

RESOLUTION NO. 2022-____

**A RESOLUTION OF THE TOWN OF WHITESTOWN REDEVELOPMENT COMMISSION
PLEDGING CERTAIN TAX INCREMENT REVENUES TO THE PAYMENT OF
SUBORDINATE ECONOMIC DEVELOPMENT REVENUE BONDS OF THE TOWN OF
WHITESTOWN**

WHEREAS, the Town of Whitestown Redevelopment Commission (the “Commission”), governing body of the Town of Whitestown Department of Redevelopment (the “Department”), has created the Whitestown – Bridle Oaks Economic Development Area (the “Economic Development Area”), has designated all of such Economic Development Area as the Whitestown – Bridle Oaks Area Allocation Area (the “Allocation Area”) for purposes of the allocation and distribution of property taxes under Indiana Code 36-7-14-39 (the “Tax Increment”), and has created an allocation fund for the Allocation Area (the “Allocation Fund”); and

WHEREAS, Kite Harris Property Group, LLC and Meadows on Main, LP (collectively, the “Companies”) intend to finance all or a portion of the costs of the design and construction of the economic development project described on Exhibit A hereto (the “Project”); and

WHEREAS, the Project will be located at the northeast corner of South Main Street and Albert S. White Parkway (CR 400 S) in the Town, which is located in and physically connected to the Allocation Area; and

WHEREAS, the Town of Whitestown Economic Development Commission and the Town Council of the Town of Whitestown, Indiana (the “Town”) have approved the issuance of the Town of Whitestown, Indiana, Taxable Economic Development Revenue Bonds (Bridle Oaks Project), in one or more series (the “Bonds”), the proceeds of which will be loaned or otherwise provided to the Companies and applied to costs of the Project; and

WHEREAS, on June 25, 2021, the Town issued two series of the Bonds in the principal amounts of \$1,180,000 and \$180,000, respectively (collectively, the “2021 Bonds”), which are secured by a Trust Indenture, dated as of June 1, 2021, between the Town and The Huntington National Bank, as trustee; and

WHEREAS, pursuant to its Resolution No. 2021-07, adopted on March 1, 2021 (the “2021 Pledge Resolution”), the Commission pledged the TIF Revenues (as defined therein and herein) to the payment of the 2021 Bonds; and

WHEREAS, the Commission has been advised that pursuant to the existing authorization of the Town, the Town intends to issue an additional two series of Bonds in the combined aggregate principal amount not to exceed \$125,000 (collectively, the “2022 Bonds”) and the Commission has been requested to pledge the TIF Revenues (as defined in the 2021 Pledge Resolution and as herein defined), to the payment of the 2022 Bonds on a junior and subordinate basis to the 2021 Bonds; and

WHEREAS, as an inducement to the Companies to locate the Project in the Town, the Commission has agreed to pledge the TIF Revenues to the payment of the 2022 Bonds on a junior and subordinate basis to the 2021 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Town of Whitestown Redevelopment Commission, as follows:

1. The Commission hereby finds that the pledge to the payment of the principal of and interest on the 2022 Bonds of eighty-percent (80%) of the Tax Increment generated from the Allocation Area and deposited in the Allocation Fund pursuant to Indiana Code 36-7-14-39 (the "TIF Revenues") from the date of issuance of the 2022 Bonds until the 2022 Bonds shall no longer be outstanding, will promote the economic development of the Town and the Economic Development Area and comply with the plan for the Economic Development Area, all in accordance with Indiana Code 36-7-14 and 36-7-25, each as amended (the "Act"). The pledge of the TIF Revenues to the 2022 Bonds is junior and subordinate to the pledge of TIF Revenues to the 2021 Bonds as authorized by the Commission in its 2021 Pledge Resolution. The Commission further finds and determines that the twenty-percent (20%) of the Tax Increment generated from the Project Site not pledged to the payment of the 2022 Bonds during the period that the 2022 Bonds remain outstanding (the "Surplus Increment"), shall be used by the Commission for any purpose permitted by law, including the release of the Surplus Increment to the taxing units in the Allocation Area as provided under the Act.

2. There is hereby continued within the Allocation Fund established by the Commission for purposes of capturing the Tax Increment the following accounts as created by the 2021 Pledge Resolution: (a) Debt Service Account, (b) General Account and (c) Surplus Account.

3. The TIF Revenues deposited in the General Account shall be applied to the payment of principal of and interest on the 2022 Bonds; provided, however, that any such use of the TIF Revenues in the General Account shall be junior and subordinate to the use thereof for (a) paying any unpaid prior Debt Service (as defined in the 2021 Pledge Resolution) on the 2021 Bonds and unpaid prior debt service overdue on any Future Parity Obligations (as defined in the 2021 Pledge Resolution), on a pro rata basis; (b) funding any reserve requirement for the 2021 Bonds or any Future Parity Obligations; and (c) reimbursing the Companies for interest and principal due on the 2021 Bonds that has been paid by the Companies due to insufficient TIF Revenues.

4. Pursuant to Indiana Code 36-7-14-39(b)(3)(D) and Indiana Code 5-1-14-4, the Commission hereby irrevocably pledges the TIF Revenues to the payment of the 2022 Bonds, on a junior and subordinate basis to the 2021 Bonds, so long as the 2022 Bonds remain outstanding. Other than the pledge to the 2021 Bonds pursuant to the 2021 Pledge Resolution, there are no other prior liens, encumbrances or other restrictions on the ability of the Commission to pledge the TIF Revenues to the payment of the 2022 Bonds.

5. Nothing herein shall restrain or impair the Commission's ability to issue Future Parity Obligations under the terms of the 2021 Pledge Resolution.

6. Upon the defeasance of the 2021 Bonds, any Future Parity Obligations and the 2022 Bonds, the Debt Service Account and the General Account of the Allocation Fund shall be dissolved, and any moneys remaining in such accounts shall remain in the Allocation Fund and may be used by the Commission for any purpose permitted by law.

7. Once the 2022 Bonds have been issued, the provisions of this resolution shall not be repealed or amended in any respect which would adversely affect the rights of the holders of the 2022 Bonds with respect to the pledge of the TIF Revenues hereby for so long as the 2022 Bonds remain outstanding; provided, however, that this resolution shall not be construed in any manner to adversely affect the rights of the holders of the 2021 Bonds.

8. This resolution shall take effect immediately upon adoption by the Commission.

Adopted the 7th day of March, 2022, by a vote of _____ in favor and _____ against.

TOWN OF WHITESTOWN
REDEVELOPMENT COMMISSION

Adam Hess, President

ATTEST:

Craig Arthur, Secretary

EXHIBIT A

DESCRIPTION OF THE PROJECT

The Project shall consists of the installation necessary infrastructure to support the Bridle Oaks mixed-use development located at the northeast corner of South Main Street and Albert S. White Parkway (CR 400 S) in the Town. The infrastructure includes but is not limited to water, sewer and stormwater improvements, as well as roadways, trails and drainage improvements.