

**RESOLUTION NO. RDA 2015-05**

**RESOLUTION OF TOWN OF PLAINFIELD REDEVELOPMENT AUTHORITY  
APPROVING AN AGENCY AGREEMENT WITH THE PLAINFIELD  
REDEVELOPMENT COMMISSION AND OTHER MATTERS**

WHEREAS, the Town of Plainfield Redevelopment Authority (the "Authority") has been organized for the purposes under Indiana Code 36-7-14.5 and all laws supplemental thereto (collectively, the "Act"), with the rights, powers, privileges and immunities provided for in the Act, including, among other things, acquisition, construction, installation and equipping of the U.S. 40 Project and the Metropolis Project (as such terms are defined in the Lease, and collectively, the "Project"); and

WHEREAS, the Project is in or serving the area designated as the "U.S. 40 Corridor Economic Development Area"; and

WHEREAS, plans, specifications and estimates for the costs of the completion of the Project have been prepared and presented to the Authority; and

WHEREAS, the Town of Plainfield Redevelopment Commission (the "Commission") has been created pursuant to Indiana Code 36-7-14 as a separate body, corporate and politic, and as an instrumentality of the Town, to finance local public improvements for lease to the Authority; and

WHEREAS, the plans, specifications and estimates referred to above have been or will be marked to indicate clearly the work covered by that certain Lease with the Commission dated as of March 1, 2015, as amended by that certain Amended and Restated Lease dated March 1, 2015 (as amended, the "Lease"); and

WHEREAS, the Authority intends to issue bonds to be known as the "Town of Plainfield Redevelopment Authority Lease Rental Revenue Bonds of 2015, Series A (U.S. 40 Project)" and the "Town of Plainfield Redevelopment Authority Taxable Lease Rental Revenue Bonds 2015, Series B (Metropolis Project)" (collectively, the "2015 Bonds"), the proceeds of which are to be used to finance a portion of the Project, including various expenses and other matters relating thereto, all as more particularly described in Exhibits B and B-1 to the Lease, to pay capitalized interest on the 2015 Bonds, if any, and to pay the costs of issuance of the 2015 Bonds; and

WHEREAS, the Authority has leased the Leased Premises (as defined in the Lease) to the Commission pursuant to the Lease, which Lease was previously approved by the Commission; and

WHEREAS, the Authority desires to approve and authorize the execution of an Agency Agreement (the "Agency Agreement"), whereby the Commission will serve as the Authority's agent to provide for acquisition, construction, installation and equipping of the Project; and

WHEREAS, a form of the Agency Agreement has been presented to this meeting of the Authority; and

NOW, THEREFORE, BE IT RESOLVED by the Town of Plainfield Redevelopment Authority, as follows:

Section 1. Agency Agreement. The Authority is hereby authorized to execute and deliver the Agency Agreement with respect to the acquisition, construction, installation and equipping of the Project, substantially in the form of the Agency Agreement submitted to this meeting, with such changes as the President of the Authority or the Secretary of the Authority deems necessary or appropriate to effectuate this Resolution, the Agency Agreement and the other transactions contemplated hereby and thereby, such officer's execution and/or attestation thereof to be conclusive evidence of the Authority's approval of such changes.

Section 2. The President, the Vice President and the Secretary of the Authority are, and each of them is, hereby authorized to take all such actions and to execute all such instruments as are necessary and desirable to carry out the transactions contemplated by this Resolution, in such forms as the President, the Vice President or the Secretary of the Authority executing the same deems proper, to be evidenced by the execution thereof.

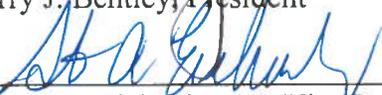
Section 3. Recitals; Severability Clause. The recitals (or "whereas" clauses) of this Resolution are essential to this Resolution and are hereby incorporated into this Resolution by this reference. In case any provision of this Resolution is invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not be affected or impaired thereby.

Section 4. Effective Date. This Resolution will be in full force and effect after its adoption by the Authority.

ADOPTED AND APPROVED at a meeting of the Town of Plainfield Redevelopment Authority held on the 21<sup>st</sup> day of May, 2015.

TOWN OF PLAINFIELD REDEVELOPMENT  
AUTHORITY

  
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Barry J. Bentley, President

  
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Steven A. Eichenberger, Vice President

  
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Jennifer A. Andres, Secretary