

STATE OF INDIANA  
BEFORE THE BOARD OF CLARK COUNTY COMMISSIONERS  
RESOLUTION NO. 12-2013

**A RESOLUTION OF THE CLARK COUNTY, INDIANA, BOARD OF COMMISSIONERS AUTHORIZING THE EXECUTION OF A LEASE AMENDMENT WITH THE CLARK COUNTY JAIL HOLDING CORPORATION AND APPROVING THE FORM OF CONTINUING DISCLOSURE CONTRACT**

WHEREAS, pursuant to IC 36-1-10, as amended, the Clark County Jail Holding Corporation (as assignee of the Clark County Detention Building Corporation), as lessor (the "Holding Corporation") and Clark County, Indiana, as lessee (the "Lessee" or "County") previously entered into a Lease Agreement, dated October 11, 1989 ("Original Lease"), as amended by the Addendum to Lease, dated as of January 9, 1990 (the "Addendum to Original Lease"), as further amended by a First Amendment to Lease, dated August 1, 1993 (the "First Amendment"), as further amended by Amendment No. 2 to Lease, dated November 20, 2003 (the "Second Amendment"), as further amended by Amendment No. 3 to Lease, dated December 29, 2006 (the "Third Amendment"), and as further amended by a fourth amendment to the Lease, dated as of July 1, 2013 (the "Fourth Amendment") (the Original Lease, Addendum to Original Lease, the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, collectively, the "Lease"); and

WHEREAS, the Holding Corporation has previously issued its Lease Rental Bonds, Series 2007, dated February 28, 2007 in the amount of \$3,100,000 (the "2007 Bonds"), which 2007 Bonds are payable from the lease payments under the Lease; and

WHEREAS, the Holding Corporation has previously issued its Lease Rental Revenue Refunding Bonds, Series 2013 (the "2013 Refunding Bonds") in the original aggregate principal amount of Thirteen Million Seven Hundred Thirty Thousand Dollars (\$13,730,000), which 2013 Refunding Bonds are payable from the lease payments under the Lease, and

WHEREAS, the Holding Corporation has determined it to be beneficial to issue additional bonds, on parity with the 2007 Bonds and the 2013 Refunding Bonds, designated as the Clark County Jail Holding Corporation Lease Rental Revenue Bonds, Series 2013 (the "2013 Bonds"), for the purpose of providing funds (a) reimburse certain expenditures that have been made by the County for the benefit of the Holding Corporation; (b) pay for all or a portion of the costs of certain facility improvement, renovation, upgrade and equipping projects at the existing County jail and its related facilities including, as identified in the Fifth Amendment (as hereinafter defined), which upon completion will become a part of the premises subject to the Lease (clause (b), collectively, the "2013/2014 Improvement; and (c) pay for all or a portion of the costs incurred in connection with or on account of issuance of the 2013 Bonds; and

WHEREAS, the Board of Commissioners of Clark County, Indiana (the "Board"), desires to amend the Lease by approving the Fifth Amendment to Lease (the "Fifth Amendment"), by and between the Holding Corporation, as lessor, and the County, as lessee, in substantially the form attached hereto as Exhibit A, which was previously approved as to form pursuant to Resolution No. 10-2013 adopted by the Board on November 7, 2013; and

WHEREAS, the Board, after duly published notice, held a public hearing regarding the Fifth Amendment on November 21, 2013, pursuant to IC 36-1-10, and at such public hearing all interested persons were provided the opportunity to comment on or submit written testimony for or against; and

WHEREAS, the Board desires to approve a Continuing Disclosure Contract, to be executed by the County in favor of each registered owner or holder of the 2013 Bonds, in substantially the form attached hereto as Exhibit B.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF CLARK COUNTY, INDIANA, THAT:

Section 1. The Board hereby determines that (a) the proposed Fifth Amendment provides for fair and reasonable rentals; (b) the execution of the Fifth Amendment is necessary and wise; and (c) the service to be provided by the leased premises, as improved by the 2013/2014 Improvements, will serve the public purpose of the County and is in the best interests of its residents.

Section 2. The Fifth Amendment, substantially in the form submitted at this meeting be, and hereby is, ratified and approved. The Board be, and hereby is, authorized and directed to execute and deliver the Fifth Amendment, with such changes to the form thereof as the Board deems necessary or advisable, in the name and on behalf of the County, and the Auditor of the County (the "Auditor") be, and hereby is, authorized and directed to attest such execution, and any such execution and delivery and any such attestation heretofore effected be, and hereby are, ratified and approved.

Section 3. A Continuing Disclosure Contract, to be dated as of the date the 2013 Bonds are issued (the "Undertaking"), executed by the County in favor of the holders of the 2013 Bonds, be, and hereby is, authorized and approved in substantially the form submitted at this meeting and substance acceptable to the President of the Board. If necessary, the President or any other officer of the Board be, and hereby is, authorized and directed to execute and deliver the Undertaking, with such changes to the form thereof as such officer deems necessary or advisable, in the name and on behalf of the County, and the Auditor be, and hereby is, authorized and directed to attest such execution, and any such execution and delivery and any such attestation heretofore effected be, and hereby is, ratified and approved.

Section 4. The Auditor and the Board are hereby authorized and directed to execute the aforesaid Fifth Amendment on behalf of the County.

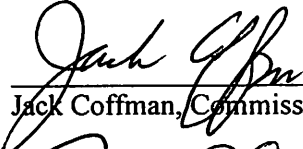
Section 5. Any officer of the Board and the Auditor be, and hereby are, authorized and directed to execute and deliver such documents and take such other actions as such officer deems necessary or desirable to effect the foregoing resolutions, and any such documents heretofore executed and delivered and any such other actions heretofore taken be, and hereby are, ratified and approved.

SO RESOLVED this 21st day of November, 2013.

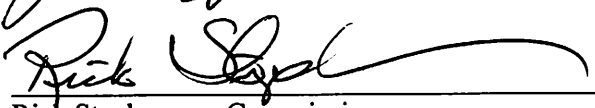
Members voting "NO"

Members Voting "YES"

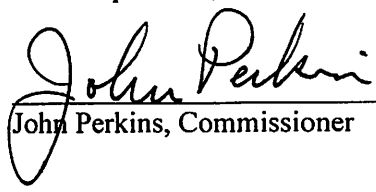
\_\_\_\_\_  
Jack Coffman, Commissioner

  
\_\_\_\_\_  
Jack Coffman, Commissioner

\_\_\_\_\_  
Rick Stephenson, Commissioner

  
\_\_\_\_\_  
Rick Stephenson, Commissioner

\_\_\_\_\_  
John Perkins, Commissioner

  
\_\_\_\_\_  
John Perkins, Commissioner

Attested by:

  
\_\_\_\_\_  
R. Monty Snelling, Clark County Auditor