

The City Council (the "Council") of the City of Crossville, Tennessee (the "City") met in open, public and regular session on July 31, 2012, at 11:00 a.m. at the main offices of the City located at 99 Municipal Avenue, Crossville, Tennessee 38555 with the Honorable J. H. Graham III, Mayor, presiding.

The following Members of the City Council were present:

The following Members of the City Council were absent:

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

AYE:

NAY:

**CITY OF CROSSVILLE, TENNESSEE  
CITY COUNCIL**

**A RESOLUTION AUTHORIZING THE AWARD OF TAX-EXEMPT SERIES 2012A GENERAL OBLIGATION REFUNDING AND IMPROVEMENT BONDS, TAXABLE SERIES 2012B GENERAL OBLIGATION REFUNDING AND IMPROVEMENT BONDS, AND TAX-EXEMPT SERIES 2012C WATER REVENUE AND TAX REFUNDING AND IMPROVEMENT BONDS, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED SEVENTEEN MILLION DOLLARS (\$17,000,000) OF THE CITY OF CROSSVILLE, TENNESSEE**

**WHEREAS**, the City of Crossville, Tennessee (the “Municipality”) has heretofore on May 17, 2012, adopted a resolution (the “Resolution”) authorizing the issuance, sale and delivery of its not to exceed \$17,000,000 in aggregate principal amount of General Obligation Refunding and Improvement Bonds, Tax-Exempt Series 2012A, General Obligation Refunding and Improvement Bonds, Taxable Series 2012B and the Water Revenue and Tax Refunding and Improvement Bonds, Tax-Exempt Series 2012C (collectively, the “2012 Bonds” or the “Bonds”), and pursuant to such Resolution, the City Mayor and/or the City Manager have been delegated the authority to accept, on behalf of the Municipality, subject to certain specified parameters, rules and restrictions, the lowest and best bid for the Bonds.

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the City of Crossville, Tennessee, as follows:

1. In conformity with the Notice of Sale as approved in the Resolution (the “Terms”), the day and hour for the opening of bids as set forth in the Notice and the Terms has arrived, and the City Manager, in coordination with the City Mayor (the “Officer”) of the Municipality, has declared the bidding to be closed and has submitted to this body the electronic bids received at or prior to 9:00 a.m., C.D.T., on the date hereof, which bids are attached hereto.

2. The bids have been publicly opened, read and compared, and it appears to the satisfaction of the Officers, in reliance on the recommendation of the Municipal Advisor to the City, that the best of the bids, based upon computations made in conformity with the Terms, is that of \_\_\_\_\_ (if more than one, then each as co-manager) (the “Purchaser”).

3. The Purchaser’s bid(s) is found and declared to be in conformity with the Terms, is hereby accepted in the name and on behalf of the Municipality, and the 2012 Bonds are hereby awarded to the Purchaser in the final adjusted aggregate principal amount equal to \$ \_\_\_\_\_ and shall mature in such years and in such amounts as is set forth in the acceptance of the successful bid attached hereto, in accordance with the Terms. The City Mayor and/or City Manager is hereby authorized and directed to approve and execute a final official statement substantially in the form of the preliminary official statement, which is hereby authorized and approved and the distribution thereof is hereby authorized, subject to such minor changes as the City Mayor and/or City Manager shall approve, the execution thereof to constitute conclusive evidence of the approval.

4. U.S. Bank National Association, Nashville, Tennessee, has been and is hereby appointed, ratified and confirmed Bond Registrar and Paying Agent for the 2012 Bonds and is hereby irrevocably instructed as Escrow Agent to call for redemption the Prior Bonds, at the time and with such prior notice by publication or mail as provided in the authorizing resolutions for the Prior Bonds.

Adopted and approved this 31<sup>st</sup> day of July, 2012.

\_\_\_\_\_  
Mayor

\_\_\_\_\_  
Councilman

\_\_\_\_\_  
Councilman

\_\_\_\_\_  
Councilman

\_\_\_\_\_  
Councilman

ATTEST:

APPROVED AS TO FORM:

\_\_\_\_\_  
Sally Oglesby, City Clerk

\_\_\_\_\_  
Kenneth Chadwell, Esq., City Attorney

STATE OF TENNESSEE            )  
CITY OF CROSSVILLE         )

I, Sally Oglesby, City Clerk, certify that I am the duly qualified and acting City Clerk of the City of Crossville, Tennessee, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of a regular meeting of July 31, 2012 of the governing body of the Municipality; 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 the award of the sale to the named purchaser of not to exceed \$17,000,000 General Obligation and Revenue Refunding and Improvement Bonds, Series 2012- A, B and C of said Municipality.

WITNESS my official signature and seal of said Municipality this 31<sup>st</sup> day of July, 2012.

\_\_\_\_\_  
Sally Oglesby, City Clerk

(Seal)