RESOLUTION NO. 2011-7

A Resolution of the County Council of
Vermillion County, Indiana, Designating an Area Within
Vermillion County, Indiana as an Economic Revitalization Area
Approving Statement of Benefits, and
Considering Waivers

WHEREAS, a request for a personal property tax abatement has been filed by **Eli Lilly and Company** (hereinafter "Applicant") with the County Council of the County of Vermillion, Indiana (hereinafter "the County Council") requesting that the real property located at State Road 63, Clinton, Indiana (a legal description of the Real Estate is attached as Exhibit 1) (hereinafter the "Real Estate") be designated an Economic Revitalization Area for purposes of property tax abatement; and

WHEREAS, the Applicant has submitted a Statement of Benefits on Form SB-1/PP dated August 25, 2011, to the County Council, a copy of which is attached as Exhibit 2 ("Statement of Benefits") and provided all information and documentation necessary for the County Council to make an informed decision, including a description of the Real Estate upon which the new manufacturing equipment described in the Statement of Benefits shall be located; and

WHEREAS, in the Statement of Benefits, the Applicant has estimated that its investment in new manufacturing equipment to be located at the subject Real Estate will be Fifty-Five Million Dollars ($55,000,000.00); and

WHEREAS, the project described in the Statement of Benefits will not create any jobs but will allow the Applicant to retain an estimated 425 existing full-time jobs at the facilities located at the Real Estate with an estimated average total annual payroll of $29,750,000.00; and

WHEREAS, the County Council is authorized under the provisions of I.C. 6-1.1-12.1-1 et seq. to designate areas of Vermillion County, Indiana as Economic Revitalization Areas for the purpose of tax abatement; and

WHEREAS, the Real Estate is within the jurisdiction of the County Council; and

WHEREAS, the County Council has reviewed and considered the Statement of Benefits and has conducted a complete and proper investigation of the Real Estate and neighborhood to determine that the Real Estate qualifies as an Economic Revitalization Area under I.C. 6-1.1-12.1-1; and

WHEREAS, the County Council has found the Real Estate to be in an area which is within the corporate limits of Vermillion County, Indiana, which has become undesirable for, or

impossible of, normal development and occupancy because of a lack of development, cessation of growth, deterioration of improvements or character of occupancy, age, obsolescence, substandard buildings, or other factors which have impaired values or prevent a normal development of property or use of property and is an area where a facility or a group of facilities that are technologically, economically or energy obsolete are located and where the obsolescence may lead to a decline in employment and tax revenues; and

WHEREAS, Applicant has initiated or may initiate the installation of certain new manufacturing equipment described in the Statement of Benefits before the Real Estate has been designated an economic revitalization area by the County Council, or has installed after March 1, 2011, certain new manufacturing equipment described in the Statement of Benefits before Applicant's Statement of Benefits was submitted to the County Council; and

WHEREAS, pursuant to the provisions of I.C. 6-1.1-12.1-11.3, the County Council seeks to waive any noncompliance with the requirements that an economic revitalization area be designated and that a completed statement of benefits form must be submitted to the County Council, before the initiation of the installation, or the installation of new manufacturing equipment (the "Waivers");

NOW, THEREFORE, IT IS FOUND, DETERMINED AND RESOLVED by the County Council that:

1. The Real Estate set forth in Exhibit 1 should be and is hereby found, declared and designated to be an "Economic Revitalization Area" as that term is defined in I.C. 6-1.1-12.1-1.

2. The Statement of Benefits submitted by Applicant on August 25, 2011, and attached hereto as Exhibit 2, should be and is hereby approved.

3. For the Statement of Benefits, the County Council makes the following findings of fact pursuant to I.C. 6-1.1-12.1-4.5(b):

a. The estimate of the cost of the new manufacturing equipment is reasonable for equipment of that type.

b. The estimate of the number of individuals whose employment will be retained can be reasonably expected to result from the installation of the new manufacturing equipment.

c. The estimate of the annual salaries of those individuals whose employment will be retained can be reasonably expected to result from the proposed installation of new manufacturing equipment.

d. Any other benefits about which information was requested are benefits that can be reasonably expected to result from the proposed installation of new manufacturing equipment.

e. The totality of benefits is sufficient to justify the deduction.

4. The County Council further finds Applicant's estimate of the value of the project to be put in place on the subject Real Estate is reasonable for projects of that nature in order to maintain, expand, update, and improve the ability of Applicant to continue its manufacturing operations in Vermillion County, Indiana.

5. The County Council hereby finds, declares and determines that deductions from the assessed value of the new manufacturing equipment described in the Statement of Benefits approved by this Resolution shall be allowed over a ten (10) year deduction period.

6. The County Council hereby finds that pursuant to I.C. 6-1.1-12.1-11.3, a resolution adopting Waivers waiving any noncompliance with the requirements that an economic revitalization area be designated before the initiation of the installation of new manufacturing equipment for which Applicant desires to claim a deduction under I.C. 6-1.1-12.1, and that a completed statement of benefits form must be submitted to the County Council before the installation of the new manufacturing equipment for which the Applicant desires to claim a deduction under I.C. 6-1.1-12.1, should be considered for adoption by the County Council at a public hearing.

7. Notice of the adoption and substance of this Resolution shall be published according to I.C. 5-3-1 stating the adoption and substance hereof, stating a date for the public hearing at which the County Council will hear and receive remonstrances and objections, and take final action on the designation of the Real Estate as an Economic Revitalization Area, the approval of the Statement of Benefits, and the consideration of the adoption of the Waivers, and stating that a copy of the description of the affected area is available for inspection in the County Assessor's Office, all as required by law.

8. This abatement will be subject to mutually acceptable terms and provisions of an Abatement Calculation Agreement to be negotiated and entered by and between the County Council and Applicant pursuant to I.C. 6-1.1-12.1-2(i).

9. Pursuant to I.C. 6-1.1-12.1-14, the County Council has established an Abatement Fee, Applicant has been advised of said fee and agreed to the imposition of the Abatement Fee and the incorporation of such fee in this Resolution. Now, therefore, the County Council incorporates herein the provisions of I.C. 6-1.1-12.1-14 and declares that the percentage to be applied by the County Auditor for purposes of Step Two of I.C. 6-1.1-12.1-14(c) is 5%.

10. A copy of this Resolution, following its passage, shall be filed with the Vermillion County Assessor.

Passed in Open Council this 12th day of October, 2011.

VERMILLION COUNTY COUNCIL

William Brent Bush

Michael Costello

Lavonna Mattick

Michael A. Carty

James E. McLain

Randy Dreher

Randy Padish

This instrument prepared by
Louis F. Britton, COX, ZWERNER, GAMBILL & SULLIVAN, LLP
511 Wabash Avenue, Terre Haute, IN 47807; (812) 232-6003.

Exhibit 1

Part of Sections 14, 15, 22 and 23 in Township 15 North, Range 9 West, Second Principal Meridian in Helt Township, Vermillion County, Indiana, more particularly described as follows:

Beginning at the Southwest corner of the East Half of the said Section 22; thence North 00 degrees 08 minutes 09 seconds East along the West line of the said Half Section 5348.75 feet to the Northwest corner of the said Half Section; thence North 00 degrees 08 minutes 14 seconds West along the West line of the Southeast Quarter of the said Section 15 a distance of 636.19 feet to a cut cross in an aluminum capped monument with the words "ELI LILLY AND COMPANY BOUNDARY MARKER" stamped thereon: thence North 88 degrees 50 minutes 14 seconds East, more or less along the centerline of County Road 975S as now located, 2556.50 feet to a cut cross in an aluminum capped monument with the words "ELI LILLY AND COMPANY BOUNDARY MARKER" stamped thereon and a curve having a radius of 110.00 feet, the radius point of which bears North 01 degrees 09 minutes 46 seconds West; thence Northeasterly along the said curve and more or less along the said centerline 96.37 feet to a cut cross in an aluminum capped monument with the words "ELI LILLY AND COMPANY BOUNDARY MARKER" stamped thereon which bears South 51 degrees 21 minutes 24 seconds East from said radius point (said point also being on the North line of the South Half of the South Half of the Southeast Quarter of Section 15); thence North 88 degrees 31 minutes 19 seconds East along the said North line 46.30 feet to the Northeast corner of the South Half of the South Half of the said Southeast Quarter Section, (said Northeast corner being North 00 degrees 08 minutes 43 seconds West 657.37 feet from the Southwest corner of the Southwest Quarter of Section 14); thence North 00 degrees 08 minutes 43 seconds West along the West line of the Southwest Quarter of the said Section 14, a distance of 657.37 feet to the Northwest corner of the South Half of the said Southwest

Quarter of Section 14; thence South 89 degrees 55 minutes 05 seconds East along the North line of the said South Half of the Southwest Quarter of Section 14, a distance of 3067.10 feet to the West bank of the Wabash River; (the next ten courses are along the West bank of the Wabash River); thence South 08 degrees 25 minutes 14 seconds West 1079.66 feet, thence South 18 degrees 54 minutes 41 seconds West 203.41 feet; thence South 18 degrees 08 minutes 28 seconds West 376.04 feet; thence South 11 degrees 42 minutes 15 seconds West 1004.96 feet; thence South 02 degrees 22 minutes 42 seconds West 751.35 feet; thence South 07 degrees 54 minutes 55 seconds West 980.72 feet; thence South 14 degrees 34 minutes 56 seconds West 322.60 feet; thence South 10 degrees 51 minutes 11 seconds West 1284.67 feet; thence South 18 degrees 53 minutes 14 seconds West 341.63 feet; thence South 27 degrees 41 minutes 33 seconds West 492.86 feet to the South line of the Southwest Quarter of the said Section 23; thence South 89 degrees 09 minutes 00 seconds West along the said South line 1729.71 feet to the Southeast corner of the said Section 22, thence South 88 degrees 56 minutes 29 seconds West along the South line of the said East Half of the said Section 22 a distance of 2659.51 feet to the PLACE OF BEGINNING, containing 747.305 acres, more or less.

Except however, that land set out in Circuit Court of Vermillion County, Indiana, Order Book No. 88, page 415. Date of Order - April 5, 1977. The following description is that land set out in said Order Book, except the bearings have been rotated 00 degrees 06 minutes 20 seconds to the right in order to match the bearings of the above 747.305 acre tract description.

A part of the South Half of the South Half of the Southeast Quarter of Section 15, and a part of the East Half of Section 22, all in Township 15 North, Range 9 West, Vermillion County, Indiana, described as follows:

Commencing at the Southwest corner of said Half Section, thence North 88 degrees 56 minutes 29 seconds East 359.86 feet along the South line of said Half Section; thence North 1 degree 03 minutes 31 seconds West 20.00 feet to the North Boundary of County Road 1100S and the POINT OF BEGINNING OF THIS DESCRIPTION: thence South 88 degrees 56 minutes 29 seconds West 124.63 feet along the boundary of said County Road 1100S to the Northeastern boundary of the intersection of said County Road 1100S and S.R. 63; thence North 64 degrees 51 minutes 00 seconds West 98.38 feet along the boundary of the intersection of the said County Road 1100S and said S.R. 63 to the East boundary of said S.R. 63; thence North 0 degree 04 minutes 40 seconds West 3,616.10 feet along the boundary of S.R. 63; thence along said boundary Northerly 1,523.23 feet along an arc to the right and having a radius of 196,356.67 feet and subtended by a long chord having a bearing of North 0 degree 08 minutes 40 seconds East and a length of 1,523.23 feet; thence North 5 degrees 53 minutes 55 seconds West 100.56 feet along said boundary; thence along said boundary Northerly 179.93 feet along an arc to the right and having a radius of 196,367.67 feet and subtended by a long chord having a bearing North 0 degree 25 minutes 20 seconds East and a length of

179.93 feet; thence South 89 degrees 33 minutes 06 seconds East 50.00 feet along said boundary; thence along said boundary Northerly 195.96 feet along an arc to the right and having a radius of 196,317.67 feet and subtended by a long chord having a bearing North 0 degree 28 minutes 37 seconds East and a length of 195.96 feet; thence North 0 degree 30 minutes 20 seconds East 218.17 feet along said boundary to Southern boundary of the intersection of said S.R. 63 and County Road 975S; thence North 80 degrees 33 minutes 16 seconds East 45.69 feet along the boundary of the intersection of S.R. 63 and said County Road 975S, thence South 0 degree 30 minutes 10 seconds West 302.08 feet; thence South 7 degrees 52 minutes 01 seconds West 201.52 feet; thence South 0 degree 10 minutes 25 seconds West 1,722.63 feet; thence South 0 degree 04 minutes 40 seconds East 3,606.10 feet; thence South 72 degrees 19 minutes 56 seconds East 163.39 feet to the POINT OF BEGINNING and containing 0.632 acres, more or less, in said Section 15 and containing 7.217 acres, more or less in said Section 22, and containing in all 7.849 acres, more or less.

ALSO EXCEPT: Part of Sections 14, 15, 22 and 23 in Township 15 North, Range 9 West in Vermillion County, Indiana, more particularly described as follows:

Beginning on the South line of the Southeast Quarter of the said Section 22, South 88 degrees 56 minutes 29 seconds West 182.44 feet from the Southeast corner of the said Southeast Quarter Section; thence South 88 degrees 56 minutes 29 seconds West along the said South line 80.13 feet; thence North 02 degrees 12 minutes 49 seconds East 4860.56 feet to a curve having a radius of 5772.89 feet, the radius point of which bears South 87 degrees 47 minutes 11 seconds East; thence Northerly along the said curve 785.44 feet, to a point which bears North 79 degrees 59 minutes 27 seconds West from the said radius point; thence North 10 degrees 00 minutes 33 seconds East 1071.14 feet to the North line of the South Half of the Southwest Quarter of the said Section 14, at a point being South 89 degrees 55 minutes 05 seconds East 158.55 feet from the Northwest corner of the said Half Quarter of Section 14; thence South 89 degrees 55 minutes 05 seconds East along the said North line 81.22 feet; thence South 10 degrees 00 minutes 33 seconds West 1085.14 feet to a curve having a radius of 5692.89 feet, at a point which bears North 79 degrees 59 minutes 27 seconds West from the said radius point; thence Southerly along the said curve 774.56 feet to a point which bears North 87 degrees 47 minutes 11 seconds West from the said radius point; thence South 02 degrees 12 minutes 49 seconds West 4855.98 feet to the PLACE OF BEGINNING, containing 12.335 acres, more or less.