

RESOLUTION NO. 2024-E-048

A RESOLUTION OF THE METROPOLITAN DEVELOPMENT COMMISSION OF MARION COUNTY, INDIANA, ACTING AS THE REDEVELOPMENT COMMISSION OF THE CITY OF INDIANAPOLIS, INDIANA, PLEDGING TAX INCREMENT REVENUES FROM THE CSX ALLOCATION AREA TO THE PAYMENT OF CERTAIN ECONOMIC DEVELOPMENT TAX INCREMENT REVENUE BONDS (BOXCAR DEVELOPMENT/CSX PROJECT) OF THE CITY OF INDIANAPOLIS, INDIANA

WHEREAS, the Metropolitan Development Commission of Marion County, Indiana, acting as the Redevelopment Commission of the City of Indianapolis, Indiana (the “Commission”), being the governing body of the Redevelopment District of the City of Indianapolis, Indiana (the “District”), exists and operates pursuant to the provisions of Indiana Code 36-7-15.1, as amended (the “Act”), and certain other provisions of Indiana law; and

WHEREAS, the Commission, on behalf of the District has previously adopted and confirmed its Resolution 2024-E-039 (the “Declaratory Resolution”) which (i) declared and confirmed an area of the City of Indianapolis, Indiana (the “City”), known as the CSX Redevelopment Project Area (the “Redevelopment Area”), to be an area needing redevelopment within the meaning of the Act, (ii) designated within such Redevelopment Area an allocation area known as the CSX Allocation Area (the “CSX Allocation Area”), for purposes of Section 26 of the Act, and (iii) created the CSX Allocation Fund (the “Allocation Fund”), pursuant to Section 26 of the Act, into which taxes on real property located in the CSX Allocation Area are to be deposited in accordance with, and for the purposes stated in, the Act (the “Tax Increment”) and the Declaratory Resolution, and adopted a redevelopment plan for the Redevelopment Area (the “Plan”); and

WHEREAS, Boxcar Development, LLC, or a subsidiary or affiliate thereof (“Boxcar”), desires to finance certain projects, additions or improvements within the CSX Allocation Area, including all or any portion of the Project (as defined herein); and

WHEREAS, the City intends to enter into a Loan Agreement with Boxcar (the “Loan Agreement”) and a Project Agreement (the “Project Agreement”) in connection with Boxcar’s development and construction of the Project; and

WHEREAS, Boxcar desires to finance the demolition of the existing CSX building and the construction of a new mixed use development including (i) a 13 story boutique hotel with approximately 170 keys (236,300 square feet), (ii) a live music venue with a 4,000 person capacity (83,300 square feet/back of house 10,100 square feet), (iii) retail space (18,700 square feet), (iv) a parking garage with approximately 253 spaces (104,900 square feet) and (v) a pedestrian bridge connecting the hotel to Gainbridge Fieldhouse (collectively, the “Project”); and

WHEREAS, the Commission has been advised that the City intends to authorize and issue certain economic development revenue bonds of the City, in one or more series, designated as the “City of Indianapolis, Indiana, Taxable Economic Development Tax Increment Revenue Bonds,

Series 202__ (Boxcar Development/CSX Project)” (to be completed with the year in which issued and with such further series or other designation as determined to be necessary), in an aggregate principal amount not to exceed Fifteen Million Six Hundred Thousand Dollars (\$15,600,000) (the “Bonds”), for the purposes of providing funds to pay for (a) the financing of all or a portion of the Project, in accordance with the terms of the Loan Agreement, the Project Agreement, and other such documents as deemed necessary, (b) funding a reserve for the Bonds, if necessary, (c) funding capitalized interest on the Bonds, if necessary, and (d) costs and expenses incurred in connection with or on account of the issuance of the Bonds, and the proceeds of the Bonds will be deposited with a financial institution serving as trustee (the “Trustee”) pursuant to a trust indenture (the “Indenture”) between the City and such Trustee and disbursed to Boxcar during construction of the Project, as provided for in the Indenture, the Loan Agreement and the Project Agreement; and

WHEREAS, the Bonds will be payable in each year from Tax Increment in the amount of the lesser of (i) eighty percent (80%) of the Tax Increment or (ii) the debt service due on the Bonds in such year and considering any prior year shortfalls (the “TIF Revenues”); and

WHEREAS, to the extent the Bonds are not paid in each year from TIF Revenues, Boxcar will be obligated under the Loan Agreement to make such payments on the Bonds; and

WHEREAS, pursuant to Section 26(b)(3)(D) of the Act and Indiana Code 5-1-14-4, the Commission now desires to pledge the TIF Revenues to the payment of the principal of, premium (if any), and interest on the Bonds as the same becomes due.

NOW, THEREFORE, BE IT RESOLVED BY THE METROPOLITAN DEVELOPMENT COMMISSION OF MARION COUNTY, INDIANA, ACTING AS THE REDEVELOPMENT COMMISSION OF THE CITY OF INDIANAPOLIS, INDIANA, AS FOLLOWS:

1. The Commission hereby finds that the pledge of the TIF Revenues to the payment of principal of and interest on the Bonds to finance the Project, will help accomplish the Plan for the Redevelopment Area and will promote the redevelopment and economic development of the City and the Redevelopment Area.

2. Pursuant to Section 26(b)(3)(D) of the Act and Indiana Code 5-1-14-4, the Commission hereby irrevocably pledges the TIF Revenues (representing in each year the lesser of (i) eighty percent (80%) of the Tax Increment or (ii) the debt service due on the Bonds in such year and considering any prior year shortfalls) to the payment of principal of and interest on the Bonds. There are no other prior liens, encumbrances or other restrictions on the Commission’s ability to pledge the TIF Revenues. The remaining Tax Increment not pledged by the Commission hereunder (such non-pledged Tax Increment, herein the “Surplus Tax Increment”) shall be used by the Commission for any purpose permitted by law, including the release of such Surplus Tax Increment to the taxing units in the CSX Allocation Area as provided under the Act.

3. There is hereby created within the CSX Allocation Fund an CSX Project Bond Account (the “Bond Account”). On or before each February 15 and August 15, beginning with the February 15 or August 15 after the first distribution of TIF Revenues, TIF Revenues in an amount which, together with any amounts already on deposit in the Bond Fund (as defined in the

Indenture) for the Bonds, is sufficient to pay the maximum debt service coming due on the Bonds plus Annual Fees (as defined in the Indenture) during the following six (6) month period, shall be deposited in the Bond Account and immediately transferred to the Trustee for deposit into the Bond Fund established and held under the Indenture.

4. On or before each February 15 and August 15, after satisfying the requirements of Section 3 above, any available TIF Revenues shall be deposited to the CSX Project General Account of the Allocation Fund (the "General Account") hereby created. The TIF Revenues held in the General Account shall be used (i) first, if necessary, to reimburse the holders of the Bonds for any unpaid debt service thereon due to any prior shortfalls in TIF Revenues and/or shortfall in payments due by Boxcar under the Loan Agreement and the Indenture, or by any taxpayers under any taxpayer agreements in connection with the Bonds, and (ii) second, if necessary, to reimburse Boxcar for any payments it has paid on the Bonds under the terms of the Loan Agreement and Indenture and any taxpayers for any payments they have made on the Bonds under the terms of any taxpayer agreements in connection with the Bonds. Any remaining TIF Revenues deposited in the General Account after satisfying any requirements under (i) and (ii) above shall be transferred to the Surplus Account (as hereinafter defined).

5. There is hereby created within the CSX Allocation Fund, a Surplus Account (the "Surplus Account"). All Surplus Tax Increment and any TIF Revenues available for such purpose under Section 4 above shall be deposited in the Surplus Account of the CSX Allocation Fund and shall be used by the Commission for any purposes permitted by the Act, including the release thereof to the taxing units in the CSX Allocation Area.

6. So long as the Bonds remain outstanding, the Commission shall not make any further pledges of the TIF Revenues without the prior written consent of the holders of the Bonds. As set forth in Section 5, the Commission may use the Surplus Tax Increment for any purposes permitted by the Act, including making pledges thereof to obligations, without the consent of the holders of the Bonds.

7. In connection with the Project, the Commission hereby authorizes any officer of the Commission or the Department of Metropolitan Development ("DMD") to enter into a one or more project, taxpayer and financing agreements with the Boxcar and/or such other entities or taxpayers as may be necessary, desirable or appropriate, in form and substance and on terms and conditions acceptable to such officer of the Commission or DMD, together with any and all changes as may be necessary, desirable or appropriate, which shall be evidence by such officer's execution thereof. In the event any taxpayer agreements are entered into in connection with the Project and the Bonds, any payments due to the DMD under any such taxpayer agreements are hereby pledged to the payment of the Bonds in accordance with Indiana Code 5-1-14-4.

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

Adopted at a regular meeting of the Metropolitan Development Commission of Marion County, Indiana, held on the 18th day of December, 2024, at the City-County Building, Public Assembly Room, Indianapolis, Indiana.

METROPOLITAN DEVELOPMENT
COMMISSION OF MARION COUNTY,
INDIANA, acting as the Redevelopment
Commission of the City of Indianapolis, Indiana

John J. Dillon, III, Chairperson

This Resolution prepared by Dennis H. Otten, Bose McKinney & Evans, LLP, 111 Monument Circle, Suite 2700, Indianapolis, Indiana 46204.