

ORDINANCE NO. 099, SERIES 2016

AN ORDINANCE APPROVING THE ISSUANCE BY THE LOUISVILLE AND JEFFERSON COUNTY VISITORS AND CONVENTION COMMISSION OF THE COMMISSION'S DEDICATED TAX REVENUE BONDS IN ONE OR MORE SERIES FOR THE PURPOSE OF FINANCING THE RENOVATION AND EXPANSION OF THE KENTUCKY INTERNATIONAL CONVENTION CENTER AND REFUNDING OUTSTANDING BONDS OF THE COMMISSION, SUCH BONDS TO BE PAYABLE FROM THE PROCEEDS OF DEDICATED TAXES AUTHORIZED BY CHAPTER 91A OF THE KENTUCKY REVISED STATUTES; APPROVING THE EXECUTION AND DELIVERY BY THE COMMISSION OF ONE OR MORE SUPPLEMENTAL TRUST INDENTURES NECESSARY TO EFFECT THE ISSUANCE OF SUCH BONDS; AND TAKING OTHER RELATED ACTION.

SPONSORED BY: Councilwoman Marianne Butler

WHEREAS, the Louisville and Jefferson County Visitors and Convention Commission, doing business as the Louisville Convention and Visitors Bureau (the "Commission") is a body corporate and politic and a political subdivision of the Commonwealth of Kentucky (the "Commonwealth") created pursuant to KRS 91A.350;

WHEREAS, the General Assembly of the Commonwealth enacted the 2014-16 Executive Branch budget bill, House Bill 235, authorizing the expansion and renovation of the Kentucky International Convention Center (the "Project");

WHEREAS, the Commission has determined that it would be in the best interests of the Commission, the Kentucky State Fair Board, the Commonwealth of Kentucky and the Louisville/Jefferson County Metro Government ("Metro Government") to finance the Commission's contribution to the Project through the issuance of one or more series of the Commission's Dedicated Tax Revenue Bonds, Series 2016 (the "New Money Bonds");

WHEREAS, the Commission has determined that it may be in the best interests of the Commission that the Commission's outstanding Dedicated Tax Revenue Refunding Bonds (Kentucky International Convention Center Expansion Project) Variable Rate Series 2004B (the "Prior Bonds") be refunded and discharged in accordance with their terms, by the issuance of

one or more series of the Commission's Dedicated Tax Refunding Revenue Bonds, (the "Refunding Bonds" and together with the New Money Bonds, the "Series 2016 Bonds");

WHEREAS, the Series 2016 Bonds will 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, but rather the Series 2016 Bonds will be payable solely from amounts collected pursuant to the 2% transient room tax authorized by KRS 91A.392 and the 1% special transient room tax and a portion of the 3% transient room tax authorized by KRS 91A.390 (individually or collectively, as the context may require, such taxes are hereinafter referred to as the "Dedicated Tax") and any other available Commission receipts to the extent pledged by the Commission; 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 2016 Bonds have happened, have existed and have been performed in accordance with the terms and provisions hereof.

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

SECTION 1. Authorization of Series 2016 Bonds and the Supplemental Trust Indenture. The issuance by the Commission of the Series 2016 Bonds pursuant to the Master Indenture of Trust, dated as of January 1, 2004 by and between the Commission and J.P. Morgan Trust Company, National Association, as trustee (the "Original Trustee"), as supplemented by the First Supplemental Trust Indenture and the Second Supplemental Trust Indenture, both by and between the Commission and the Original Trustee and dated as of January 1, 2004, the Third Supplemental Trust Indenture dated as of October 31, 2014, by and between the Commission and The Bank of New York Mellon Trust Company, N. A., as successor trustee (the "Trustee"), and the Supplemental Trust Indenture hereinafter approved

and defined, by and between the Commission and the Trustee (said Master Indenture of Trust, as so supplemented and amended, and as it may hereafter be supplemented and amended in accordance with its terms, the "Indenture"), and in an aggregate principal amount sufficient to (1) provide net proceeds of \$151,000,000 to finance a portion of the costs of the Project as described in the Memorandum of Agreement, dated as of November 20, 2015, by and among the Finance and Administration Cabinet of the Commonwealth of Kentucky, Metro Government and the Commission (the "Memorandum of Agreement"), (2) refund the Prior Bonds, if the Commission determines to do so upon the recommendation of the Financial Advisor to the Commission, (3) fund a debt service reserve for one or more series of the Series 2016 Bonds as provided in the Indenture, and (4) pay costs of issuance of the Series 2016 Bonds, is hereby authorized and approved. The Series 2016 Bonds shall mature as to principal, shall be subject to redemption or purchase 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 one or more supplemental trust indentures (collectively, the "Supplemental Trust Indenture), subject to any applicable requirements or limitations as may exist in KRS Chapter 91A in effect at the time of sale of the Series 2016 Bonds. The Commission is hereby authorized and directed to execute, acknowledge and deliver the Supplemental Trust Indenture, to be dated appropriately, in order to provide for the issuance of the Series 2016 Bonds herein authorized. The Supplemental Trust Indenture shall be substantially in the form approved by the Commission in the Commission's Resolution adopted on May 26, 2016 (the "Bond Resolution"), a certified copy of which Bond Resolution is on file with the Metro Council Clerk and which Bond Resolution is also hereby approved. The Series 2016 Bonds shall be payable solely from the Dedicated Tax receipts authorized herein to be pledged by the Commission, and any other available Commission receipts to the extent pledged by the Commission. The Series 2016 Bonds 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.

SECTION 2. Other Action by the Commission. Provided they incur no general or personal liability thereby, the Commission's Board of Commissioners, Chairman, 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 2016 Bonds and the consummation of the other transactions herein contemplated (including, without limitation, publication of a sale notice, mailing and other distribution of Preliminary and final Official Statements, the solicitation of competitive bids or competitive proposals for the Series 2016 Bonds and the issuance and delivery of the Series 2016 Bonds). Without limiting the generality of the foregoing, the Commission is and shall be authorized to enter into one or more agreements for credit enhancement of the Series 2016 Bonds, and to pledge receipts of the Commission for the amortization of Series 2016 Bonds, as shall be necessary or appropriate in order to effectuate the issuance and sale of such Series 2016 Bonds for the purposes described herein. Notwithstanding any other provision herein to the contrary, the Commission is hereby authorized and directed to cause the Series 2016 Bonds issued and sold pursuant hereto to be secured on such senior, parity or subordinate lien basis as shall be determined at the time of bond sale or solicitation of competitive proposals to be necessary or appropriate, in order not to adversely affect the rights of the holders of any other series of Bonds of the Commission that may then be outstanding without first obtaining the prior written consent of such holders.

SECTION 3. Other Action by the Metro Government. Provided they incur no general or personal liability thereby, the Mayor, 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 2016 Bonds and the consummation of the transactions contemplated hereby. To the

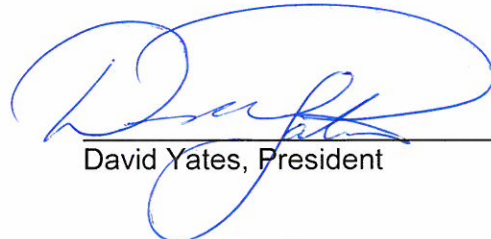
extent permitted by law, the Dedicated Tax shall remain in full force and effect while any of the Series 2016 Bonds remain outstanding; provided, however, that in any event upon the earlier of: [i] the end of thirty (30) years from the date hereof, or [ii] the date on which all Series 2016 Bonds and any other outstanding Bonds of the Commission secured by the Dedicated Tax are retired, then the Dedicated Tax 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.

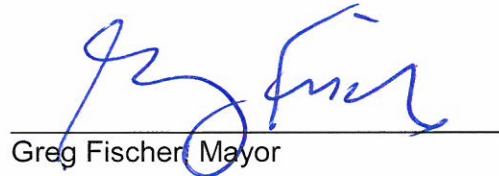
SECTION 4. Miscellaneous. All previous ordinances of the Metro Council relating to the Commission are hereby ratified and confirmed and shall continue to be in full force and effect, except to the extent, if any, as may be specifically amended hereby. The recitals contained in this Ordinance are hereby 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 5. Effective Date. This Ordinance shall take effect upon its passage and approval.

This Ordinance was given first reading at a duly convened meeting of the Metro Council held on JUNE 9, 2016, and given second reading and adopted at a duly convened meeting of the Metro Council held on JUNE 23, 2016.


H. Stephen Ott, Metro Council Clerk


David Yates, President


Greg Fischer, Mayor

6/28/16
Approval Date

APPROVED AS TO FORM AND LEGALITY:

Michael J. O'Connell
Jefferson County Attorney

BY: 

**LOUISVILLE METRO COUNCIL
READ AND PASSED**
June 23, 2016

Visitors and Convention Commission 2016 Bond ROC nl,bkn 06022016 O-169-16

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 23rd day of JUNE, 2016, 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 29th day of June, 2016.


H. Stephen Ott, Metro Council Clerk PRO - TEM

[SEAL]