

RESOLUTION 1995

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF MUNSTER, INDIANA, AUTHORIZING AND RATIFYING A REVIEW OF COMPLIANCE WITH CONTINUING DISCLOSURE UNDERTAKING AGREEMENTS AND AUTHORIZING PARTICIPATION IN THE MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE

WHEREAS, pursuant to the provisions of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended (the "Rule"), promulgated by the U.S. Securities and Exchange Commission (the "SEC"), any underwriter is generally prohibited from purchasing or selling municipal securities from an issuer of such securities, unless the issuer of such municipal securities has committed in a written contract or agreement to provide continuing disclosure regarding the municipal securities and the issuer, including the issuer's financial condition, certain operating data and notices of the occurrence of certain material events; and

WHEREAS, in accordance with the terms of the Rule, the Town of Munster, Indiana (the "Town"), has previously entered into certain continuing disclosure agreements in connection with certain of its prior bond issues (the "Prior Issues"), pursuant to which the Town agreed to file its audited financial statements, certain unaudited annual financial information, certain operating data and certain enumerated event notices with the former nationally recognized municipal securities information repositories or the Municipal Securities Rulemaking Board's Electronic Municipal Market Access System; and

WHEREAS, the Town made certain representations regarding its past compliance with existing continuing disclosure agreements in bond offering documents used in connection with its Prior Issues; and

WHEREAS, in response to concerns that many municipal issuers have not been complying with their obligations to file continuing disclosure documents under the Rule and have therefore made potentially inaccurate statements concerning past compliance with existing continuing disclosure obligations in bond offering documents, the Division of Enforcement (the "Division") of the SEC has established the Municipalities Continuing Disclosure Cooperation Initiative (the "MCDC Initiative"), which program is currently scheduled to expire at 5:00 p.m. EST on December 1, 2014, for the purpose of encouraging municipal issuers to self-report to the Division potentially inaccurate statements made in a bond offering document during the past five (5) years concerning prior compliance with continuing disclosure agreements entered into by an issuer pursuant to the Rule; and

WHEREAS, if an issuer takes advantage of the MCDC Initiative by self-reporting potentially inaccurate statements and if any such statements are determined by the Division to be materially inaccurate, the Division will recommend that the SEC accept a settlement pursuant to which (i) the issuer consents to a cease and desist order, (ii) the issuer neither admits nor denies the findings of the SEC, and (iii) there is no payment of any civil penalty by the issuer; and

WHEREAS, any such settlement will require an issuer to (i) establish policies and procedures and training regarding continuing disclosure obligations within 180 days, (ii) comply

with existing continuing disclosure undertakings, including updating past delinquent filings, within 180 days, (iii) cooperate with any subsequent investigation by the Division regarding the false statement(s), including the roles of individuals and/or other parties involved, (iv) disclose in a clear and conspicuous fashion the settlement terms in any final official statement for an offering by the issuer for a period of five (5) years, and (v) provide the SEC staff with a compliance certification regarding the applicable undertakings by the issuer on the one-year anniversary of the date of institution of the proceedings; and

WHEREAS, in the release establishing the MCDC Initiative, the Division has cautioned that if an issuer does not take advantage of the MCDC Initiative by self-reporting potentially inaccurate statements made in a bond offering document with respect to prior compliance with its continuing disclosure obligations and the Division later determines that such a materially inaccurate statement was made, then the Division will likely recommend and seek financial sanctions against the issuer;

NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of Munster, Indiana, as follows:

SECTION 1. The Town, through its Clerk-Treasurer or a third-party selected by the Clerk-Treasurer, is hereby directed to conduct a review of its prior compliance with existing continuing disclosure undertakings (the "Review"). Such Review shall include, but is not limited to, a historical review of the Town's continuing disclosure obligations and filings and bond offering documents in connection with its Prior Issues that are within the timeframes contemplated by the MCDC Initiative.

SECTION 2. The Town is hereby authorized to participate in the MCDC Initiative if, in the discretion of the President of the Town Council and the Clerk-Treasurer, acting jointly and not in their individual capacity, after consultation with the Town's general counsel, bond counsel and financial advisor, the President of the Town Council and the Clerk-Treasurer determine that such participation is appropriate and in the best interests of the Town.

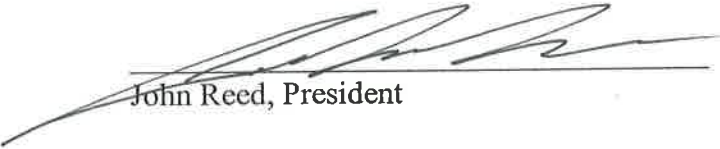
SECTION 3. The President of the Town Council, after consultation with the Clerk-Treasurer and the Town's general counsel, bond counsel and financial advisor, is hereby authorized to execute and deliver any and all documents and instruments, including the Municipalities Continuing Disclosure Cooperation Initiative Questionnaire for Self-Reporting Entities contained in the MCDC Initiative (the "Questionnaire"), and to do and cause to be done any and all acts and things necessary or proper for participating in the MCDC Initiative and all related transactions, including the Review, contemplated by this Resolution.

SECTION 4. Any action taken by the President of the Town Council, the Clerk-Treasurer or any other officer or employee of the Town with respect to the Review prior to the adoption of this Resolution, including the engagement of a third party to conduct the Review and participation in the MCDC Initiative, is hereby ratified, confirmed and approved.

SECTION 5. This Resolution shall be in full force and effect from and after its adoption by the Town Council.

RESOLVED and **ADOPTED** by the Town Council of the Town of Munster, Lake County, Indiana, this 24th day of November, 2014, by a vote of 5 in favor and 0 opposed.

**TOWN COUNCIL OF THE TOWN OF
MUNSTER, LAKE COUNTY, INDIANA**


John Reed, President

ATTEST:


David F. Shafer, Clerk-Treasurer