

RESOLUTION NO. 043, SERIES 2015

A RESOLUTION OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY, AMENDING AND SUPPLEMENTING RESOLUTION NO. 123, SERIES 2014, RELATING TO THE PRELIMINARY APPROVAL OF THE ISSUANCE OF ONE OR MORE SERIES OF INDUSTRIAL BUILDING REVENUE BONDS FOR THE BENEFIT OF BROWN-FORMAN CORPORATION'S WHISKEY ROW PROJECT.

Sponsored by: President David W. Tandy and Councilmember Marianne Butler

WHEREAS, the Council of the Louisville/Jefferson County Metro Government ("Metro Council"), adopted Resolution No. 123, Series 2014 on November 20, 2014 (the "Original Resolution"), captioned as follows:

A RESOLUTION OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY, GIVING PRELIMINARY APPROVAL OF AN INDUSTRIAL REVENUE BOND FINANCING IN ONE OR MORE SERIES FOR BROWN-FORMAN CORPORATION, OR ANY OF ITS AFFILIATES; AUTHORIZING INITIATION OF THE ACQUISITION, CONSTRUCTION AND INSTALLATION OF AN INDUSTRIAL PROJECT RELATED THERETO; AGREEING TO UNDERTAKE THE ISSUANCE OF INDUSTRIAL REVENUE BONDS IN ONE OR MORE SERIES AT THE APPROPRIATE TIME; AND TAKING OTHER PRELIMINARY ACTION.

WHEREAS, at the request of Brown-Forman Corporation (the "Company"), Metro Council desires to supplement and amend the Original Resolution for the purposes of (i) increasing the aggregate par amount of the industrial building revenue bonds preliminarily authorized by the Original Resolution from a maximum limit of \$35,000,000 to \$45,000,000; (ii) authorizing the amendment of the Memorandum of Agreement dated as of November 24, 2014, by and between Metro Government and the Company to reflect the increased aggregate par amount of the bonds; and (iii) approving, confirming, and ratifying the Original Resolution as hereby amended and supplemented;

NOW, THEREFORE, BE IT RESOLVED BY THE LEGISLATIVE COUNCIL OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT:

Section 1. The facts and recitations set out in the preamble of this Resolution are adopted and incorporated as a part hereof, and the terms defined in the preamble shall have the same meanings when used herein.

Section 2. The Original Resolution is hereby amended and supplemented to provide that Louisville/Jefferson County Metro Government ("Metro Government") will (subject to certain conditions stated therein) issue industrial building revenue bonds to finance the acquisition, construction, and installation of the "Project" defined and described in the Original Resolution in one or more series in an aggregate par amount of up to \$45,000,000.

Section 3. The First Supplement to Memorandum of Agreement attached hereto as Exhibit A is hereby approved and the Mayor is hereby authorized to execute the First Supplement to Memorandum of Agreement on behalf of Metro Government.

Section 4. The provisions of the Original Resolution as hereby amended and supplemented are hereby approved, confirmed, and ratified.


Section 5. All resolutions, municipal orders, or other official actions of Metro Government or parts thereof in conflict herewith are, to the extent of such conflict, hereby rescinded.

Section 6. This Resolution shall be in full force and effect upon its passage and approval.

This Resolution was given first reading at a duly convened meeting of the Legislative Council of the Louisville/Jefferson County Metro Government, held on APRIL 16, 2015, and given second reading approval and enacted at a duly convened meeting held on APRIL 23, 2015.

Attest:


H. Stephen Ott, Metro Council Clerk


David W. Tandy, President of Metro Council


Greg Fischer, Mayor

4/29/15
Approval Date

Approved as to form and legality:

Michael J. O'Connell
Jefferson County Attorney

By: 
Nicholas J. Lococo
Assistant Jefferson County Attorney

**LOUISVILLE METRO COUNCIL
ADOPTED**
April 23, 2015

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting Metro Council Clerk of the Metro Council of Louisville/Jefferson County Metro Government, Kentucky ("Metro Government"), and as such I further certify that the foregoing (including the attached Exhibit A), is a true, correct, and complete copy of a Resolution duly adopted by the Metro Council of Metro Government at a meeting properly held on APRIL 23, 2015, signed by the Metro Council Clerk and now in full force and effect, all as appears from the official records of Metro Government in my possession and under my control.

IN WITNESS WHEREOF, I have set my hand this 30th day of April.



H. Stephen Ott,
Metro Council Clerk

FIRST SUPPLEMENT TO MEMORANDUM OF AGREEMENT

THIS FIRST SUPPLEMENT TO MEMORANDUM OF AGREEMENT (this "First Supplement") is made as of _____, 2015, between LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY ("Metro Government") and BROWN-FORMAN CORPORATION, a Delaware corporation (the "Company").

WHEREAS, Metro Government and the Company previously entered into a Memorandum of Agreement dated as of November 24, 2014 (the "Memorandum of Agreement"), whereby, among other things, Metro Government preliminarily agreed to issue industrial revenue bonds in an aggregate par amount of up to \$35,000,000 to finance the acquisition, construction, and installation of the "Project" defined and described in the Memorandum of Agreement; and

WHEREAS, Metro Government and the Company desire (i) to increase the aggregate par amount of the industrial building revenue bonds preliminarily authorized by the Memorandum of Agreement from a maximum limit of \$35,000,000 to \$45,000,000; and (ii) to approve, confirm, and ratify the Memorandum of Agreement as hereby amended and supplemented;

NOW, THEREFORE, in consideration of the premises and of the covenants and undertakings herein expressed, Metro Government and the Company hereby agree as follows:

Section 1. The facts and recitations set out in the preamble of this First Supplement are adopted and incorporated as a part hereof, and the terms defined in the preamble shall have the same meanings when used herein.

Section 2. The Memorandum of Agreement is hereby amended and supplemented to provide that Metro Government will (subject to certain stated conditions) issue industrial building revenue bonds for the benefit of the Project in one or more series in an aggregate par amount of up to \$45,000,000.

Section 3. The provisions of the Memorandum of Agreement as hereby amended and supplemented are hereby approved, confirmed, and ratified.

[Signature Page Immediately Follows]

[SIGNATURE PAGE TO FIRST SUPPLEMENT TO MEMORANDUM OF AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have entered into this First Supplement to Memorandum of Agreement on the date first above written.

LOUISVILLE/JEFFERSON COUNTY METRO
GOVERNMENT, KENTUCKY

By: _____
Greg Fischer, Mayor

Attest:

Stephen Ott,
Metro Council Clerk

Approved as to form and legality:

Michael J. O'Connell
Jefferson County Attorney

By _____
Nicholas J. Lococo
Assistant Jefferson County Attorney

BROWN-FORMAN CORPORATION

By: _____

Name: _____

Its: _____