

WHITESTOWN REDEVELOPMENT COMMISSION

RESOLUTION NO. 2015-__

**RESOLUTION APPROVING DEDUCTION APPLICATION FOR
AREA PREVIOUSLY DESIGNATED AN ECONOMIC
REVITALIZATION AREA**

BECKNELL INDUSTRIAL, LLC

WHEREAS, the Whitestown Redevelopment Commission (the "Commission") has received the Application for Real Property Tax Abatement attached hereto as Exhibit A and incorporated herein by reference (the "Abatement Application") pursuant to Indiana Code 6-1.1-12.1, as amended (the "Act"), from Becknell Industrial, LLC (the "Applicant"), in connection with the development and construction of an approximately 104,000 square foot industrial building to be located at Lot 5, Perry Industrial Park III, Section 1, in the Town of Whitestown, Indiana (the "Site"), as more particularly described in the Abatement Application (the "Project"); and

WHEREAS, the Applicant will undertake the Project on the Site which is included in the previously designated Whitestown ERA #1, an economic revitalization area, and which is more particularly described in the Abatement Application; and

WHEREAS, the Site is also situated in an area that has been designated as an allocation area by the Town of Whitestown, Indiana (the "Town") in accordance with Indiana Code 36-7-14-39; and

WHEREAS, in its Abatement Application, the Applicant has requested a traditional 10 year personal property tax abatement for the Project; and

WHEREAS, the Town requires that applications for property tax deductions pursuant to the Act, such as the Abatement Application, must be approved in a resolution adopted by the Commission before they are subject to approval by the Town Council of the Town (the "Council").

NOW, THEREFORE, BE IT RESOLVED BY THE WHITESTOWN REDEVELOPMENT COMMISSION, THAT:

Section 1. The Commission has considered the evidence presented and now finds and determines that it will be of public utility and benefit to approve the Abatement Application. The Commission hereby approves the Abatement Application and recommends approval of the Abatement Application by the Council.

Section 2. Subject to approval by resolution of the Council, the Applicant shall be entitled to a standard real property tax abatement for the Project in accordance with the following schedule:

<u>Year</u>	<u>% of Assessed Value Exempt From Personal Property Taxes</u>
1	100%
2	95%
3	80%
4	65%
5	50%
6	40%
7	30%
8	20%
9	10%
10	5%

Section 3. The Secretary of the Commission is hereby directed to deliver a copy of this Resolution to the members of the Council, and to take all other necessary actions to carry out the purposes and intent of this Resolution.

Section 4. The recitals to this Resolution are essential and are incorporated herein by reference.

Section 5. Any part of this Resolution that is invalid, unenforceable or illegal shall be ineffective to the extent of such invalidity, enforceability or illegality without invalidating the remaining provisions hereof or affecting the validity, enforceability or legality thereof.

Section 6. This Resolution shall take effect immediately upon adoption by the Commission.

Passed and adopted at a meeting of the Whitestown Redevelopment Commission this 5th day November, 2015.

WHITESTOWN REDEVELOPMENT
COMMISSION

Robby Halford, President

Sarah Ford, Vice-President

Eric Miller, Secretary/Treasurer

Megan Swain, Member

Julie Whitman, Member

Exhibit A

Abatement Application



STATEMENT OF BENEFITS REAL ESTATE IMPROVEMENTS

State Form 51767 (R6 / 10-14)

Prescribed by the Department of Local Government Finance

20__ PAY 20__

FORM SB-1 / Real Property

PRIVACY NOTICE

Any information concerning the cost of the property and specific salaries paid to individual employees by the property owner is confidential per IC 6-1-1-12.1-6.1.

This statement is being completed for real property that qualifies under the following Indiana Code (check one box):

- Redevelopment or rehabilitation of real estate improvements (IC 6-1.1-12.1-4)
 Residentially distressed area (IC 6-1.1-12.1-4.1)

INSTRUCTIONS:

- This statement must be submitted to the body designating the Economic Revitalization Area prior to the public hearing if the designating body requires information from the applicant in making its decision about whether to designate an Economic Revitalization Area. Otherwise, this statement must be submitted to the designating body BEFORE the redevelopment or rehabilitation of real property for which the person wishes to claim a deduction.
- The statement of benefits form must be submitted to the designating body and the area designated an economic revitalization area before the initiation of the redevelopment or rehabilitation for which the person desires to claim a deduction.
- To obtain a deduction, a Form 322/RE must be filed with the County Auditor before May 10 in the year in which the addition to assessed valuation is made or not later than thirty (30) days after the assessment notice is mailed to the property owner if it was mailed after April 10. A property owner who failed to file a deduction application within the prescribed deadline may file an application between March 1 and May 10 of a subsequent year.
- A property owner who files for the deduction must provide the County Auditor and designating body with a Form CF-1/Real Property. The Form CF-1/Real Property should be attached to the Form 322/RE when the deduction is first claimed and then updated annually for each year the deduction is applicable. IC 6-1.1-12.1-5.1(b)
- For a Form SB-1/Real Property that is approved after June 30, 2013, the designating body is required to establish an abatement schedule for each deduction allowed. For a Form SB-1/Real Property that is approved prior to July 1, 2013, the abatement schedule approved by the designating body remains in effect. IC 6-1.1-12.1-17

SECTION 1 TAXPAYER INFORMATION					
Name of taxpayer Becknell Industrial LLC					
Address of taxpayer (number and street, city, state, and ZIP code) 704 Adams St, Ste A, Carmel, IN 46032					
Name of contact person Pete Anderson			Telephone number (317) 669-6000		E-mail address panderson@becknellindustrial.com
SECTION 2 LOCATION AND DESCRIPTION OF PROPOSED PROJECT					
Name of designating body Town of Whitestown, Indiana					Resolution number
Location of property Lot 5, Perry Industrial Park III, Section 1			County Boone		DLGF taxing district number
Description of real property improvements, redevelopment, or rehabilitation (use additional sheets if necessary) Becknell is planning real property improvements of approximately \$8,000,000, including construction of a 104,000SF industrial building.					Estimated start date (month, day, year) *
					Estimated completion date (month, day, year) *
SECTION 3 ESTIMATE OF EMPLOYEES AND SALARIES AS RESULT OF PROPOSED PROJECT					
Current number	Salaries	Number retained	Salaries	Number additional	Salaries
0.00	\$0.00	0.00	\$0.00	18.00	\$505,440.00
SECTION 4 ESTIMATED TOTAL COST AND VALUE OF PROPOSED PROJECT					
REAL ESTATE IMPROVEMENTS					
			COST		
			ASSESSED VALUE		
Current values			437,850.00		283,500.00
Plus estimated values of proposed project			5,662,150.00		3,380,000.00
Less values of any property being replaced					
Net estimated values upon completion of project			6,000,000.00		3,663,500.00
SECTION 5 WASTE CONVERTED AND OTHER BENEFITS PROMISED BY THE TAXPAYER					
Estimated solid waste converted (pounds) _____			Estimated hazardous waste converted (pounds) _____		
Other benefits					
* The applicant cannot in good faith commit to a specific date for the commencement or completion of construction, and respectfully requests an open-ended construction commencement and completion date. The applicant is currently actively marketing the property for development and has every intention of developing the property as soon as practicable.					
SECTION 6 TAXPAYER CERTIFICATION					
I hereby certify that the representations in this statement are true.					
Signature of authorized representative 				Date signed (month, day, year) 11/02/2015	
Printed name of authorized representative Pete Anderson			Title Executive Vice President, Investments		

FOR USE OF THE DESIGNATING BODY

We find that the applicant meets the general standards in the resolution adopted or to be adopted by this body. Said resolution, passed or to be passed under IC 6-1-1-12.1, provides for the following limitations:

- A. The designated area has been limited to a period of time not to exceed _____ calendar years* (see below). The date this designation expires is _____.
- B. The type of deduction that is allowed in the designated area is limited to:
 1. Redevelopment or rehabilitation of real estate improvements Yes No
 2. Residentially distressed areas Yes No
- C. The amount of the deduction applicable is limited to \$ _____.
- D. Other limitations or conditions (specify) _____
- E. Number of years allowed: Year 1 Year 2 Year 3 Year 4 Year 5 (*see below)
 Year 6 Year 7 Year 8 Year 9 Year 10
- F. For a statement of benefits approved after June 30, 2013, did this designating body adopt an abatement schedule per IC 6-1-1-12.1-17?
 Yes No
 If yes, attach a copy of the abatement schedule to this form.
 If no, the designating body is required to establish an abatement schedule before the deduction can be determined.

We have also reviewed the information contained in the statement of benefits and find that the estimates and expectations are reasonable and have determined that the totality of benefits is sufficient to justify the deduction described above.

Approved (signature and title of authorized member of designating body)	Telephone number: ()	Date signed (month, day, year)
Printed name of authorized member of designating body	Name of designating body	
Attested by (signature and title of attester)	Printed name of attester	

* If the designating body limits the time period during which an area is an economic revitalization area, that limitation does not limit the length of time a taxpayer is entitled to receive a deduction to a number of years that is less than the number of years designated under IC 6-1-1-12.1-17.

A. For residentially distressed areas where the Form SB-1/Real Property was approved prior to July 1, 2013, the deductions established in IC 6-1-1-12.1-4.1 remain in effect. The deduction period may not exceed five (5) years. For a Form SB-1/Real Property that is approved after June 30, 2013, the designating body is required to establish an abatement schedule for each deduction allowed. The deduction period may not exceed ten (10) years. (See IC 6-1-1-12.1-17 below.)

B. For the redevelopment or rehabilitation of real property where the Form SB-1/Real Property was approved prior to July 1, 2013, the abatement schedule approved by the designating body remains in effect. For a Form SB-1/Real Property that is approved after June 30, 2013, the designating body is required to establish an abatement schedule for each deduction allowed. (See IC 6-1-1-12.1-17 below.)

IC 6-1-1-12.1-17
Abatement schedules
Sec. 17. (a) A designating body may provide to a business that is established in or relocated to a revitalization area and that receives a deduction under section 4 or 4.5 of this chapter an abatement schedule based on the following factors:
 (1) The total amount of the taxpayer's investment in real and personal property;
 (2) The number of new full-time equivalent jobs created;
 (3) The average wage of the new employees compared to the state minimum wage;
 (4) The infrastructure requirements for the taxpayer's investment.
(b) This subsection applies to a statement of benefits approved after June 30, 2013. A designating body shall establish an abatement schedule for each deduction allowed under this chapter. An abatement schedule must specify the percentage amount of the deduction for each year of the deduction. An abatement schedule may not exceed ten (10) years.
(c) An abatement schedule approved for a particular taxpayer before July 1, 2013, remains in effect until the abatement schedule expires under the terms of the resolution approving the taxpayer's statement of benefits.



TOWN OF WHITESTOWN, INDIANA

APPLICATION FOR REAL PROPERTY TAX ABATEMENT

Instructions and Procedures

Indiana state law requires that this application for real property tax abatement and statement of benefits form (SB-1/RP) be submitted to the Town of Whitestown, Indiana (the "Town") prior to the initiation of the project. Additionally, final approval of the application must be obtained from the Town before starting the construction of real property improvements for which tax abatement is being requested.

The completed application, including all attachments and forms, and fees should be submitted to:

Town of Whitestown
Attn: Mr. Dax Norton, Town Manager
6210 S 700 E
Whitestown, Indiana 46075
Office: (317)732-4530
Mobile: (317)495-5864
Fax: (317)769-6871
E-Mail: dnorton@whitestown.in.gov

Prior to submitting the attached application to the Town, all questions must be answered as completely as possible and must be signed on the Statement of Benefits Form (SB-1/RP) and the last page of the application. Incomplete or unsigned applications will not be accepted as official filings. All applicants are encouraged to discuss the proposed project and tax abatement request with the Town Manager and the Presidents of the Whitestown Redevelopment Commission and Whitestown Town Council prior to filing their application.

Fees

A \$2,000 non-refundable application fee is required when making an application for real property tax abatement and is payable to the "Town of Whitestown" within 7 days of the approval of the application (the "Application Fee"). In addition, if the

applicant is submitting an application for a real property tax abatement that does not conform with the traditional tax abatement schedule (a "Modified Abatement Schedule"), the applicant may be required to pay an additional fee (the "Modified Abatement Application Fee"). The amount of the Modified Abatement Application Fee will be determined by the Town in its sole discretion based upon all of the facts and circumstances (including the proposed Modified Abatement Schedule). Payment of the Modified Abatement Application Fee shall be made within 14 days of notification in writing by Whitestown to the Applicant of the amount of such Modified Abatement Application Fee.

All companies requesting real property tax abatement will be required to execute a Memorandum of Understanding with the Town prior to consideration of the tax abatement request, the form of which memorandum is included with this application.

Any requests for additional information or questions should be directed to the following:

Town of Whitestown
Attn: Mr. Dax Norton, Town Manager
6210 S 700 E
Whitestown, Indiana 46075
Office: (317)732-4530
Mobile: (317)495-5864
Fax: (317)769-6871
E-Mail: dnorton@whitestown.in.gov

Town of Whitestown, Indiana
Real Property Tax Abatement Application
Project Questionnaire

1. Name of the company for which ^{REAL} personal property tax abatement is being requested: Becknell Industrial LLC

2. State the name, title, address, telephone number and e-mail address of a company representative who may be contacted concerning this application:

Name and Title: Pete Anderson, Executive Vice President, Investments

Address: 704 Adams St., Ste A, Carmel, IN 46032

Telephone: 317-669-6000

E-Mail Address: panderson@becknellindustrial.com

3. State the name, title, address, telephone number and e-mail address of a company representative responsible for filing the required annual compliance forms (Form CF-1) which will be used by the Town to determine if your company is compliant with the terms of the abatement application, including Form SB-1, and whether the abatement will continue or be terminated (the contact should be made aware of the compliance form's importance).

Name and Title: Joe Harrell, Vice President, Accounting & Human Resources

Address: 704 Adams St., Suite A, Carmel, IN 46032

Telephone: 317-669-6000

E-Mail Address: jharrell@becknellindustrial.com

4. Location of property for which personal property tax abatement is being sought:

a) Street Address: Lot 5, Perry Industrial Park III, Section 1

b) Tax Parcel Number(s): 020-02280-05

Attach a legal description and area map of the proposed project location.

5. What is the amount of the most recent assessment attributable to (this information is available on the most recent property tax form) the real property at the project location:

\$283,500

6. Has this project or tax abatement request been discussed with either the President of the Whitestown Redevelopment Commission, the Whitestown Town Manager or the President of the Whitestown Town Council? Yes No

7. Does your company currently conduct manufacturing operations, research and development, distribution and/or information technology research at this location? If so, how long has your company been at this location?
NO

8. Does your business have other operations in Indiana? If so, please list the location of the other operations. Yes. Becknell Industrial LLC is a privately-held vertically-integrated real estate firm with offices in Chicago, IL and Carmel, IN

9. What is the size of the facility to be improved or constructed?
6.30 acres with the development of a 104,000SF building

10. On a separate page, briefly describe the nature of the business of your company.
See Attachment A

11. On a separate page, briefly describe the proposed real estate improvements to be constructed by your company at the project location. See Attachment A

12. Have the proposed real estate improvements been constructed (Please note that State statute requires applicants to delay construction until after abatement has been granted)?

Yes No

13. What is the anticipated date for construction to begin? See Attachment A

14. What is the anticipated date for project completion? See Attachment A

15. If a facility is being improved, does the proposed improvement to the facility change the function of the current facility? N/A

Yes No

a) If yes, please describe the any new functions to be performed at the improved facility:

b) What is the estimated value of the real property improvement for which real property tax abatement is being requested? _____

16. Complete the following profile of the Company that will occupy the property for which tax abatement is being requested:

a) Number of current full-time permanent hourly employees by skill level (include average hourly wage rate excluding benefits and overtime) N/A

Skilled _____ Average hourly wage rate for skilled positions _____

Semi-skilled _____ Average hourly wage rate for semi-skilled positions _____

Clerical _____ Average hourly wage rate for clerical positions _____

Salaried _____ Average salary (per hour) for salaried positions _____

TOTAL NUMBER OF EXISTING EMPLOYEES (permanent and full-time)

b) Number of current part-time hourly employees by skill level (include average hourly wage rate excluding benefits and overtime) N/A

Skilled _____ Average hourly wage rate for skilled positions _____

Semi-skilled _____ Average hourly wage rate for semi-skilled positions _____

Clerical _____ Average hourly wage rate for clerical positions _____

TOTAL NUMBER OF EXISTING EMPLOYEES (part-time)

c) Approximate value of benefits for existing and new employees on a per hour basis (e.g. benefits are valued at an additional \$3.00 per hour, etc.) _____

d) Summary of benefits for existing and new employees.

e) Number of created full-time permanent hourly employees by skill level (include average hourly wage rate excluding benefits and overtime)

Skilled 0 _____ Average hourly wage rate for skilled positions N/A _____

Semi-skilled 18 _____ Average hourly wage rate for semi-skilled positions \$14/hr. _____

Clerical 0 Average hourly wage rate for clerical positions N/A

Salaried 0 Average salary (per hour) for salaried positions N/A

TOTAL NUMBER OF NEW EMPLOYEES (permanent and full-time)

f) Number of created part-time hourly employees by skill level (include average hourly wage rate excluding benefits and overtime) N/A

Skilled 0 Average hourly wage rate for skilled positions 0

Semi-skilled 0 Average hourly wage rate for semi-skilled positions 0

Clerical 0 Average hourly wage rate for clerical positions 0

Salaried 0 Average salary (per hour) for salaried positions 0

TOTAL NUMBER OF NEW EMPLOYEES (part-time)

g) What is the total dollar amount to be spent on new salaries? \$505,440

h) Provide schedule for when new employee positions are expected to be filled.
not yet determined

17. On a separate page, please give a detailed description of what the impact on your business will be if the proposed real property improvement is not constructed (e.g. loss of jobs, contract cancellations, loss of production, change in location, etc.).

18. What is the term of the tax abatement requested (maximum 10 years). 10 years

19. Attach a schedule of the proposed tax abatement percentages in each year (note, if the proposed tax abatement schedule is other than a traditional tax abatement schedule the Town may impose additional fees for consideration).

Example (note this is a traditional 10 year abatement schedule)

Year	% of Assessed Value Exempt From Real Property Taxes
1	100%
2	95%
3	80%
4	65%
5	50%
6	40%
7	30%

25. Will local suppliers and contractors be used in the construction/operation of the proposed project? If so, please explain. See Attachment A

26. Has the applicant previously been approved for economic development incentives from the Town (e.g., tax abatement, tax increment financing, economic development revenue bond financing)? If so, please explain and include information with respect to applicant's compliance with project representations made to the Town at the time the incentives were approved.

Yes, for the 480,000 square foot facilities in the Eagle Creek Industrial Center.

27. Is the applicant current on all of its payment obligations to the Town and the County (e.g., property taxes, utility (gas, water, sewer, electric) fees (such as capacity fees, monthly services charges), guaranties on any debt obligations, etc.)?

Yes

28. Does the proposed project take advantage of any "green" technology to reduce adverse environmental impact? If so, please explain.

The building will provide modern design and functionality required by today's users including energy efficient lighting, exterior wall panels that meet or exceed local energy codes and a roofing system that will meet or exceed local energy codes, just to name a few.

CHECKLIST OF ATTACHMENTS:

<u>X</u>	Application Fee (\$2,000)
<u>X</u>	Completed Memorandum of Understanding
<u>X</u>	Completed Form SB-1/RP
<u>X</u>	Legal Description of Project Site
<u>X</u>	Area Map of Project Site
<u>X</u>	Description of Business at Site
<u>X</u>	Description of Improvements to Site
<u>X</u>	Description of Impact on Business if Improvements not Constructed
<u>X</u>	Schedule of Annual Tax Abatement %
<u>X</u>	Worksheets for Abatement Calculation

I hereby certify that the information and representations on and included with this application for Real Property Tax Abatement are true and complete.

I understand that if this request for property tax abatement is granted that I will be required to annually provide information to the Town with respect to compliance with the project description, job creation and retention figures (and associated salaries), investment, and other information contained in this application, including the Form SB-1/RP. I also acknowledge that failure to provide such information may result in a loss of tax abatement deductions.



Signature of Owner or Authorized Representative

Executive Vice President, Investments

Title

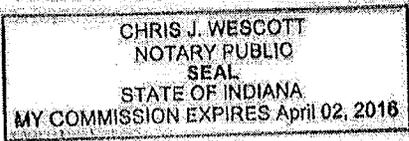
NOVEMBER 2, 2015

Date

STATE OF INDIANA)
)
COUNTY OF HAMILTON)

SS:

Before me, the undersigned Notary Public, this 2 day of November, 2014, personally appeared Pete Anderson and acknowledged the execution of the foregoing application for real property tax abatement for the Town of Whitestown, Indiana. In witness whereof, I have hereunto subscribed my name and affixed my official seal.



Chris J. Wescott

Notary Public

Residing in HAMILTON County, IN

My commission expires:

4/2/2016

Attachment A

10. Becknell Industrial, founded in 1990, is a privately held vertically integrated real estate firm specializing in the development, management and long term ownership of industrial properties nationwide. With offices in Chicago, Illinois; DelRay Beach, Florida and Indianapolis, Indiana, Becknell focuses on providing efficient real estate solutions to clients all across the country. Becknell has a portfolio of business distribution properties resulting from over 20 years of development, management and property ownership. The Company's portfolio has grown to 120 business distribution properties representing 12.5 million square feet, primarily for single tenant build-to-suit customers. In addition, Becknell also owns more than 375 acres of developable ground for future business distribution properties.

11. Construction of an approximately 104,000 square foot industrial building with an investment of approximately \$6,000,000.

13-14. The applicant cannot in good faith commit to a specific date for the commencement or completion of construction, and respectfully requests an open-ended construction commencement and completion date. The applicant is currently actively marketing the property for development and has every intention of developing the property as soon as practicable.

17. Tax abatement greatly increases the owner's ability to attract end users because their rent or operating costs will be lower, and they will know the Town values the economic benefits that they bring. At the same time, lenders will see a better proforma upon which to make underwriting decisions, increasing the likelihood that the project can be financed, particularly if a quality end user is procured.

Without tax abatement, the applicant's ability to procure a quality end user is greatly diminished. Abatement will greatly assist the marketing of the Property. Without abatement, the applicant estimates it may take five (5) years or more to procure a suitable end user.

The Property faces an additional challenge in that its primary competition has already been provided ten (10) year property tax abatement by the Town, meaning that the Property is at a competitive disadvantage at market. By submitting this application, the applicant is asking to be put on even footing with its surrounding competitors.

20.

Projected Taxes Worksheet

	"Tax Liability with Abatement"	"Tax Liability without Abatement"	Projected Savings
Year 1	\$-	\$84,003	\$84,003
Year 2	\$4,200	\$84,003	\$79,803
Year 3	\$16,801	\$84,003	\$67,203
Year 4	\$29,401	\$84,003	\$54,602

Year 5	\$42,002	\$84,003	\$42,002
Year 6	\$50,402	\$84,003	\$33,601
Year 7	\$58,802	\$84,003	\$25,201
Year 8	\$67,203	\$84,003	\$16,801
Year 9	\$75,603	\$84,003	\$8,400
Year 10	\$79,803	\$84,003	\$4,200
Totals	\$424,216	\$840,031	\$415,816

Notes:

1. The tax rate is currently 2.4853%
 2. The chart assumes an improvement value of \$3,380,000, based upon an assessed value of \$32 psf. Becknell's recent acquisition of the MWI Veterinary Building on 3990 Perry Blvd is currently assessed at \$32 psf and is comparable in square footage.
 3. The chart addresses only the assessed value allocated to the improvements. Land is not abatable in the State of Indiana. The current assessed value of the land is \$283,500, resulting in an estimated annual liability of approximately \$3,573.00
24. Applicant will use good faith efforts to provide local suppliers an equal opportunity to participate in the construction of the proposed project. It is highly likely that the project's end-user will employ from the surrounding area for post-construction on-going operations.

TOWN OF WHITESTOWN
MEMORANDUM OF UNDERSTANDING FOR TAX ABATEMENT

This Memorandum of Understanding for Tax Abatement ("Memorandum") is dated as of the day of November, 2015, and serves as the confirmation of the commitment by the TOWN OF WHITESTOWN, INDIANA ("Whitestown"), in exchange for the fees paid hereunder by ("Applicant")

to perform the steps necessary for the appropriate consideration of Applicant's request for tax abatement.

RECITALS

A. The Applicant owns, controls, and/or has an interest in certain property as more particularly described in the property tax abatement application of the Applicant attached hereto as Exhibit A (the "Application"), for which the Applicant desires tax abatement (the "Property").

B. The Applicant hereby makes submits its Application requesting that the Town consider, and the Town is willing to consider, the Property for real and/or personal property tax abatement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth below, and other good and valuable consideration, the receipt and sufficiency of which are mutually acknowledged, the parties agree as follows:

AGREEMENT

Section 1. Tax Abatement. The Applicant hereby submits the Property for tax abatement. The Applicant's completed Application, including the Statement of Benefits (i.e. Form(s) SB-1), are submitted contemporaneously herewith and attached hereto as Exhibit A. This Memorandum constitutes a part of the Application.

Section 2. Application Fee. The parties recognize that Whitestown (including its Redevelopment Commission) will incur expenses, including financial advisory, legal and other fees, as a result of the Applicant's submission of its Application for tax abatement. In light of the expenses Whitestown will incur through the tax abatement process, the Applicant agrees to a non-refundable application fee in the amount of Two Thousand Dollars (\$2,000.00) (the "Application Fee"). The Applicant will pay the Two Thousand Dollars (\$2,000.00) Application Fee within 7 days following the approval of its Application, including this Memorandum.

Section 3. Final Application Fee. The parties recognize that Whitestown is required to provide governmental services to its inhabitants and properties located in Whitestown, including the Property, and has and will continue to incur expenses in connection with the provision of such services. In light of such expenses, the Applicant agrees that in the event its Application for tax abatement is approved by Whitestown, it will pay an application fee of Two Thousand Dollars (\$2,000). The Applicant will pay the Application Fee to Whitestown within seven (7) days of the resolution of Whitestown finally approving the Application.

Section 4. Failure to Pay Application Fee. In the event the Application is approved by Whitestown and Applicant fails to make timely payment of the Application Fee to Whitestown, Applicant shall be deemed to be in noncompliance with its Application and Whitestown may take immediate action by resolution to rescind its approval of the Application. If Whitestown adopts such a resolution, any deductions approved by Whitestown for the Applicant shall not apply to the next installment of property taxes owed by Applicant or to any subsequent installment of property taxes.

Section 5. Payment of Application Fee. The Application Fee shall be payable by cash or check (payable to the Town of Whitestown, Indiana) delivered to the Clerk-Treasurer of Whitestown.

Section 6. Disclaimer of Liability. The parties recognize that Whitestown's authority is limited by and subject to certain statutory criteria, including but not limited to certain compliance and conditions precedent by Applicant, and that Whitestown provides no promises, covenants, guarantees, or warranties that the Applicant will receive the tax abatement designation or other property interests it seeks.

APPLICANT

Signed:  _____

Printed: Pete Anderson

Its: Executive Vice President

Address: 704 Adams St, Ste A, Carmel, IN 46032

TOWN OF WHITESTOWN

Eric Miller, Town Council President

Exhibit A

Tax Abatement Application