

ORDINANCE AUTHORIZING THE COUNTY OF TIPPECANOE,
INDIANA, TO ISSUE ITS "COUNTY OF TIPPECANOE
POLLUTION CONTROL
REVENUE REFUNDING BONDS, SERIES 1991
(CATERPILLAR INC. PROJECT)" AND
LOAN THE PROCEEDS THEREOF TO CATERPILLAR, INC.
TO BE APPLIED TO THE REFUNDING OF THE OUTSTANDING
COUNTY OF TIPPECANOE POLLUTION CONTROL REVENUE BONDS,
SERIES A (CATERPILLAR TRACTOR CO. PROJECT),
AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT
THERE TO

WHEREAS, the County of Tippecanoe, Indiana (the "County"), is a municipal corporation and political subdivision of the State of Indiana and by virtue of Indiana Code 36-7-11.9 and Indiana Code 36-7-12-1 et seq., as amended (the "Act"), is authorized and empowered to adopt this ordinance (this "Bond Ordinance") and to carry out its provisions; and

WHEREAS, the Act provides that an issuer, pursuant to the Act, may issue revenue bonds and lend the proceeds thereof to a corporation for the purpose of financing costs of acquisition, construction and equipping of pollution control facilities or for the purpose of refunding outstanding pollution control revenue bonds issued under the Act; and

WHEREAS, the County issued Eight Million Seven Hundred Fifty Thousand Dollars (\$8,750,000) aggregate principal amount of its Pollution Control Revenue Bonds, Series A (Caterpillar Tractor Co. Project), dated as of May 1, 1980 (the "Prior Bonds"), and lent the proceeds thereof to Caterpillar Tractor Co., a California corporation ("Caterpillar Tractor Co."), to finance the acquisition, construction and equipping of certain pollution control facilities, consisting of a wastewater treatment and related equipment and materials located in the County (the "Project"); and

WHEREAS, Caterpillar inc., a Delaware corporation (the "Borrower"), the successor corporation to Caterpillar Tractor Co., desires that the County refund the Prior Bonds, which are currently outstanding in the aggregate principal amount of Eight Million Seven Hundred Fifty Thousand Dollars (\$8,750,000), through the issuance by the County of Eight Million Seven Hundred Fifty Thousand Dollars (\$8,750,000) aggregate principal amount of County of Tippecanoe Pollution Control Revenue Refunding Bonds, Series 1991 (Caterpillar Inc. Project) (the "Bonds"), and loaning the proceeds thereof to the Borrower to be applied to the refunding of the Prior Bonds on May 1, 1991; and

WHEREAS, the Tippecanoe County Economic Development Commission (the "Commission") has performed all actions required of it by the Act preliminary to the adoption of this Bond Ordinance and has approved and forwarded to this County Council the forms of (1) the Loan Agreement between the County and the Borrower dated as of May 1, 1991 (the "Loan Agreement") providing for the issuance and sale of the Bonds by the County, the loan by the County to the Borrower of the proceeds therefrom to be applied to the refunding of the Prior Bonds on May 1, 1991, and securing the payment of the Borrower's obligations to the County; (2) the Indenture of Trust between the County and Bank One, Indianapolis, NA, as trustee (the "Trustee"), dated as of May 1, 1991 (the "Indenture"), assigning the County's rights under the Loan Agreement to the Trustee for the benefit of the holders of the Bonds; (3) the form of the Bonds (contained in the Indenture); and (4) this Bond Ordinance (the foregoing documents are hereinafter referred to, collectively, as the "Loan Documents");

NOW, THEREFORE, BE IT ORDAINED BY THE COUNTY COUNCIL OF THE COUNTY OF TIPPECANOE, INDIANA, THAT:

Section 1. Finding of Public Benefit. This County Council hereby finds and determines that the Project is a "pollution control facility" as that phrase is used in the Act and that the financing of the Project, as approved by the Commission, and the refunding of the Prior Bonds, will be of benefit to the health and general welfare of the County and its citizens by abating, reducing and preventing pollution and by treating substances in materials being processed that otherwise would cause pollution when used, and complies with the Act; and this County Council hereby approves the proposed financing in the form approved by the Commission.

Section 2. Authorization of the Bonds. This County Council hereby authorizes the issuance, sale and delivery of the Bonds to refund the Prior Bonds.

Section 3. Terms of the Bonds. The Bonds shall (i) be in the aggregate principal amount of Eight Million Seven Hundred Fifty Thousand Dollars (\$8,750,000), (ii) be dated as of May 1, 1991, (iii) be executed at or prior to the closing date by the manual or facsimile signatures of The Board of Commissioners of the County of Tippecanoe (the "Board of Commissioners") and the Auditor of the County of Tippecanoe (the "Auditor"), (iv) bear interest from May 1, 1991, at variable rates of interest, subject to the option of the Borrower to convert such variable rates of interest to a fixed rate or fixed rates of interest, which shall not exceed twelve percent (12%) per annum, all in accordance with the Indenture, (v) mature on November 1, 2006, (vi) be payable as to interest in quarterly installments on February 1, May 1, August 1 and November 1 of each year commencing August 1, 1991, and continuing to and including November 1, 2006, except that, in the event the Borrower exercises its option to convert the interest rates on the Bonds to a fixed rate or fixed rates of interest, interest shall be payable in semi-annual installments thereafter on May 1 and November 1 of each year continuing to and including November 1, 2006, (vii) be issuable in denomination of \$5,000 and integral multiples thereof, (viii) be issued only in fully registered form, (ix) be payable through such medium and at such places as provided therein, and (x) be subject to optional and mandatory redemption as provided in the Loan Documents. The Bonds and the interest thereon do not and shall never constitute an indebtedness of, or a charge against the general credit or taxing power of, the County, but are limited obligations of the County payable solely from revenues and other amounts derived from the Loan Documents. Forms of the Loan Documents are before this meeting and are by this reference incorporated in this Bond Ordinance, and the Auditor is hereby directed to insert them into the minutes of this County Council and to keep them on file.

Section 4. Sale of the Bonds. The Board of Commissioners and the Auditor are hereby authorized and directed to sell the Bonds to or upon the order of the purchasers identified by Norwest Corporate Finance pursuant to the Indenture at a price of Eight Million Seven Hundred Fifty Thousand Dollars (\$8,750,000), representing one hundred percent (100%) of the par value thereof, plus accrued interest, if any (unless waived), payment of which shall be made to the Trustee under the Indenture.

Section 5. Loan Agreement. In order to provide for the commitment of the County to sell the Bonds and to provide for the loan of the proceeds of the Bonds to the Borrower to be applied to the refunding on the Prior Bonds and the payment by the Borrower of amounts sufficient to pay the principal of, premium, if any, and interest on the Bonds, the Board of Commissioners and the Auditor are hereby authorized and directed to execute and deliver, in the name of and on behalf of the County, the Loan Agreement in substantially the form submitted to this County Council, which is hereby approved in all respects.

Section 6. Indenture. In order to assign the County's rights under the Loan Agreement to the Trustee for the benefit of the holders of the Bonds, the Board of Commissioners and the Auditor are hereby authorized and directed to execute and deliver, in the name and on behalf of the County, the Indenture in substantially the form submitted to this County Council (which includes the form of the Bonds), which is hereby approved in all respects.

Section 7. Bonds. The Board of Commissioners and the Auditor are hereby authorized and directed to execute and deliver, in the name of and on behalf of the County, the Bonds in substantially the form submitted to this County Council, which is hereby approved in all respects.

Section 8. Execution. The Board of Commissioners and the Auditor are hereby authorized and directed to execute and deliver, in the name and on behalf of the County, the Bonds (in the form contained in the Indenture), the Loan Agreement and the Indenture. The Board of Commissioners and the Auditor are hereby authorized, without further approval of this County Council or the Commission, to approve such changes in the Loan Documents as may be permitted by Act, such approval to be conclusively evidenced by their execution thereof.

Section 9. General. The Board of Commissioners and the Auditor are each hereby authorized and directed, in the name and on behalf of the County, to execute any and all agreements, documents, certificates and instruments, perform any and all acts, approve any and all matters, and do any and all things deemed by them, or any and all matters, and do any and all things deemed by them, or any of them, to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of this Bond Ordinance (including the preambles hereto and the documents mentioned herein), the issuance and sale of the Bonds, the securing of the Bonds under the Loan Documents and the refunding of the Prior Bonds.

Section 10. Binding Effect. The provisions of this Bond Ordinance and the Loan Documents to which the County is a party shall constitute a binding contract between the County and the holders of the Bonds, and after issuance of the Bonds this Bond Ordinance shall not be repealed or amended in any respect which would adversely affect the rights of the holders of the Bonds as long as the Bonds or interest thereon remains unpaid.

Section 11. Repeal. All ordinances or parts of ordinances in conflict herewith are hereby repealed.

Section 12. Effective Date. This Bond Ordinance shall be in full force and effect immediately upon his adoption by this County Council and approval by the Presiding Officer.

Section 13. Copies of Loan Documents of File. Two copies of the Loan Documents incorporated into this Bond Ordinance were duly filed in the office of the Auditor and are available for public inspection in accordance with Indiana Code 36-1-5-4.

PASSED AND ADOPTED by the County Council of the County of Tippecanoe, Indiana, on the 23rd day of April, 1991.

COUNTY COUNCIL OF THE
COUNTY OF TIPPECANOE, INDIANA

Absent

James A. Andrew

Gene Jones
Gene Jones

Edgar B. Harger
Edgar B. Harger

John L. Knochel
John L. Knochel

Lillian E. Cote
Lillian E. Cote

Stephen M. Lange
Stephen M. Lange

Betty J. Michael
ATTEST: Betty J. Michael
Auditor

C. Wesley Shook
C. Wesley Shook

Presented by me to the Presiding Officer of the County Council of the County of Tippecanoe, Indiana, on this 23rd day of April 1991, at the hour of 2:00 p.m.

Betty J. Michael
Betty J. Michael, Auditor

Approved and signed by me on this 23rd day of April, 1991, at the hour of 2:00 p.m.

Edgar B. Harger
Edgar B. Harger, Presiding Officer
of the County Council of the
County of Tippecanoe, Indiana