

**PROJECT AGREEMENT  
BETWEEN  
THE COLUMBUS BOARD OF AVIATION COMMISSIONERS  
AND  
THE CITY OF COLUMBUS REDEVELOPMENT COMMISSION**

This Project Agreement (the "Agreement") entered into as of the 13<sup>th</sup> day of December, 2011, by and between the City of Columbus Redevelopment Commission (the "Commission"), governing body of the City of Columbus Redevelopment District (the "District") and the Columbus Board of Aviation Commissioners (the "Board"), governing body of the City of Columbus Department of Aviation (the "Department of Aviation").

WHEREAS, pursuant to Indiana Code 36-7-14 (the "Redevelopment Act") the Commission is empowered, among other purposes, to promote the use of land in the manner that best serves the interests of the City of Columbus, Indiana (the "City") and its inhabitants, both from the standpoint of human needs and economic values, to assess, remediate, plan, replan, develop and redevelop areas needing economic development and redevelopment to best serve the interests of the City and its citizens for the benefit of the public health, safety, morals, and welfare, to increase the economic well-being of the City and the State of Indiana (the "State") and to protect and increase property values in the City and the State and such actions are purposes for which public money may be spent and private property may be acquired (the "Redevelopment Purposes"); and

WHEREAS, pursuant to Indiana Code 8-22-2 (the "Airport Act"), the Board is empowered, among other purposes, to acquire, establish, construct, improve, equip, maintain, control, lease and regulate municipal airports and landing fields and other air navigation facilities (the "Airport Purposes"); and

WHEREAS, pursuant to the Airport Act, and in furtherance of the Airport Purposes, the Board manages and controls the Columbus Municipal Airport (the "Airport"), which facility advances economic growth in the City; and

WHEREAS, the Airport is located in the Airport Economic Development Allocation Area (the "Allocation Area"), which is located in the Airport Economic Development Area (the "Economic Development Area") in the City and is designated as an allocation area under the Redevelopment Act for the purpose of capturing tax increment finance revenues; and

WHEREAS, the operation of the Airport and the funding of improvements thereto are activities that promote significant opportunities for the gainful employment of citizens of the City, attract major new business enterprises to the City, and retain and expand significant business enterprise within the City ("economic development activities"); and

WHEREAS, the continuing and robust operation of the Airport provides significant and unique public economic, civic and social benefits that relate to the

Allocation Area and mutually further the respective Redevelopment Purposes and Airport Purposes, including particularly the economic development activities; and

WHEREAS, Indiana Code Section 36-7-14-12.2(a)(21) authorizes the Commission to expend, on behalf of the District, all or any part of the money available for the Redevelopment Purposes; and

WHEREAS, the Commission desires to undertake all or any portion of certain improvements to the Airport described on Exhibit A attached hereto (the "Improvements"); and

WHEREAS, pursuant to Indiana Code Section 36-7-14-21(d), any construction work required in connection with improvements in the Economic Development Area may be carried out by the appropriate municipal department; and

WHEREAS, the Commission finds that in accordance with the Airport Purposes and the Board's mutual interest in and benefit from the Improvements, the Department of Aviation is the appropriate City department to carry out the improvements; and

WHEREAS, the Board and Commission mutually and specifically desire to enter into this Agreement for the purpose of financing and carrying out the Improvements, which will assist in protecting, furthering, increasing and enhancing the benefits that result from the operation and improvement of the Airport, including benefits accruing to the Allocation Area and the mutual furtherance of the respective Redevelopment Purposes and Airport Purposes including particularly economic development activities);

NOW, THEREFORE, in consideration of the terms and conditions contained herein, the Board and Commission agree as follows:

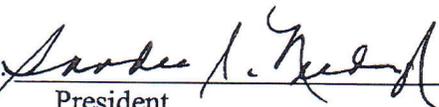
1. PURPOSE: The purpose of this Agreement is to identify the Improvements, provide for the funding of the Improvements and provide for the completion of the Improvements within the Allocation Area for the mutual furtherance of the respective Redevelopment Purposes and Airport Purposes, including particularly the economic development activities.
2. THE IMPROVEMENTS: The Board and Commission agree that adequate funding of the Improvements is a useful project that is more efficiently carried out under this Agreement and the completion of the Improvements meets the purposes and intents of Indiana Code 36-7-14 and 8-22-2. It is also agreed that the completion of the Improvements by the Board and the funding of the Improvements by the Commission will be beneficial to the Airport and the District, serving to promote regional transportation, commerce and industry, particularly with respect to the economic development activities, which are capable of enhancing the benefits that the Allocation Area receives from the operation of the Airport.

3. ADMINISTRATION: Pursuant to Indiana Code Section 36-7-14-21(d), the Commission finds that the Department of Aviation is the appropriate City department to carry out the Improvements and hereby delegates to the Board, as the governing body of the Department of Aviation, the responsibility for the construction of the Improvements. The Board accepts such determination and agrees to construct the Improvements with due diligence until completion.
4. FINANCIAL COMMITMENT: Pursuant to Indiana Code Section 36-7-14-12.2(a)(21), the Commission agrees to and does hereby pledge and commit to transfer to the Board an amount of \$ 367,500 ("Committed Funds") of the available allocated tax revenues in the allocation fund (the "Airport Allocation Fund") established and existing related to the Allocation Area ("Funds"). Such Committed Funds shall be paid over to the Board in a single installment to be distributed to the Board on or before December 31, 2011 (the "Distribution Date"). The Board agrees to expend the Committed Funds for the Improvements in a manner that benefits the Allocation Area and mutually furthers the respective Redevelopment Purposes and Airport Purposes.
5. APPROVAL: This Agreement shall not be effective until approved by resolution of the Commission and the Board. The Commission's agreement to provide the Committed Funds to the Board is subject to the availability of Funds in the Airport Allocation Fund after the Commission has met all of its other financial obligations payable from the Airport Allocation Fund (if any), to which the Commission's financial commitments hereunder are expressly subordinated.
6. MODIFICATION: The Board and Commission may, by mutual written agreement, alter, change or amend the terms and conditions hereof. Any alteration, change or amendment of this Agreement requires approval by resolution of the Commission and the Board.
7. TERMINATION: This Agreement may be terminated by either party prior to the Distribution Date upon ten (10) days' written notice to the non-terminating party.
8. SUPPLEMENTAL DOCUMENTS: The Board and Commission agree to execute any and all supplementary documents and to take any and all supplementary steps as are reasonable and appropriate to accomplish the purposes and provisions of this Agreement.
9. SEVERABILITY: The provisions in this Agreement are hereby deemed to be severable to the effect that if any provision shall be declared to be invalid or unenforceable for any reason by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

10. COMPLETE AGREEMENT: This Agreement constitutes the entire and complete agreement between the parties with respect to its subject matter; supersedes any prior discussions, negotiations, and understandings between them; and cannot be altered, amended, or terminated without the written agreement of both parties participating herein. The parties acknowledge that neither the Board nor Commission, nor any of their employees, agents, or other representatives have made any representations relied upon by any other party other than the agreements contained herein.
11. THIRD PARTY BENEFICIARIES: Third party beneficiaries are not contemplated under this Agreement. Any payments made to any other entity by the Board for the completion of the Improvements (and any obligations owed by the Board to any such entity) shall be governed solely by reference to any written agreement between the Board and any such entity without reference to this Agreement. Without limiting the foregoing, Commission shall not make any payment to any such entity pursuant to this Agreement, nor shall it owe any obligation or duty to any such entity under this Agreement. Nothing in this Agreement shall in any manner be deemed to modify or supplement any agreement between the Board and any such entity, nor shall any such entity be considered a party to or third-party beneficiary of this Agreement.
12. BINDING EFFECT: This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors.

IN WITNESS WHEREOF, the Board and Commission have executed this Agreement effective the date and year first above written.

COLUMBUS BOARD OF AVIATION  
COMMISSIONERS

By:   
President

CITY OF COLUMBUS  
REDEVELOPMENT COMMISSION

By:   
President

## Exhibit A

### **Description of the Improvements**

- Building #110 foundation removal, fill, and seed
- Removal and backfill of old partial runway 18 and associated taxiway
- Design and layout for infrastructure in Airplex Commerce Center
- Construction of airport maintenance shop addition
- Design and construction of access road from River Road to west apron
- Taxiway Kelly mill and overlay
- West corporate taxiway mill and overlay
- T-Hangar apron mill and overlay
- New hangar construction
- New Tower
- Future Fuel Farm
- Removal of overhead utilities at taxiway "H" and place underground.