

ORDINANCE NO. 85-1-2008

ORDINANCE AUTHORIZING WABASH COUNTY, INDIANA,
TO ISSUE ITS "REVENUE BONDS,
SERIES 2008 (HOOSIER CARE FACILITIES)" AND APPROVING
AND AUTHORIZING OTHER ACTIONS IN RESPECT THERETO

WHEREAS, Wabash County, Indiana (the "Issuer"), is authorized by I.C. 36-7-11.9 and 12 (collectively, the "Act") to issue revenue bonds for the financing of an economic development facility, the funds from said financing will be used to finance or refinance the acquisition, construction, renovation and equipping of said facility, and said facility to be either sold or leased to a company or directly owned by a company; and

WHEREAS, the Wabash County Economic Development Commission has rendered its Project Report regarding the financing of the proposed economic development facility for Hoosier Care, Inc. and/or Hoosier Care II, Inc. to the Wabash County Plan Commission, the Metropolitan School District of Wabash County and Wabash City Schools; and

WHEREAS, the Wabash County Economic Development Commission conducted a public hearing and adopted a resolution on January 4, 2008, which Resolution has been transmitted hereto, finding that the financing of the economic development facility of Hoosier Care, Inc. and/or Hoosier Care II, Inc. (collectively, the "Applicant") complies with the purposes and provisions of I.C. 36-7-11.9 and 12 and that such financing will be of benefit to the health and welfare of Wabash County and its citizens; and

WHEREAS, the Applicant currently employs approximately 104 employees at the Project (as hereinafter defined), and all employees are expected to be retained as a result of the financing or refinancing of the Project and the retention of employees will be of public benefit to the health, safety and general welfare of the Issuer and its citizens; and

WHEREAS, the Wabash County Economic Development Commission has heretofore approved and recommended the adoption of this form of Ordinance by this County Council, has considered the issue of adverse competitive effect and has approved the forms of and has transmitted for approval by the County Council the Trust Indenture; Loan Agreement; Bond Purchase Agreement; and Official Statement; now therefore,

BE IT ORDAINED BY THE COUNTY COUNCIL OF WABASH COUNTY THAT:

Section 1. The County Council of Wabash County finds, determines, ratifies and confirms that the promotion of diversification of economic development and job opportunities in Wabash County, Indiana, is desirable to preserve the health, safety and general welfare of the citizens of the Issuer; and that it is in the public interest that the Commission and the Issuer take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the Issuer.

Section 2. In order to induce the Applicant to proceed with the financing or refinancing of the economic development facility, the County Council of Wabash County hereby approves, determines, ratifies and confirms that (i) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the aforesaid financing, or as it may deem appropriate in pursuance thereof; and (ii) it will adopt such ordinances and resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of said economic development revenue bonds; and that the aforementioned purposes comply with the provisions of the Act; and (iii) it will use its best efforts at the request of Applicant to authorize the issuance of additional bonds for refunding and refinancing the outstanding principal amount of the bonds, for additions to the facility, including the costs of issuance (providing that the financing and refinancing of such addition or additions to the facility is found to have a public purpose (as defined in I.C. 36-7-12-1) at the time of authorization of such additional bonds), and that the aforementioned purposes comply with the provisions of the Act; provided that all of the foregoing shall be mutually acceptable to the Issuer and the Applicant.

Section 3. It is hereby found that the financing of the economic development facility referred to in the Loan Agreement approved by the Wabash County Economic Development Commission and presented to this County Council, the issuance and sale in one or more series of the Wabash County, Indiana, Revenue Bonds, Series 2008 (Hoosier Care Facilities) (the "Bonds"), the loan of the proceeds of the Bonds to the Applicant for the financing or refinancing of the Project, the payment of the Bonds pursuant to the Loan Agreement, and the securing of said Bonds under the Trust Indenture complies with the purposes and provisions of I.C. 36-7-11.9 and 12, and will be of benefit to the health and welfare of Wabash County and its citizens.

Section 4. The economic development facility to be financed or refinanced consists of a home for long term care of profoundly retarded children known as Vernon Manor Children's Home, located at 1955 South Vernon Street, in Wabash, Wabash County, Indiana (the "Project").

Section 5. At the public hearing and meeting held by the Wabash County Economic Development Commission, the Commission considered whether the economic development facility would have an adverse competitive effect on any similar facilities located in or near Wabash County, and subsequently found, based on special findings of fact set forth in the Resolution transmitted hereto, that the facility would not have an adverse competitive effect. This County Council hereby confirms the findings set forth in the Commission's Resolution, and concludes that the economic development facility will not have an adverse competitive effect on any other similar facilities in or near Wabash County, and the facility will be of benefit to the health and welfare of the citizens of Wabash County.

Section 6. The substantially final forms of the Trust Indenture; Loan Agreement; Bond Purchase Agreement; and Official Statement approved by the Wabash County Economic Development Commission are hereby approved (herein collectively referred to as the "Financing Agreement" referred to in I.C. 36-7-11.9 and 12), and the Financing Agreement shall be incorporated herein by reference and shall be inserted in the minutes of the County Council and kept on file by the Auditor. In accordance with the provisions of I.C. 36-1-5-4, two copies of the Financing Agreement are on file in the office of the Auditor for public inspection.

Section 7. Wabash County shall issue its Bonds, in one or more series, in the principal amount not to exceed approximately \$8,500,000 in tax-exempt revenue bonds and approximately \$1,500,000 in taxable revenue bonds, and maturing no later than thirty (30) years from the date of issuance of the Bonds. Said Bonds are to be issued for the purpose of procuring funds to finance or refinance an economic development facility as more particularly set out in the Trust Indenture and Loan Agreement, incorporated herein by reference, which Bonds will be payable as to principal, premium, if any, and interest from payments made by the Applicant under the Loan Agreement or as otherwise provided in the above described Trust Indenture. The Bonds shall initially be issued as fully registered bonds in the denominations of \$5,000 or any integral multiple of \$5,000 thereof (or as otherwise provided in the applicable Trust Indenture) and shall be redeemable as provided in the applicable Trust Indenture. Payments of principal and interest are payable in lawful money of the United States of America by check or draft mailed or delivered to the registered owners as provided in the Trust Indenture. The Bonds shall never constitute a general obligation of, an indebtedness of, or a charge against the general credit of Wabash County, nor are the Bonds payable in any manner from revenues raised by taxation.

Section 8. The Board of Commissioners and Auditor are authorized and directed to sell the Bonds to the original purchaser (or purchasers) thereof at the price of no less than 97% of the principal amount thereof. The Bonds shall bear interest at a fixed interest rate not to exceed 12% per annum.

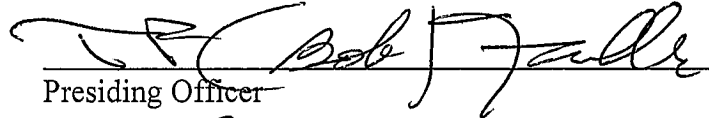
Section 9. The Board of Commissioners and Auditor are authorized and directed to execute, attest, affix or imprint by any means the County seal to the documents constituting the Financing Agreement approved herein on behalf of the Issuer and any other document which may be necessary or desirable to consummate the transaction, including the Bonds authorized herein. The Commissioners and the Auditor are hereby expressly authorized to deem the Official Statement relating to the issuance of the Bonds as nearly final, and the distribution of the nearly final Official Statement is hereby approved. The Commissioners and Auditor are hereby expressly authorized to approve any modifications or additions to the documents constituting the Financing Agreement which take place after the date of this Ordinance with the review and advice of the County Attorney; it being the express understanding of this County Council that said Financing Agreement is in substantially final form as of the date of this Ordinance. The approval of said modifications or additions shall be conclusively evidenced by the execution and attestation thereof and the affixing of the seal thereto or the imprinting of the seal thereon; provided, however, that no such modification or addition shall change the maximum principal amount of, interest rate on or term of the Bonds as approved by the County Council by this Ordinance without further consideration by the County Council. The signatures of the Commissioners and Auditor on the Bonds may be either manual or facsimile signatures. The Auditor is authorized to arrange for delivery of such Bonds to the Trustee named in the Trust Indenture, and payment for the Bonds will be made to the Trustee named in the Trust Indenture, and after such payment, the Bonds will be delivered by the Trustee to the purchasers thereof. The Bonds shall be originally dated as of their date of delivery, and shall bear interest from their date of delivery unless changed by approval of the Commissioners and the Auditor.

Section 10. The provisions of this Ordinance and the Trust Indenture securing the Bonds shall constitute a contract binding between Wabash County, Indiana, and the holders of the Bonds, and after the issuance of said Bonds, this Ordinance shall not be repealed or amended in any respect which would adversely affect the rights of such holders so long as any of said Bonds or the interest thereon remains unpaid.

Section 11. This Ordinance shall be in full force and effect from and after its passage and signing by the County Council.

Passed and adopted this 7th day of January, 2008.

WABASH COUNTY COUNCIL


Presiding Officer

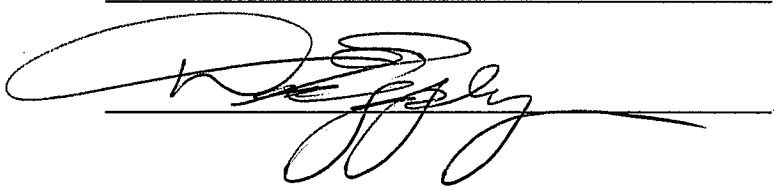









Jed a Little



Attest:


Auditor