Memphis City Council
Summary Sheet
Consent Decree – Assess and Rehabilitate
Wastewater Collection and Transmission System

1. This is a project to assess and rehabilitate (as necessary) the City's wastewater collection and transmission system including manholes, pipes and lift stations as required by the Consent Decree between the City and USEPA. Funding will be secured through the State Revolving Fund.

2. This item is being submitted by Public Works (Environmental Engineering)

3. This item does not change an existing ordinance or resolution.

4. This item does not require a new contract.

5. This item requires an expenditure of funds.

6. The MWBE Goal for professional services is 30%. The MWBE goal for individual construction projects will be established by the Office of Contract Compliance.

RESOLUTION

WHEREAS, the Council of the City of Memphis approved Sewer Assessment and Rehab, project number SW05001 as part of the Public Works Fiscal Year 2014 Capital Improvement Budget; and

WHEREAS, the City has an existing contract with Black and Veatch to act as Program Manager over the Consent Decree Project to assess and rehabilitate the City's wastewater collection and transmission system as required by the Consent Decree; and

WHEREAS, it is necessary to transfer a Construction allocation of $24,883,341.00 funded by Sewer Fund Cash (Use of Fund Balance) to Architecture and Engineering in Sewer Assessment and Rehab, project number SW05001; and

WHEREAS, it is necessary to appropriate $24,883,341.00 funded by Sewer Fund Cash (Use of Fund Balance) in Sewer Assessment and Rehab, project number SW05001 for the implementation of the Consent Decree Program.

NOW, THEREFORE BE IT RESOLVED, By the Council of the City of Memphis that there be and is hereby appropriated the sum of $24,883,341.00 funded by Sewer Fund Cash (Use of Fund Balance) chargeable to the Fiscal Year 2014 Capital Improvement Budget and credited as follows:

Project Title:	**Sewer Assessment and Rehab**
Project Number:	**SW05001**
Amount:	**$24,883,341.00**

Memphis City Council
Summary Sheet
Consent Decree – Assess and Rehabilitate
Wastewater Collection and Transmission System

1. This is a project to assess and rehabilitate (as necessary) the City's wastewater collection and transmission system including manholes, pipes and lift stations as required by the Consent Decree between the City and USEPA. Funding will be secured through the State Revolving Fund.

2. This item is being submitted by Public Works (Environmental Engineering)

3. This item does not change an existing ordinance or resolution.

4. This item does not require a new contract.

5. This item requires an expenditure of funds.

6. The MWBE Goal for professional services is 30%. The MWBE goal for individual construction projects will be established by the Office of Contract Compliance.

RESOLUTION

WHEREAS, the Council of the City of Memphis approved Sewer Assessment and Rehab, project number SW05001 as part of the Public Works Fiscal Year 2014 Capital Improvement Budget; and

WHEREAS, the City has an existing contract with Black and Veatch to act as Program Manager over the Consent Decree Project to assess and rehabilitate the City's wastewater collection and transmission system as required by the Consent Decree; and

WHEREAS, it is necessary to transfer a Construction allocation of $24,883,341.00 funded by Sewer Fund Cash (Use of Fund Balance) to Architecture and Engineering in Sewer Assessment and Rehab, project number SW05001; and

WHEREAS, it is necessary to appropriate $24,883,341.00 funded by Sewer Fund Cash (Use of Fund Balance) in Sewer Assessment and Rehab, project number SW05001 for the implementation of the Consent Decree Program.

NOW, THEREFORE BE IT RESOLVED, By the Council of the City of Memphis that there be and is hereby appropriated the sum of $24,883,341.00 funded by Sewer Fund Cash (Use of Fund Balance) chargeable to the Fiscal Year 2014 Capital Improvement Budget and credited as follows:

Project Title:	**Sewer Assessment and Rehab**
Project Number:	**SW05001**
Amount:	**$24,883,341.00**

Memphis City Council Summary Sheet

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

   Report on Debt Obligation for the issuance of the $21,410,000 Sanitary Sewerage System Revenue Refunding Bonds, Series 2013

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

   Initiating Party is the Division of Finance.

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

   Not applicable.

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

   Not applicable.

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

   Not applicable.

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

1. Public Entity:

Name: City of Memphis, Tennessee

Address: 125 N. Main Street
Memphis, TN 38103

2. Debt Obligation:

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

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

3. Security For Debt Obligation:

- [ ] a. General Obligation
- [ ] b. General Obligation+Revenue+Tax
- [x] c. Revenue
- [ ] d. TIF
- [ ] e. Annual Appropriations

4. Purpose of Issue:

- [ ] a. General Government ____ %
- [ ] b. Education ____ %
- [ ] c. Highways and Streets ____ %
- [ ] d. Public Safety ____ %
- [ ] e. Solid Waste Disposal ____ %
- [ ] f. Industrial Park ____ %
- [ ] g. Manufacturing Facilities ____ %
- [ ] h. Health Facilities ____ %
- [ ] i. Airports ____ %
- [ ] j. Utilities ____ %
  - [ ] i. Water ____ %
  - [ ] ii. Sewer ____ %
  - [ ] iii. Electric ____ %
  - [ ] iv. Gas ____ %
- [x] k. Refunding or Renewal 100.00 %
- [ ] l. Other _____ ____ %
  specify

5. Face Amount of Debt Obligation: $21,410,000.00

Premium/Discount: $2,166,133.35

6. Type of Sale:

- [ ] a. Competitive Public Sale
- [ ] b. Informal Bid
- [x] c. Negotiated Sale
- [ ] d. Loan Program

7. Tax Status:

- [x] a. Tax Exempt
- [ ] b. Tax Exempt - Bank Qualified
- [ ] c. Taxable

8. Dated Date: 10/03/2013

9. Issue Date (Closing Date): 10/03/2013

10. Ratings:

- a. Moody's: Aa3
- b. Standard & Poor's: AA
- c. Fitch: _____
- d. Unrated: _____

11. Interest Cost:

2.789390 %

- [x] a. TIC
- [ ] b. NIC
- [ ] c. Variable: Index _____ plus _____ bps
- [ ] d. Other _____

12. Recurring Costs:

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

CT-0253 (Rev. 12/11)

13. Maturity Dates, Amounts and Interest Rates

Year	Amount	Interest Rate		Year	Amount	Interest Rate
2014	$1,285,000	3.00 %				%
2015	$3,560,000	3.00 %				%
2016	$2,150,000	4.00 %				%
2017	$1,520,000	4.00 %				%
2018	$1,585,000	4.00 %				%
2019	$1,660,000	5.00 %				%
2020	$1,745,000	5.00 %				%
2021	$1,835,000	5.00 %				%
2022	$1,930,000	5.00 %				%
2023	$2,020,000	5.00 %				%
2024	$2,120,000	5.00 %				%

If additional space is needed, attach additional sheet.

14. Repayment Schedule

This Issue				Total Debt Outstanding		
Year	Cum. Principal Redeemed	% Total		Year	Cum. Principal Redeemed	% Total
1	$0	0.00		1	$1,125,000	0.90
5	$8,515,000	39.80		5	$45,850,000	36.90
10	$17,270,000	80.70		10	$89,765,000	72.20
15	$21,410,000	100.00		15	$118,330,000	95.10
20				20	$124,370,000	100.00
25				25		
30				30		

15. Itemized Description of the Cost of Issuance

(Round to Nearest Dollar)

		Name of Firm
a. Financial Advisor Fees*	$33,000.00	ComCap Advisors
b. Legal Fees:		
i. Bond Counsel	$30,750.00	Glanker Brown
ii. Issuer's Counsel		
iii. Trustee's Counsel		
Disclousre Counsel	$40,440.00	Greenberg, Traurig, P.A.
c. Paying Agent Fees and Registration Fees	$1,500.00	Regions Bank
d. Trustee Fees		
e. Remarking Agent Fees		
f. Liquidity Fees		
g. Rating Agency Fees	$41,000.00	Moody's & S&P
h. Credit Enhancement Fees		
i. Underwriter's Discount 5.21 %		
i. Take Down	$84,687.50	Duncan-Williams
ii. Management Fee	$2,954.58	
iii. Risk Premium		
iv. Underwriter's Counsel	$17,000.00	Butler Snow
v. Other Expenses	$6,894.53	
j. Printing and Advertising Fees	$2,700.00	Image Master; Ipreo
k. Issuer Fees	$1,950.00	Robert Thomas CPA/Verification
l. Real Estate Fees		
m. Bank Closing Costs		
n. Other Costs	$26,973.13	DAC/Verification Agent/Misc.
Total Costs	$289,849.74	

*If other costs are included, please itemize

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

16. Description of Continuing Disclosure Obligations

(Use additional pages if necessary)

Individual Responsible for Completion: Andre D. Walker, Deputy Dir. of Fin.

Date Annual Disclosure is due: See Attached

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

See Attached.

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

N/A

19.

	Pamela Z. Clary
Authorized Representative	Preparer
Mayor	Exec. Vice President
Title	Title
10/03/2013	ComCap Advisors
Date	Firm
AC.Wharton@memphistn.gov	10/03/2013
Email	Date
	pclary@community-capital.com
	Email

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

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

16. Description of Continuing Disclosure Obligations

The Annual Filing shall consist of the following:

(a) To the extent not included in the System Financial Statements or the City's Comprehensive Annual Financial Report, operating data and financial information with respect to the City or the System, consisting of:

(1) Updates of information contained in the Official Statement relating to:

(A) The table under the heading "ANNUAL DEBT SERVICE REQUIREMENTS;"

(B) The table entitled "Sewer Collection and Treatment Fund" under the heading "THE SYSTEM—Funding of Sewer Extensions;"

(C) The table entitled "City of Memphis Sanitary Sewerage System Sewer System – Sewer Development Charges" under the heading "SYSTEM REVENUES—Rates, Fees and Charges;"

(D) The table entitled "City of Memphis Sanitary Sewerage System Revenues" under the heading "SYSTEM REVENUES—Rates, Fees and Charges;"

(E) The table entitled "City of Memphis Sanitary Sewerage System Rates and Charges" under the heading "SYSTEM REVENUES—Rates, Fees and Charges;"

(F) The table entitled "City of Memphis Sanitary Sewerage System Fifteen Largest Industrial Customers" under the heading "SYSTEM REVENUES—Rates, Fees and Charges;"

(G) The table entitled "City of Memphis Sanitary Sewerage System Operating Revenue History" under the heading "SYSTEM FINANCIAL INFORMATION—Five Year Operating History;"

(H) The table entitled "Sanitary Sewerage System Historical Debt Service Coverage" under the heading "SYSTEM FINANCIAL INFORMATION—Historical Debt Service Coverage Ratios;" and

(I) The table entitled "City of Memphis Sanitary Sewerage System Capital Projects Budget" under the heading "CAPITAL IMPROVEMENT PROGRAM;" and

(2) A description of any material litigation which would have been disclosed in the Official Statement if such litigation were pending at the time the Official Statement was prepared.

(b) If available at the time of submission of the Annual Filing, the annual audited System Financial Statements for the prior Fiscal Year, prepared in accordance with generally accepted accounting principles.

(c) if the annual audited System Financial Statements are not available by the time the Annual Filing, the Annual Filing shall contain unaudited System Financial Statements prepared in accordance with generally accepted accounting principles; and

(d) The City's Comprehensive Annual Financial Report for the immediately preceding Fiscal Year, to the extent available.

Individual Responsible for completion: Deputy Director of Finance with assistance of Debt Coordinator.

Date Annual Disclosure is due: Seven months after end of fiscal year.

17. Description of Compliance with Written Debt Management Policy

On October 3, 2013, the City of Memphis issued its $21,410,000 Sanitary Sewerage System Revenue Refunding Bonds, Series 2013 (2013 Bonds). The City confirms that the issuance of the Series 2013 Bonds conforms to the City's Debt Management Policy and Procedures Manual* in the following manner:

Refunding of City Indebtedness (p. 11)

- The purpose of this debt issuance was to refinance outstanding sewer revenue and revenue refunding bonds.
- The Deputy Director of Finance along with the City's financial advisor analyzed the following outstanding bond issues: Sanitary Sewerage Revenue Refunding Bonds, Series 2002, Sanitary Sewerage Revenue Bonds, Series 2004 and the Sewerage Revenue Bonds, Series 2005 for refunding opportunities.
- The City's Plan of Refunding was submitted in a letter dated March 15, 2013 with an acknowledgment from the State dated April 2, 2013. Due to unforeseen circumstances, the Series 2013 Bonds were not issued within 120 days. The City requested an extension in a letter dated August 12, 2013 and the State confirmed the extension in a letter dated August 15, 2013.
- Pursuant to the State's letter, the City is required to report an increase or decrease greater than 15% as indicated below. Due to market conditions, the Series 2005 Bonds were not refunded and resulted in the following changes:
    - Decrease in principal amount of the bonds - $21,410,000 vs. $33,355,000 or (-55.8%).
    - Decrease in costs of issuance - $289,849.74 vs. $351, 911.18 or (-17.6).

Advance Refunding (p. 11)

- The City with assistance from its Financial Advisor analyzed outstanding bond issues for refunding opportunities. The refunding resulted in aggregate present value savings of $1,550,056.85 or 6.934% of the refunded bonds pursuant to the debt management policy of PV savings of 3.5% or at least $1 million of PV savings. Further, the City may also issue current refunding bonds (as defined for federal tax law purposes) when advantageous, legally permissible, prudent, and net present value savings equal or exceed $100,000. The present value savings will be net of all costs related to the refunding.
- The bonds were refunded within the term of the originally issued debt.

Open Market Purchase of Securities (p. 12)

- The escrow was structured with permitted securities; competitive bids were taken on the portfolio of securities and awarded to Credit Suisse Securities (USA) LLC, the lowest cost provider.

Financial Consultants and Service Providers (p.13)

- All professional service providers were selected by the Director of Finance and the Deputy Director of Finance.
- ComCap Advisors, a division of Community Capital, served as financial advisor.

- Glanker Brown served as bond counsel.
- The Senior Manager, Duncan-Williams Inc. and the Co-Managers (Loop Capital and Harvestons Securities) were selected based on their experience selling Tennessee bonds and their knowledge and experience with the City (Underwriters).
- The Underwriters provided pricing information both as to interest rates and to takedown per maturity to the City in advance of the pricing of the bonds.
- Duncan-Williams appointed Butler Snow as the Underwriter's Counsel.

Negotiated Sale (p.14)

- The bonds were sold through a negotiated sale process to the Underwriters.

Credit Ratings and Enhancements (p. 15)

The City applied for and received ratings from Moody's and Standard and Poor's prior to issuing the bonds.

Transparency (p. 16)

Professionals involved in a debt transaction hired or compensated by the City have clearly disclosed to the City any existing client and business relationships between and among the professionals to the transaction (including but not limited to financial advisor, bond counsel, disclosure counsel, escrow agent, paying agent, underwriter).

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* A copy of the City of Memphis Policy and Procedures Manual is attached and has been previously filed with the Office of State and Local Finance.

SUMMARY OF DEBT ISSUANCE

City of Memphis, Tennessee
$21,410,000 Sanitary Sewerage System Revenue Refunding Bonds, Series 2013

This report summarizes the issuance by the City of Memphis (the "City") of its $21,410,000 Sanitary Sewerage System Revenue Refunding Bonds, Series 2013 (the "Bonds"). This report also restates Community Capital's recommendation of the sale of the Bonds to a syndicate headed by Duncan-Williams, Inc. with Harveston Securities Inc. and Loop Capital Markets, LLC as co-managers.

Purpose

The Bonds were issued to provide funds to: (a) refund a portion of the City's outstanding (i) Sanitary Sewerage System Revenue Refunding Bonds, Series 2002, and (ii) Sanitary Sewerage System Revenue Bonds, Series 2004, and (b) pay certain costs of issuance related to the Bonds.

The table below provides the Bonds' sources and used of funds.

Sources of Funds:	
Par Amount	$21,410,000.00
Original Issue Premium	2,166,133.35
Total Sources	$23,576,133.35
Uses of Funds:	
Deposit to Refunding Trust	$23,286,283.74
Underwriters' Discount	111,536.60
Cost of Issuance	178,313.01
Total Uses	$23,576,133.35

Ratings

Moody's Investor Service, Inc. and Standard & Poor's Ratings Services have assigned ratings to the Bonds of "Aa3" and "AA", respectively.

Security

The Bonds are secured by and payable solely from revenues derived from the City's Sanitary Sewerage system, subject to prior payment of operating expenses, on a parity with the City's outstanding $102,960,000 Sanitary Sewerage System Revenue Bonds. The Bonds are not general obligations of the City.

Results of Sale

The Bonds were sold via a negotiated sale process on September 19, 2013. Interest on the Bonds is payable on April 1 and October 1, beginning April 1, 2014. The Bonds have a final maturity date of October 1, 2024, and an average life of 5.9 years and a True Interest Cost ("TIC") of 2.789 percent (2.789%).

The Bonds refunded $4,080,000 of the Sanitary Sewerage System Revenue Refunding Bonds, Series 2002 maturing October 1, 2014, through October 1, 2016, and $18,285,000 of the Sanitary Sewerage System Revenue Bonds, Series 2004 maturing October 1, 2015, through October 1, 2023. The refunding generated net present value savings of $1,550,779.86 or 6.934% of refunded par.

Recommendation

The Director of Finance received a letter from Community Capital, one of the City's Financial Advisors, recommending that the City accept the underwriter's offer to purchase the Bonds and that the Bond's TIC reflected the market conditions on the day of the sale.

Memphis City Council Summary Sheet

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

   This a Resolution requesting the approval of the exchange of equally valued real property by and between the Division of Parks and Neighborhoods and First Unitarian Church of Memphis. The Properties to be exchanged are portions of parcels located in the southwestern side of the Riverview area in Memphis, Tennessee. The parcel owned by the City of Memphis that will be given to the First Unitarian Church of Memphis is located in the city of Memphis and is further described as a portion of Parcel # 002086 00007. The parcel owned by the First Unitarian Church of Memphis that will be given to the City of Memphis is located in the city of Memphis and is further described as a portion of Parcel # 012001 00061C.

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

   Parks and Neighborhoods

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

   This item is not a change to an existing ordinance.

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

   This item does not require a new contract, or amend an existing contract.

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

City Council Resolution

A Resolution approving the exchange of property

WHEREAS, the City of Memphis and the First Unitarian Church of Memphis, known as the Church of the River, are both separate owners of properties located in the Riverview area in Memphis, Tennessee. The City of Memphis acquired its property by and through its Division of Parks and Neighborhoods. The subject property is a portion of Parcel #002086 00007 and is more particularly described as follows:

Commencing at an iron found at the back of sidewalk, said point being the intersection of the South R.O.W. line of a cul-de-sac which is the South R.O.W. of Channel 3 Drive and the East property line of the subject property of the Riverview Area Subdivision as recorded in the Shelby County, Tennessee Register's Office, Plat Book 031, Page 071, instrument #5772-470071; thence South 45°58'18" West, a distance of 3.67 feet to the Point of Beginning; thence South 45°58'18" West, a distance of 51.30 feet; to the beginning of a curve concave to the northeast having a radius of 1255.42 feet and a central angle of 12°48'49" and being subtended by a chord which bears North 50°16'15" West 280.18 feet; thence Northwesterly along said curve, a distance of 280.76 feet; thence North 43°51'50" West, a distance of 204.30 feet; thence North 47°11'51" East, a distance of 50.01 feet; thence South 43°51'50" East, a distance of 180.00 feet; thence South 03°32'59" East, a distance of 46.28 feet to the beginning of a curve concave to the northeast having a radius of 1235.42 feet and a central angle of 2°33'03" and being subtended by a chord which bears South 45°41'31" East 55.00 feet; thence southeasterly along said curve, a distance of 55.00 feet to a point; thence South 72°51'08" East, a distance of 72.80 feet to a point on a curve concave to the northeast having a radius of 1205.42 feet and a central angle of 7°07'47" and being subtended by a chord which bears South 53°38'48" East 149.90 feet; thence Southeasterly along said curve, a distance of 150.00 feet to the Point of Beginning. Containing 0.4847 Acres, more or less.

The Church of the River's subject property is a portion of parcel # 012001 00061C more particularly described as follows:

Beginning at a point, said point being the Northern corner of subject property of the Riverview Area Subdivision, as recorded in the Shelby County Tennessee Register's Office, Plat Book 031, Page 071, instrument #5772-470071; thence North 57°07'35" East, a distance of 109.50 feet; thence South 35°07'38" East, a distance of 292.20 feet; thence North 66°47'42" West, a distance of 161.97 feet;

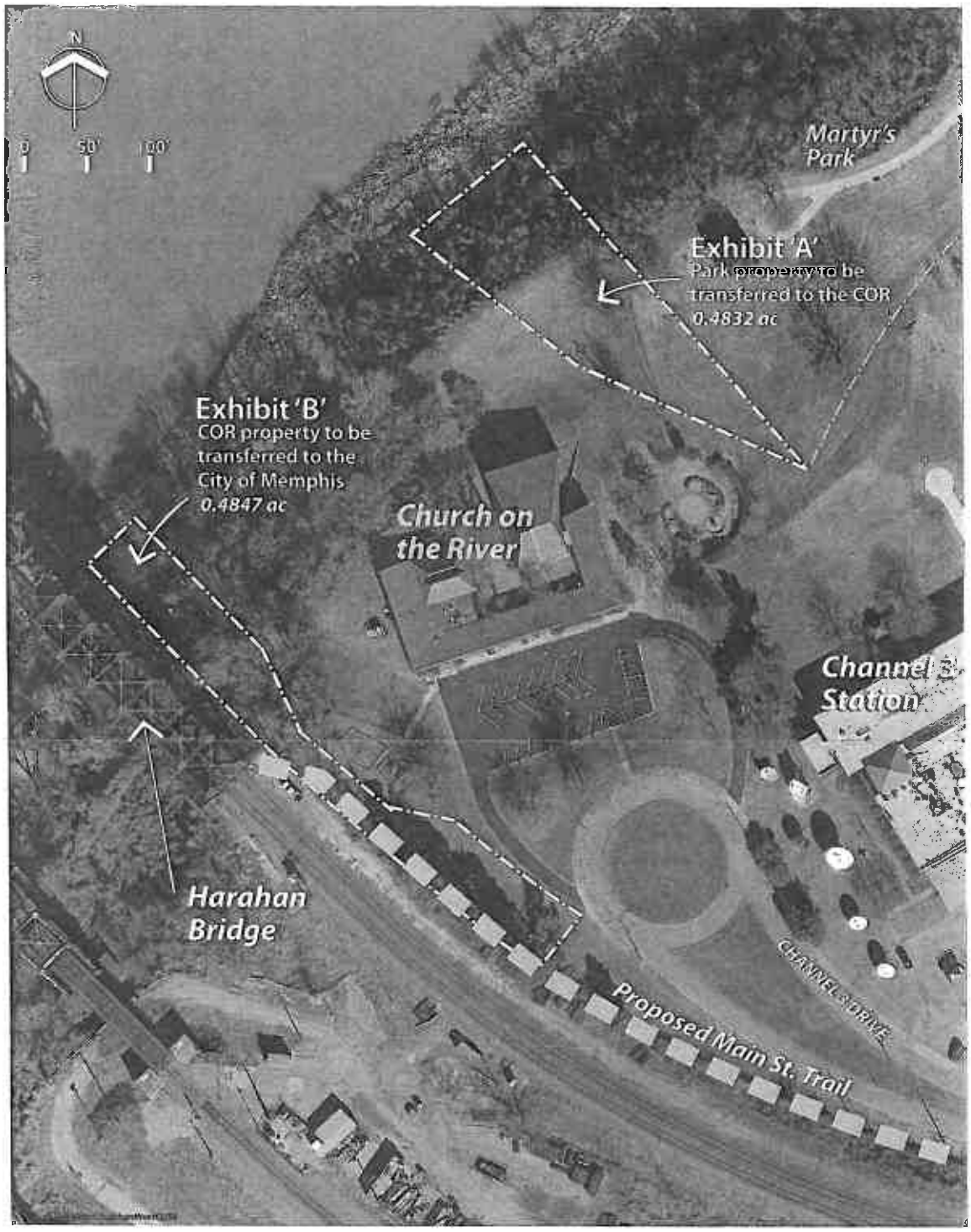
thence North 43°51'50" West, a distance of 160.51 feet to the Point of Beginning. Containing 0.4832 Acres, more or less.

WHEREAS, the Church of the River has requested from the City of Memphis an exchange of land. The land requested by the Church on the River is the southwestern portion of Martyrs Park (.4847 acres, more or less) and is in direct site line of the Church Sanctuary and will be utilized to protect the unobstructed view of the Mississippi River and the farmlands beyond as shown in exhibit A. In exchange the Church of the River will, by warranty deed, transfer to the City a portion of their land (.4832 acres, more or less) shown in exhibit B on the Church's western boundary adjacent to the Harahan Bridge. The values, as determined by an independent professional appraiser, of the two parcels to be exchanged are equal. The exchange of the parcels will be at no cost to the City; and

WHEREAS, it is deemed to be in the best interest of the Citizens of the City of Memphis and County of Shelby that said sale be accepted subject to City Ordinance 2-291 as well as the terms and conditions in the Offer to Purchase.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the offer made by First Unitarian Church of Memphis in the above described property be hereby accepted subject to the City Ordinance 2-16-1(B), which states in part "The governing authorities of the City shall have the full authority to exchange any real property acquired by them or held by the City, but no longer needed or utilized for municipal purposes."

BE IT FURTHER RESOLVED, that subject to the ordinance, the City of Memphis Division of Parks and Neighborhoods shall prepare and arrange for the execution of the quit claim deed, and any other documents incidental to the completion of the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deeds or any other documents necessary to complete the exchange.



Main Street to Main Street

Proposed property transfer between the City of Memphis and the Church on the River for the Tiger Grant Project

City of Memphis
Division of Parks & Neighborhoods

Instrument prepared by:
City of Memphis
Real Estate Office
125 N. Main Street Suite 568
Memphis, TN 38103

QUIT CLAIM DEED

THIS INDENTURE made and entered into this _____ day of _____, 20___ by and between the City of Memphis, a Municipal Corporation in the State of Tennessee, hereinafter referred to as Grantor; and First Unitarian Church of Memphis, a non-profit organization, hereinafter referred to as Grantee;

WITNESSETH:

Pursuant to Resolution adopted by the Council of the City of Memphis on _____, for and in consideration of the exchange of real property located on parcel number 012001 00061C from the Grantee, receipt of a Warranty Deed is hereby acknowledged, the Grantor hereby conveys and quitclaims unto the Grantee all of its right, title and interest, less and except as provided below, a portion of a certain tract of land, situated and being in the County of Shelby, City of Memphis, State of Tennessee, being the same property acquired by the Grantor for the use and purposes of its Parks and Neighborhoods Division. Said real property is known as the southwestern side of Martyr's Park, Parcel ID# 002086 00007, containing 0.4832 acres, more or less, together with all rights, privileges, and appurtenances belonging or appertaining to such land, more particularly described below:

> *Beginning at a point, said point being the Northern corner of subject property of the Riverview Area Subdivision, as recorded in the Shelby County Tennessee Register's Office, Plat Book 031, Page 071, instrument #5772-470071; thence North 57°07'35" East, a distance of 109.50 feet; thence South 35°07'38" East, a distance of 292.20 feet; thence North 66°47'42" West, a distance of 161.97 feet; thence North 43°51'50" West, a distance of 160.51 feet to the Point of Beginning. Containing 0.4832 Acres, more or less.*

The Grantor hereby retains easements for existing utilities, sanitary sewer and drainage facilities recorded and unrecorded located in the above described parcels of real property. Grantor makes no claim or warranty relative to the environmental condition of the above described properties.

Signatures on the next page

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by the affixing thereto of the signature of the City of Memphis Mayor, the Mayor being authorized to do so.

City of Memphis

_____
A C Wharton Jr., Mayor

APPROVED:

_____
City Attorney

ATTEST:

_____
City Comptroller

_____
Director of Parks & Neighborhoods

_____
Director of General Services

_____
Real Estate Manager

(STATE OF TENNESSEE)
COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public within and for said State and County duly commissioned and qualified personally appeared A C WHARTON, JR. , Mayor of the City of Memphis, with whom I am personally acquainted, and who, upon his oath, acknowledges himself to be the Mayor of the City of Memphis, the within named bargainor, a Municipal Corporation of the State of Tennessee, and that he as such Mayor of said City, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as such Mayor of said City.

Witness my hand and seal at office in Memphis, Shelby County, Tennessee, this the _____day of _____,2013.

My Commission Expires:

_____

_____
Notary Public

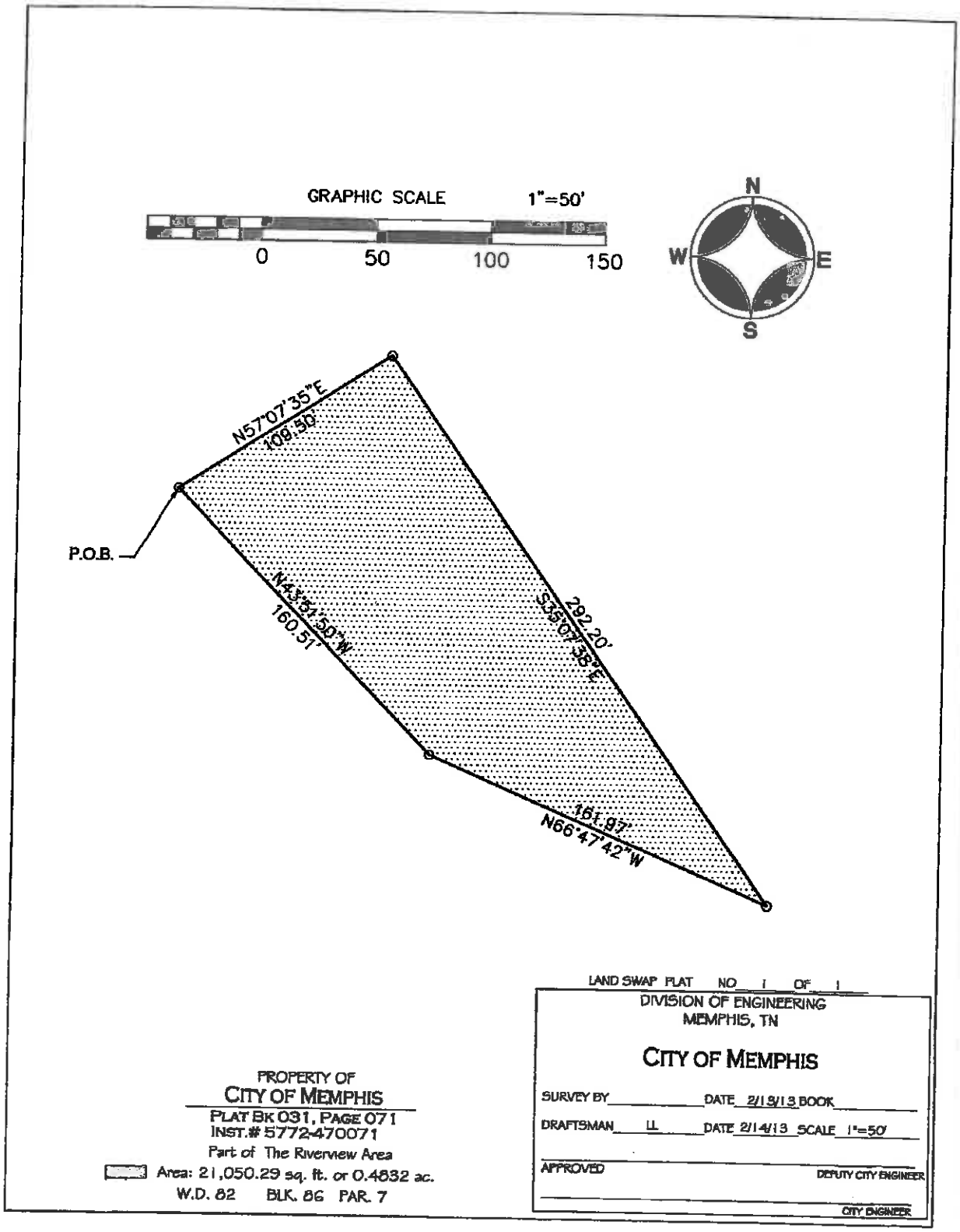
Property Address:	Property Owner's:	Mail Tax Bills to:
0 Riverside Drive Memphis, TN 38127	First Unitarian Church of Memphis 262 W Virginia Memphis, Tennessee, 38103	First Unitarian Church of Memphis 262 W Virginia Memphis, Tennessee, 38103

Ward: 002 Block: 086 Parcel: 07

City Council Resolution

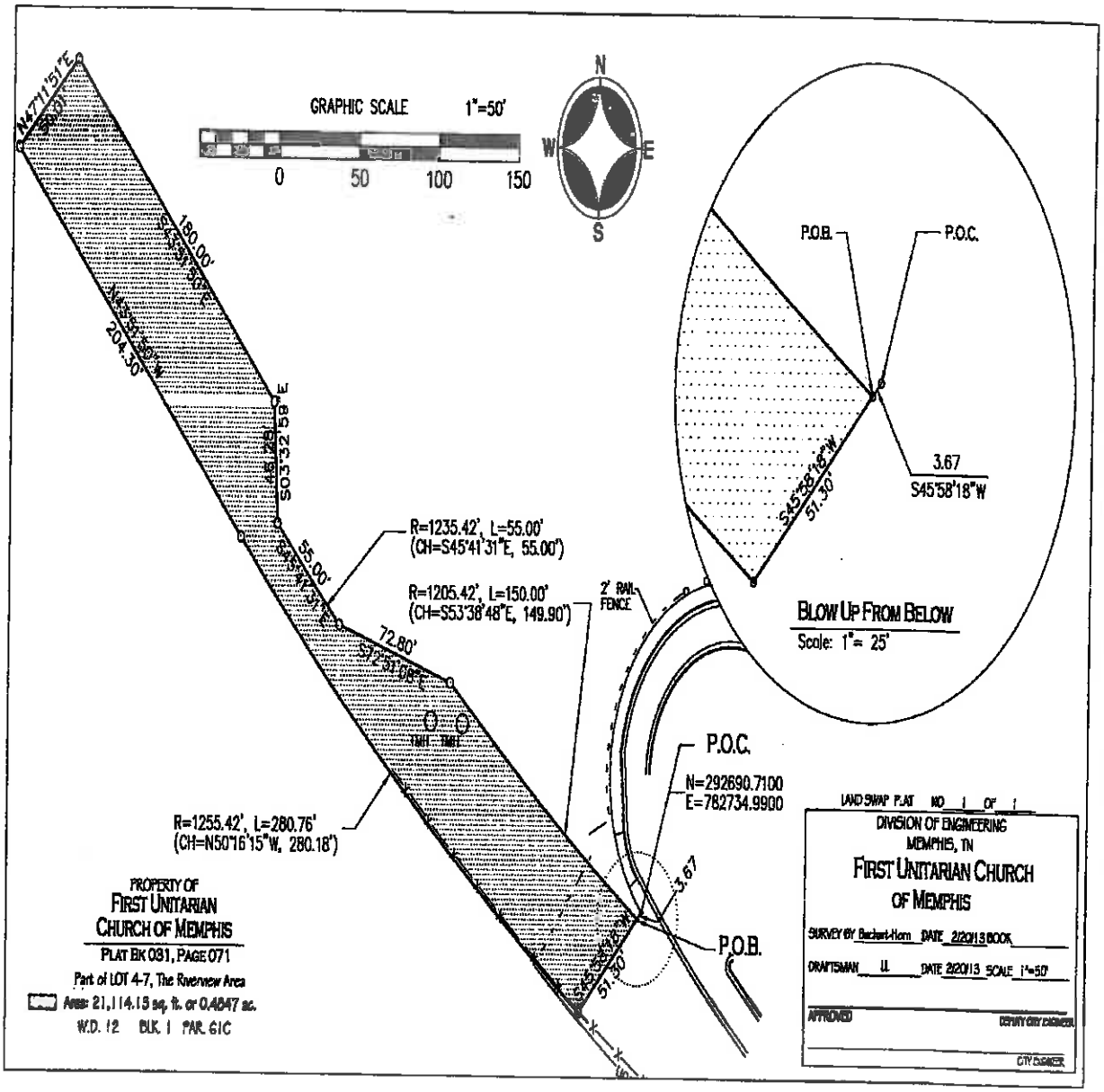
Exhibit

A



City Council Resolution

Exhibit B



Memphis City Council Summary Sheet

1. This item is a resolution seeking approval and appropriation of $1,332,618.00 in Contract Construction for CIP Project Number PK07089 – Charjean Park Improvements funded by G. O. Bonds General.

2. The initiating party is the Division of Parks and Neighborhoods.

3. This Resolution does not change any existing Ordinance or Resolution.

4. This Resolution does require a new contract between the City of Memphis and the ViktorHall Construction, LLC.

5. This Resolution does require an expenditure of funds in the amount of $1,332,618.00.

A Resolution to appropriate funds in Contract Construction for Charjean Park Improvements.

WHEREAS, the Council of the City of Memphis did include Charjean Park Improvements, CIP Project Number PK07089, as part of the Fiscal Year 2014 Capital Improvement Budget; and

WHEREAS, six (6) bids were received on August 30, 2013 for Charjean Park Improvements, with the best complying bid from ViktorHall Construction, LLC . in the amount of $1,052,219; and

WHEREAS, it is necessary to appropriate $1,332,618.00 in CIP Project Number PK07089 Contract Construction funded by G.O. Bonds General for Charjean Park Improvements for the following:

Bid Amount:	$ 757,000
Alternate #1	21,900
Alternate #2	124,650
Alternate #3	136,644
Alternate #4	12,025
Sub-Total	$1,052,219
Contingency	280,399
TOTAL:	$1,332,618

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby appropriated the amount of $1,332,618 in CIP Project Number PK07089, Contract Construction funded by G.O. Bonds General for Charjean Park Improvements..

Project Title:	**Charjean Park Improvements**
Project Number:	**PK07089**
Total Construction Cost:	**$1,332,618.00**

Memphis City Council Summary Sheet

1. **Description of the Item (Resolution, Ordinance, etc.)**
   This is a joint City/County Resolution requesting the approval of the sale of surplus plus property that was a part of the Memphis-Shelby County Public Library. The Property is located at 460 S Highland located in Shelby County, also known as Parcel # 046005 00001, according to City Ordinance 2-291(C).

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

3. **State whether this is a change to an existing ordinance or resolution, if applicable.**
   This item does not change an existing ordinance.

4. **State whether this requires a new contract, or amends an existing contract, if applicable.**
   This item does not require a new contract, or amend and existing contract.

5. **State whether this requires an expenditure of funds/requires a budget amendment.**
   This item does not require an expenditure of funds, or budget amendment.

City Council Resolution

Resolution Approving the Sale of Property

WHEREAS, the City of Memphis and Shelby County are co-owners of property located in Memphis, Tennessee, such property is commonly known as the Highland Library. The property was acquired by Cossitt Library, a Tennessee Corporation by warranty deed dated September 28, 1961 recorded at Instrument No. in Book 4591, page 314. The Property is located at 460 S Highland Street, Memphis, TN, and further described as Parcel #046005 00001. The City and the County no longer have a need for the property and have declared it surplus property; and

WHEREAS, the State of Tennessee is desirous of purchasing Highland Library, and has submitted an offer of $450,000.00; and

WHEREAS, the City of Memphis and Shelby County desire to sell the Highland Library and equally split the proceeds; and

WHEREAS, it is deemed to be in the best interest of the Citizens of the City of Memphis and County of Shelby that the City Council accept said sale subject to City Ordinance 2-291 as well as the terms and conditions in the Offer to Purchase.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the offer made by the State of Tennessee in the above described property be hereby accepted subject to the City Ordinance 2-291(C) which states, "In the event a sale or transfer of real property, is to be made to any other governmental entity, its departments or agencies, the Real Estate manager shall be authorized to make and approve such sale or transfer subject to a resolution authorizing the execution of deeds of conveyance submitted to the City Council for first reading, which shall be final, and it shall not be necessary to receive bids or require a monetary consideration for such property to be sold to a governmental entity, its departments or agencies."

BE IT FURTHER RESOLVED, that subject to the ordinance, the City of Memphis Real Estate Department shall prepare and arrange for the execution of the warranty deed, and any other documents incidental to the completion of the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deeds or any other documents necessary to complete the sale and conveyance.

Tom Leatherwood Shelby County Register of Deeds

Property Data

Owner:	MEMPHIS-SHELBY COUNTY PUBLIC LIBRARY
Property Address:	460 S HIGHLAND
Tax District:	MEMPHIS
Parcel ID:	046005 00001
Tax Map:	140N TIFF PDF
Year Built:	
Lot Number:	1
Subdivision Name:	ST LUKE RE- SUB
Plat BK. & PG.:	
Dimensions:	100X320
Land Total:	
Total Acres:	0.73
Owner's address:	1850 PEABODY AVE MEMPHIS, TN 38104-4021
Class	EXEMPT
Use	- EXEMPT
Zoning	CMU-1
Taxes	County Tax Info Memphis Tax Info
Appraisal	Appraisal Info

Recent and Comparable Sales Search

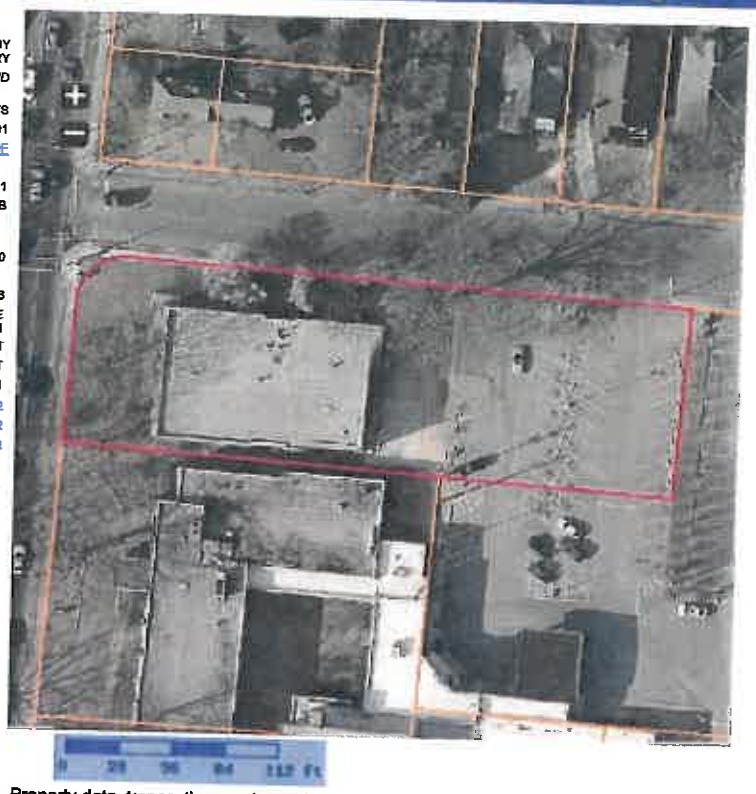
Property Transactions

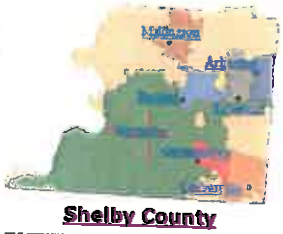
Item 1

Inst #:	810
Inst Type:	TAXPAYER LETTER
Sales Date:	06/27/1994
Sales Price:	

NAD83 Coordinates

X Coordinate:	788986
Y Coordinate:	309750





Shelby County

Search Type: Address

460 S HIGHLAND

To optimize search, leave street direction and type off. ie., MAIN instead of N MAIN ST.

Search Clear

- [x] Parcels
- [ ] Streets
- [ ] 2ft Contours - 2006
- [ ] FEMA Flood Plain
- [ ] Cemeteries

AERIALS

- [ ] Parks
- [ ] Streams
- [ ] Parcel IDs
- [ ] Soil Data

CITY BOUNDARIES

LEGENDS

Property data, transactions and parcels reflect information from the April 2013 certified tax roll. More recent information is available at Property Search.

Property tax maps and parcel boundaries do not reflect accurate survey information or exact legal ownership boundaries but are only provided for general information purposes.

Property tax maps are provided to the County Register by the County Assessor's office "on or before October 1 of each year" according to T.C.A. 67-5-806.

Aerial Map - 2004 is from the 2004 USGS flyover. Parts of North and Southwest Shelby County were not included in this flyover.

FEMA data is based on their Q3 Flood Data product. More information is available at http://www.fema.gov/plan/prevent/fhm/fq_q3.shtm.

Soil data is derived from the United States Department of Agriculture, Natural Resources Conservation Service. More information is available at http://websoilsurvey.nrcs.usda.gov/app/WebSoilSurvey.aspx

Cemetery points were provided by the Shelby County Historical Commission and do not reflect accurate survey information or exact cemetery locations within parcels. The information provided is for general purposes only.

Memphis City Council Summary Sheet

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

This resolution is to accept and appropriate funding from Department of State, Tennessee State Library and Archives for the Library in the amount of fifty one thousand nine hundred dollars ($51, 900.00) for library books and materials.

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

The initiating party is Memphis Public Library and Information Center.

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

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

This requires a new contract with Department of State, Tennessee State Library and Archives and the City of Memphis.

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

This grant requires a FY14 budget amendment to accept and appropriate grant funds for the purchase of library books and materials.

RESOLUTION

WHEREAS, the City of Memphis Division of Fire Services has received grant funds in the amount of Twenty Five Thousand Dollars ($25,000.00) from the Federal Emergency Management Agency (FEMA) FY2013 Port Security Grant Program; and

WHEREAS, these grant funds represent 100% in federal share for hazardous material training; and

WHEREAS, it is necessary to accept the grant funding and amend the Fiscal Year 2014 Operating Budget to establish funds for the 2013 Port Security Grant Program; and

WHEREAS, it is necessary to appropriate the grant funds in the amount of Twenty Five Thousand Dollars ($25,000.00) for the 2013 Port Security Grant.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the 2013 Port Security Grant Program funds in the amount of Twenty Five Thousand Dollars ($25,000.00) be accepted by the City of Memphis.

BE IT FURTHER RESOLVED, that the Fiscal Year 2014 Operating budget be and is hereby amended by appropriating the Expenditures and Revenues for the 2013 Port Security Grant Program in the amount of Twenty Five Thousand Dollars ($25,000.00) as follows:

Revenue	
Federal Grant	$25,000.00
Expenses	
Training	$25,000.00

Resolution to amend the appropriate Fiscal Year's budget to reflect trnasfer of an allocation and appropriation of $7,562,548.00 from PD02003 - Traffic Precinct Project to the budget of the Division of Housing and Community Development, to provide initial project funding for Raleigh Mall Redevelopment Project.

WHEREAS, the City of Memphis has sought to undertake a strategic redevelopment plan for targeted communities within its inner city boundaries; and

WHEREAS, as part of this plan, the City of Memphis has undertaken efforts to promote public amenities for said targeted communities; and

WHEREAS, the Raleigh community has been targeted for development and enhancement of community facilities and services; and

WHEREAS, in furtherance of the goals of the City of Memphis to remove slum and blight, and to enhance economic growth and development in the Memphis area, the City of Memphis has enlisted and received the support of several community partners to undertake a significant community revitalization plan; and

WHEREAS, the plan identified the redevelopment of the Raleigh Springs Mall (the "Mall") as a priority for the Raleigh community; and

WHEREAS, the City and the Raleigh community have developed a plan for the redevelopment of the property that will create a civic plaza containing public facilities that create a more efficient business model with shared space, reduction in operating costs, cost effective staffing; and will eliminate slum and blight; and

WHEREAS, the Memphis City Council previously allocated and appropriated $9,519,344 in Capital Improvement Program funds, detailed as follows, $1,266,032 for Total Planning and $7,753,312 for Total Construction for the development of a new traffic precinct across from the Mall site and $7,562,548 remains available; and

WHEREAS, it has been determined by the City, planners, and the community that the Mall site is a preferred site for the construction of the traffic precinct and other city facilities; and

WHEREAS, it is now the intent of the Council of the City of Memphis to accept and approve the vision for the Raleigh Mall Redevelopment Project; and

WHEREAS, it is now the intent of the City to transfer an allocation and appropriation of **Seven Million Five Hundred Thousand and 00/100 Dollars ($7,562,548.00)** from PD02003 -Traffic Precinct Project to the budget of the Division of Housing and Community Development, Raleigh Mall Redevelopment Project, to provide initial project funding; and

WHEREAS, it is the position of the City of Memphis that the Raleigh Mall Redevelopment Project, should be available, as quickly as practicable, to the citizens of Memphis.

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

1. The Raleigh Mall Redevelopment Project Vision is hereby accepted and approved.

2. The below budget transfer is approved to provide initial project funding for the Raleigh Mall Redevelopment Project:

FROM: Division of Police Services
PD02003 – Traffic Precinct

	$7,562,548.00
TOTAL	**$7,562,548.00**

TO: Division of Housing and Community Development
Raleigh Redevelopment Project

Acquisition	$7,562,548.00
TOTAL	**$7,562,548.00**

Memphis City Council Summary Sheet

1. **Description of the Item (Resolution, Ordinance, etc.)**
   This item is a resolution to accept grant funds from U.S Department of LaborEmployment and Training Administration in the amount of $1,100,000.00. These funds will be used for the WIA YouthBuild Program, which will help provide education, occupational skills training, and employment services to disadvantaged youth as they perform meaningful work and service in this community.

2. **Initiating Party (e.g. Public Works, at request of City Council, etc.)**
   The U.S Department of Labor and Employment and Training Administration directly, allocated these grant funds to the Workforce Investment Network.

3. **State whether this is a change to an existing ordinance or resolution, if applicable.**
   This is a new grant award, pending council acceptance.

4. **State whether this requires a new contract, or amends an existing contract, if applicable.**
   Acceptance of these funds will require a new contract between the U.S. Department of Labor Employment and Training Administration and the City of Memphis, which acts as the administrative entity for the Workforce Investment Network.

5. **State whether this requires an expenditure of funds/requires a budget amendment.**
   Acceptance of these will require an amendment to the FY2014 operating budget to appropriate the funds.

Memphis City Council Summary Sheet

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

1. A resolution to transfer an allocation and appropriation from the Traffic Precinct to HCD.

2. The initiating party is the Division of Housing and Community Development.

3. Resolution is not a change to an existing ordinance or resolution.

4. Resolution does not require a new contract, or amends an existing contract.

5. This item will require an expenditure of funds and will require a budget transfer of an existing appropriation from PD02003 to Housing and Community Development.

CITY COUNCIL RESOLUTION

Whereas, Champion Regional Development LLC will transfer ownership to Sunny Management LLC, KNSB LLC and Jansa LLC dba Baymont Inn & Suites located at 6020 Shelby Oaks Drive, Memphis, Tennessee 38134; and

WHEREAS, this hotel is fully constructed and operated for many years; and

WHEREAS, this is a legitimate and reputable hotel; and

WHEREAS, the City has instituted a waiver policy to ensure that change of ownership for hotels/motels does not cause undue harm to these businesses.

NOW, THEREFORE, BE IT RESOVED that the Memphis City Council waives the requirements for a Special Use Permit for the operation of the Baymont Inn & Suites located at 6020 Shelby Oaks Drive, Memphis, Tennessee 38134.

BE IT FURTHER RESOLVED that the Memphis City Council instructs the Office of Construction Code Enforcement to issue an Use and Occupancy permit to Baymont Inn & Suites located at 6020 Shelby Oaks Drive, Memphis, Tennessee 38134, assuming other requirements have been met and conditioned upon the owner executing the approved Waiver Agreement (in recordable form), in which the applicant agrees to be bound by the provisions of the Waiver Agreement, Resolution and application

October 15, 2013

Edmund Ford, Jr.
Chairman, Memphis City Council

HMW 13-03
Baymont Inn & Suites
6020 Shelby Oaks Drive
Memphis, TN 38134

CITY COUNCIL RESOLUTION

Whereas, Generation Properties II, LLC, the current owner of Staybridge Suites located at 1070 Ridgelake Boulevard, Memphis, Tennessee 38120 will merge with Generation Properties III, Generation Suites of Port St. Lucie, Generation Suites of Destin and Generation Suites of Charlotte and collectively merge into GP4 Property Owner, LLC to become owner of subject property; and

WHEREAS, this hotel is fully constructed and operated for many years; and

WHEREAS, this is a legitimate and reputable hotel; and

WHEREAS, the City has instituted a waiver policy to ensure that change of ownership for hotels/motels does not cause undue harm to these businesses.

NOW, THEREFORE, BE IT RESOVED that the Memphis City Council waives the requirements for a Special Use Permit for the operation of the Staybridge Suites located at 1070 Ridgelake Boulevard, Memphis, Tennessee 38120.

BE IT FURTHER RESOLVED that the Memphis City Council instructs the Office of Construction Code Enforcement to issue an Use and Occupancy permit to Staybridge Suites located at 1070 Ridgelake Blvd, Memphis, Tennessee 38120, assuming other requirements have been met and conditioned upon the owner executing the approved Waiver Agreement (in recordable form), in which the applicant agrees to be bound by the provisions of the Waiver Agreement, Resolution and application

October 15, 2013

Edmund Ford, Jr.
Chairman, Memphis City Council

HMW 13-04
Staybridge Suites
1070 Ridgelake Blvd.
Memphis, TN 38120