

Exhibit 3

TOPICS

[General](#)

[Location](#)

[Admission](#)

[Construction](#)

[Boarding Passes](#)

FAQ

What is the Ark Encounter?

Are you building an actual Ark?

Why are you building the Ark?

Who owns The Ark Encounter?

Ark Encounter is a privately owned Limited Liability Company (LLC). Crosswater Canyon, a non-profit subsidiary of Answers in Genesis, will be the sole member and owner of the LLC and will also be the managing member responsible for day-to-day operations.

How many people will it employ?

Is it going to be like typical theme parks with rides and live performances?

Where can I find more information?

Can I work for the Ark Encounter?

Exhibit 4

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

| | | |
|---|---|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization Answers In Genesis Inc Doing Business As AIG | D Employer identification number 33-0596423 |
| | Number and street (or P O box if mail is not delivered to street address) Room/suite 2800 Bullittsburg Church Road | E Telephone number (859) 727-2222 |
| | City or town, state or country, and ZIP + 4 Petersburg, KY 41080 | G Gross receipts \$ 24,917,719 |
| | F Name and address of principal officer Ken Ham 2800 Bullittsburg Church Road Petersburg, KY 41080 | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | |
| J Website: ▶ www.answersingenesis.org | | |
| K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | L Year of formation 1993 |
| | | M State of legal domicile KY |

Part I Summary

| | | | |
|---|---|--|------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities We proclaim the absolute truth and authority of the Bible with boldness. We relate the relevance of a literal Genesis to the church and the world today with creativity. We obey God's call to deliver the message of the Gospel, individually and collectively. | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 9 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 4 |
| | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 337 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 199 |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 782,730 |
| 7b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 17,995 | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year 7,124,102 | Current Year 7,029,388 |
| | 9 Program service revenue (Part VIII, line 2g) | 5,284,141 | 4,942,602 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | -60,599 | -56,038 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 7,063,785 | 7,141,136 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 19,411,429 | 19,057,088 |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0 |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0 | 0 |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 10,435,800 | 10,400,607 |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | 0 |
| b Total fundraising expenses (Part IX, column (D), line 25) ▶ 718,999 | | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 9,373,835 | 9,167,742 |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 19,809,635 | 19,568,349 | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | -398,206 | -511,261 | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year 28,306,511 | End of Year 26,758,151 |
| | 21 Total liabilities (Part X, line 26) | 10,542,633 | 9,505,534 |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 17,763,878 | 17,252,617 |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

| | |
|-----------|--|
| Sign Here | Signature of officer _____ Date 2014-05-06 |
| | James A Hatton CFO Type or print name and title |

| | | | | | |
|------------------------|---|-------------------------------|---------------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name Paula Hume | Preparer's signature _____ | Date _____ | Check <input type="checkbox"/> if self-employed | PTIN P00537516 |
| | Firm's name ▶ Barnes Denny & Co LTD | | | Firm's EIN ▶ 31-1119890 | |
| | Firm's address ▶ 150 East Fourth Street Cincinnati, OH 45202 | | | Phone no (513) 241-8313 | |

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Answers In Genesis Inc

Employer identification number

33-0596423

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|---|--|---------------------|---------------------------|----------------------------------|
| (1) Ark Encounter LLC 2800 Bullittsburg Church Road Petersburg, KY 41080 27-3945921 | Own, Lease, develop property | KY | 0 | 0 | |
| (2) Grant County Community Development LLC 2800 Bullittsburg Church Road Petersburg, KY 41080 45-2594807 | Securing cost effective financing for Ark Encounter LLC | KY | 0 | 0 | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) Crosswater Canyon LLC 2800 Bullittsburg Church Rd Petersburg, KY 41080 27-4026852 | Religious Education | KY | 501(c)(3) | 509(a)(1) | Answers in Genesis | Yes | |
| | | | | | | | |
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| | | | | | | | |

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

- B Check if applicable:
 - Address change
 - Name change
 - Initial return
 - Terminated
 - Amended return
 - Application pending

C Name of organization
Crosswater Canyon Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
2800 Bullittsburg Church Road

City or town, state or country, and ZIP + 4
Petersburg, KY 41080

D Employer identification number
27-4026852

E Telephone number
(859) 727-2222

G Gross receipts \$ 4,791,016

F Name and address of principal officer
Michael D Zovath
2800 Bullittsburg Church Road
Petersburg, KY 41080

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ N/A

K Form of organization Corporation Trust Association Other ▶ **L Year of formation** 2010 **M State of legal domicile** KY

Part I Summary

| | | | |
|--|---|----------------------------------|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities To operate for the benefit of, and to support the mission and purposes of, Answers in Genesis, Inc | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 6 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 6 |
| | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 0 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 6 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 27,085 | |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | -36,458 | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 2,085,758 | 4,751,963 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 0 | 0 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 648 | 5,110 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | -5,918 | 15,351 |
| | | 2,080,488 | 4,772,424 |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0 | 0 |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 1,133,038 | 1,230,919 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 841,394 | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 518,616 | 823,332 |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,651,654 | 2,054,251 | |
| 19 Revenue less expenses Subtract line 18 from line 12 | 428,834 | 2,718,173 | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year | End of Year |
| | 21 Total liabilities (Part X, line 26) | 9,879,392 | 13,615,188 |
| | 22 Net assets or fund balances Subtract line 21 from line 20 | 8,633,017 | 9,650,640 |
| | 1,246,375 | 3,964,548 | |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: _____ Date: 2014-05-06

James A Hatton CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Paula Hume
Preparer's signature: _____ Date: _____
Check if self-employed PTIN: P00537516

Firm's name: ▶ Barnes Denny & Co LTD Firm's EIN: ▶ 31-1119890

Firm's address: ▶ 150 East Fourth Street
Cincinnati, OH 45202 Phone no: (513) 241-8313

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

2012

Open to Public Inspection

SCHEDULE R (Form 990)
Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
 Internal Revenue Service

Name of the organization
 Crosswater Canyon Inc

Employer identification number

27-4026852

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|---|--|---------------------|---------------------------|----------------------------------|
| (1) Ark Encounter LLC 2800 Bullittsburg Church Road Petersburg, KY 41080 27-3945921 | Own, manage, lease, sell, develop and operate the "Ark Encounter" project | MO | 0 | 0 | |
| | | | | | |
| | | | | | |
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| | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) Answers in Genesis Inc 2800 Bullittsburg Church Road Petersburg, KY 41080 33-0596423 | Religious Education | KY | 501(c)(3) | Line 9 | | | No |
| | | | | | | | |
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Exhibit 5



CONSTRUCTION

How will it be funded?

Who is building The Ark Encounter?

Are you doing any non-conventional green building?

Why is the project so big, and why is a for-profit LLC going to own the Ark Encounter?

Because feasibility studies revealed that the Ark would attract 1.6 million guests in the first year—and potentially more in future years, the project was master planned to be much more than just the Ark alone to handle the anticipated crowds. Accordingly, eight additional biblically themed attractions planned in phases for the Ark Encounter complex.

Due to the size of the Ark Encounter project, a for-profit LLC structure was selected to be able to help raise the funds necessary to build it. We also desired to avoid financing the project through primarily debt financing. In addition, this large amount of funding would not have been probable solely through donations and boarding pass sales. The for-profit LLC structure allows for the primary funding to come from private equity, while at the same time ensuring that the control of the content, design, and operations of the Ark Encounter will be led by Crosswater Canyon, a wholly owned subsidiary of Answers in Genesis.

The for-profit LLC structure also allows the Ark Encounter to be eligible for various economic development incentives that would not have been available with a non-profit structure.




Exhibit 6

**NEW ISSUE
BOOK-ENTRY ONLY**

NOT RATED

In the opinion of Bond Counsel, interest on the Series 2013 Bonds (as hereinafter defined) is not excludable from gross income for federal income tax purposes. Interest on the Series 2013 Bonds is exempt from Kentucky income tax, and the Series 2013 Bonds are exempt from ad valorem taxation by the Commonwealth of Kentucky and any of its political subdivisions. See "TAX MATTERS" and APPENDIX C hereto.



CITY OF WILLIAMSTOWN, KENTUCKY
\$62,000,000*
Taxable Industrial Building Revenue Bonds, Series 2013
(Crosswater Canyon, Inc. Project)

Dated: Date of Delivery

Due: As shown on inside preliminary pages

The City of Williamstown, Kentucky (the "Issuer") is issuing its Taxable Industrial Building Revenue Bonds, Series 2013 (Crosswater Canyon, Inc. Project) (the "Series 2013 Bonds"). The Series 2013 Bonds are being issued pursuant to §§ 103.200 to 103.285 of the Kentucky Revised Statutes, as amended (the "Act") and a Trust Indenture dated as of December 1, 2013 (the "Indenture") between the Issuer and U.S. Bank National Association, as trustee (the "Trustee"), to provide funds which will be loaned to Crosswater Canyon, Inc., a Kentucky nonprofit corporation ("Crosswater Canyon") and Ark Encounter, LLC, a Missouri limited liability company ("Ark Encounter, LLC") and together with Crosswater Canyon, the "Borrower") for the purposes of: (i) financing a portion of the costs of constructing, installing and equipping the initial phase of a biblically-themed educational and entertainment complex to include a replica of the Ark of Noah and related facilities (the "Project"), as more particularly described herein; (ii) capitalizing a portion of the interest due on the Series 2013 Bonds through and including April 1, 2016*; (iii) funding an initial deposit to a debt service reserve fund with respect to the Series 2013 Bonds; and (iv) paying certain costs associated with the issuance of the Series 2013 Bonds, all as more fully described in this Official Statement. See "THE BORROWER AND THE PROJECT."

The Series 2013 Bonds are dated their date of delivery and will bear interest from their date payable on each April 1 and October 1, beginning April 1, 2014. The Series 2013 Bonds are issuable in denominations of \$5,000 or any integral multiple thereof and are subject to minimum initial purchase amounts as set forth on the inside preliminary pages hereof. The Series 2013 Bonds are issuable only as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). Purchases of beneficial interests in the Series 2013 Bonds will be made through the book-entry only system of DTC. Purchasers of beneficial interests in the Series 2013 Bonds ("Beneficial Owners") will not receive physical delivery of certificates representing their interest in the Series 2013 Bonds. Interest on the Series 2013 Bonds, together with the principal thereof and premium, if any, thereon, will be paid directly to DTC by the Trustee, so long as DTC or its nominee is the registered owner of the Series 2013 Bonds. The disbursement of such payments to the Beneficial Owners of the Series 2013 Bonds will be the responsibility of the DTC Participants and the Indirect Participants (as herein defined). See "DESCRIPTION OF THE BONDS – Book-Entry Only System" herein.

In the event that there is no securities depository for the Series 2013 Bonds, the principal of and premium, if any, on the Series 2013 Bonds will be payable upon presentation and surrender thereof at the principal corporate trust office of the Trustee. In the event there is no securities depository for the Series 2013 Bonds, payment thereon will be made as described herein under "DESCRIPTION OF THE BONDS – Payment of the Series 2013 Bonds."

The Series 2013 Bonds shall mature on October 1 of the years in the principal amounts as set forth on the inside preliminary pages of this Official Statement.

THE SERIES 2013 BONDS ARE SUBJECT TO REDEMPTION PRIOR TO MATURITY AS MORE FULLY DESCRIBED HEREIN. IN ADDITION, INVESTMENT IN THE SERIES 2013 BONDS IS SPECULATIVE IN NATURE AND SUBJECT TO CERTAIN RISKS. EACH PROSPECTIVE INVESTOR SHOULD CONSIDER ITS FINANCIAL CONDITION AND THE RISKS INVOLVED TO DETERMINE THE SUITABILITY OF INVESTING IN THE SERIES 2013 BONDS. SEE "DESCRIPTION OF THE BONDS" AND "BONDHOLDERS' RISKS" HEREIN.

THE SERIES 2013 BONDS SHALL NOT BE GENERAL OBLIGATIONS OF THE ISSUER BUT SPECIAL AND LIMITED OBLIGATIONS PAYABLE SOLELY FROM THE AMOUNTS PAYABLE UNDER THE LOAN AGREEMENT AND FROM FUNDS AND PROPERTY PLEDGED PURSUANT TO THE INDENTURE. THE SERIES 2013 BONDS AND THE INTEREST PAYABLE THEREON DO NOT NOW AND SHALL NEVER CONSTITUTE INDEBTEDNESS OF THE ISSUER OR THE COMMONWEALTH OF KENTUCKY WITHIN THE MEANING OF THE CONSTITUTION OR THE STATUTES OF THE COMMONWEALTH, AND NEITHER THE ISSUER, THE COMMONWEALTH OF KENTUCKY NOR ANY POLITICAL SUBDIVISION THEREOF SHALL BE LIABLE FOR THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2013 BONDS OR FOR THE PERFORMANCE OF ANY PLEDGE, MORTGAGE, OBLIGATION OR AGREEMENT CREATED BY OR ARISING UNDER THE INDENTURE OR THE SERIES 2013 BONDS FROM ANY PROPERTY OTHER THAN THE TRUST ESTATE. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE ISSUER, THE COMMONWEALTH OF KENTUCKY OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2013 BONDS.

The Series 2013 Bonds are offered when, as and if issued by the Issuer and received by Ross, Sinclair & Associates, LLC (the "Underwriter"), subject to withdrawal or modification of the offering without notice, and subject to the approving opinion of Peck Shaffer & Williams LLP, Covington, Kentucky, Bond Counsel. Certain legal matters will be passed on for the Issuer by its counsel, Jeffrey C. Shipp, Esq., Attorney for the City of Williamstown, with offices in Fort Mitchell, Kentucky, for the Borrower by its general counsel, John E. Pence, Esq., Petersburg, Kentucky, and for the Underwriter by its counsel, Hall, Render, Killian, Heath & Lyman, P.C., Indianapolis, Indiana. It is expected that the Series 2013 Bonds will be delivered against payment therefor in immediately available funds in book-entry form through the facilities of DTC on or about December 19, 2013.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. POTENTIAL INVESTORS SHOULD READ THE ENTIRE OFFICIAL STATEMENT, INCLUDING THE SECTION ENTITLED "BONDHOLDERS' RISKS" AND THE APPENDICES HERETO PRIOR TO MAKING AN INVESTMENT DECISION.

R | S | A
 Ross, Sinclair & Associates, LLC

Date: _____, 2013

* Preliminary, subject to change

Exhibit 7

PRAY • VOLUNTEER • GIVE

Donate

Phone & Mail Donations

Core Ministry

One Time Payment Monthly Gift

Creation Museum

One Time Payment Monthly Gift

Ark Encounter

One Time Payment Monthly Gift

Worldwide Outreach

One Time Payment Monthly Gift

Total: \$0.00

Your Info

First Name:

Last Name:

I am donating on behalf of an organization/church.

Email Address:

Yes, please email me about new articles and media.

Phone Number:

123-456-7890

Billing Address

Street Address:

Street Address 2:

optional

City:

State / Province:

Country:

Zip Code:

Payment

Name on Card:

Credit Card Number:

Expires

 /

To donate monthly using your checking or savings account please call Customer Service (1-800-778-3390).

Your receipt

You will receive a receipt at the mailing address and email address you specify. If you are donating from outside the U.S., we may not be able to provide you an income-tax receipt for this donation.

All gifts to Answers in Genesis, a 501(c)(3) non-profit organization, are tax deductible to the fullest extent allowed by law. Gifts given to a specific program will be used for that program unless we receive more contributions than can wisely be used for that program.

Financial Accountability

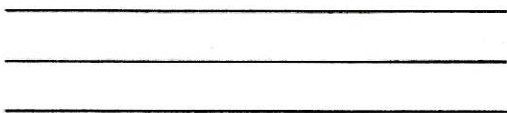


Exhibit 8

1:1

answersin**genesis**
believing it, defending it, proclaiming it.
po box 510
hebron, ky 41048

Construction begins ... **the attacks increase.**



PL
ST
HE

ANSWERS IN GENESIS
PO BOX 510
HEBRON KY 41048-0510

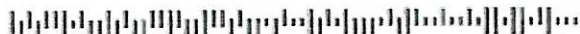


Ken, I want to invest with AiG to impact people for Christ: Here's my gift:

For the ministry of AiG/Creation Museum: \$ _____
 \$15.00 \$10.00 \$20.00

Additional gift to help build the full-scale Ark: \$ _____

Total Donation \$ _____



Thank you
for your support!

Please charge my credit card:
_____/_____/_____/_____

Exp. Date: ____/____

One-Time Gift: \$ _____

Monthly Gift: \$ _____

Please choose a transaction date: 1st 15th

1.800.778.3390 (Monday-Friday, 9 a.m. - 7 p.m. ET)
answersingenesis.org/donate



p.o. box 51
hebron, ky 41048
answersingenesis.org

Upholding the authority of Scripture from the very first verse.

Answers in Genesis recognizes that financial integrity is foremost in a ministry as it uses supporters' donations wisely. For this reason, AiG maintains the highest standard when it comes to our financial affairs, stewardship, and accountability.



The ministry is a member of the Evangelical Council for Financial Accountability, an independent organization that reviews financial integrity of non-profit ministries. ECFA.org



Answers in Genesis is an accredited charity of the Better Business Bureau (BBB) and has met the BBB's Wise Giving Alliance Standards for Charity Accountability.



Answers in Genesis is registered with GuideStar, an organization committed to advancing the transparency of non-profits. GuideStar.org

All gifts to Answers in Genesis, a 501(c)(3) non-profit organization, are tax deductible to the fullest extent allowed by law. Our policy is to apply all gifts given toward a specific program to that program. In the event we receive more contributions than can be wisely used toward a specific project, AiG will use these funds to meet other pressing needs that support the vision of Answers in Genesis.

Here's how God has impacted my life through Answers in Genesis:

I authorize AiG to use this testimony to encourage others.



September 01, 2014

I think what's happening
now is a sign that the Enemy
wants to stop us.

Dear Friend of Answers in Genesis,

The last part of July was a very interesting week here! After years of prayer, numerous battles, and lots of hard work—they all came together, and we are now starting construction of the evangelistic Ark Encounter project! Here's a summary of what's taken place in regard to the building of this exciting outreach to millions of souls:

- Our battle to obtain a federal permit (which had been holding up construction for over a year) finally came through!
- The Tourism Board of Kentucky granted preliminary approval for the possibility of receiving a refund of sales tax (which is performance based) at the completed Ark Encounter; if the Ark attendance is strong and tourism dollars flow into the state, then a refund of sales tax collected from guests in the park will be granted.
- The complex architectural and engineering work had been completed, and meetings are now going ahead with contractors to let bids.

Now, at the same time all these tasks were being carried out recently, the AiG ministry (and it should come as no surprise) came under a number of massive attacks. I've seen it over and over again in ministry as we step out in faith with new outreaches. Just when we get through a series of struggles to move a project ahead, the Devil orchestrates even more battles in an attempt to undermine the future outreach!

This time with the Ark project, it felt like déjà vu. You see, you will probably remember the many battles (and the media wars that ensued) back in the 1990s when it was becoming obvious the Creation Museum project was actually moving ahead.

Back then, and as I've quoted many times, I cited the verse: "But as for you, you meant evil against me; but God meant it for good, in order to bring it about as it is this day, to save many people alive" (Genesis 50:20).

When you think about the fact that the Ark Encounter will be one of the greatest evangelistic outreaches of our time, it's no wonder AiG has come under attack again.

I wanted to give you a snapshot of what happened in the span of just one week alone recently, some of it Ark related and some not:

(over, please)

- 1) I published a short blog in response to NASA's claim that its researchers would find intelligent alien life within 20 years. I stated that I did not believe there were any aliens, and gave, among other reasons, a theological reason why (and related it to the gospel). Well, an atheist blogged a headline claiming I had said "We Should Stop Exploring Space Because the Bible Says Aliens Would Go to Hell."

This false claim then went viral across the internet and was even published in secular media newspapers! The "urban myth" grew legs, and new headlines (also false) appeared, such as, "Ken Ham Wants to Defund NASA Because All Aliens Don't Go to Heaven." Well, at least it all gave us a lot of publicity!

Sadly, we even had some Christians contact us to blast me for supposedly saying that we should defund NASA because aliens were going to Hell! I continue to encourage Christians not to trust everything they read on the internet or in newspapers! On many occasions recently, we have had to remind Christians of the teaching: "He who answers a matter before he hears it, It is folly and shame to him" (Proverbs 18:13).

- 2) Again in the same week, atheist God-hater Bill Maher also spread false information about AiG and me (which has been ongoing). During a segment on his HBO TV program featuring Neil deGrasse Tyson of "Cosmos" fame, Maher said, "Creationist Ken Ham who runs the Creation Museum . . . said this week that we should call off the search for extraterrestrial life because aliens haven't heard the word of Jesus and thus are going to hell anyway."

He then had astronomer Tyson respond, who simply stated "that's messed up." The comment "that's messed up" also went viral, stimulating more attacks (and further dissemination of false statements) on AiG and me personally!

- 3) In applying for the Kentucky tourism incentive that I mentioned above (the state offers proposed tourist attractions the possibility of receiving a future refund of state sales tax collected at such venues if they successful), the Ark Encounter was met with a firestorm of criticism. When the state granted preliminary approval, the attacks increased in ferocity.

This opposition became headlines in newspapers, editorials, online news outlets, atheist blogs, and our regional TV and radio news stations! Sadly, many false accusations were spread widely by people who claimed the ridiculous notion that this incentive would mean taxpayers' money would be used to build the Ark! Secularists launched a p.r. war as they did their best to denigrate the Ark project. We spent a lot of time responding to media requests and correcting this misinformation.

- 4) A highly prominent politician, the Kentucky House Speaker Greg Stumbo, attacked the Ark project over the state's performance-based tourism tax refund. He wrongly claimed it was unconstitutional to grant the Ark project incentives. In his comments, he basically encouraged lawsuits against the Ark Encounter. Thankfully, the state representative for the county where the Ark Encounter is being constructed responded publicly against Mr. Stumbo's false accusations and defended the project—including the constitutionality of the sales tax refund incentive.

Ironically during that same week, some of your tax dollars were also used to attack the Ark project and spread misinformation.

On National Public Radio (NPR) website, this broadcast entity attacked the Ark Encounter. Just as with many atheist bloggers and various secular media outlets that spread false statements about the project, the NPR web article had this headline: "Kentucky Buys Noah's Ark Park With Millions In New Tax Breaks."

As you know, the Ark project is being built by donations, memberships (boarding passes), and funds from a bond offering! Kentucky is not "buoying up" the Ark's construction. The state is not giving "tax breaks" to build the Ark, but is offering a performance-based sales tax refund. The refund is on sales tax paid within the park once it is opened! This incentive is available to all tourist ventures to apply for that will bring tourist dollars into the state.

NPR states that its "revenue comes primarily from fees paid by member stations, contributions from corporate sponsors, institutional foundation grants, gifts from major donors, and fees paid by users of the Public Radio Satellite System. We receive no direct federal funding for operations."

That last part of that statement, however, is misleading! Note the words "no *direct* federal funding." NPR does receive indirect federal funding, in the form of competitive grants from the Corporation for Public Broadcasting (CPB), a private, nonprofit corporation established and funded by Congress (through your federal tax dollars).

I must admit: I just shook my head when I read the NPR attack against the Ark Encounter on its website. I also noted this statement on the NPR site that describes its function:

"Great storytelling and rigorous reporting ... Our products are unbiased and independent information, perspectives, and entertainment ...the American people deserve to be able to get the news from an organization whose only agenda is to inform and enlighten."

So "rigorous reporting ... unbiased ... only agenda is to inform and enlighten"? The NPR site also states that its stories are "well-reported ... [and they] approach differences ... with intelligence, thoughtfulness." Well, except when it comes to a Christian organization like ours!

Such media and other attacks on the AiG ministry have become a daily occurrence. The attacks have greatly intensified as the actual construction of the Ark project has begun in earnest. We expect many more to come—and AiG obviously needs your prayers.

Think about it. About 2.25 million adults, teens, and children have already visited the Creation Museum and countless people have been greatly impacted by the museum's biblical messages, including the gospel. Over the years, secularists launched vicious attacks against the museum. They will increase, as the full-size Noah's Ark, when it opens in 2016, is estimated to attract up to 2 million visitors a year—and Creation Museum attendance should double!

I believe the Ark Encounter and Creation Museum will be two of the most powerful evangelistic outreaches in the world today! What an incredible one-two punch they will be!

How many other centers are boldly, unashamedly, and uncompromisingly standing on God's Word? Defending our faith against the attacks of our day? Equipping Christians of all ages

(over, please)

with answers? Challenging non-Christians with the truth of God's Word and the saving gospel? And will be attracting 2.5 million combined visitors a year? According to our research, around 60% of those visiting the Ark will be unchurched!

If you are looking to invest time, prayer, and finances in a Christian ministry and see a great spiritual return, I believe the evangelistic Ark is a great Kingdom investment opportunity!

Now, here is a quick update on the Ark project for you:

- 1) We have \$15 million remaining to raise in donations over the next 24 months to reach our donation commitment of \$29.5 million.
- 2) Because Creation Museum attendance is projected to almost double when the Ark Encounter opens, we will need to greatly expand the various facilities at the Creation Museum—this will be a multi-million dollar expansion. Of course, the increased attendance is a good “problem” to have—but still a challenge for us.

Today, will you prayerfully consider how you can invest in this evangelistic and apologetics ministry, one that has already shown that the Lord is using it to impact millions of people for Christ? Here are the ways you can invest:

- a) Donate towards the Ark project using the enclosed reply form or going online to ArkEncounter.com, where you can also sponsor a peg, plank or beam in the Ark.
- b) Purchase a family or individual lifetime boarding pass (non-deductible) to the Ark Encounter, which includes lifetime admission to the Creation Museum. These lifetime boarding passes will not be available once the park is opened. It's a once-in-a-lifetime opportunity for investing in your family. Call 800-778-3390 or go to ArkEncounter.com!
- c) Donate to the ministry of AiG/Creation Museum for the future expansion of the museum and other ongoing outreaches of this powerful, evangelistic ministry blessed by God.

All of us can see the spiritual direction of this nation. But there are now great opportunities before us to shine the powerful light of truth in ever-growing darkness. Answers in Genesis, with your help, has already impacted millions of lives. I urge you to do what you can to enable us to impact multi-millions more as we unashamedly stand on the truth of God's Word.

And most of all, please pray for us—we battle daily against many forces, and I so highly value and need the prayers of God's people. Thank you.

Sincerely in Christ,



Ken Ham
President

P.S. Your prayers and other support for AiG and the Ark Encounter are great blessings! With excavation now under way at the Ark site, your generous gift today is critical to helping AiG complete the funding for the Ark project and continue AiG's other vital gospel outreaches.

Exhibit 9

\$15,289,135

\$29.5M

HELP BUILD THE ARK

DONATE



PEG

PLANK

BEAM

| | PEG | PLANK | BEAM |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| Total amount | \$100 | \$1,000 | \$5,000 |
| Ten-month payment plan option | \$10/mo. | \$100/mo. | \$500/mo. |
| Sponsorship is tax-deductable* | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Certificate with your name and serial number** | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Print/save electronic certificate online | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Lookup location of peg/plank/beam on website and kiosk | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Your name on recognition wall inside ark | | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| One exclusive Ark replica model *** | | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Ken Ham signs your ark model | | | <input checked="" type="checkbox"/> |
| Free passes to grand opening | | 2 | 4 |
| Free passes to behind the scenes events | | | 4 |

*When choosing to receive a replica with a beam or plank sponsorship, \$75 of the gift will be non-deductible for the value of the Ark replica model.

**Up to three-month delivery timeframe for certificates.

***If you have chosen to receive the Ark replica, the model will be shipped subject to delivery timeframe (up to six months).

PEG:

How many Pegs?

Pay in Full (\$100 total) ▾

PLANK:

How many Planks?

Pay in Full (\$1,000 total) ▾

BEAM:

How many Beams?

Pay in Full (\$5,000 total) ▾

CUSTOM DONATION

DONATE!

Questions? Ark Admin Team: 855.284.3275

CONNECT

Email me with project updates

SUBSCRIBE



3.4k

1,203

Like



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Exhibit 10



\$15,289,135

\$29.5M

BOARDING PASSES

Become a lifetime or three-year charter boarding pass owner—includes admission to the Ark Encounter and the Creation Museum plus many other exclusive benefits!

Charter boarding passes are only available until the Ark Encounter opens in 2016.

Family Pass

LEARN MORE

Grandparent Pass

LEARN MORE

Individual Pass

LEARN MORE

SUPPORT THE ARK

Sponsor a peg, plank, or beam in the Ark with a tax-deductible donation, or make a specific gift of any size!



Peg

LEARN MORE



Plank

LEARN MORE



Beam

LEARN MORE

Enter Custom Donation Amount:

DONATE

CONNECT

Email me with project updates

SUBSCRIBE



3.4k 1,203

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Exhibit 11

ORDINANCE NO. 2013-20

AN ORDINANCE AUTHORIZING THE ISSUANCE OF INDUSTRIAL BUILDING REVENUE BONDS, SERIES 2013 (CROSSWATER CANYON, INC. PROJECT), OF THE CITY OF WILLIAMSTOWN, KENTUCKY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$62,000,000, THE PROCEEDS OF WHICH SHALL BE LOANED TO CROSSWATER CANYON, INC. TO FINANCE THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF FACILITIES FOR USE AS A RECREATION OR AMUSEMENT PARK, PUBLIC PARK, OR THEME PARK, INCLUDING SPECIFICALLY FACILITIES FOR THE USE OF CROSSWATER CANYON, INC., A KENTUCKY NONPROFIT CORPORATION, IN MAKING RECREATIONAL AND CULTURAL BENEFITS AVAILABLE TO THE PUBLIC; AUTHORIZING THE ISSUANCE OF ADDITIONAL BONDS; PROVIDING FOR THE PLEDGE OF REVENUES FOR THE PAYMENT OF SUCH BONDS; AUTHORIZING A LOAN AGREEMENT AND INDENTURE APPROPRIATE FOR THE PROTECTION AND DISPOSITION OF SUCH REVENUES AND TO FURTHER SECURE SUCH BONDS; AUTHORIZING A BOND PURCHASE AGREEMENT AND OFFICIAL STATEMENT; AND AUTHORIZING OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, the City of Williamstown, Kentucky (the "Issuer"), by virtue of the laws of the Commonwealth of Kentucky, including Chapter 103 of the Kentucky Revised Statutes, is authorized and empowered among other things: (a) to make a loan to assist in defraying the cost of financing the acquisition, construction, installation and equipping of an "industrial building", as defined in § 103.200 of the Kentucky Revised Statutes, within the boundaries of the Issuer; (b) to issue and sell its negotiable revenue bonds to provide moneys for such loan; and (c) to enact this Ordinance and execute and deliver the agreements and instruments hereinafter identified; and

WHEREAS, this City Council (the "Issuing Authority") has determined and does hereby confirm that acquisition, construction, installation and equipping of the Project, as hereinafter defined, is with respect to a Project for a recreation or amusement park, public park, or theme park, including specifically facilities for use by Crosswater Canyon, Inc. the "Borrower"), a Kentucky nonprofit corporation, in making recreational and cultural benefits available to the public, all within the meaning of the Act, which Project will promote the welfare of the people of the Commonwealth of Kentucky, promote reconversion to a peacetime economy, relieve conditions of unemployment, aid in the rehabilitation of returning veterans, encourage the increase of industry in the Commonwealth of Kentucky, promote the economic welfare of the people of the Issuer, create or preserve jobs and employment opportunities and assist in the development of industrial activities to the benefit of the people of the Issuer, and that the Issuer, by assisting with the financing of the Project through the issuance of revenue bonds in an aggregate principal amount not to exceed \$62,000,000 (the "Series 2013 Bonds") will be acting in the manner consistent with and in furtherance of the provisions of the laws of the Commonwealth of Kentucky, particularly Chapter 103 of the Kentucky Revised Statutes (the "Act").

NOW THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF WILLIAMSTOWN, COMMONWEALTH OF KENTUCKY, AS FOLLOWS:

SECTION 1. Definitions. All defined terms used herein and those not otherwise defined herein shall have the respective meanings given to them in the Trust Indenture to be dated as of the first day of the month in which the Series 2013 Bonds are issued (the "Indenture") between the Issuer and the bank or trust company named therein, as trustee (the "Trustee").

Any reference herein to the Issuer or the Issuing Authority, or to any officers or members thereof, shall include those which succeed to their functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing their functions.

Unless the context shall otherwise indicate, words importing the singular number shall include the plural number, and vice versa, and the terms "hereof," "hereby," "hereto," "hereunder," and similar terms, mean this Ordinance.

SECTION 2. Determination of Issuer. Pursuant to the Act, this Issuing Authority hereby finds and determines that the Project is an "industrial building" as defined in the Act and is consistent with the provisions of §§ 103.200 to 103.285 of the Act; that such industrial building consists of facilities for use by the Borrower in making recreational and cultural benefits available to the public, as set forth in § 103.200(1)(e) of the Act; and that such industrial building is to be acquired and financed with the proceeds of the Series 2013 Bonds pursuant to the provisions of §§ 103.200 to 103.285 of the Act.

SECTION 3. Authorization of Series 2013 Bonds. It is hereby determined to be necessary to, and the Issuer shall, issue, sell and deliver, as provided herein and pursuant to the authority of the Act, the Series 2013 Bonds, for the purposes of making a loan to the Borrower to finance the costs of acquiring, constructing, installing and equipping the Project, including costs incidental thereto and of the financing thereof, all in accordance with the provisions of the Loan Agreement dated as of the first day of the month in which the Series 2013 Bonds are issued (the "Agreement") between the Issuer and the Borrower. The Series 2013 Bonds shall be designated "Industrial Building Revenue Bonds, Series 2013 (Crosswater Canyon, Inc. Project)." The maximum amount of Series 2013 Bonds to be outstanding at any one time is \$62,000,000. The Issuer may also issue, sell and deliver Additional Bonds on a parity with the Series 2013 Bonds for the purposes and in the manner provided in the Indenture.

SECTION 4. Terms and Execution of the Series 2013 Bonds. The Series 2013 Bonds shall be issued in the forms and denominations, shall be numbered, dated and payable as provided in the Indenture. The Series 2013 Bonds shall mature as provided in the Indenture, and have such terms, bear such interest, and be subject to mandatory and optional redemption as provided in the Indenture. This Issuing Authority hereby fixes and establishes the interest rate in effect from time to time on the Series 2013 Bonds in the manner and pursuant to the provisions of the Indenture. The Series 2013 Bonds shall be executed on behalf of the Issuer by the manual or facsimile signature of its Mayor and its City Clerk. In case any officer whose signature or a facsimile thereof shall appear on the Series 2013 Bonds shall cease to be such officer before the issuance or delivery of the Series 2013 Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until after that time.

The form of the Series 2013 Bonds submitted to this meeting, subject to appropriate insertions and revisions in order to comply with the provisions of the Indenture, is hereby approved, and when the same shall be executed on behalf of the Issuer by the appropriate officers thereof in the manner contemplated hereby and by the Indenture, in an aggregate principal amount not to exceed \$62,000,000, shall represent the approved form of Series 2013 Bonds of the Issuer.

SECTION 5. Sale of the Series 2013 Bonds. In accordance with a written request, addressed to the Mayor from the Borrower, that the sale of the Series 2013 Bonds be made privately upon a negotiated basis, the Series 2013 Bonds are hereby awarded to Ross, Sinclair & Associates, LLC (the "Underwriter") at the purchase price set forth, and on the terms and conditions described, in the Bond Purchase Agreement with respect to the Series 2013 Bonds (the "Bond Purchase Agreement") among the Issuer, the Borrower and the Underwriter. The Mayor and City Clerk are authorized and directed to make on behalf of the Issuer the necessary arrangements to establish the date, location, procedure and conditions for the delivery of the Series 2013 Bonds to the Underwriter, and to take all steps necessary to effect due execution and delivery to the Underwriter (or temporary bonds delivered in lieu of definitive Series 2013 Bonds until their preparation and delivery can be effectuated) under the terms of this Ordinance, the Indenture, the Bond Purchase Agreement and the Loan Agreement. It is hereby determined that the price for and the terms of the Series 2013 Bonds, and the sale thereof, all as provided in the aforesaid documents, are in the best interests of the Issuer and consistent with all legal requirements.

SECTION 6. Authorization of Loan Agreement, Bond Purchase Agreement and All Other Documents to be Executed by the Issuer. In order to better secure the payment of the principal of, premium, if any, and interest on the Series 2013 Bonds as the same shall become due and payable, the Mayor and City Clerk are authorized and directed to execute, acknowledge and deliver in the name and on behalf of the Issuer, the Loan Agreement, the Bond Indenture, Tax Regulatory Agreement and Bond Purchase Agreement in the usual and customary forms, which are hereby approved, with such changes therein not inconsistent with this Ordinance and not substantially adverse to the Issuer as may be permitted by the Act and approved by the officers executing the same on behalf of the Issuer. The approval of such changes by said officers, and that such are not substantially adverse to the Issuer, shall be conclusively evidenced by the execution of such Loan Agreement, Bond Indenture, Tax Regulatory Agreement and Bond Purchase Agreement by such officers.

The Mayor and City Clerk are each hereby separately authorized to take any and all actions and to execute such financing statements, assignments, certificates, deeds and other instruments that may be necessary or appropriate in the opinion of Peck, Shaffer & Williams LLP, as Bond Counsel, in order to effect the issuance of the Bonds and the intent of this Ordinance. The City Clerk, or other appropriate officer of the Issuer, shall certify a true transcript of all proceedings had with respect to the issuance of the Bonds, along with such information from the records of the Issuer as is necessary to determine the regularity and validity of the issuance of the Bonds.

SECTION 7. Official Statement. A Preliminary Official Statement with respect to the Bonds is hereby authorized and approved in the usual and customary form provided by counsel to the Underwriter. The use of the name of the Issuer in such Preliminary Official Statement is hereby authorized and approved and the Mayor and City Clerk are each hereby separately authorized to certify that the Preliminary Official Statement is "final" for purposes of Rule 15c2-

12, as amended (the "Rule"), promulgated under the Securities Exchange Act of 1934, as amended.

The final Official Statement in respect of the Bonds, substantially in the form of the Preliminary Official Statement approved and authorized in the preceding paragraph, is hereby authorized and approved, including the use of the name of the Issuer in the final Official Statement. The Mayor and City Clerk are each hereby separately authorized (i) to execute the Official Statement and in reliance upon and in cooperation with the Borrower, with final approval on behalf of the Issuer of the Preliminary Official Statement and the Official Statement conclusively evidenced by the execution and delivery of the Official Statement; and (ii) to certify that the Official Statement is "final" for purposes of the Rule.

SECTION 8. Covenants of Issuer. In addition to other covenants of the Issuer in this Ordinance, the Issuer further covenants and agrees as follows:

(a) Payment of Principal, Premium and Interest. The Issuer will, solely from the sources herein or in the Indenture provided, pay or cause to be paid the principal of, premium, if any, and interest on each and all Series 2013 Bonds on the dates, at the places and in the manner provided herein, in the Indenture and in the Series 2013 Bonds.

(b) Performance of Covenants, Authority and Actions. The Issuer will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions contained in the Series 2013 Bonds, Loan Agreement, Indenture, Bond Purchase Agreement, and in all proceedings of the Issuer pertaining to the Series 2013 Bonds. The Issuer warrants and covenants that it is, and upon delivery of the Series 2013 Bonds will be, duly authorized by the laws of the Commonwealth of Kentucky, including particularly and without limitation the Act, to issue the Series 2013 Bonds and to execute the Loan Agreement, the Indenture, the Official Statement and the Bond Purchase Agreement, and all other documents to be executed by it, to provide for the security for payment of the principal of, premium, if any, and interest on the Series 2013 Bonds in the manner and to the extent herein and in the Bond Purchase Agreement set forth; that all actions on its part for the issuance of the Series 2013 Bonds and execution and delivery of the Loan Agreement, the Indenture, the Bond Purchase Agreement, the Official Statement and all other documents to be executed by it in connection with the issuance of the Series 2013 Bonds, have been or will be duly and effectively taken; and that the Series 2013 Bonds will be valid and enforceable special obligations of the Issuer according to the terms thereof. Each provision of the Ordinance, the Loan Agreement, the Indenture, the Bond Purchase Agreement, the Official Statement, and each Series 2013 Bond, and all other documents to be executed by the Issuer in connection with the issuance of the Series 2013 Bonds, is binding upon each officer of the Issuer as may from time to time have the authority under law to take such actions as may be necessary to perform all or any part of the duty required by such provision; and each duty of the Issuer and of its officers and employees undertaken pursuant to such proceedings for the Series 2013 Bonds is established as a duty of the Issuer and of each such officer and employee having authority to perform such duty.

SECTION 9. No Personal Liability. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Ordinance, or in any Series 2013 Bond, or in the Loan Agreement, the Indenture, the Official Statement or the Bond Purchase Agreement, or under any judgment obtained against the Issuer or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any

circumstances, shall be had against any officer as such, past, present, or future, of the Issuer, either directly or through the Issuer, or otherwise, for the payment for or to the Issuer or any receiver thereof, or for or to any holder of any Series 2013 Bond, or otherwise, of any sum that may be due and unpaid by the Issuer upon any of the Series 2013 Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such officer, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Issuer or any receiver thereof, or for or to the owner or any holder of any Series 2013 Bond, or otherwise, of any sum that may remain due and unpaid upon any Series 2013 Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Loan Agreement, the Indenture, the Official Statement and the Bond Purchase Agreement and the issuance of the Series 2013 Bonds.

SECTION 10. No Debt or Tax Pledge. The Series 2013 Bonds do not constitute an indebtedness of the Issuer within the meaning of the Constitution of the Commonwealth of Kentucky. The Series 2013 Bonds shall be payable solely from the revenues and security interests pledged for their payment as provided in the Series 2013 Bonds, and neither moneys raised by taxation nor any other general or special revenues of the Issuer shall be obligated or pledged for the payment of principal of, premium (if any) or interest on the Series 2013 Bonds.

SECTION 11. 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.

SECTION 12. Open Meetings Law. This Issuing Authority hereby finds and determines that all formal actions relative to the adoption of this Ordinance were taken in an open meeting of this Issuing Authority, and that all deliberations of this Issuing Authority and of its committees, if any, which resulted in formal action, were in meetings open to the public, in full compliance with applicable legal requirements.

SECTION 13. Effective Date. This Ordinance shall be in full force and effect from and after its passage, attestation and publication of a summary hereof.

INTRODUCED, SECONDED AND GIVEN FIRST-READING APPROVAL AT A DULY CONVENED MEETING OF THE CITY COUNCIL OF THE CITY OF WILLIAMSTOWN, KENTUCKY, held on July 1, 2013.

GIVEN SECOND READING AND ADOPTED AT A DULY CONVENED MEETING OF THE CITY COUNCIL OF THE CITY OF WILLIAMSTOWN, KENTUCKY, held on July 16, 2013 on the same occasion signed by the Mayor as evidence of his approval, attested by the City Clerk, ordered and published and filed as required by law, and declared to be in full force and effect from and after its adoption and approval according to law.

Rick Skinner, Mayor
City of Williamstown, Kentucky

ATTEST:

Vivian Link, City Clerk/Treasurer

2013-20

1st Reading 07/01/13

2nd Reading 07/16/13

Publication 07/25/13