The Board of Supervisors (the "Governing Body") of Madison County, Mississippi (the "County"), took up for consideration the matter of borrowing funds from the Mississippi Development Bank (the "Bank") for the purpose of advance refunding and defeasing certain outstanding debt originally issued to finance certain capital projects within the County.

Thereupon Supervisor	offered and moved the adoption of the following
resolution:	

RESOLUTION AUTHORIZING THE SALE AND ISSUANCE OF MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION REFUNDING BONDS, SERIES 2013C (MADISON COUNTY, MISSISSIPPI HIGHWAY REFUNDING PROJECT) IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED ONE HUNDRED TEN MILLION DOLLARS (\$110,000,000), TO **OUTSTANDING** ADVANCE REFUND AND **DEFEASE** CERTAIN **OBLIGATIONS** OF THE MISSISSIPPI DEVELOPMENT BANK, AS DESCRIBED HEREIN; AUTHORIZING AND APPROVING THE FORM OF AND EXECUTION OF CERTAIN BOND AND LOAN DOCUMENTS, AS DEFINED HEREIN; AND FOR RELATED PURPOSES.

WHEREAS, the Governing Body, acting for and on behalf of the County, is authorized by Section 31-27-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the "Refunding Act"), Section 31-25-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the "Bank Act"), and Section 17-13-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the "Interlocal Act," and collectively with the Refunding Act and the Bank Act, the "Act"), to borrow funds from the Bank to finance and refinance certain capital projects within the County; and

WHEREAS, the County is authorized and empowered by the Act to borrow funds by entering into one or more loan agreements with Bank in accordance with this resolution; and

WHEREAS, the Mississippi Transportation Commission (the "Commission") had on its regular schedule the design, right of way acquisition, and construction of a split-diamond interchange, frontage roads and connector roads which together provide additional capacity to United States Interstate Highway 55 from Old Agency Road to State Road 463, along with the connector road of Madison Avenue in the City of Madison, Mississippi from Highland Colony Parkway to United States Highway 51 and State Highway 463 from Grandview Boulevard/Galleria Parkway to United States Highway 51 and the construction of a multi-lane McClellan Drive in the City of Ridgeland, Mississippi from Highland Colony Parkway to United States Highway 51, or any other highway, road and/or bridge improvements in the County (collectively, the "Highway Project"); and

WHEREAS, the County and the Commission, acting by and through the duly authorized Executive Director of the Mississippi Department of Transportation ("MDOT"), entered into an Amended and Restated Interlocal Cooperative Agreement, effective as of July 25, 2006, as further amended and supplemented from time to time (the "Interlocal Agreement"), setting forth their respective obligations and responsibilities with respect to the funding, acquisition and construction of the Highway Project and for other authorized purposes, including but not limited to other financing costs, under the Act; and

WHEREAS, by resolution, the Commission has spread upon its minutes in compliance with Section 65-1-8(2)(z), Mississippi Code of 1972, as amended and supplemented from time to time, and determined that the Highway Project is on MDOT's existing schedule of highway construction projects; that any debt service incurred on the Highway Project will not begin before expenditures under MDOT's original project schedule would have begun; that the acceleration of the Highway Project will not delay any other scheduled MDOT project; and that the Highway Project is feasible, beneficial, within the financial resources of the Commission and will be of benefit to the citizens of both the County and the State of Mississippi (the "State"); and

WHEREAS, pursuant to the parameters provided in the Interlocal Agreement the Bank, at the request of the County and MDOT, previously issued its \$145,000,000 (original aggregate principal amount) Mississippi Development Bank Special Obligation Bonds, Series 2006 (Madison County, Mississippi Highway Construction Project) dated October 11, 2006 (the "Series 2006 Bonds"), to provide funding for the Highway Project; and

WHEREAS, the Commission has not completed the Highway Project and is continuing the construction of the Highway Project all as contemplated in the Interlocal Agreement; and

WHEREAS, the Commission has also determined that on the date of the issuance of the Series 2013C Bonds (as hereinafter defined) the total amount of debt service payments (net of federal reimbursements) on all bonds, including the Series 2013C Bonds, authorized pursuant to interlocal agreements authorized under Section 65-1-8(2)(z), Mississippi Code of 1972, as amended and supplemented from time to time, to be made by the Commission on all such bonds outstanding does not exceed an amount equal to 3.75% of annual expenditures of MDOT (including all State receipts and federal receipts) as shall be calculated as the total amount of expenditures for all MDOT programs for the fiscal year ending June 30, 2013; and

WHEREAS, after careful study and investigation by the County, it appears to be in the best interest of the citizens of the County and the State and in furtherance of the Bank Act for the Bank to issue its not to exceed \$110,000,000 Mississippi Development Bank Special Obligation Refunding Bonds, Series 2013C (Madison County, Mississippi Highway Refunding Project), to be dated the date of delivery thereof (the "Series 2013C Bonds"), for the purposes of making a Loan (the "Loan") to the County under the terms and provisions of a Loan Agreement between the Bank and the County, secured by a Promissory Note to be issued and sold by the County to the Bank to provide: (i) the funds to advance refund and defease all or a portion of the outstanding Series 2006 Bonds; and (ii) payment of the costs of issuance of the Series 2013C Bonds and the Note (as hereinafter defined) ((i) through (ii) are hereinafter referred to as the "Series 2013C Project"); and

WHEREAS, the County now desires the Bank to proceed with the issuance of the Series 2013C Bonds to provide financing for the Series 2013C Project; and

WHEREAS, there has been prepared and submitted to the County the form of the Indenture of Trust (the "<u>Indenture</u>"), to be dated the date of delivery thereof, by and between the Bank and Hancock Bank, as trustee (in such capacity, the "<u>Trustee</u>"), which provides for the issuance of the Series 2013C Bonds by the Bank and the security of the Series 2013C Bonds; and

WHEREAS, there has been prepared and submitted to the County the forms of the Loan Agreement, to be dated the date of delivery thereof, by and between the County and the Bank (the "Loan Agreement") and the Promissory Note, Series 2013 (Madison County, Mississippi Highway

Refunding Project), to be dated the date of delivery thereof (the "Note"), which Note is to be issued by the County and delivered to the Bank pursuant to the Loan Agreement; and

WHEREAS, there has been prepared and submitted to the County the forms of a Preliminary Official Statement, to be dated the date of its distribution (the "Preliminary Official Statement"), and a Bond Purchase Agreement by and among the Bank, the County and Morgan Stanley & Co. LLC, New York, New York, Merrill Lynch, Pierce, Fenner & Smith Inc., New York, New York, Raymond James & Associates, Inc., Memphis, Tennessee, and Duncan-Williams, Inc., Memphis, Tennessee, as underwriters for the Series 2013C Bonds (collectively, the "Underwriter"), providing for the sale of the Series 2013C Bonds to the Underwriter; and

WHEREAS, there has been prepared and submitted to the County the form of a Continuing Disclosure Agreement, to be dated the date of delivery thereof (the "Continuing Disclosure Agreement"), by and among the County, the Bank, the Commission and the Trustee; and

WHEREAS, there has been prepared and submitted to the County the form of an Intercept Agreement, to be dated the date of delivery thereof (the "<u>Intercept Agreement</u>"), by and between the Bank and the County and accepted by the Trustee, which provides additional security for the Series 2013C Bonds; and

WHEREAS, there has been prepared and submitted to the County the form of an Assignment Agreement, to be dated the date of delivery thereof (the "<u>Assignment Agreement</u>"), by and between the County and the Trustee; and

WHEREAS, to facilitate the advance refunding and defeasance of all or a portion of the outstanding Series 2006 Bonds (the "<u>Refunded Series 2006 Bonds</u>"), the Bank, the County and Hancock Bank, as escrow agent, will enter into an Escrow Deposit Trust Agreement, to be dated the day of delivery thereof (the "<u>Escrow Agreement</u>"); and

WHEREAS, the Series 2013C Bonds, when issued, will be on a parity of lien with any Series 2006 Bonds which remain outstanding following the issuance of the Series 2013C Bonds and the defeasance of the Refunded Series 2006 Bonds (the "Outstanding Series 2006 Bonds") and any Additional Bonds (as defined in the Indenture) with respect to Project Revenues and Intercept Moneys, as such terms are defined in the Indenture and the Loan Agreement; and

WHEREAS, it appears that the Indenture, the Loan Agreement, the Note, the Preliminary Official Statement, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Intercept Agreement, the Assignment Agreement, the Escrow Agreement and the Interlocal Agreement (collectively, the "Bond and Loan Documents") are in appropriate form and are appropriate documents for the purposes identified; and

WHEREAS, it is necessary and advisable and in the best interest of the County for the Governing Body, acting for and on behalf of the County, to enter into the Loan and authorize the sale of the Series 2013C Bonds as hereinafter provided; and

WHEREAS, it is proposed that the County should take all such additional actions, authorize the execution of such certificates, letters, documents, applications, reports and notices, and authorize such other actions and proceedings as shall be necessary in connection with the sale and issuance of the Series 2013C Bonds and the funding of the Loan to provide for the Series 2013C Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI, ACTING FOR AND ON BEHALF OF SAID COUNTY, AS FOLLOWS:

SECTION 1. Each and all of the facts and findings set forth in the premises clauses of this resolution are hereby found and determined to be true and accurate and are incorporated herein as though set forth again in words and figures.

SECTION 2. The Governing Body is authorized and empowered by the provisions of the Act and Section 65-1-8-(2)(z), Mississippi Code of 1972, as amended and supplemented from time to time, to borrow funds by entering into the Loan without the necessity of calling and holding an election on the question of the Loan to provide funds for the advance refunding and defeasance of the Refunded Series 2006 Bonds and other authorized purposes under the Act.

SECTION 3. The Series 2013C Bonds shall be issued in one or more series and each such series shall be tax-exempt special obligations of the Bank payable solely by the Bank from the Trust Estate (as defined in the Indenture) and other funds of the Bank pledged under the Indenture, which Trust Estate and funds include payments on the Note, payments under the Loan Agreement and payments pursuant to the Intercept Agreement and Interlocal Agreement.

SECTION 4. The form of the Indenture attached hereto as Exhibit A as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The Bank shall issue the Series 2013C Bonds in accordance with the terms and conditions set forth in the Indenture. The President of the Governing Body (the "President") and the Chancery Clerk of the County (the "Clerk") are hereby authorized and directed to approve and accept the Indenture with such changes, insertions and omissions as may be approved by such officers, said acceptance being conclusive evidence of such approval.

SECTION 5. The forms of the Loan Agreement and the Note attached hereto as Exhibit B as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby are, approved in substantially said forms. The President and Clerk are hereby authorized and directed to execute and deliver the Loan Agreement and the Note with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 6. The forms of the Preliminary Official Statement and Bond Purchase Agreement attached hereto as Exhibits C and D as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby are, approved in substantially said forms. The President and/or Clerk is hereby authorized and directed to execute and deliver, as applicable, the Preliminary Official Statement and the Bond Purchase Agreement with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The County hereby approves the sale of the Series 2013C Bonds to the Underwriter, together with any additional underwriters to be designated and approved by the Executive Director of the Bank, at the request of the Commission, with execution of the Bond Purchase Agreement being conclusive evidence of such approval.

SECTION 7. The form of the Continuing Disclosure Agreement attached hereto as Exhibit E as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk

is hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 8. The form of the Intercept Agreement attached hereto as Exhibit F as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk is hereby authorized and directed to execute and deliver the Intercept Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 9. The form of the Assignment Agreement attached hereto as Exhibit G as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk is hereby authorized and directed to execute and deliver the Assignment Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 10. The form of the Escrow Agreement attached hereto as Exhibit H as submitted to this meeting and made a part of this Resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk are hereby authorized and directed to execute and deliver the Escrow Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 11. The terms and provisions of the Interlocal Agreement, attached hereto as Exhibit I and made a part of this resolution as though set forth in full herein shall be, and the same hereby are, confirmed and ratified. If the Interlocal Agreement is required to be amended or supplemented, or a substantially similar new Interlocal agreement need be prepared, in connection with the issuance of the Series 2013C Bonds and the Series 2013C Project, the Governing Body hereby approves any such supplemented, amended or new Interlocal Agreement without further action of the Governing Body, and, in that regard, the President and/or the Clerk are hereby authorized and directed to approve and accept the Interlocal Agreement as the same may be so supplemented, amended or prepared, and to execute and deliver any such supplements, amendments or documents, for and on behalf of the County, with such changes, insertions and omissions as may be approved by such officers, said acceptance and execution being conclusive evidence of such approval.

SECTION 12. The County hereby acknowledges the communication of the Underwriter dated March 1, 2013 (the "<u>G-17 Disclosure</u>") attached hereto as Exhibit J and made a part of this resolution as though set forth in full herein. The President or the Clerk are hereby authorized and directed to approve and execute the G-17 Disclosure.

SECTION 13. The County hereby approves the Bank's negotiation of the sale of the Series 2013C Bonds to the Underwriter pursuant to the Bond Purchase Agreement, as evidence thereof, provided that the following conditions are met: (1) a net interest cost of not more than 6% for the Series 2013C Bonds; (2) approval by the Bank of the Bond Purchase Agreement evidenced by the Bank's execution of the Bond Purchase Agreement; (3) the term of the Series 2013C Bonds shall not exceed 13 years; (4) the aggregate principal amount of all Series 2013C Bonds shall not exceed \$110,000,000; (5) the Series 2013C Bonds may be issued in one or more series as shall be determined by the Executive Director of the Bank upon recommendation by Government

Consultants, Inc., as the County's financial advisor (the "<u>Financial Advisor</u>"); and (6) all other terms and provisions of the Series 2013C Bonds shall be in compliance with the Act.

SECTION 14. Hancock Bank, Jackson, Mississippi is hereby approved as the Trustee under the Indenture and the escrow agent under the Escrow Agreement.

SECTION 15. Upon the recommendation of the Financial Advisor, the County approves the Bank applying for a commitment for municipal bond insurance or any other form of credit enhancement from an insurance company providing financial guaranty insurance policies or financial institutions providing credit enhancement for revenue bonds such as the Series 2013C Bonds (the "Credit Provider"). The President, the Clerk and any other officer of the County are further authorized to execute and deliver commitments for the provision of credit enhancement and any additional documents and certificates, which are required by any Credit Provider to provide such credit enhancement in connection with the issuance of the Series 2013C Bonds. Any changes, insertions and omissions to the documents authorized herein, as may be required by the Credit Provider, in connection with the Series 2013C Bonds are to be approved by the President or the Clerk, the execution of the commitment for said credit enhancement being conclusive evidence of such approval. In anticipation of the provision of credit enhancement by any Credit Provider, the County hereby approves the references to the Credit Provider and such credit enhancement, and related documents, in the attached Bond and Loan Documents and the deletion or revision, as applicable, of said references if no credit enhancement is obtained in connection with the Series 2013C Bonds.

SECTION 16. The County herein approves the employment of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, as bond counsel, Mike Espy, PLLC, as counsel to the County, and the Financial Advisor in connection with the sale and issuance of the Series 2013C Bonds, and authorizes them to prepare the necessary resolutions, financing documents and offering documents for the subsequent sale and issuance of the Series 2013C Bonds and the Loan. The County herein approves the employment of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Jackson, Mississippi, and Adams & Reese LLP, Ridgeland, Mississippi, as counsel to the Underwriter in connection with the sale and issuance of the Series 2013C Bonds.

SECTION 17. The Executive Director of the Bank and the President and/or the Clerk are hereby authorized and directed to sign requisitions and perform such other acts as may be necessary to authorize the Trustee to pay on the date of issuance of the Series 2013C Bonds the costs of issuance of the Series 2013C Bonds and costs of the Loan; provided, however, total costs of issuance for the Series 2013C Bonds and the Loan shall not exceed 2.0% of the par amount of the Series 2013C Bonds (exclusive of Underwriter's discount and any credit enhancement costs).

SECTION 18. The President and the Clerk are authorized and directed to execute and deliver any additional documents, agreements, instruments, requisitions, acknowledgements, letters and certificates, which are required in connection with the sale and issuance of the Series 2013C Bonds and the Loan or in connection with any Bond Document. If the date of the issuance and delivery of the Note or the Series 2013C Bonds, or the execution and delivery of any of the documents attached hereto and adopted hereby occurs after April 30, 2013, then the President is hereby fully authorized to approve all applicable and necessary changes to the documents attached hereto or otherwise and related to such change to provide for the dating of documents for the appropriate month (including the Note and the Series 2013C Bonds), the execution of said documents being conclusive evidence of such approval, and no further action shall be required of the Governing Body to approve such date changes. Notwithstanding any other provision herein or in any attachments

hereto, the Governing Body further authorizes any necessary changes to the name or title or series designation of the Series 2013C Bonds or the Note and corresponding changes to any of the related documents attached hereto if it is determined, after consultation with the Financial Advisor, that it is in the best interest of the County for the Series 2013C Bonds to be issued in one or more tax-exempt series, as municipal bond market conditions may dictate.

SECTION 19. Except as otherwise expressly provided herein, nothing in this resolution or the Bond and Loan Documents, express or implied, is intended or shall be construed to confer upon any person or firm or corporation other than the Bank, the holders from time to time of the Series 2013C Bonds issued under the Indenture, the County, the Commission, MDOT and the Trustee, any right, remedy or claim, legal or equitable, under and by reason of this resolution or any of the provisions hereof or the Bond and Loan Documents or any provisions thereof.

SECTION 20. In case any one or more of the provisions of this resolution, the Bond and Loan Documents or the Series 2013C Bonds approved hereby shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, or any of the Bond and Loan Documents, as applicable, but this resolution or any of the Bond and Loan Documents, as applicable, shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained therein.

SECTION 21. Prior to their delivery, the Series 2013C Bonds may be validated pursuant to Section 31-13-1 *et seq.*, of the Mississippi Code of 1972, as amended and supplemented from time to time, by the Chancery Court of the First Judicial District of Hinds County, Mississippi.

SECTION 22. The President or the Clerk are, and each of them is hereby, authorized and directed to participate in the preparation and distribution of a final Official Statement (the "Official Statement") in substantially the form of the Preliminary Official Statement in connection with the sale and issuance of the Series 2013C Bonds.

SECTION 23. No stipulation, obligation or agreement herein contained or contained in any of the Bond and Loan Documents, as applicable, or other documents necessary to conclude the sale and issuance of the Series 2013C Bonds shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the County in such person's individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2013C Bonds or be subject to personal liability or accountability by reason of the sale and issuance thereof.

SECTION 24. When the Series 2013C Bonds are issued, the President or the Clerk are hereby authorized and directed to prepare and furnish to the Underwriter, the Bank, the Commission, MDOT and the Trustee certified copies of all the proceedings and records of the County relating to the Series 2013C Bonds and the Loan, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2013C Bonds and the Loan as such facts appear from the books and records in the President's or the Clerk's custody and control or as otherwise known to the President or the Clerk; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the County as to the truth of all statements contained therein.

SECTION 25. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such

documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2013C Bonds and the execution and delivery of each of the Bond and Loan Documents to which the County is a party or other documents necessary to conclude the sale and issuance of the Series 2013C Bonds and to document the County's compliance with the Act.

SECTION 26. The Executive Director or the Secretary of the Bank are hereby requested to sign and file or cause to be filed completed (a) one or more I.R.S. Form 8038-G "Information Return for Government Obligations" as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code"), in connection with the issuance of the Series 2013C Bonds and (b) any other I.R.S. forms and/or certificates required to be filed in connection with the Series 2013C Bonds.

SECTION 27. The President or the Clerk is hereby authorized to execute a nonarbitrage certification or agreement in order to comply with Section 148 of Code and the applicable regulations thereunder.

SECTION 28. This resolution shall serve as notice to the Bank of the County's desire to provide financing for the Series 2013C Project. The Bank hereby authorizes and approves (a) the advance refunding and defeasance of the Refunded Series 2006 Bonds at such times and on such dates and of such outstanding maturities thereof as determined by the County upon advice of the Financial Advisor, (b) Hancock Bank as trustee and paying agent for the Refunded Series 2006 Bonds providing any required notices of redemption in connection with the Series 2013C Project, and (c) Hancock Bank or Bond Counsel subscribing for U.S. Treasury Securities - State and Local Government Series, if such subscription is deemed necessary by the Financial Advisor in connection with the advance refunding and defeasance of the Refunded Series 2006 Bonds.

SECTION 29. Subject to the provisions of this resolution, the President or the Clerk be, and are hereby, authorized (a) to take such actions and to do such things as they shall deem appropriate and lawful to expedite the sale and issuance of the Series 2013C Bonds; (b) to make all final decisions (i) regarding the aggregate principal amount of the Series 2013C Bonds, (ii) the redemption provisions of the Series 2013C Bonds, (iii) the interest rates to be borne by the Series 2013C Bonds, (iv) the dated date of the Series 2013C Bonds, (v) the payment dates of the Series 2013C Bonds, (vi) the final maturity of the Series 2013C Bonds, and (c) to make all final determinations necessary to structure the Series 2013C Bonds and the advance refunding and defeasance of the Refunded Series 2006 Bonds.

SECTION 30. All acts and doings of the officers of the County which are in conformity with the purposes and intents of this resolution and in furtherance of the sale and issuance of the Series 2013C Bonds and the Loan, from time to time, and the execution, delivery and performance of each of the Bond and Loan Documents to which the County is a party and the Official Statement, shall be, and the same hereby are, in all respects approved and confirmed.

SECTION 31. This resolution shall become effective immediately and all resolutions and orders, or parts thereof, in conflict herewith are, to the extent of such conflict, repealed.

Supervisor ______ seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Supervisor John Bell Crosby	voted:
Supervisor Ronny Lott	voted:
Supervisor Gerald Steen	voted:
Supervisor Karl Banks	voted:
Supervisor Paul Griffin	voted:
	firmative vote of a majority of the members present, the resolution adopted, on this the 18 th day of March, 2013.
	PRESIDENT, BOARD OF SUPERVISORS
ATTEST:	
CLERK, BOARD OF SUPERVISORS	_
(SEAL)	

the

EXHIBIT A FORM OF THE INDENTURE

EXHIBIT B

FORM OF LOAN AGREEMENT

with

FORM OF NOTE

EXHIBIT C

FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT D

FORM OF BOND PURCHASE AGREEMENT

EXHIBIT E

FORM OF CONTINUING DISCLOSURE AGREEMENT

EXHIBIT F FORM OF INTERCEPT AGREEMENT

EXHIBIT G

FORM OF ASSIGNMENT AGREEMENT

EXHIBIT H FORM OF ESCROW AGREEMENT

EXHIBIT I INTERLOCAL AGREEMENT

EXHIBIT J

G-17 DISCLOSURE

ButlerSnow 15714291v1