

RESOLUTION 1972-3 (CONTINUED)

Principal Amount	\$ 4,750,000.00
Interest to April 1, 1980	1,943,850.00
Redemption premium	58,187.50
Expenses of issuance and sale of refunding bonds	<u>47,962.50</u>
TOTAL	\$6,800,000.00

and

WHEREAS the county is authorized by Sections 5-1101 to 5-1125, inclusive, of Tennessee Code Annotated, and in particular by Section 5-1103(n) thereof, to refund its outstanding bonds:

NOW THEREFORE, Be It Resolved by the Quarterly County Court of Weakley County, Tennessee, as follows:

Section 1. For the purpose of refunding the outstanding \$4,750,000 School Bonds, Series A and Series B, dated October 1, 1970, of Weakley County, Tennessee there shall be issued the negotiable bonds of said county in the principal amount of not exceeding \$6,800,000, which bonds shall bear interest at a rate or rates not exceeding 6% per annum. Said bonds, both principal and interest, shall be payable from as Valorem taxes levied upon all taxable property in said County.

Section 2. The County Court Clerk shall publish this resolution with the appropriate notice as required by law.

Adopted March 14, 1972.

Approved March 14, 1972.

Attest:

/S/ Charles T. Butts
County Court Clerk

(Form of notice to be appended to copy of initial resolution to be published in full once in a newspaper in Weakley County.)

/S/ E. W. Wheeling
County Judge

N O T I C E

The foregoing resolution has been adopted. Unless within ten (10) days from the date of the publication hereof a petition signed by at least ten per cent (10%) of the qualified electors of the County shall have been filed with the County Court Clerk protesting the issuance of the bonds, such bonds will be issued as proposed.

County Court Clerk, Weakley County

It was moved by Esq. Clyde B. Miles that the resolution be adopted. The motion was seconded by Esq. W. H. Dudley, and after due consideration, upon roll call, the following voted: AYE: Esq. John E. Harris, Esq. Joe W. White, Esq. Clyde B. Miles, Esq. W. M. Stow, Esq. Dayle L. Windsor, Esq. George C. Hearn, Esq. E. L. Lemonds, Esq. R. H. Pearson, Esq. W. H. Dudley, Esq. Denton Bell, Esq. J. H. Bell, Esq. Joe C. Hunt, Esq. S. T. Bowlin, Esq. Junius White
NAY: None
ABSENT: Esq. Viron P. Beard, Esq. Tom D. Copeland, Esq. Gerald Freeman, Esq. Wesley Perkins, Esq. W. E. Hornbeak; Esq. Jack Huggins, Esq. R. A. Bell
NOT VOTING: None

The County Judge thereupon declared said resolution adopted.

PUBLICATION NOTICE

Esq. E. L. Lemonds made a motion that the foregoing notice of publication be put in the Dresden Enterprise. The motion was seconded by Esq. Junius White. Upon being put to a voice vote, same carried unanimously.

RESOLUTION 1972-4

The following resolution was introduced and read in full:

RESOLUTION providing for the details of \$6,800,000 Refunding Bonds of Weakley County, Tennessee, and providing for the sale thereof and the levy of taxes in connection therewith.

WHEREAS this Quarterly County Court did on March 14, 1972, adopt an initial resolution under the provisions of Sections 5-1101 to 5-1125, inclusive, of Tennessee Code Annotated authorizing the issuance of not exceeding \$6,800,000 bonds of Weakley County for the purpose of refunding the outstanding \$4,750,000 School Bonds, Series A

RESOLUTION 1972-4 (CONTINUED)

and Series B, dated October 1, 1970 (hereinafter called the "Outstanding Bonds") of said county; and

WHEREAS in order to provide funds in an amount sufficient to pay (a) the entire \$4,750,000 principal amount of the Outstanding Bonds, (b) the redemption premiums on the Outstanding Bonds, in the amount of \$58,187.50, on the prior redemption thereof in the manner hereinafter provided for, (c) the interest in the aggregate amount of \$1,943,850 due and payable on the Outstanding Bonds to and including April 1, 1980, the first date upon which the Outstanding Bonds are callable prior to maturity, and (d) the expenses of the issuance and sale of the refunding bonds herein authorized, in an amount not exceeding \$47,962.50, including the reasonable and necessary fees of financial and legal advisers, it is now considered necessary and desirable to provide for the issuance and sale of said refunding bonds in the principal amount of \$6,800,000: NOW, THEREFORE, Be It Resolved by the Quarterly County Court of Weakley County, Tennessee, as follows:

Section 1. Authority. The bonds herein authorized shall be issued pursuant to Sections 5-1101 to 5-1125, inclusive, of Tennessee Code Annotated, including particularly Section 5-1103 (n) of Tennessee Code Annotated, and other applicable provisions of law.

Section 2. Authorization and Terms of Bonds. The bonds authorized by the initial resolution adopted on March 14, 1972 and referred to in the preamble hereto shall be sold and issued in the principal amount of \$6,800,000. Said bonds shall be designated "Refunding Bonds", shall be dated April 1, 1972, shall be of \$5000 denomination each, shall be numbered 1 to 1360, inclusive, and shall mature serially in numerical order on April 1 of each year as follows:

<u>Years</u>	<u>Amounts</u>	<u>Bond Numbers</u>
1974	\$ 35,000	1 - 7
1975	35,000	8 - 14
1976	30,000	15 - 20
1977	25,000	21 - 25
1978	120,000	26 - 49
1979	165,000	50 - 82
1980	2,920,000	83 - 666
1981	310,000	667 - 728
1982	310,000	729 - 790
1983	340,000	791 - 858
1984	340,000	859 - 926
1985	365,000	927 - 999
1986	365,000	1000 - 1072
1987	390,000	1073 - 1150
1988	390,000	1151 - 1228
1989	410,000	1229 - 1310
1990	250,000	1311 - 1360

Bonds maturing on and after April 1, 1981 shall be subject to redemption prior to maturity at the option of the county as a whole, or in part in inverse numerical order, on April 1, 1980 or on any interest payment date thereafter at the principal amount thereof, accrued interest to the date of redemption and a premium for each bond so redeemed in the amount of one fourth of one per cent (1/4 of 1%) of the principal amount for each year or fraction thereof intervening between the date of redemption and the maturity date of such bond. Notice of intended redemption shall be given by publication of an appropriate notice one time in a financial newspaper or journal published in the City of New York, New York, and by registered mail to the bank or banks at which the bonds are payable. All such redemption notices shall be given not less than 30 days nor more than 180 days prior to the date fixed for redemption.

The bonds shall bear interest at a rate or rates not exceeding 6% per annum, the exact rates to be determined when the bonds are sold, payable semiannually on April 1 and October 1 of each year, beginning October 1, 1972; shall be payable in lawful money of the United States of America at the First National Bank of Memphis, Memphis, Tennessee; shall be signed by the County Judge and countersigned by the County Court Clerk under the seal of his office; and the interest coupons to be attached thereto shall be executed by said officials, by the execution of said bonds, shall adopt as and for their official signatures their respective facsimile signatures appearing on said coupons.

Section 3. Negotiability The bonds shall be fully negotiable and shall not be registrable.

Section 4. Source of Payment. The bonds shall be payable from taxes to be levied on all taxable property in the county without limitation as to rate or amount.

Section 5. Form of Bond and Coupon. The bonds and attached coupons shall be in substantially the following form, the blanks to be appropriately completed when the bonds are printed:

(Form of Bond)

United States of America
State of Tennessee
WEAKLEY COUNTY
Refunding Bond

RESOLUTION 1972-4 (CONTINUED)

shall be outstanding, in amounts sufficient for that purpose. Principal or interest coming due at any time when there shall be insufficient funds on hand from such taxes to pay the same shall be paid promptly when due from the general fund or other available funds of the county, and reimbursement shall be made to such fund or funds in the amount of the sums thus advanced when taxes provided for that purpose shall have been collected.

Section 7. Sale of Bonds. The bonds shall be sold by the County Judge at public sale to the highest and best bidder. Advertisement of such sale shall be by publication of proper notice one time at least 14 days prior to the sale date in the Dresden Enterprise, a newspaper published and having general circulation in Weakley County, and in The Daily Bond Buyer, a financial journal published in New York, New York. Subject to the approval of the Finance Committee of Weakley County, the action of the County Judge in consummating said sale and fixing the interest rate or rates on the bonds in accordance with the best bid submitted for said bonds, but not exceeding the maximum interest rate herein provided, shall be binding upon the county and this Quarterly County Court, and no further action by this court shall be necessary in relation thereto.

Section 8. Application of Bond Proceeds. From the principal proceeds from the sale of the bonds, an amount not exceeding \$47,962.50 shall be expended for the purpose of paying all legal, fiscal and other incidental expenses incurred in connection with the issuance of the bonds and the refunding of the Outstanding Bonds. The balance of the principal proceeds from the sale of the bonds shall, simultaneously with the delivery of the bonds, be deposited in trust as provided in Section 9 hereof.

Section 9. Trust Fund for Outstanding Bonds. For the purpose of providing for the payment of the principal of and interest and redemption premiums on the Outstanding Bonds, the amount of \$6,752,037.50 from the proceeds of the sale of the bonds shall be deposited in trust with a bank or trust company in the State of Tennessee that shall be a member of Federal Deposit Insurance Corporation, to be applied to the following purposes:

(a) For the redemption on April 1, 1980 of all of the Outstanding Bonds maturing after said redemption date, (b) for the retirement at maturity of such principal amounts, of the Outstanding Bonds as shall mature on and prior to said redemption date, and (c) for the payment of interest accrued and to accrue on each of the Outstanding Bonds to and including said redemption date or date of earlier retirement at maturity, as the case may be. The amount so deposited in trust shall be invested in time deposits evidenced by certificates of deposit in the bank or trust company holding said trust fund, and/or in time deposits evidenced by certificates of deposit in one or more banks or trust companies in Tennessee, each of which shall be a member of Federal Deposit Insurance Corporation, which time deposits shall be fully secured by direct obligations of the United States of America with some other bank or trust company, in such a manner that the amount so deposited will be sufficient, without the need for any further investment or reinvestment, to retire at maturity or to redeem on April 1, 1980 all of the Outstanding Bonds and to pay interest accrued and to accrue thereon to and including said redemption date or date of earlier retirement at maturity, as the case may be. Such amount and the income from or increment on such investments shall be applied solely to the payment of the principal of and interest and redemption premiums on the Outstanding Bonds; provided, however, that when the Outstanding Bonds and interest thereon shall have been paid in full, or at any time prior thereto, as long as sufficient funds therefor shall have been set aside and remain in said trust fund, any surplus in said trust fund may be transferred to the county's sinking fund and applied to the payment of the principal of and interest on its bonded indebtedness, including the bonded indebtedness evidenced by the bonds herein authorized.

For the purpose of giving effect to the foregoing provisions of this Section 9, the execution and delivery by the County Judge and the County Court Clerk of a Trust Agreement substantially in the form attached hereto as Exhibit A, the blanks to be appropriately completed after the bonds herein authorized shall have been sold, is hereby authorized and approved. No major portion of the proceeds of the bonds herein authorized shall be used, directly or indirectly, in such manner as to cause any of such bonds to be an "arbitrage bond" within the meaning of Section 103 (d) (2) of the Internal Revenue Code of 1954, as amended.

The county hereby represents to the purchasers and holders from time to time of the bonds herein authorized that not exceeding \$151,025.97 of the proceeds of the Outstanding Bonds remains unexpended as of the date of adoption of this resolution, pending the application of such proceeds to the payment of the cost of the school projects for which the Outstanding Bonds were issued, and that none of the proceeds of the Outstanding Bonds has heretofore been invested in such manner as to produce a yield to any extent higher than the yield on the Outstanding Bonds; and the county hereby covenants with said purchasers and holders that none of the proceeds of the Outstanding Bonds will hereafter be invested in such manner as to produce a yield to any extent higher than the yield on such Outstanding Bonds.

Section 10. Call for Redemption of Outstanding Bonds. In the event the County Judge accepts a bid for the purchase of the refunding bonds authorized by

RESOLUTION 1972-4 (CONTINUED)

this resolution, and enters into a contract or contracts for obtaining secured certificates of deposit in the manner contemplated by the provisions of Section 9 hereof and the Trust Agreement therein authorized, the county hereby elects to call for redemption and payment on April 1, 1981, all of the Outstanding Bonds maturing on and after April 1, 1981, in accordance with the redemption provisions applicable thereto as set forth in the Outstanding Bonds and in the resolution adopted by this Quarterly County Court on October 12, 1970, pursuant to which the Outstanding Bonds were issued and are now outstanding. Upon the happening of such events, the County Court Clerk is authorized and directed (without further action on the part of the Quarterly County Court) to cause to be given, prior to the date of delivery of the refunding bonds authorized by this resolution, an appropriate notice of redemption of the Outstanding Bonds conforming to the requirements set forth in said bonds and in said resolution of October 12, 1970, with reference to the redemption on April 1, 1980 of the Outstanding Bonds. The County Court Clerk shall also deliver to the trustee under the Trust Agreement authorized by Section 9 hereof a signed copy of such notice to be given again not less than 30 days nor more than 180 days prior to April 1, 1980, in accordance with the provisions of said Trust Agreement. The giving of notice of redemption prior to the delivery of the bonds herein authorized is hereby declared to be the official act of the county in calling the Outstanding Bonds for redemption; and the subsequent giving of such notice of redemption is declared to be solely for the purpose of serving as a reminder to the holders of the Outstanding Bonds so called for redemption, so that if, for any reason, there should be a failure to give such notice again not less than 30 days nor more than 180 days prior to the redemption date, such failure shall not serve to invalidate, cancel, rescind or in any way affect the redemption of the Outstanding Bonds.

SECTION 11. Severability. If any section, paragraph, clause, or provision of this resolution shall be held to be invalid or ineffective for any reason, the remainder of this resolution shall remain in full force and effect, it being expressly hereby found and declared that the remainder of this resolution would have been adopted by this Quarterly Court despite the invalidity of such section, paragraph, clause or provision.

Section 12. Repeal of Conflicting Resolutions and Effective Date. All orders or resolutions in conflict herewith are hereby repealed insofar as such conflict exists, and this resolution shall take effect immediately upon its passage, the public welfare requiring it. Adopted March 14, 1972.
Approved March 14, 1972.

Attest:

/S/ Charles T. Butts
County Court Clerk/S/ E. W. Wheeling
County Judge

It was moved by Esq. W. M. Stow and seconded by Esq. John E. Harris that the foregoing resolution be adopted, and upon vote being taken, the following Justices voted: AYE: ESQUIRES: John E. Harris, Joe W. White, Clyde B. Miles, W. M. Stow, Dayle L. Windsor, George C. Hearn, E. L. Lemonds, R. H. Pearson, W. H. Dudley, Denton Bell, J. H. Bell, Joe C. Hunt, S. T. Bowlin, Junius White.

NAY: NONE

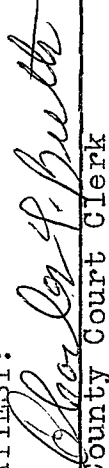
ABSENT: ESQUIRES: Viron P. Beard, Tom D. Copeland, Gerald Freeman, Wesley Perkins, W. E. Hornbeak, Jack Huggins, R.A. Bell.

NOT VOTING: NONE

Thereupon the County Judge declared said resolution adopted.

There being no further business, Esq. J. W. White made a motion to adjourn this meeting of the Weakley County Quarterly Court. Esq. Joe Hunt duly seconded the motion, adjourning this Special Called Session of the Weakley County Quarterly Court.

ATTEST:


County Court Clerk


County Judge