

ORDINANCE NO. 136 SERIES 2016

**AN ORDINANCE OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, AUTHORIZING AND DIRECTING THE PARKING AUTHORITY OF RIVER CITY, INC., TO ISSUE ITS FIRST MORTGAGE REVENUE REFUNDING BONDS, SERIES 2016B TO FINANCE THE REFUNDING OF A PORTION OF THE OUTSTANDING PARKING AUTHORITY OF RIVER CITY, INC. FIRST MORTGAGE REVENUE BONDS, SERIES 2009A; AUTHORIZING THE EXECUTION OF A SUPPLEMENTAL INDENTURE AND SUPPLEMENTAL LEASE NECESSARY TO EFFECT THE ISSUANCE OF SUCH BONDS; AND TAKING OTHER RELATED ACTION.**

**SPONSORED BY: Councilwoman Leet**

**WHEREAS**, the Parking Authority of River City, Inc., a Kentucky nonstock, nonprofit corporation ("PARC"), is organized and existing under Section 58.180 and Sections 273.161 to 273.390, inclusive, of the Kentucky Revised Statutes, as amended ("KRS"), to act as the agency and instrumentality and the constituted authority of the Louisville/Jefferson County Metro Government ("Louisville Metro"), a consolidated local government and political subdivision of the Commonwealth of Kentucky (the "Commonwealth") in the acquisition and financing of public projects, including public parking and garage facilities located in Jefferson County, Kentucky and intended for governmental and public purposes, including specifically the purposes of creating or increasing the public recreational, cultural and related business facilities of Louisville Metro and the creation, improvement, revitalization, renewal or modernization of Louisville Metro's central business or shopping community, all as contemplated by KRS 58.010(1)(b); and

**WHEREAS**, PARC is authorized under KRS Chapter 58 (the "Act"), and particularly KRS 58.180, upon authorization and direction of Louisville Metro, to issue its revenue bonds on behalf of Louisville Metro for the aforementioned purposes, and may pledge for the amortization of such bonds all revenues derived from the operation of such public projects, including specifically all revenues derived from the leasing of such public projects directly to Louisville Metro, provided that such bonds shall be payable solely from the revenues derived from the public projects and shall not constitute an indebtedness of PARC, Louisville Metro or the Commonwealth within the meaning of the Constitution and laws of the Commonwealth; and

**WHEREAS**, PARC, as an agency and instrumentality of Louisville Metro, is further authorized under the Act, and particularly KRS 58.060(2), to grant a mortgage and security interest on the projects acquired or constructed through the application of the proceeds of such bonds; and

**WHEREAS**, PARC and The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), successor trustee to Bank One, Kentucky N.A. have heretofore entered into a Mortgage and Trust Indenture dated as of December 1, 1985, of record in Mortgage Book 2346, Page 536, in the office of the County Clerk of Jefferson County, Kentucky, and various supplements thereto, which provide for the issuance and security of the bonds by PARC for the purposes set forth therein (the Mortgage and Trust Indenture dated December 1, 1985, and the supplements thereto are hereinafter referred to as the "Indenture"); and

**WHEREAS**, PARC has issued bonds under the Indenture and there are presently outstanding the following PARC bond issues:

- (i) First Mortgage Revenue Bonds, Series 2009A (the "Series 2009A Bonds");
- (ii) First Mortgage Revenue Refunding Bonds, Series 2009B (the "Series 2009B Bonds");
- (iii) First Mortgage Revenue Bonds, Series 2010A (the "Series 2010A Bonds");
- (iv) First Mortgage Revenue Bonds, Series 2010B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2010B Bonds");
- (v) First Mortgage Revenue Bonds, Series 2013A (the "Series 2013A Bonds");  
and
- (vi) First Mortgage Revenue Refunding Bonds, Series 2013B (the "Series 2013B Bonds"); and
- (vii) Taxable First Mortgage Revenue Bonds (Center City Project), Series 2016 (the "Series 2016A Bonds"); and

**WHEREAS**, Article 2 of the Indenture provides that PARC can issue additional bonds ranking on a parity as to security and source of payment with the outstanding Bonds upon compliance with certain conditions and restrictions contained in the Indenture; and

**WHEREAS**, Louisville Metro and PARC have heretofore entered into a Lease, dated as of December 1, 1985, of record in Deed Book 5551, Page 473, in the Office of the County Clerk of Jefferson County, Kentucky, as supplemented from time to time (the Lease dated December 1, 1985, and the supplements thereto are hereinafter referred to as the "Lease"), to secure the payment of the outstanding Bonds and all bonds to be issued on a parity therewith pursuant to the Indenture; and

**WHEREAS**, PARC has requested the Louisville/Jefferson County Metro Government Council ("Louisville Metro Council") to enact an ordinance (the "Ordinance") by which Louisville Metro authorizes and directs PARC to issue its First Mortgage Revenue Refunding Bonds, Series 2016B (the "Series 2016B Bonds"), on behalf of Louisville Metro, in the aggregate principal amount not to exceed \$36,000,000, (i) to finance, in furtherance of the public purposes of the Act, the refunding of a portion the outstanding Series 2009A Bonds, and (ii) paying the costs of issuance of the Series 2016B Bonds; and

**WHEREAS**, Louisville Metro Council now desires to authorize and direct PARC to issue the Series 2016B Bonds, on behalf of Louisville Metro, to finance, in furtherance of the public purposes of the Act, the refunding of a portion of the Series 2009A Bonds and related costs.

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

**Section 1. Recitals True and Correct.** It is found, determined and declared that the recitals set forth in the preamble are true and correct and hereby incorporated through this section.

**Section 2. Authorization of Series 2016B Bonds.** To finance the refunding of a portion of the Series 2009A Bonds, PARC, as an agency and instrumentality of Louisville Metro under the Act, is hereby authorized and directed to issue, execute and deliver its Series 2016B Bonds in the aggregate principal amount not to exceed \$36,000,000, to mature or be subject to mandatory sinking fund redemption and to bear interest at such rates as shall be determined by PARC as the result of competitive bidding, to be payable out of the revenues derived by PARC under the Lease and Supplemental Lease hereinafter described, to be secured and to have such redemption, sale and other terms and conditions as provided in the Supplemental Indenture hereinafter described, and otherwise to be in such form and to contain such terms and conditions as the President of PARC shall approve, his execution of such bonds (which may be by facsimile signature) to be conclusive evidence of such approval.

**Section 3. Bond Service on the Series 2016B Bonds May Not Exceed Bond Service on the Series 2009A Bonds Being Refunded.** As required by Section 2.4.B[5] of the Indenture, the Bond Service (semiannual principal and interest on the Series 2016B Bonds) must be less than the Bond Service on the Series 2009A Bonds being refunded in each Bond Year, as such terms are defined in the Indenture; therefore, the annual rate of interest on the Series 2016B Bonds may not exceed a rate that would require Bond Service on the Series 2016B Bonds to be in excess of the Bond Service on the Series 2009A Bonds being refunded.

**Section 4. Competitive Bidding for the Series 2016B Bonds.** In connection with the issuance of the Series 2016B Bonds, there shall be prepared by PARC and distributed to prospective purchasers of the Series 2016B Bonds a Notice of Bond Sale, Official Terms and Conditions of Bond Sale, Official Bid Forms and a Preliminary Official Statement in such form and substance as determined to be appropriate by the President of PARC and J.J.B. Hilliard, W.L. Lyons, LLC, the Financial Advisor for Louisville Metro and PARC to provide for the publicly advertised competitive bidding and sale of the Series 2016B Bonds.

**Section 5. Authorization of Supplemental Mortgage and Trust Indenture.** The President and the Secretary of PARC are hereby authorized and directed to execute, acknowledge and deliver the Supplemental Mortgage and Trust Indenture No. 11, substantially in the form attached hereto as Exhibit A, with such changes, insertions and omissions as the President of PARC shall approve, whose execution thereof shall be conclusive evidence of such approval.

**Section 6. Authorization of Supplemental Lease.** The Mayor and the Clerk of the Metro Council, and the President and the Secretary of PARC, respectively, are hereby authorized to execute, acknowledge and deliver the Supplemental Lease No. 10, substantially in the form attached hereto as Exhibit B, with such changes, insertions and omissions as the Mayor and the President of PARC, as the case may be, shall approve, the execution thereof to be conclusive evidence of such approval.

**Section 7. Best Bid for the Series 2016B Bonds.** The President or the Treasurer of PARC are hereby authorized and directed to execute and accept a bid for purchase of the Series 2016B Bonds as shall have been recommended for acceptance by J.J.B. Hilliard, W.L. Lyons, LLC, the Financial Advisor for Louisville Metro and PARC.

**Section 8. Other Action by PARC.** Provided they incur no general or personal liability thereby, PARC's Board of Commissioners, President, Treasurer, Secretary and other officers and agents of PARC are hereby authorized to execute 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 2016B Bonds and the consummation of the other transactions herein contemplated (including, without limitation, the solicitation of bids for the Series 2016B Bonds and the issuance and delivery of the Series 2016B Bonds).

**Section 9. Other Action by Louisville Metro.** Provided they incur no general or personal liability thereby, the Mayor, the Clerk of the Metro Council, the Chief Financial Officer, and other officials, officers, employees and agents of Louisville Metro are hereby authorized and


directed to execute 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 2016B Bonds and the consummation of the other transactions herein contemplated.

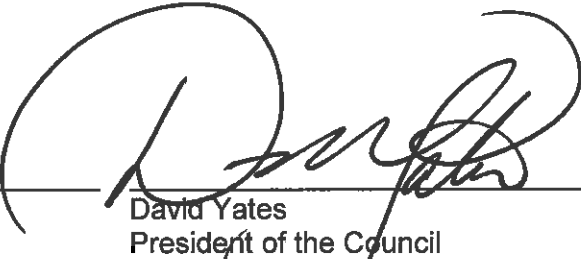
**Section 10. Miscellaneous.** The provisions of this Ordinance are severable, and if any section, paragraph, clause or provision hereof shall for any reason be declared invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect the validity of the remainder of this Ordinance. All ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed and the provisions of this Ordinance shall prevail and be given effect.

**Section 11. Effectiveness.** This Ordinance shall become effective upon passage and approval.

INTRODUCED, SECONDED AND GIVEN FIRST READING at a duly convened meeting of the Metro Council of the Louisville/Jefferson County Metro Government, held on July 28, 2016.

GIVEN SECOND READING AND ENACTED at a duly convened meeting of the Metro Council of the Louisville/Jefferson County Metro Government, held on August 11, 2016, signed by the President and the Clerk of the Metro Council and approved by the Mayor of Louisville/Jefferson County Metro Government, filed and indexed as provided by law.

  
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H. Stephen Ott PRO - TEM  
Metro Council Clerk

  
\_\_\_\_\_  
David Yates  
President of the Council

  
\_\_\_\_\_  
Greg Fischer  
Mayor

8/16/16  
\_\_\_\_\_  
Approval Date

APPROVED AS TO FORM AND LEGALITY:  
Michael O'Connell  
Jefferson County Attorney

BY:   
\_\_\_\_\_  
Assistant Jefferson County Attorney

LOUISVILLE METRO COUNCIL  
READ AND PASSED  
August 11, 2016

## CERTIFICATION

The undersigned hereby certifies that he is the duly qualified and acting Clerk of the Metro Council of the Louisville/Jefferson County Metro Government, Kentucky and that the foregoing is a true, correct and complete copy of an ordinance duly adopted by the Metro Council of said Metro Government as a duly convened meeting held on August 11, 2016, 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 18<sup>th</sup> day of August, 2016.

  
\_\_\_\_\_  
H. Stephen Ott  
Clerk of the Metro Council      **PRO-TEM**

Seal of the Louisville/Jefferson  
County Metro Government