

ORDINANCE NO. 92 -2016

AN ORDINANCE OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT AUTHORIZING THE ISSUANCE OF ITS TAXABLE GENERAL OBLIGATION BONDS, SERIES 2016A (HISTORIC COURTHOUSE PROJECT), IN AN AGGREGATE PRINCIPAL AMOUNT OF \$22,000,000 (WHICH AMOUNT MAY BE INCREASED OR DECREASED BY AN AMOUNT OF UP TO TEN PERCENT (10%)); APPROVING A FORM OF SERIES 2016A BONDS; AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE SERIES 2016A BONDS; AUTHORIZING AND DIRECTING THE FILING OF NOTICE WITH THE STATE LOCAL DEBT OFFICER; PROVIDING FOR THE PAYMENT AND SECURITY OF THE SERIES 2016A BONDS; CREATING A SINKING FUND; CREATING A BOND PAYMENT FUND FOR THE SERIES 2016A BONDS; AUTHORIZING ACCEPTANCE OF THE BIDS OF THE BOND PURCHASER OF THE SERIES 2016A BONDS; AND REPEALING INCONSISTENT ORDINANCES.

WHEREAS, the Lexington-Fayette Urban County Government has previously determined it to be in the public interest to restore, rehabilitate and adaptively re-use the historic Fayette County Courthouse (the "Historic Courthouse Project") located at 215 West Main Street in downtown Lexington, Fayette County, Kentucky which Historic Courthouse Project will help preserve the history and architecture of Lexington and Fayette County, enhance the economic development of downtown Lexington, assist in elimination of blight, and reinforce and promote additional redevelopment activities in downtown Lexington and Fayette County; and

WHEREAS, the Lexington-Fayette Urban County Government has determined that it is in the public interest to provide economic development assistance to the Historic Courthouse Project and the necessity of financing in the form of an interim development loan and an economic redevelopment grant in the amount of \$22,000,000 to be provided pursuant to the issuance of Series 2016A Bonds (as defined below); and

WHEREAS, pursuant to the Constitution and laws of the Commonwealth of Kentucky, and particularly KRS 66.011 et. seq. (the "Act"), an urban county government may issue bonds, subject to the requirements of the Act, to pay all or any portion of the costs of the Historic Courthouse Project; and

WHEREAS, the Lexington-Fayette Urban County Government has determined that it is in the best interests of the Lexington-Fayette Urban County Government that the Historic Courthouse Project should be financed through the issuance of Lexington-Fayette Urban County Government Taxable General Obligation Bonds, Series 2016A (Historic Courthouse Project), in an aggregate principal amount of \$22,000,000 (which amount may be increased or decreased by an amount of up to ten percent (10%)) (the "Series 2016A Bonds") to be sold and awarded to the

successful bidder (the “Purchaser”) at public, competitive sale in accordance with the provisions of Chapter 424 of the Kentucky Revised Statutes, as amended;

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

SECTION 1. Necessity, Authorization and Purpose of General Obligation Bonds.

The Lexington-Fayette Urban County Government hereby declares that it is necessary to issue and authorizes the issuance of its Taxable General Obligation Bonds, Series 2016A (Historic Courthouse Project), (the “Series 2016A Bonds”) in an aggregate principal amount of \$22,000,000 (which amount may be increased or decreased by an amount of up to ten percent (10%)) (the "Permitted Adjustment"). The exact principal amount of the Series 2016A Bonds and the designation of one or more subseries shall be set forth the Certificate of Award to be executed by the Mayor of the Lexington-Fayette Urban County Government (the “Certificate of Award”) awarding the Series 2016A Bonds and to the Purchaser and establishing the interest rate or rates on the Series 2016A Bonds. The Series 2016A Bonds are being issued for the purpose of (i) financing the Historic Courthouse Project and (ii) paying certain costs of issuance with respect to the Series 2016A Bonds.

The Series 2016A Bonds shall be offered for sale in accordance with the provisions hereof, and the determination of the best bids for the Series 2016A Bonds shall be made on the basis of all bids submitted for \$22,000,000 principal amount of Series 2016A Bonds; provided however, the Permitted Adjustments are reserved by the Lexington-Fayette Urban County Government hereunder, with such increases or decreases to be made in any principal maturity so that the total principal amount of Series 2016A Bonds awarded to the best bidder may be a maximum of \$24,200,000 or a minimum of \$19,800,000. In the event of any such Permitted Adjustment, no rebidding or recalculation of a submitted bid will be required or permitted; the price at which such adjusted principal amount of Series 2016A Bonds will be sold shall be at the same price per \$1,000 of Series 2016A Bonds as the price per \$1,000 of the \$22,000,000 of Series 2016A Bonds bid.

SECTION 2. Form. The Series 2016A Bonds shall be issued in fully registered form, shall be designated “Taxable General Obligation Bonds, Series 2016A, (Historic Courthouse Project),” shall express upon their faces the purpose for which they are issued and that they are issued under the Act and shall be substantially in the form set forth in *Annex A*, in accordance with the terms set forth in the Certificate of Award.

The Series 2016A Bonds shall be in denominations as requested by the Purchaser, which shall be in multiples of five thousand dollars (\$5,000) or any integral multiple thereof. The Series 2016A Bonds shall be dated their date of issuance and delivery or such other date as is determined in the Certificate of Award.

Interest on the Series 2016A Bonds shall be payable no less frequently than semi-annually on the dates set forth in the Certificate of Award (an "Interest Payment Date") at the stated interest rate or rates on the principal amount thereof. The Series 2016A Bonds shall be serial or term bonds maturing, or subject to optional and/or mandatory sinking fund redemption annually on the dates, in the years and in the amounts to be established in the Certificate of Award after advertised competitive sale of the Series 2016A Bonds based on the interest rates bid in the successful bids (the "Bids") and the provisions of this Section 2, provided that the final maturity date of the Series 2016A Bonds shall be as set forth in the Certificate of Award but shall be no later than twenty years from their date of initial issuance and delivery. The interest rate or rates on the Series 2016A Bonds shall be determined in the Certificate of Award based on the Bids; provided that the aggregate net interest cost of the Series 2016A Bonds shall not exceed eight percent (8.00%).

The Series 2016A Bonds may contain such additional extraordinary optional or mandatory redemption provisions as may, upon the advice of the Lexington-Fayette Urban County Government's financial advisors and bond counsel, be necessary to accomplish the financial objectives of the Lexington-Fayette Urban County Government and/or achieve compliance with any provisions of the Code. The Mayor is hereby authorized and directed to administratively approve any such additional extraordinary optional or mandatory redemption provisions, and the execution of the Certificate of Award shall constitute conclusive evidence of the approval of such additional provisions.

At least thirty (30) days before the redemption date of any Series 2016A Bonds subject to optional or mandatory redemption, Old National Trust Company, Evansville, Indiana (the "Paying Agent and Registrar") shall cause a notice of such redemption either in whole or in part, signed by the Paying Agent and Registrar, to be mailed, first class, postage prepaid, to all registered owners of the Series 2016A Bonds to be redeemed in whole or in part at their addresses as they appear on the registration books kept by the Paying Agent and Registrar, but failure to mail any such notice shall not affect the validity of the proceedings for such redemption of Series 2016A Bonds for which such notice has been sent. Each such notice shall

set forth the date fixed for redemption, the redemption price to be paid and, if less than all of the Series 2016A Bonds of a subseries being payable by their terms on a single date then outstanding shall be called for redemption, the distinctive number or letters, if any, of such Series 2016A Bonds to be redeemed.

On the date so designated for redemption, notice having been mailed in the manner under the conditions hereinabove provided and moneys for payment of the redemption price being held in the bond payment fund by the Paying Agent and Registrar for the registered owners of the Series 2016A Bonds to be redeemed, the Series 2016A Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Series 2016A Bonds on such date, interest on the Series 2016A Bonds so called for redemption shall cease to accrue, and the registered owners of such Series 2016A Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof.

SECTION 3. Execution and Delivery. The Series 2016A Bonds shall be executed by the manual or facsimile signature of the Mayor and duly attested by the manual or facsimile signature of the Urban County Council Clerk (which, together with any other person as may be authorized by resolution are referred to as “Designated Officers”) and shall bear the manual authenticating signature of an authorized representative of the Paying Agent and Registrar for the Series 2016A Bonds. The Designated Officers are further authorized and directed to deliver the Series 2016A Bonds to the Purchaser, upon the terms and conditions provided herein, in the Certificate of Award and in the Bids, receive the proceeds therefor, execute and deliver such certificates and other closing documents and take such other action as may be necessary or appropriate in order to effectuate the proper issuance, sale and delivery of the Series 2016A Bonds.

The Lexington-Fayette Urban County Government authorizes and directs the Paying Agent and Registrar to authenticate the Series 2016A Bonds and to deliver the Series 2016A Bonds to the Purchaser following execution of the Certificate of Award and payment of the purchase price thereof.

SECTION 4. Payment. Payment of or on account of the interest on and principal of the Series 2016A Bonds shall be made directly to the Paying Agent and Registrar for the account of the registered owner. Interest on the Series 2016A Bonds shall be payable by check, mailed to the person whose name appears on the fifteenth day preceding an Interest Payment Date on the bond registration records as the registered owner, on each Interest Payment Date or by other

transfer of funds acceptable to such registered owner and the Paying Agent and Registrar. Principal shall be payable in such coin or currency of the United States of America as shall be legal tender for the payment of public and private debts at the time and place of payment upon delivery of the Series 2016A Bonds to the Paying Agent and Registrar or by other transfer of funds acceptable to the Paying Agent and Registrar and such registered owner. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Series 2016A Bonds to the extent of the sum or sums so paid.

SECTION 5. Filing and Approvals. The Designated Officers are hereby authorized to undertake and cause all filings of notices or information, which may be required by law to be filed or obtained by the Lexington-Fayette Urban County Government, including, but not limited to, filings with the State Local Debt Officer as required by law.

SECTION 6. Bond Payment Fund, Payment of Series 2016A Bonds. There is hereby established with the Paying Agent and Registrar a bond payment fund in the name of the Lexington-Fayette Urban County Government to be known as Taxable General Obligation Bonds, Series 2016A Bond Payment Fund (the "Bond Payment Fund"), into which the Lexington-Fayette Urban County Government covenants to deposit, and into which the Designated Officers are hereby authorized and directed to deposit from the Sinking Fund (hereinafter defined), on or before the twenty-fifth day of each month which precedes an Interest Payment Date, the amount required to pay principal of and interest due on the Series 2016A Bonds on such Interest Payment Date. The Paying Agent and Registrar is further directed to establish such additional subaccounts within the Bond Payment Fund as may be necessary in connection with the issuance of multiple subseries of the Series 2016A Bonds. The Paying Agent and Registrar shall, without further authorization from the Lexington-Fayette Urban County Government, withdraw from the Bond Payment Fund, on such Interest Payment Date, the amounts necessary to pay principal of, and interest on the Series 2016A Bonds to the registered owners of the same.

The Paying Agent and Registrar is hereby appointed depository of the Bond Payment Funds with respect to the Series 2016A Bonds.

If the Lexington-Fayette Urban County Government shall fail or refuse to make any required deposit in the Bond Payment Fund from the Sinking Fund, the Paying Agent and Registrar shall (i) notify any agency of the Commonwealth of Kentucky or any political subdivision thereof which may collect and distribute taxes or revenues for the Lexington-Fayette

Urban County Government to seek any available necessary or proper remedial action; and (ii) upon being indemnified against cost and expense, exercise any remedy provided in the Act or at law or in equity for the benefit of the owner of the Series 2016A Bonds or its assignee, and shall disburse all funds so collected to the owners of the Series 2016A Bonds as payment of the Series 2016A Bonds.

SECTION 7. General Obligation; Maintenance of Sinking Fund. The Series 2016A Bonds shall be full general obligations of the Lexington-Fayette Urban County Government and, for the payment of said Series 2016A Bonds and the interest thereon, the full faith, credit and revenue of the Lexington-Fayette Urban County Government are hereby pledged for the prompt payment thereof. During the period the Series 2016A Bonds are outstanding, there shall be and there hereby is levied on all the taxable property in Lexington, Fayette County, Kentucky in addition to all other taxes, without limitation as to rate, a direct tax annually in an amount sufficient to pay the principal of and interest on the Series 2016A Bonds when and as due, it being hereby found and determined that current tax rates are within all applicable limitations. Said tax shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers in the same manner and at the same time that taxes for general purposes for each of said years are certified, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof provided, however, that in each year to the extent that the other lawfully available funds of the Lexington-Fayette Urban County Government are available for the payment of the Series 2016A Bonds and are appropriated for such purpose, including the proceeds of the Series 2016A Bonds, the amount of such direct tax upon all of the taxable property in the Lexington-Fayette Urban County Government shall be reduced by the amount of such other funds so available and appropriated.

There is hereby established with the Lexington-Fayette Urban County Government a sinking fund (the "Sinking Fund"). The funds derived from said tax levy hereby required or other lawfully available funds shall be placed in the Sinking Fund and, together with interest collected on the same, are irrevocably pledged for the payment of the interest on and principal of all bonds issued under the Act and Tax-Supported Leases, as defined in the Act, when and as the same fall due. Amounts shall be transferred from the Sinking Fund to each Bond Payment Fund at the times and in the amounts required by Section 7.

SECTION 8. Sale of Bonds; Certificate of Award. The Designated Officers are hereby directed to sell the Series 2016A Bonds to the Purchaser at advertised competitive sale,

the final principal amount of, the principal amortization of and the interest rate or rates on the Series 2016A Bonds to be established in accordance with the requirements of Sections 1, 2 and 3 hereof and the Certificate of Award.

SECTION 9. Registered Owner; Transfer; Exchange. As long as the Series 2016A Bonds executed and delivered hereunder shall remain outstanding, the Paying Agent and Registrar shall maintain an office for the registration of such Series 2016A Bonds and shall also keep at such office books for such registration and transfers. The registered owner of the Series 2016A Bonds, as set forth in the registration books maintained by the Paying Agent and Registrar on the fifteenth day preceding an Interest Payment Date, or its assignees, for purposes of this Bond Ordinance, to the extent of its interest, shall be treated as the owner of the Series 2016A Bonds and shall be entitled to all rights and security of the owner of the Series 2016A Bonds hereunder.

Upon surrender for registration of transfer of the Series 2016A Bonds at the office of the Paying Agent and Registrar with a written instrument of transfer satisfactory to the Paying Agent and Registrar, duly executed by the registered owner or the registered owner's duly authorized attorney, the Paying Agent and Registrar shall execute and deliver, in the name of the designated transferee or transferees, one or more Series 2016A Bonds of the same series or subseries of any authorized denomination and of a like tenor and effect.

All Series 2016A Bonds, upon surrender thereof at the office of the Paying Agent and Registrar, may, at the option of the registered owner thereof be exchanged for an equal aggregate principal amount of Series 2016A Bonds of the same series or subseries of any authorized denomination.

In all cases in which the privilege of exchanging or transferring Series 2016A Bonds is exercised, the Paying Agent and Registrar shall execute and deliver Series 2016A Bonds in accordance with the provisions of this Section. Every such exchange or transfer of Series 2016A Bonds, whether temporary or definitive, shall be without charge; provided that the Paying Agent and Registrar may impose a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer.

SECTION 10. Book-entry System. For purposes of this Bond Ordinance, the following terms shall have the following meanings:

“Book entry form” or “book entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Series 2016A Bonds may be transferred only through a book entry, and (ii) physical Bond certificates in fully registered form are issued only to the Depository or its nominee as registered owner, with the Series 2016A Bonds “immobilized” to the custody of the Depository, and the book entry maintained by others than the Lexington-Fayette Urban County Government or the Paying Agent and Registrar is the record that identifies the owners of beneficial interests in those Bonds and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Series 2016A Bonds or principal and interest, and to effect transfers of Series 2016A Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

All or any portion of the Series 2016A Bonds may be initially issued to a Depository for use in a book entry system, and the provisions of this Section 10 shall apply to such Series 2016A Bonds, notwithstanding any other provision of this Bond Ordinance. If and as long as a book entry system is utilized with respect to any such Bonds: (i) there shall be such number of Series 2016A Bonds of each maturity as the Depository shall specify; (ii) those Series 2016A Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of Series 2016A Bonds in book entry form shall have no right to receive Series 2016A Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Series 2016A Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Series 2016A Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the Urban County Council. Debt service charges on Series 2016A Bonds in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in the Lexington-Fayette

Urban County Government's agreement with the Depository to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Series 2016A Bonds as provided in this Bond Ordinance.

The Paying Agent and Registrar may, with the approval of the Lexington-Fayette Urban County Government, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Series 2016A Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided in this Bond Ordinance, without prior presentation or surrender of the Series 2016A Bond, upon any conditions which shall be satisfactory to the Paying Agent and Registrar and to the Lexington-Fayette Urban County Government. That payment in any event shall be made to the person who is the registered owner of that Series 2016A Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Paying Agent and Registrar shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent and Registrar, to any other paying agents for Series 2016A Bonds and to the Lexington-Fayette Urban County Government. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Bond Ordinance.

The Mayor of the Lexington-Fayette Urban County Government is authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the Lexington-Fayette Urban County Government a letter agreement among the Lexington-Fayette Urban County Government, the Paying Agent and Registrar and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Series 2016A Bonds to the Depository for use in a book entry system.

If any Depository determines not to continue to act as depository for the Series 2016A Bonds for use in a book entry system, the Lexington-Fayette Urban County Government and the Paying Agent and Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Bond Ordinance. If the Lexington-Fayette Urban County Government and the Paying Agent and Registrar do not or are unable to do so, the Lexington-Fayette Urban County Government and the Paying Agent and Registrar, after the Paying Agent and Registrar has made provision for notification of the beneficial owners

by the then Depository, shall permit withdrawal of the Series 2016A Bonds from the Depository and authenticate and deliver Series 2016A Bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Bonds), if the event is not the result of action or inaction by the Urban County Council or the Paying Agent and Registrar, of those persons requesting such issuance.

SECTION 11. Disposition of Proceeds. The proceeds of the sale of the Series 2016A Bonds shall be deposited, together with other available funds of the Lexington-Fayette Urban County Government, as follows: (a) accrued interest, if any, shall be deposited to the Series 2016A Bond Payment Fund created in Section 6 hereof; (b) into an acquisition account for the Series 2016A Bonds (the “Lexington-Fayette Urban County Government Series 2016A Acquisition Account”) to be held by the Lexington-Fayette Urban County Government and used to pay the costs of the Historic Courthouse Project); and (c) an amount sufficient to pay the costs of issuing the Series 2016A Bonds shall be deposited to a special cost of issuance fund hereby directed to be established and designated as the “Lexington-Fayette Urban County Government Taxable General Obligation Bonds, Series 2016A Cost of Issuance Fund” (the “Series 2016A Cost of Issuance Fund”), hereby authorized and directed to be established and held by the Paying Agent and Registrar and used to pay the costs of issuance of the Series 2016A Bonds. In the event of the issuance of the Series 2016A Bonds in multiple subseries, the depository of the Cost of Issuance Fund shall establish subaccounts within the Cost of Issuance Fund to distinguish the sources of funds therein deposited by subseries of the Series 2016A Bonds.

SECTION 12. Appointment and Engagement of Bond Counsel. This Urban County Council hereby retains Peck, Shaffer & Williams, a division of Dinsmore & Shohl, LLP, as its bond counsel (“Bond Counsel”), to provide the Lexington-Fayette Urban County Government with its services in connection with the issuance, sale, and delivery of the Series 2016A Bonds. Bond Counsel shall be paid a fee of \$1.75 per \$1,000 of Series 2016A Bonds issued, inclusive of related expenses, provided, however, that publication expenses incurred by Bond Counsel shall be reimbursed separately. Such services as Bond Counsel shall include the review of the historic tax credit structure as it relates to the issuance of tax-exempt and/or taxable bonds and providing the Lexington-Fayette Urban County Government with the greatest flexibility and interest cost savings with respect to the issuance, sale, and delivery of the Series 2016A Bonds. A Designated Officer is hereby authorized and directed to execute and deliver on

behalf of the Issuer any appropriate agreements and/or engagement letters in connection with such appointment.

SECTION 13. Financial Advisor. J.J.B. Hilliard, W.L. Lyons, LLC (the “Financial Advisor”) is hereby appointed Financial Advisor to the Lexington-Fayette Urban County Government in connection with the issuance, sale and delivery of the Series 2016A Bonds. A Designated Officer is hereby authorized and directed to execute and deliver on behalf of the Issuer any appropriate agreements and/or engagement letters in connection with such appointment.

SECTION 14. Discharge of Bond Ordinance. If the Lexington-Fayette Urban County Government shall pay or cause to be paid, or there shall otherwise be paid, to the owners of the Series 2016A Bonds the total principal and interest due or to become due thereon through maturity, in the manner stipulated therein and in this Bond Ordinance, then the pledges made under this Bond Ordinance, and all covenants, agreements and other obligations of the Lexington-Fayette Urban County Government hereunder, shall thereupon cease, terminate and become void and be discharged and satisfied.

SECTION 15. Severability. If any one or more of the provisions of this Bond Ordinance should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed to be severable from all remaining provisions and shall not affect the validity of such other provisions.

SECTION 16. Inconsistent Actions. All prior ordinances, resolutions or parts thereof inconsistent herewith are hereby repealed.

SECTION 17. Open Meetings Compliance. All meetings of the Urban County Council Court and of its committees and any other public bodies, at which the formal actions in connection with the issuance of the Series 2016A Bonds were taken, or at which deliberations that resulted in such formal actions were held, were open meetings, and such formal actions were taken and any such deliberations took place while such meetings, after proper notice, were open to the public, in compliance with all legal requirements including KRS Sections 61.810, 61.815, 61.820 and 61.825.

SECTION 18. Effective Date. This Ordinance shall become effective immediately upon adoption and publication of a summary thereof, as provided by law.

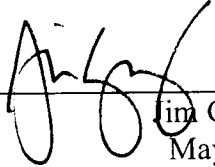
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INTRODUCED AND GIVEN FIRST READING at a duly convened meeting of the Urban County Council of the Lexington-Fayette Urban County Government on the 12th day of May, 2016.

GIVEN SECOND READING, ENACTED AND ADOPTED at a duly convened meeting of the Urban County Council of the Lexington-Fayette Urban County Government on the 26th day of May, 2016.

**LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT**

By:



Jim Gray
Mayor

ATTEST:

By: 

Martha Allen
Urban County Council Clerk

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting Urban County Council Clerk of the Lexington-Fayette Urban County Government, and as such Urban County Council Clerk, I further certify that the foregoing is a true, correct and complete copy of a Bond Ordinance duly enacted by the Urban County Council of the Lexington-Fayette Urban County Government at a duly convened meeting held on the 26th day of May, 2016, 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.

WITNESS my hand and the seal of said Lexington-Fayette Urban County Government as of the 16th day of Aug., 2016.



Martha Allen
Urban County Council Clerk

[SEAL]

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**

By: 

John C. Merchant, Esq.

ANNEX A

**COMMONWEALTH OF KENTUCKY
LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT
TAXABLE GENERAL OBLIGATION BOND,
SERIES 2016A (HISTORIC COURTHOUSE PROJECT),**

No. AR-__

<u>Maturity Date</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Bond Date</u>	<u>Interest Payment Dates</u>
August 1, _____	_____	_____ %	June __, 2016	February 1 and August 1

REGISTERED HOLDER: _____

PRINCIPAL AMOUNT: \$ _____
_____ DOLLARS

KNOW ALL PERSONS BY THESE PRESENTS: That the Lexington-Fayette Urban County Government for value received, hereby acknowledges itself obligated to, and promises to pay to the registered holder identified above, or registered assigns, the principal sum identified above (or, if any part thereof has been paid, the balance thereof remaining unpaid), on the maturity date specified above, and to pay interest on said principal sum (or, if any part thereof has been paid, the balance thereof remaining unpaid) from the date hereof, payable each February 1 and August 1, commencing February 1, 2017, at the Interest Rate per annum identified above, except as the provisions hereinafter set forth with respect to prior redemption may be and become applicable hereto. The principal of and interest on this bond are payable, without deduction for exchange, collection, or service charges, in lawful money of the United States of America. Principal is payable at the corporate trust office of Old National Trust Company, Evansville, Indiana, or any successor (the "Paying Agent and Registrar") or by other transfer of funds acceptable to the Paying Agent and Registrar and such owner. All interest on this bond and principal payable prior to the final maturity date shall be payable by check or draft mailed or via wire transfer to the record date registered holder hereof at the address shown on the registration records kept by the Paying Agent and Registrar or by other transfer of funds acceptable to the Paying Agent and Registrar and such owner. The record date shall be the fifteenth day of the month preceding each interest payment date.

This bond is one of an issue of Taxable General Obligation Bonds, Series 2016A (Historic Courthouse Project), (the "Series 2016A Bonds") of like tenor and effect, except as to denomination and maturity, numbered from AR-1 upward, inclusive, of the denomination of \$5,000 or any integral multiple thereof originally aggregating _____ dollars (\$ _____) in principal amount, issued for the purpose of (i) restoring, rehabilitating and adapting to re-use the historic Fayette County Courthouse (the "Historic Courthouse Project") located at 215 West Main Street in downtown Lexington, Fayette County, Kentucky which Historic Courthouse Project will help preserve the

history and architecture of Lexington and Fayette County, enhance the economic development of downtown Lexington, assist in elimination of blight, and reinforce and promote additional redevelopment activities in downtown Lexington and Fayette County, and the Lexington-Fayette Urban County Government has determined that it is in the public interest to provide economic development assistance to the Historic Courthouse Project and the necessity of financing in the form of an interim development loan and an economic redevelopment grant in the amount of \$22,000,000 to be provided pursuant to the issuance of these Series 2016A Bonds, and (ii) paying the costs of issuance of the Series 2016A Bonds, all pursuant to and in full compliance with the general laws of the Commonwealth of Kentucky and particularly Chapter 66 of the Kentucky Revised Statutes, and pursuant to an ordinance duly adopted by the Urban County Council of the Lexington-Fayette Urban County Government on the ____ day of May, 2016 (the "Bond Ordinance") upon the affirmative vote of at least a majority of the members of its Urban County Council at a public meeting duly and regularly held and after filing proper notice with the State Local Debt Officer of the Commonwealth of Kentucky.

This Series 2016A Bond and the issue of which it forms a part is a general obligation of the Lexington-Fayette Urban County Government and the full faith, credit and revenue of the Lexington-Fayette Urban County Government are pledged to the payments due hereunder. THIS SERIES 2016A BOND IS CONTINUALLY SECURED BY THE FAITH, CREDIT AND REVENUE OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT.

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The Series 2016A Bonds mature on the first day of August of the following years, in the respective principal amounts and bear interest at the following rates of interest:

Year (August 1)	Amount	Interest Rate
2017		
2018		
2019		
2020		
2021		
2022		
2023		
2024		
2025		
2026		
2027		
2028		
2029		
2030		
2031		
2032		
2033		
2034		
2035		
2036		
TOTAL		

Optional Redemption. The Series 2016A Bonds maturing on and after August 1, _____ shall be subject to optional redemption prior to their maturity on any date on or after August 1, _____, in whole or in part, in inverse order of maturity and by lot within a maturity, at the election of the Lexington-Fayette Urban County Government upon 45 days' written notice to the Paying Agent and Registrar at a redemption price equal to 100% of the principal amount redeemed plus accrued interest to the date fixed for redemption.

Redemption Provisions. At least thirty (30) days before the optional redemption date of any Series 2016A Bonds the Paying Agent and Registrar shall cause a notice of such redemption signed by the Paying Agent and Registrar, to be mailed, first class, postage prepaid, to all registered owners of the Series 2016A Bonds to be redeemed at their addresses as they appear on the registration books kept by the Paying Agent and Registrar, but failure to mail any such notice shall not affect the validity of the proceedings for such redemption of Series 2016A Bonds for which such notice has been sent. Each such notice shall set forth the date fixed for redemption, the redemption price to be paid and, if less than all of the Series 2016A Bonds being payable by

their terms on a single date then outstanding shall be called for redemption, the distinctive number or letters, if any, of such Series 2016A Bonds to be redeemed.

On the date so designated for redemption, notice having been published in the manner under the conditions hereinabove provided and moneys for payment of the redemption price being held in the Bond Payment Fund by the Paying Agent and Registrar for the registered owners of the Series 2016A Bonds to be redeemed, the Series 2016A Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Series 2016A Bonds on such date, interest on the Series 2016A Bonds so called for redemption shall cease to accrue, and the registered owners of such Series 2016A Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof.

No recourse shall be had for the payment of the principal of or the interest on this Series 2016A Bond, or for any claim based hereon, against any officer, agent or employee, past, present or future, of the Lexington-Fayette Urban County Government, as such, either directly or through the Lexington-Fayette Urban County Government, whether by virtue of any constitutional provision, statute or rule of law, or by the enforcement of any assessment or penalty, or otherwise; all such liability of such officers, agents or employees is hereby renounced, waived and released as a condition of and as consideration for the issuance, execution and acceptance of this Series 2016A Bond.

It is hereby certified that all acts, conditions and things required to be done, to occur or be performed precedent to and in the issuance of this Series 2016A Bond, or in the creation of the obligations of which this Series 2016A Bond is evidence, have been done, have occurred and have been performed in regular and due form and manner as required by law; that the faith, credit and revenue of the Lexington-Fayette Urban County Government are hereby irrevocably pledged for the prompt payment of the principal hereof and interest hereon; that the repayment obligation represented by this Series 2016A Bond is not in excess of any constitutional or statutory limitation; and that due provision has been made for the levy and collection of a tax sufficient in amount to pay the interest on this Series 2016A Bond as it falls due and to provide for the redemption of this Series 2016A Bond at maturity or upon earlier redemption.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Lexington-Fayette Urban County Government has caused this Series 2016A Bond to be signed either manually or by facsimile in its name by its Mayor and duly attested either manually or by facsimile by its Urban County Council Clerk and an impression or facsimile of the Lexington-Fayette Urban County Government's seal to be imprinted hereon, as of the date set forth above.

**LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT**

Mayor

[SEAL]

Attest:

Urban County Council Clerk

CERTIFICATE OF AUTHENTICATION

This is to certify that this Series 2016A Bond is one of the Series 2016A Bonds described hereinabove.

**OLD NATIONAL TRUST COMPANY,
EVANSVILLE, INDIANA**

By:

Name:

Title:

Date of Authentication: _____

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the Issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of CEDE & Co or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to CEDE & Co, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, CEDE & Co, has an interest herein.

CERTIFICATE

It is hereby certified that the following is a correct and complete copy of the text of the legal opinion of Peck, Shaffer & Williams, a division of Dinsmore & Shohl LLP, Attorneys, Lexington, Kentucky, regarding the issue of which the within Series 2016A Bond is one, the original of which opinion was manually executed, dated and issued as of the date of delivery of and payment for said issue and a copy of which is on file with the undersigned.

Urban County Council Clerk

[INSERT FORM OF APPROVING OPINION]

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto:

(please print or typewrite social security number or other identifying number and name and address of transferee)

the within Series 2016A Bond and does hereby irrevocably constitute and appoint _____ or its successor as Paying Agent and Registrar to transfer the said Series 2016A Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Notice: The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Series 2016A Bond in every particular, without alteration or enlargement or any change whatever.

