

CITY OF BELLEVUE

RESOLUTION 2018-08-01

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BELLEVUE, KENTUCKY AUTHORIZING THE EXECUTION OF AN OPEN-END LEASEHOLD MORTGAGE AND SECURITY AGREEMENT (WITH GROUND LESSOR JOINDER).

WHEREAS, the City of Bellevue, Kentucky (the “Issuer”) on May 9, 2018 approved and adopted Resolution No. 2018-05-01 authorizing the issuance of up to \$8,500,000 maximum aggregate principal amount taxable industrial building revenue bonds, Series 2018, in order to assist Kent Lofts, LLC, a Kentucky limited liability company or its assigns to finance the acquisition, construction and equipping of an industrial building facility located within the City of Bellevue, Kentucky known as and having an address at 239 Grandview Avenue, Bellevue, Kentucky and a certain approximate .16 acre parcel on Retreat Street, Bellevue, Kentucky (collectively, the “Property”), and to improve said Property; authorizing the issuance of bonds, providing for the pledge of revenues for the payment of said bonds; authorizing a lease agreement between the City of Bellevue, Kentucky and Kent Lofts, LLC, or its assigns, with respect to the Property; authorizing a trust indenture appropriate for the protection and disposition of such revenues and further to secure the payment of said bonds, authorizing a bond purchase agreement; authorizing a home office payment agreement; and authorizing the execution of an open-end leasehold mortgage and security agreement (with Ground Lessor Joinder) by the City in favor of First Financial Bank, an Ohio state chartered bank; and

WHEREAS, Catalytic Development Funding Corporation of Northern Kentucky, a Kentucky non-profit corporation is also providing a second mortgage loan to Kent Lofts, LLC, or its assigns, with respect to the Property to finance the acquisition, construction and equipping of the building located on the Grandview Avenue parcel and the parking lot on the Retreat Street parcel; and

WHEREAS, Catalytic Development Funding Corporation of Northern Kentucky, a Kentucky corporation, not for profit (“CDFC”) has conditioned its providing such second mortgage financing upon the City of Bellevue, Kentucky executing and delivering at closing in favor of CDFC a fee simple interest in and to the Property under and pursuant to the open-end leasehold mortgage and security agreement to be granted to CDFC;

NOW, THEREFORE, BE IT ORDERED BY THE CITY OF BELLEVUE, KENTUCKY, as follows:

Section 1. Catalytic Development Funding Corporation of Northern Kentucky Documents. The Mayor and City Clerk are hereby authorized and directed to execute such documents as shall be necessary to close the second mortgage financing on the

Property, including but not limited to, an open-end leasehold mortgage and security agreement with ground lessor joinder in favor of the Catalytic Development Funding Corporation of Northern Kentucky, and such other documents as shall be necessary to secure the interest of the Catalytic Development Funding Corporation of Northern Kentucky in and to the Property, and the rents and proceeds thereof.

Section 2. No Personal Liability. No recourse under or upon any obligation, covenant, expectance or agreement contained or referred to in this Resolution in favor of the Catalytic Development Funding Corporation of Northern Kentucky shall be had against any officer as such, past present or future, of the City of Bellevue, Kentucky, or the City itself, of any sum that may be due and payable under and with respect to the loan documents and open-end leasehold mortgage and security agreement to be granted in favor of the Catalytic Development Funding Corporation of Northern Kentucky.

This Resolution shall be signed by the Mayor, attested to by the City Clerk, recorded and be effective upon adoption.

ADOPTED: August 8, 2018

EDWARD RIEHL, MAYOR

ATTEST:

MARY H. SCOTT, CITY CLERK

CERTIFICATE

I, Mary H. Scott, City Clerk for the City of Bellevue, Kentucky (the "City"), certify that the foregoing is a true copy of Resolution No. 2018-___ -___ adopted by the City Council of the City on the 8th day of August, 2018, that all actions taken in connection with the Order/Resolution were in compliance with the requirements of KRS 61.800 to 61.850, and that said Order/Resolution is now in full force and effect, all as appears from the official records of the Board in my custody and under my control.

Witness my hand as City Clerk this ____ day of August, 2018.

Mary H. Scott, City Clerk

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