

City of Memphis

TENNESSEE

A C WHARTON, JR.
MAYOR

September 3, 2013

The Honorable Shea Flinn, Chairman
Personnel, Intergovernmental & Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Flinn:

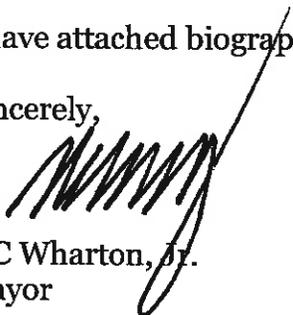
Subject to Council approval, it is my recommendation that:

LeAndre Gibson

be reappointed to the Memphis City Beautiful Commission with a term
expiring June 30, 2015.

I have attached biographical information.

Sincerely,


A C Wharton, Jr.
Mayor

ACW/lar

c: Council Members



City of Memphis

BIOGRAPHICAL INFORMATION APPOINTMENT TO BOARD/COMMISSION

Memphis City Beautiful
BOARD/COMMISSION

Name: Andre Gibson Race Blk M F

E-Mail Address: andregibson@gmail.com Fax N/A

Profession/Employer: Heifer International

Business Address: World Avenue Little Rock zip 72707 Phone: (501) 907-2600

Education: Georgia Tech / University of Memphis

Name of Spouse: N/A Number of Children: 1

Home Address: 314 Clower Road Phone: 494-5908

City: Memphis State: TN Zip: 38109

I certify that I am a resident of the City of Memphis (Unincorporated areas and surrounding counties are not considered). Yes or No If yes, how long? 9 yrs

Professional Organization/Associations: N/A

Other Organizations/Association: N/A

Other Interests: Travel, cooking

Signature [Handwritten Signature] Date 8/1/13

LEANDRE M. GIBSON

314 Clower Road Memphis, TN 38109 | 901.679.3837 | andregibson@gmail.com

SUMMARY OF QUALIFICATIONS

A tireless community organizer and volunteer with a key focus on green issues and youth involvement in civic activities. Has served in many Board of Director roles in the past. A quality professional with experience in drafting and indoctrinating a quality policy. Significant experience as an ISO-certified internal auditor.

PROFESSIONAL INFORMATION

BUCKMAN USA

Memphis, TN

Jan 2005 - Present

Systems Integration Administrator, Compliance

- Responsible for new product integration, product specifications and testing methods, maintenance of product information within Buckman's ERP system.
- Key internal auditor and member of Quality Compliance team, responsible for maintenance of ISO 9000 Quality policy and procedures.
- Manager of several websites/databases on company Intranet, aggregating key information, forms, and policies for internal stakeholders.
- Tasked to roll out new automated tools to spur efficiency and tracking for key Buckman processes.
- Recognized as key volunteer within Buckman's community relations efforts.

COMMUNITY EXPERIENCE

Memphis City Beautiful Commission

Memphis, TN

July 2006 - Present

Memphis City Beautiful Commissioner / Chair of Memphis City Beautiful Commission

- Appointed by Mayor, Approved by City Council
- Logged many volunteer hours on community cleanup projects, leadership roles.
- Provided leadership in conceiving/coordinating high-profile events for MCBC (i.e. GreenUP! Memphis Festival 2010)
- Appointed Chair by Fellow Commissioners in June 2010, re-appointed as Chair June 2011.

Memphis Urban League Young Professionals

Memphis, TN

Jan 2008 - Present

Board of Director / Chair of Civic Engagement & Advocacy

- Appointed to Board based on leadership potential shown as an active member.
- As CE&A chair, was responsible for providing the organization a full calendar of fulfilling, yet strategic community service activities.
- Provided MULYP members with access to local elected officials & leaders, to inspire young professionals, and to promote accountability for leaders.
- Planned informational events to provide members with knowledge of how local government & civic enterprises work, and to highlight access points for younger people to be involved.
- Elected Vice-President effective January 1, 2011.

MEMBERSHIPS/AFFILIATIONS

- Leadership Memphis - Executive Program Class of 2008
- Rosewood Hotels' National 30 Under 30 Recipient - 2010
- MPACT Memphis (former Board of Director)
- NEXUS Leaders Class of 2007
- Local Coordinator for Marshall Memorial Fellowship
- Buckman USA United Way Campaign

EDUCATION

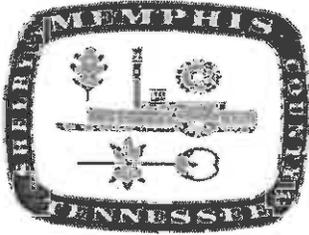
South Carolina GSSM • GEORGIA INSTITUTE OF TECHNOLOGY • THE UNIVERSITY OF MEMPHIS

**CITY BEAUTIFUL COMMISSION
35 Member Board
(2) yrs. Staggering Terms**

Acuff, Virginia 'Ginger'	F/W	06-30-14	2yr. Term
Alexander, John O.	M/W	06-30-13	2yr. Term
Allen Jr., Jake	M/B	06-30-14	2yr. Term
Crase, Dixie R.	F/W	06-30-13	2yr. Term
Daniel, Drew	M/W	06-30-14	2yr. Term
Gibson, LeAndre 'Andre'	M/B	06-30-13	2yr. Term
Glenn, Andrèe	F/B	06-30-13	2yr. Term
Hall, Ken	M/W	06-30-13	2yr. Term
Henslee, Lou	F/W	06-30-13	2yr. Term
Lerner, Syd	M/W	06-30-13	2yr. Term
McLaughlin, Frederick	M/W	06-30-14	2yr. Term
Reilly, Deni Carr	F/W	06-30-13	2yr. Term
Smith, Bethany	F/W	06-30-14	2yr. Term
Smith, Michelle	F/B	06-30-14	2yr. Term
Thomas, Daphne	F/B	06-30-14	2yr. Term
Trippel, Andrew J.	M/W	06-30-13	2yr. Term
Virgilio, Damone	M/W	06-30-13	2yr. Term
Waring, Anne	F/W	06-30-13	2yr. Term
Wells, Valesa S. J.	F/B	06-30-14	2yr. Term
Wild, Jo Boone	F/W	06-30-13	2yr. Term

ATTENDANCE

		3-Jun-13	11-Apr-13	5-Feb-13	4-Dec-12	2-Oct-12	14-Aug-12
John	Alexander	1	0	1	1	0	1
Andre	Gibson	1	0	1	1	0	1
Ken	Hall	exc	1	1	1	0	1
Lou	Henslee	exc	1	1	1	1	1
Syd	Lerner	exc	1	1	1	1	exc
Deni Carr	Reilly	exc	0	exc	0	0	1
Andrew	Trippel	1	exc	1	1	exc	1
Damone	Virgilio	1	1	1	1	0	1



Memphis City Council Summary Sheet

CIP Project #PW04096

1. A resolution to appropriate \$3,000,000.00 in General Obligations from CIP Project #PW04096, Anti-Blight Initiative to fund demolition and cleanup in targeted neighborhoods for the Division of Public Works
2. The Public Works Division is the initiating party of this resolution.
3. There is no change to an existing ordinance or resolution.
4. The resolution does not require a new contract, or amends an existing contract.
5. The resolution does require an expenditure of funds in the amount of \$3,000,000.00 funded by G.O. Bonds from Project #PW04096.



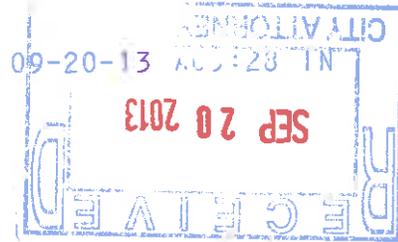
A Resolution to appropriate \$3,000,000.00 in Other Cost funded by G.O. Bonds from Project #PW04096 for the Anti Blight Initiative to fund demolition and cleanup in targeted neighborhoods for the Division of Public Works/Neighborhood Improvement

WHEREAS, the Council of the City of Memphis approved the Anti-Blight Initiative, CIP Project #PW04096 as part of the Public Works Fiscal Year 2014 Capital Improvement Budget; and

WHEREAS, it is necessary to appropriate \$3,000,000.00 in Other Cost funded by G. O. Bonds from Project #PW04096 for the Anti Blight Initiative to fund demolition and cleanup in targeted neighborhoods

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby appropriated \$3,000,000.00 in General Obligations for CIP Project #PW04096, Anti Blight Initiative, chargeable to the FY2013 Capital Improvement Budget and Credited as follows:

Project Title:	Anti Blight Initiative
CIP Project No:	PW04096
Funding Source:	\$3,000,000.00 G.O. Bonds



Memphis City Council Summary Sheet

1. Description of the Item (Resolution, Ordinance, etc.)

Resolution authorizing the issuance, sale and delivery of not to exceed Two Hundred Twenty-Five Million Dollars (\$225,000,000) principal amount of City of Memphis, Tennessee, General Improvement Refunding Bonds for the purpose of paying at maturity the principal of certain outstanding general obligation bond anticipation notes and commercial paper of the City.

2. Initiating Party (e.g. Public Works, at request of City Council, etc.)

Finance Division

3. State whether this is a change to an existing ordinance or resolution, if applicable.

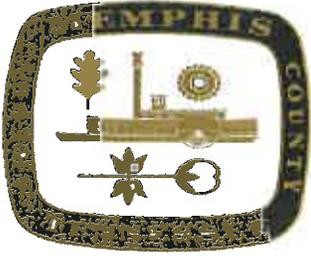
No

4. State whether this requires a new contract, or amends an existing contract, if applicable.

No

5. State whether this requires an expenditure of funds/requires a budget amendment.

No



RESOLUTION OF THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF NOT TO EXCEED TWO HUNDRED TWENTY-FIVE MILLION DOLLARS (\$225,000,000) PRINCIPAL AMOUNT OF CITY OF MEMPHIS, TENNESSEE, GENERAL IMPROVEMENT REFUNDING BONDS FOR THE PURPOSE OF PAYING AT MATURITY THE PRINCIPAL OF CERTAIN OUTSTANDING GENERAL OBLIGATION BOND ANTICIPATION NOTES AND COMMERCIAL PAPER OF THE CITY; MAKING PROVISION FOR THE RAISING ANNUALLY BY THE CITY OF A SUM SUFFICIENT TO PAY, AS THE SAME SHALL BECOME DUE, THE PRINCIPAL OF AND PREMIUM, IF ANY, AND INTEREST ON SUCH BONDS; PRESCRIBING THE FORM AND CERTAIN DETAILS OF SUCH BONDS AND DELEGATING TO THE DIRECTOR OF FINANCE AND ADMINISTRATION THE DETERMINATION OF ADDITIONAL DETAILS; APPOINTING THE PAYING AGENT AND REGISTRAR FOR SUCH BONDS; AUTHORIZING AND PROVIDING FOR THE NEGOTIATED SALE OF SUCH BONDS; AUTHORIZING A BOND PURCHASE AGREEMENT FOR SUCH SALE; AUTHORIZING A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; AUTHORIZING A REFUNDING TRUST AGREEMENT; AND AUTHORIZING CERTAIN OTHER MATTERS WITH RESPECT TO THE ISSUANCE OF SUCH BONDS AND SUCH REFUNDINGS

BE IT RESOLVED by the Council of the City of Memphis, Tennessee, as follows:

SECTION 1. Findings and Determinations. (a) The Council of the City of Memphis, Tennessee (the "Council"), on March 4, 2008, March 3, 2009, and June 5, 2012 adopted initial resolutions authorizing the issuance of general obligation bonds of the City of Memphis, Tennessee (the "City"), in each case in the maximum principal amount of one hundred fifty million dollars (\$150,000,000) for the purpose of financing various public works projects of the City.

(b) Pursuant to the first two initial resolutions and a resolution adopted by the Council on March 6, 2012, the City issued and currently there are outstanding \$71,975,000 principal amount of Bond Anticipation Notes, 2012 (the "2012 Notes"), maturing on April 1, 2014, for the purposes of (i) providing for the payment at maturity of a portion of the principal of the City's Bond Anticipation Notes, 2010, and (ii) paying costs of issuance of the 2012 Notes.

(c) Pursuant to the third such initial resolution and a resolution adopted by the Council on June 19, 2012 (the "Commercial Paper Resolution"), the City issued and currently there are outstanding \$150,000,000 maximum principal amount of General Obligation Commercial Paper (the "Commercial Paper"), maturing on various dates, for the purposes of financing various public works projects of the City or paying at maturity Commercial Paper theretofore issued to refinance outstanding Commercial Paper.

(d) The City deems it to be in its best interests to provide for the issuance of general obligation bonds of the City to provide for the payment at maturity of the principal of all of the outstanding 2012 Notes and Commercial Paper, the interest on the 2012 Notes and Commercial Paper due upon maturity to be paid from other available moneys of the City.

SECTION 2. Authorization and Purpose of Bonds. (a) There is hereby authorized to be issued, sold and delivered, pursuant to this Resolution, one or more series of general obligation refunding bonds of the City, designated "General Improvement Refunding Bonds, Series 2014", each with such other or further series designation as may be determined by the Director of Finance and Administration of the City (the "Director of Finance and Administration"), in an aggregate principal amount not to exceed Two Hundred Twenty-Five Million Dollars (\$225,000,000) (the "Bonds") for the purposes of (i) paying at maturity the principal of all of the outstanding 2012 Notes, (ii) paying at maturity the principal of all of the outstanding Commercial Paper and (iii) providing for the payment of costs of issuance of the Bonds. Interest on the 2012 Notes and Commercial Paper due at maturity shall be paid from other available moneys of the City.

SECTION 3. Certain Details of Bonds. The Bonds, or such portion thereof as shall be determined by the Director of Finance and Administration, may be sold at one time or from time to time (and whether or not combined into a single issue with other general improvement or general improvement refunding bonds separately authorized) on a date or dates to be selected by the Director of Finance and Administration. The Bonds of each series shall be numbered from R-1 (with such additional designations as may be determined by the Director of Finance and Administration) upwards in order of issuance. The Bonds shall be dated as of a date, shall be issued in the denomination of \$5,000 each or any integral multiple thereof, and shall bear interest payable initially and semiannually thereafter in each year on the dates and at the rates per annum, not to exceed 6.50% per annum in the case of Tax-Exempt Bonds (as defined below) and 7.50% per annum in the case of Taxable Bonds (as defined below), in each case calculated on the basis of a 30-day month and a 360-day year, all as shall be determined by the Director of Finance and Administration. The Bonds shall mature in serial or term forms and with terms not exceeding the reasonably expected remaining economic lives of the public works projects financed or refinanced by the 2012 Notes and Commercial Paper, on the maturity dates and in the principal amounts, to be determined by the Director of Finance and Administration. The Bonds may be issued as bonds the interest on which is excluded from gross income for Federal income tax purposes ("Tax-Exempt Bonds"), or as bonds the interest on which is included in gross income for Federal income tax purposes ("Taxable Bonds"), or in part as Tax-Exempt Bonds and in part as Taxable Bonds.

The Bonds shall be issued only in fully registered form without coupons. One Bond representing each maturity will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), as registered owner of the Bonds, and each such Bond shall be immobilized in the custody of DTC. DTC will act as securities depository for the Bonds. Purchasers will not receive physical delivery of certificates representing their interest in the Bonds purchased except as provided by Section 4 hereof.

Unless the City and the Paying Agent and Registrar named below agree otherwise, so long as DTC or its nominee is the registered owner of the Bonds as such securities depository, payments of principal, premium, if any, and interest payments on the Bonds will be

made by the City through the Paying Agent and Registrar named below, by wire transfer to DTC or its nominee, Cede & Co., as registered owner of the Bonds, which will in turn remit such payments to the DTC participants for subsequent disbursement to the beneficial owners of the Bonds. Transfer of principal, premium, if any, and interest payments to DTC participants will be the responsibility of DTC. Transfers of such payments to beneficial owners of the Bonds by DTC participants will be the responsibility of such participants and other nominees of such beneficial owners. Transfers of ownership interests in the Bonds will be accomplished by book entries made by DTC and, in turn, by the DTC participants who act on behalf of the indirect participants of DTC and the beneficial owners of the Bonds.

The City will not be responsible or liable for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC, its participants or persons acting through such participants or for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owner of the Bonds.

Regions Bank is hereby appointed as Paying Agent and Registrar for the Bonds (the "Paying Agent and Registrar").

SECTION 4. Procedure in the Event of Revision of Book-Entry Transfer System - Replacement Bonds. The City shall issue Bond certificates (the "Replacement Bonds") directly to the beneficial owners of the Bonds other than DTC, or its nominee, but only in the event that:

(a) DTC determines to discontinue providing its services with respect to the Bonds at any time by giving notice to the City and discharging its responsibilities; or

(b) the City discontinues use of DTC (or a substitute depository or its successor) at any time upon determination by the City that the use of DTC (or a substitute depository or its successor) is no longer in the best interests of the City and the beneficial owners of the Bonds, subject to applicable procedures of DTC. The City and the Paying Agent and Registrar shall be fully protected in relying upon information provided by DTC, DTC participants or other nominees of beneficial owners, or beneficial owners, with respect to the names, addresses and amounts owned by the beneficial owners and other information supplied by them for the purpose of delivering Replacement Bonds.

Upon occurrence of the events described in either (a) or (b) above, the City shall attempt to locate another qualified securities depository. If the City fails to locate another qualified securities depository to replace DTC, the City shall execute and deliver Replacement Bonds in substantially the form set forth in Section 11 hereof. Such Replacement Bonds shall bear thereon a certificate of authentication in the form set forth in Section 11 hereof executed manually by an authorized officer of the Paying Agent and Registrar as registration agent for the City. Only such Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this Resolution and no Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by an authorized officer of the Paying Agent and Registrar. Any such certificate of the Paying Agent and Registrar upon any Bond executed on behalf of the City shall be conclusive evidence that the Bond so authenticated has been duly authenticated and delivered under this Resolution and that the registered owner of such Bond is entitled to the benefits and security of this Resolution.

Prior to the execution and delivery of Replacement Bonds, the City shall notify the beneficial owners of the Bonds by mailing an appropriate notice to DTC. Principal of and interest on the Replacement Bonds shall be payable by check or draft mailed to each registered owner of such Replacement Bonds at the address of such owner as it appears in the books of registry maintained by the Paying Agent and Registrar. Replacement Bonds will be transferable only by presentation and surrender to the Paying Agent and Registrar, together with an assignment duly executed by the registered owner of the Replacement Bond or by such owner's representative in a form satisfactory to the Paying Agent and Registrar and containing information required by the Paying Agent and Registrar in order to effect such transfer.

The City may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to an exchange or transfer of a Bond, and may charge the person requesting such exchange or transfer a sum or sums which shall be paid as a condition precedent to the exercise of the privilege of making such exchange or transfer.

SECTION 5. Redemption; Notice and Conditional Notice of Redemption; Purchase in Lieu of Redemption. Any or all of the Bonds (or portions thereof in installments of \$5,000) may first be subject to redemption at the option of the City prior to their stated maturities no later than 10-½ years after the date of delivery thereof and payment therefor, in whole at any time or in part from time to time in such order of maturity as shall be determined by the City (except that if at any time less than all of the Bonds of a given maturity are called for redemption, the particular Bonds or portions thereof shall be selected by lot, in the case of Tax-Exempt Bonds, or by lot or pro rata or a combination thereof, in the case of Taxable Bonds), at a fixed price or prices not to exceed 103% of the principal amount to be redeemed, in the case of Tax-Exempt Bonds, or at a fixed price or prices not to exceed 103% of the principal amount to be redeemed or at make-whole prices or a combination thereof, in the case of Taxable Bonds, in each case together with the interest accrued on the principal amount to be redeemed to the date fixed for the redemption thereof. The Tax-Exempt Bonds or Taxable Bonds also may be made not redeemable prior to maturity in their entirety. The redemption provisions, if any, shall be determined by the Director of Finance and Administration, subject to the foregoing limitations.

If any Bond (or any portion of the principal amount thereof in installments of \$5,000) shall be called for redemption, notice of the redemption thereof, specifying the date, number and maturity of such Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption and, if less than the entire principal amount of such Bond is to be redeemed, stating that such Bond must be surrendered in exchange for the principal amount thereof to be redeemed and a new Bond or Bonds issued equaling in principal amount that portion of the principal amount thereof not to be redeemed, shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption by first class mail, postage prepaid, to the registered owner of such Bond at such owner's address as it appears on the books of registry kept by the Paying Agent and Registrar as of the close of business on the forty-fifth (45th) day preceding the date fixed for redemption; provided, however, that any notice of redemption may state that it is conditional upon the receipt by the Paying Agent and Registrar of sufficient moneys to pay the redemption price, plus interest accrued and unpaid to the redemption date, or upon satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before payment of such redemption price and accrued interest if any such condition so specified is not satisfied or if any other such event occurs. Notice of such

rescission shall be given by the Paying Agent and Registrar to affected registered owners of Bonds as promptly as practicable upon the failure of such condition or the occurrence of such other event, and shall be given in the same manner as the notice of redemption was given. The failure of any registered owner to receive any such mailed notice shall not affect the sufficiency or validity of the proceedings for the redemption of the related Bonds.

If notice of the redemption of any Bond shall have been given as aforesaid, and payment of the principal amount of such Bond (or the portion of the principal amount thereof to be redeemed) and of the accrued interest and premium, if any, payable upon such redemption shall have been duly made or provided for, interest on such Bond shall cease to accrue from and after the date so specified for redemption thereof.

Notwithstanding the foregoing, so long as the Bonds are registered in the name of DTC or its nominee for purchase in book-entry only form, (i) any notice of redemption or of rescission of conditional notice of redemption will be given only to DTC or its nominee, (ii) notice of redemption given to DTC or its nominee may be given at such time and in such manner as is required by their operational procedures, (iii) the selection of beneficial ownership interests in the Bonds to be redeemed within a maturity may be determined in accordance with such procedures, and (iv) the City shall not be responsible for providing any beneficial owner of the Bonds with any such notice.

Bonds may be made subject to purchase in lieu of redemption as determined by the Director of Finance and Administration.

SECTION 6. Security. The full faith, credit and unlimited taxing power of the City as to all property subject to *ad valorem* taxation within the City are hereby pledged to the payment of the principal of and interest on the Bonds. In accordance with the provisions of T.C.A. Section 9-21-215, it is hereby recited that adequate provision will be made for raising annually by tax upon property subject to *ad valorem* taxation within the City of a sum sufficient to pay the principal of and interest on the Bonds as the same shall become due. The City hereby agrees that a tax sufficient to pay when due such principal and interest shall be levied annually and assessed, collected and paid, in like manner with the other taxes of the City and shall be in addition to all other taxes authorized or limited by law. This Resolution shall be deemed to be the tax resolution required to be adopted in respect of the Bonds under T.C.A. Section 9-21-215.

SECTION 7. Payment of Bonds; Books of Registry; Exchanges and Transfers of Bonds.

(a) Payment of Bonds. (i) At any time during which the Bonds shall be in fully registered form, the interest on the Bonds shall be payable by wire transfer or by check or draft mailed by the Paying Agent and Registrar to the registered owners of the Bonds at their addresses as the same appear on the books of registry as of the fifteenth (15th) day of the month preceding such interest payment date and the principal of and premium, if any, on the Bonds shall be payable at the principal office of the Paying Agent and Registrar or any other office of the Paying Agent and Registrar designated for such purpose; provided, however that at any time during which the Bonds shall be in book-entry form, the principal of and premium, if any, and interest on the Bonds shall be payable in accordance with the provisions of Section 3 hereof.

(ii) The principal of and premium, if any, and interest on the Bonds shall be payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

(b) Books of Registry; Exchanges and Transfers of Bonds. (i) At all times during which any Bond remains outstanding and unpaid, the Paying Agent and Registrar shall keep or cause to be kept, at its principal office or any other office of the Paying Agent and Registrar designated for such purpose, books of registry for the registration, exchange and transfer of the Bonds. Upon presentation at the principal office of the Paying Agent and Registrar or any other office of the Paying Agent and Registrar designated for such purpose, the Paying Agent and Registrar, under such reasonable regulations as it may prescribe, shall register, exchange, transfer, or cause to be registered, exchanged or transferred, on the books of registry the Bonds as herein set forth.

(ii) Any Bond may be exchanged for a like aggregate principal amount of such Bonds in authorized principal amounts of the same interest rate and maturity.

(iii) Any Bond may, in accordance with its terms, be transferred upon the books of registry by the person in whose name it is registered, in person or by his duly authorized agent, upon surrender of such Bond to the Paying Agent and Registrar for cancellation, accompanied by a written instrument of transfer duly executed by the registered owner in person or his duly authorized agent, in form satisfactory to the Paying Agent and Registrar.

(iv) All transfers or exchanges pursuant to this Section 7(b) shall be made without expense to the registered owner of such Bonds, except as otherwise herein provided, and except that the Paying Agent and Registrar shall require the payment of the registered owner of the Bond requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange. All Bonds surrendered pursuant to this Section 7(b) shall be canceled.

SECTION 8. CUSIP Identification Numbers. CUSIP identification numbers may be printed on the Bonds, but neither the failure to print any such number on any Bonds, nor any error or omission with respect thereto, shall constitute cause for failure or refusal by the purchaser of the Bonds to accept delivery of and pay for the Bonds in accordance with the terms of its proposal to purchase the Bonds. No such number shall constitute or be deemed to be a part of any Bond or a part of the contract evidenced thereby and no liability shall attach to the City or any of its officers or agents because of or on account of any such number or any use made thereof.

SECTION 9. Tax Covenant. The City covenants and agrees to comply with the provisions of Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended and the applicable Treasury Regulations promulgated thereunder or otherwise applicable thereto, in each case whether prospective or retroactive, that must be satisfied in order that interest on the Tax-Exempt Bonds shall be and continue to be excluded from gross income for federal income tax purposes under said Sections 103 and 141 through 150.

SECTION 10. Execution and Authentication of Bonds. The Bonds shall be executed on behalf of the City with the manual or facsimile signatures of the Mayor of the City (the "Mayor") and of the Comptroller of the City, and shall have impressed or imprinted thereon or affixed thereto, by facsimile or otherwise, the official seal of the City. In case any officer of the City whose signature or whose facsimile signature shall appear on the Bonds shall cease to be such officer before the delivery of such Bonds, such signature or the facsimile signature thereof shall nevertheless be valid and sufficient for all purposes, the same as if he had remained in office until delivery.

The Bonds shall bear thereon a certificate of authentication in the form set forth in Section 10 hereof executed manually by an authorized officer of the Paying Agent and Registrar. No Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by an authorized officer of the Paying Agent and Registrar.

SECTION 11. Form of Bonds. The Bonds shall be in substantially the form set forth below with such necessary or appropriate variations, omissions and insertions as are incidental to their series, numbers, interest rates and maturities or as are otherwise permitted or required by law or this Resolution:

REGISTERED

REGISTERED

No. R- _____

\$ _____

**UNITED STATES OF AMERICA
STATE OF TENNESSEE
CITY OF MEMPHIS
GENERAL IMPROVEMENT REFUNDING BOND
SERIES 2014 __ [(FEDERALLY TAXABLE)]**

INTEREST RATE

MATURITY DATE

CUSIP NO.

_____, 20__

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The City of Memphis, Tennessee (hereinafter referred to as the "City"), for value received, hereby promises to pay the Registered Owner named above, or registered assigns, on the Maturity Date specified above, [unless this Bond shall have been called for previous redemption and payment of the redemption price shall have been duly made or provided for], the Principal Amount specified above, and to pay interest on such Principal Amount on _____, 20__ and semiannually on each _____ and _____ thereafter at the Interest Rate per annum specified above calculated on the basis of a 30-day month and a 360-day year, by wire transfer or by check or draft mailed by the Paying Agent and Registrar hereinafter mentioned to the Registered Owner in whose name this Bond is registered on the books of registry kept and maintained by the Paying Agent and Registrar as of the close of business on the

fifteenth (15th) day of the calendar month preceding the month in which interest is payable to the address of the Registered Owner as it appears on such books of registry.

The principal of and premium, if any, on this Bond are payable upon presentation and surrender hereof at the principal office of Regions Bank (the "Paying Agent and Registrar") or such other office of the Paying Agent and Registrar as may be designated for such purpose. The principal of and premium, if any, and interest on this Bond are payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

This Bond is one of a duly authorized series of bonds (herein referred to as the "Bonds") of the aggregate principal amount of _____ million dollars (\$_____) of like date and tenor herewith, except for number, denomination, interest rate, maturity and redemption provisions, and is issued for the purposes of refunding certain outstanding general obligation bonds of the City and providing for the payment of costs of issuance of the Bonds, under and pursuant to and in full compliance with the Constitution and statutes of the State of Tennessee, including Title 9, Chapter 21, Tennessee Code Annotated, being the Local Government Public Obligations Act of 1986, as amended, and a resolution duly adopted by the Council of the City under such Chapter 21 on _____, 2013.

[The Bonds maturing on or before _____, _____, shall not be subject to redemption prior to maturity. The Bonds maturing on and after _____, _____ (or portions thereof in installments of \$5,000) are subject to optional redemption by the City on and after _____, _____, in whole or in part at any time in such order as determined by the City and by lot within a maturity (if less than a full maturity is to be redeemed),] [at a redemption price equal to the principal amount of the Bonds or portion thereof to be redeemed, together with the interest accrued on such principal amount to the date fixed for redemption.][at the prices and dates set forth below, in each case together with the interest accrued on the principal amount of the Bonds or portion thereof to be redeemed:

<u>Redemption Date</u> <u>(Both Dates Inclusive)</u>	<u>Redemption Price]</u>
---	--------------------------

[The Bonds (or portions thereof in authorized denominations of \$5,000 and integral multiples thereof) shall be subject to redemption prior to their stated maturities, at the option of the City, in whole or in part at any time at the "Make Whole Redemption Price." The Make Whole Redemption Price is equal to the greater of (i) 100% of the principal amount of the Bonds to be redeemed; or (ii) the sum of the present value of the remaining scheduled payments of principal of and interest on the Bonds to be redeemed to the maturity date of such Bonds, not including any portion of those payments of interest accrued and unpaid as of the date on which the Bonds are to be redeemed, discounted to the date on which the Bonds are to be redeemed on a semi annual basis, assuming a 360 day year containing twelve 30 day months, at the Treasury Rate (defined below) plus __ basis points (___%); plus in each case accrued interest on the Bonds to be redeemed to the redemption date.

“Treasury Rate” means, with respect to any redemption date for a particular Bond, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two business days prior to the redemption date, excluding inflation indexed securities, or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly equal to the period from the redemption date to the maturity date of the Bonds to be redeemed; provided, however, that if the period from the redemption date to the maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year shall be used.

If fewer than all of the Bonds of like maturity are called for prior redemption, the particular Bonds or portions of Bonds to be redeemed will be selected by the Paying Agent pro rata as nearly as practicable in proportion to the principal amounts of the Bonds owned by each registered owner, subject to the authorized denominations applicable to the Bonds. This will be calculated based on the formula: $(\text{principal to be redeemed}) \times (\text{principal amount owned by owner}) / (\text{principal amount outstanding})$. In such event, the particular Bonds to be redeemed will be determined by the Paying Agent in such manner as the Paying Agent in its discretion may deem fair and appropriate.]

If this Bond or any portion of the principal amount hereof shall be called for redemption, notice of the redemption hereof, specifying the date and number of this Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption, and if less than the entire principal amount of this Bond is to be redeemed, that this Bond must be surrendered in exchange for the principal amount hereof to be redeemed and the issuance of a new Bond equaling in principal amount that portion of the principal amount hereof not redeemed, shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption by first class mail, postage prepaid, to the Registered Owner of this Bond at such owner’s address as it appears on the books of registry kept by the Paying Agent and Registrar as of the close of business on the forty-fifth (45th) day preceding the date fixed for redemption; provided, however, that any notice of redemption may state that it is conditional upon the receipt by the Paying Agent and Registrar of sufficient moneys to pay the redemption price, plus interest accrued and unpaid to the redemption date, or upon satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before payment of such redemption price and accrued interest if any such condition so specified is not satisfied or if any other such event occurs. Notice of such rescission shall be given by the Paying Agent and Registrar to affected owners of Bonds as promptly as practicable upon the failure of such condition or the occurrence of such other event, and shall be given in the same manner as the notice of redemption was given. The failure of the Registered Owner to receive any such mailed notice shall not affect the sufficiency or validity of proceedings for the redemption of this Bond.

If notice of redemption shall have been given as aforesaid, and payment of the principal amount of this Bond (or portion of the principal amount hereof to be redeemed) and of the accrued interest and premium, if any, payable upon such redemption shall have been made or provided for, interest hereon shall cease from and after the date so specified for the redemption hereof.

Notwithstanding the foregoing, so long as the Bonds are registered in the name of a securities depository for purchase in book-entry only form, (i) any notice of redemption or of rescission of conditional notice of redemption will be given only to the securities depository or its nominee, notice of redemption given to the securities depository may be given at such time and in such manner as is required by their operational procedures, (ii) the selection of beneficial ownership interests in the Bonds to be redeemed within a maturity may be determined in accordance with such procedures, and (iii) the City shall not be responsible for providing any beneficial owner of the Bonds with any such notice.

[Insert provisions for purchase in lieu of redemption.]

Subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Bonds, this Bond may be exchanged at the principal office of the Paying Agent and Registrar, or such other office of the Paying Agent and Registrar as may be designated for such purpose for a like aggregate principal amount of Bonds of other authorized principal amounts and of the issue of which this Bond is one. This Bond is transferable by the Registered Owner hereof, in person or by his attorney duly authorized in writing, at the office of the Registrar but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Bonds of the issue of which this Bond is one, and upon the surrender hereof for cancellation. Upon such transfer, a new Bond or Bonds of authorized denominations and of the same aggregate principal amount of the series of which this Bond is one will be issued to the transferee in exchange herefor.

The full faith, credit and unlimited taxing power of the City as to all property subject to *ad valorem* taxation within the City are hereby pledged to the payment of the principal of and interest on this Bond as the same become due. In the resolution hereinabove referred to which was adopted on _____, 2013, it is recited that adequate provision will be made for raising annually by tax upon all property subject to *ad valorem* taxation within the City of a sum sufficient to pay the principal of and interest on this Bond as the same shall become due.

It is hereby certified, recited and declared that all acts, conditions and things required to have happened, to exist and to have been performed precedent to and in the issuance of this Bond and the series of which it is one, do exist, have happened and have been performed in regular and due time, form and manner as required by law, and that this Bond and the Bonds of the series of which this Bond is one do not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the City, by its Council, has caused this Bond to be executed by the manual or facsimile signature of its Mayor; the seal of the City or a facsimile thereof to be impressed or imprinted hereon or affixed hereto, by facsimile or otherwise, attested by the manual or facsimile signature of its Comptroller; and this Bond to be dated as of _____, 2014.

CITY OF MEMPHIS, TENNESSEE

[SEAL]

Mayor

ATTEST:

Comptroller

Certificate of Authentication

This Bond is one of the Bonds described in the within-mentioned Resolution

Regions Bank,
As Paying Agent and Registrar

By: _____
Authorized Officer

Date of Authentication: _____, 2014

Assignment

For value received, _____ hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY
OR OTHER TAX IDENTIFYING NUMBER
OF ASSIGNEE:

the within-mentioned Bond and hereby irrevocably constitutes and appoints _____, attorney, to transfer the same on the books of registry of the City kept at the principal office of the Paying Agent and Registrar with full power of substitution in the premises.

Dated: _____

Registered Owner

Signature Guaranteed: _____

NOTE: The signature to this assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration, enlargement or any change whatsoever.

SECTION 12. Sale of Bonds.

(a) The City hereby determines in accordance with the City's Debt Management Policy and Procedures adopted by the City Council on February 19, 2002, as amended on November 4, 2003, December 6, 2011, and May 21, 2013, that in light of the facts and circumstances, a negotiated sale of the Bonds will promote its interests by encouraging and rewarding innovation and the substantial commitment of time and resources by the underwriting firms named below. The Bonds shall be sold at a negotiated sale, on a date to be determined by the Director of Finance and Administration and at an aggregate price of not less than 98% of the aggregate principal amount of the Bonds.

The Director of Finance and Administration is hereby authorized to negotiate with one of the following firms as book-running lead managing underwriter for itself and the other below-named firms as the underwriters of the Bonds, with respect to the purchase and sale of the Bonds: Raymond James & Associates, Inc., Duncan-Williams, Inc., Bank of America Merrill Lynch d/b/a Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Bank and Morgan Stanley & Co., LLC, or affiliates thereof. The Mayor, upon consultation with the Director of Finance and Administration, is hereby authorized to execute and deliver to the underwriters a Bond Purchase Agreement substantially in the form presented to this meeting, and having such

terms as shall be determined by the Director of Finance and Administration in accordance with the terms of this Resolution, together with such changes as shall be approved by such officers, upon the advice of counsel (including the City Attorney, bond counsel and disclosure counsel), such approval to be conclusively evidenced by the execution thereof.

The City shall obtain a finding from its independent financial advisor that the terms and conditions of the sale reflect a fair market value of the Bonds as of the date of the sale.

(b) The Director of Finance and Administration is also hereby authorized to prepare or cause to be prepared, and to distribute or cause to be distributed to purchasers of and investors in the Bonds, a Preliminary Official Statement of the City relating to the Bonds (the "Preliminary Official Statement"), substantially in the form presented to this meeting. The form of Preliminary Official Statement as published and distributed shall include such changes as shall be approved by the Director of Finance and Administration, upon the advice of counsel (including the City Attorney, bond counsel and disclosure counsel) and the City's financial advisors, which approval shall be conclusively evidenced by its publication and distribution, as applicable. As so changed, the Preliminary Official Statement may recite, or the Mayor or Director of Finance and Administration may separately certify, that it is in a form which is "deemed final" as of its date as described in, and with such omissions as are permitted by, Rule 15c2-12(b)(1) of the United States Securities and Exchange Commission (the "SEC"), but is subject to revision, amendment and completion of a final Official Statement as defined in Rule 15c2-12(e)(3) of the SEC, and the Director of Finance and Administration is authorized to separately so certify.

The Director of Finance and Administration also is hereby authorized to prepare or cause to be prepared, and distribute or cause to be distributed, and the Mayor is hereby authorized to execute, an Official Statement of the City relating to the Bonds (the "Official Statement"), in substantially the form of the Preliminary Official Statement as so modified, after the same has been completed by the insertion of the maturities, interest rates, and other details of the Bonds and by making such other insertions, changes or corrections as the Director of Finance and Administration, based on the advice of counsel (including the City Attorney, bond counsel and disclosure counsel) and the City's financial advisors, approves as necessary or appropriate, such approval to be conclusively evidenced by the execution thereof.

The Council hereby authorizes the Preliminary Official Statement and the Official Statement and the information contained therein to be used by the Underwriters for the purposes of marketing the Bonds in connection with the original public offer, sale and distribution of the Bonds by the Underwriters.

(c) A Continuing Disclosure Agreement between the City and Digital Assurance Disclosure, L.L.C., as Disclosure Dissemination Agent ("DAC"), substantially in the form described in the Preliminary Official Statement (as the same may be amended pursuant to the terms thereof, the "Continuing Disclosure Agreement"), is hereby authorized to be executed and delivered by the Mayor, upon consultation with the Director of Finance. The form of the Continuing Disclosure Agreement as executed and delivered may include such changes as shall be approved by such officers, upon the advice of counsel (including the City Attorney, bond counsel and disclosure counsel), which approval shall be conclusively evidenced by the execution thereof.

Upon termination of DAC's services as Disclosure Dissemination Agent under the Continuing Disclosure Agreement, the City agrees to appoint a successor disclosure dissemination agent under a successor continuing disclosure agreement (the execution and delivery of which by the Mayor, upon consultation with the Director of Finance and advice of counsel (including the City Attorney, bond counsel and disclosure counsel), is hereby authorized) to assume substantially the same responsibilities or, alternately, agrees to assume all disclosure responsibilities of the Disclosure Dissemination Agent under the Continuing Disclosure Agreement. For purposes of the next paragraph, any such successor agreement or assumption of responsibilities by the City shall be deemed to be a "Continuing Disclosure Agreement".

The City covenants with the holders from time to time of the Bonds that it will, and hereby authorizes the appropriate officers and employees of the City to take all action necessary or appropriate to, comply with and carry out all of the City's obligations under the Continuing Disclosure Agreement. Notwithstanding any other provision of this Resolution, failure of the City to perform its obligations in accordance with the Continuing Disclosure Agreement shall not constitute a default under this Resolution and the Continuing Disclosure Agreement may be enforced only as provided therein.

SECTION 13. Application of Proceeds of Sale of the Bonds. The proceeds derived from the sale of the Bonds shall be applied as follows:

(A) Accrued interest received on the Bonds, if any, from their date to the date of delivery of and payment for the Bonds shall be applied to the payment of interest on the Bonds on the first interest payment date thereof.

(B) An amount equal to the outstanding principal amount of the 2012 Notes shall be deposited in a fund or account of, or to be established by, the City as determined by the Director of Finance and Administration of the City and shall be used to pay the principal of the outstanding 2012 Notes at their maturity.

(C) An amount equal to the outstanding principal amount of the Commercial Paper shall be deposited in the Commercial Paper Fund established by the Commercial Paper Resolution and shall be used to pay the principal of the outstanding Commercial Paper at their respective maturities.

(D) The balance shall be deposited in a fund or account of, or to be established by, the City as determined by the Director of Finance and Administration of the City and shall be used to pay costs of issuance of the Bonds, including without limitation any premiums for municipal bond insurance authorized by Section 14 hereof.

In lieu of any deposit pursuant to paragraph (B) above, the Mayor, upon consultation with the Director of Finance and Administration, is hereby authorized to execute and deliver one or more refunding trust agreements with Regions Bank, as Trustee thereunder, to provide for the custody and investment of such proceeds pending application to the purposes specified in said paragraph (B).

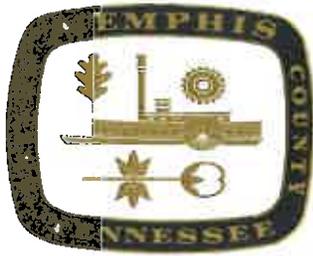
SECTION 14. Municipal Bond Insurance and Special Provisions Required Thereby. The obtaining of a policy of insurance insuring the payment of the principal of and

interest on all or any portion of the Bonds (the "Policy"), and the execution and delivery by the Mayor or Director of Finance and Administration, on behalf of the City, of any commitments or other agreements related thereto, are hereby authorized. The Director of Finance and Administration, upon the advice of counsel (including the City Attorney, bond counsel and disclosure counsel) and the City's financial advisors, may determine such matters as may be necessary or desirable to comply with the conditions precedent to the issuance of the Policy, which may include, but shall not be limited to, provisions deeming the issuer of the Policy to be the holder of the Bonds insured by it for the purpose of exercising any voting right or privilege or giving any consent or direction or taking any other action that the holders of such Bonds are entitled to take for certain purposes as so determined.

SECTION 15. Economic Lives. The reasonably expected remaining average economic lives of the public works projects to be financed from the proceeds of the Bonds authorized by Section 2 hereof shall be in excess of 30 years from the dated date of the Bonds.

SECTION 16. Further Authorizations. The appropriate officers of the City are hereby authorized to take all such actions and execute such documents, contracts or instruments (upon advice of the City Attorney, bond counsel and disclosure counsel) as shall be necessary to effect the delivery of and payment for the Bonds and as may be reasonably required to carry out, give effect to and consummate the transactions contemplated hereby.

SECTION 17. Effective Date. This Resolution shall take effect upon its adoption.



Memphis City Council Summary Sheet

1. Description of the Item (Resolution, Ordinance, etc.)

Initial resolution authorizing the issuance of not to exceed One Hundred Fifty Million Dollars (\$150,000,000) General Obligation Bonds, and Bond Anticipation Notes issued as Commercial Paper, of the City of Memphis, Tennessee, for the purpose of financing the cost of public works projects in the City.

2. Initiating Party (e.g. Public Works, at request of City Council, etc.)

Finance Division

3. State whether this is a change to an existing ordinance or resolution, if applicable.

No

4. State whether this requires a new contract, or amends an existing contract, if applicable.

No

5. State whether this requires an expenditure of funds/requires a budget amendment.

No



INITIAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED ONE HUNDRED FIFTY MILLION DOLLARS (\$150,000,000) GENERAL OBLIGATION BONDS, AND BOND ANTICIPATION NOTES ISSUED AS COMMERCIAL PAPER, OF THE CITY OF MEMPHIS, TENNESSEE, PURSUANT TO THE LOCAL GOVERNMENT PUBLIC OBLIGATIONS ACT OF 1986, FOR THE PURPOSE OF FINANCING THE COST OF PUBLIC WORKS PROJECTS IN THE CITY

BE IT RESOLVED by the Council of the City of Memphis, Tennessee, as follows:

1. It is hereby determined that there are hereby authorized to be issued general obligation bonds of the City of Memphis, Tennessee (the "City"), in the maximum principal amount of not to exceed One Hundred Fifty Million Dollars (\$150,000,000), pursuant to the Local Government Public Obligations Act of 1986, being Title 9, Chapter 21, Tennessee Code Annotated, as amended (the "Act"), for the purpose of financing the cost of the following public works projects:

Abattoirs, acquisitions of land for the purpose of providing or preserving open land, airports, alleys, ambulances, auditoriums, bridges, city halls, city stables or garages, community houses, corrective, detention and penal facilities, including but not limited to, jails, workhouses and reformatories, courthouses, culverts, curbs, dispensaries, drainage systems, including storm water sewers and drains, electric plants and systems, expositions, facilities for the handicapped, including physically and mentally handicapped, facilities for the indigent, fairgrounds and fairground facilities, fire department equipment and buildings, fire alarm systems, flood control, garbage collection and disposal systems, gas and natural gas systems and storage facilities, heat plants and systems, harbor and riverfront improvements, health centers and clinics, including medical and mental health centers and clinics, highways, major roads, highway and street equipment, hospitals, hotels and supporting or incidental facilities built by the City which are built adjacent to and as a supporting facility of civic or convention centers located in the central business improvement district of the City created under the provisions of the Central Business Improvement District Act of 1971, compiled in Title 7, Chapter 84 of the Act, improvements made pursuant to a plan of improvement for a central business improvement district created pursuant to the Central Business Improvement District Act of 1971, compiled in Title 7, Chapter 84 of the Act, incinerators, law enforcement and emergency services equipment, levees, libraries, markets, memorials, museums, nursing homes, parks, parking facilities, parkways, playgrounds, plazas, port facilities, docks and dock facilities, including any terminal storage and transportation facilities incident thereto, public art, public buildings, preserves, railroads, including the extension of railroads, and railway beltlines and switches, reclamation of land, recreation centers and facilities, reservoirs, rights-of-way, river and navigation improvements, roads, sanitariums, schools, transportation equipment for schools, sewers, sewage and waste water systems, including, but not limited to, collection, drainage, treatment and disposal systems, ship canals, sidewalks, stadiums, streets, swimming pools, thermal transfer

generating plants and/or distribution systems, tunnels, viaducts, voting machines, water treatment distribution and storage systems, wharves, zoos, business parks, industrial parks, urban renewal projects, urban transit facilities, facilities for the storage and maintenance of any of the items of equipment which constitute public works projects, facilities or capital expenditures paid or incurred with respect to property located in a recovery zone that are made for a qualified economic development purpose, facilities or capital expenditures paid or incurred for qualified conservation purposes in connection with the issuance of qualified energy conservation bonds, all property real and personal, appurtenant thereto or connected with any public works project, work or undertaking and the existing public works project, work or undertaking, if any, to which such public works project, work or undertaking is an extension, addition, betterment or improvement, any other project for the benefit of the people at large of the City where any state or federal agency will match the funds of the City with grants-in-aid or gratuities to subsidize or assist the development of a public works project, and any grants, donations, reimbursements or loans to one or more local governments, local government instrumentalities or utility districts for the construction of any of the foregoing, all as contemplated by Sections 9-21-105 and 9-21-107 of the Act.

2. Such bonds shall bear interest at such rate or rates not to exceed the maximum rate permitted by law at the time of sale thereof, payable in such manner and at such times as shall hereafter be determined by or pursuant to a subsequent resolution of the Council of the City.

3. Such bonds shall be payable from ad valorem taxes levied upon all the taxable property in the City and the full faith and credit and unlimited taxing power of the City shall be pledged to the punctual payment of the principal thereof and the interest thereon.

4. The City may issue general obligation bond anticipation notes as commercial paper in anticipation of the issuance of such bonds, pursuant to and in accordance with the Act.

5. In the event that it is determined that it is in the City's best financial interest to expend moneys from other sources of the City prior to issuance of such bonds and notes and to reimburse such expenditures from such other sources from the proceeds of such bonds and notes when sold, the Director of Finance and Administration is hereby authorized to declare from time to time the official intent on behalf of the City as to reimbursement from the proceeds of such bonds and notes of expenditures made from other sources of the City.

6. This resolution shall be published in full once in a newspaper of general circulation in the City, together with a notice substantially in the form prescribed by Section 9-21-206 of the Act.

7. This resolution shall take effect immediately upon its adoption.



Memphis City Council Summary Sheet

- 1. This Resolution seeks approval to appropriate FY14 funding in accordance with the Zoo Major Maintenance Agreement contract between the City of Memphis and the Memphis Zoological Society.**
- 2. The initiating party is the Division of Parks and Neighborhoods.**
- 3. This Resolution does not change any existing Ordinance or Resolution.**
- 4. This Resolution does not require a new contract.**
- 5. This Resolution does require an expenditure of funds in the amount of \$250,000.00.**



Resolution appropriates funds for improvements and to address major maintenance issues at the Memphis Zoo.

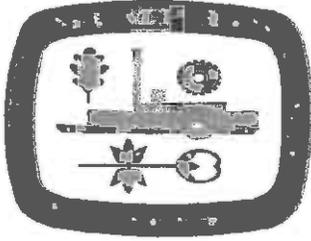
WHEREAS, the Council of the City of Memphis did include Zoo Major Maintenance, CIP Project Number PK09002 as part of the Fiscal Year 2014 Capital Improvement Program; and

WHEREAS, the City of Memphis has entered into an agreement with the Memphis Zoological Society which provides for the procedures for the use and payment of the current and future Capital Appropriation; and

WHEREAS it is necessary to appropriate \$250,000.00 funded by G.O. Bonds General, in Construction funds for Zoo Major Maintenance, CIP Project Number PK09002.

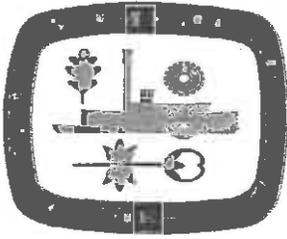
NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby appropriated the sum of \$250,000.00, in Construction funds, funded by G. O. Bonds General, chargeable to the Fiscal Year 2014 Capital Improvement Budget; with said appropriations being credited as follows:

Project Title:	Zoo Major Maintenance
Project Number:	PK09002
Amount:	\$250,000.00



Memphis City Council Summary Sheet

- 1. This Resolution seeks approval to appropriate FY14 funding in accordance with the Overton Park Management Agreement contract between the City of Memphis and the Overton Park Conservancy.**
- 2. The initiating party is the Division of Parks and Neighborhoods.**
- 3. This Resolution does not change any existing Ordinance or Resolution.**
- 4. This Resolution does not require a new contract.**
- 5. This Resolution does require an expenditure of funds in the amount of \$79,000.00.**



Park.

Resolution appropriates funds for improvements to Overton

WHEREAS, the Council of the City of Memphis did include Overton Park Improvements, CIP Project Number PK07111 as part of the Fiscal Year 2014 Capital Improvement Program; and

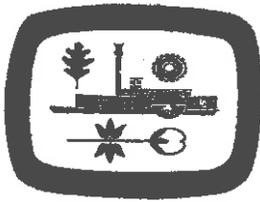
WHEREAS, the City of Memphis has entered into a Management Agreement with the Overton Park Conservancy which provides for the procedures for the use and payment of the current and future Capital Appropriations; and

WHEREAS it is necessary to appropriate \$79,000.00 funded by G.O. Bonds General, in Construction funds for Overton Park Improvements, CIP Project Number PK07111.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby appropriated the sum of \$79,000.00, in Construction funds, funded by G. O. Bonds General, chargeable to the Fiscal Year 2014 Capital Improvement Budget; with said appropriations being credited as follows:

Project Title:	Overton Park Improvements
Project Number:	PK07111
Amount:	\$79,000.00

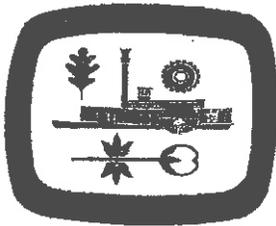
Memphis City Council Summary Sheet Template 8-28-12



Memphis City Council Summary Sheet

1. Resolution seeking acceptance of a donation in the amount of \$50.00 from Airways Ambassadors as awarded to the City of Memphis Police Department for funding Police Services' operational activities.
2. The City of Memphis Division of Police Services is awarded these funds and will serve as the fiscal agent.
3. Resolution will not change an existing ordinance or resolution.
4. Resolution will not require a new contract or amendment to an existing contract.
5. Resolution will require an expenditure of funds equal to the amount of the donation but will not require a budget amendment.

City Council Resolution Template – 8-28-12



RESOLUTION

WHEREAS, the City of Memphis Division of Police Services has been awarded a donation in the amount of Fifty Dollars (\$50.00) from Airways Ambassadors; and

WHEREAS, the donation is to be used to fund police operational activities; and

WHEREAS, it is necessary to accept the donation and amend the Fiscal Year 2014 Operating Budget to establish funds; and

WHEREAS, it is necessary to appropriate the funds in the amount of Fifty Dollars (\$50.00) received from Airways Ambassadors as stated in this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the donation in the amount of Fifty Dollars (\$50.00) be accepted by the City of Memphis.

BE IT FURTHER RESOLVED, that the Fiscal year 2014 Operating Budget be and is hereby amended by appropriating the Revenues for the various donations as follows:

REVENUES

Miscellaneous Revenue (049623)

Airways Station	140308-049623	\$50.00
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EXPENDITURES

Miscellaneous Services (052950)

Airways Station	140308-052950	\$50.00
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Memphis City Council Summary Sheet

1. Description of the Item (Resolution, Ordinance, etc.)

This item is a resolution to accept grant funds from the State of Tennessee Department of Labor and Workforce Development in the amount of \$178,711.00. These funds will be used for the WIA Title One Dislocated Worker Program.

2. Initiating Party (e.g. Public Works, at request of City Council, etc.)

The State of Tennessee Department of Labor and Workforce Development which acts as a pass-through for the U.S. Department of Labor, allocated these grant funds to the Workforce Investment Network.

3. State whether this is a change to an existing ordinance or resolution, if applicable.

This is a new grant award, pending council acceptance.

4. State whether this requires a new contract, or amends an existing contract, if applicable.

Acceptance of these funds will require a new contract between the State of Tennessee and the City of Memphis, which acts as the administrative entity for the Workforce Investment Network.

5. State whether this requires an expenditure of funds/requires a budget amendment.

Acceptance of these will require an amendment to the FY2014 operating budget to appropriate the funds.



A Resolution to accept WIA Title One Dislocated Worker funds from the State of Tennessee Department of Labor and Workforce Development.

WHEREAS, the City of Memphis Workforce Investment Network has received grant funds in the amount of One Hundred Seventy Eight Thousand, Seven Hundred Eleven Dollars, (\$178,711.00) from the State of Tennessee Department of Labor and Workforce Development; and

WHEREAS, these funds will be used to provide a contingency fund for WIA Title One Dislocated Worker Program; and

WHEREAS, it is necessary to accept the grant funding and amend the Fiscal Year 2014 Operating Budget to establish funds for the WIA Title One Dislocated Worker Program; and

WHEREAS, it is necessary to appropriate the grant funds in the amount of One Hundred Seventy Eight Thousand, Seven Hundred Eleven Dollars, (\$178,711.00.) for the WIA Title One Dislocated Worker;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the WIA Title One Dislocated Worker Program in the amount of One Hundred Seventy Eight Thousand, Seven Hundred Eleven Dollars (\$178,711.00) be accepted by the City of Memphis

BE IT FURTHER RESOLVED, that the Fiscal Year 2014 Operating Budget be and is hereby amended by appropriation the Expenditures and Revenues for the WIA Title One Dislocated Worker Program in the amount of One Hundred Seventy Eight Thousand, Seven Hundred Eleven Dollars, (\$178,711.00).

GRANT AWARD NOTIFICATION

AWARD INFORMATION

Division Information

Division: Workforce Investment Network Program Area: Title I Adult Funds

Division Contact: Georgetta Forest Phone: 901-576-6832

Funding Source

Name of Grantor: The State of Tennessee Department of Labor

Grantor Award Number: _____

Full Name of Program LW13P131ADULT14

Start Date: 07/01/2013 - 06/30/2015 Check One: Operating CIP _____

Award Type: Federal Award Amount: \$ 61,616.00

Will matching funds be provided?

Amount of Matching Funds: \$0.00 Source of Matching Funds: N.A.

To be completed by Accounting Department

Award Number: _____ Purpose Area: _____

PROJECT INFORMATION

Amount	Project	Project Number
\$55,455.00	Program Funds	
\$6,161.00	Admin. Funds	

Check here if the grant requires splitting funds into multiple projects.

If yes, please provide the specific amounts and project names in the box above.

If no, list the entire award amount and project name in the first row in the box above.

Check here if this award being applied to an existing project(s).

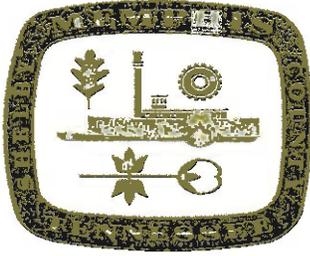
If yes, please identify the specific amounts, projects and project numbers in the box above.

If no, the Accounting Department will assign new project numbers.

Reviewed by Office of Grants Compliance _____ Date: _____

Reviewed by Accounting and Entered in Oracle: _____ Date: _____

Please complete and return with a copy of the Grant Award Letter or other Official Notification to the Office of Grants Compliance • City Hall, Room 336 • Fax - 576-6524



Memphis City Council Summary Sheet

1. Description of the Item (Resolution, Ordinance, etc.)

This item is a resolution to accept grant funds from the State of Tennessee Department of Labor and Workforce Development in the amount of \$61,616.00. These funds will be used for the WIA Title One Adult Program.

2. Initiating Party (e.g. Public Works, at request of City Council, etc.)

The State of Tennessee Department of Labor and Workforce Development which acts as a pass-through for the U.S. Department of Labor, allocated these grant funds to the Workforce Investment Network.

3. State whether this is a change to an existing ordinance or resolution, if applicable.

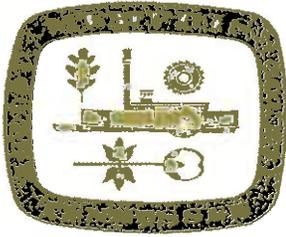
This is a new grant award, pending council acceptance.

4. State whether this requires a new contract, or amends an existing contract, if applicable.

Acceptance of these funds will require a new contract between the State of Tennessee and the City of Memphis, which acts as the administrative entity for the Workforce Investment Network.

5. State whether this requires an expenditure of funds/requires a budget amendment.

Acceptance of these will require an amendment to the FY2014 operating budget to appropriate the funds.



A Resolution to accept WIA Title One Adult Grant funds from the State of Tennessee Department of Labor and Workforce Development.

WHEREAS, the City of Memphis Workforce Investment Network has received grant funds in the amount of Sixty One Thousand, Six Hundred Sixteen Dollars, (\$61,616.00) from the State of Tennessee Department of Labor and Workforce Development; and

WHEREAS, these funds will be used to provide a contingency fund for WIA Title One Adult Program; and

WHEREAS, it is necessary to accept the grant funding and amend the Fiscal Year 2014 Operating Budget to establish funds for the WIA Title One Adult Program; and

WHEREAS, it is necessary to appropriate the grant funds in the amount of Sixty One Thousand, Six Hundred Sixteen Dollars, (\$61,616.00) for the WIA Title One Adult Program;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the WIA Title One Adult Program in the amount of Sixty One Thousand, Six Hundred Sixteen Dollars (\$61,616.00) be accepted by the City of Memphis

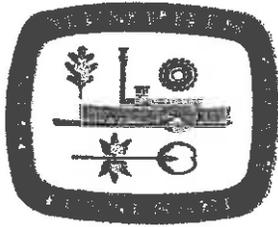
BE IT FURTHER RESOLVED, that the Fiscal Year 2014 Operating Budget be and is hereby amended by appropriation the Expenditures and Revenues for the WIA Title One Adult Program in the amount of Sixty One Thousand, Six Hundred Sixteen Dollars, (\$61,616.00).



Memphis City Council Summary Sheet

Please provide a brief summary of the item, in bullet form, not to exceed one page:

1. A resolution appropriating the sum of \$500,000.00 funded by G.O. Bonds-General chargeable to the FY 2014 Capital Improvement Budget for the CAAP, Inc. Project to renovate its administrative building and residential-treatment facilities on its main campus at 4041 Knight Arnold Road and 3835 Lamar Avenue.
2. The Division of Housing and Community Development's Homelessness and Special Needs Department.
3. Resolution is not a change to an existing ordinance or resolution.
4. A new contract will be required.
5. An expenditure of funds will be required.



A resolution appropriating the sum of \$500,000.00 funded by G.O. Bonds-General chargeable to the FY 2014 Capital Improvement Budget for the CAAP, Inc. Project to renovate its administrative building and residential-treatment facilities on its main campus at 4041 Knight Arnold Road and 3835 Lamar Avenue.

WHEREAS, in partnership with the City of Memphis Division of Housing & Community Development and its competitively selected non-profit organization, Cocaine Alcohol Awareness Program, Inc. (CAAP, Inc.) are continuing with the City's mission to provide support and opportunities for persons who have a history of substance abuse and mental illness, often exacerbated by poverty, unemployment, lack of education, criminality, incarceration, homelessness, domestic violence, and other co-occurring psychosocial stressors in the Memphis Metropolitan Statistical Area;

WHEREAS, CAAP, Inc. serves over 2,500 clients each year and offers customized treatment plans and an array of wraparound services to help them address their long-term needs; successfully transition back into mainstream society; and reconnect with self, family and friends;

WHEREAS, CAAP, Inc. plans to renovate its administrative building and residential-treatment facilities on its main campus at 4041 Knight Arnold Road and convert and expand its nearby restaurant at 3835 Lamar Avenue into a state-of-the-art preventive healthcare facility, which will provide comprehensive medical, dental, and social services and feature a wellness clinic and job-training center for high-risk populations and the community at large. CAAP also plans to upgrade building number two and the surrounding grounds;

WHEREAS, this project will provide funds for rehabilitation of existing structures; painting, upgrading electrical, lighting, telecommunications, HVAC, and fire/life safety systems; plumbing, flooring, and roof repairs; and better security and energy-conservation measures;

WHEREAS, this expansion will increase the client base from 2,500 to over 3,500 and create at least 75 new permanent jobs in the Mid-South;

WHEREAS, CAAP, Inc. was allocated \$500,000.00 from the FY 2014, Capital Improvement Budget which includes \$20,000.00 for Architecture and Engineering and 480,000.00 for rehabilitation and those funds have been encumbered to fund the aforementioned activities in the targeted area.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby appropriated to sum of \$500,000.00 funded by G.O. Bonds-General chargeable to the FY 2014 Capital Improvement Budget and credited as follows:

Project Title:	CAAP, Inc.
Project Number:	CD01091
Architecture & Engineering:	\$ 20,000.00
Contract Construction:	\$480,000.00

City Council Resolution

WHEREAS, the city of Memphis is challenged by neighborhoods that are struggling to survive due to blighted conditions as the result of deteriorating infrastructure, abandoned properties and decreased investment; and

WHEREAS, reinvigorating our neighborhoods should be a top priority for this city and significant attention should be made in cleaning up blight and creating stronger, viable neighborhood communities; and

WHEREAS, the State Legislature approved a bill (Public Chapter 832, Senate Bill 3424, passed April 9, 2012 and signed into law April 25, 2012) that authorizes local governments to develop programs to encourage homeowners and developers to invest in blighted property for the purpose of stabilizing the value of the neighborhood and increasing the value of the facilities being constructed or rehabilitated; and

WHEREAS, pursuant to the law, the municipality program for combating blight must be submitted for approval by the attorney general; and

WHEREAS, the City Council has previously authorized the formation of an eleven (11) member commission charged with developing the program to combat neighborhood blight; and

WHEREAS, the commission has been formed and has submitted their recommendations for approval by City Council and for delivery to the attorney general for review; and

WHEREAS, the City Council has reviewed and approved the plan as submitted by the commission.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS CITY COUNCIL that the Chairman of the Memphis City Council shall endeavor to participate in the state authorized Blight Abatement Program through submission of a proposal to the State Attorney General for a five-year trial program as follows:

Property Eligible for Pilot Program:

Properties are eligible if:

- a. The fair market value of a parcel of residential or commercial real property, as determined by a neutral broker's price opinion, is less than the combined city and county property taxes, liens and penalties owing on the parcel, AND
- b. The current owner and any lien holder consent to voluntarily donate the property and/or release all liens subject to participation in the Grant Program

Upon such conditions then:

The City Treasurer is authorized to issue a grant in the amount of the back taxes to the eligible owner willing to take title to the "Blighted Property" for the express purpose of payment of all back taxes provided that the County Trustee issues a similar grant.

Program Beneficiary Eligibility

Any person or entity with demonstrated financial and construction capacity that has no direct or indirect economic or equitable interest in the real property at issue and is not delinquent on any city or county real or personal property taxes.

Program Conditions

- a. The City shall impose a forgivable mortgage lien on the Blighted Property, equal to the amount of the respective grants. The liens shall be released at the end of five years if and only if there are no unresolved code violations and the Blighted Property remains continuously occupied and maintained during the five year period, and the property is current on all city and county taxes.
- b. Vacancy, lack of maintenance, or unresolved code violations for more than 60 days will be identified as events of default in the first mortgage lien. Blighted Property must be completely in conformance with all applicable codes within 12 months of acquisition.
- c. Blighted Property may be conveyed subject to the forgivable mortgage lien.

Future Tax Grant Program

Program beneficiaries may additionally be granted an amount equal to 25% of their proven cash investment up to 100% of the annual City property tax amount due for the five years following the completion of the rehabilitation of the Blighted Property.

Administration and Program Guidelines

Eligibility requirements and standards will be developed by the appointed commission in cooperation with the City Treasurer and City Council, and will be administered by the City Treasurer.

October 15, 2013

Jim Strickland
Lee Harris