

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT AUTHORIZING THE ADVERTISEMENT FOR BIDS AND THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE PURCHASE OF THE PRINCIPAL AMOUNT OF ITS VARIOUS PURPOSE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2015A IN A PRINCIPAL AMOUNT NOT TO EXCEED \$85,000,000.**

**WHEREAS**, the Lexington-Fayette Urban County Government, heretofore issued its \$2,055,000 Lexington-Fayette Urban County Government General Obligation Bonds, Series 2006C (Development Rights Project), (the "Series 2006C Prior Bonds,") the proceeds of which were used to finance the purchase of a development rights program or a program to purchase conservation easements, (the "Series 2006C Project,"); and

**WHEREAS**, the Lexington-Fayette Urban County Government, heretofore issued its \$56,850,000 General Obligation Public Projects Refunding Bonds, Series 2006D), (the "Series 2006D Prior Bonds,") the proceeds of which were used to (i) currently refund all the outstanding Lexington-Fayette Urban County Government Public Facilities Corporation Mortgage Revenue Bonds, Series 1995, the proceeds of which were used to finance the construction, renovation, installation and equipping of various pool and aquatic projects (the "1995 Project"); (ii) advance refund a portion of the Lexington-Fayette Urban County Government General Obligation Bonds, Series 1999 (Lexington-Fayette County Detention Center Project), the proceeds of which were used to finance a project consisting of the acquisition, construction, installation and equipping of a detention center (the "1999 Project" and, together with the 1995 Project, the "Series 2006D Project"); and

**WHEREAS**, the Lexington-Fayette Urban County Government, heretofore issued its \$24,830,000 Lexington-Fayette Urban County Government General Obligation Various Purpose Bonds, Series 2009A (the "Series 2009A Prior Bonds"), the proceeds of which were used to (i)

finance various projects for departments within the Lexington-Fayette Urban County Government, including, but not limited to, acquisition of an EMS unit and ladder truck, remodeling and renovation of police and fire stations, construction of a salt barn, street improvements, design of a senior citizens' center, garage repairs, park trails and other park improvements, design and construction of stormwater improvements and opera house renovations; (ii) providing funding for a program to preserve and manage agricultural, rural and natural lands, including the purchase of conservation easements or development rights (together, the "Series 2009A Project"); and

**WHEREAS**, the Lexington-Fayette Urban County Government, heretofore issued its \$35,825,000 Lexington-Fayette Urban County Government Taxable General Obligation Pension Funding Bonds, Series 2010D (the "Series 2010D Prior Bonds") the proceeds of which were used to fund certain unfunded liabilities to the Policemen's and Firefighters' Retirement Fund of the Lexington-Fayette Urban County Government (the "Series 2010D Project"); and

**WHEREAS**, the Lexington-Fayette Urban County Government, heretofore issued its \$8,950,000 Lexington-Fayette Urban County Government Various Purpose General Obligation Public Projects Bonds, Series 2010G (Federally Taxable – Recovery Zone Economic Development Bonds –Direct Payment to the Issuer) (the "Series 2010G Bonds" and together with the Series 2006C Prior Bonds, the Series 2006DC Prior Bonds, the Series 2009A Prior Bonds and the Series 2010D Prior Bonds, the "Prior Bonds") the proceeds of which were used to financing various projects for departments within the Lexington-Fayette Urban County Government, including, but not limited to, acquisition of two fire trucks, public works utility design, construction of a compost site waterline and drainage system and remodeling and renovation of fire stations; (ii) providing funding for a program to preserve and manage

agricultural, rural and natural lands, including the purchase of conservation easements or development rights (together (i) and (ii) are referred to as the "Series 2010G Project", and together with the Series 2006C Project, the Series 2006D Project, the Series 2009A Project and the Series 2010D Project, the "Prior Project");

**WHEREAS**, the Lexington-Fayette Urban County Government has determined that due to the present conditions of the municipal market it is advantageous and in the best interests of the Lexington-Fayette Urban County Government for the purpose of realizing interest cost savings (as determined by the Commissioner of Finance) to proceed with the advertisement of bids for the purchase of its Various Purpose General Obligation Refunding Bonds, Series 2015A (the "Series 2015A Bonds") in one or more subseries, on a tax-exempt or taxable basis in a principal amount not to exceed \$85,000,000, in order to provide funds to (i) refund all or a portion of the Prior Bonds and (ii) pay the costs of issuing the Series 2015A Bonds; and

**NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT (THE "URBAN COUNTY COUNCIL"):**

**SECTION 1.** The Lexington-Fayette Urban County Government shall issue its Series 2015A Bonds in a principal amount not to exceed \$85,000,000 (provided that the refunding of the Prior Bonds shall result in debt service savings for the Lexington-Fayette Urban County Government as determined by the Commissioner of Finance and the financial advisor to the Lexington-Fayette Urban County Government) in order to provide funds to (i) refund all or a portion of the Prior Bonds and (ii) pay the costs of issuing the Series 2015A Bonds.

**SECTION 2.** The Lexington-Fayette Urban County Government shall comply with the requirements of KRS Chapter 66 by advertising for bids for the purchase of the Series 2015A

Bonds. The Mayor, the Clerk of the Urban County Council and the Commissioner of Finance are hereby authorized to prepare such instruments and to distribute such information as shall be necessary to accomplish the foregoing, including preparation of a Preliminary Official Statement (the "Preliminary Official Statement") which Preliminary Official Statement is to be deemed final in accordance with Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"). In order to enable prospective purchasers to submit bids for the purchase of the Series 2015A Bonds, the Lexington-Fayette Urban County Government hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of a continuing disclosure certificate (the "Continuing Disclosure Certificate") in connection with the issuance of the Series 2015A Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Series 2015A Bonds; however, any holder of the Series 2015A Bonds, including the beneficial owners of the Series 2015A Bonds, may take such action as may be necessary and appropriate, including seeking specific performance, to cause the Lexington-Fayette Urban County Government to comply with its obligations under the Continuing Disclosure Certificate. Further, the Mayor is hereby authorized and directed on behalf of the Lexington-Fayette Urban County Government to execute all such instruments as shall be necessary to accomplish all of the foregoing.

**SECTION 3.** Such proposals shall be received and reviewed by the Commissioner of Finance, and shall be acted upon by the Mayor on that same day in accordance with the terms of the bond ordinance with respect to the Series 2015A Bonds. The Lexington-Fayette Urban County Government hereby approves the "Notice of Bond Sale," substantially in the form attached hereto to be published as required by law.

**SECTION 4.** The Mayor shall, in a certificate of award accepting the successful bid for the Series 2015A Bonds (the "Certificate of Award"), determine the exact principal amount of Series 2015A Bonds to be issued, the subseries designations of the Series 2015A Bonds, the rate or rates of interest which said Series 2015A Bonds shall bear, redemption provisions and the interest rate or rates on said Series 2015A Bonds shall be automatically fixed at the rate or rates set out in the successful bid accepted by said Certificate of Award. The proceeds of the sale of the Series 2015A Bonds shall be applied to the costs of the refunding of all or a portion of the Prior Bonds and paying the costs of issuance of the Series 2015A Bonds, and shall be expended as provided in the bond ordinance authorizing the Series 2015A Bonds.

**SECTION 5.** In the event that no bid shall be accepted for the purchase of the Series 2015A Bonds, bids may again be solicited for the purchase of the Series 2015A Bonds at a future date and hour at the discretion of the Mayor and the Commissioner of Finance, without the necessity of further authorization by the Urban County Council of the Lexington-Fayette Urban County Government.

**SECTION 6.** All resolutions or orders or parts thereof, if any, in conflict with the provisions of this Resolution, are to the extent of such conflict, hereby repealed.

**SECTION 7.** This Resolution shall become effective upon the date of its passage.

**INTRODUCED AND GIVEN FIRST READING AND SECOND READING AND ADOPTED** at a duly convened meeting of Urban County Council of the Lexington-Fayette Urban County Government held on the \_\_\_\_ day of \_\_\_\_\_, 2015, signed by the Mayor, attested under seal by the Clerk of Urban County Council, and ordered to be published, filed and indexed as provided by law.

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Jim Gray  
Mayor

**ATTEST:**

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Meredith Nelson  
Urban County Council Clerk

**CERTIFICATE**

I, the undersigned, Urban County Council Clerk of the Lexington-Fayette Urban County Government, do hereby certify that the foregoing Resolution is a true and complete copy of a certain Resolution duly adopted by the Urban County Council of said Lexington-Fayette Urban County Government at a lawfully convened meeting of the Urban County Council of the Lexington-Fayette Urban County Government held on \_\_\_\_\_, 2015, signed by the Mayor and now in full force and effect, all as appears from the official records of the Lexington-Fayette Urban County Government in my possession and under my control.

I do hereby further certify that said Resolution has not been amended, modified, superseded or repealed and that same remains in full force and effect as of the date of this Certificate.

**WITNESS** my hand as of this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Meredith Nelson  
Urban County Council Clerk

**CERTIFICATE**

I do hereby certify that the title to this enactment contains an accurate synopsis of the contents thereof and may be used to satisfy the reading and publication requirements of law.

**PECK, SHAFFER & WILLIAMS, A DIVISION  
OF DINSMORE & SHOHL LLP**

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John C. Merchant, Esq.

