

**New Issue**  
**Book-Entry Only**

**Rated: S&P Global Ratings: “AA Stable”**  
**(See “Bond Rating” herein)**

In the opinion of Barnes & Thornburg LLP, Indianapolis, Indiana, under existing laws, interest on the Bonds (as hereinafter defined) is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended and in effect on the date of issuance of the Bonds. The interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax. However, such interest is included in the “adjusted financial statement income” of certain corporations that are subject to the alternative minimum tax. In the opinion of Barnes & Thornburg LLP, Indianapolis, Indiana, under existing laws, interest on the Bonds is exempt from income taxation in the State of Indiana, except for the Indiana financial institutions tax. See “TAX MATTERS” and Appendix C herein.

**\$28,015,000\***

**Johnson County, Indiana**

**Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge)**

Original Date: Date of Delivery

Due: January 15 and July 15 as shown below

The Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge) (the “Bonds”), are being issued by Johnson County, Indiana (the “County”), as fully registered bonds pursuant to Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended and Ordinance No. 2024-05, adopted by the County Council of the County (the “Council”) on July 8, 2024. Principal of the Bonds is payable at maturity, upon the surrender thereof at the designated corporate trust office of the Registrar and Paying Agent, The Huntington National Bank (the “Registrar” and “Paying Agent”). Interest on the Bonds is payable on January 15 and July 15, commencing January 15, 2025, by check mailed one business day prior to the interest payment date to the registered owners thereof as of the first day of the month in which interest is payable (the “Record Date”) at the addresses as they appear on the registration books kept by the Registrar or if the Bonds are registered in the name of the nominee of The Depository Trust Company (“DTC”), payments will be made by the Paying Agent, by wire transfer on the payment date in same-day funds. The Bonds are issuable in denominations of \$5,000 or any integral multiple thereof. The Bonds shall bear interest from the date of delivery at the rates per annum and mature on the dates and in the principal amounts shown on the following page.

The Bonds will be issued initially under a book-entry-only system, registered in the name of Cede & Co., as registered bondholder and nominee for DTC. DTC will act as securities depository for the Bonds. Individual purchasers of the book-entry interest in the Bonds will not receive certificates representing their interest in the Bonds. So long as Cede & Co., as nominee of DTC is the registered owner of the Bonds, references herein to the Holders, bondholders or registered owners shall mean Cede & Co., rather than the owners of the book-entry interests with respect to the Bonds, except with regards to certain obligations of the County under the Continuing Disclosure Agreement entered into by the County and for the benefit of the registered owners or the Beneficial Owners (as defined under “CONTINUING DISCLOSURE” herein) of the Bonds. See the “SECURITIES BEING OFFERED” and “CONTINUING DISCLOSURE” herein.

Pursuant to Indiana Code 5-1-14-4, as amended, the County has irrevocably pledged the revenue generated by County’s local income tax rate for correctional facilities and rehabilitation facilities in the County pursuant to Indiana Code 6-3.6-6-2.7 (the “Correctional Facilities LIT Revenues”), to the payment of the Bonds on parity with the Johnson County Local Income Tax Revenue Bonds, Series 2020 A (with property tax pledge), issued on January 30, 2020 and any obligations hereafter ranking on a parity therewith. The Correctional Facilities LIT Revenues received by the County are immediately subject to the lien of this pledge without any further act. The Bonds shall, to the extent that the Correctional Facilities LIT Revenues are insufficient for such purpose, be payable from ad valorem property taxes to be levied on all taxable property in the County, as more fully described in this Official Statement. See “SECURITIES BEING OFFERED - Security and Sources of Payment” herein.

The County has not designated the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

**THE BONDS WILL MATURE ON THE DATES AND  
IN THE AMOUNTS AS SHOWN ON THE FOLLOWING PAGE.**

The Bonds are being offered when, as and if issued by the County and received by the Underwriter, subject to prior sale, to withdrawal or modification of the offer without notice, and to the approving legal opinion by Barnes & Thornburg, LLP, Indianapolis, Indiana, bond counsel to the County. It is expected that the Bonds in definitive form will be available for delivery through DTC in New York, New York, on or about October 31, 2024. See “LEGAL MATTERS” herein.

**RAYMOND JAMES**

*This cover page contains certain information for quick reference only. It is not a summary of the issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.*

\*Preliminary, subject to change.

This Preliminary Official Statement and the information contained herein are subject to completion and amendment. The Bonds may not be sold nor may an offer to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**\$28,015,000\***  
**Johnson County, Indiana**  
**Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge)**

**MATURITY SCHEDULE\***

<u>Maturity</u>	<u>Principal</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP<sup>(1)</sup></u>	<u>Maturity</u>	<u>Principal</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP<sup>(1)</sup></u>
1/15/2026	\$450,000				7/15/2035	720,000			
7/15/2026	\$460,000				1/15/2036	740,000			
1/15/2027	\$475,000				7/15/2036	755,000			
7/15/2027	\$485,000				1/15/2037	775,000			
1/15/2028	\$495,000				7/15/2037	795,000			
7/15/2028	\$510,000				1/15/2038	815,000			
1/15/2029	\$520,000				7/15/2038	835,000			
7/15/2029	\$535,000				1/15/2039	855,000			
1/15/2030	\$550,000				7/15/2039	875,000			
7/15/2030	\$565,000				1/15/2040	900,000			
1/15/2031	\$575,000				7/15/2040	920,000			
7/15/2031	\$590,000				1/15/2041	945,000			
1/15/2032	\$605,000				7/15/2041	970,000			
7/15/2032	\$620,000				1/15/2042	990,000			
1/15/2033	\$635,000				7/15/2042	1,015,000			
7/15/2033	\$650,000				1/15/2043	1,045,000			
1/15/2034	\$670,000				7/15/2043	1,070,000			
7/15/2034	\$685,000				1/15/2044	1,095,000			
1/15/2035	\$700,000				7/15/2044	1,125,000			

- (1) The above-referenced CUSIP numbers have been assigned by an independent company not affiliated with the County or the Underwriter, and are included solely for the convenience of the holders of the Bonds. None of the County or the Underwriter are responsible for the selection or uses of such CUSIP numbers, and no representation is made as to their correctness on the Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of such maturities.

\*Preliminary, subject to change.

## REGARDING USE OF THIS OFFICIAL STATEMENT

No dealer, broker, salesman or other person has been authorized by the County or the Underwriter to give any information or to make any representations with respect to the Bonds other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been furnished by the County and other sources which are believed to be reliable, but such information is not guaranteed as to accuracy or completeness, and is not to be construed as a representation, by the Underwriter. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the County since the date hereof.

The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of that information.

In connection with this offering, the Underwriter may overallocate or effect transactions that stabilize or maintain the market price of the Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

The Bonds have not been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or under any state securities or "blue sky" laws. The Bonds are offered pursuant to an exemption from registration with the Securities and Exchange Commission.

### CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

Certain statements included in or incorporated by reference in this Official Statement that are not purely historical are "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended, and reflect the County's current expectations, hopes, intentions, or strategies regarding the future. Such statements may be identifiable by the terminology used such as "plan," "expect," "estimate," "budget," "intend" or other similar words.

THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INCLUDED IN SUCH RISKS AND UNCERTAINTIES ARE (i) THOSE RELATING TO THE POSSIBLE INVALIDITY OF THE UNDERLYING ASSUMPTIONS AND ESTIMATES, (ii) POSSIBLE CHANGES OR DEVELOPMENTS IN SOCIAL, ECONOMIC, BUSINESS, INDUSTRY, MARKET, LEGAL AND REGULATORY CIRCUMSTANCES, AND (iii) CONDITIONS AND ACTIONS TAKEN OR OMITTED TO BE TAKEN BY THIRD PARTIES, INCLUDING CUSTOMERS, SUPPLIERS, BUSINESS PARTNERS AND COMPETITORS, AND LEGISLATIVE, JUDICIAL AND OTHER GOVERNMENTAL AUTHORITIES AND OFFICIALS. ASSUMPTIONS RELATED TO THE FOREGOING INVOLVE JUDGMENTS WITH RESPECT TO, AMONG OTHER THINGS, FUTURE ECONOMIC, COMPETITIVE, AND MARKET CONDITIONS AND FUTURE BUSINESS DECISIONS, ALL OF WHICH ARE DIFFICULT OR IMPOSSIBLE TO PREDICT ACCURATELY. FOR THESE REASONS, THERE CAN BE NO ASSURANCE THAT THE FORWARD-LOOKING STATEMENTS INCLUDED IN THIS OFFICIAL STATEMENTS WILL PROVE TO BE ACCURATE.

REFERENCES TO WEB SITE ADDRESSES PRESENTED HEREIN ARE FOR INFORMATIONAL PURPOSES ONLY AND MAY BE IN THE FORM OF A HYPERLINK SOLELY FOR THE READER'S CONVENIENCE. UNLESS SPECIFIED OTHERWISE, SUCH WEB SITES AND THE INFORMATION OR LINKS CONTAINED THEREIN ARE NOT INCORPORATED INTO, AND ARE NOT PART OF THIS FINAL OFFICIAL STATEMENT FOR THE PURPOSES OF, AND AS THAT TERM IS DEFINED IN, SEC RULE 15C2-12.

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## PROJECT PERSONNEL

Names and positions of County personnel and professionals who have taken part in the planning of the Project and the Bonds are:

### County Council

Pamela Burton - President  
Ron Bates  
Ron Deer  
John Ditmars  
Melinda Griesemer  
Jonathan T. Myers  
John Mallers

### County Commissioners

Brian Baird  
Kevin Walls  
Ron West

### County Attorney

Adam Gadberry

### County Auditor

Elizabeth Alvey

### Bond Counsel

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11 South Meridian Street  
Indianapolis, IN 46204

### Municipal Advisor

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Post Office Box 542  
Greenwood, IN 46142

*This introduction to the Official Statement contains certain information for quick reference only. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.*

## **PRELIMINARY OFFICIAL STATEMENT**

**\$28,015,000\***

### **JOHNSON COUNTY, INDIANA LOCAL INCOME TAX REVENUE BONDS, SERIES 2024 (WITH PROPERTY TAX PLEDGE)**

#### **INTRODUCTION TO THE OFFICIAL STATEMENT**

Johnson County, Indiana (the “County”) is issuing its Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge) (the “Bonds”), in the aggregate principal amount of \$28,015,000\*.

#### **PURPOSE**

The proceeds from the Bonds will be used by the County to pay the cost of acquiring, constructing, installing, rehabilitating and equipping certain correctional facilities and rehabilitation facilities and buildings related thereto, all of which are to be located east of the existing County Jail on the existing Highway Department site, consisting of all or any portion of: (1) the acquisition, construction and installation of a new Johnson County Community Corrections and Adult Probation Facility; (2) the acquisition and installation of miscellaneous law enforcement, security, medical and utility equipment; (3) the acquisition and installation of other appurtenant equipment and the making of site improvements related thereto; and (4) the preliminary expenses related thereto and all incidental expenses incurred in connection therewith, including necessary engineering, design and related activities (collectively, the “Project”); as well as paying related and incidental expenses to be incurred in connection therewith and on account of the issuance of the Bonds

#### **SECURITY AND SOURCES OF PAYMENT**

Pursuant to Indiana Code 5-1-14-4, as amended, the County has irrevocably pledged the revenue generated by the County’s correctional facilities and rehabilitation facilities local income tax rate (the “Correctional Facilities LIT Rate”) pursuant to Indiana Code 6-3.6-6-2.7 a (the “Correctional Facilities LIT Revenues”), to the payment of the Bonds on parity with the Johnson County Local Income Tax Revenue Bonds, Series 2020 A (with property tax pledge), issued on January 30, 2020 and any obligations hereafter ranking on a parity therewith. The Correctional Facilities LIT Revenues received by the County are immediately subject to the lien of this pledge without any further act. The Bonds shall, to the extent that the Correctional Facilities LIT Revenues are insufficient for such purpose, be payable from ad valorem property taxes to be levied on all taxable property in the County (“Property Tax Revenues”). See “SECURITIES BEING OFFERED - Security and Sources of Payment” herein.

#### **CIRCUIT BREAKER TAX CREDIT**

The Indiana General Assembly has enacted legislation (Indiana Code Title 6, Article 1.1, Chapter 20.6), which provides taxpayers with a tax credit for all property taxes in an amount that exceeds a percentage of the gross assessed value of real and personal property eligible for the credit (“Circuit Breaker Tax Credit”). If applicable, the Circuit Breaker Tax Credit will result in the reduction of property tax collections for each political subdivision in which the Circuit Breaker Tax Credit is applied. The legislation requires local governments to fund their debt service obligations regardless of any reduction in property tax collections due to the application of the Circuit Breaker Tax Credit. The State may intercept funds to pay debt service. (See “PROCEDURES FOR PROPERTY ASSESSMENT, TAX LEVY AND COLLECTION - Circuit Breaker Tax Credit” herein.).

\*Preliminary, subject to change.

## REDEMPTION PROVISIONS

The Bonds shall be subject to redemption at the option of the County prior to maturity beginning on July 15, 2034\*, or any date thereafter.

The Bonds may be issued as Term Bonds at the discretion of the Raymond James & Associates, Inc. (the “Underwriter”) and in that case, would be subject to mandatory sinking fund redemption as more fully described herein.

## DENOMINATIONS

The Bonds are being issued in the denominations of \$5,000 or integral multiples thereof.

## DTC/BOOK-ENTRY

The Bonds shall initially be issued and held in book-entry form. The Depository Trust Company, New York, New York (“DTC”), will act as securities depository for the Bonds. The Bonds will be fully-registered in the name of Cede & Co. (DTC’s partnership nominee). See “SECURITIES BEING OFFERED - Book-Entry-Only System” herein.

## PROVISIONS FOR PAYMENT

Interest on the Bonds is payable January 15 and July 15 commencing January 15, 2025. When issued, the Bonds will be registered in the name of and held by Cede & Co., as nominee for DTC, New York, New York (“DTC”). Purchases of beneficial interests in the Bonds will be made in book-entry-only form. Purchasers of beneficial interests in the Bonds (the “Beneficial Owners”) will not receive physical delivery of certificates representing their interests in the Bonds. For so long as the Bonds are held in book-entry-only form, payments of principal of and interest on the Bonds will be paid by The Huntington National Bank (the “Registrar” and the “Paying Agent”) only to DTC or its nominee. Neither the County nor the Paying Agent will have any responsibility for a Beneficial Owner’s receipt from DTC or its nominee, or from any Direct Participant (as hereinafter defined) or Indirect Participant (as hereinafter defined), of any payments of principal of or interest on any Bonds. See “SECURITIES BEING OFFERED - Book-Entry-Only System” herein.

## TAX MATTERS

In the opinion of Barnes & Thornburg LLP, Indianapolis, Indiana (“Bond Counsel”), under existing laws, interest on the Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended and in effect on the date of issuance of the Bonds (the “Code”). The interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax. However, such interest is included in the “adjusted financial statement income” of certain corporations that are subject to the alternative minimum tax. The opinion of Bond Counsel is based on certain certifications, covenants and representations of the County and is conditioned on continuing compliance therewith. In the opinion of Bond Counsel, under existing laws, interest on the Bonds is exempt from income taxation in the State for all purposes, except for the State financial institutions tax. See Appendix C for the form of opinion of Bond Counsel.

The Bonds have not been designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code.

## AUTHORITY FOR ISSUANCE OF THE BONDS

The County is issuing the Bonds in the aggregate principal amount of \$28,015,000\* pursuant to Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended, and Ordinance

\*Preliminary, subject to change

No. 2024-05, adopted by the Council on July 8, 2024 (the “Bond Ordinance”). See Appendix D for a copy of the Bond Ordinance.

MISCELLANEOUS

The information contained in this Official Statement has been compiled from County officials and other sources deemed to be reliable. The Official Statement speaks only as of its date, and the information contained herein is subject to change.

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not representations of fact, and no representation is made that any of the estimates will be realized. This Official Statement does not constitute a contract with the owners of the Bonds.

**THE PROJECT**

The proceeds from the Bonds will be used by the County for the purpose of paying the cost of the Project, as well as paying related and incidental expenses to be incurred in connection therewith and on account of the issuance of the Bonds.

ESTIMATED SOURCES AND USES OF FUNDS

<u>SOURCES:</u>	
Par Amount of Bonds	\$28,015,000 *
Cash	7,985,250
Net Original Premium	-
	<hr/>
Total Sources	*

<u>USES:</u>	
Deposit to Project Fund	
Underwriter's Discount	
Cost of Issuance	
	<hr/>
Total Uses	-
	<hr/>



SCHEDULE OF AMORTIZATION OF \$28,015,000 PRINCIPAL  
AMOUNT OF LOCAL INCOMVE TAX REVENUE BONDS, SERIES 2024  
(WITH PROPERTY TAX PLEDGE) \*

Payment	
<u>Date</u>	<u>Principal</u>
1/15/2025	-
7/15/2025	-
1/15/2026	450,000
7/15/2026	460,000
1/15/2027	475,000
7/15/2027	485,000
1/15/2028	495,000
7/15/2028	510,000
1/15/2029	520,000
7/15/2029	535,000
1/15/2030	550,000
7/15/2030	565,000
1/15/2031	575,000
7/15/2031	590,000
1/15/2032	605,000
7/15/2032	620,000
1/15/2033	635,000
7/15/2033	650,000
1/15/2034	670,000
7/15/2034	685,000
1/15/2035	700,000
7/15/2035	720,000
1/15/2036	740,000
7/15/2036	755,000
1/15/2037	775,000
7/15/2037	795,000
1/15/2038	815,000
7/15/2038	835,000
1/15/2039	855,000
7/15/2039	875,000
1/15/2040	900,000
7/15/2040	920,000
1/15/2041	945,000
7/15/2041	970,000
1/15/2042	990,000
7/15/2042	1,015,000
1/15/2043	1,045,000
7/15/2043	1,070,000
1/15/2044	1,095,000
7/15/2044	<u>1,125,000</u>
	\$28,015,000

\*Preliminary, subject to change.

## SECURITIES BEING OFFERED

### AUTHORITY FOR ISSUANCE OF THE BONDS

The County is issuing the Bonds in the aggregate principal amount of \$28,015,000\* pursuant to Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended, and the Bond Ordinance.

### SECURITY AND SOURCES OF PAYMENT

Pursuant to Indiana Code 5-1-14-4, as amended, the County has irrevocably pledged the Correctional Facilities LIT Revenues to the payment of the Bonds and on parity with the Local Income Tax Revenue Bonds, Series 2020A. The Correctional Facilities LIT Revenues received by the County are immediately subject to the lien of this pledge without any further act. The Bonds shall, to the extent that the Correctional Facilities LIT Revenues are insufficient for such a purpose, be payable from Property Tax Revenues.

Principal and Interest Account. Five days prior to each January 15 and July 15 there shall be deposited in the Principal and Interest Account (the “Principal and Interest Account”) of the Sinking Fund (the “Sinking Fund”) established pursuant to the Bond Ordinance, an amount of Correctional Facilities LIT Revenues, which, together with any money contained in the Principal and Interest Account, is sufficient to pay the principal of and interest on the Bonds and any Parity Obligations (as hereinafter defined under the sub caption – “Additional Bonds”) due on the following January 15 or July 15. No such deposit need be made into the Principal and Interest Account if the amount contained therein is sufficient to pay such amounts. All money in the Principal and Interest Account shall be used and withdrawn solely for the purpose of paying the principal of and interest on the Bonds and any Parity Obligations, including accrued interest on any such obligations purchased or redeemed prior to maturity.

Please refer to the Bond Ordinance in Appendix D for a greater description of the Principal and Interest Account, the Sinking Fund and the flow of funds thereunder.

### RISKS TO BONDHOLDERS

Prospective investors in the Bonds should be aware that there are risk factors associated with the Bond:

- (1) The County will pay principal and interest on the Bonds from Correctional Facilities LIT Revenues. There are certain risks associated with Correctional Facility LIT Revenues. To the extent that Correctional Facilities LIT Revenues are insufficient to pay the principal of and interest on the Bonds, the Bonds are payable from the Property Tax Revenues. Appendix A to this Official Statement contains a projection of the certified distributions of the Correctional Facilities LIT Revenues to be received by the County compared to the annual debt service on the Bonds. The Correctional Facilities LIT Revenues to be received by the County in the future may differ materially from such projections.
  - a. Adverse economic conditions in the County, the State of Indiana ( the “State”) or the United States could result in a reduction in the adjusted gross income of qualifying taxpayers in the County, and therefore, could result in a reduction in the County’s Correctional Facilities LIT Revenue.
  - b. Local area or Statewide delinquencies in State income tax collections could result in reduced Correctional Facilities LIT Revenues.
  - c. The General Assembly of the State, or an administrative agency with jurisdiction in the matter could enact new laws or regulations or interpret, amend, alter, change or modify, or a court of competent jurisdiction could interpret, the laws or regulations governing the collection, distribution, definition or accumulation of the Correctional Facilities LIT Revenues in a fashion that would adversely affect the owners of the Bonds.
  - d. Correctional Facilities LIT Revenues can vary considerably from year to year depending on the amount of LIT Revenues collected from taxpayers.

Beginning in 2020, before June 1 of each calendar year, the State Budget Agency must provide the DLGF and the County Auditor with an estimate of the amount of LIT Revenues that will be distributed to the County. This gives the County time to include in its budget a property tax levy in an amount sufficient to meet the debt service due in the subsequent bond year which the budget is being prepared to the extent that the portion of the certified LIT Revenues consisting of the Correctional Facilities LIT Revenues is determined to be insufficient.

The certified income tax distribution is based on actual income tax returns filed and processed from July 1 of the prior year through June 30 of the current year, adjusted for any refunds.

The local income tax distribution is paid from actual revenues collected in the year following the certification. If the actual revenue collected is less than the certified distribution amount, this could cause a reduction in certified local income tax distributions in future years.

- (2) In the event of delayed billing, collection or distribution by the County Auditor of ad valorem property taxes levied on the County, sufficient Property Tax Revenues may not be available to the County in time to pay debt service on the Bonds when due. This risk is inherent in all property tax supported obligations.

If the County fails to pay any debt service obligations payable from ad valorem property taxes during a calendar year when due, the State Treasurer, upon notification from the bondholder or trustee, shall pay the unpaid debt service obligation from money in possession of the State that would otherwise be available for distribution to the County under any other law, deducting such payment from the amount distributed. A deduction must be made: (a) first, from local income tax distributions; and (b) second, from any other undistributed funds of the County in possession of the State.

#### SUMMARY OF THE COUNTY'S LIT REVENUES

The County Council imposed the County Adjusted Gross Income Tax pursuant to Indiana Code 6-3.5-1.1 ("CAGIT Statute") at a rate of 1.0% on adjusted gross income of County taxpayers (Collectively, "CAGIT"), and the County has been a recipient of a distributive share of the revenues from CAGIT.

In 2015, the General Assembly enacted P.L. 243-2015, as amended by P.L. 197-2016 and, as further amended by P.L. 247-2017, to consolidate the various local income tax laws, including those applicable to CAGIT, the County Option Income Tax ("COIT"), the County Economic Development Income Tax ("EDIT"), public safety income taxes, property tax replacement income taxes, and special purpose local income taxes into a uniform law and to transition each county from such "former taxes" into a single local income tax ("LIT") governed by Indiana Code 6-3.6 (the "LIT Statute" and revenues derived from the local income taxes under the LIT Statute are collectively referred to herein as "LIT Revenues") which became effective July 1, 2015.

The LIT Statute combined the previous income taxes into a single income tax with three components consisting of (a) a special purpose rate (rate established by special legislation to fund special projects); (b) a property tax relief rate (maximum rate of 1.25%) ("Property Tax Relief Rate"); and (c) expenditure rate (maximum rate of 2.5%) ("Expenditure Rate"). The property tax relief was recodified under the property tax relief rate, and CAGIT, including the public safety rate, and EDIT were recodified as part of the Expenditure Rate.

The LIT Statute also provides that the total combined local income tax rate in effect in a county on May 1, 2016 under the former statutes continue in effect after that date and is treated as the tax rate imposed under the LIT Statute. In the County, the total current income tax rate, is 1.40% on the adjusted gross income of local taxpayers in the County, which includes a 1.40% Expenditure Rate and 0.00% Property Tax Relief Rate.

For counties that originally imposed CAGIT, the revenue categorized from the first twenty-five hundredths percent (0.25%) of the Expenditure Rate is allocated to all school corporations and civil taxing units in the county. The remaining revenue from the Expenditure Rate is allocated by the adopting body, before July 1 of each year, to either: (i) public safety purposes; (ii) economic development purposes; or (iii) certified shares, and

the allocation may be by either dollar amounts or based on the property taxes imposed by the civil taxing units in the county. Currently, 1.00% of the Expenditure Rate is allocated to certified shares (“Certified Shares”), 0.20% of the Expenditure Rate is allocated to correctional facilities purposes, and 0.20% is allocated for economic development purposes.

The State General Assembly allowed a county fiscal body to adopt a local income tax rate dedicated to paying for correctional and rehabilitation facilities up to an amount of 0.30% for up to 25 years. The revenue generated by the tax rate is distributed directly to the county and shall be maintained in a separate fund used only to pay for correctional and rehabilitation facilities in the county. The County imposed an increase under this legislation in the amount of 0.20%, pursuant to the Rate Ordinance. This increase constituted the Correctional Facilities LIT rate and is pledged to the payment of debt service of the bonds the remainder may be used for operating expenses for correctional and rehabilitation facilities in the County.

A local taxpayer under Indiana Code 6-3.6-2-13 means any individual who (i) resides in the County on the date specified in Indiana Code 6-3.6-8-3, or (ii) maintains a principal place of business or employment in the County on the date specified in Indiana Code 6-3.6-8-3 and who does not on that same date reside in another county in which a local income tax under Indiana Code 6-3.6 is in effect. LIT Revenues are distributed on the first regular business day of each month.

LIT Revenues are collected by the State and deposited in a special account within the State general fund. When LIT Revenues are certified each August for distribution in the following year, it will be based on the actual income taxes filed and processed from July 1<sup>st</sup> of the preceding year through June 30<sup>th</sup> of the current year, adjusted for refunds. The certified distribution will be distributed to the counties in equal amounts on the first business day of each month of the ensuing calendar year. The amount of LIT Revenues to be distributed may be reduced to offset any overpayments of LIT Revenues made to a county in a prior year.

Before August 2 of each calendar year, the State Budget Agency must provide the Department of Local Government Finance (the “DLGF”) and the county auditor of each adopting county an estimate of the amount that will be distributed to the county, based on known tax rates. Not later than fifteen (15) days after receiving the estimate of the certified distribution the DLGF is required to determine for each taxing unit and notify the county auditor of the estimated amount of property tax credits, school distributions, public safety revenue, economic development revenue, certified shares, and special purpose revenue that will be distributed to the taxing unit during the ensuing calendar year. Not later than thirty (30) days after receiving the DLGF’s estimate, the county auditor shall notify each taxing unit of the amounts estimated for the taxing unit.

#### ADDITIONAL BONDS

- (1) The County reserves the right to issue or enter into bonds, leases or other obligations entitled to the pledge of the Correctional Facilities LIT Revenues on a parity with the Bonds and in accordance with the requirements set forth below (the “Parity Obligations”). The authorization and issuance of Parity Obligations shall be subject to the following conditions precedent.
  - (a) All payments due under the Bonds and on any Parity Obligations payable from the Correctional Facilities LIT Revenues shall be current to date in accordance with the terms thereof, with no payment in arrears.
  - (b) The County shall have received a certificate prepared by an independent, qualified accountant or feasibility consultant certifying that the amount of the Correctional Facilities LIT Revenues estimated to be received in each succeeding year shall be at least equal to one hundred twenty-five percent (125%) of the debt service and lease rental requirements with respect to the Bonds, any outstanding Parity Obligations and the proposed Parity Obligations for each respective year during the term of the Bonds, any outstanding Parity Obligations and the proposed Parity Obligations. If on or before the date of issuance of the proposed Parity Obligations, the Council shall have finally approved an increase in the rate at which the Correctional Facilities LIT Rate is imposed or extended the period of its effectiveness, if then

authorized under State law, the Correctional Facilities LIT Revenues estimate described in the preceding sentence may be adjusted to take the increased Correctional Facilities LIT Rate or effective period into account. The County shall approve and confirm the figures and estimates set forth in the above-described certificate in any resolution or ordinance authorizing the Parity Obligations.

(c) Payments of any Parity Obligations or bonds, leases or obligations with a lien on the Correctional Facilities LIT Revenues subordinate to the lien thereon of the Bonds and any Parity Obligations shall be payable semiannually on January 15 and July 15.

(2) The terms and conditions of any Parity Obligations shall be set forth in the ordinance or resolution authorizing such Parity Obligations

#### PAYMENT OF PRINCIPAL AND INTEREST

The cover page sets forth information relating to the date, interest rates, maturity dates and amounts of maturities and denominations of the Bonds. Interest on the Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Interest on the Bonds is payable January 15 and July 15, commencing January 15, 2025.

When issued, the Bonds will be registered in the name of and held by Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”). Purchases of beneficial interests in the Bonds will be made in book-entry-only form. Beneficial Owners will not receive physical delivery of certificates representing their interests in the Bonds. For so long as the Bonds are held in book-entry-only form, payments of principal of and interest on the Bonds will be paid by the Paying Agent only to DTC or its nominee. Neither the County nor the Paying Agent will have any responsibility for a Beneficial Owner’s receipt from DTC or its nominee, or from any Direct Participant (as hereinafter defined) or Indirect Participant (as hereinafter defined), of any payments of principal of or interest on any Bonds. See “SECURITIES BEING OFFERED - Book-Entry-Only System” herein.

#### REDEMPTION

*Optional Redemption.* The Bonds shall be subject to redemption prior to maturity at the option of the County, beginning on or after July 15, 2034\*, or any date thereafter, in whole or in part, in any order of maturities selected by the County any by lot within maturity, at 100% of face value, plus interest accrued to the date fixed for redemption without any premium.

*Term Bond Option.* If the term bond option is selected, Bonds designated as term bonds shall be subject to mandatory redemption at par and accrued interest on the dates and in the amounts corresponding to the semiannual principal maturities set forth on the cover page of this Official Statement.

If the term bond option is selected, the Paying Agent shall credit against the mandatory sinking fund requirement for the term bonds, in the order determined by the District, any Bonds of such maturity delivered to the Registrar for cancellation or purchased for cancellation by the Paying Agent and canceled by the Registrar and not theretofore applied as a credit against any redemption obligation. Each term bond so delivered or canceled shall be credited by the Paying Agent at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory redemption date, and any excess of such amount shall be credited to future redemption obligations, in the order determined by the District, and the principal amount of Bonds of such maturity to be redeemed by operation of the mandatory sinking fund requirements shall be accordingly reduced; provided, however, the Paying Agent shall only credit such Bonds to the extent such are received on or before 45 days preceding the applicable mandatory redemption date.

\*Preliminary, subject to change.

*Partial Redemption.* If the term bond option is selected, the Bonds shall be called for redemption in multiples of \$5,000. The Bonds in denominations of more than \$5,000 shall be treated as representing the number of Bonds obtained by dividing the denomination of the Bond by \$5,000 within a maturity. The Bonds may be redeemed in part. In the event of redemption of Bonds in part, upon surrender of the Bonds to be redeemed, a new Bonds or Bonds in an aggregate principal amount equal to the unredeemed portion of the Bond surrendered shall be issued to the registered owner.

*Notice of Redemption.* If the term bond option is selected, notice of redemption shall be mailed by first-class mail or by registered or certified mail to the address of the registered owner as shown on the registration record of the Building Corporation, as of the date which is 45 days prior to such redemption date, not less than 30 days prior to the date fixed for redemption. The notice shall specify the date and place of redemption, the redemption date and the CUSIP numbers of the Bonds called for redemption. Interest on the Bonds so called for redemption shall cease on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price on the date so named. No failure or defect in the notice of redemption by the Registrar with respect to a particular Bond shall affect the validity of the redemption of any other Bond for which notice has been properly given.

If the term bond option is selected, for so long as the Bonds are held in book-entry-only form, the Registrar will send notices of redemption of the Bonds only to DTC or its nominee, as the registered owner of the 2022 Bonds, in accordance with the preceding paragraphs. Neither the Building Corporation nor the Registrar will have any responsibility for any Beneficial Owners' receipt from DTC or its nominee, or from any Direct Participant or Indirect Participant, of any notices of redemption. See "Book-Entry-Only System" herein.

#### BOOK-ENTRY-ONLY SYSTEM

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct

Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however,

expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, defaults and proposed amendments to the Bond Ordinance. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the Record Date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

Principal, premium and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the County or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the County or the Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC.

The information in this sub caption concerning DTC and DTC's book-entry system has been obtained from sources that the County believes to be reliable, but the County takes no responsibility for the accuracy thereof.

### DISCONTINUATION OF BOOK-ENTRY-ONLY SYSTEM

In the event that the book-entry system for the Bonds is discontinued, the Registrar would provide for the registration of the Bonds in the name of the Beneficial Owners thereof. The County and the Registrar would treat the person in whose name any Bond is registered as the absolute owner of such Bond for the purposes of making and receiving payment of the principal thereof and interest thereon, and for all other purposes, except as otherwise described under the caption, "CONTINUING DISCLOSURE," and neither the County nor the Registrar would be bound by any notice or knowledge to the contrary.

Each Bond would be transferable or exchangeable only upon the presentation and surrender thereof at the corporate trust office of the Registrar, duly endorsed for transfer or exchange, or accompanied by a written assignment duly executed by the owner or its authorized representative in form satisfactory to the Registrar. Upon due presentation of any Bonds for transfer or exchange, the Registrar would authenticate and deliver in exchange therefor, within a reasonable time after such presentation, a new Bond or Bonds, registered in the name of the transferee or transferees (in the case of a transfer), or the owner (in the case of an exchange), in authorized denominations and of the same maturity and aggregate principal amount and bearing interest at the same rate as the Bond or Bonds so presented. The County or the Registrar would require the owner of any Bonds to pay a sum sufficient to cover any tax, fee or other governmental charge required to be paid in connection with the transfer or exchange of such Bonds.

### PROCEDURES FOR PROPERTY ASSESSMENT, TAX LEVY AND COLLECTION

Article 10, Section 1 of the Constitution of the State of Indiana ("Constitutional Provision") provides that, for property taxes first due and payable in 2012 and thereafter, the Indiana General Assembly shall, by law, limit a taxpayer's property tax liability to a specified percentage of the gross assessed value of the taxpayer's real and personal property. The Indiana General Assembly enacted legislation (Indiana Code Title 6, Article 1.1, Chapter 20.6), which implements the Constitutional Provision and provides taxpayers with a tax credit for all property taxes in an amount that exceeds a certain percentage of the gross assessed value of eligible property. See "CIRCUIT BREAKER TAX CREDIT" herein for further details on the levy and collection of property taxes.

Real and personal property in the State is assessed each year as of January 1. On or before August 1 of each year, the County Auditor must submit a certified statement of the assessed value of each taxing unit for the ensuing year to the Department of Local Government Finance ("DLGF"). The DLGF shall make the certified statement available on its gateway website located at <https://gateway.ifionline.org/> ("Gateway"). The County Auditor may submit an amended certified statement at any time before the preceding year, the date by which the DLGF must certify the taxing units' budgets.

The certified statement of assessed value is used when the governing body of a local taxing unit meets to establish its budget for the next fiscal year (January 1 through December 31) and to set tax rates and levies. In preparing the taxing unit's estimated budget, the governing body must consider the net property tax revenue that will be collected by the taxing unit during the ensuing year, after taking into account the DLGF's estimate of the amount by which the taxing unit's distribution of property taxes will be reduced by the application of the Circuit Breaker Tax Credit (as defined in the summary of "CIRCUIT BREAKER TAX CREDIT" herein), after taking into account the DLGF's estimate of the maximum amount of net property tax revenue and miscellaneous revenue that the taxing unit will receive in the ensuing year and after taking into account all payments for debt service obligations that are to be made by the taxing unit during the ensuing year. Before August 1 of each year, the DLGF shall provide to each taxing unit an estimate of the amount by which the taxing unit's distribution of property taxes will be reduced.

The taxing unit must submit the following information to the DLGF via Gateway: (i) its estimated budget; (ii) the estimated maximum permissible tax levy, as determined by the DLGF; (iii) the current and proposed tax levies of each fund; (iv) the percentage change between the current and proposed tax levies of each fund; (v) the



estimated amount, determined by the DLGF, by which the taxing unit's property taxes may be reduced by the Circuit Breaker Tax Credit; (vi) the amount of excess levy appeals to be requested, if any; (vii) the time and place at which the taxing unit will conduct a public hearing related to the information submitted to Gateway; and (viii) the time and place at which the taxing unit or appropriate fiscal body will meet to fix the budget, tax rate and levy of the taxing unit. The taxing unit must submit the information listed in (i)-(viii) above on Gateway at least ten days prior to the date of the public hearing. The public hearing must be completed at least ten days before the taxing unit meets to fix the budget, tax rate and tax levy, which by statute must each be established no later than November 1. If an ordinance to fix the budget, tax rate, and tax levy of a city other than a consolidated city is either vetoed by the mayor or is considered vetoed (by the failure of the mayor to act on the ordinance within ten days after presentation), and the veto is effective on a date later than October 1, the city's legislative body has thirty days from the effective date of the veto to override the veto to fix the budget, tax rate and tax levy for the ensuing budget year. If a taxing unit does not fix the budget, tax rate, and tax levy, then the most recent annual appropriations and annual tax levy are continued for the ensuing year.

The budget, tax levy and tax rate of each taxing unit are subject to review by the DLGF, and the DLGF shall certify the tax rates and tax levies for all funds of taxing units subject to the DLGF's review. The DLGF may not increase a taxing district's budget by fund, tax rate or tax levy to an amount which exceeds the amount originally fixed by the taxing unit unless the taxing unit meets all of the following: (i) the increase is requested in writing by the taxing unit; (ii) the requested increase is published on the DLGF's advertising internet website; and (iii) notice is given to the county fiscal body of the DLGF's correction.

The DLGF must complete its review and certification of budgets, tax rates and levies on or before December 31 of the calendar year immediately preceding the ensuing calendar year unless a taxing unit in the county is issuing debt after December 1 in the year preceding the budget year, intends to file a levy shortfall appeal, or the deadline for a city in the county to adopt its budget, tax rate and tax levy has been extended due to the veto of the ordinance adopting the budget, tax rate and tax levy veto or the ordinance is considered to have been vetoed due to the mayor's failure to timely act on the ordinance.

On or before March 15, the County Auditor prepares the tax duplicate, which is a roll of property taxes payable in that year. The County Auditor publishes a notice of the tax rate in accordance with Indiana statutes. The County Treasurer mails tax statements at least 15 days prior to the date that the first installment is due (due dates may be delayed due to a general reassessment or other factors). Property taxes are due and payable to the County Treasurer in two installments on May 10 and November 10, unless the mailing of tax bills is delayed or a later due date is established by order of the DLGF. If an installment of property taxes is not completely paid on or before the due date, a penalty of 10% of the amount delinquent is added to the amount due; unless the installment is completely paid within thirty (30) days of the due date and the taxpayer is not liable for delinquent property taxes first due and payable in a previous year for the same parcel, the amount of the penalty is five percent (5%) of the amount of the delinquent taxes. On May 11 and November 11 of each year after one year of delinquency, an additional penalty equal to 10% of any taxes remaining unpaid is added. The penalties are imposed only on the principal amount of the delinquency. Property becomes subject to tax sale procedures after 15 months of delinquency. The County Auditor distributes property tax collections to the various taxing units on or about June 30 after the May 10 payment date and on or about December 31 after the November 10 payment date.

Personal property values are assessed January 1 of every year and are self-reported by property owners to assessors using prescribed forms. The completed personal property return must be filed with the assessors no later than May 15. Pursuant to State law, personal property is assessed at its actual historical cost less depreciation, in accordance with 50 IAC 4.2, the DLGF's Rules for the Assessment of Tangible Personal Property. Effective July 1, 2019, pursuant to IC 6-1.1-3-7.2, State law automatically exempts from property taxation the acquisition cost of a taxpayer's total business personal property in a county if the total business personal property is less than forty thousand dollars (\$40,000) for that assessment date.

Pursuant to State law, real property is valued for assessment purposes at its "true tax value" as defined in the Real Property Assessment Rule, 50 IAC 2.4, the 2011 Real Property Assessment Manual ("Manual"), as incorporated into 50 IAC 2.4 and the 2011 Real Property Assessment Guidelines, Version A ("Guidelines"), as adopted by the DLGF. P.L. 204-2016, SEC. 3, enacted in 2016, retroactive to January 1, 2016, amended State

law to provide that "true tax value" for real property does not mean the value of the property to the user and that true tax value shall be determined under the rules of the DLGF. As a result of P.L. 204-2016, the DLGF has begun the process of amending the Manual. In the case of agricultural land, true tax value shall be the value determined in accordance with the Guidelines and IC 6-1.1-4, as amended by P.L. 180-2016. Except for agricultural land, as discussed below, the Manual permits assessing officials in each county to choose any acceptable mass appraisal method to determine true tax value, taking into consideration the ease of administration and the uniformity of the assessments produced by that method. The Guidelines were adopted to provide assessing officials with an acceptable appraisal method, although the Manual makes it clear that assessing officials are free to select from any number of appraisal methods, provided that they produce "accurate and uniform values throughout the jurisdiction and across all classes of property". The Manual specifies the standards for accuracy and validation that the DLGF uses to determine the acceptability of any alternative appraisal method. "Net Assessed Value" or "Taxable Value" represents the "Gross Assessed Value" less certain deductions for mortgages, veterans, the aged, the blind, economic revitalization areas, resource recovery systems, rehabilitated residential property, solar energy systems, wind power devices, hydroelectric systems, geothermal devices and tax-exempt property. The "Net Assessed Value" or "Taxable Value" is the assessed value used to determine tax rates.

Changes in assessed values of real property occur periodically as a result of general reassessments, as well as when changes occur in the property value due to new construction or demolition of improvements. Since July 1, 2013, and before May 1 of every fourth year thereafter, the county assessor is required to prepare and submit to the DLGF a reassessment plan for the county. Since 2015, the DLGF must complete its review and approval of the reassessment plan before January 1 of the year following the year in which the reassessment plan is submitted by the county. The reassessment plan must divide all parcels of real property in the county into four (4) different groups of parcels. Each group of parcels must contain approximately twenty-five percent (25%) of the parcels within each class of real property in the county. All real property in each group of parcels shall be reassessed under the county's reassessment plan once during each four (4) year cycle. The reassessment of a group of parcels in a particular class of real property shall begin on May 1 of a year, and must be completed on or before January 1 of the year after the year in which the reassessment of the group of parcels begins. For real property included in a group of parcels that is reassessed, the reassessment is the basis for taxes payable in the year following the year in which the reassessment is to be completed. The county may submit a reassessment plan that provides for reassessing more than twenty-five percent (25%) of all parcels of real property in the county in a particular year. A plan may provide that all parcels are to be reassessed in one (1) year. However, a plan must cover a four (4) year period. All real property in each group of parcels shall be reassessed under the county's reassessment plan once during each reassessment cycle. The most recent cyclical reassessment began on May 1, 2018 and was to be completed in the first quarter of 2019 for taxes due and payable in 2020. Since 2007, all real property assessments are revalued annually to reflect market value based on comparable sales data ("Trending"). When a change in assessed value occurs, a written notification is sent to the affected property owner. If the owner wishes to appeal this action, the owner may file a petition requesting a review of the action. This petition must be filed with the county assessor in which the property is located within 45 days after the written notification is given to the taxpayer or May 10 of that year, whichever is later. While the appeal is pending, the taxpayer may pay taxes based on the current year's tax rate and the previous or current year's assessed value.

## CIRCUIT BREAKER TAX CREDIT

### *Description of Circuit Breaker:*

Article 10, Section 1 of the Constitution of the State of Indiana (the "Constitutional Provision") provides that, for property taxes first due and payable in 2012 and thereafter, the Indiana General Assembly shall, by law, limit a taxpayer's property tax liability to a specified percentage of the gross assessed value of the taxpayer's real and personal property. Indiana Code § 6-1.1-20.6 (the "Statute") authorizes such limits in the form of a tax credit for all property taxes in an amount that exceeds the gross assessed value of real and personal property eligible for the credit (the "Circuit Breaker Tax Credit"). For property assessed as a homestead (as defined in Indiana Code § 6-1.1-12-37), the Circuit Breaker Tax Credit is equal to the amount by which the property taxes attributable to the homestead exceed 1% of the gross assessed value of the homestead. Property taxes attributable to the gross

assessed value of other residential property, agricultural property, and long-term care facilities are limited to 2% of the gross assessed value, property taxes attributable to other non-residential real property and personal property are limited to 3% of the gross assessed value. The Statute provides additional property tax limits for property taxes paid by certain senior citizens.

If applicable, the Circuit Breaker Tax Credit will result in a reduction of property tax collections for each political subdivision in which the Circuit Breaker Tax Credit is applied. Political subdivisions may not increase their property tax levy or borrow money to make up for any property tax revenue shortfall due to the application of the Circuit Breaker Tax Credit.

The Constitutional Provision excludes from the application of the Circuit Breaker Tax Credit property taxes first due and payable in 2012, and thereafter, that are imposed after being approved by the voters in a referendum. The Statute codifies this exception, providing that, with respect to property taxes first due and payable in 2012 and thereafter, property taxes imposed after being approved by the voters in a referendum will not be considered for purposes of calculating the limits to property tax liability under the provisions of the Statute.

The Statute requires political subdivisions to fully fund the payment of outstanding debt service or lease rental obligations payable from property taxes ("Debt Service Obligations"), regardless of any reduction in property tax collections due to the application of the Circuit Breaker Tax Credit. Upon: (i) the failure of a political subdivision to pay any of its Debt Service Obligations; and (ii) notification of that event to the treasurer of the State by a claimant; the treasurer of State is required to pay the unpaid Debt Service Obligations from money in the possession of the State that would otherwise be available to the political subdivision under any other law. A deduction must be made: (i) first, from local income tax distributions that would otherwise be distributed to the political subdivision; and (ii) second, from any other undistributed funds of the political subdivision in possession of the State.

The Statute categorizes property taxes levied to pay Debt Service Obligations as "protected taxes," regardless of whether the property taxes were approved at a referendum, and all other property taxes as "unprotected taxes." The total amount of revenue to be distributed to the fund for which the protected taxes were imposed shall be determined without applying the Circuit Breaker Tax Credit. The application of the Circuit Breaker Tax Credit must reduce only the amount of unprotected taxes distributed to a fund. The Issuer may allocate the reduction by using a combination of unprotected taxes of the political subdivision in those taxing districts in which the Circuit Breaker Tax Credit caused a reduction in protected taxes. The tax revenue and each fund of any other political subdivisions must not be affected by the reduction.

If the allocation of property tax reductions to funds receiving only unprotected taxes is insufficient to offset the amount of the Circuit Breaker Tax Credit, the revenue for a fund receiving protected taxes will also be reduced. If a fund receiving protected taxes is reduced, the Statute provides that a political subdivision may transfer money from any other available source in order to meet its Debt Service Obligations. The amount of this transfer is limited to the amount by which the protected taxes are insufficient to meet Debt Service Obligations.

The Issuer cannot predict the timing, likelihood or impact on property tax collections of any future actions taken, amendments to the Constitution of the State of Indiana or legislation enacted, regulations or rulings promulgated or issued to implement any such regulations, statutes or the Constitutional Provision described above or of future property tax reform in general. There has been no judicial interpretation of this legislation. In addition, there can be no assurance as to future events or legislation that may affect the Circuit Breaker Tax Credit or the collection of property taxes by the County.

In March 2016, the Indiana General Assembly passed legislation which revises the factors used to calculate the assessed value of agricultural land. This legislation is retroactive to the January 1, 2016, assessment date and applies to each assessment date thereafter. The revised factors enacted in the legislation may reduce the total assessed value of agricultural land, which could shift property tax liability from agricultural property owners to other property owners. In addition, the reduction in the assessed value of agricultural land may result in a reduction of the total assessed value of a county. A lower assessed value of a county will result in higher tax rates in order for a county to receive its approved property tax levy. See "PROCEDURES FOR PROPERTY ASSESSMENT, TAX LEVY AND COLLECTION" herein.

*Estimated Circuit Breaker Tax Credit for the County:*

According to the DLGF, the Circuit Breaker Tax Credits allocable to the County for budget years 2022, 2023 and 2024 are \$2,253,646.28, \$3,059,605.96 and \$2,566,973.24, respectively. These estimates do not include the estimated debt service on the Bonds.

The Circuit Breaker Tax Credit amounts above do not reflect the potential effect of any further changes in the property tax system or methods of funding local government that may be enacted by the Indiana General Assembly in the future. The effects of these changes could affect the Circuit Breaker Tax Credit and the impact could be material. Other future events, such as the loss of a major taxpayer, reductions in assessed value, increases in property tax rates of overlapping taxing units or the reduction in local income taxes applied to property tax relief could increase effective property tax rates and the amount of the lost revenue due to the Circuit Breaker Tax Credit, and the resulting increase could be material.

**POTENTIAL IMPACTS RESULTING FROM EPIDEMICS OR PANDEMICS**

Public Health Emergencies Could Negatively Affect the District's Operations. Regional, national or global public health emergencies, such as the outbreak of the novel coronavirus ("COVID-19" or the "Pandemic"), could have materially adverse regional, national or global economic and social impacts causing, among other things, the promulgation of local or state orders limiting certain activities, extreme fluctuations in financial markets and contraction in available liquidity, prohibitions of gatherings and public meetings in such places as entertainment venues extensive job losses and declines in business activity across important sectors of the economy, impacts on supply chain and availability of resources, declines in business and consumer confidence that negatively impact economic conditions or cause an economic recession. The County cannot predict the extent to which its operations or financial condition may decline nor the amount of increased costs, if any, that may be incurred by the Issuer associated with operating during any public health emergencies, including, but not limited to, the amount of (1) costs to clean, sanitize and maintain its facilities, (2) costs to hire substitute employees, (3) costs to acquire supporting goods and services, or (4) costs to operate remotely and support the employees of the Issuer. Accordingly, the County cannot predict the effect any public health emergencies will have on the finances or operations of the County or whether any such effects will have a material adverse effect on the ability to support payment of debt service on the Bonds.

**LITIGATION**

To the knowledge of the County, there is no litigation pending or threatened against the County which questions or affects the validity of the Bonds or any proceedings or transactions relating to the issuance, sale or delivery thereof.

**LEGAL MATTERS**

Certain legal matters incident to the issuance of the Bonds and with regard to the tax status of the interest thereon (see "TAX MATTERS") will be passed upon by Bond Counsel. A signed copy of that opinion, dated and premised on facts and law existing as of the date of original delivery of the Bonds, will be delivered to the purchaser at the time of the original delivery of the Bonds.

The engagement of Bond Counsel is limited generally to the examination of the documents contained in the transcript of proceedings and the law incident to rendering the approving legal opinion referred to above and the rendering of such approving legal opinion. In its capacity as Bond Counsel, the firm has reviewed those portions of this Official Statement under the captions "LEGAL MATTERS," "TAX MATTERS," "ORIGINAL ISSUE DISCOUNT" and "AMORTIZABLE BOND PREMIUM" and Appendix hereto. Bond Counsel has not examined or attempted to examine and verify any of the financial or statistical statements or data contained in this Official Statement. Bond Counsel has not participated in the preparation of this Official Statement and will not pass upon its accuracy, completeness or sufficiency.

## TAX MATTERS

In the opinion of Bond Counsel, under existing laws, interest on the Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Code. The opinion of Bond Counsel is based on certain certifications, covenants and representations of the County and is conditioned on continuing compliance therewith. In the opinion of Bond Counsel, under existing laws, interest on the Bonds is exempt from income taxation in the State for all purposes, except the State financial institutions tax. See Appendix C for the form of opinion of Bond Counsel.

The Code imposes certain requirements which must be met subsequent to the issuance of the Bonds as a condition to the excludability of the interest on the Bonds from gross income for federal income tax purposes. Noncompliance with such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issue, regardless of the date on which noncompliance occurs. Should the Bonds bear interest that is not excludable from gross income for federal income tax purposes, the market value of the Bonds would be materially and adversely affected.

The interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax. However, such interest is included in the "adjusted financial statement income" of certain corporations that are subject to the alternative minimum tax." The Bonds are not "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code.

Indiana Code 6-5.5 imposes a franchise tax on certain taxpayers (as defined in Indiana Code 6-5.5) which, in general, include all corporations which are transacting the business of a financial institution in the State. The franchise tax is measured in part by interest excluded from gross income under Section 103 of the Code minus associated expenses disallowed under Section 265 of the Code.

Although Bond Counsel will render an opinion that interest on the Bonds is excludable from gross income for federal income tax purposes and exempt from State income tax, the accrual or receipt of interest on the Bonds may otherwise affect an owner's federal or state tax liability. The nature and extent of these other tax consequences will depend upon the owner's particular tax status and the owner's other items of income or deduction. Bond Counsel expresses no opinion regarding any other such tax consequences. Prospective purchasers of the Bonds should consult their own tax advisors with regard to the other tax consequences of owning the Bonds.

The foregoing does not purport to be a comprehensive description of all of the tax consequences of owning the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors with respect to the foregoing and other tax consequences of owning the Bonds.

## ORIGINAL ISSUE DISCOUNT

The initial public offering prices of the Bonds maturing on \_\_\_\_\_, 20\_\_, through and including \_\_\_\_\_, 20\_\_ (collectively the "Discount Bonds"), are less than the principal amounts thereof payable at maturity. As a result, the Discount Bonds will be considered to be issued with original issue discount. The difference between the initial public offering price of each maturity of the Discount Bonds, as set forth on the cover page of this Official Statement (assuming it is the first price at which a substantial amount of that maturity is sold) (the "Issue Price" for such maturity), and the amount payable at its maturity, will be treated as "original issue discount." The original issue discount on each of the Discount Bonds is treated as accruing daily over the term of such Discount Bond on the basis of the yield to maturity determined on the basis of compounding at the end of each six-month period (or shorter period from the date of the original issue) ending on January 15 and July 15 (with straight line interpolation between compounding dates). An owner who purchases a Discount Bond in the initial public offering at the Issue Price for such maturity will treat the accrued amount of original issue discount as interest which is excludable from the gross income of the owner of that Discount Bond for federal income tax purposes.

Section 1288 of the Code provides, with respect to tax-exempt obligations such as the Discount Bonds, that the amount of original issue discount accruing each period will be added to the owner's tax basis for the Discount

Bonds. Such adjusted tax basis will be used to determine taxable gain or loss upon disposition of the Discount Bonds (including sale, redemption or payment at maturity). Owners of Discount Bonds who dispose of Discount Bonds prior to maturity should consult their tax advisors concerning the amount of original issue discount accrued over the period held and the amount of taxable gain or loss upon the sale or other disposition of such Discount Bonds prior to maturity.

The original issue discount that accrues in each year to an owner of a Discount Bond may result in certain collateral federal income tax consequences. Owners of any Discount Bonds should be aware that the accrual of original issue discount in each year may result in a tax liability from these collateral tax consequences even though the owners of such Discount Bonds will not receive a corresponding cash payment until a later year.

Owners who purchase Discount Bonds in the initial public offering but at a price different from the Issue Price for such maturity should consult their own tax advisors with respect to the tax consequences of the ownership of the Discount Bonds.

The Code contains certain provisions relating to the accrual of original issue discount in the case of subsequent purchasers of bonds such as the Discount Bonds. Owners who do not purchase Discount Bonds in the initial public offering should consult their own tax advisors with respect to the tax consequences of the ownership of the Discount Bonds.

Owners of Discount Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Discount Bonds. It is possible under the applicable provisions governing the determination of state or local income taxes that accrued interest on the Discount Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment until a later year.

### **AMORTIZABLE BOND PREMIUM**

The initial public offering prices of the Bonds maturing on \_\_\_\_\_, 20\_\_, through and including \_\_\_\_\_, 20\_\_ (collectively, the “Premium Bonds”), are greater than the principal amounts thereof payable at maturity or on an earlier call date. As a result, the Premium Bonds will be considered to be issued with amortizable bond premium (the “Bond Premium”). An owner who acquires a Premium Bond in the initial public offering will be required to adjust the owner’s basis in the Premium Bond downward as a result of the amortization of the Bond Premium, pursuant to Section 1016(a)(5) of the Code. Such adjusted tax basis will be used to determine taxable gain or loss upon the disposition of the Premium Bonds (including sale, redemption or payment at maturity). The amount of amortizable Bond Premium will be computed on the basis of the taxpayer’s yield to maturity, with compounding at the end of each accrual period. Rules for determining (i) the amount of amortizable Bond Premium and (ii) the amount amortizable in a particular year are set forth in Section 171(b) of the Code. No income tax deduction for the amount of amortizable Bond Premium will be allowed pursuant to Section 171(a)(2) of the Code, but amortization of Bond Premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining other tax consequences of owning the Premium Bonds. Owners of the Premium Bonds should consult their tax advisors with respect to the precise determination for federal income tax purposes of the treatment of Bond Premium upon the sale or other disposition of such Premium Bonds and with respect to the state and local tax consequences of owning and disposing of the Premium Bonds.

Special rules governing the treatment of Bond Premium, which are applicable to dealers in tax-exempt securities, are found in Section 75 of the Code. Dealers in tax-exempt securities are urged to consult their own tax advisors concerning the treatment of Bond Premium.

### **LEGAL OPINIONS AND ENFORCEABILITY OF REMEDIES**

The enforceability of the rights and remedies of the registered owners of the Bonds under the Bond Ordinance are in many respects dependent upon judicial actions which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title 11 of the United States Code (the federal bankruptcy code), the enforceability of the rights and remedies under the Bond Ordinance may be limited.

The legal opinion to be delivered concurrently with the delivery of the Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by the valid exercise of the constitutional powers of the State and the United States of America and bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally, and by general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law). Those exceptions would encompass any exercise of federal, State or local police powers (including the police powers of the County and the State), in a manner consistent with the public health and welfare. The enforceability of the Bond Ordinance, in a situation where such enforcement may adversely affect the public health and welfare, may be subject to those police powers.

### **CONTINUING DISCLOSURE**

Pursuant to continuing disclosure requirements promulgated by the Securities and Exchange Commission (“SEC”) in SEC Rule 15c2-12, as amended to the date hereof (the “SEC Rule”), the County will enter into a Continuing Disclosure Agreement (the “Undertaking”), to be dated the date of closing of the Bonds. Pursuant to the terms of the Undertaking, the District agrees to provide the information and event notices detailed in the Undertaking, the form of which is attached hereto as Appendix F.

The purpose of the Undertaking is to enable the Underwriter to purchase the Bonds by providing for an Undertaking by the County in satisfaction of the SEC Rule. The Undertaking is solely for the benefit of the owners of the Bonds and creates no new contractual or other rights for the SEC, underwriters, brokers, dealers, municipal securities dealers, potential customers, other obligated persons or any other third party. The sole remedy against the County for any failure to carry out any provision of the Undertaking shall be for specific performance of the County disclosure obligations under the Undertaking and not for money damages of any kind or in any amount or any other remedy. The County’s failure to honor its covenants under the Undertaking shall not constitute a breach or default of the Bonds or the Resolution.

The County may, from time to time, amend or modify the Undertaking without the consent of or notice to the owners of the Bonds if either (a)(i) such amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the County, or type of business conducted; (ii) the Undertaking, as so amended or modified, would have complied with the requirements of the SEC Rule on the date of execution of the Undertaking, after taking into account any amendments or interpretations of the SEC Rule, as well as any change in circumstances; and (iii) such amendment or modification does not materially impair the interests of the holders of the Bonds, as determined either by (A) nationally recognized bond counsel or (B) an approving vote of the holders of the Bonds pursuant to the terms of the Resolution at the time of such amendment or modification; or (b) such amendment or modification (including an amendment or modification which rescinds the Undertaking) is permitted by the SEC Rule, then in effect.

The County may, at its sole discretion, utilize an agent in connection with the dissemination of any annual financial information required to be provided by the County pursuant to the terms of the Undertaking. The County retains a dissemination agent to assist with the County’s continuing disclosure requirements pursuant the Undertaking.

In the previous five years, the County has not fully complied with its previous undertakings including, but not limited to, the following instances: the 2019 Audited Financial Statements and 2019 Financial Information and Operating Data were not posted to the Local Income Tax Revenue Bonds, Series 2020A (With Property Tax Pledge) (the “LIT Bonds”) and a table was not included with the Financial Information and Operating Data for years 2019-2022 for the LIT Bonds. A table was not included with the Financial Information and Operating Data for years 2021-2023 for the General Obligation Bonds, Series 2021A, General Obligation Bonds, Series 2022 and General Obligation Bonds, Series 2023 (collectively, the “GO Bonds”). Remedial filings were done and the missing information is now posted to the LIT Bonds and the GO Bonds as of the date of the Official Statement. A Notice of Incurrence of Financial Obligation for the issuance of the County’s General Obligation Bonds, Series 2020A (the “2020A GO Bonds”) was not posted. The 2020A GO Bonds have matured so no filing will be done.

## **BOND RATING**

S&P Global Ratings (“S&P”) has assigned a bond rating of “AA Stable” to the Bonds. Such rating reflects only the view of S&P and any explanation of the significance of such rating may only be obtained from S&P.

The rating is not a recommendation to buy, sell or hold the Bonds, and such rating may be subject to revision or withdrawal at any time by S&P. Any downward revision or withdrawal of the rating may have an adverse effect upon the market price of the Bonds.

The County did not apply to any other rating service for a rating on the Bonds.

## **UNDERWRITING**

The Underwriter has agreed, subject to certain conditions, to purchase all, but not less than all, of the Bonds from the County at a purchase price of \$\_\_\_\_\_ (which represents the par amount of \$\_\_\_\_\_, less the Underwriter’s discount of \$\_\_\_\_\_, plus [net] original issue [discount] [premium] of \$\_\_\_\_\_).

The Underwriter will be obligated to purchase all the Bonds, if any of the Bonds are purchased. The Bonds may be offered and sold to certain dealers (including underwriters and other dealers depositing such Bonds into investments trusts).

The Underwriter and its affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The Underwriter and its affiliates have provided, and may in the future provide, a variety of these services to the County and to persons and entities with relationships with the County, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriter and its affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own accounts and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the County (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with the County. The Underwriter and its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

## **MUNICIPAL ADVISOR**

Peters Franklin, LTD the (the “Municipal Advisor”) has been retained by the County to provide certain municipal advisory services, including among other things, preparation of the deemed “nearly final” Preliminary Official Statement and the Final Official Statement (the “Official Statements”). The information contained in the Official Statements has been compiled from records and other materials provided by County officials and other sources deemed to be reliable. The Municipal Advisor has not and will not independently verify the completeness and accuracy of the information contained in the Official Statements.

The Municipal Advisor’s duties, responsibilities and fees arise solely as Municipal Advisor to the County and they have no secondary obligations or other responsibility. The Municipal Advisor’s fees are expected to be paid from proceeds of the Bonds.



*Municipal Advisor Registration:*

The Municipal Advisor is a registered municipal advisor with the SEC and MSRB. As such The Municipal Advisor is providing certain and specific municipal advisory services to the County but is neither a placement agent to the County nor a broker/dealer.

The offer and sale of the Bonds is being made by the County, in the sole discretion of the County, and under its control and supervision. The County agrees that the Municipal Advisor does not undertake to sell or attempt to sell the Bonds and will take no part in the sale thereof.

**CONCLUDING STATEMENT**

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and are not presented as an unqualified statement of facts. The County certifies to the best of its knowledge and belief that this Official Statement, as of its date: (1) does not contain any untrue statement of a material fact; and (2) does not omit to state a material fact necessary in order to make the statements made herein, in the light of the circumstances under which they are made, not misleading.

Certain supplemental information which is set forth hereafter is considered part of this Official Statement.

The presentation of historical tax and other financial data is intended to show recent trends. There is no intention to represent herein that such trends will continue in the future, nor that any pending improvement or diminution of local conditions is indicated thereby.

Execution of this Official Statement has been duly authorized by the County.

BOARD OF COMMISSIONERS OF  
JOHNSON COUNTY, INDIANA

\_\_\_\_\_  
Brian Baird, Chairman

\_\_\_\_\_  
Kevin Walls

\_\_\_\_\_  
Ron West

Attest:

\_\_\_\_\_  
Auditor

# APPENDIX A



INDEPENDENT REPORT REGARDING  
LOCAL INCOME TAX REVENUE BONDS PARITY TEST

October 15, 2024

Johnson County  
86 West Court Street  
Franklin, IN 47131

Barnes & Thornburg LLP  
11 South Meridian Street  
Indianapolis, IN 46204

JOHNSON COUNTY, INDIANA

LOCAL INCOME TAX REVENUE BONDS, SERIES 2024

In connection with the issuance of the Local Income Tax Revenue Bonds, Series 2024, we have prepared this Local Income Tax (“LIT”) parity report including the following schedules.

Page(s)

- |   |   |
|---|---|
| 2 | Schedule of Historical Correctional Facility LIT Distributions            |
| 3 | Amortization of \$25,000,000 Local Income Tax Revenue Bonds, Series 2020A |
| 4 | Estimated Amortization of Local Income Tax Revenue Bonds, Series 2024     |
| 5 | Coverage of Debt Service  |

In the preparation of these schedules, assumptions were made as noted regarding certain future events. As is the case with such assumptions regarding future events and transactions, some or all may not occur as expected and the resulting differences could be material. We have not examined the underlying assumptions, nor have we audited or reviewed the historical data. Consequently, we express no opinion or provide any other form of assurance thereon, nor do we have a responsibility to prepare subsequent reports.

Nichole Franklin, CPA

*Peters Franklin, LTD*

JOHNSON COUNTY, INDIANA

SCHEDULE OF HISTORICAL CORRECTIONAL FACILITY LIT DISTRIBUTIONS

<u>Year</u>	<u>Correctional Facility LIT Revenue</u>	<u>Supplemental Correctional Facility LIT Revenue</u>	<u>Total Correctional Facility LIT Revenue</u>
2020	\$9,466,397.00		\$9,466,397.00
2021	10,058,187.00		10,058,187.00
2022	9,927,583.00	\$900,554.00	10,828,137.00
2023	11,132,837.00	1,261,670.00	12,394,507.00
2024	11,830,592.00	2,692,107.00	14,522,699.00
2025	13,045,833.00		13,045,833.00

Source: Department of Local Government Finance (DLGF) Income Tax Distribution Certifications.

JOHNSON COUNTY, INDIANA

SCHEDULE OF AMORTIZATION OF \$25,000,000 PRINCIPAL AMOUNT OF  
OUTSTANDING LOCAL INCOME TAX REVENUE BONDS, SERIES 2020 A

Payment				
<u>Date</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Balance</u>
7/15/2020	\$2,330,000	\$434,500	\$2,764,500	\$22,670,000
1/15/2021	2,325,000	427,400	2,752,400	20,345,000
7/15/2021	2,400,000	380,900	2,780,900	17,945,000
1/15/2022	2,400,000	332,900	2,732,900	15,545,000
7/15/2022	2,495,000	284,900	2,779,900	13,050,000
1/15/2023	2,500,000	235,000	2,735,000	10,550,000
7/15/2023	2,595,000	185,000	2,780,000	7,955,000
1/15/2024	2,600,000	133,100	2,733,100	5,355,000
7/15/2024	2,680,000	107,100	2,787,100	2,675,000
1/15/2025	<u>2,675,000</u>	<u>53,500</u>	<u>2,728,500</u>	0
	<u>\$25,000,000</u>	<u>\$2,574,300</u>	<u>\$27,574,300</u>	

JOHNSON COUNTY, INDIANA

ESTIMATED SCHEDULE OF AMORTIZATION OF \$28,015,000 LOCAL INCOME TAX  
REVENUE BONDS, SERIES 2024

Payment Date	Principal*	Interest*	Total*	Balance*
1/15/2025		\$292,823	\$292,823	\$28,015,000
7/15/2025		700,375	700,375	28,015,000
1/15/2026	450,000	710,000	1,160,000	27,565,000
7/15/2026	460,000	698,625	1,158,625	27,105,000
1/15/2027	475,000	686,875	1,161,875	26,630,000
7/15/2027	485,000	674,875	1,159,875	26,145,000
1/15/2028	495,000	662,625	1,157,625	25,650,000
7/15/2028	510,000	650,000	1,160,000	25,140,000
1/15/2029	520,000	637,125	1,157,125	24,620,000
7/15/2029	535,000	623,875	1,158,875	24,085,000
1/15/2030	550,000	610,250	1,160,250	23,535,000
7/15/2030	565,000	596,375	1,161,375	22,970,000
1/15/2031	575,000	582,125	1,157,125	22,395,000
7/15/2031	590,000	567,500	1,157,500	21,805,000
1/15/2032	605,000	552,500	1,157,500	21,200,000
7/15/2032	620,000	537,125	1,157,125	20,580,000
1/15/2033	635,000	521,375	1,156,375	19,945,000
7/15/2033	650,000	505,250	1,155,250	19,295,000
1/15/2034	670,000	488,750	1,158,750	18,625,000
7/15/2034	685,000	471,750	1,156,750	17,940,000
1/15/2035	700,000	454,375	1,154,375	17,240,000
7/15/2035	720,000	436,625	1,156,625	16,520,000
1/15/2036	740,000	418,375	1,158,375	15,780,000
7/15/2036	755,000	399,625	1,154,625	15,025,000
1/15/2037	775,000	380,500	1,155,500	14,250,000
7/15/2037	795,000	360,875	1,155,875	13,455,000
1/15/2038	815,000	340,750	1,155,750	12,640,000
7/15/2038	835,000	320,125	1,155,125	11,805,000
1/15/2039	855,000	299,000	1,154,000	10,950,000
7/15/2039	875,000	277,375	1,152,375	10,075,000
1/15/2040	900,000	255,125	1,155,125	9,175,000
7/15/2040	920,000	232,375	1,152,375	8,255,000
1/15/2041	945,000	209,000	1,154,000	7,310,000
7/15/2041	970,000	185,125	1,155,125	6,340,000
1/15/2042	990,000	160,625	1,150,625	5,350,000
7/15/2042	1,015,000	135,500	1,150,500	4,335,000
1/15/2043	1,045,000	109,750	1,154,750	3,290,000
7/15/2043	1,070,000	83,375	1,153,375	2,220,000
1/15/2044	1,095,000	56,250	1,151,250	1,125,000
7/15/2044	<u>1,125,000</u>	<u>28,500</u>	<u>1,153,500</u>	0
	<u>\$28,015,000</u>	<u>\$16,913,448</u>	<u>\$44,928,448</u>	

\*Preliminary, subject to change

JOHNSON COUNTY, INDIANA

COVERAGE OF DEBT SERVICE

<u>Year</u>	Estimated Correctional Facility LIT <u>Revenue</u>	Annual 2020 A CF LIT Bond <u>Debt Service</u>	Estimated Annual 2024 CF LIT Bond <u>Debt Service*</u>	Annual Combined <u>Debt Service*</u>	<u>Coverage*</u>
2025	\$13,045,833	\$2,728,500	\$993,198	\$3,721,698	351%
2026	13,045,833		2,318,625	2,318,625	563%
2027	13,045,833		2,321,750	2,321,750	562%
2028	13,045,833		2,317,625	2,317,625	563%
2029	13,045,833		2,316,000	2,316,000	563%
2030	13,045,833		2,321,625	2,321,625	562%
2031	13,045,833		2,314,625	2,314,625	564%
2032	13,045,833		2,314,625	2,314,625	564%
2033	13,045,833		2,311,625	2,311,625	564%
2034	13,045,833		2,315,500	2,315,500	563%
2035	13,045,833		2,311,000	2,311,000	565%
2036	13,045,833		2,313,000	2,313,000	564%
2037	13,045,833		2,311,375	2,311,375	564%
2038	13,045,833		2,310,875	2,310,875	565%
2039	13,045,833		2,306,375	2,306,375	566%
2040	13,045,833		2,307,500	2,307,500	565%
2041	13,045,833		2,309,125	2,309,125	565%
2042	13,045,833		2,301,125	2,301,125	567%
2043	13,045,833		2,308,125	2,308,125	565%
2044	13,045,833		2,304,750	2,304,750	566%

\*Preliminary, subject to change

# APPENDIX B



**APPENDIX B**

**GENERAL INFORMATION**

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JOHNSON COUNTY

GENERAL PHYSICAL AND DEMOGRAPHIC INFORMATION

LOCATION

The County is located in Central Indiana. The County seat is Franklin.

GOVERNMENTAL STRUCTURE

The County is governed by three County Commissioners and a seven-member County Council. The Commissioners are elected in staggered four-year terms and are responsible for the administration of County ordinances. The Council members are responsible for the appropriation of County funds and are elected to four-year terms. Additional County departments include the following:

Assessor's Office	Emergency Management	Sherriff's Department
Auditor's Office	Graphic Information System	Soil & Water
Building Commission	Health Department	Solid Waste District
Clerk's Office	Highway Department	Surveyor
Communications	Information Technology	Treasurer
Community Corrections	Plan Commission	Veterans Affairs Office
Coroner	Prosecuting Attorney	Women, Infants and Children
Court	Recorder	

The County employs a total of approximately 700 full time and 150 part time employees.

EDUCATION

Some of the school corporations located in the County include the Center Grove Community School Corporation, Clark-Pleasant School Corporation, Franklin Community School Corporation, Greenwood Community Schools, Edinburgh Community Schools, and Nineveh-Hensley-Jackson United School Corporation. Center Grove Schools reported that the enrollment for the 2023-2024 school year is 9,621. The school district has one high school, two middle schools, and five elementary schools. Clark-Pleasant Community Schools 2023-2024 enrollment was 7,012 and has one high school, one middle school and five elementary schools. Franklin Community School's enrollment for 2023-2024 was 4,833 and has one high school, one middle school, one intermediate school and five elementary schools. Greenwood Community schools 2023-2024 enrollment was 4,034 and has one high school, one middle school and four elementary schools. Edinburgh Community schools 2023-2024 enrollment was 827 and has one high school, one middle school and one elementary school. Nineveh-Hensley-Jackson United School Corporation 2023-2024 enrollment was 2,056 and has one high school, one middle school, one intermediate school, and one elementary school.

GENERAL ECONOMIC AND FINANCIAL INFORMATION

COMMERCE AND INDUSTRY

Johnson County is located in Central Indiana and 18 miles from downtown Indianapolis and 22 miles from the Indianapolis International Airport. The County has a large industrial, logistics, and distribution presence. Some of the largest manufacturers in the County include: Caterpillar Remanufacturing, KYB Corporation, Endress+Hauser, Inc., Mitsubishi Heavy Industries Climate Control, Nestles Waters North America, NSK Precision America. The County is also home to logistic companies such as Aldi Inc.,

Celadon Logistics, and life science companies such as Berry Plastics. Some of the large distribution companies are Amazon and Ultra Fulfillment Center.

LARGE EMPLOYERS

The below table is a list of the largest industrial employers in the County as provided by the Johnson County Development Corporation.

<u>Company</u>	<u>Industry</u>	<u>Number of Employees</u>
Amazon	Distribution	*
Fedex Ground	Shipping	1500
Poynter Sheet Metal	Manufacturing	980
KYB Manufacturing	Manufacturing	950
Endress+Hauser	Manufacturing	810
ULTA Fulfillment Center	Distribution	615
Interstate Warehouse	Warehousing	416
NSK Corp/NSK Precision America	Manufacturing	376
Otterbein Senior Life	Retirement / Assisted Living	323
Caterpillar Remanufacturing	Manufacturing	300
Compass Park	Retirement Community	300

Source: Johnson County Development Corporation

Information contains largest industrial employers and does not include retail, commercial, utility, commercial, utility, government, hospital, or schools.

\* Workforce information not available

UNEMPLOYMENT

<u>Year</u>	<u>Unemployment Rate</u>		<u>Johnson County Labor Force</u>
	<u>Johnson County</u>	<u>Indiana</u>	
2017	2.90%	3.50%	80,941
2018	2.90%	3.40%	82,938
2019	2.70%	3.30%	84,203
2020	5.70%	7.30%	83,128
2021	2.90%	3.90%	84,300
2022	2.40%	3.10%	86,284
2023	2.70%	3.30%	87,829

Source: Bureau of Labor Statistics

POPULATION

<u>Years</u>	<u>Johnson County</u>		<u>Indiana</u>	
	<u>Population</u>	<u>Percent</u>	<u>Population</u>	<u>Percent</u>
		<u>Change</u>		<u>Change</u>
2023	167,819	3.74%	6,862,199	1.13%
2020	161,765	15.83%	6,785,528	4.65%
2010	139,654	21.22%	6,483,802	6.63%
2000	115,209	30.76%	6,080,485	9.67%
1990	88,109	14.07%	5,544,159	0.98%
1980	77,240	26.34%	5,490,210	5.67%
1970	61,138	39.89%	5,195,392	11.43%
1960	43,704		4,662,498	

Source: U.S. Census Bureau

2023 Estimated Average per U.S. Census Bureau

AGE STATISTICS

Population by Age:

	<u>Johnson County</u>	<u>Indiana</u>
0 to 4	5.9%	5.9%
5 to 17	18.1%	17.0%
18 to 24	8.4%	9.9%
25 to 44	27.3%	25.7%
45 to 64	24.5%	24.5%
65+	15.8%	16.9%

Sources: Stats Indiana and U.S. Census Bureau

EDUCATIONAL CHARACTERISTICS

<u>Years of School Completed</u>	<u>Person 25 and Over</u>	
	<u>Johnson County</u>	<u>Indiana</u>
Less than 9th Grade	2.6%	3.5%
9th to 12th, No Diploma	4.8%	6.5%
High School Graduate	30.9%	33.0%
Some College, no degree	20.2%	19.7%
Associate's Degree	9.0%	9.0%
Bachelor's Degree	20.4%	18.0%
Graduate Degree or More	12.1%	10.2%

Source: U.S. Census Bureau & American Community Survey, 5 -year estimate

MISCELLANEOUS ECONOMIC INFORMATION

	<u>Johnson</u>	
	<u>County</u>	<u>Indiana</u>
Per capita personal income in 2022	59,315	58,323
Median household income in 2022	83,036	66,768
Area in square miles	320.43	35,826
Population per square mile	523.78	191.50

Sources: [www.census.gov](http://www.census.gov); [www.statsamerica.org](http://www.statsamerica.org); Stats Indiana

<b>Annual Industry Distribution of Jobs and Average Wage in 2022 (NAICS)</b>	<b>Establishments</b>	<b>Jobs</b>	<b>Percent</b>	<b>Annual Average Wage Per Job</b>
Total	3,934	62,342	100.00%	\$47,128
Agriculture, Forestry, Fishing and Hunting	14	56	0.10%	\$26,976
Mining	6	25	0.00%	\$76,022
Utilities	9	150	0.20%	\$89,749
Construction	419	4,233	6.80%	\$63,641
Manufacturing	162	5,953	9.50%	\$60,818
Wholesale Trade	209	2,177	3.50%	\$66,416
Retail Trade	493	8,901	14.30%	\$35,390
Transportation & Warehousing	259	8,410	13.50%	\$44,917
Information	52	399	0.60%	\$56,364
Finance and Insurance	263	1,427	2.30%	\$85,132
Real Estate and Rental and Leasing	186	717	1.20%	\$48,544
Professional, Scientific, and Technical Services	421	1,809	2.90%	\$75,915
Management of Companies and Enterprises	22	150	0.20%	\$108,573
Admin. & Support & Waste Mgt. & Rem. Services	259	3,288	5.30%	\$43,467
Educational Services	78	4,671	7.50%	\$41,629
Health Care and Social Services	365	8,050	12.90%	\$52,649
Arts, Entertainment, and Recreation	55	588	0.90%	\$18,586
Accommodation and Food Services	328	7,017	11.30%	\$21,747
Other Services (Except Public Administration)	293	1,792	2.90%	\$40,198
Public Administration	42	2,518	4.00%	\$48,700
Unallocated	1	1	0.00%	\$69,218

Source: U.S. Bureau of Labor Statistics (BLS)

Note: Average wage may not match published numbers due to rounding.

<u>Adjusted Gross Income</u>	<u>Year</u>	<u>Johnson County Total</u>
	2012	3,960,211,808
	2013	3,995,182,827
	2014	4,339,410,048
	2015	4,391,926,315
	2016	4,526,896,308
	2017	4,875,561,482
	2018	5,113,216,026
	2019	5,390,931,353

Source: Indiana Department of Revenue

Income of Households

	Johnson County	Indiana
	<u>Percentage</u>	<u>Percentage</u>
Less than \$14,999	3.90%	9.40%
\$15,000 to 34,999	13.10%	15.30%
\$35,000 to \$74,999	27.60%	30.60%
\$75,000 to \$149,999	38.20%	30.70%
\$150,000 +	17.30%	14.10%

Source: Stats Indiana 2022; American Fact Finder US Census Bureau 2022

## SCHEDULE OF INDEBTEDNESS

The following schedule shows the outstanding indebtedness of the County (including current issue) and the taxing units within and overlapping its jurisdiction as of September 30, 2024 as reported by the respective taxing units.

<u>Direct Debt</u>	<u>Total Debt</u>		Percent Allocable To <u>County</u> <sup>(1)</sup>	Amount Allocable to County
Property Tax Supported Debt:				
Johnson County	\$ 41,770,000	* (1)	100.00%	\$ 41,770,000
<u>Overlapping Debt</u>				
Property Tax Supported Debt:				
City of Franklin	\$ 2,844,528	(2)	100.00%	2,844,528
City of Greenwood	11,968,574	(3)	100.00%	11,968,574
Town of Bargersville	9,347,893	(4)	100.00%	9,347,893
Town of Edinburgh	12,124	(5)	58.75%	7,122
Town of Trafalgar	220,000	(6)	100.00%	220,000
Town of Whiteland	7,760,000	(7)	100.00%	7,760,000
Clark-Pleasant School Corporation	116,880,000	(8)	100.00%	116,880,000
Center Grove Community School Corporation	243,785,000	(9)	100.00%	243,785,000
Edinburgh Community Schools	2,840,000	(10)	96.40%	2,737,842
Franklin Community Schools	47,400,000	(11)	100.00%	47,400,000
Greenwood Community Schools	42,485,000	(12)	100.00%	42,485,000
Nineveh-Hensley-Jackson United School Corporation	48,105,000	(13)	67.40%	32,423,114
Greenwood Public Library	2,790,000	(14)	100.00%	2,790,000
Johnson County Public Library	4,500,000	(15)	100.00%	4,500,000
Bargersville Fire Protection District	2,075,000	(16)	100.00%	2,075,000
Hensley Fire Protection District	491,700	(17)	100.00%	491,700
White Lake Conservancy District	83,543	(18)	100.00%	83,543
Johnson County Solide Waste Management District	3,080,000	(19)	100.00%	3,080,000
Total Overlapping Debt				\$ 530,879,316

(1) Based upon the 2023 payable 2024 net assessed valuation of the respective taxing units.

The schedule presented above is based on information furnished by the obligors or other sources and is deemed reliable.

\* Preliminary, subject to change.



## NOTES TO INDEBTEDNESS

<u>Issuer</u>	<u>Direct Debt- Property Tax Supported</u> <u>Outstanding Amount</u>	<u>Percent</u> <u>Allocable To</u> <u>County</u> <sup>(1)</sup>	<u>Amount Allocable</u> <u>to County</u>
<b>(1) Johnson County</b>			
Local Income Tax Revenue Bonds, Series 2020 (Property Tax Back Up)	2,675,000	100.00%	2,675,000
General Obligation Bonds, Series 2023	4,080,000	100.00%	4,080,000
Local Income Tax Revenue Bonds, Series 2024 (Property Tax Back Up)**	28,015,000	100.00%	28,015,000
General Obligation Bonds, Series 2024**	<u>7,000,000</u>	100.00%	<u>7,000,000</u>
Total Direct Debt	<u>41,770,000</u>		<u>41,770,000</u>
<u>Issuer</u>	<u>Overlapping - Property Tax Supported</u> <u>Outstanding Amount</u>	<u>Percent</u> <u>Allocable To</u> <u>County</u> <sup>(1)</sup>	<u>Amount Allocable</u> <u>to County</u>
<b>(2) City of Franklin</b>			
Park and Recreation District Bonds of 2012	890,000	100.00%	890,000
US Bancorp Lease Finance - 2019 Street Depart Equip	169,799	100.00%	169,799
US Bancorp Lease Finance - 2019 Park Depart Vehicles	43,279	100.00%	43,279
US Bancorp Lease Finance - 2021 Parks Equipment	145,770	100.00%	145,770
US Bancorp Lease Finance - 2021 Bucket Truck	70,772	100.00%	70,772
US Bancorp Lease Finance - 2021 Police Vehicles	62,301	100.00%	62,301
Municipal Lease - 2023 Police Vehicles	312,607	100.00%	312,607
General Obligation Refunding Bonds, Series 2020	<u>1,150,000</u>	100.00%	<u>1,150,000</u>
Total	<u>2,844,528</u>		<u>2,844,528</u>
<b>(3) City of Greenwood</b>			
2015 Park District Bonds	1,295,000	100.00%	1,295,000
General Obligation Bonds, Series 2015	80,000	100.00%	80,000
2017 Building Corporation II (PD remodel/Range)	2,015,000	100.00%	2,015,000
2018 Public Safety Radio Lease	181,194	100.00%	181,194
2019 Lease Purchase- General Fleet	19,326	100.00%	19,326
General Obligation Bonds, Series 2020	1,690,000	100.00%	1,690,000
2021 Lease Purchase - General Fleet	61,981	100.00%	61,981
General Obligation Bonds, Series 2021	3,855,000	100.00%	3,855,000
2023 Parks Lease - LOC 36 -3 Trucks with Plows	82,762	100.00%	82,762
2023 Gen Fleet Lease - LOC 37 - Police Vehicles	511,688	100.00%	511,688
General Obligation Bonds, Series 2023	1,444,000	100.00%	1,444,000
2022 Tasers & Body Cameras	258,776	100.00%	258,776
2022 Copier Lease	2,848	100.00%	2,848
2023 Copier Lease	117,501	100.00%	117,501
Pickup Truck - Bld Services <sup>(2)</sup>	60,000	100.00%	60,000
General Fleet - Chevy Tahoe <sup>(2)</sup>	68,000	100.00%	68,000
Park Trucks and Plows <sup>(2)</sup>	177,600	100.00%	177,600
Bobcat for Street Department <sup>(2)</sup>	<u>47,898</u>	100.00%	<u>47,898</u>
Total	<u>11,968,574</u>		<u>11,968,574</u>
<b>(4) Town of Bargsersville</b>			
Negotiable Improvement Notes, Series 2015	190,000	100.00%	190,000
2021 Tesla Model 3 VIN 5YJ3E1E8MF853985 & VIN 5YJ3E1EAXMF854801	7,029	100.00%	7,029
General Obligation Bonds, Series 2021	2,335,000	100.00%	2,335,000
Redevelopment District Taxable Bonds of 2022 (Property Tax Backup)	1,910,000	100.00%	1,910,000
Park District Bonds of 2022	3,065,000	100.00%	3,065,000
V25-22 lease FFB2834003 vin22402	18,551	100.00%	18,551
V2023-02	24,154	100.00%	24,154
V2023-03 PD FFB4008	24,154	100.00%	24,154
V2022-06 PD FFB4001	16,199	100.00%	16,199
V2022-07 PD FFB4006	21,745	100.00%	21,745
V2022-04 PD Ent53307	32,305	100.00%	32,305
V2022-05 PD Ent34713	33,048	100.00%	33,048
PD 2022.02 ent 81122	32,736	100.00%	32,736
V2022-03 PD ent 90698	32,736	100.00%	32,736
V2022.01 PD ent 83551	32,736	100.00%	32,736
Park District Bonds, Series 2023 (Taxable)	<u>1,572,500</u>	100.00%	<u>1,572,500</u>
Total	<u>9,347,893</u>		<u>9,347,893</u>
<b>(5) Town of Edinburgh</b>			
2020 John Deere Hybrid Mower	12,124	58.75%	7,122
Total	<u>12,124</u>		<u>7,122</u>
<b>(6) Town of Trafalgar</b>			
Municipal Facilities Building Corp First Mtg Bonds, Series 2010	220,000	100.00%	220,000
Total	<u>220,000</u>		<u>220,000</u>

Issuer	Overlapping - Property Tax Supported		Percent	Amount Allocable to County
	Outstanding Amount		Allocable To County <sup>(1)</sup>	
(7) Town of Whiteland				
General Obligation Bonds, Series 2022	510,000		100.00%	510,000
Economic Development Revenue Bonds, Series 2022 Gateway at Whiteland	7,250,000		100.00%	7,250,000
Total	<u>7,760,000</u>			<u>7,760,000</u>
(8) Clark-Pleasant School Corporation				
2009 QSCB	685,000		100.00%	685,000
2004 Bld Corp Refunding Bonds Series 2012B	885,000		100.00%	885,000
2004 Bld Corp 1st Mortgage Refunding Bonds Series 2014	5,600,000		100.00%	5,600,000
First Refunding Bonds, Series 2016B	14,000,000		100.00%	14,000,000
Ad Valorem Property Tax First Mortgage Bonds, Series 2020	29,920,000		100.00%	29,920,000
Ad Valorem Property Tax First Mortgage Bonds, Series 2021A	3,475,000		100.00%	3,475,000
Ad Valorem Property Tax First Mortgage Refunding Bonds, Series 2021B	4,505,000		100.00%	4,505,000
Ad Valorem Property Tax First Mortgage Bonds, Series 2022	50,000,000		100.00%	50,000,000
General Obligation Bonds of 2022	3,785,000		100.00%	3,785,000
General Obligation Bonds of 2023	4,025,000		100.00%	4,025,000
Total	<u>116,880,000</u>			<u>116,880,000</u>
(9) Center Grove Community School Corporation				
First Mortgage Bonds Series 2015	4,200,000		100.00%	4,200,000
First Mortgage Bonds, Series 2016	7,935,000		100.00%	7,935,000
First Mortgage Bonds, Series 2018	36,785,000		100.00%	36,785,000
2019B GO Bond	3,035,000		100.00%	3,035,000
2020A First Mortgage Bonds-Pleasant Grove	4,605,000		100.00%	4,605,000
2020B First Mortgage Bonds-Projects	1,190,000		100.00%	1,190,000
2020C First Mortgage Bonds-HS	45,000,000		100.00%	45,000,000
2021 SBD First Mortgage Bonds - EOC	4,560,000		100.00%	4,560,000
Center Grove Multi-Facility First Mortgage Bonds, Series 2022	14,520,000		100.00%	14,520,000
2023 Bond Refinanced 2013A	8,215,000		100.00%	8,215,000
2023 Middle School Projects	28,540,000		100.00%	28,540,000
2023A HS & SG Projects	30,350,000		100.00%	30,350,000
2023C Multi Facility Projects	4,645,000		100.00%	4,645,000
2023B Wellness Clinic & Projects	4,645,000		100.00%	4,645,000
2023 GO Bond	4,835,000		100.00%	4,835,000
2024 Refunding	24,605,000		100.00%	24,605,000
2024 Energy Savings Project	16,120,000		100.00%	16,120,000
Total	<u>243,785,000</u>			<u>243,785,000</u>
(10) Edinburg Community Schools				
2015 EHS Music Room	350,000		96.40%	337,410
First Mortgage Bonds, Series 2022	2,145,000		96.40%	2,067,842
General Obligation Bonds of 2023	345,000		96.40%	332,590
Total	<u>2,840,000</u>			<u>2,737,842</u>
(11) Franklin Community Schools				
First Mortgage Refunding Bonds, Series 2007A	14,430,000		100.00%	14,430,000
First Mortgage Refunding Bonds, Series 2013	7,115,000		100.00%	7,115,000
First Mortgage Refunding Bonds, Series 2015	11,035,000		100.00%	11,035,000
General Obligation Bonds of 2018	1,230,000		100.00%	1,230,000
General Obligation Bonds of 2021	215,000		100.00%	215,000
Ad Valorem Property Tax First Mortgage Bonds, Series 2022	13,375,000		100.00%	13,375,000
Total	<u>47,400,000</u>			<u>47,400,000</u>
(12) Greenwood Community Schools				
First Mortgage Bonds, Series 2015	7,335,000		100.00%	7,335,000
First Mortgage Bonds, Series 2016	25,355,000		100.00%	25,355,000
Ad Valorem Property Tax First Mortgage Bonds, Series 2022	9,795,000		100.00%	9,795,000
Total	<u>42,485,000</u>			<u>42,485,000</u>
(13) Nineveh-Hensley-Jackson United School Corporation				
First Mortgage Bonds, Series 2015	3,900,000		67.40%	2,628,628
General Obligation Bonds of 2019	2,430,000		67.40%	1,637,837
First Mortgage Refunding Bonds Series 2020	2,085,000		67.40%	1,405,305
First Mortgage Bonds Series 2021	24,035,000		67.40%	16,199,762
General Obligation Bonds of 2022	1,850,000		67.40%	1,246,913
First Mortgage Bonds 2023	5,305,000		67.40%	3,575,608
First Mortgage Bonds, Series 2024	8,500,000		67.40%	5,729,061
Total	<u>48,105,000</u>			<u>32,423,114</u>

<u>Issuer</u>	<u>Overlapping - Property Tax Supported</u>	<u>Outstanding Amount</u>	<u>Allocable To County<sup>(1)</sup></u>	<u>Amount Allocable to County</u>
(14) Greenwood Public Library				
General Obligation Bonds, Series 2020		2,790,000	100.00%	2,790,000
Total		<u>2,790,000</u>		<u>2,790,000</u>
(15) Johnson County Public Library				
General Obligation Bonds of 2021		4,500,000	100.00%	4,500,000
Total		<u>4,500,000</u>		<u>4,500,000</u>
(16) Bargersville Fire Protection District				
General Obligation Bonds, Series 2021A		445,000	100.00%	445,000
General Obligation Bonds, Series 2022A		1,630,000	100.00%	1,630,000
Total		<u>2,075,000</u>		<u>2,075,000</u>
(17) Hensley Fire Protection District				
Fire Protection Note, Series 2016		491,700	100.00%	491,700
Total		<u>491,700</u>		<u>491,700</u>
(18) White Lake Conservancy District				
Flood Control Revolving Loan		83,543	100.00%	83,543
Total		<u>83,543</u>		<u>83,543</u>
(19) Johnson County Solide Waste Management District				
General Obligation Bonds, Series 2024		3,080,000	100.00%	3,080,000
Total		<u>3,080,000</u>		<u>3,080,000</u>
Total Overlapping Debt				<u>530,879,316</u>
Total Direct and Overlapping Property Tax Supported Debt				<u>\$ 572,649,316</u>

(1) Based upon the 2023 payable 2024 net assessed valuation of the respective taxing units.

(2) Debts are disclosed on DLGF Gateway or are in process, but have closing date after 9/30/24.

The schedule presented above is based on information furnished by the obligors or other sources and is deemed reliable. We make no representation or warranty as to its accuracy or completeness.

### DEBT RATIOS

The following presents the ratios relative to the property tax supported indebtedness of the taxing units within and overlapping the County as of September 30, 2024.

	Direct Property Tax Supported Debt \$41,770,000	Allocable Portion of All Property Tax Supported Overlapping Debt \$530,879,316	Total Direct and Overlapping Property Tax Supported Debt \$572,649,316
Per Capita (1)	\$258.21	\$3,281.79	\$3,540.01
Percent of Net Assessed Valuation (2)	0.39%	4.93%	5.31%

(1) According to the U.S. Census Bureau, the 2020 population of the County is 161,765.

(2) The certified net assessed valuation for the County for taxes payable in 2024 is \$10,777,079,406.

\*Preliminary, subject to change.

DEBT LIMIT

The amount of general obligation debt a political subdivision of the State of Indiana can incur is controlled by the constitutional debt limit and statutory regulation, which is an amount equal to 2% of 1/3 of the certified assessed value of property within the corporate limits.

The County debt limit based upon said valuation amounts to the following:

Net Assessed Valuation (Taxes payable in 2024)	\$	10,777,079,406
Times: 2% general obligation debt issue limit		2%
Constitutional Debt Limit	\$	215,541,588
Divided by 3		3
Statutory Debt Limit	\$	71,847,196
Less: Proposed and outstanding general obligation debt		(41,770,000)
Remaining for general obligation debt margin	\$	30,077,196

SCHEDULE OF HISTORICAL NET ASSESSED VALUATION

	Net Value of <u>Real Estate</u>	<u>Utilities</u>	Net Value of <u>Personal Property</u>	Total Net Value <u>of Taxables</u>
2020	6,631,335,468	224,921,100	496,110,567	7,352,367,135
2021	7,134,015,067	233,694,310	529,457,680	7,897,167,057
2022	7,844,463,065	240,619,530	595,317,719	8,680,400,314
2023	9,534,940,414	246,620,440	672,120,919	10,453,681,773
2024	10,059,591,841	249,602,600	724,525,008	11,033,719,449

Information obtained from 2020-2024 Johnson County Abstracts

SCHEDULE OF DETAIL ASSESSED VALUATION

	<u>Pay 2024</u>
Value of Land	3,822,800,200
Value of Improvements	<u>14,727,257,200</u>
Total Value of Real Estate	18,550,057,400
Less: Mortgage Exemptions, Veterans, Blind Age 65 & Other Exemptions	(8,490,465,559)
Nontaxable Property TIF	
Net Assessed Value of Real Estate	<u>10,059,591,841</u>
Business Personal Property	819,686,640
Less: Deductions	<u>(95,161,632)</u>
Net Assessed Value of Personal Property	724,525,008
Net Assessed Value of Utility Property	<u>249,602,600</u>
Total Net Assessed Value	<u><u>11,033,719,449</u></u>

COMPARATIVE SCHEDULE OF TAX RATES

Per \$100 of Net Assessed Valuation

<u>Detail of Tax Rate</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
General	0.2096	0.2042	0.1924	0.1749	0.1829
Reassessment	0.0124	0.0116	0.0105	0.0087	0.0083
Debt Payment	0.0000	0.0000	0.0000	0.0000	0.0000
Bond #2	0.0000	0.0000	0.0000	0.0000	0.0000
Bond #3	0.0315	0.0261	0.0381	0.0631	0.0499
Animal Shelter	0.0085	0.0081	0.0085	0.0104	0.0148
Cumulative Bridge	0.0082	0.0082	0.0082	0.0000	0.0000
Health	0.0093	0.0097	0.0102	0.0098	0.0110
Jail Lease Rental	0.0000	0.0000	0.0000	0.0000	0.0000
CCD	<u>0.0333</u>	<u>0.0333</u>	<u>0.0333</u>	<u>0.0333</u>	<u>0.0333</u>
Total for County	0.3128	0.3012	0.3012	0.3002	0.3002

Source: 2020-2024 Johnson County Budget Orders

Taxing District Rates for District with Highest Assessed Value within a Municipality

<u>Year</u>	<u>District</u> <sup>(1)</sup>	<u>County</u>	<u>Twp</u>	<u>School</u>	<u>Library</u>	<u>City</u>	<u>Special</u>	<u>Total</u>
2020	Greenwood City	0.3128	0.0044	0.7855	0.1186	0.6558	0.0075	1.8846
2021	Greenwood City	0.3012	0.0040	0.7973	0.1162	0.6438	0.0073	1.8698
2022	Greenwood City	0.3012	0.0033	0.7418	0.1086	0.6533	0.0070	1.8152
2023	Greenwood City	0.3002	0.0034	0.7805	0.0944	0.6583	0.0061	1.8429
2024	Greenwood City	0.3002	0.0033	0.7634	0.0936	0.6732	0.0065	1.8402

(1) Taxing District #26 is Greenwood City, Pleasant Township, Greenwood Schools, Greenwood Library.

Source: 2020-2024 Johnson County Abstracts

PROPERTY TAXES LEVIED AND COLLECTED

<u>Collection Year</u>	<u>Certified Taxes Levied</u>	<u>Circuit Breaker Tax Credit</u>	<u>Taxes Levied</u>		<u>Collected as Percentage of Gross Levy</u>
			<u>Net of Circuit Breaker Tax Credit</u>	<u>Taxes Collected</u>	
2017	19,614,335	1,614,522	17,999,813	18,405,706	93.84%
2018	20,626,667	1,562,587	19,064,080	19,242,259	93.29%
2019	21,656,656	1,794,730	19,861,926	20,175,535	93.16%
2020	22,613,065	1,725,108	20,887,957	21,317,110	94.27%
2021	23,363,141	1,926,519	21,436,622	21,916,641	93.81%
2022	25,615,304	2,253,646	23,361,658	23,970,712	93.58%
2023	30,784,040	3,059,606	27,724,434	28,389,809	92.22%
2024	32,352,793	2,566,973	29,785,820		

Source: Johnson County Budget Orders, DLGF Circuit Breaker Reports, Johnson County Auditor Form 22's.

LARGEST TAXPAYERS

(Per Johnson County Auditor)

<u>Name</u>	<u>2023 pay 2024 Net Assessed Value</u>
Greenwood Park Mall	\$68,766,600
Fedex Ground Package System Inc	\$56,906,800
Tippmann Realty Partners LLP	\$53,394,700
Duke Energy Indiana	\$49,851,260
Amazon.com Services Llc	\$47,768,390
LIT Industrial LP	\$41,193,060
Indiana American Water Company	\$40,808,960
NSK Corporation	\$31,524,780
Liberty Property LP	\$31,106,300
Indiana Gas Company	\$30,352,690

# APPENDIX C

\_\_\_\_\_, 2024

Johnson County, Indiana  
Franklin, Indiana

Raymond James & Associates, Inc., as underwriter  
Indianapolis, Indiana

Re: Johnson County, Indiana  
Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge)

Ladies and Gentlemen:

We have acted as bond counsel to Johnson County, Indiana (the “Issuer”), in connection with the issuance by the Issuer of its Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge), dated the date hereof (the “Bonds”), in the aggregate principal amount of \$\_\_\_\_\_, pursuant to Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended, and Ordinance No. 2024-05, adopted by the Johnson County Council on July 8, 2024 (the “Bond Ordinance”). In such capacity, we have examined such law and such certified proceedings, certifications and other documents as we have deemed necessary to render this opinion.

Regarding questions of fact material to our opinion, we have relied on representations of the Issuer contained in the Bond Ordinance, the certified proceedings and other certifications of public officials furnished to us, and certifications, representations and other information furnished to us by or on behalf of the Issuer and others, including, without limitation, certifications contained in the tax and arbitrage certificate of the Issuer, dated the date hereof, without undertaking to verify the same by independent investigation. We have relied upon the legal opinion of Adam Gadberry, Esq., counsel to the Issuer, dated the date hereof, as to the matters stated therein. We have relied upon the report prepared by Peters Franklin, LTD, dated the date hereof, as to the matters stated therein.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The Bonds have been duly authorized, executed and delivered by the Issuer and are valid and binding limited obligations of the Issuer, enforceable in accordance with their terms. The Bonds are payable from (1) Correctional Facilities LIT Revenues (as defined in the Bond Ordinance) ranking on parity with the pledge thereof to the 2020 Bonds (as defined in the Bond Ordinance); and (2) to the extent that the Correctional Facilities LIT Revenues are insufficient for such purpose, *ad valorem* property taxes to be levied on all taxable property in the territory of the Issuer.



2. Under Section 103 of the Internal Revenue Code of 1986, as amended and in effect on this date (the “Code”), the interest on the Bonds is excludable from gross income for federal income tax purposes. The opinion set forth in this paragraph is subject to the condition that the Issuer comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excludable from gross income for federal income tax purposes. The Issuer has covenanted or represented that it will comply with such requirements. Failure to comply with certain of such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds.

3. The interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax. However, such interest is included in the “adjusted financial statement income” of certain corporations that are subject to the alternative minimum tax.

4. The interest on the Bonds is exempt from income taxation in the State of Indiana (the “State”) for all purposes, except the State financial institutions tax.

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement, dated \_\_\_\_\_, 2024, or any other offering material relating to the Bonds, and we express no opinion relating thereto.

We express no opinion regarding any tax consequences arising with respect to the Bonds, other than as expressly set forth herein.

With respect to the enforceability of any document or instrument, this opinion is subject to the qualifications that: (i) the enforceability of such document or instrument may be limited by bankruptcy, insolvency, reorganization, receivership, moratorium, fraudulent conveyance and similar laws relating to or affecting the enforcement of creditors’ rights; (ii) the enforceability of equitable rights and remedies provided for in such document or instrument is subject to judicial discretion, and the enforceability of such document or instrument may be limited by general principles of equity; (iii) the enforceability of such document or instrument may be limited by public policy; and (iv) certain remedial, waiver and other provisions of such document or instrument may be unenforceable, provided, however, that, in our opinion, the unenforceability of those provisions would not, subject to the other qualifications set forth herein, affect the validity of such document or instrument or prevent the practical realization of the benefits thereof.

This opinion is given only as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,

# APPENDIX D

**JOHNSON COUNTY, INDIANA**

**ORDINANCE NO. 2024-05**

**AN ORDINANCE OF THE JOHNSON COUNTY COUNCIL AUTHORIZING THE  
ISSUANCE OF LOCAL INCOME TAX REVENUE BONDS (WITH PROPERTY TAX  
PLEDGE) FOR THE PURPOSE OF PROVIDING FUNDS TO ACQUIRE,  
CONSTRUCT, INSTALL, REHABILITATE AND EQUIP CERTAIN CORRECTIONAL  
FACILITIES AND REHABILITATION FACILITIES AND TO PAY INCIDENTAL  
EXPENSES IN CONNECTION THEREWITH AND ON ACCOUNT OF THE  
ISSUANCE OF THE BONDS**

**WHEREAS**, on June 21, 2019, the Johnson County Council (the "Council") adopted Ordinance No. 2019-02, which increased its local income tax rate from 1.00% to 1.20% for correctional facilities and rehabilitation facilities in Johnson County (the "County") pursuant to Indiana Code 6-3.6-6-2.7; and

**WHEREAS**, the increase of 0.20% commenced on October 1, 2019 and is scheduled to be in effect for a period of 25 years commencing on such date (the "Correctional Facilities LIT"); and

**WHEREAS**, the Board of Commissioners (the "Commissioners") of the County adopted a resolution on June 10, 2024, approving the issuance by the County of its local income tax revenue bonds (with property tax pledge) in an aggregate principal amount not to exceed \$38,400,000 (the "2024 Bonds") for the purpose of paying the cost of acquiring, constructing, installing, rehabilitating and equipping certain correctional facilities and rehabilitation facilities and buildings related thereto, all of which are to be located east of the existing County Jail on the existing Highway Department site, consisting of all or any portion of: (1) the acquisition, construction and installation of a new Johnson County Community Corrections and Adult Probation Facility; (2) the acquisition and installation of miscellaneous law enforcement, security, medical and utility equipment; (3) the acquisition and installation of other appurtenant equipment and the making of site improvements related thereto; and (4) the preliminary expenses related thereto and all incidental expenses incurred in connection therewith, including necessary engineering, design and related activities (collectively, the "Project"); as well as paying related and incidental expenses to be incurred in connection therewith and on account of the issuance of the 2024 Bonds; and

**WHEREAS**, it would be of public utility and benefit and in the best interests of the County and its citizens to pay the costs of the Project and incidental expenses in connection therewith and on account of the issuance of the 2024 Bonds and to issue the 2024 Bonds as negotiable local income tax revenue bonds (with property tax pledge) of the County; and

**WHEREAS**, the Council deems it advisable to issue the 2024 Bonds authorized by this Ordinance, pursuant to Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended, and other applicable provisions of the Indiana Code (collectively, the "Act"), in one or more series in an original aggregate principal amount not to exceed Thirty Eight Million Four Hundred Thousand Dollars (\$38,400,000), payable from: (1) the distribution to the County equal to the revenue generated by the Correctional Facilities LIT (the "Correctional Facilities LIT Revenues"); and (2) to the extent that the Correctional Facilities LIT

Revenues are insufficient for such purpose, *ad valorem* property taxes to be levied on all taxable property in the County; and

**WHEREAS**, the proceeds of the 2024 Bonds shall be used to provide for the payment or reimbursement of: (1) all or any portion of the costs of the Project; (2) preliminary expenses related thereto and all incidental expenses incurred in connection therewith (all of which are deemed to be a part of the Project); (3) capitalized interest on the 2024 Bonds, if necessary; (4) the cost of funding a debt service reserve for the 2024 Bonds, if deemed appropriate or necessary; and (5) the costs of selling and issuing the 2024 Bonds; and

**WHEREAS**, a notice of a hearing on the appropriation of the proceeds of the 2024 Bonds (the “Notice of Hearing on Additional Appropriation”) has been duly given by publication as required by law, and the hearing on such appropriation has been held, at which all taxpayers of the County had an opportunity to appear and express their views as to such appropriation; and

**WHEREAS**, the original principal amount of the 2024 Bonds, together with the outstanding principal amount of previously issued bonds which constitute a debt of the County, on the date of issuance of the 2024 Bonds will be no more than two percent (2%) of one-third (1/3) of the total net assessed valuation of the County; and

**WHEREAS**, the amount of proceeds of the 2024 Bonds allocated to pay the costs of the Project, together with estimated investment earnings thereon, does not exceed the cost of the Project as estimated by the Council; and

**WHEREAS**, the County has previously issued its Local Income Tax Revenue Bonds, Series 2020 A (With Property Tax Pledge) (the “2020 Bonds”), pursuant to Ordinance No. 2019-05 adopted by the Council on November 12, 2019 (the “2019 Ordinance”), which are secured by and payable from the Correctional Facilities LIT Revenues; and

**WHEREAS**, the 2019 Ordinance allows for the issuance of additional bonds payable from the Correctional Facilities LIT Revenues ranking on parity with the pledge thereof to the 2020 Bonds upon satisfaction of certain conditions precedent; and

**WHEREAS**, the Council now finds that all conditions precedent to the issuance of the 2024 Bonds on a parity with the 2020 Bonds have been or will be met; and

**WHEREAS**, the Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the 2024 Bonds have been complied with in accordance with the Act; and

**WHEREAS**, it is anticipated that the County will advance all or a portion of the cost of the Project prior to the issuance of the 2024 Bonds, with such advance to be repaid from proceeds of the 2024 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 Ordinance to qualify

amounts advanced by the County to pay the cost of the Project for reimbursement from proceeds of the 2024 Bonds in accordance with the requirements of the Reimbursement Regulations.

**NOW, THEREFORE, BE IT ORDAINED BY THE COUNTY COUNCIL OF JOHNSON COUNTY, INDIANA AS FOLLOWS:**

**Sec. 1. Authorization of 2024 Bonds.** In order to provide funds to pay the cost of the Project, together with any expenses incidental thereto, fund a debt service reserve for the 2024 Bonds, if deemed appropriate or necessary, and pay the issuance costs of the 2024 Bonds, the County shall borrow money and issue the 2024 Bonds as herein authorized. Such incidental expenses shall include, without limitation, all expenses of every kind incurred preliminarily to the funding of the Project and capitalized interest on the 2024 Bonds.

**Sec. 2. General Terms of 2024 Bonds.**

(a) In order to procure the loan evidenced by the 2024 Bonds for such purposes, the Auditor of Johnson County (the "County Auditor") is hereby authorized and directed to have prepared and to issue and sell negotiable local income tax revenue bonds (with property tax pledge) of the County, in one or more series, in an aggregate principal amount not to exceed Thirty Eight Million Four Hundred Thousand Dollars (\$38,400,000), to be designated "Johnson County, Indiana, Local Income Tax Revenue Bonds, Series 202\_\_ (With Property Tax Pledge)," to be completed with the appropriate year of issuance and an alphabetical designation, if necessary or appropriate. Such 2024 Bonds shall be signed in the name of the County by the manual, facsimile or electronic signature (as defined in Indiana Code 26-2-8-102(10)) of a majority of the Commissioners and attested by the manual, facsimile or electronic signature of the County Auditor, who shall affix the seal of the County to each of the 2024 Bonds manually or shall have the seal imprinted or impressed thereon by facsimile or other means. In case any officer whose signature or facsimile signature appears on the 2024 Bonds shall cease to be such officer before the delivery of the 2024 Bonds, such signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until delivery thereof. The 2024 Bonds shall also be authenticated by the manual, facsimile or electronic signature of the Registrar (as hereinafter defined). Subject to the provisions of this Ordinance regarding the registration of the 2024 Bonds, the 2024 Bonds shall be fully negotiable instruments under the laws of the State of Indiana (the "State").

(b) Pursuant to Indiana Code 5-1-14-4, as amended, the County irrevocably pledges the Correctional Facilities LIT Revenues to the payment of the 2024 Bonds on parity with the 2020 Bonds and any obligations hereafter ranking on a parity therewith. This pledge shall be binding from the time this Ordinance is adopted. The Correctional Facilities LIT Revenues received by the County are immediately subject to the lien of this pledge without any further act. The 2024 Bonds shall, to the extent that the Correctional Facilities LIT Revenues are insufficient for such purpose, be payable from *ad valorem* property taxes to be levied on all taxable property in the County.

(c) The 2024 Bonds shall be issued in fully registered form in denominations of Five Thousand Dollars (\$5,000) or any integral multiple thereof, shall be lettered and numbered consecutively from R-1 and upward and shall be originally dated as of the date of their issuance.

The 2024 Bonds shall bear interest payable semiannually on January 15 and July 15 of each year, beginning on the January 15 or July 15 determined by the County Auditor at the time of sale, at a rate or rates not exceeding seven percent (7%) per annum (the exact rate or rates to be determined by bidding or negotiation pursuant to Section 6 hereof). Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. The 2024 Bonds shall mature serially on January 15 and July 15, as finally determined by the Commissioners and the County Auditor, upon consultation with Peters Franklin, LTD, the municipal advisor to the County (the "Municipal Advisor"), as evidenced by delivery of the executed series of 2024 Bonds to the Registrar for authentication, provided that the original aggregate principal amount of all series of 2024 Bonds does not exceed the amount authorized above, that the first maturity shall be no earlier than January 15, 2025, and that the final maturity of any series of 2024 Bonds shall be no later than July 15, 2044.

(d) All payments of interest on the 2024 Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof as of the first day of the month in which interest is payable at the addresses as they appear on the registration books kept by the Registrar (the "Registration Record"). All principal payments on the 2024 Bonds shall be made upon surrender thereof at the office of the Paying Agent (as hereinafter defined) in any coin or currency of the United States of America, which on the date of such payment shall be legal tender for the payment of public and private debts.

(e) Interest on the 2024 Bonds shall be payable from the interest payment date to which interest has been paid next preceding the authentication date thereof, unless such 2024 Bonds are authenticated after the first day of the month in which interest is payable and on or before such interest payment date, in which case they shall bear interest from such interest payment date, or, unless authenticated on or before the first day of the month of the first interest payment date, in which case they shall bear interest from the original issue date, until the principal shall be fully paid.

(f) Each 2024 Bond shall be transferable or exchangeable only upon the books of the County kept for that purpose by the Registrar, by the registered owner thereof in person, or by his attorney duly authorized in writing, upon surrender of such 2024 Bond, together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or his attorney duly authorized in writing, and thereupon a new fully registered 2024 Bond or 2024 Bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The costs of such transfer or exchange shall be borne by the County, except for any tax or governmental charge required to be paid in connection therewith, which shall be payable by the person requesting such transfer or exchange. Except as otherwise described in the Continuing Disclosure Agreement described in Section 14 hereof, the County, the Registrar and the Paying Agent may treat and consider the persons in whose names such 2024 Bonds are registered as the absolute owners thereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal thereof and interest due thereon.

(g) In the event any 2024 Bond is mutilated, lost, stolen or destroyed, the County may execute and the Registrar may authenticate a new 2024 Bond of like date, maturity and denomination as that mutilated, lost, stolen or destroyed, which new 2024 Bond shall be

marked in a manner to distinguish it from the 2024 Bond for which it was issued, provided that, in the case of any mutilated 2024 Bond, such mutilated 2024 Bond shall first be surrendered to the Registrar, and, in the case of any lost, stolen or destroyed 2024 Bond, there shall be first furnished to the Registrar evidence of such loss, theft or destruction satisfactory to the County and the Registrar, together with indemnity satisfactory to them. In the event any such 2024 Bond shall have matured, instead of issuing a duplicate 2024 Bond, the County and the Registrar may, upon receiving indemnity satisfactory to them, pay the same without surrender thereof. The County and the Registrar may charge the owner of such 2024 Bond with their reasonable fees and expenses in this connection. Any 2024 Bond issued pursuant to this subsection shall be deemed an original, substitute contractual obligation of the County, whether or not the lost, stolen or destroyed 2024 Bond shall be found at any time, and shall be entitled to all the benefits of this Ordinance, equally and proportionately with any and all other 2024 Bonds issued hereunder.

**Sec. 3. Terms of Redemption.**

(a) The 2024 Bonds may be made redeemable at the option of the County in whole or in part, in any order of maturities selected by the County, by lot within a maturity, on dates and with premiums, if any, and other terms as finally determined by the Commissioners and the County Auditor with the advice of the Municipal Advisor, as evidenced by delivery of the executed 2024 Bonds to the Registrar for authentication. Such determination shall be made and fixed separately for each series of 2024 Bonds issued.

(b) The Commissioners and the County Auditor, upon consultation with the Municipal Advisor, may designate maturities of the 2024 Bonds (or a portion thereof in integral multiples of \$5,000 principal amount each), which shall be subject to mandatory sinking fund redemption, and the corresponding redemption dates, amounts and prices. Except as otherwise set forth in this Ordinance, the Commissioners and the County Auditor, upon consultation with the Municipal Advisor, are hereby authorized and directed to determine the terms governing any such redemption.

(c) Notice of redemption shall be given not less than 30 days prior to the date of redemption and shall be mailed by first-class mail or by registered or certified mail to the address of each registered owner of a 2024 Bond to be redeemed as shown on the Registration Record 45 days prior to the date fixed for redemption, except to the extent such redemption notice is waived by the registered owners of the 2024 Bonds to be redeemed; provided, however, that failure to give such notice by mailing or any defect therein, with respect to any 2024 Bond, shall not affect the validity of any proceedings for the redemption of any other 2024 Bonds. The notice shall specify the date and place of redemption, the redemption price and the CUSIP numbers of the 2024 Bonds called for redemption. The place of redemption may be determined by the County. Interest on the 2024 Bonds so called for redemption shall cease on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price on the date so named, and thereafter, such 2024 Bonds shall no longer be protected by this Ordinance and shall not be deemed to be outstanding hereunder, and the holders thereof shall have the right only to receive the redemption price.

(d) If any 2024 Bond is issued as a term bond, the Paying Agent shall credit against the mandatory sinking fund requirement for the 2024 Bonds maturing as term bonds and

corresponding mandatory sinking fund redemption obligation, in the order determined by the County, any 2024 Bonds maturing as term bonds maturing on the same date which have previously been redeemed (otherwise than as a result of a previous mandatory sinking fund redemption requirement) or delivered to the Registrar for cancellation or purchased for cancellation by the Paying Agent and not theretofore applied as a credit against any redemption obligation. Each 2024 Bond maturing as a term bond so delivered or canceled shall be credited by the Paying Agent at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory sinking fund date, and any excess of such amount shall be credited on future redemption obligations, and the principal amount of the 2024 Bonds to be redeemed by operation of the mandatory sinking fund requirement shall be accordingly reduced; provided, however, the Paying Agent shall credit such 2024 Bonds maturing as term bonds only to the extent received on or before the date 45 days preceding the applicable mandatory sinking fund redemption date.

(e) All 2024 Bonds which have been redeemed shall be canceled and shall not be reissued; provided, however, that one or more new registered 2024 Bonds shall be issued for the unredeemed portion of any 2024 Bond without charge to the holder thereof.

(f) No later than the date fixed for redemption, funds shall be deposited with the Paying Agent to pay, and the Paying Agent is hereby authorized and directed to apply such funds to the payment of, the 2024 Bonds or portions thereof called for redemption, including accrued interest thereon to the redemption date. No payment shall be made upon any 2024 Bond or portion thereof called for redemption until such 2024 Bond shall have been delivered for payment or cancellation or the Registrar shall have received the items required by this Ordinance with respect to any mutilated, lost, stolen or destroyed 2024 Bond.

#### **Sec 4. Appointment of Registrar and Paying Agent.**

(a) The County Auditor is hereby authorized to serve as, or to appoint a qualified financial institution to serve as, registrar and paying agent for the 2024 Bonds (the “Registrar” or the “Paying Agent”). The Registrar is hereby charged with the responsibility of authenticating the 2024 Bonds and shall keep and maintain at its corporate trust office books for the registration and transfer of the 2024 Bonds. The County Auditor is hereby authorized to enter into such agreements or understandings with such institution as will enable the institution to perform the services required of the Registrar and the Paying Agent. The County Auditor is authorized to pay such fees as the institution may charge for the services it provides as the Registrar and the Paying Agent.

(b) The Registrar and the Paying Agent may at any time resign as Registrar and Paying Agent by giving 30 days’ written notice to the County Auditor and to each registered owner of the 2024 Bonds then outstanding, and such resignation will take effect at the end of such 30 days or upon the earlier appointment of a successor Registrar and Paying Agent by the County. Such notice to the County Auditor may be served personally or be sent by first-class or registered mail. The Registrar and Paying Agent may be removed at any time as the Registrar and the Paying Agent by the County, in which event the County may appoint a successor Registrar and Paying Agent. The County shall notify each registered owner of the 2024 Bonds then outstanding of the removal of the Registrar and the Paying Agent. Notices to registered owners of the 2024 Bonds shall be deemed to be given when mailed by first-class mail to the addresses of such registered



owners as they appear on the Registration Record. Any predecessor Registrar and Paying Agent shall deliver all the 2024 Bonds, cash and investments in its possession and the Registration Record to the successor Registrar and Paying Agent. At all times, the same entity shall serve as the Registrar and the Paying Agent.

**Sec. 5. Form of 2024 Bonds.**

(a) The form and tenor of the 2024 Bonds, shall be substantially as follows, with all blanks to be filled in properly and all necessary additions and deletions to be made prior to delivery thereof:

**No. R-\_\_**

Unless this Bond (as hereinafter defined) is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to Johnson County, Indiana, or its agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL, inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

**UNITED STATES OF AMERICA**

**STATE OF INDIANA**

**JOHNSON COUNTY**

**LOCAL INCOME TAX REVENUE BOND, SERIES 202\_\_  
(WITH PROPERTY TAX PLEDGE)**

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Original Issue Date</u>	<u>Authentication Date</u>	<u>[CUSIP]</u>
____ 1, 20__	____ %	____, 202__	____, 20__	

Registered Owner:

Principal Sum: \_\_\_\_\_ Thousand Dollars (\$\_\_\_\_\_)

Johnson County, Indiana (the “County”), acting through its Board of Commissioners, for value received, hereby promises to pay to the Registered Owner set forth above, the Principal Sum set forth above on the Maturity Date set forth above, and to pay interest thereon until the Principal Sum shall be fully paid, at the Interest Rate per annum set forth above from the interest payment date to which interest has been paid next preceding the Authentication Date set forth above, unless this Bond is authenticated after the first day of the month in which interest is payable and on or

before such interest payment date, in which case it shall bear interest from such interest payment date, or, unless this Bond is authenticated on or before \_\_\_\_\_ 15, 202\_, in which case it shall bear interest from the Original Issue Date set forth above, which interest is payable semiannually on each January 15 and July 15 of each year, beginning on \_\_\_\_\_ 15, 202\_. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The principal of this Bond is payable at \_\_\_\_\_ (the “Registrar” or the “Paying Agent”), in \_\_\_\_\_, \_\_\_\_\_. All payments of interest on this Bond shall be paid by check mailed one business day prior to the interest payment date to the registered owner hereof as of the first day of the month in which interest is payable at the address as it appears on the registration books kept by the Registrar (the “Registration Record”). All payments of principal of and premium, if any, on this Bond shall be made upon surrender thereof at the corporate trust office of the Paying Agent in any coin or currency of the United States of America, which on the dates of such payment shall be legal tender for the payment of public and private debts.

This Bond is one of an authorized issue of Local Income Tax Revenue Bonds, Series 202\_ (With Property Tax Pledge) (the “Bonds”), of the County, of like original date, tenor and effect, except as to denomination, numbering, interest rates and dates of maturity, in the total amount of \_\_\_\_\_ Dollars (\$ \_\_\_\_\_), numbered consecutively from R-1 and upward, issued for the purpose of providing funds for the payment of the cost of acquiring, constructing, installing, rehabilitating and equipping certain correctional facilities and rehabilitation facilities and buildings related thereto, all of which are to be located east of the existing County Jail on the existing Highway Department site, consisting of all or any portion of: (1) the acquisition, construction and installation of a new Johnson County Community Corrections and Adult Probation Facility; (2) the acquisition and installation of miscellaneous law enforcement, security, medical and utility equipment; (3) the acquisition and installation of other appurtenant equipment and the making of site improvements related thereto; and (4) the preliminary expenses related thereto and all incidental expenses incurred in connection therewith, including necessary engineering, design and related activities; as well as paying related and incidental expenses to be incurred in connection therewith and on account of the issuance of the Bonds, as authorized by Ordinance No. \_\_\_\_\_, adopted by the County Council of the County on the \_\_\_ day of \_\_\_\_\_, 2024, entitled “An Ordinance of the Johnson County Council authorizing the issuance of Local Income Tax Revenue Bonds (With Property Tax Pledge) for the purpose of providing funds to acquire, construct, install, rehabilitate and equip certain correctional facilities and rehabilitation facilities and to pay incidental expenses in connection therewith and on account of the issuance of the Bonds” (the “Ordinance”), and in strict compliance with Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended, and other applicable provisions of the Indiana Code (collectively, the “Act”), in effect on the date of issuance of this Bond. THE OWNER OF THIS BOND, BY THE ACCEPTANCE HEREOF, AGREES TO ALL THE TERMS AND PROVISIONS CONTAINED IN THE ORDINANCE AND THE ACT.

This Bond and all other Bonds, and any other bonds issued or other obligations entered into hereafter on a parity therewith, are payable solely from the sources described in the Ordinance, which consist primarily of: (1) the revenues of the adjusted gross income tax levied and collected by the County pursuant to Indiana Code § 6-3.6-6-2.7 (the “Correctional Facilities LIT Revenues”) on parity with the 2020 Bonds (as defined in the Ordinance); and (2) to the extent that the

Correctional Facilities LIT Revenues are insufficient for such purpose, *ad valorem* property taxes to be levied on all taxable property in the County. Reference is made to the Ordinance for a more complete statement of the revenues from which and conditions under which the Bonds are payable, a statement of the conditions on which obligations may hereafter be issued on a parity with the Bonds, the manner in which the Ordinance may be amended and the general covenants and provisions pursuant to which the Bonds have been issued.

[Insert optional redemption terms].

[The Bonds maturing on \_\_\_\_\_, 20\_\_, are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof, plus accrued interest, on the dates and in the amounts set forth below:

<u>Date</u>	<u>Amount</u>
_____, 20__ *	

\*Final Maturity.]

[Notice of redemption shall be mailed to the address of the Registered Owner as shown on the Registration Record, as of the date which is 45 days prior to such redemption date, not less than 30 days prior to the date fixed for redemption. The notice shall specify the date and place of redemption and sufficient identification of the Bonds called for redemption. The place of redemption may be determined by the County. Interest on the Bonds so called for redemption shall cease on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price on the date so named.]

[The Bonds shall be called for redemption in multiples of \$5,000. The Bonds in denominations of more than \$5,000 shall be treated as representing the number of Bonds obtained by dividing the denomination of the Bond by \$5,000 within a maturity. The Bonds may be redeemed in part. In the event of the redemption of the Bonds in part, upon surrender of the Bond to be redeemed, a new Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Bond surrendered shall be issued to the Registered Owner[; provided that the unredeemed portion of any one Bond shall in no event be less than \$100,000].]

This Bond is subject to defeasance prior to payment as provided in the Ordinance.

If this Bond shall not be presented for payment on the date fixed therefor, the County may deposit in trust with the Paying Agent an amount sufficient to pay such Bond, and thereafter the Registered Owner shall look only to the funds so deposited in trust for payment, and the County shall have no further obligation or liability with respect thereto.

This Bond is transferable or exchangeable only upon the books of the County kept for that purpose at the office of the Registrar by the Registered Owner in person, or by his attorney duly authorized in writing, upon surrender of this Bond, together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owner or his attorney duly authorized in writing, and thereupon a new fully registered Bond or Bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name

of the transferee or transferees or the Registered Owner, as the case may be, in exchange therefor. Except as otherwise provided in the Disclosure Agreement described below, the County, the Registrar and the Paying Agent may treat and consider the person in whose name this Bond is registered as the absolute owner hereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal hereof and interest due hereon.

The Bonds maturing in any one year are issuable only in fully registered form in the denomination of [\$5,000] [: (1) \$100,000; or (2) \$100,000, plus \$1,000] or any integral multiple thereof not exceeding the aggregate principal amount of the Bonds maturing in such year.

A Continuing Disclosure Agreement, dated as of the Original Issue Date (the "Disclosure Agreement"), has been executed by the County for the benefit of each registered or beneficial owner of any Bond. A copy of the Disclosure Agreement is available from the County and its terms are incorporated herein by reference. The Disclosure Agreement contains certain covenants of the County to each registered or beneficial owner of any Bond, including a covenant to provide continuing disclosure of certain annual financial information and notices of the occurrence of certain events. By its payment for and acceptance of this Bond, the Registered Owner and any beneficial owner of this Bond assents to the Disclosure Agreement and to the exchange of such payment and acceptance for such covenants.

It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the execution, issuance and delivery of this Bond have been done and performed in regular and due form as provided by law.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, the Board of Commissioners of the County of Johnson, Indiana, has caused this Bond to be executed in its corporate name and on its behalf by the manual or facsimile signatures of its duly elected, qualified and acting Commissioners, its corporate seal to be hereunto affixed, imprinted or impressed by any means and this Bond to be attested manually or by facsimile by the Auditor of Johnson County.

THE BOARD OF COMMISSIONERS OF THE  
COUNTY OF JOHNSON, INDIANA

By:  
\_\_\_\_\_  
Commissioner

By:  
\_\_\_\_\_  
Commissioner

By:

\_\_\_\_\_  
Commissioner

(Seal)

Attest:

\_\_\_\_\_  
Auditor

**REGISTRAR'S CERTIFICATE OF AUTHENTICATION**

It is hereby certified that this Bond is one of the Local Income Tax Revenue Bonds, Series 202\_ \_ (With Property Tax Pledge), issued and delivered pursuant to the provisions of the Ordinance.

[\_\_\_\_\_  
AUDITOR, JOHNSON COUNTY, INDIANA, as  
Registrar]

[\_\_\_\_\_,  
as Registrar

By: \_\_\_\_\_  
Authorized Representative]

**ABBREVIATIONS**

The following abbreviations, when used in this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common  
TEN ENT - as tenants by the entireties  
JT TEN - as joint tenants with right of survivorship and  
not as tenants in common

UNIF TRANS  
MIN ACT \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
under Uniform Transfers to Minors Act

\_\_\_\_\_  
(State)

Additional abbreviations may also be used, although not contained in the list above.

### ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_

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(Please print or typewrite name, address and social security or other tax identification number of the assignee and insert number for the first named transferee if held by joint account)  
this Bond and all rights thereunder and hereby irrevocably constitutes and appoints \_\_\_\_\_ as attorney to transfer this Bond on the Registration Record with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature guaranteed by:

REGISTERED OWNER:

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NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution as defined in SEC Rule 17Ad-15 (17 CFR 240.17Ad-15) participating in a Securities Transfer Association recognized signature guarantee program.

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NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of this Bond in every particular, without alteration or enlargement or any change whatever. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation or anyone in a representative capacity, proof of authority to act must accompany this assignment.

(b) The 2024 Bonds may, in compliance with all applicable laws, initially be issued and held in book-entry form on the books of the central depository system, The Depository Trust Company, its successors or any successor central depository system appointed by the County from time to time (the "Clearing Agency"), without physical distribution of 2024 Bonds to the purchasers. The following provisions of this Section apply in such event.

(i) One definitive 2024 Bond of each maturity shall be delivered to the Clearing Agency (or its agent) and held in its custody. The County, the Registrar and the Paying Agent may, in connection therewith, do or perform or cause to be done or performed any acts or things not adverse to the rights of the holders of the 2024 Bonds as are necessary or appropriate to accomplish or recognize such book-entry form 2024 Bonds.

(ii) During any time that the 2024 Bonds remain and are held in book-entry form on the books of a Clearing Agency: (A) any such 2024 Bond may be registered upon the books kept by the Registrar in the name of such Clearing Agency or any nominee thereof, including Cede & Co., as partnership nominee of The Depository Trust Company; (B) except as

otherwise described in the Continuing Disclosure Agreement described in Section 14 hereof, the Clearing Agency in whose name such 2024 Bond is so registered shall be, and the County, the Registrar and the Paying Agent may deem and treat such Clearing Agency as, the absolute owner and holder of such 2024 Bond for all purposes of this Ordinance, including, without limitation, the receiving of payment of the principal of and interest on such 2024 Bond, the receiving of notice and the giving of consent; (C) except as otherwise described in the Continuing Disclosure Agreement described in Section 14 hereof, neither the County nor the Registrar or the Paying Agent shall have any responsibility or obligation hereunder to any direct or indirect participant, within the meaning of Section 17A of the Securities Exchange Act of 1934, as amended, of such Clearing Agency or any person on behalf of which, or otherwise with respect to which, any such participant holds any interest in any 2024 Bond, including, without limitation, any responsibility or obligation hereunder to maintain accurate records of any interest in any 2024 Bond or any responsibility or obligation hereunder with respect to the receiving of payment of principal of or interest or premium, if any, on any 2024 Bond, the receiving of notice or the giving of consent; and (D) the Clearing Agency is not required to present any 2024 Bond called for partial redemption prior to receiving payment, so long as the Registrar, the Paying Agent and the Clearing Agency have agreed to the method for noting such partial redemption.

(iii) If either the County receives notice from the Clearing Agency which is currently the registered owner of the 2024 Bonds to the effect that such Clearing Agency is unable or unwilling to discharge its responsibility as a Clearing Agency for the 2024 Bonds or the County elects to discontinue its use of such Clearing Agency as a Clearing Agency for the 2024 Bonds, then the County, the Registrar and the Paying Agent each shall do or perform or cause to be done or performed all acts or things, not adverse to the rights of the holders of the 2024 Bonds, as are necessary or appropriate to discontinue the use of such Clearing Agency as a Clearing Agency for the 2024 Bonds and to transfer the ownership of each of the 2024 Bonds to such person or persons, including any other Clearing Agency, as the holders of the 2024 Bonds may direct in accordance with this Ordinance. Any expenses of such discontinuance and transfer, including expenses of printing new certificates to evidence the 2024 Bonds, shall be paid by the County.

(iv) During any time that the 2024 Bonds are held in book-entry form on the books of a Clearing Agency, the Registrar shall be entitled to request and rely upon a certificate or other written representation from the Clearing Agency or any participant or indirect participant with respect to the identity of any beneficial owner of the 2024 Bonds as of a record date selected by the Registrar. For purposes of determining whether the consent, advice, direction or demand of a registered owner of a 2024 Bond has been obtained, the Registrar shall be entitled to treat the beneficial owners of the 2024 Bonds as the holders of the 2024 Bonds, and any consent, request, direction, approval, objection or other instrument of such beneficial owner may be obtained in the fashion described in this Ordinance.

(v) During any time that the 2024 Bonds are held in book-entry form on the books of a Clearing Agency, the Commissioners, the County Auditor and/or the Registrar are authorized to execute and deliver a Letter of Representations agreement with the Clearing Agency or a Blanket Issuer Letter of Representations (the “DTC Letter of Representations”), and the provisions of any such DTC Letter of Representations or any successor agreement shall control on the matters set forth therein. The Registrar, by accepting the duties of the Registrar under this Ordinance, agrees that it will (A) undertake the duties of agent required thereby and that those

duties to be undertaken by either the agent or the issuer shall be the responsibility of the Registrar, and (B) comply with all requirements of the Clearing Agency, including, without limitation, same day funds settlement payment procedures. Further, during any time that the 2024 Bonds are held in book-entry form, the provisions of this Section shall control over conflicting provisions in any other section hereof.

**Sec. 6. Sale of 2024 Bonds.**

(a) General. The County Auditor, with the advice of the Municipal Advisor, may sell any series of the 2024 Bonds by means of a competitive sale or a negotiated sale.

(b) Competitive Sale.

(i) This subsection applies in the event any series of the 2024 Bonds are sold by means of a competitive sale.

(ii) The County Auditor shall cause to be published a notice of sale once each week for two consecutive weeks pursuant to Indiana Code 5-3-1-2, as amended. The date fixed for the sale shall not be earlier than 15 days after the first of such publications and not earlier than three days after the second of such publications. The bond sale notice shall state the time and place of sale, the purpose for which the 2024 Bonds are being issued, the total amount thereof, the amount and date of each maturity, the maximum rate or rates of interest thereon, their denominations, the time and place of payment, that specifications and information concerning the 2024 Bonds are on file in the office of the County Auditor and are available on request, the terms and conditions upon which bids will be received and the sale made and such other information as is required by law or as the County Auditor shall deem necessary, including any terms and conditions of sale which provide an exclusion or exemption from the applicability of all or a portion of the provisions of Rule 15c2-12 of the U.S. Securities and Exchange Commission, as amended (the "Rule"), in which case the County Auditor may set the minimum authorized denomination of the 2024 Bonds at \$100,000 as contemplated by the Rule.

(iii) As an alternative to the publication of a notice of sale, the County Auditor may sell the 2024 Bonds through the publication of a notice of intent to sell the 2024 Bonds and compliance with related procedures pursuant to Indiana Code 5-1-11-2(b), as amended.

(iv) All bids for the 2024 Bonds shall be sealed and shall be presented to the County Auditor or on behalf of the County in care of the Municipal Advisor in accordance with the terms set forth in the bond sale notice. Bidders for the 2024 Bonds shall be required to name the rate or rates of interest which the 2024 Bonds are to bear, which shall be the same for all 2024 Bonds maturing on the same date and shall not exceed 7% per annum, and such interest rate or rates shall be in multiples of one-eighth or one-hundredth of one percent. The County Auditor shall award the 2024 Bonds to the bidder who offers the lowest interest cost, to be determined by computing the total interest on all the 2024 Bonds to their maturities and deducting therefrom the premium bid, if any, or adding thereto the amount of the discount bid, if any. No bid for less than 99% of the par value of the 2024 Bonds and accrued interest shall be considered. The County Auditor may require that: (i) all bids shall be accompanied by certified or cashier's checks payable to the order of Johnson County, Indiana, or a surety bond, in an amount not to exceed one percent



of the aggregate principal amount of the 2024 Bonds as a guaranty of the performance of said bid, should it be accepted; or (ii) the selected bidder wire an amount not to exceed one percent of the aggregate principal amount of the 2024 Bonds to the County within 24 hours after the deadline for the receipt of the bids as a guaranty of the performance of such bidder. In the event no satisfactory bids are received on the day named in the sale notice, the sale may be continued from day to day thereafter for a period of 30 days without readvertisement; provided, however, that if said sale shall be continued, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed for sale in the bond sale notice. The County Auditor shall have full right to reject any and all bids.

(c) Negotiated Sale.

(i) This subsection applies in the event any series of the 2024 Bonds are sold by means of a negotiated sale.

(ii) As an alternative to a competitive sale, the Council authorizes the sale of any series of 2024 Bonds by negotiated sale or private placement. The County Auditor, upon the advice of the Municipal Advisor, may elect to issue any series of Bonds upon the terms and conditions set forth in a purchase agreement (the "Bond Purchase Agreement"), to be entered into between the County and an underwriter or a financial institution selected by the Commissioners (the "Underwriter"). The County Auditor may appoint a placement agent with respect to the sale of any series of Bonds. The Council hereby approves the sale of the 2024 Bonds to the Underwriter, and authorizes each of the Commissioners and County Auditor, for and on behalf of the County, to execute and deliver, and to perform the obligations of the County under the Bond Purchase Agreement, in the form the Commissioners or County Auditor, with the advice of the Municipal Advisor and Barnes & Thornburg LLP, bond counsel to the County ("Bond Counsel"), determine to be necessary or appropriate (including, without limitation, any terms and conditions which provide an exclusion or exemption from the applicability of all or a portion of the Rule), such determination to be conclusively evidenced by the Commissioners or County Auditor's execution thereof. The Bond Purchase Agreement in the form executed shall constitute the valid and binding obligation of the County, the full performance and satisfaction of which by the County is hereby authorized.

(d) Payment for and Delivery of 2024 Bonds. After the 2024 Bonds have been properly sold and executed, the Treasurer of Johnson County (the "County Treasurer") shall receive from the purchasers payment for the 2024 Bonds and shall provide for delivery of the 2024 Bonds to the purchasers. Pursuant to Indiana Code 5-1-14-18, in connection with the issuance of the 2024 Bonds, the execution of the 2024 Bonds, the Bond Purchase Agreement, and any other contract, certificate or other document required to be executed and delivered in connection with the issuance of the 2024 Bonds, is authorized to be executed and delivered using electronic signatures, rather than manual signatures, and any such instrument executed using electronic signatures shall be considered fully legal and valid for all purposes and with the same force and effect as if the execution were performed with manual signatures.

(e) Opinion of Bond Counsel. The County Auditor is hereby authorized and directed to obtain a legal opinion as to the validity of the 2024 Bonds from Bond Counsel and to furnish such opinion to the purchasers of the 2024 Bonds or to cause a copy of said legal opinion

to be printed on each 2024 Bond. The cost of such opinion shall be paid out of the proceeds of the 2024 Bonds.

(f) Minimum Authorized Denomination of \$100,000. Notwithstanding the foregoing and if acceptable to the purchasers, the County Auditor, with the advice of the Municipal Advisor and Bond Counsel, may set the minimum authorized denomination of the Bonds at \$100,000.

**Sec. 7. Use of 2024 Bond Proceeds; Creation of Funds and Accounts; and Declaration of Official Intent to Reimburse.**

(a) Use of 2024 Bond Proceeds and Creation of Project Fund. Any accrued interest received at the time of delivery of the 2024 Bonds and any portion of the proceeds of the 2024 Bonds designated to pay capitalized interest on the 2024 Bonds shall be deposited in the Principal and Interest Account of the Sinking Fund (as both such terms are hereinafter defined) and applied to payments of interest on the 2024 Bonds on the earliest interest payment dates. If recommended by the Municipal Advisor, an amount equal to the Debt Service Reserve Requirement (as hereinafter defined) may be deposited into the Reserve Account (as hereinafter defined) of the Sinking Fund. The remaining proceeds received from the sale of the 2024 Bonds shall be deposited in the fund hereby created and designated as “Johnson County, Indiana, 2024 Local Income Tax Revenue Bond Project Fund” (the “Project Fund”). The proceeds deposited in the Project Fund, together with all investment earnings thereon, shall be expended by the County only for the purpose of paying (or reimbursing the County for the prior payment of) expenses incurred in connection with all or a portion of the Project and on account of the sale and issuance of the 2024 Bonds. Any balance remaining in the Project Fund after the completion of the Project, which is not required to meet unpaid obligations incurred in connection therewith and to pay the issuance costs of the 2024 Bonds, may be used to pay debt service on the 2024 Bonds, to fund or replenish the Reserve Account or otherwise used as permitted by law.

(b) Sinking Fund. Under the 2019 Ordinance, there was previously created and established a Sinking Fund (the “Sinking Fund”), within which there is hereby continued the Principal and Interest Account (the “Principal and Interest Account”) and the Reserve Account (the “Reserve Account”).

(i) Principal and Interest Account. Five days prior to each January 15 and July 15, there shall be deposited in the Principal and Interest Account an amount of Correctional Facilities LIT Revenues, which, together with any money contained in the Principal and Interest Account, is sufficient to pay the principal of and interest on the 2024 Bonds and any Parity Obligations (as defined in Section 12 hereof) due on the following January 15 or July 15. No such deposit need be made into the Principal and Interest Account if the amount contained therein is sufficient to pay such amounts. All money in the Principal and Interest Account shall be used and withdrawn solely for the purpose of paying the principal of and interest on the 2024 Bonds and any Parity Obligations, including accrued interest on any such obligations purchased or redeemed prior to maturity.

(ii) Reserve Account.

(A) If the Municipal Advisor recommends the establishment of a reserve for the 2024 Bonds, after making the required deposits into the Principal and Interest Account and any principal and interest account established for any Parity Obligations (each, an “Additional Principal and Interest Account”), Correctional Facilities LIT Revenues shall be set aside from the Sinking Fund and (I) deposited in the Reserve Account in an amount sufficient to maintain the Reserve Account in the full amount of the Debt Service Reserve Requirement (as hereinafter defined) and (II) deposited in any reserve account established for any Parity Obligations in the amount required thereby (each, an “Additional Reserve Account”). On the date of delivery of any series of 2024 Bonds or any series of Parity Obligations, the County Auditor may deposit proceeds of the 2024 Bonds or such series of Parity Obligations, funds on hand or a combination thereof, into the Reserve Account applicable to such series of 2024 Bonds or the Additional Reserve Account applicable to such series of Parity Obligations, as applicable. In the alternative, based on the recommendation of the Municipal Advisor, the Reserve Account may secure one or more series of 2024 Bonds or any series of Parity Obligations, or any Additional Reserve Account may secure one or more series of Parity Obligations.

(B) The balance in the Reserve Account and each Additional Reserve Account that secures one or more series of Tax-Exempt Bonds (as hereinafter defined) shall equal, but not exceed the least of (I) the maximum annual principal and interest requirements on the corresponding series of 2024 Bonds or Parity Obligations, (II) 125% of the average annual principal and interest requirements on the corresponding series of 2024 Bonds or Parity Obligations or (III) 10% of the stated principal amount of the corresponding series of 2024 Bonds or Parity Obligations (or, if any series of 2024 Bonds or Parity Obligations has more than a de minimis amount of original issue discount or premium, the issue price of such series) (each, a “Tax-Exempt Bonds Reserve Requirement”). The balance in any other Reserve Account or Additional Reserve Account shall equal, but not exceed the maximum annual principal and interest requirements on the corresponding series of 2024 Bonds or Parity Obligations (each, a “Taxable Bonds Reserve Requirement” and together with the Tax-Exempt Bonds Reserve Requirements, the “Reserve Requirements”).

(C) If the initial deposit of the proceeds of any series of 2024 Bonds into the Reserve Account or any series of Parity Obligations into the Reserve Account or an Additional Reserve Account does not equal the corresponding Reserve Requirement or if no deposit is made, then, after meeting the requirements of the Principal and Interest Account set forth in subsection (b)(i) above and any Additional Principal and Interest Account and beginning with the 15<sup>th</sup> day of the first month after the date of issuance of such series of 2024 Bonds or Parity Obligations and each 15<sup>th</sup> day of the month thereafter, the County Auditor shall deposit Correctional Facilities LIT Revenues into such Reserve Account in an amount equal to at least one-sixtieth of the difference between the corresponding Reserve Requirement and the amount initially deposited therein, until the balance therein equals the corresponding Reserve Requirement. In the event the amount of Correctional Facilities LIT Revenues are insufficient in any month to make the required deposits in each of the Reserve Accounts, the amount of such available Correctional Facilities LIT Revenues to be deposited in each Reserve Account shall be equal to the product of the amount of the Correctional Facilities LIT Revenues then available for such deposits times the quotient of the shortfall in such Reserve Account divided by the aggregate of the shortfalls in all the Reserve Accounts.

(D) The moneys in the Reserve Account or any Additional Reserve Account shall be used to pay the principal of and interest on solely the series of 2024 Bonds or Parity Obligations secured by such Reserve Account, when due, to the extent that the moneys on deposit in the corresponding Principal and Interest Account or Additional Principal and Interest Account related to such series of 2024 Bonds or Parity Obligations is insufficient for that purpose.

(E) In the event moneys in the Reserve Account or any Additional Reserve Account are transferred to a corresponding Principal and Interest Account or Additional Principal and Interest Account related to the 2024 Bonds or Parity Obligations to pay the principal of or interest on outstanding 2024 Bonds or Parity Obligations, then such depletion of the balance in such Reserve Account shall be made up from the next available Correctional Facilities LIT Revenues, after meeting the requirements of the Principal and Interest Account set forth in subsection (b)(i) above and any Additional Principal and Interest Account, each 15<sup>th</sup> day of the month beginning with the 15<sup>th</sup> day of the first month after any such depletion. In the event the amount of Correctional Facilities LIT Revenues are insufficient in any month to make the required deposits in each of the Reserve Accounts, the amount of such available Correctional Facilities LIT Revenues to be deposited in each Reserve Account shall be equal to the product of the amount of the Correctional Facilities LIT Revenues then available for such deposits times the quotient of the amount of the depletion in such Reserve Account divided by the aggregate of the depletions in all the Reserve Accounts.

(F) Any moneys in the Reserve Account or any Additional Reserve Account in excess of the Reserve Requirement applicable to such Reserve Account may be used for the purchase of the outstanding 2024 Bonds or Parity Obligations secured by such Reserve Account, including accrued interest, or shall be transferred to the County's Correctional Facilities and Rehabilitation Facilities Fund.

(G) The County may at any time and from time to time fund all or any part of the Reserve Account or any Additional Reserve Account by depositing in such Reserve Account one or more debt service reserve surety bonds or insurance policies (each, a "Reserve Account Credit Instrument"). Each Reserve Account Credit Instrument shall be issued by an insurance company rated at the time of the deposit by Standard & Poor's Rating Services ("S&P") or Moody's Investors Service, Inc. ("Moody's"), in a rating category at least as high as "AA" by S&P or "Aa2" by Moody's. As long as any Reserve Account Credit Instrument is in full force and effect, any valuation of the Reserve Account or Additional Reserve Account, as applicable, shall treat the maximum amount available under such Reserve Account Credit Instrument as its value.

(c) The County hereby declares that it reasonably expects to reimburse the County's advances to the cost of the Project from proceeds of the 2024 Bonds, as anticipated by this Ordinance.

**Sec. 8. Defeasance.** If: (a) the 2024 Bonds or any portion thereof shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the 2024 Bonds or any portion thereof for redemption have been given and the whole amount of the principal and the interest so due and payable upon such 2024

Bonds or any portion thereof then outstanding shall be paid; or (b) (i) cash, or (ii) direct noncallable obligations of (including obligations issued or held in book entry form on the books of) the Department of the Treasury of the United States of America and securities fully and unconditionally guaranteed as to the timely payment of principal and interest by the United States of America, the principal of and the interest on which when due without reinvestment will provide sufficient money, or (iii) any combination of the foregoing, shall be held irrevocably in trust for such purpose and provision shall also be made for paying all fees and expenses for the redemption or payment of the 2024 Bonds; then, and in that case, the 2024 Bonds or such designated portion thereof shall no longer be deemed outstanding or secured by this Ordinance.

**Sec. 9. Tax Covenants.** In order to preserve the excludability of the interest on any series of the 2024 Bonds from gross income for federal income tax purposes (such series of the 2024 Bonds, the "Tax-Exempt Bonds") and as an inducement to the purchasers of the Tax-Exempt Bonds, the County represents, covenants and agrees that:

(a) The County will not take any action or fail to take any action with respect to the Tax-Exempt Bonds that would result in the loss of the excludability of the interest on the Tax-Exempt Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as in effect on the date of issuance of the Tax-Exempt Bonds (the "Code"), including, without limitation, the taking of such action as is necessary to rebate or cause to be rebated arbitrage profits on Tax-Exempt Bond proceeds or other monies treated as Tax-Exempt Bond proceeds to the federal government as provided in Section 148 of the Code, and will set aside such monies, which may be paid from investment income on funds and accounts notwithstanding anything else to the contrary contained herein, in trust for such purposes.

(b) The County will file Form 8038-G, Information Return for Tax-Exempt Governmental Obligations, with the Internal Revenue Service as required by Section 149 of the Code.

(c) The County will not make any investment or do any other act or thing during the period that any Tax-Exempt Bond is outstanding hereunder, which would cause any Tax-Exempt Bond to be an "arbitrage bond" within the meaning of Section 148 of the Code and the regulations applicable thereto as in effect on the date of delivery of the 2024 Bonds.

(d) Notwithstanding any other provision of this Ordinance, the foregoing covenants and authorizations (the "Tax Sections"), which are designed to preserve the excludability of the interest on the Tax-Exempt Bonds from gross income for federal income tax purposes (the "Tax Exemption"), need not be complied with to the extent the County receives an opinion of nationally recognized bond counsel to the effect that compliance with such Tax Sections is unnecessary to preserve the Tax Exemption.

**Sec. 10. Amendments.**

(a) Subject to the terms and provisions contained in this Section, and not otherwise, the owners of not less than sixty-six and two-thirds percent (66-2/3%) in aggregate principal amount of the 2024 Bonds and any Parity Obligations then outstanding shall have the right, from time to time, to consent to and approve the adoption by the County of such ordinance

or ordinances supplemental hereto as shall be deemed necessary or desirable by the County for the purpose of modifying, altering, amending, adding to or rescinding in any particular any of the terms or provisions contained in this Ordinance or in any supplemental ordinance; provided, however, that nothing herein contained shall permit or be construed as permitting:

(i) an extension of the maturity of the principal of or interest on any 2024 Bond or Parity Obligation, without the consent of the holder of each 2024 Bond or Parity Obligation so affected; or

(ii) a reduction in the principal amount of any 2024 Bond or Parity Obligation or the rate of interest thereon, or a change in the monetary medium in which such amounts are payable, without the consent of the holder of each 2024 Bond or Parity Obligation so affected; or

(iii) a preference or priority of any 2024 Bond or Parity Obligation over any other 2024 Bond or Parity Obligation, without the consent of the holders of all 2024 Bonds and Parity Obligations then outstanding; or

(iv) a reduction in the aggregate principal amount of the 2024 Bonds and the Parity Obligations required for consent to such supplemental ordinance, without the consent of the holders of all 2024 Bonds and Parity Obligations then outstanding.

(b) If the County shall desire to obtain any such consent, it shall cause the Registrar to mail a notice, postage prepaid, to the addresses appearing on the Registration Record. Such notice shall briefly set forth the nature of the proposed supplemental ordinance and shall state that a copy thereof is on file at the office of the Registrar for inspection by all owners of the 2024 Bonds and the Parity Obligations. The Registrar shall not, however, be subject to any liability to any owners of the 2024 Bonds or the Parity Obligations by reason of its failure to mail such notice, and any such failure shall not affect the validity of such supplemental ordinance when consented to and approved as herein provided.

(c) Whenever at any time within one year after the date of the mailing of such notice, the County shall receive any instrument or instruments purporting to be executed by the owners of the 2024 Bonds and the Parity Obligations of not less than sixty-six and two-thirds percent (66-2/3%) in aggregate principal amount of the 2024 Bonds and the Parity Obligations then outstanding, which instrument or instruments shall refer to the proposed supplemental ordinance described in such notice and shall contain such owners' specific consent to and approval of the adoption thereof in substantially the form of the copy thereof referred to in such notice on file with the Registrar, thereupon, but not otherwise, the County may adopt such supplemental ordinance in substantially such form, without liability or responsibility to any owners of the 2024 Bonds or the Parity Obligations, whether or not such owners shall have consented thereto.

(d) No owner of any 2024 Bond or Parity Obligation shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the County or its officers from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any

supplemental ordinance pursuant to the provisions of this Section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the County and all owners of the 2024 Bonds and the Parity Obligations then outstanding shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments.

(e) Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the County and the owners of the 2024 Bonds and the Parity Obligations, and the terms and provisions of the 2024 Bonds, the Parity Obligations and this Ordinance or any supplemental ordinance, may be modified or altered in any respect with the consent of the County and the consent of the owners of all the 2024 Bonds and the Parity Obligations then outstanding.

(f) Without notice to or consent of the owners of the 2024 Bonds or the Parity Obligations, the County may, from time to time and at any time, adopt such ordinances supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental ordinances shall thereafter form a part hereof):

(i) to cure any ambiguity or formal defect or omission in this Ordinance or in any supplemental ordinance; or

(ii) to grant to or confer upon the owners of the 2024 Bonds and the Parity Obligations any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the owners of the 2024 Bonds and the Parity Obligations; or

(iii) to procure a rating on the 2024 Bonds or the Parity Obligations from a nationally recognized securities rating agency designated in such supplemental ordinance, if such supplemental ordinance will not adversely affect the owners of the 2024 Bonds or the Parity Obligations; or

(iv) to obtain or maintain bond insurance with respect to the 2024 Bonds or the Parity Obligations; or

(v) to provide for the refunding or advance refunding of the 2024 Bonds or the Parity Obligations; or

(vi) to make any other change, which, in the determination of the Council in its sole discretion, is not to the prejudice of the owners of the 2024 Bonds or the Parity Obligations.

**Sec. 11. Investment of Funds.** All of the amounts in the funds and accounts created pursuant to this Ordinance shall be deposited in lawful depositories of the State and shall be continuously held and secured or invested as provided by the laws of the State relating to the depositing, securing, holding and investing of public funds, including particularly Indiana Code 5-13-9, as amended. The amounts in the Project Fund, the Principal and Interest Account, any Additional Principal and Interest Account, the Reserve Account and any Additional Reserve Account and all other funds and accounts created pursuant to this Ordinance shall be kept in separate bank accounts apart from all other bank accounts of the County. In no event shall any of

the Correctional Facilities LIT Revenues be transferred or used for any purpose contrary to the Act and this Ordinance, so long as any of the 2024 Bonds or the Parity Bonds shall be outstanding. Investment income earned on moneys in the funds and accounts established by this Ordinance shall become a part of the funds and accounts invested and shall be used only as provided in this Ordinance.

**Sec. 12. Additional Bonds.**

(a) The County reserves the right to issue or enter into bonds, leases or other obligations entitled to the pledge of the Correctional Facilities LIT Revenues on a parity with the 2024 Bonds and in accordance with the requirements set forth below (the "Parity Obligations"). The authorization and issuance of Parity Obligations shall be subject to the following conditions precedent.

(i) All payments due under the 2024 Bonds and on any Parity Obligations payable from the Correctional Facilities LIT Revenues shall be current to date in accordance with the terms thereof, with no payment in arrears.

(ii) The County shall have received a certificate prepared by an independent, qualified accountant or feasibility consultant certifying that the amount of the Correctional Facilities LIT Revenues estimated to be received in each succeeding year shall be at least equal to one hundred twenty-five percent (125%) of the debt service and lease rental requirements with respect to the 2024 Bonds, any outstanding Parity Obligations and the proposed Parity Obligations for each respective year during the term of the 2024 Bonds, any outstanding Parity Obligations and the proposed Parity Obligations. If on or before the date of issuance of the proposed Parity Obligations, the Council shall have finally approved an increase in the rate at which the Correctional Facilities LIT is imposed or extended the period of its effectiveness, if then authorized under State law, the Correctional Facilities LIT Revenues estimate described in the preceding sentence may be adjusted to take the increased Correctional Facilities LIT rate or effective period into account. The County shall approve and confirm the figures and estimates set forth in the above-described certificate in any resolution or ordinance authorizing the Parity Obligations.

(iii) Payments of any Parity Obligations or bonds, leases or obligations with a lien on the Correctional Facilities LIT Revenues subordinate to the lien thereon of the 2024 Bonds and any Parity Obligations shall be payable semiannually on January 15 and July 15.

(b) The terms and conditions of any Parity Obligations shall be set forth in the ordinance or resolution authorizing such Parity Obligations.

**Sec. 13. Bond Anticipation Notes.**

(a) The County shall issue, if necessary, bond anticipation notes (the "BANs") for the purpose of procuring interim financing to pay the cost of the Project and any costs related thereto, and, if deemed appropriate, to pay the costs of issuance of the BANs. The County may issue the BANs in one or more series, in an aggregate principal amount outstanding at any one time not to exceed \$38,400,000 to be designated "Local Income Tax Revenue Bond Anticipation



Notes, Series 202\_ \_,” to be completed with the appropriate year of issuance and an alphabetical designation, if necessary or appropriate. The BANs shall be lettered and numbered consecutively from R-1 and upward, and shall be in authorized denominations of \$100,000 or more. The BANs shall be dated as of the date of delivery thereof and shall bear interest at a rate not to exceed 7% per annum (the exact rate or rates to be determined through negotiations with the purchasers of the BANs) payable either upon maturity or semiannually on January 15 and July 15, as designated by the County Auditor, with the advice of the Municipal Advisor. Each series of BANs will mature no later than nine months after their date of delivery, unless determined otherwise by the County Auditor, with the advice of the Municipal Advisor and Bond Counsel. The BANs are subject to renewal or extension at an interest rate or rates not to exceed 7% per annum (the exact rate or rates to be negotiated with the purchaser of the BANs). The term of any renewal BANs may not exceed five years from the date of delivery of the initial BANs. The BANs shall be registered in the name of the purchasers thereof.

(b) The BANs shall be issued pursuant to Indiana Code 5-1-14-5, as amended. The BANs shall be sold at a price not less than 99% of the principal amount thereof to a financial institution or, if issued in an aggregate principal amount of \$1,000,000 or more, to any other purchaser. The County pledges to the payment of the principal of and interest on the BANs the proceeds from the issuance of the 2024 Bonds pursuant to and in the manner prescribed by the Act. The County Auditor is authorized to serve as the Registrar and the Paying Agent for the BANs and is hereby charged with the duties of the Registrar and the Paying Agent for the BANs, including the authentication of the BANs.

(c) If deemed appropriate by the County Auditor, with the advice of the Municipal Advisor, the BANs shall be prepayable by the County, in whole or in part, on or after the date determined to be most appropriate by the County Auditor, with the advice of the Municipal Advisor, upon 15 days’ notice to the owner of the BANs as of the date which is 30 days prior to such prepayment, without any premium, but with accrued interest to the date of prepayment, or upon such shorter notice as may be permitted by the purchaser of the BANs.

(d) The BANs shall be executed in the name of the County by the manual, facsimile or electronic signature of a majority of the Commissioners and attested by the manual, facsimile or electronic signature of the County Auditor, who shall affix the seal of the County to each of the BANs manually or shall have the seal imprinted or impressed thereon by facsimile or other means. The BANs must be authenticated by the manual, facsimile or electronic signature of the Registrar.

**Sec. 14. Official Statement and Continuing Disclosure Agreement.**

(a) The distribution of the Preliminary Official Statement related to the 2024 Bonds (the “Preliminary Official Statement”) and the final Official Statement related to the 2024 Bonds (the “Official Statement”) to be prepared by the Municipal Advisor, on behalf of the County, is hereby authorized and approved, and the Commissioners are authorized and directed to execute the Official Statement on behalf of the County in a form consistent with this Ordinance. The Commissioners or the County Auditor is authorized to deem the Preliminary Official Statement as “final” for purposes of the Rule. Notwithstanding the foregoing and if acceptable to the purchasers of the 2024 Bonds: (i) the County Auditor, with the advice of the Municipal Advisor

and Bond Counsel, may set the minimum authorized denomination of the 2024 Bonds at \$100,000; and (ii) the County need not prepare and distribute a Preliminary Official Statement or prepare and execute an Official Statement.

(b) If necessary in order for the purchaser of the 2024 Bonds to comply with the Rule, the Commissioners and the County Auditor are hereby authorized to execute and deliver, in the name and on behalf of the County, (1) an agreement by the County to comply with the requirements for a continuing disclosure undertaking of the County pursuant to subsection (b)(5) of the Rule, and (2) amendments to such agreement from time to time in accordance with the terms of such agreement (the agreement and any amendments thereto are collectively referred to herein as the “Continuing Disclosure Agreement”). The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. The remedies for any failure of the County to comply with and carry out the provisions of the Continuing Disclosure Agreement shall be as set forth therein.

**Sec. 15. Bond Insurance.**

(a) The Commissioners or the County Auditor, with the advice of the Municipal Advisor, is authorized to negotiate with one or more municipal bond insurers for the purpose of qualifying one or more municipal bond insurers to issue an insurance policy guaranteeing the payment of the principal of and interest on the 2024 Bonds, when due.

(b) This subsection shall apply in the event any series of the 2024 Bonds are sold by means of a competitive sale. In the event the Commissioners or the County Auditor has not selected a municipal bond insurer at the time of the sale of the 2024 Bonds and the Commissioners or the County Auditor, with the advice of the Municipal Advisor, deems it to be beneficial to the County, the Commissioners or the County Auditor may authorize any bidder on the 2024 Bonds to submit a bid with the requirement that the County purchase an insurance policy to be issued by such an insurer. If a bid is submitted with this requirement, the amount of the premium to be paid by the County for such an insurance policy will be added to the net interest cost of such bidder to determine which bid provides the lowest overall interest cost to the County (consisting of the aggregate of the total interest due on the 2024 Bonds and the cost of the premium for such policy and deducting therefrom the premium bid, if any, or adding thereto the discount bid, if any, by such bidder).

**Sec. 16. Additional Appropriation of the Proceeds of the 2024 Bonds and Ratification of Prior Actions.**

(a) There is hereby appropriated a sum not to exceed \$38,400,000 out of the proceeds of the 2024 Bonds received by the County in connection with the sale of the 2024 Bonds, together with any premium paid by the original purchasers of the 2024 Bonds and all investment earnings thereon, for the use by the County in paying the cost of the Project, together with any expenses incidental thereto, funding a debt service reserve for the 2024 Bonds, if deemed appropriate or necessary, paying capitalized interest on the 2024 Bonds, if any, and paying the issuance costs of the 2024 Bonds. Such appropriation shall be in addition to all appropriations provided for in the existing budget and levy and shall continue in effect until such amount is expended for the purposes authorized in this Ordinance. A certified copy of this Ordinance,

together with such other proceedings and actions as may be necessary, shall be filed by the County Auditor, with the Department of Local Government Finance.

(b) Any and all actions previously taken by any officer or employee of the County in connection with this Ordinance, including the publication of the Notice of Hearing on Additional Appropriation, are hereby approved, ratified and affirmed.

**Sec. 17. Notice of Decision.** A notice of the foregoing decision, that, to the extent permitted by law, the Council will take all of the necessary steps to issue the 2024 Bonds to finance the cost of the Project, shall be given in accordance with Indiana Code 6-1.1-20-5, as amended.

**Sec. 18. No Conflict.** All ordinances, resolutions and orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed. After the issuance of the 2024 Bonds and so long as any of the 2024 Bonds or interest thereon remains unpaid, except as expressly provided herein, this Ordinance shall not be repealed or amended in any respect which will adversely affect the rights of the holders of the 2024 Bonds, nor shall the County adopt any law, ordinance or resolution, which in any way adversely affects the rights of such holders.

**Sec. 19. Severability.** If any section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

**Sec. 20. Holidays, Etc.** If the date of making any payment or the last date for the performance of any act or the exercising of any right, as provided in this Ordinance, shall be a legal holiday or a day on which banking institutions in the County or the city in which the Registrar or the Paying Agent is located are typically closed, such payment may be made or act performed or right exercised on the next succeeding day not a legal holiday or a day on which such banking institutions are typically closed, with the same force and effect as if done on the nominal date provided in this Ordinance, and no interest shall accrue for the period after such nominal date.

**Sec. 21. Authority to Effectuate this Ordinance.** The Commissioners, the County Auditor and the County Treasurer are hereby authorized and directed to take any and all other actions on behalf of the County as may be necessary, appropriate or desirable to carry out the purposes of this Ordinance and the issuance and sale of the BANs or the 2024 Bonds in accordance with Indiana Code 5-1-14-5, as amended, or the Act, respectively, and this Ordinance, including, without limitation, securing, to the extent deemed desirable, with the advice of the Municipal Advisor, a rating on any or all series of the 2024 Bonds from one or more national credit rating agencies.


**Sec. 22. Effectiveness.** This Ordinance shall be in full force and effect from and after its passage.

DULY ADOPTED on this 8<sup>th</sup> day of July, 2024, by the County Council of Johnson County, Indiana.


COUNTY COUNCIL OF  
JOHNSON COUNTY, INDIANA

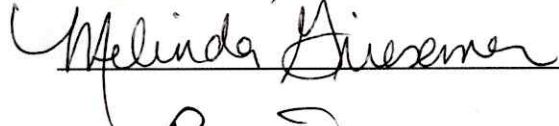
  
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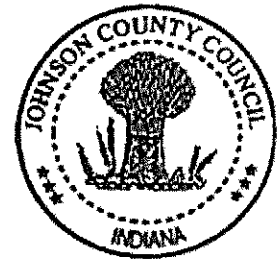
Attest:

  
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County Auditor

# APPENDIX E

# Johnson County Council

86 West Court Street  
Franklin, Indiana 46131



## ORDINANCE 2019-02

### MODIFYING LOCAL INCOME TAX RATES IMPOSED IN JOHNSON COUNTY

**BE IT ORDAINED** by the County Council of Johnson County, Indiana that a need now exists to modify the local income tax rates imposed within the County in the following way:

Allocation Rate Category	Existing LIT Rate	Proposed LIT Rate
Expenditure Rate (Indiana Code § 6-3.6-6)	1.00%	1.20%

The expenditure rate identified above includes a rate associated with revenue to be directed to the correctional facilities and rehabilitation facilities fund, which is hereby created pursuant to Indiana Code § 6-3.6-6-2.7. Johnson County hereby imposes the tax rate under Indiana Code § 6-3.6-6-2.7 and directs that the expenditure rate being directed to the correctional facilities and rehabilitation facilities fund after adoption of this Ordinance is as follows:

Allocation Rate Category	Existing LIT Rate	Proposed LIT Rate
Correctional or Rehabilitation Facilities (Indiana Code § 6-3.6-6-2.7)	0.00%	0.20%

The Johnson County Council finds the revenue generated by the correctional facilities and rehabilitation facilities rate is necessary to pay for correctional facilities and rehabilitation facilities in the County. The revenue associated with this rate shall be directed to the correctional facilities and rehabilitation facilities fund before the remainder of the expenditure rate revenue is distributed.

The remainder of the expenditure rate shall be allocated as follows:

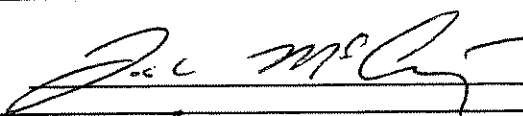
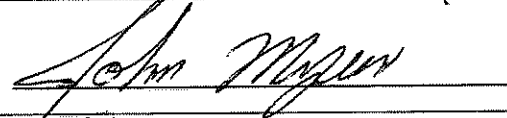

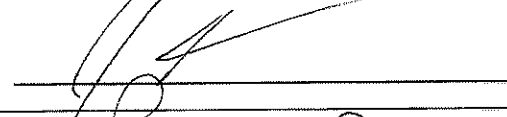
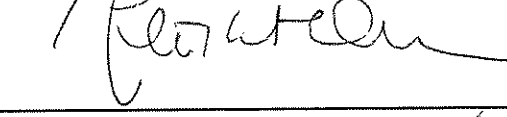
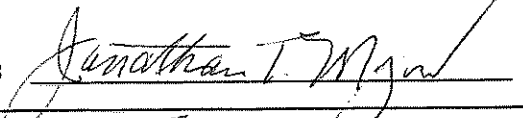
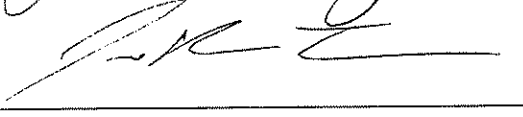
Allocation Rate Category	Existing LIT Rate	Proposed LIT Rate
Certified Shares (Indiana Code § 6-3.6-6)	1.00%	1.00%

The local income tax rates proposed above shall become effective on October 1, 2019.

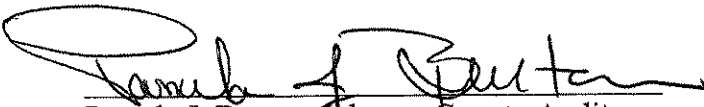
The local income tax rates proposed above will remain in effect until they expire pursuant to the enabling statute of the Indiana Code or until the Johnson County Council chooses to modify them.

**BE IT FURTHER ORDAINED** that a public hearing was held on the proposed local income tax rate modifications on June 21, 2019, and a public hearing was held on the regional jail feasibility on June 10, 2019. Proper notice of the public hearings was provided pursuant to Indiana Code 5-3-1.

**DULY ADOPTED** by the following vote of the members of the Johnson County Council this 21<sup>st</sup> day of June, 2019.

Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	President	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>Josh McCarty</b>	
Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	Vice President	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>John E. Myers</b>	
Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	Member	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>Rob Henderson</b>	
Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	Member	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>James Ison</b>	
Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	Member	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>Pete Ketchum</b>	
Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	Member	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>Jonathan T. Myers</b>	
Aye <input checked="" type="checkbox"/>	Absent <input type="checkbox"/>	Member	
Nay <input type="checkbox"/>	Abstain <input type="checkbox"/>	<b>Joshua Turner</b>	

Attest:

  
Pamela J. Burton Johnson County Auditor

# APPENDIX F



§ \_\_\_\_\_  
**JOHNSON COUNTY, INDIANA**  
**LOCAL INCOME TAX REVENUE BONDS, SERIES 2024 (WITH PROPERTY TAX**  
**PLEDGE)**

**CONTINUING DISCLOSURE AGREEMENT**

This CONTINUING DISCLOSURE AGREEMENT (this “Agreement”) is executed and delivered this \_\_\_ day of \_\_\_\_\_, 2024, by JOHNSON COUNTY, INDIANA (the “Promisor”), for the benefit of EACH BONDHOLDER (each, a “Promisee”).

WITNESSETH THAT:

WHEREAS, the Promisor is issuing its Local Income Tax Revenue Bonds, Series 2024 (With Property Tax Pledge) in the aggregate principal amount of \$\_\_\_\_\_ on the date hereof (the “Bonds”) pursuant to Indiana Code 5-1-14-4, as amended, Indiana Code 6-3.6-6, as amended, Indiana Code 36-2-6-18, as amended, and Ordinance No. 2024-05, adopted by the Johnson County Council on July 8, 2024 (the “Bond Ordinance”); and

WHEREAS, Raymond James & Associates, Inc. (the “Underwriter”), is, in connection with the offering of the Bonds directly or indirectly by or on behalf of the Promisor, purchasing the Bonds from the Promisor and selling the Bonds to certain purchasers; and

WHEREAS, Rule 15c2-12 (the “Rule”), promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934, as amended (the “Act”), provides that, except as otherwise provided in the Rule, a participating underwriter (as defined in the Rule) shall not purchase or sell municipal securities in connection with an offering (as defined in the Rule) unless the participating underwriter has reasonably determined that an issuer of municipal securities (as defined in the Rule) or an obligated person (as defined in the Rule) for whom financial or operating data is presented in the final official statement (as defined in the Rule) has undertaken, either individually or in combination with other issuers of such municipal securities or obligated persons, in a written agreement or contract for the benefit of holders of such securities, to provide certain information; and

WHEREAS, the Promisor desires to enter into this Agreement in order to assist the Underwriter in complying with subsection (b)(5) of the Rule; and

WHEREAS, any Bondholder (as hereinafter defined) shall, by its payment for and acceptance of such Bond, accept and assent to this Agreement and the exchange of such payment and acceptance for the promises of the Promisor contained herein;

NOW, THEREFORE, in consideration of the Underwriter’s and any Promisee’s payment for and acceptance of any Bonds, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Promisor hereby promises to each Promisee as follows:

Section 1. Definitions. The terms defined herein, including the terms defined above and in this Section, shall have the meanings herein specified unless the context or use clearly indicates another or different meaning or intent. Any terms defined in the Rule, but not otherwise defined herein, shall have the meanings specified in the Rule, unless the context or use clearly indicates another or different meaning or intent.

(a) “Beneficial Owner” shall mean any person which has or shares power, directly or indirectly, to make investment decisions concerning the ownership of any Bonds (including any person holding Bonds through nominees, depositories or other intermediaries).

(b) “Bond” shall mean any of the Bonds.

(c) “Bondholder” shall mean any registered owner or Beneficial Owner of any Bond.

(d) “Final Official Statement” shall mean the Official Statement, dated \_\_\_\_\_, 2024, relating to the Bonds, including any document included therein by specific reference to documents available to the public on the MSRB’s Internet Web site or filed with the Commission.

(e) “Fiscal Year” of any person shall mean any period from time to time adopted by such person as its fiscal year for accounting purposes.

(f) “MSRB” shall mean the Municipal Securities Rulemaking Board.

(g) “Obligated Person” shall mean any person who is either generally or through an enterprise, fund or account of such person committed by contract or other arrangement to support payment of all or part of the obligations on the Bonds (other than any providers of municipal bond insurance, letters of credit or liquidity facilities), for whom financial information or operating data is presented in the Final Official Statement.

(h) “State” shall mean the State of Indiana.

Section 2. Term. The term of this Agreement shall commence on the date of delivery of the Bonds by the Promisor to the Underwriter and shall expire on the earlier of (a) the date of payment in full of the principal of and premium, if any, and interest on the Bonds, whether upon scheduled maturity, redemption, acceleration or otherwise, or (b) the date of defeasance of the Bonds in accordance with the terms of the Bond Ordinance.

Section 3. Obligated Person(s). The Promisor hereby represents and warrants that, as of the date hereof:

(a) The only Obligated Person with respect to the Bonds is the Promisor; and

(b) Except as otherwise disclosed in the Final Official Statement, there have been no instances in the five years prior to the date of the Final Official Statement in which the Promisor failed to comply, in all material respects, with any previous undertakings in a written contract or agreement specified in subsection (b)(5)(i) of the Rule.

Section 4. Undertaking to Provide Information.

(a) The Promisor hereby undertakes to provide to the MSRB, in an electronic format as prescribed by the MSRB, either directly or indirectly through a trustee or a designated agent, for the Promisor:

(i) Within six months after the close of each Fiscal Year of the Promisor, beginning with the Fiscal Year ending December 31, 2024, the following financial information and operating data for the Promisor:

(A) the audited financial statements of the Promisor for its fiscal year, immediately preceding the due date of the Annual Financial Information (as defined herein); provided, however, such financial statements shall not be included if State law does not require the Promisor to prepare such statements for its immediately preceding fiscal year by the due date of the Annual Report for such fiscal year; and

(B) operating data of the type provided in the Final Official Statement in Appendix A, under the captions “GENERAL PHYSICAL AND DEMOGRAPHIC INFORMATION – Governmental Structure” and “GENERAL ECONOMIC AND FINANCIAL INFORMATION – Large Employers”, “-- Schedule of Indebtedness”, “-- Debt Limit”, “-- Schedule of Historical Net Assessed Valuation”, “—Schedule of Detail Assessed Valuation”, “-- Comparative Schedule of Tax Rates”, “— Property Taxes Levied and Collected,” and “-- Largest Taxpayers” (the audited financial statements set forth in Section 4(a)(i)(A) hereof and the operating data set forth in this subparagraph, collectively, the “Annual Financial Information”);

(ii) If not available by the deadline for filing the Annual Financial Information, then, when and if available, the audited financial statements of the Promisor;

(iii) In a timely manner not in excess of 10 business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

(A) Principal and interest payment delinquencies;

(B) Non-payment related defaults, if material;

(C) Unscheduled draws on debt service reserves reflecting financial difficulties;

(D) Unscheduled draws on credit enhancements reflecting financial difficulties;

(E) Substitution of credit or liquidity providers, or their failure to perform;

(F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;

- (G) Modifications to rights of security holders, if material;
- (H) Bond calls, if material, and tender offers;
- (I) Defeasances;
- (J) Release, substitution or sale of property securing repayment of the securities, if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (M) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (N) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (O) Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
- (P) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties;

For the purpose of the event set forth in clause (L) above, such event is considered to occur when any of the following occur:

- (I) the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority; or
- (II) the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person; and

For the purpose of the events set forth in clauses (O) and (P) above, the term “financial obligation” means: (1) a debt obligation; (2) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (3) a guarantee of a debt obligation or a derivative instrument described in clause (2) above; provided, however, the term “financial obligation” shall not include municipal securities (as defined in the Act), as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule; and

(iv) In a timely manner, notice of a failure of the Promisor to provide required Annual Financial Information on or before the times specified in this Agreement.

(b) The audited financial statements of the Promisor provided pursuant to subsection (a)(i) or (ii) of this Section (i) shall be audited and prepared pursuant to accounting and reporting policies conforming in all material respects to generally accepted accounting principles as applicable to governments with such changes as may be required from time to time in accordance with State law, or (ii) shall be audited (only if required by State law) and prepared in accordance with State law.

(c) Any Annual Financial Information may be set forth in a document or set of documents, or may be included by specific reference to documents available to the public on the MSRB’s Internet Web site or filed with the Commission.

Section 5. Provision of Documents to the MSRB. All documents provided to the MSRB under this Agreement shall be accompanied by identifying information as prescribed by the MSRB.

Section 6. Termination of Obligation. The obligation to provide Annual Financial Information and notices of events under Section 4(a) hereof shall terminate with respect to the Promisor, if and when the Promisor no longer remains an obligated person (as defined in the Rule) with respect to the Bonds.

Section 7. Bondholders. Each Bondholder is an intended beneficiary of the obligations of the Promisor under this Agreement, such obligations create a duty in the Promisor to each Bondholder to perform such obligations, and each Bondholder shall have the right to enforce such duty.

Section 8. Limitation of Rights. Nothing expressed or implied in this Agreement is intended to give, or shall give, to the Underwriter, the Commission, any underwriters, brokers or dealers, or any other person, other than the Promisor and each Promisee, any legal or equitable right, remedy or claim under or with respect to this Agreement or any rights or obligations hereunder. This Agreement and the rights and obligations hereunder are intended to be, and shall be, for the sole and exclusive benefit of the Promisor and each Promisee.

Section 9. Remedies.

(a) The sole and exclusive remedy for any breach or violation by the Promisor of any obligation of the Promisor under this Agreement shall be the remedy of mandamus or specific

performance by court order to cause the Promisor to comply with such obligation. No Promisee shall have any right to monetary damages or any other remedy for any breach or violation by the Promisor of any obligation of the Promisor under this Agreement, except the remedy of mandamus or specific performance by the Promisor of such obligation.

(b) No breach or violation by the Promisor of any obligation of the Promisor under this Agreement shall constitute a breach or violation of or default under the Bonds or the Bond Ordinance.

(c) Any action, suit or other proceeding for any breach or violation by the Promisor of any obligation of the Promisor under this Agreement shall be instituted, prosecuted and maintained only in a court of competent jurisdiction in Johnson County, Indiana.

(d) No action, suit or other proceeding for any breach or violation by the Promisor of any obligation of the Promisor under this Agreement shall be instituted, prosecuted or maintained by any Promisee, unless, prior to instituting such action, suit or other proceeding: (i) such Promisee has given the Promisor notice of such breach or violation and demand for performance; and (ii) the Promisor has failed to cure such breach or violation within 60 days after such notice.

Section 10. Waiver. Any failure by any Promisee to institute any suit, action or other proceeding for any breach or violation by the Promisor of any obligation of the Promisor under this Agreement, within 360 days after the date such Promisee first has knowledge of such breach or violation, shall constitute a waiver by such Promisee of such breach or violation and, after such waiver, no remedy shall be available to such Promisee for such breach or violation.

Section 11. Annual Appropriations. This Agreement and the obligations of the Promisor hereunder are subject to annual appropriation by the Promisor.

Section 12. Immunity of Officers, Directors, Members, Employees and Agents. No recourse shall be had for any claim based upon any obligation in this Agreement against any past, present or future officer, director, member, employee or agent of the Promisor, as such, either directly or through the Promisor, under any rule of law or equity, statute or constitution.

Section 13. Amendment or Waiver of Obligations.

(a) The Promisor may, from time to time, amend any obligation of the Promisor under this Agreement and waive any provision of this Agreement, without notice to or consent from any Promisee, provided that the following conditions are satisfied: (i)(A) if the amendment or waiver relates to the provisions of Section 4(a) hereof, it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the Promisor, or type of business conducted or in connection with the Project (as defined in the Bond Ordinance), (B) this Agreement, as so amended, or taking into account such waiver, would, in the opinion of counsel expert in federal securities laws, have complied with the requirements of the Rule on the date hereof, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, and (C) such amendment or waiver either (I) is approved by the holders of the Bonds in the same manner as provided in the Bond Ordinance for amendments to the Bond Ordinance with the consent of the holders of the Bonds, or (II) does not, in the opinion of nationally recognized bond counsel,

materially impair the interests of any Bondholder; or (ii) such amendment is otherwise permitted by the Rule.

(b) In the event of any amendment to, or waiver of a provision of, this Agreement, the Promisor shall describe such amendment or waiver in its next Annual Financial Information and shall include an explanation of the reason for such amendment or waiver. In particular, if the amendment results in a change to the annual financial information required to be included in the Annual Financial Information, the first Annual Financial Information that contains the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of such change in the type of operating data or financial information being provided. Further, if the annual financial information required to be provided in the Annual Financial Information can no longer be generated because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be included in the first Annual Financial Information that does not include such information.

(c) If the amendment results in a change to the accounting principles to be followed in preparing financial statements, the Annual Financial Information for the year in which the change is made shall include a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of such differences and the impact of the changes on the presentation of the financial information. To the extent reasonably feasible, the comparison shall also be quantitative. A notice of the change in accounting principles shall be sent to the MSRB, in an electronic format as prescribed by the MSRB.

Section 14. Assignment and Delegation. No Promisee may, without the prior written consent of the Promisor, assign any of its rights under this Agreement to any other person. The Promisor may not assign any of its rights or delegate any of its obligations under this Agreement to any other person, except that the Promisor may assign any of its rights or delegate any of such obligations to any entity (a) into which the Promisor merges, with which the Promisor consolidates or to which the Promisor transfers all or substantially all of its assets or (b) which agrees in writing for the benefit of Bondholders to assume such rights or obligations.

Section 15. Knowledge. For purposes of this Agreement, each Promisee shall be deemed to have knowledge of the provision and content of any information, datum, statement or notice provided by the Promisor to the MSRB on the date such information, datum, statement or notice is so provided, regardless of whether such Promisee was a Bondholder at the time such information, datum, statement or notice was so provided.

Section 16. Performance Due on other than Business Days. If the last day for taking any action under this Agreement is a day other than a business day, such action may be taken on the next succeeding business day and, if so taken, shall have the same effect as if taken on the day required by this Agreement.

Section 17. Waiver of Assent. Notice of acceptance of or other assent to this Agreement is hereby waived.

Section 18. Governing Law. This Agreement and the rights and obligations hereunder shall be governed by and construed and enforced in accordance with the internal laws of the State, without reference to any choice of law principles.

Section 19. Additional Disclosure Obligations. The Promisor acknowledges and understands that other State and federal laws, including, without limitation, the Securities Act of 1933, as amended, and Rule 10b-5 promulgated by the Commission pursuant to the Act, may apply to the Promisor, and that under some circumstances, compliance with this Agreement, without additional disclosure or other action, may not fully discharge all duties and obligations of the Promisor under such laws.

Section 20. Severability. If any portion of this Agreement is held or deemed to be, or is, invalid, illegal, inoperable or unenforceable, the validity, legality, operability and enforceability of the remaining portions of this Agreement shall not be affected, and this Agreement shall be construed as if it did not contain such invalid, illegal, inoperable or unenforceable portion.

Section 21. Rule. This Agreement is intended to be an agreement or contract in which the Promisor has undertaken to provide that which is required by paragraph (b)(5) of the Rule. If and to the extent this Agreement is not such an agreement or contract, this Agreement shall be deemed to include such terms not otherwise included herein, and to exclude such terms not otherwise excluded herefrom, as are necessary to cause this Agreement to be such an agreement or contract.

Section 22. Interpretation. The use herein of the singular shall be construed to include the plural, and vice versa, and the use herein of the neuter shall be construed to include the masculine and feminine. Unless otherwise indicated, the words “hereof,” “herein,” “hereby” and “hereunder,” or words of similar import, refer to this Agreement as a whole and not to any particular section, subsection, clause or other portion of this Agreement.

Section 23. Captions. The captions appearing in this Agreement are included herein for convenience of reference only and shall not be deemed to define, limit or extend the scope or intent of any rights or obligations under this Agreement.



IN WITNESS WHEREOF, the Promisor has caused this Agreement to be executed on the date first above written.

JOHNSON COUNTY, INDIANA

By: Board of Commissioners of Johnson County,  
Indiana

\_\_\_\_\_  
Brian P. Baird, Commissioner

\_\_\_\_\_  
Kevin M. Walls, Commissioner

\_\_\_\_\_  
Ronald H. West, Commissioner

Attest:

\_\_\_\_\_  
Elizabeth Alvey, County Auditor

*[Signature Page of Continuing Disclosure Agreement]*

# APPENDIX G

## **Links to Most Recent Audit of Johnson County**

**Federal Compliance Audit for Year Ending December 31, 2022**

**<http://www.in.gov/sboa/WebReports/83047F.pdf>**

**Supplemental Compliance Report for Year Ending December 31, 2022**

**<http://www.in.gov/sboa/WebReports/83047S.pdf>**

**Federal Financial Statement Audit Report for Year Ending December 31, 2022**

**<http://www.in.gov/sboa/WebReports/83047A.pdf>**