

RESOLUTION NO. R-05-2015

A RESOLUTION OF THE CITY OF FORT THOMAS, KENTUCKY APPROVING AN INTERLOCAL COOPERATION AGREEMENT AMONG THE CITY OF FORT THOMAS, KENTUCKY AND OTHER PARTIES THERETO REGARDING THE KENTUCKY BOND DEVELOPMENT CORPORATION AND AUTHORIZING AND REQUESTING SUCH CORPORATION TO ISSUE BONDS IN ONE OR MORE SERIES, PAYABLE SOLELY FROM REVENUES TO BE DERIVED FROM A LOAN AGREEMENT WITH SAINT ELIZABETH MEDICAL CENTER, INC. TO FINANCE THE COSTS OF THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF HEALTH CARE AND RELATED FACILITIES FOR USE BY SAINT ELIZABETH MEDICAL CENTER, INC.

WHEREAS, public agencies in the Commonwealth of Kentucky have experienced and are continuing to experience difficulty in economically funding or financing various governmental purposes at reasonable costs; and

WHEREAS, public agencies have entered and will enter into an Interlocal Cooperation Agreement dated September 19, 2014, attached hereto as Exhibit A (the "Agreement"), as authorized under Sections 65.210 through Section 65.300 (the "Interlocal Act"), inclusive, of the Kentucky Revised Statutes, as amended, which authorizes public agencies to cooperate and act jointly in exercising any and all powers, privileges and authority capable of exercise by such public agencies in their respective individual capacities; and

WHEREAS, in order to provide a vehicle for economically funding or financing various governmental and economic development purposes of public agencies in the Commonwealth of Kentucky, the Kentucky League of Cities Economic Development Finance Program (the "Program") has been established under the Agreement and, under the Program, the Kentucky Bond Development Corporation (the "Corporation") has been established; and

WHEREAS, the Program will benefit the public health, safety and general welfare of the citizens within the jurisdiction of the City of Fort Thomas, Kentucky (the "Public Agency"); and

WHEREAS, in order for the Public Agency to establish and participate in the Program, it must enter into the Agreement, as prescribed by Section 65.250 of the Kentucky Revised Statutes, which provided for the creation of the Program; and

WHEREAS, Saint Elizabeth Medical Center, Inc. (the "Borrower"), a Kentucky nonprofit corporation, has evidenced a desire to have the costs of the acquisition, construction, installation and equipping of health care and related facilities for use by the Borrower (the "Project") financed through the Program; and

WHEREAS, the Public Agency has determined that the Project will benefit the public health, safety and general welfare of the resident of the Public Agency; and

WHEREAS, the Corporation has the power, pursuant to Section 65.940 et seq. and Chapter 103 of the Kentucky Revised Statutes (the “Act”) to issue its revenue bonds in order to provide for the financing and refinancing of projects in accordance with the public purposes of the Interlocal Act and the Act; and

WHEREAS, the Borrower has proceeded with the solicitation of proposals from financial institutions solicited proposals from responsible financial institutions for the purchase of bonds to finance the Project and anticipates selecting a proposal (the “Proposal”) from the financial institution providing the lowest net costs of borrowing to the Corporation (the “Purchaser”); and

WHEREAS, the Corporation has determined under the Program and in accordance with the Agreement, the Act and the Proposal, in order to provide for the financing of the Project, to issue its revenue bonds in one or more series (the “Bonds”) under the Interlocal Act and the Act, the proceeds of which shall be loaned to the Borrower, and which Bonds are to be purchased by the Purchaser and are to be payable solely from loan payments to be made by the Borrower pursuant to a loan agreement to be entered into between the Corporation and the Borrower (the “Loan Agreement”); and

WHEREAS, the Corporation requires that the Public Agency join into the Agreement and authorize and request the issuance of the Bonds by the Corporation.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FORT THOMAS, KENTUCKY:

Section 1. Purpose. The Public Agency hereby finds, determines and declares that all statements of fact set forth in the preambles to this Resolution are true and correct in all respects, and such preambles are incorporated into the body of this Resolution by reference as if set forth at length herein. The Public Agency further finds, determines and declares that the issuance of the Bonds by the Corporation will be in the best interest of the Public Agency, is in the furtherance of the well-being of residents of the Public Agency and will therefore further the public purposes and interests of the Public Agency and its residents.

Section 2. Approval of Interlocal Cooperation Agreement. The Agreement among this Public Agency and the other public agencies that will enter into or have entered into the Agreement, attached hereto as Exhibit A, is hereby approved.

Section 3. Authorization of Bonds. The Corporation, acting by authority of the Public Agency, is hereby requested to adopt such resolutions and take such actions as may be necessary for the formal authorization by the Corporation of the Bonds in the approximate principal amount of \$100,000,000, in one or more series, to be dated their date of initially issuance and delivery to the Purchaser. The maturity, security provisions, prepayment provisions and all other terms and provisions incident to the financing shall be in accordance with the Program and the Proposal. The issuance of the Bonds, to the extent the Bonds of any series are to be issued as tax-exempt obligations (“Tax-Exempt Bonds”), the interest on which is to be exempt from Federal income taxation pursuant to the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), shall be subject to satisfaction of the applicable provisions of the Code, including, without limitation, the requirements of Section 147(f) thereof relating to the approval

of the issuance of the Bonds by an applicable elected representative of the Public Agency. This Resolution shall constitute an affirmative official action of the Public Agency authorizing the Bonds, as contemplated herein, in accordance with the purposes of the laws of the Interlocal Act, the Act and the Agreement.

Section 4. Open Meetings. That the Public Agency hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in open meetings of the Public Agency, and that all deliberations of the Public Agency and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements.

Section 5. Repeal of Conflicting Actions. All resolutions, orders or other legislative or administrative actions or parts thereof of this governing body in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 6. Effective Date of Resolution. This Resolution shall become effective immediately upon the date of its passage.

INTRODUCED, SECONDED AND ADOPTED, at a duly convened meeting of the City Council of the City of Fort Thomas, Kentucky, held on October ____, 2015, signed by the Mayor, attested by the City Clerk, filed and indexed as provided by law.

**CITY OF FORT THOMAS,
KENTUCKY**

Eric Haas, Mayor

ATTEST:

Melissa Kelly, City Clerk

CERTIFICATE

I, the undersigned, City Clerk of the of the City of Fort Thomas, Kentucky, do hereby certify that the foregoing Resolution is a true and complete copy of a certain Resolution duly adopted by the City Council of the City of Fort Thomas, Kentucky at a lawfully convened meeting of the City Council of the City of Fort Thomas, Kentucky held on October ____, 2015.

I do hereby further certify that said Resolution has not been amended, modified, superseded or repealed and that the same remains in full force and effect as of the date of this Certificate.

WITNESS my hand as of this ____ day of _____, 2015.

Melissa Kelly, City Clerk

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