

COUNTY COUNCIL ORDINANCE NO. 2002-02

AN ORDINANCE OF SHELBY COUNTY, INDIANA, AUTHORIZING THE ISSUANCE AND SALE OF COUNTY ECONOMIC DEVELOPMENT INCOME TAX REVENUE BONDS OF THE COUNTY, PAYABLE SOLELY FROM COUNTY ECONOMIC DEVELOPMENT INCOME TAX REVENUES TO BE RECEIVED BY THE COUNTY, IN THE PRINCIPAL AMOUNT NOT TO EXCEED FOUR MILLION FIVE HUNDRED THOUSAND DOLLARS (\$4,500,000), FOR THE PURPOSE OF FINANCING COSTS OF CERTAIN PROJECTS OF THE COUNTY, APPROPRIATING THE PROCEEDS THEREFROM, AND TAKING OTHER ACTIONS RELATED THERETO.

WHEREAS, the Shelby County Council has imposed the county economic development income tax on the county taxpayers of Shelby County, Indiana (the "County"), pursuant to IC 6-3.5-7-5; and

WHEREAS, the Shelby County Board of Commissioners has adopted a capital improvement plan (the "Plan") pursuant to IC 6-3.5-7-15 specifying the uses of the revenues to be received by the County under IC 6-3.5-7; and

WHEREAS, the Plan sets forth the County's intention to use a portion of the revenues to be received under IC 6-3.5-7 for the economic development projects described in Exhibit A hereto (the "Projects"); and

WHEREAS, each of the Projects constitutes an "economic development project" as defined in IC 6-3.5-7-13.1(c) in that it will promote significant opportunities for the gainful employment of the citizens of the County, will attract major new business enterprises to the County and will involve expenditures for various costs relating to items listed in IC 6-3.5-7-13.1(c)(2); and

WHEREAS, the County Council now desires to authorize the issuance of the Bonds (as hereinafter defined) to fund the Projects; and

WHEREAS, the proceeds of the Bonds (including investment earnings thereon) have not been included in any regular budget; and

WHEREAS, an extraordinary emergency and necessity exist for the making of the additional appropriation set out herein; and

WHEREAS, notice of a hearing on said appropriation has been published as required by law and such public hearing was held on said appropriation at which all taxpayers and interested persons had an opportunity to appear and express their views as to such additional appropriation;

NOW, THEREFORE, BE IT ORDAINED BY THE SHELBY COUNTY COUNCIL AS FOLLOWS:

SECTION 1. The Board of Commissioners of the County is hereby authorized to make a loan in the principal amount not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000), for and on behalf of the County, for the purpose of providing funds to be applied to the costs of the Projects, to fund a debt service reserve fund (if required) and to pay all expenses in connection with the issuance of bonds to provide therefor.

SECTION 2. In order to procure funds for said loan, the Board of Commissioners of the County is hereby authorized and directed to have prepared and to issue and sell negotiable county economic development income tax revenue bonds of the County, to be designated as "Shelby County, Indiana, Economic Development Income Tax Revenue Bonds of 2002" (the "Bonds") (or such other designation as the Board of Commissioners shall approve), in the aggregate principal amount not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000). The Bonds shall be payable solely from the Sinking Fund referred to below.

The Bonds shall be issued in fully registered form in denominations of Five Thousand Dollars (\$5,000) or an integral multiple thereof ("Authorized Denominations") not exceeding the aggregate principal amount of Bonds maturing in any year. The Bonds shall be numbered consecutively from 02R-1 upwards and shall bear interest payable semiannually commencing

July 1, 2003 (or such later date as may be specified in the hereinafter defined Purchase Agreement), and each January 1 and July 1 thereafter at a rate or rates not to exceed seven percent (7%) per annum (the exact rate or rates to be determined by negotiation). Interest shall be calculated on the basis of twelve (12) thirty (30)-day months for a three hundred sixty (360)-day year.

The Bonds shall mature (or, with respect to any term Bonds, be subject to mandatory sinking fund redemption) on January 1 and/or July 1 in each year, on the dates and in the amounts as shall be determined by the Board of Commissioners of the County at the time of the sale of the Bonds; provided, however, that the last maturity of the Bonds shall be no later than January 1, 2028, and provided that the annual debt service for any Bond Year shall not exceed \$375,000. For purposes of this Ordinance, "Bond Year" shall mean July 1 of a given year through and including June 30 of the following year.

The Board of Commissioners of the County is hereby authorized to select a financial institution or other person to serve as Registrar (such institution or person and any subsequent registrar appointed pursuant to this Ordinance shall hereinafter be referred to as the "Registrar") for the Bonds and is hereby charged with the responsibility of authenticating the Bonds. The Registrar shall keep and maintain at its principal office books for the registration and for the transfer of the Bonds (the "Bond Register"). The County Auditor and the Board of Commissioners of the County are hereby authorized and directed, on behalf of the County, to enter into such agreements or understandings with the Registrar as will enable the Registrar to perform the services required of a registrar, and are authorized and directed to pay the Registrar for its services out of available funds.

The principal of and premium, if any, on the Bonds shall be payable at the principal office of the Registrar, which is hereby appointed as the Paying Agent (the Registrar, and any subsequent paying agent appointed pursuant to this Ordinance shall hereinafter be referred to as the "Paying Agent") for the Bonds. Interest on the Bonds shall be paid by check or draft mailed or delivered to the registered owners thereof at the address as it appears on the Bond Register as of the fifteenth (15th) day of the month immediately preceding the interest payment date or at such other address as is provided to the Paying Agent in writing by such registered owners; provided, however, that holders of at least One Hundred Thousand Dollars (\$100,000) in aggregate principal amount of Bonds may receive payment of interest by wire transfer to a financial institution in the United States of America, if requested in writing on or prior to the fifteenth (15th) day of the month immediately preceding the interest payment date. All payments on the Bonds shall be made in any coin or currency of the United States of America which on the dates of such payments shall be legal tender for the payment of public and private debts. The County Auditor and the Board of Commissioners of the County are hereby authorized and directed, on behalf of the County, to enter into such agreements or understandings with the Paying Agent as will enable it to perform the services required of a Paying Agent, and are authorized and directed to pay said Paying Agent for its services out of available funds.

Each Bond shall be transferable or exchangeable only upon the Bond Register, by the registered owner thereof in person, or by his attorney duly authorized in writing, upon surrender of such Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or his attorney duly authorized in writing, and thereupon a new fully registered Bond or Bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or

the registered owner, as the case may be, in exchange therefor. Bonds may be transferred or exchanged without cost to the registered owner, except for any tax or governmental charge required to be paid with respect to the exchange. The Registrar shall not be obligated to make any exchange or transfer of Bonds during the period from the fifteenth (15th) day of any calendar month immediately preceding an interest payment date on the Bonds until such interest payment date. The Registrar also shall not be obligated to (i) register, transfer or exchange any Bonds during the fifteen (15) day period immediately preceding the mailing of a notice of redemption of any Bonds, or (ii) register, transfer or exchange any Bonds that have been duly called for redemption on or after the date of mailing notice of such call. The County, the Registrar and the Paying Agent for the Bonds may treat and consider the person in whose name such Bonds are registered as the absolute owner thereof for all purposes including for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon.

In the event any Bond is mutilated, lost, stolen or destroyed, the County may execute and the Registrar may authenticate a new Bond of like date, maturity and denomination as that mutilated, lost, stolen or destroyed, which new Bond shall be marked in a manner to distinguish it from the Bond for which it was issued, provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the County and the Registrar and, in the case of any lost, stolen or destroyed Bond, there shall be first furnished to the County and the Registrar evidence of such loss, theft or destruction satisfactory to the County and the Registrar, together with indemnity satisfactory to them. In the event any such lost, stolen or destroyed Bond shall have matured, instead of issuing a duplicate Bond, the County and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The County and the Registrar may charge the owner of such Bond with their reasonable fees and expenses in

connection with the above. Every substitute Bond issued by reason of any Bond being lost, stolen or destroyed shall, with respect to such Bond, constitute a substitute contractual obligation of the County, whether or not the lost, stolen or destroyed Bond shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other Bonds duly issued hereunder.

The Bonds and any bonds hereafter issued on a parity therewith, as to principal, premium, if any, and interest, shall be payable from and secured by a pledge of and shall constitute a charge upon all the county economic development income tax revenues of the County deposited into the Sinking Fund as defined below, which pledge shall remain in full force and effect so long as any such Bonds or bonds remain outstanding. The County shall not be obligated to pay the Bonds or the premium, if any, or the interest thereon except from the county economic development income tax revenues of the County deposited into the Sinking Fund as defined below.

The Bonds shall bear an Original Date which shall be the first day of the month in which the Bonds are delivered, and each Bond shall also bear the date of its authentication. Bonds authenticated on or before the fifteenth (15<sup>th</sup>) day of the month preceding the first interest payment date, shall be paid interest from the Original Date. Bonds authenticated thereafter shall be paid interest from the interest payment date next preceding the date of authentication of such Bonds unless the Bonds are authenticated between the fifteenth (15<sup>th</sup>) day of the month preceding an interest payment date and the interest payment date, in which case interest thereon shall be paid from such interest payment date.

The Bonds shall be executed in the name of Shelby County by the manual or facsimile signature of the Board of Commissioners of the County, and attested by the manual or facsimile

signature of the Auditor, who shall cause the official seal of the Board of Commissioners of the County to be impressed or a facsimile thereof to be printed or otherwise reproduced on each of the Bonds. Subject to the provisions for registration, the Bonds shall be negotiable under the laws of the State of Indiana.

The Bonds shall be authenticated with the manual signature of an authorized representative of the Registrar, and no Bond shall be valid or obligatory for any purpose until the certificate of authentication on such Bond shall have been so executed.

The Registrar or the Paying Agent may at any time resign as Registrar or Paying Agent by giving thirty (30) days' written notice to the County and by first-class mail to each registered owner of Bonds then outstanding, and such resignation will take effect at the end of such thirty (30) days or upon the earlier appointment of a successor Registrar or Paying Agent, as the case may be, by the County. Such notice to the County may be served personally or be sent by registered mail. The Registrar or Paying Agent may be removed at any time as Registrar or Paying Agent by the County (unless the County is in default on the payment of principal or interest on the Bonds), in which event the County may appoint a successor Registrar or Paying Agent, as the case may be. The County shall notify each registered owner of Bonds then outstanding by first-class mail of the removal of the Registrar or Paying Agent. Notices to registered owners of Bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear on the Bond Register. Any predecessor Registrar shall deliver all the Bonds in its possession and the Bond Register to the successor Registrar and any predecessor Paying Agent shall deliver all the cash in its possession to the successor Paying Agent.

The Bonds may, in compliance with all applicable laws, be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors, or any successor central depository system appointed by the County from time to time (the "Clearing Agency"). The County and Registrar may, in connection herewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the Bonds, as are necessary or appropriate to accomplish or recognize such book-entry form Bonds.

During any time that the Bonds are held in book-entry form on the books of a Clearing Agency (1) any such Bond may be registered upon the books kept by the Registrar in the name of such Clearing Agency, or any nominee thereof, including CEDE & Co., as nominee of The Depository Trust Company; (2) the Clearing Agency in whose name such Bond is so registered shall be, and the County and the Registrar and Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such Bond for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of, premium, if any, on and interest on such Bond, the receiving of notice and giving of consent; (3) neither the County nor the Registrar or Paying Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency, or any person on behalf of which, or otherwise in respect of which, any such participant holds any interest in any Bond, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any Bond or any responsibility or obligation hereunder with respect to the receiving of payment of principal, premium, if any, or interest on any Bonds, the receiving of notice or the giving of consent; and (4) the Clearing Agency is not required to present any Bond called for



partial redemption prior to receiving payment so long as the Registrar and Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

If either (i) the County receives notice from the Clearing Agency which is currently the registered owner of the Bonds to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the Bonds or (ii) the County elects to discontinue its use of such Clearing Agency as a Clearing Agency for the Bonds, then the County and Registrar and Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the Bonds, as are necessary or appropriate to discontinue use of such Clearing Agency as a Clearing Agency for the Bonds and to transfer the ownership of each of the Bonds to such person or persons, including any other Clearing Agency, as the holder of the Bonds may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the Bonds, shall be paid by the County.

During any time that the Bonds are held in book-entry form on the books of a Clearing Agency, the Registrar and Paying Agent shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owners of the Bonds as of a record date selected by the Registrar and Paying Agent. For purposes of determining whether the consent, advice, direction or demand of a Registered Owner of the Bond has been obtained, the Registrar or Paying Agent shall be entitled to treat the beneficial owners of the Bonds as the Bondholders.

During any time that the Bonds are held in book-entry form on the books of a Clearing Agency, the Auditor and/or the Registrar are authorized to enter into a Letter of Representations

agreement with the Clearing Agency, and the provisions of any such Letter of Representations or any successor agreement shall control on the matters set forth herein.

SECTION 3. The form and tenor of the Bonds shall be substantially as follows (all blanks to be properly completed prior to the printing of the Bonds):

UNITED STATES OF AMERICA

State of Indiana  
No. 02R-

County of Shelby  
\$ \_\_\_\_\_

SHELBY COUNTY, INDIANA,  
ECONOMIC DEVELOPMENT INCOME TAX REVENUE BOND  
OF 2002

<u>INTEREST</u> <u>RATE</u>	<u>MATURITY</u> <u>DATE</u>	<u>ORIGINAL</u> <u>DATE</u>	<u>AUTHENTICATION</u> <u>DATE</u>	<u>CUSIP</u>
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REGISTERED OWNER:

PRINCIPAL SUM:

The County of Shelby, in the State of Indiana (the "County"), for value received, hereby promises to pay to the Registered Owner (named above) or registered assigns, but solely from the special revenue fund hereinafter referred to, the Principal Sum set forth above on the Maturity Date set forth above, and to pay interest on said Principal Sum to the Registered Owner of this bond until the County's obligation with respect to the payment of said Principal Sum shall be discharged, at the rate per annum specified above from the interest payment date immediately preceding the date of authentication of this bond, unless this bond is authenticated on or before [June 15, 2003], in which case interest shall be paid from the Original Date specified above, or unless this bond is authenticated between the fifteenth (15th) day of the month preceding an interest payment date and the interest payment date, in which case interest shall be paid from such interest payment date. Interest is payable [July 1, 2003], and semiannually thereafter on

January 1 and July 1 of each year by check or draft. Interest shall be calculated on the basis of twelve (12) thirty day months for a three hundred sixty (360) day year.

The principal of and premium, if any, on this bond are payable in lawful money of the United States of America at the principal office of \_\_\_\_\_, as Paying Agent (which term shall include any successor paying agent) (the "Paying Agent"). Interest on this bond shall be paid by check or draft mailed or delivered to the registered owner hereof at the address as it appears on the books kept by \_\_\_\_\_, as Registrar (which term shall include any successor registrar) for the registration and for the transfer of the bonds (the "Bond Register") as of the fifteenth (15th) day of the month immediately preceding the interest payment date or at such other address as is provided to the Paying Agent in writing by the registered owner; provided, however, that if the Registered Owner of this bond is the holder of at least One Hundred Thousand Dollars (\$100,000) in aggregate principal amount of bonds of this issue, such Registered Owner may receive payment of interest by wire transfer to a financial institution in the United States of America, if requested in writing on or prior to the fifteenth (15th) day of the month immediately preceding the interest payment date.

This bond is one of an authorized issue of bonds of the County, aggregating no more than Four Million Five Hundred Thousand Dollars (\$4,500,000) numbered consecutively from 02R-1 upwards, issued pursuant to an ordinance adopted by the County Council of said County on August 30, 2002, entitled "An Ordinance of Shelby County, Indiana, authorizing the issuance and sale of county economic development income tax revenue bonds of the County, payable solely from county economic development income tax revenues to be received by the County, in the principal amount not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000) for the purpose of financing costs of certain projects of the County, appropriating the proceeds

therefrom, and taking other actions related thereto” (the “Ordinance”), and the Indiana Code. Reference is hereby made to the Ordinance for a description of the nature and extent of the rights, duties and obligations of the owners of the bonds and the County and the terms on which this bond is issued, and to all the provisions of the Ordinance to which the registered owner hereof by the acceptance of this bond assents.

Pursuant to provisions of the Ordinance, the principal of and interest on this bond and all other bonds of said issue, and any bonds hereafter issued ranking on a parity therewith, are payable solely from the Sinking Fund referred to in the Ordinance to be provided from the county economic development income tax revenues of the County. The County shall not be obligated to pay this bond or the interest thereon except from said special fund provided from said revenues. Subject to the provisions for registration, this bond is negotiable under the laws of the State of Indiana.

So long as any bonds authorized by this Ordinance remain outstanding, Shelby County pledges the entire county economic development income tax revenues of the County deposited into the Sinking Fund referred to in the Ordinance, to the extent necessary for that purpose, to the prompt payment of principal of and interest on the bonds authorized by the Ordinance, of which this bond is one, and any bonds hereafter issued on a parity therewith.

The County reserves the right pursuant to the terms and conditions of the Ordinance to authorize and issue additional bonds or other obligations hereafter payable out of the county economic development income tax revenues of the County, ranking on a parity herewith or junior hereto, for the purpose of financing additional costs of the economic development project for which the bonds were issued and future economic development projects.

[INSERT OPTIONAL REDEMPTION TERMS]

[INSERT MANDATORY SINKING FUND REDEMPTION TERMS, IF ANY]

Unless waived by any registered owner of bonds to be redeemed, official notice of any such redemption shall be given by the Registrar on behalf of the County identifying the bonds, by mailing a copy of an official redemption notice by registered or certified mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to the registered owner of the bond or bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Registrar; provided, however, that failure to give such notice, or any defect therein, with respect to any bond shall not affect the validity of any proceedings for the redemption of other bonds.

Prior to any redemption date, the County shall deposit with the Paying Agent an amount of money sufficient to pay the redemption price of all of the Bonds or portions of the Bonds which are to be redeemed on that date.

Official notice of redemption having been given as aforesaid, the bond or portions of bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the County shall default in the payment of the redemption price) such bonds or portions of bonds shall cease to bear interest. Upon surrender of such bonds for redemption in accordance with said notice, such bonds shall be paid by the Paying Agent at the redemption price. Bonds redeemed in part may be exchanged for a bond or bonds of the same maturity in authorized denominations equal to the remaining principal amount.

The principal of and premium, if any, and interest on this bond and all other bonds of said issue, and any bonds or other obligations hereafter issued ranking on a parity herewith, are, to the extent and as provided in the Ordinance, payable solely out of the Sinking Fund created pursuant

to the Ordinance, to be provided from the county economic development income tax revenues to be received by the County.

In the manner provided in the Ordinance, the Ordinance and the rights and obligations of the County and of the owners of the bonds may (with certain exceptions as stated in the Ordinance) be modified or amended with the consent of the owners of at least sixty percent (60%) in aggregate principal amount of outstanding bonds exclusive of bonds, if any, owned by the County. Additional bonds ranking on a parity with the bonds authorized by the Ordinance and other bonds, junior to the bonds authorized by the Ordinance, may be issued in accordance with the terms of the Ordinance.

This bond is transferable or exchangeable only upon the Bond Register, by the Registered Owner hereof in person, or by his attorney duly authorized in writing, upon surrender of this bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owner or his attorney duly authorized in writing, and thereupon a new fully registered bond or bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or to the Registered Owner, as the case may be, in exchange therefor. This bond may be transferred or exchanged without cost to the Registered Owner, except for any tax or governmental charge required to be paid with respect to the exchange. The Registrar shall not be obligated to make any exchange or transfer of this bond during the period from the fifteenth (15th) day of any calendar month immediately preceding an interest payment date on this bond until such interest payment date. The Registrar also shall not be obligated to (i) register, transfer or exchange this bond during the fifteen (15) day period immediately preceding the mailing of a notice of redemption of any bonds of this issue, or (ii) register, transfer or exchange this bond, if it has

been duly called for redemption, on or after the date of mailing notice of such call. The County, the Registrar and the Paying Agent for this bond may treat and consider the person in whose name this bond is registered as the absolute owner hereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal hereof and interest due hereon.

In the event this bond is mutilated, lost, stolen or destroyed, the County may execute and the Registrar may authenticate a new bond of like date, maturity and denomination as this bond, which new bond shall be marked in a manner to distinguish it from this bond; provided that, in the case of this bond being mutilated, this bond shall first be surrendered to the County and the Registrar, and in the case of this bond being lost, stolen or destroyed, there shall first be furnished to the County and the Registrar evidence of such loss, theft or destruction satisfactory to the County and the Registrar, together with indemnity satisfactory to them. In the event that this bond, being lost, stolen or destroyed, shall have matured, instead of issuing a duplicate bond the County and the Registrar may, upon receiving indemnity satisfactory to them, pay this bond without surrender hereof. In such event, the County and the Registrar may charge the owner of this bond with their reasonable fees and expenses in connection with the above. Every substitute bond issued by reason of this bond being lost, stolen or destroyed shall, with respect to this bond, constitute a substitute contractual obligation of the County, whether or not this bond, being lost, stolen or destroyed, shall be found at any time, and shall be entitled to all the benefits of the Ordinance, equally and proportionately with any and all other bonds duly issued thereunder.

The Registrar or Paying Agent may at any time resign as Registrar or Paying Agent by giving thirty (30) days' written notice to the County and by first-class mail to the registered owners of bonds then outstanding, and such resignation will take effect at the end of such thirty (30) days or upon the earlier appointment of a successor Registrar or Paying Agent, as the case

may be, by the County. Such notice to the County may be served personally or be sent by registered mail. The Registrar or Paying Agent may be removed at any time as Registrar or Paying Agent by the County (unless the County is in default on the payment of principal or interest on the Bonds), in which event the County may appoint a successor Registrar or Paying Agent, as the case may be. The County shall notify the registered owner of this bond, if then outstanding, by first-class mail of the removal of the Registrar or Paying Agent. Notices to registered owners of bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered owners as they appear in the registration books kept by the Registrar.

The bonds maturing in any one year are issuable only in fully registered form in denominations of Five Thousand Dollars (\$5,000) or any integral multiple thereof not exceeding the aggregate principal amount of the bonds maturing in such year.

The County shall not, as long as any bond is outstanding, reduce the county economic development income tax rate imposed on the adjusted gross income of county taxpayers below the rate required to be maintained by law and the Ordinance.

If this bond shall have become due and payable in accordance with its terms or this bond or a portion hereof shall have been duly called for redemption, or irrevocable instructions to call this bond or a portion hereof for redemption have been given, and the whole amount of the principal of, the premium, if any, and interest, so due and payable upon all of this bond or a portion hereof then outstanding shall be paid or (i) sufficient moneys, or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall



also have been made for paying all fees and expenses in connection with the redemption, then and in that case this bond or such portion hereof shall no longer be deemed outstanding or an indebtedness of the County.

A Continuing Disclosure Agreement from the County to each registered owner or holder of any Bond, dated as of the date of initial issuance of the Bonds (the "Agreement"), has been executed by the County, a copy of which is available from the County and the terms of which are incorporated herein by this reference. The Agreement contains certain promises of the County to each registered owner or holder of any Bond, including a promise to provide certain continuing disclosure. By its payment for and acceptance of this bond, the registered owner or holder of this bond assents to the Agreement and to the exchange of such payment and acceptance for such promises.

It is hereby certified and recited that all acts, conditions and things required by law and the Constitution of the State of Indiana to be done precedent to and in the execution, issuance, sale and delivery of this bond have been properly done, happened and performed in regular and due form as provided by law; and that this bond and said total issue of bonds is within every limit of indebtedness provided by the Constitution and laws of the State of Indiana.

This bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Ordinance authorizing this bond until the certificate of authentication hereon shall have been duly executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, Shelby County, in the State of Indiana, by ordinance of its County Council, has caused this bond to be executed in its corporate name by the manual or facsimile signature of its Board of Commissioners and attested by the manual or facsimile

signature of its Auditor, who has caused the official corporate seal of its Board of Commissioners to be impressed or a facsimile thereof to be printed or otherwise reproduced hereon.

SHELBY COUNTY, INDIANA

By: The Board of Commissioners of  
Shelby County, Indiana

By: Robert A. Wade  
Commissioner

By: Kevin R. Neigh  
Commissioner

By: David Mohr  
Commissioner

(SEAL)

ATTEST:

Margaret A. Burk  
Auditor, County of Shelby, Indiana

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within mentioned Ordinance.

\_\_\_\_\_,  
as Registrar

By: \_\_\_\_\_  
Authorized Representative

The following abbreviations, when used in the inscription on the face of this bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN. COM.                    as tenants in common

TEN. ENT.                    as tenants by the entirety

JT. TEN. as joint tenants with right of survivorship and not as tenants in common

UNIF. TRANS.  
MIN. ACT \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust.) (Minor)

under Uniform Transfers to Minors Act of

\_\_\_\_\_  
(State)

Additional abbreviations may also be used, although not contained in the above list.

### ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

\_\_\_\_\_  
(please print or typewrite name and address of transferee)

\_\_\_\_\_  
(please insert social security or  
other identifying number of assignee)

\$ \_\_\_\_\_ in principal amount (must be a multiple of \$5,000) of the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_, attorney, to transfer the within bond on the books kept for registration thereof, with full power of substitution in the premises.

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

Signature Guaranteed:

\_\_\_\_\_  
NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

\_\_\_\_\_  
NOTICE: The signature of this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever.

SECTION 4. The Bonds shall be sold by private negotiated sale to Lancaster Pollard & Co. (the "Purchaser"), at a price of not less than ninety-eight percent (98%) of par plus accrued

interest to the date of delivery of the Bonds. The Board of Commissioners is hereby authorized to execute and deliver a purchase agreement with the Purchaser (the "Purchase Agreement"). The Board of Commissioners is further authorized to carry out, on behalf of the County, the terms and conditions set forth in the Purchase Agreement, consistent with the provisions of this Ordinance.

SECTION 5. The Auditor is hereby authorized and directed to have such Bonds prepared. In case any officer whose signature appears on the Bonds shall cease to hold that office before the delivery of the Bonds, the signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until the delivery of the Bonds. After the Bonds have been properly executed, the Auditor shall deliver the Bonds to the Treasurer of Shelby County who shall, upon receipt of the purchase price therefor, deliver the Bonds to the Purchaser in the manner provided by law.

SECTION 6. The Bonds, when fully paid for and delivered to the Purchaser, shall be valid and binding special revenue obligations of the County, payable solely out of the county economic development income tax revenues of the County to be fixed and set aside into the Sinking Fund, as herein provided, and the proceeds derived from the sale of the Bonds shall be and are hereby set aside for application by the County solely to the payment of the cost of the Refunding, as provided herein.

SECTION 7. The revenues received by the County from distributions of the county economic development income tax shall be used and applied by the County only as provided in this Ordinance in strict accordance with the provisions of IC 6-3.5-7 (IC 6-3.5-7, as amended, is sometimes herein referred to as the "Act"). All of such revenues shall be segregated and kept in special accounts separate and apart from all other funds of the County and shall be used and

applied in payment of bonds and interest thereon which by their terms are payable from such revenues and to maintain a reasonable reserve, in accordance with this Ordinance and the Act. There is hereby created and established pursuant to the Act a fund known as the "County Economic Development Income Tax Fund" consisting of a Bond Principal and Interest Account, a Reserve Account and an Excess Account. The Bond Principal and Interest Account and the Reserve Account together shall be referred to as the "Sinking Fund". The County hereby covenants and agrees to cause to be kept and maintained both of such accounts so long as needed for the purposes set forth herein. All of the county economic development income tax revenues of the County shall be set aside in the following accounts in the following order of priority and to the extent indicated below:

- (1) Bond Principal and Interest Account;
- (2) Reserve Account; and
- (3) Excess Account.

(a) Bond Principal and Interest Account. As soon as possible upon receipt by the County of county economic development income tax distributions due in May and November of each year (the "May Distribution" and the "November Distribution", respectively), but in any event not later than June 30 (in the case of the May Distribution) or December 31 (in the case of the November Distribution) next following the receipt by the County of such revenues, the County shall set apart and pay all of such revenues into the Bond Principal and Interest Account to be used to pay the interest on and principal of the Bonds; provided, however, that no deposit shall be made into such account whenever the balance therein is sufficient to pay the next following semi-annual interest and principal (if any) payments on the Bonds.

(b) Reserve Account. If at the time of sale of the Bonds the Board of Commissioners, with the advice of the financial advisor of the County, determines such Reserve Account is reasonably required to sell the Bonds and accomplish the Refunding, the county economic development income tax revenues of the County shall next be set apart and paid into the Reserve Account and used to make deposits into the Bond Principal and Interest Account in the event of any deficiency at any time in such account, or for the purpose of paying the interest on or principal of or redemption premiums, if any, on the Bonds in the event no other money is lawfully available therefor, or to make the final payment of interest on or principal of the Bonds; provided, however, that no deposit shall be made into the Reserve Account so long as there shall be on deposit therein an amount equal to the least of (i) the maximum annual debt service on the Bonds, or (ii) one and one-fourth (1-1/4) times the average annual debt service on the Bonds, or (iii) 10% of the proceeds of the Bonds, within the meaning of Section 148(d) of the Internal Revenue Code of 1986, as amended (the "Code") (the "Debt Service Reserve Requirement"). Any portion of the Debt Service Reserve Requirement will be deemed to be satisfied if there is on deposit in the Reserve Account any surety bond, insurance policy, guaranty, letter of credit or other credit facility in any amount equal to such portion.

(c) Excess Account. Any remaining county economic development income tax revenues of the County shall be deemed excess funds and shall be deposited in the Excess Account for appropriation and use as permitted by law.

All funds in said accounts shall be segregated and kept separate and apart from all other funds of the County and shall be deposited in lawful depositories of the County and continuously held and secured or invested as provided by law. Interest earned in each such account shall be credited to such account, except that the amount of funds in the Reserve Account shall not

exceed the Debt Service Reserve Requirement, and any such excess shall be deposited into the Bond Principal and Interest Account.

SECTION 8. Any accrued interest, unused discount and premium received at the time of the delivery of the Bonds shall be deposited into the Bond Principal and Interest Account. The remaining proceeds from the sale of the Bonds shall be deposited into a special fund to be designated as the “Shelby County Economic Development Project Fund” (the “Project Fund”). Such fund shall be deposited with a legally qualified depository or depositories for the funds of the County as provided by law and shall be segregated and kept separate and apart from all other funds of the County and may be invested as permitted by law. The money in the Project Fund may be expended only for the purpose of paying the costs of the Projects. Any balances remaining in the Project Fund on the date which is three years after the date the Bonds were issued shall be transferred to the Bond Principal and Interest Account of the County Economic Development Income Tax Fund and used solely for the purposes of that account as provided for herein.

SECTION 9. At the time of sale of the Bonds, with the advice of the County’s financial advisor, the Board of Commissioners may determine the terms of optional redemption of the Bonds and may designate maturities of the Bonds (or a portion thereof in Authorized Denominations), that may be subject to optional and/or mandatory sinking fund redemption, and corresponding redemption dates, amounts and prices (including premium, if any). Except as otherwise set forth in this Ordinance, the Board of Commissioners is hereby authorized and directed to determine the terms governing any such redemption.

Unless waived by any registered owner of Bonds to be redeemed, official notice of any such redemption shall be given by the Registrar on behalf of the County identifying the Bonds,

by mailing a copy of an official redemption notice by registered or certified mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption to the registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or such other address as is furnished in writing by such registered owner to the Registrar; provided, however, that failure to give such notice by mailing, or any defect therein, with respect to any Bond shall not affect the validity of any proceedings for the redemption of other Bonds.

All official notices of redemption shall be dated and shall state:

- (1) The redemption date,
- (2) The redemption price,
- (3) If less than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,
- (4) That on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date, and
- (5) The place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the place provided for the payment of the principal of and premium, if any, on the Bonds.

Prior to any redemption date, the County shall cause to be deposited with the Paying Agent an amount of money sufficient to pay the redemption price of all the Bonds or portions of the Bonds which are to be redeemed on that date.



Official notice of redemption having been given as aforesaid, the Bonds or portions of the Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the County shall default in the payment of the redemption price) such Bonds or portions of the Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Paying Agent at the redemption price. Bonds redeemed in part may be exchanged for a Bond or Bonds of the same maturity in Authorized Denominations equal to the remaining principal amount. In addition to the foregoing notice, further notice may be given by the Registrar as it deems appropriate by mail, publication or otherwise to registered securities depositories, national information services or others containing the above information and such further information as the Registrar may deem appropriate, but no defect in said further notice, nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above described.

SECTION 10. The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the Bonds for the uses and purposes herein set forth, and the registered owners of the Bonds shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this Ordinance. The provisions of this Ordinance shall also be construed to create a trust in the county economic development income tax revenues of the County herein directed to be set apart and paid into the Sinking Fund for purposes of said fund as in this Ordinance set forth.

The provisions of this Ordinance shall constitute a contract by and between the County and the owners of the Bonds. After the issuance of the Bonds, the County shall not, except as specifically provided herein, repeal, amend, or impair in any respect which would materially

adversely affect the rights of the owners of the Bonds, (i) this Ordinance, (ii) the definition of, the manner of collecting and distributing, or the pledge of the County's economic development income tax revenues, or (iii) the lien created by this Ordinance. The County shall not adopt any law, resolution, order or ordinance which in any way materially adversely affects the rights of such owners so long as the principal of or interest on any Bonds remains unpaid.

SECTION 11. (a) The County Council covenants that the County Council will not reduce the county economic development income tax rate below a rate that would produce county economic development income tax revenues for the County of at least one and twenty-five hundredths (1.25) (or such higher rate as may be required in the Purchase Agreement as determined by the Shelby County Board of Commissioners) times the highest annual debt service on the Bonds to their final maturity based on an average of the immediately preceding three years of county economic development income tax collections.

(b) Notwithstanding subsection (a), the County Council shall not be required by the covenants set forth in this Section 11 to impose a county economic development income tax rate exceeding the maximum rate permitted by law.

SECTION 12. To the extent necessary to preserve the exclusion from gross income under federal law of interest on the Bonds, and as an inducement to the Purchaser of the Bonds, the County represents, covenants and agrees that:

(a) No Bond proceeds will be loaned to any entity or person. No Bond proceeds will be transferred directly, or indirectly transferred or deemed transferred to a person other than a governmental unit in a fashion that would in substance constitute a loan of said Bond proceeds;

SECTION 13. Notwithstanding any other provisions of this Ordinance, the covenants and authorizations contained in this Ordinance (“Tax Sections”) which are designed to preserve the exclusion of interest on the Bonds from gross income under federal law (“Tax Exemption”) need not be complied with if the County receives an opinion of nationally recognized bond counsel that any Tax Section is unnecessary to preserve the Tax Exemption.

SECTION 14. If, when the Bonds or a portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption, or irrevocable instructions to call the Bonds or a portion thereof shall have been given, and the whole amount of the principal of and premium, if any, and interest so due and payable upon all of the Bonds or a portion thereof then outstanding shall be paid or (i) sufficient money or (ii) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the principal of and the interest on which when due will provide sufficient moneys for such purpose, shall be held in trust for such purpose, and provision shall also have been made for paying all fees and expenses in connection with the redemption, then and in that case the Bonds or such portion thereof issued hereunder shall no longer be deemed outstanding or an indebtedness of the County.

SECTION 15. If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

SECTION 16. All ordinances, resolutions, and orders, or parts thereof, in conflict with the provisions of this Ordinance, are, to the extent of such conflict, hereby repealed.

SECTION 17. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day

(f) To make changes to reflect the issuance of Parity Obligations in accordance with Section 21; or

(g) Any other purpose which in the judgment of the County does not adversely impact the interests of the owners of the Bonds.

SECTION 19. This Ordinance, and the rights and obligations of the County and the owners of the Bonds may be modified or amended at any time by supplemental ordinances adopted by the County with the consent of the owners of the Bonds holding at least sixty percent (60%) in aggregate principal amount of the Outstanding Bonds (exclusive of Bonds, if any, owned by the County); provided, however, that no such modification or amendment shall, without the express consent of all of the owners of the Bonds affected, reduce the principal amount of any Bond, reduce the interest rate payable thereon, advance the earliest redemption date, extend its maturity or the times for paying interest thereon, permit a privilege or priority of any Bond or Bonds over any other Bond or Bonds, create a lien securing any Bonds other than a lien ratably securing all of the Bonds outstanding, or change the monetary medium in which principal and interest is payable, nor shall any such modification or amendment reduce the percentage of consent required for amendment or modification.

Any act done pursuant to a modification or amendment so consented to shall be binding upon all the owners of the Bonds and shall not be deemed an infringement of any of the provisions of this Ordinance, and may be done and performed as fully and freely as if expressly permitted by the terms of this Ordinance, and after such consent relating to such specified matters has been given, no owner shall have any right or interest to object to such action or in any manner to question the propriety thereof or to enjoin or restrain the County or any officer thereof from taking any action pursuant thereto.

If the County shall desire to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the respective owners of the Bonds at their addresses appearing on the Bond Register. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the Bonds. The Registrar shall not, however, be subject to any liability to any owners of the Bonds by reason of its failure to mail the notice described in this Section 19, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as provided in this Section 19.

Whenever, at any time within one year after the date of the mailing of such notice, the County shall receive an instrument or instruments purporting to be executed by the owners of the Bonds of not less than sixty percent (60%) in aggregate principal amount of the Bonds then outstanding (exclusive of Bonds, if any, owned by the County), which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice, and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice as on file with the Registrar, thereupon, but not otherwise, the Council may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the Bonds, whether or not such owner shall have consented thereto.

Upon the adoption of any supplemental ordinance pursuant to the provisions of this Section 19, this Ordinance shall be, and is deemed to be, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance shall thereafter be determined, exercised and enforced hereunder, subject in all respects to such modifications and amendments.

SECTION 20. All of the county economic development income tax revenues of the County paid into the Sinking Fund shall be and are hereby pledged to the payment of the principal of and premium, if any, and interest on the Bonds, which pledge shall remain in full force and effect so long as any Bonds remain outstanding.

SECTION 21. The County reserves the right to authorize and issue additional bonds, payable out of its county economic development income tax revenues or otherwise pledge its county economic development income tax revenues to secure lease rental payments or other obligations, ranking on a parity with the Bonds (such bonds, lease rental payments or other obligations, "Parity Obligations"). In the event any Parity Obligations are issued pursuant to this Section 21, the term "Bonds" in this Ordinance shall, unless the context otherwise requires, be deemed to refer to the Bonds and such Parity Obligations and other changes may be made herein as required to reflect the issuance of such Parity Obligations. Subject to the prior satisfaction of all of the terms of this Section 21, applicable to Parity Obligations generally, the future issuance of additional Parity Obligations is hereby authorized upon the adoption by the Council of an ordinance or ordinances supplemental hereto, which Parity Obligations shall have the same terms and be subject to the same provisions as set forth herein, except as otherwise provided by such supplemental ordinance. The authorization and issuance of Parity Obligations shall be subject to the following conditions precedent:

(a) Any such Parity Obligations shall not cause the County to exceed its debt limitation under Article 13, Section 1, of the Indiana Constitution as of the date of issuance.

(b) All interest and principal payments with respect to all Parity Obligations payable from amounts that the County receives from county

economic development income tax revenues shall have been paid in accordance with their terms.

(c) All required deposits into the Bond Principal and Interest Account and the Reserve Account shall have been made in accordance with the provisions of this Ordinance.

(d) Either: (1) the county economic development income tax revenues of the County in the fiscal year immediately preceding the issuance of any such bonds ranking on a parity with the Bonds shall be not less than one hundred twenty-five percent (125%) (or such higher percentage as may be required in the Purchase Agreement as determined by the Shelby County Board of Commissioners) of the maximum annual interest and principal requirements of the then outstanding Bonds and the additional Parity Obligations proposed to be issued (the "Requisite Percentage"); or (2) the county economic development income tax revenues of the County for the first full fiscal year immediately succeeding the issuance of any such Parity Obligations ranking on a parity with the Bonds shall be projected by a certified public accountant to be at least equal to the Requisite Percentage of the maximum annual interest and principal requirements of the then outstanding Bonds and the additional Parity Obligations proposed to be issued.

For purposes of this subsection, the records of the County shall be analyzed and all showings prepared by a certified public accountant or independent financial advisor employed by the County for that purpose.

(e) The interest on the additional Parity Obligations shall be payable semiannually on the first days of January and July in the years in which interest is payable and the principal of the additional Parity Obligations shall be payable semiannually on the first days of January and/or July in the years in which principal is payable.

(f) The issuance of the additional Parity Obligations will not result in a violation of IC 6-3.5-7-14 relating to the minimum rate at which the Council is required to maintain the county economic development income tax.

Except as otherwise provided in this Section, so long as any of the Bonds are outstanding, no additional bonds or other obligations pledging any portion of the county economic development income tax revenues of the County shall be authorized, executed or issued by the County except such as shall be made subordinate and junior in all respects to the Bonds, unless all of the Bonds are redeemed and retired coincidentally with the delivery of such additional bonds or other obligations, or as provided in Section 14 hereof, funds sufficient to effect such redemption are available and set aside for that purpose at the time of issuance of such additional bonds or other obligations.

SECTION 22. The appropriate officers of the County are hereby authorized to take all actions required to obtain a rating and/or municipal bond insurance for the Bonds, if economically feasible and desirable.

SECTION 23. The proceeds derived from the sale of the Bonds and all investment earnings thereon shall be and the same hereby are appropriated to provide for the Project, to fund the Reserve Account (if required) and to pay costs of issuing the Bonds. Such appropriation shall be in addition to all appropriations provided for in the existing budget and levy, and shall



continue in effect until the expenditure of all such appropriated funds on costs of the Project. Any surplus of such proceeds shall be credited to the proper fund as required by law. A certified copy of this Ordinance, together with such other pleadings and actions as may be necessary, shall be filed by the Shelby County Auditor with the Indiana.

SECTION 24. The financing team for the Bonds, including the Purchaser as underwriter, Barnes & Thornburg as bond counsel, and Crowe, Chizek and Company LLC, as financial advisor, are hereby authorized and directed to prepared such documentation and take such actions as may be necessary or appropriate to consummate the transactions contemplated by this Ordinance.

SECTION 25. Each officer of the County is hereby authorized and directed, for and on behalf of the County, to prepare a Preliminary Official Statement for the Bonds (the "Preliminary Official Statement") and, in accordance with Rule 15c2-12 of the United Securities and Exchange Commission, as amended (the "SEC Rule"), to deem the Preliminary Official Statement final as of its date, except for the omission of the following information: the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings and other terms of the securities depending on such matters, and the identity of the underwriter(s). Each officer of the County is hereby authorized and directed, for and on behalf of the County, to execute and deliver an Official Statement for the Bonds (the "Official Statement"). The distribution of the Preliminary Official Statement and the Official Statement to prospective purchasers of the Bonds is hereby authorized and approved.

SECTION 26. In order to assist the Purchaser of the Bonds in complying with paragraph (b)(5) of the SEC Rule by undertaking to make available appropriate disclosure about the County and the Bonds to participants in the municipal securities market, the County hereby covenants,

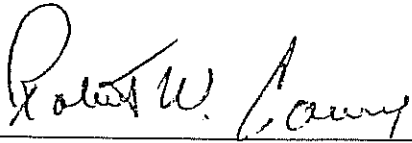
agrees and undertakes, in accordance with the SEC Rule, unless excluded from the applicability of the SEC Rule or otherwise exempted from the provisions of paragraph (b)(5) of the SEC Rule, that it will comply with and carry out all of the provisions of the continuing disclosure contract. "Continuing disclosure contract" shall mean that certain continuing disclosure contract executed by the County and dated the date of issuance of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. The execution and delivery by the County of the continuing disclosure contract, and the performance by the County of its obligations thereunder by or through any employee or agent of the County, are hereby approved, and the County shall comply with and carry out the terms thereof.


SECTION 27. Each officer of the County is hereby authorized and directed, for and on behalf of the County, to execute and deliver any agreement, contract or other instrument or take any other action that such officer determines to be necessary or advisable to consummate the transactions anticipated by this Ordinance, such determination to be conclusively evidenced by such officer's having executed and delivered such agreement, contract or other instrument or having taken such other action.

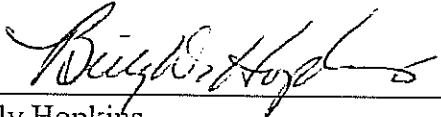
SECTION 28. The issuance of the Bonds shall be conditioned upon the agreement by the City of Shelbyville, Indiana (the "City") and Major Hospital to each contribute \$125,000 per year to the County during the term of the Bonds to offset the County's debt service obligations on the Bonds. The County Council hereby approves an agreement with the City regarding the City's contribution substantially in the form of Exhibit B attached hereto. The President of the County Council is hereby authorized to execute such agreement on behalf of the County Council, with such changes therein as the President shall approve consistent with the terms of this Ordinance.

SECTION 29. This Ordinance shall be in full force and effect from and upon compliance with the procedures required by law.

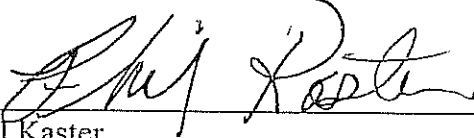
PASSED AND ADOPTED BY THE COMMON COUNCIL this 30th day of August,  
2002, by a vote of 7 Ayes and 0 Nays.

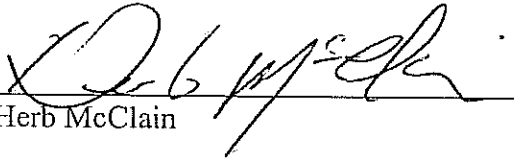
  
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Robert W. Carmony, President

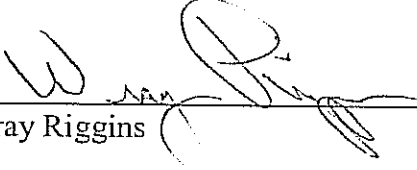
  
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Sean Eberhart

  
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Billy Hopkins

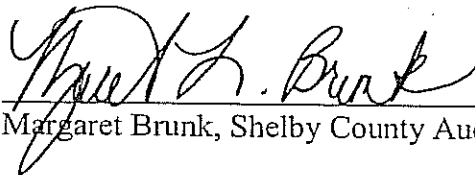
  
\_\_\_\_\_  
Jason Karmire

  
\_\_\_\_\_  
Phil Kaster

  
\_\_\_\_\_  
Herb McClain

  
\_\_\_\_\_  
Wray Riggins

Attest:

  
\_\_\_\_\_  
Margaret Brunk, Shelby County Auditor

## Exhibit A

The Projects consist of the acquisition of land and the construction and installation of the following public infrastructure improvements at the proposed Shelbyville/Shelby County Advanced Technological Industrial Park to be located on approximately 135 acres of land west of State Road 9 and north of Interstate 74 in Shelby County: (a) road improvements, including acceleration and deceleration lanes and traffic signals; (b) drainage work, including creek reconstruction and retention ponds; (c) extension of water and sewer lines to the park; and (d) burming, landscaping and footpaths throughout the park.

Exhibit B

AGREEMENT

THIS AGREEMENT is entered into as of the \_\_\_\_ day of \_\_\_\_\_, 2002, by and between SHELBY COUNTY, INDIANA, a municipal corporation of the State of Indiana (the "County"), and the CITY OF SHELBYVILLE, INDIANA, a municipality of the State of Indiana located in the County (the "City").

Recitals

A. The County Council of the County has imposed the Shelby County economic development income tax ("EDIT") pursuant to IC 6-3.5-7 (the "Act") on the adjusted gross income of County taxpayers.

B. The Act authorizes the County to pledge EDIT revenues to pay debt service on bonds payable from EDIT and issued to finance economic development projects under the Act.

C. The County and the City receive their respective distributive shares of EDIT revenues semi-annually in May and November.

D. Because of anticipated benefits to the local economy in the County, the County has agreed to commit up to Four Million Five Hundred Thousand Dollars (\$4,500,000) to fund the economic development projects described in Exhibit A hereto (the "Projects"), with such funds to be raised by the issuance of bonds payable from EDIT revenues in the amount of the costs of the Projects plus an additional amount to pay associated costs including reserve funds and costs of issuance (the "EDIT Obligations").

E. A portion of the proceeds of the EDIT Obligations will be applied to the costs of the Projects, which expenditures will be for an "economic development project" as such term is defined in I.C. 6-3.5-7.

F. To assist in providing revenues to pay the EDIT Obligations, the City is willing to designate the County as the recipient of a portion of the City's share of the certified distribution of EDIT for as long as the EDIT Obligations are outstanding, and the City has indicated its desire and intent to make such a designation for these purposes.

G. The County desires to pledge the County's distributive share of EDIT and the EDIT revenues designated to the County by the City (collectively, the "EDIT Revenues") for the payment of the EDIT Obligations.

H. Except as set forth in Exhibit B hereto (the "Prior EDIT Obligations"), the County and the City have not otherwise pledged, designated or otherwise encumbered the EDIT Revenues.

I. The Board of Commissioners of the County has adopted or will adopt a capital improvement plan as required by I.C. 6-3.5-7 to reflect the pledges of the EDIT revenues as set forth herein.

#### Agreement

NOW THEREFORE, in consideration of the premises and the mutual covenants contained herein, the County and the City agree as follows:

1. The County and the City hereby determine that the Projects will promote significant opportunities for the gainful employment of their respective citizens and attract major new business enterprises to the County and the City. The County shall issue the EDIT Obligations in an amount not to exceed Four Million Five Hundred Thousand Dollars (\$4,500,000) and a term not to exceed twenty-five (25) years for the purpose of funding the Projects.

2. The County finds that it is in the best interest of the County and its residents to pledge, and hereby pledges for the life of the EDIT Obligations, pursuant to I.C. 6-3.5-7 and I.C. 5-1-14-4, the EDIT Revenues to the payment of the EDIT Obligations.

3. The County represents and warrants that there are no prior liens, encumbrances or other restrictions on the EDIT Revenues or on the County's ability to pledge the EDIT Revenues, except for the Prior EDIT Obligations.

4. The County hereby covenants that it will not take any action to repeal or rescind EDIT or the pledge of EDIT Revenues so long as any EDIT Obligations are outstanding.

5. The County hereby covenants not to reduce the EDIT rate below a rate that will produce 1.25 times the highest annual debt service on the EDIT Obligations in accordance with I.C. 6-3.5-7-14, so long as such EDIT Obligations are outstanding.

6. The City hereby finds that it is in the best interest of the City and its residents to designate, and hereby designates, the County as the recipient of \$125,000 of the City's share of the certified distribution of EDIT for each calendar year beginning in 2003 for as long as the EDIT Obligations remain outstanding, which amount shall be taken one-half from the May distribution and one-half from the November distribution. This designation is made for the purpose of providing for the payment of the EDIT Obligations which will benefit the City and constitutes a pledge of such designated EDIT revenues pursuant to I.C. 5-1-14-4. Pursuant to I.C. 6-3.5-7-15(f) of the Act, the City hereby specifies that the designation made herein and its duration are irrevocable. The City represents and warrants that except as set forth in Exhibit B, there are no prior liens, encumbrances or other restrictions on the EDIT Revenues designated herein or on the City of Shelbyville's ability to designate the County as the recipient of such revenues.



7. A copy of this designation by the City of a portion of its EDIT distributions shall be provided to the Shelby County Auditor and the Shelby County Treasurer. As soon as possible following the issuance of the EDIT Obligations, the Shelby County Auditor shall prepare a debt service schedule for the bonds and provide copies to the County, the City and the Shelby County Treasurer.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

SHELBY COUNTY, INDIANA

By: Board of Commissioners

Robert H. Wade  
Kevin R. Auld  
Daird Mohr

ATTEST:

Margaret A. Brunk  
County Auditor

ATTEST:

Margaret A. Brunk  
County Auditor

By: County Council

By: Robert W. Cannon  
President

CITY OF SHELBYVILLE, INDIANA

By: \_\_\_\_\_  
Mayor

ATTEST:

\_\_\_\_\_  
Clerk-Treasurer

### Exhibit A

The Projects consist of the acquisition of land and the construction and installation of the following public infrastructure improvements at the proposed Shelbyville/Shelby County Advanced Technological Industrial Park to be located on approximately 135 acres of land west of State Road 9 and north of Interstate 74 in Shelby County: (a) road improvements, including acceleration and deceleration lanes and traffic signals; (b) drainage work, including creek reconstruction and retention ponds; (c) extension of water and sewer lines to the park; and (d) burming, landscaping and footpaths throughout the park.

Exhibit B

Prior EDIT Obligations of  
the County and the City

[TO BE PROVIDED]