

ORDINANCE NO. _____

ORDINANCE OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT DIRECTING THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT PUBLIC FACILITIES CORPORATION TO TAKE CERTAIN FORMAL ACTIONS AS THE AGENCY AND INSTRUMENTALITY AND AS THE CONSTITUTED AUTHORITY OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT; SPECIFICALLY DIRECTING THE ISSUANCE OF, AUTHORIZING AND APPROVING THE CORPORATION'S MORTGAGE REVENUE REFUNDING BONDS (COURT FACILITIES PROJECT), SERIES 2016.

WHEREAS, the Lexington-Fayette Urban County Government Public Facilities Corporation (the "Corporation"), a nonprofit, no-stock corporation, has been duly organized and created pursuant to the provisions of Kentucky law to act as the agency and instrumentality of the Lexington-Fayette Urban County Government (the "Urban County Government") in the planning, development, acquisition, construction, renovation, equipping and financing of public projects, as provided by Section 58.180 of the Kentucky Revised Statutes; and

WHEREAS, the Corporation has previously issued its Lexington-Fayette Urban County Government Public Facilities Corporation Mortgage Revenue Bonds, Series 1998, dated July 15, 1998 (the "Series 1998 Bonds") in the original principal amount of \$69,120,000, for the purpose of financing the acquisition, construction and equipping of a court facility and related offices and parking facilities project (the "Project") for the Urban County Government and the Kentucky Administrative Office of the Courts (the "AOC"), and

WHEREAS, the Corporation issued its Lexington-Fayette Urban County Government Public Facilities Corporation Mortgage Revenue Refunding Bonds (Court Facilities Project), Series 2006, dated December 21, 2006 (the "Series 2006 Bonds") in the original principal amount of \$66,725,000 for the purpose of refinancing and advance refunding the outstanding Series 1998 Bonds, and

WHEREAS, the Corporation and the Urban County Government desire to issue Lexington-Fayette Urban County Government Public Facilities Corporation Mortgage Revenue Refunding Bonds (Court Facilities Project), Series 2016, to be dated the date of delivery (the "Series 2016 Bonds"), in a principal amount not to exceed \$51,000,000 to pay the costs of refinancing and current refunding of the outstanding Series 2006 Bonds,

BE IT ORDAINED BY THE URBAN COUNTY COUNCIL OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT AS FOLLOWS:

Section 1. The Corporation, an agency and instrumentality and the constituted authority of the Urban County Government, is hereby directed to forthwith adopt such resolutions and orders and take such actions as may be necessary for the formal authorization and issuance by the Corporation of its Lexington-Fayette Urban County Government Public

Facilities Corporation Mortgage Revenue Refunding Bonds (Court Facilities Project), Series 2016, to be dated the date of their delivery (the "Series 2016 Bonds") in a principal amount not to exceed \$51,000,000 for the purpose of paying the costs of refinancing and current refunding of the outstanding Series 2006 Bonds. The principal amount, maturity, security provisions, redemption provisions, form of bonds, conditions of sale and all other terms and provisions incident to the Series 2016 Bonds shall be in accordance with the provisions which are set forth in the Lease and the Mortgage, as hereinafter defined.

Section 2. It is acknowledged that the Series 2016 Bonds are to be issued by the Corporation, pursuant to a resolution to be adopted by the Corporation (the "Bond Resolution") acting as the agency and instrumentality of the Urban County Government, and as the constituted authority thereof for the purpose of providing funds for the financing of the costs of the refinancing and current refunding of the Series 2006 Bonds.

Section 3. The Lease Agreement among the Urban County Government, the AOC and the Corporation, dated as of September 1, 2016 (the "Lease"), providing for the lease by the Urban County Government and the AOC from the Corporation of the Project for an initial period ending June 30, 2017, with exclusive options to renew the same from year to year for one year at a time upon the terms and conditions therein expressed, is hereby expressly approved, and the same is hereby authorized to be executed in the name and on behalf of the Urban County Government by the Mayor and attested by the Clerk of the Urban County Council. The Lease as so executed on behalf of the Urban County Government shall be tendered to the Corporation in connection with the issuance, of the Series 2016 Bonds.

Section 4. The Urban County Government hereby expressly approves and directs the execution and delivery by the Corporation of a Mortgage Deed of Trust (the "Mortgage"), dated September 1, 2016 providing for a lien on the Project as security for the Series 2016 Bonds. The delivery of the Mortgage from the Corporation to the trustee designated by the Corporation and named therein (the "Trustee") is hereby approved, and the Mortgage shall assign all income, revenues and rights of the Corporation arising under the Lease, together with all rights arising pursuant to the Lease, all the same to be done for the security of those who shall from time to time be and become the holders of the Series 2016 Bonds.

Section 5. The Urban County Government hereby retains Rubin & Hays, as its bond counsel ("Bond Counsel"), to provide the Corporation with its services in connection with the issuance, sale, and delivery of the Series 2016 Bonds. Bond Counsel shall be paid a fee pursuant to Supreme Court of Kentucky Order 2014-17, Chapter 9 - to the Financial and Bond Counsel Services and Payments as may be supplemented and amended by the Supreme Court of Kentucky. A designated officer is hereby authorized and directed to execute and deliver on behalf of the Corporation any appropriate agreements and/or engagement letters in connection with such appointment.

The Urban County Government hereby retains Dinsmore & Shohl, LLP, as its disclosure counsel ("Disclosure Counsel"), to provide the Corporation with its services as Disclosure Counsel in connection with the issuance, sale, and delivery of the Series 2016 Bonds. Disclosure

Counsel shall be paid a fee by the Corporation and/or the Urban County Government of \$.65 per \$1,000 of Series 2016 Bonds issued, inclusive of related expenses. A designated officer is hereby authorized and directed to execute and deliver on behalf of the Corporation any appropriate agreements and/or engagement letters in connection with such appointment.

Section 6. Raymond James & Associates, Inc. (the "Financial Advisor") is hereby appointed Financial Advisor to the Corporation in connection with the issuance, sale and delivery of the Series 2016 Bonds. The Financial Advisor shall be paid a fee pursuant to Supreme Court of Kentucky Order 2014-17, Chapter 9 - to the Financial and Bond Counsel Services and Payments as may be supplemented and amended by the Supreme Court of Kentucky. A designated officer is hereby authorized and directed to execute and deliver on behalf of the Corporation any appropriate agreements and/or engagement letters in connection with such appointment.

Section 7. In connection with the undertaking and implementation by the Corporation of the financing herein described, which is hereby expressly directed, the Corporation, its Board of Directors and its officers are hereby authorized and directed to continue to take and carry out any and all necessary, desirable or appropriate actions to effect the issuance, sale and delivery by the Corporation of the Series 2016 Bonds, and to apply the proceeds of the Series 2016 Bonds in accordance with the provisions and purposes set forth in the Mortgage.

Section 8. In connection with the undertaking and implementation by the Urban County Government of the refinancing and current refunding herein described, and which is hereby expressly directed, the Mayor, the Urban County Council Clerk, the Commissioner of Finance and all other appropriate officials of the Urban County Government are hereby authorized and directed to continue to take and carry out any and all necessary, desirable or appropriate actions to effect such refinancing and current refunding of the Series 2006 Bonds and to execute and deliver all other documents as may be reasonably necessary to effect the issuance and delivery of the Series 2016 Bonds, including but not limited to the execution of any deeds, leases and/or subleases for the purpose of conveying any real estate interest of the Urban County Government in the Project to the Corporation.

Section 9. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions.

Section 10. All ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed.

Section 11. This Ordinance shall be in full force and effect from and after its adoption and approval as provided by law.

This Ordinance was introduced, seconded and given first reading at a duly convened meeting of the Urban County Council of Lexington-Fayette Urban County Government, held on August 18, 2016.

Given second reading and adopted at a duly convened meeting of said Council held on August 30, 2016, signed by the Mayor as evidence of his approval, attested under seal by the Clerk of Urban County Council, and ordered to be published, filed and indexed as provided by law.

LEXINGTON-FAYETTE URBAN
COUNTY GOVERNMENT

Mayor

Attest:

Clerk of the Urban County Council

I, Charles S. Musson, hereby certify that I am an Attorney licensed to practice law in the Commonwealth of Kentucky, that I am a member of the firm of Rubin & Hays, Kentucky Home Trust Building, 450 South Third Street, Louisville, Kentucky 40202, that I prepared the foregoing title to the Ordinance, and that I certify the foregoing title to be a true and accurate summary of the contents of said Ordinance.

Charles S. Musson

CERTIFICATION

The undersigned, Martha Allen, Clerk of the Lexington-Fayette Urban County Council, does hereby certify that the foregoing is a true copy of an Ordinance duly adopted by the Lexington-Fayette Urban County Council, at a duly convened meeting properly held on the 30th day of August, 2016, signed by the Mayor that all actions taken in connection with such Ordinance were in compliance with the requirements of KRS 61.810, 61.815, 61.820 and 61.823 and that said Ordinance is now in full force and effect, as shown by the official records in my custody and under my control.

WITNESS my hand and the seal of the Lexington-Fayette Urban County Government, this 30th day of August, 2016.

Clerk of the Urban County Council