

MEETING NOTICE
LAND USE AND SPECIAL STUDIES
COMMITTEE MEETING
WEDNESDAY, MAY 22, 2024
AT 5:30 P.M.
CARMEL CLAY PUBLIC LIBRARY
BOARD ROOM, SECOND FLOOR

THE PURPOSE OF THE MEETING IS TO DISCUSS CITY BUSINESS AS ASSIGNED, INCLUDING:

- a. **Ordinance D-2710-24**; An Ordinance of the Common Council of the City of Carmel, Indiana, Authorizing the Issuance of Economic Development Tax Increment Revenue Bonds to Support the Gramercy Project, and Authorizing and Approving Other Actions in Respect Thereto; Sponsor: Councilor Aasen

Synopsis:

Ordinance authorizes the issuance of developer TIF bonds by the City of Carmel, Indiana, to finance improvements to support the development of the Gramercy Project.

- b. **Special Study of the Carmel Unified Development Ordinance**

- Readdress comments from Article 1 – Ordinance Foundation
- Introduce Article 4 – Planned Unit Development District

ORDINANCE D-2710-24

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF CARMEL, INDIANA, AUTHORIZING THE ISSUANCE OF ECONOMIC DEVELOPMENT TAX INCREMENT REVENUE BONDS TO SUPPORT THE GRAMERCY PROJECT, AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO

Synopsis:

Ordinance authorizes the issuance of developer TIF bonds by the City of Carmel, Indiana, to finance improvements to support the development of the Gramercy Project.

WHEREAS, the City of Carmel, Indiana (the “City”), is a municipal corporation and political subdivision of the State of Indiana and by virtue of I.C. 36-7-11.9 and I.C. 36-7-12 (collectively, the “Act”), is authorized and empowered to adopt this ordinance (this “Bond Ordinance”) and to carry out its provisions;

WHEREAS, Buckingham Properties, LLC or an affiliate thereof (the “Company”), desires to finance the design and construction of certain improvements described in Exhibit A hereto which are, or will be, located in the Gramercy Economic Development Area (collectively, the “Projects”);

WHEREAS, the Company has advised the City of Carmel Economic Development Commission (the “Commission”) and the City that it proposes that the City issue its taxable or tax-exempt Economic Development Tax Increment Revenue Bonds, Series 20__ (Gramercy Development Partners, LLC Project)), in one or more series (with such different or additional series designation determined to be necessary or appropriate) in an aggregate amount not to exceed Fifty-Three Million Dollars (\$53,000,000) (the “Bonds”), under the Act and provide the proceeds of such Bonds to the Company for the purpose of financing the Projects;

WHEREAS, the completion of the Projects results in the diversification of industry, the creation of jobs and the creation of business opportunities in the City;

WHEREAS, pursuant to I.C. § 36-7-12-24, the Commission published notice of a public hearing (the “Public Hearing”) on the proposed issuance of the Bonds to finance the Projects;

WHEREAS, on the date specified in the notice of the Public Hearing, the Commission held the Public Hearing on the Projects; and

WHEREAS, the Commission has performed all actions required of it by the Act preliminary to the adoption of this Bond Ordinance and has approved and forwarded to the Common Council the forms of: (1) a Financing Agreement between the City and the Company (the “Financing Agreement”); (2) a Trust Indenture between the City a trustee to be selected by the Controller of the City (the “Trustee”) (the “Indenture”); (3) the Bonds; and (4) this Bond Ordinance (the Financing Agreement, the Indenture, the Bonds, and this Bond Ordinance, collectively, the “Financing Agreements”);

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

Section 1. Findings; Public Benefits. The Common Council hereby finds and determines that the Projects involve the acquisition, construction and equipping of an “economic development facility” as that phrase is used in the Act; that the Projects will increase employment opportunities and increase diversification of economic development in the City, will improve and promote the economic stability, development and welfare in the City, will encourage and promote the expansion of industry, trade and commerce in the City and the location of other new industries in the City; that the public benefits to be accomplished by this Bond Ordinance, in tending to overcome insufficient employment opportunities and insufficient diversification of industry, are greater than the cost of public services (as that phrase is used in the Act) which will be required by the Projects; and, therefore, that the financing of the Projects by the issue of the Bonds under the Act: (i) will be of benefit to the health and general welfare of the City; and (ii) complies with the Act.

Section 2. Approval of Financing. The proposed financing of the Projects by the issuance of the Bonds under the Act, in the form that such financing was approved by the Commission, is hereby approved.

Section 3. Authorization of the Bonds. The issuance of the Bonds, payable solely from revenues and receipts derived from the Financing Agreements, is hereby authorized.

Section 4. Terms of the Bonds. (a) The Bonds, in the aggregate principal amount not to exceed Fifty-Three Million Dollars (\$53,000,000), shall (i) be executed at or prior to the closing date by the manual or facsimile signatures of the Mayor and the Clerk of the City; (ii) be dated as of the date of their delivery; (iii) for each series of the Bonds, mature on a date not later than twenty-five years after the date of the first draw of principal on such series of the Bonds; (iv) bear interest at such rates as determined with the purchaser thereof (the “Purchaser”) in an amount not to exceed eight percent (8.00%), with such interest payable as provided in the Financing Agreements, and which interest may be taxable or tax-exempt, as determined by the Mayor and the Controller of the City, with the advice of the City’s bond counsel, prior to the issuance of the Bonds; (v) be issuable in such denominations as set forth in the Financing Agreements; (vi) be issuable only in fully registered form; (vii) be subject to registration on the bond register as provided in the Indenture; (viii) be payable in lawful money of the United States of America; (ix) be payable at an office of the Trustee as provided in the Indenture; (x) be subject to optional redemption prior to maturity and subject to redemption as otherwise provided in the Financing Agreements; (xi) be issued in one or more series; and (xii) contain such other terms and provisions as may be provided in the Financing Agreements.

(b) The Bonds and the interest thereon do not and shall never constitute an indebtedness of, or a charge against the general credit or taxing power of, the City, but shall be special and limited obligations of the City, payable solely from revenues and other amounts derived from the Financing Agreements. Forms of the Financing Agreements are before this meeting and are by this reference incorporated in this Bond

Ordinance, and the Clerk of the City is hereby directed, in the name and on behalf of the City, to insert them into the minutes of the Common Council and to keep them on file.

Section 5. Sale of the Bonds. The Mayor is hereby authorized and directed, in the name and on behalf of the City, to sell the Bonds to the Purchaser at such prices as are determined on the date of sale and approved by the Mayor of the City.

Section 6. Execution and Delivery of Financing Agreements. The Mayor and the Clerk of the City are hereby authorized and directed, in the name and on behalf of the City, to execute or endorse and deliver the Financing Agreement, the Indenture, and the Bonds, submitted to the Common Council, which are hereby approved in all respects.

Section 7. Changes in Financing Agreements. The Mayor and the Clerk of the City are hereby authorized, in the name and on behalf of the City, without further approval of the Common Council or the Commission, to approve such changes in the Financing Agreements as may be permitted by Act, such approval to be conclusively evidenced by their execution thereof.

Section 8. Reimbursement from Bond Proceeds. The City hereby declares its intent to issue the Bonds for the purpose of financing the Projects, which Bonds will not exceed \$53,000,000, and pursuant to Treas. Reg. §1.150-2 and IC 5-1-14-6(c), to reimburse costs of the Projects (including costs of issuing the Bonds) from proceeds of the sale of such Bonds.

Section 9. General. The Mayor and any other officer of the City, and each of them, are hereby authorized and directed, in the name and on behalf of the City, to execute or endorse any and all agreements, documents and instruments, perform any and all acts, approve any and all matters, and do any and all other things deemed by them, or either of them, to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of this Bond Ordinance (including the preambles hereto and the documents mentioned herein), the Projects, the issuance and sale of the Bonds, and the securing of the Bonds under the Financing Agreements, and any such execution, endorsement, performance or doing of other things heretofore effected be, and hereby is, ratified and approved.

Section 10. Binding Effect. The provisions of this Bond Ordinance and the Financing Agreements shall constitute a binding contract between the City and the holders of the Bonds, and after issuance of the Bonds this Bond Ordinance shall not be repealed or amended in any respect which would adversely affect the rights of the holders of the Bonds as long as the Bonds or interest thereon remains unpaid.

Section 11. Repeal. All ordinances or parts of ordinances in conflict herewith are hereby repealed.

Section 12. Effective Date. This Bond Ordinance shall be in full force and effect immediately upon adoption and compliance with I.C. § 36-4-6-14.

Section 13. Copies of Financing Agreements on File. Two copies of the Financing Agreements incorporated into this Bond Ordinance were duly filed in the office of the Clerk of the City, and are available for public inspection in accordance with I.C. § 36-1-5-4.

PASSED by the Common Council of the City of Carmel, this ____ day of _____, 2024, by a vote of ____ ayes and ____ nays.

COMMON COUNCIL FOR THE CITY OF CARMEL

Anthony Green, President

Adam Aasen, Vice-President

Rich Taylor

Matthew Snyder

Jeff Worrell

Teresa Ayers

Shannon Minnaar

Ryan Locke

Anita Joshi

ATTEST:

Jacob Quinn, Clerk

Presented by me to the Mayor of the City of Carmel, Indiana this ____ day of _____
_____, 2024, at _____.M.

Jacob Quinn, Clerk

Approved by me, Mayor of the City of Carmel, Indiana, this ____ day of _____
_____, 2024, at _____.M.

Sue Finkam, Mayor

ATTEST:

Jacob Quinn, Clerk

Prepared by: Bradley J. Bingham
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 46204

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EXHIBIT A

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DESCRIPTION OF THE PROJECTS

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All or any portion of the design and construction of a mixed use project which includes townhomes, condos, apartments, retail, structured parking, and related road improvements, storm water improvements, utility relocation costs, site development costs, and other infrastructure costs, all to be located along Kinzer Avenue, south of City Center Drive, and at 452, 502, and 508 E. Carmel Drive, which will be added to the Gramercy Economic Development Area.

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DMS 40581668.2