

**ORDINANCE NO. 153, SERIES 2014**

AN ORDINANCE APPROVING THE ISSUANCE BY THE LOUISVILLE AND JEFFERSON COUNTY VISITORS AND CONVENTION COMMISSION OF ITS SENIOR SUBORDINATED BOND ANTICIPATION NOTE, SERIES 2014 TO REFUND ITS OUTSTANDING SERIES 2004A BONDS; AND TAKING OTHER RELATED ACTION.

SPONSORED BY: President Jim King

WHEREAS, the Louisville and Jefferson County Visitors and Convention Commission (the "Commission") is a body corporate and politic and a political subdivision of the Commonwealth of Kentucky created under KRS 91A.370; and

WHEREAS, pursuant to the Master Indenture of Trust dated as of January 1, 2004 (the "Master Indenture") between the Commission and J.P. Morgan Trust Company, National Association, as trustee (the "Original Trustee"), as supplemented by the First Supplemental Trust Indenture of even date therewith by and between the Commission and the Original Trustee, the Commission issued its Louisville and Jefferson County Visitors and Convention Commission Dedicated Tax Revenue Refunding Bonds (Kentucky International Convention Center Expansion Project), Fixed Rate Series 2004A (the "Series 2004A Bonds"). The Series 2004A Bonds were issued in the original principal amount of \$39,000,000 and are outstanding as of the date hereof in the principal amount of \$11,450,000; and

WHEREAS, pursuant to the Master Indenture, as supplemented by the Second Supplemental Trust Indenture of even date therewith by and between the Commission and the Original Trustee, the Commission issued its Louisville and Jefferson County Visitors and Convention Commission Dedicated Tax Revenue Refunding Bonds (Kentucky International Convention Center Expansion Project), Variable Rate Series 2004B (the "Series 2004B Bonds" and, together with the Series 2004A Bonds, the "Series 2004 Bonds"). The Series 2004B Bonds were issued in the original principal amount of \$15,175,000 and are outstanding as of the date hereof in the principal amount of \$7,125,000; and

WHEREAS, The Bank of New York Mellon Trust Company, N.A. (the "Trustee") succeeded to the corporate trust business of J.P. Morgan Trust Company, National Association, and has become and is now serving as successor trustee under the Master Indenture; and

WHEREAS, the Series 2004 Bonds do not constitute a general debt, liability or other obligation of the Metro Government or the Commonwealth of Kentucky (the "Commonwealth") within the meaning of the Constitution and laws of the Commonwealth, but rather the Series 2004 Bonds are payable solely from amounts collected pursuant to the special 2% transient room tax authorized by KRS 91A.392 and 1% of the operations tax authorized by KRS 91A.390 ("Pledged Revenues") but not including the Special Transient Room Tax ("Special Transient Room Tax") authorized by KRS 91A.390(1)(C) and enacted by Metro Council by Ordinance 111-2014 approved 7-31-2014, effective 8-1-2014. The Special Transient

Room Tax will be used for the future financing of the expansion and improvement of the Kentucky International Convention Center (the "Convention Center"); and

WHEREAS, the Pledged Revenue has heretofore been continuously collected and remitted to the Commission and pledged by the Commission for the security and payment of the Series 2004 Bonds, which were issued by the Commission to provide funding for improvements, enhancements and additions to the Convention Center, in order thereby to promote tourism and conventions in the Louisville Metro area; and

WHEREAS, the Commission has determined that, in order to achieve interest cost savings, it is necessary, advantageous, and practical to undertake the redemption of the Series 2004A Bonds through the issuance of the Commission's Senior Subordinated Revenue Bond Anticipation Note, Series 2014 (the "Series 2014 Note"), in a principal amount so as to provide sufficient net proceeds to redeem all of the outstanding Series 2004A Bonds, provided that the Series 2014 Note shall be payable solely from the Pledged Revenues and shall not constitute a general debt, liability or other obligation of the Metro Government or the Commonwealth within the meaning of the Constitution and laws of the Commonwealth; and

WHEREAS, the Commission anticipates issuing its revenue bonds in the future to finance a portion of the costs of further expansion of and improvements to the Convention Center and the refunding of the Series 2014 Note; and

WHEREAS, all acts, conditions and things required by the constitution and laws of the Commonwealth and by the requirements applicable to the Metro Government to happen, exist and be performed precedent to and in the execution and delivery of this Ordinance for the approval of the issuance by the Commission of the Series 2014 Note have happened, have existed and have been performed in accordance with the terms and provisions hereof.

**NOW, THEREFORE, BE IT ORDAINED BY THE METRO COUNCIL OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT (THE "COUNCIL"), AS FOLLOWS:**

SECTION I Authorization of Series 2014 Note and Third Supplemental Indenture.

The issuance by the Commission of the Series 2014 Note pursuant to the Master Indenture as supplemented by the Third Supplemental Indenture hereinafter described, and in a principal amount not to exceed an amount sufficient to accomplish the redemption of all of the Commission's outstanding Series 2004A Bonds in accordance with the Note Resolution hereinafter described, is hereby authorized and approved. The Series 2014 Note shall mature as to principal, shall be subject to prepayment prior to maturity, shall bear interest and shall contain such other terms and provisions as shall be approved by the Commission and set forth in such Third Supplemental Indenture by and between the Commission and the Trustee (the "Third Supplemental Indenture" and collectively with the Master Indenture as heretofore supplemented, the "Indenture"), subject to any applicable requirements or limitations as may exist in KRS Chapter 91A in effect at the time of issuance of such Series 2014 Note. The Commission is hereby authorized and directed to execute, acknowledge and deliver the Third Supplemental Indenture in order to provide for the issuance of the Series 2014 Note herein authorized. The Third Supplemental Trust Indenture shall be substantially in the form approved by the Commission in the Commission's Resolution adopted on August 26, 2014 (the "Note Resolution"), a certified copy of which Note Resolution is on file with the Metro Council Clerk

and which Note Resolution is also hereby approved. The Series 2014 Note shall be payable solely from the Pledged Revenues on a subordinate lien basis as provided in the Note Resolution and the Indenture. The Series 2014 Note shall not constitute a general debt, liability or other obligation of the Metro Government or the Commonwealth within the meaning of the Constitution and laws of the Commonwealth.

Pursuant to KRS 58.150(6) and KRS 56.513, the solicitation being conducted by the Commission of proposals from at least three responsible lenders for the purchase of the Series 2014 Note and the execution and delivery of a Note Purchase Agreement, as provided in the Note Resolution, is hereby authorized and approved.

SECTION II Other Action by the Commission.

Provided they incur no general or personal liability thereby, the Commission's members, Chair, Vice Chair, Secretary/Treasurer, and other officers and agents of the Commission are hereby authorized to execute and deliver or distribute such other documents and take such other actions as may be necessary, desirable, convenient or appropriate to implement and carry out the issuance of the Series 2014 Note and the consummation of the other transactions herein contemplated. Without limiting the generality of the foregoing, the Commission is and shall be authorized to pledge receipts of the Commission for the amortization of the Series 2014 Note, as shall be necessary or appropriate in order to effectuate the issuance of the Series 2014 Note for the purposes described herein.

SECTION III Other Action by the Metro Government.


In like fashion, provided they incur no general or personal liability thereby, the Mayor, the Metro Council, the Jefferson County Attorney, the Metro Council Clerk, and other officers and agents of the Metro Government are hereby authorized and directed to execute and deliver or distribute such other documents and take such other actions as may be necessary, desirable, convenient or appropriate to implement and carry out the issuance of the Series 2014 Note and the consummation of the transactions contemplated hereby. The taxes comprising the Pledged Revenues shall remain in full force and effect while any of the Series 2014 Note or any of the Commission's bonds remain outstanding; provided, however, that in any event upon the earlier of: [i] the end of thirty (30) years from the date hereof or [ii] the date on which all bonds or notes secured by the Pledged Revenue are retired, then the tax supporting the Pledged Revenues shall automatically and immediately terminate, and the aforementioned officers and agents of the Metro Government are hereby authorized and directed to take all necessary and appropriate action to effectuate such termination and the repeal of such tax.

SECTION IV Miscellaneous.

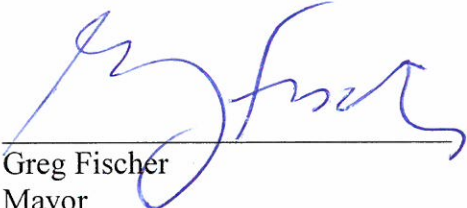
All previous ordinances of the Metro Council, the Board of Aldermen of the City of Louisville or the Fiscal Court of the County of Jefferson relating to the imposition of transient room taxes are hereby ratified and confirmed and shall continue to be in full force and effect, except to the extent, if any, as may be specifically amended hereby. The recitals contained in this Ordinance are hereby adopted as findings of fact, and are incorporated herein as if set forth in this Section in their entirety. The provisions of this Ordinance are severable, and if any section, paragraph, clause or provision hereof shall for any reason be declared invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect the validity of the remainder of this Ordinance.



SECTION V Effective Date. This Ordinance shall take effect upon its passage and approval.

  
H. Stephen Ott  
Metro Council Clerk

  
Jim King  
President

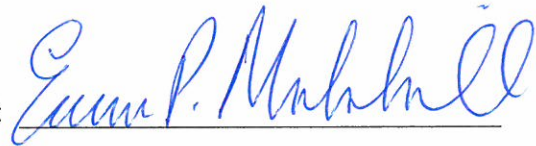
  
Greg Fischer  
Mayor

  
Approval Date

**APPROVED AS TO FORM AND LEGALITY:**

Michael J. O'Connell  
Jefferson County Attorney




BY: 

CERTIFICATION

The undersigned hereby certifies that he is the duly qualified and acting Metro Council Clerk of the Louisville/Jefferson County Metro Government and that the foregoing is a true, correct and complete copy of an ordinance duly adopted by the Council of said Metro Government at a duly convened meeting held on the 25<sup>th</sup> day of September, 2014, on the same occasion signed by the Mayor as evidence of his approval, and now in full force and effect, all as appears from the official records of said Metro Government in my possession and under my control.

WITNESSETH my hand and the seal of said Metro Government as of the 1<sup>st</sup> day of October, 2014.

  
H. STEPHEN OTT, Metro Council Clerk