

ORDINANCE NO. 2012-7-1

AN ORDINANCE OF THE CITY OF BELLEVUE, KENTUCKY AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF \$3,190,000 (WHICH AMOUNT MAY BE INCREASED BY UP TO \$320,000 OR DECREASED AS NECESSARY OR DESIRABLE) TO REFUND IN ADVANCE OF MATURITY ALL OR A PORTION OF THE OUTSTANDING CITY OF BELLEVUE, KENTUCKY GENERAL OBLIGATION PUBLIC PROJECT BONDS (HARBOR GREENE PROJECT); AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE BONDS; PROVIDING FOR THE PAYMENT AND SECURITY OF THE BONDS; CREATING A BOND PAYMENT FUND; MAINTAINING THE HERETOFORE ESTABLISHED SINKING FUND; AUTHORIZING AN ESCROW TRUST AGREEMENT; AUTHORIZING ACCEPTANCE OF THE BID OF THE BOND PURCHASER FOR THE PURCHASE OF THE BONDS; AND REPEALING INCONSISTENT ORDINANCES.

WHEREAS, the City of Bellevue, Kentucky (the "City"), heretofore issued its \$3,510,000 City of Bellevue, Kentucky General Obligation Public Project Bonds (Harbor Greene Project) (the "Prior Bonds"), the proceeds of which were used to finance the acquisition of certain public projects related to the Harbor Greene development, including the extension and improvement of Berry Avenue, the extension and improvement of Lafayette Avenue, improvements to Fairfield Avenue, streetscape improvements and amenities related to such streets, a public bike path and a parking lot in the vicinity of the development (the "Project");

WHEREAS, the City has determined that the present conditions of the municipal bond market are more favorable than at the time the Prior Bonds were issued and that it is therefore advantageous and in the best interests of the City for the City to proceed with the issuance of General Obligation Refunding Bonds in the approximate principal amount of \$3,190,000 (which amount may be increased by up to \$320,000 or decreased as necessary or desirable) (the "Bonds") to refund, in advance of maturity, all or a portion of the Prior Bonds (the "Refunded Prior Bonds") and to provide for the payment of principal and interest on the unrefunded maturities of the Prior Bonds, to enable the City to realize debt service savings;

WHEREAS, pursuant to the Constitution and Laws of the Commonwealth of Kentucky, and 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 or refunding bonds, subject to the requirements of the General Obligation Act and/or Public Project Act, to pay all or any portion of the costs of financing or refinancing any public project that such city is authorized to acquire, improve or construct; and

WHEREAS, the City desires to refund the Refunded Prior Bonds through the issuance of the Bonds to be sold and awarded to the successful bidder (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 BELLEVUE, AS FOLLOWS:

Section 1 -- Necessity, Authorization and Purpose. The City hereby declares that it is necessary to issue and authorizes the issuance of its General Obligation Refunding Bonds in the approximate principal amount of \$3,190,000, subject to a permitted adjustment (the "Permitted Adjustment") increasing the principal amount of Bonds awarded to the Purchaser thereof by up to \$320,000 or decreasing the principal amount of the Bonds as necessary or desirable, for the purpose of: (i) refunding the Refunded Prior Bonds; (ii) providing for the payment of principal and interest on the unrefunded maturities of the Prior Bonds; and (iii) paying the costs of issuance of the Bonds. The exact principal amount of Bonds to be issued shall be established in the Certificate of Award (as hereinafter defined).

Notwithstanding anything contained in this Bond Ordinance to the contrary, approximately \$3,190,000 of Bonds shall be offered for sale in accordance with the provisions

hereof, and the determination of the best bids for the Bonds shall be made on the basis of all bids submitted for the advertised principal amount of Bonds; provided however, the Permitted Adjustment is reserved in the City hereunder, with such increases or decreases to be made in any principal maturity so that the total principal amount of Bonds awarded to the best bidder may be a maximum of \$3,510,000 or a minimum as necessary or desirable. In the event of 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 Bonds will be sold shall be at the same price per \$1,000 of Bonds as the price per \$1,000 of the advertised principal amount of Bonds bid.

Section 2 -- Form of Bonds. The Bonds shall be issued as fully registered Bonds, shall be designated "General Obligation Refunding Bonds, " shall have a series designation indicating the year in which the Bonds are issued, and shall each express upon their face the purpose for which they are issued, that they are issued under the General Obligation Act and shall be substantially in the form set forth in Annex A.

The Bonds shall be in denominations as requested by the Purchaser or Purchasers, which shall be in integral multiples of five thousand dollars (\$5,000). The Bonds shall each be dated their date of initial issuance and delivery, or such other date as is determined in a certificate of award awarding the Bonds to the Purchaser (the "Certificate of Award") to be executed by the Mayor of the City on the date of the sale of the Bonds.

Interest on the Bonds shall be payable semi-annually on the dates determined in the Certificate of Award (an "Interest Payment Date"), commencing on the date set forth in the Certificate of Award, at the stated interest rate or rates on the principal amount thereof, calculated on the basis of a 360 day year with 30 day months. The Bonds shall be serial or term Bonds maturing, on the dates and in the amounts to be established in the Certificate of Award

after advertised competitive sale of the Bonds based on the interest rates set forth in the successful bid (the "Bid") and the provisions of this Section 2, provided that the final maturity date of the Bonds shall be as set forth in the Certificate of Award but shall be no later than twenty-two (22) years from their date of initial issuance and delivery. The interest rate or rates on the Bonds shall be determined in the Certificate of Award based on the Bid; provided that the aggregate net interest cost of the Bonds shall not exceed six percent (6.00%).

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 Certificate of Award.

The Bonds maturing on and after the first Interest Payment Date that is approximately ten years after the date the Bonds are issued shall be subject to optional redemption prior to their maturity, in whole or in part, and by lot within a maturity, at the election of the City upon 45 days' written notice to the Paying Agent and Registrar (hereinafter defined) at a redemption price equal to the par amount thereof, plus accrued interest to the date of redemption.

At least thirty (30) days before the redemption date of any Bonds, subject to optional or mandatory redemption, the Paying Agent and Registrar (as hereinafter defined) 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 in whole or in part 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 such redemption of 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 having been mailed in the manner 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, the Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Bonds so called for redemption shall cease to accrue, and the registered owners of such Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof.

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 (hereinafter defined) are authorized to execute all documents necessary to accomplish such form of issuance.

Section 3 -- 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 are referred to as "Designated Officers"), and shall bear the manual authenticating signature of an authorized representative of the bank named as the Paying Agent and Registrar for the Bonds in the Certificate of Award (the "Paying Agent and Registrar"). The Designated Officers are further authorized and directed to deliver the Bonds to the Purchaser, upon the terms and conditions provided herein, in the Certificate of Award and in the Bids, receive the proceeds therefor, 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 authorizes and directs the Paying Agent and Registrar to authenticate the Bonds and to deliver the Bonds to the Purchaser upon payment of the purchase price thereof.

Section 4 -- Payment. Payment of or on account of the interest on and principal of the Bonds shall be made directly to the Paying Agent and Registrar for the account of the registered owner. Interest on the Bonds shall be payable by check, mailed to the person whose name appears on the fifteenth day of the month preceding an Interest Payment Date on the bond registration records as the registered owner, on each Interest Payment Date or by other transfer of funds acceptable to such registered owner and the Paying Agent and Registrar. Principal 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 at the time and place of payment 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 such registered owner. 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 5 – Filing. The Designated Officers are hereby authorized to undertake and cause all filings of notices or information which may be required by law to be filed by the City, including, but not limited to, the filing with the State Local Debt Officer required by law.

Section 6 -- 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 General Obligation Refunding Bonds, 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 Sinking Fund (hereinafter defined), on or before the twenty-fifth day of each month which precedes an Interest Payment Date on the Bonds, the amount required to pay principal of and interest due on the Bonds on such Interest Payment Date. The Paying Agent and Registrar shall, without further authorization from the City, withdraw from the Bond Payment Fund, on such Interest Payment Date of the Bonds, the amounts necessary to pay principal of, and interest on, the Bonds to the registered owner of the same.

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, the Paying Agent and Registrar shall (i) notify any agency of the Commonwealth of Kentucky or any political subdivision thereof which may collect and distribute taxes or revenues for the City to seek any available necessary or proper remedial action; and (ii) upon being indemnified against cost and expense, exercise any remedy provided in the Act or at law or in equity for the benefit of the owner of the Bonds or its assignee, and shall disburse all funds so collected to the owners of the Bonds as payment of the Bonds.

Section 7 -- General Obligation. The Bonds shall be full general obligations of the City and, for the payment of said Bonds and the interest thereon, the full faith, credit and revenue 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 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 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 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 8 -- Maintenance of Sinking Fund. There has previously been established a sinking fund with the City in accordance with the requirements of the Act (the "Sinking Fund"), which is hereby ordered to be continued and maintained so long as any Bonds are outstanding. The funds derived from the tax levy required by Section 7 hereof or other lawfully available funds shall be placed in the Sinking Fund and, together with interest collected on the same, are irrevocably pledged for the payment of the interest on and principal of all bonds issued under the Act and Tax-Supported Leases, as defined in the Act, when and as 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 6 hereof.

Section 9 -- Sale of Bonds; Certificate of Award. The Designated Officers are hereby directed to sell the Bonds to the Purchaser at advertised competitive sale, the final principal amount of, the principal amortization of and the interest rate or rates on the Bonds to be established in accordance with the requirements of Sections 1 and 2 hereof and the Certificate of Award. The Mayor of the City is hereby authorized to execute the Certificate of Award without further action of the City Council setting forth the terms of the Bonds and any other provisions required by and not inconsistent with this Bond Ordinance.

Section 10 -- Registered Owner; Transfer; Exchange. As long as the Bonds executed and delivered hereunder shall remain outstanding, the Paying Agent and Registrar shall maintain an office for the registration of such Bonds and shall also keep at such office books for such registration and transfers. The registered owner 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 Bonds and shall be entitled to all rights and security of the owner of the Bonds hereunder.

Upon surrender for registration of transfer of the Bonds at the office of the Paying Agent and Registrar with a written instrument of transfer satisfactory to the Paying Agent and Registrar, 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 the same series 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 the same series of any authorized denomination.

In all cases in which the privilege of exchanging or transferring Bonds is exercised, the Paying Agent and Registrar shall execute and deliver Bonds in accordance with the provisions of this Section. Every such exchange or transfer of 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 11 -- Disposition of Proceeds. The proceeds of the sale of the Bonds shall be deposited, together with other available funds of the City, as follows: (a) the amount necessary to pay the costs of issuing the Bonds shall be deposited to a special cost of issuance fund (the "City of Bellevue, Series 2012 Cost of Issuance Fund") to be held by the Paying Agent and Registrar (the "Cost of Issuance Fund Depository") and used to pay the costs of issuance of the Bonds; and (b) an amount sufficient to refund the Refunded Prior Bonds shall be deposited to the escrow

fund created by the Escrow Trust Agreement (the "Escrow Fund") authorized in Section 12 hereof.

Section 12 -- Authorization of Escrow Trust Agreement. The City shall enter into a certain Escrow Trust Agreement (the "Escrow Trust Agreement") with The Bank of New York Mellon Trust Company, N.A. (the "Escrow Trustee"), for the purpose of providing sufficient funds to advance refund the Refunded Prior Bonds. The Escrow Trustee shall receive compensation for its services in accordance with the Escrow Trust Agreement. The Designated Officers are hereby each separately authorized and directed to execute said Escrow Trust Agreement on behalf of the City.

Section 13 -- Discharge of Bond Ordinance. If the City shall pay or cause to be paid, or there shall otherwise be paid, to the owners of the Bonds the total principal and interest due or to become due thereon through maturity, 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 be discharged and satisfied.

Section 14 -- Designation of Bonds. The City hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, and take such other action as may be necessary, after taking into account reasonable expectations at the time the Bonds are issued, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations prescribed thereunder. The Designated Officers, or any other officer having responsibility with respect to the issuance of the Bonds, are authorized and directed to execute an appropriate certificate on behalf of the City, on the date of delivery of the Bonds, for inclusion in the transcript of

proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

The City designates the Bonds as "qualified tax-exempt obligations" for the purposes set forth in § 265(b)(3) of the Code. The City does not anticipate issuing more than \$10,000,000 of "qualified tax-exempt obligations" during either calendar year 2012.

Section 15 -- Incorporation of Preambles. The preambles of this Ordinance are hereby incorporated as an integral part of this Ordinance, to the same extent as if repeated herein verbatim, it being declared that the statements of fact set forth in such preambles are true and accurate in all respects.

Section 16 -- 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 and shall not affect the validity of such other provisions.

Section 17 -- Inconsistent Actions. All prior ordinances, resolutions, orders or parts thereof inconsistent herewith are hereby repealed.

Section 18 -- Open Meetings Compliance. All meetings of the City Council and of 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 KRS Sections 61.810, 61.815, 61.820 and 61.823.

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

FIRST READING HELD on July 11, 2012.

DULY ADOPTED AFTER SECOND READING on August 8, 2012.

CITY OF BELLEVUE, KENTUCKY

By: _____
Mayor

Attest:

City Clerk

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting City Clerk of the City of Bellevue, Kentucky, and as such City Clerk, I further certify that the foregoing is a true, correct and complete copy of an Ordinance duly enacted by the City Council of the City at a duly convened meeting held on the 8th day of August, 2012, 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 City Clerk of said City as of the ____ day of _____, 2012.

City Clerk

ANNEX A

CITY OF BELLEVUE, KENTUCKY
GENERAL OBLIGATION REFUNDING BOND, SERIES 2012

R-_____ \$_____

<u>INTEREST RATE</u>	<u>DATE OF ORIGINAL ISSUE</u>	<u>MATURITY DATE</u>	<u>CUSIP</u>
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REGISTERED HOLDER:

PRINCIPAL AMOUNT:

KNOW ALL PERSONS BY THESE PRESENTS: That the City of Bellevue, Kentucky (the "City"), for value received, hereby acknowledges itself obligated to, and promises to pay to the registered holder identified above, or registered assigns, the principal sum 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 said principal sum (or, if any part thereof has been paid, the balance thereof remaining unpaid) from the date hereof, payable each _____ 1 and _____ 1, commencing _____ 1, ____, at the Interest Rate per annum identified above, calculated on the basis of a 360 day year with 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. Principal is payable at the principal office of _____, _____, _____, or any successor (the "Paying Agent and Registrar") or by other transfer of funds acceptable to the Paying Agent and Registrar and such owner. All interest on this bond and principal payable prior to the final maturity date shall be payable by check or draft mailed to the record date registered owner hereof 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 such owner. 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 financing: (i) the costs of refunding in advance of maturity the City of Bellevue, Kentucky General Obligation Public Project Bonds, (Harbor Greene Project), [maturing on after _____]; (ii) the payment of principal and interest on the unrefunded maturities of the City of Bellevue, Kentucky General Obligation Public Project Bonds (Harbor Greene Project); and (iii) the costs of issuance of the Bonds, all pursuant to and in full compliance with the general laws of the Commonwealth of Kentucky and particularly Chapter 66 of the Kentucky Revised Statutes, and pursuant to an ordinance duly adopted by the City Council of the City on the 8th day of August, 2012 (the "Bond Ordinance") upon the affirmative vote of at least a majority of the members of its City Council at a public meeting duly and regularly held, and after filing proper notice of the issuance

of the Bonds with the State Local Debt Officer of the Commonwealth of Kentucky required under Section 66.310 of the Kentucky Revised Statutes.

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

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

<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>
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[INSERT ANY MANDATORY SINKING FUND REDEMPTION REQUIREMENTS]

The Bonds maturing on and after _____ 1, 20__ shall be subject to optional redemption prior to their maturity on any date on or after _____ 1, 20__, in whole or in part, and by lot within a maturity, at the election of the City upon 45 days' written notice to the Paying Agent and Registrar (hereinafter defined) at a redemption price equal to the par amount thereof, plus accrued interest to the date of redemption.

At least thirty (30) days before the redemption date of any Bonds 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 in whole or in part 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 such redemption of 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 principal amount and the distinctive number or letters, if any, of such Bonds to be redeemed.

On the date so designated for redemption, notice having been published in the manner 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, the Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Bonds so called for redemption shall cease to accrue, and the registered owners of such Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof.

No recourse shall be had for the payment of the principal 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 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 that all acts, conditions and things required to be done, to occur or 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; that the faith, credit and revenue of the City are hereby irrevocably pledged for the prompt payment of the principal hereof and interest hereon; that the repayment obligation represented by this Bond is not in excess of any constitutional or statutory limitation; and 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.

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, as of the date set forth above.

CITY OF BELLEVUE, KENTUCKY

Mayor

Attest:

City Clerk

CERTIFICATE

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

Dated: _____

_____, Paying Agent and
Registrar

By: _____
Authorized Signature

CERTIFICATE

It is hereby certified that the following is a correct and complete copy of the text of the legal opinion of Peck, Shaffer & Williams LLP, Attorneys, Covington, 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 said issue and a copy of which is on file with the undersigned.

City Clerk

[FORM OF APPROVING OPINION]

ASSIGNMENT

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

TEN COM - as tenants in common UNIF GIFT MIN ACT _____ Custodian _____
TEN ENT - as tenants by the entireties (Cust) (Minor)

under Uniform Gift to Minors

JT TEN - as joint tenants with
right of survivorship and _____
not as tenants Act in (State)
common

Additional Abbreviations may also be used though not in the above list.

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

(Please print or typewrite name and address of transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints:
_____ attorney to transfer the within Bond on the
books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature

In the presence of:

NOTICE: The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.