

**MINUTES OF MEETING OF
HUNTINGBURG ECONOMIC DEVELOPMENT COMMISSION
HELD OCTOBER 16, 2019**

The Huntingburg Economic Development Commission ("Commission") held a meeting at 3:30 P.M. on October 16, 2019, at the Council Chambers of the City Office Building, 508 E. 4th Street, Huntingburg, Indiana, pursuant to the call and notice given to all members and in accordance with the Indiana Open Door Law. The Commission members were present or absent as follows:

Present: John Mundy, Lorena Gonzalez, Eric Olinger, Reid Sakel

Absent: Jeff Tooley

Also present were Philip C. Schneider as Counsel to the Commission, Mayor Dennis Spinner, Mark Adams of Crowe, LLP, and William Kaiser as Counsel to OFS Brands Holdings, Inc.

The meeting was called to order by John Mundy, President. Mr. Mundy noted that the Commission was meeting to hear presentations and conduct a public hearing regarding a proposed economic development project financing for OFS Brands Holdings, Inc. ("OFS")

The minutes of the March 7, 2019 meeting were presented, and upon motion by L. Gonzalez, seconded by E. Olinger and unanimously carried, the minutes were approved.

Mr. Mundy stated that the next order of business was consideration of a request by OFS for financing the acquisition, remodeling, renovation and expansion of an existing structure located at 1008 Styline Drive, together with all necessary appurtenances and related improvements in or physically connected to the newly created West Styline Allocation Area situated within the Northwest Industrial Economic Development Area (the "Project"). Mr. Schneider led a discussion regarding financing the Project and then introduced William Kaiser, Counsel to OFS who made a presentation describing the proposed Project, the need and benefits to be derived therefrom, and the requested financing of the Project by the issuance of Economic Development Bonds in an amount not to exceed \$15,000,000.00. Mr. Kaiser stated that the Project included the investment of approximately \$13.5 Million in real property improvements in two or more phases, and moving approximately twenty-six (26) full-time jobs into the City limits with an annual payroll of approximately \$1,178,000.00. He stated that the Project was necessary in order for OFS to increase efficiencies and stay competitive in the industry and to position itself for future growth and demand. He stated that the Project would not have an adverse competitive effect on any similar business in the City.

Mr. Schneider explained that OFS was requesting the issuance of taxable economic development revenue bonds with a pledge of 90% of the tax increment from the West Styline Allocation Area of the Northwest Industrial Economic Development Area to apply to the

repayment of the bonds. Mr. Schneider advised the Commission that OFS intends to purchase the bonds.

Mr. Schneider introduced Mark Adams of Crowe, LLP, the financial advisers for the proposed tax incremental financing of the Project. The Commission members were presented with the report of Crowe, LLP regarding the sources and uses of funds for the Project, and the debt service calculations for the proposed bond issue.

Mr. Schneider presented proof of publication of a notice published on October 5, 2019, of the public hearing for this date before the Commission, regarding the proposed economic development financing for OFS. The public was invited to comment thereon as to the public purpose of the financing and as to any adverse competitive effect that it might have. No comment was offered by members of the public to show an adverse competitive effect. After all comments were heard and considered, upon motion by E. Olinger, seconded by R. Sakel and unanimously carried, the public hearing was closed.

Mr. Schneider then presented a proposed report of the City entitled "Report of the Huntingburg Economic Development Commission Concerning the Proposed Project to Serve Economic Development Facilities for OFS Brands Holdings, Inc." as attached hereto. After consideration of the proposed report, upon motion by R. Sakel, seconded by E. Olinger and unanimously carried, the report was unanimously approved. The Secretary of the Commission was instructed to submit a copy of the report to the Executive Director of the Huntingburg Plan Commission for comments, if any.

Mr. Schneider then presented the substantially final forms of the Financing Covenant and Agreement; the Bond Purchase Agreement; the Trust Indenture; and the proposed form of Bond Ordinance (all such documents collectively to be considered the Financing Agreement referred to in Indiana Code, Title 36, Article 7, Chapters 11.9 and 12).

Thereafter Mr. Schneider presented proposed Resolution No. 2019-03 regarding the proposed Project and the financing thereof. After discussion and upon motion by E. Olinger, seconded by R. Sakel and unanimously carried, Resolution No. 2019-03 attached hereto was adopted.

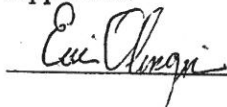
There being no further business to come before the meeting, upon motion made, seconded carried, the meeting was adjourned.

Respectfully submitted,



Secretary

Approved:



President