

ORDINANCE NO. \_\_\_\_\_

**ORDINANCE OF THE TOWN COUNCIL OF THE TOWN OF LAPEL,  
INDIANA, AUTHORIZING THE ISSUANCE OF GENERAL  
OBLIGATION BONDS FOR THE PURPOSE OF PROVIDING FUNDS TO  
PAY FOR VARIOUS CAPITAL PROJECTS AND INCIDENTAL  
EXPENSES IN CONNECTION THEREWITH AND ON ACCOUNT OF  
THE ISSUANCE OF THE BONDS; AND APPROPRIATING THE  
PROCEEDS THEREOF**

**WHEREAS**, the Town Council (the “Council”) of the Town of Lapel, Indiana (the “Town”) has considered undertaking various capital projects in the Town (collectively, the “Projects”); and

**WHEREAS**, it would be of public utility and benefit and in the best interests of the Town and its citizens to pay the costs of all or a portion of the Projects through the issuance of general obligation bonds of the Town; and

**WHEREAS**, the Council deems it advisable to issue, pursuant to Indiana Code §36-5-2-11, Indiana Code § 6-1.1-20-1, *et seq.*, and other applicable provisions of the Indiana Code (collectively, the “Act”), the “Town of Lapel, Indiana, General Obligation Bonds, Series 2024” (the “Bonds”), in one or more series (with an appropriate series designation for each such series), in an original principal amount not to exceed One Hundred Fifty Thousand Dollars (\$150,000) for the purpose of providing for the payment or reimbursement of (i) all or a portion of the costs of the Projects, (ii) preliminary expenses related thereto and all incidental expenses incurred in connection therewith (all of which are deemed to be a part of the Projects), and (iii) the costs of selling and issuing the Bonds; and

**WHEREAS**, the original principal amount of the Bonds, together with the outstanding principal amount of previously issued bonds or other obligations which constitute a debt of the Town, is not more than two percent (2%) of one-third (1/3) of the total net assessed valuation of the Town; and

**WHEREAS**, the amount of the proceeds of the Bonds, together with estimated investment earnings thereon, does not exceed the cost of the Projects as estimated by the Council; and

**WHEREAS**, under the governing statutes it is necessary to make appropriations to pay items to be financed with the Bonds, and it has been determined that said appropriations be made at this time; and

**WHEREAS**, notice has been given, and on this date a public hearing has been conducted regarding such appropriations, as required by Indiana law; and

**WHEREAS**, the Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the Bonds have been complied with in accordance with the Act.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF LAPEL, INDIANA, THAT:

**SECTION 1. Authorization of Bonds and Appropriation of Proceeds.** In order to provide financing for the Projects and incidental expenses incurred in connection therewith and on account of the issuance of the Bonds, the Town shall borrow money and issue the Bonds as herein authorized. An appropriation in an amount not to exceed One Hundred Fifty Thousand Dollars (\$150,000), together with all investment earnings thereon, shall be made to pay for the

governmental purposes to be financed by the Bonds, and the funds to meet said appropriation shall be provided out of the proceeds of the Bonds in an original principal amount not to exceed One Hundred Fifty Thousand Dollars (\$150,000) and such investment earnings. Said appropriation shall be in addition to all other appropriations provided for in the existing budget and tax levy.

**SECTION 2. General Terms of Bonds.** In order to procure said loan for such purposes, the Clerk-Treasurer is hereby authorized and directed to have prepared and to issue and sell negotiable general obligation bonds of the Town, in one or more series, in an amount not to exceed One Hundred Fifty Thousand Dollars (\$150,000) (the “Authorized Amount”), to be designated “Town of Lapel, Indiana, General Obligation Bonds, Series 2024” (with any appropriate additional series designation) for the purpose of providing financing for the Projects and incidental expenses, such expenses to include without limitation all expenses of every kind incurred preliminarily to the funding of the Projects and the costs of selling and issuing the Bonds.

The Bonds shall be signed in the name of the Town by the manual or facsimile signature of the Town Council President of the Town and attested by the manual or facsimile signature of the Clerk-Treasurer of the Town, who shall affix the seal of the Town, if any, to each of the Bonds 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 on the Bonds shall cease to be such officer before the delivery of the Bonds, such signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until delivery thereof. The Bonds shall also be authenticated by the manual signature of the Registrar (as hereinafter defined). Subject to the provisions of this Ordinance regarding the registration of the Bonds, the Bonds shall be fully negotiable instruments under the laws of the State of Indiana.

The Bonds are, as to all the principal thereof and interest due thereon, general obligations of the Town, payable from *ad valorem* property taxes on all taxable property within the Town.

The Bonds shall be issued in fully registered form in denominations of One Hundred Thousand Dollars (\$100,000) or any integral multiple of One Thousand Dollars (\$1,000) in excess thereof, shall be numbered consecutively from 2024R-1 upward, and shall be originally dated as of the date of issuance. The Bonds shall bear interest payable semiannually on January 15 and July 15 of each year, beginning on July 15, 2025, at a rate or rates not exceeding six percent (6.00%) per annum (the exact rate or rates to be determined pursuant to Section 6 of this Ordinance). Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. The Bonds shall mature serially on January 15 and July 15 as finally determined by the Town Council President and the Clerk-Treasurer as evidenced by delivery of the executed initial issue of each series of the Bonds to the Registrar for authentication, provided that the original aggregate principal amount does not exceed the Authorized Amount, that the first maturity shall be no earlier than July 15, 2025, and that the final maturity shall be no later than the later of January 15, 2028.

All payments of interest on the Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof as of the first (1st) day of the month in which the interest payment date occurs at the addresses as they appear on the registration books kept by the Registrar (the “Registration Record”) or at such other address as is provided to the Paying Agent (as hereinafter defined) in writing by such registered owner. All principal payments on the Bonds shall be made upon surrender thereof at the principal office of the Paying Agent, in any coin or currency of the United States of America which, on the date of such payment, shall be

legal tender for the payment of public and private debts.

Interest on the Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof unless such Bonds are authenticated after the first day of the month in which the interest payment date occurs 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 first day of the month in which the first interest payment date occurs, in which case they shall bear interest from the original date, until the principal shall be fully paid.

Each Bond shall be transferable or exchangeable only upon the Registration Record by the registered owner thereof in person, or by his attorney duly authorized in writing, upon surrender of such Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or his attorney duly authorized in writing, 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. The costs of such transfer or exchange shall be borne by the Town, except for any tax or governmental charge required to be paid in connection therewith, which shall be payable by the person requesting such transfer or exchange. The Town, the Registrar and the Paying Agent may treat and consider the persons in whose names such 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 due thereon.

In the event any Bond is mutilated, lost, stolen or destroyed, the Town 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 bond for which it was issued, provided that, in the case of any mutilated 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 Town and the Registrar, together with indemnity satisfactory to them. In the event any such bond shall have matured, instead of issuing a duplicate bond, the Town and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The Town and the Registrar may charge the owner of such Bond with their reasonable fees and expenses in this connection. Any bond issued pursuant to this paragraph shall be deemed an original, substitute contractual obligation of the Town, whether or not the lost, stolen or destroyed 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 Bonds issued hereunder.

**SECTION 3. No Redemption; Principal Installment Payments.** The Bonds shall not be subject to optional redemption prior to maturity; however, the Bonds may be made subject to principal installment payments.

**SECTION 4. Appointment of Registrar and Paying Agent.** The Clerk-Treasurer is hereby authorized to serve as, or to appoint a qualified financial institution to serve as, registrar and paying agent for the Bonds (the "Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the Bonds and shall keep and maintain at its principal office or corporate trust office books for the registration and transfer of the Bonds. The Clerk-Treasurer and the Town Council President are hereby authorized to enter into such agreements or understandings with such institution as will enable the institution to perform the

services required of the Registrar and Paying Agent. The Clerk-Treasurer is authorized to pay such fees as the institution may charge for the services it provides as Registrar and Paying Agent.

The Registrar and Paying Agent may at any time resign as Registrar and Paying Agent by giving thirty (30) days' written notice to the Clerk-Treasurer and to each registered owner of the 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 Clerk-Treasurer. Such notice to the Clerk-Treasurer may be served personally or be 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 Clerk-Treasurer, in which event the Clerk-Treasurer may appoint a successor Registrar and Paying Agent. The Clerk-Treasurer shall notify each registered owner of the Bonds then outstanding of the removal of the Registrar and Paying Agent. Notices to registered owners of the 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 bond register. Any predecessor Registrar and Paying Agent shall deliver all the Bonds, cash and investments in its possession and the bond register to the successor Registrar and Paying Agent. At all times, the same entity shall serve as Registrar and as Paying Agent.

**SECTION 5. Form of Bonds.** The form and tenor of the Bonds shall be substantially as follows, all blanks to be filled in properly and all necessary additions and deletions to be made prior to delivery thereof:

2024R-  
UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF MADISON

TOWN OF LAPEL, INDIANA  
GENERAL OBLIGATION BOND, SERIES 2024

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Date</u>	<u>Authentication Date</u>	<u>[CUSIP]</u>
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REGISTERED OWNER:

PRINCIPAL SUM: DOLLARS (\$ \_\_\_\_\_)

The Town of Lapel, in Madison County, Indiana (the "Town"), for value received, hereby promises to pay to the Registered Owner set forth above, the Principal Sum set forth above on the Maturity Date set forth above, and to pay interest thereon until the Principal Sum shall be fully paid, at the Interest Rate per annum specified 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 first day of the month in which the interest payment date occurs 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 July 1, 2025, in which case it shall bear interest from the Original Date, which interest is payable semiannually on each January 15 and July 15 of each year, beginning on July 15, 2025. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of this bond is payable at \_\_\_\_\_ (the "Registrar" or "Paying Agent"), in \_\_\_\_\_, 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 hereof as of the first day of the month in which the interest payment date occurs 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. All payments of principal of and premium, if any, on this bond shall be made upon surrender thereof at the principal [corporate trust] office of the Paying Agent 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.

This bond is one of an authorized issue of negotiable general obligation bonds of the Town, of like original date, tenor and effect, except as to denomination, numbering, interest rates, and dates of maturity, in the total amount of \_\_\_\_\_ Dollars (\$ \_\_\_\_\_), numbered consecutively from 2024R-1 upward, issued for the purpose of providing funds to pay for all or a portion of various park projects in the Town, and the costs of the issuance of bonds therefor, as authorized by Ordinance No. \_\_\_\_\_ adopted by the Town Council on the \_\_\_\_ day of \_\_\_\_\_, 2024, entitled “ORDINANCE OF THE TOWN COUNCIL OF THE TOWN OF LAPEL, INDIANA, AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION BONDS FOR THE PURPOSE OF PROVIDING FUNDS TO PAY FOR VARIOUS CAPITAL PROJECTS AND INCIDENTAL EXPENSES IN CONNECTION THEREWITH AND ON ACCOUNT OF THE ISSUANCE OF THE BONDS; AND APPROPRIATING THE PROCEEDS THEREOF” (the “Ordinance”), and in accordance with Indiana Code § 36-5-2-11 and other applicable provisions of the Indiana Code, as amended (collectively, the “Act”). 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 THIS BOND AND ALL OTHER BONDS OF SAID ISSUE AND THE INTEREST DUE THEREON ARE PAYABLE AS A GENERAL OBLIGATION OF THE TOWN, FROM AN *AD VALOREM* PROPERTY TAX TO BE LEVIED ON ALL TAXABLE PROPERTY WITHIN THE TOWN.

This bond is not subject to optional redemption prior to the final maturity thereof.

This bond is subject to defeasance prior to payment as provided in the Ordinance.

If this bond shall not be presented for payment on the date fixed therefor, the Town may deposit in trust with the Paying Agent or another paying agent, an amount sufficient to pay such bond, and thereafter the Registered Owner shall look only to the funds so deposited in trust for payment, and the Town shall have no further obligation or liability in respect thereto.

This bond is transferable or exchangeable only upon the books of the Town 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 his attorney duly authorized in writing, 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. The Town, any registrar and any 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 due hereon.

The bonds maturing in any one year are issuable only in fully registered form in the denomination of \$100,000 or any integral multiple of \$1,000 in excess thereof.

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 Town of Lapel, Indiana, has caused this bond to be executed in its corporate name by the manual or facsimile signatures of its duly elected, qualified and acting Town Council President, and its corporate seal to be hereunto affixed, imprinted or impressed by any means and attested manually or by facsimile by the Clerk-Treasurer of the Town.

TOWN OF LAPEL, INDIANA

By: \_\_\_\_\_  
Town Council President

(SEAL)

ATTEST:

\_\_\_\_\_  
Clerk-Treasurer

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 on 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<br>not as tenants in common |
| UNIF. TRANS.<br>MIN. ACT | _____<br>(Cust.) Custodian _____<br>(Minor)                                 |
|                          | under Uniform Transfers to Minors Act of<br>_____<br>(State)                |

Additional abbreviations may also be used, although not contained in the above list.

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_ (Please Print or Typewrite Name and Address) \$ \_\_\_\_\_ principal amount (must be a multiple of \$100,000 or integral multiples of \$1,000 in excess thereof) 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.

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 6. Sale of Bonds.** The Bonds shall be sold at private sale, in minimum authorized denomination of the Bonds at One Hundred Thousand Dollars (\$100,000) or integral multiples of One Thousand Dollars (\$1,000) in excess thereof.

After the Bonds have been properly sold and executed, the Town Clerk-Treasurer shall receive from the purchasers payment for the Bonds and shall provide for delivery of the Bonds to the purchasers.

The Clerk-Treasurer is hereby authorized and directed to obtain a legal opinion as to the validity of the Bonds from Barnes & Thornburg LLP, and to furnish such opinion to the purchasers of the Bonds. The cost of such opinion shall be paid out of the proceeds of the Bonds.

**SECTION 7. Use of Bond Proceeds.** The proceeds received from the sale of the Bonds shall be deposited into the Town of Lapel, Indiana, Projects Fund (the "Projects Fund"). The proceeds deposited into the Projects Fund shall be expended only for the purpose of paying expenses incurred in connection with the Projects, together with the expenses incidental thereto and on account of the issuance of the Bonds. Any balance remaining in the Projects Fund after the completion of the Projects which is not required to meet unpaid obligations incurred in connection therewith and on account of the issuance of the Bonds may be used to pay debt service on the Bonds or otherwise used as permitted by law.

**SECTION 8. Defeasance.** If, when the Bonds or any portion thereof shall have become due and payable in accordance with their terms, and the whole amount of the principal and the interest so due and payable upon such bonds or any portion thereof then outstanding shall be paid, or (i) cash, or (ii) direct non-callable obligations of (including obligations issued or held in book entry form on the books of) the Department of the Treasury of the United States of America, and securities fully and unconditionally guaranteed as to the timely payment of principal and interest by the United States of America, the principal of and the interest on which when due without reinvestment will provide sufficient money, or (iii) any combination of the foregoing, shall be held irrevocably in trust for such purpose, and provision shall also be made for paying all fees and expenses for the payment, then and in that case the Bonds or such designated portion thereof shall no longer be deemed outstanding or secured by this Ordinance.

**SECTION 9. Tax Covenants.** In order to preserve the exclusion of interest from gross income for federal income tax purposes on any series of the Bonds, the interest on which is excluded from gross income for federal income tax purposes (such series of the Bonds, the "Tax-Exempt Bonds"), and as an inducement to purchasers of the Tax-Exempt Bonds, the Town represents, covenants and agrees that:

(a) The Town will not take any action or fail to take any action with respect to the Tax-Exempt Bonds that would result in the loss of the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as in effect on the date of issuance of the Tax-Exempt Bonds (the “Code”), including, without limitation, the taking of such action as is necessary to rebate or cause to be rebated arbitrage profits on Tax-Exempt Bond proceeds or other monies treated as Tax-Exempt Bond 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.

(b) The Town will file an information report Form 8038-G with the Internal Revenue Service as required by Section 149 of the Code.

(c) The Town will not make any investment or do any other act or thing during the period that any Tax-Exempt Bond is outstanding hereunder which would cause any Tax-Exempt Bond to be an “arbitrage bond” within the meaning of Section 148 of the Code and the regulations applicable thereto as in effect on the date of delivery of the Tax-Exempt Bonds.

(d) The Bonds qualify for the exception in Section 265 of the Code from the disallowance of 100% of the deduction by financial institutions of interest expense allocable to tax-exempt obligations because the Bonds are not private activity bonds within the meaning of Section 141 of the Code; the Bonds are hereby designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code; the reasonably anticipated amount of qualified tax-exempt obligations (including qualified 501(c)(3) bonds but excluding other private activity bonds) which will be issued by or on behalf of the Town, all entities which issue obligations on behalf of the Town, and all subordinate entities during calendar year 2024 will not exceed \$10,000,000; and the Town, all entities which issue obligations on behalf of the Town, and all subordinate entities have not designated in the aggregate more than \$10,000,000 of qualified tax-exempt obligations during calendar year 2024.

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 Tax-Exempt Bonds from gross income under federal income tax law (the “Tax Exemption”) need not be complied with to the extent the Town receives an opinion of nationally recognized bond counsel that compliance with such Tax Section is unnecessary to preserve the Tax Exemption.

**SECTION 10. Amendments.** Subject to the terms and provisions contained in this section, and not otherwise, the owners of not less than sixty-six and two-thirds percent (66-2/3%) in aggregate principal amount of the Bonds then outstanding shall have the right, from time to time, to consent to and approve the adoption by the Town of such ordinance or ordinances supplemental hereto as shall be deemed necessary or desirable by the Town for the purpose of modifying, altering, amending, adding to or rescinding 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 on any Bond, without the consent of the holder of each Bond so affected; or

(b) A reduction in the principal amount of any Bond 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 Bond so affected; or

(c) A preference or priority of any Bond over any other Bond, without the consent of the holders of all Bonds then outstanding; or

(d) A reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance, without the consent of the holders of all Bonds then outstanding.

If the Town 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 books held by the Registrar. 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 Bonds. The Registrar shall not, however, be subject to any liability to any owners of the 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 Town shall receive any instrument or instruments purporting to be executed by the owners of the Bonds of not less than sixty-six and two-thirds per cent (66-2/3%) in aggregate principal amount of the 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 Town may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the Bonds, whether or not such owners shall have consented thereto.

No owner of any 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 Town or its officers 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 Town and all owners of 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 Town and of the owners of the Bonds, and the terms and provisions of the Bonds and this Ordinance, or any supplemental ordinance, may be modified or altered in any respect with the consent of the Town and the consent of the owners of all the Bonds then

outstanding.

Without notice to or consent of the owners of the Bonds, the Town may, from time to time and at any time, 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; or
- (b) To grant to or confer upon the owners of the Bonds any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the Bonds; or
- (c) To procure a rating on the 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 Bonds; or
- (d) To obtain or maintain bond insurance with respect to the Bonds; or
- (e) To provide for the refunding or advance refunding of the Bonds; or
- (f) To make any other change which, in the determination of the Council in its sole discretion, is not to the prejudice of the owners of the Bonds.

**SECTION 11. Other Action.** The appropriate officers of the Town are hereby authorized and directed to take any action deemed necessary or advisable in order to effectuate the acquisition, construction and equipping of the Projects, the issuance of the Bonds, or any other purposes of this Ordinance.

**SECTION 12. No Conflict.** All ordinances, resolutions, and orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed. After the issuance of the Bonds and so long as any of the Bonds or interest 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 the holders of the Bonds, nor shall the Town adopt any law, ordinance or resolution which in any way adversely affects the rights of such holders.

**SECTION 13. Severability; Interpretation.** 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. 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.

**SECTION 14. Holidays, Etc.** 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 Town or the city or town 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 15. Effectiveness.** This Ordinance shall be in full force and effect from and after its adoption and the procedures required by law. Upon payment in full of the principal and interest respecting the Bonds authorized hereby or upon deposit of an amount sufficient to pay when due such amounts in accord with the defeasance provisions herein, all pledges, covenants and other rights granted by this Ordinance shall cease.

\*\*\*\*\*

ADOPTED THIS 12th day of December, 2024.

LAPPEL TOWN COUNCIL

\_\_\_\_\_  
Chad Blake

\_\_\_\_\_  
Roger Fouse

\_\_\_\_\_  
Brian Robertson

\_\_\_\_\_  
Gary Shuck

\_\_\_\_\_  
Lindsay Washmuth

ATTEST:

\_\_\_\_\_  
Teresa Retherford, Clerk-Treasurer  
Lapel, Indiana