

ORDINANCE

WHEREAS, by virtue of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois (the "**Constitution**"), the City of Chicago (the "**City**") is a home rule unit of government and as such may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, the City has determined that the continuance of a shortage of affordable rental housing is harmful to the health, prosperity, economic stability and general welfare of the City; and

WHEREAS, as a home rule unit and pursuant to the Constitution, the City is authorized and empowered to issue multi-family housing revenue bonds and multi-family tax-exempt bonds for the purpose of financing the cost of acquiring, constructing, and equipping affordable multi-family housing facilities for low-income and very low-income individuals and families, located in the City ("**Multi-Family Housing Financing**"); and

WHEREAS, the City owns seven (7) parcels of vacant real property located in the Redevelopment Area (as defined herein) at 9216, 9220, 9224, and 9238 South Burley Avenue and 3211, 3223, and 3227 East 92nd Street, Chicago, Illinois, and legally described in **Exhibit F** and depicted in **Exhibit F-1** attached hereto (the "**City Property**"); and

WHEREAS, the Cook County Land Bank Authority, an agency of Cook County, and a body politic and corporate (the "**CCLBA**") owns five (5) vacant parcels of real property located at 3215, 3217, 3219, and 3229 East 92nd Street and 9234 South Burley Avenue, Chicago, Illinois, and legally described in **Exhibit F** and depicted in **Exhibit F-1** attached hereto (together with the City Property, the "**Property**"); and

WHEREAS, SACRED Apartments Owner LLC, an Illinois limited liability company (the "**Borrower**") and The Interfaith Housing Development Corporation of Chicago, an Illinois not-for-profit corporation ("**IHDC**," and collectively with the Borrower, the "**Developer**"), have proposed to finance a portion of the costs of the acquisition of the Property and the construction thereon of a five (5) – story, mixed-use building, consisting of a residential rental project for low-income and very low-income individuals and families, with a total of eighty-one (81) housing units on floors one (1) through five (5) and commercial space on the first floor of the building to be known as the SACRED Apartments as further described in **Exhibit A** (the "**Project**"); and

WHEREAS, IHDC is co-manager of the Borrower's manager; and

WHEREAS, the Borrower has submitted a proposal to the City's Department of Planning and Development ("**DPD**") for the purchase of the Property and development of the Project; and

WHEREAS, based on an appraisal dated August 22, 2024, the City Property has an appraised market value of \$130,737, and shall be conveyed to IHDC for the price of One Dollar (\$1.00) per tax parcel (the "**Purchase Price**"); and

WHEREAS, IHDC shall immediately transfer ownership of the City Property to the Borrower. IHDC shall convey the commercial space to Sacred Commercial Owner, LLC, an Illinois limited liability company, subject to the approval of the Authorized DOH Officer (as defined herein) to own, manage and maintain the commercial space located on the first floor of the building. IHDC shall convey the residential space to the Borrower to own, manage and maintain the residential spaces located on floors one (1) through five (5) of the building; and

WHEREAS, by Resolution No. 22-CDC-31 adopted on July 12, 2022, the Community Development Commission authorized DPD to advertise and issue a request for proposals ("**RFP**") for the sale and redevelopment of the City Property; and

WHEREAS, pursuant to Resolution No. 22-038-21 adopted on September 15, 2022, the Chicago Plan Commission approved the City's disposition of the City Property; and

WHEREAS, public notices advertising DPD's intent to sell the City Property to the Borrower and requesting alternative proposals appeared in the *Chicago Tribune* on July 15, 22, and 29, 2022; and

WHEREAS, no other proposals were received by the deadline indicated in the aforesaid notices; and

WHEREAS, the Borrower has requested, and the City has agreed to convey the City Property to IHDC, which shall then convey the City Property to the Borrower; and

WHEREAS, by this ordinance, the City Council has determined that it is necessary and in the best interests of the City to provide Multi-Family Housing Financing by the City issuing its Multifamily Tax-Exempt Bonds (Fannie Mae MBS Secured) (SACRED Apartments) Series 2024A in a principal amount not to exceed \$5,000,000 (the "**Series A Bonds**") and its Multifamily Housing Revenue Bonds (SACRED Apartments), Series 2024B, in an aggregate principal amount not to exceed \$18,500,000 (the "**Series B Bonds**," and together with the Series A Bonds, individually or collectively as context may dictate, the "**Bonds**") pursuant to an Indenture of Trust (the "**Bond Indenture**") between the City and Zions Bancorporation, National Association, a national banking association organized and existing under the laws of the United States of America (the "**Bond Trustee**"); and

WHEREAS, by this ordinance, the City Council has determined that it is necessary and in the best interests of the City to use the proceeds of the sale of the Bonds to make loans to the Borrower, pursuant to a Financing Agreement (the "**Financing Agreement**") among the City, the Borrower and the Bond Trustee, such loan to be evidenced by a Series A Bond Loan Note and a Series B Bond Loan Note (collectively, the "**Bond Loan Notes**"), to pay a portion of the costs of the acquisition, construction and equipping of the Project; and

WHEREAS, in connection with the issuance of the Bonds and the Bond Loan Notes, the City Council has determined by this ordinance that it is necessary and in the best interests of the City to enter into (i) the Bond Indenture, providing for the security for and terms and conditions of the Bonds to be issued, (ii) the Financing Agreement, providing for the use of the proceeds of the Bonds to finance a portion of the costs of the Project, (iii) a Bond Purchase Agreement among the City, the Borrower and one or more underwriters for the Bonds, or, alternatively, another sale agreement among the City, the Borrower and one or more purchasers of the Bonds (in each case, a "**Bond Purchase Agreement**") providing for the sale of the Bonds and the preparation and circulation, if necessary, of a preliminary official statement for the Bonds or, alternatively, another

type of disclosure document prepared in connection with the offer and sale of the Bonds (in either case, a "**Preliminary Official Statement**") and a final official statement or alternative disclosure document prepared in connection with the offer and sale of the Bonds (the "**Official Statement**"), and (iv) a Tax Regulatory Agreement and/or a tax certificate (a "**Tax Certificate**") executed by the City and the Borrower; and

WHEREAS, the principal and interest on the Bonds will be secured by the Trust Estate (as defined in the Bond Indenture), including the Bond Loan Notes and other funds, accounts and property; and

WHEREAS, in connection with the issuance of the Bonds and the financing of the Project with the proceeds thereof, the City Council has determined by this ordinance that it is necessary and in the best interests of the City to enter into a Land Use Restriction Agreement between the City and the Borrower (the "**Land Use Restriction Agreement**"); and

WHEREAS, the Bonds and the obligation to pay interest thereon do not now and shall never constitute an indebtedness of or an obligation of the City, the State of Illinois or any political subdivision thereof, within the purview of any Constitutional limitation or statutory provision, or a charge against the general credit or taxing powers of any of them. No owner of the Bonds shall have the right to compel the taxing power of the City, the State of Illinois or any political subdivision thereof to pay any principal installment of, prepayment premium, if any, or interest on the Bonds; and,

WHEREAS, pursuant to ordinances adopted on April 12, 2000, and published in the Journal of the Proceedings (the "**Journal**") of the City Council at pages 28776 to 28896, for such date (the "**TIF Ordinance**"), a certain redevelopment plan and project (the "**Redevelopment Plan**") for the South Chicago Redevelopment Project Area (the "**Redevelopment Area**") was approved pursuant to the Illinois Tax Increment Allocation Redevelopment Act, as amended, 65 ILCS 5/11-74.4-1 et seq. (the "**Act**"); and

WHEREAS, the Developer will be obligated to undertake the Project in accordance with the terms and conditions of a proposed redevelopment agreement between the City, through DPD, and the Developer (the "**Redevelopment Agreement**"), and of the Redevelopment Plan; and

WHEREAS, the Project will be financed in part by a grant of up to Five Million Dollars (\$5,000,000) from certain ad valorem taxes which, pursuant to Section 5/11-74.4-8(b) of the Act, are deposited into a special tax allocation fund created by the City (the "**TIF Fund**") to pay Redevelopment Project Costs (as defined in Section 5/11-74.4-3(q) of the Act) that are included in the budget set forth in the Redevelopment Plan; and

WHEREAS, the City has certain funds available from a variety of funding sources ("**Multi-Family Program Funds**") to make loans and grants for the development of multi-family residential housing to increase the number of individuals and families served with decent, safe, sanitary and affordable housing and to expand the long-term supply of affordable housing, and such Multi-Family Program Funds are administered by the City's Department of Housing ("**DOH**"); and

WHEREAS, pursuant to an ordinance adopted on April 19, 2024, and published at pages 11493-11568 of the Journal for such date (the "**2024 Bonds Ordinance**"), the City Council authorized the issuance of certain general obligation bonds in one or more series, in an aggregate

principal amount not to exceed \$1,250,000,000 for the Purposes as defined therein (the "**2024 Bonds**"); and

WHEREAS, for purposes of Section 2.19(h) of the 2024 Bonds Ordinance, this ordinance satisfies the requirement of City Council authorization; and

WHEREAS, DOH has preliminarily reviewed and approved the making of a loan to the Borrower in an amount not to exceed \$7,171,396 (the "**City Loan**") to be funded from 2024 Bonds funds, other bond funds, Multi-Family Program Funds, or corporate funds, pursuant to the terms and conditions set forth in **Exhibit A** attached hereto and made a part hereof; and

WHEREAS, pursuant to an ordinance adopted on October 27, 2021, and published at pages 40213-40503 of the Journal for such date, the City Council authorized the issuance of general obligation bonds in one or more series, in an aggregate principal amount not to exceed \$660,000,000 for the Chicago Recovery Plan to finance the costs of the Recovery Purposes (as defined therein); and

WHEREAS, DOH has preliminarily reviewed and approved the making of a grant to the Borrower in an amount not to exceed \$1,305,362 (the "**CRP Grant**"), to be funded from Chicago Recovery Plan funds pursuant to the terms and conditions set forth in **Exhibit A** attached hereto and made a part hereof; and

WHEREAS, there has been presented to this meeting of the City Council forms of the following documents in connection with the partial financing of the Project:

(a) the form of Bond Indenture, which includes a form of the Bonds to be issued by the City (attached as **Exhibit B** hereto);

(b) the form of Financing Agreement, which includes the form of Bond Loan Notes (attached as **Exhibit C** hereto);

(c) the form of the Land Use Restriction Agreement (attached as **Exhibit D** hereto); and

(d) the form of the Redevelopment Agreement (attached as **Exhibit E** hereto); now therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO, AS FOLLOWS:

Section 1. Incorporation of Recitals. The recitals contained in the preambles to this ordinance are hereby incorporated into this ordinance by this reference. All capitalized terms used in this ordinance, unless otherwise defined herein, shall have the meanings ascribed thereto in the Bond Indenture.

Section 2. Sale of City Property. The sale of the City Property to IHDC for the Purchase Price and subsequent transfer by such entity to the Borrower is hereby approved. This approval is expressly conditioned upon the City entering into the Redevelopment Agreement with the Developer.

Section 3. Deed. The Mayor or a proxy of the Mayor is authorized to execute, and the City Clerk or the Deputy City Clerk is authorized to attest one or more quitclaim deeds conveying the City Property to IHDC, or to a land trust of which IHDC is the sole beneficiary, or to an entity of which IHDC is the sole owner and the controlling party, subject to those covenants, conditions and restrictions set forth in this ordinance and the Redevelopment Agreement.

Section 4. Findings and Determinations. The City Council hereby finds and determines that the delegations of authority that are contained in this ordinance, including the authority to make the specific determinations described herein, are necessary and desirable because the City Council cannot itself as advantageously, expeditiously or conveniently exercise such authority and make such specific determinations. Thus, authority is granted to the Chief Financial Officer (the Chief Financial Officer, being referred to herein as the "**Authorized Officer**") to determine to sell the Bonds on such terms as and to the extent such officer determines that such sale or sales is desirable and in the best financial interest of the City. Any such designation and determination by the Chief Financial Officer shall be signed in writing by the Chief Financial Officer and filed with the City Clerk and shall remain in full force and effect for all purposes of this ordinance unless and until revoked, such revocation to be signed in writing by the Chief Financial Officer and filed with the City Clerk. As used herein, the term "**Chief Financial Officer**" shall have the meaning given to such term in Section 1-4-090(k) of the Municipal Code of Chicago (the "**Municipal Code**").

Section 5. Authorization of Bonds. The issuance of the Series A Bonds in an aggregate principal amount not to exceed Five Million Dollars (\$5,000,000), and the issuance of the Series B Bonds in an aggregate principal amount not to exceed Eighteen Million Five Hundred Thousand Dollars (\$18,500,000) are hereby authorized.

The Bonds shall contain a provision that they are issued under authority of this ordinance. The Series A Bonds and the Series B Bonds shall mature (subject to prior redemption) on the dates, and shall bear interest at the rates per annum, set forth in the Bond Indenture.

The Bonds shall be dated, shall be subject to redemption or tender prior to maturity, shall be payable in such places and in such manner and shall have such other details and provisions as prescribed by the Bond Indenture and the form of the Bonds therein.

The provisions for execution, signatures, authentication, payment and prepayment, with respect to the Bonds shall be as set forth in the Bond Indenture and the form of the Bonds therein.

The Authorized Officer is hereby authorized to execute and deliver the Bond Indenture on behalf of the City, such Bond Indenture to be in substantially the form attached hereto as **Exhibit B** and made a part hereof and hereby approved with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the City Council's approval of any changes or revisions from the form of the Bond Indenture attached to this ordinance.

The Authorized Officer is hereby authorized to execute and deliver the Financing Agreement on behalf of the City, such Financing Agreement to be in substantially the form attached hereto as **Exhibit C** and made a part hereof and hereby approved with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the City Council's approval of any changes or revisions from the form of the Financing Agreement attached to this ordinance.

The Authorized Officer is hereby authorized to execute and deliver a Tax Certificate on behalf of the City, in substantially the form of tax certificates or tax regulatory agreements used in

previous issuances of tax-exempt bonds pursuant to programs similar to the Bonds, with appropriate revisions to reflect the terms and provisions of the Bonds and the applicable provisions of the Internal Revenue Code of 1986, as amended (the "**Code**"), and the regulations promulgated thereunder, and with such other revisions in text as the Authorized Officer executing the same shall determine are necessary or desirable in connection with the exclusion from gross income for federal income tax purposes of interest on the Bonds. The execution of the Tax Certificate by the Authorized Officer shall be deemed conclusive evidence of the approval of the City Council of the terms provided in the Tax Certificate.

The Authorized Officer is hereby authorized to execute and deliver the Land Use Restriction Agreement on behalf of the City in connection with the issuance of the Bonds, such Land Use Restriction Agreement to be in substantially the form attached hereto as **Exhibit D** and made a part hereof and hereby approved with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the City Council's approval of any changes or revisions from the form of the Land Use Restriction Agreement attached to this ordinance.

The City Clerk or Deputy City Clerk is hereby authorized to attest the signature of the Authorized Officer to any document referenced herein and to affix the seal of the City to any such document.

Section 6. Security for the Bonds. The Bonds shall be limited obligations of the City, payable solely from (i) all right, title and interest of the City in and to all revenues, derived or to be derived by the City under the terms of the Bond Indenture and the Financing Agreement (other than certain reserved rights of the City); (ii) the proceeds of the Bonds and income from the temporary investment thereof, as provided in the Bond Indenture; and (iii) all funds, monies and securities and any and all other rights and interests in property whether tangible or intangible from time to time hereafter by delivery or by writing of any kind, conveyed, mortgaged, pledged, assigned or transferred as and for additional security hereunder for the Bonds by the City or by anyone on its behalf. In order to secure the payment of the principal of, premium, if any, and interest on the Bonds, such rights, proceeds and investment income are hereby pledged to the extent and for the purposes as provided in the Bond Indenture and are hereby appropriated for the purposes set forth in the Bond Indenture. The Bond Indenture shall set forth such covenants with respect to the application of such rights, proceeds and investment income as shall be deemed necessary by the Authorized Officer in connection with the sale of the Bonds.

Section 7. Sale and Delivery of Bonds. The Bonds shall be sold and delivered to, or upon the direction of, one or more underwriters (the "**Underwriters**") to be selected by the Authorized Officer, subject to the terms and conditions of the Bond Purchase Agreement, or, alternatively, are hereby authorized to be sold and delivered directly to one or more investors to be selected by the Authorized Officer subject to the terms and conditions of the Bond Purchase Agreement. The Authorized Officer is authorized to execute and deliver on behalf of the City, with the concurrence of the Chairman of the Committee on Finance of the City Council, the Bond Purchase Agreement in substantially the form of bond purchase agreements used in previous sales of bonds pursuant to programs similar to the Bonds, with appropriate revisions to reflect the terms and provisions of the Bonds and the fact that the Bonds may be sold to certain institutional investors, and with such other revisions in text as the Authorized Officer shall determine are necessary or desirable in connection with the sale of the Bonds. The execution of the Bond Purchase Agreement by the Authorized Officer shall be deemed conclusive evidence of the approval of the City Council of the terms provided in the Bond Purchase Agreement. The distribution of the Preliminary Official Statement and the Official Statement to prospective purchasers of the Bonds and the use thereof by the Underwriters in connection with the offering and sale of the Bonds are hereby authorized, provided that the City shall not be responsible for

the content of the Preliminary Official Statement or the Official Statement except as specifically provided in the Bond Purchase Agreement executed by the Authorized Officer, and provided further that, if the Bonds are sold directly to institutional investors, the City may forgo the use of a Preliminary Official Statement or Official Statement, but only if such institutional investors execute and deliver to the City "sophisticated investor" letters satisfactory to the Authorized Officer. The compensation paid to the Underwriters in connection with the sale of the Bonds shall not exceed three quarters of one percent (0.75%) of the aggregate principal amount of the Bonds, exclusive of legal cost in connection therewith. In connection with the offer and delivery of the Bonds, the Authorized Officer, and such other officers of the City as may be necessary, are authorized to execute and deliver such instruments and documents as may be necessary to implement the transaction and to effect the issuance and delivery of the Bonds. Any limitation on the amount of Bonds issued pursuant to this ordinance as set forth herein shall be exclusive of any original issue discount or premium.

Section 8. Notification of Sale. Subsequent to the sale of the Bonds, the Authorized Officer shall file in the Office of the City Clerk a Notification of Sale for the Bonds directed to the City Council setting forth (i) the aggregate original principal amount of, maturity schedule, redemption provisions for and nature of the Bonds sold, (ii) the extent of any tender rights to be granted to the holder of the Bonds, including, without limitation, the right of the holder to tender the Bonds in exchange for one or more mortgage-backed securities held by the Bond Trustee under the Bond Indenture, (iii) the identity of the Bond Trustee, (iv) the interest rates on the Bonds, (v) the identity of any underwriters or institutional investors who purchase the Bonds directly from the City or through the Underwriters, and (vi) the compensation paid to the Underwriters in connection with such sale. There shall be attached to such notification the final form of the Bond Indenture.

Section 9. Use of Proceeds. The proceeds from the sale of the Bonds shall be deposited as provided in the Bond Indenture and used for the purposes set forth in the fifth paragraph of the recitals of this ordinance.

Section 10. Declaration of Official Intent. A portion of the cost of the acquisition and construction of the Project which the City intends to finance with the proceeds of the Bonds has been paid from available monies prior to the date of this ordinance. It is the intention of the City to utilize a portion of the proceeds of the Bonds to reimburse such expenditures which have been or will be made for those costs, to the extent allowed by the Code and related regulations. As such, the City previously adopted an inducement resolution on October 26, 2022 declaring its official intent under Section 1.150-2 of the Treasury Regulations promulgated under the Code to utilize the proceeds of the Bonds as such.

Section 11. Additional Authorization. The Mayor, the Authorized Officer, the City Treasurer and, upon the approval and availability of the additional financing as shown in **Exhibit A** hereto (the "**Additional Financing**"), the Authorized DOH Officer (as defined below) are each hereby authorized to execute and deliver and the City Clerk and the Deputy City Clerk are each hereby authorized to enter into, execute and deliver such other documents and agreements and perform such other acts as may be necessary or desirable in connection with the Bonds, including, but not limited to, the exercise following the delivery date of the Bonds of any power or authority delegated to such official under this ordinance with respect to the Bonds upon original issuance, but subject to any limitations on or restrictions of such power or authority as herein set forth.

Section 12. Public Hearing. The City Council directs that the Bonds shall not be issued unless and until the requirements of Section 147(f)(1) of the Code, including particularly the approval requirement following any required public hearing, have been fully satisfied, and that no contract, agreement or commitment to issue the Bonds shall be executed or undertaken prior to

satisfaction of the requirements of Section 147(f) unless the performance of said contract, agreement or commitment is expressly conditioned upon the prior satisfaction of such requirements. To the extent that the requirements of Section 147(f)(1) of the Code, including the public hearing, have occurred prior to the date of this ordinance, this ordinance constitutes approval for purposes of Section 147(f) of the Code. The Authorized Officer is hereby authorized to prepare and publish notices, conduct hearings and take such other actions as are necessary to comply with the requirements of Section 147(f) of the Code. All such actions taken prior to the enactment of this ordinance are ratified and confirmed.

Section 13. Proxies. The Mayor and the Authorized Officer may each designate another to act as their respective proxy and to affix their respective signatures to each Obligation, whether in temporary or definitive form, and to any other instrument, certificate or document required to be signed by the Mayor or the Authorized Officer pursuant to this ordinance or the Bond Indenture. In each case, each shall send to the City Council written notice of the person so designated by each, such notice stating the name of the person so selected and identifying the instruments, certificates and documents which such person shall be authorized to sign as proxy for the Mayor and the Authorized Officer, respectively. A written signature of the Mayor or the Authorized Officer, respectively, executed by the person so designated underneath, shall be attached to each notice. Each notice, with signatures attached, shall be recorded in the Journal and filed with the City Clerk. When the signature of the Mayor is placed on an instrument, certificate or document at the direction of the Mayor in the specified manner, the same, in all respects, shall be as binding on the City as if signed by the Mayor in person. When the signature of the Authorized Officer is so affixed to an instrument, certificate or document at the direction of the Authorized Officer in the specified manner, the same, in all respects, shall be as binding on the City as if signed by the Authorized Officer in person.

Section 14. Volume Cap. The Bonds are obligations taken into account under Section 146 of the Code in the allocation of the City's volume cap.

Section 15. Financing Agreement Authorization. The Commissioner of DOH or a designee or successor thereof (the "**Authorized DOH Officer**") is hereby authorized, subject to approval by the Corporation Counsel, to enter into and execute such agreements and instruments, and perform any and all acts as shall be necessary or advisable in connection with the implementation of the Financing Agreement. The Authorized DOH Officer is hereby authorized, subject to the approval of the Corporation Counsel, to negotiate any and all terms and provisions in connection with the Financing Agreement which do not substantially modify the terms described in **Exhibit C** hereto. Upon the execution and receipt of proper documentation, the Authorized DOH Officer is hereby authorized to disburse the proceeds of the Bonds to the Borrower pursuant to the Financing Agreement.

Section 16. Developer Designation and Redevelopment Agreement.

The Developer or its affiliate is hereby designated as the developer for the Project pursuant to Section 5/11-74.4-4 of the Act.

The Commissioner of DPD or his or her designee (the "**Authorized DPD Officer**") is hereby authorized, with the approval of the City's Corporation Counsel, to negotiate, execute and deliver a redevelopment agreement among the Borrower, IHDC and the City substantially in the form attached hereto as **Exhibit E** and made a part hereof, and such other supporting documents as may be necessary to carry out and comply with the provisions of the Redevelopment Agreement, all of which are hereby approved with such changes, deletions and insertions as shall be approved by the persons executing the Redevelopment Agreement.

Section 17. City Funds. The City Council hereby finds that the City is authorized to pay \$5,000,000 ("**City Funds**") from Incremental Taxes deposited in the general account of the TIF Fund (the "**General Account**") to the Developer to finance a portion of the eligible costs included within the Project. The proceeds of the City Funds are hereby appropriated for the purposes set forth in this Section 17.

Section 18. TIF Fund. The Chief Financial Officer (or his or her designee) of the City is hereby directed to maintain the TIF Fund as a segregated interest-bearing account, separate and apart from the City's Corporate Fund or any other fund of the City. Pursuant to the TIF Ordinance, all Incremental Taxes received by the City for the Area shall be deposited into the TIF Fund. The City shall use the funds in the TIF Fund to make payments pursuant to the terms of the Redevelopment Agreement.

Section 19. City Loan and CRP Grant Agreements. Upon the approval and availability of the Additional Financing as shown in **Exhibit A** hereto, the Authorized DOH Officer is hereby authorized, with the approval of the City's Corporation Counsel, to enter into and execute such agreements and instruments, and perform any and all acts as shall be necessary or advisable in connection with the implementation of the City Loan and the CRP Grant. The Authorized DOH Officer is hereby authorized, subject to the approval of the Corporation Counsel, to negotiate any and all terms and provisions in connection with the City Loan and the CRP Grant which do not substantially modify the terms described in **Exhibit A** hereto. Upon the execution and receipt of proper documentation, the Authorized DOH Officer is hereby authorized to disburse the proceeds of the City Loan and the CRP Grant to the Borrower.

Section 20. Authorization of Fees and Expenses. The following fees and expenses are hereby authorized in connection with the Bonds: (i) an **Issuer Fee** in an amount equal to 1.5 percent of the par amount of the Bonds, payable to the City on the date of issuance of the Bonds, (ii) a **Bond Legal Reserve Fee** in the amount of 0.1 percent of the par amount of the Bonds, payable to the City on the date of issuance of the Bonds (such fee to be used to pay for other legal and other fees incurred by the City in connection with private activity bonds issued by the City), and (iii) a **City Administrative Fee** in an amount equal to 0.15 percent of the outstanding principal of the Bonds, accruing monthly but payable to the City on a semi-annual basis.

Section 21. Separability. If any provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such provision shall not affect any of the remaining provisions of this ordinance.

Section 22. Inconsistent Provisions. All ordinances, resolutions, motions or orders in conflict with this ordinance are hereby repealed to the extent of such conflict.

Section 23. No Impairment. No provision of the Municipal Code or violation of any provision of the Municipal Code shall be deemed to impair the validity of this ordinance or the instruments authorized by this ordinance or to render any agreement or instrument authorized hereby voidable at the option of the City or to impair the rights of the owners of the Bonds to receive payment of the principal of, premium, if any, or interest on the Bonds or to impair the security for the Bonds; provided further, however, that the foregoing shall not be deemed to affect the availability of any other remedy or penalty for any violation of any provision under the Municipal Code.

Section 24. Effective Date. This ordinance shall be in full force and effect immediately upon its passage and approval.

Exhibits "A", "B", "C", "D," "E," "F," and "F-1" referred to in this ordinance read as follows: