

ORDINANCE NO. 09-03

AN ORDINANCE APPROVING A LEASE FOR THE FINANCING OF A PROJECT; PROVIDING FOR THE PAYMENT AND SECURITY OF THE LEASE; CREATING A SINKING FUND; AND AUTHORIZING THE EXECUTION OF VARIOUS DOCUMENTS RELATED TO SUCH LEASE.

WHEREAS, the governing body of the County of Madison, Kentucky (the "Lessee") has the power, pursuant to Section 65.940 et seq. of the Kentucky Revised Statutes to enter into lease agreements with or without the option to purchase in order to provide for the use of property for public purposes;

WHEREAS, the governing body of the Lessee (the "Governing Body") has previously determined, and hereby further determines, that the Lessee is in need of the Project, as defined in the Lease hereinafter described;

WHEREAS, the Governing Body has determined and hereby determines that it is in the best interests of the Lessee that the Lessee and the Kentucky Area Development Districts Financing Trust (the "Lessor") enter into a Lease Agreement (the "Lease") for the leasing by the Lessee from the Lessor of the Project;

NOW THEREFORE, BE IT RESOLVED BY THE FISCAL COURT OF THE COUNTY OF MADISON, AS FOLLOWS:

Section 1. Recitals and Authorization. The Lessee hereby approves the Lease Agreement (the "Lease") and all Collateral Documents, as defined in the Lease, each in substantially the form presented to this Governing Body. It is hereby found and determined that the Project identified in the Lease is public property to be used for public purposes. It is further determined that it is necessary and desirable and in the best interests of the Lessee to enter into the Lease for the purposes therein specified, and the execution and delivery of the Lease and all representations, certifications and other matters contained in the Closing Memorandum with respect to the Lease, or as may be required by the Lessor prior to delivery of the Lease, are hereby approved, ratified and confirmed. The Judge/Executive and Fiscal Court Clerk of the Lessee are hereby authorized to execute the Lease, together with such other agreements or certifications which may be necessary to accomplish the transaction contemplated by the Lease.

Section 2. General Obligation Pledge. Pursuant to the Constitution of the Commonwealth and Chapter 66 of the Kentucky Revised Statutes, as amended (the "General Obligation Statutes"), the obligation of the Lessee created by the Lease shall be a full general obligation of the Lessee and, for the prompt payment of the Lease Payments, the full faith, credit and revenue of the Lessee are hereby pledged. During the period the Lease is outstanding, there shall be and there hereby is levied on all the taxable property in the Lessee, in addition to all other taxes, without limitation as to rate, a direct tax annually in an amount sufficient to pay the Lease Payments on the Lease when and as due, it being hereby found and determined that current tax rates are within all applicable limitations. Said tax shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers in the same manner and at the same time that taxes for general purposes for each of said years are certified, extended and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof; provided, however, that in each year to the extent that the other taxes of the Lessee are available for the payment of the Lease Payments and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the Lessee shall be reduced by the amount of such other taxes so available and appropriated.

There is hereby established with the Lessee a sinking fund (the "Sinking Fund"). The funds derived from said tax levy hereby required or other available taxes shall be placed in the Sinking Fund and, together with interest collected on the same, are irrevocably pledged for the payment of all Certificates or obligations issued under the General Obligation Statutes and all Tax Supported Leases, as defined in General Obligation Statutes, including the Lease herein authorized, when and as the same fall due. Amounts shall be transferred from the Sinking Fund to the Lessor at the times and in the amounts required by the Lease.

Section 3. Investment of Funds. Ross, Sinclair & Associates, LLC, as Program Administrator, is hereby authorized to direct the Trustee to invest funds on deposit under the Lease in such manner, subject to all legal limitations, as will, in the Program Administrator's judgment, produce the most favorable financial result for the Lessee.

Section 4. Severability. If any Section, paragraph or provision of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such Section, paragraph or provision shall not affect any of the remaining provisions of this Ordinance.

Section 5. Sunshine Law. This Governing Body hereby finds and determines that all formal actions relative to the adoption of this Ordinance were taken in an open meeting of this Governing Body, and that all deliberations of this governing Body and of its committees, if any, which resulted in formal action, were in meetings open to the public, in full compliance with applicable legal requirements.

Section 6. Conflicts. 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 7. Effective Date. This Ordinance shall take effect from and after its passage and publication of a summary thereof, as provided by law.

INTRODUCED, SECONDED AND ADOPTED, at a duly convened meeting of the Governing Body, held on May 12, 2009, after first reading held on April 28, 2009, signed by the Judge/Executive of the Lessee, attested by the Fiscal Court Clerk, filed and indexed as provided by law.

By: _____

Judge/Executive

ATTEST:

By: _____

Fiscal Court Clerk



Ross, Sinclair & Associates, LLC

April 10, 2009

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INVESTMENT
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PUBLIC
FINANCE

BROKERAGE
SERVICES

Honorable Kent Clark
County of Madison, Kentucky
101 West Main Street
Richmond, Kentucky 40475

**RE: Series 1997 Kentucky Area Development District Financing Trust
KADD Series 1997_004D1a**

Dear Judge Clark:

Pursuant to our conversations and in connection with previous correspondence from our firm over the last couple of months, please find enclosed an Ordinance to be read at the next Fiscal Court meeting on Tuesday, April 28, 2009 at 9:30 a.m. Since this is an Ordinance, there will need to be a second reading and adoption at your first May 2009 Fiscal Court meeting or sooner, if you have a special called meeting.

To recap, this Ordinance is in connection with refinancing the KADD 1997 lease referenced above, which was issued for the County's Courthouse Project. Typically, borrowers refinance outstanding debt to save money, restructure or both. In this case, the primary driver of the refinancing is to restructure the County's debt. In 1997, KADD partnered with Fifth Third Bank (the "Bank") to create a pooled financing program that enabled Kentucky political subdivisions to finance projects at a lower cost of capital. However, as a part of a periodic review and approval, the Bank has indicated to us that they are no longer willing to participate and their current commitment expires on December 1, 2009.

It was Fifth Third Bank's decision to focus its resources elsewhere as it continues to struggle with the current economic downturn. As a result, we immediately began exploring all options (including replacing the bank). While there is some possibility to fix this problem with no impact to the County, the most likely scenario will require a refinancing. As such, we have proactively contacted all of the 1997 KADD borrowers and proposed refinancing the entire remaining bond pool.

Please let us know if you have any questions of the attached or if you would prefer for someone in our office to be present at the Fiscal Court meetings. You can reach me at 800.255.0795.

Sincerely,

RJ Palmer
Vice President

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ROSS, SINCLAIRE & ASSOCIATES, LLC