

**RESOLUTION OF THE COMMON COUNCIL OF
VALPARAISO, INDIANA**

Resolution 9 2000

WHEREAS, Valparaiso, Indiana ("Issuer"), is authorized by IC 36-7-11.9 and -12 (collectively, "Act") to issue revenue bonds for the financing of economic development facilities, the funds from said financing to be used for the construction of infrastructure improvements, including road, water, drainage and railroad improvements, and any other capital project for said facilities permissible under the Act and said facilities to be either sold or leased to a company or directly owned by a company; and

WHEREAS, Jet Corr, Inc. a subsidiary of Pratt Industries (U.S.A.), Inc. and a Georgia corporation ("Applicant"), has advised the Issuer that it proposes that the Issuer lend proceeds of an economic development financing to the Applicant for the construction of the infrastructure improvements which will consist of certain road, water, drainage and railroad improvements and any other capital project for said facilities permissible under the Act, located in Valparaiso, Indiana ("Project"); and

WHEREAS, the Valparaiso Redevelopment Commission has adopted a declaratory resolution to establish the South 49 Economic Development Area and has expressed its intent to pledge tax increment to the Issuer for debt service on the bonds; and

WHEREAS, the diversification of industry and increase in job opportunities (approximately 200 new jobs) to be achieved by the construction of the Project will be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it would appear that the financing of the Project would be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, it is tentatively found that the construction of the Project will not have an adverse competitive effect on any similar facility already constructed or operating in Valparaiso, Indiana, because there are no comparable facilities or operations in Valparaiso, Indiana;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF VALPARAISO, as follows:

1. The Common Council of Valparaiso finds and determines that the promotion of diversification of economic development and job opportunities in and near Valparaiso, Indiana, is desirable to preserve the health, safety and general welfare of the citizens of the Issuer; and that it is in the public interest that the Commission and the Issuer take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the Issuer.

2. The Common Council of Valparaiso approves and determines that the issuance and sale of economic development revenue bonds in an amount of approximately \$2,520,000 of the Issuer under the Act for the lending of the proceeds of the revenue bonds to the Applicant, for the construction of the Project will serve the public purposes referred to above, in accordance with the Act.

3. In order to induce the Applicant to proceed with the construction of the Project, the Common Council of Valparaiso hereby approves and determines that (i) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the aforesaid financing, or as it may deem appropriate in pursuance thereof; and (ii) it will adopt such ordinances and resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of said economic development revenue bonds; and that the aforementioned purposes comply with the provisions of the Act; and (iii) it will use its best efforts at the request of Applicant to authorize the issuance of additional bonds for refunding and refinancing the outstanding principal amount of the bonds, for completion of the Project and for additions to the Project, including the costs of issuance (providing that the financing of such addition or additions to the Project is found to have a public purpose as defined in IC 36-7-12-3 at the time of authorization of such additional bonds), and that the aforementioned purposes comply with the provisions of the Act; provided that all of the foregoing shall be mutually acceptable to the Issuer and the Applicant.

4. All costs of the Project incurred after the date which is 60 days prior to the date of adoption of this inducement resolution, including reimbursement or repayment to the Applicant of moneys expended by the Applicant for planning, engineering, a portion of the interest paid during construction and equipping underwriting expenses, attorney and bond counsel fees, construction and equipping of the Project will be permitted to be included as part of the bond issue to finance the Project, and the Issuer will lend the proceeds from the sale of the bonds to the Applicant for the same purposes. Also, certain indirect expenses, including but not limited to, planning, architectural work

and engineering incurred prior to this inducement resolution will be permitted to be included as part of the bond issue to finance the Project.

5. This resolution shall constitute "official action" for purposes of compliance with federal and state laws requiring governmental action as authorization for future reimbursement from the proceeds of bonds.

Adopted this 24th day of April, 2000.

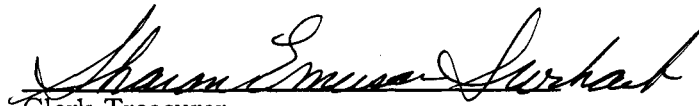
VALPARAISO COMMON COUNCIL



President, Common Council

(SEAL)

Attest:



Clerk-Treasurer