INSTRUCTIONS TO BIDDERS

1. **General**: In accordance with Indiana Code 36-1-11-4 and IC 5-3-1, Washington Township of Marion County, Indiana ("**Washington Township**") is offering for assignment certain Easements and Leases ("**Disposition**") related to the Nora site and the Greenbriar site as described in the Offering Sheet. Capitalized terms used, but not defined, herein shall have the meanings ascribed in the Notice of Disposition and the Offering Sheet.

   a. The Disposition was duly advertised in twice the Indianapolis Star and the Court & Commercial Record. The Disposition will be governed by the procedures that have been established in accordance with appropriate statutes of the State of Indiana referenced above. To qualify for consideration by Washington Township, all bids must be prepared and submitted in accordance with these Instructions to Bidders ("Instructions").

   b. The Disposition will be in accordance with, and the successful bidder must be willing to enter into the completed Assignment Form for each site, either on the terms of the Assignment Form or on alternate terms proposed by the bidder which are acceptable to Washington Township ("**Final Assignment**").

   c. An offer submitted by a trust (as defined in IC 30-4-1-1(a)) must identify each beneficiary of the trust and settler empowered to modify the trust.

   d. The Easements and Leases may not be disposed of to any person who is ineligible under IC 36-1-11-16.

2. **Offering Packet**: An Offering Packet contains Washington Township's Offering Sheet, which identifies the locations of the Easements, identifies the Leases being offered and states the minimum purchase price for each site. Items included in the Offering Packet are, at a minimum: Notice of Disposition of Real Estate, Instructions to Bidders, Offering Sheet, recent deeds to the Fee Parcels, copies of relevant Leases, recent title searches for the Fee Parcels, the proposed Assignment Form and an itemization of cash receipts from the Leases for 2019 and for 2020 through 12/31/20. The Appraisals are available upon request from the Trustee to those considering making a bid. Offering Packets may be obtained from the following website – https://washtwp.org/index.asp - at any time. Please direct questions about receiving Offering Packets to Trustee Frank T. Short by email at Frank.Short@indy.gov.

3. **Submitting Bids**: One (1) original bid and eleven (11) copies must be received in **hard copy** by Washington Township no later than 12:00 p.m. EST on February 22, 2021. Bids must be submitted to Trustee Frank T. Short, Office of the Washington Township Trustee, 5302 North Keystone Avenue, Suite E, Indianapolis, Indiana, 46220. Washington Township will confirm receipt of the bid through an e-mail from Trustee Short within two (2) business days of receipt. If the bidder does not receive a confirmatory e-mail in that time, the bidder should call Trustee Short at

(317) 327-8950 to discuss receipt of the offer. Bids submitted or received after 12:00 p.m. EST on February 22, 2021 will not be considered. Bid materials will not be returned.

4. **Opening of Bids:** Bids will be opened upon receipt by Washington Township. No bid may be withdrawn after it is opened. In accordance with IC 36-1-11-4(d) a bid must be open to public inspection and a bidder may subsequently raise the bidder's bid. Such a raise would take effect after Washington Township has given written notice of that raise by e-mail to the other bidders.

5. **Closing**: If Washington Township accepts an offer, it will execute the Final Assignment for the sites in exchange for the cash consideration sent via wire transfer pursuant to a closing to take place on a date selected by Washington Township between fifteen (15) and thirty (30) days after the award, subject to a delay as to the Nora Site to afford the District its ROFR if that has not been previously waived. The successful bidder will be required to purchase the Greenbriar site if the District exercises its ROFR on the Nora site. If the successful bidder is unwilling or unable to close by the date selected, Washington Township may award the bid to the next most favorable bidder as determined by Washington Township. Title insurance will not be provided by Washington Township, but may be purchased by the successful bidder at its expense. Rents will be prorated on the basis of rent actually received by Washington Township to the first day of the month following closing, i.e., there will not be a partial month's proration, but if any rent is paid more than a month in advance, that will be credited to the successful bidder.

6. **Form of Bid**: Every offer must be made on the proposal form attached hereto as supplemented by any necessary additional information. Any additional information should be submitted as an attachment to the proposal form provided.

7. **Explanations**: If a bidder finds any discrepancy in or omission from these Instructions to Bidders or any other forms in the Offering Packet, or has questions regarding any aspect of this offering, the bidder shall submit written questions to Trustee Frank T. Short by e-mail at Frank.Short@indy.gov. Questions posed and the answers will be shared with all bidders.

8. **Rejection or acceptance of Bids; Best and final Bids**: Washington Township reserves the right to accept the most favorable bid as it determines or to reject any and all bids. After the close of bid submissions at 12:00 p.m. EST on February 22, 2021, and upon reviewing all received bids, Washington Township may choose to notify the most favorable bidders of an opportunity to submit their best and final offer. In such event, the best and final bid must be submitted by March 31, 2021 and Washington Township shall endeavor to make a final determination within ten (10) days thereafter.

9. **Purchase Price**: The purchase price of each site shall not be less than the Minimum Offering Prices as shown on the Offering Sheet. Bids must include both sites. Bids

for only one site will not be considered. Offers must consist of consideration in the form of cash, sent via wire transfer at the closing.

10. **Transfer of Interest In/Possession to the Easements**; **Assignment of Leases**: Interest in and possession of the Easements, subject to the rights of tenants under the Leases and the terms of the Easements herein offered, will be delivered to the successful bidder at the closing. The Leases will be transferred via the Final Assignment for each site.