

Ordinance 2022-15

2022 SERIES A BOND ANTICIPATION NOTE ORDINANCE

AN ORDINANCE OF THE CITY OF GEORGETOWN, KENTUCKY AUTHORIZING THE ISSUANCE OF ITS WATER AND SEWER REVENUE BOND ANTICIPATION NOTES, 2022 SERIES A IN AN APPROXIMATE AGGREGATE PRINCIPAL AMOUNT OF \$30,000,000 (WHICH AMOUNT MAY BE INCREASED BY \$3,000,000 OR DECREASED BY ANY AMOUNT) TO (1) REFUND IN ADVANCE OF MATURITY THE CITY'S WATER AND SEWER REVENUE BOND ANTICIPATION NOTE, 2019 SERIES A, (2) REFUND AT OR IN ADVANCE OF MATURITY THE CITY'S WATER AND SEWER REVENUE ANTICIPATION NOTE, SERIES 2022, AND (3) PROVIDE ADDITIONAL INTERIM FINANCING IN ANTICIPATION OF THE ISSUANCE OF THE CITY'S WATER AND SEWER REVENUE BONDS, 2024 SERIES A; DESIGNATING THE CITY AS THE PAYING AGENT AND REGISTRAR IN RESPECT THEREOF; APPROVING THE FORM OF THE 2022 SERIES A NOTES; APPROVING THE PREPARATION OF A REQUEST FOR PROPOSALS AND OTHER OFFERING DOCUMENTS FOR THE 2022 SERIES A NOTES; AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE 2022 SERIES A NOTES; PROVIDING FOR THE PAYMENT AND SECURITY OF THE 2022 SERIES A NOTES; ESTABLISHING A NOTE REDEMPTION FUND, COSTS OF ISSUANCE ACCOUNT, AND CONSTRUCTION AND ACQUISITION ACCOUNT; PROVIDING FOR THE SALE OF THE 2022 SERIES A NOTES TO THE BEST BIDDER; AND REPEALING INCONSISTENT ORDINANCES

RECITALS

WHEREAS, on December 10, 2018, the City Council of the City of Georgetown, Kentucky, a municipality and political subdivision of the Commonwealth of Kentucky (the "City"), adopted a General Bond Ordinance (the "General Bond Ordinance") governing the issuance of water and sewer revenue bonds by the City to finance and refinance the costs of improvements to the City's municipal water and sanitary sewer system (the "System"); and

WHEREAS, Section 58.150 of the Kentucky Revised Statutes and Section 315 of the General Bond Ordinance permit the City to issue revenue bond anticipation notes in anticipation of the future issuance of one or more series of water and sewer revenue bonds for the purposes of financing, on an interim basis, the costs of improvements to the System and refunding notes previously issued by the City for such purpose; provided, however, that the City contemporaneously authorize the future issuance of one or more series of water and sewer revenue bonds for the purpose of permanently refinancing such notes on or before the date of their stated maturity; and

WHEREAS, Section 315 of the General Bond Ordinance further requires bond anticipation notes issued for the foregoing purposes to be secured by a pledge of the proceeds of such future series of water and sewer revenue bonds; and

WHEREAS, under authority of the General Bond Ordinance and a 2019 Series A Bond Anticipation Note Ordinance adopted by the City on October 28, 2019, the City previously authorized the issuance and delivery of its Water and Sewer Revenue Bond Anticipation Note, 2019 Series A dated November 19, 2019 in a maximum principal amount of \$6,000,000 (the “2019 BAN”) for the purpose of financing the preliminary costs of the expansion of the City’s existing sanitary sewage treatment plant and related facilities, including engineering, architectural, and other preliminary costs (the “2019 Prior Project”); and

WHEREAS, as of the date hereof, the City has drawn the maximum principal amount available under the 2019 BAN and has applied such proceeds to pay costs of the 2019 Prior Project; and

WHEREAS, under authority of the General Bond Ordinance and a Resolution adopted by the City on December 13, 2021, the City previously authorized the issuance and delivery of its Water and Sewer Revenue Anticipation Note, Series 2022 dated December 30, 2021, in a maximum principal amount of \$4,500,000 (the “2022 RAN”) for the purpose of financing additional preliminary costs of the expansion of the City’s existing sanitary sewage treatment plant and related facilities, including engineering, architectural, and other preliminary costs (the “2022 Prior Project”); and

WHEREAS, as of the date hereof, the City has drawn the maximum principal amount available under the 2022 RAN and has applied such proceeds to pay costs of the 2022 Prior Project; and

WHEREAS, the City desires to finance additional costs of acquiring, constructing, installing, and equipping the expansion of the City’s existing sanitary sewage treatment plant and related facilities not financed by the 2019 BAN and the 2022 RAN and to further finance additional costs of acquiring, constructing, installing, and equipping improvements to and expansions of the City’s sewer collection and treatment facilities and water production, treatment, and distribution facilities (collectively, the “New Project”) and refund in advance of maturity the 2019 BAN and refund on or in advance of maturity the 2022 RAN on an interim basis through the issuance of its Water and Sewer Revenue Bond Anticipation Notes, 2022 Series A in an approximate aggregate principal amount of \$30,000,000 (which amount may be increased by \$3,000,000 or decreased by any amount) (the “2022 Series A Notes”); and

WHEREAS, on the date hereof, the City has adopted its 2024 Series A Bond Ordinance authorizing the future issuance, sale, award, execution, and delivery of its Water and Sewer Revenue Bonds, 2024 Series A in a maximum aggregate principal amount of \$35,000,000 for the purpose of providing permanent financing for the obligations represented by the 2022 Series A Notes on or before their stated maturity; and

WHEREAS, the City, upon the advice of Robert W. Baird & Co. Incorporated, desires to sell the 2022 Series A Notes by public, competitive sale and to award the 2022 Series A Notes to the best bidder therefor;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF GEORGETOWN, KENTUCKY, AS FOLLOWS:

ARTICLE I
AUTHORITY FOR ORDINANCE;
DEFINITIONS

101. Short Title. This Ordinance may hereafter be cited by the City as the “2022 Series A Bond Anticipation Note Ordinance” and herein as this “Ordinance.”

102. Defined Words and Terms. All words and terms that are defined in the Recitals of this Ordinance are incorporated herein by reference and shall have the same and identical means respectively in this Ordinance as such terms are given in the Recitals hereof. In addition, all words and terms that are defined in the General Bond Ordinance, which General Bond Ordinance is incorporated herein by reference, shall have the same and identical meanings respectively in this Ordinance as such terms are given in Article I of the General Bond Ordinance.

“Award Certificate” means the Award Certificate to be executed by the Mayor of the City memorializing the award of the 2022 Series A Notes on or after the date of sale of the 2022 Series A Notes, such Award Certificate to establish the certain terms or conditions of the 2022 Series A Notes set forth herein.

“Bond Counsel” means Dinsmore & Shohl LLP, Louisville, Kentucky.

“Financial Advisor” means Robert W. Baird & Co. Incorporated, Louisville, Kentucky.

“General Bond Ordinance” means that certain General Bond Ordinance adopted by the City Council of the City on December 10, 2018.

“Paying Agent” means the City, in its capacity as paying agent for the 2022 Series A Notes.

“Purchaser” has the meaning set forth in Section 502 hereof.

“Registrar” means the City, in its capacity as the registrar for the 2022 Series A Notes.

“Request for Proposals” means the Request for Proposals prepared for the City by the Financial Advisor and Bond Counsel to be utilized in the sale of the 2022 Series A Notes.

“2019 Series A Refunding Account” means the account designated “City of Georgetown, Kentucky Refunding Account - General Bond Ordinance - 2019 Series A

BAN” and established by the City pursuant to Section 302 hereof as required by the General Bond Ordinance.

“2022 Series Refunding Account” means the account designated “City of Georgetown, Kentucky Refunding Account - General Bond Ordinance - 2022 Series RAN” and established by the City pursuant to Section 302 hereof as required by the General Bond Ordinance.

“2022 Series A Note Redemption Fund” means the account designated “City of Georgetown, Kentucky Note Redemption Fund - General Bond Ordinance - 2022 Series A” and established by the City pursuant to Section 401 hereof as required by the General Bond Ordinance.

“2022 Series A Capitalized Interest Account” means the account designated “City of Georgetown, Kentucky Capitalized Interest Account - General Bond Ordinance - 2022 Series A” and established by the City pursuant to Section 304 hereof as required by the General Bond Ordinance.

“2022 Series A Construction and Acquisition Account” means the account designated “City of Georgetown, Kentucky Construction and Acquisition Account - General Bond Ordinance - 2022 Series A” and established by the City pursuant to Section 303 hereof as required by the General Bond Ordinance.

“2022 Series A Costs of Issuance Account” means the account designated “City of Georgetown, Kentucky Costs of Issuance Account - General Bond Ordinance - 2022 Series A” and established by the City pursuant to Section 301 hereof as required by the General Bond Ordinance.

“2022 Series A Notes” means the “City of Georgetown, Kentucky Water and Sewer Revenue Bond Anticipation Notes, 2022 Series A” authorized by this Ordinance in an approximate aggregate principal amount of \$30,000,000.

“2022 Series A Refunding Account” means the account designated “City of Georgetown, Kentucky Refunding Account - General Bond Ordinance - 2022 Series A” and established by the City pursuant to Section 402 hereof as required by the General Bond Ordinance.

“2024 Series A Bond Ordinance” means the 2024 Series A Bond Ordinance adopted by the City Council of the City on June 13, 2022, authorizing the issuance, sale, award, execution, and delivery of the 2024 Series A Bonds.

“2024 Series A Bonds” means the “City of Georgetown, Kentucky Water and Sewer Revenue Bonds, 2024 Series A” authorized by the 2024 Series A Bond Ordinance in an approximate aggregate principal amount of \$35,000,000.

103. Authority. This Ordinance is adopted pursuant to the authority of the Act, Section 56.513 of the Kentucky Revised Statutes, and Section 315 of the General Bond Ordinance.

104. Determination of Necessity. It is hereby determined by the City that it is necessary and desirable that the City authorize and issue the 2022 Series A Notes in an approximate principal amount of \$30,000,000 (which amount may be increased by \$3,000,000 or decreased by any amount (the “Permitted Adjustment”)) to (i) refund the 2019 BAN in advance of maturity; (ii) refund the 2022 RAN on or in advance of maturity; (iii) finance the costs of the New Project on an interim basis in anticipation of the future issuance of the 2024 Series A Bonds by the City; (iv) pay capitalized interest, if any; and (v) pay the Costs of Issuance of the 2022 Series A Notes.

ARTICLE II AUTHORIZATION AND TERMS OF NOTE

201. Authorization of 2022 Series A Notes; Principal Amount; Designation. For the purposes set forth herein, a series of Water and Sewer Revenue Bond Anticipation Notes is hereby authorized to be issued in the aggregate principal amount of approximately \$30,000,000, subject to the Permitted Adjustment. The City hereby finds and determines that the issuance of the 2022 Series A Notes in such principal amount is necessary to provide sufficient funds to be used and expended for the System. As provided by Section 315 of the General Bond Ordinance, in addition to the designation “Water and Sewer Revenue Bond Anticipation Notes,” such series of Notes hereby authorized shall bear the additional designation “2022 Series A” and each Note as so designated shall be a “Water and Sewer Revenue Bond Anticipation Note, 2022 Series A.” If the 2022 Series A Notes are issued in a calendar year other than calendar year 2022, the designation of the 2022 Series A Notes may be adjusted to reflect their calendar year and order of issuance. The 2022 Series A Notes shall be issued in fully registered, Book-Entry Form.

202. Purpose of the 2022 Series A Notes. The 2022 Series A Notes shall be issued for the purposes of providing sufficient funds for (i) refunding in advance of maturity the 2019 BAN, (ii) refunding on or in advance of maturity the 2022 RAN, (iii) financing the costs of the New Project, (iv) paying capitalized interest, if any, and (v) paying the Costs of Issuance of the 2022 Series A Notes.

The City hereby finds and determines that the foregoing purposes are authorized by and are in compliance with the Act and the General Bond Ordinance.

203. Issue Date. The Issue Date for the Series 2022 Notes shall be their date of issuance and delivery and shall be set forth in the Award Certificate.

204. Maturity. The 2022 Series A Notes shall mature on June 1, 2024 in the aggregate principal amount of \$30,000,000 (subject to the Permitted Adjustment).

205. Principal Amount. The right is reserved by the City to increase or decrease the total principal amount of the 2022 Series A Notes awarded to the Purchaser as provided in Section 502 hereof by the amount of the Permitted Adjustment, with such increase or decrease to be made in any principal maturity so that the total amount of 2022 Series A Notes awarded to the Purchaser may be a maximum of \$3,000,000 or a minimum of any amount. Upon any such Permitted Adjustment, no rebidding or recalculation of a submitted bid will be required or permitted; the price at which such adjusted principal amount of 2022 Series A Notes will be sold shall be at the same price per \$1,000 of 2022 Series A Notes as the price per \$1,000 of the 2022 Series A Notes

bid. The final principal amount of the 2022 Series A Notes shall be established in the Award Certificate as described in Section 502 hereof.

206. Interest Payment Date; Rate. The 2022 Series A Notes shall bear interest from their date of issuance and shall continue until and including final maturity. All interest accrued on the 2022 Series A Notes shall be due and payable on their date of maturity. The 2022 Series A Notes shall bear interest at a single rate per annum in the Award Certificate as described in Section 502 hereof. The interest rate applicable to the 2022 Series A Notes shall not exceed 7.0% per annum.

207. Denominations, Numbers, and Letters. The 2022 Series A Notes shall be issued in the denomination of Five Thousand Dollars (\$5,000). The 2022 Series A Notes shall be lettered and numbered separately and consecutively from R-1 upwards.

208. Form. The form of the 2022 Series A Notes is attached as Exhibit A hereto. The 2022 Series A Notes shall be initially registered in the name of the Purchaser thereof and not in the name of a Securities Depository in Book-Entry Form.

209. Place of Payment and Designation of Paying Agent and Registrar. The principal, interest, and Redemption Price on the 2022 Series A Notes shall be payable in lawful money of the United States of America at the principal office of the Paying Agent and Registrar.

210. Security. THE 2022 SERIES A NOTES SHALL BE SPECIAL AND LIMITED OBLIGATIONS OF THE CITY PAYABLE SOLELY FROM THE PROCEEDS OF THE 2024 SERIES A BONDS AND OTHER LIMITED SECURITY PLEDGED THEREFOR UNDER THIS ORDINANCE. THE 2022 SERIES A NOTES ARE NOT SECURED BY A PLEDGE OF THE GENERAL CREDIT OR TAXING POWER OF THE CITY, THE COMMONWEALTH, OR ANY POLITICAL SUBDIVISION THEREOF; NOR SHALL THE 2022 SERIES A NOTES BE DEEMED A GENERAL OBLIGATION OF THE CITY, THE COMMONWEALTH, OR ANY POLITICAL SUBDIVISION THEREOF; NOR SHALL THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE CITY) BE LIABLE FOR PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2022 SERIES A NOTES.

The City hereby pledges (i) the proceeds of the 2024 Series A Bonds and (ii) any Investment Obligations purchased with the proceeds of the 2022 Series A Notes as security for payment of the 2022 Series A Notes. As permitted by Section 513 of the General Bond Ordinance and Chapter 58 of the Kentucky Revised Statutes, the pledge of the proceeds of the 2024 Series A Bonds shall be superior to any other right granted by the City in the proceeds of the 2024 Series A Bonds.

211. Redemption of 2022 Series A Notes; Redemption Terms and Prices. The 2022 Series A Notes will be subject to redemption, at the option of the City, in whole or in part, at any time on or after June 1, 2023. Any such redemption will be made at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the date fixed for redemption.

If less than all the 2022 Series A Notes are to be redeemed, the particular 2022 Series A Notes to be redeemed shall be selected by the Paying Agent by lot or by such other method as the

Paying Agent shall deem fair and appropriate and which may provide for the selection for redemption of portions (in authorized denominations) of the principal of 2022 Series A Notes in a denomination larger than the smallest authorized denomination.

The City shall give notice of the redemption of 2022 Series A Notes determined by the City to be redeemed, which notice shall specify the amount of the 2022 Series A Notes to be redeemed, the redemption date and the place or places where amounts due upon such redemption will be payable and, if less than all of the 2022 Series A Notes of the same maturity are to be redeemed, the letters and numbers or other distinguishing marks of such 2022 Series A Notes so to be redeemed and, in the case of 2022 Series A Notes to be redeemed in part only, such notice shall also specify the respective portions of the principal amount thereof to be redeemed. Such notice shall further state that on such date, there shall become due and payable upon each 2022 Series A Note to be redeemed the redemption price thereof, or the redemption price of the specified portions of the principal thereof of 2022 Series A Notes to be redeemed in part only, together with interest accrued to the redemption date, and that from and after such redemption date, interest thereon shall cease to accrue and be payable. The Registrar shall mail a copy of such notice, by registered mail, postage prepaid, not less than twenty days before the redemption date, to the registered owners of any 2022 Series A Notes or portions of 2022 Series A Notes which are to be redeemed, at their last addresses appearing upon the register for the 2022 Series A Notes.

The 2022 Series A Notes (or portions thereof) for which redemption and payment provision is made in accordance with this Ordinance and the General Bond Ordinance shall cease to bear interest from and after the date fixed for redemption.

212. Aggregate Debt Service Reserve Requirement. Debt service on the 2022 Series A Notes shall not be considered when determining the Aggregate Debt Service Reserve Requirement for Outstanding Bonds under the General Bond Ordinance.

213. Depreciation Reserve Requirement. The Depreciation Reserve Requirement previously established under the General Bond Ordinance, as previously amended, shall remain unchanged as a result of the issuance of the 2022 Series A Notes.

214. Incorporation of Sections of General Bond Ordinance. For purposes of clarity, the following sections of the General Bond Ordinance shall govern the 2022 Series A Notes as if the references to “Bonds” therein include a reference to the 2022 Series A Notes also: (i) Section 301 - Date of Bonds, (ii) Section 302 - Interest Payment Dates, (iii) Section 303 - Principal Payment Dates, (iv) Section 304 - Medium of Payment; Form and Date, (v) Section 305 - Legends, (vi) Section 306 - Execution, (vii) Section 307 - Negotiation and Registration, (viii) Section 308 - Transfer of Bonds, (ix) Section 309 - Regulations with Respect to Exchanges and Transfers, (ix) Section 310 - Bonds Mutilated, Destroyed, Stolen or Lost, (x) Sections 311 - Preparation of Definitive Bonds; Temporary Bonds, (xi) Section 312 - Form of Bonds, (xii) Section 313 - Securities Depository; Ownership of Bonds.

ARTICLE III
DISPOSITION OF 2022 SERIES A NOTE PROCEEDS

301. Costs of Issuance. There is hereby established within the Bond Proceeds Fund a Costs of Issuance Account, separate and apart from all other accounts of the City, designated as the “City of Georgetown, Kentucky Costs of Issuance Account - General Bond Ordinance - 2022 Series A” into which the Costs of Issuance of the 2022 Series A Notes shall be deposited and administered in accordance with Section 503 of the General Bond Ordinance.

Amounts in such account shall be used only to pay the Costs of Issuance for the 2022 Series A Notes that are specifically identified in amounts set forth in an order (the “Order”) of an Authorized Officer regarding the delivery of the 2022 Series A Notes. Any amounts remaining in such account after payment of all Costs of Issuance for the 2022 Series A Notes shall be transferred to the 2022 Series A Construction and Acquisition Account, as determined by an Authorized Officer.

302. Refunding the 2019 BAN and the 2022 RAN. There is hereby established within the Bond Proceeds Fund (a) a Refunding Account, separate and apart from all other accounts of the City, designated as the “City of Georgetown, Kentucky Refunding Account - General Bond Ordinance - 2019 BAN” into which a portion of the proceeds of the 2022 Series A Notes shall be deposited and administered in accordance with Section 503 of the General Bond Ordinance in an amount necessary to redeem, pay, and discharge the Outstanding 2019 BAN to be refunded with the proceeds of the 2022 Series A Notes on the optional redemption date to be selected by the City upon the advice of the Financial Advisor, and (b) a Refunding Account, separate and apart from all other accounts of the City, designated as the “City of Georgetown, Kentucky Refunding Account - General Bond Ordinance - 2022 RAN” into which a portion of the proceeds of the 2022 Series A Notes shall be deposited and administered in accordance with Section 503 of the General Bond Ordinance in an amount necessary to redeem, pay, and discharge the Outstanding 2022 RAN to be refunded with the proceeds of the 2022 Series A Notes on the optional redemption date to be selected by the City upon the advice of the Financial Advisor.

Amounts in each account shall be used only to redeem the Outstanding 2019 BAN and the Outstanding 2022 RAN as authorized above and specifically identified in amounts set forth in an order (the “Order”) of an Authorized Officer regarding the delivery of the 2022 Series A Notes.

303. Costs of Construction for the New Projects. There is hereby established within the Bond Proceeds Fund a Construction and Acquisition Account, separate and apart from all other accounts of the City, designated as the “City of Georgetown, Kentucky Construction and Acquisition Account - General Bond Ordinance - 2022 Series A” into which a portion of the proceeds of the 2022 Series A Notes in an amount necessary to pay the costs of Construction of the New Projects shall be deposited and administered in accordance with Section 503 of the General Bond Ordinance.

304. Capitalized Interest. There is hereby established within the Note Redemption Fund a Capitalized Interest Account, separate and apart from all other accounts of the City, designated as the “City of Georgetown, Kentucky Capitalized Interest Account - General Bond Ordinance - 2022 Series A” into which a portion of the proceeds of the 2022 Series A Notes in an amount

necessary to pay capitalized interest on the 2022 Series A Notes shall be deposited and administered in accordance with Section 401(2) of the General Bond Ordinance.

ARTICLE IV PAYMENT OF THE 2022 SERIES A NOTES

401. Establishment of Note Redemption Fund. In accordance with Section 315 of the General Bond Ordinance, there is hereby established a 2022 Series A Note Redemption Fund, separate and apart from all other accounts of the City, designated as the “City of Georgetown, Kentucky Note Redemption Fund - General Bond Ordinance - 2022 Series A” into which the City shall deposit (i) any accrued interest received upon the sale of the 2022 Series A Notes; (ii) such amounts as may be necessary to pay principal of or interest on the 2022 Series A Notes during the period that the 2022 Series A Notes are Outstanding, in the same manner and priority as set forth in Section 504 of the General Bond Ordinance for transfers to the Bond Fund; and (iii) sufficient proceeds of the 2024 Series A Bonds to provide for the payment-in-full of the 2022 Series A Notes. Amounts shall be disbursed from the 2022 Series A Note Redemption Fund to pay the principal of, interest on, and any redemption premium on the 2022 Series A Notes as and when the same shall become due and payable. Amounts on deposit in the 2022 Series A Note Redemption Fund shall be invested and reinvested in the same manner as prescribed under Section 505 of the General Bond Ordinance for the Bond Fund.

ARTICLE V SALE OF THE 2022 SERIES A NOTES

501. Authorization; Method of Sale and Advertisement. The City shall solicit proposals for the sale of the 2022 Series A Notes from at least three responsible lenders pursuant to Sections 56.513(2) and 58.150(6) of the Kentucky Revised Statutes at such time as an Authorized Officer, upon the advice of the Financial Advisor, shall designate.

502. Approval of Request for Proposals. The City hereby authorizes the use of a Request for Proposals to be prepared by the City, the Financial Advisor, and Bond Counsel and ratifies the public distribution of the Request for Proposals. Upon application from any prospective bidder for the 2022 Series A Notes, the City will furnish any material information about the City and its finances which may be reasonably requested, but no official statement or similar documents will be provided.

503. Sale of 2022 Series A Notes. The 2022 Series A Notes shall be sold, as provided by law, to the bidder offering the best proposal (the “Purchaser”) pursuant to the published Request for Proposals distributed by the City and the Financial Advisor. The City shall award the 2022 Series A Notes to the respondent who provides the best response to the Request for Proposals and not necessarily to the lowest bidder. Evaluation of responses by the City shall consider the following criteria, and which criteria are not exclusive: (i) the net interest cost to the City achieved by the refunding of the 2019 BAN and the 2022 RAN and the financing of the New Project on the terms proposed by each bidder; (ii) the complexity of the legal structure and administration of each proposed refunding; (iii) closing fees and charges to be charged by each bidder; and (iv) other material terms and conditions required by bidders that impact the value or effectiveness of the refunding and issuance of the 2022 Series A Notes for the City. Bidders shall be limited to

institutions or persons having knowledge and experience in financial and business matters who are capable of evaluating the merits and risks of the 2022 Series A Notes, who are not purchasing for more than one account, and who do not intend to redistribute the 2022 Series A Notes. On the date of award of the 2022 Series A Notes to the Purchaser, the City shall execute and deliver the Award Certificate, thereby establishing the final aggregate principal amount of the 2022 Series A Notes, their date or dates of maturity and payment, the interest rate applicable to the 2022 Series A Notes, and any and all other terms necessary to be determined therein by the City pursuant to this Ordinance.

504. Purchase Agreement. Each Authorized Officer is hereby authorized and directed, if the financing represented by the 2022 Series A Notes is determined to be economically feasible, to execute, acknowledge, and deliver, in the name of and on behalf of the City, one or more purchase agreements with the Purchaser of the 2022 Series A Notes (the "Purchase Agreement"). Any such purchase agreement may take the form of a bond purchase agreement, continuing covenants agreement, or other form permitted by the Act and acceptable to the Mayor of the City, with the advice of the Financial Advisor and Bond Counsel. The Purchase Agreement shall be approved by the officer executing the same on behalf of the City and the final approval thereof shall be conclusively evidenced by the execution of such Purchase Agreement by such officer.

505. General Authorization. Each Authorized Officer is hereby authorized to do and perform any act or sign any and all documents required by the General Bond Ordinance, and perform any other acts or sign and execute any other documents necessary or convenient in connection with the authorization, sale, delivery, and issuance of the 2022 Series A Notes. The 2022 Series A Notes shall be executed, authenticated, and sealed pursuant to the General Bond Ordinance and supplemental Ordinances not inconsistent therewith, provided that the attestation shall be by an Authorized Officer.

506. Delivery of 2022 Series A Notes. Each Authorized Officer is hereby authorized , after execution of the 2022 Series A Notes, to deliver the 2022 Series A Notes to or upon the order of the Purchaser thereof, to receive the proceeds of sale of the 2022 Series A Notes and give a written receipt thereof on behalf of the City, to apply the proceeds and any other moneys in accordance with the terms of the General Bond Ordinance and this Ordinance and in such manner as is required to cause the conditions to the issuance of the 2022 Series A Notes as stipulated in the General Bond Ordinance to be complied with, and to do and perform, or cause to be done and performed, for and on behalf of the City, all acts and things that constitute conditions to the authentication and delivery of the 2022 Series A Notes or that are otherwise required to be done and performed by or on behalf of the City before, or simultaneously with, the delivery of the 2022 Series A Notes.

ARTICLE VI
MISCELLANEOUS

601. Open Meeting Compliance. The City hereby finds and determines that all formal actions relative to the adoption of this Ordinance were taken in an open meeting of the City, and that all deliberations of the City and of its committees, if any, which resulted in formal action, were taken in open meetings, in full compliance with applicable legal requirements.

602. Severability. If any one or more of the provisions of this Ordinance should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed to be severable from all remaining provisions and shall not affect the validity of such other provisions.

603. Inconsistent Actions. All prior ordinances, resolutions, orders, or parts thereof inconsistent herewith are hereby repealed.

ARTICLE VII
EFFECTIVE DATE

This Ordinance and any supplement thereto shall be in full force and effect from and after its adoption and publication of a summary thereof.

[Signature page to follow]

SIGNATURE PAGE TO 2022 SERIES A REVENUE BOND ANTICIPATION NOTE ORDINANCE

INTRODUCED AND PUBLICLY READ ON FIRST READING on May 23, 2022.

PUBLICLY READ, ADOPTED, AND APPROVED ON SECOND READING, this June 13, 2022.

CITY OF GEORGETOWN, KENTUCKY

Tom Prather

By: [Tom Prather \(Jun 16, 2022 12:19 EDT\)](#)

Mayor

Attest:

Tracie Hoffman

By: [Tracie Hoffman \(Jun 16, 2022 13:05 EDT\)](#)

City Clerk

CERTIFICATION

I, the undersigned, the duly appointed and qualified City Clerk of the City of Georgetown, Kentucky, do hereby certify that the foregoing Ordinance is a true, accurate, and complete copy of a certain Ordinance duly adopted by the City Council of the City at a duly and properly convened or recessed meeting of the City Council held on June 13, 2022, on the same occasion signed in open session by the Mayor attested under seal by the City Clerk, and declared to be in full force and effect upon publication of a summary thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this June 13, 2022.

Tracie Hoffman

[Tracie Hoffman \(Jun 16, 2022 13:05 EDT\)](#)

City Clerk

City of Georgetown, Kentucky

EXHIBIT A

FORM OF 2022 SERIES A NOTES

* * * * *

LIMITATION ON RESALE. This 2022 Series A Note and the issue of which it is a part have not been registered under the Securities Act of 1933, as amended. This 2022 Series A Note cannot be resold or transferred without registration under the Securities Act of 1933, as amended, or unless an exemption therefrom is available.

UNITED STATES OF AMERICA
COMMONWEALTH OF KENTUCKY
CITY OF GEORGETOWN, KENTUCKY
WATER AND SEWER REVENUE BOND ANTICIPATION NOTE
2022 SERIES A

R-__ \$[____]

INTEREST RATE	MATURITY DATE	ISSUANCE DATE
[____]%	[Maturity Date]	[____]

REGISTERED HOLDER: [____]

PRINCIPAL AMOUNT: [____] DOLLARS

KNOW ALL MEN BY THESE PRESENTS, that the City of Georgetown, Kentucky, a municipal corporation and political subdivision in the Commonwealth of Kentucky (the "City"), for value received, hereby acknowledges itself obligated to, and promises to pay to the registered holder identified above, or registered assigns, solely from the limited sources hereinafter described, the Principal Amount identified above (or, if any part thereof has been paid, the balance thereof remaining unpaid), on the Maturity Date specified above, and to pay interest on the Principal Amount (or, if any part thereof has been paid, the balance thereof remaining unpaid) from the date hereof at the rate of interest per annum identified above, calculated on the basis of a 360 day year with 30 day months, payable on the Maturity Date, except as the provisions hereinafter set forth with respect to prior redemption may be and become applicable hereto. This 2022 Series A Note will bear interest from the date of original issuance hereof. The principal and interest of this 2022 Series A Note are payable, without deduction for exchange, collection, or service charges, in lawful money of the United States of America. Principal and interest are payable at the designated office of the City, in its capacity as Paying Agent and Registrar.

This 2022 Series A Note is one of an authorized issue of Water and Sewer Revenue Bond Anticipation Notes, 2022 Series A of the City, of like tenor and effect, except as to denomination, maturity, and call provisions, numbered from R-1 upward, of the denomination of any integral multiple of \$5,000, originally aggregating in principal amount of [____] Dollars (\$[____]), issued under and pursuant to a 2022 Series A Bond Anticipation Note Ordinance duly adopted by the

City Council of the City, and the General Bond Ordinance hereinafter described, pursuant to and in full conformity with the Constitution and the laws of the Commonwealth of Kentucky, and particularly under the provisions of Chapter 58 of the Kentucky Revised Statutes, for the purposes of (i) refunding existing interim indebtedness of the City, (ii) providing additional interim funding for the costs of additional improvements to and expansions of the System, as defined in the General Bond Ordinance, (iii) paying capitalized interest on the 2022 Series A Notes, and (iv) paying costs of issuance of the 2022 Series A Notes.

This 2022 Series A Note is exempt from taxation in the Commonwealth of Kentucky.

The 2022 Series A Notes are all issued under and are equally and ratably secured and entitled to the protection given by the General Bond Ordinance, adopted December 10, 2018 (the “General Bond Ordinance”), and a certain 2022 Series A Bond Anticipation Note Ordinance authorizing the series of bond anticipation notes of which this 2022 Series A Note is a part, adopted on June 13, 2022 (the “Series Ordinance”), duly executed and delivered by the City and reference is hereby made to the General Bond Ordinance and Series Ordinance and to all resolutions supplemental thereto for a more complete description of the provisions, among others, with respect to the nature and extent of the security, the rights, duties, and obligations of the City, the Paying Agent, the Registrar, and the holders of the 2022 Series A Notes and the terms and conditions upon which the 2022 Series A Notes are issued and secured, to all of the provisions of which General Bond Ordinance and Series Ordinance, each holder, by the acceptance hereof, assents. Capitalized terms used but not defined herein shall have the meanings set forth in the General Bond Ordinance and the Series Ordinance.

The 2022 Series A Notes are subject to optional redemption, in whole or in part, on any date beginning June 1, 2023, at a redemption price equal to the principal amount to be redeemed, plus interest accrued to the date of redemption, without premium.

Call for redemption shall be by registered mail only, addressed to the registered holder at the address shown on the records of the Registrar. Call for redemption having been given as aforesaid, the 2022 Series A Notes or portions thereof so called for redemption shall become due and payable at the applicable redemption price herein provided, and from and after the date so fixed for redemption, interest on the 2022 Series A Notes, or portions thereof so called for redemption, shall cease to accrue and become payable.

THE 2022 SERIES A NOTES ARE SPECIAL AND LIMITED OBLIGATIONS OF THE CITY PAYABLE SOLELY FROM THE PROCEEDS OF THE 2024 SERIES A BONDS AND OTHER LIMITED SECURITY PLEDGED THEREFOR UNDER THE SERIES ORDINANCE AND THE GENERAL BOND ORDINANCE. THE 2022 SERIES A NOTES ARE NOT SECURED BY A PLEDGE OF THE GENERAL CREDIT OR TAXING POWER OF THE CITY, THE COMMONWEALTH, OR ANY POLITICAL SUBDIVISION THEREOF; NOR SHALL THE 2022 SERIES A NOTES BE DEEMED A GENERAL OBLIGATION OF THE CITY, THE COMMONWEALTH, OR ANY POLITICAL SUBDIVISION THEREOF; NOR SHALL THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE CITY) BE LIABLE FOR PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2022 SERIES A NOTES.

The principal of, premium, if any, and interest on the 2022 Series A Notes are payable solely and only from, and such payment is secured by a pledge of, (i) the proceeds of the City's Water and Sewer Revenue Bonds, 2024 Series A (the "2024 Series A Bonds"), the issuance of which have been authorized concurrently with the authorization of the 2022 Series A Notes and which will be issued by the City on or before the Maturity Date of the 2022 Series A Notes for the purpose, among other things, of paying all principal and interest due thereunder, and (ii) any Investment Obligations purchased with the proceeds of the 2022 Series A Notes. As permitted by Section 513 of the General Bond Ordinance and Chapter 58 of the Kentucky Revised Statutes, the pledge of the proceeds of the 2024 Series A Bonds is superior to any other right granted by the City in such proceeds of the 2024 Series A Bonds.

This 2022 Series A Note shall be registered as to principal and interest in the name of the holder thereof, after which it shall be transferable only upon presentation to the Registrar, with an assignment duly acknowledged by the registered holder or his duly authorized attorney, which transfer shall be noted upon this 2022 Series A Note and upon the books of the Registrar kept for that purpose.

The Registered Holders of the 2022 Series A Notes shall not be entitled to enforce the provisions of the General Bond Ordinance or to institute, appear in, or defend any suit, action, or proceeding at law or in equity to enforce any rights, remedies, or covenants granted by the General Bond Ordinance, or to take any action with respect to any event of default under the General Bond Ordinance, except as provided in the General Bond Ordinance.

The General Bond Ordinance contains provisions permitting the City, with the consent, in certain circumstances, of the Registered Holders of a majority in aggregate principal amount of bonds at the time outstanding, exclusive of any bonds then held or owned by the City, to execute supplemental resolutions for the purpose of modifying, altering, amending, adding to, or rescinding, in any particular, any of the terms and provisions of the General Bond Ordinance; provided, however, that no such supplemental resolution shall extend the maturity of, the principal of, or the interest on any bond or note or reduce the principal of any bond or note, or the rate of interest or redemption premium thereon, without the consent of the registered owner of each bond or note so affected, or reduce the aggregate principal amount of bonds or notes required for consent to such supplemental resolution without the consent of the registered owners of all bonds and notes then outstanding.

IT IS HEREBY CERTIFIED, RECITED, AND DECLARED that all acts, conditions, and things required by the Constitution and Statutes of the Commonwealth of Kentucky and the General Bond Ordinance and the Series Ordinance to exist, happen, and be performed precedent to and in the issuance of this 2022 Series A Note do exist, have happened, and have been performed in the manner and form required by law, and that the City will continuously operate the System as a revenue producing undertaking; that, subject to regulatory approvals which the City will timely seek, a schedule of rates, rentals, and charges for the services and facilities rendered by the System of the City will be fixed, revised, collected, and accounted for at all times so as to produce aggregate revenues sufficient to pay promptly when due the interest on and principal of all bonds that may be outstanding from time to time and to also pay when due all costs and expenses of operating and maintaining the works and facilities and to create and maintain proper and adequate

reserves for depreciation and for repair and replacement; that a sufficient amount of the revenues and income derived from collection of the rates, rentals, and charges has been pledged to and will be set aside each year into a special account created for the purpose of paying the interest on bonds and notes authorized or permitted to be issued by the General Bond Ordinance (unless other provision for such payment has been made) and redeeming and fully discharging all such bonds and notes at or before the maturity thereof; and that this 2022 Series A Note, together with all other obligations of the City, does not exceed any limitation prescribed by law.

[Signature page to follow]

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions, and things necessary to be done precedent to and in the issuing of this 2022 Series A Note in order to make it a legal, valid, and binding obligation of the City have been done, have happened, and have been performed in regular and due form as required by law; that the revenues of the City are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity and that neither the full faith and credit nor the taxing power of the City, the Commonwealth, or any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or interest on this 2022 Series A Note; and that no limitation of indebtedness or taxation, statutory, constitutional, or contractual, has been exceeded in issuing this 2022 Series A Note.

IN WITNESS WHEREOF, the City of Georgetown, Kentucky has caused this 2022 Series A Note to be officially signed by its Mayor and attested by its City Clerk, and the official seal of the City to be hereto affixed as of the Issuance Date set forth above.

[Seal]

CITY OF GEORGETOWN, KENTUCKY

Tom Prather
Tom Prather (Jun 16, 2022 12:19 EDT)

Mayor

Attest:

Tracie Hoffman
Tracie Hoffman (Jun 16, 2022 13:05 EDT)

City Clerk

[Continued on the following page]

