

RESOLUTION NO. 2009-19

RESOLUTION OF THE TOWN COUNCIL OF
THE TOWN OF PLAINFIELD, INDIANA

WHEREAS, the Town of Plainfield, Indiana (the "Issuer"), is authorized by IC 36-7-11.9 and 12 (collectively, the "Act") to issue revenue bonds for the financing of an economic development facility, the funds from said financing to be used for the acquisition and construction of said facility, and said facility to be either sold or leased to a company or directly owned by a company; and

WHEREAS, Whitaker Properties, LLC, a Nevada limited liability company (the "Applicant"), has advised the Issuer that it proposes that the Issuer lend proceeds of an economic development financing to the Applicant for the acquisition and construction of a manufacturing facility to be used in the high-speed bottling of water, to be located at 1250 Whitaker Road in the Town of Plainfield, Indiana (the "Project"); and

WHEREAS, the diversification of industry and increase in job opportunities (approximately 37 new jobs within the first three years of operation) to be achieved by the acquisition and construction of the Project will be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it would appear that the financing of the Project would be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it is tentatively found that the acquisition and construction of the Project will not have an adverse competitive effect on any similar facility already constructed or operating in Plainfield, Indiana;

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE

TOWN OF PLAINFIELD, as follows:

1. The Town Council of the Town of Plainfield finds, determines, ratifies and confirms that the promotion of diversification of economic development and job opportunities in and near Plainfield, Indiana, is desirable to preserve the health, safety and general welfare of the citizens of the Issuer; and that it is in the public interest that the Commission and the Issuer take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the Issuer.

2. The Town Council of the Town of Plainfield approves, determines, ratifies and confirms that the issuance and sale of economic development revenue bonds in an amount not to exceed \$8,500,000 of the Issuer under the Act, and the lending of the proceeds of the revenue bonds to the Applicant for the acquisition and construction of the Project will serve the public purposes referred to above, in accordance with the Act.

3. In order to induce the Applicant to proceed with the acquisition and construction of the Project, the Town Council of the Town of Plainfield hereby approves, determines, ratifies and confirms that (i) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the aforesaid financing, or as it may deem appropriate in pursuance thereof; and (ii) it will adopt such ordinances and resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of said economic development revenue bonds; and that the aforementioned purposes comply with the provisions of the Act; and (iii) it will use reasonable efforts at the request of the Applicant to authorize the issuance of additional bonds for refunding and refinancing the outstanding principal amount of the bonds; provided that all of the foregoing shall be mutually acceptable to the Issuer and the Applicant.

4. All costs of the Project incurred after the date which is 60 days prior to the date of adoption of this inducement resolution, including reimbursement or repayment to the Applicant of moneys expended by the Applicant and the Issuer for planning, engineering, a portion of the interest paid during acquisition and construction, underwriting expenses, attorney and bond counsel fees, acquisition and construction of the Project will be permitted to be included as part of the bond issue to finance the Project, and the Issuer will lend the proceeds from the sale of the bonds to the Applicant for the same purposes. Also, certain indirect expenses, including but not limited to, planning, architectural work and engineering incurred prior to this inducement resolution will be permitted to be included as part of the bond issue to finance the loan to the Applicant for the acquisition and construction of the Project.

5. This resolution shall constitute "official action" for purposes of compliance with federal and state laws requiring governmental action as authorization for future reimbursement from the proceeds of bonds.

Adopted this 14th day of September, 2009.


TOWN COUNCIL OF THE TOWN OF
PLAINFIELD, INDIANA



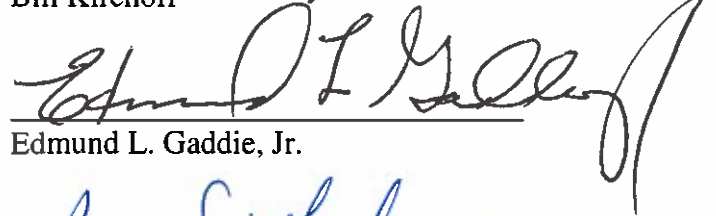
Robin G. Brandgard, President



Kent McPhail



Bill Kirchoff



Edmund L. Gaddie, Jr.



Renea S. Whicker

ATTEST:



Wesley R. Bennett, Clerk-Treasurer,
Town of Plainfield, Indiana