

RESOLUTION NO. 58, SERIES 2010

A RESOLUTION OF THE FISCAL COURT OF THE COUNTY OF HARDIN, KENTUCKY, AUTHORIZING THE ISSUANCE OF ITS INDUSTRIAL BUILDING REVENUE BONDS, SERIES 2010 (SUNRISE CHILDREN'S SERVICES, INC. PROJECT) IN THE AMOUNT OF UP TO \$5,200,000; FOR THE PURPOSES OF FINANCING AND REFINANCING A PORTION OF THE COSTS OF THE CONSTRUCTION AND REHABILITATION OF RESIDENTIAL TREATMENT FACILITIES FOR ABUSED AND NEGLECTED CHILDREN AND YOUNG ADULTS LOCATED AT GLEN DALE CENTER, 1030 COMMERCE DRIVE, ELIZABETHTOWN, KENTUCKY, CROSSROADS TREATMENT CENTER, 854 TUNNEL HILL CHURCH ROAD, ELIZABETHTOWN, KENTUCKY, AND THE WOODLAWN TRAINING ACADEMY LOCATED AT 1151 PERRYVILLE ROAD, DANVILLE, KENTUCKY, FOR SUNRISE CHILDREN'S SERVICES, INC., A KENTUCKY NON-PROFIT CORPORATION QUALIFIED UNDER INTERNAL REVENUE CODE SECTION 501(c)(3); PROVIDING FOR A PLEDGE AND ASSIGNMENT OF REVENUES TO THE PAYMENT OF SAID BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, A LOAN AGREEMENT AND AN ASSIGNMENT AGREEMENT, AND RECOGNIZING THE BONDS TO BE "BANK QUALIFIED" UNDER SECTION 265 OF THE INTERNAL REVENUE CODE AND TAKING OTHER RELATED ACTIONS.

WHEREAS, the County of Hardin, Kentucky (the "Issuer") a *de jure* county and political subdivision of the Commonwealth of Kentucky (the "Commonwealth") is authorized and empowered under the Industrial Buildings for Cities and Counties Act, Sections 103.200 to 103.285 of the Kentucky Revised Statutes, as amended (the "Act"), to issue its Industrial Building Revenue bonds and lend the proceeds thereof to a private non-profit corporation to finance such corporation's construction, rehabilitation and installation of any "industrial building" (as defined in the Act), including specifically facilities for the use of nonprofit entities in providing healthcare and treatment facilities to the community, in order to accomplish the public purposes of providing healthcare facilities to the community, promoting the economic development and relieving conditions of unemployment, and encouraging the increase of

industry therein, provided that such bonds are payable solely from the loan repayments and other revenues derived from such industrial building and do not constitute an indebtedness of the Issuer within the meaning of the Constitution of the Commonwealth; and

WHEREAS, Sunrise Children's Services, Inc., (the "Corporation"), a Kentucky non-profit corporation organized and existing under the laws of the Commonwealth, desires to finance and refinance a portion of the costs of the construction and rehabilitation of residential treatment facilities for abused and neglected children and young adults located at Glen Dale Center, 1030 Commerce Drive, Elizabethtown, Kentucky, Crossroads Treatment Center, 854 Tunnel Hill Church Road, Elizabethtown, Kentucky, and its facility located at the Woodlawn Campus of Sunrise Children's Services, Inc. located at 1151 Perryville Road, Danville, Kentucky (the "Project"), with total Project costs exceeding Five Million Two Hundred Thousand and no/100 Dollars (\$5,200,000.00); and

WHEREAS, in order to accomplish the public purposes of promoting the economic development of the Commonwealth and providing healthcare facilities to the community, the Issuer considers it necessary and proper to:

- (a) authorize the issuance of its County of Hardin, Kentucky, Industrial Building Revenue Bonds, Series 2010 (Sunrise Children's Services, Inc. Project) (the "Bonds") in the amount of up to \$5,200,000;
- (b) authorize the execution and delivery of the Bond Purchase Agreement hereinafter identified;
- (c) authorize the execution and delivery of the Loan Agreement hereinafter identified;

- (d) authorize the execution and delivery of the Assignment Agreement hereinafter identified;
- (e) the Corporation represents that it does not reasonably anticipate that it will issue more than \$30,000,000 in tax-exempt obligations in the calendar year 2010 and therefore designates the Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B)(ii) of the Internal Revenue Code of 1986; and
- (f) take other related action;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY OF HARDIN AS FOLLOWS:

Section 1. Public Purposes. The Issuer hereby finds and declares that the issuance of the Bonds, as herein provided, will further the public purposes of the Act by promoting the economic development of the Commonwealth, relieving conditions of unemployment, and encouraging the increase of industry therein.

Section 2. Authorization of the Bonds. For the purposes set forth in the preamble hereto, there is hereby authorized and directed:

- (a) the issuance of up to \$5,200,000 of the Bonds;
- (b) the designation of these Bonds as "qualified tax exempt obligations" for the purposes of Section 265(b)(3)(B)(ii) of the Internal Revenue Code of 1986;
- (c) the delivery of the Bonds as provided in the Bond Purchase Agreement hereinafter identified.

Section 3. Authorization of Bond Purchase Agreement. The County Judge/Executive and the County Clerk are hereby authorized and directed to execute, acknowledge, and deliver on behalf of the Issuer a Bond Purchase Agreement (the "Agreement") between the Issuer, as

lender, the Corporation, as borrower, and Branch Banking & Trust Company, as purchaser, the terms of which are incorporated herein by reference.

Section 4. Authorization of Loan Agreement. The County Judge/Executive and the County Clerk are hereby authorized and directed to execute, acknowledge, and deliver on behalf of the Issuer a Loan Agreement (the "Loan Agreement") between the Issuer, as lender, the Corporation, as borrower, the terms of which are incorporated herein by reference.

Section 5. Authorization of Assignment Agreement. The County Judge/Executive and the County Clerk are hereby authorized and directed to execute, acknowledge, and deliver an Assignment Agreement (the "Assignment") from the Issuer, as assignor, and Branch Banking & Trust Company, as assignee, the terms of which are incorporated herein by reference.

Section 6. Execution of Bonds. The Bonds shall be executed in the manner provided in the Bond Purchase Agreement and shall be delivered to the Issuer for proper authentication and delivery by the Issuer to the Purchaser thereof with instructions to that effect, as provided in the Bond Purchase Agreement.

Section 7. County Judge/Executive and Other Officials of Issuer to Take Any Other Necessary Action. Pursuant to the Constitution and laws of the Commonwealth of Kentucky, the County Judge/Executive, the County Clerk and all other appropriate officials of the issuer are hereby authorized and directed to take any and all further action and to execute and deliver all other documents, among Branch Banking & Trust Company, the Corporation and Issuer as may be necessary to effect the issuance and delivery of the Bonds.

Section 8. County Not Liable. THE BONDS SHALL NOT BE A GENERAL OBLIGATION OF THE COUNTY BUT A LIMITED OBLIGATION PAYABLE SOLELY FROM THE AMOUNTS PAYABLE UNDER THE LOAN AGREEMENT AND OTHER

REVENUES OF THE CORPORATION. NEITHER THE COUNTY, THE COMMONWEALTH OF KENTUCKY NOR ANY OTHER POLITICAL SUBDIVISION OF THE COMMONWEALTH SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF OR INTEREST ON SUCH BONDS OR OTHER COSTS INCIDENT THERETO EXCEPT FROM THE REVENUES OF THE CORPORATION PLEDGED THEREFOR. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COUNTY, THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION OF THE COMMONWEALTH IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, OR PREMIUM, IF ANY, OR INTEREST ON THE BONDS OR OTHER COSTS THERETO.

Section 9. Severability. The provisions of this Resolution are severable, and if any section, phrase, or provision hereof shall for any reason be declared invalid or unenforceable, such declaration shall not affect the validity of this Resolution.

Section 10. Prior Conflicting Actions Superseded. To the extent that any ordinance, resolution, order or part thereof is in conflict with the provisions of this Resolution, the provisions of this Resolution shall prevail and be given effect.

Section 11. Effective Date. This Resolution shall be in full force and effect from and after its enactment and publication as provided by law.

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INTRODUCED AND ENACTED ON JUNE 12, 2010.

COUNTY OF HARDIN, KENTUCKY

By 
County Judge/Executive
Harry L. Berry

Attest:


County Clerk
Kenneth L. Tabb
(Seal of Issuer)

CERTIFICATION

I, Kenneth Tabb, the County Clerk of the County of Hardin, Kentucky, do hereby certify that the foregoing is a true, correct copy of Resolution No. 258, Series 2010, relating to the issuance of the County of Hardin, Kentucky, Industrial Building Revenue Bonds, Series 2010 (Sunrise Children's Services, Inc. Project), enacted by the Fiscal Court of the County of Hardin, Kentucky, at its meeting held on June 22, 2010, and is in full force and effect.

Witness my hand this 22 day of June, 2010.

Kenneth L. Tabb
County Clerk
Kenneth L. Tabb