

**HARDIN COUNTY FISCAL COURT
RESOLUTION NO. 2013-082**

**RESOLUTION OF THE FISCAL COURT OF THE COUNTY OF HARDIN,
KENTUCKY AUTHORIZING THE FILING OF A PETITION WITH THE
STATE LOCAL DEBT OFFICER FOR APPROVAL TO ISSUE REVENUE
BONDS FOR THE PURPOSE OF FINANCING ADDITIONS,
IMPROVEMENTS AND EXTENSIONS TO THE COUNTY'S HARDIN
MEMORIAL HOSPITAL**

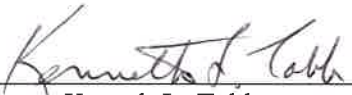
WHEREAS, it is the express intent of the County of Hardin, Kentucky (the "County") to authorize, sell and deliver a proposed issue of County of Hardin, Kentucky Hardin Memorial Hospital Revenue Bonds, Series 2013 (the "Bonds") in an amount not to exceed \$40,000,000 (forty million dollars) to finance certain additions, improvements and extensions to the County's Hardin Memorial Hospital (the "Project"); and

WHEREAS, it is necessary and appropriate for the Hardin County Fiscal Court to authorize the petitioning to the State Local Debt Officer to approve the County's issuance of the Bonds.

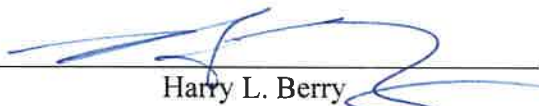
NOW, THEREFORE, IT IS RESOLVED BY THE FISCAL COURT OF THE COUNTY OF HARDIN, COMMONWEALTH OF KENTUCKY, AS FOLLOWS:

1. The Fiscal Court of the County of Hardin, Kentucky does herewith express its intent to cause to have issued the Bonds in an amount not to exceed \$40,000,000 (forty million dollars) to finance the Project.
2. That the County authorizes the County Judge/Executive to execute a Petition to the State Local Debt Officer on behalf of the County requesting the State Local Debt Officer to approve the issuance of the Bonds by the County.
3. This Resolution shall take effect from and after its passage and approval.

Passed and approved on May 28, 2013.



Kenneth L. Tabb
Hardin County Clerk

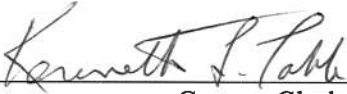


Harry L. Berry
Hardin County/Judge Executive

CERTIFICATE

I hereby certify that I am the County Clerk of the County of Hardin, Kentucky, and that the foregoing Resolution is a true and correct copy of a Resolution passed at a duly convened meeting of the Hardin County Fiscal Court held on May 28, 2013, at which a quorum was present, that said Resolution has not been amended, modified, revoked or repealed, and is now in full force and effect.

IN TESTIMONY WHEREOF, witness my signature as the County Clerk of the County of Hardin, Kentucky this May 28, 2013.



County Clerk
Kenneth L. Tabb

HARDIN COUNTY ORDINANCE NO. 291, SERIES 2013

AN ORDINANCE OF THE FISCAL COURT OF THE COUNTY OF HARDIN, KENTUCKY, RELATING TO THE ISSUANCE OF ITS HOSPITAL REVENUE BONDS, SERIES 2013 TO FINANCE THE ACQUISITION AND CONSTRUCTION OF ADDITIONS, IMPROVEMENTS AND EXTENSIONS TO HARDIN MEMORIAL HOSPITAL; AUTHORIZING A MASTER TRUST INDENTURE; PROVIDING FOR THE PAYMENT OF THE BONDS FROM THE REVENUES OF THE HOSPITAL; AND PROVIDING FOR THE PUBLIC SALE OF THE BONDS AND TAKING OTHER RELATED ACTION.

WHEREAS, the County of Hardin, Kentucky (the "County"), a Kentucky a political subdivision of the Commonwealth of Kentucky (the "Commonwealth") has heretofore acquired and operates the Hardin Memorial Hospital (the "Hospital") for the benefit of the residents of the County and the surrounding area; and

WHEREAS, the County is authorized under KRS Chapter 58 (the "Act"), and particularly KRS 58.020, to issue its revenue bonds for a "public project" for use in the promotion of the public health and welfare of the benefit of the residents of the County and the surrounding area; and

WHEREAS, the proposed acquisition and construction of additions, improvements and extensions to the Hospital (the "Project") constitute a "public project" under the Act; and

WHEREAS, the County may pledge for the amortization of such bonds all revenues derived from the operation of the Hospital, provided that such bonds shall be payable solely from the revenues derived from the Hospital and shall not constitute an indebtedness of the County or the Commonwealth within the meaning of the Constitution and laws of the Commonwealth; and

WHEREAS, the County intends to enter into a Master Trust Indenture with The Bank of New York Mellon Trust Company, N.A. (the "Trustee") for the purpose of providing for the issuance and security of the County's Hardin Memorial Hospital Revenue Bonds, Series 2013 (the "Series 2013 Bonds") for the purposes set forth therein pursuant to supplements thereto (the Master Trust Indenture and the supplements thereto are hereinafter referred to as the "Indenture"); and

NOW, THEREFORE, BE IT ORDAINED BY THE FISCAL COURT OF THE COUNTY OF HARDIN, COMMONWEALTH OF KENTUCKY, AS FOLLOWS:

Section 1. Authorization of Series 2013 Bonds. To enable the County to finance the costs of (i) the Project, (ii) the funding of a debt service reserve and (iii) the costs of issuance of the Series 2013 Bonds, the Fiscal Court hereby authorizes the issuance of the Series 2013 Bonds in an amount not to exceed \$40,000,000 (forty million dollars), to mature or be subject to mandatory sinking fund redemption and to bear interest at such rates as shall be determined by the County as the result of competitive bidding, to be payable out of the revenues the Hospital, to be secured and to have such redemption, sale and other terms and conditions as provided in the Indenture, and otherwise to be in such form and to contain such terms and conditions as the County Judge/ Executive shall approve, his execution of such bonds (which may be by facsimile signature) to be

conclusive evidence of such approval. The County Clerk is hereby authorized to attest the County Judge/Executive's signature on the Series 2013 Bonds (which may be by facsimile signature).

Section 2. Authorization of Indenture. The County Judge/Executive and the President and CEO of the Hospital are hereby authorized and directed to execute, acknowledge and deliver the Indenture and any supplement thereto, with such changes, insertions and omissions as the County Judge/Executive shall approve, his execution thereof to be conclusive evidence of such approval.

Section 3. Authorization of Notice of Bond Sale, Official Terms and Conditions of Sale of Bonds, Official Bid Form and Official Statement. The County Judge/Executive is hereby authorized and directed to execute and cause to be distributed to prospective bidders and purchasers of the Series 2013 Bonds, Official Terms and Conditions of Sale of Bonds, an Official Bid Form and an Official Statement, as recommended by the County's Financial Advisor, J.J.B. Hilliard, W.L. Lyons, LLC and is further authorized and directed to cause to be published, in accordance with Kentucky law, a Notice of Bond Sale, soliciting competitive bids for the purchase of the Series 2013 Bonds.

Section 4. Designation and Approval of Financial Advisor and Bond Counsel. The County concurs in and approves of the selection and designation of J.J.B. Hilliard, W.L. Lyons, LLC, as Financial Advisor and Rubin & Hays, as Bond Counsel, in connection with the issuance of the Series 2013 Bonds.

Section 5. Best Bid for the Series 2013 Bonds. The County Judge/Executive is hereby authorized and directed to execute and accept the bid for the Series 2013 Bonds pursuant to a Certificate Awarding the Bid on the Bonds, executed after the opening of bids for the purchase of the Series 2013 Bonds, which Certificate shall determine, establish and set the aggregate principal amount of Series 2013 Bonds to be issued, the principal maturities of the Series 2013 Bonds and the interest rates on the Series 2013 Bonds, as recommended by the County's Financial Advisor; provided that the true interest cost on the Series 2013 Bonds shall not exceed 6%.

Section 6. Official Statement. The County Judge/Executive and the President/CEO of the Hospital are hereby authorized and directed to execute the Official Statement with respect to the Series 2013 Bonds prepared by the County and the Hospital to be furnished to the purchasers of the Series 2013 Bonds. The distribution of the Official Statement is hereby authorized.

Section 7. Other Action by the County. Provided they incur no general or personal liability thereby, the County's Fiscal Court, the County Judge/Executive, the County Clerk, the Hospital's President and CEO, the Hospital's Vice President of Finance and other officers and agents of the County and the Hospital are hereby authorized to execute such other documents and take such other actions as may be necessary, desirable, convenient or appropriate to implement the issuance of the Series 2013 Bonds and the consummation of the other transactions herein contemplated including, without limitation, the solicitation of offers for the Series 2013 Bonds.

Section 8. Signatures of Officers. If any of the officers whose signatures or facsimile signatures appear on any of the Series 2013 Bonds or the documents associated therewith cease to

be such officers before delivery of the Series 2013 Bonds, such signatures shall nevertheless be valid for all purposes the same as if said officers had remained in office until delivery, as provided in KRS 61.390.

Section 9. Miscellaneous. The provisions of this Ordinance are severable, and if any section, paragraph, clause or provision hereof shall for any reason be declared invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect the validity of the remainder of this Ordinance. All Ordinances, orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed and the provisions of this Ordinance shall prevail and be given effect. This Ordinance shall be in full force and effect from and after its adoption as provided by law.

Section 10. Effective Date. This Ordinance shall take effect from and after its adoption, approval and publication of Notice of Enactment and Summary hereof which publication in summary form is hereby approved and ordered to be made by the County Clerk, pursuant to KRS 67.077 and KRS 424.130.

INTRODUCED AND GIVEN FIRST READING at a duly convened meeting of the Fiscal Court of the County of Hardin, Kentucky, held on May 28, 2013.

GIVEN SECOND READING, ENACTED, APPROVED AND ORDERED PUBLISHED in summary form by the Fiscal Court of the County of Hardin, Kentucky, at a duly convened meeting of the Fiscal Court held on June 11, 2013.

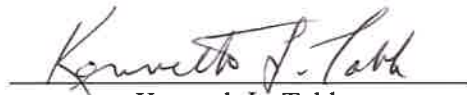
COUNTY OF HARDIN, KENTUCKY

By



Harry L. Berry
Hardin County Judge/Executive

Attest:



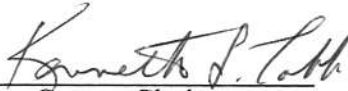
Kenneth L. Tabb
Hardin County Clerk

CERTIFICATE OF COUNTY CLERK

I, Kenneth L. Tabb, hereby certify that I am the duly qualified and acting County Clerk of the County of Hardin, Kentucky, that the foregoing Ordinance is a true copy of an Ordinance introduced and given first reading at a properly convened meeting of said Fiscal Court on May 28, 2013, and given second reading and duly enacted by the Fiscal Court of said County, signed by the County Judge/Executive of said County, and attested by me as County Clerk, at a properly convened meeting of said Fiscal Court held on June 11, 2013, as shown by the official records in my custody and under my control.

I further certify that said meetings were duly held in accordance with all applicable requirements of Kentucky law, including KRS 61.810, 61.815, 61.820 and 61.823, that a quorum was present at each of said meetings, that said Ordinance has not been modified, amended, revoked or repealed, and that same is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as County Clerk and the official seal of the County this June 11, 2013.



County Clerk
Kenneth L. Tabb

(Seal of County)