

RESOLUTION NO. 2020-10

**RESOLUTION OF THE VIGO COUNTY CAPITAL IMPROVEMENT BOARD
AUTHORIZING INTERGOVERNMENTAL TRANSFER OF PROPERTY**

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 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 and solicit requests for proposals for the lease and disposal of the property located at 686 Wabash Avenue, Terre Haute, Indiana (the “Property”) as further described in Exhibit “A” attached hereto; and

WHEREAS, the Board has accepted the RFP response received from Crossroads Parking Partners, LLC, an Indiana limited liability company (the “Crossroads Response”); and

WHEREAS, the Crossroads Response included a proposed lease agreement (the “Lease”) which the Board approved pursuant to Resolution No. 2020-09 providing for the assignment of the Lease in conjunction with an intergovernmental transfer of the Property; and

WHEREAS, the Crossroads Proposal included a request to transfer the Property to the Terre Haute Redevelopment Commission (the “RDC”) to facilitate the use and development of the Property; and

WHEREAS, Ind. Code §36-1-11-8 (the “Act”) authorizes the transfer of property between governmental entities upon terms and conditions agreed upon by the entities, as evidenced by the adoption of a substantially identical resolution by the governing body of each entity; and

WHEREAS, the Board desires to facilitate the development of the Property by the transfer of the Property to the RDC pursuant to the Act.

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. Pursuant to the provisions of the Act, the Board hereby approves the transfer of the Property without further consideration therefore to the RDC on the terms and conditions, and pursuant to documents approved by, the President and Vice-President of the Board in consultation with legal counsel to the Board.

SECTION 3. The transfer of the Property shall be by limited warranty deed, the form of which shall be approved by legal counsel to the Board.

SECTION 4. The transfer of the Property to the RDC shall be subject to the terms, conditions and rights of the Tenant under the Lease, and the RDC shall be bound thereby and shall indemnify and hold harmless the Board therefrom, and in all ways shall be responsible for the Lease and the Property upon its transfer.

SECTION 5. The transfer shall be made to the RDC in “as is – where is” condition, without any representations or warranties whatsoever, express or implied as to the condition of the Property, other than warranty of title. The President and Vice-President, in consultation with the Board’s legal counsel, shall provide for such commercially reasonable due diligence activities as are required by the RDC.

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 necessary to complete the transfer of the Property in accordance with this Resolution upon the adoption by the RDC of a substantially similar resolution as required by the Act, and to take any and all other action necessary to effect the transfer of the Lease and the Property to the RDC.

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

Adopted and approved by the Vigo County Capital Improvement Board of Managers this 18th day of November, 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 November 18, 2020.

Jon Marvel, President

EXHIBIT "A"

Description of Property

Situated in Vigo County, State of Indiana, to-wit:

Lots 3, 4, 5, 6, 7, and 8 in Crawford Heirs' Subdivision of Out Lot No. 48 of the Original Town, now City, of Terre Haute, as shown in the plat recorded February 8, 1861 at Plat Record 1, Page 105, except Two (2) feet off the West side of said Lot Number 3.