
**MINUTES
SUMNER COUNTY BOARD OF COUNTY COMMISSIONERS
DECEMBER 16, 2019**

The Board of County Commissioners of Sumner County, Tennessee met in regular session on Monday, December 16, 2019, in the Commission Chambers of the Sumner County Administration Building in Gallatin, Tennessee at 7:00 p.m. Present and presiding was the Chairman Scott Langford. Also present were the County Clerk Bill Kemp, County Mayor Anthony Holt and County Law Director Leah Dennen and the following Commissioners to wit:

Jerry F. Becker
Deanne DeWitt
Alan Driver
Loren S. Echols
Jerry W. Foster
Billy Geminden
Paul R. Goode
Steve Graves

Larry Hinton
Caroline S. Krueger
Scott Langford
Jeremy Mansfield
Justin Nipper
Gene Rhodes
Baker Ring

Leslie Schell
Danny Sullivan
Chris Taylor
Moe Taylor
Luke Tinsley
Shellie Young Tucker
Terry Wright

Having a duly constituted quorum, the meeting was opened in due process by Sheriff Sonny Weatherford. Chairman Scott Langford noted that with twenty-two members seated, a simple majority would be by thirteen votes; and that matters requiring a two-thirds vote would be by sixteen votes during this session. Commissioners Merrol N. Hyde and Michael Guthrie were not present for the meeting.

The Invocation was led by Dr. Travis Fleming, First Baptist Church in Gallatin.

The Pledge of Allegiance was led by the County Clerk, Bill Kemp.

APPROVAL OF AGENDA

Commissioner Mansfield made a motion, seconded by Commissioner Moe Taylor, to move the Recognition of the Public after the report of the Chairman. Without objection, Chairman Langford made the change to the agenda.

Commissioner Foster moved, and was duly seconded by Commissioner Schell, to adopt the agenda with the change. The Commission approved the agenda as amended by unanimous voice vote of the body.

APPROVAL OF MINUTES

Chairman Langford remarked on an oversight regarding a point of order during the November 18 Commission meeting. He said that he did not rule on a point of order and apologized to Commissioner Moe Taylor.

The minutes for the meeting of this body held on November 18, 2019, and recorded in the office of the Clerk, Bill Kemp, were approved by voice vote after Commissioner Graves made the motion, seconded by Commissioner Moe Taylor.

REPORT OF THE CHAIRMAN

Chairman Langford recognized State Senator Ferrell Haile who discussed the state grant for funding of the Comer Barn. He said he thought it was beneficial for the State to invest in the project, along with the County. He said the intent of his amendment to the state budget was that the State match every dollar spent by the County up to \$250,000.00. If the money is not spent, then it would be returned to the State.

Chairman Langford noted that the Veterans Service Officer's report was provided for information only.

Commissioner Wright read the following resolution into the record:

A RESOLUTION HONORING DETECTIVE WES MARTIN

WHEREAS, Detective Wes Martin retired on December 13, 2019, after serving his country and Sumner County with dedication and diligence for thirty-seven years; and

WHEREAS, Detective Wes Martin began his career in 1982 as a Security Specialist in the United States Air Force and, upon returning to civilian life in 1986, worked at the Sumner County Sheriff's Office and Hendersonville Police Department, then resumed his patrol duties in Sumner County; and

WHEREAS, Detective Wes Martin was recognized as an expert in the field of domestic violence-related issues and served almost twenty years in the Sheriff's Office Criminal Investigation Division where his compassionate understanding was a tremendous help to countless victims of domestic violence as he made them feel safe while guiding them through court proceedings and ensured that they received benefits and opportunities afforded to them; and

WHEREAS, Detective Martin has served Sumner County eagerly and diligently to help solve homicides, rapes, burglaries, and other crimes, providing excellent leadership and guidance, and it is appropriate that we commend him for his unwavering dedication and hard work to keep our county safe.

NOW, THEREFORE, BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby commends and thanks Detective Wes Martin with gratitude for his commitment to the citizens of Sumner County and

wishes him the best in his retirement as he spends more time with his family and rides his Harley; and

BE IT FURTHER RESOLVED that this resolution is to be spread on the minutes of this body and the Clerk is to furnish a copy of this resolution to Detective Wes Martin.

Upon motion of Commissioner Wright, seconded by Commissioner Echols, the Commission voted unanimously to approve the certificate honoring Detective Martin.

Commissioner Hinton read the following resolution into the record:

A RESOLUTION HONORING MR. RONNIE THOMPSON

WHEREAS, Mr. Ronnie Thompson is retiring in December of 2019, after serving with the Sumner County Highway Department for thirty-one years; and

WHEREAS, Mr. Thompson began working at the Highway Department in 1988 and shortly after was promoted to equipment operator, then, in 2011, began serving as an area foreman where his dedication and expertise has been a great asset to our county; and

WHEREAS, Mr. Thompson's tireless work, longstanding efforts and commitment to serve the citizens of Sumner County have gained the respect of not only his co-workers but also the many residents who have come to know him; and

WHEREAS, Mr. Thompson and his wife, Wanda, of thirty-nine years, have four children, eight grandchildren, and three great grandchildren and he plans on spending his retirement with his family and doing the things he loves the most such as hunting, riding his motorcycle and traveling.

NOW, THEREFORE, BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby commends and congratulates Mr. Ronnie Thompson for his long and dedicated years of service and wishes him the best as he retires; and

BE IT FURTHER RESOLVED that this resolution is to be spread on the minutes of this body and the Clerk is to furnish a copy of this resolution to Mr. Ronnie Thompson.

Upon motion of Commissioner Hinton, seconded by Commissioner Moe Taylor, the Commission voted unanimously to approve the certificate honoring Mr. Thompson.

Commissioner Driver read the following resolution into the record:

**A RESOLUTION HONORING PORTLAND HIGH SCHOOL
LADY PANTHERS VOLLEYBALL TEAM**

WHEREAS, Portland High School Lady Panthers Volleyball team had a very successful 2019 and concluded the season as State AA Runners-Up, Region 6AA Champions, and District 11AA Champions with a total record of 44-11; and

WHEREAS, with dedication and diligence, Head Coach Rob Lesemann, Assistant Coaches Ginger Lesemann and Connie Moyher encouraged players to be their best and under their leadership, seniors: Emily Rogers, Josie Runyon, and Katie Crutchfield; juniors: Ashton Hofman, Jordyn Latimer, Lauryn Waldron, Qierra Gregory, and Savannah Pippin; sophomores: Anna McGlothlin, Grace Tucker, Madison Linville, Rayleigh Hester, and Sydney Lawless, and freshmen: Emma High, Jewel Webb, Layla Loftin, Liz Rogers, and Shelby Richards displayed great team spirit with outstanding talent and determination; and

WHEREAS, Lady Panthers Volleyball players maintained their record of excellence from previous years where they were State AA, Region 6AA, and District 11 AA Champions in 2018 and State AA; Region 6AA, and District 11AA Champions in 2017 and became the only team in school history to win two state championships back-to-back.

NOW, THEREFORE, BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby congratulates Portland High School Lady Panthers Volleyball players for their outstanding achievements and commends Mr. Rob Lesemann, Mrs. Ginger Lesemann, and Ms. Connie Moyher for their leadership and dedication and wishes them continued success in the future; and

BE IT FURTHER RESOLVED that this resolution is to be spread on the minutes of this body and the Clerk is to furnish a copy of this resolution to Portland High School Lady Panthers team.

Upon motion of Commissioner Driver, seconded by Commissioner Geminden, the Commission voted unanimously to approve the certificate honoring Portland High School Lady Panthers Volleyball team.

Chairman Langford introduced the following resolution:

**A RESOLUTION CELEBRATING THE SIXTIETH ANNIVERSARY OF
SUMNER REGIONAL MEDICAL CENTER**

WHEREAS Sumner Regional Medical Center, originally known as Sumner County Memorial Hospital, first opened its doors on December 1, 1959; and

WHEREAS, over the past six decades, under the supervision of many devoted and compassionate providers, the hospital has served Sumner County and its surrounding areas with superb medical care by skilled professionals; and

WHEREAS, Sumner Regional Medical Center has received numerous awards, including the Best Hospital five years in a row, and Best Emergency Room four years in a row, as well as a recognition as a Top-Notch Hospital by the Nashville Business Journal and today, continues to grow and excel as an

outstanding facility serving as a source of community pride under the leadership of Ms. Susan Peach.

NOW, THEREFORE, BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby celebrates and congratulates Sumner Regional Medical Center on its sixtieth anniversary and commends its past and present dedicated providers who provide exceptional service to our county; and

BE IT FURTHER RESOLVED that this resolution is to be spread on the minutes of this body and the Clerk is to furnish a copy of this resolution to Ms. Susan Peach on behalf of Sumner Regional Medical Center.

Upon motion of Commissioner Ring, seconded by Commissioner Krueger, the Commission voted unanimously to approve the certificate recognizing Sumner Regional Medical Center.

CONSENT AGENDA

Chairman Langford introduced the following items on the Consent Agenda:

1912-08 A RESOLUTION APPROPRIATING \$15,000 FOR STUDENTS AGAINST DESTRUCTIVE DECISIONS (S.A.D.D.) CONTRIBUTION CHECKS FOR LAW ENFORCEMENT EQUIPMENT FOR THE SHERIFF'S OFFICE

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body does hereby appropriate \$15,000 contribution checks for law enforcement equipment for the Sheriff's Office, as shown on the attachment herewith.

1912-09 A RESOLUTION DOCKETING SUMNER COUNTY BOARD OF EDUCATION SCHOOL FUND BUDGET AMENDMENTS FOR THE FISCAL YEAR 2019-2020

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body does hereby docket in its records the Sumner County Board of Education School Fund Budget Amendments for the fiscal year 2019-2020, as shown on the attachments herewith.

1912-10 A RESOLUTION APPROVING THE FISCAL YEAR 2019-2020 SUMNER COUNTY BOARD OF EDUCATION GENERAL PURPOSE SCHOOL FUND BUDGET AMENDMENTS

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session 16th day of December 2019, that this body does hereby approve the 2019-2020 Sumner County Board of Education General Purpose School Fund budget amendments, as shown on the attachment herewith.

1912-11 A RESOLUTION APPROPRIATING \$100 DONATION FROM CITY OF GOODLETTSVILLE CHAMBER OF COMMERCE FOUNDATION GRANT TO MILLERSVILLE PUBLIC LIBRARY TO BUY SENSORY KITS TO HAVE IN THE LIBRARY FOR PATRON USE

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby appropriates \$100 donation from City of Goodlettsville Chamber of Commerce Foundation Grant to Millersville Public Library to buy sensory kits to have in the library for patron use, as shown on the attachment herewith.

1912-12 A RESOLUTION APPOINTING THE JUDICIAL MAGISTRATES OF SUMNER COUNTY

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby appoints the following individuals as Judicial Magistrates:

Booth, Jeffrey M. (Jeff)	Rice, Alexandria
Bozarth, Lauren	Smith, William Wade
Draper, Todd H	Thomas, William S. (Bill)
Gilbreath, William J. (Billy)	Tucker, Leslye P.
Hille, Jennifer	

BE IT FURTHER RESOLVED that the Judicial Magistrates shall serve a one- year term or until a successor is appointed.

1912-13 A RESOLUTION RESTATING THE POLICY THAT SUMNER COUNTY, TENNESSEE DOES NOT DISCRIMINATE ON THE BASIS OF RACE, SEX, COLOR, RELIGION, NATIONAL ORIGIN, AGE, DISABILITY OR VETERAN STATUS AND SETTING FORTH A GRIEVANCE PROCEDURE FOR REPORTING ALLEGED VIOLATIONS OF SAME

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby restates its policy that Sumner County, Tennessee does not discriminate on the basis of race, sex, color, religion, national origin, age, disability or veteran status; and

BE IT FURTHER RESOLVED that this body does hereby set forth the following grievance policy to report alleged violations of same:

Any person who believes that a violation of this policy has taken place shall report same to the OFFICE OF THE RISK MANAGER by mail, by email, or by phone call or in person during regular business hours and a review of the claimed event(s) shall take place within a timely manner and a determination shall be provided in writing to the complaining party.

**1912-14 A RESOLUTION DECLARING VARIOUS ITEMS FROM
THE SUMNER COUNTY ARCHIVES AS SURPLUS PROPERTY AND
AUTHORIZING DISPOSAL OR SALE OF SAME PURSUANT TO EXISTING
POLICIES AND PROCEDURES**

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby declares various items from the Sumner County Archives as surplus, as shown on the attachment; and

BE IT FURTHER RESOLVED that the disposal or sale of the same is authorized pursuant to existing policies and procedures.

	Tax Refunds	
R.D. and Judy Bradley		\$. 166.00
Harry and April Daughtry		\$ 996.00
Jerry and Jacquelyn Kirkman		\$ 494.00
Ernst Western Corporation		\$ 7,818.00

Chairman Langford declared the items on the Consent Agenda approved upon unanimous voice vote of the body after motion by Commissioner Sullivan, seconded by Commissioner Chris Taylor.

RECOGNITION OF THE PUBLIC

Chairman Langford opened the floor to allow the public to speak concerning any matter on the agenda. He allowed the public to speak on the Comer Barn project because State Senator Haile addressed the issue earlier in the meeting. Chairman Langford recognized Commissioner Moe Taylor who requested the subject matter of the speaker's address be placed on the agenda in the future to allow comments.

Christopher Newton, 1072 Paddock Park Circle in Gallatin, spoke against the Comer Barn project. He said a county-funded event center would compete with his business. He suggested that Rogers Group fix the barn roof.

Cason Newton, 219 Staggs Drive in Portland, spoke against the Comer Barn project. He read a list of the event centers in Sumner County.

Bart Bagsby of 1628 Long Hollow Pike spoke against the Comer Barn project. He said there is no level playing field for local companies to compete with a county-owned event center.

Ruth Fennell, 1049 Blue Jay Way in Gallatin spoke against the Comer Barn project and the increasing County debt.

John Miller of 104 Pond Drive spoke regarding the increasing taxes and debt in the County.

With no one else wishing to speak, recognition of the public was closed.

REPORT FROM COUNTY OFFICIALS

County Officials filed the following reports: County Investments, County General Fund, County Debt Service Fund, County Highway Fund, County Capital Outlay Fund, School General Purpose Fund, School Federal Projects Fund, School Food Service Fund, Employee Health Insurance Trust Fund, Employee Dental Insurance Trust Fund, Casualty Insurance Trust Fund, County Trustee Funds, Special Reports: County Dental Insurance Claim Payments, County Health Insurance Claim Payments, County Property Tax Collections, County EMS Billing/Collections/Balances, County Sales Tax Collections, County Wheel Tax Collections, County Tax Rates/Property Values and County School Loan Program Rates. Approval of the filing of these records does not certify to the accuracy of the documents.

Chairman Langford introduced the following resolution:

1912-NOT

A RESOLUTION TO APPROVE AND ACCEPT APPLICATIONS FOR NOTARIES PUBLIC POSITIONS AND PERSONAL SURETY GUARANTORS

WHEREAS, according to the law of the State of Tennessee, an individual must apply for the office of notary public in the county of residence, or of their principal place of business; and

WHEREAS, state statute requires personal sureties making bonds for Notaries publics to be approved by the Sumner County Commission; and

WHEREAS, said applicant must be approved by the County Commission assembled; and

WHEREAS, Bill Kemp, Sumner County Clerk, has certified according to the records of his office that the persons named on the attached listing labeled "SUMNER COUNTY NOTARY PUBLIC APPLICATIONS and SURETY GUARANTORS" have duly applied for the positions so sought; and

BE IT FURTHER RESOLVED THAT THIS TAKE EFFECT FROM AND AFTER PASSAGE.

NOTARIES PUBLIC TO BE ELECTED

PAMELA AUTRY	DEBRA A KUNKEL
ANDREW R BARRETT	CINDY R LANN
JENNIFER DISMUKES BERKON	THOMAS E LEJSEK
KIMBERLY T BLACKFORD	LYNETTE MADDLE
DEBORAH BOSHEARS-GUNTER	JANICE MCKINNEY MARTIN

BONNIE DALE CATES	L KATE MATTHEWS
JEREMY T CECIL	WALKER C MCMILLAN
BARBARA A.E. CHARLES	A DAWN MILLER
JULIA M CHEEKS	BRAD PLUMLEE
HEATHER CLARK	SHARON MARIE SABIE
KEVIN M COLLIER	GINA L SHOEMAKE
NINA M. COOMES	ELLEN C SMITH
PORCSHEA RENA CRAWFORD	KRISTI A. SMITH
STACIA DEAN	KATIE E SUMMERS
GLORIA J DILLARD	BETSYE D THOMAS
JANA DRURY	DANIEL TOOLE
AMBER N EVERETTE	CHARIE TROUTMAN
KATIE FIELDS	ALISA B. USHMAN
WANDA L GREEN	SHARI NIKOLE JENT WALLS
DANA L. HIGHT	JOHN L WEAVER III
CATHERINE S HUGHES	PATRICIA WRIGHT
JULIE HUGHES	ADAM DOUGLAS YORK
JEANNIE M ISBELL	TIMOTHY WILLIAM ZIRKLE
KIMBERLY LYNN JORDAN	

Upon motion of Commissioner Echols, seconded by Commissioner Geminden, voting was recorded in the following manner:

Res 1912-NOT		12/16/2019 7:53:55 PM
YES - 22	NO - 0	ABS - 0

Individual Voting Results(Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)

A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- Y	J Foster	- Y	J Mansfield	- Y
J Nipper	- Y	L Echols	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- Y	P Goode	- Y
S Graves	- Y	S Tucker	- Y	T Wright	- Y

Chairman Langford declared the election of Notaries Public by the body.

COMMITTEE ON COMMITTEES

Commissioner Goode announced the appointment of the following to the Board of Construction Appeals:

- Rick Halcomb, Alternate, 1-year term –appoint

Upon motion of Commissioner Goode, seconded by Commissioner Echols, the Commission voted unanimously to approve the appointment of Mr. Halcomb to serve. Mr. Halcomb replaced Shawn Utley who is serving a three-year term on the Board of Construction Appeals.

Chairman Goode announced the following appointments to the Health & Safety Standards Board:

- Daniel Koulianos – reappoint to four-year term
- James Flockencier – reappoint to four-year term

Upon motion of Commissioner Goode, seconded by Commissioner Echols, to group and approve, the Commission voted unanimously to approve the reappointments of

Mr. Koulianos and Mr. Flockencier to the Health & Safety Standards Board.

Commissioner Goode announced the following recommendation for a replacement to serve on the Joint Economic and Community Development Board as follows:

- George Carter, Westmoreland Business Community, recommended replacement, Tony Bentle

Upon motion of Commissioner Goode, seconded by Commissioner Echols, the Commission voted unanimously to approve the appointment of Mr. Bentle to serve on the Joint Economic and Community Development Board.

Commissioner Goode announced the reappointments to the Joint Economic and Community Development Board:

- Frank Flynn, Green Belt Representative, reappoint
- Mike Fussell, Hendersonville Business Community, reappoint
- Ace Harrington, Gallatin Business Community, reappoint
- Jimmy Johnston, Forward Sumner Economic Council, reappoint
- Earl Fischer, Gallatin, EDA Board Chairman, reappoint

Upon motion of Commissioner Goode, seconded by Commissioner Ring, the Commission voted to group and approve the reappointments of Mr. Flynn, Mr. Fussell, Mr. Harrington, Mr. Johnston and Mr. Fischer to the Joint Economic and Community Development Board. Commissioner Moe Taylor abstained.

Commissioner Goode announced the following appointments for next month:

Agricultural Extension Service, two-year terms:

- Alan Driver, County Commission
- Caroline Krueger, County Commissioner
- Carl Cooper, Farmer
- Edie Kirkpatrick, Farm Woman

Board of Zoning Appeals

- Don Dickerson resigned

HIGHWAY COMMISSION

There was no report from the Highway Commission.

EDUCATION COMMITTEE

There was no report from the Education Committee.

GENERAL OPERATIONS COMMITTEE

There was no report from the General Operations Committee.

EMERGENCY SERVICES COMMITTEE

There was no report from the Emergency Services Committee.

LEGISLATIVE COMMITTEE

Commissioner Ring moved, seconded by Commissioner Schell, to approve the following resolution:

1912-01 A RESOLUTION SETTING THE REGULAR MEETINGS OF THE SUMNER COUNTY BOARD OF COUNTY COMMISSIONERS DURING THE 2020 CALENDAR YEAR

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby sets its regular meetings at 7:00 p.m. (local time) at the Sumner County Administration Building, 355 North Belvedere Drive, Gallatin, Tennessee, on the following dates in 2020:

Monday, January 27, 2020 (4 th Monday)	Monday, July 20, 2020 (3 rd Monday)
Monday, February 24, 2020 (4 th Monday)	Monday, August 17, 2020 (3 rd Monday)
Monday, March 23, 2020 (4 th Monday)	Monday, September 21, 2020 (3 rd Monday)
Monday, April 20, 2020 (3 rd Monday)	Monday, October 19, 2020 (3 rd Monday)
Monday, May 18, 2020 (3 rd Monday)	Monday, November 16, 2020 (3 rd Monday)
Monday, June 15, 2020 (3 rd Monday)	Monday, December 14 th , 2020 (2 nd Monday)

BE IT FURTHER RESOLVED that this body shall consider at such meetings all matters which may properly be considered at regular meetings of this body; and

BE IT FURTHER RESOLVED that the County Clerk is directed to have published the required notice of this resolution.

Commissioner Ring moved to amend the resolution, seconded by Commissioner Krueger, to substitute the following:

- March 23, 2020 (4th Monday) for March 16, 2020 (3rd Monday)
- December 14, 2020 (2nd Monday) for December 21, 2020 (3rd Monday)

Chairman Langford declared the amendment unanimously approved by the body.

The main motion as amended to approve Resolution 1912-01 carried by unanimous voice vote of the body. (The resulting resolution reflects the amendment.)

FINANCIAL MANAGEMENT COMMITTEE

Commissioner Becker stated that the Financial Management Committee met in joint session with the Budget Committee on December 9 and the results were reported under the Budget Committee report.

COUNTY OF SUMNER)

I, Bill Kemp, certify that I am the duly qualified and acting County Clerk of Sumner County, Tennessee, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of a regular meeting of the governing body of the County held on December 16, 2019; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to not to exceed \$86,750,000 General Obligation Public Improvement Bonds of said County.

WITNESS my official signature and seal of said County on this the ___ day of December 2019.

County Clerk, Bill Kemp

(SEAL)

The Board of County Commissioners of Sumner County, Tennessee, met in a regular session on December 16, 2019, at 7:00 p.m., at the Sumner County Administration Building, Gallatin, Tennessee, with Scott Langford, presiding.

The following Commissioners were present:

The following Commissioners were absent:

There was also present Bill Kemp, County Clerk.

After the meeting was duly called to order, the following resolution was introduced by _____, seconded by _____ and after due deliberation, was adopted by the following vote:

AYE:

NAY:

Director of Finance David Lawing stated that a penny on the property tax rate nets \$585,000. He said 2.03 pennies out of the 14 cents from inflation went to debt service.

Chairman Langford ruled out of order Commissioner Mansfield's discussion of operational expenditures when capital expenditures and bonds were on the floor.

Commissioner Foster called for the question; Commissioner Goode seconded the call.

The electronic vote was recorded in the following manner:

Res Question		12/16/2019 8:32:53 PM
YES - 17	NO - 3	ABS - 0

Individual Voting Results (Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)

A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- NV	J Foster	- Y	J Mansfield	- N
J Nipper	- Y	L Echols	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- N	P Goode	- Y
S Graves	- NV	S Tucker	- Y	T Wright	- N

Chairman Langford declared the call for the question to end debate passed by the necessary two-thirds vote of the body.

The electronic vote was recorded in the following manner:

Res 1912-02 12/16/2019 8:33:34 PM
YES - 18 **NO - 4** **ABS - 0**

Individual Voting Results (Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)

A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- Y	J Foster	- Y	J Mansfield	- N
J Nipper	- Y	L Echols	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- N	P Goode	- Y
S Graves	- N	S Tucker	- Y	T Wright	- N

Chairman Langford declared the resolution approved by the body .

Commissioner Chris Taylor moved, seconded by Commissioner Goode, to approve the following resolution:

1912-03 A RESOLUTION AUTHORIZING THE ISSUANCE, IN ONE OR MORE SERIES, OF GENERAL OBLIGATION SCHOOL AND PUBLIC IMPROVEMENT BONDS OF SUMNER COUNTY, TENNESSEE, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE HUNDRED THREE MILLION SIX HUNDRED THOUSAND DOLLARS (\$103,600,000) FOR THE PURPOSE OF FINANCING SCHOOLS AND CERTAIN PUBLIC WORKS PROJECTS; MAKING PROVISION FOR THE ISSUANCE, SALE AND PAYMENT OF SAID BONDS; ESTABLISHING THE TERMS THEREOF AND THE DISPOSITION OF PROCEEDS THEREFROM; AND PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT OF PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS.

WHEREAS, pursuant to Sections 49-3-1001, et seq., inclusive, Tennessee Code Annotated, as amended (the "School Bond Act"), counties in Tennessee are authorized through their respective governing bodies to issue and sell bonds of said counties to finance school projects; and

WHEREAS, the Board of County Commissioners (the "Governing Body") hereby adopts this resolution in part for the purpose of authorizing the issuance of general obligation school bonds under the School Bond Act in an amount not to exceed \$16,850,000 for the purpose of (A) financing the (i) design, site development, constructing, improving, renovating and equipping of schools in the county; (ii) acquisition of all property real and personal related to or connected with such school projects; (iii) payment of legal, fiscal, administrative, architectural and engineering costs incident thereto; (iv) reimbursement to the County for funds previously expended for the foregoing, if any; and (v) payment of costs incident to the issuance and sale of

the school bonds authorized herein; (B) establishing the terms of such school bonds; and (C) providing for the levy of a tax for the payment of principal thereof, premium, if any, and interest on such school bonds; and

WHEREAS, counties in Tennessee are authorized by Sections 9-21-101, et seq., Tennessee Code Annotated, as amended, (the "Public Improvement Bond Act") to issue, by resolution, bonds to finance public works projects; and

WHEREAS, the Board of County Commissioners of the County adopted on the date hereof, an initial resolution (the "Initial Resolution") authorizing the issuance of general obligation bonds under the Public Improvement Bond Act in an amount not to exceed \$86,750,000 and hereby adopts this resolution for the purposes of (A) financing the (i) design, site development, constructing, improving, renovating and equipping of the justice center, parking garage, courthouse, and related facilities, (ii) acquisition of all property real and personal related to or connected with such projects; (iii) payment of legal, fiscal, administrative, architectural and engineering costs incident thereto; (iv) reimbursement to the County for funds previously expended for the foregoing, if any; and (v) payment of costs incident to the issuance and sale of such bonds authorized herein; (B) establishing the terms of such bonds; and (C) providing for the levy of a tax for the payment of principal thereof, premium, if any, and interest on such bonds; and

WHEREAS, the Initial Resolution, together with the notice required by Section 9-21-206, Tennessee Code Annotated, as amended, will be published as required by law; and

WHEREAS, the Board of County Commissioners of the County has determined that in order to provide the funds necessary to accomplish the purposes set forth above, it is necessary to issue general obligation school and public improvement bonds of the County.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Sumner County, Tennessee, as follows:

Section 1. Authority. The bonds authorized by this resolution for School Projects (as defined below) are issued pursuant to Sections 49-3-1001, et seq., Tennessee Code Annotated, as amended, in an amount not to exceed \$16,850,000, and the bonds authorized by this resolution for Public Improvement Projects (as defined below) are issued pursuant to Sections 9-21-101, et seq., Tennessee Code Annotated, as amended, in an amount not to exceed \$86,750,000, and other applicable provisions of law.

Section 2. Definitions. The following terms shall have the following meanings in this resolution unless the text expressly or by necessary implication requires otherwise:

(a) "Bonds" means the General Obligation School and Public Improvement Bonds authorized in this Resolution.

(b) "Book-Entry Form" or "Book-Entry System" means a form or system, as applicable, under which physical bond certificates in fully registered form are issued to a Depository, or to its nominee as Registered Owner, with the certificate of bonds being held by and "immobilized" in the custody of such Depository, and under which records maintained by persons, other than the County or the Registration Agent, constitute the written record that identifies, and records the transfer of, the beneficial "book-entry" interests in those bonds.

(c) "Code" means the Internal Revenue Code of 1986, as amended, and all regulations promulgated under the Code.

(d) "County" means Sumner County, Tennessee.

(e) “Debt Management Policy” means the Debt Management Policy adopted by the Governing Body.

(f) “Depository” means any securities depository that is a clearing agency under federal laws operating and maintaining, with its participants or otherwise, a Book-Entry System, including, but not limited to, DTC.

(g) “DTC” means the Depository Trust Company, a limited purpose company organized under the laws of the State of New York, and its successors and assigns.

(h) “DTC Participant(s)” means securities brokers and dealers, banks, trust companies and clearing corporations that have access to the DTC System.

(i) “Governing Body” means the Board of County Commissioners of the County.

(j) “Municipal Advisor” means Oakdale Municipal Advisors.

(k) “Projects” means the Public Improvement Projects and the School Projects.

(l) “Public Improvement Projects” means the (i) design, site development, constructing, improving, renovating and equipping of the justice center, parking garage, courthouse, and related facilities, (ii) acquisition of all property real and personal related to or connected with such projects; and (iii) payment of legal, fiscal, administrative, architectural and engineering costs incident thereto;

(m) “Registration Agent” means the registration and paying agent for the Bonds, or such successor, appointed by the County Mayor pursuant to Section 4 of this Resolution.

(n) “Resolution” means this resolution adopted by the Governing Body authorizing the issuance and sale of the Bonds.

(o) “School Projects” means the (i) design, site development, constructing, improving, renovating and equipping of schools in the county; (ii) acquisition of all property real and personal related to or connected with such school projects; and (iii) payment of legal, fiscal, administrative, architectural and engineering costs incident thereto.

Section 3. Findings of the Governing Body; Compliance with Debt Management Policy.
It is hereby found and determined by the Governing Body that the issuance and sale of the Bonds is in compliance with the Debt Management Policy.

Section 4. Authorization and Terms of the Bonds.

(a) For the purpose of providing funds to finance the Projects, to reimburse the County for funds previously expended for the Projects, if any, to pay the costs incident to the issuance and sale of the Bonds, as more fully set forth in Section 9 hereof, there are hereby authorized to be issued bonds, in one or more series, of the County in an aggregate principal amount not to exceed \$103,600,000. The Bonds shall be issued in fully registered, book-entry only form (except as otherwise permitted herein), without coupons, shall be issued in one or more series, shall be known as “General Obligation School and Public Improvement Bonds” and shall have such series designation and dated date as shall be determined by the County Mayor pursuant to Section 8 hereof. The rate or rates on the Bonds shall not exceed five percent (5%) per annum. Subject to the adjustments permitted pursuant to Section 8 hereof, interest on the Bonds shall be payable semi-annually on June 1 and December 1 in each year, commencing December 1, 2020. The Bonds shall be issued initially in \$5,000 denominations or integral multiples thereof, as shall be requested by the original purchaser, and, subject to adjustment as permitted by Section 8 hereof, shall mature, either serially or through mandatory redemption on December 1 of each year, in the years 2020 through 2039, inclusive. Approximate debt service is attached

hereto as Exhibit A, subject to change as permitted by Section 8 hereof. The estimated interest expense and costs of issuance of the Bonds are also attached hereto as Exhibit A.

(b) Subject to the adjustments permitted by Section 8 hereof, the Bonds maturing on and after December 1, 2030 and thereafter shall be subject to redemption at the option of the County on December 1, 2029 and thereafter, at any time, in whole or in part, at a price of par, plus accrued interest, to the redemption date. If less than all the Bonds of such series shall be called for redemption, the maturities to be redeemed shall be selected by the Governing Body in its discretion. If less than all of the Bonds within a single maturity shall be called for redemption, the interests within the maturity to be redeemed shall be selected as follows:

(i) if the Bonds are being held under a Book-Entry System by DTC, or a successor Depository, the Bonds to be redeemed shall be determined by DTC, or such successor Depository, by lot or such other manner as DTC, or such successor Depository, shall determine; or

(ii) if the Bonds are not being held under a Book-Entry System by DTC, or a successor Depository, the Bonds within the maturity to be redeemed shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall determine.

(c) Pursuant to Section 8 hereof, the County Mayor is authorized to sell the Bonds, or any maturities thereof, as term bonds ("Term Bonds") with mandatory redemption requirements corresponding to the maturities set forth herein or as determined by the County Mayor. In the event any or all the Bonds are sold as Term Bonds, the County shall redeem Term Bonds on redemption dates corresponding to the maturity dates set forth herein, in aggregate principal amounts equal to the maturity amounts established pursuant to Section 8 hereof for each redemption date, as such maturity amounts may be adjusted pursuant to Section 8 hereof, at a price of par plus accrued interest thereon to the date of redemption. The Term Bonds to be redeemed within a single maturity shall be selected in the manner described in subsection (b) above.

At its option, to be exercised on or before the forty-fifth (45th) day next preceding any such mandatory redemption date, the County may (i) deliver to the Registration Agent for cancellation Bonds to be redeemed, in any aggregate principal amount desired, and/or (ii) receive a credit in respect of its redemption obligation under this mandatory redemption provision for any Bonds of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of this mandatory sinking fund redemption provision) and canceled by the Registration Agent and not theretofore applied as a credit against any redemption obligation under this mandatory sinking fund provision. Each Bond so delivered or previously purchased or redeemed shall be credited by the Registration Agent at 100% of the principal amount thereof on the obligation of the County on such payment date and any excess shall be credited on future redemption obligations in chronological order, and the principal amount of Bonds to be redeemed by operation of this mandatory sinking fund provision shall be accordingly reduced. The County shall on or before the forty-fifth (45th) day next preceding each payment date furnish the Registration Agent with its certificate indicating whether or not and to what extent the provisions of clauses (i) and (ii) of this subsection are to be availed of with respect to such payment and confirm that funds for the balance of the next succeeding prescribed payment will be paid on or before the next succeeding payment date.

(d) Notice of call for redemption, whether optional or mandatory, shall be given by the Registration Agent on behalf of the County not less than twenty (20) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Bonds to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Bond registration records of the Registration Agent as of the date of the notice; but neither failure to mail such notice nor any defect in any such notice so mailed shall affect the sufficiency of the proceedings for redemption of any of the Bonds for which proper notice was given. The notice may state that it is conditioned upon the deposit of moneys in an amount

equal to the amount necessary to affect the redemption with the Registration Agent no later than the redemption date ("Conditional Redemption"). As long as DTC, or a successor Depository, is the registered owner of the Bonds, all redemption notices shall be mailed by the Registration Agent to DTC, or such successor Depository, as the registered owner of the Bonds, as and when above provided, and neither the County nor the Registration Agent shall be responsible for mailing notices of redemption to DTC Participants or Beneficial Owners. Failure of DTC, or any successor Depository, to provide notice to any DTC Participant or Beneficial Owner will not affect the validity of such redemption. The Registration Agent shall mail said notices as and when directed by the County pursuant to written instructions from an authorized representative of the County (other than for a mandatory sinking fund redemption, notices of which shall be given on the dates provided herein) given at least forty-five (45) days prior to the redemption date (unless a shorter notice period shall be satisfactory to the Registration Agent). From and after the redemption date, all Bonds called for redemption shall cease to bear interest if funds are available at the office of the Registration Agent for the payment thereof and if notice has been duly provided as set forth herein. On or before the date fixed for redemption, moneys shall be deposited with the Registration Agent to pay the principal of, redemption premium, if any, and interest accrued to the redemption date on the Bonds called for redemption. In the case of a Conditional Redemption, the failure of the County to make funds available in part or in whole on or before the redemption date shall not constitute an event of default, and the Registration Agent shall give immediate notice to the Depository or the affected Bondholders that the redemption did not occur and that the Bonds called for redemption and not so paid remain outstanding.

(e) The County Mayor is hereby authorized and directed to appoint the Registration Agent and the Registration Agent is authorized and directed to maintain Bond registration records with respect to the Bonds, to authenticate and deliver the Bonds as provided herein, either at original issuance or upon transfer, to effect transfers of the Bonds, to give all notices of redemption as required herein, to make all payments of principal and interest with respect to the Bonds as provided herein, to cancel and destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer, to furnish the County at least annually a certificate of destruction with respect to Bonds canceled and destroyed, and to furnish the County at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds. The County Mayor is hereby authorized to execute, and the County Clerk is hereby authorized to attest such written agreement between the County and the Registration Agent as they shall deem necessary and proper with respect to the obligations, duties and rights of the Registration Agent. The payment of all reasonable fees and expenses of the Registration Agent for the discharge of its duties and obligations hereunder or under any such agreement is hereby authorized and directed.

(f) The Bonds shall be payable, both principal and interest, in lawful money of the United States of America at the main office of the Registration Agent. The Registration Agent shall make all interest payments with respect to the Bonds by check or draft on each interest payment date directly to the registered owners as shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the "Regular Record Date") by depositing said payment in the United States mail, postage prepaid, addressed to such owners at their addresses shown on said Bond registration records, without, except for final payment, the presentation or surrender of such registered Bonds, and all such payments shall discharge the obligations of the County in respect of such Bonds to the extent of the payments so made. Payment of principal of and premium, if any, on the Bonds shall be made upon presentation and surrender of such Bonds to the Registration Agent as the same shall become due and payable. All rates of interest specified herein shall be computed on the basis of a three hundred sixty (360) day year composed of twelve (12) months of thirty (30) days each. In the event the Bonds are no longer registered in the name of DTC, or a successor Depository, if requested by the Owner of at least \$1,000,000 in aggregate principal amount of the Bonds, payment of interest on such Bonds shall be paid by wire transfer to a bank within the continental United States or deposited to a designated account if such account is maintained with the Registration Agent and written notice of any such election and designated account is given to the Registration Agent prior to the record date.

(g) Any interest on any Bond that is payable but is not punctually paid or duly provided for on any interest payment date (hereinafter "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date; and, in lieu thereof, such Defaulted Interest shall be paid by the County to the persons in whose names the Bonds are registered at the close of business on a date (the "Special Record Date") for the payment of such Defaulted Interest, which shall be fixed in the following manner: the County shall notify the Registration Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment, and at the same time the County shall deposit with the Registration Agent an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Registration Agent for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest as in this Section provided. Thereupon, not less than ten (10) days after the receipt by the Registration Agent of the notice of the proposed payment, the Registration Agent shall fix a Special Record Date for the payment of such Defaulted Interest which Date shall be not more than fifteen (15) nor less than ten (10) days prior to the date of the proposed payment to the registered owners. The Registration Agent shall promptly notify the County of such Special Record Date and, in the name and at the expense of the County, not less than ten (10) days prior to such Special Record Date, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each registered owner at the address thereof as it appears in the Bond registration records maintained by the Registration Agent as of the date of such notice. Nothing contained in this Section or in the Bonds shall impair any statutory or other rights in law or in equity of any registered owner arising as a result of the failure of the County to punctually pay or duly provide for the payment of principal of, premium, if any, and interest on the Bonds when due.

(h) The Bonds are transferable only by presentation to the Registration Agent by the registered owner, or his legal representative duly authorized in writing, of the registered Bond(s) to be transferred with the form of assignment on the reverse side thereof completed in full and signed with the name of the registered owner as it appears upon the face of the Bond(s) accompanied by appropriate documentation necessary to prove the legal capacity of any legal representative of the registered owner. Upon receipt of the Bond(s) in such form and with such documentation, if any, the Registration Agent shall issue a new Bond or the Bond to the assignee(s) in \$5,000 denominations, or integral multiples thereof, as requested by the registered owner requesting transfer. The Registration Agent shall not be required to transfer or exchange any Bond during the period commencing on a Regular or Special Record Date and ending on the corresponding interest payment date of such Bond, nor to transfer or exchange any Bond after the publication of notice calling such Bond for redemption has been made, nor to transfer or exchange any Bond during the period following the receipt of instructions from the County to call such Bond for redemption; provided, the Registration Agent, at its option, may make transfers after any of said dates. No charge shall be made to any registered owner for the privilege of transferring any Bond, provided that any transfer tax relating to such transaction shall be paid by the registered owner requesting transfer. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the County nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bonds shall be overdue. The Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of the Bonds of the same maturity in any authorized denomination or denominations.

(i) The Bonds shall be executed in such manner as may be prescribed by applicable law, in the name, and on behalf, of the County with the manual or facsimile signature of the County Mayor and with the official seal, or a facsimile thereof, of the County impressed or imprinted thereon and attested by the manual or facsimile signature of the County Clerk.

(j) Except as otherwise provided in this resolution, the Bonds shall be registered in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the

Bonds. References in this Section to a Bond or the Bonds shall be construed to mean the Bond or the Bonds that are held under the Book-Entry System. One Bond for each maturity shall be issued to DTC and immobilized in its custody. A Book-Entry System shall be employed, evidencing ownership of the Bonds in authorized denominations, with transfers of beneficial ownership effected on the records of DTC and the DTC Participants pursuant to rules and procedures established by DTC.

Each DTC Participant shall be credited in the records of DTC with the amount of such DTC Participant's interest in the Bonds. Beneficial ownership interests in the Bonds may be purchased by or through DTC Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive the Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the DTC Participant from which such Beneficial Owner purchased its Bonds. Transfers of ownership interests in the Bonds shall be accomplished by book entries made by DTC and, in turn, by DTC Participants acting on behalf of Beneficial Owners. SO LONG AS CEDE & CO., AS NOMINEE FOR DTC, IS THE REGISTERED OWNER OF THE BONDS, THE REGISTRATION AGENT SHALL TREAT CEDE & CO., AS THE ONLY HOLDER OF THE BONDS FOR ALL PURPOSES UNDER THIS RESOLUTION, INCLUDING RECEIPT OF ALL PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS, RECEIPT OF NOTICES, VOTING AND REQUESTING OR DIRECTING THE REGISTRATION AGENT TO TAKE OR NOT TO TAKE, OR CONSENTING TO, CERTAIN ACTIONS UNDER THIS RESOLUTION.

Payments of principal, interest, and redemption premium, if any, with respect to the Bonds, so long as DTC is the only owner of the Bonds, shall be paid by the Registration Agent directly to DTC or its nominee, Cede & Co. as provided in the Letter of Representation relating to the Bonds from the County and the Registration Agent to DTC (the "Letter of Representation"). DTC shall remit such payments to DTC Participants, and such payments thereafter shall be paid by DTC Participants to the Beneficial Owners. The County and the Registration Agent shall not be responsible or liable for payment by DTC or DTC Participants, for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or DTC Participants.

In the event that (1) DTC determines not to continue to act as securities depository for the Bonds or (2) the County determines that the continuation of the Book-Entry System of evidence and transfer of ownership of the Bonds would adversely affect their interests or the interests of the Beneficial Owners of the Bonds, the County shall discontinue the Book-Entry System with DTC. If the County fails to identify another qualified securities depository to replace DTC, the County shall cause the Registration Agent to authenticate and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner.

If the purchaser of the Bonds, or any series thereof, does not intend to reoffer the Bonds to the public, then the County Mayor and the purchaser may agree that the Bonds be issued in the form of fully registered certificated Bonds and not utilize the Book-Entry System.

THE COUNTY AND THE REGISTRATION AGENT SHALL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO ANY DTC PARTICIPANT OR ANY BENEFICIAL OWNER WITH RESPECT TO (i) THE BONDS; (ii) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (iii) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS; (iv) THE DELIVERY OR TIMELINESS OF DELIVERY BY DTC OR ANY DTC PARTICIPANT OF ANY NOTICE DUE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED UNDER THE TERMS OF THIS RESOLUTION TO BE GIVEN TO BENEFICIAL OWNERS, (v) THE SELECTION OF BENEFICIAL OWNERS TO RECEIVE PAYMENTS IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (vi) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC, OR ITS NOMINEE, CEDE & CO., AS OWNER.

(k) The Registration Agent is hereby authorized to take such action as may be necessary from time to time to qualify and maintain the Bonds for deposit with DTC, including but not limited to, wire transfers of interest and principal payments with respect to the Bonds, utilization of electronic book entry data received from DTC in place of actual delivery of Bonds and provision of notices with respect to Bonds registered by DTC (or any of its designees identified to the Registration Agent) by overnight delivery, courier service, telegram, telecopy or other similar means of communication. No such arrangements with DTC may adversely affect the interest of any of the owners of the Bonds, provided, however, that the Registration Agent shall not be liable with respect to any such arrangements it may make pursuant to this section.

(l) The Registration Agent is hereby authorized to authenticate and deliver the Bonds to the original purchaser, upon receipt by the County of the proceeds of the sale thereof and to authenticate and deliver Bonds in exchange for Bonds of the same principal amount delivered for transfer upon receipt of the Bond(s) to be transferred in proper form with proper documentation as hereinabove described. The Bonds shall not be valid for any purpose unless authenticated by the Registration Agent by the manual signature of an officer thereof on the certificate set forth herein on the Bond form.

(m) In case any Bond shall become mutilated, or be lost, stolen, or destroyed, the County, in its discretion, shall issue, and the Registration Agent, upon written direction from the County, shall authenticate and deliver, a new Bond of like tenor, amount, maturity and date, in exchange and substitution for, and upon the cancellation of, the mutilated Bond, or in lieu of and in substitution for such lost, stolen or destroyed Bond, or if any such Bond shall have matured or shall be about to mature, instead of issuing a substituted Bond the County may pay or authorize payment of such Bond without surrender thereof. In every case the applicant shall furnish evidence satisfactory to the County and the Registration Agent of the destruction, theft or loss of such Bond, and indemnity satisfactory to the County and the Registration Agent; and the County may charge the applicant for the issue of such new Bond an amount sufficient to reimburse the County for the expense incurred by it in the issue thereof.

Section 5. Source of Payment. The Bonds shall be payable from and secured by unlimited ad valorem taxes to be levied on all taxable property within the County. For the prompt payment of principal of, premium, if any, and interest on the Bonds, the full faith and credit of the County are hereby irrevocably pledged.

Section 6. Form of Bonds. The Bonds shall be in substantially the following form, the omissions to be appropriately completed when the Bonds are prepared and delivered:
(Form of Face of Bond)

REGISTERED
Number _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF TENNESSEE
COUNTY OF SUMNER
GENERAL OBLIGATION SCHOOL AND PUBLIC IMPROVEMENT BOND, SERIES _____

Interest Rate:
CUSIP No.:

Maturity Date:

Date of Bond:

Registered Owner: CEDE & CO.

Principal Amount:

FOR VALUE RECEIVED, Sumner County, Tennessee (the "County") hereby promises to pay to the registered owner hereof, hereinabove named, or registered assigns, in the manner hereinafter provided, the principal amount hereinabove set forth on the maturity date hereinabove set forth [(or upon earlier redemption as set forth herein)], and to pay interest

(computed on the basis of a 360-day year of twelve 30-day months) on said principal amount at the annual rate of interest hereinabove set forth from the date hereof until said maturity date [or redemption date], said interest being payable on [December 1, 2020], and semi-annually thereafter on the first day of [June] and [December] in each year until this Bond matures[or is redeemed]. Both principal hereof and interest hereon are payable in lawful money of the United States of America by check or draft at the designated corporate trust office of _____ Bank, _____, Tennessee, as registration agent and paying agent (the "Registration Agent"). The Registration Agent shall make all interest payments with respect to this Bond on each interest payment date directly to the registered owner hereof shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the "Regular Record Date") by check or draft mailed to such owner at such owner's address shown on said Bond registration records, without, except for final payment, the presentation or surrender of this Bond, and all such payments shall discharge the obligations of the County to the extent of the payments so made. Any such interest not so punctually paid or duly provided for on any interest payment date shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date; and, in lieu thereof, such defaulted interest shall be payable to the person in whose name this Bond is registered at the close of business on the date (the "Special Record Date") for payment of such defaulted interest to be fixed by the Registration Agent, notice of which shall be given to the owners of the Bonds of the issue of which this Bond is one not less than ten (10) days prior to such Special Record Date. Payment of principal of [and premium, if any, on] this Bond shall be made when due upon presentation and surrender of this Bond to the Registration Agent.

Except as otherwise provided herein or in the Resolution, as hereinafter defined, this Bond shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds of the series of which this Bond is one. One Bond for each maturity of the Bonds shall be issued to DTC and immobilized in its custody. The Registration Agent is a custodian and agent for DTC and the Bonds will be immobilized in its custody. A book-entry system shall be employed, evidencing ownership of the Bonds in \$5,000 denominations, or multiples thereof, with transfers of beneficial ownership effected on the records of DTC and the DTC Participants, as defined in the Resolution, pursuant to rules and procedures established by DTC. So long as Cede & Co., as nominee for DTC, is the registered owner of the Bonds, the County and the Registration Agent shall treat Cede & Co., as the only owner of the Bonds for all purposes under the Resolution, including receipt of all principal of, [premium, if any,] and interest on the Bonds, receipt of notices, voting and requesting or taking or not taking, or consenting to, certain actions hereunder. Payments of principal and interest [and redemption premium, if any,] with respect to the Bonds, so long as DTC is the only owner of the Bonds, shall be paid directly to DTC or its nominee, Cede & Co. DTC shall remit such payments to DTC Participants, and such payments thereafter shall be paid by DTC Participants to the Beneficial Owners, as defined in the Resolution. Neither the County nor the Registration Agent shall be responsible or liable for payment by DTC or DTC Participants, for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or DTC Participants. In the event that (1) DTC determines not to continue to act as securities depository for the Bonds or (2) the County determines that the continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect its interests or the interests of the Beneficial Owners of the Bonds, the County may discontinue the book-entry system with DTC. If the County fails to identify another qualified securities depository to replace DTC, the County shall cause the Registration Agent to authenticate and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner. Neither the County nor the Registration Agent shall have any responsibility or obligations to any DTC Participant or any Beneficial Owner with respect to (i) the Bonds; (ii) the accuracy of any records maintained by DTC or any DTC Participant; (iii) the payment by DTC or any DTC Participant of any amount due to any Beneficial Owner in respect of the principal or maturity amounts of and interest on the Bonds; (iv) the delivery or timeliness of delivery by DTC or any DTC Participant of any notice due to any Beneficial Owner that is required or permitted under the terms of the Resolution to be given to Beneficial Owners, (v) the selection of Beneficial Owners to receive payments in the event of any partial redemption of the

Bonds; or (vi) any consent given or other action taken by DTC, or its nominee, Cede & Co., as owner.

[Bonds of the issue of which this Bond is one maturing December 1, ____ through December 1, ____, inclusive, shall mature without option of prior redemption, and Bonds maturing December 1, ____ and thereafter shall be subject to redemption prior to maturity at the option of the County on December 1, ____ and thereafter, as a whole or in part, at any time, at the redemption price of par plus interest accrued to the redemption date.]

If less than all the Bonds shall be called for redemption, the maturities to be redeemed shall be designated by the Board of County Commissioners of the County, in its discretion. If less than all the principal amount of the Bonds of a maturity shall be called for redemption, the interests within the maturity to be redeemed shall be selected as follows:

(i) if the Bonds are being held under a Book-Entry System by DTC, or a successor Depository, the amount of the interest of each DTC Participant in the Bonds to be redeemed shall be determined by DTC, or such successor Depository, by lot or such other manner as DTC, or such successor Depository, shall determine; or

(ii) if the Bonds are not being held under a Book-Entry System by DTC, or a successor Depository, the Bonds within the maturity to be redeemed shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall determine.

[Subject to the credit hereinafter provided, the County shall redeem Bonds maturing _____ on the redemption dates set forth below opposite the maturity dates, in aggregate principal amounts equal to the respective dollar amounts set forth below opposite the respective redemption dates at a price of par plus accrued interest thereon to the date of redemption. DTC, as securities depository for the series of Bonds of which this Bond is one, or such Person as shall then be serving as the securities depository for the Bonds, shall determine the interest of each Participant in the Bonds to be redeemed using its procedures generally in use at that time. If DTC, or another securities depository is no longer serving as securities depository for the Bonds, the Bonds to be redeemed within a maturity shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall select. The dates of redemption and principal amount of Bonds to be redeemed on said dates are as follows:

<u>Final</u> <u>Maturity</u>	<u>Redemption</u> <u>Date</u>	<u>Principal Amount</u> <u>of Bonds</u> <u>Redeemed</u>
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*Final Maturity

At its option, to be exercised on or before the forty-fifth (45th) day next preceding any such redemption date, the County may (i) deliver to the Registration Agent for cancellation Bonds to be redeemed, in any aggregate principal amount desired, and/or (ii) receive a credit in respect of its redemption obligation under this mandatory redemption provision for any Bonds of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of this mandatory sinking fund redemption provision) and canceled by the Registration Agent and not theretofore applied as a credit against any redemption obligation under this mandatory sinking fund provision. Each Bond so delivered or previously purchased or redeemed shall be credited by the Registration Agent at 100% of the principal amount thereof on the obligation of the County on such payment date and any excess shall be

credited on future redemption obligations in chronological order, and the principal amount of Bonds to be redeemed by operation of this mandatory sinking fund provision shall be accordingly reduced. The County shall on or before the forty-fifth (45th) day next preceding each payment date furnish the Registration Agent with its certificate indicating whether or not and to what extent the provisions of clauses (i) and (ii) of this subsection are to be availed of with respect to such payment and confirm that funds for the balance of the next succeeding prescribed payment will be paid on or before the next succeeding payment date.]

Notice of call for redemption[, whether optional or mandatory,] shall be given by the Registration Agent not less than twenty (20) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Bonds to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Bond registration records of the Registration Agent as of the date of the notice; but neither failure to mail such notice nor any defect in any such notice so mailed shall affect the sufficiency of the proceedings for the redemption of any of the Bonds for which proper notice was given. The notice may state that it is conditioned upon the deposit of moneys in an amount equal to the amount necessary to affect the redemption with the Registration Agent no later than the redemption date ("Conditional Redemption"). As long as DTC, or a successor Depository, is the registered owner of the Bonds, all redemption notices shall be mailed by the Registration Agent to DTC, or such successor Depository, as the registered owner of the Bonds, as and when above provided, and neither the County nor the Registration Agent shall be responsible for mailing notices of redemption to DTC Participants or Beneficial Owners. Failure of DTC, or any successor Depository, to provide notice to any DTC Participant will not affect the validity of such redemption. From and after any redemption date, all Bonds called for redemption shall cease to bear interest if funds are available at the office of the Registration Agent for the payment thereof and if notice has been duly provided as set forth in the Resolution, as hereafter defined. In the case of a Conditional Redemption, the failure of the County to make funds available in part or in whole on or before the redemption date shall not constitute an event of default, and the Registration Agent shall give immediate notice to the Depository or the affected Bondholders that the redemption did not occur and that the Bonds called for redemption and not so paid remain outstanding.]

[The Bonds shall not be subject to redemption prior to maturity.]

This Bond is transferable by the registered owner hereof in person or by such owner's attorney duly authorized in writing at the designated corporate trust office of the Registration Agent set forth on the front side hereof, but only in the manner, subject to limitations and upon payment of the charges provided in the Resolution, as hereafter defined, and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds of authorized denominations of the same maturity and interest rate for the same aggregate principal amount will be issued to the transferee in exchange therefor. The person in whose name this Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the County nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bond shall be overdue. Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of the Bonds of the same maturity in authorized denomination or denominations, upon the terms set forth in the Resolution. The Registration Agent shall not be required to transfer or exchange any Bond during the period commencing on a Regular Record Date or Special Record Date and ending on the corresponding interest payment date of such Bond[, nor to transfer or exchange any Bond after the notice calling such Bond for redemption has been made, nor during a period following the receipt of instructions from the County to call such Bond for redemption].

This Bond is one of a total authorized issue aggregating \$_____ and issued by the County for the purpose of providing funds for: (A) financing the (i) design, site development, constructing, improving, renovating and equipping of schools in the county; (ii) acquisition of all property real and personal related to or connected with such school projects; (iii) payment of legal, fiscal, administrative, architectural and engineering costs incident thereto; (iv)

reimbursement to the County for funds previously expended for the foregoing, if any; and (v) payment of costs incident to the issuance and sale of the school bonds authorized herein; (B) financing the (i) design, site development, constructing, improving, renovating and equipping of the justice center, parking garage, courthouse, and related facilities, (ii) acquisition of all property real and personal related to or connected with such projects; (iii) payment of legal, fiscal, administrative, architectural and engineering costs incident thereto; and (iv) reimbursement to the County for funds previously expended for the foregoing, if any; and (C) payment of costs incurred in connection with the issuance and sale of the bonds, under and in full compliance with the constitution and statutes of the State of Tennessee, including Sections 49-3-1001, et seq., Tennessee Code Annotated and Sections 9-21-101, et seq., Tennessee Code Annotated, and pursuant to a resolution duly adopted by the Board of County Commissioners of the County on December 16, 2019 (the "Resolution").

This Bond is payable from and secured by unlimited ad valorem taxes to be levied on all taxable within the County. For the prompt payment of principal of [, premium, if any,] and interest on this Bond, the full faith and credit of the County are irrevocably pledged. For a more complete statement of the general covenants and provisions pursuant to which this Bond is issued, reference is hereby made to said Resolution.

This Bond and the income therefrom are exempt from all present state, county and municipal taxes in Tennessee except (a) Tennessee excise taxes on interest on the Bond during the period the Bond is held or beneficially owned by any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee, and (b) Tennessee franchise taxes by reason of the inclusion of the book value of the Bond in the Tennessee franchise tax base of any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee.

It is hereby certified, recited, and declared that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Bond exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other indebtedness of the County, does not exceed any limitation prescribed by the constitution and statutes of the State of Tennessee.

IN WITNESS WHEREOF, the County has caused this Bond to be signed by its County Mayor with his manual or facsimile signature and attested by its County Clerk with his manual or facsimile signature under an impression or facsimile of the corporate seal of the County, all as of the date hereinabove set forth.

SUMNER COUNTY

BY: _____
County Mayor

(SEAL)

ATTESTED:

County Clerk

Transferable and payable at the
designated corporate trust office of: _____
_____, Tennessee

Date of Registration: _____

This Bond is one of the issue of Bonds issued pursuant to the Resolution hereinabove described.

Registration Agent

By: _____
Authorized Officer

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned sells, assigns, and transfers unto _____, whose address is _____ (Please insert Federal Identification or Social Security Number of Assignee _____), the within Bond of Sumner County, Tennessee, and does hereby irrevocably constitute and appoint _____, attorney, to transfer the said Bond on the records kept for registration thereof with full power of substitution in the premises.

Dated: _____

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

Signature guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of a Medallion Program acceptable to the Registration Agent.

Section 7. Pledge and Levy of Tax. The County, through its Governing Body, shall annually levy and collect a tax upon all taxable property within the County, in addition to all other taxes authorized by law, sufficient to pay principal of, premium, if any, and interest on the Bonds when due, and for that purpose there is hereby levied a direct annual tax in such amount as may be found necessary each year to pay principal and interest coming due on the Bonds in said year. Principal and interest falling due at any time when there are insufficient funds from this tax levy on hand shall be paid from the current funds of the County and reimbursement therefor shall be made out of the taxes hereby provided to be levied when the same shall have been collected. The tax herein provided may be reduced to the extent of any appropriations from other funds, taxes and revenues of the County, to the payment of debt service on the Bonds.

Section 8. Sale of Bonds.

(a) The Bonds shall be offered for public sale, as required by law, in one or more series, at a price of not less than ninety-nine percent (99%) of par, plus accrued interest, as a whole or in part from time to time as shall be determined by the County Mayor.

(b) The Bonds, or any series thereof, shall be sold by delivery of bids via physical delivery, mail, fax, or telephone or by electronic bidding means of an Internet bidding service as shall be determined by the County Mayor, in consultation with the Municipal Advisor and the Finance Director of the County.

(c) If the Bonds are sold in more than one series, the County Mayor, in consultation with the Municipal Advisor and the Finance Director of the County, is authorized to establish the principal amount of such series, so long as the stated total aggregate principal amount of all series issued does not exceed the maximum par amount set forth herein.

(d) The County Mayor, in consultation with the Municipal Advisor and the Finance Director of the County, is further authorized with respect to each series of Bonds to:

(1) change the dated date of the Bonds or any series thereof, to a date other than the date of issuance of the Bonds;

(2) change the designation of the Bonds, or any series thereof, to a designation other than "General Obligation School and Public Improvement Bonds" and to specify the series designation of the Bonds, or any series thereof;

(3) change the first interest payment date on the Bonds or any series thereof to a date other than December 1, 2020, provided that such date is not later than twelve months from the dated date of such series of Bonds;

(4) adjust the principal and interest payment dates and the maturity amounts of the Bonds, or any series thereof (including, but not limited to, establishing the date and year of the first principal payment date), provided that (A) the total principal amount of all series of the Bonds does not exceed the amount authorized herein; and (B) the final maturity date of each series does not exceed the County's fiscal year ending June 30, 2040;

(5) remove and adjust the optional redemption provisions, provided that the premium amount to be paid on Bonds or any series thereof does not exceed two percent (2%) of the principal amount thereof;

(6) sell the Bonds, or any series thereof, or any maturities thereof as Term Bonds with mandatory redemption requirements corresponding to the maturities set forth herein or as otherwise determined by the County Mayor, as he, in consultation with the Municipal Advisor and the Finance Director of the County, shall deem most advantageous to the County; and

(7) to cause all or a portion of the Bonds to be insured by a bond insurance policy issued by a nationally recognized bond insurance company to achieve the purposes set forth herein and to serve the best interests of the County and to enter into agreements with such insurance company with respect to any series of Bonds to the extent not inconsistent with this Resolution.

(e) The County Mayor, in consultation with the Municipal Advisor and the Finance Director of the County, is authorized to sell the Bonds, or any series thereof, simultaneously with any other bonds or notes authorized by resolution or resolutions of the Governing Body. The County Mayor, in consultation with the Municipal Advisor and the Finance Director of the County, is further authorized to sell the Bonds, or any series thereof, as a single issue of bonds with any other bonds with substantially similar terms authorized by resolution or resolutions of the Governing Body, in one or more series as he shall deem to be advantageous to the County and in doing so, the County Mayor is authorized to change the designation of the Bonds to a designation other than "General Obligation School and Improvement Bonds"; provided, however, that the total aggregate principal amount of combined bonds to be sold does not exceed the total aggregate principal amount of Bonds authorized by this resolution or bonds authorized by any other resolution or resolutions adopted by the Governing Body.

(f) The County Mayor, in consultation with the Finance Director of the County and the Municipal Advisor, is authorized to award the Bonds, or any series thereof, in each case to the bidder whose bid results in the lowest true interest cost to the County, provided the rate or rates on the Bonds does not exceed five percent (5%) per annum. The award of the Bonds by the County Mayor to the lowest bidder shall be binding on the County, and no further action of the Governing Body with respect thereto shall be required. The form of the Bond set forth in Section 6 hereof, shall be conformed to reflect any changes made pursuant to this Section 8 hereof.

(g) The County Mayor, the County Clerk and the Finance Director of the County, or any of them, are authorized to cause the Bonds, in book-entry form (except as otherwise permitted herein), to be authenticated and delivered by the Registration Agent to the successful bidder and to execute, publish, and deliver all certificates and documents, including an official statement and closing certificates, as they shall deem necessary in connection with the sale and delivery of the Bonds. The contract with the Municipal Advisor, for municipal advisory services in connection with the sale of the Bonds and the contract with Bone McAllester Norton PLLC to serve as bond counsel in connection with the Bonds, each previously approved by the Financial Management Committee as required by the Debt Management Policy, are attached to the Resolution as Exhibit B and Exhibit C, respectively.

(h) The form of the Bond set forth in Section 6 hereof shall be conformed to reflect any changes made pursuant to this Section 8 hereof.

(i) No Bonds shall be issued until the publication of the Initial Resolution and at least twenty days have elapsed since the publication thereof.

Section 9. Disposition of Bond Proceeds. The proceeds of the sale of each series of the Bonds shall be applied by the County as follows:

(a) all accrued interest, if any, shall be deposited to the appropriate fund of the County to be used to pay interest on the Bonds on the first interest payment date following delivery of the Bonds; and

(b) the remainder of the proceeds of the sale of the Bonds shall be paid to the County Trustee to be deposited with a financial institution regulated by the Federal Deposit Insurance Corporation or similar or successor federal agency in a special fund known as the Public Improvement Construction Fund (the "Public Improvement Construction Fund") and the School Construction Fund (the "School Construction Fund") (collectively, the "Construction Funds") to be kept separate and apart from all other funds of the County. The funds in the Public Improvement Construction Fund and the School Construction Fund shall be disbursed solely to pay the costs of Public Improvement Projects and the School Projects, respectively, including necessary legal, accounting, engineering, architectural and fiscal expenses, printing, engraving, advertising and similar expenses, administrative and clerical costs, rating agency fees, Registration Agent fees, bond insurance premiums (if any) and other necessary miscellaneous expenses incurred in connection with the Projects. Moneys in the Construction Funds shall be invested as directed by the County Trustee in such investments as shall be permitted by applicable law. The earnings on the Public Improvement Construction Fund may either be retained therein or paid to the debt service fund to be used to pay interest on the Bonds allocable to the Public Improvement Projects, as the County Mayor, in consultation with the Finance Director of the County, shall determine. Any remaining funds in the Public Improvement Construction Fund after completion of the Public Improvement Projects shall be transferred to the Debt Service Fund to be used to pay interest on the Bonds. The earnings on the School Construction Fund shall be retained therein, or to the extent permitted by applicable law, paid to the debt service fund to be used to pay interest on the Bonds allocable to the School Projects. To the extent permitted by applicable law, any remaining funds in the School Construction Fund after completion of the School Projects shall be transferred to the Debt Service Fund to be used to pay interest on the Bonds.

Section 10. Official Statement. The County Mayor, the County Clerk and the Finance Director of the County, or any of them, are hereby authorized and directed to provide for the preparation and distribution, which may include electronic distribution, of a Preliminary Official Statement describing the Bonds. After bids have been received and the Bonds have been awarded, the County Mayor, the County Clerk and the Finance Director of the County, or any of them, shall make such completions, omissions, insertions and changes in the Preliminary Official Statement not inconsistent with this resolution as are necessary or desirable to complete it as a final Official Statement for purposes of Rule 15c2-12(e)(3) of the Securities and Exchange Commission. The County Mayor, the County Clerk and the Finance Director of the County, or any of them, shall arrange for the delivery to the successful bidder on the Bonds of a reasonable number of copies of the Official Statement within seven business days after the Bonds have been awarded for delivery, by the successful bidder on the Bonds, to each potential investor requesting a copy of the Official Statement and to each person to whom such bidder and members of his bidding group initially sell the Bonds.

The County Mayor, the County Clerk and the Finance Director of the County, or any of them, are authorized, on behalf of the County, to deem the Preliminary Official Statement and the Official Statement in final form, each to be final as of its date within the meaning of Rule 15c2-12(b)(1), except for the omission in the Preliminary Official Statement of certain pricing and other information allowed to be omitted pursuant to such Rule 15c2-12(b)(1). The distribution of the Preliminary Official Statement and the Official Statement in final form shall be conclusive evidence that each has been deemed in final form as of its date by the County except for the omission in the Preliminary Official Statement of such pricing and other information.

Notwithstanding the foregoing, no Official Statement is required to be prepared if the Bonds, or any series thereof, are purchased by a purchaser that certifies that such purchaser intends to hold the Bonds, or any series thereof, for its own account and has no present intention to reoffer the Bonds, or any series thereof.

Section 11. Federal Tax Matters Related to the Bonds. The County recognizes that the purchasers and holders of the Bonds will have accepted them on, and paid therefor a price that reflects, the understanding that interest thereon is excluded from gross income for purposes of federal income taxation under laws in force on the date of delivery of the Bonds. Accordingly, the County agrees that it shall take no action that may render the interest on any of said Bonds subject to federal income taxation. It is the reasonable expectation of the Governing Body that the proceeds of the Bonds will not be used in a manner which will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Internal Revenue Code of 1986, as amended (the "Code"), including any lawful regulations promulgated or proposed thereunder, and to this end the said proceeds of the Bonds and other related funds established for the purposes herein set out, shall be used and spent expeditiously for the purposes described herein. The Governing Body further covenants and represents that in the event it shall be required by Section 148(f) of the Code to pay any investment proceeds of the Bonds to the United States government, it will make such payments as and when required by said Section and will take such other actions as shall be necessary or permitted to prevent the interest on the Bonds from becoming subject to inclusion in the gross income for purposes of federal income taxation. The County Mayor and the Finance Director of the County are authorized and directed to make such certifications in this regard in connection with the sale of the Bonds as any or all shall deem appropriate, and such certifications shall constitute a representation and certification of the County. Following the issuance of the Bonds, the Finance Director of the County is directed to administer the County's Federal Tax Compliance Policies and Procedures with respect to the Bonds.

Section 12. Discharge and Satisfaction of Bonds. If the County shall pay and discharge the indebtedness evidenced by any of the Bonds in any one or more of the following ways, to wit:

(a) By paying or causing to be paid, by deposit of sufficient funds as and when required with the Registration Agent, the principal of and interest on such Bonds as and when the same become due and payable;

(b) By depositing or causing to be deposited with any trust company or financial institution whose deposits are insured by the Federal Deposit Insurance Corporation or similar federal agency and which has trust powers (an "Agent"; which Agent may be the Registration Agent) in trust or escrow, on or before the date of maturity or redemption, sufficient money or Federal Obligations, as hereafter defined, the principal of and interest on which, when due and payable, will provide sufficient moneys to pay or redeem such Bonds and to pay interest thereon when due until the maturity or redemption date (provided, if such Bonds are to be redeemed prior to maturity thereof, proper notice of such redemption shall have been given or adequate provision shall have been made for the giving of such notice);

(c) By delivering such Bonds to the Registration Agent, for cancellation by it;

and if the County shall also pay or cause to be paid all other sums payable hereunder by the County with respect to such Bonds, or make adequate provision therefor, and by resolution of the Governing Body instruct any such Agent to pay amounts when and as required to the Registration Agent for the payment of principal of and interest on such Bonds when due, then and in that case the indebtedness evidenced by such Bonds shall be discharged and satisfied and all covenants, agreements and obligations of the County to the holders of such Bonds shall be fully discharged and satisfied and shall thereupon cease, terminate and become void.

If the County shall pay and discharge the indebtedness evidenced by any of the Bonds in the manner provided in either clause (a) or clause (b) above, then the registered owners thereof shall thereafter be entitled only to payment out of the money or Federal Obligations deposited as aforesaid.

Except as otherwise provided in this Section, neither Federal Obligations nor moneys deposited with the Registration Agent pursuant to this Section nor principal or interest payments on any such Federal Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal and interest on said Bonds; provided that any cash received from such principal or interest payments on such Federal Obligations deposited with the Registration Agent, (A) to the extent such cash will not be required at any time for such purpose, shall be paid over to the County as received by the Registration Agent and (B) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested in Federal Obligations maturing at times and in amounts sufficient to pay when due the principal and interest to become due on said Bonds on or prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the County, as received by the Registration Agent. For the purposes of this Section, Federal Obligations shall mean direct obligations of, or obligations, the principal of and interest on which are guaranteed by, the United States of America, which bonds or other obligations shall not be subject to redemption prior to their maturity other than at the option of the registered owner thereof.

Section 13. Continuing Disclosure. The County hereby covenants and agrees that it will provide annual financial information and material event notices as required by Rule 15c2-12 of the Securities Exchange Commission for the Bonds. The County Mayor is authorized to execute at the Closing of the sale of the Bonds, an agreement for the benefit of and enforceable by the owners of the Bonds specifying the details of the financial information and material event notices to be provided and its obligations relating thereto. Failure of the County to comply with the undertaking herein described and to be detailed in said closing agreement, shall not be a default hereunder, but any such failure shall entitle the owner or owners of any of the Bonds to take such actions and to initiate such proceedings as shall be necessary and appropriate to cause the County to comply with their undertaking as set forth herein and in said agreement, including the remedies of mandamus and specific performance.

Section 14. Reimbursement. It is reasonably expected that the County will reimburse itself for certain expenditures made by it in connection with the Projects by issuing the Bonds. This resolution shall be placed in the minutes of the Governing Body and shall be made available for inspection by the general public at the office of the Governing Body. This resolution constitutes a declaration of official intent under Treas. Reg. §1.150-2.

Section 15. Reasonably Expected Economic Life. The “reasonably expected economic life” of the Public Improvement Projects within the meaning of Sections 9-21-101, et seq., Tennessee Code Annotated, is greater than twenty-one years (21) years.

Section 16. Resolution a Contract. The provisions of this resolution shall constitute a contract between the County and the registered owners of the Bonds, and after the issuance of the Bonds, no change, variation or alteration of any kind in the provisions of this resolution shall be made in any manner until such time as the Bonds and interest due thereon shall have been paid in full.

Section 17. Separability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Section 18. Repeal of Conflicting Resolutions and Effective Date. All other resolutions and orders, or parts thereof, in conflict with the provisions of this resolution are, to the extent of such conflict, hereby repealed and this resolution shall be in immediate effect from and after its adoption.

Adopted this 16th day of December 2019.

County Mayor

Chairman

EXHIBIT A

Estimated Debt Service and Costs of Issuance

EXHIBIT B

Municipal Advisory Agreement
EXHIBIT C

Engagement Letter of Bond Counsel

STATE OF TENNESSEE)

COUNTY OF SUMNER)

I, Bill Kemp, certify that I am the duly qualified and acting County Clerk of Sumner County, Tennessee, and as such official I further certify that attached hereto is a copy of excerpts from

the minutes of a regular meeting of the governing body of the County held on December 16, 2019; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to not to exceed \$103,600,000 General Obligation School and Public Improvement Bonds.

WITNESS my official signature and seal of said County this ____ day of _____, 2019.

County Clerk

(SEAL)

The Board of County Commissioners of Sumner County, Tennessee, met in a regular session on December 16, 2019, at 7:00 p.m., at the Sumner County Administration Building, Gallatin, Tennessee, with Scott Langford, presiding.

The following Commissioners were present:

The following Commissioners were absent:

There was also present Bill Kemp, County Clerk.

After the meeting was duly called to order, the following resolution was introduced by _____, seconded by _____ and after due deliberation, was adopted by the following vote:

AYE:
NAY:

Chairman Langford recognized Dr. Del Phillips, Director of Schools, who stated the six additional classrooms were bid as an alternate. He said building out additional classrooms on the frontend creates an economy of scale, which saves money.

Commissioner Mansfield moved to amend, seconded by Commissioner Moe Taylor, to designate the name of the school, Liberty Creek, in the bond resolution. County Law Director Leah Dennen said the more restrictions put in place the harder it will be to spend the bond funds down.

The electronic vote on the amendment was recorded in the following manner:

Res Include Liberty Creek
YES - 3

NO - 19

12/16/2019 8:46:54 PM
ABS - 0

Individual Voting Results (Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)

A Driver	- N	B Geminden	- N	B Ring	- N
C Krueger	- N	C Taylor	- N	Chr. Langford	- N
D Dewitt	- N	D Sullivan	- N	G Rhodes	- N
J Becker	- N	J Foster	- N	J Mansfield	- Y

J Nipper	- N	L Echols	- N	L Hinton	- N
L Schell	- N	L Tinsley	- N	M Guthrie	- NP
M Hyde	- NP	M Taylor	- Y	P Goode	- N
S Graves	- Y	S Tucker	- N	T Wright	- N

Chairman Langford declared the amendment failed to pass.

Commissioner Foster called for the question on the main motion; Commissioner Sullivan seconded the call.

Res Question2				12/16/2019 8:47:46 PM	
YES - 17		NO - 5		ABS - 0	
Individual Voting Results(Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)					
A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- N	J Foster	- Y	J Mansfield	- N
J Nipper	- Y	L Echols	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- N	P Goode	- Y
S Graves	- N	S Tucker	- Y	T Wright	- N

Chairman Langford declared the question to end debate passed.

The electronic vote was recorded in the following manner:

Res 1912-03				12/16/2019 8:48:28 PM	
YES - 19		NO - 3		ABS - 0	
Individual Voting Results(Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)					
A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- Y	J Foster	- Y	J Mansfield	- N
J Nipper	- Y	L Echols	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- N	P Goode	- Y
S Graves	- Y	S Tucker	- Y	T Wright	- N

Chairman Langford declared Resolution 1912-03 approved by the body.

Commissioner Chris Taylor moved, seconded by Commissioner Foster, to approve the following resolution:

1912-04 A RESOLUTION ACCEPTING THE BID FROM ROBERT S. BISCAN AND COMPANY FOR THE CONSTRUCTION OF THE NEW LIBERTY CREEK ELEMENTARY AND HIGH SCHOOLS AND APPROPRIATING FUNDS

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th, day of December 2019, that this body

does hereby accept the bid from Robert S. Biscan and Company of Brentwood, Tennessee for the construction of the new Liberty Creek Elementary and High Schools, and appropriating funds for the Liberty Creek campus, as shown on the attachments herewith; and

BE IT FURTHER RESOLVED that this resolution waives the second reading.

Commissioner Mansfield moved to amend the motion to reallocate funds to the school project in the amount of \$457,500.00 from funds set aside to purchase land behind the Sumner County Archives and to request the Board of Education to set aside the \$1 million for the same land purchase. Chairman Langford ruled his motion out of order because the Commission is charged with accepting or rejecting the bid in resolution 1912-04. Chairman Langford suggested Commissioner Mansfield take the matter to Budget Committee.

Chairman Langford called Commissioner Graves out of order during discussion of 1912-04 for expressing his views regarding the property tax increase.

The electronic vote was recorded in the following manner:

Res 1912-04				12/16/2019 8:55:07 PM	
YES - 20		NO - 2		ABS - 0	
Individual Voting Results (Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)					
A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- Y	J Foster	- Y	J Mansfield	- N
J Nipper	- Y	L Echoles	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- N	P Goode	- Y
S Graves	- Y	S Tucker	- Y	T Wright	- Y

Chairman Langford declared the Resolution 1912-04 approved by the body.

Commissioner Chris Taylor moved, seconded by Commissioner Ring, to approve the following resolution:

1912-05 A RESOLUTION APPROVING THE THREE-STAR ECONOMIC DEVELOPMENT EDUCATION GRANT IN THE AMOUNT OF \$50,000 TO BE USED FOR EDUCATION AND WORKFORCE DEVELOPMENT IMPROVEMENT ACTIVITIES

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby approves the Three-Star Economic Development Education Grant in the amount of \$50,000 to be used for education and workforce development improvement activities, as shown on the attachment herewith.

Chairman Langford declared the Resolution 1912-05 approved by the body upon unanimous voice vote.

Commissioner Chris Taylor moved, seconded by Commissioner Foster, to approve the following resolution:

1912-06 A RESOLUTION APPROPRIATING \$383,839.86 AS PASS-THROUGH FUNDS FOR STATE INMATE MEDICAL REIMBURSEMENT TO THE BUDGET OF THE SHERIFF'S OFFICE

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby appropriates \$383,839.86 as pass-through funds for state inmate medical reimbursement to the budget of the Sheriff's Office, as shown on the attachment herewith.

Chairman Langford declared the Resolution 1912-06 approved by the body upon unanimous voice vote.

Commissioner Chris Taylor moved, seconded by Commissioner Foster, to approve the following resolution:

1912-07 A RESOLUTION APPROVING THE DISTRIBUTION TO INDIVIDUAL VOLUNTEER FIRE DEPARTMENTS AND EXPENDING OF AMOUNTS PREVIOUSLY APPROPRIATED

BE IT RESOLVED by the Sumner County Board of County Commissioners meeting in regular session on this the 16th day of December 2019, that this body hereby approves the distribution to individual volunteer fire departments and expending of amounts previously appropriated, as shown on the attachment herewith.

The electronic vote was recorded in the following manner:

Res 1912-07 12/16/2019 9:01:18 PM
YES - 22 **NO - 0** **ABS - 0**

Individual Voting Results (Yes-Y; No-N; Abstain-A; Not Voting-NV; Not Present-NP)

A Driver	- Y	B Geminden	- Y	B Ring	- Y
C Krueger	- Y	C Taylor	- Y	Chr. Langford	- Y
D Dewitt	- Y	D Sullivan	- Y	G Rhodes	- Y
J Becker	- Y	J Foster	- Y	J Mansfield	- Y
J Nipper	- Y	L EchoIs	- Y	L Hinton	- Y
L Schell	- Y	L Tinsley	- Y	M Guthrie	- NP
M Hyde	- NP	M Taylor	- Y	P Goode	- Y
S Graves	- Y	S Tucker	- Y	T Wright	- Y

Chairman Langford declared the Resolution 1912-07 approved by the body.

ADJOURNMENT

Chairman Langford declared the Commission meeting adjourned at 9:03 p.m. upon motion of Commissioner Hinton, seconded by Commissioner Graves.

BILL KEMP, CLERK

SCOTT LANGFORD, CHAIRMAN

Prepared by Maria A. Savage

Approved on _____
