

Resolution No. 1-1

RESOLUTION OF THE COUNTY OF SANGAMON, ILLINOIS, PROVIDING FOR (I) THE REPEAL OF AND AMENDMENTS TO PRIOR RESOLUTIONS RELATED TO THE SERIES 2010 CERTIFICATES, AS HEREINAFTER DEFINED, AND (II) AUTHORIZING AND PROVIDING FOR (A) THE EXECUTION AND DELIVERY OF AN INSTALLMENT PURCHASE CONTRACT FOR THE PURPOSE OF UNDERTAKING A PROJECT CONSISTING OF: (1) THE LEASE, PURCHASE, CONSTRUCTION, FURNISHING AND EQUIPPING OF A NEW COUNTY BUILDING TO BE USED BY THE SANGAMON COUNTY DEPARTMENT OF PUBLIC HEALTH, THE OFFICES OF THE SANGAMON COUNTY DEPARTMENT OF COMMUNITY SERVICES AND/OR OTHER GOVERNMENTAL OFFICES, AS DETERMINED BY THE SANGAMON COUNTY BOARD, TO PROVIDE SERVICES TO THE RESIDENTS OF THE COUNTY, (2) CONSTRUCTING A NEW ROOF AND UNDERTAKING OTHER IMPROVEMENTS AND RENOVATIONS TO THE SANGAMON COUNTY COMPLEX, (3) OTHER PUBLIC WORKS AND IMPROVEMENTS, AND (4) PAYING COSTS AND EXPENSES INCIDENTAL THERETO, SUCH AS LEGAL AND OTHER FINANCING AND RELATED ADMINISTRATIVE FEES AND COSTS AND (B) THE ISSUANCE, SALE AND DELIVERY OF AN AMOUNT NOT TO EXCEED \$12,970,000 OF DEBT CERTIFICATES, SERIES 2010, OF THE COUNTY EVIDENCING THE RIGHTS TO PAYMENT UNDER THE INSTALLMENT PURCHASE CONTRACT, APPROVING THE FORM AND TERMS OF THE INSTALLMENT PURCHASE CONTRACT, PRESCRIBING THE FORM AND TERMS OF THE DEBT CERTIFICATES, SERIES 2010, PROVIDING FOR THE SECURITY AND SOURCES OF PAYMENT OF THE INSTALLMENT PURCHASE CONTRACT AND THE DEBT CERTIFICATES, SERIES 2010, AND CONCERNING RELATED MATTERS.

**BE IT RESOLVED, BY THE MEMBERS OF THE BOARD OF SANGAMON COUNTY, ILLINOIS, IN SESSION THIS 18TH DAY OF FEBRUARY, 2010, AS FOLLOWS:**

**Section 1. Repeal of Prior Resolutions and Amendments to Prior Resolution.**

(a) Resolution No. 2-1 adopted by the County Board on July 28, 2009 is hereby repealed and rescinded in its entirety.

(b) Section 1(e) and Section 1(f) of Resolution No. 15-1 adopted by the County Board on December 8, 2009 are hereby repealed and rescinded in their entirety.

(c) The title of Resolution No. 15-1 is hereby amended to read in its entirety as follows:

RESOLUTION OF THE COUNTY OF SANGAMON, ILLINOIS, PROVIDING FOR THE DESIGNATION OF THE COUNTY AS A RECOVERY ZONE FOR PURPOSES OF THE AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009

(d) All references to "Series 2009 Certificates" in Resolution No. 15-1 are hereby amended to "Series 2010 Certificates".

**FILED**

FEB 16 2010

*Joe Aiello*  
Sangamon County Clerk

(e) Section 3 of Resolution No. 15-1 is hereby amended to read in its entirety as follows:

**Section 3. Recovery Zone Economic Development Bond.** "Recovery Zone Economic Development Bond" means a bond, certificate or other evidence of indebtedness qualified for treatment as a Recovery Zone Economic Development Bond pursuant to Section 1401 of Title I of Division B of the American Recovery and Reinvestment Act of 2009.

**Section 2. Findings.** It is found and declared by the Members of the Board (the "County Board") of Sangamon County, Illinois as follows:

(a) The County is a duly organized and existing county created under the provisions of the laws of the State of Illinois, is now operating under and pursuant to the provisions of the Counties Code of the State of Illinois (55 ILCS 5/1 *et seq.*, as amended, the "Counties Code"), and is a "governmental unit" within the meaning of the Local Government Debt Reform Act of the State of Illinois (30 ILCS 350/1 *et seq.*, as amended, the "Debt Reform Act").

(b) The County Board has determined that it is advisable, necessary and in the best interests of the County, in order to promote and protect the public health, welfare, safety and convenience of the residents of the County, to undertake a project consisting of: (i) the lease, purchase, construction, furnishing and equipping of a new County building to be used by the Sangamon County Department of Public Health, the offices of the Sangamon County Department of Community Services and/or other governmental offices, as determined by the Sangamon County Board, to provide services to the residents of the County, (ii) constructing a new roof and undertaking other improvements and renovations to the Sangamon County Complex, (iii) other public works and improvements, and (iv) paying costs and expenses incidental thereto, such as legal and other financing and related administrative fees and costs (collectively, the "Project").

(c) The County Board has determined that there are not sufficient funds on hand and legally available to pay the costs of the Project and that the moneys necessary to pay the costs of the Project shall be raised from an issuance of obligations of the County.

(d) Section 5-1083 of the Counties Code provides that a county board may purchase or lease any real estate or personal property for public purposes under contracts that provide for consideration for such purchase or lease to be paid through installments to be made over a period of time of not more than twenty (20) years in the case of real estate, and not more than ten (10) years in the case of personal property, with interest on the unpaid balance to be within the limits set out in that section.

(e) Section 17(b) of the Debt Reform Act provides that the governing body of a governmental unit may purchase or lease either real estate or personal property through agreements that provide that the consideration for such purchase or lease may be paid through installments to be made at stated intervals for a period of not more than twenty (20) years or another period authorized by law, whichever is greater. Under that section, the governing body

may provide for the treasurer, comptroller, finance officer or other officer of the governing body charged with financial administration to act as counter-party to any such lease or agreement (“installment contract”), as nominee lessor or seller. From time to time, as the governing body executes contracts (“acquisition contracts”) for the purpose of acquiring and constructing the services or real or personal property that is the subject of the installment contract, including financial, legal, architectural or engineering services related to the installment contract, the governing body is to order each acquisition contract filed with the nominee officer, who is to identify the acquisition contract to the installment contract; that identification permits the payment of the acquisition contract from the proceeds of the installment contract or from the proceeds of any certificates issued as provided below.

(f) Section 17(b) of the Debt Reform Act also provides that a governmental unit may issue certificates evidencing the indebtedness incurred under the installment contract. When the installment contract is executed by the officer of the governmental unit authorized by the governing body to bind the governmental unit by executing the installment contract, and is filed with and executed by the nominee lessor or seller, the governmental unit is authorized to issue the certificates. The certificates are valid whether or not an appropriation with respect to them is included in any annual or supplemental budget adopted by the governmental unit.

(g) It is necessary and in the best interests of the County to borrow an amount not to exceed \$12,970,000 in order to finance the costs of the Project. Accordingly, the County shall (i) enter into an installment purchase contract (the “Installment Contract”) with County Treasurer as nominee seller in the aggregate principal amount not to exceed \$12,970,000 for the purpose of leasing, acquiring, constructing and equipping the Project and (ii) issue, sell and deliver its debt certificates in the aggregate principal amount not to exceed \$12,970,000 (the “Series 2010 Certificates”) evidencing the indebtedness of the County incurred under the Installment Contract, under the authority of the Counties Code, the Debt Reform Act, this Resolution and the Determination (as defined herein).

(h) The Series 2010 Certificates authorized to be issued by this Resolution will not, when added to all existing indebtedness of the County, cause the aggregate indebtedness of the County to exceed the debt limits provided by applicable law.

### **Section 3. Definitions; Rules of Interpretation.**

(a) In addition to terms defined elsewhere in this Resolution, the following capitalized terms shall have the following meanings when used in this Resolution, unless the context or use indicates otherwise:

**“Acquisition Contract”** has the meaning given that term in Section 11(a).

**“Build America Bond”** means a bond, certificate or other evidence of indebtedness qualified for treatment as a Build America Bond pursuant to Section 1531 of Title I of Division B of the American Recovery and Reinvestment Act of 2009.

**“Certificate Fund”** means the fund of that name created in Section 9.

**“Chairman”** means the Chairman of the County Board.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Counties Code**” has the meaning given that term in Section 2(a).

“**County**” means the County of Sangamon, Illinois.

“**County Administrator**” means the County Administrator of the County.

“**County Board**” means the County Board of the County, the governing body of the County.

“**County Clerk**” means the County Clerk of the County.

“**County Treasurer**” means the County Treasurer of the County.

“**Debt Reform Act**” has the meaning given that term in Section 2(a).

“**Determination**” has the meaning given that term in Section 7.

“**Identification Action**” has the meaning given that term in Section 11(b).

“**Initial Purchaser**” means the initial purchaser of the Series 2010 Certificates pursuant to the Purchase Contract.

“**Installment Contract**” has the meaning given that term in Section 2(g).

“**Official Statement**” means the securities disclosure document with respect to the Series 2010 Certificates in the form attached to this Resolution as *Exhibit B*.

“**Paying Agent**” has the meaning given that term in the Determination.

“**Project**” has the meaning given that term in Section 2(b).

“**Project Fund**” means the fund of that name established in Section 10(c).

“**Purchase Contract**” means the purchase contract with respect to the Series 2010 Certificates between the County and the Initial Purchaser.

“**Recovery Zone Economic Development Bond**” or “**Recovery Zone Bonds**” means a bond, certificate or other evidence of indebtedness qualified for treatment as a Recovery Zone Economic Development Bond pursuant to Section 1401 of Title I of Division B of the American Recovery and Reinvestment Act of 2009.

“**Resolution**” means this Resolution No. 1 adopted by the County Board on February 18, 2010.

“**Series 2010 Certificates**” means the debt certificates that are authorized to be sold, issued and delivered by this Resolution.

**“Tax-exempt Security”** means a bond, certificate or other evidence of indebtedness for which the status of interest paid and received on such indebtedness is not includible in the gross income of their owners under the Code for federal income tax purposes except to the extent that such interest will be taken into account in computing an adjustment used in determining the alternative minimum tax for certain corporations and in computing the “branch profits tax” imposed on certain foreign corporations.

**“Vice-Chairman”** means the Vice-Chairman of the County Board.

(b) The words “hereof,” “herein,” “hereunder” and other words of similar import refer to this Resolution as a whole.

(c) The headings of this Resolution are for convenience of reference only and shall not define or limit the provisions of this Resolution.

(d) Unless otherwise specified, references to Sections and other subdivisions of this Resolution are to the designated Sections and other subdivisions of this Resolution as amended from time to time.

(e) References to the masculine shall include the feminine and neuter genders and vice versa and references to the singular shall include the plural and vice versa, unless the context or use indicates otherwise.

#### **Section 4. Authorization of the Installment Contract and the Series 2010 Certificates.**

(a) The County Board has determined that it is advisable, necessary and in the best interests of the County, in order to promote and protect the public health, welfare, safety and convenience of the residents of the County, to purchase the Project and to issue an amount not to exceed \$12,970,000 of the Series 2010 Certificates to finance the costs of leasing, acquiring, constructing and equipping the Project, including to pay costs of the County in connection with the Installment Contract and the issuance of the Series 2010 Certificates.

(b) The County shall enter into the Installment Contract with the County Treasurer as nominee seller with respect to the Project, with consideration to be paid through installments over a term not to exceed twenty (20) years. The Chairman and the County Clerk are authorized and directed to execute and attest, respectively, and deliver on behalf of the County the Installment Contract, which shall be in the form attached to this Resolution as *Exhibit A* and as provided in the Determination. The Installment Contract as executed and delivered may contain such changes as shall be approved by the Chairman, whose signature shall constitute conclusive evidence of the approval of the County to such changes. The County Treasurer is authorized and directed to execute the Installment Contract as nominee seller. Immediately after being fully executed by both parties, the Installment Contract shall be filed with the County Clerk and the County Treasurer, and such filing shall constitute full authority for the County to issue the Series 2010 Certificates.

(c) To evidence the indebtedness incurred by the County under the Installment Contract, the County shall issue, sell and deliver its negotiable Debt Certificates,

Series 2010 in the aggregate principal amount not to exceed \$12,970,000 as provided in this Resolution and the Determination. The County may incur the indebtedness represented by the Installment Contract and evidenced by the Series 2010 Certificates without referendum as authorized by Section 5-1083 of the Counties Code and Section 17(b) of the Debt Reform Act.

**Section 5. Sources of Payment of the Installment Contract; Nature of the County's Obligations Under the Installment Contract; Covenant to Appropriate.**

(a) The obligations of the County to make payments under the Installment Contract shall constitute a general obligation of the County, payable from the general corporate funds of the County and any other funds legally available for such purpose.

(b) The County covenants to include amounts in its budget and appropriations for each fiscal year sufficient to make payments under the Installment Contract, this Resolution and the Determination when due.

**Section 6. General Terms of the Series 2010 Certificates.** The Series 2010 Certificates shall be initially dated as provided in the Determination. The Series 2010 Certificates shall bear interest from their date of delivery and issuance, and shall be issuable only as registered certificates without coupons in the denominations set forth in the Determination. Other than as provided in Section 7 hereof, the Series 2010 Certificates shall bear interest and be subject to payment, redemption and tender, as provided in the Determination. The principal of or redemption price due on the Series 2010 Certificates shall be payable in lawful money of the United States of America upon presentation thereof at the office maintained for such purpose of the Paying Agent as currently maintained, as may be relocated from time to time, or at a successor Paying Agency and locality.

**Section 7. Certificate Determination Delegation.**

(a) Subject to the limitations contained in this Resolution, there is delegated to any two of the Chairman (or, in the absence of the Chairman, the Vice-Chairman), the County Treasurer or the County Administrator, the power, and such persons are authorized, to execute and deliver a written determination (the "Determination") establishing and approving the terms and conditions of the Installment Contract, the Official Statement, the Purchase Contract and the Series 2010 Certificates, in addition to those terms set forth above. The Determination shall establish:

(1) whether the Series 2010 Certificates will be issued as Tax-exempt Securities, Build America Bonds, Recovery Zone Economic Development Bonds or any combination of the foregoing;

(2) the principal amount of and the denominations of, the Series 2010 Certificates;

(3) whether the Series 2010 Certificates will be issued in one or multiple series;

(4) the maturity date of, the amortization schedule (if any) for, and the form of the Series 2010 Certificates;

(5) the interest rate on the Series 2010 Certificates, or the method of determining the interest rate on the Series 2010 Certificates;

(6) the prepayment terms of the Series 2010 Certificates;

(7) the tender dates of, and tender terms for, the Series 2010 Certificates;

(8) the manner in which the Series 2010 Certificates are to be sold and provisions for their sale consistent with this Resolution;

(9) the final forms of Installment Contract, the Official Statement and the Purchase Contract;

(10) the Paying Agent for the Series 2010 Certificates and the terms of the engagement of the Paying Agent;

(11) whether bond insurance will be purchased to insure payment of principal and/or interest on the Series 2010 Certificates;

(12) whether the Series 2010 Certificates will be held in book-entry form through The Depository Trust Company and the identity and responsibilities of a registrar and/or Paying Agent for the Series 2010 Certificates;

(13) the requirements for defeasance of the Series 2010 Certificates;

(14) whether the Series 2010 Certificates will be subject to, and if so the requirements for, redemption prior to maturity;

(15) such other matters, actions, agreements or documents as are provided in the Installment Contract, the Official Statement, the Purchase Contract, the Series 2010 Certificates and this Resolution; and

(16) such other matters, actions, agreements or documents not inconsistent with the purposes of this Resolution as the persons executing the Determination shall see fit in order to accomplish the issuance, sale and delivery of the Series 2010 Certificates, including, without limitation, modifying and supplementing terms or conditions as specified in this Resolution in ways not materially affecting the terms of the financing authorized by this Resolution.

(b) The power delegated to the persons named above to execute and deliver the Determination pursuant to this subsection shall expire on December 31, 2010.

(c) In addition to the other limitations contained in this Resolution, the Determination shall not authorize:

(1) a principal amount of the Series 2010 Certificates in excess of \$12,970,000;

(2) a final maturity for the Series 2010 Certificates later than twenty (20) years following the dated date of the Series 2010 Certificates;

(3) a sale price of the Series 2010 Certificates equal to more than 106% of their principal amount or less than 97% of their principal amount;

(4) an interest rate for either the Series 2010 Certificates in excess of 5.75% per annum with respect to Series 2010 Certificates issued as Tax-exempt Securities and 8.75% per annum with respect to Bonds issued as Build America Bonds or Recovery Zone Economic Development Bonds; or

(5) a fee payable at closing to or a purchase price discount for the benefit of the Initial Purchaser of the Series 2010 Certificates for underwriting the Series 2010 Certificates in excess of 3% of the principal amount of the Series 2010 Certificates.

#### **Section 8. Sale and Delivery of the Series 2010 Certificates.**

(a) Subject to the limitations contained in this Resolution, the provisions of Section 7 of this Resolution and the Determination, the sale of the Series 2010 Certificates to the Initial Purchaser pursuant to the Purchase Contract is authorized and approved and the officer or officers of the County designated in such Purchase Contract are authorized and directed to execute such Purchase Contract on behalf of the County. The Chairman, the Vice-Chairman, the County Administrator, the County Clerk, the County Treasurer and the County State's Attorney, or any of them, are authorized to take all action necessary or appropriate to carry out the issuance, sale and delivery of the Series 2010 Certificates as provided in the Installment Contract, the Purchase Contract, this Resolution and the Determination.

(b) The distribution and use of the Official Statement in substantially the form attached hereto as *Exhibit B* (and a preliminary version thereof, if deemed necessary or appropriate to market the Series 2010 Certificates) with respect to the Series 2010 Certificates is authorized and approved. The Official Statement as executed and delivered may contain such changes as shall be approved by the Chairman, the Vice-Chairman, the County Treasurer and the County Administrator or any of them, and the final form shall be appended to the Determination. Such officer or officers of the County as are indicated are hereby authorized to execute and deliver the Official Statement on behalf of the County.

(c) The Chairman, the Vice-Chairman, the County Treasurer and the County Administrator, or any of them, are authorized and directed to cause the Series 2010 Certificates to be placed in book-entry form with The Depository Trust Company.



## **Section 9. Certificate Fund.**

(a) There is created a special fund of the County, which fund shall be held separate and apart from all other funds and accounts of the County and shall be known as the "Debt Certificates, Series 2010 Debt Service Fund" (the "Certificate Fund"). The Certificate Fund shall be a trust fund established for the purpose of carrying out the covenants, terms and conditions imposed upon the County by this Resolution and the Determination. The Series 2010 Certificates are secured by a pledge of all the moneys from time to time on deposit in the Certificate Fund, and such pledge is irrevocable until the obligations of the County are discharged under this Resolution.

(b) Funds of the County that are lawfully available for the purpose shall be deposited in the Certificate Fund and used to pay the maturing principal of and interest on the Series 2010 Certificates when due. All such amounts, together with all interest and other investment earnings on those amounts, are appropriated and set aside for the purposes of paying the maturing principal of and interest on the Series 2010 Certificates when due. Investment earnings on moneys on deposit in the Certificate Fund shall be retained in the Certificate Fund and used to pay the maturing principal of and interest on the Series 2010 Certificates on the next interest payment date after their receipt.

(c) Moneys on deposit in the Certificate Fund, subject to any yield limitations necessary under the Code or restrictions pursuant to County policies and resolutions, may be invested from time to time pursuant to any authorization granted to counties by Illinois statute or court decision. Any such investments may be sold from time to time by the County as moneys are needed for the purposes for which the Certificate Fund has been created. In addition, the County Treasurer shall sell such investments when necessary to remedy any deficiency in the Certificate Fund.

## **Section 10. Application of the Proceeds of the Series 2010 Certificates; Project Fund.**

(a) Accrued interest received upon the sale of the Series 2010 Certificates, if any, shall be deposited into the Certificate Fund and used to pay the first interest coming due on the Series 2010 Certificates.

(b) Proceeds of sale of the Series 2010 Certificates, in the amount necessary, may be applied directly to pay expenses of authorizing the Installment Contract and expenses of issuance of the Series 2010 Certificates at the time the Series 2010 Certificates are issued, subject to any applicable restrictions under the Code.

(c) The remaining proceeds of the sale of the Series 2010 Certificates shall be set aside in a separate fund that is hereby created and designated as the "Debt Certificates, Series 2010 Project Fund" (the "Project Fund"), which the County shall maintain as a separate and segregated account. Moneys in said fund shall be withdrawn from time to time as needed for the payment of expenses of authorizing the Installment Contract and expenses of the issuance of the Series 2010 Certificates and, subject to the provisions of Section 11, costs of the Project and paying the fees and expenses incidental thereto, and said moneys are appropriated for that

purpose. Subject to the provisions of Section 11, moneys on deposit in the Project Fund shall be disbursed to the County from time to time upon submission to the County Treasurer of a copy of an order signed by an officer of the County, stating specifically the purpose for which the order is issued and indicating that the payment for which the order is issued has been approved by the County.

(d) Within sixty (60) days after depletion of the Project Fund or payment of all costs of the Project, as herein referred to, the County Treasurer shall certify to the County Board the fact of such depletion or the County officer responsible for the Project shall certify to the County Board the fact that the work has been completed according to approved plans and specifications, as applicable, and upon approval of such certification by the County Board, funds (if any) remaining in the Project Fund shall be credited by the County Treasurer to the Certificate Fund, and the Project Fund shall be closed.

(e) Funds on deposit in the Project Fund may be invested by the County Treasurer in the same manner as provided in Section 9 for moneys in the Certificate Fund. All investment earnings in the Project Fund shall be credited to the Project Fund.

(f) All amounts received upon the sale of the Series 2010 Certificates, together with all interest and other investment earnings on those amounts, are appropriated and set aside for the purposes for which the Installment Contract is being entered into and the Series 2010 Certificates are being issued as set forth in this Resolution and the Determination.

#### **Section 11. Acquisition Contracts.**

(a) Contracts for the leasing, acquisition, construction and equipping of the Project, or any component part of the Project (each an "Acquisition Contract") shall be let in compliance with applicable Illinois law and the rules and procedures of the County pertaining to such contracts.

(b) The County Board shall adopt a resolution or ordinance (each an "Identification Action") identifying all or any part of an Acquisition Contract to the Installment Contract as required by Section 17(b) of the Debt Reform Act. The County Clerk is authorized and directed to file a certified copy of this Ordinance, a certified copy of each Identification Action and a copy of the related Acquisition Contract with the County Treasurer in his or her capacity as nominee seller under the Installment Contract. The adoption of an Identification Action and the filing of it and the related Acquisition Contract with the County Treasurer are conditions to the disbursement of moneys on deposit in the Project Fund to pay amounts due under such Acquisition Contract.

(c) This Resolution shall constitute an Identification Action with respect to all expenses of authorizing the Installment Contract and expenses of issuance of the Series 2010 Certificates, and the County Treasurer is authorized and directed to apply proceeds of sale of the Series 2010 Certificates directly to pay expenses of authorizing the Installment Contract and the expenses of issuance of the Series 2010 Certificates at the time the Series 2010 Certificates are issued and to disburse moneys on deposit in the Project Fund to pay such expenses without further action by the County Board or other officers of the County.

**Section 12. This Resolution a Contract.** Upon issuance of the Series 2010 Certificates, the provisions of this Resolution and the Determination shall constitute a contract between the County and the registered owners of the Series 2010 Certificates, and no changes, additions or alterations of any kind shall be made to this Resolution or the Determination, except as provided in this Resolution or the Determination.

**Section 13. General Covenants.** The County covenants with the holders of the Series 2010 Certificates from time to time outstanding that, so long as any Series 2010 Certificates remain outstanding:

(a) The County will punctually pay or cause to be paid from the Certificate Fund the principal of, and interest to become due in respect to, the Series 2010 Certificates in strict conformity with the terms of the Series 2010 Certificates, this Resolution and the Determination, and it will faithfully observe and perform all of the conditions, covenants and requirements of the Series 2010 Certificates, this Resolution and the Determination.

(b) The County will pay and discharge, or cause to be paid and discharged, from the Certificate Fund any and all lawful claims that, if unpaid, might become a lien or charge upon the Certificate Fund, or that might impair the security of the Series 2010 Certificates. This covenant does not require the County to make any such payment so long as the County, in good faith, shall contest the validity of said claims.

(c) The County will keep, or cause to be kept, proper books or record and accounts, separate from all other records and accounts of the County, in which complete and correct entries shall be made of all transactions relating to the Project and to the Certificate Fund, and such books of record and accounts shall be at all times during normal business hours subject to the inspection of the holders of not less than ten percent (10.0%) of the aggregate principal amount of the Series 2010 Certificates or their representatives duly authorized by them in writing.

(d) The County will preserve and protect the security of the Series 2010 Certificates and the rights of the registered owners of the Series 2010 Certificates, and will warrant and defend their rights against all claims and demands of all persons. From and after the sale and delivery of any of the Series 2010 Certificates by the County, the Series 2010 Certificates shall be incontestable by the County.

(e) The County will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention of, or to facilitate the performance of, this Resolution and the Determination, and for the better assuring and confirming unto the registered owners of the Series 2010 Certificates of the rights and benefits provided in this Resolution and the Determination.

(f) Once the Series 2010 Certificates are issued, the Installment Contract shall be and forever remain, until paid or defeased, the general obligation of the County.

(g) The County will execute one or more tax regulatory agreements in connection with the issuance of the Series 2010 Certificates if required by bond counsel.

**Section 14. Additional Authority.** The Chairman, Vice-Chairman, the County Treasurer, the County Clerk, the County Administrator and the other officers and employees of the County are authorized to execute and deliver on behalf of the County such other documents, agreements and certificates and to do such other things consistent with the terms of this Resolution and the Determination as such officers and employees shall deem necessary or appropriate in order to effectuate the intent and purposes of this Resolution, including without limitation (1) to make any representations and certifications they deem proper pertaining to (a) the Official Statement and (b) the use of the proceeds of the Series 2010 Certificates and moneys in the Project Fund and the Certificate Fund in order to establish that the Series 2010 Certificates qualify under the Code as Tax-exempt Securities, Build America Bonds or Recovery Zone Economic Development Bonds, as applicable, and (2) to make the appropriate irrevocable election(s) to issue the Series 2010 Certificates as Build America Bonds or Recovery Zone Economic Development Bonds, as applicable, in accordance with the Code.

**Section 15. Conflicting Resolutions.** All resolutions and orders or parts of resolutions and orders in conflict with this Resolution are repealed to the extent of such conflict

**Section 16. Severability.** If any section, paragraph, clause or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Resolution.

**Section 17. Further Acts.** All actions of the officers, agents and employees of the County that are in conformity with the purposes and intent of this Resolution, whether taken before or after the adoption date thereof, are hereby ratified, confirmed and adopted.

**Section 18. Effective Date.** This Resolution shall take effect immediately upon its adoption.

**Exhibit A**  
**Form of Installment Contract**

See attached.

**Exhibit B**  
**Form of Official Statement**

See attached.

Finance Committee

A. Van Meb, Chairman

---

---

---

---

---

---

---

---

---

---