

RESOLUTION

CONSTRUCTION AND FINANCING OF BRIDGE NO. 22

WHEREAS, the Martin County Board of Commissioners have investigated and arranged for the acquisition of services, material and financing for the construction of Bridge No. 22; and

WHEREAS, the Martin County Board of Commissioners proposes to enter into a loan agreement with German American Bank (a successor in name to Peoples Bank).

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Martin County, Indiana, that the terms of the loan in the form and manner presented by German American Bank are in the best interest of the County for the construction and financing of the Bridge No. 22 project; and

BE IT FURTHER RESOLVED, that the loan agreement between the Board of Commissioners of Martin County and German American Bank is hereby approved and the President of the Board of Commissioners and the Auditor of Martin County are hereby authorized to execute, acknowledge, and deliver the loan documents to German American Bank; and

BE IT FURTHER RESOLVED, that the President of the Board of Commissioners of Martin County and the Auditor of Martin County shall execute and deliver any and all papers, instruments, opinions, certificates, affidavits and such other documents as shall be found necessary for fulfilling this resolution and completing the loan procedure; and

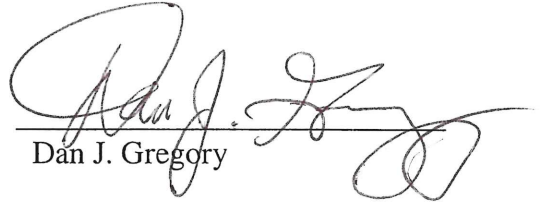
BE IT FURTHER RESOLVED, that the Board of Commissioners of Martin County hereby designate this loan as a “qualified tax-exempt obligation” within the meaning of §265(b)(3) of the Internal Revenue Code of 1986 as amended

Adopted this 18th day of August, 2009.

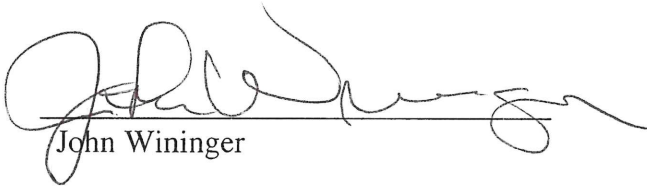
BOARD OF COMMISSIONERS
MARTIN COUNTY, INDIANA.



Paul R. George, President



Dan J. Gregory



John Winger

ATTEST: _____
Nancy J. Steiner, Auditor of Martin County