

BOND ORDINANCE

2000 II

WHEREAS, Wabash County (the "Issuer") is a county existing under the laws of the State of Indiana; and

WHEREAS, the Board of Commissioners have found that a need exists for the construction of an addition to and renovation of the Wabash County Courthouse Annex (the "Project"); and

WHEREAS, the Board of Commissioners has issued an Order and Estimate and presented such Order to this Council requesting the issuance of bonds in the amount of Two Million Two Hundred Fifty Thousand Dollars (\$2,250,000) for the purpose of providing funds to be applied on the Project, and that bonds in such amount should now be authorized; now therefore,

BE IT ORDAINED by the County Council of the Issuer that, for the purpose of obtaining funds to be applied on the cost of the Project, there shall be issued and sold the negotiable obligations of the County to be designated as "General Obligation Bonds of 2000." Said bonds shall be in the principal amount of not to exceed Two Million Two Hundred Fifty Thousand Dollars (\$2,250,000), bearing interest at a rate or rates not exceeding seven percent (7.0%) per annum, which interest shall be payable on July 1, 2000 and semi-annually thereafter on January 1 and July 1 in each year. The bonds shall be fully registered in the denomination of Five Thousand Dollars (\$5,000) or integral multiples thereof, and shall mature serially on January 1 and July 1 on the dates and in the amounts determined by the Board of Commissioners, but maturing no later than January 1, 2012. The bonds may be sold by either negotiated sale or pursuant to Indiana Code 5-1-11.

The bonds shall be payable from the revenue deposited in the County's Economic Development Income Tax Fund pursuant to Indiana Code 6-3.5-7. To the extent that such funds are insufficient to pay the bonds, the full faith and credit of County is hereby irrevocably pledged to the punctual payment of the principal of and interest on this bond according to its terms and the County will levy a tax and appropriate funds to pay such principal and interest.

The original date shall be the first day of the month in which said bonds are sold. The authentication certificate shall be dated when executed by the Registrar and Paying Agent.

Interest shall be paid from the interest payment date to which interest has been paid next preceding the date of authentication unless the bond is authenticated on or before the fifteenth day immediately preceding the first interest payment date, in which case interest shall be paid from the original date, or unless the bond is authenticated after the fifteenth day immediately preceding an interest payment date and on or before such interest payment date, in which case interest shall be paid from such interest payment date.

Interest shall be payable by check mailed one business day prior to the interest payment date to the person in whose name the bonds are registered on the bond register maintained at the principal corporate trust office of the bank selected as registrar and paying agent by the Board of Commissioners

(the "Registrar and Paying Agent") or successor registrar and paying agent, as of the fifteenth day immediately preceding such interest payment date or by wire transfer of immediately available funds on the payment date to the person in whose name the bond is registered with the Registrar and Paying Agent as of the fifteenth day preceding the payment date. Principal of the bonds shall be payable upon presentation of the bonds at the principal corporate trust office of the Registrar and Paying Agent in lawful money of the United States of America or by wire transfer to depositories who present the bonds two business days prior to the payment date.

The Issuer has determined that the Bonds shall be held by a central depository system pursuant to an agreement between the Issuer and The Depository Trust Company, and have transfers of the Bonds effected by book-entry on the books of the central depository system. The Bonds shall be initially issued in the form of a separate single authenticated fully registered Bond for the aggregate principal amount of each separate maturity of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the register kept by the Registrar in the name of CEDE & CO., as nominee of The Depository Trust Company.

With respect to the Bonds registered in the register kept by the Paying Agent in the name of CEDE & CO., as nominee of The Depository Trust Company, the Issuer and the Paying Agent shall have no responsibility or obligation to any other holders or owners (including any beneficial owner ("Beneficial Owner") of the Bonds with respect to (i) the accuracy of the records of The Depository Trust Company, CEDE & CO., or any Beneficial Owner with respect to ownership questions, (ii) the delivery to any Bondholder (including any Beneficial Owner) or any other person, other than The Depository Trust Company, of any notice with respect to the Bonds including any notice of redemption, or (iii) the payment to any Bondholder (including any Beneficial Owner) or any other person, other than The Depository Trust Company, of any amount with respect to the principal of, or premium, if any, or interest on the Bonds except as otherwise provided herein.

No person other than The Depository Trust Company shall receive an authenticated Bond evidencing an obligation of the Issuer to make payments of the principal of and premium, if any, and interest on the Bonds pursuant to this Resolution. The Issuer and the Registrar and Paying Agent may treat as and deem The Depository Trust Company or CEDE & CO. to be the absolute Bondholder of each of the Bonds for the purpose of (i) payment of the principal of and premium, if any, and interest on such Bonds; (ii) giving notices of redemption and other notices permitted to be given to Bondholders with respect to such Bonds; (iii) registering transfers with respect to such Bonds; (iv) obtaining any consent or other action required or permitted to be taken of or by Bondholders; (v) voting; and (vi) for all other purposes whatsoever. The Paying Agent shall pay all principal of and premium, if any, and interest on the Bonds only to or upon the order of The Depository Trust Company, and all such payments shall be valid and effective fully to satisfy and discharge the Issuer's and the Paying Agent's obligations with respect to principal of and premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. Upon delivery by The Depository Trust Company to the Issuer of written notice to the effect that The Depository Trust Company has determined to substitute a new nominee in place of CEDE & CO., and subject to the provisions herein with respect to consents, the words "CEDE & CO." in this Resolution shall refer

to such new nominee of The Depository Trust Company. Notwithstanding any other provision hereof to the contrary, so long as any Bond is registered in the name of CEDE & CO. as nominee of The Depository Trust Company, all payments with respect to the principal of and premium, if any, and interest on such Bonds and all notices with respect to such Bonds shall be made and given, respectively, to The Depository Trust Company as provided in a representation letter from the Issuer to The Depository Trust Company.

Upon receipt by the Issuer of written notice from The Depository Trust Company to the effect that The Depository Trust Company is unable or unwilling to discharge its responsibilities and no substitute depository willing to undertake the functions of The Depository Trust Company hereunder can be found which is willing and able to undertake such functions upon reasonable and customary terms, then the Bonds shall no longer be restricted to being registered in the register of the Issuer kept by the Registrar in the name of CEDE & CO., as nominee of The Depository Trust Company, but may be registered in whatever name or names the Bondholders transferring or exchanging Bonds shall designate, in accordance with the provisions of this Resolution.

If the Issuer determines that it is in the best interest of the Bondholders that they be able to obtain certificates for the fully registered Bonds, the Issuer may notify The Depository Trust Company and the Registrar, whereupon The Depository Trust Company will notify the Beneficial Owners of the availability through The Depository Trust Company of certificates for the Bonds. In such event, the Registrar shall prepare, authenticate, transfer and exchange certificates for the Bonds as requested by The Depository Trust Company and any Beneficial Owners in appropriate amounts, and whenever The Depository Trust Company requests the Issuer and the Registrar to do so, the Registrar and the Issuer will cooperate with The Depository Trust Company by taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the fully registered Bonds of any Beneficial Owner's Depository Trust Company account or (ii) to arrange for another securities depository to maintain custody of certificates for and evidencing the Bonds.

If the Bonds shall no longer be restricted to being registered in the name of a depository trust company, the Registrar shall cause the Bonds to be printed in blank in such number as the Registrar shall determine to be necessary or customary; provided, however, that the Registrar shall not be required to have such Bonds printed until it shall have received from the Issuer indemnification for all costs and expenses associated with such printing.

In connection with any notice or other communication to be provided to Bondholders by the Issuer or the Registrar with respect to any consent or other action to be taken by Bondholders, the Issuer or the Registrar, as the case may be, shall establish a record date for such consent or other action and give The Depository Trust Company notice of such record date not less than fifteen (15) calendar days in advance of such record date to the extent possible.

So long as the Bonds are registered in the name of The Depository Trust Company or CEDE & CO. or any substitute nominee, the Issuer and the Registrar and Paying Agent shall be entitled to

request and to rely upon a certificate or other written representation from the Beneficial Owners of the Bonds or from The Depository Trust Company on behalf of such Beneficial Owners stating the amount of their respective beneficial ownership interests in the Bonds and setting forth the consent, advice, direction, demand or vote of the Beneficial Owners as of a record date selected by the Registrar and The Depository Trust Company, to the same extent as if such consent, advice, direction, demand or vote were made by the Bondholders for purposes of this Resolution and the Issuer and the Registrar and Paying Agent shall for such purposes treat the Beneficial Owners as the Bondholders. Along with any such certificate or representation, the Registrar may request The Depository Trust Company to deliver, or cause to be delivered, to the Registrar a list of all Beneficial Owners of the Bonds, together with the dollar amount of each Beneficial Owner's interest in the Bonds and the current addresses of such Beneficial Owners.

The Issuer shall have the right, at its option, to redeem, according to the procedure hereinafter provided, all or any part of the bonds, in such order of maturities as selected by the Issuer and by lot within maturities (each \$5,000 of principal shall be considered a bond for this purpose), on any interest payment date not earlier than January 1, 2007 at face value plus interest accrued to the date fixed for redemption, together with the premiums determined at the time of the sale of the bonds, not to exceed two percent (2%) of the principal amount of the bonds to be redeemed.

Official notice of such redemption shall be mailed by the Issuer or Registrar and Paying Agent to the registered owners of all bonds to be redeemed, not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption. Said notice shall, with substantial accuracy:

- (a) Designate the date and place of redemption, said place to be the offices of the Registrar and Paying Agent; and
- (b) Designate the bonds to be redeemed; and
- (c) State that on the designated date fixed for said redemption said bonds shall be redeemed by the payment of the applicable redemption price hereinbefore set forth, and that from and after the date so fixed for such redemption interest on the bonds so called for redemption shall cease.

The cost and expenses of the preparation and mailing of said notices of redemption shall be paid by the Issuer.

Such notice having been mailed as above provided, the bonds designated for redemption shall, on the date specified in such notice, become due and payable at the then applicable redemption price, and on presentation and surrender of such bonds in accordance with such notice, at the place at which the same are expressed in such notice to be redeemable, such bonds shall be redeemed by the Registrar and Paying Agent on behalf of the Issuer by the payment of such redemption price to registered owners out of funds held by the Registrar and Paying Agent for that purpose. From and

after the date of redemption so designated, unless default shall be made in the redemption of the bonds upon presentation, interest on bonds designated for redemption shall cease. If not so paid on presentation thereof, the bonds shall continue to bear interest at the rate therein specified. All bonds so redeemed shall be cancelled and destroyed. Bonds so redeemed shall not be reissued, nor shall any bonds be issued in lieu thereof.

In addition to the foregoing official notice, further notice shall be given by the Issuer as set out below, 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 prescribed.

(a) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (i) the CUSIP numbers of all bonds being redeemed; (ii) the date of issue of the bonds as originally issued; (iii) the rate of interest borne by each bond being redeemed; (iv) the maturity date of each bond being redeemed; and (v) any other descriptive information needed to identify accurately the bonds being redeemed.

(b) Each further notice of redemption shall be sent at least 35 days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the bonds (such depositories now being Depository Trust Company of New York, New York; and Philadelphia Depository Trust Company of Philadelphia, Pennsylvania) and to one or more national information services that disseminate notices of redemption of obligations such as the bonds (such as Standard and Poor's Ratings Group or Moody's Investors Service).

(c) Each such further notice shall be published one time in a newspaper or financial journal published in Indianapolis, Indiana, such publication to be made at least 30 days prior to the date fixed for redemption.

(d) Upon the payment of the redemption price of bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the bonds being redeemed with the proceeds of such check or other transfer.

If, when the bonds authorized hereby shall have become due and payable in accordance with their terms, the whole amount of the principal and the interest and the premium, if any, so due and payable upon all of the bonds 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 interest on which when due will provide sufficient moneys, or (iii) time certificates of deposit fully secured as to both principal and interest by obligations of the kind described in (ii) above of a bank or banks the principal of and interest on which when due

will provide sufficient moneys, shall be held by the Registrar and Paying Agent for such purpose under the provisions of this Ordinance, and provision shall also be made for paying all Registrar and Paying Agent's fees and expenses and other sums payable hereunder by the Issuer, then all moneys, obligations and time certificates of deposit held by the Registrar and Paying Agent pursuant to this paragraph shall be held in trust and said moneys and the principal and interest of said obligations and time certificates of deposit when received, applied to the payment, when due, of the principal and the interest, and registered owners of bonds shall not be entitled to payment of any principal and/or interest from Issuer. The Registrar and Paying Agent shall within thirty (30) days after such obligations or time certificates of deposits shall have been deposited with it, cause a notice signed by the Registrar and Paying Agent to be mailed to the registered owners of all outstanding bonds and published once in a newspaper or financial journal published in Indianapolis, Indiana, setting forth (a) a description of the obligations so held by it, and (b) that the registered owners shall be entitled to be paid principal and/or interest from such funds and income of such securities held by Registrar and Paying Agent and not from Issuer.

Said bonds shall be executed in the name of the Issuer by the manual or facsimile signature of the Board of Commissioners, and attested by the manual or facsimile signature of the County Auditor, who shall cause the seal of the County to be imprinted or impressed on each of said bonds. In case any official whose signature or facsimile of whose signature shall appear on the bonds shall cease to be such officer before the issuance, authentication or delivery of such bonds, such signature or such facsimile shall, nevertheless, be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

No bond shall be valid or obligatory for any purpose, unless and until authenticated by the Registrar and Paying Agent. Such authentication may be executed by an authorized representative of the Registrar and Paying Agent, but it shall not be necessary that the same person authenticate all of the bonds issued. Issuer and the Registrar and Paying Agent may deem and treat the person in whose name a bond is registered on the bond register as the absolute owner thereof for all purposes, notwithstanding any notice to the contrary.

In order to preserve the exclusion of interest on the bonds from gross income for federal income tax purposes and as an inducement to purchasers of the bonds, the Issuer represents, covenants and agrees that:

(a) No person or entity, other than the Issuer or another governmental unit, will use proceeds of the bonds or property financed by the bond proceeds other than as a member of the general public. No person or entity, other than the Issuer or another governmental unit, will own property financed by bond proceeds or will have actual or beneficial use of such property pursuant to a lease, a management or incentive payment contract or any other type of arrangement that differentiates that person's or entity's use of such property from the use by the public at large.

(b) No bond proceeds will be loaned to any entity or person. No bond proceeds will be transferred, directly or indirectly, or deemed transferred to a nongovernmental person in any manner that would in substance constitute a loan of the bond proceeds.

(c) The Issuer will, to the extent necessary to preserve the exclusion of interest on the bonds from gross income for federal income tax purposes, rebate all required arbitrage profits on bond proceeds or other moneys treated as bond proceeds to the federal government as provided in Section 148 of the Internal Revenue Code of 1986, and will set aside such moneys in a Rebate Account to be held by the Treasurer in trust for such purpose.

(d) The Issuer will file an information report form 8038-G with the Internal Revenue Service as required by Section 149 of the Internal Revenue Code of 1986.

(e) The Issuer will not take any action nor fail to take any action with respect to the bonds that would result in the loss of exclusion from gross income for federal income tax purposes of interest on the bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as existing on the date of issuance of the bonds, nor will the Issuer act in any other manner which would adversely affect such exclusion.

The Issuer represents that it reasonably expects that tax-exempt bonds, warrants and other evidences of indebtedness issued by or on behalf of it or any subordinate entity, during the calendar year in which the bonds will be issued will be less than \$10,000,000 principal amount. This amount includes all obligations issued by, or on behalf of the Issuer and subordinate entities, including building corporation bonds. At least 95% of the net proceeds of the bonds shall be used for governmental activities of Issuer. The Issuer hereby designates the bonds as qualified tax exempt obligations for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, relating to the disallowance of 100% of the deduction for interest expense allocable to tax-exempt obligations acquired after August 7, 1986.

The bonds shall be issued in substantially the following form, all blanks to be filled in properly prior to delivery:

(Front of Bond)

Registered
No. _____

Registered
\$ _____

UNITED STATES OF AMERICA
State of Indiana County of Wabash

WABASH COUNTY
GENERAL OBLIGATION BOND OF 2000

Interest Maturity Original Authentication

Rate Date Date Date CUSIP

Registered Owner:

Principal Sum:

Wabash County (the "Issuer"), a county existing under the laws of the State of Indiana, for value received, hereby acknowledges itself indebted and promises to pay to the Registered Owner (named above) or to registered assigns, the Principal Sum set forth above on the Maturity Date set forth above and to pay interest thereon at the Interest Rate per annum stated above from the interest payment date to which interest has been paid next preceding the date of authentication hereof unless this bond is authenticated on or before June 15, 2000, in which case interest shall be paid from the Original Date, or unless this bond is authenticated after the fifteenth day immediately preceding an interest payment date and on or before such interest payment date, in which case interest shall be paid from such interest payment date, which interest is payable on July 1, 2000, and each January 1 and July 1 thereafter until the principal has been paid.

Interest shall be payable by check or draft mailed one business day prior to the interest payment date to the person in whose name this bond is registered as of the fifteenth day immediately preceding such interest payment date or by wire transfer on the interest payment date in immediately available funds to the depositories in whose name the bond is registered. Principal of this bond shall be payable upon presentation of this bond at the principal corporate trust office of the _____, _____, Indiana (the "Registrar and Paying Agent") in lawful money of the United States of America or by wire transfer on the payment date in immediately available funds to depositories which present the bonds two business days prior to the payment date.

(Reverse of Bond)

This bond is one of an issue of bonds aggregating Two Million Two Hundred Fifty Thousand Dollars (\$2,250,000), of like tenor and effect, except as to numbering, authentication date, denomination, interest rate, and date of maturity, issued by Issuer pursuant to an ordinance adopted by the County Council on October 18, 1999, and in strict accordance with the governing statutes of the State of Indiana, particularly Indiana Code 36-2-6, for the purpose of providing funds to be applied on the cost of constructing an addition to and the renovation of the Wabash County Courthouse Annex.

The bonds of this issue may be redeemed prior to maturity at the option of the Issuer in whole, or in part in such order of maturity as the Issuer shall direct and by lot within maturities (each \$5,000 of principal shall be considered as a bond for this purpose), on any interest payment date not earlier than _____, at face value plus the following premiums:

2% if redeemed on _____, or
thereafter on _____;
1% if redeemed on _____, or
thereafter on _____;
0% if redeemed on _____, or
thereafter prior to maturity;

plus in each case accrued interest to the date fixed for redemption.

Notice of redemption identifying the bonds to be redeemed will be mailed to the registered owners of bonds to be redeemed.

If this bond is called for redemption, and payment is made to the Registrar and Paying Agent in accordance with the terms of the Resolution, this bond shall cease to bear interest from and after the date fixed for the redemption in the call.

This bond shall be initially issued in a Book Entry System (as defined in the Resolution). The provisions of this bond and of the Resolution are subject in all respects to the provisions of the Letter of Representations between the Issuer and The Depository Trust Company, or any substitute agreement, effecting such Book Entry System.

This bond is transferable in accordance with the Book Entry System or, if no such system is in effect, by the Registered Owner hereof at the principal corporate trust office of the Registrar and Paying Agent, upon surrender and cancellation of this bond and on presentation of a duly executed written instrument of transfer and thereupon a new bond or bonds of the same aggregate principal amount and maturity and in authorized denominations will be issued to the transferee or transferees in exchange therefor. This bond may be exchanged upon surrender hereof at the principal corporate trust office of the Registrar and Paying Agent, duly endorsed by the Registered Owner for the same aggregate principal amount of bonds of the same maturity in authorized denominations as the owner may request.

The Issuer and the Registrar and Paying Agent may deem and treat the person in whose name this bond is registered as the absolute owner hereof.

It is hereby certified and recited that all acts, conditions and things required by the laws and constitution of the State of Indiana to be done precedent to and in the 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 the bonds of this issue do not exceed any constitutional or statutory limitation of indebtedness. This bond shall be payable from the revenue deposited in the County's Economic Development Income Tax Fund pursuant to Indiana Code 6-3.5-7. To the extent that such funds are insufficient to pay this bond, the full faith and credit of County is hereby irrevocably pledged to the punctual payment of the principal of and interest on this bond according to its terms and the County will levy a tax and appropriate funds to pay such principal and interest.

This bond shall not be valid or become obligatory for any purpose until authenticated by the Registrar and Paying Agent.

The Issuer has designated this bond a qualified tax exempt obligation for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986.

(Front of Bond)

IN WITNESS WHEREOF, the Issuer has caused this bond to be executed in its name by the manual or facsimile signature of its Board of Commissioners, its corporate seal to be hereunto affixed or imprinted and attested by the manual or facsimile signature of the County Auditor.

WABASH COUNTY

By: Brian K. Hays
Commissioner

By: Paul R. Sawyer
Commissioner

By: Robert J. Dunlap
Commissioner

Attest:

Carol Stefanatos
Auditor 1-31-00

AUTHENTICATION CERTIFICATE

This bond is one of the bonds referred to in the within-mentioned Ordinance.

Registrar and Paying Agent

By _____
Authorized Representative

(Reverse of Bond)

The following abbreviations, when used in the inscription on the face of the within 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 entireties
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 _____
(State)

Additional abbreviations may also be used though not in list above.

ASSIGNMENT

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

(please print or typewrite name, address and social security or other identifying number of Assignee) 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 to 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.

[End of Bond Form]

This Ordinance shall be in full force and effect from and after its passage.

[End of Ordinance]

Passed and adopted this 24th day of Jan., ~~1999~~ ²⁰⁰⁰.

COUNTY COUNCIL OF WABASH COUNTY

Robert Whitell
Presiding Officer

Attest:

Carol Stefanatos
Auditor