

ARTICLE XII

ADDITIONAL OBLIGATIONS OF LESSEE AND COUNTY

SECTION 12.1. Obligation to Purchase Project. The Lessee hereby agrees to purchase, and the County hereby agrees to sell, the Project for one dollar, and any and all sums then due to the County under this Agreement, at the expiration or sooner termination of the Lease Term following full payment of the Bonds, or provision for payment thereof having been made, in accordance with the provisions of the Indenture. At the closing of the foregoing purchase, the County shall deliver to the Lessee the documents referred to in Section 11.4 hereof.

SECTION 12.2. Lessee's Obligation to Purchase Project Under Certain Circumstances. Should there occur a Determination of Taxability as hereinafter defined, the Lessee shall be obligated to purchase the Project within sixty (60) days following the date on which the Determination of Taxability shall have been deemed to have occurred, and the Lessee hereby agrees to purchase the Project. The purchase price required to be paid by the Lessee to the Trustee in the event of a mandatory purchase of the Project upon the occurrence of a Determination of Taxability shall be an amount of money which, when added to the amount then on deposit in the Bond Fund, will be fully sufficient to retire and redeem all the then outstanding Bonds at a redemption price equal to the sum of

(a) the principal amount of the Bonds outstanding plus accrued interest thereon to the date of redemption as provided in the Indenture, and

(b) an amount equal to interest paid (or accrued) on the Bonds during the Inclusion Period, which is hereby defined to mean, with respect to each holder or former holder of a Bond, the period beginning on the date of the "Event of Taxability" (as hereafter defined), and ending upon the earlier of the date of transfer, purchase by the Lessee or redemption of the Bonds, which Event of Taxability shall cause the interest earned on the Bonds to be included, for Federal income tax purposes, in the gross income of the holders or former holders thereof.

Upon any such purchase, the Lessee shall also pay or make provision for payment to the Trustee of an amount of money equal to the Trustee's and the paying agent's fees and expenses under the Indenture accrued and to accrue until such final payment and redemption of the Bonds.

A "Determination of Taxability" shall be deemed to have occurred on the first to occur of the following:

0365

4328 RV-2