

RESOLUTION

WHEREAS, the Council of the City of Memphis did include Countrywood Eads Berryhill Fire Station, Project Number FS02018 in the FY2010 Capital Improvement Budget; and

WHEREAS, it is necessary to amend the Fiscal Year 2010 Capital Improvement Budget by transferring an allocation of \$175,000.00 in Furniture Fixtures & Equipment from Fire Station #57, Project Number FS02014, to Countrywood Eads Berryhill Fire Station, Land Acquisition, Project Number FS02018 funded by G.O. Bond General; and

WHEREAS, it is necessary to amend the Fiscal Year 2010 Capital Improvement Budget by transferring an allocation of \$75,000.00 in Furniture Fixtures & Equipment from Fire Station #22, Project Number FS02010, to Countrywood, Eads, Berryhill Fire Station, Land Acquisition, Project Number FS02018 funded by G.O. Bond General; and

WHEREAS, it is necessary to appropriate \$650,000.00 funded by G.O. Bonds General in Countrywood Eads Berryhill, Fire Station, Project Number FS02018 for Land Acquisition as follows:

| | |
|-----------------------|------------------|
| Cost of Land | \$570,000.00 |
| Closing Cost | 18,282.00 |
| Appraisal Fee | 2,800.00 |
| Phase 1 Environmental | 2,100.00 |
| Soil Investigation | 2,500.00 |
| Engineering Survey | 16,650.00 |
| Contingency | <u>37,668.00</u> |
| Total | \$650,000.00 |

NOW, THEREFORE BE IT RESOLVED, by the Council of the City of Memphis that the Fiscal Year 2010 Capital Improvement Budget be and is hereby amended by transferring an allocation of \$175,000.00 in Furniture Fixtures & Equipment from Fire Station #57, Project Number FS02014 to Countrywood Eads Berryhill Fire Station, Project Number FS02018, Land Acquisition funded by G.O. Bonds General; and

BE IT FURTHER RESOLVED, by the Council of the City of Memphis that the Fiscal Year 2010 Capital Improvement Budget be and is hereby amended by transferring an allocation of \$75,000.00 in Furniture Fixtures & Equipment from Fire Station #22, Project Number FS02010, to Countrywood Eads Berryhill Fire Station, Project Number FS02018, Land Acquisition funded by G.O. General; and

BE IT FURTHER RESOLVED, that there be and is hereby appropriated the sum of \$650,000.00 funded by G.O. Bonds General chargeable to the Fiscal Year 2010 Capital Improvement Budget and credited as follows:

| | |
|-----------------------|--|
| Project Title | Countrywood Eads Berryhill Fire Station |
| Project Number | FS02018 |
| Amount | \$650,000.00 |

RESOLUTION

WHEREAS, the Division of Park Services does have damaged playground slides at Flowering Peach Park, Avon Park and Hollywood Park; and

WHEREAS, the Cargill Cotton Citizenship team has partnered with the Division of Park Services to make a donation of \$4,085.00 toward these parks for replacement of damaged slides; and

WHEREAS, the Fiscal Year 2010 Division of Park Services Operating Budget for Park Operations needs to be amended to include the additional grant Revenue Award and increased expense funding of \$4,085.00.

NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of Memphis that the Fiscal Year 2010 Division of Park Services Operating Budget for Park Operations be and is hereby approved to be amended by \$4,085.00.

To: Cynthia Buchanan

From: Cargill Cotton Citizenship Team

In re: Park revitalization donation

Date: September 25, 2009

On behalf of the Cargill Cotton Citizenship team, we would like to make a charitable donation to the Division of Park Services to replace three existing slides at specified parks. The team was formed to give support and give back to the communities in which we reside and do business by volunteering or donating needed funds. Your organization was chosen because park revitalization was something we chose to support and we feel it is detrimental that the well-being of the public that use these facilities can maintain good safety practices at all times, especially our children. We feel that it instills Wellness, which is one of our primary focuses and it is so important for the progression of our children. If you have any questions at all, please feel free to contact any one of us using the information given below.

Pamela Sherrill – 937-4596

Erica Cousino – 937-4543

Kellie Charnes – 937-4508

Amy Chambers – 937-4581

Todd Anderson – 937-4500

Sincerely,

Pamela Sherrill

CARGILL INCORPORATED

4340 18th Ave SW
 Fargo, ND 58103 PH: 1-800-513-1098

JPMorgan Chase Bank, N.A.
 Columbus, OH

56-1544
 441

| | |
|-------------------|-----------|
| MM/DD/YY | Number |
| 10/01/09 | 301378609 |
| Amount | |
| \$*****\$4,085.00 | |

Four Thousand Eighty-Five and NO/100 Dollars

Pay to MEMPHIS PARK SERVICES
 The order 2599 AVERY AVE
 of MEMPHIS TN 38112

Dayle L. Whitson

⑈ 301378609 ⑈ ⑆ 044115443 ⑆ 634867543 ⑈

REMITTANCE STATEMENT

000002
 375823 Financial Service Center

| | | | | | |
|--------|----------|------|----------|-----------|-----------|
| VENDOR | 51307540 | DATE | 10/01/09 | PAYMENT # | 301378609 |
|--------|----------|------|----------|-----------|-----------|

| Vendor Ref#/Invoice # | Purchase Location | PO#/Ref# | Voucher# | Invoice Amount | Discount | Sales Tax | Net Amount | Description |
|-----------------------|-------------------|----------|------------|----------------|----------|-----------|------------|-------------|
| SLIDES | Cargill Cotton | 000 | PV00019958 | 4,085.00 | | | 4,085.00 | |

If you have any questions, please call the
 Financial Service Center at 1-800-513-1098.

10/1/09

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY PROVIDING A DECLARATION OF OFFICIAL INTENT TO REFUND BONDS AND REIMBURSE EXPENDITURES FOR AIRPORT IMPROVEMENTS AND DIRECTING THE EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER OF THE AUTHORITY TO PUBLISH A NOTICE OF PUBLIC HEARING AND TO CONDUCT SUCH HEARING IN COMPLIANCE WITH THE UNITED STATES INTERNAL REVENUE CODE; PRESCRIBING THE FORM OF NOTICE FOR SUCH PUBLIC HEARING

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY:

SECTION 1. Official Intent. The Authority intends to refund one or more series or bonds and reimburse original expenditures for construction, acquisition and equipping airport improvements, including terminal improvements, parking facilities and related improvements, at Memphis International Airport from the proceeds of bonds to be issued by the Authority. The aggregate principal amount of bonds is estimated not to exceed \$70,000,000.

SECTION 2. Authorization of Public Hearing. In order to comply with Section 147(f) of the Internal Revenue Code of 1986, as amended, and the regulations of the United States Treasury Department, the Executive Vice President and Chief Operating Officer is hereby authorized and directed to fix a date for a public hearing and publish a notice of public hearing on the issuance of the proposed bonds in substantially the following form:

(FORM OF NOTICE)

NOTICE OF PUBLIC HEARING

Notice is hereby given that the Memphis-Shelby County Airport Authority (the "Authority") will hold a public hearing on _____ at _____ at _____, _____, _____, in compliance with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, in connection with the issuance by the Authority of one or more series of bonds.

The proceeds of the bonds will be applied to refund one or more series or bonds and finance a portion of the costs of construction, acquisition and equipping airport improvements, including terminal improvements, parking facilities and related improvements. In addition, it will be necessary to issue the proposed bonds in a principal amount sufficient to provide reserves therefor. The aggregate principal amount of bonds is estimated not to exceed \$70,000,000.

The aggregate principal amount of the proposed bonds may be less than that reflected above depending on market conditions and other factors at the time of sale thereof. All improvements financed with such bonds will be situated at or adjacent to the existing Memphis International Airport and will be owned by the Authority.

All interested persons are invited to attend the hearing and express their views relative to the proposed financing either orally or in writing. Should written comments be presented, a copy of such comments should be made available to the undersigned at or before the public hearing.

Further information may be obtained by calling the office of _____, on regular business days between _____ a.m. and _____ p.m.

Executive Vice President and Chief
Operating Officer
Memphis-Shelby County Airport
Authority

Such notice shall be published in at least one newspaper of general circulation available to residents of the Memphis and Shelby County area at least 14 days before the date fixed for such public hearing. The Executive Vice President and Chief Operating Officer shall conduct such public hearing and shall cause a written record of the minutes of such public hearing to be kept and file such minutes with the Board of Commissioners after the hearing.

SECTION 3. Effectiveness of this Resolution. The Resolution shall become effective upon its adoption.

#. 09-4484

I hereby certify that the foregoing is a true copy and said document was adopted - approved by the Board of Commissioners, Memphis-Shelby County Airport Authority.
[Signature]
Secretary

MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

RESOLUTION AUTHORIZING AND PROVIDING FOR THE ISSUANCE AND SALE OF A SERIES OF AIRPORT REFUNDING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$300,000,000; APPROVING THE PREPARATION OF PRELIMINARY OFFICIAL STATEMENTS WITH RESPECT TO THE AFORESAID SERIES OF REFUNDING BONDS AND THE DISTRIBUTION THEREOF AND AUTHORIZING THE PREPARATION AND DISTRIBUTION OF OFFICIAL STATEMENTS WITH RESPECT TO THE AFORESAID SERIES OF REFUNDING BONDS; PRESCRIBING CERTAIN DETAILS OF SUCH SERIES OF REFUNDING BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF BOND PURCHASE AGREEMENTS WITH UNDERWRITERS TO BE SELECTED BY THE AUTHORITY FOR THE PURCHASE OF THE AFORESAID SERIES OF REFUNDING BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF ESCROW AGREEMENTS BY AND BETWEEN THE AUTHORITY AND AN ESCROW AGENT TO BE SELECTED BY THE AUTHORITY; AUTHORIZING THE PURCHASE OF BOND INSURANCE POLICIES, DEBT SERVICE RESERVE ACCOUNT SURETY BONDS AND AGREEMENTS IN CONNECTION WITH THE AFORESAID SERIES OF REFUNDING BONDS; MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE ISSUANCE OF THE AFORESAID SERIES OF REFUNDING BONDS; AND CERTAIN OTHER MATTERS RELATED THERETO

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY:

SECTION 1. Definitions. Unless the context shall clearly indicate some other meaning, all words and terms used in this resolution (including, without limitation, in the next paragraph hereof) which are defined in Resolution No. 88-3227 of the Authority adopted by the Board of Commissioners of the Authority on January 29, 1988, as amended by a resolution adopted by said Board on October 17, 1996 (the "Resolution") shall have the meanings given to them in the Resolution.

Unless the context shall clearly indicate some other meaning, the following terms shall, for all purposes of the Resolution and of any resolution supplemental thereto (including for all purposes of this Fourteenth Supplemental Resolution) and for all purposes of any opinion or instrument or other document therein or herein mentioned, have the following meanings:

"Debt Service Reserve Account Requirement" shall mean, with respect to the Series 2009A Bonds, the amount determined by the Designated Financial Officer and set forth in the Certificate of Determination.

"Authorized Denominations" shall mean, with respect to the Series 2009A Bonds, the denominations in which the Series 2009A Bonds may be issued as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

"Certificate of Determination" shall mean, with respect to the Series 2009A Bonds, a certificate in a form similar to that attached hereto as Schedule 1 signed by the Designated Financial Officer upon the sale of the Series 2009A Bonds setting forth matters to be therein determined pursuant to this Fourteenth Supplemental Resolution. The Certificate of Determination shall be deemed a part of and incorporated into the Fourteenth Supplemental Resolution.

“Designated Financial Officer” shall mean the Executive Vice President and Chief Operating Officer or President of the Authority.

“Fourteenth Supplemental Resolution” shall mean this resolution.

“Interest Payment Date” shall mean, with respect to the Series 2009A Bonds, the interest payment dates for the Series 2009A Bonds as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Maturity Date” shall mean, with respect to the Series 2009A Bonds, the maturity date for the Series 2009A Bonds as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Purchaser” shall mean, with respect to the Series 2009A Bonds, any purchaser or purchasers of the Series 2009A Bonds designated by the Designated Financial Officer and set forth in the Certificate of Determination.

“Record Date” shall mean, with respect to the Series 2009A Bonds, the record date as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Refunded Bonds” means those Series 1999D Bonds, Series 1999E Bonds, Series 2001B Bonds or other Bonds designated by the Designated Financial Officer as meeting the savings requirements established by airport management and set forth in the Certificate of Determination.

“Series 2009A Bonds” shall mean Bonds of the Series of Bonds issued pursuant to Section 2 hereof at any time outstanding, with such definition to be equally applicable to both the singular and plural form of such term.

Unless or except as the context shall indicate otherwise or may otherwise require, in this Fourteenth Supplemental Resolution: (i) all references to a particular section or subdivision of the Resolution, or this Fourteenth Supplemental Resolution, as the case may be, are to the corresponding section or subdivision of the Resolution or this Fourteenth Supplemental Resolution, only, as the case may be; (ii) the terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof” and any similar terms, refer to this Fourteenth Supplemental Resolution only, and to this Fourteenth Supplemental Resolution as a whole and not to any particular section or subdivision hereof; (iii) the terms “therein”, “thereunder”, “thereby”, “thereto”, “thereof” and any similar terms, refer to the Resolution only, and to the Resolution as a whole and not to any particular section or subdivision thereof; and (iv) the term “heretofore” means before the time of effectiveness of this Fourteenth Supplemental Resolution and the term “hereafter” means after the time of such effectiveness.

SECTION 2. Series 2009A Bonds. Pursuant to and under the authority of the Metropolitan Airport Authority Act, Section 2.2 of the Resolution, for the purpose of refunding all or a portion of the Refunded Bonds, there are hereby authorized to be issued under and secured by the Resolution a Series of Bonds in the aggregate principal amount of not to exceed Three Hundred Million Dollars (\$300,000,000) consisting of Airport Refunding Revenue Bonds, Series 2009A. The Series 2009A Bonds shall be dated, be in such principal amount, be issued in Authorized Denominations, bear interest at such rate or rates per annum payable on Interest Payment Dates, be subject to optional or mandatory redemption or tender for purchase, and shall mature on the Maturity Date in each of the years and in the principal amounts, all as determined by the Designated Financial Officer and set forth in the Certificate of Determination. To the extent determined by the Designated Financial Officer and set forth in the Certificate of Determination, the Series 2009A Bonds may be issued in several Series, in which case the Series designation for each such separate Series shall distinguish each such Series and shall be as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

The Series 2009A Bonds will be issued as fully registered bonds in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”) as registered owner of the Series 2009A Bonds and immobilized in the custody of DTC. One fully registered Series 2009A Bond for the principal amount of each maturity of each series will be registered to Cede & Co. Beneficial owners of Series 2009A Bonds will not receive physical delivery of certificates. Individual purchases of Series 2009A Bonds may be made in book-entry form only in principal amounts of Authorized Denominations. Principal, premium, if any, and interest payments on the Series 2009A Bonds will be made by wire transfer to DTC or its

nominee as registered owner of such Series 2009A Bonds, which will in turn remit such payments to the DTC participants for subsequent disbursement to the beneficial owners of the Series 2009A Bonds. Transfer of principal, premium, if any, and interest payments to DTC participants will be the responsibility of DTC. Transfers of such payments to beneficial owners of the Series 2009A Bonds by DTC participants will be the responsibility of such participants and other nominees of such beneficial owners. Transfers of ownership interests in the Series 2009A Bonds will be accomplished by book entries made by DTC and, in turn, by the DTC participants who act on behalf of the indirect participants of DTC and the beneficial owners of the Series 2009A Bonds.

The Authority will not be responsible or liable for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC, its participants or persons acting through such participants or for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owner of the Series 2009A Bonds.

Series 2009A Bonds certificates ("Replacement Bonds") will be issued directly to owners of Series 2009A Bonds other than DTC, or its nominee, but only in the event that:

(i) DTC determines not to continue to act as securities depository for the Series 2009A Bonds; or

(ii) the Authority has advised DTC of its determination that DTC is incapable of discharging its duties; or

(iii) the Authority has determined that it is in the best interests of the Authority not to continue the book-entry system of transfer or that the interests of the beneficial owners of the Series 2009A Bonds might be adversely affected if the book-entry system of transfer is continued.

Upon occurrence of the event described in (i) or (ii) above the Authority shall attempt to locate another qualified securities depository. If the Authority fails to locate another qualified securities depository to replace DTC, the Authority shall execute and deliver Replacement Bonds in certificate form to the beneficial owners of the Series 2009A Bonds or their nominees. In the event the Authority makes the determination noted in (iii) above (the Authority undertakes no obligation to make any investigation to determine the occurrence of any events that would permit the Authority to make any such determination), the Authority shall execute and deliver Replacement Bonds in certificate form to the beneficial owners of the Series 2009A Bonds or their nominees. Principal of and interest on the Replacement Bonds shall be payable by check or draft mailed to each owner of such Replacement Bond at the address of such owner as it appears in the books of registry kept pursuant to Section 2.5 of the Resolution, and such Replacement Bonds will be transferable in accordance with Section 2.5 of the Resolution. In the event Replacement Bonds are issued and delivered to Bondholders, payment of interest may thereafter be made by wire transfer to any Bondholder of more than \$1,000,000 principal amount of such Replacement Bonds. If the Authority has designated in the Replacement Bonds an agent for the payment of principal and interest on the Series 2009A Bonds and further designated such agent as Registrar such agent and registrar shall authenticate such Replacement Bonds.

The principal of and premium (if any) on the Series 2009A Bonds shall be payable at the office of the Authority, or an agent of the Authority if designated in the Replacement Bonds. Interest on the Series 2009A Bonds shall be payable by check or draft mailed by the Authority, or an agent of the Authority if designated in the Replacement Bonds. Such payments will be made to the registered owners of record as of the close of business on the Record Date at their addresses as they appear on the books of registry kept pursuant to Section 2.5 of the Resolution provided that so long as such Series 2009A Bonds are registered to Cede & Co. such payment of interest may be made by wire transfer. The Authority shall act as Registrar for the Series 2009A Bonds in accordance with Section 2.5 of the Resolution unless otherwise provided in the Replacement Bonds. The Series 2009A Bonds shall bear interest from the interest payment date to which interest has been paid next preceding the authentication date or if not authenticated the date of transfer and exchange unless (1) the authentication date, or if not authenticated the date of transfer and exchange, is also an interest payment date to which interest has been paid, in which event the Series 2009A Bonds shall bear interest from such authentication date or date of transfer and exchange, or (2) the authentication date, or if not authenticated the date of transfer and exchange, is prior to dated date, in which event the Series 2009A Bonds shall bear interest from their date, or (3) the authentication date, or if not authenticated the date of transfer and exchange, is after a Record Date and prior to the next succeeding interest payment date, in which event the Series 2009A Bonds shall bear interest

from the next succeeding interest payment date.

The Series 2009A Bonds maturing in the years designated by the Designated Financial Officer in the Certificate of Determination shall be subject to redemption prior to maturity, at the option of the Authority, on and after the date, at such times, in whole or in part, to be selected for redemption in such manner, and at such prices designated by the Designated Financial Officer in the Certificate of Determination.

The Series 2009A Bonds are subject to mandatory sinking fund redemption in part prior to maturity, at such time and in such amounts, as shall be determined by the Designated Financial Officer and set forth in the Certificate of Determination. The Authority shall cause to be deposited in the Airport Improvement Principal and Interest Fund amounts sufficient to redeem the principal amounts of the Series 2009A Bonds on the sinking fund payment dates as set forth in the Certificate of Determination, but only upon payment of the principal amount thereof from amounts required to be credited as sinking fund installments to the Sinking Fund Account in the Airport Improvement Bond Fund pursuant to Section 4.2 of the Resolution and Section 5 hereof, together with the interest accrued thereon to the date fixed for redemption.

In the event of the redemption of Series 2009A Bonds, (i) if less than all of a series of Series 2009A Bonds of a maturity are to be called for redemption, the Series 2009A Bonds of such maturity to be redeemed shall be selected by lot as provided in Section 2.4 of the Resolution, provided, however, that the Authority may select the particular sinking fund installments to which any optional redemption shall apply, and (ii) notice of such redemption shall be given, and such redemption shall have the effect, as is provided in said Section 2.4 of the Resolution.

If at the time of the giving of any notice of redemption there shall not be on deposit with the Paying Agent moneys sufficient to redeem all the Series 2009A Bonds called for redemption, the notice of redemption shall state that the redemption of such Series 2009A Bonds is conditional and subject to deposit of moneys with the Paying Agent sufficient to redeem all such Series 2009A Bonds not later than the opening of business on the redemption date, and that such notice shall be of no effect with respect to any of such Series 2009A Bonds for which moneys are not on deposit. If the amount on deposit with the Paying Agent, or otherwise available, is insufficient to pay the redemption price and accrued interest on the Series 2009A Bonds called for redemption on such date, the Paying Agent shall redeem and pay on such date an amount of such Series 2009A Bonds for which such moneys or other available funds are sufficient, selecting the maturities of Series 2009A Bonds to be redeemed and Series 2009A Bonds within a maturity to be redeemed by lot.

SECTION 3. Certificate of Determination. The Designated Financial Officer is hereby authorized and directed to determine (i) subject to the limitations set forth in Section 2 hereof, the aggregate principal amount, Series designations, the principal maturity dates and amounts, and sinking fund installments with respect to the Series 2009A Bonds, (ii) the interest rates or manner of determining the interest rates and amounts of original issue discount or premium for each maturity of the Series 2009A Bonds, and (iii) the Paying Agent and Registrar, the place or places of payment and registration and the other matters in connection with the Series 2009A Bonds as set forth herein, all of the foregoing to be set forth in the Certificate of Determination; provided, that no maturity shall be more than twenty (20) years from the date of issuance the Series 2009A Bonds.

The Series 2009A Bonds may be issued as Bonds bearing a fixed rate of interest; provided no interest rate per annum shall exceed the maximum interest rate permitted by law or be at a rate per annum resulting in a yield in excess of 8.5% per annum with respect to the Series 2009A Bonds, no amount of original issue discount shall exceed 5% of the principal amount of a maturity and no amount of premium shall exceed 10% of the principal amount of a maturity.

The Series 2009A Bonds shall be sold to the Purchasers for an aggregate price of not less than 97% of the principal amount thereof, as such principal amount may be reduced by any net original issue discount. The execution of the Certificate of Determination shall be conclusive evidence of the determination of terms and details of the Series 2009A Bonds.

SECTION 4. Forms of Series 2009A Bonds and Endorsement and Assignment Provisions. The form of Series 2009A Bond, the form of the certificate of authentication thereof, the form of endorsement to appear thereon and the form of assignment thereof shall be set forth in the Certificate of Determination. In case any one or more of the officers who shall have signed

or sealed any of the Series 2009A Bonds shall cease to be such officer before the Series 2009A Bonds so signed and sealed shall have been delivered by the Authority, or an agent of the Authority if designated in the Replacement Bonds, such Series 2009A Bonds may, nevertheless, be delivered as herein provided, and may be issued as if the persons who signed or sealed such Series 2009A Bonds had not ceased to hold such offices. Any Series 2009A Bonds may be signed and sealed on behalf of the Authority by such persons as at the time of the execution of such Series 2009A Bonds shall be duly authorized or hold the proper office in the Authority, although at the date borne by the Series 2009A Bonds such persons may not have been so authorized or have held such office.

If Replacement Bonds are issued and if the Authority designates in the Replacement Bonds a Paying Agent and Registrar for such Replacement Bonds, the Series 2009A Bonds shall bear thereon a certificate of authentication in the form set forth in the Certificate of Determination executed manually by an authorized officer of the Registrar as registration agent for the Authority. If a certificate of authentication is so required only such Series 2009A Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under the Resolution and this Fourteenth Supplemental Resolution and no Series 2009A Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by an authorized officer of the Registrar. Any such certificate of the Registrar upon any Bond executed on behalf of the Authority shall be conclusive evidence that the Series 2009A Bond so authenticated has been duly authenticated and delivered under the Resolution and this Fourteenth Supplemental Resolution and that the holder of such Series 2009A Bond is entitled to the benefits and security of the Resolution and this Fourteenth Supplemental Resolution.

SECTION 5. Interest Account Credits, Serial Principal Account Credits, Sinking Fund Account Credits and Debt Service Reserve Account Credits for Series 2009A Bonds.

Interest Account Credits. In order to provide for the payment of the interest on the Series 2009A, monthly credits shall be made to the Interest Account for the Series 2009A hereby created in the Airport Improvement Bond Fund, from the moneys, in the amounts and at the times required by Section 4.2 of the Resolution. In making such credits, consideration shall be given to and allowance made for the amounts credited to said Interest Account of accrued interest, if any, credited to such Interest Account in the Certificate of Determination.

Serial Principal Account Credits. For the purpose of paying the principal of the Series 2009A Bonds issued in serial form, if any, monthly credits shall be made to the Serial Principal Account, created by Section 4.2 of the Resolution in the Airport Improvement Bond Fund, from the moneys, in the amounts and at the times required by said Section 4.2 and commencing on the last business day of the month which is twelve (12) months prior to the first principal payment date of the Series 2009A Bonds.

Sinking Fund Account Credits. For the purpose of retiring the Series 2009A Bonds being issued in the form of term bonds, if any, monthly credits shall be made, commencing with the last business day of the month which is twelve (12) months prior to the first mandatory retirement of any term bond, and on the last business day of each month thereafter so long as any of the Series 2009A Bonds issued as term bonds remain outstanding, to the Sinking Fund Account created by Section 4.2 of the Resolution in the Airport Improvement Bond Fund, from the moneys in the amounts and at the times required by Section 4.2 of the Resolution.

The amounts of moneys credited to the Sinking Fund Account for the purpose of providing for the retirement of the Series 2009A Bonds issued as term bonds, shall, without further authorization or direction, be applied by the Authority to the redemption of the Series 2009A Bonds on the dates designated by the Designated Financial Officer in the Certificate of Determination, provided that any amounts which are applied on the due date or dates of the term bonds to the retirement of the Series 2009A Bonds maturing on such date or dates shall be applied to such retirement without the calling of such Series 2009A Bonds for redemption on such date or dates.

The Authority, without further authorization or direction, may also apply the moneys credited to this Account for the retirement of the Series 2009A Bonds maturing on the due date or dates of the term bonds to the purchase of the Series 2009A Bonds of such maturities, such maturity or purchases to be made in accordance with the provisions of Section 4.2 of the Resolution applicable to the purchase of Bonds from moneys on credit to the Sinking Fund Account in the Airport Improvement Bond Fund.

Debt Service Reserve Account. (a) There is hereby created a separate account in the Airport Improvement Bond Fund for the Series 2009A Bonds, to be known and designated as the "Debt Service Reserve Account, Series 2009A" (referred to herein as the "Debt Service Reserve Account"), the moneys on credit to which shall constitute reserves for the payment of the principal of and interest and premium, if any, on the Series 2009A Bonds. Subject to the remaining provisions of this paragraph with respect to the credits to be made to such Debt Service Reserve Account, (a) the moneys on credit to such Debt Service Reserve Account, or a surety bond, insurance policy or letter of credit as hereinafter provided, shall always be maintained at an amount at least equal to the Debt Service Reserve Account Requirement for the Series 2009A Bonds in any Fiscal Year; (b) if at any time the moneys on credit to a Debt Service Reserve Account are less than the Debt Service Reserve Account Requirement for the Series 2009A Bonds in any Fiscal Year the amount of the deficiency shall be restored from the first available moneys after payments to the Interest Accounts, Serial Principal Accounts and Sinking Fund Accounts taking into consideration amounts also required to be deposited into the Debt Service Reserve Accounts for other Series of Bonds; and (c) if at any time and for so long as the moneys on credit to the Debt Service Reserve Account are at least equal to the Debt Service Reserve Account Requirement for the Series 2009A Bonds in any Fiscal Year, no further credits shall be made to such Account, and, notwithstanding the provisions of the Resolution, any amounts in excess of the Debt Service Reserve Account Requirement for the Series 2009A Bonds in any Fiscal Year may be transferred to the Revenue Fund, the Airports Improvement Fund, the Special Reserve Fund or the International Park Fund, as determined by the Authority, for use and application as are all other moneys on deposit therein.

(b) The Authority may obtain a surety bond or bonds, an insurance policy or policies payable or a letter of credit to provide all or part of the Debt Service Reserve Requirement. The provisions pertaining to any such surety bond, insurance policy or a letter of credit shall be determined by the Designated Financial Officer and set forth in the Certificate of Determination.

SECTION 6. Sale of the Series 2009A Bonds. The Board hereby authorizes and approves the entering into and the execution and delivery by the Designated Financial Officer of one or more Bond Purchase Agreements, between the Authority and the Purchaser, under which said Purchaser shall agree to purchase the Series 2009A Bonds under the terms provided therein, in such form as the officers executing the same shall approve upon the advice of counsel, such approval to be conclusively evidenced by his execution thereof. The Board hereby further ratifies, validates, confirms and approves said Bond Purchase Agreements and the terms, conditions and provisions thereof.

SECTION 7. Bond Insurance Policy; Debt Service Reserve Policy; Execution and Delivery of the Debt Service Reserve Fund Policy Agreement. The Authority is authorized to obtain from, and pay the required premium for, the Bond Insurance Policy from any insurance company selected by the Designated Financial Officer with respect to any of the Series 2009A Bonds. The Board hereby authorizes and approves obtaining a Debt Service Reserve Policy in the amount of the Airport Improvement Reserve Account Requirement, and the payment of the required premium therefor, with respect to any of the Series 2009A Bonds and the entering into and the execution and delivery by the Designated Financial Officer of a Debt Service Reserve Fund Policy Agreement between the Authority and the insurance company in connection therewith, in such form as the officers executing the same shall approve upon the advice of counsel, such approval to be conclusively evidenced by their execution thereof; provided, however, no interest rate payable thereunder shall exceed the maximum interest rate permitted by law. The Board hereby further ratifies, validates, confirms and approves the Debt Service Reserve Fund Policy Agreement and the terms, provisions and conditions thereof.

SECTION 8. Disposition of Proceeds of the Series 2009A Bonds. The proceeds of sale of the Series 2009A Bonds shall be applied as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

SECTION 9. Official Statements. The Board hereby approves and ratifies the preparation and distribution of one or more preliminary official statement and one or more final official statement relating to any of the Series 2009A Bonds in such form as the Designated Financial Officer of the Authority shall approve upon the advice of counsel and authorizes (a) the execution by the Designated Financial Officer of such final official statement, (b) the delivery of such preliminary official statements and final official statements as so executed to the purchasers of any of the Series 2009A Bonds, and (c) the use of such preliminary official

statements and final official statements by the purchasers in effecting sales of any of the Series 2009A Bonds.

SECTION 10. Findings and Determinations; Authority for This Fourteenth Supplemental Resolution: Series 2009A Bonds are "Bonds" under the Resolution. The Authority hereby finds and determines: (a) the Series 1997A Bonds, Series 1999D Bonds, Series 1999E Bonds, Series 2001A, Series 2001B, Series 2002, Series 2003A and Series 2008 (the "Outstanding Bonds") have been heretofore issued under the Resolution; (b) the Series 2009A Bonds are issued under the authorization of Section 2.2 of the Resolution; (c) no default exists in the payment of the principal of or interest and premium (if any) on any Bond; and all payments required by law or agreement to have been made to the time of such finding or determination to the City of Memphis or the County of Shelby or any other municipality by reason of issuance of bonds, notes or other evidences of indebtedness of such city or county or other municipality for the Airport have been made; and (d) all provisions and conditions of the Metropolitan Airport Authority Act and the Resolution have been complied with in the issuance under said Act and the Resolution of the Series 2009A Bonds.

This Fourteenth Supplemental Resolution (1) supplements the Resolution; (2) is hereby found, determined and declared to constitute and to be a "Supplemental Resolution" within the meaning of the quoted words as defined and used in the Resolution; and (3) is adopted pursuant to and under the authority of the Resolution.

The Series 2009A Bonds are hereby found, determined and declared to be issued under the Resolution and to constitute and be "Bonds" within the meaning of the quoted words as defined and used in the Resolution. As more fully set forth in the Resolution, the Series 2009A Bonds: (i) shall be entitled to the benefits, security and protection of the Resolution, equally and ratably with one another, with the Outstanding Bonds and with any other Bonds hereafter issued thereunder; (ii) shall be payable as provided in the Resolution solely from the Revenues on a parity with one another, with the Outstanding Bonds and with all Bonds hereafter issued under the Resolution subject to the prior payment of the Costs of Operation and Maintenance; and (iii) shall be equally and ratably secured under the Resolution with one another, with the Outstanding Bonds and with all Bonds hereafter issued thereunder, without priority by reason of series, number, date of adoption of the Supplemental Resolution providing for the issuance thereof, date of Bonds, date of sale, date of execution, date of issuance, date of delivery, or otherwise, by the liens, pledges, charges and assignments created by the Resolution.

In accordance with Section 9-21-1001(b), Tenn. Code Anno. the Board hereby finds and determines that the issuance of the Series 2009A Bonds for the purpose of refunding all or a portion of the Refunded Bonds will accomplish cost saving to the public.

SECTION 11. Additional Findings and Determinations. The Authority further finds and determines: (a) the Resolution has not been amended or supplemented or rescinded since the adoption thereof except as provided herein and except by Supplemental Resolutions authorizing the issuance of the Outstanding Bonds; (b) there are not outstanding any bonds, notes or other evidences of indebtedness payable from and secured by a parity lien on or pledge or charge upon the Revenues other than Outstanding Bonds now Outstanding; (c) the Revenues are not encumbered by any parity lien and charge thereon or pledge thereof, other than the lien and charge thereon and pledge thereof created by the Resolution for the payment and security of the Bonds and (d) there does not exist an "Event of Default" as defined in Section 8.1 of the Resolution, nor does there exist any condition which, after notice and the passage of time, would constitute such an "Event of Default".

SECTION 12. Tax Covenants. To the extent the Series 2009A Bonds are issued as tax-exempt bonds, the Authority hereby covenants with the holders from time to time of the Series 2009A Bonds, that so long as any Series 2009A Bonds shall be Outstanding under the Resolution and through the date that the final rebate, if any, must be made to the United States in accordance with Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), it will comply with the provisions of Sections 103 and 141 through 150 of the Code and all regulations proposed and promulgated thereunder that must be satisfied in order that interest on the Series 2009A Bonds shall be and continue to be excluded from gross income for federal income tax purposes under said Section 103.

SECTION 13. CUSIP Identification Numbers. CUSIP identification numbers, at the sole option of the Authority, may be placed on the Series 2009A Bonds but neither the failure to place any such number on any Bond nor any inaccuracy, error or omission with respect thereto shall constitute cause for failure or refusal by the purchasers to accept delivery of and pay for the

Series 2009A Bonds. No such CUSIP identification number shall constitute a part of the contract evidenced by the particular Series 2009A Bonds upon which it is imprinted and no liability shall attach to the Authority or any officer or agent thereof, including any registrar or paying agent for the Series 2009A Bonds, by reason of such numbers or any use made thereof, including any use thereof made by the Authority, any such officer or any such agent, or by reason of any inaccuracy, error or omission with respect thereto or in such use.

SECTION 14. Approvals. The Designated Financial Officer, Secretary or President are hereby authorized to execute such further documents, continuing disclosure certificate, or a letter of representation with DTC or take any and all such further action as upon the advice of counsel to the Authority (a) he or they shall deem necessary or desirable in order to effectuate the issuance, delivery and payment of the Series 2009A Bonds in accordance with the terms of the Resolution and this Fourteenth Supplemental Resolution, (b) may be reasonably required on the part of the Authority to carry out, give effect to and consummate the transactions contemplated hereby, or (c) he or they shall deem necessary or desirable in order to refund any of the Refunded Bonds.

SECTION 15. Refunding of the Refunded Bonds. The Board hereby authorizes and approves the entering into and the execution and delivery by the Designated Financial Officer of an escrow or trust agreement providing for the irrevocable deposit and investment of the proceeds of the Series 2009A Bonds, and setting forth the rights, duties and obligations of the parties thereto, in such form as the officers executing the same shall approve upon the advice of counsel, such approval to be conclusively evidenced by their execution thereof. The Board hereby further ratifies, validates, confirms and approves such escrow or trust agreement and the terms, provisions and conditions thereof. In the event a separate agreement is not entered into pursuant to this Section setting forth specific provisions regarding the defeasance of the Refunded Bonds, the President or Chief Financial Officer of the Authority is hereby authorized and directed to take or cause to be taken all actions on behalf of Authority as may be necessary to ensure the Refunded Bonds are fully defeased in accordance with the terms of the documents providing for the issuance thereof. The Board hereby directs the appropriate officers of the Authority to give or publish any required notices in connection with the refunding of the Refunded Bonds including any notice required by Tenn. Code Anno. Section 9-21-1010.

SECTION 16. Section Headings; Table of Contents. The headings or titles of the several sections hereof, and any table of contents appended thereto or to copies hereof, shall be solely for convenience of reference and shall not affect the meaning or construction, interpretation or effect of this Fourteenth Supplemental Resolution.

SECTION 17. Effectiveness of Fourteenth Supplemental Resolution. This Fourteenth Supplemental Resolution shall become effective upon its adoption.

CERTIFICATE OF DETERMINATION

The undersigned Designated Financial Officer hereby certifies in accordance with the Fourteenth Supplemental Resolution, adopted by the Authority on _____, 2008 (the "Supplemental Resolution") as follows:

(1) The Series 2009A Bonds shall be issued in several Series. The Series issued hereunder shall be designated the "Series 2009A[] Bonds".]

(2) The Series 2009A [] Bonds shall be issued in the total principal amount of _____ Dollars (\$ _____), and [shall bear interest at the rates per annum,] have such public offering prices and mature on [____ 1] in each of the years and in the principal amounts as follows:

| | | | | |
|-----------------|-------------------------|---------------|--------------|--------------|
| <u>Maturity</u> | <u>Principal Amount</u> | <u>Coupon</u> | <u>Yield</u> | <u>Price</u> |
|-----------------|-------------------------|---------------|--------------|--------------|

(3) The Paying Agent for the Series 2009A Bonds shall be _____. The Registrar for the Series 2009A shall be _____.

(4) The Series 2009A [] Bonds maturing ____ shall be redeemed by sinking fund installments which shall be accumulated in the Airport Improvement Principal and Interest Fund in amounts sufficient to redeem on [____] of each year the principal amount of such Series 2009A [] Bonds specified for the year set forth below:

| <u>Year</u> | <u>Principal Amount</u> |
|-------------|-------------------------|
| | |

(5) [Add optional redemption provisions]

(6) The Interest Payment Dates shall be [add Interest Payment Dates].

(7) The Record Date shall be [add Record Date].

(8) The Airport Improvement Reserve Account Requirement shall be [add Airport Improvement Reserve Account Requirement].

(9) The form of Series 2009A Bond, the form of the certificate of authentication thereof, the form of endorsement to appear thereon and the form of assignment thereof shall be substantially as follows: [add bond form].

(10) [Add surety bond, insurance and letter of credit provisions for Debt Service Reserve Account].

(11) [Add required bond insurance provisions]

(12) The Authorized Denominations shall be [add Authorized Denominations].

(13) The proceeds of the Series 2009A Bonds shall be applied as follows: [set forth].

(14) The Maturity Date shall be [____ 1] of each year.

(15) Refunded Bonds: [list]

All terms not otherwise defined herein shall have the meanings set forth in the Supplemental Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2009.

Designated Financial Officer

Memphis-Shelby County Airport
Authority

I hereby certify that the foregoing is a true copy and said document was adopted - approved by the Board of Commissioners, Memphis-Shelby County Airport Authority.

on October 14, 2009 
Secretary

RESOLUTION

WHEREAS, in 1987, the Board of County Commissioners of Shelby County, Tennessee, and the Memphis City Council granted the Industrial Development Board of the City of Memphis and County of Shelby (IDB) authority to provide financial incentives in the form of payment in lieu of ad valorem taxes (PILOT) to attract new businesses and new job opportunities; and

WHEREAS, the policies of the IDB have been amended over the years to strengthen the program and provide benefits commensurate with the level of investment, the number of jobs, and wages provided by businesses receiving a PILOT and to ensure performance of the commitments in these areas, the most recent amendments having been adopted in 2009 upon the recommendation of the Memphis City Council and the Board of County Commissioners of Shelby County, Tennessee; and

WHEREAS, the IDB's PILOT program has become the key recruitment tool for Memphis and Shelby County in attracting new jobs and investment, using an internationally recognized benefit versus cost analysis and matrix scoring system to ensure that new jobs recruited to the community generate more revenues than taxes forgiven; and

WHEREAS, Memphis and Shelby County's unique location at the center of the country, combined with its unparalleled infrastructure and multimodal transportation capacity, makes it an attractive place for business; and

WHEREAS, the competition between cities to attract new jobs and industry has grown dramatically over the past decade, both with traditional peer cities and, most notably, with other parts of the Memphis, TN-MS-AR Metropolitan Area; and

WHEREAS, based on evolving economic conditions the retention of jobs has taken on a significant urgency, and

WHEREAS, due to significant changes in the national, regional, state and local economy it has become necessary to examine and develop strategies to retain jobs in Memphis and Shelby County as no local retention incentives exist at the present time.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that it supports actions by the Industrial Development Board of the City of Memphis and County of Shelby to implement policies and procedures: (1) to grant PILOT incentives to Applicants based on job retention, based upon criteria established by the IDB, so as to preserve jobs in Memphis and Shelby County (A copy of the current proposed retention policies is attached and incorporated herein as Exhibit A.); and (2) to grant such incentives where approved by both the Mayor of the City of Memphis and the Mayor of Shelby County.

EXHIBIT A

Proposed Memphis and Shelby County IDB Retention Program Guidelines Fall, 2009

To qualify for a payment-in-lieu-of-tax (PILOT) retention incentive from the Industrial Development Board of the City of Memphis and County of Shelby (IDB):

1. Company must have been operating and directly employing workers in Shelby County for 10 years prior to applying for this retention assistance
2. Company must be financially sound.
3. Company history and performance regarding any past PILOT agreements will be reviewed by the IDB.
4. Company must be expanding its operations and upgrading its technology or processes to better position the company for longevity.
5. Company must demonstrate a long-term commitment to Shelby County by buying or building a facility to house its operations, expanding an existing facility, or by signing or extending a lease for at least as long as the term of the incentive
6. Company must invest a minimum of \$10 million in real and/or personal property for this project in Shelby County.
7. Company must retain a minimum of 100 jobs in Shelby County with an annual average pay that equals or exceeds the Shelby County Average Annual Wage.
8. Financial benefit within Memphis and Shelby County from the jobs retained must exceed the opportunity cost of the tax incentive by a ratio of at least 2 to 1 over the term of the incentive agreement, however:
 - a. This ratio may be lowered (not below 1 to 1) when the Shelby County unemployment rate exceeds 8.5%, or raised if the unemployment rate is below 5%.
 - b. If the benefit to cost ratio significantly exceeds 3 to 1 the IDB may lower the minimum requirements for job retention and/or capital investment, so long as the resulting benefit to cost ratio exceeds 1 to 1.
9. Additional years may be added to the PILOT incentive term for achieving Green Initiatives and for exceeding Diversity Program requirements as outlined in the IDB PILOT Program Overview; these additional years may bring the benefit to cost ratio

below minimum requirement, however, the benefit to cost ratio must always exceed 1 to 1.

10. As with all PILOTS granted by the IDB, the term of the retention PILOT agreement shall not exceed 15 years.
11. Company must comply with all IDB application, fee, compliance, and Diversity Plan requirements in the Memphis and Shelby County Payment in Lieu of Tax Program Guidelines.
12. The Memphis and Shelby County IDB PILOT Evaluation Matrix will be applied to the projected jobs retained and capital investment to determine a benchmark for measuring compliance.
13. If the Company does not comply with the number of jobs to be retained or the amount of capital investment for the project, the Evaluation Matrix will be applied to the actual jobs retained and capital investment to determine the appropriate reduction or termination of incentive benefits.
14. A relevant ramp-up period will be established for each retention project.

RESOLUTION

WHEREAS, the Council of the City of Memphis, by Ordinance enacted on December 28, 1995, amended Section 2-291 through 2-293 and 36-97 of the Code of Ordinances of the City of Memphis relating to the sale of City property; and

WHEREAS, Section 2-291 (6) authorized the Division of Housing and Community Development to sell properties it has acquired upon first reading, if such sale is in furtherance of Community development goals; and

WHEREAS, the Division of Housing and Community Development has received an offer from Urban Construct, LLC to purchase the following described parcel (**011031 00008**) located at the southwest corner of **Tate Avenue and Walnut Street** (1.29 acres) in the amount of One Dollar (\$1.00).

Tract 1 shown on Exhibit A attached hereto and made a part hereof by this reference; and

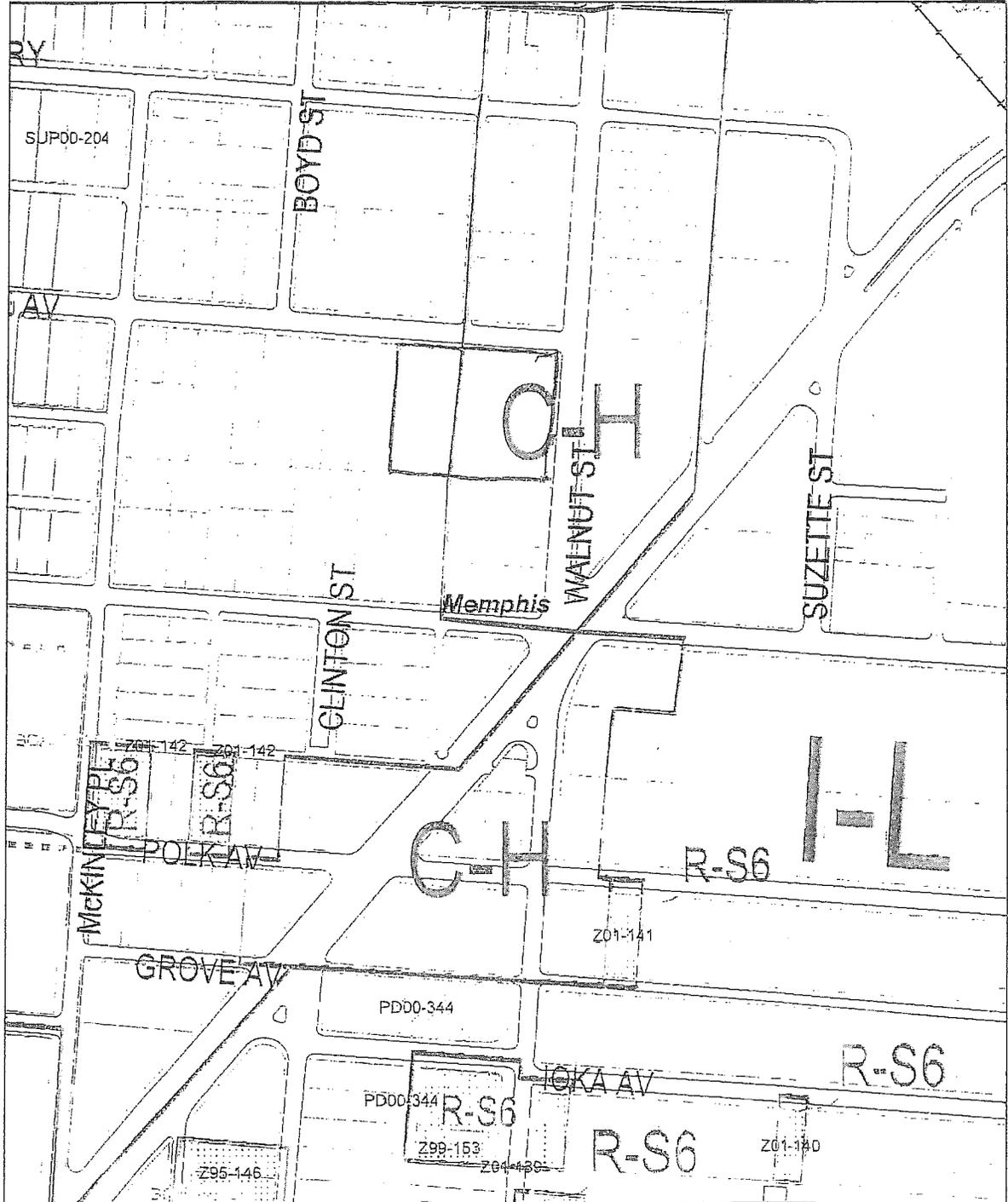
WHEREAS, the development of these lots in the Downtown/Medical District Planning District is a desirable goal within the aims of the Division of Housing & Community Development.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that in accordance with the aforementioned amended ordinance, the sale of the subject property be, and is hereby, authorized and that the Mayor be, and is hereby, authorized to execute the necessary instruments on behalf of the City of Memphis.

ATTACHMENT

EXHIBIT A

MAP - TATE AVENUE & WALNUT STREET



This Instrument prepared by:
City of Memphis
Division of Housing and Community Development
701 N. Main
Memphis, TN 38107

Quit Claim Deed

KNOW ALL MEN BY THESE PRESENTS, that the City of Memphis, a municipal corporation, acting by and through its Division of Housing and Community Development (Grantor) on this the _____ day of _____, 2009, for and in consideration of the sum of One and no/100 Dollars, does hereby bargain, sell, release, remise, quit claim and convey unto the Urban Construct, LLC (Grantee), all its right, title and interest, less and except as provided below, in and to a parcel of real estate located in the City of Memphis, Shelby County, Tennessee, to wit:

Legal Description

Lots 1 and 2 and Parts of Lots 3 and 11, E.W. Turner Subdivision of part of Lots 52, Willo Williams Subdivision, more particularly described as follows:

BEGINNING at the point of intersection of the south line of Tate Avenue (50 feet wide) with the west line of Walnut Street (60 feet wide); thence westwardly along the south line of Tate Avenue 262 feet to a point; thence southwardly parallel with the west line of Walnut Street 216 feet to a point; thence eastwardly parallel with the south line of Tate Avenue 262 feet to a point in the west line of Walnut Street; thence northwardly along the west line of Walnut Street 216 feet to the Point of Beginning.

Being the same property conveyed to Grantor in Special Warranty Deed of record at Instrument No. 07084428 in Register's Office of Shelby County, Tennessee.

TO HAVE AND TO HOLD The aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its successors or assigns in fee simple forever.

IN TESTIMONY WHEREOF I (WE) have executed this instrument this the _____ day of _____, 2009.

ATTEST:

City of Memphis

By: _____
Comptroller

By: _____
Mayor, City of Memphis

APPROVED:

By: _____
City Attorney

**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 _____, Mayor of the City of Memphis, with who I am personally acquainted, and who upon oath acknowledge himself to be the Mayor of said City, being authorized so to do, executed the foregoing with named bargainor, 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 City of Memphis by himself as such Mayor.

WITNESS my hand and seal this __ day of _____, 2009.

Notary Public

My commission expires:

**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, **ROBERT LIPSCOMB**, Executive Director of the Memphis Housing Authority, with who I am personally acquainted, and who upon oath acknowledge himself to be the Executive Director of the Memphis Housing Authority, the within name bargainor, and that he as such Executive Director, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Memphis Housing Authority by himself as such Executive Director.

WITNESS my hand and seal this __ day of _____, 2009.

Notary Public

My commission expires:

RESOLUTION

WHEREAS, the Council of the City of Memphis, by Ordinance enacted on December 28, 1995, amended Section 2-291 through 2-293 and 36-97 of the Code of Ordinances of the City of Memphis relating to the sale of City property; and

WHEREAS, Section 2-291 (6) authorized the Division of Housing and Community Development to sell properties it has acquired upon first reading, if such sale is in furtherance of Community development goals; and

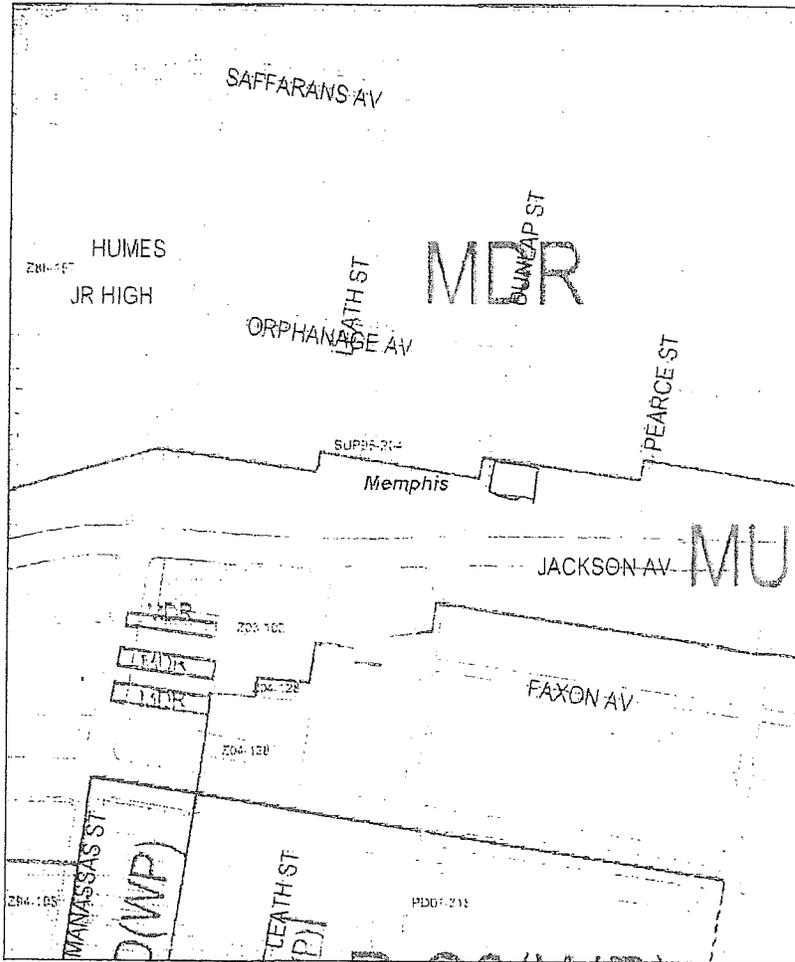
WHEREAS, the Division of Housing and Community Development has received an offer from Crystal Murry Developments, LLC dba CMD, LLC to purchase two parcels (**027026 00012 & 027026 00013**) located 150 feet north on the northeast corner of **Jackson Avenue and North Dunlap Street** (0.14 acres) in the amount of One Dollar (\$1.00).

Tract 1 shown on Exhibit A attached hereto and made a part hereof by this reference; and

WHEREAS, the development of these lots in the Downtown/Medical District Planning District is a desirable goal within the aims of the Division of Housing & Community Development.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that in accordance with the aforementioned amended ordinance, the sale of the subject property be, and is hereby, authorized and that the Mayor be, and is hereby, authorized to execute the necessary instruments on behalf of the City of Memphis.

ATTACHMENT
EXHIBIT A
MAP N. DUNLAP



This Instrument prepared by:
City of Memphis
Division of Housing and Community Development
701 N. Main
Memphis, TN 38107

Quit Claim Deed

KNOW ALL MEN BY THESE PRESENTS, that the City of Memphis, a municipal corporation, acting by and through its Division of Housing and Community Development (Grantor) on this the ____ day of _____, 2009, for and in consideration of the sum of One and no/100 Dollars, does hereby bargain, sell, release, remise, quit claim and convey unto the Crystal Murry Developments, LLC dba CMD, LLC (Grantee), all its right, title and interest, less and except as provided below, in and to parcel(s) of real estate located in the City of Memphis, Shelby County, Tennessee, to wit:

Legal Description

The north 65 feet of lots 9 and 10, Block 12 of V.M. James re-subdivision of part of Leath Subdivision as shown in Plat Book 2, Page 90 in the Register's Office of Shelby County, Tennessee, more particularly described as: Beginning at a point in the east line of North Dunlap Street 126.6 feet north of the north line of Jackson Avenue; thence north along the east line of said Dunlap Street 65 feet to a point in the south line of an alley; thence east along said south line 100 feet to the point; thence south parallel with north Dunlap Street 65 feet to a point; thence west 100 feet to the point of beginning.

Being the same property conveyed to Grantor in Trustee's Deed of record at Instrument HP 7776 in Register's Office of Shelby County, Tennessee.

TO HAVE AND TO HOLD The aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its successors or assigns in fee simple forever.

IN TESTIMONY WHEREOF I (WE) have executed this instrument this the ____ day of _____, 2009.

ATTEST:

City of Memphis

By: _____
Comptroller

By: _____
Mayor, City of Memphis

APPROVED:

By: _____
City Attorney

**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 _____, Mayor of the City of Memphis, with who I am personally acquainted, and who upon oath acknowledge himself to be the Mayor of said City, being authorized so to do, executed the foregoing with named bargainor, 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 City of Memphis by himself as such Mayor.

WITNESS my hand and seal this __ day of _____, 2009.

Notary Public

My commission expires:

**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, **ROBERT LIPSCOMB**, Executive Director of the Memphis Housing Authority, with who I am personally acquainted, and who upon oath acknowledge himself to be the Executive Director of the Memphis Housing Authority, the within name bargainor, and that he as such Executive Director, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Memphis Housing Authority by himself as such Executive Director.

WITNESS my hand and seal this __ day of _____, 2009.

Notary Public

My commission expires:

RESOLUTION

WHEREAS, the Council of the City of Memphis, by Ordinance enacted on December 28, 1995, amended Section 2-291 through 2-293 and 36-97 of the Code of Ordinances of the City of Memphis relating to the sale of City property; and

WHEREAS, Section 2-291 (6) authorized the Division of Housing and Community Development to sell properties it has acquired upon first reading, if such sale is in furtherance of Community development goals; and

WHEREAS, the Division of Housing and Community Development has received an offer from Affordable Home Builders Inc. to purchase four (4) parcels (**075058 00008; 075058 00009; 075058 00010 & 075058 00011**) located at the corner of **Redbud Road and Charlotte Road** (2.16 acres) in the amount of One Dollar (\$1.00).

Tract 1 shown on Exhibit A attached hereto and made a part hereof by this reference; and

WHEREAS, the development of these lots in the Whitehaven Levi Planning District is a desirable goal within the aims of the Division of Housing & Community Development.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that in accordance with the aforementioned amended ordinance, the sale of the subject property be, and is hereby, authorized and that the Mayor be, and is hereby, authorized to execute the necessary instrument on behalf of the City of Memphis.

This Instrument prepared by:
City of Memphis
Division of Housing and Community Development
701 N. Main
Memphis, TN 38107

Quit Claim Deed

KNOW ALL MEN BY THESE PRESENTS, that the City of Memphis, a municipal corporation, acting by and through its Division of Housing and Community Development (Grantor) on this the ____ day of _____, 2009, for and in consideration of the sum of One and no/100 Dollars, does hereby bargain, sell, release, remise, quit claim and convey unto the Affordable Home Builders Inc. (Grantee), all its right, title and interest, less and except as provided below, in and to parcel(s) of real estate located in the City of Memphis, Shelby County, Tennessee, to wit:

Legal Description

Lot 81, Barton Heights, Second Addition Subdivision as shown on plat of record in Plat Book 11, Page 64 in the Register's Office of Shelby County Tennessee, to which plat reference is hereby made for a more particular description; this also being the same property conveyed to Grantor by Warranty Deed recorded at Instrument M8 3326 in Register's Office of Shelby County, Tennessee.

AND

Lots 82, 83 and 84, Barton Heights Subdivision, Section Addition, as shown on plat of record in Plat Book 11, Page 64, in the Register's Office of Shelby County, Tennessee, to which plat reference is hereby made for a more particular description of said lot; this being the same property conveyed to Grantor by Warranty Deed recorded at Instrument M8 5369 in Register's Office of Shelby County, Tennessee.

TO HAVE AND TO HOLD The aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its successors or assigns in fee simple forever.

IN TESTIMONY WHEREOF I (WE) have executed this instrument this the ____ day of _____, 2009.

ATTEST:

City of Memphis

By: _____
Comptroller

By: _____
Mayor, City of Memphis

APPROVED:

By: _____
City Attorney

**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 _____, Mayor of the City of Memphis, with who I am personally acquainted, and who upon oath acknowledge himself to be the Mayor of said City, being authorized so to do, executed the foregoing with named bargainor, 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 City of Memphis by himself as such Mayor.

WITNESS my hand and seal this __ day of _____, 2009.

Notary Public

My commission expires:

**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, **ROBERT LIPSCOMB**, Executive Director of the Memphis Housing Authority, with who I am personally acquainted, and who upon oath acknowledge himself to be the Executive Director of the Memphis Housing Authority, the within name bargainor, and that he as such Executive Director, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Memphis Housing Authority by himself as such Executive Director.

WITNESS my hand and seal this __ day of _____, 2009.

Notary Public

My commission expires:

RESOLUTION

WHEREAS, the City of Memphis Division of Public Services and Neighborhoods - Second Chance has received grant funds in the amount of Three Hundred Ninety Four Thousand Five Hundred Dollars (\$394,500.00) from the U.S. Department of Justice, Office of Justice Programs; and

WHEREAS, these funds will be used by Second Chance to create a new project titled SCA (Second Chance Act) Back on Track. SCA Back on Track will partner and transition the Shelby County Division of Corrections services with the City's post-release programs and services; and

WHEREAS, it is necessary to accept the grant funding and amend the Fiscal Year 2010 Operating Budget to establish funds for the FY 2010 SCA Back on Track; and

WHEREAS, it is necessary to appropriate the FY 2010 grant funds in the amount of Three Hundred Ninety Four Thousand Five Hundred Dollars (\$394,500.00) for the SCA Back on Track Project.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the SCA Back on Track Project funds in the amount of Three Hundred Ninety Four Thousand Five Hundred Dollars (\$394,500.00) be accepted by the City of Memphis.

BE IT FURTHER RESOLVED, that the Fiscal Year 2010 Operating Budget be and is hereby amended by appropriating the Expenditures and Revenues for the SCA Back on Track in the amount of Three Hundred Ninety Four Thousand Five Hundred Dollars (\$394,500.00) as follows:

REVENUES

| | |
|----------------------------|-----------|
| U.S. Department of Justice | \$394,500 |
| Total | \$394,500 |

EXPENDITURES

| | |
|-------------------------------------|-----------|
| Full Time Salaries | \$160,380 |
| Sub-grantee Contract- Shelby County | 152,024 |
| Computer Equipment: | 6,000 |
| City Computer Svc Equipment | 4,320 |
| Printing: | 3,000 |
| Postage | 2,000 |
| Phones/Communications | 1,980 |
| Mileage | 4,096 |
| Misc Materials/Supplies | 4,000 |
| Misc Professional Services | 48,700 |
| Misc Services/Charges | 8,000 |
| Total | \$394,500 |



Inter Office Memo

TO: All Council Members

FROM: Harold Collins, Chairman

DATE: November 6, 2009

RE: Impasse – IBEW Local 1288

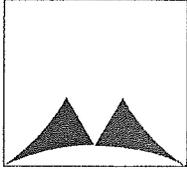
I have received official notification that the negotiations with Memphis Light, Gas and Water and the International Brotherhood of electrical Workers, Local 1288 are at a total impasse.

I have scheduled an Executive Session on Tuesday, November 17, 2009 at 1:30 p.m. where we will conduct a drawing by lot to establish a three-member impasse resolution committee in accordance with City Ordinance No. 4245. At this Executive Session, each party shall give the impasse committee chairman a notice that identifies the specific economic items which are at impasse.

The impasse committee shall develop a combined list of economic impasse items on or before 5:00 p.m. on Thursday, November 19. Following this, each party must submit in writing to the committee the last best offer that they proposed at the time of total impasse with supporting information on or before the fourth business day, which is 5:00 p.m. on Wednesday, November 25. The committee must submit a recommendation of one of the last best offers to both parties and all members of the Council within thirty days of receipt of the last best offers. The thirty day deadline is December 28, 2009. The Council will have the opportunity to veto the committee's recommendation at one of the next two Council meetings, or the committee's recommendation will be final. Both parties must be given at least 48 hours advance notice if the Council decides to reconsider the committee's recommendation. Each party will have one hour to present their side at the meeting.

Each impasse committee must choose the last best offer of either MLGW or the union. Neither party nor the committee may change their final position after the Chairman has been notified of impasse. However, either party may accept the final position of the other party at any time prior to final decision by the Council, if any. This action would then negate the impasse procedure.

cc: Mayor A C Wharton, Jr.
Jerry Collins
Rick Thompson



MEMPHIS LIGHT, GAS AND WATER DIVISION

November 6, 2009

Honorable Harold B. Collins, Chairman
Memphis City Council
125 N. Main, Room 514
Memphis, TN 38103

Re: MLG&W and IBEW Negotiations Impasse

Dear Chairman Collins:

In accordance with the requirements of City Ordinance Section 2-20-2, I am giving you written notice that a total impasse in the discussions has been reached between MLG&W and IBEW Local Union 1288 in our negotiations regarding the terms and conditions of employment contained in the parties' Memorandum of Understanding. Unfortunately, in spite of the parties' good faith bargaining, each party rejected the others final offer.

Respectfully,

Steve Day
Acting Vice President, Human Resources

cc: V. Lynn Evans, Chair, MLGW Board of Commissioners
Darrell T. Cobbins, Vice Chair, MLGW Board of Commissioners
Dedrick Brittenum, Jr, MLGW Board of Commissioners
Rick Masson, MLGW Board of Commissioners
Steven Wishnia, MLGW Board of Commissioners
Jerry Collins, President and CEO
William Thompson, Business Manager, IBEW Local 1288



IBEW

**INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS
LOCAL UNION 1288**

4000 CLEARPOOL CIRCLE • MEMPHIS, TENNESSEE 38118
PHONE (901) 363-1563 • FAX (901) 363-3289
WEBSITE ADDRESS: WWW.IBEWLOCAL1288.COM

WILLIAM (RICK) THOMPSON
BUSINESS MANAGER

TRENT WARD
ASST. BUSINESS MANAGER

WILLIAM (BILL) HAWKINS
ASST. BUSINESS MANAGER

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GREG VAILES
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WATER:
COREY HESTER
PHILLIP RICHMOND

GENERAL SERVICES:
TAMMY BROWN
MICHAEL JONES

November 6, 2009

VIA FACSIMILE & 1ST CLASS U.S. MAIL

Mr. Harold Collins
Chairman
Memphis City Council
125 North Main Street, Suite 514
Memphis, Tennessee 38103-2086

RE: Impasse Notice
IBEW Local 1288 and Memphis Light, Gas and Water Division

Dear Chairman Collins:

The International Brotherhood of Electrical Workers (IBEW) Local 1288, hereby gives written notice that a total impasse in discussions has been reached between IBEW Local 1288 and MLGW regarding a new Memorandum of Understanding. By copy of this letter, I am serving notice on MLGW through its Chief Negotiator, Steve Day, Acting Vice President of Human Resources.

Sincerely,

William "Rick" Thompson
Business Manager
IBEW Local 1288

cc: Steve Day, Acting Vice President of Human Resource Services



| Ball # | Council Member |
|---------------|--------------------------------|
| 1 | Bill Boyd |
| 2 | Joe Brown |
| 3 | Harold Collins |
| 4 | Kemp Conrad |
| 5 | Shea Flinn |
| 6 | Ed Ford Jr. |
| 7 | Janis Fullilove |
| 8 | Wanda Halbert |
| 9 | Reid Hedgepeth |
| 10 | Myron Lowery |
| 11 | Bill Morrison |
| 12 | Jim Strickland |
| 13 | Barbara Swearengen Ware |