

ORDINANCE NO. 211.9-09-2009

AN ORDINANCE OF THE CITY OF FRANKLIN, KENTUCKY AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION PUBLIC PROJECT BONDS, SERIES 2009 IN THE AGGREGATE PRINCIPAL AMOUNT OF \$2,695,000 (SUBJECT TO A PERMITTED ADJUSTMENT INCREASING OR DECREASING THE SIZE OF SAID BONDS BY UP TO \$270,000) FOR THE PURPOSE OF FINANCING THE COSTS OF THE ACQUISITION, CONSTRUCTION AND INSTALLATION OF PUBLIC PROJECTS IN THE CITY OF FRANKLIN, KENTUCKY AND REFUNDING OUTSTANDING OBLIGATIONS ORIGINALLY ISSUED TO FINANCE PUBLIC PROJECTS IN THE CITY OF FRANKLIN, KENTUCKY; APPROVING A FORM OF BOND; AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE BONDS; AUTHORIZING AND DIRECTING THE FILING OF NOTICE WITH THE STATE LOCAL DEBT OFFICER; PROVIDING FOR THE PAYMENT AND SECURITY OF THE BONDS; CREATING A BOND PAYMENT FUND; MAINTAINING THE HERETOFORE ESTABLISHED SINKING FUND; AUTHORIZING ACCEPTANCE OF THE BID OF THE BOND PURCHASER FOR THE PURCHASE OF THE BONDS; AND REPEALING INCONSISTENT ORDINANCES.

WHEREAS, the City of Franklin, Kentucky (the "City") heretofore entered into a Lease Agreement dated as of March 9, 1998 (the "1998 Prior Obligations") with the Kentucky League of Cities Funding Trust ("KLCFT"), of which \$295,000 principal amount remains outstanding, the proceeds of which were used to finance the acquisition, construction, installation and equipping of a fire station in the City (the "1998 Project"); and

WHEREAS, the City further entered into a Lease Agreement dated as of May 27, 1999 (the "1999A Prior Obligations") with Peoples Exchange Bank ("Peoples Exchange"), of which \$208,810 principal amount remains outstanding, the proceeds of which were used to finance the acquisition of land and completion of the construction and installation of a fire station in the City (the "1999A Project"); and

WHEREAS, the City further entered into a Variable Rate Lease Purchase Agreement dated as of October 10, 1999 (the "1999B Prior Obligations") with Kentucky Municipal Finance Corporation ("KMFC"), of which \$339,827 principal amount remains outstanding, the proceeds of which were used to finance the acquisition, construction and installation of street improvements in the City (the "1999B Project"); and

WHEREAS, the City further entered into a Lease Agreement dated as of December 14, 2001 (the "2001 Prior Obligations") with the Kentucky League of Cities Funding Trust ("KLCFT"), of which \$290,000 principal amount remains outstanding, the proceeds of which were used to finance the acquisition, construction and renovation of sidewalks in the City (the "2001 Project"); and

WHEREAS, the City further entered into a Loan Agreement in September, 2003 (the "2003 Prior Obligations") with Franklin Bank and Trust Company ("Franklin Bank"), of which

approximately \$85,540 principal amount remains outstanding, the proceeds of which were used to finance the acquisition of real property in the City (the "2003 Project"); and

WHEREAS, the City further entered into a Variable Rate Lease Purchase Agreement dated as of October 31, 2006 (the "2006 Prior Obligations," and together with the 1998 Prior Obligations, the 1999A Prior Obligations, the 1999B Prior Obligations, the 2001 Prior Obligations and the 2003 Prior Obligations, the "Prior Obligations") with KMFC, of which \$295,000 principal amount remains outstanding, the proceeds of which were used to finance the acquisition, construction, installation and equipping of facilities to provide municipal office space in the City (the "2006 Project," and together with the 1998 Project, the 1999A Project, the 1999B Project, the 2001 Project and the 2003 Project, the "Prior Projects"); and

WHEREAS, the City has determined the necessity of financing the acquisition and installation of five police cruisers and the construction and installation of fiber optic lines (collectively, the "New Money Project," and together with the Prior Projects, the "Project"); and

WHEREAS, the City has determined that it is in the best interests of the City that the City refinance the Prior Projects and finance the acquisition and installation of the New Money Project through the issuance of City of Franklin, Kentucky General Obligation Public Project Refunding and Improvement Bonds, Series 2009 (the "Bonds"); and

WHEREAS, pursuant to the Constitution and Laws of the Commonwealth of Kentucky, and particularly KRS 66.011 et seq (the "Act"), a city may issue bonds, subject to the requirements of the Act, to pay all or any portion of the costs of any public project that the City is authorized to acquire, improve or construct and to refund outstanding bonds or obligations issued to pay the costs public projects; and

WHEREAS, the City desires to currently refund the Prior Obligations and acquire, construct and install the New Money Project through the issuance of the 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.

NOW, THEREFORE, BE IT ORDAINED by the City of Franklin, Kentucky, as follows:

Section 1 -- Necessity, Authorization and Purpose. The City hereby declares that it is necessary to issue and authorizes the issuance of its General Obligation Public Project Refunding and Improvement Bonds, Series 2009, in the aggregate principal amount of \$2,695,000, subject to a permitted adjustment (the "Permitted Adjustment") increasing or decreasing the principal amount of Bonds awarded to the purchasers thereof by up to \$270,000, for the purpose of (i) currently refunding the Prior Obligations, (ii) acquiring, constructing and installing the New Money Project and (iii) paying the costs of issuance of the Bonds.

Notwithstanding anything contained in this Bond Ordinance to the contrary, only \$2,695,000 of Bonds shall be offered for sale in accordance with the provisions hereof, and the determination of the best bids for the Bonds shall be made on the basis of all bids submitted for exactly \$2,695,000 principal amount of Bonds; provided however, the Permitted Adjustment is reserved in the City hereunder, with such increase or decrease to be made in any principal maturity so that the total principal amount of Bonds awarded to the best bidder may be a maximum of \$2,965,000 or a minimum of \$2,425,000. 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 Bonds will be sold shall be at the same price per \$1,000 of Bonds as the price per \$1,000 of the \$2,695,000 of Bonds bid.

Section 2 -- Form. The Bonds shall be issued as fully registered Bonds, shall be designated "General Obligation Public Project Refunding and Improvement Bonds, Series 2009", shall express upon their faces the purpose for which they are issued, that they are issued under the Act and shall be substantially in the form set forth in Annex A. The Bonds shall be in denominations as requested by the Purchaser, which shall be in integral multiples of five thousand dollars (\$5,000). The Bonds shall be dated their date of initial issuance and delivery, or such other date as is determined in a certificate of award accepting the bids of the Purchaser (the "Certificate of Award") to be executed by the Mayor on the date of the sale of the Bonds.

Interest on the Bonds shall be payable each April 1 and October 1 (an "Interest Payment Date"), commencing April 1, 2010 at the stated interest rate or rates on the principal amount thereof. The Bonds shall be serial or term Bonds maturing on October 1, 2010 and each October 1 thereafter in the years and in the amounts to be established in the Certificate of Award after advertised competitive sale of the Bonds based on the interest rates set forth in the successful bid (the "Bid") and the provisions of this Section 2, provided that the final maturity date of the Bonds shall be as set forth in the Certificate of Award but shall be no later than October 1, 2024. The interest rate or rates on the Bonds shall be determined in the Certificate of Award based on the Bid; provided that the aggregate net interest cost of the Bonds shall not exceed six percent (6.0%).

The Bonds maturing on and after October 1, 2020 shall be subject to optional redemption prior to their maturity on any date on or after October 1, 2019, in such order of maturity as shall be designated in writing by the City, and by lot within a maturity, at the election of the City upon 45 days' written notice to the Paying Agent and Registrar (hereinafter defined) at a redemption price equal to the par amount thereof, plus accrued interest to the date of redemption.

At least thirty (30) days before the redemption date of any Bonds, the bank designated in the Certificate of Award as the Paying Agent and Registrar (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 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 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 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 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 Bonds to be redeemed, the Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Bonds so called for redemption shall cease to accrue, and the registered owners of such Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof.

Section 3 -- Execution and Delivery. The Bonds shall be executed by the manual or facsimile signature of the Mayor and duly attested by the manual or facsimile signature of the City Clerk (which, together with any other person as may be authorized by resolution are referred to as "Designated Officers"), shall have the seal of the City or a facsimile thereof affixed thereto, and shall bear the manual authenticating signature of an authorized representative of the Paying Agent and Registrar. The Designated Officers are further authorized and directed to

deliver the Bonds to the Purchaser, upon the terms and conditions provided herein, in the Certificate of Award and in the Bid, 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 Bonds.

The City authorizes and directs the Paying Agent and Registrar to authenticate the Bonds and to deliver the Bonds to the Purchaser upon payment of the purchase price thereof.

The Bonds may be issued in book-entry-only form through the services of the Depository Trust Company ("DTC"). If the City determines to issue the Bonds in book-entry-only form the Designated Officers (hereinafter defined) are authorized to execute all documents necessary to accomplish such form of issuance.

Section 4 -- Payment. Payment of or on account of the interest on and principal of the Bonds shall be made directly to the Paying Agent and Registrar for the account of the registered owner. Interest on the 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 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 Bonds to the extent of the sum or sums so paid.

Section 5 -- Filing. 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 by the City, including, but not limited to, the filing with the State Local Debt Officer required by law.

Section 6 -- Bond Payment Fund, Payment of Bonds. There is hereby established with the Paying Agent and Registrar a bond payment fund in the name of the City to be known as General Obligation Public Project Bonds, Series 2009 Bond Payment Fund (the "Bond Payment Fund"), into which the City covenants to deposit, and into which the Designated Officers are hereby authorized and directed to deposit from the Sinking Fund (hereinafter established), on or before the twenty-fifth day of each month which precedes an Interest Payment Date on the Bonds, the amount required to pay principal of and interest due on the Bonds on such Interest Payment Date. The Paying Agent and Registrar shall, without further authorization from the City, withdraw from the Bond Payment Fund, on such Interest Payment Date of the Bonds, the amounts necessary to pay principal of, and interest on, the Bonds to the registered owner of the same.

The Paying Agent and Registrar is hereby appointed Bond Payment Fund Depository with respect to the Bonds.

If the City 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 City 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 Bonds or its assignee, and shall disburse all funds so collected to the owners of the Bonds as payment of the Bonds.

Section 7 -- General Obligation. The Bonds shall be full general obligations of the City and, for the payment of said Bonds and the interest thereon, the full faith, credit and revenue of

the City are hereby pledged for the prompt payment thereof. During the period the Bonds are outstanding, there shall be and there hereby is levied on all the taxable property in the City, 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 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 City are available for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the City shall be reduced by the amount of such other funds so available and appropriated.

Section 8 -- Maintenance of Sinking Fund. The Sinking Fund heretofore established by the City (the "Sinking Fund") is hereby ordered to be maintained and continued as long as any of the Bonds shall remain outstanding and unpaid. 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 the Bond Payment Fund at the times and in the amounts required by Section 6 hereof.

Section 9 -- Sale of Bonds; Certificate of Award. The Designated Officers are hereby directed to sell the 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 Bonds to be established in accordance with the requirements of Sections 1 and 2 hereof by adoption of the Certificate of Award. The Mayor of the City is hereby authorized to execute the Certificate of Award establishing the terms of the Bonds described herein without any further action by the City Commission.

Section 10 -- Registered Owner; Transfer; Exchange. As long as the Bonds executed and delivered hereunder shall remain outstanding, the Paying Agent and Registrar shall maintain an office for the Registration of such Bonds and shall also keep at such office books for such registration and transfers. The registered owner of the 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 Bonds and shall be entitled to all rights and security of the owner of the Bonds hereunder.

Upon surrender for registration of transfer of the 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 Bonds of the same series of any authorized denomination and of a like tenor and effect.

All 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 Bonds of the same series of any authorized denomination.

In all cases in which the privilege of exchanging or transferring Bonds is exercised, the Paying Agent and Registrar shall execute and deliver Bonds in accordance with the provisions of

this Section. Every such exchange or transfer of 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 11 -- Disposition of Proceeds. The proceeds of the sale of the Bonds shall be deposited, together with other available funds of the City, as follows: (a) premium and accrued interest, if any, shall be deposited to the Bond Payment Fund created in Section 6 hereof, (b) the amount necessary to retire the Prior Obligations shall be deposited to a special redemption fund (the "City of Franklin 2009 Redemption Fund") to be held by the Paying Agent and Registrar and used to redeem and retire the Prior Obligations within ninety (90) days of the date of issuance and delivery of the Bonds, (c) an amount sufficient to pay the costs of issuing the bonds shall be deposited to a special cost of issuance fund hereby directed to be established and designated as the "City of Franklin, Kentucky General Obligation Public Project Refunding and Improvement Bonds, Series 2009 Cost of Issuance Fund" (the "Cost of Issuance Fund"); and (d) the remainder of the proceeds shall be deposited to a special project fund (the "City of Franklin 2009 Construction Fund") to be held by the depository designated in the Certificate of Award (the "2009 Project Fund Depository") and used for the acquisition, construction and installation of the New Money Project.

Section 12 -- Designation of Bonds. The City designates the Bonds as "qualified tax-exempt obligations" for the purposes set forth in § 265(b)(3) of the Internal Revenue Code of 1986, as amended. The City does not anticipate issuing more than \$30,000,000 of "qualified tax-exempt obligations" during calendar year 2009.

Section 13 -- Discharge of Bond Ordinance. If the City shall pay or cause to be paid, or there shall otherwise be paid, to the owners of the 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 City hereunder, shall thereupon cease, terminate and become void and be discharged and satisfied.

Section 14 -- 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 15 -- Inconsistent Actions. All prior ordinances, resolutions or parts thereof inconsistent herewith are hereby repealed.

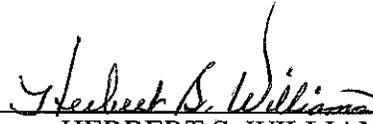
Section 16 -- Open Meetings Compliance. All meetings of the City Commission and of its committees and any other public bodies, at which the formal actions in connection with the issuance of the Bonds were taken, or at which deliberations that resulted in such formal actions were held, were open meetings, 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 17 -- Effective Date. This Ordinance shall become effective immediately upon adoption and publication of a summary thereof, as provided by law.

INTRODUCED AND PUBLICLY READ ON FIRST READING Sept 10, 2009.
PUBLICLY READ, ADOPTED & APPROVED ON SECOND READING Sept, 14 2009.

APPROVED

By:



HERBERT S. WILLIAMS, Mayor

Attest:

By:



KATHY STRADTNER, City Clerk

majority of the members of its City Commission 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 Bond and the issue of which it forms a part is a general obligation of the City and the full faith, credit and revenue of the City are pledged to the payments due hereunder. THIS BOND IS CONTINUALLY SECURED BY THE FAITH, CREDIT AND REVENUE OF THE CITY.

The Bonds mature on the 1st day of October of the following years, in the respective principal amounts and bear interest at the following rates of interest:

<u>Maturity Date</u>	<u>Amount</u>	<u>Interest Rate Per Annum</u>
October 1, 2010		
October 1, 2011		
October 1, 2012		
October 1, 2013		
October 1, 2014		
October 1, 2015		
October 1, 2016		
October 1, 2017		
October 1, 2018		
October 1, 2019		
October 1, 2020		
October 1, 2021		
October 1, 2022		
October 1, 2023		
October 1, 2024		

[Mandatory Sinking Fund Provisions, If Any, Inserted Here]

The Bonds maturing on and after October 1, 2020 shall be subject to optional redemption prior to their maturity on any date on or after October 1, 2019, in whole or in part, in such order of maturities as the City may determine, and by lot within a maturity, at the election of the City upon 45 days' written notice to the Paying Agent and Registrar (hereinafter defined) at a redemption price equal to the principal amount of Bonds to be redeemed, plus accrued interest to the date of redemption.

At least thirty (30) days before the redemption date of any 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 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 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 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 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 Bonds to be redeemed, the Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Bonds so called for redemption shall cease to accrue, and the registered owners of such 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 Bond, or for any claim based hereon, against any officer, agent or employee, past, present or future, of the City, as such, either directly or through the City, 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 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 Bond, or in the creation of the obligations of which this 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 City are hereby irrevocably pledged for the prompt payment of the principal hereof and interest hereon; that the repayment obligation represented by this 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 Bond as it falls due and to provide for the redemption of this Bond at maturity or upon earlier redemption.

IN WITNESS WHEREOF, the City has caused this 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 City Clerk and an impression or facsimile of the City's seal to be imprinted hereon, as of the date set forth above.

CITY OF FRANKLIN, KENTUCKY

Mayor

(SEAL)

Attest:

By: _____
City Clerk

CERTIFICATE OF AUTHENTICATION

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

Authorized Signature

Paying Agent and Registrar

Date of Authentication: _____

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 LLP, Attorneys, Covington, Kentucky, regarding the issue of which the within 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.

City Clerk

[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 Bond and does hereby irrevocably constitute and appoint the _____

_____ or its successor as Bond Paying Agent and Registrar to transfer the said

Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

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

45420_1