

## **ORDINANCE 28-2022**

**AN ORDINANCE OF THE CITY OF OWENSBORO, KENTUCKY AUTHORIZING THE ISSUANCE OF ITS CITY OF OWENSBORO, KENTUCKY GENERAL OBLIGATION BONDS, SERIES 2023A IN THE APPROXIMATE AGGREGATE PRINCIPAL AMOUNT OF \$44,920,000 (WHICH AMOUNT MAY BE INCREASED BY UP TO \$4,495,000 OR DECREASED BY ANY AMOUNT) FOR THE PURPOSE OF FINANCING THE COSTS OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF (I) AN INDOOR SPORTS COMPLEX, (II) A TRANSIENT BOAT DOCK LOCATED ALONG THE OHIO RIVER IN DOWNTOWN OWENSBORO, (III) A TRAINING CENTER FOR THE OWENSBORO FIRE DEPARTMENT, (IV) FIRE STATION REPAIRS AND IMPROVEMENTS FOR THE OWENSBORO FIRE DEPARTMENT, AND (V) VARIOUS OTHER COMMUNITY DEVELOPMENT PROJECTS; APPROVING THE FORMS OF THE BONDS; AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE BONDS; AUTHORIZING AND DIRECTING THE FILING OF A NOTICE OR NOTICES WITH THE STATE LOCAL DEBT OFFICER; PROVIDING FOR THE PAYMENT AND SECURITY OF THE BONDS; ESTABLISHING A BOND PAYMENT FUND FOR THE BONDS; AFFIRMING THE EXISTING SINKING FUND; AUTHORIZING THE ACCEPTANCE OF THE BID OF THE PURCHASER FOR THE BONDS; AND REPEALING INCONSISTENT ORDINANCES.**

**WHEREAS**, the City of Owensboro, Kentucky (the “City”) has determined and does hereby confirm that it is a public purpose of the City to acquire, construct, equip, and install (i) an indoor sports complex, (ii) a transient boat dock located along the Ohio River in downtown Owensboro, (iii) a training center for the Owensboro Fire Department, (iv) fire station repairs and improvements for the Owensboro Fire Department, and (v) various other community development projects, all for the well-being and benefit of the citizens of the City (collectively, the “Project”); and

**WHEREAS**, in order to achieve the foregoing objectives of the City, the City has determined and does hereby confirm that it is necessary and desirable at this time for the City to proceed with the issuance of its General Obligation Bonds, Series 2023A in the approximate principal amount of \$44,920,000, which amount may be increased by \$4,495,000 or decreased by any amount (the “Bonds”), (i) to finance all or a portion of the costs of the Project; (ii) to pay capitalized interest on the Bonds, if desirable; (iii) to pay all or a portion of the cost of credit enhancement for the Bonds, if any; and (iv) to pay all or a portion of the costs of issuance of the Bonds; and

**WHEREAS**, pursuant to the Constitution and laws of the Commonwealth of Kentucky, including, particularly, Sections 66.011 et seq. of the Kentucky Revised Statutes, as amended (the “General Obligation Act”), and Sections 58.010 et seq. of the Kentucky Revised Statutes, as amended (the “Public Project Act”), a city may issue bonds, subject to the requirements of the General Obligation Act or the Public Project Act, to pay all or any portion of the costs of financing

or refinancing any public project, to the extent that the city is authorized to cause the acquisition, construction, installation, and equipping thereof; and

**WHEREAS**, the City desires to cause all or a portion of (i) the costs of the Project to be financed; (ii) the costs of capitalized interest on the Bonds, if any, to be financed; (iii) the costs of credit enhancement for the Bonds, if any, to be financed; and (iv) the costs of issuance of the Bonds to be financed, all through the issuance of the Bonds, which Bonds are to be sold and awarded to the successful bidder for the Bonds (the “Purchaser”) at public, competitive sale in accordance with the provisions of Chapter 424 of the Kentucky Revised Statutes, as amended.

**NOW, THEREFORE, BE IT ORDAINED BY THE CITY OF OWENSBORO, KENTUCKY, AS FOLLOWS:**

Section 1. Affirmation of Preamble. It is hereby found, determined, and declared that the facts, recitals, declarations, and definitions set forth in the preamble of this Bond Ordinance are true and correct and such facts, recitals, declarations, and definitions are hereby affirmed, adopted, and incorporated as a part of this Bond Ordinance, and all acts described in the preamble of this Bond Ordinance are hereby ratified.

Section 2. Necessity, Authorization, and Purpose. The City hereby declares that it is desirable and necessary to issue, and hereby authorizes the issuance of, its General Obligation Bonds, Series 2023A in the approximate aggregate principal amount of \$44,920,000, which amount may be increased by up to \$4,495,000 or decreased by any amount, (a) to finance all or a portion of the costs of the Project; (b) to pay capitalized interest on the Bonds, if desirable; (c) to pay all or a portion of the cost of credit enhancement for the Bonds, if any; and (d) to pay all or a portion of the costs of issuance of the Bonds.

The exact principal amount of the Bonds shall be established in the Award Certificate (as hereinafter defined).

Section 3. Form of Bonds. The Bonds shall be issued as fully registered bonds and shall bear the respective designation set forth in Section 2 hereof. All Bonds issued pursuant to this Bond Ordinance shall each express upon their face the purpose for which they are issued and that they are issued under the General Obligation Act, and shall be substantially in the form set forth in Exhibit A attached hereto. If the Bonds are issued in a calendar year after calendar year 2023, their designation may be adjusted to reflect the calendar year and order of issuance.

The Bonds shall be in denominations as requested by the Purchaser, which denominations shall be in integral multiples of \$5,000. The Bonds shall be dated their date of initial issuance and delivery, or such other date as is determined in an award certificate accepting the bid of the Purchaser for the Bonds (the “Award Certificate”) to be executed by the Mayor, the City Manager, or the Director of Finance and Support Services of the City on the date of the sale of the Bonds.

Interest on the Bonds shall be payable each February 1 and August 1 (each, an “Interest Payment Date”), commencing August 1, 2023, at the stated interest rate or rates on the principal amounts thereof, calculated on the basis of a 360-day year with twelve 30-day months.

The Bonds shall be serial or term bonds maturing or subject to mandatory sinking fund redemption on February 1, 2024 and each February 1 thereafter, in the years and in the amounts to be established in the Award Certificate, after advertised, competitive sale of the Bonds, based on the interest rates set forth in the successful bid of the Purchaser for the Bonds (the "Bid") and the provisions of this Section; provided that the final maturity date of the Bonds shall be as set forth in the Award Certificate but shall be no later than thirty years after their date of issuance.

The interest rate or rates on the Bonds shall be determined in the Award Certificate based on the Bid; provided that the aggregate net interest cost of the Bonds shall not exceed ten percent per annum.

The Bonds issued as term bonds shall be subject to mandatory sinking fund redemption on the dates, in the years, and in the amounts as set forth in the Award Certificate.

The Bonds shall be subject to optional redemption on the dates and in the amounts set forth in the Award Certificate, in whole or in part, in such order of maturity as shall be designated in writing by the City, and by lot within a maturity, at the election of the City upon thirty-five days' written notice to the paying agent and registrar designated in the Award Certificate (the "Paying Agent and Registrar") at a redemption price equal to the par amount thereof, plus accrued interest to the date of redemption.

At least thirty days before the optional or mandatory sinking fund redemption date of any Bond, the Paying Agent and Registrar shall cause a notice of such redemption, either in whole or in part, signed by the Paying Agent and Registrar, to be mailed first class, postage prepaid, to all registered owners of the Bonds to be redeemed at their addresses as they appear on the registration books kept by the Paying Agent and Registrar; provided that the failure to mail any such notice of redemption shall not affect the validity of the proceedings for the redemption of any Bonds for which such notice has been sent. Each such notice shall set forth the date fixed for redemption, the redemption price to be paid, and, if less than all of the Bonds being payable by their terms on a single date then outstanding shall be called for redemption, the distinctive series, number, or letters, if any, of such Bonds to be redeemed.

On the date so designated for redemption, notice of such redemption having been mailed in the manner and under the conditions hereinabove provided and moneys for payment of the redemption price being held by the Paying Agent and Registrar in the Bond Payment Fund established pursuant to Section 7 hereof for the registered owners of the Bonds to be redeemed, (a) the Bonds so called for redemption shall become and be due and payable, at the redemption price provided for the redemption of such Bonds on such date, (b) the interest on the Bonds so called for redemption shall cease to accrue, and (c) the registered owners of the Bonds to be redeemed shall have no right in respect thereof, except the right to receive payment of the redemption price thereof.

Notwithstanding the foregoing, any optional redemption of any of the Bonds may be conditioned upon funds in an amount sufficient to carry out such optional redemption being deposited with the Paying Agent and Registrar on or before the applicable optional redemption date. Any failure to make such a deposit shall not constitute an event of default under this Bond Ordinance, and in such event, the optional redemption shall be cancelled. If the City knows in

advance of an applicable optional redemption date that the necessary deposit will not occur, the City shall notify the Paying Agent and Registrar with instructions to give notice of the cancellation of the optional redemption to the registered owners of the Bonds so called for optional redemption, and the optional redemption shall be of no force or effect.

The Bonds may be issued in book-entry only form through the services of the Depository Trust Company (“DTC”). If the City determines to issue the Bonds in book-entry only form, the Designated Officers (as hereinafter defined) of the City are hereby authorized to execute all documents necessary to accomplish such form of issuance.

Section 4. Execution and Delivery. The Bonds shall be executed by the manual or facsimile signature of the Mayor and duly attested by the manual or facsimile signature of the City Clerk (which, together with any other person as may be authorized by resolution or municipal order, are referred to as “Designated Officers”) and may have the seal of the City or a facsimile thereof affixed thereto. In addition to the foregoing, all of the Bonds shall bear the manual authenticating signature of an authorized representative of the Paying Agent and Registrar. The Designated Officers are hereby further authorized and directed (a) to deliver the Bonds to the Purchaser upon the terms and conditions provided herein, in the Award Certificate, and in the winning Bid for the Bonds; (b) to receive the proceeds for the Bonds, and (c) to execute and deliver such certificates and other closing documents and take such other action as may be necessary or appropriate in order to effectuate the proper issuance, sale, and delivery of the Bonds.

The City hereby authorizes and directs the Paying Agent and Registrar to authenticate the Bonds and to deliver the Bonds to the Purchaser upon payment by the Purchaser of the purchase price thereof.

Section 5. Payment. Payment of or on account of the principal of the Bonds shall be made at the designated corporate trust office of the Paying Agent and Registrar, upon delivery of the Bonds to the Paying Agent and Registrar, or by other transfer of funds acceptable to the Paying Agent and Registrar and the registered owners of the Bonds. Interest on the Bonds shall be payable, on each Interest Payment Date, by check, mailed to the person whose name appears as the registered owner thereof on the bond registration records on the fifteenth day preceding an Interest Payment Date, or by any other transfer of funds acceptable to such registered owner and the Paying Agent and Registrar. The principal of and interest on the Bonds shall be payable in such coin or currency of the United States of America as shall be legal tender for the payment of public and private debts. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bonds to the extent of the sum or sums so paid.

Section 6. Filing. The Designated Officers are hereby authorized to undertake and cause all filings which may be required by law to be filed by the City with respect to the Bonds, including, without limitation, the filing with the State Local Debt Officer required by law.

Section 7. Bond Payment Fund; Payment of Bonds. There is hereby established with the Paying Agent and Registrar a bond payment fund in the name of the City to be known as the “City of Owensboro, Kentucky General Obligation Bonds, Series 2023A – Bond Payment Fund” (the “Bond Payment Fund”), into which the City covenants to deposit, and into which the Designated Officers are hereby authorized and directed to deposit, from the City’s General Fund,

on or before the twenty-fifth day of each month which precedes an Interest Payment Date, the amount required to pay all principal and interest due on the Bonds on such Interest Payment Date. On such Interest Payment Date, the Paying Agent and Registrar shall, without further authorization from the City, withdraw from the Bond Payment Fund the amounts necessary to pay the principal and interest due on the Bonds on such date to the registered owners thereof.

The Paying Agent and Registrar is hereby appointed depository of the Bond Payment Fund with respect to the Bonds.

If the City shall fail or refuse to make any required deposit in the Bond Payment Fund from the Sinking Fund described in Section 9 hereof, the Paying Agent and Registrar shall (a) notify any agency or political subdivision of the Commonwealth of Kentucky which may collect and distribute taxes or revenues for the City to seek any available necessary or proper remedial action; and (b) upon being indemnified against cost and expense, exercise any remedy provided in the General Obligation Act or any other remedy provided at law or in equity, for the benefit of the registered owners of the Bonds or their assignees, and shall disburse all funds so collected to the registered owners of the Bonds as payment for any amounts due on such Bonds.

Section 8. General Obligation. The Bonds shall be full general obligations of the City and, for the payment of the Bonds and the interest thereon, the full faith, credit, and taxing power of the City are hereby pledged for the prompt payment thereof. During the period the Bonds are outstanding, there shall be and there hereby is levied on all of the taxable property in the City, in addition to all other taxes, without limitation as to rate, a direct tax annually in an amount sufficient to pay the principal of and interest on the Bonds as and when due, it being hereby found and determined that the current tax rates of the City are within all applicable limitations. The 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 the years are certified, extended, and collected. The 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 lawfully available funds of the City are available for the payment of the Bonds and are appropriated for such purpose, the amount of such direct tax upon all of the taxable property in the City shall be reduced by the amount of such other funds so available and appropriated.

Section 9. Maintenance of Sinking Fund. The Sinking Fund previously established by the City is hereby ordered to be continued and maintained as long as any of the Bonds shall remain outstanding. The funds derived from the tax levy required by Section 8 hereof or other lawfully available funds shall be placed in the Sinking Fund and, together with interest collected on the same, are hereby irrevocably pledged for the payment of the principal of and interest on all bonds issued under the General Obligation Act and all Tax-Supported Leases, as defined in the General Obligation Act, as and when the same fall due. Amounts shall be transferred from the Sinking Fund to the Bond Payment Fund at the times and in the amounts required by Section 7 hereof.

Section 10. Sale of Bonds; Award Certificate. The Designated Officers are hereby directed to sell the Bonds to the Purchaser at advertised competitive sale, with the final terms of the Bonds, including the final principal amount of, the principal amortization of, the annual principal maturities or annual sinking fund maturities, the interest rate or rates on the Bonds, the

optional redemption dates, the identity of the Paying Agent and Registrar, and the identity of the Construction Fund Depository described in Section 12 hereof, to be established in accordance with the requirements of Sections 2 through 4 hereof by adoption of the Award Certificate. Each of the Mayor, the City Manager, and the Director of Finance and Support Services of the City is hereby authorized to execute the Award Certificate establishing the terms of the Bonds, without any further action by the Board of Commissioners.

The City shall comply with the requirements of Chapter 66 and Chapter 424 of the Kentucky Revised Statutes by advertising for bids for the purchase of the Bonds. Actions heretofore taken by the City in connection with the preparation of such instruments and the distribution of such information by the City as shall be necessary to accomplish the foregoing, including the preparation of a Preliminary Official Statement and Official Statement, which Preliminary Official Statement and Official Statement shall be deemed final by the Mayor in accordance with Rule 15c2-12 of the Securities and Exchange Commission, are hereby ratified and approved.

Section 11. Registered Owners of Bonds; Transfer; Exchange. As long as any of the Bonds executed and delivered hereunder shall remain outstanding, the Paying Agent and Registrar shall maintain an office for the registration of the Bonds and shall keep books for such registration and transfers at such office. The registered owner of any of the Bonds, as set forth in the registration books maintained by the Paying Agent and Registrar on the fifteenth day preceding an Interest Payment Date, or its assignees, for purposes of this Bond Ordinance, to the extent of its interest, shall be treated as the owner of the applicable Bond and shall be entitled to all rights and security of the owner of the Bonds hereunder.

Upon the surrender of any Bonds at the office of the Paying Agent and Registrar for registration of transfer, together with a written instrument of transfer satisfactory to the Paying Agent and Registrar and duly executed by the registered owner or the registered owner's duly authorized attorney, the Paying Agent and Registrar shall execute and deliver, in the name of the designated transferee or transferees, one or more Bonds of any authorized denomination and of a like tenor and effect.

All Bonds, upon surrender thereof at the office of the Paying Agent and Registrar, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds of any authorized denomination.

In all cases in which the privilege of exchanging or transferring any Bonds is exercised, the Paying Agent and Registrar shall execute and deliver new Bonds in accordance with the provisions of this Section. Every such exchange or transfer of the Bonds, whether temporary or definitive, shall be without charge; provided that the Paying Agent and Registrar may impose a charge sufficient to reimburse it for any tax, fee, or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer.

Section 12. Disposition of Bond Proceeds. The proceeds of the sale of the Bonds shall be deposited, together with other available funds of the City, as follows: (a) accrued interest and a rounding amount, if any, shall be deposited in the Bond Payment Fund; (b) an amount sufficient to pay the costs of issuing the Bonds shall be deposited in a special cost of issuance fund hereby

directed to be established and designated as the “City of Owensboro, Kentucky General Obligation Bonds, Series 2023A – Cost of Issuance Fund” (the “Cost of Issuance Fund”); (c) the remainder of the proceeds shall be deposited in a special construction fund hereby directed to be established and designated as the “City of Owensboro, Kentucky General Obligation Bonds, Series 2023A – Construction Fund” (the “Construction Fund”) to be held by the construction fund depository designated in the Award Certificate (the “Construction Fund Depository”) and used for the acquisition, construction, installation, and equipping of the Project.

Section 13. Further Actions. In connection with the undertaking and implementation by the City of the plan of financing described herein, which undertaking and implementation is hereby expressly directed, the Designated Officers are hereby authorized and directed to take and carry out such further actions as are necessary, desirable, or appropriate to effect such plan of financing, including executing and delivering a financial advisory services agreement with the City’s financial advisor, First Kentucky Securities Corporation, Lexington, Kentucky.

Section 14. Discharge of Bond Ordinance. If the City shall pay or cause to be paid, or there shall otherwise be paid, to the registered owners of the Bonds the total principal and interest due or to become due thereon through the final maturity of the Bonds, in the manner stipulated therein and in this Bond Ordinance, then the pledges made under this Bond Ordinance and all covenants, agreements, and other obligations of the City hereunder shall thereupon cease, terminate, and become void and shall be discharged and satisfied.

Section 15. Severability. If any one or more of the provisions of this Bond 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 of this Bond Ordinance and shall not affect the validity of such other provisions.

Section 16. Inconsistent Actions. All prior ordinances, resolutions, orders, or parts thereof inconsistent herewith are hereby repealed.

Section 17. Open Meetings Compliance. All meetings of the Board of Commissioners and its committees and any other public bodies at which the formal actions in connection with the issuance of the Bonds were taken, or at which deliberations that resulted in such formal actions were held, were open meetings, and such formal actions were taken and any such deliberations took place while such meetings, after proper notice, were open to the public, in compliance with all legal requirements, including Sections 61.810 through 61.850, inclusive, of the Kentucky Revised Statutes.

Section 18. Effective Date. This Bond Ordinance shall become effective immediately upon adoption and publication of a summary thereof, as provided by law.

[Signature page to follow]

SIGNATURE PAGE TO BOND ORDINANCE

**INTRODUCED AND PUBLICLY READ ON FIRST READING ON DECEMBER 6, 2022.**

**PUBLICLY READ, ADOPTED, AND APPROVED ON SECOND READING, THIS DECEMBER 20, 2022.**

CITY OF OWENSBORO, KENTUCKY

By: \_\_\_\_\_  
Thomas H. Watson, Mayor

Attest:

By: \_\_\_\_\_  
Beth Davis, City Clerk

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting City Clerk of the City of Owensboro, Kentucky, and as such City Clerk, I further certify that the foregoing is a true, correct, and complete copy of a Bond Ordinance duly enacted by the Board of Commissioners of the City at a duly convened meeting held on December 20, 2022, 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 the City in my possession and under my control.

Witness my hand as of December 20, 2022.

\_\_\_\_\_  
Beth Davis, City Clerk



EXHIBIT A  
to  
BOND ORDINANCE

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”) to issuer or its agent for registration of transfer, exchange, or payment and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA  
COMMONWEALTH OF KENTUCKY  
CITY OF OWENSBORO, KENTUCKY  
GENERAL OBLIGATION BOND, SERIES 2023A

Number R-[ ]

\$[ ]

| <u>Interest Rate</u> | <u>Maturity Date</u> | <u>Date of<br/>Original Issue</u> | <u>CUSIP</u> |
|----------------------|----------------------|-----------------------------------|--------------|
| [ ]%                 | February 1, 20[ ]    | [ ]                               | 690887 [ ]   |

Registered Owner: Cede & Co.

Principal Amount: [ ] Dollars

KNOW ALL PERSONS BY THESE PRESENTS: That the City of Owensboro, Kentucky (the “City”), for value received, hereby acknowledges itself obligated to, and promises to pay to the Registered Owner identified above, or the registered assigns, 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 of Original Issue specified above, payable each February 1 and August 1, commencing August 1, 2023, at the Interest Rate per annum identified above, calculated on the basis of a 360-day year with twelve 30-day months, except as the provisions hereinafter set forth with respect to prior redemption may be and become applicable hereto. The principal of and interest on this Bond are payable, without deduction for exchange, collection, or service charges, in lawful money of the United States of America. The Principal Amount of this Bond is payable at the designated corporate trust office of [Paying Agent Name], [Paying Agent City], [Paying Agent State], or any successor (the “Paying Agent and Registrar”), upon delivery of this Bond to the Paying Agent and Registrar, or by other transfer of funds acceptable to the Paying Agent and Registrar and the Registered Owner hereof. All interest on this Bond payable prior to the Maturity Date shall be paid by check or draft mailed to the Registered Owner hereof, as of the record date, at the address shown on the registration records kept by the Paying Agent and Registrar, or by other transfer of funds acceptable to the Paying Agent and Registrar and the Registered Owner hereof. The record date shall be the fifteenth day of the month preceding each interest payment date.

This Bond is one of an issue of Bonds of like tenor and effect, except as to denomination and maturity, numbered from R-1 upward, inclusive, of the denomination of \$5,000 or any integral multiple thereof originally aggregating [ ] dollars (\$[ ]) in principal amount, issued for the purpose of (i) financing all or a portion of the costs of the acquisition, construction, installation, and equipping of (a) an indoor sports complex, (b) a transient boat dock located along the Ohio River in downtown Owensboro, (c) a training center for the Owensboro Fire Department, (d) fire station repairs for the Owensboro Fire Department, and (e) various other community development projects (collectively, the “Project”); (ii) paying capitalized interest on the Bonds, if desirable; (iii) paying all or a portion of the cost of credit enhancement for the Bonds, if any; and (iv) paying all or a portion of the costs of issuance of the Bonds, all pursuant to and in full compliance with the general laws of the Commonwealth of Kentucky, particularly Chapter 66 of the Kentucky Revised Statutes, and pursuant to an ordinance duly adopted by the Board of Commissioners of the City on December 20, 2022 (the “Bond Ordinance”) upon the affirmative vote of at least a majority of the members of the Board of Commissioners at a public meeting duly and regularly held, and after filing proper notice with the State Local Debt Officer of the Commonwealth of Kentucky.

This Bond and the issue of which it forms a part is a general obligation of the City and the full faith, credit, and taxing power of the City are pledged to the payments due hereunder. THIS BOND IS CONTINUALLY SECURED BY THE FULL FAITH, CREDIT, AND TAXING POWER OF THE CITY.

The Bonds mature on February 1 of the following years, in the respective principal amounts and bear interest at the following rates of interest:

| <u>Maturity Date</u> | <u>Amount</u> | <u>Interest Rate<br/>Per Annum</u> |
|----------------------|---------------|------------------------------------|
| February 1, 2024     | [\$1,580,000] | [ ]%                               |
| February 1, 2025     | [\$1,625,000] | [ ]%                               |
| February 1, 2026     | [\$1,680,000] | [ ]%                               |
| February 1, 2027     | [\$1,735,000] | [ ]%                               |
| February 1, 2028     | [\$1,790,000] | [ ]%                               |
| February 1, 2029     | [\$1,850,000] | [ ]%                               |
| February 1, 2030     | [\$1,915,000] | [ ]%                               |
| February 1, 2031     | [\$1,980,000] | [ ]%                               |
| February 1, 2032     | [\$2,045,000] | [ ]%                               |
| February 1, 2033     | [\$2,120,000] | [ ]%                               |
| February 1, 2034     | [\$2,200,000] | [ ]%                               |
| February 1, 2035     | [\$2,285,000] | [ ]%                               |
| February 1, 2036     | [\$2,380,000] | [ ]%                               |
| February 1, 2037     | [\$2,475,000] | [ ]%                               |
| February 1, 2038     | [\$2,580,000] | [ ]%                               |
| February 1, 2039     | [\$2,690,000] | [ ]%                               |
| February 1, 2040     | [\$2,805,000] | [ ]%                               |
| February 1, 2041     | [\$2,930,000] | [ ]%                               |
| February 1, 2042     | [\$3,060,000] | [ ]%                               |
| February 1, 2043     | [\$3,195,000] | [ ]%                               |

[INSERT OPTIONAL REDEMPTION TERMS]

[INSERT ANY MANDATORY SINKING FUND REDEMPTION REQUIREMENTS]

At least thirty days before the redemption date of any Bonds, the Paying Agent and Registrar shall cause a notice of such redemption signed by the Paying Agent and Registrar, to be mailed first class, postage prepaid, to all registered owners of the Bonds to be redeemed, at their addresses as they appear on the registration books kept by the Paying Agent and Registrar, but failure to mail any such notice shall not affect the validity of the proceedings for the redemption of any Bonds for which such notice has been sent. Each such notice shall set forth the date fixed for redemption, the redemption price to be paid and, if less than all of the Bonds being payable by their terms on a single date then outstanding shall be called for redemption, the distinctive number or letters, if any, of such Bonds to be redeemed.

On the date so designated for redemption, notice having been mailed in the manner and under the conditions hereinabove provided and moneys for payment of the redemption price being held in the Bond Payment Fund by the Paying Agent and Registrar for the registered owners of the Bonds to be redeemed, (i) the Bonds so called for redemption shall become and be due and payable, at the redemption price provided for the redemption of such Bonds on such date, (ii) interest on the Bonds so called for redemption shall cease to accrue, and (iii) the registered owners of such Bonds shall have no right in respect thereof, except to receive payment of the redemption price thereof.

Notwithstanding the foregoing, any such optional redemption may be conditioned upon funds in an amount sufficient to carry out such optional redemption being deposited with the Paying Agent and Registrar on or before the applicable optional redemption date. Any failure to make such a deposit shall not constitute an event of default under this Bond or the Bond Ordinance, and in such event, the optional redemption shall be cancelled. If the City knows in advance of an applicable optional redemption date that the necessary deposit will not occur, the City shall notify the Paying Agent and Registrar with instructions to give notice of the cancellation of the optional redemption to the registered owner of the Bonds called for optional redemption, and the optional redemption shall be of no force or effect.

No recourse shall be had for the payment of the Principal Amount of or the interest on this Bond or for any claim based hereon against any officer, agent, or employee, past, present, or future, of the City, as such, either directly or through the City, whether by virtue of any constitutional provision, statute, or rule of law, or by the enforcement of any assessment or penalty, or otherwise. All such liability of such officers, agents, or employees of the City is hereby renounced, waived, and released as a condition of and as consideration for the issuance, execution, and acceptance of this Bond.

It is hereby certified (i) that all acts, conditions, and things required to be done, to occur, or to be performed precedent to and in the issuance of this Bond, or in the creation of the obligations of which this Bond is evidence, have been done, have occurred, and have been performed in regular and due form and manner as required by law; (ii) that the full faith, credit, and taxing power of the City are hereby irrevocably pledged for the prompt payment of the Principal Amount hereof and interest hereon; (iii) that the repayment obligation represented by

this Bond is not in excess of any constitutional or statutory limitation; and (iv) that due provision has been made for the levy and collection of a tax sufficient in amount to pay the interest on this Bond as it falls due and to provide for the redemption of this Bond at maturity or upon earlier redemption.

[Signature page to follow]

SIGNATURE PAGE TO BOND

IN WITNESS WHEREOF, the City has caused this Bond to be signed, either manually or by facsimile, in its name by its Mayor and duly attested, either manually or by facsimile, by its City Clerk and an impression or facsimile of the City's seal to be imprinted hereon, all as of the date set forth above.

[Seal]

CITY OF OWENSBORO, KENTUCKY

By: \_\_\_\_\_  
Mayor

Attest:

By: \_\_\_\_\_  
City Clerk

CERTIFICATE OF AUTHENTICATION

This is to certify that this Bond is one of the Bonds described hereinabove.

\_\_\_\_\_  
Authorized Signature  
[Paying Agent Name]  
Paying Agent and Registrar

Date of Authentication: \_\_\_\_\_

## CERTIFICATE

It is hereby certified that the following is a correct and complete copy of the text of the legal opinion of Dinsmore & Shohl LLP, Louisville, Kentucky, regarding the issue of which the within bond is one, the original of which opinion was manually executed, dated, and issued as of the date of delivery of and payment for the issue and a copy of which is on file with the undersigned.

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City Clerk

[FORM OF APPROVING OPINION]

## ASSIGNMENT

The following abbreviations, when used in the inscription on this Bond or in the assignment below, shall be construed as though they were written out in full according to applicable laws or regulations:

|                       |   |   |
|-----------------------|---|---|
| TEN COM               | - | as tenants in common  |
| TEN ENT               | - | as tenants by the entireties  |
| JT TEN                | - | as joint tenants with right of survivorship and not as tenants in common and not as community property    |
| UNIF TRANS<br>MIN ACT | - | _____ Custodian _____<br>(Custodian) (Minor)<br>under Uniform Transfers to Minors Act<br>_____<br>(State) |

Additional abbreviations may be used although not in the above list.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns, and transfers unto:

\_\_\_\_\_  
(please print or typewrite social security number or other identifying number and name and address of transferee)

the within Bond and does hereby irrevocably constitute and appoint \_\_\_\_\_  
\_\_\_\_\_ or its successor as Paying Agent and Registrar to transfer the Bond on the  
books kept for registration thereof with full power of substitution in the premises.  
Signature guaranteed: \_\_\_\_\_

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
NOTE: The signature of the assignor must be guaranteed by an eligible guarantor institution which is a member of or participant in a signature guarantee program, pursuant to Securities and Exchange Commission Rule 17Ad-15 or any successor provision.