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Wanda Taylor
Fountain County Recorder IN
Recorded as Presented


RESOLUTION 2018-12

TO APPROVE ISSUANCE OF BONDS AND INDENTURE,
APPROVE MATTERS RELATING TO POS, BIDS AND CONTRACTS, AND
APPOINTING LESSOR REPRESENTATIVES
OF THE FOUNTAIN COUNTY BUILDING CORPORATION

WHEREAS, a Trust Indenture ("Trust Indenture") between the Fountain County Building Corporation ("Corporation") and Old National Wealth Management ("Trustee"), dated as of May 1, 2018, was presented to this meeting; and

WHEREAS, the Board of Directors ("Board") of the Corporation has previously approved a Lease Agreement ("Lease") between the Corporation and Fountain County, Indiana ("County"), executed February 5, 2018, and also approved the acquisition and construction of a new County Sheriff's office and jail facility, including surface parking lots, required site drainage and utility infrastructure, together with all necessary appurtenances related improvements and equipment (collectively, "Project"); and

WHEREAS, the County has advertised for and received construction bids for the Project; and

WHEREAS, the Board now desires to appoint Lessor Representatives to act pursuant to the Lease and the Trust Indenture;

WHEREAS, the County has assigned the construction bids to the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation borrow the sum not to exceed \$14,840,000 by the sale of its Lease Rental Bonds, Series 2018 ("Bonds"), dated as of the date of delivery of the Bonds, issued in fully registered form and maturing or subject to mandatory redemption on January 15 and July 15 with a final maturity no later than January 15, 2038, payable as set forth in the Trust Indenture.

BE IT FURTHER RESOLVED, that the Bonds shall bear an interest rate

Bonds of this issue maturing on July 15, 2028 and thereafter, are redeemable prior to maturity at the option of the Corporation, in whole or in part, in such order of maturity as the Corporation shall direct and by lot within maturities (each \$5,000 of principal shall be considered as a bond for this purpose), on January 15, 2028, or any date thereafter, upon thirty (30) days' notice, at face value, with no premium, plus in each case accrued interest to the date fixed for redemption.

BE IT FURTHER RESOLVED, that the Bonds shall be issued in accordance with and shall be secured by the Trust Indenture to be entered into with the Trustee, in the form of indenture submitted to this meeting.

BE IT FURTHER RESOLVED, that the Secretary is authorized and directed to initial and date a copy of the Trust Indenture submitted to this meeting and place the same in the minute book immediately following the minutes of this meeting and the Trust Indenture is made a part of this resolution as fully as if the same were set forth herein.

BE IT FURTHER RESOLVED, that the President or Vice-President and Secretary of the Corporation shall be authorized to execute Addenda reducing the annual rental amount pursuant to paragraph 2 of the Lease.

BE IT FURTHER RESOLVED, that the President or Secretary are authorized to deem the official statement as nearly final, and the distribution of the nearly final official statement is hereby ratified and approved.

BE IT FURTHER RESOLVED, that the officers of the Corporation hereby select Old National Wealth Management as Trustee and said officers are authorized to make payment for services of the Trustee as the same are rendered and the fees come due and that the schedule of fees of the Trustee, for services as trustee, registrar and paying agent under the Trust Indenture, are hereby approved.

BE IT FURTHER RESOLVED, that the Bonds shall be sold by bidding in accordance with the Notice of Intent to Sell Lease Rental Bonds, the substantially final form of which is attached hereto. The Board hereby ratifies and approves the publication of the Notice of Intent to Sell Lease Rental Bonds. The Bonds shall be sold at a price not less than 99% of par, plus accrued interest to the date of delivery, if any. The President or Secretary-Treasurer of the Authority are hereby authorized to receive the bids for the Bonds and to accept the best bid for the Bonds in accordance with the Notice of Intent to Sell Lease Rental Bonds.

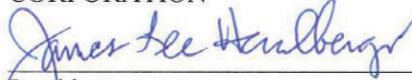
BE IT FURTHER RESOLVED, that the sale of the Bonds shall be held on or about May 16, 2018 at the offices of H.J. Umbaugh, Certified Public Accountants, LLP, 8365 Keystone Crossing, Suite 300, Indianapolis, Indiana 46240-0458.

BE IT FURTHER RESOLVED, that after the sale of the Bonds the President or Vice-President and Secretary are authorized to complete the Trust Indenture and execute the same on behalf of the Corporation.

BE IT FURTHER RESOLVED, that the Corporation hereby accepts the assignment of the construction bids from the County and authorizes the President or Vice President and Secretary to execute the construction contracts relating thereto upon the issuance of the Bonds.

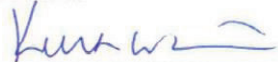
BE IT FURTHER RESOLVED, that the Corporation hereby approves and designates Brenda Hardy, the Fountain County Auditor, and Colleen Chambers, the Fountain County Treasurer, to act as Lessor Representatives pursuant to the Trust Indenture and the Lease for the purposes of taking action and to execute any and all certificates or documents required in order to fulfill the Corporation's requirements under the Lease and the Indenture.

FOUNTAIN COUNTY BUILDING
CORPORATION



President

ATTEST:



Secretary

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each social security number in this document, unless required by law.

This instrument was prepared by Heather R. James, Ice Miller LLP, One American Square, Suite 2900, Indianapolis, Indiana 46282.