

RESOLUTION NO. __-__

A RESOLUTION OF THE BOARD OF EDUCATION FOR THE LAKELAND SCHOOL SYSTEM REQUESTING: (I) THE CITY OF LAKELAND, TENNESSEE TO PROVIDE FUNDS TO FINANCE AND REFINANCE THE CONSTRUCTION OF SCHOOLS FOR THE LAKELAND SCHOOL SYSTEM AND TO ENTER INTO ALL OTHER DOCUMENTS RELATED TO THE FOREGOING, AND (II) AUTHORIZING THE TRANSFER OF SCHOOL PROPERTY IN CONNECTION THEREWITH

WHEREAS, the Board of Education (the "BOE") for the Lakeland School System (the "System") finds it necessary and desirable to cooperate in the refinancing of the middle school and the parcel of land upon which it is located in Shelby County, City of Lakeland, State of Tennessee (the "Site") (collectively, the "Middle School Project") and to construct and equip additional school facilities for grades nine through twelve and construct and equip improvements to the middle school (collectively, the "School Addition Project"), including all buildings, structures and facilities necessary in connection therewith (the Middle School Project and the School Addition Project being referred to collectively as the "Projects"); and

WHEREAS, the BOE, established by the City of Lakeland, Tennessee (the "City") as authorized by its charter and operating under the ordinances of the City and the laws of the State of Tennessee, is funded by the City, a political subdivision of the State of Tennessee; and

WHEREAS, the BOE desires to request the Board of Commissioners of the City (the "Governing Body") to assist the BOE in causing the acquisition, construction, and equipping of the Projects by financing the Projects; and

WHEREAS, the BOE understands that the City is expected to provide such financing by requesting that The Industrial Development Board of the City of Lakeland, Tennessee (the "IDB"): (i) issue its Public Improvement Bonds (City of Lakeland School Project) (the "Series 2017 Bonds") pursuant to the provisions of Sections 7-53-101 et seq., Tennessee Code Annotated (the "Act"), to be secured by and contain such terms as are set forth in an Indenture of Trust (the "Indenture") between the IDB and U.S. Bank National Association, as trustee (the "Trustee") to acquire the Site and the Middle School Project and to construct and equip the School Addition Project on the Site, (ii) lease the Projects and the Site to the City to be subleased to the BOE, and (iii) enter into an interlocal cooperation agreement (the "Interlocal Agreement") pursuant to Sections 12-9-101 et seq., Tennessee Code Annotated, as amended, among the BOE, the IDB, and the City to designate the BOE as the entity responsible for the management and oversight of the development, acquisition and construction of the Projects; and

WHEREAS, it is anticipated that the City and the IDB will enter into a lease-purchase agreement (the "Lease") pursuant to which the City will lease the Projects and the Site (the "Leased Property") from the IDB and make rental payments under the Lease in an amount equal to the principal of, premium, if any, and interest on the Series 2017 Bonds, and all other costs associated with the Series 2017 Bonds from legally available funds of the City, including a direct annual tax levied by the City pursuant to the authority of Section 7-53-311 of the Act: and

WHEREAS, the City and the BOE will enter into a sublease agreement (the "Sublease") in which the City will sublease the Projects on the Site to the BOE, as the entity legally vested with responsibility for management, control and operation of schools for the City, and at the conclusion of the Lease and the Sublease, title to the Projects will be vested in the BOE; and

WHEREAS, a portion of the funds derived from the Series 2017 Bonds will be applied to the purchase price of the Site and will be used to defease the City's outstanding General Obligation Capital Outlay Notes, Series 2015, dated September 16, 2015, the proceeds of which were used to finance the middle school: and

WHEREAS, the City, the IDB and the BOE will enter into the Interlocal Agreement for the purpose of appointing the BOE to supervise and control the acquisition, construction and equipping of the Projects; and

WHEREAS, to facilitate the financing of the Projects it is necessary that the BOE transfer the ownership of the Site and all improvements thereon to the IDB, subject to the terms and provisions of the Interlocal Agreement; and

WHEREAS, financing the acquisition and construction of public schools for the City by the IDB will promote the location of enterprises to locate and remain in the City by educating and training the citizens of the City and thereby maintaining and increasing employment opportunities; and

WHEREAS, it is now necessary and desirable for the BOE to authorize and approve the taking of actions and/or the execution of documents in connection with the Series 2017 Bonds, the Indenture, the Lease, the Interlocal Agreement, and the Sublease; and

WHEREAS, there has been prepared and presented to the BOE, the forms of the Indenture, the Lease, the Interlocal Agreement, and the Sublease which the BOE proposes to either enter into or approve, as the case may be; and

WHEREAS, the execution and delivery of the Interlocal Agreement and the Sublease appear to be in the best interest of the citizens of the City and the Lakeland School System, are in appropriate form and are appropriate instruments to be executed and delivered by the BOE for the purposes intended.

NOW, THEREFORE, BE IT RESOLVED by the Board of Education for the Lakeland School System, as follows:

Section 1. Interlocal Agreement. The form, terms and provisions of the Interlocal Agreement are in all respects approved, and the Chairman and/or Vice-Chairman and the Secretary of the BOE are hereby, authorized, empowered and directed to execute, acknowledge and deliver the Interlocal Agreement in the name and on behalf of the BOE. The Interlocal Agreement is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as shall be approved by the officers of the BOE, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of Interlocal Agreement now before this meeting, and from and after the execution and delivery of the Interlocal Agreement, the officers, agents and employees of the BOE are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Interlocal Agreement as executed.

Section 2. Sublease. The form, terms and provisions of the Sublease are in all respects approved, and the Chairman and/or Vice-Chairman and the Secretary of the BOE are hereby, authorized, empowered and directed to execute, acknowledge and deliver the Sublease in the name and on behalf of the BOE. The Sublease is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as shall be approved by the officers of the BOE executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of Sublease now before this meeting, and from and after the execution and delivery

of the Sublease, the officers, agents and employees of the BOE are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Sublease as executed.

Section 3. Transfer of Site. The transfer of the Site, including the middle school located on the Site, to the IDB is hereby authorized conditioned upon and to occur simultaneously with the issuance of the Series 2017 Bonds and the execution and delivery of the Lease, the Interlocal Agreement and the Sublease. The Chairman and/or Vice-Chairman are hereby authorized to take all actions necessary to cause the transfer of the Site by quitclaim deed to the IDB.

Section 4. Authorization Regarding Use of Funds. The BOE has reviewed the form of the Indenture and the Lease presented to the meeting and acknowledges the terms thereof. The Superintendent of the System is hereby authorized to act as the Authorized BOE Representative under the Indenture for the purpose of requisitioning funds for the construction and equipping of the Projects in accordance with the Indenture and which funds shall be distributed in accordance with the Indenture and the Interlocal Agreement.

Section 5. Additional Authorizations. From and after the execution and delivery of the documents herein approved, the proper officers, agents and employees of the BOE are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary in connection with the issuance of the Series 2017 Bonds, the Indenture, the Lease, the Sublease, and the Interlocal Agreement or to carry out and comply with the provisions of said documents, as executed, including, without limitation, the execution of federal tax certificates relating to the investment of funds and use of Series 2017 Bond proceeds and all other documents and certificates relating to the tax-exempt status of interest on the Series 2017 Bonds.

Section 6. Other Actions Approved. All acts and doings of the officers of the BOE which are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Series 2017 Bonds, the Indenture, the Lease, the Sublease, and the Interlocal Agreement shall be, and the same hereby are, in all respects, approved, ratified and confirmed.

Section 7. Separability. The provisions of this resolution are hereby declared to be separable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

Section 8. Repeal of Conflicting Resolutions and Effective Date. All orders and resolutions or parts thereof heretofore adopted or passed which are in conflict with any of 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 and approved on this 4th day of December, 2017.

Chariman

Attest:

Secretary

STATE OF TENNESSEE)
)
COUNTY OF SHELBY)

I, Jessie Rosales, hereby certify that I am the duly qualified and acting Secretary of the Board of Education of the Lakeland School System and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the Board of Education held on December 4, 2017; 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 relates to the matters therein set out.

WITNESS my official signature and seal of said City this _____ day of _____, 2017.

Secretary

(Seal)

23815341.2