

ORDINANCE NO. 2013-30

An ordinance of Shelby County, Indiana, authorizing the issuance and sale of bonds of the County for the purpose of providing funds to be applied on the cost of the construction of a grandstand at the County fairground, together with all necessary appurtenances, related improvements and equipment, other matters connected therewith together with the incidental expenses in connection therewith and on account of the issuance of bonds

WHEREAS, a county is authorized by IC 5-1-14, IC 6-3.5-7 and IC 36-2-6 , each as in effect on the date of issuance of the bonds authorized herein, to issue bonds: (i) to procure moneys to be used in the exercise of the powers of the county; (ii) to procure moneys for the payment of county debts; and (iii) to issue bonds for the purposes authorized under IC 6-3.5-7;

WHEREAS, the County Council of Shelby County, Indiana ("County") has found that it would be in the best interests of the County and its residents to provide for the construction of the County fairground grandstand located in the County, together with all necessary appurtenances, related improvements and equipment ("Project");

WHEREAS, the County Council now finds that the construction of the Project is necessary and will be of general benefit to the County and its residents and will help promote economic development in the County;

WHEREAS, the County Council now finds that cost estimates, plans and specifications for the Project have been or will be approved by the County Council and by all governmental authorities having jurisdiction;

WHEREAS, the County Council finds and has been advised that the estimated costs of the Project together with the incidental expenses in connection therewith and on account of the financing therefor, will be in an amount not to exceed Two Million Nine Hundred Eighty Thousand Dollars (\$2,980,000);

WHEREAS, the County Council finds and has determined that \$2,500,000 may be financed by the issuance of bonds;

WHEREAS, the County has imposed the economic development income tax ("EDIT") pursuant to IC 6-3.5-7;

WHEREAS, the County has determined that in order to market the bonds it is necessary to pledge the County's distributive share of the EDIT ("EDIT Revenues") to pay debt service on the bonds;

WHEREAS, the Board of Commissioners has adopted a Capital Improvement Plan with respect to the EDIT Revenues;

WHEREAS, the Project will be or is identified in the Capital Improvement Plan;

WHEREAS, there are no prior liens, encumbrances or other restrictions on the County's distributive share of EDIT or on the County's ability to pledge the EDIT Revenues;

WHEREAS, the bonds to be issued pursuant to this ordinance are to be issued subject to the provisions of the laws of the State of Indiana, including, without limitation, IC 36-2-6, IC 6-3.5-7 and IC 5-1-14, each as in effect on the date of delivery of the bonds (collectively, "Act"), and the terms and restrictions of this ordinance;

WHEREAS, the total indebtedness of the County, including the amount of the bonds authorized by this ordinance (assuming all such indebtedness constitutes debt in the constitutional sense under the Indiana Constitution), is \$2,500,000 and does not exceed any constitutional or statutory limitations on indebtedness, and the net assessed valuation of taxable property in the County, as shown by the last complete and full assessment for state and county taxes is \$2,091,468,246; and

WHEREAS, the County Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the bonds have been complied with in accordance with the provisions of the Act;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNTY COUNCIL OF SHELBY COUNTY, INDIANA, THAT:

Section 1. Authorization of the Project. The County shall proceed with the construction of the Project as set forth in this ordinance. The costs of the Project payable from bond proceeds shall not exceed the sum of \$2,500,000, plus investment earnings on the bond proceeds, without further authorization from this County Council. The Project shall be completed and the bonds herein authorized shall be issued pursuant to and in accordance with the Act.

Section 2. Issuance of Bonds: Registrar and Paying Agent

The County shall issue its bonds in an amount not to exceed \$2,500,000 to be designated "Economic Development Income Tax Revenue Bonds of 20\_\_\_\_" (to be completed with the year in which issued), for the purpose of procuring funds to apply on the costs of the Project and issuance costs. The bonds shall be issued and sold at a price not less than 98% of the par value thereof in fully registered form in denominations of Five Thousand Dollars (\$5,000) or any integral multiple thereof, including minimum denominations of \$100,000 if required under federal securities laws, numbered consecutively from 1 up, originally dated as of the date of delivery thereof, and shall bear interest at a rate or rates not exceeding 6.0% per annum (the exact rate or rates to be determined by bidding or negotiation with the purchaser). Interest is payable semiannually on June 1 and December 1, commencing on the first June 1 or the first December 1 which is at least six months after the date of delivery of the bonds, as determined by

the County Auditor, with the advice of the County's financial advisor. Principal shall be payable in lawful money of the United States of America, at the principal office of the Paying Agent (as hereinafter defined) and such bonds shall mature serially, or be subject to mandatory sinking fund redemption if term bonds are issued, on June 1 and December 1 over a period ending no later than twenty years after the first June 1 December 1 immediately following the date of issuance of the bonds and in amounts which achieve as level debt service as practicable with \$5,000 denominations. Payment for the bonds authorized hereunder may be made in installments. Interest on the bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months.

All or a portion of the bonds may be issued as one or more term bonds, upon election of the successful purchaser of the bonds. Such term bonds shall have a stated maturity or maturities of June 1 or December 1 on the dates as determined by the successful purchaser of the bonds, but in no event later than the final maturity date of the bonds established in accordance with the above paragraph. The term bonds shall be subject to mandatory sinking fund redemption and final payment(s) at maturity at 100% of the principal amount thereof, plus accrued interest to the redemption date, on dates which correspond to the principal payment dates that are set in accordance with the above paragraph.

Each bond shall bear the original date, which shall be the date of delivery of the bonds, and the date of authentication of such bond. Bonds authenticated after the fifteenth day of the month preceding the first interest payment date shall bear interest from the original date. Each bond authenticated thereafter shall bear interest from the interest payment date to which interest has been paid next preceding the date on which it is authenticated, unless it is authenticated after the fifteenth day of the month immediately preceding an interest payment date, in which case it

shall bear interest from such interest payment date. If at the time of authentication of any bond, interest is in default thereon, such bond shall bear interest from the date to which interest has been paid in full.

The Auditor is hereby authorized to contract with a qualified financial institution to serve as Registrar and Paying Agent for the bonds ("Registrar" or "Paying Agent"). The Registrar is hereby charged with the responsibility of authenticating the bonds. The Auditor is hereby authorized to enter into such agreements or understandings with the Registrar as will enable the institution to perform the services required of a registrar and paying agent. The Auditor is further authorized to pay such fees as the Registrar may charge for the services it provides as Registrar and Paying Agent and such fees may be paid from the Bond and Interest Account established to pay the principal of and interest on the bonds as fiscal agency charges. In the alternative, the Auditor may serve as Registrar and Paying Agent, if agreed to by the County and the purchaser.

All payments of interest on the bonds shall be payable by check mailed by first class mail one business day prior to the interest payment date or delivered on the interest payment date to the person in whose name such bond is registered on the bond register maintained at the office of the Registrar and Paying Agent as of the fifteenth day of the month preceding such interest payment date. Principal of the bonds shall be payable upon presentation of the bonds at the principal office of the Registrar and Paying Agent in lawful money of the United States of America. If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall be instructed to wire transfer payments by

1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time). The bonds are transferable by the registered owner at the principal office of the Registrar and Paying Agent upon presentation and surrender of a bond and on presentation of a duly executed written instrument of transfer acceptable to the County and Registrar, 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. The bonds may be exchanged upon surrender at the principal 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 bonds shall be executed in the name of the County by the manual or facsimile signatures of the Board of Commissioners and attested by the manual or facsimile signature of the Auditor who shall affix or imprint by facsimile or any other means the seal of the County to the bonds. The Board of Commissioners and the Auditor, by the execution of a signature and no litigation certificate, shall adopt as and for their own proper signatures their facsimile signatures appearing on the bonds. If 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 said official had remained in office until delivery.

No bond shall be valid or obligatory for any purposes, unless and until authenticated by the Registrar. The County and the 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.

The County Council has determined that it may be beneficial to the County to have the bonds held by a central depository system pursuant to an agreement between the County and The Depository Trust Company, New York, New York ("Depository Trust Company") and have transfers of the bonds effected by book-entry on the books of the central depository system ("Book Entry System"). The bonds may 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. In such case, 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 Registrar in the name of CEDE & CO., as nominee of the Depository Trust Company, the County 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 County to make payments of the principal of and premium, if any, and interest on the bonds pursuant to this ordinance. The County 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 County'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 County 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 ordinance 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 County to the Depository Trust Company.

Upon receipt by the County 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 County 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 the Bonds shall designate, in accordance with the provisions of this ordinance.

If the County determines that it is in the best interest of the bondholders that they be able to obtain certificates for the fully registered bonds, the County 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 County and the Registrar to do so, the Registrar and the County 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 the 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 County 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 County or the Registrar with respect to any consent or other action to be taken by bondholders, the County 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 County 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 ordinance and the County 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.

Section 3. Redemption Provisions. The bonds are redeemable at the option of the County, in whole or in part, in such order of maturity as determined by the County, and by lot within a maturity, no sooner than one year from the date of delivery of the bonds, and thereafter on any date, at par, plus interest accrued to the date of redemption, without premium, plus

accrued interest to the date of redemption. The exact redemption provisions shall be established by the Auditor prior to the sale of the bonds.

If any bond is issued as a term bond, the Paying Agent shall credit against the mandatory sinking fund requirement for the bonds maturing as term bonds, and corresponding mandatory redemption obligation, in the order determined by the County, any bonds maturing as term bonds which have previously been redeemed (otherwise than as a result of a previous mandatory redemption requirement) or delivered to the Registrar for cancellation or purchased for cancellation by the Paying Agent and not theretofore applied as a credit against any redemption obligation. Each bond maturing as a term bond so delivered or canceled shall be credited by the Paying Agent at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory sinking fund date, and any excess of such amount shall be credited on future redemption obligations, and the principal amount of the bonds to be redeemed by operation of the mandatory sinking fund requirement shall be accordingly reduced; provided, however, the Paying Agent shall credit only such bonds maturing as term bonds to the extent received on or before forty-five (45) days preceding the applicable mandatory redemption date.

Each Five Thousand Dollars (\$5,000) principal amount shall be considered a separate bond for purposes of optional and mandatory redemption. If less than an entire maturity is called for redemption, the bonds to be redeemed shall be selected by lot by the Registrar. If some bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the bonds for optional redemption before selecting the bonds by lot for the mandatory sinking fund redemption.

In either case, notice of such redemption shall be mailed to the registered owner not less than thirty (30) days prior to the date fixed for redemption at the address of the registered owner

as shown on the registration record of the County as of the date which is forty-five (45) days prior to said redemption date, unless such redemption notice is waived by the owner of the bond or bonds redeemed. The notice shall specify the date and place of redemption and sufficient identification of the bonds called for redemption. The place of redemption may be determined by the County. Interest on the bonds so called for redemption shall cease on the redemption date fixed in such notice if sufficient funds are available at the place of redemption to pay the redemption price on the date so named. Coincidentally with the payment of the redemption price, the bonds so called for redemption shall be surrendered for cancellation.

Section 4. Pledge of EDIT Revenues. The bonds, as to both principal and interest, shall be payable solely from and secured by an irrevocable pledge of EDIT Revenues. The bonds are within every limit of indebtedness of the County as prescribed by the constitution of the State of Indiana.

Section 5. Form of Bonds. The bonds shall be issued in substantially the following form, all blanks to be filled in properly prior to delivery:

[Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Shelby County, Indiana, or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

UNITED STATES OF AMERICA

STATE OF INDIANA

COUNTY OF SHELBY

SHELBY COUNTY, INDIANA  
ECONOMIC DEVELOPMENT INCOME TAX  
REVENUE BOND OF 20\_\_

Maturity                      Interest                      Original                      Authentication                        
Date                              Rate                              Date                              Date                              CUSIP

REGISTERED OWNER:

PRINCIPAL SUM:

Shelby County, Indiana, a political subdivision organized and 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 registered assigns, the Principal Sum set forth above on the Maturity Date set forth above (unless this bond be subject to and be called for redemption prior to maturity as hereinafter provided) and to pay interest hereon at the rate per annum stated above from the interest payment date next preceding the date of authentication hereof unless this bond is authenticated on or before \_\_\_\_\_ 15, 20\_\_, in which case interest shall be paid from the Original Date, or unless this bond is authenticated after the fifteenth day of the month 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 June 1 and December 1, beginning on \_\_\_\_\_ 1, 20\_\_ until the Principal Sum has been paid.

The principal of this bond is payable at the principal office of \_\_\_\_\_ ("Registrar" or "Paying Agent"), in the \_\_\_\_\_ of \_\_\_\_\_, Indiana. All payments of interest on this bond shall be paid by check mailed one business day prior to the interest payment date to the registered owner hereof, as of the fifteenth day of the month preceding an interest payment date, at the address as it appears on the registration books kept by the Registrar or at such other address as is provided to the Paying Agent in writing by the registered owner. If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time). All payments on the bond shall be made in any lawful money of the United States of America, which on the dates of such payment, shall be legal tender for the payment of public and private debts.

This bond is one of an authorized issue of bonds of the County, of like date, tenor and effect, except as to numbering, interest rates, dates of maturity in the total aggregate amount of \$ \_\_\_\_\_, numbered consecutively from 1 up; issued for the purpose of providing funds to pay the cost of construction of the County fairground grandstand, together with all necessary appurtenances, related improvements and equipment ("Project") and to pay issuance expenses. This bond is issued pursuant to an ordinance adopted by the County Council of the County on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, entitled "An ordinance of Shelby County, Indiana, authorizing the issuance and sale of bonds of the County for the purpose of providing funds to be applied on the cost of the construction of a grandstand at the County fairground, together with all necessary appurtenances, related improvements and equipment, other matters connected therewith together with the incidental expenses in connection therewith and on account of the issuance of bonds" ("Ordinance"), and in accordance

with the provisions of Indiana law, including without limitation Indiana Code, Title 36, Article 2, Chapter 6, Title 6, Article 3.5, Chapter 7 and Title 5, Article 1, Chapter 14, each as in effect on the date of delivery of the bonds of this issue (collectively, "Act"), the proceeds of which bonds are to be applied solely to the construction of the Project located in the County, and the incidental expenses incurred in connection therewith.

The County has designated the bonds as qualified tax-exempt obligations to qualify the bonds for the \$10,000,000 exception from the provisions 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.

The bonds maturing on \_\_\_\_\_, 20\_\_\_\_, are redeemable at the option of the County on \_\_\_\_\_, 20\_\_\_\_, in whole or in part, in the order of maturity as determined by the County and by lot within a maturity, at face value, without any premium, plus in each case accrued interest to the date of redemption.

[The bonds maturing on \_\_\_\_\_ are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof plus accrued interest, on the dates and in the amounts set forth below:

<u>Date</u>	<u>Amount</u>
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\* Final Maturity]

Each Five Thousand Dollars (\$5,000) principal amount shall be considered a separate bond for purposes of optional [and mandatory] redemption. If less than an entire maturity is called for redemption, the bonds to be redeemed shall be selected by lot by the Registrar. [If some bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the bonds for optional redemption before selecting the bonds by lot for the mandatory sinking fund redemption.]

Notice of such redemption shall be mailed to the address of the registered owner as shown on the registration record of the County, as of the date which is forty-five (45) days prior to such redemption date, not less than thirty (30) days prior to the date fixed for redemption. The notice shall specify the date and place of redemption and sufficient identification of the bonds called for redemption. The place of redemption may be determined by the County. Interest on the bonds so called for redemption shall cease on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price on the date so named.

THIS BOND DOES NOT CONSTITUTE A GENERAL OBLIGATION OF THE COUNTY, BUT IS PAYABLE SOLELY OUT OF THE COUNTY'S DISTRIBUTIVE SHARE OF THE ECONOMIC DEVELOPMENT INCOME TAX ("EDIT REVENUES") AND INVESTMENT EARNINGS ON ANY CASH OR SECURITIES HELD IN THE REVENUE FUND ESTABLISHED UNDER THE ORDINANCE IN ACCORDANCE WITH IC 6-3.5-7.

The bonds are all equally and ratably secured by and entitled to the protection of the Ordinance. Additional bonds may be issued as described in the Ordinance. The bonds are subject to defeasance as provided in the Ordinance.

Reference is hereby made to the Ordinance for a description of the rights, duties and obligations of the County and the owners of the bonds, the terms and conditions upon which the bonds are or may be issued and the terms and conditions upon which the bonds will be paid at or prior to maturity, or will be deemed to be paid and discharged upon the making of provisions for payment therefor. Copies of the Ordinance are on file at the office of the County Auditor. THE OWNER OF THIS BOND, BY ACCEPTANCE OF THIS BOND, HEREBY AGREES TO ALL OF THE TERMS AND PROVISIONS IN THE ORDINANCE.

This bond is transferable by the registered owner hereof at the office of the Registrar upon presentation and surrender of this bond and on presentation of a duly executed written instrument of transfer or exchange acceptable to the Registrar, 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 office of the Registrar, duly endorsed by the registered owner, for the same aggregate principal amount of bonds of the same maturity and in authorized denominations as the owner may request.

If this bond shall not be presented for payment or redemption on the date fixed therefor, the County may deposit in trust with its depository bank an amount sufficient to pay such bond or the redemption price, as the case may be, and thereafter the registered owner shall look only to the funds so deposited in trust with said bank for payment, and the County shall have no further obligation or liability in respect thereto.

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

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

The County and Registrar 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 law and the 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. The EDIT Revenues (as defined in the Ordinance) are hereby irrevocably pledged to the punctual payment of the principal and interest of this bond according to its terms.

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



IN WITNESS WHEREOF, Shelby County, Indiana, 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 manually or by facsimile and attested by the manual or facsimile signature of its Auditor.

SHELBY COUNTY, INDIANA

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

(SEAL)

Attested:

\_\_\_\_\_  
Auditor

CERTIFICATE OF AUTHENTICATION

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

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

\_\_\_\_\_  
Authorized Representative

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto

\_\_\_\_\_

the within bond and all rights hereunder and hereby irrevocably constitutes and appoints \_\_\_\_\_, attorney, to transfer this bond on the bond register kept for the County, with full power of substitution in the premises.

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

[End of Bond Form]

Section 6. Authorization for Preparation and Sale of the Bonds. The Auditor is hereby authorized and directed to have the bonds prepared, and the Board of Commissioners and the Auditor are hereby authorized and directed to execute the bonds, in the form and manner herein provided. The Auditor is hereby authorized and directed to deliver the bonds to the respective purchasers thereof after sale made in accordance with the provisions of this ordinance, provided that at the time of said delivery the Auditor shall collect the full amount which the respective purchasers have agreed to pay therefor, which amount shall not be less than 98% of the par value of the bonds. The County may receive payment for the bonds in installments. The proceeds derived from the sale of the bonds shall be and are hereby set aside for application on the costs of the Project, and the expenses necessarily incurred in connection with the bonds. The proper officers of the County are hereby directed to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this ordinance.

Section 7. Sale of Bonds. If the bonds will be sold at competitive sale, as determined by the Auditor, prior to the sale of the bonds the Auditor shall cause to be published a notice of such sale in the *Shelbyville News*, the only newspaper published in the County, two times, at least one week apart, the first publication made at least fifteen (15) days before the date of the sale and the second publication being made at least three (3) days before the date of the sale, all in accordance with IC 5-1-11 and IC 5-3-1. A notice of sale may also be published one time in the *Court & Commercial Record*, and a notice or summary notice may also be published in *The Bond Buyer* in New York, New York. The bond sale notice shall state the time and place of sale, the character and amount of the bonds, the maximum rate of interest thereon, the terms and

conditions upon which bids will be received and the sale made, and such other information as the Auditor and the attorneys employed by the County shall deem advisable and any summary notice may contain any information deemed so advisable. The notice may provide, among other things, that the successful bidder shall be required to submit a certified or cashier's check, or wire transfer to guarantee performance on the part of the bidder, NOT later than 3:30 p.m. (local time) on the next business day following the award. In the event the successful bidder shall fail or refuse to accept delivery of the bonds and pay for the same as soon as the bonds are ready for delivery, or at the time fixed in the notice of sale, then said check and the proceeds thereof shall be the property of the County and shall be considered as its liquidated damages on account of such default; that bidders for said bonds will be required to name the rate or rates of interest which the bonds are to bear, not exceeding the maximum rate hereinbefore fixed, and that such interest rate or rates shall be in multiples of one-eighth ( $1/8$ ) or one-hundredth ( $1/100$ ) of one percent (1%). No conditional bid or bid for less than 98% of the par value of the bonds will be considered.

The bonds shall be awarded by the Auditor to the best bidder who has submitted his bid in accordance with the terms of this ordinance, IC 5-1-11 and the notice of sale. The best bidder will be the one who offers the lowest net interest cost to the County, to be determined by computing the total interest on all of the bonds to their maturities and adding thereto the discount bid, if any, and deducting the premium bid, if any. The right to reject any and all bids shall be reserved. If an acceptable bid is not received on the date of sale, the sale may be continued from day to day thereafter without further advertisement for a period of thirty (30) days, during which time no bid which provides a higher net interest cost to the County than the best bid received at the time of the advertised sale will be considered.

As an alternative to public sale, the Auditor may negotiate the sale of the bonds at an interest rate not exceeding six (6.0%) per annum. The Board of Commissioners and the Auditor are hereby authorized to execute a Purchase Agreement with the purchaser of the bonds with terms conforming to this ordinance and sell such bonds upon such terms as are acceptable to the Board of Commissioners and the Auditor consistent with the terms of this ordinance.

The Board of Commissioners and the Auditor may also take such other actions or deliver such other certificates as are necessary or desirable in connection with the issuance of the bonds and the other documents needed for the financing as they deem necessary or desirable in connection therewith. Upon delivery of the bonds, the Auditor shall obtain an investment letter from the purchaser or placement agent of the bonds which satisfies state and federal securities laws.

Prior to the delivery of the bonds, the Auditor shall obtain a legal opinion as to the validity of the bonds from Ice Miller LLP, bond counsel of Indianapolis, Indiana, and shall furnish such opinion to the purchaser of the bonds.

Section 8. Continuing Disclosure; Official Statement. (a) If the bonds authorized herein are subject to Rule 15c2-12 of the Securities and Exchange Commission ("Rule"), the Board of Commissioners or the Auditor are hereby authorized to execute and deliver a continuing disclosure undertaking in satisfaction of the Rule.

(b) If the bonds authorized herein will be sold with an Official Statement, distribution of an Official Statement (preliminary and final) on behalf of the County, is hereby approved and the Board of Commissioners or Auditor is authorized and directed to execute the Official Statement on behalf of the County in a form consistent with this ordinance. The Board of

Commissioners or Auditor is hereby authorized to designate the preliminary Official Statement as "nearly final" for purposes of the Rule.

Section 9. Use of Proceeds and Costs of Issuance. After the bonds shall have been properly executed, the Auditor shall receive payment therefor, deliver the same to the respective purchasers thereof, and take receipt therefor. The proceeds from the sale of the bonds shall be paid into the Construction Fund created hereby. The Construction Fund shall be deposited in a separate account of the County and kept separate and apart from all other funds and accounts of the County. The proceeds deposited in the Construction Fund and investment earnings on amounts in the Construction Fund shall be expended only to pay the costs of the Project and costs incurred in connection with the issuance of the bonds. Any balance or balances remaining unexpended in the Construction Fund after the completion of the Project, which are not required to meet unpaid obligations incurred in connection with the construction of the Project, shall either (i) be deposited in the Revenue Fund and used solely for the purposes of said Fund or (ii) be used for the same purpose or type of project for which the bonds were issued, all in accordance with IC 5-1-13, as amended from time to time.

Section 10. There is hereby created a Revenue Fund ("Revenue Fund"). Any EDIT Revenues received by the County shall be deposited in the Revenue Fund. Moneys in the Revenue Fund shall be used for the purpose of meeting the requirements of the Bond and Interest Account described below.

(a) Bond and Interest Account. There is hereby created, within the Revenue Fund, the Bond and Interest Account. There shall be credited, upon receipt of each semiannual distribution, to the Bond and Interest Account, an amount of the EDIT Revenues equal to the interest on and principal of all then outstanding obligations payable on the then next succeeding

interest and principal payment dates. There shall similarly be credited to the Account any amount necessary to pay the bank fiscal agency charges for paying principal and interest on outstanding obligations as the same become payable. The County shall, from the sums deposited in the Revenue Fund and credited to the Bond and Interest Account, remit promptly to the registered owner or to the bank fiscal agency sufficient moneys to pay the interest and principal on the due dates thereof together with the amount of bank fiscal agency charges.

The County covenants that it will not take any action to repeal, rescind or reduce the pledge of EDIT Revenues so long as the bonds authorized hereunder are outstanding.

The County has not pledged or otherwise encumbered the EDIT Revenues and there are no prior liens, encumbrances or other restrictions on the EDIT Revenues or on the County's ability to pledge the EDIT Revenues.

Section 11. Additional Bonds. The County reserves the right to authorize and issue additional bonds or other obligations payable from EDIT Revenues ranking on a parity with the bonds authorized by this ordinance ("Parity Obligations"), subject to the following conditions:

(a) all interest and principal payments and all rental payments with respect to all obligations payable from the EDIT Revenues shall have been paid to date in accordance with the terms thereof with no payment in arrears and all required payments into the Bond and Interest Account shall be made in accordance with the terms of this ordinance;

(b) for Parity Obligations without unlimited property tax backup authorized to pay such Parity Obligations, the County shall have received a certificate prepared by an independent, qualified accountant or feasibility consultant ("Certifier") certifying the amount of the County's distributive share of EDIT estimated to be received by the County in each succeeding year, adjusted as provided below, shall be at least equal to 150% of the lease rental and principal and

interest requirements of the proposed Parity Obligations. If the Parity Obligations will be secured by an unlimited property tax levy, the requirements of this paragraph (b) need not be met.

(c) principal of Parity Obligations shall be payable semiannually on June 1 and December 1 and interest on any Parity Obligations shall be payable semiannually on June 1 and December 1.

Section 12. Defeasance. If, when the bonds issued hereunder or any 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 any portion thereof for redemption shall have been given, and the whole amount of the principal and the interest and the premium, if any, so due and payable upon all of the bonds or any portion thereof 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 be made for paying all fees and expenses for the redemption, then and in that case the bonds issued hereunder or any designated portion thereof shall no longer be deemed outstanding or entitled to the pledge of the County's distributive share of the EDIT Revenues.

Section 13. Investment of Funds; Financial Records. (a) The Auditor is hereby authorized to invest moneys pursuant to IC 5-1-14-3 and the provisions of this ordinance at a yield (subject to applicable requirements of federal law to insure such yield is then current market rate) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the bonds under federal law.

(b) The Auditor shall keep full and accurate records of investment earnings and income from moneys held in the funds and accounts created or referenced herein. In order to comply with the provisions of the ordinance, the Auditor is hereby authorized and directed to employ consultants or attorneys from time to time to advise the County as to requirements of federal law to preserve the tax exclusion.

Section 14. Reserved.

Section 15. Further Covenants of the County; Contract with Bondholders. (a) 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, this ordinance or the definition of, the manner of collecting and distributing, or pledge of EDIT Revenues or the lien created by this ordinance, shall not be repealed or amended (except as specifically provided in Sections 16 and 17), or impaired in any respect which will adversely affect the rights of owners of the bonds, nor shall the County adopt any law, resolution, order or ordinance which in any way adversely affects the rights of such owners so long as any of the bonds or the interest thereon remains unpaid.

(b) The County will take no action to rescind the EDIT or to reduce the EDIT rate below a rate that would produce EDIT Revenues of at least one and twenty-five hundredths (1.25) times the highest annual debt service on the bonds to their final maturity based upon a study by a qualified public accountant or financial advisor.

Section 16. Supplemental Ordinances. The County Council may, without the consent of, or notice to, any of the owners of the bonds, adopt a supplemental ordinance for any one or more of the following purposes:

(a) To cure any ambiguity or formal defect or omission in this ordinance;



(b) To grant to or confer upon the owners of the bonds any additional benefits, rights, remedies, powers or authorities that may lawfully be granted to or conferred upon the owners of the bonds;

(c) To modify, amend or supplement this ordinance to permit the qualification of the bonds for sale under the securities laws of the United States of America or of any of the states of the United States of America or the qualification of this ordinance under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect if such modification, amendment or supplement will not have a material adverse effect on the owners of the bonds;

(d) To provide for the refunding or advance refunding of all or a portion of the bonds;

(e) To provide for the issuance of Parity Obligations by the County; or

(f) Any other purpose which does not adversely affect the interests of the owners of the bonds in any material way.

Section 17. Amendments with Consent of Bondholders. The owners of not less than fifty-one percent (51%) in aggregate principal amount of the bonds then outstanding who are, in the sole judgment of the Commissioners, affected, shall have the right, from time to time, anything contained in the ordinance to the contrary notwithstanding, to consent to and approve the adoption by the County Council of such supplemental ordinances as shall be deemed necessary and desirable by the County Council for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this ordinance or in any supplemental ordinance other than those provisions covered by Section 16.

If at any time the County Council desires to adopt a supplemental ordinance for any of the purposes set forth in this Section, the County shall cause notice of the proposed adoption of such supplemental ordinance to be mailed by registered or certified mail to each owner of a bond

at the address shown on the registration books maintained by the Registrar. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that copies thereof are on file at its office for inspection by all owners of bonds. If, within 60 days, or such longer period as shall be prescribed by the County, following the mailing of such notice, the owners of not less than fifty-one percent (51%) in aggregate principal amount of the bonds outstanding at the time of the execution of any such supplemental ordinance shall have consented to and approved the execution of such supplemental ordinance, no owner of any bond shall have any right to object to any of the terms and provisions contained therein, or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the County from adopting the same or from taking any action pursuant to the provisions thereof. Upon the adoption of any such supplemental ordinance as is permitted and provided by this Section, this ordinance shall be and be deemed to be modified and amended in accordance therewith.

Any consent, request, direction, approval, objection or other instrument required by this ordinance to be signed and executed by the owners of the bonds may be in any number of concurrent writings of similar tenor and may be signed or executed by such owners of the bonds in person or by agent appointed in writing. Proof of the execution of any such consent, request, direction, approval, objection or other instrument or of the writing appointing any such agent and of the ownership of the bonds, if made in the following manner, shall be sufficient for any of the purposes of this ordinance, and shall be conclusive in favor of the County with regard to any action taken by it or them under such request or other instrument, namely:

- (i) The fact and date of the execution by any person of any such writing may be proved (i) by the certificate of any officer in any jurisdiction who by law has power to

take acknowledgments within such jurisdiction that the person signing such writing acknowledged before him the execution thereof, or (ii) by an affidavit of any witness to such execution.

(ii) The fact of ownership of bonds and the amount or amounts, numbers and other identification of bonds, and the date of holding the same shall be proved by the registration books maintained by the Registrar.

Section 18. Tax Covenants and Representations. In order to preserve the exclusion of interest on the bonds from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as existing on the date of issuance of the bonds and the Regulations in effect and applicable to the bonds on the date of issuance of the bonds (collectively, "Code") and as an inducement to purchasers of the bonds, the Council represents, covenants and agrees that:

(a) The Project will be available for use by members of the general public. Use by a member of the general public means use by natural persons not engaged in a trade or business. No person or entity other than the County or another state or local governmental unit will use more than 10% of the 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 County or another state or local governmental unit will own property financed by bond proceeds or will have any actual or beneficial use of such property pursuant to a lease, a management or incentive payment contract, arrangements such as take-or-pay or output contracts or any other type of arrangement that conveys other special legal entitlements and differentiates that person's or entity's use of such property from use by the general public, unless such uses in the aggregate relate to no more than 10% of the proceeds of the bonds.

(b) No more than 10% of the principal of or interest on the bonds is (under the terms of the bonds, this ordinance or any underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for any private business use or payments in respect of any private business use or payments in respect of such property or to be derived from payments (whether or not to the County) in respect of such property or borrowed money used or to be used for a private business use.

(c) No more than 5% of the bond proceeds will be loaned to any person or entity other than another state or local governmental unit. No more than 5% of the 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.

(d) The County reasonably expects, as of the date hereof, that the bonds will not meet either the private business use test described in paragraph (a) and (b) above or the private loan test described in paragraph (c) above during the entire term of the bonds.

(e) No more than 5% of the proceeds of the bonds will be attributable to private business use as described in (a) and private security or payments described in (b) attributable to unrelated or disproportionate private business use. For this purpose, the private business use test is applied by taking into account only use that is not related to any governmental use of proceeds of the issue (Unrelated Use) and use that is related but disproportionate to any governmental use of those proceeds (Disproportionate Use).

(f) The County will not take any action nor fail to take any action with respect to the bonds that would result in the loss of the exclusion from gross income for federal tax purposes on the bonds pursuant to Section 103 of the Code, nor will the County act in any other manner which would adversely affect such exclusion. The County covenants and agrees not to enter into

any contracts or arrangements which would cause the bonds to be treated as private activity bonds under Section 141 of the Code.

(g) It shall be not an event of default under this ordinance if the interest on any bond is not excludable from gross income for federal tax purposes or otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the bonds.

(h) These covenants are based solely on current law in effect and in existence on the date of delivery of such bonds.

(i) The County represents that:

- (1) The bonds are not private activity bonds as defined in Section 141 of the Code;
- (2) The County hereby designates the bonds as qualified tax-exempt obligations for purposes of Section 265(b) of the Code;
- (3) The reasonably anticipated amount of qualified tax-exempt obligations (including qualified 501(c)(3) obligations and tax-exempt leases but excluding other private activity bonds) which will be issued by the County, and all entities subordinate to the County during 2013 does not exceed \$10,000,000; and
- (4) The County will not designate more than \$10,000,000 of qualified tax-exempt obligations during 2013.

Therefore, the bonds qualify for the exception in the Code from the disallowance of 100% of the deduction by financial institutions of interest expense allocable to newly acquired tax-exempt obligations.

(j) The County represents that:

(1) The County is a governmental unit with general taxing powers, which powers include the power to impose taxes of general applicability that, when collected, may be used for the general purposes of the County;

(2) The bonds are not private activity bonds as defined in Section 141 of the Code;

(3) At least 95% of the net proceeds of the bonds will be used for local governmental activities of the County or of a governmental unit, the jurisdiction of which is entirely within the jurisdiction of the County;

(4) The aggregate face amount of all tax exempt bonds (other than private activity bonds) issued by the County and all units subordinate to the County, including on behalf of issuers and subordinate entities as those terms are defined in Regulations Section 1.148-8(c)(2), is not reasonably expected to exceed \$5,000,000 in calendar year 2013; and

(5) The County has not been formed or availed of to otherwise avoid the purposes of the \$5,000,000 size limitation.

Therefore, the County meets the requirements of Section 148(f)(4)(D) of the Code and will not have to rebate any arbitrage profits to the United States.

(k) These covenants are based solely on current law in effect and in existence on the date of delivery of the bonds.

(l) The County will enter into a fixed-fee management agreement (that complies with IRS Revenue Procedure 97-13) with the Shelby County Fair Association for the lease of the Project.

Section 19. Noncompliance with Tax Covenants. 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 compliance with any Tax Section is unnecessary to preserve the Tax Exemption.

Section 20. Debt Limit Not Exceeded. The County represents and covenants that the bonds herein authorized, when combined with other outstanding indebtedness of the County, will not exceed any applicable constitutional or statutory limitation on the County's indebtedness.

Section 21. Severability. 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.

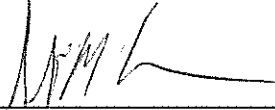
Section 22. Headings. The headings or titles of the several sections shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this ordinance.

Section 23. Conflicting Ordinances. All ordinances and parts of ordinances in conflict herewith are hereby repealed.

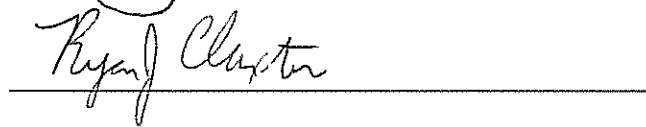
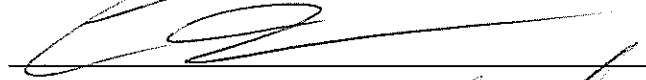
Section 24. Effective Date. This ordinance shall be in full force and effect from and after its passage.

Adopted this 17th day of September, 2013.

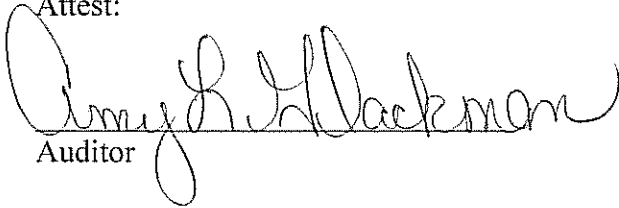
SHELBY COUNTY COUNCIL



Presiding Officer



Attest:



Auditor