

**TOWN OF WHITESTOWN TOWN COUNCIL**

**RESOLUTION NO. 2021-18**

RESOLUTION APPROVING FORM OF OFFERING DOCUMENT AND BOND PURCHASE AGREEMENT RELATING TO THE TOWN OF WHITESTOWN, INDIANA ECONOMIC DEVELOPMENT REVENUE BONDS, SERIES 2021 (MILHAUS PROJECT), AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO

WHEREAS, on March 10, 2021, the Town Council of the Town of Whitestown, Indiana (the “Council” and “Town”, respectively) adopted Ordinance No. 2021-06 (the “Bond Ordinance”) which approved the issuance by the Town of its Economic Development Revenue Bonds, Series 2021 (Milhaus Project) in the principal amount not to exceed \$4,100,000 (the “Bonds”); and

WHEREAS, the Council has been advised that the Bonds will be sold through a public offering utilizing the services of Stifel, Nicolaus & Company Incorporated, as underwriter (the “Underwriter”), and will be offered pursuant to a preliminary official statement (the “Preliminary Official Statement”) substantially in the form attached hereto and incorporated herein by reference; and

WHEREAS, the Council has been further advised that the terms of the sale of the Bonds will be memorialized in a bond purchase agreement (the “Purchase Agreement”) substantially in the form attached hereto and incorporated herein by reference; and

WHEREAS, the Council finds that the forms of Preliminary Official Statement and Purchase Agreement should be approved and that the Council should ratify and approve other related items in connection with the Bonds as herein set forth;

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

Section 1. The Preliminary Official Statement is hereby: (a) authorized and approved for distribution as the Preliminary Official Statement of the Town; (b) authorized to be deemed and determined by the Town Council President or the Clerk-Treasurer, on behalf of the Town, as of its date, to constitute the “final” official statement of the Town with respect to the Bonds subject to completion as permitted by and otherwise pursuant to Rule 15c2-12 of the Securities and Exchange Commission (the “SEC Rule”); and (c) authorized and approved, consistent with the provisions of the Purchase Agreement and the SEC Rule, to be placed into final form and distributed and delivered to purchasers and potential purchasers of the Bonds and offered thereby as the final official statement of the Town, as of the date thereof, with respect to the Bonds (the “Official Statement”). The Town Council President or the Clerk-Treasurer is authorized to sign the Official Statement and by such signature approve its finalization and distribution by the Underwriter. The Town hereby represents and covenants that it will cause to be delivered to the Underwriter, copies of the Official Statement in sufficient numbers and within sufficient time from the date of execution of the Purchase Agreement, as authorized hereby, in order to facilitate

compliance by the Underwriter with the SEC Rule, and the Town further authorizes the Town Council President or the Clerk-Treasurer to enter into such further agreements and to make such further certifications and representations as will evidence or effect compliance with the SEC Rule pursuant to the provisions hereof and the distribution thereof are hereby approved, with such additions or deletions as may be approved by the Town Council President or the Clerk-Treasurer.

Section 2. The Purchase Agreement is hereby approved. The Town Council President or Clerk-Treasurer is hereby authorized and directed to execute and deliver the Purchase Agreement on behalf of the Town to the Underwriter with such changes or modifications therein as the officer executing the same may approve with the advice of bond counsel, such approval to be conclusively evidenced by the execution thereof. Such officers are authorized and directed after the sale of the Bonds to cause the Purchase Agreement to be completed by causing the appropriate items to be inserted or completed at the appropriate places and to conform the Bonds and all documents related thereto to the terms thereof.

Section 3. To the extent required by the SEC Rule, the Town Council President or the Clerk-Treasurer is hereby authorized and directed to execute and deliver a continuing disclosure undertaking agreement in such form as may be approved by bond counsel to the Town.

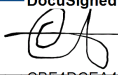
Section 4. The Council has been advised that certain of the financing agreements approved by the Bond Ordinance may be executed by Milhaus Properties, LLC, or alternatively an affiliate or permitted assignee thereof, including but not limited to 7279 S Indianapolis RD, LLC. The Council ratifies and confirms its approval in the Bond Ordinance that the Company (as defined therein) includes Milhaus Properties, LLC, and also affiliates or permitted assignees thereof which may include but not be limited to 7279 S Indianapolis RD, LLC.

Section 5. The Council ratifies and confirms that a portion of the proceeds of the Bonds will be paid over to the Town of Whitestown Redevelopment Commission to be used for economic development and redevelopment purposes.


Section 6. This resolution shall be in full force and effect immediately upon adoption.

PASSED AND ADOPTED on the 12<sup>th</sup> day of May, 2021, by the Town Council of the Town of Whitestown, Indiana, by a vote of 5 in favor and 0 against.

TOWN COUNCIL OF THE  
TOWN OF WHITESTOWN, INDIANA

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Clinton Bohm, President

ATTEST:

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Matt Sumner, Clerk-Treasurer  
Town of Whitestown, Indiana