

No. R-1

UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF MARION

BEECH GROVE REDEVELOPMENT DISTRICT
TAX INCREMENT REFUNDING REVENUE BOND, SERIES 2016

| <u>INTEREST</u> <u>RATE</u> | <u>MATURITY</u> <u>DATE</u> | <u>ORIGINAL</u> <u>DATE</u> | <u>AUTHENTICATION</u> <u>DATE</u> |
|--------------------------------|--------------------------------|--------------------------------|--------------------------------------|
| 2.40% | January 15, 2022 | December 15, 2016 | December 15, 2016 |

REGISTERED OWNER: REGIONS EQUIPMENT FINANCE CORPORATION

PRINCIPAL AMOUNT: TWO MILLION FOUR HUNDRED THOUSAND
DOLLARS (\$2,400,000)

The Beech Grove Redevelopment Commission ("Commission"), acting in the name of City of Beech Grove, Indiana ("City"), for value received, hereby acknowledges itself indebted and promises to pay, but solely out of the Trust Estate (as defined in the Bond Resolution defined below) and the funds held under the Bond Resolution to the registered owner (named above) or registered assigns, the Principal Amount set forth above (unless redeemed earlier as hereinafter provided), and to pay interest thereon at the interest rate per annum stated above (except as provided below) from the date to which interest has been paid next preceding the date of authentication of this Bond from the interest payment date immediately preceding the date of authentication of this Bond unless this Bond is authenticated on or before January 1, 2017, in which case interest shall be paid from the Original Date, or unless this Bond is authenticated between the first day of the month containing an interest payment date ("Record Date") and such interest payment date, in which case interest shall be paid from such interest payment date. Interest shall be payable on January 15 and July 15 of each year, commencing January 15, 2017. Interest shall be calculated on the basis of twelve 30-day months for a 360-day year.

The final principal payment of this Bond is payable at the principal office of Regions Bank ("Registrar" or "Paying Agent"), in the City of Indianapolis, Indiana. All other principal payments and 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 Record Date, 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. Notwithstanding anything to the contrary herein, this Bond shall not be required to be presented or surrendered to receive payment in connection with any mandatory sinking fund redemption until the final maturity date of this Bond or earlier payment in full of this Bond. In addition and notwithstanding the foregoing, the registered owner may receive payment of principal and interest on this Bond as it becomes due via wire transfer so long as the registered owner has provided written wire instructions to the Registrar and Paying Agent on or before the Record Date. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall be instructed to wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time). All payments on this Bond shall be made in lawful money 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 DOES NOT CONSTITUTE A CORPORATE OBLIGATION OF THE CITY, BUT CONSTITUTES AN OBLIGATION OF THE BEECH GROVE REDEVELOPMENT DISTRICT ("DISTRICT") AS A SPECIAL TAXING DISTRICT, IN THE NAME OF THE CITY, PAYABLE SOLELY FROM THE TRUST ESTATE. THE DISTRICT IS NOT OBLIGATED TO PAY THE DEBT SERVICE ON THESE BONDS FROM ANY SOURCE OTHER THAN THE SOURCES DESCRIBED ABOVE. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE CITY IS PLEDGED TO PAY THE PRINCIPAL OF OR INTEREST ON THIS BOND.

This Bond is the only one of an authorized issue of bonds of the District in the principal amount of \$2,400,000, designated "Redevelopment District Tax Increment Refunding Revenue Bonds, Series 2016" ("Bonds"). The Bonds are numbered consecutively from R-1 upwards and are issued pursuant to the Bond Resolution adopted by the Commission on December 1, 2016 ("Bond Resolution") and in strict compliance with IC 5-1-5, IC 5-1-14-4, IC 36-7-14, IC 36-7-25 and all related and supplemental acts as in effect on the issue date of the Bonds (collectively, "Act"), to procure funds to be applied to the refunding of the Commission's Redevelopment District Tax Increment Revenue Bonds, Series 2005 and Redevelopment District Tax Increment Revenue Bonds, Series 2007, including issuance expenses of the Bonds and funding a debt service reserve.

The Bonds are all equally and ratably secured by and entitled to the protection of the Bond Resolution. Additional Bonds and Parity Obligations (each as defined in the Bond Resolution) may be issued as described in the Bond Resolution. To secure payment of the Debt Service (as defined in the Bond Resolution) on the Bonds and performance of all other covenants of the City and the District under the Bond Resolution, the Commission, acting in the name of the City, pursuant to the Bond Resolution, has pledged Tax Increment (as defined in the Bond Resolution), and the funds and accounts held under the Bond Resolution to the Bonds. Reference is hereby made to the Bond Resolution for a description of the rights, duties and obligations of the Commission, the District, and the owner of the Bonds, the terms and conditions upon which the Bonds are issued and the terms and conditions upon which the Bonds will be paid at or prior to maturity, or will be deemed to be paid and discharged upon the making of provisions for payment therefor. Copies of the Bond Resolution are on file at the office of the Commission. THE OWNER OF THIS BOND, BY ACCEPTANCE OF THIS BOND, HEREBY AGREES TO ALL OF THE TERMS AND PROVISIONS IN THE BOND RESOLUTION.

The Bonds are redeemable at the option of the Commission on thirty (30) days' written notice, in whole or in part, in inverse order of maturity or mandatory sinking fund redemption date on January 15, 2020, or any date thereafter, at face value, plus accrued interest to the date fixed for redemption, with no premium.

The Bonds maturing on January 15, 2022 are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof plus accrued interest, on the dates and in the amount set forth below:

2022 Term Bond

| <u>Date</u> | <u>Amount</u> |
|-------------------|---------------|
| January 15, 2017 | \$220,000 |
| July 15, 2017 | 220,000 |
| January 15, 2018 | 225,000 |
| July 15, 2018 | 230,000 |
| January 15, 2019 | 235,000 |
| July 15, 2019 | 245,000 |
| January 15, 2020 | 250,000 |
| July 15, 2020 | 255,000 |
| January 15, 2021 | 260,000 |
| July 15, 2021 | 130,000 |
| January 15, 2022* | 130,000 |

*Final Maturity

Each Five Thousand Dollars (\$5,000) principal amount shall be considered a separate bond for purposes of optional and mandatory redemption. If less than an entire maturity is called for redemption, the bonds to be redeemed shall be redeemed in inverse order of mandatory sinking fund redemption date. If some Bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the bonds for optional redemption before selecting the Bonds by lot for the mandatory sinking fund redemption.

Notice of any redemption shall be given by the Registrar at least 30 days prior to the date fixed for redemption (unless notice is waived by the Owners of the Bonds) by sending written notice by certified or registered mail to the Owners of the Bonds to be redeemed in whole or in part at the address shown on the registration books of the Registrar. Failure to give such notice by mailing, or any defect therein with respect to any Bond, shall not affect the validity of any proceeding for the redemption of other Bonds. Such notice shall state the redemption date, the redemption price, the amount of accrued interest, if any, payable on the redemption date, the place at which the Bonds are to be surrendered for payment and, if less than the entire principal amount of the Bond is to be redeemed, the portion thereof to be redeemed. By the date fixed for redemption, due provision shall be made with the Registrar for the payment of the redemption price of the Bonds to be redeemed, plus accrued interest, if any, to the date fixed for redemption. When the Bonds have been called for redemption, in whole or in part, and due provision has been made to redeem same as herein provided, the Bonds or portions thereof so redeemed shall no longer be regarded as outstanding except for the purpose of receiving payment solely from the funds so provided for redemption, and the rights of the Owners of such Bonds to collect interest which would otherwise accrue after the redemption date on any Bond or portion thereof called for redemption shall terminate on the date fixed for redemption, provided that funds for their redemption are on deposit at the place of payment at that time.

The Commission reserves the right to authorize and issue additional bonds or enter into leases payable from Tax Increment, ranking on a parity with the Bonds ("Parity Obligations") for the purpose of raising money for future economic development costs or local public improvements permitted by the Act in the Area or to refund the Bonds or Parity Obligations as provided in the Bond Resolution.

This Bond is transferable or exchangeable only upon the books of the Commission kept for that purpose at the office of the Registrar by the Registered Owners, as provided in the Bond Resolution.

The Commission has designated the Bonds as a qualified obligation for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

This Bond shall be issued in fully registered form in \$100,000 denominations and any integral multiple of \$5,000 thereafter.

If this Bond shall have become due and payable in accordance with its terms or shall have been duly called for redemption or irrevocable instructions to call this Bond or a portion thereof for redemption shall have been given, and the whole amount of the principal of and interest so due and payable on this Bond or portion thereof then outstanding shall be paid or (i) sufficient moneys, or (ii) noncallable, direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, or (iii) obligations of any state of the United States of America or any political subdivision thereof, the full payment of principal of and interest on which (a) are unconditionally guaranteed or insured by the United States of America, or (b) are provided for by an irrevocable deposit of securities described in clause (ii) and are not subject to call or redemption by the issuer thereof prior to maturity or for which irrevocable instructions to redeem have been given, shall be held in trust for such purpose, and provision shall also have been made for paying all fees and expenses in connection with the redemption, then and in that case this Bond shall no longer be deemed outstanding or an indebtedness of the District.

It is hereby certified, recited and declared that all acts, conditions and things required to be done precedent to and in the execution, issuance, sale and delivery of this Bond have been properly done, happened and performed in regular and due form as prescribed by law, and that the total indebtedness of the District, including the Bonds, does not exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been duly executed by the authorized representative of the Registrar.

IN WITNESS WHEREOF, the Beech Grove Redevelopment Commission has caused this Bond to be executed by the manual or facsimile signature of the Mayor, in the name of the City of Beech Grove for and on behalf of the Redevelopment District of the City, and attested by the manual or facsimile signature of the Clerk-Treasurer of the City, who has caused the seal of City of Beech Grove to be impressed or a facsimile thereof to be printed hereon.

CITY OF BEECH GROVE, INDIANA

By: *Don B Buckley*
Mayor

(SEAL)

Attest:

[Signature]
Clerk-Treasurer

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Bond Resolution.

REGIONS BANK, as Registrar

[Signature]
Authorized Representative

The following abbreviations, when used in the inscription on the face of the within 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
not as tenants in common

UNIF TRANS MIN ACT - _____ Custodian _____
(Cust) (Minor)

under Uniform Transfers to Minors

Act _____
(State)

Additional abbreviations may also be used though not in list above.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

_____ (insert name, address and federal tax identification number)

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: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

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.