

RESOLUTION NO. 2020-09

**RESOLUTION OF THE VIGO COUNTY CAPITAL IMPROVEMENT BOARD
APPROVING RFP RESPONSE, PURCHASE AGREEMENT, DONATION
AGREEMENT AND LEASE AGREEMENT**

The Vigo County Capital Improvement Board of Managers (the “Board”) met at a duly called and authorized meeting of the Board held on the date set forth below, such meeting being called pursuant to a notice stating the time, place, and purpose of the meeting received by all the Board Members, published as required by law and posted on the Vigo County webpage for the public, and the following resolutions were made, seconded, and adopted by a majority of those present at the meeting, which constituted a legal quorum of the Board. In accordance with Executive Order 2020-09 issued by Governor Eric Holcomb on March 23, 2020, members of the Board participated in the meeting in person or by electronic means, and access was afforded in person and electronically to the media and the public.

WHEREAS, Resolution No. 2020-07 adopted by the Board on June 17, 2020 authorized and directed the officers of the Board to conduct an RFP process pursuant to Ind. Code §36-1-11-12 (the “Act”) and solicit requests for proposals for the lease and disposal of the property located at 686 Wabash Avenue, Terre Haute, Indiana (the “Property”); and

WHEREAS, the Board of Commissioners of Vigo County, Indiana authorized the use of the alternative lease procedures of the Act by Resolution No. 2020-05 adopted by the Board of Commissioners on June 23, 2020; and

WHEREAS, after notice published pursuant to the Act, the Board received one (1) response to the RFP submitted by Crossroads Parking Partners, LLC (the “Crossroads Proposal”) which has been reviewed by legal counsel to the Board and the Board’s Owner’s Representative and has been recommended for approval; and

WHEREAS, notice of a public hearing was published in accordance with the Act, and the Board has conducted the public hearing and received testimony regarding the acceptance of the Crossroads Proposal; and

WHEREAS, having reviewed the Crossroads Proposal and receiving testimony thereon, the Board now desires to accept the Crossroads Proposal and authorize the officers of the Board to execute documents and take such other actions to effect the same;

NOW THEREFORE, BE IT RESOLVED, by the Vigo County Capital Improvement Board of Managers as follows:

SECTION 1. The foregoing Recitals are incorporated herein by this reference.

SECTION 2. The Board hereby accepts the Crossroads Proposal and authorizes and directs the President and Vice-President of the Board, and each of them

individually, in consultation with the Board's legal counsel, to take all actions necessary to effect the same.

SECTION 3. The Board hereby authorizes and directs the President and Vice-President of the Board, and each of them individually, in consultation with the Board's legal counsel, to execute the Agreement to Purchase Real Estate by and between the Board and Terre Haute Hotel Partners, LLC (the "Purchase Agreement") in the form submitted to this meeting, with such changes and revisions as may be directed by the President or Vice-President as evidenced by their execution of the same.

SECTION 4. The Board hereby authorizes and directs the President and Vice-President of the Board, and each of them individually, in consultation with the Board's legal counsel, to execute the Donation Agreement by and between the Board and Fontanet Holdings, LLC (the "Donation Agreement") in the form submitted to this meeting, with such changes and revisions as may be directed by the President or Vice-President as evidenced by their execution of the same.

SECTION 5. The Board hereby authorizes and directs the President and Vice-President of the Board, and each of them individually, in consultation with the Board's legal counsel, to execute the Lease Agreement by and between the Board and Crossroads Parking Partners, LLC (the "Lease Agreement") in the form submitted to this meeting with such changes and revisions as may be directed by the President or Vice-President as evidenced by their execution of the same.

SECTION 6. The Board further authorizes, empowers and directs the President and Vice-President of the Board, and each of them individually, to take all actions to complete the transactions contemplated by the Purchase Agreement, the Donation Agreement and the Lease Agreement, and to execute all documents and transfer all funds as are required thereby and to take any and all other action necessary to close the transactions contemplated thereby on behalf of the Board.

SECTION 7. This Resolution is effective immediately upon its passage.

[Signature page follows]

Adopted and approved by the Vigo County Capital Improvement Board of Managers this 10th day of April, 2020 by roll call vote with the member votes indicated below.

VIGO COUNTY CAPITAL IMPROVEMENT BOARD OF MANAGERS

Jon Marvel, President	<u> </u>	<u> </u>	Steve Witt, Treasurer	<u> </u>	<u> </u>
	Aye	Nay		Aye	Nay
Mayor Duke Bennett, Vice President	<u> </u>	<u> </u>	David Patterson, Member	<u> </u>	<u> </u>
	Aye	Nay		Aye	Nay
Judith Anderson, Secretary	<u> </u>	<u> </u>	Brad Anderson, Member	<u> </u>	<u> </u>
	Aye	Nay		Aye	Nay
Barbara Lloyd, Member	<u> </u>	<u> </u>			
	Aye	Nay			

CERTIFICATION

I certify under the penalties of perjury that the foregoing members of the Vigo County Capital Improvement Board of Managers voted by roll call vote as indicated above at a public meeting conducted on August 19, 2020.

Jon Marvel, President