RESOLUTION NO 2012-06

RESOLUTION OF THE TOWN OF ASHLAND CITY, TENNESSEE, AUTHORIZING THE ISSUANCE OF INTEREST BEARING WATER SYSTEM REVENUE AND TAX CAPITAL OUTLAY REFUNDING NOTES, SERIES 2012, IN AN AMOUNT NOT TO EXCEED $226,000, AND PROVIDING FOR THE PAYMENT OF SAID NOTES

WHEREAS, the Town of Ashland City, Tennessee (the "Municipality"), has pursuant to a resolution previously adopted by the Board of Mayor and Council (the "Board"), of the Municipality, heretofore issued that certain $348,000 Water System Revenue and Tax Capital Outlay Note, Series 2007, dated October 10, 2007, which is currently outstanding in the principal amount of $226,000 (the "Series 2007 Note"), the proceeds of the Series 2007 Note having been used for the purpose of financing the improvement, extension, renovation, and expansion of the water system of the Municipality;

WHEREAS, the Series 2007 Note currently matures on October 1, 2012 through October 1, 2019, inclusive, and is subject to redemption prior to its maturity at any time at the price of par, plus accrued interest to the date of redemption;

WHEREAS, the Municipality desires to redeem the outstanding principal amount of the Series 2007 Note maturing October 1, 2013 through October 1, 2019, inclusive, prior to its maturity in order to lower the interest rate payable by the Municipality;

WHEREAS, Title 21, Chapter 9, Part 6, Tennessee Code Annotated, as amended (the "Act"), authorizes the extension, renewal, or refunding of capital outlay notes issued under such statutes upon the approval of the Director of the Office of State and Local Finance for the State of Tennessee;

WHEREAS, a plan of refunding for the Series 2007 Note and a computation of projected cost savings have been submitted to the Director of the Office of State and Local Finance for review as required by the Act, and a report on the plan of refunding has been issued by such Director of State and Local Finance; and,

WHEREAS, the Board of the Municipality finds it is advantageous to the Municipality to authorize the issuance and sale of not to exceed $226,000 Water System Revenue and Tax Capital Outlay Refunding Notes, Series 2012 (the "Notes"), for the purpose of paying and redeeming the Series 2007 Note maturing October 1, 2013 through October 1, 2019, inclusive.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF MAYOR AND COUNCIL OF THE TOWN OF ASHLAND CITY, TENNESSEE, AS FOLLOWS:

Section 1. Authority. The Notes herein authorized shall be issued pursuant to Title 9, Chapter 21, Tennessee Code Annotated, as amended, and other applicable provisions of law.

atmosphere created through window displays, parking areas, signs, sidewalks, street lights and landscaping conveys a visual message about what Main Street is and what it has to offer.

Economic restructuring means finding a new purpose for Main Street's enterprises. By helping existing businesses expand and recruiting new ones to respond to today's market, Main Street programs help convert unused space into productive property and sharpen the competitiveness of business enterprises.

The Main Street approach has eight Guiding Principles that set it apart from other redevelopment strategies:

- Comprehensive. Downtown revitalization is a complex process and cannot be accomplished through a single project. For successful long-term revitalization, a comprehensive approach must be utilized.
- Incremental. Small projects and simple activities lead to a more sophisticated understanding of the revitalization process and help to develop skills so that more complex problems can be addressed and more ambitious projects can be undertaken.
- Self-help. Nobody else will save Main Street. Local leaders must have the desire and will to make the project successful. The National Main Street Center and Tennessee Main Street Program provide direction, ideas and training, but continued and long-term success depends upon the involvement and commitment of the community.
- Public-private partnership. The public and private sectors have a vital interest in the economic health and physical viability of the downtown. Each sector has a role to play and each must understand the other's strengths and limitations to forge an effective partnership.
- Identifying and capitalizing on existing assets. History is on our side. Business districts must capitalize on the assets that make them unique. Every district has unique qualities, such as the distinctive buildings and human scale, which give people a sense of belonging. These local assets must serve as the foundation for all aspects of the revitalization program.
- Quality. Build to last. Quality must be emphasized in every aspect of the revitalization program. This applies equally to each element of the program, from storefront design to promotional campaigns to educational programs.
- Change. Skeptics turn into believers. Almost no one believes Main Street can really turn around, at first. Changes in attitude and practice are slow and definite but necessary to improve current economic conditions. Public support for change will build as the program grows.
- Implementation-oriented. Make a difference today. Activity creates confidence in the program and even greater levels of participation. Frequent, visible changes are a reminder that the revitalization effort is under way—starting small and building on successes.

Section 2. Definitions. Without limiting any other definitions of terms and words in other sections of this Resolution, the following words and terms shall have the meanings indicated unless otherwise plainly apparent from the context:

"Act" means Title 9, Chapter 21, Tennessee Code Annotated, as amended.

"Board" means the Board of Mayor and Council of the Town of Ashland City, Tennessee.

"Code" means the Internal Revenue Code of 1986, as amended, and the applicable regulations of the United States Department of the Treasury promulgated thereunder, as in effect on the date of issuance of the Notes and as hereafter amended, supplemented, or revised insofar as such amendments, supplements, or revisions shall pertain to or affect the Notes.

"Current Expenses" means all expenses incurred by, or on behalf of, the Municipality in connection with the operation, maintenance, repair, insuring, and administration of the System, including, but not necessarily limited to, salaries, wages, the cost of supplies, materials, utilities, and rental payments and the cost of audits, but shall specifically exclude depreciation, amortization, interest on Notes, and expenditures for any capital improvements of the System, the useful life of which is reasonably expected to exceed one year, determined in accordance with generally accepted accounting principles.

"Net Revenues" means for any period, the excess of Revenues of the System over its Current Expenses during such period determined in accordance with generally accepted accounting principles.

"Note" means individually, or "Notes" means collectively, the Water System Revenue and Tax Refunding Notes, Series 2012, of the Municipality authorized by this Resolution of the Board.

"Prior Outstanding Obligations" means the outstanding notes or bonds of the Municipality which are payable from and secured by, at least in part, a pledge of the Net Revenues of the System, which pledge is prior to the pledge securing the Notes, unless the documents authorizing such Notes permit additional Notes to be issued on a parity therewith, in which case the Notes shall be on a parity.

"Revenues" means all receipts, revenues, income, and other monies received by, or on behalf of, the Municipality from, or for, the operation of the System and all rights to receive such receipts, revenues, income, and other monies, whether in the form of accounts receivable, contract rights, or otherwise, and proceeds from insurance against loss of, or damage to, the System, or from any sale or conveyance, in accordance with the terms hereof, of all or part of the System.

"System" means the complete water system of the Municipality and all water system properties of every nature hereafter owned by the Municipality, including all improvements and extensions made by the Municipality while the Notes remain outstanding, and including all real

and personal property of every nature comprising part of or used or useful in connection with the water system and including all appurtenances, contracts, leases, franchises, and other intangibles.

Section 3. Authorization. For the purpose of providing funds to redeem the principal of the Series 2007 Note maturing October 1, 2013 through October 1, 2019, inclusive, there shall be issued pursuant to, and in accordance with, the provisions of Title 9, Chapter 21, Tennessee Code Annotated, as amended, and other applicable provisions of law, the interest bearing capital outlay refunding notes of the Municipality, in the aggregate principal amount of not to exceed $226,000, or such lesser amount as may be determined by the Mayor of the Municipality (the "Mayor") at the time of sale (collectively, the "Notes", individually, the "Note"). The term of the Notes shall not exceed the reasonably expected economic life of the projects financed with the proceeds of the Series 2007 Note, which is hereby certified to be at least the term of the Notes.

The Municipality hereby further certifies that the economic life of the facilities financed with the proceeds of the Series 2007 Note is at least 12 years or more, which was the term of the Series 2007 Note.

Section 4. Terms of the Notes. The Notes shall be designated "Water System Revenue and Tax Capital Outlay Refunding Notes, Series 2012". The Notes shall be issued in registered form, without coupons, in minimum denominations of $5,000. The Notes shall be numbered from 1 upwards, shall be dated the date of issuance and delivery, shall be sold at not less than the par amount thereof, shall bear interest at a rate or rates not to exceed 3% per annum, such interest being payable at such times as agreed upon with the purchaser of such Notes, but in no event less than semiannually each year commencing six months from the dated date or such date as shall be designated by the Mayor (the "Interest Payment Date"), and shall mature not later than October 1, 2019, in the principal amounts and on the dates set forth below:

October 1	Amount
2013	$ 28,000
2014	29,000
2015	31,000
2016	32,000
2017	34,000
2018	35,000
2019	37,000

The Notes shall contain such terms, conditions, and provisions other than as expressly provided or limited herein as may be agreed upon by the Mayor of the Municipality and the purchaser of the Notes.

Interest on the Notes shall be payable by check or other form of draft of the "Note Registrar," as such term is hereinafter defined, deposited by the Note Registrar in the United States mail, first class postage prepaid, in sealed envelopes, addressed to the owners of such Notes, as of the applicable Interest Payment Date, at their respective addresses as shown on the registration books of the Municipality maintained by the Note Registrar as of the close of

business fifteen (15) calendar days preceding the next Interest Payment Date. The principal of all Notes shall be payable upon presentation and surrender of such Notes at the principal office of the Note Registrar. All payments of the principal of and interest on the Notes shall be made in any coin or currency of the United States of America which, on the date of payment thereof, shall be legal tender for the payment of public and private debts.

Section 5. Redemption. The Notes shall have such redemption provisions as are determined by the Mayor and the purchaser of the Notes at the time of the sale of the Notes; provided, however, no redemption premium shall be greater than 1%.

Section 6. Execution. The Notes shall be executed in the name of the Municipality; shall bear the manual signature of the Mayor; shall be countersigned by the Recorder of the Municipality (the "Recorder"), with his or her manual signature; and, shall have printed or impressed thereon the official seal of the Municipality. In the event any officer whose signature appears on the Notes shall cease to be such officer, such signature shall nevertheless be valid and sufficient for all purposes. The Notes shall be issued in typed, printed, or photocopied form, or any combination thereof, substantially in the form attached hereto as Exhibit "A", with such minor changes therein or such variations thereof as the Mayor may deem necessary or desirable, the blanks to be appropriately completed by the Mayor prior to the issuance of the Notes.

Section 7. Registration, Negotiability, and Payment. (a) The Recorder of the Municipality is hereby appointed the note registrar and paying agent (the "Note Registrar"), and as such shall establish and maintain suitable books (the "Registration Books"), for recording the registration, conversion, and payment of the Notes, and shall also perform such other duties as may be required in connection with any of the foregoing. The Note Registrar is hereby authorized to authenticate and deliver the Notes to the original purchaser thereof, or as he or she may designate, upon receipt by the Municipality of the proceeds of the sale thereof and to authenticate and deliver Notes in exchange for Notes of the same principal amount delivered for transfer upon receipt of the Notes to be transferred in proper form with proper documentation as herein described. The Notes shall not be valid for any purpose unless authenticated by the Note Registrar by the manual signature of the Note Registrar on the certificate set forth in Exhibit "A" hereto. The Notes shall be fully registered as to both principal and interest and shall be fully negotiable upon proper endorsement by the registered owner thereof. No transfer of any Notes shall be valid unless such transfer is noted upon the Registration Books and until such Note is surrendered, canceled, and exchanged for a new Note which shall be issued to the transferee, subject to all the conditions contained herein. Principal of the Notes shall be paid at maturity upon presentation or surrender of the Notes at the principal office of the Note Registrar, and payment in such manner shall forever discharge and release the obligation of the Municipality to the extent of the principal and interest so paid.

(b) The Municipality may from time to time at its discretion remove the Note Registrar and appoint a successor Note Registrar to whom all records, documents, and instruments relating to its duties as Note Registrar shall be delivered. Any successor Note Registrar shall be appointed by resolution of the Municipality, and shall be a trust company or bank having the powers of a trust company, having, at the time of such appointment, a combined capital, surplus, and undivided profits aggregating at least Ten Million Dollars ($10,000,000),

and be willing and able to accept the office of Note Registrar on reasonable and customary terms, and authorized by law to perform all duties imposed upon it by this Resolution.

(c) In the event that any amount payable on any Note as interest shall at any time exceed the rate of interest lawfully chargeable thereon under applicable law, then any such excess shall, to the extent of such excess, be applied against the principal of such Note as a prepayment thereof without penalty, and such excess shall not be considered to be interest. All rates of interest specified herein shall be computed on the basis of a three hundred sixty (360) day year composed of twelve (12) months of thirty (30) days each.

Section 8. Exchange of Notes. Notes upon surrender thereof at the office of the Note Registrar, together with an assignment of such Notes duly executed by the registered owner thereof, or his, her, or its attorney or legal representative, may be exchanged for an equal aggregate principal amount of Notes of the same maturity, of any denomination or denominations authorized by this Resolution, and bearing interest at the same rate as the Notes surrendered for exchange.

Section 9. Transfer of Notes. Each Note shall be transferable only on the registration books maintained by the Note Registrar at the principal office of the Note Registrar, upon the surrender for cancellation thereof at the principal office of the Note Registrar, together with an assignment of such Note duly executed by the owner thereof or his, her or its attorney or legal representative, and upon payment of the charges hereinafter provided, and subject to such other limitations and conditions as may be provided therein or herein. Upon the cancellation of any such Note, the Note Registrar shall, in exchange for the surrendered Note or Notes, deliver in the name of the transferee or transferees a new Note or Notes of authorized denominations, of the same aggregate principal amount, maturity, and rate of interest as such surrendered Note or Notes, and the transferee or transferees shall take such new Note or Notes subject to all of the conditions herein contained.

Section 10. Regulations with Respect to Exchanges and Transfers. In all cases in which the privilege of exchanging or transferring Notes is exercised, the Municipality shall execute, and the Note Registrar shall deliver, Notes in accordance with the provisions of this Resolution. For every exchange or transfer of Notes, whether temporary or definitive, the Municipality and the Note Registrar may make a charge, unless otherwise herein to the contrary expressly provided, sufficient to pay for any tax, fee, or other governmental charge required to be paid with respect to such exchange or transfer, all of which taxes, fees, and other governmental charges shall be paid to the Municipality by the person or entity requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Neither the Municipality nor the Note Registrar shall be obligated to exchange or transfer any Note during the fifteen (15) calendar days next preceding any Interest Payment Date.

Section 11. Mutilated, Lost, Stolen, or Destroyed Notes. In the event any Note issued hereunder shall become mutilated, or be lost, stolen, or destroyed, such note shall, at the written request of the registered owner, be canceled on the Registration Books and a new Note shall be authenticated and delivered, corresponding in all aspects but number to the mutilated, lost,

required by law and shall and does hereby pledge to levy such tax. Principal and interest, or any of the foregoing, falling due at any time when there shall be insufficient funds on hand from such tax levy for the payment thereof shall be paid from the general fund or other available funds of the Municipality, but reimbursement therefor may be made from the taxes herein provided when the same shall have been collected. All such taxes levied and collected shall be deposited in a debt service fund for the System and used solely for the payment of principal and interest on the Notes as the same shall become due.

Section 15. Equality of Lien. The punctual payment of principal of and interest on the Notes shall be secured equally and ratably by the Net Revenues of the System without priority by reason of number, time of sale, or execution or delivery, and, subject to the payment of reasonable and necessary costs of operating and maintaining the System and the payment of the Prior Outstanding Obligations, the Net Revenues of the System are hereby irrevocably pledged to the punctual payment of such principal and interest as the same become due.

Section 16. Charges for Services Supplied by the System. While the Notes remain outstanding and unpaid, the Municipality covenants and agrees that it will permit no free service to be furnished to any consumer or user whatsoever, and the charges for all services supplied through the medium of the System to the Municipality and its residents and to all consumers shall be reasonable and just, taking into account and consideration the cost and value of the System and the cost of maintaining, operating, and insuring the System, and the proper and necessary allowances for the depreciation thereof, and the amounts necessary for the payment of principal of, premium, if any, and interest on, the Notes payable from such Revenues, and there shall be charged against all users of the services of the System such rates and amounts as shall be fully adequate to meet the debt service requirements of the Notes.

Section 17. Approval of Director of the Office of State and Local Finance. Anything herein contained to the contrary notwithstanding, no Notes authorized under this Resolution shall be issued, sold, or delivered, unless and until such Notes shall first have been duly approved by the Director of the Office of State and Local Finance of the State of Tennessee as provided by Section 9-21-601 et. seq., Tennessee Code Annotated, as amended. The Mayor, Recorder, Town Attorney, and Bond Counsel are hereby authorized to take or cause to be taken such steps as are necessary to obtain such approval. After the issuance and sale of the Notes, and for each year that any of the Notes are outstanding, the Municipality shall submit its annual budget to the Office of State and Local Finance for approval immediately upon the Municipality's adoption of the budget.

Section 18. Sale of Notes. The Notes herein authorized are authorized to be sold by the Mayor by the informal bid process at a price of not less than par and accrued interest.

Section 19. Disposition of Note Proceeds. The proceeds from the sale of the Notes shall be paid to the official of the Municipality designated by law as the custodian of the funds thereof. Said proceeds shall be used, together with other available funds of the Municipality, to redeem the outstanding principal of the Series 2007 Note on the first available date, but in no event later than eighty-nine (89) days from the date of issuance of the Notes.

stolen, or destroyed Note. Thereafter, should such mutilated, lost, stolen, or destroyed Note or Notes come into possession of the registered owner, such Notes shall be returned to the Note Registrar for destruction by the Note Registrar. If the principal on said mutilated, lost, stolen, or destroyed Note shall be due within fifteen (15) calendar days of receipt of the written request of the registered owner for authentication and delivery of a new Note, payment therefor shall be made as scheduled in lieu of issuing a new Note. In every case the registered owner shall certify in writing as to the destruction, theft, or loss of such Note, and shall provide indemnification satisfactory to the Municipality and to the Note Registrar, if required by the Municipality and the Note Registrar.

Any notice to the contrary notwithstanding, the Municipality and all of the officials, employees, and agents thereof, including the Note Registrar, may deem and treat the registered owners of the Notes as the absolute owners thereof for all purposes, including, but not limited to, payment of the principal thereof, and the interest thereon, regardless of whether such payment shall then be overdue.

Section 12. Authentication. Only such of the Notes as shall have endorsed thereon a certificate of authentication, substantially in the form set forth in Exhibit "A" hereto duly executed by the Note Registrar shall be entitled to the rights, benefits, and security of this Resolution. No Note shall be valid or obligatory for any purpose unless, and until, such certificate of authentication shall have been duly executed by the Note Registrar. Such executed certificate of authentication by the Note Registrar upon any such Note shall be conclusive evidence that such Note has been duly authenticated and delivered under the Resolution as of the date of authentication.

Section 13. Source of Payment and Security. The Notes, including the principal thereof, and the interest thereon, are payable primarily from and secured by a pledge of the Net Revenues to be derived from the operation of the System, and are hereby declared to be equally and ratably secured, subject to a prior pledge of such Net Revenues to Prior Outstanding Obligations, by a pledge of such Net Revenues. In the event a deficiency in such Net Revenues, the Notes shall be payable from ad valorem taxes to be levied for such purpose on all taxable property within the corporate limits of the Municipality without limitation as to time, rate, or amount. Said Notes shall be a direct general obligation of the Municipality, for which the punctual payment of the principal of and interest on the Notes the full faith and credit of the Municipality is hereby irrevocably pledged.

Section 14. Levy of Taxes. For the purpose of providing for the payment of the principal of and interest on the Notes, there is hereby pledged for such payment the Net Revenues derived from the operation of the System subject to the liens of the Prior Outstanding Obligations, in amounts not exceeding the amounts required to make such payments as they come due. In the event of a deficiency in the Net Revenues there shall be levied in each year in which such Notes shall be outstanding a direct tax on all taxable property in the Municipality, fully sufficient to pay all such principal and interest falling due prior to the time of collection of the next succeeding tax levy. Said tax shall be assessed, collected, and paid at the time, and in the same manner, as the other taxes of said Municipality, shall be in addition to all other taxes, and shall be without limitation as to time, rate, or amount. The Board of the Municipality is

Section 20. Designation of Notes as Qualified Tax-Exempt Obligations. The Municipality hereby designates the Notes as "qualified tax-exempt obligations" within the meaning and for the purpose of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended. The Municipality reasonably anticipates that the amount of tax-exempt obligations (other than obligations described in Section 265(b)(3)(C)(ii)) which will be issued during the calendar year by the Municipality (i) any issuer with respect to which the Municipality is deemed to be an "on behalf of" issuer, and (ii) all subordinate entities which are treated as one issuer under Section 265(b)(3)(E) of the Code, will not exceed $10,000,000, and not more than $10,000,000 of obligations issued by the Municipality (together with those issued by any other issuers that are treated as on issuer under such Section 265(b)(3)) during the 2012 calendar year will be designated as "qualified tax-exempt obligations".

Section 21. Non-Arbitrage Certification. The Municipality certifies and covenants with the owners of the Notes that so long as the principal of any Note remains unpaid, monies on deposit in any fund or account in connection with the Notes, whether or not such monies were derived from the proceeds of the sale of the Notes or from any other source, will not be used in a manner which will cause the Notes to be "arbitrage Notes" within the meaning of Section 148 of the Code, and any lawful regulations promulgated thereunder, as the same presently exist, or may from time to time hereafter be amended, supplemented, or revised. The Municipality reserves the right, however, to make any investment of such monies permitted by Tennessee law and this Resolution if, when and to the extent that said Section 148 or regulations promulgated thereunder shall be repealed or relaxed or shall be held void by final decision of a court of competent jurisdiction, but only if any investment made by virtue of such repeal, relaxation, or decision would not, in the opinion of counsel of recognized competence in such matters, result in making the interest on the Notes subject to inclusion in gross income of the owners thereof for federal income tax purposes.

The Municipality covenants that it shall comply with Section 148(f) of the Code, unless legally exempted therefrom and it represents that in the event it shall be required by Section 148(f) of the Code to pay "Rebatable Arbitrage," as defined in the regulations promulgated under the Code, to the United States Government, it will make such payments as and when required by said Section 148(f) and will take such other actions as shall be necessary or permitted to prevent the interest on the Notes from becoming subject to inclusion in federal gross income of the owners of the Notes for purposes of federal income taxation.

Section 22. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the owners of the Notes, and after the issuance of the Notes, no change, variation, or alteration of any kind in the provisions of this Resolution shall be made in any manner, until such time as all installments of the principal of and interest on the Notes shall have been paid in full or the consent of the registered owners of the Notes has been obtained; provided, however, that the Municipality is hereby authorized to make such amendments to this Resolution as will not impair the rights or security of the owners of the Notes.

Section 23. No Action to be Taken Affecting Validity of the Notes. The Municipality hereby covenants and agrees that it will not take any action, that would in any manner affect the validity of the Notes or limit the rights and remedies of the owners from time to time of such Notes. The Municipality further covenants that it will not take any action that will cause the interest on the Notes to be subject to inclusion in gross income of the owners thereof for purposes of federal income taxation.

Section 24. Miscellaneous Acts. The Mayor, the Recorder, and all other appropriate officials of the Municipality are hereby authorized, empowered, and directed to do any and all such acts and things, and to execute, acknowledge, and deliver all such documents, instruments, and certifications, specifically including but not limited to, making arbitrage certifications and executing a note purchase agreement in connection with the purchase of the Notes, in addition to those acts, things, documents, instruments, and certifications hereinbefore authorized and approved, as may in their discretion, be necessary or desirable to implement or comply with the intent of this Resolution; or any of the documents herein authorized and approved; or for the authorization, issuance, and delivery of the Notes and for the prepayment of the Series 2007 Note.

Section 25. Failure to Present Notes. Subject to the provisions of Section 3 hereof, in the event any Note shall not be presented for payment when the principal becomes due at maturity and in the event monies sufficient to pay such Note shall be held by the Note Registrar for the benefit of the owner thereof, all liability of the Municipality to such owner for the payment of such Note shall forthwith cease, terminate, and be completely discharged. Thereupon, the Note Registrar shall hold such monies, without liability for interest thereon, for the benefit of the owner of such Note who shall thereafter be restricted exclusively to such monies for any claim under this Resolution or on, or with respect to, said Note, subject to escheat or other similar law, and any applicable statute of limitation.

Section 26. Payments Due on Saturdays, Sundays, and Holidays. Whenever the interest on or principal of any Note is due on a Saturday or Sunday or, at the place designated for payment, a legal holiday or a day on which banking institutions are authorized by law to close, then the payment of the interest on, or the principal of, such Note need not be made on such date but must be made on the next succeeding day not a Saturday, Sunday, or a legal holiday or a day upon which banking institutions are authorized by law to close, with the same force and effect as if made on the date of maturity; and no interest shall accrue for the period after such date.

Section 27. No Recourse Under Resolution or on Notes. All stipulations, promises, agreements, and obligations of the Municipality contained in this Resolution shall be deemed to be the stipulations, promises, agreements, and obligations of the Municipality and not of any officer, director, or employee of the Municipality in his or her individual capacity, and no recourse shall be had for the payment of the principal of or interest on the Notes or for any claim based thereon or under this Resolution against any officer, director, or employee of the Municipality or against any official or individual executing the Notes.

STATE OF TENNESSEE)
COUNTY OF CHEATHAM)

I, Phyllis Schaeffer, hereby certify that I am the duly qualified and acting Recorder of the Town of Ashland City, Tennessee (the "Municipality"), and, as such official, I further certify as follows: (1) that attached hereto is a copy of a resolution excerpted from the minutes of the meeting of the Board of Mayor and Council (the "Board") of said Municipality held on September 11, 2012; (2) that I have compared said copy with the original minute record of said meeting in my official custody; (3) that said copy is a true, correct, and complete transcript from said original record insofar as said original record relates to, among other matters, the authorization of the issuance of not to exceed $226,000 Water System Revenue and Tax Capital Outlay Refunding Notes, Series 2012, by said Municipality; (4) that the actions by said Board including the aforementioned, at said meeting were promptly and duly recorded by me in a book kept for such purpose; and, (5) that a quorum of the members of said Board was present and acting throughout said meeting.

WITNESS my official signature and the seal of said Municipality this 11th day of September, 2012.

Phyllis Schaeffer
Recorder

(SEAL)

Section 28. Severability. If any section, paragraph, or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, or provision shall not affect any of the remaining provisions hereof.

Section 29. Repeal of Conflicting Resolutions and Effective Date. All resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are, to the extent of such conflict, hereby repealed, and this Resolution shall be in effect as of the date of its adoption the welfare of the Municipality requiring it.

Approved and adopted this 11th day of September, 2012.

Mayor

Attest:

Recorder

EXHIBIT "A"

(FORM OF NOTE)

Registered
No._____

Registered
$

UNITED STATES OF AMERICA
STATE OF TENNESSEE
TOWN OF ASHLAND CITY
WATER SYSTEM REVENUE AND TAX CAPITAL OUTLAY REFUNDING NOTE, SERIES 2012

Interest Rate: Maturity Date: Dated Date:

Registered Owner:

Principal Amount:

THE TOWN OF ASHLAND CITY, TENNESSEE (the "Municipality"), a lawfully organized and existing municipal corporation, for value received, hereby acknowledges itself indebted and promises to pay, as hereinafter set forth, in the manner hereinafter provided, to the Registered Owner identified above, or registered assigns as hereinafter provided, on the Maturity Date identified above, upon the presentation and surrender hereof at the office of the Recorder, Municipal Building, Ashland City, Tennessee, or its successor as registrar and paying agent (the "Note Registrar"), the Principal Amount identified above, and to pay interest on said Principal Amount from the date hereof, or such later date as to which interest has been paid, to the Maturity Date, semiannually on April 1 and October 1 of each year, commencing April 1, 2013, at the Interest Rate per annum set forth above, by check, draft, or warrant to the Registered Owner hereof at the address shown on the registration books of the Note Registrar on the fifteenth (15th) calendar day next preceding an interest payment date, in any coin or currency of the United States of America which on the date of payment thereof is legal tender for the payment of public and private debts.

In the event that any amount payable hereunder as interest shall at any time exceed the rate of interest lawfully chargeable on this note under applicable law, any such excess shall, to the extent of such excess, be applied against the principal hereof as a prepayment thereof without penalty, and such excess shall not be considered to be interest. All rates of interest specified herein shall be computed on the basis of a three hundred sixty (360) day year composed of twelve (12) months of thirty (30) days each.

The principal hereof and interest hereon shall bear interest from and after their respective due dates (whether by acceleration, demand, or otherwise) at the same rate of interest payable on the principal hereof.

Section 9-21-117, Tennessee Code Annotated, as amended, provides that this note and the income therefrom is exempt from all state, county, and municipal taxation in the State of Tennessee, except inheritance, estate, and transfer taxes and except as otherwise provided in said Code.

This note is one of a series of notes known as "Water System Revenue and Tax Capital Outlay Refunding Notes, Series 2012" (the "Notes"), issued by the Municipality in the aggregate principal amount of $226,000. The Notes which are issued for the purpose of paying and redeeming the outstanding principal of that certain Water System Revenue and Tax Capital Outlay Note, Series 2007, dated October 10, 2007, maturing October 1, 2013 through October 1, 2019, inclusive, in the principal amount of $226,000 (the "Series 2007 Note"), the proceeds of the Series 2007 Note having been used for the purpose of financing the improvement, extension, renovation, and expansion of the water system of the Municipality (the "Water System"), are authorized by an appropriate resolution of the Board of Mayor and Council and particularly that certain Resolution of the Board of Mayor and Council adopted on September 11, 2012, as such resolution may be from time to time amended or supplemented in accordance with its terms (such resolution, as so amended or supplemented, being herein called, the "Resolution"), and are issued pursuant to, and in full compliance with, the Constitution and the statutes of the State of Tennessee, including, but not limited to, Title 9, Chapter 21, Tennessee Code Annotated, as amended (the "Act"). Copies of the Resolution are on file at the office of the Recorder of the Municipality, and reference is hereby made to the Resolution and the Act, for a more complete statement of the terms and conditions upon which the Notes are issued thereunder, the rights, duties, immunities, and obligations of the Municipality, and the rights of the Registered Owner hereof.

This Note and interest thereon are secured by a pledge of the income and revenues to be derived from the operation of the Water System subject to the payment of reasonable and necessary costs of operating, maintaining, repairing, and insuring said Water System (the "Net Revenues"), the pledge of such Net Revenues being expressly subject, however, to certain pledges securing the payment of other outstanding obligations of the Municipality heretofore issued by the Municipality. In the event of a deficiency in such Net Revenues, this Note is payable from ad valorem taxes to be levied on all taxable property in the Municipality without limitation as to time, rate, or amount. For the prompt payment of this note, both principal and interest, as the same shall become due, the full faith and credit of the Municipality are hereby irrevocably pledged.

The Municipality has designated the Notes as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

This note is transferable by the Registered Owner hereof in person or by his, her, or its attorney or legal representative at the office of the Note Registrar, but only in the manner and subject to the limitations and conditions provided in the Resolution and upon surrender and cancellation of this note. Upon any such transfer, the Municipality shall execute, and the Note Registrar shall authenticate and deliver in exchange for this note, a new fully registered note or notes, registered in the name of the transferee, in authorized denominations, in an aggregate principal amount equal to the principal amount of this note, of the same maturity and bearing

interest at the same rate. For every transfer of notes, whether temporary or definitive, the Municipality and the Note Registrar may make a charge, unless otherwise herein to the contrary expressly provided, sufficient to pay for any tax, fee, or other governmental charge required to be paid with respect to such transfer, all of which taxes, fees, or other governmental charges shall be paid to the Municipality by the person or entity requesting such transfer as a condition precedent to the exercise of the privilege of making such transfer.

The Municipality and the Note Registrar may deem and treat the person or entity in whose name this note is registered as the absolute owner hereof, whether such note shall be overdue or not, for the purpose of making payment of the principal of and interest on this note and for all other purposes. All such payments so made shall be valid and effectual to satisfy and discharge the liability upon this note to the extent of the sum or sums so paid, and neither the Municipality nor the Note Registrar shall be affected by any notice to the contrary.

The Notes are issuable only as fully registered Notes, without coupons, in minimum denominations of $5,000. At the office of the Note Registrar, in the manner and subject to the limitations, conditions, and charges provided in the Resolution, fully registered Notes may be exchanged for an equal aggregate principal amount of fully registered Notes of the same maturity, of authorized denominations, and bearing interest at the same rate.

Redemption Provisions – to be supplied

This note shall have all the qualities and incidents of, and shall be, a negotiable instrument under, the Uniform Commercial Code of the State of Tennessee, subject only to provisions respecting registration of such note. This note is issued with the intent that the laws of the State of Tennessee shall govern its construction.

It is hereby certified, recited, and declared that all acts and conditions required to be done and to exist precedent to the issuance of, this note in order to make this note a legal, valid, and binding obligation of the Municipality, have been done, and did exist in due time and form as required by the Constitution and statutes of the State of Tennessee; and that this note and the issue of which it is a part, together with all other indebtedness of such Municipality, does not exceed any limitation prescribed by the Constitution or statutes of the State of Tennessee.

IN WITNESS WHEREOF, THE BOARD OF MAYOR AND COUNCIL OF THE TOWN OF ASHLAND CITY, TENNESSEE, has caused this note to be signed by the manual signatures of the Mayor and the Recorder and its official seal, to be impressed or imprinted hereon, all as of Sept. 11, _____, 2012.

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
OFFICE OF STATE AND LOCAL FINANCE
SUITE 1600 JAMES K. POLK STATE OFFICE BUILDING
505 DEADERICK STREET
NASHVILLE, TENNESSEE 37243-1402
PHONE (615) 401-7872
FAX (615) 741-5986

September 5, 2012

Honorable Richard Johnson, Mayor
City of Ashland City
P.O. Box 36
Ashland City, TN 37015

Dear Mayor Johnson:

This letter acknowledges receipt on August 31, 2012, of a request to review a plan of refunding (the "Plan") for an issuance of not to exceed $226,000 Water System Revenue and Tax Refunding Capital Outlay Note, Series 2012 (the "2012 Notes"). The 2012 Notes will refund, an estimated $226,000 Water System Revenue and Tax Capital Outlay Note, Series 2007 (the "Refunded Notes").

Pursuant to the provisions of Title 9, Chapter 21, Tennessee Code Annotated, a plan must be submitted to our Office for review prior to the adoption of a resolution by the governing body of a local government authorizing the issuance of refunding Notes secured, in whole or in part, by the full faith and credit and unlimited taxing power of the City. The information presented in the Plan includes the assertions of the City and may not reflect either current market conditions or market conditions at the time of sale.

City's Proposed Refunding Objective

The 2012 Notes are being issued for debt service savings. The Plan estimates net present value savings of $18,609 or 4.49% of the refunded principal.

Compliance with the City's Debt Management Policy

The City provided a copy of its debt management policy. When the City submits Form CT-0253 within 45 days of issuance of the debt approved in this letter, the City must describe, in specifics, how the debt complies with its Debt Policy. If a copy of the Policy has already been filed with the Office, the City does not have to resubmit a copy of the Policy if it is the current version of the policy.

The Municipal Securities Rule Making Board (MSRB) has released guidance that may impact the City's Policy and may require amendment of the Policy.

Executive Officer or the Chief Financial Officer of the local government regarding these differences, and that the local government was aware of the differences and determined to proceed with the issuance of the debt obligations. Notification to our Office will be necessary only if there is an increase or decrease of greater than fifteen percent (15%) in any of the following: (1) the principal amount of the debt obligations issued; (2) the costs of issuance; (3) the cumulative savings or loss with regard to any refunding proposal. We consider this notification necessary to insure that this Office and officials of the local government are aware of any significant changes that occur with regard to the issuance of the proposed indebtedness.

MSRB Rule G-17

MSRB Rule G-17 requires underwriters and municipal advisors to deal fairly with the City in the conduct of its municipal securities or municipal advisory activities. MSRB Notice 2012-25 on the duties of underwriters to issuers of municipal securities was approved by the Securities and Exchange Commission on May 4, 2012. On August 2, 2012, this interpretive notice to MSRB Rule G-17 on fair dealing became part of federal securities law and underwriters are required to comply with its provisions.

These duties fall into three areas:

- statements and representations to issuers;
- disclosures to issuers; and
- financial aspects of underwriting transactions.

To learn more about the obligations the City's underwriter (if applicable) and municipal advisor have to do, based on these duties, please read the information posted on the MSRB website: www.msrb.org.

Public Debt Entity Report

Enclosed is a revised Form CT-0253 - Report on Debt Obligation. The Form CT-0253 must be filed with the governing body of the public entity issuing the debt not later than forty-five (45) days following the issuance or execution of a debt obligation by or on behalf of any public entity, with a copy (including attachments, if any) filed with the Director of the Office of State and Local Finance either by mail to the address on this letterhead or by email to the address below. No public entity may enter into additional debt if it has failed to file the Report on Debt Obligation.

StateandLocalFinance.PublicDebtForm@cot.tn.gov

Sincerely,

Mary-Margaret Collier

Mary-Margaret Collier
Director of the Office of State & Local Finance

Cc: Mr. Jim Arnette, Director of Local Government Audit, COT
Ms. Linda Mooningham, TMBF

Enclosures (2): Report of the Director of the Office of State & Local Finance, State Form CT-0253, Report on Debt Obligation.

Private Negotiated Sale

The approval of the Office of State and Local Finance is required when a municipality desires to sell refunding General Obligation debt through a negotiated sale process. The Town has requested approval to sell the Refunding Notes through negotiated sale.

This letter constitutes approval to negotiate the sale of the 2012 Notes, conditioned upon the following requirements:

- The Notes are sold with the debt service payment schedule having the same principal repayment schedule as presented in the plan or the principal repayment schedule is accelerated.

- A copy of this letter and the enclosed report shall be provided to all members of the Board of Mayor and Aldermen, be presented at the next meeting of the Board after receipt, and be spread across the face of the minutes of the meeting.

- The Town shall comply with all the requirements of Title 9, Chapter 21 of the Tennessee Code Annotated.

Report of the Review of a Plan of Refunding

Distribute this letter and the enclosed report of the review of the Plan to the members of the Board of Mayor and Aldermen as required by Tennessee Code Annotated Section 9-21-903.

This letter, report, and the Plan are to be placed on the City's website. The same report is to be provided to each member of the Board of Mayor and Aldermen and reviewed at the Public Meeting at which the proposed refunding bond resolution will be presented.

The enclosed report does not constitute approval or disapproval for the proposed plan or a determination that a refunding is advantageous or necessary nor that any of the outstanding obligations should be called for redemption on the first or any subsequent available redemption date or remain outstanding until their respective dates of maturity.

This letter and the enclosed report do not address the compliance with federal tax regulations and are not to be relied upon for that purpose. The City should discuss these issues with a bond counsel.

This report is effective for a period of one hundred and twenty (120) days. If the refunding has not been completed during this time, a supplemental plan of refunding must be submitted to this Office, at that time we will issue a report thereon pursuant to the statutes. In lieu of submitting a supplemental plan, a statement may be submitted to our Office after the 120-day period has elapsed stating that the information contained in the current plan of refunding remains valid. Such statement must be submitted by either the Chief Executive Officer or the Chief Financial Officer of the local government. We will acknowledge receipt of such statement and will issue our letter confirming that this refunding report remains valid for an additional 120-day period. However, with regard to the report currently being issued by this Office, during the initial 120-day period or any subsequent 120-day period no refunding reports will be issued relating to the debt obligations indicated herein as being refunded unless the Chief Executive Officer or the Chief Financial Officer notifies our Office that the plan of refunding which has been submitted is no longer valid.

We recognize that the information provided in the plan submitted to our Office is based on preliminary analysis and estimates, and that actual results will be determined by market conditions at the time of sale of the debt obligations. However, if it is determined prior to the issuance of these obligations that the actual results will be <u>significantly</u> different from the information provided in the plan which has been submitted, and the local government determines to proceed with the issue, our Office should subsequently be notified by either the Chief

REPORT OF THE DIRECTOR OF THE OFFICE OF STATE AND LOCAL FINANCE
CITY OF ASHLAND CITY, TENNESSEE
CONCERNING THE PROPOSED ISSUANCE OF ITS
WATER SYSTEM REVENUE AND TAX CAPITAL OUTLAY NOTE, SERIES 2012

The City of Ashland City (the "City") submitted a plan of refunding (the "Plan"), as required by Tennessee Code Annotated Section 9-21-903 regarding the issuance of not to exceed $226,000 Water System Revenue and Tax Refunding Capital Outlay Note, Series 2012 (the "2012 Notes"). The 2012 Notes will refund, an estimated $226,000 Water System Revenue and Tax Capital Outlay Note, Series 2007 (the "Refunded Notes").

The Plan was prepared with the assistance of the City's proposed lender, the Tennessee Municipal Bond Fund. The City provided a copy of its debt management policy.

Refunding Analysis

- The results for the refunding are based on the assumption that the estimated $226,000 2012 Notes will be sold by negotiated sale and priced at a par.
- Estimated net present value savings is $18,609 or 4.49% of the refunded principal.
- The savings are achieved by reducing the average coupon of the Refunded Notes from 4.80% to 2.78% for the 2012 Notes.
- The proposed 2012 Notes do not extend the maturity schedule of the Refunded Notes.
- Estimated cost of issuance of the 2012 Notes is $500 or $2.21 per $1,000 of par amount for the 2012 Notes.

The County has not identified a financial advisor. Financial Advisors have a fiduciary responsibility to you, the issuer. Underwriters have no fiduciary responsibility to you. They represent the interests of their firm.

This report of the Office of State and Local Finance does not constitute approval or disapproval by the Office for the Plan or a determination that a refunding is advantageous or necessary nor that any of the refunded obligations should be called for redemption on the first or any subsequent available redemption date or remain outstanding until their respective dates of maturity. This report is based on information as presented in the Plan by the City. The assumptions included in the City's Plan may not reflect either current market conditions or market conditions at the time of sale.

This report does not provide broad approval to refund the Refunded Notes in a bond issue other than the proposed 2012 Notes. If all of the Refunded Notes are not refunded as a part of the 2012 Notes, then a new plan will have to be submitted to this Office for review.

Mary-Margaret Collier
Director of the Office of State and Local Finance
Date: September 5, 2012

REPORT ON DEBT OBLIGATION
(Pursuant to Tennessee Code Annotated Section 9-21-151)

1. Public Entity:

Name _____

Address _____

_____

_____

2. Debt Obligation:

- ☐ a. Bond
- ☐ b. CON
- ☐ c. BAN
- ☐ d. GAN
- ☐ e. TRAN
- ☐ f. CRAN
- ☐ g. Capital Lease
- ☐ h. Loan Agreement

Note: Enclose a copy of the executed NOTE FORM if applicable.

3. Security For Debt Obligation:

- ☐ a. General Obligation
- ☐ b. General Obligation+Revenue+Tax
- ☐ c. Revenue
- ☐ d. TIF
- ☐ e. Annual Appropriations

4. Purpose of Issue:

- ☐ a. General Government _____ %
- ☐ b. Education _____ %
- ☐ c. Highways and Streets _____ %
- ☐ d. Public Safety _____ %
- ☐ e. Solid Waste Disposal _____ %
- ☐ f. Industrial Park _____ %
- ☐ g. Manufacturing Facilities _____ %
- ☐ h. Health Facilities _____ %
- ☐ i. Airports _____ %
- ☐ j. Utilities _____ %
  - ☐ i. Water _____ %
  - ☐ ii. Sewer _____ %
  - ☐ iii. Electric _____ %
  - ☐ iv. Gas _____ %
- ☐ k. Refunding or Renewal _____ %
- ☐ l. Other _____ _____ %
  specify

5. Face Amount of Debt Obligation: _____

Premium/Discount: _____

6. Type of Sale:

- ☐ a. Competitive Public Sale
- ☐ b. Informal Bid
- ☐ c. Negotiated Sale
- ☐ d. Loan Program

7. Tax Status:

- ☐ a. Tax Exempt
- ☐ b. Tax Exempt - Bank Qualified
- ☐ c. Taxable

8. Dated Date: _____

9. Issue Date (Closing Date): _____

10. Ratings:

- a. Moody's _____
- b. Standard & Poor's _____
- c. Fitch _____
- d. Unrated _____

11. Interest Cost:

_____ %

- ☐ a. TIC
- ☐ b. NIC
- ☐ c. Variable: Index _____ plus _____ bps
- ☐ d. Other _____

12. Recurring Costs:

- a. Remarketing Agent (bps) _____
- b. Liquidity (bps) _____
- c. Credit Enhancements (bps) _____

CT-0253 (Rev. 12/11)

13. Maturity Dates, Amounts and Interest Rates

Year	Amount	Interest Rate
		%
		%
		%
		%
		%
		%
		%
		%
		%
		%
		%

Year	Amount	Interest Rate
		%
		%
		%
		%
		%
		%
		%
		%
		%
		%
		%

If additional space is needed, attach additional sheet.

14. Repayment Schedule

	This Issue			Total Debt Outstanding	
Year	Cum. Principal Redeemed	% Total		Cum. Principal Redeemed	% Total
1					
5					
10					
15					
20					
25					
30					

15. Itemized Description of the Cost of Issuance

(Round to Nearest Dollar)

		Name of Firm
a. Financial Advisor Fees*		
b. Legal Fees:		
i. Bond Counsel		
ii. Issuer's Counsel		
iii. Trustee's Counsel		
c. Paying Agent Fees and Registration Fees		
d. Trustee Fees		
e. Remarking Agent Fees		
f. Liquidity Fees		
g. Rating Agency Fees		
h. Credit Enhancement Fees		
i. Underwriter's Discount _____%		
i. Take Down		
ii. Management Fee		
iii. Risk Premium		
iv. Underwriter's Counsel		
v. Other Expenses		
j. Printing and Advertising Fees		
k. Issuer Fees		
l. Real Estate Fees		
m. Bank Closing Costs		
n. Other Costs		
Total Costs	$0.00	

*If other costs are included, please itemize

Note: Enclose a copy of the DISCLOSURE DOCUMENT/ OFFICIAL STATEMENT if applicable.

16. Description of Continuing Disclosure Obligations

(Use additional pages if necessary)

Individual Responsible for Completion: _____

Date Annual Disclosure is due: _____

17. Description of Compliance with Written Debt Management Policy:
(Use additional pages if necessary)

18. (If any) Description of Derivative and Compliance with Written Derivative Management Policy:
(Use additional pages if necessary)

19.

Authorized Representative	Preparer
Title	Title
Date	Firm
Email	Date
	Email

20.
Submitted to Governing Body on _____ and presented at its public meeting held on _____

COPY TO: Director - Office of State and Local Finance, 505 Deaderick Street, Suite 1600, James K. Polk State Office Building, Nashville TN 37243-1402

INSTRUCTIONS FOR PREPARATION OF CT-0253
REPORT ON DEBT OBLIGATION
DO NOT ADD TO, DELETE FROM OR CHANGE THIS FORMAT

1. Issuer	Include the full name and address of the public entity. (**This is NOT the bank or lending institution.)**
2. Debt Obligation	Identify the type of debt obligations being issued either as a bond, note [capital outlay (CON), bond anticipation (BAN), grant anticipation (GAN), tax and revenue anticipation (TRAN), or capital revenue anticipation (CRAN)], capital lease or loan agreement. Note: For all notes, attach a copy of the executed Note Form. Form CT-0253 must be filed for any loan from the State Revolving Fund, a Public Building Authority, the Energy Efficient Schools Initiative or the Tennessee Local Development Authority. A line of credit is a CON. A lease/lease purchase includes Certificates of Participation.
3. Security for Debt Obligation	Indicate the security for the debt obligation. Annual appropriations are applicable ONLY to lease/lease purchase obligations.
4. Purpose of Issue	Indicate the purpose(s) of the debt issue. If the debt is issued for multiple purposes, provide the percentage of the amount of debt issued in each category. If final percentages have not been determined for multiple purposes, use reasonable estimates.
5. Face Amount of Debt Obligation	Indicate the face or par amount of debt issued. When debt is issued in multiple series of bonds, a separate Form CT-0253 should be completed for each series (i.e. 2012 Series A, 2012 Series B).
6. Type of Sale	Indicate whether the debt was sold through a competitive sale, negotiated sale or through an agreement under a loan program. If the debt is a loan agreement, specify the name of the loan program, i.e. State Revolving Fund, Tennessee Local Development Authority, Public Building Authority, Energy Efficient Schools Initiative.
7. Tax Status	Indicate whether the interest on the debt is intended to be exempt from federal income taxation. If the debt is both taxable and tax-exempt, a separate Form CT-0253 must be completed for each.
8. Dated Date	Indicate the date of the debt obligation which is the date that interest begins to accrue on the obligation.
9. Issue Date (Closing Date)	Indicate the date that proceeds of the debt obligation are received by the Public Entity.
10. Rating	Specify the rating(s) the debt obligation has been assigned, or indicate that the debt is unrated.
11. Interest Cost	Indicate the interest rate percentage and method used to determine the rate. If the rate is the variable, indicate the first assigned rate specifying the index plus spread. TIC is True Interest Cost. NIC is Net Interest Cost.

12. Recurring Costs	List the ongoing or recurring costs involved in connection with remarketing, liquidity, and credit enhancement, specifying any periodic fees and charges that may be incurred on a per transaction basis. If the periodic fees are not based on the outstanding principal balance of debt, please specify how the fees are calculated.
13. Maturity	Indicate the year that principal is paid, the principal amount maturing in each year and the interest rate for each maturity. Provide the weighted average maturity for the debt.
14. Debt Repayment Schedule	Indicate the cumulative par amount of both this issue and total debt outstanding for this security pledge that will mature in each of the identified years. Use additional lines if necessary.
15. Itemized Description of the Cost of Issuance	Indicate all costs incurred in the initial issuance of the debt, rounded to the nearest dollar. Do not include related costs that may recur on a periodic basis while the debt is outstanding. Amounts reported should include professional fees and any expenses, such as long distance calls or printing costs. If the financial advisor fee includes any other costs such as legal, printing, or rating fees, these costs should be itemized separately. Item (i) is only applicable to a negotiated sale where such costs are incurred. Legal fees not identified separately on the form should be listed in the blank spaces under legal fees. If there are costs that are not identified by categories shown on the form, indicate these in the "other costs" category. If more than one debt issuance is involved, show a pro-rata share of the issue costs on each Form CT-0253. A copy of the final disclosure statement or official statement, if developed, must be included with Form CT-0253.

For Parts 16, 17 and 18, attach additional pages as necessary.

16. Description of Continuing Disclosure Obligations	Briefly describe any continuing disclosure obligations the Public Entity has agreed to make and the documentation of the obligations. Identify the individual responsible for making the disclosures. Indicate the date the annual disclosure is due.
17. Description of Compliance with Written Debt Management and, if Policy	A copy of the current written Debt Management Policy must be included with Form CT-0253 unless it has previously been filed with the Office of State and Local Finance. Debt Policy revisions and amendments also need to be submitted to the Office of State and Local Finance. Indicate how the Debt Obligation Policy complies with the Policy, citing specific sections any, criteria or limitations included in Policy (such as refunding savings, debt ratios, or percentage of variable rate debt outstanding).
18. Description of Derivative and Compliance with Written Derivative Policy	Derivative: If a Derivative is related to the Debt Obligation, include copies of the relevant Letter of Compliance and the current written Derivative Policy with Form CT-0253 unless it has previously been filed with the Office of State and Local Finance. Indicate how the Derivative complies with the Policy, citing specific sections and, if any, criteria or limitations included in the Policy.