

**METROPOLITAN DEVELOPMENT COMMISSION  
OF  
MARION COUNTY, INDIANA**

**RESOLUTION NO. 2023-E-025**

**A RESOLUTION OF THE METROPOLITAN DEVELOPMENT COMMISSION  
SELECTING BUILD-OPERATE-TRANSFER DEVELOPER  
FOR CITY MARKET IMPROVEMENTS**

**WHEREAS**, in accordance with I.C. 5-23, *et seq.* (the “Code”), the Metropolitan Development Commission of Marion County, Indiana (the “Commission”) issued a request for proposals and qualifications (the “RFPQ”) for delivery and operation of certain improvements to the Indianapolis City Market and adjacent infrastructure (the “Project”);

**WHEREAS**, the Department of Metropolitan Development for the City of Indianapolis/Marion County (the “DMD”) received responses to the RFPQ and convened a committee which proceeded to review such proposals and make recommendations to the Commission;

**WHEREAS**, following its review of the submitted proposals, the RFPQ Committee, by Memorandum dated June 21, 2023, recommended that the Commission select respondent Gershman Partners for discussion and negotiation of a prospective public-private partnership build-operate-transfer agreement (“BOT Agreement”) in accordance with the Code;

**WHEREAS**, not fewer than seven days before the date hereof, and as required by the Code, notice of the public hearing occurring on the date hereof was published in accordance with I.C. 5-14-3;

**WHEREAS**, the Commission, having considered the recommendation of the DMD, and having conducted a public hearing on the selection as required under the Code, now desires to: (a) select Gershman Partners as the build-operate-transfer developer of the Project; and (b) authorize further negotiation with and execution of the BOT Agreement for development and operation of the Project.

**ACCORDINGLY, be it resolved by the Metropolitan Development Commission as follows:**

- 1. Selection.** Pursuant to and in accordance with the Code, the Commission hereby: (a) selects Gershman Partners as the developer of the Project under a BOT Agreement; and (b) authorizes further discussion and negotiation of the BOT Agreement terms.
- 2. Document Authorization.** The Commission authorizes the DMD, acting in consultation with the legal counsel and on behalf of the Commission, to negotiate, finalize, and execute the BOT Agreement and any related agreements appurtenant to the BOT Agreement.
- 3. Other Actions.** The officers of the Commission hereby are authorized to take any and all actions, including executing and delivering any documents or certificates, that the President or any such officer deems to be necessary or reasonably appropriate to effect the resolutions set forth herein. Any such actions taken, including any documents or certificates executed and delivered, hereby are ratified, confirmed, and approved.
- 4. No Conflict.** All ordinances, resolutions, and orders (or parts thereof) that conflict with the provisions of this Resolution hereby are repealed to the extent of such conflict.

**5. Severability.** If any section, paragraph, or provision of this Resolution is held to be invalid or unenforceable for any reason, then the invalidity or unenforceability of such section, paragraph, or provision shall not affect any of the remaining provisions of this Resolution.

**6. Effectiveness.** This Resolution shall be in full force and effect from and after its passage.

ADOPTED AND APPROVED at a meeting of the Metropolitan Development Commission of Marion County, Indiana, held on the 19<sup>th</sup> day of July, 2023.

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

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John J. Dillon III, President