

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

IN RE: Minutes of the Meeting held April 21, 1981

PRESENT: President Pro-Tem, William C. Parrish
Commissioner, Dexter L. Buckley, Jr.

At 2:30 p.m. the Commission met with Mr. William Pfalzgraf. The purpose of the meeting with the Commission was to submit or make a substitution in the name of an Inducement Agreement, and Resolution that had been previously submitted for N.B.L. The name of the corporation was changed to D.G.H.C. (The Diamond Glass Company). Also, the amount of the finance cost of the Project, was changed from \$2,000,000, to \$8,000,000. Upon the motion of Commissioner Dexter L. Buckley, seconded by President Pro-Tem, William C. Parrish the motion was moved and passed upon the advise of Mr. William Pfalzgraf, Attorney for the Wood County Development Attorney, to approve the aforementioned Inducement Agreement, and Bond Resolution with the corrections being made as stated. A copy of these documents are in attachment.

This day came Roscoe F. Lockney from Advertising Dimensions with an Operating Agreement to be effective immediately whereas Advertising Dimensions, Inc., will commence picking up the County's mail for presorting in accordance with the U.S. Postal Service Regulations. A 1½¢ discount will be given on postage for each piece of qualified presort.

Upon the motion of William C. Parrish - President Pro-Tem seconded by Commissioner Dexter L. Buckley, Jr. and passed the

County Commission of Wood County hereby accepts and approves the Operating Agreement of Advertising Dimensions.

Also, the Commission received various 1981 Personal Property Tax Tickets and Erroneous Assessments to be impropered for clerical errors. The Commission received and approved the tickets, and forwarded them to the Probate Office to be recorded. Copies are in attachment.

The following Purchase Orders were received and approved by this Commission:

Purchase Order #4907, to I.B.M. Corp., in the amount of \$98.20, for the Finance Dept.

Purchase Order #4909, to Broadwaters Motorcar Supply, in the amount of \$28.56, for the Sheriff's Department.

Purchase Order #4910, to H & I Wholesale, in the amount of \$158.44, for the Sheriff's Department.

Purchase Order #4911, to National Muffler, in the amount of \$4.50, for the Sheriff's Department.

Purchase Order #4912, to Park Chem, in the amount of \$45.25, for the Maintenance Department.

Purchase Order #4913, to Park Chem, in the amount of \$96.65, for the Maintenance Department.

Purchase Order #4914, to Parkersburg Office Supply, in the amount of \$7.45, for the Correctional Center.

Purchase Order #4916, to Big Mac Printing, in the amount of \$38.70, for the Finance Department.

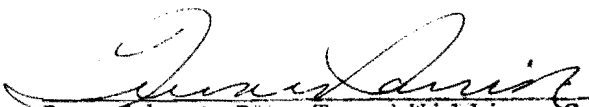
Purchase Order #4917, to Newells Automotive Supply, in the amount of \$40.80, for the Assessor's Office.

Purchase Order #4918, to Parkersburg Office Supply, in the amount of \$18.01, for the County Commission.

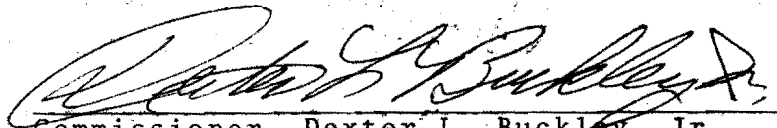
Purchase Order #4920, to Burroughs Inc., in the amount of \$23.00, for the Sheriff's Department.

Approved:

THE COUNTY COMMISSION OF WOOD COUNTY



President Pro-Tem, William C. Parrish



Commissioner, Dexter L. Buckley, Jr.

ADDITION TO THE MINUTES:

Also, the Commission met with Mr. Greg Martin, from C. & P. Telephone Co. To discuss a proposal for the telephone system for the Court House. Mr. Martin stated that he had meetings scheduled with each county elected official in the court house and correctional center. And would report back to the Commission with his findings on Tuesday, April 28, 1981.

422-8925

No. Candy

PERSONAL PROPERTY

WOOD COUNTY

Bargeloh, Richard A
Bargeloh, Emily R.
1004 4th Ave
Parkersburg, W.Va.

DISTRICT City
TICKET NO. 16746
DATE 4/16/81

This is to certify that this ticket or portion thereof, as noted, is improper for the following reason:

Imp. - 1980 supplemental paid 4/14/81 - last name misspelled on assessment form

The erroneousness of this ticket has been checked by: J. Eubank
DEPUTY

Approved by EUGENE A. KNOTTS, ASSESSOR, or his authorized deputy,

Commissioner [Signature]
Commissioner [Signature]
M. B. Richardson
OK & EA

Please call when approved
485-3831 - (295-8703 - home)

No. _____

PERSONAL PROPERTY

WOOD COUNTY

Hollickman Stephen DBA
Parkersburg Podiatry
Dudley ave #26th
Parkersburg, W.V.

DISTRICT City
TICKET NO. 25680-80
DATE April 16, 1981

This is to certify that this ticket or portion thereof, as noted, is improper for the following reason:

Improper accountant turned in wrong values and car. We will pay back say on corrected figure.

The erroneousness of this ticket has been checked by: [Signature]
DEPUTY

Approved by EUGENE A. KNOTTS, ASSESSOR, or his authorized deputy,

Commissioner [Signature]
Commissioner [Signature]
M. B. Richardson
OK & EA

No. _____

PERSONAL PROPERTY

WOOD COUNTY

DISTRICT Clay
TICKET NO. 00083 (80)
DATE April 20 / 81

Casto Bernard S.
2582 Gillespie Run
Parkersburg

This is to certify that this ticket or portion thereof, as noted, is improper for the following reason:
Emply 1980 exempt on car - Special Equipped car (disabled)
Need B. Tax on Supp. on 1960 H. Tru. T. Wiley
The erroneousess of this ticket has been checked by: _____

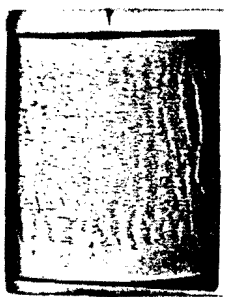
DEPUTY

Approved by EUGENE A. KNOTTS, Assessor, or his authorized deputy,

Commissioner [Signature]

W. B. Richardson
OK [Signature]

Commissioner [Signature]



3/5/81

Jane Wender
02 Care Rd
Pksg.

WOOD COUNTY COURT
ERRONEOUS ASSESSMENT

2472

March 3, 1981

State of West Virginia
County of Wood

Upon the application of Preston Clifford Jr & Jaye Bessie, who is aggrieved by an erroneous assessment upon real estate in Parkersburg District, in the County of Wood, for the year 1980, the attorney for the State being present and accepting due and sufficient notice of the filing of this application and defending the same as required by law; and it appearing to the court that this application is made within less than one year after the Commissioner's real estate book for said year was certified.

It is ordered by the court that the said real estate be exonerated from payment.

And the Court doth certify the following as the fact upon which it grants said relief; That said property described as Pt #5 Highland Adu with a value of \$2850 and taxes of 38.45 per half in Class 3. The error occurs in that July 1, 1979 the Prestons were providing a home for their daughter therefore the second half of the 1980 taxes should be exonerated. This property is rent free

All of which is ordered to be certified to the Auditor of the State and the Sheriff of the County.

EUGENE A. KNOTTS, Assessor

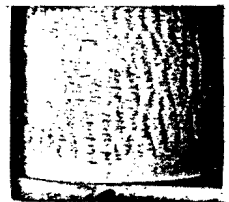
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OK
asding
4-6-81

[Handwritten signature]
[Handwritten signature]

Wood County Commissioners

By CKarrar

80 ticket # ~~60~~ 952 #5



WOOD COUNTY COURT
ERRONEOUS ASSESSMENT

2471

Feb. 18, 1981

State of West Virginia
County of Wood

Upon the application of Investment Development Corp., who is aggrieved by an erroneous assessment upon real estate in Vienna District, in the County of Wood, for the year 1980, the attorney for the State being present and accepting due and sufficient notice of the filing of this application and defending the same as required by law; and it appearing to the court that this application is made within less than one year after the Commissioner's real estate book for said year was certified.

It is ordered by the court that the said real estate be exonerated from payment.

And the Court doth certify the following as the fact upon which it grants said relief; That said property described as P#2 Avalon Advt to Riverview with a value of 8,250 and taxes of 131.93 per half in C4. The building on this property was removed prior to July 1. The second half should be exonerated to remove building value.

All of which is ordered to be certified to the Auditor of the State and the Sheriff of the County.
EUGENE A. KNOTTS, Assessor

By B. Hersman
WC + EAK

WCA-1 (12/77)

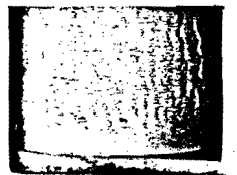
EAK

*OK
e s d
4-6-81*

[Signature]

Wood County Commissioners

1980 ticket # 1962



WOOD COUNTY COURT
ERRONEOUS ASSESSMENT

2469

February 10, 1981

State of West Virginia
County of Wood

Upon the application of Stallings, Bert C, who is aggrieved by an erroneous assessment upon real estate in City District, in the County of Wood, for the year 1980, the attorney for the State being present and accepting due and sufficient notice of the filing of this application and defending the same as required by law; and it appearing to the court that this application is made within less than one year after the Commissioner's real estate book for said year was certified.

It is ordered by the court that the said real estate be exonerated from payment.

And the Court doth certify the following as the fact upon which it grants said relief, That said property being 051 Stallings Cdn, value 880 Taxes \$14.07 per half in City of Parkersburg, Class 4. The error occurs in that the property is land locked and should be reduced in value. Mr. Stallings appeared before the Board of Equalization Friday, February 6, 1981. The property has been checked by Thomas M Davis, State Tax Department appraised on Monday, February 9, 1981 and found to be land locked. therefore the second half should be exonerated.

All of which is ordered to be certified to the Auditor of the State and the Sheriff of the County
EUGENE A. KNOTTS, Assessor

By C. Brown

WCA-1 (12/77)

OK
as being
4-21-81

[Signature]
[Signature]
Wood County Commissioners



APRIL 21, 1981
APRIL 21, 1981

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

IN RE: CONTRACT AGREEMENT ENTERED INTO BY AND
BETWEEN AD MAIL DIVISION OF ADVERTISING
DIMENSIONS AND THE WOOD COUNTY COMMISSION
TO PRESORT MAIL

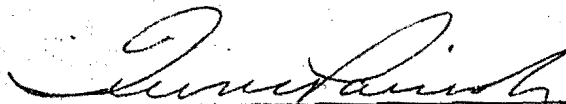
O R D E R

This day came Roscoe F. Lockney from Advertising Dimensions with an Operating Agreement to be effective immediately whereas Advertising Dimensions, Inc. will commence picking up the County's mail for presorting in accordance with the U. S. Postal Service Regulations. A 1½¢ discount will be given on postage for each piece qualified presort.

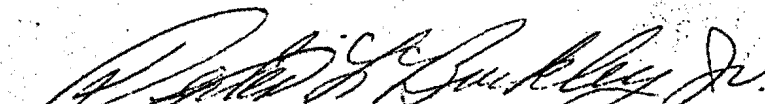
Upon the motion of William C. Parrish - President Pro-Tem seconded by Commissioner Dexter L. Buckley, Jr. and passed the County Commission of Wood County hereby accepts and approves the Operating Agreement of Advertising Dimensions.

Approved:

THE COUNTY COMMISSION OF WOOD COUNTY



President Pro-Tem, William C. Parrish


Commissioner, Dexter L. Buckley, Jr.

ENTERED: APRIL 21, 1981

INDUCEMENT AGREEMENT

THIS AGREEMENT ("the Agreement"), made and entered into as of the 24 day of April, 1981, by and between the COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA, a public corporation under the laws of the State of West Virginia ("the County Commission"), party of the first part, and DGHC, INC., OR ANY WHOLLY OWNED SUBSIDIARY THEREOF ("the Company"), party of the second part;

WHEREAS, Wood County is a political subdivision of the State of West Virginia which, acting by and through the County Commission, is authorized and empowered by law, including particularly the provisions of the Industrial Development and Commercial Development Bond Act (Chapter 13, Article 2C, of the Code of West Virginia of 1931, as amended) ("the Act"), for the public purposes set forth in the Act, to issue its revenue bonds to provide funds for the costs of acquiring, constructing, and improving real and personal property for industrial projects as defined in the Act; and

WHEREAS, the Company has advised the County Commission that it has under consideration the acquisition, construction, equipping and improvement of an industrial glass plant facility in Wood County, West Virginia ("the Project") and has advised that this Agreement by the County Commission to issue its industrial development revenue bonds under the Act ("the Bonds") in such amount as may be necessary to finance the cost of the Project, presently estimated to be \$8,000,000, and the

sale or lease of the Project to the Company, or the loan of the bond proceeds to the Company, pursuant to the Act, subject to and upon the conditions hereinafter set forth, will constitute a substantial inducement to the Company to commence the construction and operation of the Project in Wood County; and

WHEREAS, the County Commission prior to its execution hereof has adopted a resolution finding and determining that the Project is necessary to promote the health, happiness, right of gainful employment and general welfare of the citizens of Wood County, and the State of West Virginia and that the acquisition and construction of the Project will promote the economic development of Wood County and the State of West Virginia, and authorizing and directing its President and Clerk to execute this Agreement on its behalf;

NOW, THEREFORE, in consideration of the premises and of the covenants and undertakings herein expressed;

W I T N E S S E T H:

1. Undertakings on the Part of the County Commission.

Subject to the conditions set forth below, the County Commission agrees as follows:

1.1 The County Commission, acting for and on behalf of Wood County, will, from time to time, issue and sell the Bonds pursuant to the terms of the Act, as from time to time amended, in an aggregate principal amount equal at the time of such sale to the then estimated costs in respect of the

acquisition and construction of the Project in whole or in part, presently estimated to be \$8,000,000. The Bonds shall be issued in one or more series, shall be signed by the President and attested by the Clerk of the County Commission, shall bear such title or designation, shall bear interest at such rate or rates, shall be in such denomination or denominations, shall be subject to such terms of redemption, shall be in such form, either coupon or registered, shall be payable as to principal, redemption price and interest at such place or places, and contain such other terms and conditions, as may be fixed by resolution of the County Commission prior to the sale and delivery thereof.

1.2 The County Commission will cooperate with bond counsel to supervise the proceedings and approve the issuance of the Bonds, and with any banks, underwriters, or agents recommended by the Company and approved by the County Commission, all for the purposes of issuing and selling the Bonds on the best terms reasonably obtainable, and if arrangements therefor satisfactory to the Company can be made, the County Commission will adopt such orders, resolutions and proceedings and authorize the execution and delivery of such instruments and the taking of such further actions as may be necessary or advisable for the authorization, issuance and sale of the Bonds and the sale or lease of the Project or the loan of proceeds from such sale of Bonds to the Company.

1.3 Such proceedings, instruments and actions shall also permit the issuance from time to time in the future of additional Bonds on terms which shall be set forth therein, whether pari passu with other series of the Bonds or otherwise, for the purpose of defraying the cost of completion, enlargements, improvements, additions and expansions of the Project or any segment thereof.

1.4 The aggregate payments under the lease, agreement of sale or loan agreement pursuant to which the Project is sold or leased to the Company or pursuant to which the Bond proceeds are loaned by the County Commission to the Company shall include (a) a basic payment in such sums as shall be sufficient to pay the principal of and interest and redemption premium, if any, on the Bonds, as and when the same shall become due and payable, and (b) additional payments in such sums as shall be sufficient to pay all related costs and expenses.

1.5 The County Commission will take or cause to be taken such other acts and adopt or cause to be adopted such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

2. Undertakings on the Part of the Company.

Subject to the conditions set forth below, the Company agrees as follows:

2.1 The Company will use reasonable efforts, through banks, underwriters, or agents approved by the County Commission or otherwise, to find one or more purchasers for the Bonds; provided, however, that the terms of such Bonds and of the sale and delivery thereof shall be mutually satisfactory to the County Commission and the Company.

2.2 Contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the County Commission and the Company shall determine, the Company will:

- (a) enter into a loan agreement with the County Commission or
- (b) agree to lease the Project from the County Commission, which lease shall grant to the Company an option to purchase the Project upon payment of the Bonds in full, or (c) enter into an installment purchase agreement with the County Commission to purchase the Project from the County Commission.

In any event, the loan agreement, lease, or installment sales agreement shall obligate the Company to pay to the County Commission the amounts described in Section 1.4 as and when the same become due and payable.

3. General Provisions.

3.1 All commitments of Wood County, acting by and through the County Commission, under Section 1 hereof and of the Company under Section 2 hereof are subject to the condition that the following events shall have occurred:

(a) The County Commission and the Company shall have agreed on mutually acceptable terms for the Bonds and the sale and delivery thereof and mutually acceptable terms and conditions of the loan agreement, or sale or lease agreement referred to in Sections 1 and 2 hereof.

(b) Such rulings, approvals, consents, certificates of compliance and other instruments satisfactory to the Company as to such matters with respect to the Bonds and the Project, the loan, sale or lease agreement and trust instruments, as shall be specified by the Company, shall be obtained from the Internal Revenue Service, United States Treasury Department, and such other governmental, as well as non-governmental agencies and entities, as may have or assert authority over or interest in matters pertinent thereto and to the Project and shall be in full force and effect at the time of issuance of the Bonds.

3.2 If the events set forth in Section 3.1 hereof do not take place, the Company agrees that it will reimburse the County Commission for, or pay all expenses, if any, which the County Commission may incur at the Company's request arising from the execution of this Agreement and the performance by the County Commission of its obligations hereunder.

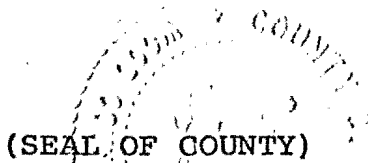
3.3 It is understood and agreed by and between the County Commission and the Company that the provisions hereof are not intended to, and shall not be construed or interpreted to, either (a) obligate, or authorize the expenditure of, any

funds or moneys of Wood County derived from any source whatsoever other than the proceeds from the issuance and sale of the Bonds as provided for in this Agreement, or (b) create any personal liability of the members from time to time of the County Commission.

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement by their officers thereunto duly authorized as of the 21 day of April, 1981.

THE COUNTY COMMISSION OF WOOD
COUNTY, WEST VIRGINIA

BY *James August*
President *pro tem*



ATTEST:

Sarah E. Board
Chief Deputy Clerk

DGHC, INC.

BY *JMB*
President

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

Re: PROPOSED ISSUANCE OF INDUSTRIAL
DEVELOPMENT REVENUE BONDS BY THE COUNTY COMMISSION
OF WOOD COUNTY, WEST VIRGINIA,

DGHC, INC. PROJECT

WHEREAS, the County Commission of Wood County, West Virginia, (the "Commission"), has been informed by DGHC, Inc., (the "Company"), that the Company, or any wholly owned subsidiary thereof, proposes to acquire, construct, equip and improve an industrial glass plant facility that will consist of certain land, building, equipment and related real and personal property, (the "Project"), located in Wood County. The Company has indicated that the Project will preserve existing employment in the County for approximately 250 persons, and that the availability of revenue bond financing is a factor under consideration by the Company in connection with the feasibility and financing of such Project; and

WHEREAS, it is estimated by the Company that the acquisition, construction and installation of the proposed Project will require expenditures currently estimated at \$8,000,000; and

WHEREAS, the Commission has determined that there exists a continuing need for programs to alleviate and prevent unemployment within Wood County, and after careful study and

investigation of the nature of the proposed Project, the Commission has determined that the proposed Project will serve such purpose and will promote the present and prospective health, happiness, right of gainful employment and general welfare of the citizens of the County, and is, as a matter of public policy, for the public purpose of the County and the State; and

WHEREAS, after studying the Project and the nature of the proposed financing, the Commission has determined that funds are necessary to finance the acquisition, construction and installation of the proposed Project, and that the most feasible method of providing for such financing is for the Commission to issue its revenue bonds for that purpose pursuant to the Industrial Development and Commercial Development Bond Act, Chapter 13, Article 2C of the Code of West Virginia of 1931, as amended (the "Act"), and for it (i) to acquire, construct, and install the proposed Project and lease or sell the proposed Project to the Company, or any wholly owned subsidiary thereof, for specific rentals or purchase price payments sufficient to pay the principal of, premium (if any) and the interest on said revenue bonds or (ii) to lend the proceeds from the sale of said revenue bonds to the Company to enable it to acquire, construct and install the proposed Project and to repay the loan in installments which will be sufficient and timely to pay the principal of, premium (if any) and the interest on said revenue bonds; and

WHEREAS, the Company has requested the Commission to indicate its willingness to issue revenue bonds to finance the

proposed Project so that said acquisition, construction and installation of the proposed Project may move forward:

NOW, THEREFORE, BE IT RESOLVED by the County Commission of Wood County, West Virginia, as follows:

1. In order to indicate the Commission's willingness to issue revenue bonds to finance, in whole or in part, the acquisition, construction and installation of the proposed Project, the execution and delivery to the Company of an inducement agreement is hereby authorized, said inducement agreement to be in substantially the form attached hereto as Exhibit "A", subject to such minor changes, insertions and omissions as may be approved by the President of the County Commission, and the execution of said inducement agreement by the President of this Commission shall be conclusive evidence of such approval.

2. In order to facilitate the commencement of the planning, design, construction, acquisition and carrying out of the proposed Project, the President and Clerk of this Commission are hereby authorized to take such action on behalf of the Commission as may be requested by the Company in connection with financing the Project, including executing, or accepting on behalf of the Commission the assignment of, contracts for the said acquisition, construction and installation of the proposed Project subject to the receipt of appropriate guarantees of payment by the Company. The Company's acceptance of the terms and conditions of the inducement agreement authorized hereunder shall be deemed to

constitute a sufficient guarantee of payment for the purposes of this paragraph.

3. The Company may, from time to time as it may deem necessary prior to the issuance of the proposed revenue bonds, advance to the Commission funds necessary to enable it to begin the planning, design, construction, acquisition and carrying out of the proposed Project; any such funds so advanced will be kept by the Commission in a separate bank account or accounts to be opened by it, and the same shall be repaid to the Company from the proceeds of said proposed revenue bonds when the same are issued and delivered.

4. Nothing herein contained, however, shall authorize any contribution out of the general funds of the Commission for any costs or expenses of the Company pursuant to this inducement resolution, or otherwise in connection with the Project.

COUNTY COMMISSION OF WOOD COUNTY,
WEST VIRGINIA,

BY *James D. Smith*
Its President

(SEAL)

Attest:

Sarah E. Board
Chief Deputy Clerk