

**Resolution No. \_\_\_\_\_**

The \_\_\_\_or and City Council (the “Council”) of the City of Crossville, Tennessee (the “City”) met in open, public and regular session on \_\_\_\_ 14, 2024, at 6:00 p.m. at the main offices of the City located at 392 North Main Street, Crossville, Tennessee 38555 with \_\_\_\_or RJ Crawford, presiding.

The following Members of the Council were present:

The following Members of the Council were absent:

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

AYE:

NAY:

**AN INITIAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED FORTY MILLION DOLLARS (\$40,000,000) OF TAX-EXEMPT REVENUE IMPROVEMENT BONDS OF THE SPORTS AUTHORITY OF THE CITY OF CROSSVILLE, PURSUANT TO TENN. CODE ANN. § 7-67-101 *et seq.* AND TENN. CODE ANN. § 9-21-101 *et seq.*, FOR THE PURPOSE OF ACQUIRING, DESIGNING, CONSTRUCTING, AND EQUIPPING A RECREATION CENTER TO SERVE THE RESIDENTS OF CITY OF CROSSVILLE, TENNESSEE AND OTHER MEMBERS OF THE GENERAL PUBLIC, DESIGNING AND CONSTRUCTING NECESSARY INFRASTRUCTURE IMPROVEMENTS IN CONNECTION WITH SUCH RECREATION CENTER, REIMBURSING CERTAIN EXPENDITURES PREVIOUSLY MADE IN CONNECTION THEREWITH, AND PAYING COSTS RELATED THERETO AND INCIDENT TO THE ISSUANCE OF THE BONDS**

BE IT RESOLVED by the City of Crossville, Tennessee to adopt and endorse a certain initial resolution adopted or to be adopted by Sports Authority of City of Crossville (the "Authority") as follows:

1. It is hereby determined that there shall be issued and there are hereby authorized to be issued not in excess of Forty Million Dollars (\$40,00,000) tax-exempt revenue improvement bonds of the Authority, pursuant to the provisions of the Sports Authorities Act of 1993 (as amended), Tenn. Code Ann. § 7-67-101 *et seq.*, and the Local Government Public Obligations Act of 1986 (as amended), Tenn. Code Ann. § 9-21-101 *et seq.*

2. The revenue bonds referred to above shall be issued for the purposes of –

a. designing and constructing a public recreation center (the "Recreation Center") to serve residents of the City of Crossville, Tennessee (the "City") and other members of the general public;

b. acquiring all real property and interests therein necessary or expedient in connection with construction of the Recreation Center;

c. designing and constructing any improvements to infrastructure systems necessary to accommodate and serve the Recreation Center in its operations;

d. acquiring and installing equipment, fittings, and fixtures to be used in connection with the Recreation Center's operations;

e. reimbursing the Authority for "original expenditures" and/or "preliminary expenditures" incurred by the Authority in connection with Recreation Center's acquisition, design, and/or construction, as more fully provided in one or more "official intents" adopted by the Authority's board of directors pursuant to 26 C.F.R. § 1.150-2; and,

f. paying costs and expenses incident to the issuance of the herein the Bonds.

3. Such bonds shall bear interest at such rate or rates not to exceed the lesser of Six and One-Half percent and No/100 percent (6.50%) per annum or the maximum rate permitted by law at the time of sale thereof, payable in such manner and at such times as shall hereafter be determined by or pursuant to a subsequent resolution of the Authority's board of directors.

4. The principal of, premium (if any) on, and interest accruing in respect of the revenue improvement bonds shall be payable exclusively from and shall be secured by a pledge of (i) the net revenues derived by the Authority from the Recreation Center's operations, (subject only to any prior pledge of such net revenues in favor of any prior outstanding indebtedness and which by the terms thereof has preference and priority over the bonds to be authorized pursuant hereto) and/or any lease payments received by the Authority pursuant to any lease of the of the Recreation Center to the City of Crossville, Tennessee; (ii) in the event that the Recreation Center's net revenues shall be insufficient to pay such principal, premium (if any), and interest, then from amounts contributed for such purposes by such one or more corporations described in 26 U.S.C. § 501(c)(3) of the Internal Revenue Code as \_\_\_\_ have entered into contractual relations with the Authority in respect of the Recreation Center; and, (iii) in the event the

amounts described in (i) and (ii) preceding shall be insufficient to pay such principal, premium (if) any, or interest, then from all revenues of the City derived from sources other than *ad valorem* real property or personal property taxes, proprietary funds, enterprise funds, or other revenues not lawfully subject to such pledge, subject only to any prior pledge of such revenues in favor of any prior outstanding indebtedness and which by the terms thereof has preference and priority over the City's pledge of revenues to secure payment of the Bonds to be authorized pursuant hereto.

5. The City's Municipal Advisor, Kidwell & Company, is herewith engaged, authorized, and directed to proceed with the issuance of the bonds, development and execution of a plan of finance, selection and procurement of all transaction participants and professionals, and all actions, agreements, or undertakings related or incident to the sale and closing of the bonds are herewith approved.

6. The president of the Authority and the chairman of the Authority's board of directors, or either of them, are herewith authorized to execute all contracts and documents associated with the issuance of bonds, selection and engagement of transaction participants and professionals, sale and closing of the bonds, or other matters related thereto.

7. This resolution shall be published in full once in a newspaper of general circulation in Cumberland County, Tennessee.

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

Adopted this \_\_\_\_ day of \_\_\_\_, 2024.

\_\_\_\_\_  
/s/  
Name:  
Title: \_\_\_\_OR  
Date:

ATTEST:

\_\_\_\_\_  
/s/  
Name:  
Title: CITY CLERK  
Date

\_\_\_\_\_  
Seal of the City of Crossville, Tennessee

STATE OF TENNESSEE )  
COUNTY OF CUMBERLAND )

I, \_\_\_\_\_, hereby certify that I am the duly qualified and acting Clerk of the City of Crossville, Tennessee (the “City”), and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the City’s city council held on \_\_\_\_ 14, 2024; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to up to \$40,000,000 in aggregate principal amount of Revenue Improvement Bonds, Series 2024 of the Sports Authority of City of Crossville.

WITNESS my official signature and seal of the City of Crossville, this \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_

/s/ \_\_\_\_\_  
Name:  
Title: CITY CLERK  
Date

SEAL:

**Resolution No. \_\_\_\_\_**

The board of directors of the Sports Authority of the City of Crossville met in a specially-called session at the Crossville City Hall in Crossville, Tennessee, at 6:00 o'clock p.m. on \_\_\_\_ \_\_, 2024, with \_\_\_\_\_, chairman of the board of directors of the corporation, presiding.

The following members of the board of directors were present:

The following members of the board of directors were absent:

None

There were also present:

Valerie Hale: City Manager City of Crossville; Randy York: City Attorney City of Crossville; Larry Kidwell: Municipal Advisor City/Authority; Benjamin C. Regen: Bond Counsel City/Authority

The following resolution was introduced by \_\_\_\_\_, seconded by \_\_\_\_\_ and, after due deliberation, was adopted by the following vote:

AYE: \_\_\_\_\_

NAY: \_\_\_\_\_

Resolution No. \_\_\_\_\_

**AN INITIAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED FORTY MILLION DOLLARS (\$40,000,000) OF TAX-EXEMPT REVENUE IMPROVEMENT BONDS OF THE SPORTS AUTHORITY OF THE CITY OF CROSSVILLE, PURSUANT TO TENN. CODE ANN. § 7-67-101 *et seq.* AND TENN. CODE ANN. § 9-21-101 *et seq.*, FOR THE PURPOSE OF ACQUIRING, DESIGNING, CONSTRUCTING, AND EQUIPPING A RECREATION CENTER TO SERVE THE RESIDENTS OF CITY OF CROSSVILLE, TENNESSEE AND OTHER MEMBERS OF THE GENERAL PUBLIC, DESIGNING AND CONSTRUCTING NECESSARY INFRASTRUCTURE IMPROVEMENTS IN CONNECTION WITH SUCH RECREATION CENTER, REIMBURSING CERTAIN EXPENDITURES PREVIOUSLY MADE IN CONNECTION THEREWITH, AND PAYING COSTS RELATED THERETO AND INCIDENT TO THE ISSUANCE OF THE BONDS**

BE IT RESOLVED by the Sports Authority of City of Crossville (the “Authority”) as follows:

1. It is hereby determined that there shall be issued and there are hereby authorized to be issued not in excess of Forty Million Dollars (\$40,00,000) tax-exempt revenue improvement bonds of the Authority, pursuant to the provisions of the Sports Authorities Act of 1993 (as amended), Tenn. Code Ann. § 7-67-101 *et seq.*, and the Local Government Public Obligations Act of 1986 (as amended), Tenn. Code Ann. § 9-21-101 *et seq.*
2. The revenue bonds referred to above shall be issued for the purposes of –
  - a. designing and constructing a public recreation center (the “Recreation Center”) to serve residents of the City of Crossville, Tennessee (the “City”) and other members of the general public;
  - b. acquiring all real property and interests therein necessary or expedient in connection with construction of the Recreation Center;
  - c. designing and constructing any improvements to infrastructure systems necessary to accommodate and serve the Recreation Center in its operations;
  - d. acquiring and installing equipment, fittings, and fixtures to be used in connection with the Recreation Center’s operations;
  - e. reimbursing the Authority for “original expenditures” and/or “preliminary expenditures” incurred by the Authority in connection with Recreation Center’s acquisition, design, and/or construction, as more fully provided in one or more “official intents” adopted by the Authority’s board of directors pursuant to 26 C.F.R. § 1.150-2; and,
  - f. paying costs and expenses incident to the issuance of the herein the Bonds.
3. Such bonds shall bear interest at such rate or rates not to exceed the lesser of Six and One-Half percent and No/100 percent (6.50%) per annum or the maximum rate permitted by law at the time of sale thereof, payable in such manner and at such times as shall hereafter be determined by or pursuant to a subsequent resolution of the Authority’s board of directors.
4. The principal of, premium (if any) on, and interest accruing in respect of the revenue improvement bonds shall be payable exclusively from and shall be secured by a pledge of (i) the net revenues derived by the Authority from the Recreation Center’s operations, (subject only to any prior pledge of such net revenues in favor of any prior outstanding indebtedness and which by the terms thereof has preference and priority over the bonds to be authorized pursuant hereto) and/or any lease payments received by the Authority pursuant to any lease of the of the Recreation Center to the City of Crossville, Tennessee; (ii) in the event that the Recreation Center’s net revenues shall be insufficient to pay such principal, premium (if any), and interest, then from amounts contributed for such purposes by such one or more corporations described in 26 U.S.C. § 501(c)(3) of the Internal Revenue Code as \_\_\_\_ have

entered into contractual relations with the Authority in respect of the Recreation Center; and, (iii) in the event the amounts described in (i) and (ii) preceding shall be insufficient to pay such principal, premium (if) any, or interest, then from all revenues of the City derived from sources other than *ad valorem* real property or personal property taxes, proprietary funds, enterprise funds, or other revenues not lawfully subject to such pledge, subject only to any prior pledge of such revenues in favor of any prior outstanding indebtedness and which by the terms thereof has preference and priority over the City's pledge of revenues to secure payment of the Bonds to be authorized pursuant hereto.

5. The City's Municipal Advisor, Kidwell & Company, is herewith engaged, authorized, and directed to proceed with the issuance of the bonds, development and execution of a plan of finance, selection and procurement of all transaction participants and professionals, and all actions, agreements, or undertakings related or incident to the sale and closing of the bonds are herewith approved.

6. The president of the Authority and the chairman of the Authority's board of directors, or either of them, are herewith authorized to execute all contracts and documents associated with the issuance of bonds, selection and engagement of transaction participants and professionals, sale and closing of the bonds, or other matters related thereto.

7. This resolution shall be published in full once in a newspaper of general circulation in Cumberland County, Tennessee.

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

Adopted this\_\_ day of \_\_\_\_, 2024.

\_\_\_\_\_  
/s/  
Name:  
Title:  
Date:

ATTEST:

\_\_\_\_\_  
/s/  
Name:  
Title:  
Date

\_\_\_\_\_  
Seal of the Sports Authority of the  
City of Crossville

STATE OF TENNESSEE )  
COUNTY OF CUMBERLAND )

I, \_\_\_\_\_, hereby certify that I am the duly qualified and acting Secretary of the Sports Authority of the City of Crossville (the “Authority”), and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the board of directors of the Authority held on \_\_\_\_ \_\_, 2024; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to up to \$48,000,000 in aggregate principal amount of Revenue Improvement Bonds, Series 2024 of the Authority.

WITNESS my official signature and seal of the Sports Authority of the City of Crossville, this \_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
/s/  
Name:  
Title:  
Date

SEAL: