

**RESOLUTION NO. 2, 2021**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PARK HILLS, KENTUCKY, AMENDING RESOLUTION 13, 2019 WHICH RESOLUTION AUTHORIZED THE ISSUANCE OF UP TO \$40,000,000 MAXIMUM AGGREGATE PRINCIPAL AMOUNT TAXABLE INDUSTRIAL BUILDING REVENUE BONDS, SERIES 2019A, AND \$7,000,000 MAXIMUM AGGREGATE PRINCIPAL AMOUNT TAXABLE INDUSTRIAL BUILDING REVENUE BONDS, SERIES 2019B, IN ORDER TO ASSIST PARK POINTE LLC, ASSIGNEE OF CONDOVIEW, LLC TO FINANCE THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF AN INDUSTRIAL BUILDING FACILITY LOCATED WITHIN THE CITY OF PARK HILLS, KENTUCKY AND THE CITY OF COVINGTON, KENTUCKY, AND TO IMPROVE SAID FACILITY; TO AMEND SECTION 11 OF SAID RESOLUTION TO AMEND THE REFERENCE TO THE LENDER TO UNION SAVINGS BANK, AND TAKING OTHER ACTION IN FURTHERANCE THEREOF**

WHEREAS, the City of Park Hills, Kentucky (the “Issuer”) by virtue of the laws of the Commonwealth of Kentucky, including Chapter 103 of the Kentucky Revised Statutes, and other authorities mentioned therein, adopted Resolution 13, 2019 (the “Bond Resolution”) to issue industrial building revenue bonds to provide financing for the Park Pointe Project in the Cities of Park Hills and Covington, Kentucky, being developed by Park Pointe LLC, a Kentucky limited liability company (the “Company” or “Purchaser”); and,

WHEREAS, there is need to amend the Bond Resolution to substitute Union Savings Bank in place of Stock Yards Bank & Trust Company as the Lender to the Company.

NOW, THEREFORE, BE IT ORDERED AND RESOLVED BY THE CITY OF PARK HILLS, KENTUCKY, as follows:

**SECTION I**

1. That Section 11 of the Bond Resolution is amended in full to read as follows:

11. Other Documents. The Mayor and City Clerk are hereby further authorized and directed to execute financing statements, other assignments and any other agreements, documents and instruments as are, in the opinion of bond counsel to the Issuer, necessary or desirable to perfect the pledges set forth in the Indenture and to consummate the transactions provided for in the Indenture, the Agreement and the Bond Purchase Agreement. This authorization to the Mayor and City Clerk to execute other related documents necessary to close the transaction include, but are not limited to, certain documents that may be required of the Lender to the Company, Union Savings Bank, including a Fee and

Leasehold Mortgage, Security Agreement, and Fixture Financing Statement or similar Documents, and other related documents as the same might be otherwise styled.”

2. That the Mayor and City Clerk are hereby authorized to executed any amendments to the Agreement of Lease, Trust Indenture, Bond Purchase Agreement, Home Office Payment Agreement or other Bond documents that may be necessary to effectuate the intent of this Resolution.

3. That except as modified herein the Bond Resolution shall remain in full force and effect.

SECTION II

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

ADOPTED: FEBRUARY 8, 2021.

\_\_\_\_\_  
KATHY ZEMBRODT, MAYOR

ATTEST: \_\_\_\_\_  
JULIE ALIG, CITY CLERK

**CERTIFICATE**

I, Julie Alig, City Clerk for the City of Park Hills, Kentucky (the “City”), certify that the foregoing is a true copy of Resolution No \_\_\_\_\_ adopted by the City Council of the City on the \_\_\_\_\_ day of \_\_\_\_\_, 2021, that all actions taken in connection with the Resolution were in compliance with the requirements of KRS 61.800 to 61.850, and that said Resolution is now in full force and effect, all as appears from the official records of the City in my custody and under my control.

Witness my hand as City Clerk this \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Julie Alig, City Clerk