

ORDINANCE NO. 2015-18

AN ORDINANCE OF THE CITY OF WILLIAMSTOWN, KENTUCKY APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST SUPPLEMENTAL TRUST INDENTURE AND A CONTINUING COVENANT AGREEMENT IN CONNECTION WITH HERETOFORE ISSUED KENTUCKY LEAGUE OF CITIES FUNDING TRUST LEASE PROGRAM REVENUE BONDS, VARIABLE RATE 2008 SERIES B.

WHEREAS, the City of Williamstown, Kentucky (the “Issuer”) is a municipal corporation and political subdivision of the Commonwealth of Kentucky (the “State”), existing as such under and by virtue of the Constitution, statutes and laws of the State; and

WHEREAS, the Kentucky League of Cities Funding Trust (the “Funding Trust”) has been created under the provisions of Sections 65.210 to 65.300 of the Kentucky Revised Statutes pursuant to an Interlocal Cooperation Agreement for the Kentucky League of Cities Funding Trust to provide a program for economically financing or refinancing the acquisition, construction and installation of various public projects by public agencies in the Commonwealth of Kentucky (the “Program”) and

WHEREAS, in order to assist the Program to fulfill its public purposes and functions, the Issuer heretofore issued its Kentucky League of Cities Funding Trust Lease Program Revenue Bonds, Variable Rate 2008 Series B (the “Bonds”) in accordance with the provisions of KRS 65.210 through 65.300 and KRS 58.010 through 58.190, as amended; and

WHEREAS, the Bonds were issued pursuant to a Trust Indenture dated as of February 1, 2009 (the “Original Indenture”) between the Issuer, the Funding Trust and U.S. Bank National Association, as trustee (the “Trustee”), the capitalized terms not otherwise defined in this Ordinance having the meanings given them in the Original Indenture, as applicable; and

WHEREAS, the Credit Facility Provider has negotiated with the Funding Trust regarding the non-renewal or termination of the Credit Facility that provides for the payment of the principal of and interest on Bonds outstanding under the Original Indenture and has agreed to purchase the Bonds pursuant to an advance under a new replacement credit and liquidity facility in the form of a Continuing Covenant Agreement which purchase shall reimburse the Credit Facility Provider for the final draw under the existing Credit Facility and such Bonds shall bear interest at an index rate as described in the First Supplemental Indenture (the “Modified Rate”); and

WHEREAS, the Original Indenture must be amended to permit the Bonds to bear interest at the Modified Rate and the Credit Facility Provider will consent to modifications to the Original Indenture that authorize the Modified Rate and related matters; and

WHEREAS, in order to provide for the Modified Rate, it is necessary for the Issuer, the Funding Trust and the Trustee to enter into a First Supplemental Trust Indenture (the “First Supplemental Indenture”) amending and supplementing the Original Indenture for such purpose and a Continuing Covenant Agreement among the Issuer, the Funding Trust and the Credit Facility Provider (the “Continuing Covenant Agreement”);

WHEREAS, there has been presented to the City Council of the Issuer, the form of the First Supplemental Indenture and the Continuing Covenant Agreement;

WHEREAS, the First Supplemental Indenture and the Continuing Covenant Agreement each is in the appropriate form and is an appropriate instrument for the purposes intended;

NOW, THEREFORE, be it ordained by the City Council of the City of Williamstown, Kentucky, as follows:

Section 1. Purpose. The Issuer hereby finds, determines and declares that all statements of fact set forth in the preambles to this Ordinance are true and correct in all respects, and such preambles are incorporated into the body of this Ordinance by reference as if set forth at length herein.

Section 2. First Supplemental Indenture and Continuing Covenant Agreement. The Issuer hereby approves and authorizes the execution and delivery of the First Supplemental Indenture and the Continuing Covenant Agreement, each in substantially the form filed with the Issuer, subject to such changes, alterations, modifications and amendments as may be approved by the Issuer, such approval to be established conclusively with respect to the First Supplemental Indenture and the Continuing Covenant Agreement by the respective execution thereof.

Section 3. Severability. If any section, phrase or provision of this Ordinance is for any reason declared to be invalid, such declaration will not affect the validity of the remainder of the sections, phrases or provisions of this Ordinance.

Section 4. Conflict. To the extent any ordinance, ordinance or part thereof is in conflict with the provisions of this Ordinance, the provisions of this Ordinance will prevail and be given effect.

Section 5. Effective Date. This Ordinance will be in full force and effect from and after adoption and publication of a summary thereof as provided by law.

INTRODUCED AND PUBLICLY READ ON FIRST READING on the 2nd day of November, 2015.

PUBLICLY READ, ADOPTED AND APPROVED ON SECOND READING, this the 17th day of November, 2015, signed by the Mayor as evidence of his approval, attested by the City Clerk, ordered published and filed as required by law, and declared to be in full force and effect from and after its adoption, approval and publication of a summary thereof according to law.

Rick Skinner, Mayor
City of Williamstown, Kentucky

ATTEST:

Vivian Link, City Clerk/Treasurer

2015-18

1st Reading 11/02/15

2nd Reading 11/17/15

Publication 12/03/15

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting City Clerk of Williamstown, Kentucky, and as such Clerk, I further certify that the foregoing is a true, correct and complete copy of an Ordinance as appears to me in the records at Williamstown, Kentucky, duly adopted by its City Council at a duly convened meeting held on November 17, 2015, signed by the Mayor, duly filed, recorded and indexed in my office and now in force and effect, and that all action taken in connection with such Ordinance was in compliance with the requirements of Kentucky law, all as appears from the official records of said City Council in my possession and under my control.

IN WITNESS WHEREOF, I have hereunto set my hand this this 17th day of November, 2015.

Vivian Link, City Clerk/Treasurer

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