued in denominations of Five Thousand Dollars ($5,000) (except for any 2020A Bonds sold to the Authority as part of the SRF Program, such

denomination may be One Dollar ($1)) or any integral multiple thereof, numbered consecutively from 1 upward, and dated as of the first day of the month in which they are sold or the date of delivery, as evidenced by the execution thereof. The 2020A Bonds shall bear interest at a rate or rates not exceeding five percent (5.00%) per annum (the exact rate or rates to be determined by bidding or, if applicable, negotiations), and interest shall be payable semiannually on May 1 and November 1 in each year, beginning on the May 1 or November 1 selected by the Controller of the City (the "Fiscal Officer") upon the advice of the City's municipal advisor, as evidenced by delivery of the executed initial issue of the 2020A Bonds to the Registrar for authentication. Interest on the 2020A Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months. The 2020A Bonds shall mature annually on May 1 of each year thereafter over a period ending not later than May 1, 2055 and in such amounts which will achieve as level debt service as practicable (either based solely on the 2020A Bonds or the combined debt service of the 2020A Bonds and the Prior Bonds or for any 2020A Bonds sold to the Authority as part of the SRF Program, in such amount as may meet the requirements of the SRF Program as provided by the maturities set forth in the Financial Assistance Agreement), and when considering authorized denominations and the initial principal maturity all as finally estimated, determined and fixed by the Mayor of the City (the "Executive") and the Fiscal Officer with the advice of the City's municipal adviser, as evidenced by delivery of the executed initial issue of the 2020A Bonds to the Registrar for authentication. The amount of 2020A Bonds issued shall be determined by the Executive and the Fiscal Officer, with the advice of the City's municipal advisor after fixing the amount of the funds of the Utility if any now on hand to be applied to the cost of the Project.

(c) All or a portion of the 2020A Bonds may be aggregated into and issued as one or more term bonds. The term bonds will be subject to mandatory sinking fund redemption with sinking fund payments and final maturities corresponding to the serial maturities described above. Sinking fund payments shall be applied to retire a portion of the term bonds as though it were a redemption of serial bonds, and, if more than one term bond of any maturity is outstanding, redemption of such maturity shall be made by lot. Sinking fund redemption payments shall be made in a principal amount equal to such serial maturities, plus accrued interest to the redemption date, but without premium or penalty. For all purposes of this Ordinance, such mandatory sinking fund redemption payments shall be deemed to be required payments of principal which mature on the date of such sinking fund payments. Appropriate changes shall be made in the definitive form of the 2020A Bonds, relative to the form of the 2020A Bonds contained in this Ordinance, to reflect any mandatory sinking fund redemption and optional redemption terms.

(d) The City has the authority to elect to issue its bond anticipation note or notes ("BANs") if necessary, in lieu of initially issuing all or a portion of 2020A Bonds to provide interim construction financing for the Project until permanent financing becomes available or to qualify for financial assistance provided from the SRF Program. BANs may be issued to (i) the Indiana Bond Bank (the "Indiana Bond Bank") pursuant to a Purchase Agreement ("Purchase Agreement") or the Authority pursuant to a Financial Assistance Agreement; or (ii) a purchaser pursuant to Indiana Code 5-1-11 or as otherwise permitted by law and approved by the Executive and Fiscal Officer. If so determined by the Executive and Fiscal Officer, the City shall issue its BANs for the purpose of procuring interim financing to apply to the cost of the Project.

(e) The BAN or BANs shall be issued in an aggregate amount not exceeding Three Million Six Hundred Thousand Dollars ($3,600,000) and shall be designated "City of Carmel,

Indiana Sewage Works Bond Anticipation Note of 2020A" [with the year and any series or other references added, revised or removed as appropriate]. Any such BAN or BANS shall have a maturity not exceeding five (5) years and shall be dated the first day of the month in which issued or sold or the date of delivery as determined by the Executive and Fiscal Officer with the advice of the City's financial adviser. Any such BAN or BANs shall pay interest semiannually on May 1 and November 1 in each year, beginning no later than either the next May 1 or November 1 following their issuance until maturity. Any such BAN or BANS may be refunded with a later series of BAN or BANs provided that such refunding BAN or BANS shall have a maturity not exceeding one (1) year and shall be dated the first day of the month in which issued or sold or the date of delivery as determined by the Executive and Fiscal Officer with the advice of the City's financial adviser. Any such BAN or BANs shall pay interest semiannually on May 1 and November 1 in each year, beginning no later than either the next May 1 or November 1 following their issuance until maturity. BAN interest may be paid as capitalized interest and, after provision for payment of the Prior Bonds and any 2020A Bonds, from the Net Revenues of the utility on a subordinate basis. BAN interest shall be calculated according to a 360-day calendar year containing twelve 30-day months, or based on an actual days basis using a 365-day year, as determined by the Executive and Fiscal Officer with the advice of the City's financial adviser. Any such BAN or BANs shall bear interest at a rate or rates not exceeding five percent (5.00%) per annum, or bear interest at a variable rate determined by reference to any available published index as selected by the Executive or Fiscal Officer prior to their issuance, and may be sold at a discount not to exceed one percent (1%). The BANs herein authorized are payable from the proceeds of the 2020A Bonds and other legally available funds of the utility. Any such BAN or BANs shall be subject to early redemption on or after any date selected by the Executive or Fiscal Officer prior to their issuance, upon thirty (30) days' notice to the owner of such BAN, without a premium. The BANs may be issued in one or more series of BANs, or the City may receive payment on the BANs in installments, as determined by the Executive and Fiscal Officer with the advice of the City's municipal advisor prior to advertising or negotiating a sale of the BANs. The BANs shall be in a customary form as approved by the Executive and Fiscal Officer.

(f) It shall not be necessary for the City to repeat the procedures for the issuance of its 2020A Bonds; the procedures followed before the issuance of the BAN or BANs are for all purposes sufficient to authorize the issuance of the 2020A Bonds and the use of the proceeds to repay the BAN or BANs. The City shall issue the 2020A Bonds described and authorized in this Ordinance to discharge its obligations under the BAN and BANs at or before the maturity date of the BAN or BANs.

The City may receive payment for the 2020A Bonds and BANs in installments. With respect to any 2020A Bonds sold to the Authority as part of the SRF Program, to the extent that (a) the total principal amount of the 2020A Bonds is not paid by the purchaser or drawn down by the City or (b) proceeds remain in the Project Fund and are not applied to the Project (or any modifications or additions thereto approved by IDEM and the Authority) as of the date no additional amounts may be drawn under the Financial Assistance Agreement, the remaining 2020A Bonds maturities shall be reduced in a manner that will effect as level debt service as practicable for such remaining maturities an in a manner consistent with how the initial maturities were fixed, provided however such shall in any case be consistent with the Financial Assistance Agreement.

Notwithstanding anything contained herein, the City may accept any other forms of financial assistance, as and if available, from the SRF Program (including without limitation (1) any

forgivable loans, grants or other assistance whether available as an alternative to any 2020A Bonds or BAN related provision otherwise provided for herein or as a supplement or addition thereto and (2) one or more series or combination of series of 2020A Bonds and/or BANs). If required by the SRF Program to be eligible for such financial assistance, one or more of the series of 2020A Bonds or BANs issued hereunder may be issued on a basis such that the payment of the principal of or interest on (or both) such series of 2020A Bonds is junior and subordinate to the payment of the principal of and interest on other series of 2020A Bonds issued hereunder (and/or any other revenue bonds secured by a pledge of Net Revenue, whether now outstanding or hereafter issued), all as provided by the terms of such series of 2020A Bonds as modified pursuant to this authorization. Such financial assistance, if any, shall be as provided in the Financial Assistance Agreement and the 2020A Bonds of each series of 2020A Bonds and the BANs of each series of BANs issued hereunder (including any modification made pursuant to the authorization in this paragraph to the form of Bond otherwise contained herein).

SECTION 3. **Pledge of Net Revenues; Payment of Principal and Interest**. The 2020A Bonds, and any hereafter issued bonds ranking on a parity therewith, as to principal, premium, if any, and interest, shall be payable solely from and are hereby secured by an irrevocable pledge of and shall constitute a charge upon all the net revenues (defined as gross revenues of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance, and after such time as no Prior Bonds other than the 2020 Bonds remain outstanding, defined as gross revenues, inclusive of System Development Charges (as hereinafter defined), of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance excluding transfers for payment in lieu of taxes) of the works (the "Net Revenues"), on a parity with the Prior Bonds for all purposes. For purposes of this Ordinance, "System Development Charges" shall mean the proceeds and balances from any non-recurring charges such as tap fees, subsequent connector fees, capacity or contribution fees, and other similar one-time charges that are available for deposit under this ordinance; provided, however, that any System Development Charges that are enacted under IC 36-9-23-29, shall be considered as Net Revenues of the sewage works. The City shall not be obligated to pay the 2020A Bonds, any BANs or the interest thereon, except from the Net Revenues, and the 2020A Bonds and any BANs shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana.

All payments of interest on the 2020A Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof as of the fifteenth (15th) day of the month preceding the interest payment date (the "Record Date") at the addresses as they appear on the registration and transfer books of the City kept for that purpose by the Registrar (the "Registration Record") or at such other address as is provided to the Paying Agent in writing by such registered owner. Each registered owner of $1,000,000 or more in principal amount of the 2020A Bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All principal payments and premium payments, if any, on the 2020A Bonds shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a registered owner of $1,000,000 or more in principal amount of the 2020A Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date. If the 2020A Bonds or BANs are purchased by the Authority as part of the SRF

Program, the principal of and interest on the 2020A Bonds or BANs shall be paid by wire transfer to such financial institution if and as directed by the Authority as of the due date of such payment 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. So long as the Authority is the owner of the 2020A Bonds or BANs, such 2020A Bonds or BANs shall be presented for payment as directed by the Authority.

Interest on the 2020A Bonds or BANs sold to the Authority shall be paid from the dates of payment for the 2020A Bonds or BANs. Interest on 2020A Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such 2020A Bonds are authenticated after the Record Date for an interest payment date and on or before such interest payment date in which case they shall bear interest from such interest payment date, or unless authenticated on or before the Record Date for the first interest payment date, in which case they shall bear interest from the original date, until the principal shall be fully paid.

SECTION 4. **Transfer and Exchange of Bonds and BANs.** Each 2020A Bonds or BAN shall be transferable or exchangeable only upon the Registration Record, by the registered owner thereof in writing, or by the registered owner's attorney duly authorized in writing, upon surrender of such 2020A Bonds or BAN, together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or such attorney, and thereupon a new fully registered 2020A Bonds or Bonds, or BAN or BANs, in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the names of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The costs of such transfer or exchange shall be borne by the City except for any tax or governmental charge required to be paid with respect to the transfer or exchange, which taxes or governmental charges are payable by the person requesting such transfer or exchange. The City, the Registrar and the Paying Agent may treat and consider the persons in whose names such 2020A Bonds or BANs are registered as the absolute owners thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest and premium, if any, due thereon.

In the event any 2020A Bonds or BAN is mutilated, lost, stolen or destroyed, the City may execute and the Registrar may authenticate a new bond of like date, maturity and denomination as that mutilated, lost, stolen or destroyed, which new bond shall be marked in a manner to distinguish it from the 2020A Bonds or BAN for which it was issued, provided that, in the case of any mutilated 2020A Bonds or BAN, such mutilated bond shall first be surrendered to the Registrar, and in the case of any lost, stolen or destroyed bond there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the Fiscal Officer and the Registrar, together with indemnity satisfactory to them. In the event any such 2020A Bonds or BAN shall have matured, instead of issuing a duplicate bond, the City and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The City and the Registrar may charge the owner of such 2020A Bonds or BAN with their reasonable fees and expenses in this connection. Any 2020A Bonds or BAN issued pursuant to this paragraph shall be deemed an original, substitute contractual obligation of the City, whether or not the lost, stolen or destroyed 2020A Bonds or BAN shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other 2020A Bonds or BAN issued hereunder.

SECTION 5. **Registrar and Paying Agent**. The Fiscal Officer is hereby authorized to serve as, or to appoint a qualified financial institution to serve as, Registrar and Paying Agent for the

2020A Bonds and any BANs (together with any successor, the "Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the 2020A Bonds and any BANs, and shall keep and maintain the Registration Record at its office. The Fiscal Officer is hereby authorized to enter into such agreements or understandings with any such institution as will enable the institution to perform the services required of a Registrar and Paying Agent. The Fiscal Officer is further authorized to pay such fees and the institution may charge for the services its provides as Registrar and Paying Agent and such fees may be paid from the Sinking Fund established to pay the principal of and interest on the 2020A Bonds and any BANs as fiscal agency charges.

The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent by giving thirty (30) days' written notice to the City and by first-class mail to each registered owner of the 2020A Bonds and any BANs then outstanding, and such resignation will take effect at the end of such thirty (30) days' or upon the earlier appointment of a successor Registrar and Paying Agent by the City. Such notice to the City may be served personally or sent by first-class or registered mail. The Registrar and Paying Agent may be removed at any time as Registrar and Paying Agent by the City, in which event the City may appoint a successor Registrar and Paying Agent. The City shall notify each registered owner of the 2020A Bonds and any BANs then outstanding of the removal of the Registrar and Paying Agent. Notices to the registered owners of the 2020A Bonds and any BANs shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the Registration Record. Any predecessor Registrar and Paying Agent shall deliver all the 2020A Bonds and any BANs, cash and investments related thereto in its possession and the Registration Record to the successor Registrar and Paying Agent.

SECTION 6. **Terms of Redemption**. The 2020A Bonds may be made redeemable at the option of the City (a) on thirty (30) days' notice, in whole or in part, in any order of maturities selected by the City, for any 2020A Bonds not purchased by the Authority as part of the SRF Program, and (b) on sixty (60) days' notice in whole or in part, in inverse order of maturities for any 2020A Bonds purchased by the Authority as part of the SRF Program, and in each case, by lot within a maturity, on dates and with premiums, if any, and other terms as finally determined by the Executive and the Fiscal Officer with the advice of the City's Municipal advisor, as evidenced by delivery of the executed initial issue of the 2020A Bonds to the Registrar for authentication; provided, however if the 2020A Bonds are sold to the SRF Program and registered in the name of the Authority, the 2020A Bonds shall not be redeemable at the option of the City unless and until consented to by the Authority. Such determination shall be made and fixed separately for each series of 2020A Bonds issued.

Notice of redemption shall be mailed by first-class mail to the address of each registered owner of a 2020A Bonds to be redeemed as shown on the Registration Record not more than (a) sixty (60) days and not less than thirty (30) days prior to the date fixed for redemption for any 2020A Bonds not purchased by the Authority as part of the SRF Program, and (b) not more than ninety (90) days and not less than sixty (60) days prior to the date fixed for redemption for any 2020A Bonds purchased by the Authority as part of the SRF Program, and in each case except to the extent such redemption notice is waived by owners of the 2020A Bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any 2020A Bonds shall not affect the validity of any proceedings for the redemption of any other 2020A Bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers of the 2020A Bonds called for redemption. The place of redemption may be determined by the City.

Interest on the 2020A 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, and thereafter, such 2020A Bonds shall no longer be protected by this Ordinance and shall not be deemed to be outstanding hereunder, and the holders thereof shall have the right only to receive the redemption price.

All 2020A Bonds which have been redeemed shall be canceled and shall not be reissued; provided, however, that one or more new registered bonds shall be issued for the unredeemed portion of any 2020A Bonds without charge to the holder thereof.

SECTION 7. **Execution and Negotiability**. The 2020A Bonds and any BANs shall be signed in the name of the City by the manual or facsimile signature of the Executive, and attested by the manual or facsimile signature of the Fiscal Officer, who also shall affix the seal of the City manually or shall have the seal imprinted or impressed thereon by facsimile or other means. In case any officer whose signature or facsimile signature appears thereon shall cease to be such officer before the delivery of the 2020A Bonds and any BANs, such signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until such delivery.

The 2020A Bonds and any BANs shall also be authenticated by the manual signature of the Registrar, and no 2020A Bonds or BAN shall be valid or become obligatory for any purpose until the certificate of authentication thereon has been so executed.

The 2020A Bonds and any BANs shall have all of the qualities and incidents of negotiable instruments under the laws of the State of Indiana, subject to the provisions for registration herein.

SECTION 8. **Authorization for Book-Entry System**. The 2020A Bonds and any BANs may, in compliance with all applicable laws, initially be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the City from time to time (the "Clearing Agency"), without physical distribution of bonds to the purchasers. The following provisions of this Section apply in such event.

One definitive 2020A Bonds or BAN of each maturity shall be delivered to the Clearing Agency (or its agent) and held in its custody. The City and Registrar may, in connection herewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the 2020A Bonds and any BANs as are necessary or appropriate to accomplish or recognize such book-entry form 2020A Bonds and any BANs.

During any time that the 2020A Bonds and any BANs are held in book-entry form on the books of a Clearing Agency, (1) any such 2020A Bonds or BAN may be registered upon Registration Record in the name of such Clearing Agency, or any nominee thereof, including Cede & Co.; (2) the Clearing Agency in whose name such 2020A Bonds or BAN is so registered shall be, and the City and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such 2020A Bonds or BAN for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest and premium, if any, on such 2020A Bonds or BAN, the receiving of notice and the giving of consent; (3) neither the City nor the Registrar or Paying Agent shall have any responsibility or obligation hereunder to

any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any 2020A Bonds or BAN, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any 2020A Bonds or BAN or any responsibility or obligation hereunder with respect to the receiving of payment of principal of or interest or premium, if any, on any 2020A Bonds or BAN, the receiving of notice or the giving of consent; and (4) the Clearing Agency is not required to present any 2020A Bonds or BAN called for partial redemption, if any, prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

If either the City receives notice from the Clearing Agency which is currently the registered owner of the 2020A Bonds and any BANs to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the 2020A Bonds and any BANs, or the City elects to discontinue its use of such Clearing Agency as a Clearing Agency for the 2020A Bonds and any BANs, then the City and the Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the 2020A Bonds and any BANs, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the 2020A Bonds and any BANs and to transfer the ownership of each of the 2020A Bonds and any BANs to such person or persons, including any other Clearing Agency, as the holder of the 2020A Bonds and any BANs may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the 2020A Bonds and any BANs, shall be paid by the City.

During any time that the 2020A Bonds and any BANs are held in book-entry form on the books of a Clearing Agency, the Registrar shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owner of the 2020A Bonds and any BANs as of a record date selected by the Registrar. For purposes of determining whether the consent, advice, direction or demand of a registered owner of a 2020A Bonds or BAN has been obtained, the Registrar shall be entitled to treat the beneficial owners of the 2020A Bonds and any BANs as the bondholders and any consent, request, direction, approval, objection or other instrument of such beneficial owner may be obtained in the fashion described in this Ordinance.

During any time that the 2020A Bonds and any BANs are held in book-entry form on the books of a Clearing Agency, the Executive, the Fiscal Officer and/or the Registrar are authorized to execute and deliver a Letter of Representations agreement with the Clearing Agency, or a Blanket Issuer Letter of Representations, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth therein. The Registrar, by accepting the duties of Registrar under this Ordinance, agrees that it will (i) undertake the duties of agent required thereby and that those duties to be undertaken by either the agent or the City shall be the responsibility of the Registrar, and (ii) comply with all requirements of the Clearing Agency, including without limitation same day funds settlement payment procedures. Further, during any time that the 2020A Bonds and any BANs are held in book-entry form, the provisions of Section 8 of this Ordinance shall control over conflicting provisions in any other section of this Ordinance.

SECTION 9. **<u>Form of the 2020A Bonds</u>**. The form and tenor of the 2020A Bonds shall be substantially as follows (with such additions, deletions and modification as the Executive and Fiscal Officer may authorize, as conclusively evidenced by their signatures thereon), with all blanks to be filled in properly prior to delivery thereof:

R-___

UNITED STATES OF AMERICA

STATE OF INDIANA COUNTY OF HAMILTON

CITY OF CARMEL, INDIANA

SEWAGE WORKS REVENUE BOND OF 2020A

[*As follows if sold pursuant to a Financial Assistance Agreement*

Interest Rate	Maturity Date	Original Date	Authentication Date

REGISTERED OWNER: Indiana Finance Authority

PRINCIPAL SUM:

The City of Carmel, in Hamilton, County, State of Indiana (the "City"), for value received, hereby promises to pay to the Registered Owner set forth above or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date 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 May 1 in the years and in the amounts set forth on Exhibit A attached hereto (unless this bond be subject to and be called for redemption prior to maturity as hereafter provided), and to pay interest hereon until the Principal Sum shall be fully paid at the Interest Rate per annum set forth above from 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 the interest payment date (the "Record Date") and on or before such interest payment date in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____15, 20__, in which case it shall bear interest from the Original Date, which interest is payable semiannually on May 1 and November 1 of each year, beginning on _____ 1, 20__. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of and premium, if any, on this bond are payable at the principal office of _____ (the "Registrar" or "Paying Agent"), in Indianapolis, Indiana. All payments of interest on this bond shall be paid by check mailed one business day prior to the interest payment date to the Registered Owner as of the Record Date at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. Notwithstanding the foregoing to the contrary, if payment of this Bond is made to the Indiana Finance Authority under the terms of the Financial Assistance Agreement, all payments of principal and interest hereon shall be made by wire transfer for deposit to a financial institution as directed by the Indiana Finance Authority as of 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 at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the registered owner.]

[*As follows if not sold pursuant to a Financial Assistance Agreement*

Interest	Maturity	Original	Authentication

Rate	Date	Date	Date	CUSIP

REGISTERED OWNER:

PRINCIPAL SUM:

The City of Carmel, in Hamilton, County, State of Indiana (the "City"), for value received, hereby promises to pay to the Registered Owner set forth above or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereafter provided), and to pay interest hereon until the Principal Sum shall be fully paid at the Interest Rate per annum set forth above from 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 the interest payment date (the "Record Date") and on or before such interest payment date in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____ 15, 20__, in which case it shall bear interest from the Original Date, which interest is payable semiannually on May 1 and November 1 of each year, beginning on _____ 1, 20__. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of and premium, if any, on this bond are payable at the principal office of the Controller of the City of Carmel [the principal office of the financial institution so appointed] (the "Registrar" or "Paying Agent"), in Indianapolis, Indiana. All payments of interest on this bond shall be paid by check mailed one business day prior to the interest payment date to the Registered Owner as of the Record Date at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. Each Registered Owner of $1,000,000 or more in principal amount of bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All payments of principal of, and premium, if any, on this bond shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a Registered Owner of $1,000,000 or more in principal amount of the 2020A Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date.]

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 one of an authorized issue of bonds of the City of Carmel, of Hamilton County, Indiana, of like date, tenor and effect except as to denomination, numbering, rates of interest, redemption terms and dates of maturity, aggregating _____ Dollars ($_____), numbered consecutively from 1 upward (the "Bonds"), issued for the purpose of providing funds to be applied for construction and acquisition of certain improvements to the sewage works (the "Project"), and to pay incidental expenses and costs of issuance of the Bonds. This bond is issued pursuant to an ordinance adopted by the Common Council of said City on the ____ day of _____, 2020, entitled "An Ordinance of the of the Common Council of the City of Carmel, Indiana Authorizing the Acquisition, Construction and Installation of Certain Improvements for the Sewage Works System of the City of Carmel, Indiana, the Issuance of Revenue Bonds to Provide the Cost Thereof, the Collection, Segregation and Distribution of the Revenues of such System, the Safeguarding of the Interests of the Owners of such Revenue Bonds and Other Matters Connected Therewith, Including the Issuance of Notes in Anticipation of such Bonds, and Repealing Ordinances Inconsistence Herewith " (the "Ordinance"), and in accordance with the provisions of Indiana law, including without limitation Indiana 36-9-23, and other applicable laws, as amended (the "Act"), all as more particularly described in the Ordinance. The owner of this bond, by the acceptance hereof, agrees to all the terms and provisions contained in the Ordinance and the Act.

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 and any hereafter issued bonds ranking on a parity therewith are payable solely from the Sinking

Fund (the "Sinking Fund") maintained under the Ordinance to be provided from the Net Revenues (defined as the gross revenues of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance, and after such time as no Prior Bonds (as defined herein) other than the 2020 Bonds (as defined herein) remain outstanding, defined as gross revenues, inclusive of System Development Charges (as defined in the Ordinance), of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance excluding transfers for payment in lieu of taxes) of the works, including all additions and improvements thereto and replacements thereof subsequently constructed or acquired on a basis that is on a parity with the Prior Bonds.

[Reference is hereby made to the Financial Assistance Agreement, as amended from time to time, between the City and the Indiana Finance Authority as to certain terms and covenants pertaining to the Project and this Bond (the "Financial Assistance Agreement").]

The City irrevocably pledges the entire Net Revenues of the works to the prompt payment of the principal of and interest on the Bonds on a parity with the payment of the principal of and interest on the City of Carmel, Indiana Sewage Works Revenue Bonds of 2005 (the "2005 Bonds"), the City of Carmel, Indiana Sewage Works Revenue bonds of 2009 (the "2009 Bonds"), the City of Carmel, Indiana Sewage Works Revenue Bonds of 2012 (the "2012 Bonds") and the City of Carmel, Indiana Sewage Works Revenue Bonds of 2020 (the "2020 Bonds") (the 2005 Bonds, the 2009 Bonds, the 2012 Bonds, and the 2020 Bonds, collectively, the "Prior Bonds") as authorized by the Prior Ordinances (as defined in the Ordinance) and any hereafter issued bonds ranking on a parity therewith, to the extent necessary for such purposes, and covenants that it will establish proper rates and charges for services rendered by the utility as are sufficient in each year for the payment of the proper [Operation and Maintenance (as defined in the Financial Assistance Agreement) of the Utility] [and reasonable expenses of operation, repair and maintenance of the 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 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.

The City covenants that for so long as the Bonds and any hereafter issued bonds ranking on a parity therewith remain outstanding it will set aside and pay into the Sinking Fund a sufficient amount of the Net Revenues for the payment of (a) the principal of and interest on all bonds which by their terms are payable from the Net Revenues, as such principal and interest shall fall due, (b) the necessary fiscal agency charges for paying bonds and (c) an additional amount as a margin of safety to accumulate and maintain the reserve required by the Ordinance. Such required payments of the Bonds and any hereafter issued bonds ranking on a parity therewith, shall constitute a first charge upon all the Net Revenues. Reference is made to the Ordinance for a more complete statement of the revenues from which and conditions under which this bond is payable, a statement of the conditions on which obligations may hereafter be issued on parity with this bond, the manner in which the Ordinance may be amended and the general covenants and provisions pursuant to which this bond has been issued.

The bonds of this issue maturing on and after May 1, 20__ are redeemable at the option of the City on _____, 20__ or any date thereafter, on [sixty (60)] [thirty (30)] days' notice, in whole or in part, [in inverse order of maturities] [in any order of maturities selected by the City] and by lot within a maturity, at 100% of face value plus accrued interest to the date fixed for redemption[; provided however if the Bonds are registered in the name of the Authority, the Bonds shall not be redeemable at the option of the City unless and until consented to by the Authority]. Each minimum authorized denomination in principal amount shall be considered a separate bond for purposes of partial redemption.

[The bonds maturing on May 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 May 1 in the years and in the amounts set forth below:

Year	Amount
*	

* Final Maturity]

Notice of such redemption shall be mailed by first-class mail not more than [ninety (90)] [sixty (60)] days and not less than [sixty (60)] [thirty (30)] days prior to the date fixed for redemption to the address of the registered owner of each bond to be redeemed as shown on the registration record of the City except to the extent such redemption notice is waived by owners of the bond or bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any bond shall not affect the validity of any proceedings for the redemption of any other bonds. The notice shall specify the date and place of redemption, the redemption price [and the CUSIP numbers] 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, and thereafter, such bonds shall no longer be protected by the Ordinance and shall not be deemed to be outstanding thereunder.

This bond is subject to defeasance prior to payment or redemption as provided in the Ordinance.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent or another paying agent, 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 for payment and the City shall have no further obligation or liability in respect thereto.

This bond is transferable or exchangeable only upon the registration record kept for that purpose at the office of the Registrar by the Registered Owner 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 such attorney, and thereupon a new fully registered bond or bonds in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. This bond may be transferred or exchanged without cost to the Registered Owner except for any tax or governmental charge required to be paid with respect to the transfer or exchange. 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 and premium, if any, due hereon.

The bonds maturing on any maturity date are issuable only in the denomination of [$1.00] [$5,000] or any integral multiple thereof.

[A Continuing Disclosure Contract from the City to each registered owner or holder of any bond, dated as of the date of initial issuance of the Bonds (the "Contract"), has been executed by the City, a copy of which is available from the City and the terms of which are incorporated herein by this reference. The Contract contains certain promises of the City to each registered owner or holder of any bond, including a promise to provide certain continuing disclosure. By its payment for and acceptance of this bond, the registered owner or holder of this bond assents to the Contract and to the exchange of such payment and acceptance for such promises.]

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 Carmel, in Hamilton County, Indiana, has caused this bond to be executed in its corporate name by the manual or facsimile signature of its Mayor, its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by its Controller.

CITY OF CARMEL, INDIANA

By: _____

Mayor

(SEAL)

ATTEST:

_____

Controller

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this bond is one of the bonds described in the within-mentioned Ordinance duly authenticated by the Registrar.

_____

as Registrar

By: _____

Authorized Representative

The following abbreviations, when used in the inscription of the face of this bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN. COM.	as tenants in common
TEN. ENT.	as tenants by the entireties
JT. TEN.	as joint tenants with right of survivorship and not as tenants in common
UNIF. TRAN. MIN. ACT	_____ Custodian _____ (Cust.) (Minor)

under Uniform Transfer to Minors Act of

_____

(State)

Additional abbreviations may also be used although not in the above list.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto (Please Print or Typewrite Name and Address and Social Security or Other Identifying Number) $_____ principal amount (must be a multiple of [$1.00][$5,000]) of the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney to transfer the within bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

_____

NOTICE: The Signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

[*As follows if sold pursuant to a Financial Assistance Agreement*

EXHIBIT A

Date*	Amount	Date*	Amount

* Pursuant to the Financial Assistance Agreement, the final maturity of this Bond may occur prior to those set forth above in order that the final maturity of this Bond not exceed 20 years from Substantial Completion of Construction (as defined in the Financial Assistance Agreement).]

[End of form of bonds]

SECTION 10. Sale of Bonds.

(a) The 2020A Bonds shall be sold in a competitive sale or by negotiation with a purchaser(s) selected by the Executive and Fiscal Officer on the advice of the City's municipal advisor, to the Authority as part of its SRF Program, or to the Indiana Bond Bank pursuant to I.C. 5-1.5, as determined by the Executive and Fiscal Officer. If sold in a competitive sale, the Fiscal Officer shall cause to be published either (i) a notice of sale once each week for two consecutive weeks in accordance with I.C. §5-3-1-2, in which case the date fixed for the sale shall not be earlier than fifteen (15) days after the first of such publications and not earlier than three (3) days after the second of such publications, or (ii) a notice of intent to sell bonds once each week for two weeks in accordance with I.C. §5-1-11-2 and I.C. §5-3-1-4 and in a newspaper of general circulation published in the State capital, in which case bids may not be received more than ninety (90) days after the first of such publications. Said sale notice shall state the time and place of sale, the purpose for which the 2020A Bonds are being issued, the total amount thereof, the amount and date of each maturity, the maximum rate or rates of interest thereon, their denominations, the time and place of payment, the terms and conditions upon which bids will be received and the sale made and such other information as is required by law or as the Fiscal Officer shall deem necessary.

If sold by a competitive sale, bids for the 2020A Bonds shall be sealed and shall be presented to the Fiscal Officer in accord with the terms set forth in the sale notice. Bidders for the 2020A Bonds shall be required to name the rate or rates of interest which the 2020A Bonds are to bear, which shall be the same for all 2020A Bonds maturing on the same date and the interest rate bid on any maturity of the 2020A Bonds must be no less than the interest rate bid on any and all prior maturities, not exceeding five percent (5.00%) per annum, and such interest rate or rates shall be in multiples of one hundredth of one percent. The Fiscal Officer shall award the 2020A Bonds to the bidder who offers the lowest interest cost, to be determined by computing the total interest on all the 2020A Bonds to their maturities and deducting therefrom the premium bid, if any, or adding thereto the amount of the discount, if any. No bid for less than ninety-eight percent (98.0%) of the par value of the 2020A Bonds, plus accrued interest, shall be considered. The Fiscal Officer may require that

all bids be accompanied by certified or cashier's checks payable to the order of the City, or a surety bond, in an amount not to exceed one percent of the aggregate principal amount of the 2020A Bonds as a guaranty of the performance of said bid, should it be accepted. In the event no satisfactory bids are received on the day named in the sale notice, the sale may be continued from day to day thereafter for a period of thirty (30) days without readvertisement; provided, however, that if said sale is continued, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed for sale in the bond sale notice. The Fiscal Officer shall have full right to reject any and all bids.

If the 2020A Bonds are sold by negotiated sale, the Executive is authorized to negotiate and execute a bond purchase agreement with one or more selected purchaser(s) on terms recommended by the City's municipal advisor, consistent with the parameters set forth in this Ordinance.

After the 2020A Bonds have been properly sold and executed, the Fiscal Officer shall receive from the purchasers payment for the 2020A Bonds and shall provide for delivery of the 2020A Bonds to the purchasers.

(b) The 2020A Bonds, when fully paid for and delivered to the purchaser shall be the binding special revenue obligations of the City, payable out of the Net Revenues. The proper officers of the City are hereby directed to sell the 2020A Bonds to the purchaser, to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this Ordinance.

(c) If necessary, the Executive and the Fiscal Officer each are hereby authorized to deem final an official statement with respect to the 2020A Bonds, as of its date, in accordance with the provisions of Rule 15c2-12 of the U.S. Securities and Exchange Commission, as amended (the "SEC Rule"), subject to completion as permitted by the SEC Rule, and the City further authorizes the distribution of the deemed final official statement, and the execution, delivery and distribution of such document as further modified and amended with the approval of the Executive or the Fiscal Officer in the form of a final official statement.

In order to assist any underwriter of the 2020A Bonds in complying with paragraph (b)(5) of the SEC Rule by undertaking to make available appropriate disclosure about the City and the 2020A Bonds to participants in the municipal securities market, the City hereby covenants, agrees and undertakes, in accordance with the SEC Rule, unless excluded from the applicability of the SEC Rule or otherwise exempted from the provisions of paragraph (b)(5) of the SEC Rule, that it will comply with and carry out all of the provisions of the continuing disclosure contract. "Continuing disclosure contract" shall mean that certain continuing disclosure contract executed by the City and dated the date of issuance of the 2020A Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. The execution and delivery by the City of the continuing disclosure contract, and the performance by the City of its obligations thereunder by or through any employee or agent of the City, are hereby approved, and the City shall comply with and carry out the terms thereof.

(d) The Fiscal Officer is hereby authorized and directed to obtain a legal opinion as to the validity of the 2020A Bonds from Barnes & Thornburg LLP, and to furnish such opinion to the

purchasers of the 2020A Bonds or to cause a copy of said legal opinion to be printed on each 2020A Bonds. The cost of such opinion shall be paid out of the proceeds of the 2020A Bonds.

(e) In connection with the sale of the 2020A Bonds, the Executive and the Fiscal Officer each are authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable to obtain a rating and/or to obtain bond insurance for the 2020A Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

(f) In connection with the sale of the BANs, the Executive and the Fiscal Officer each are authorized to take all or a part of the same authorized actions, and to execute and deliver the agreements and instruments, as they deem advisable with respect to the BANs to the same extent as if the foregoing provisions of this Section applicable to the 2020A Bonds were applied to the sale of the BANs, provided they shall not be required to take each and every such act as would relate to the 2020A Bonds unless by law it is required with respect to the BANs.

(g) Notwithstanding anything in this Ordinance and in lieu of a public sale of the 2020 Bonds pursuant to this Section, the 2020A Bonds may, in the discretion of the Executive, based upon the advice of the City's municipal advisor, be sold to the Indiana Bond Bank or the City Bond Bank. In the event of such determination, Bonds shall be sold in such denomination or denominations as the purchaser may request, and pursuant to a qualified entity purchase agreement (the "Purchase Agreement") between the City and either the Indiana Bond Bank or the City Bond Bank, hereby authorized to be entered into and executed by the Executive on behalf of the City, subsequent to the date of the adoption of this Ordinance. Such Purchase Agreement may set forth the definitive terms and conditions for such sale, but all of such terms and conditions must be consistent with the terms and conditions of this Ordinance, including without limitation, the interest rate or rates on the 2020A Bonds which shall not exceed the maximum rate of interest for the 2020A Bonds authorized pursuant to this Ordinance. Bonds sold to the Indiana Bond Bank or the City Bond Bank shall be accompanied by all documentation required by the purchaser pursuant to the provisions of Indiana Code 5-1.4 or Indiana Code 5-1.5, as applicable, and the Purchase Agreement, including, without limitation, an approving opinion of nationally recognized bond counsel, certification and guarantee of signatures and certification as to no litigation pending, as of the date of delivery of the 2020A Bonds, challenging the validity or issuance of the 2020A Bonds. In the event the Executive determines to sell the 2020A Bonds to the Indiana Bond Bank or the City Bond Bank, the entry by the City into the Purchase Agreement, and the execution and delivery of the Purchase Agreement on behalf of the City by the Executive in accordance with this Ordinance are hereby authorized, approved and ratified.

(h) As an alternative to public sale or a sale to the Indiana Bond Bank or the City Bond Bank, the Fiscal Officer may negotiate the sale of the 2020A Bonds to the Indiana Finance Authority as part of its SRF Program. The Executive and the Fiscal Officer are hereby authorized to (i) submit an application to the Indiana Finance Authority as part of its SRF Program, (ii) execute a Financial Assistance Agreement with the Indiana Finance Authority with terms conforming to this Ordinance, and (iii) sell such 2020A Bonds upon such terms as are acceptable to the Executive and the Fiscal Officer consistent with the terms of this Ordinance. The Executive and the Fiscal Officer are hereby authorized to execute and deliver the a Financial Assistance Agreement in form and substance acceptable to such officers, and to approve any changes in form or substance to the Financial

Assistance Agreement which are consistent with the terms of this Ordinance, such changes to be conclusively evidenced by such execution.

In the event of such determination of sale to the Authority as part of the SRF Program, the Executive and Fiscal Officer with the advice of the City's municipal advisor are hereby authorized to (i) submit an application to the SRF Program, (ii) negotiate the terms of and execute and deliver a Financial Assistance Agreement between the City and the Authority pursuant to Indiana Code 5-1.2-1 through Indiana Code 5-1.2-4 and Indiana Code 5-1.2-10, and (iii) sell one or more series of the 2020A Bonds upon such terms as are acceptable to the Executive and the Fiscal Officer consistent with the terms of this Ordinance. The Financial Assistance Agreement (including any amendment thereof) for one or more series of the 2020A Bonds and the Project shall be executed by the Executive and Fiscal Officer and the Authority. The Executive and the Fiscal Officer are hereby authorized to execute and deliver an amended and restated Financial Assistance Agreement or a subsequent Financial Assistance Agreement if an earlier series of 2020A Bonds has been purchased by the Authority and may approve any changes in form or substance to Financial Assistance Agreement as they determined to be necessary or desirable in connection therewith, and such approval shall be conclusively evidenced by its execution.

(i) Notwithstanding anything in this Ordinance to the contrary, upon the advice of the City's Municipal Advisor, the 2020A Bonds may be sold in conjunction with the 2020 Refunding Bonds pursuant to a single sale process in accordance with any of the procedures described above. A single bond sale notice and/or single purchase agreement, and a single official statement and continuing disclosure contract may be prepared covering both the 2020A Bonds and the 2020 Refunding Bonds upon such occurrence.

SECTION 11. **Use of Proceeds**. Any accrued interest received at the time of delivery of the 2020A Bonds or BANs (and, if deemed by the Executive or the Fiscal Officer to be in excess of Project and Refunding needs, any premium), shall be deposited in the Sinking Fund (as hereafter defined) and applied to payments on the 2020A Bonds and any BANs on the first interest payment date. The remaining proceeds from the sale of the 2020A Bonds and any BANs shall be deposited in a fund of the utility hereby created and designated as "City of Carmel, Indiana 2020 Sewage Works Bond Project Fund" (the "Project Fund") or applied to the payment of costs of the Project as contemplated by the Financial Assistance Agreement. The proceeds deposited in the Project Fund, together with all investment earnings thereon, shall be expended only for the purpose of paying the costs of the Project, refunding the BANs if issued and the costs of selling and issuing the 2020A Bonds and any BANs, including the premium for any bond insurance obtained for the 2020A Bonds.

The City hereby declares that it reasonably expects to reimburse the City's advances to the Project from proceeds of any BANs or the 2020A Bonds, as anticipated by this Ordinance, and such declaration shall be deemed one within the meaning of the Reimbursement Regulations.

Any balance remaining in the Project Fund after the completion of the Project which is not required to meet unpaid obligations incurred in connection therewith and on account of the sale and issuance of the 2020A Bonds shall be paid (a) paid into the Sinking Fund (to be part of the hereinafter referenced Principal and Interest Amount) or (b) used for the same purpose or type of project for which the 2020A Bonds were originally issued, all in accordance with I.C. 5-1-13, as amended or as otherwise permitted by law.

SECTION 12. **Revenue Fund**. There is hereby continued a fund of the utility designated as the Revenue Fund (the "Revenue Fund"), into which there shall be deposited upon receipt all revenues (including any System Development Charges that are not considered Net Revenues) of the works for application as set forth below. Nothing in this Ordinance shall require the City to keep such revenues in such a fund so long as the City is able to account for all such revenue and have it available for the funds of the Funds and Accounts of the works as set forth below on a regular, consistently applied monthly cycle. The orderly allocation of revenues of the works may be processed on a combined billing basis with other utilities of the City, provided that the cycle is complete by the end of the month next following the receipt of any payment made in respect of the works. Other than as provided by Section 15 herein, no moneys derived from the revenues of the sewage works shall be transferred to the general fund of the City or be used for any purpose not connected with the sewage works.

SECTION 13. **Operation and Maintenance Fund**. There is hereby continued an operating fund of the utility designated as the Operation and Maintenance Fund (the "Operation and Maintenance Fund"). There shall be transferred from the Revenue Fund and credited to the Operation and Maintenance Fund, on the last day of each calendar month, a sufficient amount to meet the expenses of operation, repair and maintenance for the then next succeeding two calendar months; provided however, that the amount credited to the Operation and Maintenance Fund may only exceed the estimated expenses of the operation, repair and maintenance for the then next succeeding two calendar months after meeting the requirements of the Sinking Fund. The moneys credited to this Fund shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the works on a day-to-day basis, but none of the moneys in the Operation and Maintenance Fund shall be used for depreciation, replacements, improvements, extensions or additions and after such time as no Prior Bonds other than the 2020 Bonds remain outstanding, none of the moneys in the Operation and Maintenance Fund shall be used for transfers for payment in lieu of property taxes. Any balance in Operation and Maintenance Fund in excess of the expected expenses of operation, repair and maintenance for the next succeeding month may be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of or interest on the outstanding bonds of the works.

SECTION 14. **Sinking Fund**. There is hereby continued a fund of the utility designated as the Sinking Fund (the "Sinking Fund"), to be used for the payment of the principal of and interest on 2020A Bonds and any bonds which by their terms are payable from the Net Revenues, and the payment of any fiscal agency charges in connection with such payment. All deposits into the Sinking Fund shall be tracked, allocated and applied either as part of a Principal and Interest Amount or Debt Service Reserve Amount, each of which is pledged and to be applied for the purposes set forth below. The Principal and Interest Amount and the Debt Service Reserve Amount need not be separated into different accounts, but may be held as separate accounts if such is from time to time determined by the utility to be convenient to track, allocate and apply monies held in the Sinking Fund as part of the Principal and Interest Amount and Debt Service Reserve Amount as set forth below.

(a) Principal and Interest Amount. There shall be transferred on the last day of each calendar month, from the Revenue Fund and credited to the Sinking Fund, which shall be part of the Principal and Interest Amount, an amount equal to the sum of at least (i) one-twelfth (1/12) of the principal and at least one-sixth (1/6) of the interest on all the then outstanding bonds payable from

the Net Revenues on the next succeeding principal and interest payment dates (except in the instance of the first principal and interest payment dates next succeeding the issuance of the 2020A Bonds, an appropriately greater percentage as would result in such equal monthly transfers equaling the required payments), until the amount available therein shall equal the principal payable during the next succeeding twelve (12) calendar months and the interest payable during the next six (6) calendar months. There shall similarly be credited to the account any amount necessary to pay when due the bank fiscal agency charges for paying principal of and interest on the bonds as the same become payable. The City shall, from the sums deposited in the Sinking Fund and held as part of the Principal and Interest Amount, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the principal and interest on the due dates thereof together with the amount of bank fiscal agency charges.

(b) Debt Service Reserve Amount. There shall be transferred, on the last day of each calendar month following the issuance of the 2020A Bonds, after making any required transfer to the Sinking Fund held as part of the Principal and Interest Amount, from the Revenue Fund and credited to the Sinking Fund, which shall be part of the Debt Service Reserve Amount, an amount to constitute an appropriate reserve to facilitate the marketing of the 2020A Bonds, which monthly deposits shall be in an amount sufficient to build the balance in the Sinking Fund constituting part of the Debt Service Reserve Amount (after consideration of any transfers made pursuant to the next following sentence) to an amount equal to such required reserve within no more than five (5) years on a level monthly basis (after accounting for earnings thereon), which reserve amount shall not exceed the hereinafter Reserve Requirement. The Fiscal Officer, with the advice of the City's municipal advisor, may transfer an amount of the funds of the utility now on hand, or apply proceeds of the 2020A Bonds, in full or partial satisfaction of the Reserve Requirement. After the issuance of the 2020A Bonds, the City shall maintain the balance in the Sinking Fund constituting part of the Debt Service Reserve Amount in an amount equal to the Reserve Requirement, subject to the provisions of this Ordinance or any ordinance authorizing and any hereafter issued bonds ranking on a parity therewith, which allows the Reserve Requirement to be accumulated over time. For these purposes, "Reserve Requirement" means the least of ten percent (10%) of the proceeds of the 2020A Bonds and any bonds ranking on a parity therewith (including the outstanding Prior Bonds), the maximum annual debt service on the 2020A Bonds and any such parity bonds (including the outstanding Prior Bonds), or 125% of the average annual debt service on the 2020A Bonds and any parity bonds (including the outstanding Prior Bonds), *provided, however*, if the 2020A Bonds or any of the outstanding bonds payable from Net Revenues on a parity with the 2020A Bonds are held by the Authority as part of its SRF Program, the Reserve Requirement shall mean the maximum annual debt service on the 2020A Bonds and any parity bonds (including the outstanding Prior Bonds) if required by the Authority.

All money designated as part of the Debt Service Reserve Amount shall be used and reallocated to the Principal and Interest Amount, in the event of and to the extent of any deficiency in the Sinking Fund constituting part of the Principal and Interest Amount with respect to the payments then due on the 2020A Bonds and any parity bonds (including the Prior Bonds), or to make the final payments on such bonds when the Sinking Fund constituting part of the Debt Service Reserve Amount, together with other funds available for such purpose, is sufficient to make all remaining payments thereon to final maturity. Any amount designated as the Debt Service Reserve Amount in excess of the Reserve Requirement shall be withdrawn from time to time, and at least as frequently as annually, to the Principal and Interest Amount. Any deficiency in the balance required

to be held in the Sinking Fund constituting part of the Debt Service Reserve Amount shall be promptly made up from the next available Net Revenues after credits to the Sinking Fund constituting part of the Principal and Interest Amount.

Notwithstanding the foregoing, the Fiscal Officer, with the advice of the City's municipal advisor and bond counsel, may enable the City to satisfy all or any part of its obligation to maintain the Sinking Fund constituting part of the Debt Service Reserve Amount equal to the Reserve Requirement by depositing a Reserve Fund Credit Facility in the Sinking Fund and allocating it as part of the Debt Service Reserve Amount. A "Reserve Fund Credit Facility" is hereby defined as a letter of credit, liquidity facility, insurance policy or comparable instrument furnished by a bank, insurance company, financial institution or other entity pursuant to a reimbursement agreement or similar instrument between such entity and the City, for the purpose of satisfying in whole or in part the City's obligation to maintain the Reserve Requirement, provided that the Reserve Fund Credit Facility must be issued by a provider (a) that is rated in one of the two highest rating categories by Standard & Poor's Corporation and Moody's Investors Service at the time of the issuance of such Reserve Fund Credit Facility, and (b) if the 2020A Bonds or BANs are purchased by the Authority as part of the SRF Program, such provider shall be acceptable to the Authority.

In the event the Debt Service Reserve Amount applicable to any series of 2020A Bonds or any bonds ranking on a parity therewith (including the outstanding Prior Bonds) is met by a Reserve Fund Credit Facility and such facility is not available to pay the principal of and interest on all such outstanding bonds payable from Net Revenues, then (i) the bonds so secured by such a Reserve Fund Credit Facility shall only be secured by (and payable from) such allocable portion of the Debt Service Reserve Amount attributable to such bonds as if such Reserve Fund Credit Facility were held in a separate account from the portion of the Debt Service Reserve Amount applicable to the remainder of the bonds, (ii) any required deposits (including as a result of any deficiency in the balance required to be held) in the Sinking Fund constituting part of the Debt Service Reserve Amount shall be allocated to such separate reserves on a pro rata, party basis to meet such allocable portion of the Debt Service Reserve Amount attributable to such bonds, and (iii) any cash allocated to a separate reserve shall be applied to pay the principal of and interest on the outstanding bonds secured by it before a draw is made to make such a payment from a Reserve Fund Credit Facility that is also held in the same reserve.

If the 2020A Bonds or BANs are purchased by the Authority as part of the SRF Program and to the extent required by the SRF Program, the Sinking Fund and the Project Fund may be held by a financial institution acceptable to the SRF Program pursuant to terms acceptable to the SRF Program. If the Sinking Fund and the accounts therein are so held in trust, the City shall transfer the monthly required amounts of Net Revenues to the Sinking Fund in accordance with this Section 14 and the financial institution holding such funds in trust shall be instructed to pay the required payments in accordance with the payment schedules for the City's outstanding 2020A Bonds. The Council hereby authorizes the Executive and the Fiscal Officer to execute and deliver an agreement with a financial institution to reflect this trust arrangement for the Sinking Fund and Project Fund. The financial institution selected to serve in this role may also serve as Registrar and Paying Agent for the 2020A Bonds or the Prior Bonds of the City.

SECTION 15. **Improvement Fund**. After meeting the requirements of the Operation and Maintenance Fund and the Sinking Fund, any excess revenues may be transferred from the Revenue

Fund and credited to the special utility fund, to be expended in making good depreciation in the works and new construction, hereby continued and designated as the "Improvement Fund" (the "Improvement Fund"). Said Fund shall be used for (a) replacements, improvements, extensions and additions to the works and (b) any other lawful purpose (including without limitation and subject to applicable law, payments in lieu of property taxes to the City) provided that if any of the 2020A Bonds are owned by the Authority as part of the SRF Program, unless otherwise approved by the prior written consent of the Authority, such uses and transfers pursuant to clause (b) (including payments in lieu of taxes and any transfers to the General Fund of the City) shall be made only (i) no more frequently than semiannually on May 2 and November 2, and (ii) if all monthly deposits required by this Ordinance are current and held as of such dates in the Operation and Maintenance Fund and the Sinking Fund. Moneys in the Improvement Fund shall be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of and interest on the then outstanding bonds of the works, or may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation, repair and maintenance of the works.

SECTION 16. **Investment of Funds**. The funds and accounts described herein shall be accounted for separate and apart from each other and from all other funds and accounts of the City. All moneys deposited in the funds and accounts shall be deposited, held and secured as public funds in accordance with the public depository laws of the State of Indiana; provided that moneys therein may be invested in obligations in accordance with the applicable laws, including particularly Indiana Code, Title 5, Article 13, as amended or supplemented, Indiana Code 5-1.2-1 through Indiana Code 5-1.2-4 and Indiana Code 5-1.2-10, and in the event of such investment the income therefrom shall become a part of the funds invested and shall be used only as provided in this Ordinance.

The Fiscal Officer is hereby authorized pursuant to Indiana Code 5-1-14-3 to invest moneys pursuant to the provisions of this Ordinance (subject to applicable requirements of federal law to ensure such yield is then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the 2020A Bonds under federal law.

The Fiscal Officer shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts created or referenced herein. In order to comply with the provisions of this Ordinance, the Fiscal Officer is hereby authorized and directed to employ consultants or attorneys from time to time to advise the City as to requirements of federal law to preserve the tax exclusion. The Fiscal Officer may pay any fees as operation expenses of the utility.

SECTION 17. **Financial Records and Accounts**. The City shall keep proper records and books of account, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues received on account of the operation of the utility and all disbursements made therefrom and all transactions relating to the utility. The City shall maintain on file the audited financial statements of the utility prepared by the State Board of Accounts. There shall be furnished, upon written request, to any owner of the 2020A Bonds and any BANs, the most recent copy of the audited financial statements of the utility prepared by the State Board of Accounts. Copies of all such statements and reports shall be kept on file in the office of the Fiscal Officer.

If the 2020A Bonds are sold to the Authority as part of the SRF Program, the City shall establish and maintain the books and other financial records of the Project (including the

establishment of a separate account or subaccount for the Project) and the Utility in accordance with (i) generally accepted governmental accounting standards for utilities on an accrual basis as promulgated by the Governmental Accounting Standards Board, and (ii) the rules, regulations and guidance of the State Board of Accounts.

SECTION 18. **Rate Covenant**. (a) The City covenants and agrees that, by ordinance of the Council, it will establish and maintain just and equitable rates and charges for the use of and the service rendered by the works, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses said works by or through any part of the utility, or that in any way uses or is served by such works; that such rates or charges shall be sufficient in each year for the payment of the proper and reasonable expenses of operation, repair and maintenance of the works, and for the payment of the sums required to be paid into the Sinking Fund by the Act and this Ordinance. Such rates or charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of operation, repair and maintenance of the works and the requirements of the Sinking Fund. The rates or charges so established shall apply to any and all use of such works by and service rendered to the City and all departments thereof, and shall be paid by the City or the various departments thereof as the charges accrue.

(b) This subsection (b) shall apply in lieu of the provision of subsection (a) above with respect to the 2020A Bonds owned by the Authority as part of the SRF Program. The City covenants and agrees that by ordinance of the Council, it will establish and maintain just and equitable rates and charges, provided that System Development Charges shall be excluded, to the extent permitted by law, when determining if such rates and charges are sufficient so long as the 2020A Bonds are outstanding and owned by the Authority as part of its SRF Program, for the use of and the service rendered by the works to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses said works by or through any part of the utility or that in any way uses or is served by such works, that such rates or charges shall be sufficient in each year to provide for the proper Operation and Maintenance (as defined in the Financial Assistance Agreement) of the Utility and for the payment of the sums required to be paid into the Sinking Fund by the Act and this Ordinance. Such rates or charges shall, if necessary, by changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of operation, repair and maintenance of the works and the requirements of the Sinking Fund. The rates or charges so established shall apply to any and all use of such works by and service rendered to the City and all departments thereof and shall be paid by the City or the various departments thereof as the charges accrue.

SECTION 19. **Defeasance**. If, when the 2020A Bonds and any BANs or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the 2020A Bonds and any BANs or a portion thereof for redemption shall have been given, and the whole amount of the principal, premium, if any, and the interest so due and payable upon such 2020A Bonds and any BANs or any portion thereof then outstanding shall be paid, or (i) sufficient moneys or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case the 2020A Bonds and any BANs issued hereunder

or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of the Net Revenues of the works.

SECTION 20. **Additional Obligations**. The City reserves the right to authorize and issue additional BANs at any time ranking on a parity with the BANs. The City reserves the right to authorize and issue additional bonds payable out of the Net Revenues ranking on a parity with the 2020A Bonds for the purpose of financing the cost of future additions, extensions and improvements to the works, or to provide for a complete or partial refunding of obligations, subject to the following conditions precedent:

(a) The interest on and principal of all bonds payable from the Net Revenues shall have been paid to date in accordance with the terms thereof, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds.

(b) The balance in Sinking Fund constituting part of the Debt Service Reserve Amount shall be equal to the amount required herein, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds either (i) at the time of their issuance or (ii) by monthly deposits in an amount sufficient to build the balance in the Sinking Fund constituting part of the Debt Service Reserve Amount to an amount equal to the Reserve Requirement with no more than five (5) years after the additional bonds are issued, on a level monthly basis (after accounting for earnings thereon).

(c) The Net Revenues in the fiscal year immediately preceding the issuance of any such bonds ranking on a parity with the 2020A Bonds (provided, within the 90 day period following the end of such preceding fiscal year, if such year's account records are not final as of the sale date of the additional bonds, the fiscal year preceding such year may be used in lieu of the immediately preceding year) shall be not less than one hundred twenty five percent (125%) of the annual principal and interest requirements of the then outstanding parity bonds (including the 2020A Bonds) and the additional parity bonds proposed to be issued for each respective year during the term of such outstanding parity bonds and the proposed additional bonds; or, prior to the issuance of the additional bonds, the rates and charges shall be increased sufficiently so that said increased rates and charges applied to the previous fiscal year's operations (provided, within the 90 day period following the end of such preceding fiscal year, if such year's account records are not final as of the sale date of the additional bonds, the fiscal year preceding such year may be used in lieu of the immediately preceding year) would have produced Net Revenues for said year equal to not less than one hundred twenty five percent (125%) of the annual principal and interest requirements of the then outstanding parity bonds for each respective year during the term of such outstanding parity bonds and the proposed additional bonds. For purposes of this subsection, the records of the works shall be analyzed and all showings shall be prepared by a certified public accountant employed by the City for that purpose. In addition, for purposes of this subsection with respect to any additional parity bonds proposed to be issued, while the 2020A

Bonds remain outstanding and owned by the Authority as part of its SRF Program, Net Revenues may not include any revenues from the System Development Charges unless the Authority provides its consent to include all or some portion of the System Development Charges as part of the Net Revenues or otherwise consents to the issuance of such additional parity bonds without satisfying this subsection (c).

(d) The principal of said additional parity bonds shall be payable on May 1 and the interest shall be payable on May 1 and November 1 during the periods such principal and interest are payable.

(e) If the 2020A Bonds are sold to the Authority: (i) the City obtains the consent of the Authority; (ii) the City has faithfully performed and is in compliance with each of its obligations, agreements and covenants contained in the Financial Assistance Agreement and this Ordinance; and (iii) the City is in compliance with its System permits, except for noncompliance, the elimination of which is a purpose for which the 2020A Bonds or the additional bonds are issued, including any refunding bonds, are issued, so long as such issuance constitutes part of an overall plan to eliminate such noncompliance.

SECTION 21. **Further Covenants of the City**. For the purpose of further safeguarding the interests of the owners of the 2020A Bonds and any BANs, it is hereby specifically provided as follows:

(a) The City shall at all times maintain the works in good condition, and operate the same in an efficient manner and at a reasonable cost.

(b) If the 2020A Bonds are sold to the Authority as part of the SRF Program, the City shall acquire and maintain insurance coverage as required by the Authority including fidelity bonds to protect the Utility and its operations, provided that if the City is not so directed by the Authority, so long as any of the 2020A Bonds or BANs are outstanding, the City shall maintain insurance on the insurable parts of the works, of a kind and in an amount such as would normally be carried by private entities engaged in a similar type of business. All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State of Indiana. Insurance proceeds shall be used in replacing or repairing the property destroyed or damaged, or if not used for that purpose, shall be treated and applied as Revenues of the Sinking Fund, provided that if the 2020A Bonds are sold to the Authority as part of the SRF Program, the Authority must consent to a different use of such proceeds or awards.

(c) So long as any of the 2020A Bonds and any BANs are outstanding, the City shall not mortgage, pledge or otherwise encumber the works, or any part thereof, and shall not sell, lease or otherwise dispose of any part of the same, excepting only such machinery, equipment or other property as may be replaced, or shall no longer be necessary for use in connection with said utility, provided that if such outstanding BANs or 2020A Bonds are sold to the Authority as part of the SRF Program, such exception shall only apply if the Authority consents.

(d) If the BANs or 2020A Bonds are sold to the Authority as part of the SRF Program, the City shall not borrow any money, enter into any contract or agreement or incur any other liabilities in connection with the Utility other than for normal operating expenditures, without the prior written consent of the Authority if such undertaking would involve, commit or use the revenues of the Utility.

(e) Except as otherwise specifically provided in Section 20 of this Ordinance, so long as any of the 2020A Bonds and any BANs are outstanding, no additional bonds or other obligations pledging any portion of the revenues of the works shall be issued by the City, except such as shall be made junior and subordinate in all respects to the 2020A Bonds, unless all of the 2020A Bonds are defeased, redeemed or retired coincidentally with the delivery of such additional bonds or other obligations.

(f) The City shall take all action or proceedings necessary and proper to require connection of all property where liquid and solid waste, sewage, night soil, or industrial waste is produced with available sanitary sewer. The City shall, insofar as possible, cause all such sanitary sewers to be connected with the utility or otherwise cause an equivalent availability charged to be enforced against such property. Notwithstanding the foregoing to the contrary, the City shall not be required to enforce this subsection (f) so long as sufficient payments into the Sinking Fund shall have been made to meet the monthly transfer requirements of Section 14, and the interest on and principal of all bonds payable from the revenues of the works shall have been paid to date in accordance with the terms thereof.

(g) The provisions of this Ordinance shall constitute a contract by and between the City and the owners of the 2020A Bonds and any BANs, all the terms of which shall be enforceable by any such owner by any and all appropriate proceedings in law or in equity. After the issuance of the 2020A Bonds and any BANs and so long as any of the principal thereof or interest or premium, if any, thereon remains unpaid, except as expressly provided herein, this Ordinance shall not be repealed or amended in any respect which will adversely affect the rights of such owners, nor shall the Council or any other body of the City adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners. Except in the case of changes described in Section 22(a) through (f) hereof, this Ordinance may be amended, however, without the consent of bond owners, if the Council determines, in its sole discretion, that such amendment would not adversely affect the owners of the 2020A Bonds, provided, however, that if the 2020A Bonds or BANs are sold to the Authority as part of the SRF Program, the City shall also obtain the prior written consent of the Authority.

(h) The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the 2020A Bonds and any BANs for the uses and purposes herein set forth, and the owners of the 2020A Bonds and any BANs shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this Ordinance and the Act. The provisions of this Ordinance shall also be construed to create a trust in the Net Revenues herein directed to be set apart and paid into the

Sinking Fund for the uses and purposes of that Fund as set forth in this Ordinance. The owners of the 2020A Bonds and any BANs shall have all the rights, remedies and privileges set forth in the Act, including the right to have a receiver appointed to administer the utility in the event the City shall fail or refuse to fix and collect sufficient rates and charges for those purposes, or shall fail or refuse to operate and maintain said utility and to apply properly the revenues derived from the operation thereof, or if there be a default in the payment of the interest on or principal of the 2020A Bonds or any BANs.

(h) None of the provisions of this Ordinance shall be construed as requiring the expenditure of any funds of the City derived from any sources other than the proceeds of the 2020A Bonds and any BANs and the operation of the utility.

SECTION 22. **Amendments With Consent of Bondholders**. Subject to the terms and provisions contained in this section and Sections 21 and 23, the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the 2020A Bonds and any BANs then outstanding shall have the right, from time to time, to consent to and approve the adoption by the Council of such ordinance or ordinances supplemental hereto, as shall be deemed necessary or desirable by the City for the purpose of amending in any particular any of the terms or provisions contained in this Ordinance, or in any supplemental Ordinance provided however that if the 2020A Bonds or BANs are sold to the Authority as part of the SRF Program, the City shall obtain the prior written consent of the Authority, and provided further, that nothing herein contained shall permit or be construed as permitting:

(a) An extension of the maturity of the principal of or interest or premium, if any, on, or any mandatory sinking fund redemption date for, or an advancement of the earliest redemption date on, any 2020A Bond or BAN, without the consent of the holder of each 2020A Bond or BAN so affected; or

(b) A reduction in the principal amount of any 2020A Bond or BAN or the redemption premium or the rate of interest thereon, or a change in the monetary medium in which such amounts are payable, without the consent of the holder of each 2020A Bond or BAN so affected; or

(c) The creation of a lien upon or a pledge of the Net Revenues ranking prior to the pledge thereof created by this Ordinance, without the consent of the holders of all 2020A Bonds then outstanding; or

(d) A preference or priority of any 2020A Bond or BAN over any other 2020A Bond or BAN, without the consent of the holders of all 2020A Bonds and any BANs then outstanding; or

(e) A reduction in the aggregate principal amount of the 2020A Bonds and any BANs required for consent to such supplemental ordinance, without the consent of the holders of all 2020A Bonds and any BANs then outstanding; or

(f) A reduction in the Reserve Requirement.

If the City shall desire to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the addresses appearing on the Registration Record. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the 2020A Bonds and any BANs. The Registrar shall not, however, be subject to any liability to any owners of the 2020A Bonds and any BANs by reason of its failure to mail such notice, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as herein provided.

Whenever at any time within one year after the date of the mailing of such notice, the City shall receive any instrument or instruments purporting to be executed by the owners of the 2020A Bonds and any BANs of not less than sixty-six and two-thirds per cent (66-2/3%) in aggregate principal amount of the 2020A Bonds and any BANs then outstanding, which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice, and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice as on file with the Registrar, thereupon, but not otherwise, the City may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the 2020A Bonds and any BANs, whether or not such owners shall have consented thereto.

No owner of any 2020A Bonds or BAN shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Council from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to the provisions of this section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of the 2020A Bonds and any BANs then outstanding shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments.

Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and of the owners of the 2020A Bonds and any BANs, and the terms and provisions of the 2020A Bonds and any BANs and this Ordinance, or any supplemental ordinance, may be modified or amended in any respect with the consent of the City and the consent of the owners of all the 2020A Bonds and any BANs then outstanding.

SECTION 23. **<u>Amendments Without Consent of Bondholders</u>**. The Council may, from time to time and at any time, and without notice to or consent of the owners of the 2020A Bonds and any BANs, adopt such ordinances supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental ordinances shall thereafter form a part hereof):

(a) To cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental ordinance;

(b) To grant to or confer upon the owners of the 2020A Bonds and any BANs any additional rights, remedies, powers, authority or security that may

lawfully be granted to or conferred upon the owners of the 2020A Bonds and any BANs;

(c) To procure a rating on the 2020A Bonds and any BANs from a nationally recognized securities rating agency designated in such supplemental ordinance, if such supplemental ordinance will not adversely affect the owners of the 2020A Bonds and any BANs;

(d) To obtain or maintain bond insurance with respect to the 2020A Bonds;

(e) To provide for the refunding or advance refunding of the 2020A Bonds;

(f) To provide for the issuance of additional bonds or BANs as provided in Section 20 hereof; or

(g) To make any other change which, in the determination of the Council in its sole discretion, does not in any way adversely affect the rights of such owners of the 2020A Bonds and any BANs.

Provided, however, that if the 2020A Bonds or BANs are sold to the Authority as part of the SRF Program, the City shall obtain the prior written consent of the Authority to the foregoing.

SECTION 24. **Tax Matters**. In order to preserve the exclusion of interest on the 2020A Bonds and any BANs from gross income for federal income tax purposes and as an inducement to purchasers of the 2020A Bonds and any BANs, the City represents, covenants and agrees that:

(a) No person or entity, other than the City or another state or local governmental unit, will use proceeds of the 2020A Bonds and any BANs or property financed by the 2020A Bonds or "BAN proceeds other than as a member of the general public. No person or entity other than the City or another state or local governmental unit will own property financed by 2020A Bonds or BAN proceeds or will have actual or beneficial use of such property pursuant to a lease, a management or incentive payment contract, an arrangement such as take-or-pay or output contract, or any other type of arrangement that differentiates that person's or entity's use of such property from the use by the public at large.

(b) No portion of the principal of or interest on the 2020A Bonds and any BANs is (under the terms of the 2020A Bonds and any BANs, this Ordinance or any underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for any private business use or payments in respect of any private business use or payments in respect of such property or to be derived from payments (whether or not to the City) in respect of such property or borrowed money used or to be used for a private business use.

(c) No 2020A Bonds or BAN proceeds will be loaned to any entity or person other than a state or local governmental unit. No 2020A Bonds or BAN

proceeds will be transferred, directly or indirectly, or deemed transferred to a non-governmental person in any manner that would in substance constitute a loan of the 2020A Bonds or BAN proceeds.

(d) The City will not take any action or fail to take any action with respect to the 2020A Bonds and any BANs that would result in the loss of the exclusion from gross income for federal income tax purposes of interest on the 2020A Bonds and any BANs pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder as applicable to the 2020A Bonds and any BANs, including, without limitation, the taking of such action as is necessary to rebate or cause to be rebated arbitrage profits on 2020A Bonds or BAN proceeds or other monies treated as 2020A Bonds or BAN proceeds to the federal government as provided in Section 148 of the Code, and will set aside such monies, which may be paid from investment income on funds and accounts notwithstanding anything else to the contrary herein, in trust for such purposes.

(e) The City will file an information report on Form 8038-G with the Internal Revenue Service as required by Section 149 of the Code.

(f) The City will not make any investment or do any other act or thing during the period that any 2020A Bonds or BAN is outstanding hereunder which would cause any 2020A Bonds or BAN to be an "arbitrage bond" within the meaning of Section 148 of the Code and the regulations thereunder as applicable to the 2020A Bonds and any BANs.

(g) It shall not be an event of default under this Ordinance if the interest on any 2020A Bonds or BANs is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the 2020A Bonds and any BANs, respectively. These covenants are based solely on current law in effect and in existence on the date of delivery of the 2020A Bonds and any BANs, respectively.

Notwithstanding any other provisions of this Ordinance, the foregoing covenants and authorizations (the "Tax Sections") which are designed to preserve the exclusion of interest on the 2020A Bonds and any BANs from gross income under federal law (the "Tax Exemption") need not be complied with to the extent the City receives an opinion of nationally recognized bond counsel that compliance with such Tax Section is unnecessary to preserve the Tax Exemption.

SECTION 25. **Additional Authority**. (a) The Executive and Fiscal Officer, and either of them, is hereby authorized and directed to do and perform all acts and execute in the name of the City all such instruments, documents, papers or certificates which are necessary, desirable or appropriate to carry out the transactions contemplated by this Ordinance in such forms as the Executive or Fiscal Officer executing the same shall deem proper, to be conclusively evidenced by the execution thereof. Any provision of this Ordinance authorizing the Executive or Fiscal Officer to act shall mean either of them, individually rather than collectively, is so authorized and any action taken and agreement or undertaking executed in the name of the City by them in further of the same

shall be deemed a proper use of such authority and will be conclusively evidenced by their execution of any agreement or undertaking, or by their taking of any such authorized action.

(b) In the event the Executive and Fiscal Officer with the advice of the municipal advisor to the City certifies to the City that it would be economically advantageous for the City to obtain a municipal bond insurance policy for any of the 2020A Bonds issued hereunder, the City hereby authorizes the purchase of such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous in the event the difference between the present value cost of (a) the total debt service on the 2020A Bonds if issued without municipal bond insurance and (b) the total debt service on the 2020A Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy. The City also authorizes the purchase of a debt service reserve surety bond based upon the advice of the City's municipal advisor for the 2020A Bonds. If such an insurance policy or surety bond is purchased, the Executive or Fiscal Officer are hereby authorized to execute and deliver all agreements with the provider of the policy or surety bond, as the case may be, to the extent necessary to comply with the terms of such insurance policy, surety bond and the commitments to issue such policy or surety bond, as the case may be.

SECTION 26. **Non-Business Days**. If the date of making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the City or the jurisdiction in which the Registrar or Paying Agent is located are typically closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the nominal date provided in this Ordinance, and no interest shall accrue for the period after such nominal date.

SECTION 27. **No Conflict**. The Council hereby finds and determines that the adoption of this Ordinance and the issuance of the 2020A Bonds and any BANs is in compliance with the Prior Bond Ordinances. The Prior Bond Ordinances shall remain in full force and effect, except as modified herein. The Council determines that to the extent this Ordinance modifies or amends the Prior Bond Ordinances, there is no adverse effect to the holders of the Prior Bonds. All ordinances and resolutions and parts thereof in conflict, are to the extent of such conflict hereby repealed. None of the provisions of this Ordinance shall be construed to adversely affect the rights of the owners of the Prior Bonds.

SECTION 28. **2020 Refunding Bonds**. Upon issuance by the City of the 2020 Refunding Bonds, any reference herein to the "2012 Bond(s)" shall be replaced with "2020 Refunding Bond(s)" and any reference herein to the "2012 Ordinance" shall be replaced with the "2020 Ordinance".

SECTION 29. **Severability**. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 30. **Headings**. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

SECTION 31. **Interpretation**. Unless the context or laws clearly require otherwise, references herein to statutes or other laws include the same as modified, supplemented or superseded from time to time. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

SECTION 32. **Estimates of Rates and Charges**. The estimates of the rates and charges of the utility are set forth in Ordinance S-74-18, Version A (the "Rate Ordinance"), which Rate Ordinance is incorporated herein by reference.

SECTION 33. **Effectiveness**. This Ordinance shall be in full force and effect from and after its passage and signing by the Executive.

PASSED by the Common Council of the City of Carmel, Indiana this ___ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL, INDIANA

_____ _____
Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____
H. Bruce Kimball Kevin D. Rider

_____ _____
Anthony Green Jeff Worrell

_____ _____
Tim Hannon Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by: Bruce D. Donaldson
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 46204

SPONSOR: Councilors Campbell and Finkham

ORDINANCE NO. D-2549-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA AUTHORIZING REFUNDING OF PRIOR SEWAGE WORKS REVENUE BONDS OF THE CITY OF CARMEL, INDIANA, AUTHORIZING THE ISSUANCE OF THE CITY OF CARMEL, INDIANA SEWAGE WORKS REFUNDING REVENUE BONDS OF 2020 TO PROVIDE FUNDS FOR THE PAYMENT OF THE COSTS THEREOF, AND ADDRESSING OTHER MATTERS CONNECTED THEREWITH

Synopsis:

Bond Ordinance authorizing the issuance of refunding revenue bonds payable from the net revenues of the City's sewage works utility to advance refund outstanding bonds of the City.

WHEREAS, the City of Carmel, Indiana (the "City"), has heretofore established, constructed and financed a municipal sewage works system for the purpose of providing for the collection and treatment of wastewater from the City residents and users (the "System") pursuant to IC 36-9-23 et seq., as in effect on the issue date of the bond anticipation notes or the bonds, as applicable, which are authorized herein (the "Act"); and

WHEREAS, Common Council of the City (the "Common Council") hereby finds that certain hereinafter described outstanding bonds of the Sewage Works should be refunded to obtain a reduction in interest payments and effect a savings to the City; that the refunding of those outstanding bonds, together with redemption premium and accrued interest thereon and including all costs related to the refunding cannot be provided for out of funds of the Sewage Works now on hand and the refunding should be accomplished by the issuance of revenue bonds of the Sewage Works; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2012 (the "2012 Bonds"), which were authorized and issued pursuant to Ordinance No. D-2071-11 adopted by the Council on February 20, 2012, as amended by Ordinance No. D-2096-12 adopted by the Council on May 21, 2012 (collectively, the "2012 Ordinance"), originally issued in the principal amount of $11,040,000 and now outstanding in the amount of $7,695,000 which 2012 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the 2012 Bonds may be redeemed, at the option of the City, in whole or in part on May 1, 2021, or any date thereafter, at a redemption price of 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2005 (the "2005 Bonds"), which were authorized by and issued pursuant to Ordinance No. D-1754-05 adopted by the Council on July 18, 2005, as supplemented and amended by Ordinance No. D-2222-15 adopted by the Council on August 17, 2015 (collectively, the "2005 Ordinance"), which 2005 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2009 (the "2009 Bonds"), which were authorized and issued pursuant to Ordinance No. D-1950-09 adopted by the Council on August 17, 2009 (the "2009 Ordinance") which 2009 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the City has issued its Sewage Works Revenue Bonds of 2020 (the "2020 Bonds"), which were authorized pursuant to Ordinance No. D-2512-20 adopted by the Council on March 16, 2020 (the "2020 Ordinance") which 2020 Bonds constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the City is also now considering for approval by separate ordinance the issuance of sewage works revenue bonds of the City in an aggregate principal amount not to exceed $3,600,000 (the "2020A Bonds") (the 2005 Bonds, the 2009 Bonds, the 2020 Bonds and the 2020A Bonds, collectively, the "Prior Bonds") pursuant to Ordinance No. D-2548-20 (the "2020A Ordinance"), which 2020A Bonds, upon approval and issuance, shall constitute a first charge on the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the 2005 Ordinance, the 2009 Ordinance, the 2020 Ordinance and the 2020A Ordinance (collectively, the "Prior Ordinances") allow for the issuance of additional bonds payable from revenues of the System and ranking on parity with any of the Prior Bonds that remain outstanding; and

WHEREAS, the Common Council has found that it may be beneficial to refund all or a portion of the outstanding 2012 Bonds (the portion determined to be refunded, the "Refunded Bonds") pursuant to the provisions of IC 5-1-5 to enable the City to obtain a reduction in interest payments and effect a savings to the City and hereby authorizes the same by issuance of refunding revenue bonds (the "Refunding Bonds"); and

WHEREAS, the Refunding Bonds will constitute a first charge against the Net Revenues (as hereinafter defined) of the Sewage Works on a parity with any Prior Bonds that remain outstanding and are to be issued subject to the provisions of the laws of the Act (as hereinafter defined), and the terms and restrictions of this Ordinance; and

WHEREAS, the Common Council now finds that all conditions precedent to the issuance of the Bonds on a parity with the Prior Bonds have been or will be met; and

WHEREAS, this Common Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the Refunding Bonds have been complied with in accordance with the provisions of IC 36-9-23 and IC 5-1-5, each as in effect on the date of delivery of the Refunding Bonds authorized herein (collectively, the "Act"); and

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA:

Section 1. Issuance of the Refunding Bonds. The City, being the owner of and engaged in operating an unencumbered sewage works supplying the City, its inhabitants, and the residents adjacent thereto, with sewage treatment and collection services, now finds it necessary to provide

funds for refunding the Refunded Bonds thereby reducing its interest payments and effecting a savings, as will be reported after the sale of the bonds issued hereunder by the City's municipal advisor, Baker Tilly Municipal Advisors, LLC (the "Municipal Advisor"). Where used in this Ordinance, the term "City" shall be construed also to include any department, board, commission or officer or officers of the City or of any City department, board or commission. The terms "Sewage Works", "sewage works", "works", "system", "utility" and similar terms used in this Ordinance shall be construed to mean the existing Sewage Works system and all real estate and equipment used in connection therewith and appurtenances thereto, and all extensions, additions and improvements thereto and replacements thereof now or at any time hereafter constructed or acquired, and all other items as defined in the Act.

Section 2. The Refunding Bonds. In accordance with the Act and for the purpose of providing funds for the refunding the Refunded Bonds, together with authorized expenses relating thereto including the costs of issuance of the Refunding Bonds, and all other costs related to the refunding, the City shall issue in one or more series, its sewage works refunding revenue bonds designated "City of Carmel, Indiana Sewage Works Refunding Revenue Bonds of 2020" (with an appropriate additional series designation if necessary) in the aggregate principal amount of not to exceed Nine Million Two Hundred Seventy Thousand Dollars ($9,270,000) (the "Refunding Bonds"). The principal of, redemption premium, if any, and interest on the Refunding Bonds shall be payable solely out of the Sewage Works Sinking Fund as referred to below. The Refunding Bonds shall rank on parity with any outstanding Prior Bonds.

The Refunding Bonds shall be issued in one or more series as fully registered bonds in denominations of Five Thousand Dollars ($5,000) or any integral multiple thereof, or if sold through a private placement, denominations of One Hundred Thousand Dollars ($100,000) or any integral multiple of Five Thousand Dollars ($5,000) in excess thereof, in either case not exceeding the aggregate principal amount of the Refunding Bonds maturing in any one year shall be numbered consecutively from R-1 upward, and shall bear interest at a rate not to exceed five percent (5.0%) per annum (the exact rate or rates to be determined by bidding or through negotiations). Interest on the Refunding Bonds shall be payable semiannually on May 1 and November 1 of each year (each an "Interest Payment Date"), commencing on the May 1 or November 1 selected by the Controller of the City (the "Fiscal Officer") upon the advice of the City's Municipal Advisor, as evidenced by delivery of the executed issue of the Refunding Bonds to the Registrar for authentication. The principal of the Refunding Bonds shall mature on May 1 of each year, commencing not earlier than May 1, 2021 and ending no later than May 1, 2032, until the principal is fully paid. Interest on the Refunding Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months.

The Refunding Bonds shall bear an original issue date which shall be the date of delivery and each Refunding Bond shall also bear the date of its authentication. Any Refunding Bond authenticated on or before the fifteenth (15th) day of the month preceding the month of the first Interest Payment Date, shall pay interest from its original date. Any Refunding Bond authenticated thereafter shall pay interest from the Interest Payment Date next preceding the date of authentication of such Refunding Bond to which interest thereon has been paid or duly provided for, unless such Refunding Bond is authenticated after the fifteenth (15th) day of the month preceding an Interest Payment Date and on or before such Interest Payment Date, in which case interest thereon shall be paid from such Interest Payment Date.

The Mayor of the City (the "Mayor") or Fiscal Officer are authorized to serve as or to appoint a qualified financial institution to serve as the Registrar and Paying Agent for the Refunding Bonds (the "Registrar and Paying Agent") as will enable and facilitate the performance of its duties and responsibilities, and are authorized and directed to pay such fees as the Registrar and Paying Agent may reasonably charge for its services in such capacity, with such fees to be paid from the Sewage Works Sinking Fund as described in this Ordinance. The Registrar and Paying Agent is hereby charged with the performance of all of the duties and responsibilities customarily associated with each such position, including without limitation the authentication of the Refunding Bonds.

If wire transfer payment for the Refunding Bonds is not required, the principal of and any redemption premium on the Refunding Bonds shall be payable at the principal corporate trust office of the Paying Agent. Interest on the Refunding Bonds shall be paid by check or draft mailed or delivered by the Paying Agent to the registered owner thereof at the address as it appears on the registration books kept by the Registrar as of the fifteenth (15th) day of the month preceding such Interest Payment Date or at such other address as may be provided to the Paying Agent in writing by such registered owner. All payments on the Refunding Bonds shall be made in any coin or currency of the United States of America which, on the dates of such payments, shall be legal tender for the payment of public or private debt.

Each Refunding Bond shall be transferable or exchangeable only on the books of the City maintained for such purpose at the principal corporate trust office of the Registrar, by the registered owner thereof in person, or by his or her attorney duly authorized in writing, upon surrender of such Refunding Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or his or her attorney duly authorized in writing, and thereupon a new fully registered Refunding Bond or Refunding Bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. Each Refunding Bond may be transferred or exchanged without cost to the registered owner or his or her attorney duly authorized in writing, except for any tax or other governmental charge which may be required to be paid with respect to such transfer or exchange. The Registrar shall not be obligated to make any transfer or exchange of any Refunding Bond (i) during the fifteen (15) days immediately preceding an Interest Payment Date or (ii) after the mailing of notice calling such Refunding Bond for redemption. The City, the Registrar and the Paying Agent may treat and consider the person in whose name any Refunding Bond is registered as the absolute owner thereof for all purposes including the purpose of receiving payment of, or on account of, the principal thereof and redemption premium, if any, and interest thereon.

In the event any Refunding Bond is mutilated, lost, stolen or destroyed, the City may cause to be executed and the Registrar may authenticate a new Refunding Bond of like date, maturity and denomination as the mutilated, lost, stolen or destroyed Refunding Bond, which new Refunding Bond shall be marked in a manner to distinguish it from the Refunding Bond for which it was issued; provided, that in the case of any mutilated Refunding Bond, such mutilated Refunding Bond shall first be surrendered to the Registrar, and in the case of any lost, stolen or destroyed Refunding Bond there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the City and the Registrar, together with indemnity satisfactory

to them. In the event that any such mutilated, lost, stolen or destroyed Refunding Bond shall have matured or been called for redemption, instead of causing to be issued a duplicate Refunding Bond, the Registrar and Paying Agent may pay the same upon surrender of the mutilated Refunding Bond or satisfactory indemnity and proof of loss, theft or destruction in the case of a lost, stolen or destroyed Refunding Bond. The City and the Registrar and Paying Agent may charge the owner of any such Refunding Bond with their reasonable fees and expenses in connection with the above. Every substitute Refunding Bond issued by reason of any Refunding Bond being lost, stolen or destroyed shall, with respect to such Refunding Bond, constitute a substitute contractual obligation of the City pursuant to this Ordinance, whether or not the lost, stolen or destroyed Refunding Bond shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other Refunding Bonds duly issued hereunder.

In the event that any Refunding Bond is not presented for payment or redemption on the date established therefor, the City may deposit in trust with the Paying Agent an amount sufficient to pay such Refunding Bond or the redemption price thereof, as appropriate, and thereafter the owner of such Refunding Bond shall look only to the funds so deposited in trust with the Paying Agent for payment and the City shall have no further obligation or liability with respect thereto.

Section 3. Redemption of the Refunding Bonds. The Mayor and the Fiscal Officer, upon consultation with the Municipal Advisor, may designate maturities of Refunding Bonds (or portion thereof in integral multiples of $5,000 principal amount each) that shall be subject to optional redemption and/or maturity sinking fund redemption, and the corresponding redemption dates, amounts and prices (including premium, if any). Except as otherwise set forth in this Ordinance, the Mayor and the Fiscal Officer, upon consultation with the Municipal Advisor, is hereby authorized and directed to determine the terms governing any such redemption, as evidenced by the delivery of the Refunding Bonds.

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

Each Five Thousand Dollars ($5,000) 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 Refunding Bonds to be called shall be selected by lot by the Registrar.

Notice of such redemption shall be mailed by certified or registered mail at least thirty (30) days and not more than sixty (60) days prior to the scheduled redemption date to each of the registered owners of the Refunding Bonds called for redemption (unless waived by such registered owner), at the address shown on the books of the Registrar. The notice shall specify date and place of redemption, and the registration numbers of the Refunding Bonds called for redemption. The place of redemption may be at the principal corporate trust office of the Paying Agent or as otherwise determined by the City. Interest on the Refunding Bonds so called for redemption shall cease to accrue 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 redemption date and when such Refunding Bonds are presented for payment.

In addition to the foregoing notice, the City may also direct that further notice of redemption of the Refunding Bonds be given, including without limitation and at the option of the City, notice described in paragraph (a) below given by the Registrar to the parties described in paragraph (b) below. No defect in any such further notice and no failure to give all or any portion of any such further notice shall in any manner defeat the effectiveness of any call for redemption of Refunding Bonds so long as notice thereof is mailed as prescribed above.

(a) If so directed by the City, each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (i) the CUSIP numbers of all Refunding Bonds being redeemed; (ii) the date of issue of the Refunding Bonds as originally issued; (iii) the rate of interest borne by each Refunding Bond being redeemed; (iv) the maturity date of each Refunding Bond being redeemed; and (v) any other descriptive information needed to identify accurately the Refunding Bond being redeemed.

(b) If so directed by the City, each further notice of redemption shall be sent at least thirty (30) days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Refunding Bonds (such depositories as the Depository Trust Company of New York, New York) and to one or more national information services that disseminate notices of redemption of obligations such as the Refunding Bonds.

Upon the payment of the redemption price of the Refunding Bonds being redeemed and if so directed by the City, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Refunding Bonds being redeemed with the proceeds of such check or other transfer.

Section 4. Authorization for Book-Entry System. The Refunding Bonds may, in compliance with all applicable laws, initially be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the City from time to time (the "Clearing Agency"), without physical distribution of bonds to the purchasers. The following provisions of this Section apply in such event.

One definitive Refunding Bond of each maturity shall be delivered to the Clearing Agency (or its agent) and held in its custody. The City and Registrar may, in connection herewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders

of the Refunding Bonds as are necessary or appropriate to accomplish or recognize such book-entry form Refunding Bonds.

During any time that the Refunding Bonds are held in book-entry form on the books of a Clearing Agency, (1) any such Refunding Bond may be registered upon Registration Record in the name of such Clearing Agency, or any nominee thereof, including Cede & Co.; (2) the Clearing Agency in whose name such Refunding Bond is so registered shall be, and the City and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such Refunding Bond for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest and premium, if any, on such Refunding Bond, the receiving of notice and the giving of consent; (3) neither the City nor the Registrar or Paying Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any Refunding Bond, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any Refunding Bond or any responsibility or obligation hereunder with respect to the receiving of payment of principal of or interest or premium, if any, on any Refunding Bond, the receiving of notice or the giving of consent; and (4) the Clearing Agency is not required to present any Refunding Bond called for partial redemption, if any, prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

If either the City receives notice from the Clearing Agency which is currently the registered owner of the Refunding Bonds to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the Refunding Bonds, or the City elects to discontinue its use of such Clearing Agency as a Clearing Agency for the Refunding Bonds, then the City and the Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the Refunding Bonds, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the Refunding Bonds and to transfer the ownership of each of the Refunding Bonds to such person or persons, including any other Clearing Agency, as the holder of the Refunding Bonds may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the Refunding Bonds, shall be paid by the City.

During any time that the Refunding Bonds are held in book-entry form on the books of a Clearing Agency, the Registrar shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owner of the Refunding Bonds as of a record date selected by the Registrar. For purposes of determining whether the consent, advice, direction or demand of a registered owner of a Refunding Bond has been obtained, the Registrar shall be entitled to treat the beneficial owners of the Refunding Bonds as the bondholders and any consent, request, direction, approval, objection or other instrument of such beneficial owner may be obtained in the fashion described in this Ordinance.

During any time that the Refunding Bonds are held in book-entry form on the books of a Clearing Agency, the Mayor, the Fiscal Officer and/or the Registrar are authorized to execute and

deliver a Letter of Representations agreement with the Clearing Agency, or a Blanket Issuer Letter of Representations, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth therein. The Registrar, by accepting the duties of Registrar under this Ordinance, agrees that it will (i) undertake the duties of agent required thereby and that those duties to be undertaken by either the agent or the issuer shall be the responsibility of the Registrar, and (ii) comply with all requirements of the Clearing Agency, including without limitation same day funds settlement payment procedures. Further, during any time that the Refunding Bonds are held in book-entry form, the provisions of this Section 4 of this Ordinance shall control over conflicting provisions in any other section of this Ordinance.

Section 5. Execution and Authentication of the Refunding Bonds. The Refunding Bonds shall be executed in the name of the City by the manual or facsimile signature of the Mayor, and attested by the manual or facsimile signature of the Fiscal Officer, with the seal of the City, if any, or a facsimile thereof to be affixed to each of the Refunding Bonds. The Refunding Bonds shall be authenticated by the manual signature of the Registrar, and no Refunding Bond shall be valid or become obligatory for any purpose until the certificate of authentication thereon has been so executed. In case any official whose signature appears on any Refunding Bond shall cease to be such official before the delivery of such Refunding Bond, the signature of such official shall nevertheless be valid and sufficient for all purposes, the same as if such official had been in office at the time of such delivery. Subject to the provisions of this Ordinance regarding the registration of the Refunding Bonds, the Refunding Bonds shall be fully negotiable instruments under the laws of the State of Indiana.

Section 6. Security and Sources of Payment for the Refunding Bonds. The Refunding Bonds, together with any outstanding Prior Bonds, and any bonds hereafter issued on a parity therewith, as to both principal and interest, shall be payable from and secured by an irrevocable pledge of and constituting a first charge, upon all of the net revenues (defined as gross revenues of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance, and after such time as no Prior Bonds other than the 2020 Bonds and the 2020A Bonds remain outstanding, defined as gross revenues, inclusive of System Development Charges (as hereinafter defined), of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance excluding transfers for payment in lieu of taxes) of the works (the “Net Revenues”), on a parity with the Prior Bonds for all purposes. For purposes of this Ordinance, "System Development Charges" shall mean the proceeds and balances from any non-recurring charges such as tap fees, subsequent connector fees, capacity or contribution fees, and other similar one-time charges that are available for deposit under this ordinance; provided, however, that any System Development Charges that are enacted under IC 36-9-23-29, shall be considered as Net Revenues of the sewage works. The City shall not be obligated to pay the Refunding Bonds or the interest thereon, except from the Net Revenues, and the Refunding Bonds shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana.

Section 7. Form of the Refunding Bonds. The form and tenor of the Refunding Bonds shall be substantially as set forth in Exhibit A, attached hereto and incorporated herein as if set forth at this place (with all blanks to be filled in properly and all necessary additions and deletions to be made prior to delivery thereof).

Section 8. Issuance, Sale and Delivery of the Refunding Bonds. The Fiscal Officer is hereby authorized and directed to have the Refunding Bonds prepared, and the Mayor and the Fiscal Officer are hereby authorized and directed to execute or to cause the execution of the Refunding Bonds in the form and manner herein provided. The Fiscal Officer is hereby authorized and directed to deliver the Refunding Bonds to the purchaser or purchasers thereof upon compliance with the requirements established hereunder and under the Act for the sale thereof, and to collect the full amount which the purchaser or respective purchasers have agreed to pay therefor, which shall not be less than 99.0% of the par amount of the Refunding Bonds, plus accrued interest thereon to the date of delivery. The Refunding Bonds, when fully paid for and delivered to the purchaser or purchasers shall be the binding special revenue obligations of the City, payable out of the revenues of the Sewage Works to be set aside and paid into the Sewage Works Bond Sinking Fund as herein provided, and the proceeds derived from the sale of the Refunding Bonds shall be and are hereby set aside for the application to the costs of refunding the Refunded Bonds and the expenses necessarily incurred in connection therewith including the expenses incurred in the issuance of the Refunding Bonds on account of the financing thereof. The authorized officers of the City are hereby authorized and directed to draw all proper and necessary warrants and to do whatever other acts and things that may be necessary or appropriate to carry out the provisions of this Ordinance.

If the Refunding Bonds are sold by competitive bid, the Fiscal Officer shall cause to be published either (i) a notice of such sale two (2) times, at least one (1) week apart, with the first publication made at least fifteen (15) days before the date of such sale and the second publication at least three (3) days before the date of the sale in accordance with Indiana Code 5-3-1-2 in one (1) newspaper, as defined in and in accordance with Indiana Code 5-3-1-4 or (ii) a notice of intent to sell bonds once each week for two (2) weeks in accordance with Indiana Code 5-1-11-2 and Indiana Code 5-3-1-4 and in a newspaper of general circulation published in the State capital, in which case bids may not be received more than ninety (90) days after the first publication. Such notice, or a summary thereof, may also be published in any other publications deemed appropriate in the discretion of the Fiscal Officer. The bond sale notice shall state the time and place of sale, the purpose for which the Refunding Bonds are being issued, the total amount and maturities thereof, the maximum rate of interest thereon and any limitations as to the number of interest rates and the setting of such rates, the terms and conditions upon which bids will be received and the sale made, and such other information as the Fiscal Officer and the attorneys employed by the City shall deem necessary or advisable. Such notice shall provide, among other things, that each bid shall be accompanied by a certified or cashier's check or wire transfer in the amount of one percent of the par amount of the Refunding Bonds to guarantee performance on the part of the bidder, and that in the event the successful bidder shall fail or refuse to accept delivery of and pay for the Refunding Bonds as soon as the Refunding Bonds are ready for delivery, or at the time fixed in the notice of sale, then such check and the proceeds thereof shall become the property of the City and shall be considered as the City's liquidated damages on account of such default.

All bids for the Refunding Bonds shall be sealed and shall be presented to the Fiscal Officer or her designee at the physical or electronic address identified in the notice. Bidders for the Refunding Bonds shall be required to name the rate or rates of interest which the Refunding Bonds are to bear, not exceeding five percent (5.0%) per annum. Such interest rate or rates shall be in multiples of one-eighth (1/8) or one-hundredth (1/100) of one percent. Bids specifying more than

one interest rate shall also specify the amount and maturities of the Refunding Bonds bearing each rate, and all Refunding Bonds maturing on the same date shall bear the same rate. The rate on any maturity shall be equal to or greater than the rate on the immediately preceding maturity. The Refunding Bonds shall be awarded by the Fiscal Officer to the best bidder who has submitted a bid in accordance with the terms of this Ordinance and the notice of sale. The best bidder will be the bidder who offers the lowest net interest cost to the City, to be determined by computing the total interest on all of the Refunding Bonds from the date thereof to their respective maturities and deducting therefrom the premium bid, if any. No bid for less than all of the Refunding Bonds, plus accrued interest to the date of delivery, shall be considered. The City shall have the right to reject any and all bids. In the event an acceptable bid is not received on the date fixed in the notice, the Fiscal Officer shall be authorized to continue the sale from day to day for a period of not to exceed thirty (30) days without readvertising. During the continuation of the sale, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time originally fixed for the sale of the Refunding Bonds in the bond sale notice.

As an alternative to competitive bid, the Fiscal Officer may negotiate the sale of said Refunding Bonds at an interest rate or rates not exceeding five percent (5.0%) per annum. The Mayor and the Fiscal Officer are hereby authorized to (i) execute a purchase agreement with the purchaser, and (ii) sell such Refunding Bonds upon such terms as are acceptable to the Mayor and the Fiscal Officer consistent with the terms of this Ordinance. The final form of the purchase contract shall be determined by the Mayor and Fiscal Officer, upon advice of the City's bond counsel and Municipal Advisor and the Mayor and Fiscal Officer are hereby authorized and directed to complete, execute and attest the same on behalf of the City so long as its provisions are consistent with the Ordinance.

The Fiscal Officer is hereby authorized to appoint a financial institution to serve as escrow trustee (the "Escrow Trustee") for the Refunded Bonds in accordance with the terms of an Escrow Agreement between the City and the Escrow Trustee (the "Escrow Agreement"). The Mayor and the Fiscal Officer are hereby authorized and directed to complete, execute and attest the same on behalf of the City so long as its provisions are consistent with this Ordinance and the purchase contract.

The execution, by either the Mayor, Fiscal Officer, or the purchaser, of a subscription for investments of proceeds of the Refunding Bonds to be held under the Escrow Agreement in a manner consistent with this Ordinance is hereby approved.

Prior to the delivery of the Refunding Bonds, the Fiscal Officer (i) shall be authorized, but not required, to investigate and to obtain insurance, surety bonds and/or credit ratings on the Refunding Bonds and (ii) shall obtain a legal opinion as to the validity of the Refunding Bonds from Barnes & Thornburg LLP, Indianapolis, Indiana, bond counsel for the City, and such opinion shall be furnished to the purchasers of the Refunding Bonds at the expense of the City. The costs of obtaining any such insurance, surety bonds and/or credit ratings, together with bond counsel's fee in preparing and delivering such opinion and in the performance of related services in connection with the issuance, sale and delivery of the Refunding Bonds, shall be considered as a part of the cost of issuance of the Refunding Bonds and shall be paid out of the proceeds of the sale of the Refunding Bonds.

Notwithstanding anything in this Ordinance to the contrary, upon the advice of the City's Municipal Advisor, the Refunding Bonds may be sold in conjunction with the 2020A Bonds pursuant to a single sale process in accordance with any of the procedures described above. A single bond sale notice and/or single purchase agreement, and a single official statement (as described in Section 9 hereof) and continuing disclosure contract (as described in Section 10 hereof) may be prepared covering both the 2020A Bonds and the 2020 Refunding Bonds upon such occurrence.

Section 9. Official Statement. If necessary, the Mayor and the Fiscal Officer each are hereby authorized to deem final an official statement with respect to the Refunding Bonds, as of its date, in accordance with the provisions of Rule 15c2-12 of the U.S. Securities and Exchange Commission, as amended (the "SEC Rule"), subject to completion as permitted by the SEC Rule, and the City further authorizes the distribution of the deemed final official statement, and the execution, delivery and distribution of such document as further modified and amended with the approval of the Mayor or the Fiscal Officer in the form of a final official statement.

Section 10. Continuing Disclosure. In order to assist any underwriter of the Refunding Bonds in complying with paragraph (b)(5) of the SEC Rule by undertaking to make available appropriate disclosure about the City and the Refunding Bonds to participants in the municipal securities market, the City hereby covenants, agrees and undertakes, in accordance with the SEC Rule, unless excluded from the applicability of the SEC Rule or otherwise exempted from the provisions of paragraph (b)(5) of the SEC Rule, that it will comply with and carry out all of the provisions of the continuing disclosure contract. "Continuing disclosure contract" shall mean that certain continuing disclosure contract executed by the City and dated the date of issuance of the Refunding Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. The execution and delivery by the City of the continuing disclosure contract, and the performance by the City of its obligations thereunder by or through any employee or agent of the City, are hereby approved, and the City shall comply with and carry out the terms thereof.

Section 11. Refunding of the Refunded Bonds and Costs of Issuance. Concurrently with the delivery of the Refunding Bonds, the Fiscal Officer may acquire, with the proceeds of the Refunding Bonds and cash on hand, investments as permitted under the Prior Ordinances (the "Obligations") to be used, together with certain cash from the proceeds of the Refunding Bonds and cash on hand, if any, as set forth in the Escrow Agreement, to refund and legally defease the Refunded Bonds all as set forth in the Escrow Agreement. In order to refund the Refunded Bonds, the Fiscal Officer shall deposit the Obligations and certain cash, if any, with the Escrow Trustee under the Escrow Agreement in an amount sufficient to provide moneys for the payment of the principal of and interest and redemption premium, if any, on the Refunded Bonds until the earliest date upon which the Refunded Bonds may be called for redemption.

If required for the legal defeasance of the Refunded Bonds, the Fiscal Officer shall obtain a verification of an accountant as to the sufficiency of the funds deposited in the Trust Account under the Escrow Agreement to accomplish said refunding and legal defeasance of the Refunded Bonds.

Costs of issuance of the Refunding Bonds not otherwise paid shall be paid from the remaining proceeds by the Fiscal Officer. When all the costs of issuance of the Refunding Bonds have been paid, the Fiscal Officer shall then transfer any amount then remaining from the proceeds of the Refunding Bonds to the Sewage Works Sinking Fund herein created.

Section 12. Disposition of Proceeds of the Refunding Bonds. The proceeds from the sale of the Refunding Bonds shall be deposited in a bank or banks which are legally designated depositories for the funds of the City, in a special account or accounts. All funds deposited to the credit of the Sewage Works Sinking Fund shall be deposited, held, secured or invested in accordance with the laws of the State of Indiana relating to the depositing, holding, securing or investing of public funds, including, particularly, applicable provisions of Indiana Code 5-13. Any interest or income derived from any such investments shall become a part of the monies in the fund or account so invested.

Each of the funds and accounts of the Sewage Works shall be deposited, held, secured or invested in accordance with the laws of the State of Indiana relating to the depositing, holding, securing or investing of public funds, including, particularly, applicable provisions of Indiana Code 5-13, Indiana Code 4-4-11 and the acts amendatory thereof and supplemental thereto. Any interest or income derived from any such investments shall become a part of the moneys in the fund or account so invested.

Upon issuance of the Refunding Bonds, moneys held and on deposit in the existing funds and accounts established under the Prior Ordinances shall remain on deposit therein.

Section 13. Segregation and Application of Revenues, Sewage Works Revenue Fund and Sewage Works Operation and Maintenance Fund. There is hereby continued a fund of the utility designated as the Revenue Fund (the "Revenue Fund"), into which there shall be deposited upon receipt all revenues (including any System Development Charges that are not considered Net Revenues) of the works for application as set forth below. Nothing in this Ordinance shall require the City to keep such revenues in such a fund so long as the City is able to account for all such revenue and have it available for the funds of the Funds and Accounts of the works as set forth below on a regular, consistently applied monthly cycle. The orderly allocation of revenues of the works may be processed on a combined billing basis with other utilities of the City, provided that the cycle is complete by the end of the month next following the receipt of any payment made in respect of the works. Other than as provided by Section 15 herein, no moneys derived from the revenues of the sewage works shall be transferred to the general fund of the City or be used for any purpose not connected with the sewage works.

There is hereby continued an operating fund of the utility designated as the Operation and Maintenance Fund (the "Operation and Maintenance Fund"). There shall be transferred from the Revenue Fund and credited to the Operation and Maintenance Fund, on the last day of each calendar month, a sufficient amount to meet the expenses of operation, repair and maintenance for the then next succeeding two calendar months; provided however, that the amount credited to the Operation and Maintenance Fund may only exceed the estimated expenses of the operation, repair and maintenance for the then next succeeding two calendar months after meeting the requirements of the Sinking Fund. The moneys credited to this Fund shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the works on a day-to-day

basis, but none of the moneys in the Operation and Maintenance Fund shall be used for depreciation, replacements, improvements, extensions or additions and after such time as no Prior Bonds other than the 2020 Bonds and the 2020A Bonds remain outstanding, none of the moneys in the Operation and Maintenance Fund shall be used for transfers for payment in lieu of property taxes. Any balance in Operation and Maintenance Fund in excess of the expected expenses of operation, repair and maintenance for the next succeeding month may be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of or interest on the outstanding bonds of the works

Section 14. Sewage Works Bond Sinking Fund. A special fund designated "Sewage Works Bond Sinking Fund" was previously established and continued hereby and constituted as the sinking fund, as required by the Act, for the payment of the Refunding Bonds and any bonds which by their terms are payable from the Net Revenues, and the payment of any fiscal agency charges in connection with the payment of the principal of or interest on such bonds. All deposits into the Sinking Fund shall be tracked, allocated and applied either as part of a Principal and Interest Amount or Debt Service Reserve Amount, each of which is pledged and to be applied for the purposes set forth below. The Principal and Interest Amount and the Debt Service Reserve Amount need not be separated into different accounts, but may be held as separate accounts if such is from time to time determined by the utility to be convenient to track, allocate and apply monies held in the Sinking Fund as part of the Principal and Interest Amount and Debt Service Reserve Amount as set forth below.

(a) Principal and Interest Amount. There shall be transferred on the last day of each calendar month, from the Revenue Fund and credited to the Sinking Fund, which shall be part of the Principal and Interest Amount, an amount equal to the sum of at least (i) one-twelfth (1/12) of the principal and at least one-sixth (1/6) of the interest on all the then outstanding bonds payable from the Net Revenues on the next succeeding principal and interest payment dates (except in the instance of the first principal and interest payment dates next succeeding the issuance of the Refunding Bonds, an appropriately greater percentage as would result in such equal monthly transfers equaling the required payments), until the amount available therein shall equal the principal payable during the next succeeding twelve (12) calendar months and the interest payable during the next six (6) calendar months. There shall similarly be credited to the account any amount necessary to pay when due the bank fiscal agency charges for paying principal of and interest on the bonds as the same become payable. The City shall, from the sums deposited in the Sinking Fund and held as part of the Principal and Interest Amount, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the principal and interest on the due dates thereof together with the amount of bank fiscal agency charges.

(b) Debt Service Reserve Amount. There shall be transferred, on the last day of each calendar month following the issuance of the Refunding Bonds, after making any required transfer to the Sinking Fund held as part of the Principal and Interest Amount, from the Revenue Fund and credited to the Sinking Fund, which shall be part of the Debt Service Reserve Amount, an amount to constitute an appropriate reserve to facilitate the marketing of the Refunding Bonds, which monthly deposits shall be in an amount sufficient to build the balance in the Sinking Fund constituting part of the Debt Service Reserve Amount (after consideration of any transfers made pursuant to the next following sentence) to an amount equal to such required reserve within no more than five (5) years on a level monthly basis (after accounting for earnings thereon), which

reserve amount shall not exceed the hereinafter Reserve Requirement. The Fiscal Officer, with the advice of the City's Municipal Advisor, may transfer an amount of the funds of the utility now on hand, or apply proceeds of the Refunding Bonds, in full or partial satisfaction of the Reserve Requirement. After the issuance of the Refunding Bonds, the City shall maintain the balance in the Sinking Fund constituting part of the Debt Service Reserve Amount in an amount equal to the Reserve Requirement, subject to the provisions of this Ordinance or any ordinance authorizing and any hereafter issued bonds ranking on a parity therewith, which allows the Reserve Requirement to be accumulated over time. For these purposes, "Reserve Requirement" means the least of ten percent (10%) of the proceeds of the Refunding Bonds and any bonds ranking on a parity therewith (including the outstanding Prior Bonds), the maximum annual debt service on the Refunding Bonds and any such parity bonds (including the outstanding Prior Bonds), or 125% of the average annual debt service on the Refunding Bonds and any parity bonds (including the outstanding Prior Bonds); *provided, however*, if any of the outstanding bonds payable from Net Revenues on a parity with the Refunding Bonds are held by the Indiana Finance Authority ("the Authority") as part of its SRF Program, the Reserve Requirement shall mean the maximum annual debt service on the Refunding Bonds and any parity bonds (including the outstanding Prior Bonds) if required by the Authority.

All money designated as part of the Debt Service Reserve Amount shall be used and reallocated to the Principal and Interest Amount, in the event of and to the extent of any deficiency in the Sinking Fund constituting part of the Principal and Interest Amount with respect to the payments then due on the Refunding Bonds and any parity bonds (including the Prior Bonds), or to make the final payments on such bonds when the Sinking Fund constituting part of the Debt Service Reserve Amount, together with other funds available for such purpose, is sufficient to make all remaining payments thereon to final maturity. Any amount designated as the Debt Service Reserve Amount in excess of the Reserve Requirement shall be withdrawn from time to time, and at least as frequently as annually, to the Principal and Interest Amount. Any deficiency in the balance required to be held in the Sinking Fund constituting part of the Debt Service Reserve Amount shall be promptly made up from the next available Net Revenues after credits to the Sinking Fund constituting part of the Principal and Interest Amount.

Notwithstanding the foregoing, the Fiscal Officer, with the advice of the City's municipal advisor and bond counsel, may enable the City to satisfy all or any part of its obligation to maintain the Sinking Fund constituting part of the Debt Service Reserve Amount equal to the Reserve Requirement by depositing a Reserve Fund Credit Facility in the Sinking Fund and allocating it as part of the Debt Service Reserve Amount. A "Reserve Fund Credit Facility" is hereby defined as a letter of credit, liquidity facility, insurance policy or comparable instrument furnished by a bank, insurance company, financial institution or other entity pursuant to a reimbursement agreement or similar instrument between such entity and the City, for the purpose of satisfying in whole or in part the City's obligation to maintain the Reserve Requirement, provided that the Reserve Fund Credit Facility must be issued by a provider that is rated in one of the two highest rating categories by Standard & Poor's Corporation and Moody's Investors Service at the time of the issuance of such Reserve Fund Credit Facility.

In the event the Debt Service Reserve Amount applicable to any series of Refunding Bonds or any bonds ranking on a parity therewith (including the outstanding Prior Bonds) is met by a Reserve Fund Credit Facility and such facility is not available to pay the principal of and interest

on all such outstanding bonds payable from Net Revenues, then (i) the bonds so secured by such a Reserve Fund Credit Facility shall only be secured by (and payable from) such allocable portion of the Debt Service Reserve Amount attributable to such bonds as if such Reserve Fund Credit Facility were held in a separate account from the portion of the Debt Service Reserve Amount applicable to the remainder of the bonds, (ii) any required deposits (including as a result of any deficiency in the balance required to be held) in the Sinking Fund constituting part of the Debt Service Reserve Amount shall be allocated to such separate reserves on a pro rata, party basis to meet such allocable portion of the Debt Service Reserve Amount attributable to such bonds, and (iii) any cash allocated to a separate reserve shall be applied to pay the principal of and interest on the outstanding bonds secured by it before a draw is made to make such a payment from a Reserve Fund Credit Facility that is also held in the same reserve.

Section 15. Improvement Fund. After meeting the requirements of the Operation and Maintenance Fund and the Sinking Fund, any excess revenues may be transferred from the Revenue Fund and credited to the special utility fund, to be expended in making good depreciation in the works and new construction, hereby continued and designated as the "Improvement Fund" (the "Improvement Fund"). Said Fund shall be used for (a) replacements, improvements, extensions and additions to the works and (b) any other lawful purpose (including without limitation and subject to applicable law, payments in lieu of property taxes to the City) provided that if any of the Prior Bonds are owned by the Authority as part of the SRF Program, unless otherwise approved by the prior written consent of the Authority, such uses and transfers pursuant to clause (b) (including payments in lieu of taxes and any transfers to the General Fund of the City) shall be made only (i) no more frequently than semiannually on May 2 and November 2, and (ii) if all monthly deposits required by this Ordinance are current and held as of such dates in the Operation and Maintenance Fund and the Sinking Fund. Moneys in the Improvement Fund shall be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of and interest on the then outstanding bonds of the works, or may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation, repair and maintenance of the works.

Section 16. Investment of Funds. The funds and accounts described herein shall be accounted for separate and apart from each other and from all other funds and accounts of the City. All moneys deposited in the funds and accounts shall be deposited, held and secured as public funds in accordance with the public depository laws of the State of Indiana; provided that moneys therein may be invested in obligations in accordance with the applicable laws, including particularly Indiana Code, Title 5, Article 13, as amended or supplemented, Indiana Code 5-1.2-1 through Indiana Code 5-1.2-4 and Indiana Code 5-1.2-10, and in the event of such investment the income therefrom shall become a part of the funds invested and shall be used only as provided in this Ordinance.

The Fiscal Officer is hereby authorized pursuant to Indiana Code 5-1-14-3 to invest moneys pursuant to the provisions of this Ordinance (subject to applicable requirements of federal law to ensure such yield is then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the Prior Bonds under federal law.

The Fiscal Officer shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts created or referenced herein. In order to comply with

the provisions of this Ordinance, the Fiscal Officer is hereby authorized and directed to employ consultants or attorneys from time to time to advise the City as to requirements of federal law to preserve the tax exclusion. The Fiscal Officer may pay any fees as operation expenses of the utility.

Section 17. Financial Records and Accounts. The City shall keep proper records and books of account, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues received on account of the operation of the utility and all disbursements made therefrom and all transactions relating to the utility. The City shall maintain on file the audited financial statements of the utility prepared by the State Board of Accounts. There shall be furnished, upon written request, to any owner of the Refunding Bonds the most recent copy of the audited financial statements of the utility prepared by the State Board of Accounts. Copies of all such statements and reports shall be kept on file in the office of the Fiscal Officer.

Section 18. Rate Covenant. The City covenants and agrees that, by ordinance of the Council, it will establish and maintain just and equitable rates and charges for the use of and the service rendered by the works, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses said works by or through any part of the utility, or that in any way uses or is served by such works; that such rates or charges shall be sufficient in each year for the payment of the proper and reasonable expenses of operation, repair and maintenance of the works, and for the payment of the sums required to be paid into the Sinking Fund by the Act and this Ordinance. Such rates or charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of operation, repair and maintenance of the works and the requirements of the Sinking Fund. The rates or charges so established shall apply to any and all use of such works by and service rendered to the City and all departments thereof, and shall be paid by the City or the various departments thereof as the charges accrue.

Section 19. Defeasance of the Refunding Bonds. If, when the Refunding Bonds or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the Refunding Bonds or a portion thereof for redemption shall have been given, and the whole amount of the principal, premium, if any, and the interest so due and payable upon such Refunding Bonds or any portion thereof then outstanding shall be paid, or (i) sufficient moneys or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case the Refunding Bonds issued hereunder or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of the Net Revenues of the works.

Section 20. Additional Bonds. The City reserves the right to authorize and issue additional bonds payable out of the Net Revenues ranking on a parity with the Refunding Bonds for the purpose of financing the cost of future additions, extensions and improvements to the works, or to provide for a complete or partial refunding of obligations, subject to the following conditions precedent:

(a) The interest on and principal of all bonds payable from the Net Revenues shall have been paid to date in accordance with the terms thereof, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds.

(b) The balance in Sinking Fund constituting part of the Debt Service Reserve Amount shall be equal to the amount required herein, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds either (i) at the time of their issuance or (ii) by monthly deposits in an amount sufficient to build the balance in the Sinking Fund constituting part of the Debt Service Reserve Amount to an amount equal to the Reserve Requirement with no more than five (5) years after the additional bonds are issued, on a level monthly basis (after accounting for earnings thereon).

(c) The Net Revenues in the fiscal year immediately preceding the issuance of any such bonds ranking on a parity with the Refunding Bonds (provided, within the 90 day period following the end of such preceding fiscal year, if such year's account records are not final as of the sale date of the additional bonds, the fiscal year preceding such year may be used in lieu of the immediately preceding year) shall be not less than one hundred twenty five percent (125%) of the annual principal and interest requirements of the then outstanding parity bonds (including the Refunding Bonds) and the additional parity bonds proposed to be issued for each respective year during the term of such outstanding parity bonds and the proposed additional bonds; or, prior to the issuance of the additional bonds, the rates and charges shall be increased sufficiently so that said increased rates and charges applied to the previous fiscal year's operations (provided, within the 90 day period following the end of such preceding fiscal year, if such year's account records are not final as of the sale date of the additional bonds, the fiscal year preceding such year may be used in lieu of the immediately preceding year) would have produced Net Revenues for said year equal to not less than one hundred twenty five percent (125%) of the annual principal and interest requirements of the then outstanding parity bonds for each respective year during the term of such outstanding parity bonds and the proposed additional bonds. For purposes of this subsection, the records of the works shall be analyzed and all showings shall be prepared by a certified public accountant employed by the City for that purpose.

(d) The principal of said additional parity bonds shall be payable on May 1 and the interest shall be payable on May 1 and November 1 during the periods such principal and interest are payable.

Section 21. Additional Covenants of the City. For the purpose of further safeguarding the interests of the owners of the Refunding Bonds, it is specifically provided as follows:

(a) The City shall at all times maintain the works in good condition, and operate the same in an efficient manner and at a reasonable cost.

(b) The City shall maintain insurance on the insurable parts of the works, of a kind and in an amount such as would normally be carried by private entities engaged in a similar type of business. All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State of Indiana. Insurance proceeds shall be used in replacing or repairing the property destroyed or damaged, or if not used for that purpose, shall be treated and applied as Revenues of the Sinking Fund.

(c) So long as any of the Refunding Bonds are outstanding, the City shall not mortgage, pledge or otherwise encumber the works, or any part thereof, and shall not sell, lease or otherwise dispose of any part of the same, excepting only such machinery, equipment or other property as may be replaced, or shall no longer be necessary for use in connection with said utility.

(d) Except as otherwise specifically provided in Section 20 of this Ordinance, so long as any of the Refunding Bonds are outstanding, no additional bonds or other obligations pledging any portion of the revenues of the works shall be issued by the City, except such as shall be made junior and subordinate in all respects to the Refunding Bonds, unless all of the Refunding Bonds are defeased, redeemed or retired coincidentally with the delivery of such additional bonds or other obligations.

(e) The City shall take all action or proceedings necessary and proper to require connection of all property where liquid and solid waste, sewage, night soil, or industrial waste is produced with available sanitary sewer. The City shall, insofar as possible, cause all such sanitary sewers to be connected with the utility or otherwise cause an equivalent availability charged to be enforced against such property. Notwithstanding the foregoing to the contrary, the City shall not be required to enforce this subsection (e) so long as sufficient payments into the Sinking Fund shall have been made to meet the monthly transfer requirements of Section 14, and the interest on and principal of all bonds payable from the revenues of the works shall have been paid to date in accordance with the terms thereof.

(f) The provisions of this Ordinance shall constitute a contract by and between the City and the owners of the Refunding Bonds, all the terms of which shall be enforceable by any such owner by any and all appropriate proceedings in law or in equity. After the issuance of the Refunding Bonds and so long as any of the principal thereof or interest or premium, if any, thereon remains unpaid, except as expressly provided herein, this Ordinance shall not be repealed or amended in any respect which will adversely affect the rights of such owners, nor shall the Council or any other body of the City adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners. Except in the case of changes described in Section 23(a) through (f) hereof, this Ordinance may be amended, however, without the consent of bond owners, if the Council determines, in its sole discretion, that such amendment would not adversely affect the owners of the Refunding Bonds.

(g) The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the Refunding Bonds for the uses and purposes herein set forth, and the owners of the Refunding Bonds shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this Ordinance and the Act. The provisions of this Ordinance shall also be construed to create a trust in the Net Revenues herein directed to be set apart and paid into the Sinking Fund for the uses and purposes of that Fund as set forth in this Ordinance. The owners of the Refunding Bonds shall have all the rights, remedies and privileges set forth in the Act, including the right to have a receiver appointed to administer the utility in the event the City shall fail or refuse to fix and collect sufficient rates and charges for those purposes, or shall fail or refuse to operate and maintain said utility and to apply properly the revenues derived from the operation thereof, or if there be a default in the payment of the interest on or principal of the Refunding Bonds.

(h) None of the provisions of this Ordinance shall be construed as requiring the expenditure of any funds of the City derived from any sources other than the proceeds of the Refunding Bonds and the operation of the utility

Section 22. Tax Covenants. The City will not take, or cause or permit to be taken by it or by any party under its control, or fail to take or cause or permit to fail to be taken by it or by any party under its control, any action with respect to the Refunding Bonds that would result in the loss of the exclusion from gross income for federal income tax purposes of interest on the Prior Bonds pursuant to Section 103 of the Code.

Section 23. Amendments with Consent of Bondholders. Subject to the terms and provisions contained in this section and Sections 21 and 24, the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the Refunding Bonds then outstanding shall have the right, from time to time, to consent to and approve the adoption by the Council of such ordinance or ordinances supplemental hereto, as shall be deemed necessary or desirable by the City for the purpose of amending in any particular any of the terms or provisions contained in this Ordinance, or in any supplemental Ordinance provided however that nothing herein contained shall permit or be construed as permitting:

(a) An extension of the maturity of the principal of or interest or premium, if any, on, or any mandatory sinking fund redemption date for, or an advancement of the earliest redemption date on, any Refunding Bond, without the consent of the holder of each Refunding Bond so affected; or

(b) A reduction in the principal amount of any Refunding Bond or the redemption premium or the rate of interest thereon, or a change in the monetary medium in which such amounts are payable, without the consent of the holder of each Refunding Bond so affected; or

(c) The creation of a lien upon or a pledge of the Net Revenues ranking prior to the pledge thereof created by this Ordinance, without the consent of the holders of all Refunding Bonds then outstanding; or

(d) A preference or priority of any Refunding Bond over any other Refunding Bond, without the consent of the holders of all Refunding Bonds then outstanding; or

(e) A reduction in the aggregate principal amount of the Refunding Bonds required for consent to such supplemental ordinance, without the consent of the holders of all Refunding Bonds then outstanding; or

(f) A reduction in the Reserve Requirement.

If the City shall desire to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the addresses appearing on the Registration Record. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the Refunding Bonds. The Registrar shall not, however, be subject to any liability to any owners of the Refunding Bonds by reason of its failure to mail such notice, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as herein provided.

Whenever at any time within one year after the date of the mailing of such notice, the City shall receive any instrument or instruments purporting to be executed by the owners of the Refunding Bonds of not less than sixty-six and two-thirds per cent (66-2/3%) in aggregate principal amount of the Refunding Bonds then outstanding, which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice, and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice as on file with the Registrar, thereupon, but not otherwise, the City may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the Refunding Bonds, whether or not such owners shall have consented thereto.

No owner of any Refunding Bonds shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Council from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to the provisions of this section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of the Refunding Bonds then outstanding shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments.

Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and of the owners of the Refunding Bonds, and the terms and provisions of the Refunding Bonds and this Ordinance, or any supplemental ordinance, may be modified or amended in any respect with the consent of the City and the consent of the owners of all the Refunding Bonds then outstanding.

Section 24 Amendments with Consent of Bondholders. The Council may, from time to time and at any time, and without notice to or consent of the owners of the Refunding Bonds,

adopt such ordinances supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental ordinances shall thereafter form a part hereof):

(a) To cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental ordinance;

(b) To grant to or confer upon the owners of the Refunding Bonds any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the Refunding Bonds;

(c) To procure a rating on the Refunding Bonds from a nationally recognized securities rating agency designated in such supplemental ordinance, if such supplemental ordinance will not adversely affect the owners of the Refunding Bonds;

(d) To obtain or maintain bond insurance with respect to the Refunding Bonds;

(e) To provide for the refunding or advance refunding of the Refunding Bonds;

(f) To provide for the issuance of additional bonds as provided in Section 20 hereof; or

(g) To make any other change which, in the determination of the Council in its sole discretion, does not in any way adversely affect the rights of such owners of the Refunding Bonds.

Section 25. Additional Authority. (a) The Mayor and Fiscal Officer, and either of them, is hereby authorized and directed to do and perform all acts and execute in the name of the City all such instruments, documents, papers or certificates which are necessary, desirable or appropriate to carry out the transactions contemplated by this Ordinance in such forms as the Executive or Fiscal Officer executing the same shall deem proper, to be conclusively evidenced by the execution thereof. Any provision of this Ordinance authorizing the Executive or Fiscal Officer to act shall mean either of them, individually rather than collectively, is so authorized and any action taken and agreement or undertaking executed in the name of the City by them in further of the same shall be deemed a proper use of such authority and will be conclusively evidenced by their execution of any agreement or undertaking, or by their taking of any such authorized action.

(b) In the event the Mayor and Fiscal Officer with the advice of the municipal advisor to the City certifies to the City that it would be economically advantageous for the City to obtain a municipal bond insurance policy for any of the Refunding Bonds issued hereunder, the City hereby authorizes the purchase of such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous in the event the difference between the present value cost of (a) the total debt service on the Refunding Bonds if issued without municipal bond insurance and (b) the total debt service on the Refunding Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy. The City also authorizes the purchase of a debt service reserve surety bond based upon the advice of the City's municipal advisor for the Refunding Bonds. If such an insurance policy or surety bond is purchased, the Mayor or Fiscal Officer are hereby authorized to execute and deliver

all agreements with the provider of the policy or surety bond, as the case may be, to the extent necessary to comply with the terms of such insurance policy, surety bond and the commitments to issue such policy or surety bond, as the case may be.

Section 26. Rate Ordinance. The estimates of the rates and charges of the utility are set forth in Ordinance S-74-18, Version A (the "Rate Ordinance"), which Rate Ordinance is incorporated herein by reference.

Section 27. Non-Business Days. If the date of making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the City or the jurisdiction in which the Registrar or Paying Agent is located are typically closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the nominal date provided in this Ordinance, and no interest shall accrue for the period after such nominal date.

Section 28. Construction with Other Ordinances. The Council hereby finds and determines that the adoption of this Ordinance and the issuance of the Refunding Bonds is in compliance with the Prior Bond Ordinances. The Prior Bond Ordinances shall remain in full force and effect, except as modified herein. The Council determines that to the extent this Ordinance modifies or amends the Prior Bond Ordinances, there is no adverse effect to the holders of the Prior Bonds. All ordinances and resolutions and parts thereof in conflict, are to the extent of such conflict hereby repealed. None of the provisions of this Ordinance shall be construed to adversely affect the rights of the owners of the Prior Bonds.

Section 29. Captions. The captions in this Ordinance are inserted only as a matter of convenience and reference, and such captions are not intended and shall not be construed to define, limit, establish, interpret or describe the scope, intent or effect of any provision of this Ordinance.

Section 30. Interpretation. Unless the context or laws clearly require otherwise, references herein to statutes or other laws include the same as modified, supplemented or superseded from time to time. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

Section 31. Effective Date. This Ordinance shall be in full force and effect from and after its passage and approval by the Mayor.

PASSED by the Common Council of the City of Carmel, Indiana this ___ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL, INDIANA

_____ _____
Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____
H. Bruce Kimball Kevin D. Rider

_____ _____
Anthony Green Jeff Worrell

_____ _____
Tim Hannon Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by: Bruce D. Donaldson
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 46204

EXHIBIT A

R-__

[FORM OF REGISTERED BOND]

UNITED STATES OF AMERICA

STATE OF INDIANA COUNTY OF HAMILTON

CITY OF CARMEL, INDIANA
SEWAGE WORKS REFUNDING REVENUE BOND OF 2020

Interest Rate	Maturity Date	Original Date	Date of Authentication	CUSIP

Registered Owner:

Principal Amount:

The City of Carmel, in Hamilton County, State of Indiana, (the "City") for value received, hereby promises to pay to the Registered Owner specified above, or registered assigns, upon surrender hereof, solely out of the special revenue fund hereinafter referred to, the Principal Amount stated above as evidenced by the records of the registered owner making payments for this bond, or its assigns, on the Maturity Date specified above (unless this bond be subject to and be called for redemption prior to maturity as hereinafter provided), and to pay interest thereon until the Principal Amount is paid upon redemption or at maturity, at the Interest Rate per annum specified above and from the interest payment date to which interest has been paid or duly provided for next preceding the Date of Authentication of this bond as shown above (unless this bond is authenticated after the fifteenth day of the month preceding the interest payment date (the "Record Date") and on or before the next such interest payment date, in which case it shall bear interest from such interest payment date or unless this bond is authenticated on or before _____ 15, 20___, in which case it shall bear interest from the Original Date specified above), with such interest payable semiannually on May 1 and November 1 of each year, commencing _____ 1, 20___. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of and premium, if any, on this Refunding Bond are payable upon the surrender thereof at the principal office of _____ (the "Registrar" or the "Paying Agent") in the _____, _____. All payments of interest on this Refunding Bond

shall be paid by check mailed one business day prior to the interest payment date to the Registered Owner as of the Record Date at the address as it appears on the registrations books kept by the Registrar. Each Registered Owner of $1,000,000 or more in principal amount of the Refunding Bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All payments of principal of, and premium, if any, on the Refunding Bonds (as hereinafter defined) 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, or in the case of a Registered Owner of $1,000,000 or more in principal amount of the Refunding Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date.

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 one of an authorized series of bonds of like date, tenor and effect, except as to denomination, numbering, rates of interest, redemption terms and dates of maturity, aggregating _____ Dollars ($_____), numbered and lettered consecutively from R-1 upward (the "Refunding Bonds"), issued for the purpose of providing funds to the current refunding of the Refunded Bonds (as defined in the Ordinance) and to pay the costs of issuance of the Refunding Bonds. This Refunding Bond is issued pursuant to an ordinance adopted by the Common Council of the City on the ____day of _____, 2020, entitled "An Ordinance authorizing the refunding of prior sewage works revenue bonds of the City of Carmel, Indiana, authorizing the issuance of the City of Carmel, Indiana Sewage Works Refunding Revenue Bonds of 2020 to provide funds for the payment of the costs thereof, and addressing other matters connected therewith" (the "Ordinance"), and in accordance with the provisions of Indiana law, including, without limitation, Indiana Code 36-9-23 and IC 5-1-5, as amended (the "Act").

Pursuant to the provisions of the Act and the Ordinance, the principal of and interest on this Refunding Bond, any outstanding Prior Bonds (as defined in the Ordinance), and any bonds hereafter issued on a parity therewith are payable solely from the Sewage Works Bond Sinking Fund (the "Sinking Fund") maintained under the Ordinance to be funded from the Net Revenues (defined as the gross revenues of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance, and after such time as no Prior Bonds (as defined herein) other than the 2020 Bonds and the 2020A Bonds (each as defined herein) remain outstanding, defined as gross revenues, inclusive of System Development Charges (as defined in the Ordinance) of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance excluding transfers for payment in lieu of taxes) of the works, including all additions and improvements thereto and replacements thereof subsequently constructed or acquired on a basis that is on a parity with the Prior Bonds.

The City irrevocably pledges the entire Net Revenues of the Sewage Works to the prompt payment of the principal of and interest on the Refunding Bonds, on a parity with the payment of

the principal of and interest on the City of Carmel, Indiana Sewage Works Revenue Bonds of 2005 (the "2005 Bonds"), the City of Carmel, Indiana Sewage Works Revenue bonds of 2009 (the "2009 Bonds"), the City of Carmel, Indiana Sewage Works Revenue Bonds of 2020 (the "2020 Bonds") and the City of Carmel, Indiana Sewage Works Refunding Revenue Bonds, Series 2020A (the "2020A Bonds")(the 2005 Bonds, the 2009 Bonds, the 2020 Bonds, and the 2020A Bonds, collectively, the "Prior Bonds") as authorized by the Prior Ordinances (as defined in the Ordinance) and any hereafter issued bonds ranking on a parity therewith, to the extent necessary for such purposes, and covenants that it will cause to be fixed, maintained and collected such rates and charges for services rendered by the Sewage Works as are sufficient in each year for the payment of the proper and reasonable expenses of operation and maintenance 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 shall 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.

The City covenants that for so long as the Bonds and any hereafter issued bonds ranking on a parity therewith remain outstanding it will set aside and pay into the Sinking Fund a sufficient amount of the Net Revenues for the payment of (a) the principal of and interest on all bonds which by their terms are payable from the Net Revenues, as such principal and interest shall fall due, (b) the necessary fiscal agency charges for paying bonds and (c) an additional amount as a margin of safety to accumulate and maintain the reserve required by the Ordinance. Such required payments of the Bonds and any hereafter issued bonds ranking on a parity therewith, shall constitute a first charge upon all the Net Revenues. Reference is made to the Ordinance for a more complete statement of the revenues from which and conditions under which this bond is payable, a statement of the conditions on which obligations may hereafter be issued on parity with this bond, the manner in which the Ordinance may be amended and the general covenants and provisions pursuant to which this bond has been issued.

[Insert optional redemption terms, if applicable].

[The bonds maturing on _____ 1, ___ 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:

Date	Amount
*	

*Final Maturity]

[Each Five Thousand Dollars ($5,000) principal amount shall be considered a separate bond for purposes of 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.]

Notice of such redemption shall be mailed to the address of the registered owners of the Refunding Bonds to be redeemed as shown on the registration records of the City, as of the date

which is forty-five (45) days prior to such redemption date, not less than thirty (30) and not more than sixty (60) days prior to the date fixed for redemption, unless the notice is waived by the registered owner of the Refunding Bonds to be redeemed. The notice shall specify the date and place of redemption and sufficient identification of the Refunding Bonds called for redemption. The place of redemption may be determined by the City. Interest on the Refunding Bonds 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, and thereafter, such bonds shall no longer be protected by the Ordinance and shall not be deemed to be outstanding thereunder.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent, an amount sufficient to pay such Refunding 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 for payment and the City shall have no further obligation or liability with respect thereto.

This bond is transferable or exchangeable only upon the registration record kept for that purpose at the office of the Registrar by the Registered Owner 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 such attorney, and thereupon a new fully registered bond or bonds in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. This bond may be transferred or exchanged without cost to the Registered Owner except for any tax or governmental charge required to be paid with respect to the transfer or exchange. 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 and premium, if any, due hereon.

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 Refunding Bonds are issuable only in fully registered form in the denomination of [$5,000] or any integral multiple thereof.

[A Continuing Disclosure Contract from the City to each registered owner or holder of any Refunding Bond, dated as of the date of initial issuance of the Refunding Bonds (the "Contract"), has been executed by the City, a copy of which is available from the City and the terms of which are incorporated herein by this reference. The Contract contains certain promises of the City to each registered owner or holder of any Refunding Bond, including a promise to provide certain continuing disclosure. By its payment for and acceptance of this bond, the registered owner or

holder of this bond assents to the Contract and to the exchange of such payment and acceptance for such promises.]

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 Carmel, in Hamilton County, Indiana, has caused this bond to be executed in its corporate name by the manual or facsimile signature of the Mayor of the City, its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by its Controller.

CITY OF CARMEL, INDIANA

_____
Mayor

(Seal)

ATTEST:

_____
Controller

CERTIFICATE OF AUTHENTICATION

This bond is one of the City of Carmel, Indiana Sewage Works Refunding Revenue Bonds of 2020, issued and delivered pursuant to the provisions of the within-mentioned Ordinance.

_____
By_____
Authorized Representative

[STATEMENT OF INSURANCE]

(If applicable)

ASSIGNMENT

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

_____

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guarantee:

_____

NOTICE: Signature(s) must be guaranteed by a broker-dealer or a commercial bank or trust company.

DMS 18260815.2

SPONSOR: Councilors Campbell and Finkham

ORDINANCE D-2550-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, CONCERNING THE CONSTRUCTION OF ADDITIONS AND IMPROVEMENTS TO THE WATERWORKS OF THE CITY OF CARMEL, INDIANA; AUTHORIZING THE ISSUANCE OF REVENUE BONDS FOR SUCH PURPOSES; ADDRESSING OTHER MATTERS CONNECTED THEREWITH, AND REPEALING ORDINANCES INCONSISTENT HEREWITH

Synopsis:

Bond Ordinance permitting the issuance of water works revenue bonds and bond anticipation notes to finance certain water works improvement projects in the City.

WHEREAS, the City of Carmel, Indiana (the "City") has heretofore established, constructed and financed a municipal waterworks and now owns and operates said waterworks pursuant to I.C. 8-.1.5, as amended, and other applicable laws (the “Act”); and

WHEREAS, the Common Council of the City (the “Council”) now finds that certain improvements to said waterworks are necessary, including the acquisition and installation of replacement waterworks meters throughout the City (collectively, the “Project”), and that the costs of constructing the Project to be financed hereunder, including financing costs, shall not exceed Six Million Dollars ($6,000,000); and

WHEREAS, the Council finds that there are not available sufficient funds of the waterworks to expend on the Project, and that revenue bonds shall be issued to pay for costs of the Project, including incidental expenses and to refund any BANs (as hereinafter defined) which may be issued pursuant to this Ordinance and any other interim borrowing related to the Project; and

WHEREAS, the Council finds that there are now outstanding bonds of the City’s waterworks payable out of the revenues therefrom, designated “City of Carmel, Indiana Junior Waterworks Revenue Bonds of 2008,” dated September 22, 2008, and maturing annually over a period ending May 1, 2034 (the “2008 Bonds”), which were authorized and issued pursuant to Ordinance No. D-1-1887-08 as Amended, adopted by the Council on July 7, 2008, and as further amended by Ordinance No. D-2305-16, adopted by the Council on August 1, 2016 (the “2008 Bond Ordinance”); and

WHEREAS, the 2008 Bonds constitute a first lien charge upon the Net Revenues; and

WHEREAS, the 2008 Bond Ordinance provides that the City may authorize and issue additional bonds payable out of the Net Revenues ranking on a junior and subordinate basis to the 2008 Bonds for the purpose of financing the cost of future additions, extensions and improvements to the works, or to refund obligations; and

WHEREAS, the Council finds that there are now outstanding bonds issued on account of the construction of the City's Waterworks and payable out of the revenues therefrom designated "Junior Waterworks Revenue Bonds of 2012," dated February 9, 2012, originally issued in the amount of $21,625,000 (the "2012 Bonds"), authorized by Ordinance No. D-2070-11 adopted by the Council of the Issuer on December 19, 2011, as amended by Ordinance No. D-2080-12, adopted by the Council of the Issuer on January 23, 2012 (collectively, the "2012 Bond Ordinance"); and

WHEREAS, the Council finds that there are now outstanding bonds payable out of the revenues therefrom designated "Junior Waterworks Refunding Revenue Bonds of 2017," dated August 30, 2017, originally issued in the amount of $13,000,000 (the "2017 Bonds"), authorized by Ordinance No. D-2364-17 adopted by the Council of the Issuer on May 15, 2017 (the "2017 Bond Ordinance"); and

WHEREAS, the Council finds that there are now outstanding bond anticipation notes designated the "Waterworks Revenue Bond Anticipation Notes, Series 2019" in the aggregate principal amount of Seventeen Million Seven Hundred Forty-Five Thousand Dollars ($17,745,000) (the "2019 BANs"), payable from the issuance of bonds payable out of the revenues of the Waterworks authorized in the maximum principal amount Eighteen Million Dollars ($18,000,000) (the "2019 Bonds"), both authorized by Ordinance No. D-2486-19 (the "2019 Ordinance"); and

WHEREAS, the Council finds it advisable to to issue revenue bonds in an amount not to exceed Six Million Dollars ($6,000,000) (the "2020 Bonds"), and to use the proceeds (i) to pay all or a portion of the costs of the Project, (ii) to fund a debt service reserve account for the Bonds, and (iii) to pay all costs related to the issuance of the bonds hereunder, which bonds shall be junior and subordinate to the 2008 Bonds and on parity with the 2012 Bonds, the 2017 Bonds and when issued, the 2019 Bonds; and

WHEREAS, the Council now finds that it may be necessary to obtain interim financing in respect of the Project by the issuance and sale of bond anticipation notes ("BANs") and it desires to authorize the issuance of such notes hereunder if necessary; and

WHEREAS, Section 1.150-2 of the Treasury Regulations on Income Tax (the "Reimbursement Regulations") specifies conditions under which a reimbursement allocation may be treated as an expenditure of bond proceeds, and the City intends by this ordinance to qualify amounts advanced by the City to the Project for reimbursement from proceeds of the BANs or the hereafter defined 2020 Bonds in accordance with the requirements of the Reimbursement Regulations; and

WHEREAS, the conditions precedent to the issuance of additional revenue bonds set forth in the 2008 Bond Ordinance, the 2012 Bond Ordinance, the 2017 Bond Ordinance, and the 2019 Ordinance as described above, will be satisfied under this Ordinance for the issuance of such additional revenue bonds on a junior and subordinate basis to the 2008 Bonds and on parity with the 2012 Bonds, the 2017 Bonds and when issued, the 2019 Bonds; and

WHEREAS, the City may enter into a Financial Assistance Agreement with the Indiana Finance Authority together with any subsequent amendments thereto (the "Financial Assistance

Agreement"), which would pertain to the Project and the financing thereof, if the Bonds are sold to the Indiana Finance Authority pursuant to its Drinking Water Revolving Loan Fund Program (the "SRF Program"); and

WHEREAS, the City may accept other forms of financial assistance, as and if available, from the SRF Program; and

WHEREAS, the Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of revenue bonds and bond anticipation notes have been complied with in accordance with the applicable provisions of the Act; and

WHEREAS, the City is considering for approval the issuance of waterworks refunding revenue bonds of the City in an aggregate principal amount not to exceed Nineteen Million Six Hundred Thirty-Five Thousand Dollars ($19,635,000) (the "2020 Refunding Bonds") in order to advance refund the outstanding 2012 Bonds, which 2020 Refunding Bonds, upon approval and issuance, shall be payable on a junior and subordinate basis to the 2008 Bonds and on parity with the 2017 Bonds, the 2020 Bonds and when issued, the 2019 Bonds.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, as follows:

SECTION 1. **<u>The Project</u>**. The City shall proceed with the Project for the construction and acquisitions of said improvements and extensions. The Project shall be constructed pursuant to and in accordance with the Act. The Project shall not be affected by the refunding of any BANs which may be issued pursuant to this Ordinance and any other interim borrowing related to the Project, and the bonds herein authorized shall be issued pursuant to and in accordance with the provisions of the Act. The terms "works," "utility" and "system" and other like terms where used in this Ordinance shall be construed to mean and include all structures and property of the City's waterworks utility (and its Drinking Water System as defined in the Financial Assistance Agreement).

SECTION 2. **<u>Authorization of Obligations</u>**.

(a) The City shall issue its "City of Carmel, Indiana Junior Waterworks Revenue Bonds of 20__" (with the year of issuance included along with any series designation) (the "2020 Bonds"), in one or more series, in an original principal amount not to exceed Six Million Dollars ($6,000,000) as negotiable, fully registered bonds, for the purpose of procuring funds to be applied to the costs of the Project, including without limitation reimbursement of preliminary expenses related to the Project and all incidental expenses incurred in connection therewith (all of which are deemed to be a part of the Project), the funding of a reserve account and the costs of selling and issuing the 2020 Bonds. The 2020 Bonds shall rank junior and subordinate to the 2008 Bonds for all purposes and on parity with the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued.

(b) The 2020 Bonds shall be issued in denominations of Five Thousand Dollars ($5,000) or any integral multiple thereof (or such higher denominations as may be determined by the Mayor of the City (the "Executive") at the time of the sale of the 2020 Bonds with the advice of the City's municipal advisor) (or if purchased by the Indiana Finance Authority, in $1.00 denominations), numbered consecutively from 1 upward, and dated as of the first day of the month in which they

are sold or the date of delivery, as evidenced by the execution thereof. The 2020 Bonds shall bear interest at a rate or rates not exceeding five percent (5.00%) per annum (the exact rate or rates to be determined by bidding or, if applicable, negotiations), and interest shall be payable semiannually on May 1 and November 1 in each year, beginning on the first May 1 or November 1 following the date of issuance of the 2020 Bonds, provided such date of issuance is not after the 15th day of the month preceding such May 1 or November 1. Interest on the 2020 Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months. The 2020 Bonds shall mature annually on May 1 of each year thereafter over a period ending not later than May 1, 2055, and in such amounts which will achieve annual debt service that is consistent with Net Revenue estimated to be available for debt service after meeting the needs of the waterworks including allowance for prudent coverage from Net Revenues in excess of known and determinable costs and uses thereof, all as finally estimated, determined and fixed by the Executive or the fiscal officer of the City (the "Fiscal Officer") with the advice of the City's municipal advisor, as evidenced by delivery of the executed initial issue of the 2020 Bonds to the Registrar for authentication; provided that if the 2020 Bonds are sold to the Indiana Finance Authority pursuant to the SRF Program, then in such amounts that will produce annual debt service that is as level as practicable, except as otherwise provided in the Financial Assistance Agreement.

(c) All or a portion of the 2020 Bonds may be aggregated into and issued as one or more term bonds. The term bonds will be subject to mandatory sinking fund redemption with sinking fund payments and final maturities corresponding to the serial maturities described above. Sinking fund payments shall be applied to retire a portion of the term bonds as though it were a redemption of serial bonds, and, if more than one term bond of any maturity is outstanding, redemption of such maturity shall be made by lot. Sinking fund redemption payments shall be made in a principal amount equal to such serial maturities, plus accrued interest to the redemption date, but without premium or penalty. For all purposes of this Ordinance, such mandatory sinking fund redemption payments shall be deemed to be required payments of principal which mature on the date of such sinking fund payments. Appropriate changes shall be made in the definitive form of the 2020 Bonds, relative to the form of the 2020 Bonds contained in this Ordinance, to reflect any mandatory sinking fund redemption and optional redemption terms.

(d) The City has the authority to elect to issue its bond anticipation note or notes ("BANs") to (i) the Indiana Bond Bank (the "Indiana Bond Bank") or The City of Carmel Local Public Improvement Bond Bank (the “City Bond Bank”) pursuant to a Purchase Agreement ("Purchase Agreement"); (ii) the Indiana Finance Authority pursuant to the Financial Assistance Agreement; or (iii) a purchaser pursuant to Indiana Code 5-1-11 or as otherwise permitted by law and approved by the Executive or Fiscal Officer. The Council hereby authorizes the issuance and execution of the BAN or BANs, if necessary, in lieu of initially issuing 2020 Bonds to provide interim construction financing for the Project until permanent financing becomes available. If so determined by the Executive or Fiscal Officer, the City shall issue its BANs for the purpose of procuring interim financing to apply to the cost of the Project.

(e) The BAN or BANs shall be issued in an aggregate amount not exceeding Six Million Dollars ($6,000,000) and shall be designated "City of Carmel, Indiana Waterworks Bond Anticipation Note of 20__" (with the year of issuance included along with any series designation). Any such BAN or BANS shall mature on or before five years from their date of issuance, and shall be dated the first day of the month in which issued or sold or the date of delivery as determined by

the Executive or Fiscal Officer with the advice of the City's municipal advisor. Any such BAN or BANS may be refunded with a later series of BAN or BANs provided that such refunding BAN or BANS shall have a final maturity not later than five years after the original date of issuance, and shall be dated the first day of the month in which issued or sold or the date of delivery as determined by the Executive or Fiscal Officer with the advice of the City's municipal advisor. Any such BAN or BANs shall pay interest semiannually on May 1 and November 1 in each year, beginning no later than either the next May 1 or November 1 following their issuance until maturity. BAN interest may be paid as capitalized interest and, after provision for payment of the 2008 Bonds, from the Net Revenues of the utility on a subordinate basis and on parity with the 2012 Bond, the 2017 Bonds, and when issued the 2019 Bonds. BAN interest shall be calculated according to a 360-day calendar year containing twelve 30-day months, or based on an actual days basis using a 365-day year, as determined by the Executive or Fiscal Officer with the advice of the City's municipal advisor. Any such BAN or BANs shall bear interest at a rate or rates not exceeding five percent (5.00%) per annum, or bear interest at a variable rate determined by reference to any available published index as selected by the Executive or Fiscal Officer prior to their issuance, and may be sold at a discount not to exceed one percent (1%). The BANs herein authorized are payable from the proceeds of the 2020 Bonds and other legally available funds of the utility. Any such BAN or BANs shall be subject to early redemption on or after any date selected by the Executive or Fiscal Officer prior to their issuance, upon thirty (30) days' notice to the owner of such BAN, at a redemption price determined by the Executive or the Fiscal Officer. The BANs may be issued in one or more series of BANs, or the City may receive payment on the BANs in installments, as determined by the Executive or Fiscal Officer with the advice of the City's municipal advisor prior to advertising or negotiating a sale of the BANs. The BANs shall be in a customary form as approved by the Executive or Fiscal Officer.

(f) It shall not be necessary for the City to repeat the procedures for the issuance of its 2020 Bonds; the procedures followed before the issuance of the BAN or BANs are for all purposes sufficient to authorize the issuance of the 2020 Bonds and the use of the proceeds to repay the BAN or BANs. The City shall issue the 2020 Bonds described and authorized in this Ordinance to discharge its obligations under the BAN and BANs at or before the maturity date of the BAN or BANs.

(g) The Council hereby approves the refunding of any BANs as provided in this Ordinance. The Executive or Fiscal Officer are hereby authorized to enter into an escrow deposit agreement, if determined to be necessary and appropriate for the refunding, defeasance or retirement of any BANs. The Executive and Fiscal Officer are hereby authorized to take such actions as are necessary and appropriate for the purpose of providing for the refunding, defeasance and/or retirement of any BANs including, if determined to be necessary by the Executive or Fiscal Officer, entering into an escrow deposit agreement and selecting an escrow agent.

(h) Notwithstanding anything contained herein, the City may accept any other forms of financial assistance, as and if available, from the SRF Program (including without limitation any forgivable loans, grants or other assistance whether available as an alternative to any 2020 Bond related provision otherwise provided for herein or as a supplement or addition thereto). If required by the SRF Program to be eligible for such financial assistance, one or more of the series of the 2020 Bonds issued hereunder may be issued on a basis such that the payment of the principal of or interest on (or both) such series of 2020 Bonds is junior and subordinate to the payment of

the principal of and interest on other series of Bonds issued hereunder (and/or any other revenue bonds secured by a pledge of Net Revenues, whether now outstanding or hereafter issued), all as provided by the terms of such series of 2020 Bonds as modified pursuant to this authorization. Such financial assistance, if any, shall be as provided in the Financial Assistance Agreement and the 2020 Bonds of each series of 2020 Bonds issued hereunder (including any modification made pursuant to the authorization in this paragraph to the form of 2020 Bond otherwise contained herein).

SECTION 3. **Pledge of Net Revenues; Payment of Principal and Interest**. The 2020 Bonds, and any hereafter issued bonds ranking on a parity therewith, as to principal, premium, if any, and interest, shall be payable solely from and are hereby secured by an irrevocable pledge of and shall constitute a charge upon all the net revenues (defined as gross revenues of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance) of the works (the "Net Revenues"), junior and subordinate to the 2008 Bonds for all purposes and on parity with the 2012 Bonds, the 2017 Bonds and when issued, the 2019 Bonds. The City shall not be obligated to pay the 2020 Bonds, any BANs or the interest thereon, except from the Net Revenues, and the 2020 Bonds and any BANs shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana.

All payments of interest on the 2020 Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof as of the fifteenth (15th) day of the month preceding the interest payment date (the "Record Date") at the addresses as they appear on the registration and transfer books of the City kept for that purpose by the Registrar (the "Registration Record") or at such other address as is provided to the Paying Agent in writing by such registered owner. Each registered owner of $1,000,000 or more in principal amount of the 2020 Bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All principal payments and premium payments, if any, on the 2020 Bonds shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a registered owner of $1,000,000 or more in principal amount of the 2020 Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date.

Interest on 2020 Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such 2020 Bonds are authenticated after the Record Date for an interest payment date and on or before such interest payment date in which case they shall bear interest from such interest payment date, or unless authenticated on or before the Record Date for the first interest payment date, in which case they shall bear interest from the original date, until the principal shall be fully paid; provided, that interest on the 2020 Bonds sold to the Indiana Finance Authority shall begin to accrue commencing from the dates of payment for the 2020 Bonds.

If the BANs or the 2020 Bonds are sold to the Indiana Finance Authority as part of its SRF Program, the principal of and interest thereon shall be paid by wire transfer to such financial institution if and as directed by the Indiana Finance Authority on the due date of such payment 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. So long as the Indiana Finance Authority as part of its SRF Program is the owner of the BANs or the 2020 Bonds, such BANs or 2020 Bonds shall be presented for payment as directed by the Indiana Finance Authority.

SECTION 4. **Transfer and Exchange of Bonds and BANs**. Each 2020 Bond or BAN shall be transferable or exchangeable only upon the Registration Record, by the registered owner thereof in writing, or by the registered owner's attorney duly authorized in writing, upon surrender of such 2020 Bond or BAN, together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or such attorney, and thereupon a new fully registered 2020 Bond or Bonds, or BAN or BANs, in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the names of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The costs of such transfer or exchange shall be borne by the City except for any tax or governmental charge required to be paid with respect to the transfer or exchange, which taxes or governmental charges are payable by the person requesting such transfer or exchange. The City, the Registrar and the Paying Agent may treat and consider the persons in whose names such 2020 Bonds or BANs are registered as the absolute owners thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest and premium, if any, due thereon.

In the event any 2020 Bond or BAN is mutilated, lost, stolen or destroyed, the City may execute and the Registrar may authenticate a new bond of like date, maturity and denomination as that mutilated, lost, stolen or destroyed, which new bond shall be marked in a manner to distinguish it from the 2020 Bond or BAN for which it was issued, provided that, in the case of any mutilated 2020 Bond or BAN, such mutilated bond shall first be surrendered to the Registrar, and in the case of any lost, stolen or destroyed bond there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the Fiscal Officer and the Registrar, together with indemnity satisfactory to them. In the event any such 2020 Bond or BAN shall have matured, instead of issuing a duplicate bond, the City and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The City and the Registrar may charge the owner of such 2020 Bond or BAN with their reasonable fees and expenses in this connection. Any 2020 Bond or BAN issued pursuant to this paragraph shall be deemed an original, substitute contractual obligation of the City, whether or not the lost, stolen or destroyed 2020 Bond or BAN shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other 2020 Bond or BAN issued hereunder.

SECTION 5. **Registrar and Paying Agent**. The Fiscal Officer is hereby authorized to serve as, or to appoint a qualified financial institution to serve as, Registrar and Paying Agent for the 2020 Bonds and any BANs (together with any successor, the "Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the 2020 Bonds and any BANs, and shall keep and maintain the Registration Record at its office. The Fiscal Officer is hereby authorized to enter into such agreements or understandings with any such institution as will enable the institution to perform the services required of a Registrar and Paying Agent. The Fiscal Officer is further authorized to pay such fees and the institution may charge for the services it provides as Registrar and Paying Agent and such fees may be paid from the Sinking Fund established to pay the principal of and interest on the 2020 Bonds and any BANs as fiscal agency charges.

The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent by giving thirty (30) days' written notice to the City and by first-class mail to each registered owner of the 2020 Bonds and any BANs then outstanding, and such resignation will take effect at the end of such thirty (30) days' or upon the earlier appointment of a successor Registrar and Paying Agent by the City. Such notice to the City may be served personally or sent by first-class or registered mail. The Registrar and Paying Agent may be removed at any time as Registrar and Paying Agent by the City, in which event the City may appoint a successor Registrar and Paying Agent. The City shall notify each registered owner of the 2020 Bonds and any BANs then outstanding of the removal of the Registrar and Paying Agent. Notices to the registered owners of the 2020 Bonds and any BANs shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the Registration Record. Any predecessor Registrar and Paying Agent shall deliver all the 2020 Bonds and any BANs, cash and investments related thereto in its possession and the Registration Record to the successor Registrar and Paying Agent.

SECTION 6. **Terms of Redemption**. The 2020 Bonds may be made redeemable at the option of the City on thirty (30) days' notice, in whole or in part, in any order of maturities selected by the City (or in the case of any 2020 Bonds sold to the Indiana Finance Authority, in inverse order of maturity and on sixty (60) days' notice) and by lot within a maturity, on dates and with premiums, if any, and other terms as finally determined by the Executive or the Fiscal Officer with the advice of the City's municipal advisor, as evidenced by delivery of the executed initial issue of the 2020 Bonds to the Registrar for authentication; provided, however, if the 2020 Bonds are sold to the Indiana Finance Authority pursuant to the SRF Program and registered in the name of the Indiana Finance Authority, the 2020 Bonds shall not be redeemable at the option of the City unless and until consented by the Indiana Finance Authority.

Official notice of such redemption shall be mailed by the Registrar and Paying Agent by certified or registered mail at least thirty (30) days (or sixty (60) days, in the case of any 2020 Bonds sold to the Indiana Finance Authority) prior to the date fixed for redemption except to the extent such redemption notice is waived by owners of the 2020 Bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any 2020 Bond shall not affect the validity of any proceedings for the redemption of any other 2020 Bonds. Such notice shall be mailed to the address of the registered owner as shown on the Registration Record as of the date which is forty-five (45) days (or seventy-five (75) days, in the case of any 2020 Bonds sold to the Indiana Finance Authority) prior to such redemption date for such 2020 Bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers of the 2020 Bonds called for redemption. The place of redemption may be determined by the City. Interest on the 2020 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, and thereafter, such 2020 Bonds shall no longer be protected by this Ordinance and shall not be deemed to be outstanding hereunder, and the holders thereof shall have the right only to receive the redemption price.

All 2020 Bonds which have been redeemed shall be canceled and shall not be reissued; provided, however, that one or more new registered bonds shall be issued for the unredeemed portion of any 2020 Bond without charge to the holder thereof.

No later than the date fixed for redemption, funds shall be deposited with the Paying Agent or another paying agent to pay, and such agent is hereby authorized and directed to apply such

funds to the payment of, the 2020 Bonds or portions thereof called for redemption, including accrued interest thereon to the redemption date. No payment shall be made upon any 2020 Bond or portion thereof called for redemption until such 2020 Bond shall have been delivered for payment or cancellation or the Registrar shall have received the items required by this Ordinance with respect to any mutilated, lost, stolen or destroyed bond.

SECTION 7. **Execution and Negotiability**. The 2020 Bonds and any BANs shall be signed in the name of the City by the manual or facsimile signature of the Executive, and attested by the manual or facsimile signature of the Fiscal Officer, who also shall affix the seal of the City manually or shall have the seal imprinted or impressed thereon by facsimile or other means. In case any officer whose signature or facsimile signature appears thereon shall cease to be such officer before the delivery of the 2020 Bonds and any BANs, such signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until such delivery.

The 2020 Bonds and any BANs shall also be authenticated by the manual signature of the Registrar, and no 2020 Bond or BAN shall be valid or become obligatory for any purpose until the certificate of authentication thereon has been so executed.

The 2020 Bonds and any BANs shall have all of the qualities and incidents of negotiable instruments under the laws of the State of Indiana, subject to the provisions for registration herein.

SECTION 8. **Authorization for Book-Entry System**. The 2020 Bonds and any BANs may, in compliance with all applicable laws, initially be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the City from time to time (the "Clearing Agency"), without physical distribution of bonds to the purchasers. The following provisions of this Section apply in such event.

One definitive 2020 Bond or BAN of each maturity shall be delivered to the Clearing Agency (or its agent) and held in its custody. The City and Registrar may, in connection herewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the 2020 Bonds and any BANs as are necessary or appropriate to accomplish or recognize such book-entry form 2020 Bonds and any BANs.

During any time that the 2020 Bonds and any BANs are held in book-entry form on the books of a Clearing Agency, (1) any such 2020 Bond or BAN may be registered upon the Registration Record in the name of such Clearing Agency, or any nominee thereof, including Cede & Co.; (2) the Clearing Agency in whose name such 2020 Bond or BAN is so registered shall be, and the City and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such 2020 Bond or BAN for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest and premium, if any, on such 2020 Bond or BAN, the receiving of notice and the giving of consent; (3) neither the City nor the Registrar or Paying Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any 2020 Bond or BAN, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any 2020 Bond or BAN or any responsibility or obligation hereunder

with respect to the receiving of payment of principal of or interest or premium, if any, on any 2020 Bond or BAN, the receiving of notice or the giving of consent; and (4) the Clearing Agency is not required to present any 2020 Bond or BAN called for partial redemption, if any, prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

If either the City receives notice from the Clearing Agency which is currently the registered owner of the 2020 Bonds and any BANs to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the 2020 Bonds and any BANs, or the City elects to discontinue its use of such Clearing Agency as a Clearing Agency for the 2020 Bonds and any BANs, then the City and the Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the 2020 Bonds and any BANs, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the 2020 Bonds and any BANs and to transfer the ownership of each of the 2020 Bonds and any BANs to such person or persons, including any other Clearing Agency, as the holder of the 2020 Bonds and any BANs may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the 2020 Bonds and any BANs, shall be paid by the City.

During any time that the 2020 Bonds and any BANs are held in book-entry form on the books of a Clearing Agency, the Registrar shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owner of the 2020 Bonds and any BANs as of a record date selected by the Registrar. For purposes of determining whether the consent, advice, direction or demand of a registered owner of a 2020 Bond or BAN has been obtained, the Registrar shall be entitled to treat the beneficial owners of the 2020 Bonds and any BANs as the bondholders and any consent, request, direction, approval, objection or other instrument of such beneficial owner may be obtained in the fashion described in this Ordinance.

During any time that the 2020 Bonds and any BANs are held in book-entry form on the books of a Clearing Agency, the Executive, the Fiscal Officer and/or the Registrar are authorized to execute and deliver a Letter of Representations agreement with the Clearing Agency, or a Blanket Issuer Letter of Representations, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth therein. The Registrar, by accepting the duties of Registrar under this Ordinance, agrees that it will (i) undertake the duties of agent required thereby and that those duties to be undertaken by either the agent or the City shall be the responsibility of the Registrar, and (ii) comply with all requirements of the Clearing Agency, including without limitation same day funds settlement payment procedures. Further, during any time that the 2020 Bonds and any BANs are held in book-entry form, the provisions of Section 8 of this Ordinance shall control over conflicting provisions in any other section of this Ordinance.

SECTION 9. **Form of the 2020 Bonds**. The form and tenor of the 2020 Bonds shall be substantially as follows (with such additions, deletions and modification as the Executive or Fiscal Officer may authorize, as conclusively evidenced by their signatures thereon), with all blanks to be filled in properly prior to delivery thereof:

R-___

UNITED STATES OF AMERICA

STATE OF INDIANA COUNTY OF HAMILTON

CITY OF CARMEL, INDIANA

JUNIOR WATERWORKS REVENUE BOND OF 2020

Interest Rate	Maturity Date	Original Date	Authentication Date	CUSIP
[See Exhibit A]	[See Exhibit A]			

REGISTERED OWNER:

PRINCIPAL SUM:

The City of Carmel, in Hamilton, County, State of Indiana (the "City"), for value received, hereby promises to pay to the Registered Owner set forth above or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereafter provided), and to pay interest hereon until the Principal Sum shall be fully paid at the Interest Rate per annum set forth above from [the dates of payment made on this bond][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 the interest payment date (the "Record Date") and on or before such interest payment date in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____ 15, 20__, in which case it shall bear interest from the Original Date,] which interest is payable semiannually on May 1 and November 1 of each year, beginning on _____ 1, 202_. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of and premium, if any, on this bond are payable at the principal office of the [Controller] of the City of Carmel [or the principal office of the financial institution so appointed] (the "Registrar" or "Paying Agent"), in Carmel, Indiana. All payments of interest on this bond shall be paid by [check mailed one business day prior to the interest payment date][wire transfer for deposit to a financial institution as directed by the Indiana Finance 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 as of the Record Date at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. Each Registered Owner of $1,000,000 or more in principal amount of bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All payments of principal of, and premium, if any, on this bond shall be made [upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a Registered Owner of $1,000,000 or more in principal amount of the 2020 Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date] [by wire transfer for deposit to a financial institution as directed by the Indiana Finance 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.]

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 one of an authorized series of bonds of the City of Carmel, of Hamilton County, Indiana, of like date, tenor and effect except as to denomination, numbering, rates of interest, redemption terms and dates of maturity, aggregating _____ Dollars ($_____), numbered consecutively from 1 upward (the "Bonds"), issued for the purpose of providing funds to be applied for construction and acquisition of certain improvements to the waterworks (the "Project"), to fund a debt service reserve account, and to pay incidental expenses and costs of issuance of the Bonds. This bond is issued pursuant to an ordinance adopted by the Common Council of said City on the ____ day of _____, 2020, entitled "An Ordinance of the Common Council of the City of Carmel,

Indiana Concerning the Construction of Additions and Improvements to the Waterworks of the City of Carmel, Indiana; Authorizing the Issuance of Revenue Bonds for Such Purposes; Addressing Other Matters Connected Therewith, and Repealing Ordinances Inconsistent Herewith" (the "Ordinance"), and in accordance with the provisions of Indiana law, including without limitation Indiana Code 8-1.5, and other applicable laws, as amended (the "Act"), all as more particularly described in the Ordinance. The owner of this bond, by the acceptance hereof, agrees to all the terms and provisions contained in the Ordinance and the Act.

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 and any prior or hereafter issued bonds ranking on a parity therewith are payable solely from the Sinking Fund (the "Sinking Fund") maintained under the Ordinance to be provided from the Net Revenues (defined as the gross revenues of the works remaining after the payment of the reasonable expenses of [operation, repair and maintenance][Operation and Maintenance (as defined in the Financial Assistance Agreement)]) of the works, including all additions and improvements thereto and replacements thereof subsequently constructed or acquired, on a basis that is junior and subordinate to the 2008 Bonds (as hereinafter defined) for all purposes.

The City irrevocably pledges the entire Net Revenues of the works to the prompt payment of the principal of and interest on the Bonds on parity with the pledge thereof to the City's Junior Waterworks Revenue Bonds of 2012 (the "2012 Bonds") and its Junior Waterworks Refunding Revenue Bonds of 2017 (the "2017 Bonds"), [the City's Junior Waterworks Revenue Bonds of 20___, when issued (the "2019 Bonds")] and any hereafter issued bonds ranking on a parity therewith, subject to the prior payment of the principal of and interest on the City of Carmel, Indiana Waterworks Revenue Bonds of 2008 (the "2008 Bonds"), to which the Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds, when issued, and any hereafter issued bonds ranking on a parity therewith are junior and subordinate for all purposes, and covenants that it will establish proper 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, repair and maintenance of the works][Operation and Maintenance (as defined in the Financial Assistance Agreement) of the 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 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.

The City covenants that for so long as the Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds, when issued, and any hereafter issued bonds ranking on a parity therewith, or the 2008 Bonds, remain outstanding it will set aside and pay into the Sinking Fund a sufficient amount of the Net Revenues for the payment of (a) the principal of and interest on all bonds which by their terms are payable from the Net Revenues, as such principal and interest shall fall due, (b) the necessary fiscal agency charges for paying bonds and (c) an additional amount as a margin of safety to accumulate and maintain the reserve required by the Ordinance. Such required payments of the Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds, when issued, and any hereafter issued bonds ranking on a parity therewith, shall constitute a second charge upon all the Net Revenues subject to the prior and first charge in respect of such required payments of the 2008 Bonds. Reference is made to the Ordinance for a more complete statement of the revenues from which and conditions under which this bond is payable, a statement of the conditions on which obligations may hereafter be issued on parity with this bond, the manner in which the Ordinance may be amended and the general covenants and provisions pursuant to which this bond has been issued.

The bonds of this issue maturing on and after May 1, 20__ are redeemable at the option of the City on _____, 20__ or any date thereafter, on [thirty (30)][sixty (60)] days' notice, in whole or in part, in [any][inverse] order of maturities selected by the City and by lot within a maturity, at 100% of face value, and without premium, plus accrued interest to the date fixed for redemption; provided, however, that if the bonds are sold to the SRF Program and registered in the name of the Indiana Finance Authority, the bonds shall not be redeemable at the option of the City unless and until consented to by the Indiana Finance Authority. Each minimum authorized denomination in principal amount shall be considered a separate bond for purposes of partial redemption.

[The bonds maturing on May 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 May 1 in the years and in the amounts set forth below:

Year	Amount
*	

* Final Maturity]

Notice of such redemption shall be mailed by certified or registered mail not less than [thirty (30)][sixty (60)] days prior to the date fixed for redemption to the address of the registered owner of each bond to be redeemed as shown on the registration record of the City except to the extent such redemption notice is waived by owners of the bond or bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any bond shall not affect the validity of any proceedings for the redemption of any other bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers 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, and thereafter, such bonds shall no longer be protected by the Ordinance and shall not be deemed to be outstanding thereunder.

This bond is subject to defeasance prior to payment or redemption as provided in the Ordinance.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent or another paying agent, 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 for payment and the City shall have no further obligation or liability in respect thereto.

This bond is transferable or exchangeable only upon the registration record kept for that purpose at the office of the Registrar by the Registered Owner 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 such attorney, and thereupon a new fully registered bond or bonds in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. This bond may be transferred or exchanged without cost to the Registered Owner except for any tax or governmental charge required to be paid with respect to the transfer or exchange. 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 and premium, if any, due hereon.

The bonds maturing on any maturity date are issuable only in the denomination of [$5,000][One Dollar ($1)] or any integral multiple thereof.

[Reference is hereby made to the Financial Assistance Agreement ("Financial Assistance Agreement") between the City and the Indiana Finance Authority concerning certain terms and covenants pertaining to the Waterworks project and the purchase of this bond as part of the drinking water loan program established and existing pursuant to IC 5-1.2-1 through IC 5-1.2-4 and IC 5-1.2-10.]

[A Continuing Disclosure Contract from the City to each registered owner or holder of any bond, dated as of the date of initial issuance of the Bonds (the "Contract"), has been executed by the City, a copy of which is available from the City and the terms of which are incorporated herein by this reference. The Contract contains certain promises of the City to each registered owner or holder of any bond, including a promise to provide certain continuing disclosure. By its payment for and acceptance of this bond, the registered owner or holder of this bond assents to the Contract and to the exchange of such payment and acceptance for such promises.]

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 Carmel, in Hamilton County, Indiana, has caused this bond to be executed in its corporate name by the manual or facsimile signature of its Mayor, its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by its Controller.

CITY OF CARMEL, INDIANA

By: _____
Mayor

(SEAL)

ATTEST:

_____
[Controller]

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this bond is one of the bonds described in the within-mentioned Ordinance duly authenticated by the Registrar.

_____
as Registrar

By: _____
Authorized Representative

The following abbreviations, when used in the inscription of the face of this bond, shall be construed as through they were written out in full according to applicable laws or regulations:

TEN. COM.	as tenants in common
TEN. ENT.	as tenants by the entireties
JT. TEN.	as joint tenants with right of survivorship and not as tenants in common
UNIF. TRAN. MIN. ACT	_____ Custodian _____
	(Cust.) (Minor)
	under Uniform Transfer to Minors Act of
	_____
	(State)

Additional abbreviations may also be used although not in the above list.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto (Please Print or Typewrite Name and Address and Social Security or Other Identifying Number) $_____ principal amount (must be a multiple of [$5,000][$1.00]) of the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney to transfer the within bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

_____

NOTICE: The Signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

_____

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

[Exhibit A]
[Date Principal Amount]

[End of form of bonds]

SECTION 10. <u>Authorization for Preparation and Sale of Bonds</u>.

(a) The 2020 Bonds shall be sold in a competitive sale or by negotiation with a purchaser(s) selected by the Executive and Fiscal Officer on the advice of the City's municipal advisor, or pursuant to I.C. 5-1.4 or I.C. 5-1.5 as determined by the Executive or Fiscal Officer. If sold in a competitive sale, the Fiscal Officer shall cause to be published either (i) a notice of sale once each week for two consecutive weeks in accordance with I.C. §5-3-1-2, in which case the date fixed for the sale shall not be earlier than fifteen (15) days after the first of such publications and not earlier than three (3) days after the second of such publications, or (ii) a notice of intent to sell bonds once each week for two weeks in accordance with I.C. §5-1-11-2 and I.C. §5-3-1-4 and in a newspaper of general circulation published in the State capital, in which case bids may not be received more than ninety (90) days after the first of such publications. Said sale notice shall state the time and place of sale, the purpose for which the 2020 Bonds are being issued, the total amount thereof, the amount and date of each maturity, the maximum rate or rates of interest thereon, their denominations, the time and place of payment, the terms and conditions upon which bids will be received and the sale made and such other information as is required by law or as the Fiscal Officer shall deem necessary.

If sold by a competitive sale, bids for the 2020 Bonds shall be sealed and shall be presented to the Fiscal Officer in accord with the terms set forth in the sale notice. Bidders for the 2020 Bonds shall be required to name the rate or rates of interest which the 2020 Bonds are to bear, which shall be the same for all 2020 Bonds maturing on the same date and the interest rate bid on any maturity of the 2020 Bonds must be no less than the interest rate bid on any and all prior

maturities, not exceeding five percent (5.00%) per annum, and such interest rate or rates shall be in multiples of one hundredth of one percent. The Fiscal Officer shall award the 2020 Bonds to the bidder who offers the lowest interest cost, to be determined by computing the total interest on all the 2020 Bonds to their maturities and deducting therefrom the premium bid, if any, or adding thereto the amount of the discount, if any. No bid for less than ninety-nine percent (99.00%) of the par value of the 2020 Bonds, plus accrued interest, shall be considered. The Fiscal Officer may require that all bids be accompanied by certified or cashier's checks payable to the order of the City, or a surety bond, in an amount not to exceed one percent of the aggregate principal amount of the 2020 Bonds as a guaranty of the performance of said bid, should it be accepted. In the event no satisfactory bids are received on the day named in the sale notice, the sale may be continued from day to day thereafter for a period of thirty (30) days without readvertisement; provided, however, that if said sale is continued, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed for sale in the bond sale notice. The Fiscal Officer shall have full right to reject any and all bids.

If the 2020 Bonds are sold by negotiated sale, the Executive is authorized to negotiate and execute a bond purchase agreement with one or more selected purchaser(s) on terms recommended by the City's municipal advisor, consistent with the parameters set forth in this Ordinance.

After the 2020 Bonds have been properly sold and executed, the Fiscal Officer shall receive from the purchasers payment for the 2020 Bonds and shall provide for delivery of the 2020 Bonds to the purchasers.

(b) The 2020 Bonds, when fully paid for and delivered to the purchaser shall be the binding special revenue obligations of the City, payable out of the Net Revenues. The proper officers of the City are hereby directed to sell the 2020 Bonds to the purchaser, to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this Ordinance.

(c) If necessary, the Executive and the Fiscal Officer each are hereby authorized to deem final an official statement with respect to the 2020 Bonds, as of its date, in accordance with the provisions of Rule 15c2-12 of the U.S. Securities and Exchange Commission, as amended (the "SEC Rule"), subject to completion as permitted by the SEC Rule, and the City further authorizes the distribution of the deemed final official statement, and the execution, delivery and distribution of such document as further modified and amended with the approval of the Executive or the Fiscal Officer in the form of a final official statement.

(d) In order to assist any underwriter of the 2020 Bonds in complying with paragraph (b)(5) of the SEC Rule by undertaking to make available appropriate disclosure about the City and the 2020 Bonds to participants in the municipal securities market, the City hereby covenants, agrees and undertakes, in accordance with the SEC Rule, unless excluded from the applicability of the SEC Rule or otherwise exempted from the provisions of paragraph (b)(5) of the SEC Rule, that it will comply with and carry out all of the provisions of the continuing disclosure contract. "Continuing disclosure contract" shall mean that certain continuing disclosure contract executed by the City and dated the date of issuance of the 2020 Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. The execution and delivery by the City of the continuing disclosure contract, and the performance by the City of its obligations

thereunder by or through any employee or agent of the City, are hereby approved, and the City shall comply with and carry out the terms thereof.

(e) The Fiscal Officer is hereby authorized and directed to obtain a legal opinion as to the validity of the 2020 Bonds from Barnes & Thornburg LLP, and to furnish such opinion to the purchasers of the 2020 Bonds or to cause a copy of said legal opinion to be printed on each 2020 Bond. The cost of such opinion shall be paid out of the proceeds of the 2020 Bonds.

(f) In connection with the sale of the 2020 Bonds, the Executive and the Fiscal Officer each are authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable to obtain a rating and/or to obtain bond insurance for the 2020 Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

(g) In connection with the sale of the 2020 Bonds, the Executive and the Fiscal Officer each are authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable, including but not limited to a continuing disclosure agreement, a bond purchase agreement and any offering document for the 2020 Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

(h) In connection with the sale of the BANs, the Executive and the Fiscal Officer each are authorized to take all or a part of the same authorized actions, and to execute and deliver the agreements and instruments, as they deem advisable with respect to the BANs to the same extent as if the foregoing provisions of this Section applicable to the 2020 Bonds were applied to the sale of the BANs, provided they shall not be required to take each and every such act as would relate to the 2020 Bonds unless by law it is required with respect to the BANs.

(i) Notwithstanding anything in this Ordinance and in lieu of a public sale of the 2020 Bonds pursuant to this Section, the 2020 Bonds may, in the discretion of the Executive, based upon the advice of the City's municipal advisor, be sold to the Indiana Bond Bank or the City Bond Bank. In the event of such determination, Bonds shall be sold in such denomination or denominations as the purchaser may request, and pursuant to a qualified entity purchase agreement (the "Purchase Agreement") between the City and either the Indiana Bond Bank or the City Bond Bank, hereby authorized to be entered into and executed by the Executive on behalf of the City, subsequent to the date of the adoption of this Ordinance. Such Purchase Agreement may set forth the definitive terms and conditions for such sale, but all of such terms and conditions must be consistent with the terms and conditions of this Ordinance, including without limitation, the interest rate or rates on the 2020 Bonds which shall not exceed the maximum rate of interest for the 2020 Bonds authorized pursuant to this Ordinance. Bonds sold to the Indiana Bond Bank or the City Bond Bank shall be accompanied by all documentation required by the purchaser pursuant to the provisions of Indiana Code 5-1.4 or Indiana Code 5-1.5, as applicable, and the Purchase Agreement, including, without limitation, an approving opinion of nationally recognized bond counsel, certification and guarantee of signatures and certification as to no litigation pending, as of the date of delivery of the 2020 Bonds, challenging the validity or issuance of the 2020 Bonds. In the event the Executive determines to sell the 2020 Bonds to the Indiana Bond Bank or the City Bond Bank, the entry by the City into the Purchase Agreement, and the execution and delivery of the Purchase Agreement on behalf of the City by the Executive in accordance with this Ordinance are hereby authorized, approved and ratified.

(j) As an alternative to public sale or a sale to the Indiana Bond Bank or the City Bond Bank, the Fiscal Officer may negotiate the sale of the 2020 Bonds to the Indiana Finance Authority as part of its SRF Program. The Executive and the Fiscal Officer are hereby authorized to (i) submit an application to the Indiana Finance Authority as part of its SRF Program, (ii) execute a Financial Assistance Agreement with the Indiana Finance Authority with terms conforming to this Ordinance, and (iii) sell such 2020 Bonds upon such terms as are acceptable to the Executive and the Fiscal Officer consistent with the terms of this Ordinance. The Executive and the Fiscal Officer are hereby authorized to execute and deliver the a Financial Assistance Agreement in form and substance acceptable to such officers, and to approve any changes in form or substance to the Financial Assistance Agreement which are consistent with the terms of this Ordinance, such changes to be conclusively evidenced by such execution.

(k) Notwithstanding anything in this Ordinance to the contrary, upon the advice of the City's municipal advisor, the 2020 Bonds may be sold in conjunction with the 2020 Refunding Bonds pursuant to a single sale process in accordance with any of the procedures described above. A single bond sale notice and/or single purchase agreement, and a single official statement and continuing disclosure contract may be prepared covering both the 2020 Bonds and the 2020 Refunding Bonds upon such occurrence

SECTION 11. <u>Use of Proceeds</u>.

(a) Any accrued interest received at the time of delivery of the 2020 Bonds or BANs (and, if deemed by the Executive or the Fiscal Officer to be in excess of Project needs, any premium), shall be deposited in the Junior Principal and Interest Account of the Sinking Fund (as hereafter defined) and applied to payments on the 2020 Bonds and any BANs on the first interest payment date.

(b) The remaining proceeds from the sale of the 2020 Bonds and any BANs shall be deposited in a fund of the utility hereby created and designated as "City of Carmel, Indiana Water Bond Project Fund" (the "Project Fund"). The Fiscal Officer shall establish separate accounts within the Project Fund for each separate issuance of BANs or 2020 Bonds, provided that such proceeds may be expended for any part of the Project. The proceeds deposited in the Project Fund, together with all investment earnings thereon, shall be expended only for the purpose of paying the costs of the Project, refunding the BANs if issued and the costs of selling and issuing the 2020 Bonds and any BANs, including the premium for any bond insurance obtained for the 2020 Bonds.

(c) The City hereby declares that it reasonably expects to reimburse the City's advances to the Project from proceeds of any BANs or the 2020 Bonds, as anticipated by this Ordinance, and such declaration shall be deemed one within the meaning of the Reimbursement Regulations.

(d) Any balance remaining in the Project Fund after the completion of the Project which is not required to meet unpaid obligations incurred in connection therewith and on account of the sale and issuance of the 2020 Bonds shall be paid into the Junior Principal and Interest Account of the Sinking Fund and used solely for the purposes of such Account or used for the same purpose or type of project for which the 2020 Bonds were originally issued, all in accordance with I.C. 5-1-13, as amended or as otherwise permitted by law.

(e) With respect to any 2020 Bonds sold to the Indiana Finance Authority as part of its SRF Program, to the extent that (a) the total principal amount of the 2020 Bonds is not paid by the purchaser or drawn down by the City, or (b) proceeds remain in the Project Fund and are not applied to the Project (or any modifications or additions thereto approved by the Indiana Finance Authority), the City shall reduce the principal amount of the remaining 2020 Bond maturities to effect such reduction in amounts which will still achieve the semiannual debt service as described in Section 2 subject to and upon the terms set forth in the Financial Assistance Agreement.

SECTION 12. **Revenue Fund**. There is hereby continued a fund of the utility designated as the Revenue Fund (the "Revenue Fund"), into which there shall be deposited upon receipt all revenues of the works for application as set forth below.

SECTION 13. **Operation and Maintenance Fund**. There is hereby continued an operating fund of the utility designated as the Operation and Maintenance Fund (the "Operation and Maintenance Fund"). There shall be transferred from the Revenue Fund and credited to the Operation and Maintenance Fund, on the last day of each calendar month, a sufficient amount to meet the expenses of operation, repair and maintenance for the then next succeeding two calendar months. The moneys credited to this Fund shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the works on a day-to-day basis, but none of the moneys in the Operation and Maintenance Fund shall be used for depreciation, replacements, improvements, extensions or additions. Any balance in Operation and Maintenance Fund in excess of the expected expenses of operation, repair and maintenance for the next succeeding month may be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of or interest on the outstanding bonds of the works.

SECTION 14. **Sinking Fund**. There is hereby continued a fund of the utility designated as the Sinking Fund (the "Sinking Fund"), to be used for the payment of the principal of and interest on the 2020 Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds when issued, and any hereafter issued bonds ranking on a parity therewith which by their terms are payable from the Net Revenues, and the payment of any fiscal agency charges in connection with such payment, provided however, the Net Revenues shall first be used and withdrawn solely for the purpose of making payments of the principal of and interest on the 2008 Bonds, to which the 2020 Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith are for all purposes junior and subordinate. The Sinking Fund is further and additionally divided into two additional accounts designated as the Junior Principal and Interest Account and the Junior Debt Service Reserve Account, which are pledged for the purposes set forth below.

(a) *Junior Principal and Interest Account*. After meeting monthly deposits to the Sinking Fund required by the 2008 Bond Ordinance, there shall be transferred, on the last day of each calendar month, from the Revenue Fund and credited to the Junior Principal and Interest Account an amount equal to the sum of at least one-twelfth (1/12) of the principal and at least one-sixth (1/6) of the interest on all then outstanding 2020 Bonds, the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith payable from Net Revenues on the next succeeding principal and interest payment dates (except in the instance of the first principal and interest payment dates next succeeding the issuance of the 2020 Bonds, an appropriately greater percentage as would result in such equal monthly transfers equaling the required payments), until the amount available therein shall equal the principal

payable during the next succeeding twelve (12) calendar months and the interest payable during the next succeeding six (6) calendar months. There shall similarly be credited to the account any amount necessary to pay when due the bank fiscal agency charges for paying principal of and interest on the 2020 Bonds, the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith as the same become payable. The City shall, from the sums deposited in the Sinking Fund and credited to the Junior Principal and Interest Account, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the principal and interest on 2020 Bonds, the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith the due dates thereof together with the amount of bank fiscal agency charges. Amounts held in the Junior Principal and Interest Account are neither pledged to, nor available for, payments of the principal of and interest on the 2008 Bonds.

(b) *Junior Debt Service Reserve Account*. After meeting monthly deposits to the Sinking Fund required by the 2008 Ordinance, the 2012 Bond Ordinance, the 2017 Ordinance and the 2019 Ordinance upon the issuance of the 2019 Bonds, there shall be transferred, on the last day of each calendar month following the issuance of the 2020 Bonds, after making any required transfer to the Junior Principal and Interest Account, from the Revenue Fund and credited to the Junior Debt Service Reserve Account an amount to constitute an appropriate reserve to facilitate the marketing of the 2020 Bonds, which monthly deposits shall be in an amount sufficient to build the balance in the Junior Debt Service Reserve Account (after consideration of any transfers made pursuant to the next following sentence) to an amount equal to the Reserve Requirement as defined below within no more than five (5) years on a level monthly basis (after accounting for earnings thereon). The Fiscal Officer, with the advice of the City's municipal advisor, may transfer an amount of the funds of the utility now on hand, or apply proceeds of the 2020 Bonds, in full or partial satisfaction of the Reserve Requirement at or after the issuance of the 2020 Bonds. After the issuance of the 2020 Bonds, the City shall maintain the balance in the Junior Debt Service Reserve Account in an amount equal to the Reserve Requirement, subject to the provisions of this Ordinance, the 2012 Bond Ordinance, the 2017 Bond Ordinance, the 2019 Bond Ordinance upon the issuance of the 2019 Bonds or any ordinance authorizing and any hereafter issued bonds ranking on a parity therewith, which allows the Reserve Requirement to be accumulated over time, and first subject to meeting the requirement of the Sinking Fund pursuant to the 2008 Bond Ordinance. For these purposes, "Reserve Requirement" means the least of (i) ten percent (10%) of the proceeds of the 2020 Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith, (ii) the maximum annual debt service on the 2020 Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith, or (iii) 125% of the average annual debt service on the 2020 Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith; provided, however, if the 2020 Bonds or any of the outstanding bonds payable from Net Revenues on a parity with the 2020 Bonds are held by the Indiana Finance Authority pursuant to its SRF Program, then the reserve amount shall equal the maximum annual debt service on the 2020 Bonds, the 2012 Bonds, the 2017 Bonds, the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith if so required by the Indiana Finance Authority.

All money in the Junior Debt Service Reserve Account shall be used and withdrawn solely for the purpose of making deposits into the Junior Principal and Interest Account, in the event of

and to the extent of any deficiency in the Junior Principal and Interest Account with respect to the payments then due on the 2020 Bonds, the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity therewith, or to make the final payments on such bonds when the Junior Debt Service Reserve Account, together with other funds available for such purpose, is sufficient to make all remaining payments thereon to final maturity. Any amount in the Junior Debt Service Reserve Account in excess of the Reserve Requirement shall be withdrawn from time to time, and at least as frequently as annually, and deposited in the Junior Principal and Interest Account. Any deficiency in the balance required to be held in the Junior Debt Service Reserve Account shall be promptly made up from the next available Net Revenues after credits to the Junior Principal and Interest Account and subject to first meeting the requirement of the Sinking Fund pursuant to the 2008 Bond Ordinance. Amounts held in the Junior Debt Service Reserve Account are neither pledged to, nor available for, payments of the principal of and interest on the 2008 Bonds.

Notwithstanding the foregoing, after obtaining the necessary approval, if any, of the municipal bond insurers of the 2008 Bonds, the Fiscal Officer, with the advice of the City's municipal advisor and bond counsel, may enable the City to satisfy all or any part of its obligation to maintain an amount in the Junior Debt Service Reserve Account equal to the Reserve Requirement by depositing a Reserve Fund Credit Facility in the Junior Debt Service Reserve Account at or after the issuance of the 2020 Bonds, provided that such deposit does not adversely affect any then existing rating on the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith; provided, however, if any of the 2020 Bonds are sold to the Indiana Finance Authority pursuant to the SRF Program, then the Indiana Finance Authority shall consent to any such use of a Reserve Fund Credit Facility. A "Reserve Fund Credit Facility" is hereby defined as a letter of credit, liquidity facility, insurance policy or comparable instrument furnished by a bank, insurance company, financial institution or other entity pursuant to a reimbursement agreement or similar instrument between such entity and the City, for the purpose of satisfying in whole or in part the City's obligation to maintain the Reserve Requirement.

If any 2020 Bonds are sold to the Indiana Finance Authority as part of the SRF Program, the Sinking Fund and the Project Fund may be held by a financial institution acceptable to the Indiana Finance Authority as a part of its SRF Program, pursuant to terms acceptable to the Indiana Finance Authority. If the Sinking Fund and the accounts therein are held in trust, the City shall transfer the monthly required amounts of Net Revenue in accordance with Section 14, and the financial institution holding such funds in trust shall be instructed to pay the required payments in accordance with the payment schedules for the City’s outstanding bonds. The financial institution selected to serve in this role may also serve as the Registrar and the Paying Agent for such Bonds. If the Project Fund is so held in trust, the City shall deposit the proceeds of such Bonds therein until such proceeds are applied consistent with this ordinance and the Financial Assistance Agreement. The Council hereby authorizes the Executive and Fiscal Officer to execute and deliver an agreement with a financial institution to reflect this trust arrangement for all or a part of the Sinking Fund and the Project Fund in the form of trust agreement as approved by the Executive and the Fiscal Officer, consistent with the terms and provisions of this Ordinance.

SECTION 15. **Improvement Fund**. After meeting the requirements of the Operation and Maintenance Fund and the Sinking Fund, any excess revenues may be transferred from the Revenue Fund and credited to the special utility fund, to be expended in making good depreciation

in the works and new construction, hereby continued and designated as the "Improvement Fund" (the "Improvement Fund"). Said Fund shall be used for replacements, improvements, extensions and additions to the works. Moneys in the Improvement Fund shall be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of and interest on the then outstanding bonds of the works, or may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation, repair and maintenance of the works.

SECTION 16. **Investment of Funds**. The funds and accounts described herein shall be accounted for separate and apart from each other and from all other funds and accounts of the City. All moneys deposited in the funds and accounts shall be deposited, held and secured as public funds in accordance with the public depository laws of the State of Indiana; provided that moneys therein may be invested in obligations in accordance with the applicable laws, including particularly Indiana Code 5-13 and 5-1.2, each as amended or supplemented, and in the event of such investment the income therefrom shall become a part of the funds invested and shall be used only as provided in this Ordinance.

The Fiscal Officer is hereby authorized pursuant to Indiana Code 5-1-14-3 to invest moneys pursuant to the provisions of this Ordinance (subject to applicable requirements of federal law to ensure such yield is then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the 2020 Bonds under federal law.

The Fiscal Officer shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts created or referenced herein. In order to comply with the provisions of this Ordinance, the Fiscal Officer is hereby authorized and directed to employ consultants or attorneys from time to time to advise the City as to requirements of federal law to preserve the tax exclusion. The Fiscal Officer may pay any fees as operation expenses of the utility.

SECTION 17. **Financial Records and Accounts**. The City shall keep proper records and books of account, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues received on account of the operation of the utility and all disbursements made therefrom and all transactions relating to the utility. The City shall maintain on file the audited financial statements of the utility prepared by the State Board of Accounts. There shall be furnished, upon written request, to any owner of the 2020 Bonds and any BANs, the most recent copy of the audited financial statements of the utility prepared by the State Board of Accounts. Copies of all such statements and reports shall be kept on file in the office of the Fiscal Officer. If the 2020 Bonds are sold to the Indiana Finance Authority, the City shall establish and maintain the books and other financial records of the Project (including the establishment of a separate account or subaccount for the Project) and the waterworks in accordance with (i) generally accepted governmental accounting standards for utilities, on an accrued basis, as promulgated by the Government Accounting Standards Board and (ii) the rules, regulations and guidance of the State Board of Accounts.

SECTION 18. **Rate Covenant**. The City covenants and agrees that, by ordinance of the Council, it will establish and maintain just and equitable rates and charges for the use of and the service rendered by the works, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses said works by or through any part of the utility, or that in any way uses or is served by such works; that such rates and charges shall produce revenues at least sufficient (when determined including user and other charges, fees, income or revenues

available to the City), in each year to (a) pay all the legal and other necessary expenses of (i) Operation and Maintenance (as defined in the Financial Assistance Agreement) if the 2020 Bonds are sold to the Indiana Finance Authority as part of the SRF Program or (ii) operation, repair, replacements and maintenance of the works if sold to any other purchaser; (b) provide a sinking fund for the liquidation of bonds or other obligations, including leases; (c) provide a debt service reserve on bonds or other obligations, including leases, as required by the terms of such obligations; (d) provide adequate money for working capital; (e) provide adequate money for making extensions and replacements; (f) provide money for the payment of any taxes that may be assessed against the works; and (g) to comply with and satisfy all covenants contained in this Ordinance and any Financial Assistance Agreement. Such rates or charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of operation, repair and maintenance of the works and the requirements of the Sinking Fund. The rates or charges so established shall apply to any and all use of such works by and service rendered to the City and all departments thereof, and shall be paid by the City or the various departments thereof as the charges accrue.

SECTION 19. **Defeasance**. If, when the 2020 Bonds and any BANs or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the 2020 Bonds and any BANs or a portion thereof for redemption shall have been given, and the whole amount of the principal, premium, if any, and the interest so due and payable upon such 2020 Bonds and any BANs or any portion thereof then outstanding shall be paid, or (i) sufficient moneys or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case the 2020 Bonds and any BANs issued hereunder or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of the Net Revenues of the works.

SECTION 20. **Additional Obligations**. The City reserves the right to authorize and issue additional BANs at any time ranking on a parity with the BANs. The City reserves the right to authorize and issue additional bonds payable out of the Net Revenues ranking on a parity with the 2020 Bonds, the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued for the purpose of financing the cost of future additions, extensions and improvements to the works, or to provide for a complete or partial refunding of obligations, subject to the following conditions precedent:

(a) The interest on and principal of all bonds payable from the Net Revenues shall have been paid to date in accordance with the terms thereof, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds.

(b) The balance in the Junior Debt Service Reserve Account shall be equal to the amount required herein, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds.

(c) The Net Revenues in the fiscal year immediately preceding the issuance of any such bonds ranking on a parity with the 2020 Bonds, the 2012

Bonds, the 2017 Bonds and the 2019 Bonds when issued shall be not less than one hundred twenty five percent (125%) of the average annual principal and interest requirements of the then outstanding 2020 Bonds, 2012 Bonds, 2017 Bonds, the 2019 Bonds when issued and any hereafter issued bonds ranking on a parity with the 2020 Bonds, the 2012 Bonds, the 2017 Bonds and the 2019 Bonds when issued, including the proposed additional bonds to be issued ("Proposed Parity Bonds") for each respective year during the period commencing as of the issuance of the Proposed Parity Bonds and ending as the final maturity of the then outstanding revenue bonds; or, prior to the issuance of the additional Proposed Parity Bonds, the rates and charges shall be increased sufficiently so that said increased rates and charges applied to the previous fiscal year's operations would have produced Net Revenues for said year equal to not less than one hundred twenty five percent (125%) of the average annual principal and interest requirements for each respective year during the period commencing as of the issuance of the Proposed Parity Bonds and ending as the final maturity of the then outstanding revenue bonds. For purposes of this subsection, the records of the works shall be analyzed and all showings shall be prepared by a certified public accountant employed by the City for that purpose.

(d) The principal of the Proposed Parity Bonds shall be payable on May 1 and the interest shall be payable on May 1 and November 1 during the periods such principal and interest are payable.

(e) If the 2020 Bonds are sold to the Indiana Finance Authority as part of its SRF Program, (i) the City obtains the consent of the Indiana Finance Authority, and (ii) the City has faithfully performed and is in compliance with each of its obligations, agreements and covenants contained in the Financial Assistance Agreement and this Ordinance; and the City is in compliance with its waterworks permits, except for non-compliance for which purpose the Parity Bonds are issued, including refunding bonds issued prior to, but part of the overall plan to eliminate such non-compliance.

SECTION 21. **Further Covenants of the City**. For the purpose of further safeguarding the interests of the owners of the 2020 Bonds and any BANs, it is hereby specifically provided as follows:

(a) The City shall at all times maintain the works in good condition, and operate the same in an efficient manner and at a reasonable cost.

(b) So long as any of the 2020 Bonds or BANs are outstanding, the City shall maintain insurance on the insurable parts of the works, of a kind and in an amount such as would normally be carried by private entities engaged in a similar type of business. All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State of Indiana. Insurance proceeds shall be used in replacing or repairing the property destroyed or damaged, or if not used for that purpose, shall be treated and applied as Revenues of the Sinking Fund.

(c) So long as any of the 2020 Bonds and any BANs are outstanding, the City shall not mortgage, pledge or otherwise encumber the works, or any part thereof, and shall not sell, lease or otherwise dispose of any part of the same, and if the BANs or 2020 Bonds are sold to the Indiana Finance Authority, the City shall not do so without the prior written consent of the Indiana Finance Authority. The City shall not sell, lease or otherwise dispose of any part of the works, excepting only such machinery, equipment or other property as may be replaced, or shall no longer be necessary for use in connection with said utility, provided that if the 2020 Bonds or BANs are sold to the Indiana Finance Authority, the City shall not do so without the prior written consent of the Indiana Finance Authority.

(d) Except as otherwise specifically provided in Section 20 of this Ordinance, so long as any of the 2020 Bonds and any BANs are outstanding, no additional bonds or other obligations pledging any portion of the revenues of the works shall be issued by the City, except such as shall be made junior and subordinate in all respects to the 2020 Bonds, unless all of the 2020 Bonds are defeased, redeemed or retired coincidentally with the delivery of such additional bonds or other obligations.

(e) The provisions of this Ordinance shall constitute a contract by and between the City and the owners of the 2020 Bonds and any BANs, all the terms of which shall be enforceable by any such owner by any and all appropriate proceedings in law or in equity. After the issuance of the 2020 Bonds and any BANs and so long as any of the principal thereof or interest or premium, if any, thereon remains unpaid, except as expressly provided herein, this Ordinance shall not be repealed or amended in any respect which will adversely affect the rights of such owners, nor shall the Council or any other body of the City adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners. Except in the case of changes described in Section 22(a) through (f) hereof, this Ordinance may be amended, however, without the consent of bond owners, if the Council determines, in its sole discretion, that such amendment would not adversely affect the owners of the 2020 Bonds; provided, however, that if the BANs or 2020 Bonds are sold to the Indiana Finance Authority, the City shall obtain the prior written consent of the Indiana Finance Authority.

(f) The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the 2020 Bonds and any BANs for the uses and purposes herein set forth, and the owners of the 2020 Bonds and any BANs shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this Ordinance and the Act. The provisions of this Ordinance shall also be construed to create a trust in the Net Revenues herein directed to be set apart and paid into the Sinking Fund for the uses and purposes of that Fund as set forth in this Ordinance. The owners of the 2020 Bonds and any BANs shall have all the rights, remedies and privileges set forth in the Act, including the right to have a receiver appointed to administer the utility in the event the City shall fail or refuse to fix and collect sufficient rates and charges for those purposes, or shall fail or refuse to operate and maintain said utility and to apply properly the revenues

derived from the operation thereof, or if there be a default in the payment of the interest on or principal of the 2020 Bonds or any BANs.

(g) None of the provisions of this Ordinance shall be construed as requiring the expenditure of any funds of the City derived from any sources other than the proceeds of the 2020 Bonds and any BANs and the operation of the utility.

(h) If any 2020 Bonds are sold to the Indiana Finance Authority as part of its SRF Program, and, except as otherwise specifically provided in Section 20 hereof, the City shall not without the prior written consent of the Indiana Finance Authority (i) enter into any lease, contract or agreement or incur any other liabilities in connection with the works other than for normal operating expenditures or (ii) borrow any money (including without limitation any loan from other utilities operated by the City) in connection with the works.

(i) For purpose of this Section 21, the term "lease" shall include any lease, contract, or other instrument conferring a right upon the City to use property in exchange for a periodic payments made from the revenues of the works, whether the City desires to cause such to be, or by its terms (or its intended effects) is to be, (i) payable as rent, (ii) booked as an expense or an expenditure, or (iii) classified for accounting or other purposes as a capital lease, financing lease, operating lease, non-appropriation leases, installment purchase agreement or lease, or otherwise (including any combination thereof).

SECTION 22. **Amendments With Consent of Bondholders**. Subject to the terms and provisions contained in this section and Sections 21 and 23, the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the 2020 Bonds and any BANs and then outstanding shall have the right, from time to time, to consent to and approve the adoption by the Council of such ordinance or ordinances supplemental hereto, as shall be deemed necessary or desirable by the City for the purpose of amending in any particular any of the terms or provisions contained in this Ordinance, or in any supplemental ordinance; provided, however, that if the BANs or 2020 Bonds are sold to the Indiana Finance Authority pursuant to the SRF Program, the City shall obtain the prior written consent of the Indiana Finance Authority and provided, further, that nothing herein contained shall permit or be construed as permitting:

(a) An extension of the maturity of the principal of or interest or premium, if any, on, or any mandatory sinking fund redemption date for, or an advancement of the earliest redemption date on, any 2020 Bond or BAN, without the consent of the holder of each 2020 Bond or BAN so affected; or

(b) A reduction in the principal amount of any 2020 Bond or BAN or the redemption premium or the rate of interest thereon, or a change in the monetary medium in which such amounts are payable, without the consent of the holder of each 2020 Bond or BAN so affected; or

(c) The creation of a lien upon or a pledge of the Net Revenues ranking prior to the pledge thereof created by this Ordinance, without the consent of the holders of all 2020 Bonds then outstanding; or

(d) A preference or priority of any 2020 Bond or BAN over any other 2020 Bond or BAN, without the consent of the holders of all 2020 Bonds and any BANs then outstanding; or

(e) A reduction in the aggregate principal amount of the 2020 Bonds and any BANs required for consent to such supplemental ordinance, without the consent of the holders of all 2020 Bonds and any BANs then outstanding; or

(f) A reduction in the Reserve Requirement.

If the City shall desire to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the addresses appearing on the Registration Record. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the 2020 Bonds and any BANs. The Registrar shall not, however, be subject to any liability to any owners of the 2020 Bonds and any BANs by reason of its failure to mail such notice, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as herein provided.

Whenever at any time within one year after the date of the mailing of such notice, the City shall receive any instrument or instruments purporting to be executed by the owners of the 2020 Bonds and any BANs of not less than sixty-six and two-thirds per cent (66-2/3%) in aggregate principal amount of the 2020 Bonds and any BANs then outstanding, which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice, and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice as on file with the Registrar, thereupon, but not otherwise, the City may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the 2020 Bonds and any BANs, whether or not such owners shall have consented thereto.

No owner of any 2020 Bond or BAN shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Council from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to the provisions of this section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of the 2020 Bonds and any BANs then outstanding shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments.

Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and of the owners of the 2020 Bonds and any BANs, and the terms and provisions of the 2020 Bonds and any BANs and this Ordinance, or any supplemental ordinance, may be modified or amended in any respect with the consent of the City and the consent of the owners of all the 2020 Bonds and any BANs then outstanding.

SECTION 23. **Amendments Without Consent of Bondholders**. The Council may, from time to time and at any time, and without notice to or consent of the owners of the 2020 Bonds and any BANs, adopt such ordinances supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental ordinances shall thereafter form a part hereof):

(a) To cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental ordinance;

(b) To grant to or confer upon the owners of the 2020 Bonds and any BANs any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the 2020 Bonds and any BANs;

(c) To procure a rating on the 2020 Bonds and any BANs from a nationally recognized securities rating agency designated in such supplemental ordinance, if such supplemental ordinance will not adversely affect the owners of the 2020 Bonds and any BANs;

(d) To obtain or maintain bond insurance with respect to the 2020 Bonds;

(e) To provide for the refunding or advance refunding of the 2020 Bonds;

(f) To provide for the issuance of additional bonds or BANs as provided in Section 20 hereof; or

(g) To make any other change which, in the determination of the Council in its sole discretion, does not in any way adversely affect the rights of such owners of the 2020 Bonds and any BANs.

SECTION 24. **Tax Matters**. In order to preserve the exclusion of interest on the 2020 Bonds and any BANs from gross income for federal income tax purposes and as an inducement to purchasers of the 2020 Bonds and any BANs, the City represents, covenants and agrees that:

(a) No person or entity, other than the City or another state or local governmental unit, will use proceeds of the 2020 Bonds and any BANs or property financed by the 2020 Bond or BAN proceeds other than as a member of the general public. No person or entity other than the City or another state or local governmental unit will own property financed by 2020 Bond or BAN proceeds or will have actual or beneficial use of such property pursuant to a lease, a management or incentive payment contract, an arrangement such as take-or-pay or output contract, or any other type of arrangement that differentiates that person's or entity's use of such property from the use by the public at large.

(b) No portion of the principal of or interest on the 2020 Bonds and any BANs is (under the terms of the 2020 Bonds and any BANs, this Ordinance or any

underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for any private business use or payments in respect of any private business use or payments in respect of such property or to be derived from payments (whether or not to the City) in respect of such property or borrowed money used or to be used for a private business use.

(c) No 2020 Bond or BAN proceeds will be loaned to any entity or person other than a state or local governmental unit. No 2020 Bond or BAN proceeds will be transferred, directly or indirectly, or deemed transferred to a non-governmental person in any manner that would in substance constitute a loan of the 2020 Bond or BAN proceeds.

(d) The City will not take any action or fail to take any action with respect to the 2020 Bonds and any BANs that would result in the loss of the exclusion from gross income for federal income tax purposes of interest on the 2020 Bonds and any BANs pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder as applicable to the 2020 Bonds and any BANs, including, without limitation, the taking of such action as is necessary to rebate or cause to be rebated arbitrage profits on 2020 Bond or BAN proceeds or other monies treated as 2020 Bond or BAN proceeds to the federal government as provided in Section 148 of the Code, and will set aside such monies, which may be paid from investment income on funds and accounts notwithstanding anything else to the contrary herein, in trust for such purposes.

(e) The City will file an information report on Form 8038-G with the Internal Revenue Service as required by Section 149 of the Code.

(f) The City will not make any investment or do any other act or thing during the period that any 2020 Bond or BAN is outstanding hereunder which would cause any 2020 Bond or BAN to be an "arbitrage bond" within the meaning of Section 148 of the Code and the regulations thereunder as applicable to the 2020 Bonds and any BANs.

(g) It shall not be an event of default under this Ordinance if the interest on any 2020 Bonds or BANs is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the 2020 Bonds and any BANs, respectively. These covenants are based solely on current law in effect and in existence on the date of delivery of the 2020 Bonds and any BANs, respectively.

Notwithstanding any other provisions of this Ordinance, the foregoing covenants and authorizations (the "Tax Sections") which are designed to preserve the exclusion of interest on the 2020 Bonds and any BANs from gross income under federal law (the "Tax Exemption") need not be complied with to the extent the City receives an opinion of nationally recognized bond counsel that compliance with such Tax Section is unnecessary to preserve the Tax Exemption.

SECTION 25. **Additional Authority**. (a) The Executive or Fiscal Officer, and either of them, is hereby authorized and directed to do and perform all acts and execute in the name of the

City all such instruments, documents, papers or certificates which are necessary, desirable or appropriate to carry out the transactions contemplated by this Ordinance in such forms as the Executive or Fiscal Officer executing the same shall deem proper, to be conclusively evidenced by the execution thereof. Any provision of this Ordinance authorizing the Executive or Fiscal Officer to act shall mean either of them, individually rather than collectively, is so authorized and any action taken and agreement or undertaking executed in the name of the City by them in further of the same shall be deemed a proper use of such authority and will be conclusively evidenced by their execution of any agreement or undertaking, or by their taking of any such authorized action.

(b) In the event the Executive or Fiscal Officer with the advice of the municipal advisor to the City certifies to the City that it would be economically advantageous for the City to obtain a municipal bond insurance policy for any of the 2020 Bonds issued hereunder, the City hereby authorizes the purchase of such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous in the event the difference between the present value cost of (a) the total debt service on the 2020 Bonds if issued without municipal bond insurance and (b) the total debt service on the 2020 Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy. The City also authorizes the purchase of a debt service reserve surety bond based upon the advice of the City's municipal advisor for the 2020 Bonds or the 2008 Bonds, or both. If such an insurance policy or surety bond is purchased, the Executive or Fiscal Officer are hereby authorized to execute and deliver all agreements with the provider of the policy or surety bond, as the case may be, to the extent necessary to comply with the terms of such insurance policy, surety bond and the commitments to issue such policy or surety bond, as the case may be.

SECTION 26. **Non-Business Days**. If the date of making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the City or the jurisdiction in which the Registrar or Paying Agent is located are typically closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the nominal date provided in this Ordinance, and no interest shall accrue for the period after such nominal date.

SECTION 27. **No Conflict**. The Council hereby finds and determines that the adoption of this Ordinance and the issuance of the 2020 Bonds and any BANs is in compliance with the 2008 Bond Ordinance, the 2012 Bond Ordinance and the 2017 Bond Ordinance, and such ordinances shall remain in full force and effect. None of the provisions of this Ordinance shall be construed to adversely affect the rights of the owners of the 2008 Bonds, the 2012 Bonds or the 2017 Bonds.

SECTION 28. **2020 Refunding Bonds**. Upon issuance by the City of the 2020 Refunding Bonds, any reference to the "2012 Bond(s)" herein shall be replaced with "2020 Refunding Bond(s)" and any reference herein to the "2012 Bond Ordinance" shall be replaced with "2020 Bond Ordinance").

SECTION 29. **Severability**. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 30. **Headings**. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

SECTION 31. **Interpretation**. Unless the context or laws clearly require otherwise, references herein to statutes or other laws include the same as modified, supplemented or superseded from time to time. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

SECTION 32. **Estimates of Rates and Charges**. The rates and charges of the utility are set forth in Ordinance D-2268-16 (the "Rate Ordinance") adopted by the Council on January 4, 2016, which Rate Ordinance is incorporated herein by reference.

SECTION 33. **Effectiveness**. This Ordinance shall be in full force and effect from and after its passage and signing by the Executive.

PASSED by the Common Council of the City of Carmel, Indiana this ___ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL, INDIANA

_____
Laura D. Campbell, President

_____
Sue Finkam, Vice-President

_____
H. Bruce Kimball

_____
Kevin D. Rider

_____
Anthony Green

_____
Jeff Worrell

_____
Tim Hannon

_____
Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by: Bruce D. Donaldson
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 46204

DMS 18273379.2

SPONSOR: Councilors Campbell and Finkham

ORDINANCE D-2551-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, AUTHORIZING THE REFUNDING OF PRIOR WATERWORKS REVENUE BONDS OF THE CITY OF CARMEL, INDIANA, AUTHORIZING THE ISSUANCE OF THE CITY OF CARMEL, INDIANA JUNIOR WATERWORKS REVENUE BONDS OF 2012, TO PROVIDE FUNDS FOR THE PAYMENT OF COSTS THEREOF, AND ADDRESSING OTHER MATTERS CONNECTED THEREWITH

Synopsis:

Bond Ordinance permitting the issuance of water works refunding revenue bonds City to advance refund outstanding bonds of the City.

WHEREAS, the City of Carmel, Indiana (the "City") has heretofore established, constructed and financed a municipal waterworks and now owns and operates said waterworks pursuant to I.C. 8-.1.5, as amended, and other applicable laws (the “Act”); and

WHEREAS, Council of the City (the “Council”) hereby finds that certain hereinafter described outstanding bonds of the waterworks of the City should be refunded to obtain a reduction in interest payments and effect a savings to the City; that the refunding of those outstanding bonds, together with redemption premium and accrued interest thereon and including all costs related to the refunding cannot be provided for out of funds of the waterworks now on hand and the refunding should be accomplished by the issuance of revenue bonds of the waterworks; and

WHEREAS, the Council finds that there are now outstanding bonds of the City’s waterworks payable out of the revenues therefrom, designated “City of Carmel, Indiana Junior Waterworks Revenue Bonds of 2008,” dated September 22, 2008, and maturing annually over a period ending May 1, 2034 (the “2008 Bonds”), which were authorized and issued pursuant to Ordinance No. D-1-1887-08 as Amended, adopted by the Council on July 7, 2008, and as further amended by Ordinance No. D-2305-16, adopted by the Council on August 1, 2016 (the “2008 Ordinance”); and

WHEREAS, the 2008 Bonds constitute a first lien charge upon the Net Revenues; and

WHEREAS, the 2008 Ordinance provides that the City may authorize and issue additional bonds payable out of the Net Revenues ranking on a junior and subordinate basis to the 2008 Bonds for the purpose of financing the cost of future additions, extensions and improvements to the works, or to refund obligations; and

WHEREAS, the Common Council finds that there are now outstanding bonds of the City’s waterworks and payable out of the revenues therefrom designated “Junior Waterworks Revenue Bonds of 2012,” dated February 9, 2012, originally issued in the amount of $21,625,000 (the “2012 Bonds”), now outstanding in the aggregate principal amount of $15,580,000, authorized by Ordinance No. D-2070-11 adopted by the Common Council of the Issuer on December 19, 2011,

as amended by Ordinance No. D-2080-12, adopted by the Common Council of the Issuer on January 23, 2012 (collectively, the "2012 Ordinance"); and

WHEREAS, the 2012 Bonds may be redeemed, at the option of the City, in whole or in part, on May 1, 2022, or any date thereafter, at a redemption price of 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption; and

WHEREAS, the Common Council finds that there are now outstanding bonds of the City's waterworks payable out of the revenues therefrom designated "Junior Waterworks Refunding Revenue Bonds of 2017," dated August 30, 2017, originally issued in the amount of $13,000,000 (the "2017 Bonds"), authorized by Ordinance No. D-2364-17 adopted by the Common Council of the Issuer on May 15, 2017 (the "2017 Ordinance"); and

WHEREAS, the Council finds that there are now outstanding bond anticipation notes designated the "Waterworks Revenue Bond Anticipation Notes, Series 2019" in the aggregate principal amount of $17,745,000, payable from the issuance of bonds payable out of the revenues of the waterworks authorized in the maximum principal amount $18,000,000 (the "2019 Bonds"), both authorized by Ordinance No. D-2486-19 (the "2019 Ordinance"); and

WHEREAS, the City is also now considering for approval by separate ordinance the issuance of bonds payable out of the revenues generated from the waterworks of the City designated "Junior Waterworks Revenue Bonds of 2020" in an aggregate principal amount of $6,000,000 (the "2020 Bonds") pursuant to Ordinance No. D-2550-20 (the "2020 Ordinance"); and

WHEREAS, the 2017 Ordinance, the 2019 Ordinance and the 2020 Ordinance allow for the issuance of additional bonds payable from the revenues of the waterworks ranking on a parity with the 2017 Bonds, the 2019 Bonds when issued and the 2020 Bonds, junior and subordinate to the 2008 Bonds; and

WHEREAS, the Council finds that it may be beneficial to refund the outstanding 2012 Bonds (the "Refunded Bonds") pursuant the provisions of IC 5-1-5 to enable the City to obtain an reduction in interest payments and effect a savings to the City and hereby authorizes the same by issuance of the refunding revenue bonds in an amount not to exceed Nineteen Million Six Hundred Thirty-Five Thousand Dollars ($19,635,000), which bonds shall be junior and subordinate to the 2008 Bonds and on parity with the 2017 Bonds, the 2019 Bonds when issued, and the 2020 Bonds; and

WHEREAS, the conditions precedent to the issuance of additional revenue bonds set forth in the 2008 Ordinance, the 2017 Ordinance, the 2019 Ordinance and the 2020 Ordinance, as described above, will be satisfied under this Ordinance for the issuance of such additional revenue bonds on a junior and subordinate basis to the 2008 Bonds and on parity with the 2017 Bonds, the 2019 Bonds when issued, and the 2020 Bonds; and

WHEREAS, the Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of revenue bonds have been complied with in accordance with the applicable provisions of the Act; and

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, as follows:

SECTION 1. **Issuance of Refunding Bonds**. The City, being the owner of and engaged in operating the waterworks system of the City now finds it necessary to provide funds for refunding the Refunded Bonds thereby reducing its interest payments and effecting a savings, as will be reported after the sale of the bonds issued hereunder by the City's municipal advisor, Baker Tilly Municipal Advisors, LLC (the "Municipal Advisor"). The terms "works," "utility" and "system" and other like terms where used in this Ordinance shall be construed to mean and include all structures and property of the City's waterworks utility.

SECTION 2. **Authorization of Obligations**.

(a) The City shall issue its "City of Carmel, Indiana Junior Waterworks Refunding Revenue Bonds of 20__" (with the year of issuance included along with any series designation) (the "Refunding Bonds"), in one or more series, in an original principal amount not to exceed Nineteen Million Six Hundred Thirty-Five Thousand Dollars ($19,635,000) as negotiable, fully registered bonds, for the purpose of procuring funds to be applied to the costs of refunding the Refunded Bonds, including without limitation all incidental expenses incurred in connection therewith, the funding of a reserve account and the costs of selling and issuing the Refunding Bonds. The Refunding Bonds shall rank junior and subordinate to the 2008 Bonds for all purposes and on parity with the 2017 Bonds, the 2019 Bonds when issued and the 2020 Bonds.

(b) The Refunding Bonds shall be issued in denominations of Five Thousand Dollars ($5,000) or any integral multiple thereof (or such higher denominations as may be determined by the Mayor of the City (the "Executive") at the time of the sale of the Refunding Bonds with the advice of the City's Municipal Advisor), numbered consecutively from 1 upward, and dated as of the first day of the month in which they are sold or the date of delivery, as evidenced by the execution thereof. The Refunding Bonds shall bear interest at a rate or rates not exceeding five percent (5.00%) per annum (the exact rate or rates to be determined by bidding or, if applicable, negotiations), and interest shall be payable semiannually on May 1 and November 1 in each year, beginning on the first May 1 or November 1 following the date of issuance of the Refunding Bonds, provided such date of issuance is not after the 15th day of the month preceding such May 1 or November 1. Interest on the Refunding Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months. The Refunding Bonds shall mature annually on May 1 of each year thereafter over a period ending not later than May 1, 2036, as finally estimated, determined and fixed by the Executive or the fiscal officer of the City (the "Fiscal Officer") with the advice of the City's municipal advisor, as evidenced by delivery of the executed initial issue of the Refunding Bonds to the Registrar for authentication.

(c) All or a portion of the Refunding Bonds may be aggregated into and issued as one or more term bonds. The term bonds will be subject to mandatory sinking fund redemption with sinking fund payments and final maturities corresponding to the serial maturities described above. Sinking fund payments shall be applied to retire a portion of the term bonds as though it were a redemption of serial bonds, and, if more than one term bond of any maturity is outstanding, redemption of such maturity shall be made by lot. Sinking fund redemption payments shall be made in a principal amount equal to such serial maturities, plus accrued interest to the redemption date, but without premium or penalty. For all purposes of this Ordinance, such mandatory sinking

fund redemption payments shall be deemed to be required payments of principal which mature on the date of such sinking fund payments. Appropriate changes shall be made in the definitive form of the Refunding Bonds, relative to the form of the Refunding Bonds contained in this Ordinance, to reflect any mandatory sinking fund redemption and optional redemption terms.

SECTION 3. **Pledge of Net Revenues; Payment of Principal and Interest**. The Refunding Bonds, and any hereafter issued bonds ranking on a parity therewith, as to principal, premium, if any, and interest, shall be payable solely from and are hereby secured by an irrevocable pledge of and shall constitute a charge upon all the net revenues (defined as gross revenues of the works after deduction only for the payment of the reasonable expenses of operation, repair and maintenance) of the works (the "Net Revenues"), junior and subordinate to the 2008 Bonds for all purposes and on parity with the 2017 Bonds, the 2019 Bonds when issued and the 2020 Bonds. The City shall not be obligated to pay the Refunding Bonds except from the Net Revenues, and the Refunding Bonds shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State of Indiana.

All payments of interest on the Refunding Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof as of the fifteenth (15th) day of the month preceding the interest payment date (the "Record Date") at the addresses as they appear on the registration and transfer books of the City kept for that purpose by the Registrar (the "Registration Record") or at such other address as is provided to the Paying Agent in writing by such registered owner. Each registered owner of $1,000,000 or more in principal amount of the Refunding Bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All principal payments and premium payments, if any, on the Refunding Bonds shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a registered owner of $1,000,000 or more in principal amount of the Refunding Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date.

Interest on Refunding Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such Refunding Bonds are authenticated after the Record Date for an interest payment date and on or before such interest payment date in which case they shall bear interest from such interest payment date, or unless authenticated on or before the Record Date for the first interest payment date, in which case they shall bear interest from the original date, until the principal shall be fully paid.

SECTION 4. **Transfer and Exchange of Refunding Bonds**. Each Refunding Bond shall be transferable or exchangeable only upon the Registration Record, by the registered owner thereof in writing, or by the registered owner's attorney duly authorized in writing, upon surrender of such Refunding Bond, together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or such attorney, and thereupon a new fully registered Refunding Bond or Refunding Bonds in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the names of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The costs of such transfer or exchange shall be borne by the City except for any tax or governmental charge required to be paid with respect to the transfer or exchange, which taxes or governmental charges are payable by the

person requesting such transfer or exchange. The City, the Registrar and the Paying Agent may treat and consider the persons in whose names such Refunding Bonds are registered as the absolute owners thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest and premium, if any, due thereon.

In the event any Refunding Bond is mutilated, lost, stolen or destroyed, the City may execute and the Registrar may authenticate a new bond of like date, maturity and denomination as that mutilated, lost, stolen or destroyed, which new bond shall be marked in a manner to distinguish it from the Refunding Bond for which it was issued, provided that, in the case of any mutilated Refunding Bond, such mutilated bond shall first be surrendered to the Registrar, and in the case of any lost, stolen or destroyed bond there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the Fiscal Officer and the Registrar, together with indemnity satisfactory to them. In the event any such Refunding Bond shall have matured, instead of issuing a duplicate bond, the City and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The City and the Registrar may charge the owner of such Refunding Bond with their reasonable fees and expenses in this connection. Any Refunding Bond issued pursuant to this paragraph shall be deemed an original, substitute contractual obligation of the City, whether or not the lost, stolen or destroyed Refunding Bond shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other Refunding Bond issued hereunder.

SECTION 5. **Registrar and Paving Agent**. The Fiscal Officer is hereby authorized to serve as, or to appoint a qualified financial institution to serve as, Registrar and Paying Agent for the Refunding Bonds (together with any successor, the "Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the Refunding Bonds, and shall keep and maintain the Registration Record at its office. The Fiscal Officer is hereby authorized to enter into such agreements or understandings with any such institution as will enable the institution to perform the services required of a Registrar and Paying Agent. The Fiscal Officer is further authorized to pay such fees and the institution may charge for the services it provides as Registrar and Paying Agent and such fees may be paid from the Sinking Fund established to pay the principal of and interest on the Refunding Bonds as fiscal agency charges.

The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent by giving thirty (30) days' written notice to the City and by first-class mail to each registered owner of the Refunding Bonds then outstanding, and such resignation will take effect at the end of such thirty (30) days' or upon the earlier appointment of a successor Registrar and Paying Agent by the City. Such notice to the City may be served personally or sent by first-class or registered mail. The Registrar and Paying Agent may be removed at any time as Registrar and Paying Agent by the City, in which event the City may appoint a successor Registrar and Paying Agent. The City shall notify each registered owner of the Refunding Bonds then outstanding of the removal of the Registrar and Paying Agent. Notices to the registered owners of the Refunding Bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the Registration Record. Any predecessor Registrar and Paying Agent shall deliver all the Refunding Bonds, cash and investments related thereto in its possession and the Registration Record to the successor Registrar and Paying Agent.

SECTION 6. **Terms of Redemption**. The Refunding Bonds may be made redeemable at the option of the City on thirty (30) days' notice, in whole or in part, in any order of maturities

selected by the City and by lot within a maturity, on dates and with premiums, if any, and other terms as finally determined by the Executive or the Fiscal Officer with the advice of the City's municipal advisor, as evidenced by delivery of the executed initial issue of the Refunding Bonds to the Registrar for authentication.

Official notice of such redemption shall be mailed by the Registrar and Paying Agent by certified or registered mail at least thirty (30) days prior to the date fixed for redemption except to the extent such redemption notice is waived by owners of the Refunding Bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any Refunding Bond shall not affect the validity of any proceedings for the redemption of any other Refunding Bonds. Such notice shall be mailed to the address of the registered owner as shown on the Registration Record as of the date which is forty-five (45) days prior to such redemption date for such Refunding Bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers of the Refunding Bonds called for redemption. The place of redemption may be determined by the City. Interest on the Refunding 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, and thereafter, such Refunding Bonds shall no longer be protected by this Ordinance and shall not be deemed to be outstanding hereunder, and the holders thereof shall have the right only to receive the redemption price.

All Refunding Bonds which have been redeemed shall be canceled and shall not be reissued; provided, however, that one or more new registered bonds shall be issued for the unredeemed portion of any Refunding Bond without charge to the holder thereof.

No later than the date fixed for redemption, funds shall be deposited with the Paying Agent or another paying agent to pay, and such agent is hereby authorized and directed to apply such funds to the payment of, the Refunding Bonds or portions thereof called for redemption, including accrued interest thereon to the redemption date. No payment shall be made upon any Refunding Bond or portion thereof called for redemption until such Refunding Bond shall have been delivered for payment or cancellation or the Registrar shall have received the items required by this Ordinance with respect to any mutilated, lost, stolen or destroyed bond.

SECTION 7. **Execution and Negotiability**. The Refunding Bonds shall be signed in the name of the City by the manual or facsimile signature of the Executive, and attested by the manual or facsimile signature of the Fiscal Officer, who also shall affix the seal of the City manually or shall have the seal imprinted or impressed thereon by facsimile or other means. In case any officer whose signature or facsimile signature appears thereon shall cease to be such officer before the delivery of the Refunding Bonds, such signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until such delivery.

The Refunding Bonds shall also be authenticated by the manual signature of the Registrar, and no Refunding Bond shall be valid or become obligatory for any purpose until the certificate of authentication thereon has been so executed.

The Refunding Bonds shall have all of the qualities and incidents of negotiable instruments under the laws of the State of Indiana, subject to the provisions for registration herein.

SECTION 8. **Authorization for Book-Entry System**. The Refunding Bonds may, in compliance with all applicable laws, initially be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the City from time to time (the "Clearing Agency"), without physical distribution of bonds to the purchasers. The following provisions of this Section apply in such event.

One definitive Refunding Bond of each maturity shall be delivered to the Clearing Agency (or its agent) and held in its custody. The City and Registrar may, in connection herewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the Refunding Bonds as are necessary or appropriate to accomplish or recognize such book-entry form Refunding Bonds.

During any time that the Refunding Bonds are held in book-entry form on the books of a Clearing Agency, (1) any such Refunding Bond may be registered upon the Registration Record in the name of such Clearing Agency, or any nominee thereof, including Cede & Co.; (2) the Clearing Agency in whose name such Refunding Bond is so registered shall be, and the City and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such Refunding Bond for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest and premium, if any, on such Refunding Bond, the receiving of notice and the giving of consent; (3) neither the City nor the Registrar or Paying Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any Refunding Bond, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any Refunding Bond or any responsibility or obligation hereunder with respect to the receiving of payment of principal of or interest or premium, if any, on any Refunding Bond, the receiving of notice or the giving of consent; and (4) the Clearing Agency is not required to present any Refunding Bond called for partial redemption, if any, prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

If either the City receives notice from the Clearing Agency which is currently the registered owner of the Refunding Bonds to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the Refunding Bonds, or the City elects to discontinue its use of such Clearing Agency as a Clearing Agency for the Refunding Bonds, then the City and the Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the Refunding Bonds, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the Refunding Bonds and to transfer the ownership of each of the Refunding Bonds to such person or persons, including any other Clearing Agency, as the holder of the Refunding Bonds may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the Refunding Bonds, shall be paid by the City.

During any time that the Refunding Bonds are held in book-entry form on the books of a Clearing Agency, the Registrar shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with

respect to the identity of any beneficial owner of the Refunding Bonds as of a record date selected by the Registrar. For purposes of determining whether the consent, advice, direction or demand of a registered owner of a Refunding Bond has been obtained, the Registrar shall be entitled to treat the beneficial owners of the Refunding Bonds as the bondholders and any consent, request, direction, approval, objection or other instrument of such beneficial owner may be obtained in the fashion described in this Ordinance.

During any time that the Refunding Bonds are held in book-entry form on the books of a Clearing Agency, the Executive, the Fiscal Officer and/or the Registrar are authorized to execute and deliver a Letter of Representations agreement with the Clearing Agency, or a Blanket Issuer Letter of Representations, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth therein. The Registrar, by accepting the duties of Registrar under this Ordinance, agrees that it will (i) undertake the duties of agent required thereby and that those duties to be undertaken by either the agent or the City shall be the responsibility of the Registrar, and (ii) comply with all requirements of the Clearing Agency, including without limitation same day funds settlement payment procedures. Further, during any time that the Refunding Bonds are held in book-entry form, the provisions of Section 8 of this Ordinance shall control over conflicting provisions in any other section of this Ordinance.

SECTION 9. **Form of the Refunding Bonds**. The form and tenor of the Refunding Bonds shall be substantially as follows (with such additions, deletions and modification as the Executive or Fiscal Officer may authorize, as conclusively evidenced by their signatures thereon), with all blanks to be filled in properly prior to delivery thereof:

R-___

UNITED STATES OF AMERICA

STATE OF INDIANA COUNTY OF HAMILTON

CITY OF CARMEL, INDIANA

JUNIOR WATERWORKS REFUNDING REVENUE BOND OF 2020

Interest Rate	Maturity Date	Original Date	Authentication Date	CUSIP

REGISTERED OWNER:

PRINCIPAL SUM:

The City of Carmel, in Hamilton, County, State of Indiana (the "City"), for value received, hereby promises to pay to the Registered Owner set forth above or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereafter provided), and to pay interest hereon until the Principal Sum shall be fully paid at the Interest Rate per annum set forth above from 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 the interest payment date (the "Record Date") and on or before such interest payment date in which case it shall bear interest from such interest payment date, or unless this bond is authenticated on or before _____ 15, 20__, in which case it shall bear interest from the Original Date, which interest is payable semiannually on May 1 and November 1 of each year, beginning on _____ 1, 202_. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of and premium, if any, on this bond are payable at the principal office of the [Controller] of the City of Carmel [_____] (the "Registrar" or "Paying Agent"), in Carmel, Indiana. All payments of interest on this bond shall be paid by check mailed one business day prior to the interest payment date to the Registered Owner as of the Record Date at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the Registered Owner. Each Registered Owner of $1,000,000 or more in principal amount of bonds shall be entitled to receive interest payments by wire transfer by providing written wire instructions to the Paying Agent before the Record Date for any payment. All payments of principal of, and premium, if any, on this bond shall be made upon surrender thereof at the principal office of the Paying Agent, in any U.S. coin or currency which on the date of such payment shall be legal tender for the payment of public and private debts, or in the case of a Registered Owner of $1,000,000 or more in principal amount of the Refunding Bonds, by wire transfer on the due date upon written direction of such owner provided at least fifteen (15) days prior to the maturity date or redemption date.

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 one of an authorized series of bonds of the City of Carmel, of Hamilton County, Indiana, of like date, tenor and effect except as to denomination, numbering, rates of interest, redemption terms and dates of maturity, aggregating _____ Dollars ($_____), numbered consecutively from 1 upward (the "Bonds"), issued for the purpose of providing funds to be applied for construction and acquisition of certain improvements to the waterworks (the "Project"), to fund a debt service reserve account, and to pay incidental expenses and costs of issuance of the Bonds. This bond is issued pursuant to an ordinance adopted by the Common Council of said City on the ____ day of _____, 2020, entitled "An Ordinance of the Common Council of the City of Carmel, Indiana, Authorizing the Refunding of Prior Waterworks Revenue Bonds of the City of Carmel, Indiana, Authorizing the Issuance of the City of Carmel, Indiana Junior Waterworks Revenue Bonds of 2012, to Provide Funds for the Payment of Costs Thereof, and Addressing Other Matters Connected Therewith" (the "Ordinance"), and in accordance with the provisions of Indiana law, including without limitation Indiana Code 8-1.5, and other applicable laws, as amended (the "Act"), all as more particularly described in the Ordinance. The owner of this bond, by the acceptance hereof, agrees to all the terms and provisions contained in the Ordinance and the Act.

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 and any prior or hereafter issued bonds ranking on a parity therewith are payable solely from the Sinking Fund (the "Sinking Fund") maintained under the Ordinance to be provided from the Net Revenues (defined as the gross revenues of the works remaining after the payment of the reasonable expenses of operation, repair and maintenance) of the works, including all additions and improvements thereto and replacements thereof subsequently constructed or acquired, on a basis that is junior and subordinate to the 2008 Bonds (as hereinafter defined) for all purposes.

The City irrevocably pledges the entire Net Revenues of the works to the prompt payment of the principal of and interest on the Bonds on parity with the pledge thereof to the City's outstanding Junior Waterworks Refunding Revenue Bonds of 2017 (the "2017 Bonds"), the Junior Waterworks Revenue Bonds issued to redeem the City's Waterworks Revenue Bond Anticipation Notes, Series 2019 (the "2019 Bonds") when issued, and the Junior Waterworks Revenue Bonds of 2020 (the "2020 Bonds") and any hereafter issued bonds ranking on a parity therewith, subject to the prior payment of the principal of and interest on the City of Carmel, Indiana Waterworks Revenue Bonds of 2008 (the "2008 Bonds"), to which the Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith are junior and subordinate for all purposes, and covenants that it will establish proper 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, repair and maintenance of the 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 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.

The City covenants that for so long as the Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith, or the 2008 Bonds, remain outstanding it will set aside and pay into the Sinking Fund a sufficient amount of the Net Revenues for the payment of (a) the principal of and interest on all bonds which by their terms are payable from the Net Revenues, as such principal and interest shall fall due, (b) the necessary fiscal agency charges for paying bonds and (c) an additional amount as a margin of safety to accumulate and maintain the reserve required by the Ordinance. Such required payments of the Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith, shall constitute a second charge upon all the Net Revenues subject to the prior and first charge in respect of such required payments of the 2008 Bonds. Reference is made to the Ordinance for a more complete statement of the revenues from which and conditions under which this bond is payable, a statement of the conditions on which obligations may hereafter be issued on parity with this bond, the manner in which the Ordinance may be amended and the general covenants and provisions pursuant to which this bond has been issued.

The bonds of this issue maturing on and after May 1, 20__ are redeemable at the option of the City on _____, 20__ or any date thereafter, on thirty (30) days' notice, in whole or in part, in any order of maturities selected by the City and by lot within a maturity, at 100% of face value, and without premium, plus accrued interest to the date fixed for redemption. Each minimum authorized denomination in principal amount shall be considered a separate bond for purposes of partial redemption.

[The bonds maturing on May 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 May 1 in the years and in the amounts set forth below:

Year	Amount
*	

* Final Maturity]

Notice of such redemption shall be mailed by certified or registered mail not less than thirty (30) days prior to the date fixed for redemption to the address of the registered owner of each bond to be redeemed as shown on the registration record of the City except to the extent such redemption notice is waived by owners of the bond or bonds redeemed, provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any bond shall not affect the validity of any proceedings for the redemption of any other bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers 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, and thereafter, such bonds shall no longer be protected by the Ordinance and shall not be deemed to be outstanding thereunder.

This bond is subject to defeasance prior to payment or redemption as provided in the Ordinance.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the City may deposit in trust with the Paying Agent or another paying agent, 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 for payment and the City shall have no further obligation or liability in respect thereto.

This bond is transferable or exchangeable only upon the registration record kept for that purpose at the office of the Registrar by the Registered Owner 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 such attorney, and thereupon a new fully registered bond or bonds in the same aggregate principal amount, and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. This bond may be transferred or exchanged without cost to the Registered Owner except for any tax or governmental charge required to be paid with respect to the transfer or

exchange. 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 and premium, if any, due hereon.

The bonds maturing on any maturity date are issuable only in the denomination of $5,000 or any integral multiple thereof.

[A Continuing Disclosure Contract from the City to each registered owner or holder of any bond, dated as of the date of initial issuance of the Bonds (the "Contract"), has been executed by the City, a copy of which is available from the City and the terms of which are incorporated herein by this reference. The Contract contains certain promises of the City to each registered owner or holder of any bond, including a promise to provide certain continuing disclosure. By its payment for and acceptance of this bond, the registered owner or holder of this bond assents to the Contract and to the exchange of such payment and acceptance for such promises.]

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 Carmel, in Hamilton County, Indiana, has caused this bond to be executed in its corporate name by the manual or facsimile signature of its Mayor, its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by its Controller.

CITY OF CARMEL, INDIANA

By: _____
Mayor

(SEAL)

ATTEST:

_____
Controller

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this bond is one of the bonds described in the within-mentioned Ordinance duly authenticated by the Registrar.

_____
as Registrar

By: _____
Authorized Representative

The following abbreviations, when used in the inscription of the face of this bond, shall be construed as through they were written out in full according to applicable laws or regulations:

TEN. COM. as tenants in common

TEN. ENT.	as tenants by the entireties
JT. TEN.	as joint tenants with right of survivorship and not as tenants in common
UNIF. TRAN. MIN. ACT	_____ Custodian _____ (Cust.) (Minor) under Uniform Transfer to Minors Act of _____ (State)

Additional abbreviations may also be used although not in the above list.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto (Please Print or Typewrite Name and Address and Social Security or Other Identifying Number) $_____ principal amount (must be a multiple of $5,000) of the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney to transfer the within bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____

_____

NOTICE: The Signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

_____

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

[End of form of bonds]

SECTION 10. <u>Authorization for Preparation and Sale of Bonds</u>.

(a) The Refunding Bonds shall be sold in a competitive sale or by negotiation with a purchaser(s) selected by the Executive and Fiscal Officer on the advice of the City's municipal advisor, or pursuant to I.C. 5-1.4 or I.C. 5-1.5 as determined by the Executive or Fiscal Officer. If sold in a competitive sale, the Fiscal Officer shall cause to be published either (i) a notice of sale once each week for two consecutive weeks in accordance with I.C. §5-3-1-2, in which case the date fixed for the sale shall not be earlier than fifteen (15) days after the first of such publications and not earlier than three (3) days after the second of such publications, or (ii) a notice of intent to sell bonds once each week for two weeks in accordance with I.C. §5-1-11-2 and I.C. §5-3-1-4 and in a newspaper of general circulation published in the State capital, in which case bids may not be

received more than ninety (90) days after the first of such publications. Said sale notice shall state the time and place of sale, the purpose for which the Refunding Bonds are being issued, the total amount thereof, the amount and date of each maturity, the maximum rate or rates of interest thereon, their denominations, the time and place of payment, the terms and conditions upon which bids will be received and the sale made and such other information as is required by law or as the Fiscal Officer shall deem necessary.

If sold by a competitive sale, bids for the Refunding Bonds shall be sealed and shall be presented to the Fiscal Officer in accord with the terms set forth in the sale notice. Bidders for the Refunding Bonds shall be required to name the rate or rates of interest which the Refunding Bonds are to bear, which shall be the same for all Refunding Bonds maturing on the same date and the interest rate bid on any maturity of the Refunding Bonds must be no less than the interest rate bid on any and all prior maturities, not exceeding five percent (5.00%) per annum, and such interest rate or rates shall be in multiples of one hundredth of one percent. The Fiscal Officer shall award the Refunding Bonds to the bidder who offers the lowest interest cost, to be determined by computing the total interest on all the Refunding Bonds to their maturities and deducting therefrom the premium bid, if any, or adding thereto the amount of the discount, if any. No bid for less than ninety-nine percent (99.00%) of the par value of the Refunding Bonds, plus accrued interest, shall be considered. The Fiscal Officer may require that all bids be accompanied by certified or cashier's checks payable to the order of the City, or a surety bond, in an amount not to exceed one percent of the aggregate principal amount of the Refunding Bonds as a guaranty of the performance of said bid, should it be accepted. In the event no satisfactory bids are received on the day named in the sale notice, the sale may be continued from day to day thereafter for a period of thirty (30) days without readvertisement; provided, however, that if said sale is continued, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed for sale in the bond sale notice. The Fiscal Officer shall have full right to reject any and all bids.

If the Refunding Bonds are sold by negotiated sale, the Executive is authorized to negotiate and execute a bond purchase agreement with one or more selected purchaser(s) on terms recommended by the City's municipal advisor, consistent with the parameters set forth in this Ordinance.

The Fiscal Officer is hereby authorized to appoint a financial institution to serve as escrow trustee (the "Escrow Trustee") for the Refunded Bonds in accordance with the terms of an Escrow Agreement between the City and the Escrow Trustee (the "Escrow Agreement"). The Executive and the Fiscal Officer are hereby authorized and directed to complete, execute and attest the same on behalf of the City so long as its provisions are consistent with this Ordinance and the purchase contract.

The execution, by either the Executive, Fiscal Officer, or the purchaser, of a subscription for investments of proceeds of the Refunding Bonds to be held under the Escrow Agreement in a manner consistent with this Ordinance is hereby approved.

After the Refunding Bonds have been properly sold and executed, the Fiscal Officer shall receive from the purchasers payment for the Refunding Bonds and shall provide for delivery of the Refunding Bonds to the purchasers.

(b) The Refunding Bonds, when fully paid for and delivered to the purchaser shall be the binding special revenue obligations of the City, payable out of the Net Revenues. The proper officers of the City are hereby directed to sell the Refunding Bonds to the purchaser, to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this Ordinance.

(c) If necessary, the Executive and the Fiscal Officer each are hereby authorized to deem final an official statement with respect to the Refunding Bonds, as of its date, in accordance with the provisions of Rule 15c2-12 of the U.S. Securities and Exchange Commission, as amended (the "SEC Rule"), subject to completion as permitted by the SEC Rule, and the City further authorizes the distribution of the deemed final official statement, and the execution, delivery and distribution of such document as further modified and amended with the approval of the Executive or the Fiscal Officer in the form of a final official statement.

(d) In order to assist any underwriter of the Refunding Bonds in complying with paragraph (b)(5) of the SEC Rule by undertaking to make available appropriate disclosure about the City and the Refunding Bonds to participants in the municipal securities market, the City hereby covenants, agrees and undertakes, in accordance with the SEC Rule, unless excluded from the applicability of the SEC Rule or otherwise exempted from the provisions of paragraph (b)(5) of the SEC Rule, that it will comply with and carry out all of the provisions of the continuing disclosure contract. "Continuing disclosure contract" shall mean that certain continuing disclosure contract executed by the City and dated the date of issuance of the Refunding Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. The execution and delivery by the City of the continuing disclosure contract, and the performance by the City of its obligations thereunder by or through any employee or agent of the City, are hereby approved, and the City shall comply with and carry out the terms thereof.

(e) The Fiscal Officer is hereby authorized and directed to obtain a legal opinion as to the validity of the Refunding Bonds from Barnes & Thornburg LLP, and to furnish such opinion to the purchasers of the Refunding Bonds or to cause a copy of said legal opinion to be printed on each Refunding Bond. The cost of such opinion shall be paid out of the proceeds of the Refunding Bonds.

(f) In connection with the sale of the Refunding Bonds, the Executive and the Fiscal Officer each are authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable to obtain a rating and/or to obtain bond insurance for the Refunding Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

(g) In connection with the sale of the Refunding Bonds, the Executive and the Fiscal Officer each are authorized to take such actions and to execute and deliver such agreements and instruments as they deem advisable, including but not limited to a continuing disclosure agreement, a bond purchase agreement and any offering document for the Refunding Bonds, and the taking of such actions and the execution and delivery of such agreements and instruments are hereby approved.

(h) Notwithstanding anything in this Ordinance and in lieu of a public sale of the Refunding Bonds pursuant to this Section, the Refunding Bonds may, in the discretion of the

Executive, based upon the advice of the City's municipal advisor, be sold to the Indiana Bond Bank or the City Bond Bank. In the event of such determination, Bonds shall be sold in such denomination or denominations as the purchaser may request, and pursuant to a qualified entity purchase agreement (the "Purchase Agreement") between the City and either the Indiana Bond Bank or the City Bond Bank, hereby authorized to be entered into and executed by the Executive on behalf of the City, subsequent to the date of the adoption of this Ordinance. Such Purchase Agreement may set forth the definitive terms and conditions for such sale, but all of such terms and conditions must be consistent with the terms and conditions of this Ordinance, including without limitation, the interest rate or rates on the Refunding Bonds which shall not exceed the maximum rate of interest for the Refunding Bonds authorized pursuant to this Ordinance. Bonds sold to the Indiana Bond Bank or the City Bond Bank shall be accompanied by all documentation required by the purchaser pursuant to the provisions of Indiana Code 5-1.4 or Indiana Code 5-1.5, as applicable, and the Purchase Agreement, including, without limitation, an approving opinion of nationally recognized bond counsel, certification and guarantee of signatures and certification as to no litigation pending, as of the date of delivery of the Refunding Bonds, challenging the validity or issuance of the Refunding Bonds. In the event the Executive determines to sell the Refunding Bonds to the Indiana Bond Bank or the City Bond Bank, the entry by the City into the Purchase Agreement, and the execution and delivery of the Purchase Agreement on behalf of the City by the Executive in accordance with this Ordinance are hereby authorized, approved and ratified.

(i) Notwithstanding anything in this Ordinance to the contrary, upon the advice of the City’s municipal advisor, the Refunding Bonds may be sold in conjunction with the 2020 Refunding Bonds pursuant to a single sale process in accordance with any of the procedures described above. A single bond sale notice and/or single purchase agreement, and a single official statement and continuing disclosure contract may be prepared covering both the Refunding Bonds and the 2020 Refunding Bonds upon such occurrence

SECTION 11. <u>Use of Proceeds</u>.

(a) Any accrued interest received at the time of delivery of the Refunding Bonds (and, if deemed by the Executive or the Fiscal Officer to be in excess of needs for the refunding, any premium), shall be deposited in the Junior Principal and Interest Account of the Sinking Fund (as hereafter defined) and applied to payments on the Refunding Bonds on the first interest payment date.

(b) Concurrently with the delivery of the Refunding Bonds, the Fiscal Officer may acquire, with the proceeds of the Refunding Bonds and cash on hand, investments as permitted under the Junior Ordinances (the “Obligations”) to be used, together with certain cash from the proceeds of the Refunding Bonds and cash on hand, if any, as set forth in the Escrow Agreement, to refund and legally defease the Refunded Bonds all as set forth in the Escrow Agreement. In order to refund the Refunded Bonds, the Fiscal Officer shall deposit the Obligations and certain cash, if any, with the Escrow Trustee under the Escrow Agreement in an amount sufficient to provide moneys for the payment of the principal of and interest and redemption premium, if any, on the Refunded Bonds until the earliest date upon which the Refunded Bonds may be called for redemption.

If required for the legal defeasance of the Refunded Bonds, the Fiscal Officer shall obtain a verification of an accountant as to the sufficiency of the funds deposited in the Trust Account

under the Escrow Agreement to accomplish said refunding and legal defeasance of the Refunded Bonds.

(c) Costs of issuance of the Refunding Bonds, including the premium for any bond insurance obtained for the Refunding Bonds, not otherwise paid shall be paid from the remaining proceeds by the Fiscal Officer. When all the costs of issuance of the Refunding Bonds have been paid, the Fiscal Officer shall then transfer any amount then remaining from the proceeds of the Refunding Bonds to the Sinking Fund herein created.

SECTION 12. **Revenue Fund**. There is hereby continued a fund of the utility designated as the Revenue Fund (the "Revenue Fund"), into which there shall be deposited upon receipt all revenues of the works for application as set forth below.

SECTION 13. **Operation and Maintenance Fund**. There is hereby continued an operating fund of the utility designated as the Operation and Maintenance Fund (the "Operation and Maintenance Fund"). There shall be transferred from the Revenue Fund and credited to the Operation and Maintenance Fund, on the last day of each calendar month, a sufficient amount to meet the expenses of operation, repair and maintenance for the then next succeeding two calendar months. The moneys credited to this Fund shall be used for the payment of the reasonable and proper operation, repair and maintenance expenses of the works on a day-to-day basis, but none of the moneys in the Operation and Maintenance Fund shall be used for depreciation, replacements, improvements, extensions or additions. Any balance in Operation and Maintenance Fund in excess of the expected expenses of operation, repair and maintenance for the next succeeding month may be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of or interest on the outstanding bonds of the works.

SECTION 14. **Sinking Fund**. There is hereby continued a fund of the utility designated as the Sinking Fund (the "Sinking Fund"), to be used for the payment of the principal of and interest on the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds, and any hereafter issued bonds ranking on a parity therewith which by their terms are payable from the Net Revenues, and the payment of any fiscal agency charges in connection with such payment, provided however, the Net Revenues shall first be used and withdrawn solely for the purpose of making payments of the principal of and interest on the 2008 Bonds, to which the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith are for all purposes junior and subordinate. The Sinking Fund is further and additionally divided into two additional accounts designated as the Junior Principal and Interest Account and the Junior Debt Service Reserve Account, which are pledged for the purposes set forth below.

(a) *Junior Principal and Interest Account*. After meeting monthly deposits to the Sinking Fund required by the 2008 Bond Ordinance, there shall be transferred, on the last day of each calendar month, from the Revenue Fund and credited to the Junior Principal and Interest Account an amount equal to the sum of at least one-twelfth (1/12) of the principal and at least one-sixth (1/6) of the interest on all then outstanding Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith payable from Net Revenues on the next succeeding principal and interest payment dates (except in the instance of the first principal and interest payment dates next succeeding the issuance of the Refunding Bonds, an appropriately greater percentage as would result in such equal monthly

transfers equaling the required payments), until the amount available therein shall equal the principal payable during the next succeeding twelve (12) calendar months and the interest payable during the next succeeding six (6) calendar months. There shall similarly be credited to the account any amount necessary to pay when due the bank fiscal agency charges for paying principal of and interest on the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith as the same become payable. The City shall, from the sums deposited in the Sinking Fund and credited to the Junior Principal and Interest Account, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the principal and interest on Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith the due dates thereof together with the amount of bank fiscal agency charges. Amounts held in the Junior Principal and Interest Account are neither pledged to, nor available for, payments of the principal of and interest on the 2008 Bonds.

(b) *Junior Debt Service Reserve Account*. After meeting monthly deposits to the Sinking Fund required by the 2008 Ordinance, the 2017 Ordinance, the 2019 Ordinance upon the issuance of the 2019 Bonds, and the 2020 Ordinance, there shall be transferred, on the last day of each calendar month following the issuance of the Refunding Bonds, after making any required transfer to the Junior Principal and Interest Account, from the Revenue Fund and credited to the Junior Debt Service Reserve Account an amount to constitute an appropriate reserve to facilitate the marketing of the Refunding Bonds, which monthly deposits shall be in an amount sufficient to build the balance in the Junior Debt Service Reserve Account (after consideration of any transfers made pursuant to the next following sentence) to an amount equal to the Reserve Requirement as defined below within no more than five (5) years on a level monthly basis (after accounting for earnings thereon). The Fiscal Officer, with the advice of the City's municipal advisor, may transfer an amount of the funds of the utility now on hand, or apply proceeds of the Refunding Bonds, in full or partial satisfaction of the Reserve Requirement at or after the issuance of the Refunding Bonds. After the issuance of the Refunding Bonds, the City shall maintain the balance in the Junior Debt Service Reserve Account in an amount equal to the Reserve Requirement, subject to the provisions of this Ordinance, the 2017 Ordinance, the 2019 Ordinance upon the issuance of the 2019 Bonds, the 2020 Ordinance or any ordinance authorizing and any hereafter issued bonds ranking on a parity therewith, which allows the Reserve Requirement to be accumulated over time, and first subject to meeting the requirement of the Sinking Fund pursuant to the 2008 Bond Ordinance. For these purposes, "Reserve Requirement" means the least of (i) ten percent (10%) of the proceeds of the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith, (ii) the maximum annual debt service on the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith, or (iii) 125% of the average annual debt service on the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith; provided, however, if any of the outstanding bonds payable from Net Revenues on a parity with the Refunding Bonds are held by the Indiana Finance Authority pursuant to its SRF Program, then the reserve amount shall equal the maximum annual debt service on the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued, the 2020 Bonds and any hereafter issued bonds ranking on a parity therewith if so required by the Indiana Finance Authority.

All money in the Junior Debt Service Reserve Account shall be used and withdrawn solely for the purpose of making deposits into the Junior Principal and Interest Account, in the event of and to the extent of any deficiency in the Junior Principal and Interest Account with respect to the payments then due on the Refunding Bonds, the 2017 Bonds and the 2019 Bonds when issued, 2020 Bonds and any hereafter issued bonds ranking on a parity therewith, or to make the final payments on such bonds when the Junior Debt Service Reserve Account, together with other funds available for such purpose, is sufficient to make all remaining payments thereon to final maturity. Any amount in the Junior Debt Service Reserve Account in excess of the Reserve Requirement shall be withdrawn from time to time, and at least as frequently as annually, and deposited in the Junior Principal and Interest Account. Any deficiency in the balance required to be held in the Junior Debt Service Reserve Account shall be promptly made up from the next available Net Revenues after credits to the Junior Principal and Interest Account and subject to first meeting the requirement of the Sinking Fund pursuant to the 2008 Bond Ordinance. Amounts held in the Junior Debt Service Reserve Account are neither pledged to, nor available for, payments of the principal of and interest on the 2008 Bonds.

Notwithstanding the foregoing, after obtaining the necessary approval, if any, of the municipal bond insurers of the 2008 Bonds, the Fiscal Officer, with the advice of the City's municipal advisor and bond counsel, may enable the City to satisfy all or any part of its obligation to maintain an amount in the Junior Debt Service Reserve Account equal to the Reserve Requirement by depositing a Reserve Fund Credit Facility in the Junior Debt Service Reserve Account at or after the issuance of the Refunding Bonds, provided that such deposit does not adversely affect any then existing rating on the Refunding Bonds and any hereafter issued bonds ranking on a parity therewith; provided. A "Reserve Fund Credit Facility" is hereby defined as a letter of credit, liquidity facility, insurance policy or comparable instrument furnished by a bank, insurance company, financial institution or other entity pursuant to a reimbursement agreement or similar instrument between such entity and the City, for the purpose of satisfying in whole or in part the City's obligation to maintain the Reserve Requirement.

SECTION 15. **Improvement Fund**. After meeting the requirements of the Operation and Maintenance Fund and the Sinking Fund, any excess revenues may be transferred from the Revenue Fund and credited to the special utility fund, to be expended in making good depreciation in the works and new construction, hereby continued and designated as the "Improvement Fund" (the "Improvement Fund"). Said Fund shall be used for replacements, improvements, extensions and additions to the works. Moneys in the Improvement Fund shall be transferred to the Sinking Fund if necessary to prevent a default in the payment of principal of and interest on the then outstanding bonds of the works, or may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation, repair and maintenance of the works.

SECTION 16. **Investment of Funds**. The funds and accounts described herein shall be accounted for separate and apart from each other and from all other funds and accounts of the City. All moneys deposited in the funds and accounts shall be deposited, held and secured as public funds in accordance with the public depository laws of the State of Indiana; provided that moneys therein may be invested in obligations in accordance with the applicable laws, including particularly Indiana Code 5-13 and 5-1.2, each as amended or supplemented, and in the event of such investment the income therefrom shall become a part of the funds invested and shall be used only as provided in this Ordinance.

The Fiscal Officer is hereby authorized pursuant to Indiana Code 5-1-14-3 to invest moneys pursuant to the provisions of this Ordinance (subject to applicable requirements of federal law to ensure such yield is then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the Refunding Bonds under federal law.

The Fiscal Officer shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts created or referenced herein. In order to comply with the provisions of this Ordinance, the Fiscal Officer is hereby authorized and directed to employ consultants or attorneys from time to time to advise the City as to requirements of federal law to preserve the tax exclusion. The Fiscal Officer may pay any fees as operation expenses of the utility.

SECTION 17. **Financial Records and Accounts**. The City shall keep proper records and books of account, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues received on account of the operation of the utility and all disbursements made therefrom and all transactions relating to the utility. The City shall maintain on file the audited financial statements of the utility prepared by the State Board of Accounts. There shall be furnished, upon written request, to any owner of the Refunding Bonds, the most recent copy of the audited financial statements of the utility prepared by the State Board of Accounts. Copies of all such statements and reports shall be kept on file in the office of the Fiscal Officer.

SECTION 18. **Rate Covenant**. The City covenants and agrees that, by ordinance of the Council, it will establish and maintain just and equitable rates and charges for the use of and the service rendered by the works, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses said works by or through any part of the utility, or that in any way uses or is served by such works; that such rates and charges shall produce revenues at least sufficient (when determined including user and other charges, fees, income or revenues available to the City), in each year to (a) pay all the legal and other necessary expenses of operation, repair, replacements and maintenance of the works if sold to any other purchaser; (b) provide a sinking fund for the liquidation of bonds or other obligations, including leases; (c) provide a debt service reserve on bonds or other obligations, including leases, as required by the terms of such obligations; (d) provide adequate money for working capital; (e) provide adequate money for making extensions and replacements; (f) provide money for the payment of any taxes that may be assessed against the works; and (g) to comply with and satisfy all covenants contained in this Ordinance. Such rates or charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of operation, repair and maintenance of the works and the requirements of the Sinking Fund. The rates or charges so established shall apply to any and all use of such works by and service rendered to the City and all departments thereof, and shall be paid by the City or the various departments thereof as the charges accrue.

SECTION 19. **Defeasance**. If, when the Refunding Bonds or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the Refunding Bonds or a portion thereof for redemption shall have been given, and the whole amount of the principal, premium, if any, and the interest so due and payable upon such Refunding Bonds or any portion thereof then outstanding shall be paid, or (i) sufficient moneys or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, the principal

of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also be made for paying all fees and expenses for the redemption, then and in that case the Refunding Bonds issued hereunder or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of the Net Revenues of the works.

SECTION 20. **Additional Obligations**. The City reserves the right to authorize and issue additional bonds payable out of the Net Revenues ranking on a parity with the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued and the 2020 Bonds for the purpose of financing the cost of future additions, extensions and improvements to the works, or to provide for a complete or partial refunding of obligations, subject to the following conditions precedent:

(a) The interest on and principal of all bonds payable from the Net Revenues shall have been paid to date in accordance with the terms thereof, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds.

(b) The balance in the Junior Debt Service Reserve Account shall be equal to the amount required herein, provided, this condition shall be satisfied if any required amount is to be provided from the proceeds of such additional bonds or other funds.

(c) The Net Revenues in the fiscal year immediately preceding the issuance of any such bonds ranking on a parity with the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued and the 2020 Bonds shall be not less than one hundred twenty five percent (125%) of the average annual principal and interest requirements of the then outstanding Refunding Bonds, 2017 Bonds, 2019 Bonds when issued, 2020 Bonds and any hereafter issued bonds ranking on a parity with the Refunding Bonds, the 2017 Bonds, the 2019 Bonds when issued and the 2020 Bonds, including the proposed additional bonds to be issued ("Proposed Parity Bonds") for each respective year during the period commencing as of the issuance of the Proposed Parity Bonds and ending as the final maturity of the then outstanding revenue bonds; or, prior to the issuance of the additional Proposed Parity Bonds, the rates and charges shall be increased sufficiently so that said increased rates and charges applied to the previous fiscal year's operations would have produced Net Revenues for said year equal to not less than one hundred twenty five percent (125%) of the average annual principal and interest requirements for each respective year during the period commencing as of the issuance of the Proposed Parity Bonds and ending as the final maturity of the then outstanding revenue bonds. For purposes of this subsection, the records of the works shall be analyzed and all showings shall be prepared by a certified public accountant employed by the City for that purpose.

(d) The principal of the Proposed Parity Bonds shall be payable on May 1 and the interest shall be payable on May 1 and November 1 during the periods such principal and interest are payable.

SECTION 21. **Further Covenants of the City**. For the purpose of further safeguarding the interests of the owners of the Refunding Bonds, it is hereby specifically provided as follows:

(a) The City shall at all times maintain the works in good condition, and operate the same in an efficient manner and at a reasonable cost.

(b) So long as any of the Refunding Bonds are outstanding, the City shall maintain insurance on the insurable parts of the works, of a kind and in an amount such as would normally be carried by private entities engaged in a similar type of business. All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State of Indiana. Insurance proceeds shall be used in replacing or repairing the property destroyed or damaged, or if not used for that purpose, shall be treated and applied as Revenues of the Sinking Fund.

(c) So long as any of the Refunding Bonds are outstanding, the City shall not mortgage, pledge or otherwise encumber the works, or any part thereof, and shall not sell, lease or otherwise dispose of any part of the same. The City shall not sell, lease or otherwise dispose of any part of the works, excepting only such machinery, equipment or other property as may be replaced, or shall no longer be necessary for use in connection with said utility.

(d) Except as otherwise specifically provided in Section 19 of this Ordinance, so long as any of the Refunding Bonds are outstanding, no additional bonds or other obligations pledging any portion of the revenues of the works shall be issued by the City, except such as shall be made junior and subordinate in all respects to the Refunding Bonds, unless all of the Refunding Bonds are defeased, redeemed or retired coincidentally with the delivery of such additional bonds or other obligations.

(e) The provisions of this Ordinance shall constitute a contract by and between the City and the owners of the Refunding Bonds, all the terms of which shall be enforceable by any such owner by any and all appropriate proceedings in law or in equity. After the issuance of the Refunding Bonds and so long as any of the principal thereof or interest or premium, if any, thereon remains unpaid, except as expressly provided herein, this Ordinance shall not be repealed or amended in any respect which will adversely affect the rights of such owners, nor shall the Council or any other body of the City adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners. Except in the case of changes described in Section 21(a) through (f) hereof, this Ordinance may be amended, however, without the consent of bond owners, if the Council determines, in its sole discretion, that such amendment would not adversely affect the owners of the Refunding Bonds.

(f) The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the Refunding Bonds for the uses and purposes herein set forth, and the owners of the Refunding Bonds shall retain a lien on such proceeds

until the same are applied in accordance with the provisions of this Ordinance and the Act. The provisions of this Ordinance shall also be construed to create a trust in the Net Revenues herein directed to be set apart and paid into the Sinking Fund for the uses and purposes of that Fund as set forth in this Ordinance. The owners of the Refunding Bonds shall have all the rights, remedies and privileges set forth in the Act, including the right to have a receiver appointed to administer the utility in the event the City shall fail or refuse to fix and collect sufficient rates and charges for those purposes, or shall fail or refuse to operate and maintain said utility and to apply properly the revenues derived from the operation thereof, or if there be a default in the payment of the interest on or principal of the Refunding Bonds or any BANs.

(g) None of the provisions of this Ordinance shall be construed as requiring the expenditure of any funds of the City derived from any sources other than the proceeds of the Refunding Bonds and the operation of the utility.

(h) For purpose of this Section 20, the term "lease" shall include any lease, contract, or other instrument conferring a right upon the City to use property in exchange for a periodic payments made from the revenues of the works, whether the City desires to cause such to be, or by its terms (or its intended effects) is to be, (i) payable as rent, (ii) booked as an expense or an expenditure, or (iii) classified for accounting or other purposes as a capital lease, financing lease, operating lease, non-appropriation leases, installment purchase agreement or lease, or otherwise (including any combination thereof).

SECTION 22. **Amendments With Consent of Bondholders**. Subject to the terms and provisions contained in this section and Sections 21 and 23, the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the Refunding Bonds and then outstanding shall have the right, from time to time, to consent to and approve the adoption by the Council of such ordinance or ordinances supplemental hereto, as shall be deemed necessary or desirable by the City for the purpose of amending in any particular any of the terms or provisions contained in this Ordinance, or in any supplemental ordinance; provided, however, that nothing herein contained shall permit or be construed as permitting:

(a) An extension of the maturity of the principal of or interest or premium, if any, on, or any mandatory sinking fund redemption date for, or an advancement of the earliest redemption date on, any Refunding Bond, without the consent of the holder of each Refunding Bond so affected; or

(b) A reduction in the principal amount of any Refunding Bond or the redemption premium or the rate of interest thereon, or a change in the monetary medium in which such amounts are payable, without the consent of the holder of each Refunding Bond so affected; or

(c) The creation of a lien upon or a pledge of the Net Revenues ranking prior to the pledge thereof created by this Ordinance, without the consent of the holders of all Refunding Bonds then outstanding; or

(d) A preference or priority of any Refunding Bond over any other Refunding Bond, without the consent of the holders of all Refunding Bonds then outstanding; or

(e) A reduction in the aggregate principal amount of the Refunding Bonds required for consent to such supplemental ordinance, without the consent of the holders of all Refunding Bonds then outstanding; or

(f) A reduction in the Reserve Requirement.

If the City shall desire to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the addresses appearing on the Registration Record. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the Refunding Bonds. The Registrar shall not, however, be subject to any liability to any owners of the Refunding Bonds by reason of its failure to mail such notice, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as herein provided.

Whenever at any time within one year after the date of the mailing of such notice, the City shall receive any instrument or instruments purporting to be executed by the owners of the Refunding Bonds of not less than sixty-six and two-thirds per cent (66-2/3%) in aggregate principal amount of the Refunding Bonds then outstanding, which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice, and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice as on file with the Registrar, thereupon, but not otherwise, the City may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the Refunding Bonds, whether or not such owners shall have consented thereto.

No owner of any Refunding Bond shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Council from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to the provisions of this section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of the Refunding Bonds then outstanding shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments.

Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and of the owners of the Refunding Bonds, and the terms and provisions of the Refunding Bonds and this Ordinance, or any supplemental ordinance, may be modified or amended in any respect with the consent of the City and the consent of the owners of all the Refunding Bonds then outstanding.

SECTION 23. **Amendments Without Consent of Bondholders**. The Council may, from time to time and at any time, and without notice to or consent of the owners of the Refunding

Bonds, adopt such ordinances supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental ordinances shall thereafter form a part hereof):

(a) To cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental ordinance;

(b) To grant to or confer upon the owners of the Refunding Bonds any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the Refunding Bonds;

(c) To procure a rating on the Refunding Bonds from a nationally recognized securities rating agency designated in such supplemental ordinance, if such supplemental ordinance will not adversely affect the owners of the Refunding Bonds;

(d) To obtain or maintain bond insurance with respect to the Refunding Bonds;

(e) To provide for the refunding or advance refunding of the Refunding Bonds;

(f) To provide for the issuance of additional bonds or bond anticipation notes as provided in Section 19 hereof; or

(g) To make any other change which, in the determination of the Council in its sole discretion, does not in any way adversely affect the rights of such owners of the Refunding Bonds.

SECTION 24. **Tax Matters**. The City will not take, or cause or permit to be taken by it or by any party under its control, or fail to take or cause or permit to fail to be taken by it or by any party under its control, any action with respect to the Refunding Bonds that would result in the loss of the exclusion from gross income for federal income tax purposes of interest on the 2008 Bonds, 2017 Bonds, 2019 Bonds when issued or 2020 Bonds pursuant to Section 103 of the Code.

SECTION 25. **Additional Authority**. (a) The Executive or Fiscal Officer, and either of them, is hereby authorized and directed to do and perform all acts and execute in the name of the City all such instruments, documents, papers or certificates which are necessary, desirable or appropriate to carry out the transactions contemplated by this Ordinance in such forms as the Executive or Fiscal Officer executing the same shall deem proper, to be conclusively evidenced by the execution thereof. Any provision of this Ordinance authorizing the Executive or Fiscal Officer to act shall mean either of them, individually rather than collectively, is so authorized and any action taken and agreement or undertaking executed in the name of the City by them in further of the same shall be deemed a proper use of such authority and will be conclusively evidenced by their execution of any agreement or undertaking, or by their taking of any such authorized action.

(b) In the event the Executive or Fiscal Officer with the advice of the municipal advisor to the City certifies to the City that it would be economically advantageous for the City to obtain a municipal bond insurance policy for any of the Refunding Bonds issued hereunder, the City

hereby authorizes the purchase of such an insurance policy. The acquisition of a municipal bond insurance policy is hereby deemed economically advantageous in the event the difference between the present value cost of (a) the total debt service on the Refunding Bonds if issued without municipal bond insurance and (b) the total debt service on the Refunding Bonds if issued with municipal bond insurance, is greater than the cost of the premium on the municipal bond insurance policy. The City also authorizes the purchase of a debt service reserve surety bond based upon the advice of the City's municipal advisor for the Refunding Bonds or the 2008 Bonds, or both. If such an insurance policy or surety bond is purchased, the Executive or Fiscal Officer are hereby authorized to execute and deliver all agreements with the provider of the policy or surety bond, as the case may be, to the extent necessary to comply with the terms of such insurance policy, surety bond and the commitments to issue such policy or surety bond, as the case may be.

SECTION 26. **Non-Business Days**. If the date of making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the City or the jurisdiction in which the Registrar or Paying Agent is located are typically closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the nominal date provided in this Ordinance, and no interest shall accrue for the period after such nominal date.

SECTION 27. **No Conflict**. The Council hereby finds and determines that the adoption of this Ordinance and the issuance of the Refunding Bonds is in compliance with the 2008 Ordinance, the 2017 Ordinance, the 2019 Ordinance and the 2020 Ordinance and such ordinances shall remain in full force and effect. None of the provisions of this Ordinance shall be construed to adversely affect the rights of the owners of the 2008 Bonds, the 2017 Bonds, the 2019 Bonds when issued or the 2020 Bonds.

SECTION 28. **Severability**. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 29. **Headings**. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

SECTION 30. **Interpretation**. Unless the context or laws clearly require otherwise, references herein to statutes or other laws include the same as modified, supplemented or superseded from time to time. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

SECTION 31. **Estimates of Rates and Charges**. The rates and charges of the utility are set forth in Ordinance D-2268-16 (the "Rate Ordinance") adopted by the Council on January 4, 2016, which Rate Ordinance is incorporated herein by reference.

SECTION 32. **Effectiveness**. This Ordinance shall be in full force and effect from and after its passage and signing by the Executive.

PASSED by the Common Council of the City of Carmel, Indiana this ___ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL, INDIANA

_____
Laura D. Campbell, President

_____
Sue Finkam, Vice-President

_____
H. Bruce Kimball

_____
Kevin D. Rider

_____
Anthony Green

_____
Jeff Worrell

_____
Tim Hannon

_____
Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

Prepared by: Bruce D. Donaldson
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 46204

DMS 18273920.2

SPONSOR(S): Worrell, Finkam, Campbell,
Aasen, Nelson, Rider and Kimball

ORDINANCE D-2547-20

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA AMENDING CHAPTER 2, ARTICLE 2, SECTION 25 OF THE CARMEL CITY CODE.

Synopsis: Amends the Carmel Public Art Advisory Committee's process of review for City purchases of new permanent pieces of public art costing in excess of $5,000.

WHEREAS, in 2018 the Carmel Common Council adopted ordinance D-2409-18, which established the Carmel Public Art Advisory Committee (the "Committee"); and

WHEREAS, pursuant to D-2409-18, the Mayor must seek comment and input from the Committee regarding the proposed location of the new piece of public art prior to the City's installation of any new permanent piece of public art purchased costing more than $5,000; and

WHEREAS, it is in the best interests of the citizens of the City of Carmel to amend the Committee's review process to include making a recommendation to the Mayor regarding permanent pieces of public art costing in excess of $5,000 prior to purchase;

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Carmel, Indiana, as follows: pro

Section 1: The foregoing Recitals are incorporated herein by this reference.

Section 2: That Chapter 2, Article 2, Section 25 is hereby added to the Carmel City Code and shall read as follows:

"**Sect. 2-25. Carmel Public Art Advisory Committee**

(a) There is hereby established the Carmel Public Art Advisory Committee (the "Committee").

(b) *Composition and Term*. Each Common Council member shall appoint one citizen from their District to serve on the ~~Public Art Advisory~~ Committee. ~~Public Art Advisory~~ Committee members shall serve a term of two (2) years, to hold over until a successor is duly appointed, and may be re-appointed.

(c) Except as set forth in subsection (e), ~~A~~at least sixty (60) days prior to the City's planned ~~installation~~ purchase of any public art costing in excess of $5,000, the Mayor shall seek comment and input from the ~~Public Art Advisory~~ Committee ~~on~~ regarding the purchase and location of the artwork ~~proposed location for the new piece of public art~~. The ~~Public Art Advisory~~ Committee shall meet within thirty (30) days of receiving notice of a proposed public art purchase ~~installation~~ to issue a recommendation to the Mayor ~~regarding the location of the public art~~. The Committee's recommendation shall include the final vote of the Committee regarding the artwork.

This Ordinance was prepared by Jon A. Oberlander, Assistant Corporation Counsel, on 10/8/2020 at 2:08 p.m. No subsequent revision to this Ordinance has been reviewed by Mr. Oberlander for legal sufficiency or otherwise.
S:\ORDINANCES\2020\D-2547-20 Amended Public Art Advisory Committee Ordinance Redline.docx

(d) The recommendations of the ~~Public Art Advisory~~ Committee are advisory only, and the Mayor retains full and final authority to designate what public art is purchased and where it ~~public art~~ will be located within the City.

(e) The 60-day pre-purchase notice period may be waived by a majority vote of the Committee for situations involving a donation or special purchase opportunity. If the 60-day notice period is waived, the Committee shall issue a recommendation on the artwork as soon as is practicable."

Section 3. If any portion of this Ordinance is for any reason declared to be unconstitutional or invalid, such decision shall not affect the validity of the remaining portions of this Ordinance so long as enforcement of same can be given the same effect.

Section 4. This Ordinance shall be in full force and effect from and after its passage and signing by the Mayor.

This Ordinance was prepared by Jon A. Oberlander, Assistant Corporation Counsel, on 10/8/2020 at 2:08 p.m. No subsequent revision to this Ordinance has been reviewed by Mr. Oberlander for legal sufficiency or otherwise.
S:\ORDINANCES\2020\D-2547-20 Amended Public Art Advisory Committee Ordinance Redline.docx

PASSED by the Common Council of the City of Carmel, Indiana, this ____ day of _____, 2020, by a vote of _____ ayes and _____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

_____ _____
Laura D. Campbell, President Sue Finkam, Vice-President

_____ _____
H. Bruce Kimball Kevin D. Rider

_____ _____
Anthony Green Jeff Worrell

_____ _____
Tim Hannon Miles Nelson

_____
Adam Aasen

ATTEST:

_____
Sue Wolfgang, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____ 2020, at _____ __.M.

_____
Sue Wolfgang, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this _____ day of _____ 2020, at _____ __.M.

_____
James Brainard, Mayor

ATTEST:

_____
Sue Wolfgang, Clerk

This Ordinance was prepared by Jon A. Oberlander, Assistant Corporation Counsel, on 10/8/2020 at 2:08 p.m. No subsequent revision to this Ordinance has been reviewed by Mr. Oberlander for legal sufficiency or otherwise.
S:\ORDINANCES\2020\D-2547-20 Amended Public Art Advisory Committee Ordinance Redline.docx

This Ordinance was prepared by Jon A. Oberlander, Assistant Corporation Counsel, on 10/8/2020 at 2:08 p.m. No subsequent revision to this Ordinance has been reviewed by Mr. Oberlander for legal sufficiency or otherwise.