

OCTOBER 31, 1985

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

IN RE: MINUTES OF MEETING HELD OCTOBER 31, 1985.

PRESENT: PRESIDENT, DEXTER L. BUCKLEY, JR.
COMMISSIONER, HOLMES R. SHAVER
COMMISSIONER, LEWIS E. GUINN

The first order of business for the Commission today was daily business. County Administrator Mary Rader informed the Commission of daily activities. Purchase orders and Invoices were signed.

George McNally was sworn in by County Clerk Deputy Polly Eaton, to the Wood County Development Authority.

At 10:00 a.m. the Commission held the completion of the Cardinal Bond Issue, with Attorney William Pfalzgraf. Commissioner Lewis E. Guinn made the motion and Commissioner Holmes R. Shaver seconded with President Dexter L. Buckley, Jr. making it unanimous. President Dexter L. Buckley Jr., signed the papers along with Chief Deputy Sarah Board.

Planning Commission, Mary Rader, came before the Commission with a plat of the Lutz Addition No. 2 Subdivision. Commissioner Lewis E. Guinn made the motion Commissioner Holmes R. Shaver seconded and President Dexter L. Buckley Jr. made it unanimous to approve the plat.

At 10:30 the Sheriff and Federal Marshal Charles A. Heck addressed the Commission about the Correctional Center housing Federal prisoners. President Dexter L. Buckley, Jr. signed this Intergovernmental Service agreement. A copy of the agreement is attached to the order.

At 10:45 Mary Rader brought a Plat of Wilderness Valley before the Commission.

At 11:00 Mannie Griffith met with the Commission to express his thanks for the support the County Commission gave the Emergency Services Program.

Having no further business the Commission adjourned at Noon.

Approved:

THE COUNTY COMMISSION OF WOOD COUNTY


PRESIDENT, DEXTER L. BUCKLEY, JR.


COMMISSIONER, HOLMES R. SHAVER


COMMISSIONER, LEWIS E. GUINN

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
\$1,700,000 COMMERCIAL DEVELOPMENT REVENUE BONDS
(CARDINAL FOODS, INC. PROJECT), 1985 SERIES OF
WOOD COUNTY, WEST VIRGINIA,
ACTING BY AND THROUGH ITS COUNTY COMMISSION, FOR THE
PURPOSE OF MAKING A LOAN TO ASSIST CARDINAL FOODS, INC.,
AN OHIO CORPORATION, IN THE
FINANCING OF COSTS OF A "COMMERCIAL PROJECT"
WITHIN THE MEANING OF CHAPTER 13, ARTICLE 2C OF THE
CODE OF WEST VIRGINIA OF 1931, AS AMENDED;
AND AUTHORIZING THE EXECUTION AND DELIVERY OF A
LOAN AGREEMENT PERTAINING TO THE PROJECT
AND THE EXECUTION AND DELIVERY OF AN INDENTURE
SECURING THE PAYMENT OF SAID BONDS.

WHEREAS, Wood County, West Virginia, acting by and through its County Commission, is a political subdivision organized and existing under the Constitution and Laws of the State of West Virginia, and, by virtue of the laws of said State, including the Industrial Development and Commercial Development Bond Act, Chapter 13, Article 2C, of the Code of West Virginia of 1931, as amended, is authorized and empowered, among other things, (a) to issue revenue bonds for the purpose of making a loan to assist in the financing of costs of acquiring, constructing, equipping or improving a "Commercial Project", as defined in Chapter 13, Article 2C, Section 3 of the Code of West Virginia of 1931, as amended, (b) to enter into a loan agreement and to provide for revenues sufficient to pay the principal of, and premium, if any, and interest on such revenue bonds, (c) to secure such revenue bonds by an Indenture, as provided for herein, and (d) to enact this Bond Resolution and enter into the Loan Agreement and to execute and deliver the Indenture, all as hereinafter defined, upon the terms and conditions provided therein;

NOW, THEREFORE, BE IT RESOLVED by The County Commission of Wood County, West Virginia that:

Section 1. DEFINITIONS. All words and terms defined in Article I of the Indenture shall have the same meanings in this Bond Resolution.

Section 2. FINDINGS AND DETERMINATIONS. The County Commission hereby confirms and ratifies its findings within a certain resolution, dated March 28, 1985, to the effect that the Project constitutes a "commercial project," as set forth in the Act and that the Project will promote the public purposes of the Act by relieving unemployment and promoting the present and prospective health, happiness, safety, right of gainful employment and general welfare of the citizens of West Virginia and of Wood County. The County Commission further finds and determines that providing loan assistance for the financing of

costs of acquiring, constructing, equipping and installing the Project will require the issuance, sale and delivery of the Bonds in the aggregate principal amount of \$1,700,000, which shall be payable and secured as provided herein and in the Indenture and in the Agreement.

Section 3. APPROVAL OF LOAN AGREEMENT AND INDENTURE.

The forms of the Loan Agreement and the Indenture presented to this meeting (copies of which shall be filed with the records of the County) are hereby approved, and the President of the County Commission (the "President") is hereby authorized and directed to execute and deliver, and the Clerk of the County (the "Clerk") is hereby authorized and directed to affix the seal of the County to, and attest, said documents in substantially such forms upon the terms and conditions set forth therein, with such changes therein as such officers shall approve, such approval to be evidenced by their execution thereof.

Section 4. ISSUANCE OF THE BONDS. The issuance of the Bonds is hereby authorized and approved. The form of Bond contained in the form of the Indenture submitted to this meeting is hereby approved; and the Bonds in substantially such form with appropriate insertions and variations, shall be executed with the manual signature of the President and attested by the manual signature of the Clerk; and the seal of the County is hereby authorized to be affixed or imprinted thereon; and the President is authorized and directed to deliver the Bonds to the Trustee for authentication under the Indenture and, when authenticated, to deliver them to the Original Purchasers against receipt of the purchase price and to deposit the amount so received with the Trustee as provided in the Indenture.

Section 5. TERMS OF THE BONDS. The Bonds shall be in the aggregate principal amount of \$1,700,000, shall be dated as of the date they are issued, shall be issued as fully registered bonds without coupons in the denominations of \$5,000.00 or any integral multiple thereof, and shall mature and bear interest at such rates as are set forth in Section 2.01 of the Indenture. The net proceeds of the sale of the Bonds and the loan repayments and other moneys received from or on account of the Company shall be deposited with the Trustee and applied as provided in the Indenture.

Section 6. SALE OF THE BONDS. The sale of the Bonds to the Original Purchasers is approved.

Section 7. DETERMINATION REGARDING SECURITY. In accordance with the provisions of the Act, it is hereby determined that in view of the security provided by the terms

of the Indenture and the Unconditional Guaranty Agreement, no statutory mortgage lien upon any of the real estate, buildings, structures, improvements and personal property included as part of the Project shall be created for the purpose of securing the principal of and interest on the Bonds.

Section 8. AUTHENTICATION OF THE BONDS. The Trustee hereby is requested to authenticate the Bonds and to deliver them to, or upon the order of, the President.

Section 9. INVESTMENT OF FUNDS. The Trustee shall, by virtue of this Bond Resolution and without further authorization from the County, be authorized, directed and requested to invest and reinvest all moneys available therefor held by it pursuant to the Indenture, which by the terms of the Indenture may be invested, or to deposit and redeposit such moneys in such accounts as may be permitted by the Indenture, all subject to the terms and limitations contained in the Indenture.

Section 10. ELECTION OF CERTAIN TAX TREATMENT. The County hereby elects that Section 103 (b)(6)(D) of the Internal Revenue Code of 1954, as amended, apply to the Bonds, and the proper officer of the County is authorized and directed to file, or cause to be filed, evidence of such election, and Form 8038, Information Return for Private Activity Bond Issues, with the appropriate offices of the Internal Revenue Service, and to make such other filings and submissions as may be required by law or regulation.

Section 11. INCIDENTAL ACTION. The President and the Clerk hereby are authorized and directed to execute and deliver such other documents, including documents necessary for the tax exempt status of the Bonds, and to take such other action as may be necessary or appropriate in order to effectuate the delivery of the Loan Agreement and the Indenture, the performance of the County's obligations thereunder, and the issuance and sale of the Bonds; provided, however, that any such incidental action shall not be contrary to the provisions of the foregoing Sections hereof.

Section 12. COMPLIANCE WITH OPEN MEETING REQUIREMENTS. It is hereby found and determined that all formal actions of the County Commission and of any of its committees that resulted in such formal action were carried out in meetings open to the public, in compliance with all legal requirements of the State of West Virginia, including those established in the Act.

Section 13. REPEAL. This Bond Resolution shall take effect immediately upon its adoption and all prior resolutions or parts thereof inconsistent herewith are hereby repealed.

Signed and approved this 31st day of October, 1985.

THE COUNTY COMMISSION OF WOOD
COUNTY, WEST VIRGINIA.

By _____
Its President

Attest:

Clerk

[Seal]

1632P/53P

OCTOBER 31, 1985

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

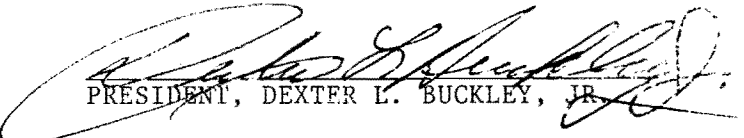
IN RE: PRESIDENT DEXTER L. BUCKLEY, JR. SIGNED
AN INTERGOVERNMENTAL SERVICE AGREEMENT
WITH THE UNITED STATES DEPARTMENT OF
JUSTICE. FOR HOUSING, SAFEKEEPING AND
SUBSISTENCE OF ADULT MALE FEDERAL PRISONERS.

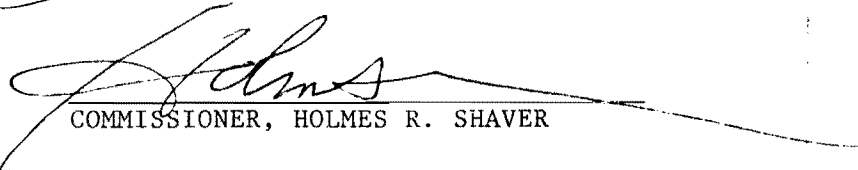
On this date, Dexter L. Buckley, Jr. in his capacity as President of the County Commission of Wood County, signed an Intergovernmental Service Agreement with the United States Marshals Services, United States Department of Justice. Said Agreement is for the housing, safekeeping and subsistence of adult male federal prisoners in accordance with the contents set forth therein.


The fully executed Agreement in its entirety is attached to and should be made a part of this Order.

Approved:

THE COUNTY COMMISSION OF WOOD COUNTY


PRESIDENT, DEXTER L. BUCKLEY, JR.


COMMISSIONER, HOLMES R. SHAVER


COMMISSIONER, LEWIS E. GUINN

OCTOBER 31, 1985

IN THE COUNTY COMMISSION OF WOOD COUNTY, WEST VIRGINIA

IN RE: LUTZ ADDITION NO. 2 SUBDIVISION; DONALD R.
LUTZ, DEVELOPER; FOUR (4) LOTS: LUBECK
DISTRICT.

O R D E R

This day came Mary R. Rader, Director of Wood County Planning Commission, and presented to the Wood County Commission a plat of Lutz Addition No. 2 Subdivision, consisting of four (4) lots, and is located in Lubeck District close to Melrose Addition with access from River Hill Road. Donald R. Lutz is developing said Subdivision.

A motion was made by Lewis E. Guinn, seconded by Holmes R. Shaver, and made unanimous by President Dexter L. Buckley, Jr. to approve Lutz Addition No. 2 Subdivision.

No bond will be required for said Subdivision because all four (4) lots front an existing road, Lutz Drive; the water lines are in place; and the necessary perc tests have been performed by the Health Department for septic tanks regarding sewage services for the Subdivision.

Approved:

THE COUNTY COMMISSION OF WOOD COUNTY

PRESIDENT, DEXTER L. BUCKLEY, JR.

COMMISSIONER, HOLMES R. SHAVER

COMMISSIONER, LEWIS E. GUINN