MADISON COUNTY FISCAL COURT
MADISON COUNTY, KY
RESOLUTION 2023-64

A RESOLUTION OF THE COUNTY OF MADISON, KENTUCKY DIRECTING THE MADISON COUNTY, KENTUCKY PUBLIC PROPERTIES CORPORATION TO TAKE CERTAIN ACTIONS AS THE AGENCY, INSTRUMENTALITY, AND CONSTITUTED AUTHORITY OF THE COUNTY; AUTHORIZING, APPROVING, AND DIRECTING THE ISSUANCE BY THE CORPORATION OF ITS FIRST MORTGAGE REVENUE BONDS (JUDICIAL CENTER PROJECT), SERIES 2023 IN THE APPROXIMATE PRINCIPAL AMOUNT OF $22,620,000 FOR THE PURPOSES OF (I) FINANCING THE COSTS OF RENOVATIONS TO THE EXISTING COUNTY ADMINISTRATION BUILDING FOR FUTURE USE AS A JUDICIAL CENTER AND (II) REFUNDING A PORTION OF THE COUNTY OF MADISON, KENTUCKY GENERAL OBLIGATION NOTE, SERIES 2020N-1 IN ADVANCE OF MATURITY; AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT FOR THE PURCHASE OF THE BONDS; AUTHORIZING OTHER ACTIONS IN CONNECTION THEREWITH; AND REPEALING ANY INCONSISTENT RESOLUTIONS.

WHEREAS, the Madison County, Kentucky Public Properties Corporation (the "Corporation"), a nonprofit, no-stock corporation, has been duly organized and created under and by virtue of the provisions of the laws of the Commonwealth of Kentucky, including, particularly, Sections 273.161 to 273.390, inclusive, of the Kentucky Revised Statutes, to act as the agency, instrumentality, and constituted authority of the County of Madison, Kentucky (the "County") in the planning, development, construction, installation, and financing of public governmental projects, as provided by Chapter 58 of the Kentucky Revised Statutes; and

WHEREAS, the County previously issued its General Obligation Note, Series 2020N-1 dated July 1, 2020, in an original aggregate principal amount of up to $6,000,000 (the "Prior Note"), for the purpose of, among other things, providing interim financing for the renovation of the existing County administration building for future use as a judicial center (the "Project"), which Prior Note is scheduled to mature on March 1, 2025; and

WHEREAS, the County has determined, and does hereby confirm, that it is appropriate at this time that the Corporation act as the agency, instrumentality, and constituted authority of the County (i) to issue Bonds (which are more particularly referred to and described herein) on behalf of the County for the purposes of (a) refunding a portion of the Prior Note in advance of maturity, and (b) financing the additional costs of the Project, and (ii) to contract for the acquisition, construction, installation, equipping, and financing of the Project; and

WHEREAS, the County has determined, and does hereby confirm, that it is appropriate at this time for the Corporation to authorize and approve the issuance of its First Mortgage Revenue Bonds (Judicial Center Project), Series 2023 (the "Bonds"), in an approximate aggregate principal amount of $22,620,000 (which principal amount may be increased by any amount approved by the Commonwealth of Kentucky Administrative Office of the Courts ("AOC") or decreased by any amount, as necessary) for the purposes of (a) refunding a portion of the Prior Note in advance of maturity, (b) financing additional costs of the Project, (c) paying the costs of issuance of the Bonds, and (d) funding any required debt service reserve.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY OF MADISON, KENTUCKY, AS FOLLOWS:

Section 1. The Corporation, acting as the agency, instrumentality, and constituted authority of the County, is hereby directed to adopt any resolutions and orders and take any actions as may be necessary for the formal authorization by the Corporation of the issuance of approximately $22,620,000 principal amount (which principal amount may be increased by any amount approved by AOC or decreased by any amount, as necessary) of "Madison County, Kentucky Public Properties Corporation First Mortgage Revenue Bonds (Judicial Center Project), Series 2023" (the "Bonds"), to be dated in accordance with their date of delivery. The Bonds shall be issued for the purposes of (a) refunding a portion of the Prior Note in advance of maturity, (b) financing additional costs of the Project, (c) paying the costs of issuance of the Bonds, and (d) funding any required debt service reserve. The form of the Bonds and all of the terms and provisions incident to the Bonds, including the maturity, security, redemption, and conditions of sale with respect to the Bonds, shall all be in accordance with the provisions set forth in the Lease and the Mortgage, both as hereinafter defined.

Section 2. The County hereby authorizes, directs, and approves the issuance, sale, and delivery by the Corporation of the Bonds and the application of the proceeds of the Bonds to the purposes set forth herein and as described in the Resolution adopted by the Board of Directors of the Corporation on May 23, 2023(the "Authorizing Resolution"), the Lease, and the Mortgage. The County hereby authorizes and approves the issuance of the Bonds, as more specifically defined and described in the Mortgage.

Section 3. The County understands and acknowledges (a) that the Bonds are to be issued by the Corporation, acting as the agency, instrumentality, and constituted authority of the County, in accordance with this Resolution and the Authorizing Resolution, for the purposes of (i) refunding a portion of the Prior Note, and (ii) providing additional funds for the financing of the Project, and (b) that the Project has been and is being financed, acquired, and constructed for public use.

Section 4. The Memorandum of Understanding by and among the County, AOC, and the Corporation (the "Memorandum"), which provides for the issuance of the Bonds and for the authorization of the Lease, is hereby expressly ratified and affirmed. The Memorandum, in the form prescribed by AOC, is hereby expressly approved and authorized to be executed in the name of and on behalf of the County by the Judge/Executive and attested by the Fiscal Court Clerk. The Corporation, acting as the agency, instrumentality, and constituted authority of the County, is hereby expressly authorized to execute the Memorandum. The Memorandum, as so executed on behalf of the County, shall be tendered to the Corporation and AOC in connection with the issuance of the Bonds.

Section 5. The Contract, Lease Agreement, and Option by and among the County, AOC, and the Corporation (the "Lease"), providing for the maintenance and insurance of the Project by the County for an initial period ending June 30 of the first even numbered year after the Bonds are issued and providing for the payment of rental payments for the Project by AOC for such period, with the exclusive option for AOC to renew the same from July 1 of each even numbered year to

June 30 of each next succeeding even numbered year (a "Biennial Period") for one Biennial Period at a time, upon the terms and conditions set forth therein, is hereby expressly ratified and affirmed. The Lease, in the usual and customary form, is hereby expressly approved and authorized to be executed in the name and on behalf of the County by the Judge/Executive and attested by the Fiscal Court Clerk. The Corporation, acting as the agency, instrumentality, and constituted authority of the County, is hereby expressly authorized to execute the Lease. The Lease, as so executed on behalf of the County, shall be tendered to the Corporation and AOC in connection with the issuance of the Bonds and, upon execution thereof by the Corporation and AOC, shall be duly recorded in the office of the Madison County Clerk.

Section 6. The County hereby expressly approves, authorizes, and directs the execution and delivery by the Corporation of a certain Mortgage Deed of Trust (the "Mortgage") in the usual and customary form. The delivery by the Corporation of the Mortgage to the Trustee named therein is hereby ratified and affirmed, and the Mortgage shall assign, to the Trustee, all income, revenues, and rights of the Corporation arising under the Lease and all of the Corporation's income, revenues, and rights arising from the Pledged Receipts, as defined in the Mortgage, together with all rights arising under 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 Bonds.

Section 7. In connection with the Project, the County may secure or has secured fee simple title to the real estate which is the site where the Project is to be located and which may be pledged under the Mortgage as security for payment of the principal of and interest on the Bonds. The Judge/Executive and Fiscal Court Clerk are hereby specifically authorized and directed to execute a Deed of Conveyance for any real estate that comprises the Project to the Corporation, as the County's agency, instrumentality, and constituted authority.

Section 8. The Corporation is hereby expressly authorized to act on behalf of the County in complying with the requirements of Chapter 58 of the Kentucky Revised Statutes by advertising for bids for the purchase of the Bonds. The President of the Corporation is hereby authorized and directed to analyze and compare, with the advice of the Financial Advisor named herein, all bids that are received on or before a time and date to be established by the Judge/Executive and to accept the bid that he deems the best thereof, with the advice of the Financial Advisor and consistent with sound financial practices. The President and any other appropriate officials of the Corporation are hereby further authorized to prepare such instruments and to distribute such information as shall be necessary to accomplish the foregoing, including distributing a Preliminary Official Statement and a final Official Statement for the Bonds, in full compliance with the requirements of Securities and Exchange Commission Rule 15c2-12, as amended (the "Rule"), which Bonds are to be sold in a competitive, public offering subject to the Rule.

To enable prospective purchasers to submit bids for the purchase of the Bonds, the County hereby covenants and agrees that it will execute, comply with, and carry out all of the provisions of a continuing disclosure agreement to be dated as of the first day of the month in which the Bonds are sold (the "Continuing Disclosure Agreement") in connection with the issuance of the Bonds. Failure to comply with the provisions of the Continuing Disclosure Agreement shall not constitute a default on the Bonds; however, any holder of the Bonds, including any beneficial owner thereof, may take such action as may be necessary and appropriate, including seeking specific performance, to cause the County to comply with its obligations under the Continuing Disclosure Agreement.

The Judge/Executive and Fiscal Court Clerk are each hereby authorized and directed to execute the Continuing Disclosure Agreement on behalf of the County in connection with the issuance of the Bonds.

Section 9. The bids received for the purchase of the Bonds shall be opened and reviewed by the President of the Corporation and shall be acted upon by the President. Bids shall be solicited for the purchase of the Bonds in accordance with the requirements of Chapter 66, Chapter 424, and Section 56.513 of the Kentucky Revised Statutes, as applicable, with all information regarding the Bonds and the solicitation of bids for the purchase thereof provided in the usual and customary form.

Section 10. The President of the Corporation shall, in accepting the successful bid for the Bonds, determine the exact rate or rates of interest which the Bonds shall bear, and the interest rate or rates on the Bonds shall be automatically fixed at the rate or rates set out in the successful bid therefor which is accepted by the President, without the necessity of any further action by the Corporation to fix such rate or rates. The proceeds of the sale of the Bonds shall be expended as provided in the Authorizing Resolution.

Section 11. If no bid shall be accepted for the purchase of the Bonds, bids may again be solicited for such purchase, at a future date and hour determined by the President of the Corporation, without the necessity of further authorization by this Fiscal Court.

Section 12. In connection with the undertaking and implementation by the Corporation of the financing of the Project, which financing is hereby expressly authorized and directed by the County, 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 such acquisition, construction, installation, and financing.

Section 13. RSA Advisors, LLC, Lexington, Kentucky, is designated as the Financial Advisor in connection with the issuance of the Bonds, and Dinsmore & Shohl LLP, Louisville, Kentucky, is designated as Bond Counsel for the Bonds.

Section 14. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid, the invalidity of such section, paragraph, clause, or provision shall not affect any of the remaining provisions.

Section 15. All ordinances, resolutions, orders, or parts thereof which conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 16. This Resolution shall be in full force and effect from and after its adoption as provided by law.

SIGNATURE PAGE TO RESOLUTION

This Resolution was introduced, seconded, and adopted at a duly convened meeting of the Madison County Fiscal Court held this May 23, 2023.

Motion made by Hughes, seconded by Botkin.

Vote:	Yes	No
Judge Executive Reagan Taylor	✓	
Magistrate James Brian Combs	✓	
Magistrate Stephen Lochmueller	✓	
Magistrate Billy Ray Hughes	✓	
Magistrate Tom Botkin	✓	

Signed:

Reagan Taylor
Madison County Judge Executive

5-23-2023
Date

Attested:

Kenny Barger
Madison County Clerk

5-23-2023
Date

CERTIFICATION

The undersigned, the Fiscal Court Clerk of the County of Madison, Kentucky, does hereby certify that the foregoing is a complete and true copy of a Resolution duly adopted by the Fiscal Court of the County at a duly and lawfully convened meeting held on May 23, 2023, signed by the Judge/Executive and now in full force and effect, as shown by the official records of the County in my custody and under my control.

WITNESS my hand as of this May 23, 2023.

Fiscal Court Clerk