

RESOLUTION 05-2022

A RESOLUTION OF THE CITY OF HOPKINSVILLE, KENTUCKY AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT AND RELATED INSTRUMENTS RELATED TO ITS ADJUSTABLE RATE DEMAND INDUSTRIAL REVENUE BONDS, SERIES 2013A.

WHEREAS, pursuant to an ordinance heretofore duly adopted by the City Council of the City of Hopkinsville, Kentucky (the "City") on June 4, 2013, the City issued its \$5,000,000 Adjustable Rate Industrial Building Revenue Bonds, Series 2013A (the "Obligations") on June 13, 2013; and

WHEREAS, the proceeds of the Obligations were made available to Riken Elastomers Corporation (the "Conduit Borrower") for the purpose of financing a portion of the costs of acquisition, construction, and equipping of a manufacturing facility located within the geographic territory of the Issuer; and

WHEREAS, interest on the Obligations is exempt from taxation for federal income tax purposes pursuant to Sections 103 and 144(a) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Internal Revenue Service (the "Service") provides a Voluntary Closing Agreement Procedure ("VCAP"), whereby certain violations of the Code potentially impacting the qualification of tax-exempt obligations under the Code may be voluntarily corrected; and

WHEREAS, the Conduit Borrower has requested the City, as the issuer of the Obligations, to utilize VCAP to address a matter related to the Obligations so that the Obligations may remain tax-exempt obligations under the Code.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF HOPKINSVILLE, KENTUCKY:

1. Incorporation of Recitals. The facts and recitations set out in the recitals of this Resolution are adopted and incorporated as a part hereof, and the terms defined in the recitals shall have the same meanings when used herein.
2. Authorization. For the purposes set forth in the recitals hereto, it is hereby authorized and directed that the City utilize the VCAP process, in cooperation with the Conduit Borrower, to address and remedy potential noncompliance of the Obligations with the requirements of the Code.
3. Execution and Delivery of Documents. The Mayor and the City Clerk are each hereby authorized and directed to execute and deliver the following documents on behalf of the City (collectively, the "VCAP Documents"), in the form and substance as the executing officer or officers shall approve, with the advice of

legal counsel, such approval to be conclusively evidenced by the execution and delivery of the VCAP Documents:

- (a) one or more instruments permitting legal counsel for the City and/or the Conduit Borrower to represent the City before the Service and to act before the Service with respect to the Obligations and the VCAP process and settlement;
- (b) one or more instruments requesting the City, for itself and on behalf of the Conduit Borrower, to utilize the VCAP process for the Obligations;
- (c) a closing agreement by and between the Service and the City with respect to the Obligations; and
- (d) any and all other agreements, documents, certifications and instruments necessary to complete the VCAP process with the Service with respect to the Obligations.

4. Source of Funds. All funds utilized in connection with the VCAP application and settlement shall be provided by the Conduit Borrower. The Obligations shall remain special and limited obligations of the City, payable only with the funds provided by the Conduit Borrower under the instruments governing the source of security and payment for the Obligations. All expenses of the City, including expenses of the City's legal counsel and any funds used to effectuate the settlement with the Service in connection with the Obligations, shall be provided by the Conduit Borrower.

5. 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 the remainder of this Resolution.

6. 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.

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

[Signature page to follow]

SIGNATURE PAGE TO RESOLUTION

READ AND ADOPTED THIS ____ DAY OF _____ 2022.

APPROVED: _____
Wendell A. Lynch
Mayor

ATTEST: _____
Christine M. Fletcher, MMC
City Clerk

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting City Clerk of the City of Hopkinsville, Kentucky, and as such City Clerk, I further certify that the foregoing is a true, correct, and complete copy of a Resolution duly adopted by the City Council of the City at a duly convened meeting held on November 1, 2022, 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 of November 1, 2022.

Christine M. Fletcher, MMC
City Clerk