

**Bloomington Urban Enterprise Association  
Board Meeting Minutes  
City Hall, McCloskey Room - 401 N. Morton St.  
February 12, 2020**

- I. Roll Call**
- II. Approval of Minutes**
  - January 08, 2019 Minutes
- III. Reports from Officers and Committees**
  - Director's Report
  - Financial Report
- IV. New Business**
  - 2020 Budget Discussion
  - Financial Process Update
  - Jordan / Jane new biz recruitment
  - Housing maintenance/repair support
  - Reappointments
- V. Unfinished Business**
  - Lemonade Day vote authorization follow up
  - Management Agreement
- VI. General Discussion**
- VII. Adjournment**

**Next BUEA Meeting will be on Wednesday March 11, 2020 at 12 PM**

**Bloomington Urban Enterprise Association  
Board Meeting Minutes  
City Hall, McCloskey Room - 401 N. Morton St.  
January 8, 2020**

ROLL CALL

Members Present: Paul Ash, Jackie Yenna, Jane Kupersmith, Julie Donham, Karin St. John, Alex Crowley, Margaret Fette

Members Absent: Chris Sturbaum

City Staff Present: Larry Allen, Sean Starowitz

Guests: n/a

**APPROVAL OF MINUTES** – December 11, 2019

No changes to minutes in packet. Paul made a motion to approve the minutes with the corrections noted. Motion was seconded by Jackie.

**REPORTS FROM OFFICERS & COMMITTEES**

**Director's Report**

Alex stated that there have been applications for scholarships. One has been awarded and will be reimbursed against the fall 2019 semester.

Alex discussed the renewal of the management agreement that the City has with the BUEA. The plan is to renew it for the 2020 period. Karin asked Alex if the management agreement with the City needs to be reviewed and accepted by the board. Alex indicated that it would need to be reviewed and accepted, which can happen at the February meeting.

Alex discussed the vacancies and said that he had a meeting set up with a potential candidate the following day. He indicated that he would continue this process until vacancies were filled.

**Financial Report**

Alex reiterated that the budget had been updated and reformatted so that it would be easier to read and comprehend.

Alex said that he did not see the management fee in the 2018 payment amount within the budget. He asked the Controller's Office if they were able to locate it. Following that discussion he said that he did not believe that it was completed and signed by Julie. He hoped to ensure that by the end of 2019 all back payments would be made. He said the amount spent to date included both the 2019 and 2018 amounts. Margaret then asked why there was not a 2018 carryover. Alex said

that there should be a 2018 carryover amount in the 2019 budget document. Margaret asked if this could be inserted now in an attempt to make the budget document look correct. Alex said that he did not think it made sense to retroactively put a carryover amount. Margaret suggests that there should be some way to note that this discrepancy did happen. Alex said that there is currently an attempt to tighten up the budget documents and that discrepancies, such as this one, will be cleaned up for the 2020 budget.

This month:

- Tax prep services that Kevin Keough is completing for calendar year 2019. There will be a new service replacing Keough shortly.
- Envelopes were purchased with new logos
- Resident Scholarship: paid out to the one recipient
- Zone Arts Grants: Three were redeemed in December (not counting those that are currently up for review). Landlocked Music, the Dimension Mill and Early Music.
- City Art Program: Trades Mural (Bartlett)

Sean discussed the City Art Program. He stated that Sam Bartlett has expanded the mural that was originally done in 2012. The addition to the original increases the pedestrian experience from 2<sup>nd</sup> street. He stated that there was still a possibility of expanding it to the basketball court but due to complication it is likely to take a few more years to be implemented. Sean said that it was a process that involved community members and created a more inviting space. Also mentioned the likelihood that there would be a dedication event in the spring that the BUEA would be involved in. He then went into greater detail about the City Art Program, explaining that it was more of a place making arts program within the Zone. Sean explained that the Arts Grants were more focused on community events, while the City Arts was more focused on physical arts beautification within the build environment. There was then a discussion about the merits of both.

Julie asked Alex if he could explain the MCCSC grants discrepancy from last month. Alex explained that he may have jumped the gun and suggested that the budget and payout should be in the same year as the decision was made. Alex said that he will republish the December 2019 budget to reflect the decision to pay out the MCCSC grant in 2019.

Paul made a motion to approve the December, 2019 budget. Motion was seconded by Karin and unanimously approved.

## **NEW BUSINESS**

Alex discussed the 2020 budget worksheet. Karin stated that the worksheet was a budget of expenses and asked if it were possible to create a budget worksheet that broke down the revenues. Alex said that he does have a sense of the revenues, but have never budgeted revenues in the past. Alex said that it would be a good idea to do this and at the beginning of the year. Margaret asked Alex what the current reserves were 1,600,000. Margaret asked if there was anything that the BUEA could do with this money, outside of currently available grants. Julie said that the BUEA may have too limited a capacity and that other programs would likely have to be brought to the BUEA.

There was further discussion about the impact that other potential programs may have on the Zone. Jane explained that potential programs could be viewed and thought of as addressing economic independence. Karin asked if there would be any benefit to potentially partnering with organization such as Habitat for Humanity to administer programs that impact the zone housing. There was further discussion about the challenge of ensuring large impact projects would be administered correctly.

Alex discussed the potential for putting other projects in the 2020 budget as a show of priorities. He went on to say that there are multiple ways, through the budget process or not, that could get potential projects to the forefront of the BUEA agenda.

Margaret explained her desire for the BUEA to address housing issues within the Zone and its capacity. Jane asked if the board should consider an amount to budget in the name of granting funds for those in need of housing improvements. Julie suggested that the board not include anything about this potential program in the budget but rather take time to research and understand the possibilities.

Alex asked if there would be interest in creating a budgeting subcommittee to address this issue. Karin said that she thinks that it is important to understand the revenues and other aspects of the budget better before approval. Karin and Jane agreed.

Margaret expressed her desire to have someone from HAND come to a BUEA meeting and explain what type of need the Zone has for a housing improvements. Margaret, Paul and Jackie gave anecdotes of the poor housing conditions within the Zone.

There was further discussion by Alex, Julie and others about the desire to get a better hold on the finances of the BUEA.

Margaret said that she hopes the board will look into how it can positive impact low income families with their housing improvement needs.

Julie asked if the money for funding the MCCSC bus wrap should be included in this budget. She also asked why there was still \$5,000 budgeted for advertising and marketing. Alex said that the BUEA now has a communication plan and the \$5,000 was left in to stimulate a discussion about the potential for a concerted communication/marketing plan. Julie stated that she would like to get a clear picture of the income of the BUEA and possibly a projection of the possible revenues in the future.

Alex explained that he believes it would be a good idea to add more money to the potential MCCSC 2020 funding or create a separate line item to reflect the likelihood of granting funds for the bus wrap. Multiple members agreed this was a good idea. Alex said that the February packet would contain the updated numbers and revenues/projected revenues.

Karin discussed the internal controls and reporting of the finances of the organization. She explained that the board would now be getting a monthly financial statement that shows the money that's come in and the money that's gone out for that month.

### **UNFINISHED BUSINESS**

Alex discussed updating the bylaws as previously mentioned. He said that the City staff and legal department was looking at it. He would keep the board abreast of any new information.

### **GENERAL DISCUSSION**

Julie asked about the process of recruiting and instating a new board member. Alex said that he would meet with the potential candidate, have that person go through the application process and then be reviewed by the board.

Julie asked if it were possible to approve a motion allowing for an electronic vote on a board candidate. Larry said that he would draft a motion that each board member would have to sign to be able to act without a formal meeting. At that point the board members would be able to vote by email.

Meeting was adjourned by motion at 1:12 p.m

### **ADJOURNMENT**

2020 BUEA Budget Worksheet

DRAFT v.1

	2017			2018			2019			Proposed 2020 Budget
	Budget	Actual	var.	Budget	Actual	var.	Budget	Actual	var.	
<b>Administrative Budget</b>										
Professional Services	\$35,000.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$35,000.00	\$70,000.00	(\$35,000.00)	\$35,000.00
Audit Services	\$2,300.00	\$0.00	\$2,300.00	\$2,300.00	\$1,180.00	\$1,120.00	\$1,000.00	\$2,000.00	(\$1,000.00)	\$2,500.00
Postage	\$100.00	\$0.00	\$100.00	\$100.00	\$0.00	\$100.00		\$0.00	\$0.00	\$250.00
Subscriptions/Dues	\$760.00	\$750.00	\$10.00	\$781.00	\$750.00	\$31.00	\$750.00	\$750.00	\$0.00	\$0.00
Professional Bonds	\$2,300.00	\$2,241.00	\$59.00	\$2,300.00	\$2,145.00	\$155.00	\$2,300.00	\$2,150.00	\$150.00	\$2,250.00
Miscellaneous Expenses	\$1,000.00	\$77.21	\$922.79	\$1,000.00	\$624.95	\$375.05	\$500.00	\$177.00	\$323.00	\$500.00
Advertising/Marketing	\$5,000.00	\$0.00	\$5,000.00	\$5,000.00	\$0.00	\$5,000.00	\$5,000.00	\$0.00	\$5,000.00	\$5,000.00
<b>Administrative Sub-Total</b>	<b>\$46,460.00</b>	<b>\$38,068.21</b>	<b>\$8,391.79</b>	<b>\$46,481.00</b>	<b>\$4,699.95</b>	<b>\$41,781.05</b>	<b>\$44,550.00</b>	<b>\$75,077.00</b>	<b>(\$30,527.00)</b>	<b>\$45,500.00</b>
<b>Program Budget</b>										
<u>Education:</u>										
School Grants	\$30,000.00	\$63,865.00	(\$33,865.00)	\$30,000.00	\$0.00	\$30,000.00	\$31,340.00	\$64,700.00	(\$33,360.00)	\$35,000.00
Resident Scholarships	\$6,000.00	\$4,402.55	\$1,597.45	\$6,000.00	\$1,800.00	\$4,200.00	\$6,000.00	\$1,800.00	\$4,200.00	\$6,000.00
Lemonade Day	\$2,500.00	\$2,500.00	\$0.00	\$2,500.00	\$2,500.00	\$0.00	\$2,500.00	\$2,500.00	\$0.00	\$2,500.00
Sub-Total	\$38,500.00	\$70,767.55	(\$32,267.55)	\$38,500.00	\$4,300.00	\$34,200.00	\$39,840.00	\$69,000.00	(\$29,160.00)	\$43,500.00
<u>Business and Entrepreneurship:</u>										
Business Scholarship Program	\$4,000.00	\$984.00	\$3,016.00	\$4,000.00	\$4,269.00	(\$269.00)	\$6,000.00	\$2,088.00	\$3,912.00	\$5,000.00
SBDC/Cook Center	\$30,000.00	\$30,000.00	\$0.00	\$30,000.00	\$30,000.00	\$0.00	\$30,000.00	\$30,000.00	\$0.00	\$30,000.00
Grease Interceptor Program	\$100,000.00	\$0.00	\$100,000.00		\$0.00	\$0.00		\$0.00	\$0.00	
CDFI Project	\$75,000.00	\$15,000.00	\$60,000.00		\$60,000.00	(\$60,000.00)		\$0.00	\$0.00	
CTP Direct Business Assistance	\$25,000.00	\$0.00	\$25,000.00		\$0.00	\$0.00		\$0.00	\$0.00	
Bloomington Hospital Consult.	\$25,000.00	\$0.00	\$25,000.00		\$0.00	\$0.00		\$0.00	\$0.00	
Unbudgeted Grants		\$66,261.33	(\$66,261.33)		\$8,952.00	(\$8,952.00)		\$0.00	\$0.00	\$10,000.00
Sub-Total	\$259,000.00	\$112,245.33	\$146,754.67	\$34,000.00	\$103,221.00	(\$69,221.00)	\$36,000.00	\$32,088.00	\$3,912.00	\$45,000.00
<u>Arts and Culture:</u>										
Zone Art Grants	\$40,000.00	\$30,930.00	\$9,070.00	\$40,000.00	\$15,368.20	\$24,631.80	\$40,000.00	\$41,235.87	(\$1,235.87)	\$40,000.00
Historic Façade Grant	\$50,000.00	\$1,000.00	\$49,000.00	\$50,000.00	\$16,075.00	\$33,925.00	\$50,000.00	\$10,000.00	\$40,000.00	\$30,000.00
City Art Program	\$30,000.00	\$0.00	\$30,000.00	\$30,000.00	\$0.00	\$30,000.00	\$30,000.00	\$3,500.00	\$26,500.00	\$30,000.00
Strategic Communications Professional		\$0.00			\$0.00	\$0.00	\$5,000.00	\$5,000.00	\$0.00	\$0.00
Sub-Total	\$120,000.00	\$31,930.00	\$88,070.00	\$120,000.00	\$31,443.20	\$88,556.80	\$125,000.00	\$59,735.87	\$65,264.13	\$100,000.00
<b>Program Budget Sub-Total</b>	<b>\$417,500.00</b>	<b>\$214,942.88</b>	<b>\$202,557.12</b>	<b>\$192,500.00</b>	<b>\$138,964.20</b>	<b>\$53,535.80</b>	<b>\$200,840.00</b>	<b>\$160,823.87</b>	<b>\$40,016.13</b>	<b>\$188,500.00</b>
<b>BUEA Total</b>	<b>\$463,960.00</b>	<b>\$253,011.09</b>	<b>\$210,948.91</b>	<b>\$238,981.00</b>	<b>\$143,664.15</b>	<b>\$95,316.85</b>	<b>\$245,390.00</b>	<b>\$235,900.87</b>	<b>\$9,489.13</b>	<b>\$234,000.00</b>

Other Disbursements

\$130,758.67

\$13,969.09

\$1,015,402.00

2020 BUEA Budget Worksheet

check

Total Above

Total Payment Detail

Variance

\$383,769.76

\$383,769.76

\$0.00

\$157,633.24

\$157,633.24

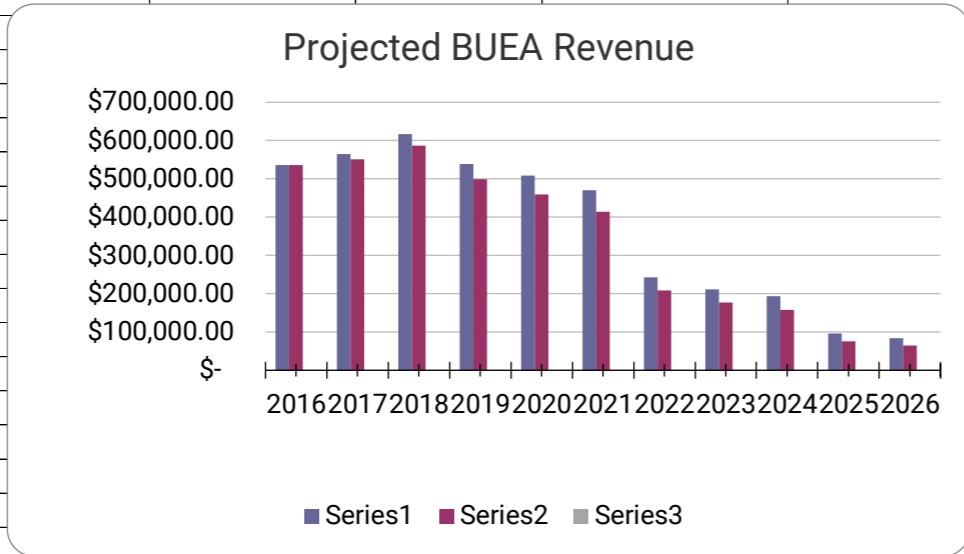
\$0.00

\$1,251,302.87

\$1,251,302.87

\$0.00

Source	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	Notes:
EZID	\$487,093.63	\$496,578.88	\$486,502.60	\$466,387.26	\$450,313.24	\$413,570.58	\$187,652.04	\$156,874.61	\$140,736.92	\$43,366.70	\$32,516.23	
EZID (non-filers)			\$ 63,250.46	\$ 7,518.09								
EZID (future approved)												
Loan repayment	\$ 13,571.09	\$ 13,571.09	\$ 13,571.09	\$ 12,389.12	\$ 6,870.84	\$ 6,870.84	\$ 6,870.84	\$ 6,870.84	\$ 6,870.84	\$ 6,870.84	\$ 6,593.06	This was estimated by the loan amortization schedules
Banks	\$ 34,864.14	\$ 55,223.71	\$ 53,650.23	\$ 52,193.41	\$ 50,837.15	\$ 49,568.45	\$ 48,376.69	\$ 47,253.07	\$ 46,190.22	\$ 45,181.89	\$ 44,222.78	
<b>Total Nominal Revenue</b>	\$ 535,528.86	\$ 565,373.67	\$ 616,974.37	\$ 538,487.88	\$ 508,021.23	\$ 470,009.87	\$ 242,899.58	\$ 210,998.52	\$ 193,797.98	\$ 95,419.43	\$ 83,332.07	
<b>Total Discounted Revenue</b>	\$ 535,528.86	\$ 551,239.33	\$ 586,511.26	\$ 499,102.54	\$ 459,092.63	\$ 414,123.67	\$ 208,667.33	\$ 176,730.59	\$ 158,265.47	\$ 75,976.34	\$ 64,693.16	





2020 Proposed Budget  
Bloomington Urban Enterprise Association

<b>Administrative Budget</b>	<b>Budget Amount</b>	<b>Amount Spent This Month</b>	<b>Amount Spent To Date</b>	<b>Balance</b>	<b>NOTES</b>
Professional Services	\$35,000.00		\$ -	\$35,000.00	Nothing spent in January 2020  Will pay Feb.
Audit Services	\$2,500.00		\$ -	\$2,500.00	
Postage	\$250.00		\$ -	\$250.00	
Subscriptions/Dues	\$0.00		\$ -	\$0.00	
Professional Bonds	\$2,300.00		\$ -	\$2,300.00	
Advertising/Marketing	\$5,000.00		\$ -	\$5,000.00	
Miscellaneous Expenses	\$500.00		\$ -	\$500.00	
<b>Total Administrative</b>	<b>\$45,550.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$45,550.00</b>	
<b>Program Budget</b>	<b>Budget Amount</b>	<b>Amount Spent This Month</b>	<b>Amount Spent To Date</b>	<b>Balance</b>	Will have Feb. biz/arts reimbursements.
<b>Education</b>	<b>\$42,500.00</b>		\$0.00	<b>\$42,500.00</b>	Will pay Feb.
School Grants	\$35,000.00		\$0.00	\$35,000.00	
Resident Scholarships	\$5,000.00		\$0.00	\$5,000.00	
Lemonade Day	\$2,500.00		\$0.00	\$2,500.00	
<b>Business and Entrepreneurship</b>	<b>\$45,000.00</b>		\$0.00	<b>\$45,000.00</b>	
Business Scholarship	\$5,000.00		\$0.00	\$5,000.00	
SBDC/Cook Center	\$30,000.00		\$0.00	\$30,000.00	
Bloomington Hospital (	\$10,000.00		\$0.00	\$10,000.00	
<b>Arts and Culture</b>	<b>\$100,000.00</b>		\$0.00	<b>\$100,000.00</b>	
Zone Art Grants	\$40,000.00		\$0.00	\$40,000.00	
Historic Façade Grant	\$30,000.00		\$0.00	\$30,000.00	
City Art Program	\$30,000.00		\$0.00	\$30,000.00	
			\$0.00		
			\$0.00		
<b>Total Program Budget</b>	<b>\$187,500.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$187,500.00</b>	

<b>2017 Budget Summary</b>	<b>Budget Amount</b>	<b>Amount Spent This Month</b>	<b>Amount Spent To Date</b>	<b>Balance</b>
Administrative Budget	\$45,550.00			\$45,550.00
Program Budget	\$187,500.00			\$187,500.00
<b>Grand Total Budget</b>	<b>\$233,050.00</b>			<b>\$233,050.00</b>

**BUEA AUTHORIZATION TO SPONSOR 2020 LEMONADE DAY**

I, the undersigned director of the Bloomington Urban Enterprise Association (BUEA), authorizes BUEA staff to expend Two Thousand Five Hundred Dollars (\$2,500.00) as a donation in support of 2020 Lemonade Day (“Authorization”) as permitted by Indiana Code Section 23-17-15-12, Article IX, Section 10 of the BUEA Articles of Incorporation, and Section 3.8 of the BUEA bylaws.

This Authorization is necessary because the deadline for printing marketing materials for the event is January 31, 2020, which is prior to the next scheduled meeting of the BUEA. The donation to support 2020 Lemonade Day will enable the BUEA to have its logo and name included as a sponsor to the event on all marketing materials.

By signing this Authorization, I understand that it will have the effect of a formal vote in a meeting. Before the Authorization is effective, it must receive unanimous approval from all BUEA directors. This Authorization form shall be effective upon receipt by the Executive Director of all approval signatures from every current BUEA director. The Executive Director shall tabulate the votes and will file the authorization forms with the minutes of the BUEA at its next regularly scheduled meeting.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Director Signature

\_\_\_\_\_  
Printed Name

**AGREEMENT**  
**between the**  
**CITY OF BLOOMINGTON, INDIANA**  
**and the**  
**BLOOMINGTON URBAN ENTERPRISE ASSOCIATION, INC.**

This agreement, entered into this \_\_\_\_ day of February, 2020, by and between the City of Bloomington, Indiana (“City”) and the Bloomington Urban Enterprise Association, Inc. (“BUEA”), WITNESSETH THAT:

WHEREAS, the BUEA is an urban enterprise association pursuant to Indiana Code 5-28-15 with the authority to administer the Bloomington Urban Enterprise Zone (the “Zone”), within its respective boundaries as approved by the State Enterprise Board; and

WHEREAS, the City and the BUEA share the goals of encouraging appropriate development, redevelopment and employment in the Zone through use of the statutory tools provided in Indiana Code 5-28-15 and through coordination and cooperation with Zone businesses and residents; and

WHEREAS, the BUEA needs assistance in its administrative functions to perform its duties, and the City is willing and able to perform those duties;

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. Term of Agreement. This Agreement shall become effective upon execution and continue through March 1, 2021, unless terminated prior to that date pursuant to Paragraph 10 or extended pursuant to Paragraph 12 herein.

2. Scope of Services to be Provided by City. The City agrees, subject to Paragraph 6 herein, to perform reasonable services that contribute to the goals of the BUEA and the Zone as described in IC 5-28-15 and the BUEA’s bylaws and articles of incorporation, subject to the provisions of this Agreement. Services to be provided may include, but are not limited to, the following:

- Assign Executive Director to the BUEA to act as primary point of contact for all inquiries regarding BUEA business;
- Staff the BUEA, by performing all administrative and professional duties required;
- Coordinate activities necessary for specific projects to be undertaken and administered;
- Coordinate activities required to meet state statutory guidelines.

The BUEA’s Board of Directors shall have final decision-making authority regarding Zone and BUEA matters and expenditures of BUEA funds.

3. Other Contracts. The BUEA may enter into contracts with entities or individuals other than the City for performance of specific actions related to the BUEA and Zone that are not actions to be performed by the City hereunder. The BUEA agrees to provide City with a copy of any such

contract and to keep the City informed of the duties and activities to be performed under that contract.

4. Staffing. The Economic and Sustainable Development Department (ESD) shall have primary responsibility for performance of services for the BUEA. ESD will seek and coordinate assistance from other City departments and employees as needed and as available.

5. Funding. The BUEA shall pay the City an amount not to exceed Forty-Five Thousand Dollars (\$40,000.00) for services provided by ESD and any other City Department staff pursuant to this Agreement. ESD shall bill the BUEA in equal quarterly installments of Ten Thousand Dollars (\$10,000.00) for the services performed.

6. Supervision and Independent Contractor Status. The status of City employees providing services pursuant to this Agreement as employees of the City of Bloomington shall not be affected in any way by this Agreement. Said employees shall be subject solely to supervision by their City of Bloomington supervisors and in accordance with the City of Bloomington personnel policies, subject to the authority of the BUEA Board of Directors to render decisions about Zone and BUEA programs and expenditures as provided herein.

The City shall only be obligated to perform services under this Agreement to the extent that such services further the policies and goals of the City as well as the BUEA. The City reserves the right to refuse to perform activities requested by the BUEA Board of Directors if the Mayor determines that such activities conflict with the City's plans, policies or goals.

During the entire term of this Agreement, the City shall be an independent contractor, and in no event shall any of its personnel, agents or sub-contractors be construed to be, or represent themselves to be, employees of the BUEA. The City shall be solely responsible for the payment and reporting of all employee and employer taxes, including social security, unemployment and any other federal, state or local taxes required to be withheld from employees or payable on behalf of employees.

7. Insurance and Indemnity. The City shall maintain adequate liability insurance to cover the services to be performed by City personnel hereunder through the City of Bloomington's blanket liability policy. The BUEA shall maintain general liability insurance coverage with limits of \$1,000,000 per occurrence and \$2,000,000 aggregate; employee dishonesty coverage in the amount \$10,000 per occurrence; and director's and officer's liability coverage in the amount of \$1,000,000. The BUEA shall maintain bonds in the amount of \$15,000 on its Treasurer and on any other person who has the authority to sign checks on behalf of the BUEA.

BUEA shall indemnify and hold harmless the City against all claims, actions, damages, liability and expenses, including reasonable attorneys' fees and court costs, which may occur as a result of acts or omissions by its officers, directors, agents, employees, successors and assigns, in the performance of this Agreement.

8. Attorney's Fees. If any action is brought to enforce this Agreement, the prevailing party shall be entitled to recover reasonable costs of enforcement, including court costs and attorney fees.

9. Records. Each party shall retain all records related to this Agreement for a period of at least three years from the termination of this Agreement. Each party shall permit the other access to all records relating to this Agreement at all reasonable times for review and audit purposes.

10. Termination of Agreement. This agreement may be terminated in whole or in part by either party at any time for any reason by sending the other party written notice via certified mail, return receipt requested, at least thirty (30) days prior to the date of termination. Termination of the Agreement shall not affect any liabilities that accrued between the parties prior to the termination.

11. Notice to Parties. Whenever any notice, statement or other communication shall be sent to the BUEA or City, it shall be sent to the person and address named below, unless otherwise advised in writing by a party:

Notice to the City:     City of Bloomington Legal Department  
                                  401 N. Morton/P.O. Box 100  
                                  Bloomington, IN 47402

Notice to BUEA:        Julie Donham, President  
                                  Bloomington Urban Enterprise Association  
                                  P.O. Box 100  
                                  Bloomington, IN 47402

12. Extension and Renewal of Agreement. This Agreement may be renewed, renegotiated or extended upon its expiration by mutual written consent of the parties.

13. Governing Laws. This agreement shall be construed in accordance with and governed by the laws of the State of Indiana and suit, if any, must be brought in the State of Indiana.

13. Severability. If any part of this Agreement is invalid or unenforceable under any statute, regulation, ordinance, executive order or other rule of law, such term shall be deemed reformed or deleted, but only to the extent necessary to comply with such statute, regulation, ordinance, order or rule and the remaining provisions of this agreement shall remain in full force and effect.

[Signature Page Follows]

In witness of acceptance of all conditions contained in this agreement, the parties execute this agreement on the date entered on the first page hereof.

BLOOMINGTON URBAN ENTERPRISE ASSOCIATION

BY: \_\_\_\_\_  
Julie Donham, President

CITY OF BLOOMINGTON, INDIANA

BY: \_\_\_\_\_  
John Hamilton, Mayor