

ORDINANCE NO. 2020-09-02

AN ORDINANCE OF THE CITY OF BELLEVUE, KENTUCKY AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION PUBLIC PROJECT AND REFUNDING BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$3,500,000 FOR THE PURPOSES OF (I) REFUNDING THE CITY'S OUTSTANDING CITY OF BELLEVUE, KENTUCKY GENERAL OBLIGATION BOND ANTICIPATION NOTES, SERIES 2019, THE PROCEEDS OF WHICH WERE USED TO REFUND THE COSTS OF THE ACQUISITION OF CERTAIN REAL PROPERTY LOCATED WITHIN THE CITY AND (II) PAYING A PORTION OF THE COSTS OF CONSTRUCTING, INSTALLING AND EQUIPPING A PUBLIC PROJECT WITHIN THE CITY COMPRISED OF RETAINING WALLS AND APPURTENANCES RELATED THERETO; APPROVING THE FORM OF THE SERIES 2020 BONDS; AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE SERIES 2020 BONDS; PROVIDING FOR THE PAYMENT AND SECURITY OF THE SERIES 2020 BONDS; CREATING A BOND PAYMENT FUND; MAINTAINING A SINKING FUND; AUTHORIZING THE ACCEPTANCE OF THE BID OF THE BOND PURCHASER FOR THE PURCHASE OF THE SERIES 2020 BONDS AND AUTHORIZING THE COMPETITIVE SALE OF THE SERIES 2020 BONDS; AND REPEALING INCONSISTENT ORDINANCES.

* * * *

WHEREAS, the City of Bellevue, Campbell County, Kentucky (the "City"), is a duly organized city of the home rule class pursuant to Section 156a of the Constitution of the Commonwealth Kentucky, as assigned by the General Assembly in Section 81.005 of the Kentucky Revised Statutes; and

WHEREAS, pursuant to the Constitution and laws of the Commonwealth of Kentucky, and particularly Sections 66.011 *et. seq.*, 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 and refunding bonds, subject to the requirements of the General Obligation and/or Public Project Act, to pay all or any portion of the costs of financing any public project that such city is authorized to acquire or construct; and

WHEREAS, the City has previously issued its City of Bellevue, Kentucky General Obligation Bond Anticipation Notes, Series 2019 (the "Series 2019 Notes"), the proceeds of which were used to refund the City of Bellevue, Kentucky General Obligation Bond Anticipation Notes, Series 2017 (the "Series 2017 Notes") the proceeds of which were used for the purpose of financing the acquisition of certain real property for the City; and

WHEREAS, in 2014, the Federal Emergency Management Agency, by and through the Kentucky Division of Emergency Management, awarded the City a grant in an amount equal to approximately \$2,300,000 (the “FEMA Grant”) to finance a portion of the costs of the installation, construction and equipping of retaining walls adjacent to Bonnie Leslie Avenue, North Sherry Lane and South Sherry Lane to remediate and prevent negative impacts of hillside erosion on residential properties located within the City (the “Retaining Wall Project”); and

WHEREAS, the FEMA Grant requires the City to pay a portion of the costs of the Retaining Wall Project, and the City has determined that it is in the best interest of the City to finance such costs with a portion of the proceeds from the Series 2020 Bonds (defined below); and

WHEREAS, the City has determined that it is in the best interests of the City to sell its City of Bellevue, Kentucky Public Project and Refunding Bonds, Series 2020 in an aggregate principal amount not to exceed \$3,500,000 (the “Series 2020 Bonds”) to (i) refund, in advance of maturity, the Series 2019 Notes and (ii) pay a portion of the costs of the Retaining Wall Project; and

WHEREAS, the Series 2020 Bonds will 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 COUNCIL, CITY OF BELLEVUE, KENTUCKY, AS FOLLOWS:

Section 1. Necessity, Authorization and Purposes of Series 2020 Bonds. The City hereby declares and determines that it is necessary to issue and authorizes the issuance of its City of Bellevue, Kentucky General Obligation Public Project and Refunding Bonds, Series 2020, in an aggregate principal amount not to exceed \$3,500,000, for the purposes of (i) refunding, paying and discharging the Series 2019 Notes, (ii) paying a portion of the costs of the Retaining Wall Project, and (iii) paying the costs of issuance of the Series 2020 Bonds. The exact principal amount of the Series 2020 Bonds shall be established in the Certificate of Award (defined herein). The City further declares and determines that the conditions of the municipal market are such that it is advantageous and in the best interests of the City for the City to proceed expeditiously with the refunding the Series 2019 Notes in advance of their final maturity thereby enabling the City to realize substantial debt service savings.

Section 2. Form of Series 2020 Bonds. The Series 2020 Bonds shall be issued as fully registered bonds, shall be designated “General Obligation Public Project and Refunding Bonds, Series 2020,” shall express upon their face the purpose of which they are issued, that they are issued under the General Obligation Act and shall be substantially in the form attached hereto under Annex A.

The Series 2020 Bonds shall be issued in denominations as requested by the Bond Purchaser or Bond Purchasers, which shall be in integral multiples of five thousand dollars(\$5,000). The Series 2020 Bonds shall be dated the first day of the month in which they are issued or such other date as determined in the certificate of award to be executed by the Mayor (the “Certificate of Award”) awarding the Series 2020 Bonds to the Bond Purchaser.

Interest on the Series 2020 Bonds shall be payable semiannually on the dates set forth in the Certificate of Award (each 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. The Series 2020 Bonds shall be serial Bonds (“Serial Bonds”) or term Bonds (“Term Bonds”) maturing, on the basis of substantially level debt service, or annually on the first day of the month and in the years and amounts to be established in the Certificate of Award after advertised competitive sale of the Series 2020 Bonds based on the interest rates bid in the successful bid (the “Bid”) and the provisions of this Section 2, provided the final maturity date as set forth in the Certificate of Award shall be no later than the date that is twenty-six (26) years from the date of the Series 2020 Bonds established as provided above. The interest rate or rates on the Series 2020 Bonds shall be determined in the Certificate of Award based on the Bid; provided that the aggregate net interest cost of the Series 2020 Bonds shall not exceed four percent (4.00%).

The Series 2020 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 Series 2020 Bonds may be subject to optional redemption prior to maturity as set forth in the Certificate of Award.

At least thirty (30) days before the redemption date of any Series 2020 Bond subject to optional redemption or mandatory sinking fund redemptions the bank or financial institution designated as the paying agent and registrar in the Certificate of Award (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 Series 2020 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 Series 2020 Bonds for which such notice has been sent. Each notice shall set forth the date fixed for redemption, the redemption price to be paid and, if less than all of the Series 2020 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 Series 2020 Bond to be redeemed.

On the date so designated for redemption, notice having been mailed in the manner under the condition hereinabove provided and moneys for the payment of the redemption price being held in the Bond Payment Fund by the Paying Agent and Registrar for the registered owners of the Series 2020 Bonds to be redeemed, the Series 2020 Bonds so called shall become and be due and payable at the redemption price provided for redemption of such Series 2020 Bonds on such date, interest on the Series 2020 Bonds so called for redemption shall cease to accrue, and the registered owners of such Series 2020 Bonds shall have no right in respect to receive payment of the redemption price thereof.

If at the time of mailing of notice of any optional redemption there shall not have been deposited with the Paying Agent and Registrar moneys in an amount sufficient to redeem all the Series 2020 Bonds called for redemption, such notice shall state that it is conditional in that it is subject to the deposit of such moneys with the Paying Agent and Registrar not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited.

The Series 2020 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 Series 2020 Bonds in book-entry-only form, the Designated Officers are authorized to execute all documents necessary to accomplish such form of issuance.

Section 3. Execution and Delivery of the Series 2020 Bonds. The Series 2020 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/Treasurer (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 Paying Agent and Registrar. The Designated Officers are further authorized and directed to deliver the Series 2020 Bonds to the Bond Purchaser, upon the terms and conditions provided herein and in the Certificate of Award, 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 Series 2020 Bonds.

The City authorizes and directs the Paying Agent and Registrar to authenticate the Series 2020 Bonds and to deliver the Series 2020 Bonds to the Bond Purchaser upon execution of the Certificate of Award and payment of the purchase price thereof.

Section 4. Payment. Payment of or on account of the interest on and principal of the Series 2020 Bonds shall be made directly to the Paying Agent and Registrar for the account of the registered owner. Interest on the Series 2020 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 of Series 2020 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 at the time and place of payment upon delivery of the Series 2020 Bonds, as applicable, 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 Series 2020 Bonds to the extent of the sum or sums so paid.

Section 5. Filing and Approvals. The Designated Officers are hereby authorized to undertake and cause all filings of notices or information, and to obtain such other approvals, which may be required by law to be filed or obtained by the City, including, but not limited to, securing the approval of the State Local Debt Officer for the issuance of the Series 2020 Bonds, and all actions heretofore taken in respect thereof are hereby ratified and approved.

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 the General Obligation Public Project and Refunding Bonds, Series 2020 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 (25th) day of each month which precedes an Interest Payment Date, the amount required to pay principal of and interest due 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, the amounts necessary to pay principal of, and interest on, the Series 2020 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 Series 2020 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 General Obligation Act or at law or in equity for the benefit of the owners of the Series 2020 Bonds or their assignees, and shall disburse all funds so collected to the owners of the Series 2020 Bonds as payment of the Series 2020 Bonds.

Section 7. General Obligation Maintenance Sinking Fund. The Series 2020 Bonds shall be full general obligations of the City and, for the payment of said Series 2020 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 Series 2020 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 Series 2020 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 Series 2020 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.

There is hereby established, or the sinking fund heretofore established, by the City (the "Sinking Fund") is hereby ordered to be maintained and continued as long as any of the Series 2020 Bonds shall remain outstanding and unpaid. The funds derived from said tax levy hereby required 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 General Obligation Act and "Tax-Supported Leases," as defined in the General Obligation 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 8 hereof.

Section 8. Award; Certificate of Award. The Designated Officers are hereby directed to sell the Series 2020 Bonds, and may choose to sell the Series 2020 Bonds, to the Bond Purchaser(s) at advertised competitive sale, the final principal amount of, the principal amortization of, the redemption provisions and the interest rate or rates on the Series 2020 Bonds

to be established in accordance with the requirements of Sections 1 and 2 hereof and the Certificate of Award. The Mayor is hereby authorized to execute the Certificate of Award without further action of the City Council setting forth the terms of the Series 2020 Bonds and any other provisions required by and not inconsistent with this Bond Ordinance. The Mayor is hereby further authorized to execute the Certificate of Award without further action of the City Council setting forth the terms of the Series 2020 Bonds and any other provisions required by and not inconsistent with this Bond Ordinance.

Section 9. Registered Owner; Transfer; Exchange. As long as any 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 Series 2020 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 Series 2020 Bonds and shall be entitled to all rights and security of the owner of the Series 2020 Bonds hereunder.

Upon surrender for registration of transfer of the Series 2020 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 Series 2020 Bonds of the same series of any authorized denomination and of a like tenor and effect.

All Series 2020 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 Series 2020 Bonds of the same series of any authorized denomination.

In all cases in which the privilege of exchanging or transferring the Series 2020 Bonds is exercised, the Paying Agent and Registrar shall execute and deliver Series 2020 Bonds, as applicable, in accordance with the provisions of this Section. Every such exchange or transfer of Series 2020 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 10. Disposition of Bond Proceeds. The proceeds of the sale of the Series 2020 Bonds shall be deposited, together with other available funds of the City, as follows: (a) an amount sufficient together with any other available funds of the City, to retire and redeem the Series 2019 Notes upon the delivery and issuance of the Series 2020 Bonds, shall be deposited in the City of Bellevue, Kentucky, General Obligation Bond Anticipation Note, Series 2019 – Note Payment Fund established for the Series 2019 Notes (the “Series 2019 Note Payment Fund”); (b) accrued interest and rounding amount, if any, shall be deposited in the Series 2020 Bond Payment Fund created in Section 6 hereof; (c) an amount sufficient to pay the costs of issuing the Series 2020 Bonds shall be deposited to a special cost of issuance fund hereby directed to be established and

designated as the “City of Bellevue, Kentucky General Obligation Public Project and Refunding Bonds, Series 2020, Costs of Issuance Fund” (the “Costs of Issuance Fund”); and (d) the remainder of the proceeds shall be deposited to the project fund established and designated as the “City of Bellevue, Kentucky General Obligation Public Project and Refunding Bonds, Series 2020, Project Fund” to be held by the financial institution or institutions designated as the depository therefor in the Certificate of Award and used to pay the costs of the Retaining Wall Project.

Section 11. 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 Series 2020 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 12. Tax Covenants; Designation of Bonds. The City covenants that it will restrict the use of the proceeds of the Series 2020 Bonds in such manner and to such extent, if any, as may be necessary so that the Series 2020 Bonds will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). The Designated Officers having responsibility for the issuance of the Series 2020 Bonds shall give an appropriate certificate of the City, for inclusion in the transcript of proceedings for the Series 2020 Bonds, setting forth the reasonable expectations of the City regarding the amount and use of all the proceeds of the Series 2020 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2020 Bonds.

The City further covenants that it (a) will take or cause to be taken such actions that may be required of it for the interest on the Series 2020 Bonds to be and remain excluded from gross income for federal income tax purposes, and (b) will not take or authorize to be taken any actions that would adversely affect that exclusion, and that it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Series 2020 Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely rebate payments to the federal government, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code. The Mayor and other Designated Officers are authorized and directed to take any and all actions, make calculations and rebate payments, and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

Each covenant made in this Section with respect to the Series 2020 Bonds is also made with respect to all issues any portion of the debt service on which is paid from proceeds of the Series 2020 Bonds (and, if different, the original issue and any refunding issues in a series of refundings), to the extent such compliance is necessary to assure exclusion of interest on the Series 2020 Bonds from gross income for federal income tax purposes, and the officers identified above are authorized to take actions with respect to those issues as they are authorized in this Section to take with respect to the Series 2020 Bonds.

The portion of the Series 2020 Bonds used to refund the principal amount of the Series 2019 Notes is deemed designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code, and the balance of the principal amount of the Series 2020 Bonds and any premium thereon are hereby designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code. The City hereby covenants that the City, having no “subordinate entities” with authority to issue obligations within the meaning of that Section of the Code, in or during the calendar year in which the Series 2020 Bonds are issued, (i) will not designate as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code tax-exempt obligations, including the Series 2020 Bonds, in an aggregate principal amount in excess of \$10,000,000 and (ii) will not issue tax-exempt obligations within the meaning of Section 265(b)(4) of the Code, including the Series 2020 Bonds (but excluding any qualified 501(c)(3) bonds as defined in Section 145 of the Code and any obligations that are private activity bonds as defined in Section 141 of the Code), in an aggregate principal amount exceeding \$10,000,000, unless the City receives an opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not cause the Series 2020 Bonds to cease to be “qualified tax-exempt obligations.”

Section 13. 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 14. Inconsistent Actions. All prior ordinances, resolutions or parts thereof inconsistent herewith are hereby repealed.

Section 15. Compliance with Kentucky Revised Statutes. It is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Bond Ordinance were taken in an open meeting of this Council, and that all deliberations of this Council and of any of its committees, if any, that resulted in such formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements of the Kentucky Revised Statutes.

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Section 16. Effective Date. This Bond Ordinance shall become effective immediately upon adoption and publication of a summary thereof, as provided by law.

INTRODUCED AND PUBLICLY READ ON FIRST READING on September 9, 2020

PUBLICLY READ, ADOPTED AND APPROVED ON SECOND READING, this September 17, 2020

CITY OF BELLEVUE, KENTUCKY

By: _____
Hon. Charlie Cleves, Mayor

Attest:

By: _____
Mary H. Scott,
City Clerk/Treasurer

CERTIFICATION

I, Mary H. Scott, the undersigned Clerk/Treasurer, do hereby certify that I am the duly qualified and acting City Clerk/Treasurer of the City of Bellevue, Kentucky, and as such City Clerk/Treasurer, 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 17 day of September, 2020, 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/Treasurer of the City of Bellevue, Kentucky as of the 17 day of September, 2020.

Mary H. Scott,
City Clerk/Treasurer

ANNEX A

REGISTERED
NO. ____

\$ _____

UNITED STATES OF AMERICA

COMMONWEALTH OF KENTUCKY
COUNTY OF CAMPBELL
CITY OF BELLEVUE

General Obligation Public Project and
Refunding Bonds, Series 2020

Interest Rate:

Maturity Date:

Dated Date:

CUSIP Number:

_____% per year

REGISTERED HOLDER: _____

PRINCIPAL AMOUNT: _____

KNOW ALL PERSONS BY THESE PRESENTS, that the CITY OF BELLEVUE, KENTUCKY (the "Issuer"), 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, 20____, 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 [NAME OF PAYING AGENT AND REGISTRAR] (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 holder 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 (15th) 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 [PRINCIPAL AMOUNT] in principal amount, issued for

the purpose of financing (i) the cost of currently refunding in advance of maturity the City of Bellevue, Kentucky General Obligation Bond Anticipation Notes, Series 2019, (ii) a portion of the costs of the installation, construction and equipping of retaining walls adjacent to Bonnie Leslie Avenue, North Sherry Lane and Sherry Lane to remediate and prevent negative impacts of hillside erosion on residential properties within the City 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 Sections 66.011 *et. seq.*, as amended and Sections 58.010 *et. seq.*, as amended, of the Kentucky Revised Statutes, and pursuant to an ordinance duly adopted by the City Council of the City on the 17 day of September, 2020 (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 65.117 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 the 1st day of _____ of the following years, in the respective principal amounts and bear per annum interest at the following rates:

<u>Mandatory</u> <u>Redemption Date</u>	<u>Mandatory Redemption</u> <u>Amount</u>
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The Bonds maturing on and after _____ 1, 20__ are 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 ___ 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 _____ (___) 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 either 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

By: _____

Hon. Charlie Cleves, Mayor

Attest:

By: _____

Mary H. Scott, City Clerk/Treasurer

CERTIFICATE OF AUTHENTICATION

This is Bond No. 1 as described in the Bond Legislation.

Date of Registration and
Authentication:

[NAME OF PAYING AGENT],
as 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 Calfee, Halter & Griswold LLP, Cincinnati, Ohio, 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.

Mary H. Scott,
City Clerk/Treasurer

[FORM OF APPROVING OPINION]

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and irrevocably constitutes and appoints _____ attorney to transfer that Bond on the books for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Series 2020 Bond in every particular, without alteration or any change whatsoever.

INFORMATION REQUIRED FOR REGISTRATION

Name of Transferee: _____

Address of Transferee: _____
