

**WABASH COUNTY, INDIANA**

**RESOLUTION NO. I-2008**

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF  
WABASH, INDIANA, DECLARING OFFICIAL INTENT TO REIMBURSE  
EXPENDITURES FROM THE PROCEEDS OF ECONOMIC DEVELOPMENT  
REVENUE BONDS OF THE COUNTY**

WHEREAS, Wabash County, Indiana (the "County"), is authorized by Indiana Code 36-7-11.9, as amended, and Indiana Code 36-7-12, as amended (collectively, the "Act"), to issue revenue bonds under the Act for economic development facilities (as defined in the Act) to accomplish the purposes of the Act, and to make a loan of the proceeds from such bonds to a user (as defined in the Act) for the cost of acquisition, construction or installation of economic development facilities; and

WHEREAS, the Act defines "economic development facilities" to include any land, any interests in land, any site improvements, any infrastructure improvements, any buildings, any structures, any rehabilitation, renovation and enlargement of any buildings and structures, any machinery, any equipment and any furnishings for facilities for commercial or business activities; and

WHEREAS, the Act provides that the financing of economic development facilities that promote a substantial likelihood of creating or retaining opportunities for gainful employment serves a public purpose and will be of benefit to the health or general welfare of the unit proposing to issue bonds for the financing or of the unit where the facilities that are to be financed are located; and

WHEREAS, North Manchester Ethanol, LLC (the "Company"), has requested that the County issue tax-exempt obligations under the Act (the "Bonds") for economic development facilities to accomplish the purposes of the Act, and make a loan of the proceeds from the Bonds to the Company or an affiliate thereof for the cost of acquisition, construction or installation of certain economic development facilities, which economic development facilities will consist of any land, any interests in land, any site improvements, any infrastructure improvements, any buildings, any structures, any rehabilitation, renovation or enlargement of any buildings or structures, any machinery, any equipment or any furnishings for facilities for commercial or business activities, including, in particular, a dry mill ethanol production facility, which, in part, will process a waste product from such production into distillers dried grain with solubles (such economic development facilities, the "Project"); and

WHEREAS, the Bonds shall be payable solely from revenues derived from payments to be made by the Company or an affiliate thereof, shall not constitute a debt, liability or obligation of the County, the State of Indiana (the "State") or any political subdivision thereof, within the meaning of any constitutional or statutory provision or limitation, or a pledge of the faith and credit or taxing power of the County, the State or any political subdivision thereof and shall not be payable in any manner from revenues raised by taxation; and

WHEREAS, it is anticipated that the Company or an affiliate thereof will advance all or a portion of the costs of the Project prior to the issuance of the Bonds, with such advance to be repaid from proceeds of the Bonds upon the issuance thereof; and

WHEREAS, Section 1.150-2 of the Treasury Regulations on Income Tax (the "Reimbursement Regulations") specifies conditions under which a reimbursement allocation may be treated as an expenditure of bond proceeds, and the County intends by this Resolution to qualify amounts advanced by the Company or an affiliate thereof to the Project for reimbursement from proceeds of the Bonds in accordance with the requirements of the Reimbursement Regulations;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF WABASH, INDIANA, as follows:

1. The maximum principal amount of the Bonds expected to be issued for the Project is \$30,000,000.

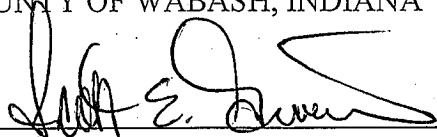
2. The Board of Commissioners of the County of Wabash, Indiana, hereby declares its official intent, on behalf of the County, to issue the Bonds to finance the costs of the Project and hereby declares that it reasonably expects to reimburse the advances of the Company or an affiliate thereof to the Project as anticipated by this Resolution.

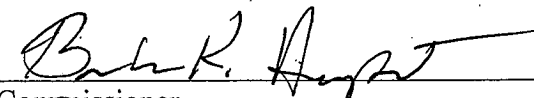
3. The Bonds shall be authorized by proper proceedings subsequent to this Resolution.

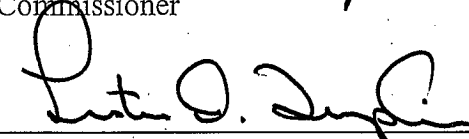
4. All prior resolutions and parts of resolutions, if any, insofar as they may be in conflict with this Resolution are hereby rescinded.

Adopted this 11 day of February 2008.

BOARD OF COMMISSIONERS OF THE  
COUNTY OF WABASH, INDIANA

  
\_\_\_\_\_  
Commissioner

  
\_\_\_\_\_  
Commissioner

  
\_\_\_\_\_  
Commissioner

Attest:

  
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County Auditor