

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE
HENDRICKS COUNTY BUILDING FACILITIES CORPORATION**

WHEREAS, the Hendricks County Building Facilities Corporation (the "Corporation") was established on November 24, 2003, as a nonprofit corporation operating pursuant to the provisions of the Indiana Nonprofit Act of 1991, as amended, Indiana Code 23-17 (the "Act"); and

WHEREAS, the Corporation was administratively dissolved by the Indiana Secretary of State's office on March 7, 2014; and

WHEREAS, the Board of Directors of the Corporation (the "Board") desires to adopt certain resolutions regarding the Corporation, including the authorization and ratification of reinstatement procedures with the Indiana Secretary of State's office, the approval of an amendment to the Articles of Incorporation, and the election of officers; and

WHEREAS, the Corporation desires to facilitate all or a portion of (i) acquisition of real estate on which a new hotel, including a restaurant, bar, flexible meeting space and other typical amenities, will be constructed, (ii) acquisition of real estate and the renovation thereon of a 20,000 plus square foot conference center with flexible meeting space and storage area, together with an associated parking lot, (iii) construction of a climate-controlled walkway between the hotel and the conference center, and (iv) infrastructure regarding a retention pond and surrounding area related to the project (collectively, the "Projects"), all of which are located in the Town of Plainfield, Indiana (the "Town"), in Hendricks County, Indiana (the "County"); and

WHEREAS, in order to finance the Projects, the Corporation intends to enter into a Loan Agreement between the Corporation and the County, a form of which is attached hereto (the "Loan Agreement"), whereby the County will loan to the Corporation for contribution to the Projects the proceeds of its Economic Development Revenue Bonds, Series 2016 (Conference Center Project) (the "Bonds"), to be issued in the maximum principal amount of Six Million Seven Hundred Fifty Thousand Dollars (\$6,750,000); and

WHEREAS, the Corporation's repayment obligation under the Loan Agreement is evidenced by a Note, Series 2016 (the "Note"); and

WHEREAS, pursuant to Indiana Code 6-9-37-6(a)(5), the Corporation now desires to make a proposal to the Hendricks County Tourism Commission (the "Tourism Commission") requesting the Tourism Commission's participation in the Projects in order to secure the Corporation's payments due on the Note; and

WHEREAS, the Tourism Commission's participation in the Projects is reflected in a Funding Agreement among the Corporation, the County and the Tourism Commission (the "Funding Agreement"), a form of which is attached hereto; and

WHEREAS, the Board now desires to approve the Loan Agreement, the Note and the Funding Agreement (collectively, the "Financing Agreements").

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE HENDRICKS COUNTY BUILDING FACILITIES CORPORATION, as follows:

SECTION 1. Reinstatement Proceedings. The Board hereby authorizes the reinstatement procedures required to reinstate the Corporation with the Indiana Secretary of State's office. Moreover, all actions heretofore or hereafter taken by the County, the Board or its designee with respect to the reinstatement proceedings are hereby approved, ratified and confirmed.

SECTION 2. Articles of Incorporation. The Articles of Amendment to the Articles of Incorporation of the Corporation (the "Articles of Amendment"), in the form attached hereto, is hereby approved and copies of such Articles of Amendment shall be made a part of the official corporate Minutes Book of the Corporation. Any member of the Board or its designee is hereby authorized to file the same with the Board of Commissioners of the County for approval in accordance with Section 6.04 of the Articles of Incorporation, and following approval by the Board of Commissioners of the County, such person is hereby instructed to file the Articles of Amendment with the Indiana Secretary of State's Office.

SECTION 3. Officers. The Board hereby ratifies the designation of the officers of the Board as Bill Holland, President, Brent Shay, Vice President and Danny Keers, Secretary/Treasurer from the date of their appointment by the Board of Commissioners of the County of June 14, 2016, to the date hereof. Hereafter, the following officers are elected to the office indicated after the name of each for the term provided in the Code of By-Laws:

_____	President
_____	Vice President
_____	Secretary/Treasurer

SECTION 4. Proposal to the Tourism Commission. The Board hereby formally proposes to the Tourism Commission that the Tourism Commission participate in the Projects in the manner described in the Funding Agreement.

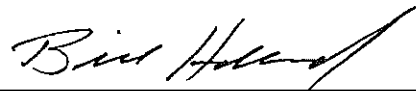
SECTION 5. Approval of Borrowing. The Corporation shall borrow an amount not to exceed Six Million Seven Hundred Fifty Thousand Dollars (\$6,750,000) from the proceeds of the issuance of the Bonds by the County. The proceeds of the Bonds shall be contributed to the financing of the Projects, including the costs of issuing the Bonds.

SECTION 6. Approval of the Financing Documents. The Financing Agreements, substantially in the forms attached to this Resolution, be, and hereby are, ratified and approved. Any officer of the Board be, and hereby is, authorized and directed to execute and deliver the Financing Agreements, with such changes thereto as such officer deems necessary or advisable, in the name and on behalf of the Corporation.

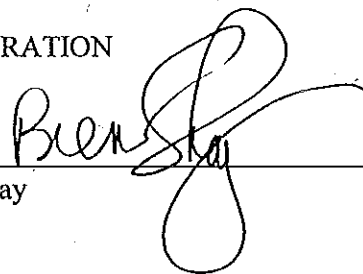
SECTION 7. Other Actions. Any officer of the Board is hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver such documents and to take such actions as such member deems necessary or desirable to effect the foregoing resolution, and any such documents heretofore executed and delivered and any such actions heretofore taken be, and hereby are, ratified and approved.

ADOPTED this 24th day of August, 2016.

BOARD OF DIRECTORS OF THE
HENDRICKS COUNTY BUILDING FACILITIES CORPORATION



Bill Holland



Brent Shay

Danny Keers