

## **RESOLUTION NO. 2023-E-054**

### **A RESOLUTION OF THE METROPOLITAN DEVELOPMENT COMMISSION OF MARION COUNTY, INDIANA, ACTING AS THE REDEVELOPMENT COMMISSION OF THE CITY OF INDIANAPOLIS, INDIANA, PLEDGING TAX INCREMENT REVENUES FROM THE ALABAMA STREET ALLOCATION AREA TO THE PAYMENT OF CERTAIN ECONOMIC DEVELOPMENT TAX INCREMENT REVENUE BONDS (TWG DEVELOPMENT OLD CITY HALL PROJECT) OF THE CITY OF INDIANAPOLIS, INDIANA**

WHEREAS, the Metropolitan Development Commission of Marion County, Indiana, acting as the Redevelopment Commission of the City of Indianapolis, Indiana (the “Commission”), being the governing body of the Redevelopment District of the City of Indianapolis, Indiana (the “District”), exists and operates pursuant to the provisions of Indiana Code 36-7-15.1, as amended (the “Act”), and certain other provisions of Indiana law; and

WHEREAS, the Commission, on behalf of the District has previously adopted and confirmed its Resolution 2023-E-039 (the “Declaratory Resolution”) which (i) declared and confirmed an area of the City of Indianapolis, Indiana (the “City”), known as the Alabama Street Redevelopment Project Area (the “Redevelopment Area”), to be an area needing redevelopment within the meaning of the Act, (ii) designated within such Redevelopment Area an allocation area known as the Alabama Street Allocation Area (the “Alabama Street Allocation Area”), for purposes of Section 26 of the Act, and (iii) created the Alabama Street Allocation Fund (the “Allocation Fund”), pursuant to Section 26 of the Act, into which taxes on real property located in the Alabama Street Allocation Area are to be deposited in accordance with, and for the purposes stated in, the Act (the “Tax Increment”) and the Declaratory Resolution, and adopted a redevelopment plan for the Redevelopment Area (the “Plan”); and

WHEREAS, TWG Development, LLC, or a subsidiary or affiliate thereof (“TWG”), desires to finance certain projects, additions or improvements within the Alabama Street Allocation Area, including all or any portion of the Project (as defined herein); and

WHEREAS, the City intends to enter into a Loan Agreement with TWG (the “Loan Agreement”) and a Project Agreement (the “Project Agreement”) in connection with TWG’s development and construction of the Project; and

WHEREAS, TWG desires to finance and construct a development consisting of a mixed-use, 32-floor tower that will include (i) approximately 190 new multi-family residential units occupying approximately 13 floors, (ii) a hotel occupying approximately 8 floors with approximately 150 keys that may be inclusive of a curated art venue open to the general public, (iii) approximately 24 condominium units occupying approximately 4 floors, (iv) approximately 8,000 square feet of curated retail and hospitality space occupying the ground floor and (v) structured parking creating approximately 300 spaces and occupying approximately 4 floors (collectively, the “Project”); and

WHEREAS, the Commission has been advised that the City intends to authorize and issue certain economic development revenue bonds of the City, in one or more series, designated as the “City of Indianapolis, Indiana, Taxable Economic Development Tax Increment Revenue Bonds, Series 202\_\_ (TWG Development Old City Hall Project)” (to be completed with the year in which issued and with such further series or other designation as determined to be necessary), in an aggregate principal amount not to exceed Eighteen Million Dollars (\$18,000,000) (the “Bonds”), for the purposes of providing funds to pay for (a) the financing of all or a portion of the Project, in accordance with the terms of the Loan Agreement, the Project Agreement, and other such documents as deemed necessary, (b) funding a reserve for the Bonds, if necessary, (c) funding capitalized interest on the Bonds, if necessary, and (d) costs and expenses incurred in connection with or on account of the issuance of the Bonds, and the proceeds of the Bonds will be deposited with a financial institution serving as trustee (the “Trustee”) pursuant to a trust indenture (the “Indenture”) between the City and such Trustee and disbursed to TWG during construction of the Project, as provided for in the Indenture, the Loan Agreement and the Project Agreement; and

WHEREAS, the Bonds will be payable in each year from Tax Increment in the amount of the lesser of (i) eighty percent (80%) of the Tax Increment or (ii) the debt service due on the Bonds in such year and considering any prior year shortfalls (the “TIF Revenues”); and

WHEREAS, to the extent the Bonds are not paid in each year from TIF Revenues, TWG will be obligated under the Loan Agreement to make such payments on the Bonds; and

WHEREAS, pursuant to Section 26(b)(3)(D) of the Act and Indiana Code 5-1-14-4, the Commission now desires to pledge the TIF Revenues to the payment of the principal of, premium (if any), and interest on the Bonds as the same becomes due.

**NOW, THEREFORE, BE IT RESOLVED BY THE METROPOLITAN DEVELOPMENT COMMISSION OF MARION COUNTY, INDIANA, ACTING AS THE REDEVELOPMENT COMMISSION OF THE CITY OF INDIANAPOLIS, INDIANA, AS FOLLOWS:**

1. The Commission hereby finds that the pledge of the TIF Revenues to the payment of principal of and interest on the Bonds to finance the Project, will help accomplish the Plan for the Redevelopment Area and will promote the redevelopment and economic development of the City and the Redevelopment Area.

2. Pursuant to Section 26(b)(3)(D) of the Act and Indiana Code 5-1-14-4, the Commission hereby irrevocably pledges the TIF Revenues (representing in each year the lesser of (i) eighty percent (80%) of the Tax Increment or (ii) the debt service due on the Bonds in such year and considering any prior year shortfalls) to the payment of principal of and interest on the Bonds. There are no other prior liens, encumbrances or other restrictions on the Commission’s ability to pledge the TIF Revenues. The remaining Tax Increment not pledged by the Commission hereunder (such non-pledged Tax Increment, herein the “Surplus Tax Increment”) shall be used by the Commission for any purpose permitted by law, including the release of such Surplus Tax Increment to the taxing units in the Alabama Street Allocation Area as provided under the Act.

3. There is hereby created within the Alabama Street Allocation Fund an Alabama Street Project Bond Account (the "Bond Account"). On or before each January 15 and July 15, beginning July 15, 2030, TIF Revenues in an amount which, together with any amounts already on deposit in the Bond Fund (as defined in the Indenture) for the Bonds, is sufficient to pay the maximum debt service coming due on the Bonds plus Annual Fees (as defined in the Indenture) during the following six (6) month period, shall be deposited in the Bond Account and immediately transferred to the Trustee for deposit into the Bond Fund established and held under the Indenture.

4. On or before each January 15 and July 15, after satisfying the requirements of Section 3 above, any available TIF Revenues shall be deposited to the Alabama Street Project General Account of the Allocation Fund (the "General Account") hereby created. The TIF Revenues held in the General Account shall be used (i) first, if necessary, to reimburse the holders of the Bonds for any unpaid debt service thereon due to any prior shortfalls in TIF Revenues and/or shortfall in payments due by TWG under the Loan Agreement and the Indenture, or by any taxpayers under any taxpayer agreements in connection with the Bonds, and (ii) second, if necessary, to reimburse TWG for any payments it has paid on the Bonds under the terms of the Loan Agreement and Indenture and any taxpayers for any payments they have made on the Bonds under the terms of any taxpayer agreements in connection with the Bonds. Any TIF Revenues deposited in the General Account shall be immediately transferred to the Trustee for deposit into the Bond Fund established and held under the Indenture.

5. There is hereby created within the Alabama Street Allocation Fund, a Surplus Account (the "Surplus Account"). All Surplus Tax Increment shall be deposited in the Surplus Account of the Alabama Street Allocation Fund and shall be used by the Commission for any purposes permitted by the Act, including the release of the Surplus Tax Increment to the taxing units in the Alabama Street Allocation Area.

6. So long as the Bonds remain outstanding, the Commission shall not make any further pledges of the TIF Revenues without the prior written consent of the holders of the Bonds. As set forth in Section 5, the Commission may use the Surplus Tax Increment for any purposes permitted by the Act, including making pledges thereof to obligations, without the consent of the holders of the Bonds.

7. In connection with the Project, the Commission hereby authorizes any officer of the Commission or the Department of Metropolitan Development ("DMD") to enter into a one or more project, taxpayer and financing agreements with the Developer and/or such other entities or taxpayers as may be necessary, desirable or appropriate, in form and substance and on terms and conditions acceptable to such officer of the Commission or DMD, together with any and all changes as may be necessary, desirable or appropriate, which shall be evidence by such officer's execution thereof. In the event any taxpayer agreements are entered into in connection with the Project and the Bonds, any payments due to the DMD under any such taxpayer agreements are hereby pledged to the payment of the Bonds in accordance with Indiana Code 5-1-14-4.

8. This Resolution shall take effect immediately upon its adoption by the Commission.

Adopted at a regular meeting of the Metropolitan Development Commission of Marion County, Indiana, held on the 20<sup>th</sup> day of December, 2023, at the City-County Building, Public Assembly Room, Indianapolis, Indiana.

METROPOLITAN DEVELOPMENT  
COMMISSION OF MARION COUNTY, INDIANA,  
acting as the Redevelopment Commission of the City of  
Indianapolis, Indiana

---

John J. Dillon, III, President

This Resolution prepared by Dennis H. Otten, Bose McKinney & Evans, LLP, 111 Monument Circle, Suite 2700, Indianapolis, Indiana 46204.