



# MEMPHIS CITY COUNCIL

## Committee Meeting Schedule

### Tuesday, August 18, 2020

---

8:00 a.m. **ECONOMIC DEVELOPMENT, TECHNOLOGY & TOURISM COMMITTEE**  
(Chairman Ford Sr.)

1. A resolution authorizing approval of the use of pilot rents for payment of indebtedness with respect to redevelopment of The Walk and otherwise providing with respect to the foregoing
2. An Ordinance for the creation of the Walk Tourism Development Zone Tourism Surcharge and otherwise providing with respect to the foregoing

8:30 a.m. **PERSONNEL COMMITTEE**  
(Chairman Carlisle)

1. Re-Appointment - Blight Authority- Emily Trenholm
2. Re-Appointment - Civilian Law Enforcement Review Board – David Acey, Nick Bragorgos, Sandeep Pednaker, June Chinn-Jointer

8:45 a.m. **HOUSING & COMMUNITY DEVELOPMENT COMMITTEE**  
(Chairwoman Johnson)

1. A resolution urging Tennessee Congressional leaders to improve the equity and effectiveness in the Community Development Block Grant Award Allocation formula to restore the needed funds to better support the City of Memphis

9:00 a.m. **MLG&W COMMITTEE**  
(Chairman Morgan)

1. Presentation on the MISO Membership Assessment report

9:30 a.m. **GOVERNMENTAL AFFAIRS & ANNEXATION COMMITTEE**  
(Chairman Canale)

1. A resolution encouraging Governor Bill Lee to suspend eviction proceedings for those who have been hospitalized and or recovering due to the COVID-19 virus for the duration of the pandemic
2. Resolution urging state legislators to revoke and ban business licenses for payday lenders

9:45 a.m. **PARKS & ENVIRONMENT COMMITTEE**  
(Chairwoman Logan)

1. A Discussion of Re-Imagining Davy-Crockett Golf Course and Park

10:15 a.m. **PUBLIC SAFETY & HOMELAND SECURITY COMMITTEE**  
(Chairwoman Swarengen)

1. A resolution to accept grant funds from the U.S. Department of Homeland Security in the amount of \$200,505.45 to protect the health and safety of the public and the firefighter personnel against fire and fire- related, All Council Districts
  2. Discussion regarding police transparency portal
  3. Presentation on Operation LeGend
- 11:00 a.m. **PUBLIC SERVICES, NEIGHBORHOODS & YOUTH SERVICES COMMITTEE**  
(Chairwoman Easter-Thomas)
1. Resolution for Youth Services Training Program (**Request for same night minutes**)
- 11:15 a.m. **PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE – PART ONE**  
(Chairman Smiley, Jr.)
1. Presentation on Speed Humps and Sidewalks
- 11:45 a.m. Attorney/Client Meeting
- 12:00 p.m. Lunch Break
- 12:45 p.m. **PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE – PART TWO**  
(Chairman Smiley, Jr.)
1. An amended and restated master resolution authorizing the issuance, sale and payment of bonds secured by revenues of the Sanitary Sewerage System of the City of Memphis, Tennessee for the purpose of financing or refinancing certain costs of the Sanitary Sewerage System of the City of Memphis, Tennessee; and amending, restating and replacing the master resolution for the Sanitary Sewerage System adopted on February 24, 1981, as amended (in its entirety), resolutions in conflict with this amended and restated master resolution. All Council Districts
  2. A resolution authorizing the issuance of \$140,000,000 Sanitary Sewerage Revenue Bonds of the City of Memphis, for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City of Memphis TN. All Council Districts
  3. A resolution authorizing the issuance of \$158,000,000 aggregate principal amount of Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 20208, of the City of Memphis, Tennessee {the "City"}, of which the refunding portion shall not exceed eighteen million dollars (\$18,000,000) in total aggregate principal amount, for the purpose of financing various improvements, additions and extensions to the City's Sanitary Sewerage System and Refunding all or a portion of the City's Sanitary Sewerage System Revenue Refunding Bonds, Series 2013 and Sanitary Sewerage System Revenue Bonds, Series 2010B. All Council Districts
  4. A resolution authorizing the issuance of \$156,000,000 Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, pursuant to the Local Government Public Obligations Act of 1986, being Title 9, Chapter 21, of the Tennessee Code Annotated, for the purpose of financing the cost of various improvements, additions, and extensions to the Sanitary Sewerage System of the City of Memphis. All Council Districts
  5. A resolution authorizing the issuance of \$156,000,000 aggregate principal amount of a series of Sanitary Sewerage System Revenue Bonds of the City of Memphis for the

purpose of financing, improvements, additions, and extensions to the City's Sanitary Sewerage System. All Council Districts

6. A resolution approving a ground lease for 590 Washington, also known as the former Washington Ave Vehicle Inspection Station, Parcel ID #023003 00042 Memphis TN 38103. All Council Districts (Request for same night minutes)
7. A Resolution Authorizing a Pocket Park by extending the Temporary Partial Street Restriction of Mimosa Street at Highland Street
8. Discussion on MATA Bus Routes

1:45 p.m.

**PLANNING & ZONING COMMITTEE**  
(Chairman Colvett)

1. Honorary Street Name Change of Union Avenue between South Belvedere & South McLean for Reverend Dr. Steve Montgomery
2. PD 20-04                                      3398 Graves
3. SUP 20-05                                  1177 & 1183 Minna Place
4. Z 20-04                                      Lamar Avenue between Bellevue and Prescott

2:30 p.m.

**EXECUTIVE SESSION**  
(Chairwoman Robinson)

1. Update on First 8
2. Resolution in opposition to Operation LeGend (Request for same night minutes)

Note: Due to the Declarations of Emergency by the President of the United States, the Governor of Tennessee and the Mayor of Memphis as a result of the COVID-19 pandemic, the City Council Committee meetings and the 3:30 Regular Council meetings will be conducted by electronic means of communication for the duration of the emergency. Meetings are streamed on the Internet at [www.memphistn.gov/citycouncil](http://www.memphistn.gov/citycouncil) on YouTube at <https://www.youtube.com/channel/UCEHksoCPSsfZIPHX35d8aQg>

Official recording of the meeting will be available on the City Council website  
[https://www.memphistn.gov/government/city\\_council](https://www.memphistn.gov/government/city_council)



# MEMPHIS CITY COUNCIL

## Committee Documents Table of Contents

<b>ECONOMIC DEVELOPMENT, TECHNOLOGY &amp; TOURISM COMMITTEE</b>	<b>pg. 1-12</b>
A resolution authorizing approval of the use of pilot rents for payment of The Walk	1-6
An Ordinance for the creation of the Walk Tourism Development Zone Tourism Surcharge	7-13
<b>PERSONNEL COMMITTEE</b>	<b>pg. 14-18</b>
Re-Appointment - Blight Authority- Emily Trenholm	14
Re-Appointment - Civilian Law Enforcement Review Board – David Acey, Nick Bragorgos, Sandeep Pednaker, June Chinn-Jointer	14-18
<b>HOUSING &amp; COMMUNITY DEVELOPMENT COMMITTEE</b>	<b>pg. 19</b>
A resolution urging Tennessee Congressional leaders to improve the CDBG Award Allocation formula	19
<b>GOVERNMENT AFFAIRS &amp; ANNEXATION COMMITTEE</b>	<b>pg. 20-21</b>
A resolution encouraging Governor Bill Lee to suspend eviction proceedings	20
Resolution urging state legislators to revoke and ban business licenses for payday lenders	21
<b>PUBLIC SAFETY &amp; HOMELAND SECURITY COMMITTEE</b>	<b>pg. 22-24</b>
A resolution to accept grant funds from the U.S. Department of Homeland Security of \$200,505.45	22-24
<b>PUBLIC SERVICES, NEIGHBORHOODS &amp; YOUTH SERVICES COMMITTEE</b>	<b>pg. 25</b>
Resolution for Youth Services Training Program ( <b>Request for same night minutes</b> )	25
<b>PUBLIC WORKS, SOLID WASTE, TRANSPORTATION &amp; GENERAL SERVICES COMMITTEE</b>	<b>pg. 26- 83</b>
Resolution authorizing the issuance, sale and payment of bonds secured by revenues of the Sanitary Sewerage System of the City of Memphis,	26-31
Resolution authorizing the issuance of \$140,000.000 Sanitary Sewerage Revenue Bonds of the City of Memphis	32-35
Resolution authorizing the issuance of \$158,000,000 aggregate principal amount of Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 20208	35-41
Resolution authorizing the issuance of \$156,000,000 Sanitary Sewerage System Revenue Bonds	42-45
Resolution authorizing the issuance of \$156,000,000 aggregate principal amount of a series of Sanitary Sewerage System Revenue Bonds	46-59
Resolution approving a ground lease for 590 Washington	60-81
Resolution Authorizing a Pocket Park by extending the Temporary Partial Street Restriction	82-83
<b>PLANNING &amp; ZONING COMMITTEE</b>	<b>pg. 84</b>
Resolution approving an honorary Street name change for Reverend Dr. Steve Montgomery Items 2-4 will be heard in committee and regular meeting as items 1, 3, and 4	85 separate package
<b>EXECUTIVE SESSION</b>	<b>pg. 86-87</b>
Resolution in opposition to Operation LeGend ( <b>Request for same night minutes</b> )	86-87

RESOLUTION AUTHORIZING APPROVAL OF THE USE OF PILOT RENTS FOR PAYMENT OF INDEBTEDNESS WITH RESPECT TO REDEVELOPMENT OF THE WALK AND OTHERWISE PROVIDING WITH RESPECT TO THE FOREGOING

WHEREAS, it is vital to the economic growth and development of the City of Memphis (the “City”) that vacant and underutilized property be developed or redeveloped and placed into service; and

WHEREAS, Union Row LB, LLC (the “Developer”) owns or has under contract the property shown on Exhibit A hereto (the “The Walk Property”), the addresses of such property being set out on Exhibit B hereto ; and

WHEREAS, the property included in The Walk Property currently contains improved and unimproved properties, many of which are vacant, and the Developer proposes, itself or through affiliates thereof, to redevelop the property as a mixed use development including residential, office, hotel, retail and parking uses, for a total estimated project cost of approximately Seven Hundred Forty One Million Dollars (\$741,000,000) (collectively, the “The Walk”); and

WHEREAS, the development of The Walk into a mixed use development including residential, office, hotel, retail and parking, would remedy blight, create jobs, increase surrounding property values, provide needed housing in the core of the city, and help attract new citizens to Memphis; and

WHEREAS, the Downtown Memphis Commission has been working aggressively with the City and Developer to form a public-private partnership to develop The Walk; and

WHEREAS, the success of The Walk will have a significant impact on the tourism industry and other related industries in the city of Memphis; and

WHEREAS, TCA §67-4-3001 et. seq. (the “Surcharge Act”) authorizes the City of Memphis to charge up to a five percent (5%) Tourist Surcharge on the sale of certain goods and services within all or a portion of Downtown TDZ (the “Tourism Surcharge”) and the Surcharge Act permits the City to assign such revenues to CCRFC to pay debt service on indebtedness incurred pursuant to the Surcharge Act to finance or refinance cost incurred in connection with the development of certain hotels; and

WHEREAS, it is proposed that the City of Memphis impose the Tourist Surcharge on the sale of certain goods and services within The Walk and that the City assign such revenues to CCRFC to pay debt service on indebtedness incurred pursuant to the Surcharge Act to finance or refinance cost incurred in connection with the development of eligible hotels within The Walk; and

WHEREAS, it is proposed that the Developer, or one or more affiliate thereof, will enter into one or more Payment in Lieu of Tax Leases (each, a “The Walk PILOT Lease”) for The Walk with CCRFC which will provide for payments in lieu of taxes based on the predevelopment assessment plus 25% of the incremental increase in the assessment of the property subject to such The Walk PILOT Leases, each with a term of thirty (30) years plus up to two (2) years for construction; and

WHEREAS, the Developer has requested, in order for this project to be feasible, that rent payable to CCRFC equal to 75% of the incremental increase in the assessment of the property subject to each The Walk PILOT Lease (“The Walk PILOT Rents”) be collected for a period of thirty (30) years, after the construction period of up to two (2) years, and be used to pay the costs of the eligible improvements relating to the development of The Walk; and

WHEREAS, the approval of the Memphis City Council is required for the use of funds from The Walk PILOT Rents by CCRFC; and

WHEREAS, it is proposed that CCRFC use the proceeds of the Tourism Surcharge and The Walk PILOT Rents to pay debt service on indebtedness incurred to finance or refinance certain cost incurred in connection with the redevelopment of The Walk; and

WHEREAS, the City administration desires that the Memphis City Council (i) authorize and direct CCRFC to take all actions necessary to enact the Tourist Surcharge, (ii) approve the use of The Walk PILOT Rents in connection with The Walk, and (iii) otherwise provide with respect to the foregoing.

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

1. CCRFC is hereby authorized and directed to take all steps necessary to enact a five percent (5%) Tourist Surcharge for the Walk, subject only to such further authorizations of the City as may be required by applicable law.
2. That the use of The Walk District PILOT Rents by CCRFC in connection with The Walk is hereby approved.
3. All actions heretofore undertaken by the Mayor or his designee and other officials, employees, attorneys and agents of the City in furtherance of the intent of this resolution, and of the documents authorized by this resolution, are hereby ratified, confirmed and approved.
4. The Mayor or his designee and other appropriate officials of the City are hereby authorized to enter into such agreements, and they and other appropriate employees of the City are hereby authorized to execute such certificates or other documents and take such other actions, as may be necessary or appropriate to carry out the intent of this resolution.

5. This resolution shall take effect from and after its adoption, the welfare of the City of Memphis requiring it.

Adopted this \_\_\_\_ day of \_\_\_\_\_, 2020.

**EXHIBIT A**

**THE WALK PROPERTY**





## EXHIBIT B

### PARCEL ADDRESSES AND IDENTIFICATION NUMBERS

Address	Acreage	Tax Parcel Number
325 Union Avenue	0.269	005003 00022
333 Union Avenue	0.346	005003 00023
341 Union Avenue	1.108	005003 00008C
267 Union Avenue	0.776	005003 00002C
285 Union Avenue	0.633	005003 00004
285 Union Avenue	0.701	005003 00021
283 Gayoso Avenue	0.75	005003 00014C
0 Gayoso Avenue	0.46	005003 00013
309 Union Avenue	1.854	005003 00005C
255 Union Avenue	0.115	002064 00002
251 Union Avenue	0.362	002064 00001
265 Union Avenue	0.696	005003 00001
0 North 4th Street	0.206	002064 00003
116 South 4th Street	0.051	005003 00019
100 South Fourth Street	0.179	002064 00004
404 Beale Street	0.703	005006 00021
0 Gayoso Avenue	0.313	005006 00004
0 Gayoso Avenue	0.43	005006 00005
533 Beale Street	2.1	007010 00027
0 Driver	0.261	007010 00032
231 Lauderdale	0.682	007010 00017C
0 South 4th Avenue	0.799	005006 00032
380 Beale Street	0.665	005006 00029
448 Beale Street	0.309	005006 00031
0 Beale Street	0.037	005006 00012
341 Gayoso Avenue	0.414	005006 00010C
480 Beale Street	1.54	007005 00023C

0 Danny Thomas	1.12	007011 00014C
0 Beale Street	1.489	007011 00039C
0 Beale Street	0.24	007010 00028
553 Beale St	0.3754	007010 A00013
0 Lauderdale	0.35	007010 00029
235 Union Avenue	1.212	002065 00007
	<b>21.5454</b>	

ORDINANCE NO. \_\_\_\_\_

ORDINANCE FOR CREATION OF THE WALK TOURISM  
DEVELOPMENT ZONE TOURISM SURCHARGE AND OTHERWISE  
PROVIDING WITH RESPECT TO THE FOREGOING

WHEREAS, it is vital to the economic growth and development of the City of Memphis (the “City”) that vacant and underutilized property be developed or redeveloped and placed into service; and

WHEREAS, Union Row LB, LLC (the “Developer”) owns or has under contract the approximately 21.5 acre tract of land generally on or about Union Avenue, Fourth Street, Beale Street, Lauderdale Street, Gayoso Avenue and Danny Thomas Boulevard in Downtown Memphis, Shelby County, Tennessee show on Exhibit A hereto, the addresses of such property being set out on Exhibit B hereto, and which property is located within the Downtown Memphis Tourism Development Zone; and

WHEREAS, such property currently contains improved and unimproved properties, many of which are vacant, and the Developer proposes, itself or through affiliates thereof, to redevelop the property as a mixed use development including residential, office, hotel, retail and parking uses, for a total estimated project cost of approximately Seven Hundred Forty One Million Dollars (\$741,000,000) (collectively, the “The Walk”); and

WHEREAS, the development of The Walk into a mixed use development including residential, office, hotel, retail and parking, would remedy blight, create jobs, increase surrounding property values, provide needed housing in the core of the city, and help attract tourist and new citizens to Memphis; and

WHEREAS, TCA §67-4-3001 et. seq. (the “Surcharge Act”) authorizes the City to charge up to a five percent (5%) Tourist Surcharge on the sale of certain goods and services within all or a portion of the Downtown Tourism Development Zone (the “Tourism Surcharge”) and the Surcharge Act permits the City to assign such revenues to CCRFC to pay debt service on indebtedness incurred pursuant to the Surcharge Act to finance or refinance cost incurred in connection with the development of certain qualified public use facilities; and

WHEREAS, TCA §67-4-3003 defines a qualified public use facility to include (i) a full service hotels of two hundred fifty (250) or more rooms and related retail, commercial, and parking spaces or (ii) a mixed-use development including a full-service hotel with not less than one hundred fifty (150) rooms and including any retail, office, apartment, condominium, or other commercial or residential uses (the “Eligible Qualified Public Use Facilities”) located within a Tourism Development Zone; and

WHEREAS, The Walk shall include one or more of (i) a full service hotels of two hundred fifty (250) or more rooms and related retail, commercial, and parking spaces or

(ii) a mixed-use development, including a full-service hotel with not less than one hundred fifty (150) rooms and including any retail, office, apartment, condominium, or other commercial or residential uses; and

WHEREAS, it is proposed that the City of Memphis impose a Tourist Surcharge of five percent (5%) on the sale of certain goods and services within The Walk (“The Walk Tourism Surcharge”) and that the City assign such revenues to CCRFC to pay debt service on indebtedness incurred pursuant to the Surcharge Act to finance or refinance cost incurred in connection with the development of Eligible Qualified Public Use Facilities within The Walk; and

WHEREAS, the success of The Walk will have a significant positive impact on the tourism industry and other related industries in the City of Memphis; and

WHEREAS, the City of Memphis administration finds that it is wise, necessary, and advisable to seek authorization from this Council to impose the Tourism Surcharge with respect to The Walk and to use the proceeds of such The Walk Tourism Surcharge to pay debt service on indebtedness incurred pursuant to the Surcharge Act to finance or refinance cost incurred in connection with the development of Eligible Qualified Public Use Facilities within The Walk; and

WHEREAS, to enact The Walk Tourism Surcharge, the City of Memphis administration has proposed the ordinance set forth below (the “The Walk Tourism Surcharge Ordinance”); and

WHEREAS, the City administration desires that this Council (i) approve The Walk Tourism Surcharge Ordinance, and (ii) otherwise provide with respect to the foregoing.

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

1. Sec. \_\_\_-\_\_\_-1. **Created**

There is created The Walk Tourism Surcharge District (the “District”) in accordance with T.C.A. title 67, chapter 4, part 30 (as amended from time to time, hereinafter in this chapter called the “Act”).

Sec. \_\_\_ - \_\_\_-2. **District Boundaries**

The District created by this chapter shall be comprised of the area located in the city within the following boundaries:

Parcel 1:

Parcel 2:

Parcel 3:

Parcel 4:

Parcel 5:

Parcel 6:

Parcel 7:

Parcel 8:

Parcel 9:

Sec. \_\_-\_\_\_\_-3                    **Surcharge Assessment**

The making of Sales (as such term is defined in the Act) by engaging in any Business (as such term is defined in the Act), except for those businesses exempt under T.C.A. title 67, chapter 4, part 712, in the District is declared to be a privilege. All such Sales shall be subject to the surcharge assessment provided in this Chapter and the City hereby levies such surcharge on all Sales.

Sec. \_\_-\_\_\_\_-4                    **Surcharge Assessment Rate**

The surcharge levied by this section shall be equal to five percent (5%) of the Sales Price (as such term is defined in the Act).

Sec. \_\_-\_\_\_\_-5                    **Mandatory Registration, Filing of Returns, Payment of Surcharge and Licensing**

All persons carrying on Business (as such term is defined by the Act) in the District, and all person who may hereafter carry on Business in the District, shall register with the City Treasurer for the purpose of assessment and collection of the surcharge. All persons so registered shall file a return detailing Sales for the prior month and surcharge collected on account of such Sales on or before the twentieth (20th) day of each calendar month and shall remit all surcharge collected during such month, together with any delinquent payments of surcharge, with such return. Each person who files a return and remits the appropriate amount of surcharge shall be granted a license which such person shall display within their place of Business. The City Treasurer is hereby authorized and directed to develop the forms for registration and filing monthly returns, as well as rules and regulations regarding the filing of the same.

Sec. \_\_ - \_\_\_\_-6                **Delinquent Payments**

Any nonpayment or delinquent payment of any surcharge shall be subject to the rights and remedies described in Chapter 5-24 of the Memphis City Code.

Sec. \_\_ - \_\_\_\_-7                **Allocation and Use of Revenues**

All revenues received by the city as a result of the surcharge, except for the reasonable expenses of the City Treasurer incurred as a result of its administrative duties under this chapter which shall not exceed one percent (1%) of the revenues, shall be

designated for, and allocated to the payment of, the cost of one or more Qualified Public Use Facilities located in the District, including without limitation all debt issued or incurred in the acquisition, construction, leasing, renovation and equipping by CCRFC or any other similar instrumentality of the City of Memphis, including principal, interest and other fees and charges.

Sec. \_\_\_ - \_\_\_\_-8      **Remittance of Revenues**

On or before the fifteenth (15<sup>th</sup>) day of each month, the City Treasurer shall remit all revenues received during the prior month, less the aforescribed administrative fee, to CCRFC or its assignee. CCRFC, or its assignee, are hereby directed to deposit such revenues in accordance with the Act and any agreements governing the debt issued or incurred by CCRFC to finance or refinance cost incurred in connection with the development of Qualified Public Use Facilities within the District.

Sec. \_\_\_ - \_\_\_\_-9      **Termination of Surcharge**

The surcharge shall continue until terminated as provided in T.C.A. title 7, chapter 88, part 103.

2. All actions heretofore undertaken by the Mayor or his designee and other officials, employees, attorneys and agents of the City in furtherance of the intent of this resolution, and of the documents authorized by this resolution, are hereby ratified, confirmed and approved.

3. The Mayor or his designee and other appropriate officials of the City are hereby authorized to enter into such agreements, and they and other appropriate employees of the City are hereby authorized to execute such certificates or other documents and take such other actions, as may be necessary or appropriate to carry out the intent of this Ordinance.

4. This Ordinance shall take effect from and after its adoption, the welfare of the City of Memphis requiring it.

Sponsor: \_\_\_\_\_

**EXHIBIT A**

# THE WALK PROPERTY



## EXHIBIT B

### PARCEL ADDRESSES AND IDENTIFICATION NUMBERS

Address	Acreage	Tax Parcel Number
325 Union Avenue	0.269	005003 00022
333 Union Avenue	0.346	005003 00023
341 Union Avenue	1.108	005003 00008C
267 Union Avenue	0.776	005003 00002C
285 Union Avenue	0.633	005003 00004
285 Union Avenue	0.701	005003 00021
283 Gayoso Avenue	0.75	005003 00014C
0 Gayoso Avenue	0.46	005003 00013
309 Union Avenue	1.854	005003 00005C
255 Union Avenue	0.115	002064 00002
251 Union Avenue	0.362	002064 00001
265 Union Avenue	0.696	005003 00001
0 North 4th Street	0.206	002064 00003
116 South 4th Street	0.051	005003 00019
100 South Fourth Street	0.179	002064 00004
404 Beale Street	0.703	005006 00021
0 Gayoso Avenue	0.313	005006 00004
0 Gayoso Avenue	0.43	005006 00005
533 Beale Street	2.1	007010 00027
0 Driver	0.261	007010 00032
231 Lauderdale	0.682	007010 00017C
0 South 4th Avenue	0.799	005006 00032
380 Beale Street	0.665	005006 00029
448 Beale Street	0.309	005006 00031
0 Beale Street	0.037	005006 00012
341 Gayoso Avenue	0.414	005006 00010C
480 Beale Street	1.54	007005 00023C
0 Danny Thomas	1.12	007011 00014C



0 Beale Street	1.489	007011 00039C
0 Beale Street	0.24	007010 00028
553 Beale St	0.3754	007010 A00013
0 Lauderdale	0.35	007010 00029
235 Union Avenue	1.212	002065 00007
	<b>21.5454</b>	

WHEREAS, it is proposed that the Developer, or one or more affiliate thereof, will enter into one or more Payment in Lieu of Tax Leases (each, a “The Walk PILOT Lease”) for The Walk with CCRFC which will provide for payments in lieu of taxes based on the predevelopment assessment plus 25% of the incremental increase in the assessment of the property subject to such The Walk PILOT Leases, each with a term of thirty (30) years plus up to two (2) years for construction; and

WHEREAS, the Developer has requested, in order for this project to be feasible, that rent payable to CCRFC equal to 75% of the incremental increase in the assessment of the property subject to each The Walk PILOT Lease (“The Walk PILOT Rents”) be collected for a period of thirty (30) years, after the construction period of up to two (2) years, and be used to pay the costs of the eligible improvements relating to the development of The Walk; and

WHEREAS, the approval of the Memphis City Council is required for the use of funds from The Walk PILOT Rents by CCRFC; and

WHEREAS, it is proposed that CCRFC use the proceeds of the Tourism Surcharge and The Walk PILOT Rents to pay debt service on indebtedness incurred to finance or refinance certain cost incurred in connection with the redevelopment of The Walk; and

WHEREAS, the City administration desires that the Memphis City Council (i) authorize and direct CCRFC to take all actions necessary to enact the Tourist Surcharge, (ii) approve the use of The Walk PILOT Rents in connection with The Walk, and (iii) otherwise provide with respect to the foregoing.

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

1. CCRFC is hereby authorized and directed to take all steps necessary to enact a five percent (5%) Tourist Surcharge for the Walk, subject only to such further authorizations of the City as may be required by applicable law.
2. That the use of The Walk District PILOT Rents by CCRFC in connection with The Walk is hereby approved.
3. All actions heretofore undertaken by the Mayor or his designee and other officials, employees, attorneys and agents of the City in furtherance of the intent of this resolution, and of the documents authorized by this resolution, are hereby ratified, confirmed and approved.
4. The Mayor or his designee and other appropriate officials of the City are hereby authorized to enter into such agreements, and they and other appropriate employees of the City are hereby authorized to execute such certificates or other documents and take such other actions, as may be necessary or appropriate to carry out the intent of this resolution.

5. This resolution shall take effect from and after its adoption, the welfare of the City of Memphis requiring it.

Adopted this \_\_\_\_ day of \_\_\_\_\_, 2020.

**EXHIBIT A**

**THE WALK PROPERTY**



## EXHIBIT B

### PARCEL ADDRESSES AND IDENTIFICATION NUMBERS

Address	Acreage	Tax Parcel Number
325 Union Avenue	0.269	005003 00022
333 Union Avenue	0.346	005003 00023
341 Union Avenue	1.108	005003 00008C
267 Union Avenue	0.776	005003 00002C
285 Union Avenue	0.633	005003 00004
285 Union Avenue	0.701	005003 00021
283 Gayoso Avenue	0.75	005003 00014C
0 Gayoso Avenue	0.46	005003 00013
309 Union Avenue	1.854	005003 00005C
255 Union Avenue	0.115	002064 00002
251 Union Avenue	0.362	002064 00001
265 Union Avenue	0.696	005003 00001
0 North 4th Street	0.206	002064 00003
116 South 4th Street	0.051	005003 00019
100 South Fourth Street	0.179	002064 00004
404 Beale Street	0.703	005006 00021
0 Gayoso Avenue	0.313	005006 00004
0 Gayoso Avenue	0.43	005006 00005
533 Beale Street	2.1	007010 00027
0 Driver	0.261	007010 00032
231 Lauderdale	0.682	007010 00017C
0 South 4th Avenue	0.799	005006 00032
380 Beale Street	0.665	005006 00029
448 Beale Street	0.309	005006 00031
0 Beale Street	0.037	005006 00012
341 Gayoso Avenue	0.414	005006 00010C
480 Beale Street	1.54	007005 00023C

0 Danny Thomas	1.12	007011 00014C
0 Beale Street	1.489	007011 00039C
0 Beale Street	0.24	007010 00028
553 Beale St	0.3754	007010 A00013
0 Lauderdale	0.35	007010 00029
235 Union Avenue	1.212	002065 00007
	<b>21.5454</b>	



JIM STRICKLAND  
MAYOR

August 11, 2020

The Honorable Chase Carlisle, Chairman  
Personnel Committee  
City Hall - Room 514  
Memphis, TN 38103

Dear Chairman Carlisle:

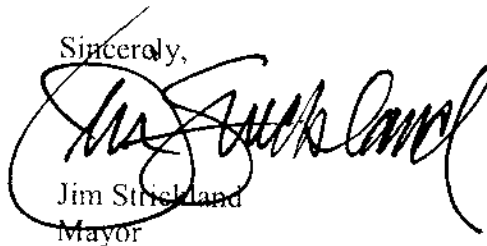
Subject to Council approval, I hereby recommend that:

**Emily Trenholm**

be reappointed to the Blight Authority of Memphis with a term expiring December 15, 2022.

I have attached biographical information.

Sincerely,

A handwritten signature in black ink, appearing to read "Jim Strickland". The signature is fluid and cursive, written over the printed name and title.

Jim Strickland  
Mayor

JSS/sss

Cc: Council Members



**JIM STRICKLAND**  
MAYOR

August 11, 2020

The Honorable Chase Carlisle, Chairman  
Personnel Committee  
City Hall - Room 514  
Memphis, TN 38103

Dear Chairman Carlisle:

Subject to Council approval, I hereby recommend that:

**Dr. David Acey**

be reappointed to the Civilian Law Enforcement Review Board with a term expiring September 30, 2022.

I have attached biographical information.

Sincerely,

A handwritten signature in black ink that reads "Jim Strickland". The signature is written in a cursive style and is positioned over the printed name and title.

Jim Strickland  
Mayor

JSS/sss

Cc: Council Members





JIM STRICKLAND  
MAYOR

August 11, 2020

The Honorable Chase Carlisle, Chairman  
Personnel Committee  
City Hall - Room 514  
Memphis, TN 38103

Dear Chairman Carlisle:

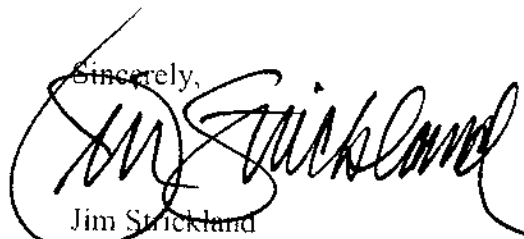
Subject to Council approval, I hereby recommend that:

**Nick Bragorgos**

be reappointed to the Civilian Law Enforcement Review Board with a term expiring April 30, 2024.

I have attached biographical information.

Sincerely,



Jim Strickland  
Mayor

JSS/sss

Cc: Council Members



**JIM STRICKLAND**  
MAYOR

August 11, 2020

The Honorable Chase Carlisle, Chairman  
Personnel Committee  
City Hall - Room 514  
Memphis, TN 38103

Dear Chairman Carlisle:

Subject to Council approval, I hereby recommend that:

**Sandeep Pednekar**

be reappointed to the Civilian Law Enforcement Review Board with a term expiring September 5, 2023.

I have attached biographical information.

Sincerely,

Jim Strickland  
Mayor

JSS/sss

Cc: Council Members



August 11, 2020

The Honorable Chase Carlisle, Chairman  
Personnel Committee  
City Hall - Room 514  
Memphis, TN 38103

Dear Chairman Carlisle:

Subject to Council approval, I hereby recommend that:

**Dr. June Chinn-Jointer**

be reappointed to the Civilian Law Enforcement Review Board with a term expiring April 30, 2022.

I have attached biographical information.

Sincerely,

A handwritten signature in black ink, appearing to read "Jim Strickland".

Jim Strickland  
Mayor

JSS/sss

Cc: Council Members

A resolution urging Tennessee Congressional leaders to improve the equity and effectiveness in the Community Development Block Grant Award Allocation formula to restore the needed funds to better support the City of Memphis

WHEREAS, established in 1974, the Community Development Block Grant (CDBG) program is one of the longest continuously run programs at the U.S. Department of Housing and Urban Development (HUD), which provides communities with annual grants on a formula basis to local government and States to address unique community development needs; and

WHEREAS, these funds can be utilized for a wide range of activities including economic development, housing rehabilitation, water and sewer projects and projects that improve the health and safety of the awarded community; and

WHEREAS, overtime HUD funding has decreased by 80 percent since its peak of \$15 billion in 1979 to currently being \$3 billion and has remained there since 1995 with five to ten communities become CDBG grantees each year which strains the existing budget; and

WHEREAS, due to detrimental budget cuts, new grantees, inflation, and inequitable formulas based on outdated variables, the City of Memphis receives limited amount of funds that are unable to effectively address its community development and affordable housing challenges; and

WHEREAS, the City of Memphis CDBG award allocation has decreased 37 percent from approximately \$13.1 million to \$6.1 million; and

WHEREAS, by correcting the allocation process to adopt a single and updated formula that most accurately targets awards to need, the Community Development Block Grant will better address the overall needs of the awarded communities; and

WHEREAS, the Memphis City Council urges the Congress to adopt a new and updated formula to better target funds to high-need communities and low-income people and to increase funding to the Community Development Block Grant.

NOW, THEREFORE BE IT RESOLVED that the Memphis City Council urges Tennessee Congressional leaders to improve the equity and effectiveness in the Community Development Block Grant Award Allocation to restore the needed funds to support the City of Memphis.

Sponsor:  
Chase Carlisle

Patrice Robinson  
Chairman

A resolution encouraging Governor Bill Lee to suspend eviction proceedings for those who have been hospitalized and or recovering due to the COVID-19 virus for the duration of the pandemic

WHEREAS, on March 17, 2020, Mayor Jim Strickland issued a declaration of Emergency for the City of Memphis following Governor Bill Lee's March 12, 2020 issuance of Executive Order No. 14 declaring a state of emergency in Tennessee to facilitate the treatment of COVID-19; and

WHEREAS, in addition to the immediate health implications, the COVID-19 outbreak will have long-lasting economic and social impacts for our citizens based on direct and indirect effects of the illness, the preventive behaviors of people and the policies governments enacted to curtail the transmission of the coronavirus; and

WHEREAS, in the state of Tennessee there are 126,393 confirmed cases and 1,289 deaths from the COVID-19 virus and as the pandemic continues to impact public health, it has stunted economic growth with unprecedented business closures and job losses; and

WHEREAS, many citizens are hospitalized and or recovering from COVID-19, or are giving care to children or parents hospitalized and or recovering from COVID-19 and this continues to cause a negative financial impact on many today; and

WHEREAS, consequently there are currently over 9,000 eviction cases pending in the Shelby County courts and those numbers are growing daily; and

WHEREAS, the Memphis City Council is aware of the hardships that this pandemic has placed on many families throughout the entire City of Memphis and must provide relief for those impacted mostly; and

WHEREAS, on March 13, 2020, in response to the COVID-19 pandemic, the Chief Justice of the Tennessee Supreme Court declared a state of emergency for the Judicial Branch of Tennessee government to suspend in-person court proceedings, which resumed on June 1, 2020; subsequently many citizens are being faced with potential homelessness; and

WHEREAS, is the responsibility of the Memphis City Council to provide compassion and relief to citizens during these devastating times and to ensure the health, welfare, and safety of all Memphians.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council encourages Governor Bill Lee to suspend eviction proceedings for those who are hospitalized and or recovering under doctor's care from COVID19, or are giving care to children or parents hospitalized and or recovering under doctor's care from COVID-19 virus for the duration of the COVID-19 pandemic.

Sponsor:  
Rhonda Logan

Chairwoman  
Patrice J. Robinson

**A Resolution urging State Legislators to revoke and ban business licenses for payday lenders**

**WHEREAS**, according to Tenn. Code Ann. 45-17-101 et seq., Deferred Presentment Services providers, also known as payday lenders, issue short-term loans and as a result, neighborhoods across the City of Memphis are experiencing resurgence of predatory payday lender operations; and

**WHEREAS**, payday loan businesses in Tennessee are required to obtain a license at the Department of Financial Institutions and are then authorized to provide a maximum loan amount of \$500 and the maximum fee amount on a payday loan cannot exceed 15% of the face amount of the check, or internet payday loan, with an annual percentage rate of up to 460%; and

**WHEREAS**, payday loans cost most borrowers triple-digit interest rates, trap borrowers in repeat loans, foster coercive debt collection practices, and endanger bank account ownership for families that live on the financial edge; and

**WHEREAS**, loopholes are exploited and billions of dollars in usurious interest flows out of communities; and

**WHEREAS**, high cost payday lenders are proliferating in low-to-moderate income areas where this form of lending is authorized; subsequently payday lenders continue to expand their storefronts which makes it almost impossible to curb economic blight; and

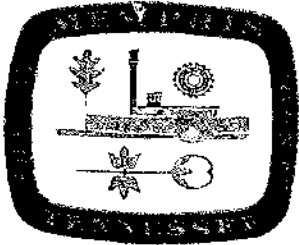
**WHEREAS**, key demographics in which the payday industry uses to determine business locations, including income, homeownership, poverty, unemployment rate, age, education, share of households with children and gender and data has led to African-American neighborhoods facing three (3) times as many payday lending stores per capita as white neighborhoods; and

**NOW, THEREFORE, BE IT RESOLVED** that the Memphis City Council has a right and a responsibility to protect the economic health, welfare and safety of all citizens of Memphis and urges state legislators to revoke and ban businesses licenses for all pay day lenders.

**BE IT FURTHER RESOLVED** that the Memphis City Council urges state legislators to propose legislation that will cease predatory payday lending and improve the financial lives of families within the City of Memphis and throughout the entire state of Tennessee.

Sponsor:  
Chase Carlisle

Chairwoman  
Patrice Robinson



# City Council Item Routing Sheet

FS 22

Division: Fire Services    Committee: Public Safety    Hearing Date: September 1, 2020

- Ordinance                       Resolution                       Grant Acceptance  
 Budget Amendment               Commendation                   Other: [Click here to enter text.](#)

<p><b>Item Description:</b></p> <p>A resolution to accept grant funds in the amount of Two Hundred Thousand Five Hundred Five Dollars and 45/100 (\$200,505.45) from the US Department of Homeland Security for the FY19 Assistance to Firefighters Program Grant. <b>(All Council Districts)</b></p>	
<p><b>Recommended Council Action:</b>    Approve the resolution.</p>	
<p>Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken: No previous actions have been taking by any other entity.</p>	
<p><b>Does this item require city expenditure? Yes</b></p> <p>\$20,050.55    Memphis Fire Services General Fund</p>	<p><b>Source and Amount of Funds:</b></p> <p>\$200,505.45    Federal Funds</p>

### Approvals

Director *[Signature]*                      Date 8-10-20

Division Chief \_\_\_\_\_ Date \_\_\_\_\_

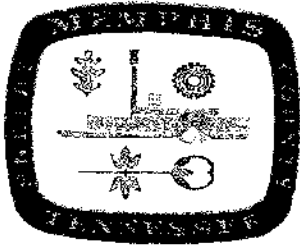
Budget Manager \_\_\_\_\_ Date \_\_\_\_\_

Chief Financial Officer \_\_\_\_\_ Date \_\_\_\_\_

**Chief Operating Officer**  
\_\_\_\_\_ Date \_\_\_\_\_

**Council Committee Chair**  
\_\_\_\_\_ Date \_\_\_\_\_

FS 22



## Memphis City Council Summary Sheet

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

A resolution to accept grant funds from the U.S. Department of Homeland Security in the amount of Two Hundred Thousand Five Hundred Five Dollars and 45/100 (\$200,505.45) to protect the health and safety of the public and firefighting personnel against fire and fire-related hazards.

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

The Division of Fire Services is awarded this grant and serves as the fiscal agent for the award.

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

This item does not change an existing ordinance or resolution.

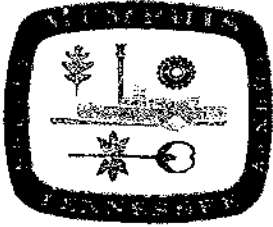
**4. State whether this requires a new contract, or amends an existing contract, if applicable.**

This is a new grant award pending Council approval.

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

Acceptance will require an amendment to the FY21 Operating Budget to appropriate the funds and requires a City match of 10% in the amount of \$20,050.55.





**A resolution to accept and appropriate 2019 Assistance to Firefighters Grant Program funds from the U.S. Department of Homeland Security to be used to protect the health and safety of the public and firefighting personnel against fire and fire-related hazards.**

**WHEREAS**, The City of Memphis Division of Fire Services has been awarded grant funds in the amount of Two Hundred Thousand Five Hundred Five Dollars and 45/100 (\$200,505.45) from the U.S. Department of Homeland Security to protect the health and safety of the public and firefighting personnel against fire and fire-related hazards with a City match of 10% in the amount of \$20,050.55; and

**WHEREAS**, These funds will be used to protect the health and safety of the public and firefighting personnel against fire and fire-related hazards; and

**WHEREAS**, It is necessary to accept the grant funding and amend the FY21 Operating Budget to establish funds for the FY19 Assistance to Firefighters Grant Program; and

**WHEREAS**, It is necessary to allocate and appropriate Two Hundred Thousand Five Hundred Five Dollars and 45/100 (\$200,505.45) for the U.S. Department of Homeland Security grant project – FY2019 Assistance to Firefighters Grant Program.

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the City of Memphis that the FY19 U.S. Department of Homeland Security Grant Project – Assistance to Firefighters Grant Program funds in the amount of Two Hundred Thousand Five Hundred Five Dollars and 45/100 (\$200,505.45) be accepted by the City of Memphis.

**BE IT FURTHER RESOLVED**, that the FY21 Operating Budget be and is hereby amended by appropriating the Expenditures and Revenues for the FY19 U.S. Department of Homeland Security Grant Project – Assistance to Firefighters Grant Program as follows:

<b>Revenue</b>	
<b>Federal Grants</b>	<b>\$200,505.45</b>
<b>Expenses</b>	
<b>Equipment</b>	<b>\$131,559.45</b>
<b>Misc Materials &amp; Supplies</b>	<b>\$ 1,026.00</b>
<b>Professional Services</b>	<b>\$ 57,920.00</b>
<b>Misc Repairs Maintenance</b>	<b>\$ 10,000.00</b>

**RESOLUTION OF THE MEMPHIS CITY COUNCIL FUNDING A YOUTH SERVICES  
TRAINING PROGRAM RELATED TO COMPUTER LITERACY**

**WHEREAS**, when worthy circumstances arise, the Memphis City Council has seen fit to support causes related to the enrichment of our citizens' lives; and

**WHEREAS**, the COVID-19 public health crisis has created educational challenges for City of Memphis youth now required to attend school virtually using computers, laptops, tablets, and other related electronic devices, namely youth who are considered juveniles, visually impaired, and hard of hearing; and

**WHEREAS**, many Memphis parents will now be required to assist their school-aged children in utilizing said electronic devices, despite challenges that will likely arise if both child and parent lack computer literacy skills; and

**WHEREAS**, the Memphis City Council views addressing existing computer illiteracy among City of Memphis youth and their parents as a worthy cause, given the present education landscape; and

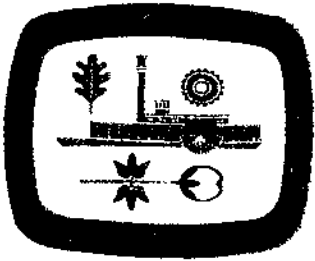
**WHEREAS**, the City of Memphis Office of Youth Services, and the City of Memphis Public Libraries, have a documented record of providing quality skills development training and services to City of Memphis youth and parents, alike.

**NOW THEREFORE BE IT RESOLVED**, the Memphis City Council hereby supports the funding of an Office of Youth Services Training Program related to computer literacy, in conjunction with assistance from Memphis Public Libraries, known as the **Office of Youth Services' Virtual Scholars and Parents Computer Literacy Program** (hereafter, "Program") by way of CARES Act funding in the amount of \$250,000, to directly assist youth who are considered juveniles, visually impaired, and hard of hearing, and their parents.

**BE IT FURTHER RESOLVED**, the funds to support said Program will only be used to provide training to parents and children who are residents of the City of Memphis, specifically for the purpose of improving their computer literacy.

**BE IT FURTHER RESOLVED**, as provided by Ike Griffith, Director of the Office of Youth Services, the Program will be supported in collaboration with Memphis Public Libraries, the Memphis Urban League, Mentoring Youth Through Technology, and retired teachers of Shelby County Schools; as such, the Program will provide computer literacy training as it relates to using word documents, spreadsheets, workbooks, power point, related design templates, and more.

**Sponsor:**  
Councilwoman Michalyn Easter-Thomas



T-017

1

# City Council Item Reading Sheet

**Division Finance Committee PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE**  
Hearing

Date August 18, 2020

- Ordinance
- Resolution
- Grant Acceptance
- Budget Amendment
- Commendation
- Other:

**Item Description:**  
 An amended and restated master resolution authorizing the issuance, sale and payment of bonds secured by revenues of the Sanitary Sewerage System of the City of Memphis, Tennessee for the purpose of financing or refinancing certain costs of the Sanitary Sewerage System of the City of Memphis, Tennessee; and amending, restating and replacing the master resolution for the Sanitary Sewerage System adopted on February 24, 1981, as amended (in its entirety), and amending, restating and replacing all other series resolutions or parts of resolutions in conflict with this amended and restated master resolution.

**Recommended Council Action:** Adopt Resolution.

**Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken:** N. A.

<b>Does this item require city expenditure? No</b>	<b>Source and Amount of Funds</b>
\$ Amount	\$ Operating Budget
\$ Revenue to be received;	\$ CIP Project #
	\$ Federal/State/Other

### Approvals

Deputy Chief Financial Officer *[Signature]* Date 8-6-20

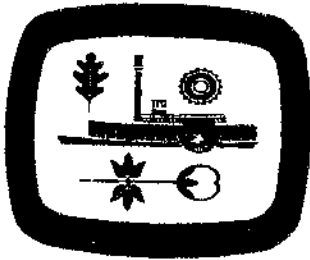
Budget Manager *[Signature]* Date 8-6-20

Chief Financial Officer *[Signature]* Date 08/10/2020

Chief Legal Officer \_\_\_\_\_ Date \_\_\_\_\_

Chief Operating Officer \_\_\_\_\_ Date \_\_\_\_\_

Council Committee Chair \_\_\_\_\_ Date \_\_\_\_\_



TW 17

## Memphis City Council Summary Sheet

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

An amended and restated master resolution authorizing the issuance, sale and payment of bonds secured by revenues of the Sanitary Sewerage System of the City of Memphis, Tennessee for the purpose of financing or refinancing certain costs of the Sanitary Sewerage System of the City of Memphis, Tennessee; and amending, restating and replacing the master resolution for the Sanitary Sewerage System adopted on February 24, 1981, as amended (in its entirety), and amending, restating and replacing all other series resolutions or parts of resolutions in conflict with this amended and restated master resolution.

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

Initiating Party is the Division of Finance.

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

This Resolution does not change any existing Ordinance or Resolution.

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

The resolution does not require new contracts, or amend an existing contract.

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

No, this Resolution does not require an expenditure of funds/requires a budget amendment.

**AMENDED AND RESTATED MASTER RESOLUTION**  
**FOR SANITARY SEWERAGE SYSTEM REVENUE BONDS OF THE CITY OF**  
**MEMPHIS, TENNESSEE**

**AN AMENDED AND RESTATED MASTER RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND PAYMENT OF BONDS SECURED BY REVENUES OF THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE FOR THE PURPOSE OF FINANCING OR REFINANCING CERTAIN COSTS OF THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE; AMENDING, RESTATING AND REPLACING THE MASTER RESOLUTION FOR THE SANITARY SEWERAGE SYSTEM ADOPTED ON FEBRUARY 24, 1981, AS AMENDED (IN ITS ENTIRETY), AND AMENDING, RESTATING AND REPLACING ALL OTHER SERIES RESOLUTIONS OR PARTS OF RESOLUTIONS IN CONFLICT WITH THIS AMENDED AND RESTATED MASTER RESOLUTION**

**WHEREAS**, the City of Memphis, Tennessee (the "City") is a municipal corporation lawfully organized and existing in the County of Shelby in the State of Tennessee;

**WHEREAS**, pursuant to Title 7, Chapter 35, Part 401, *et seq.* of the Tennessee Code Annotated, as amended (the "T.C.A."), the City is authorized to own, acquire, construct, extend, equip, operate and maintain, within or without its corporate limits, a sewerage system to provide sewerage service and to charge for such service;

**WHEREAS**, Title 13, Chapters 13-16, 13-20, 13-24, 13-26, 13-28, 13-32, and 13-36 of the Code of Ordinances of the City of Memphis (as such provisions may be amended or their subject matter set forth in a succeeding ordinance) authorizes the City to manage, regulate and set fees and charges related to the its sewage and wastewater treatment and disposal systems (as more particularly defined herein, the "System");

**WHEREAS**, the City is further authorized, pursuant to Title 9, Chapter 21 of the T.C.A. - The Local Government Public Obligations Act of 1986, as amended (the "Act"); T.C.A. § 7-35-401 *et seq.*, as amended; and any other law now existing (including, as applicable, T.C.A. § 7-34-101 *et seq.* - The Revenue Bond Law (as the same amended, repealed or replaced, the "Revenue Bond Law")) or that may be hereafter enacted to incur, issue or enter into, as the case may be, (a) one or more series of revenue bonds, (b) one or more series of revenue notes, (c) loan agreements, and (d) other obligations or evidences of indebtedness ((a), (b), (c) and (d) collectively referred to herein as, the "Bonds") for the purpose of financing or refinancing the Costs (as hereinafter defined) of the System;

**WHEREAS**, the City Council of the City (the "City Council") adopted A RESOLUTION CREATING AND ESTABLISHING AN ISSUE OF BONDS OF THE CITY OF MEMPHIS, TENNESSEE, TO FINANCE THE COST OF THE ACQUISITION, CONSTRUCTION, RECONSTRUCTIONS, IMPROVEMENT, EXTENSION, ENLARGEMENT AND BETTERMENT OF THE CITY'S SANITARY SEWERAGE SYSTEM; PROVIDING FOR THE ISSUANCE FROM TIME TO TIME OF SAID BONDS; COVENANTING AS TO THE REVENUES DERIVED FROM SAID SANITARY SEWERAGE SYSTEM AND AS TO THE USE AND APPLICATION OF SUCH REVENUES; SETTING FORTH THE LIMITATIONS AND CONDITIONS WITH RESPECT TO THE ISSUANCE OF BONDS PAYABLE ON A PARITY WITH THE BONDS THERETOFORE ISSUED; PROVIDING FOR THE PAYMENT OF THE PRINCIPAL AND OF AND INTEREST ON SAID

BONDS; PLEDGING THE REVENUES DERIVED FROM SAID SANITARY SYSTEM TO THE PAYMENT OF THE PRINCIPAL OF AN INTEREST ON SAID BONDS; AND REPEALING ALL RESOLUTIONS OR PARTS OF RESOLUTIONS IN CONFLICT WITH THIS MASTER RESOLUTION on February 24, 1981, as amended, restated and repealed on March 3, 1981 (and as further amended by resolutions adopted by the City Council on December 17, 1985, April 25, 2000 and June 1, 2004, collectively referred to herein as the "Existing 1981 Master Resolution");

**WHEREAS**, after the date of the adoption of the Existing 1981 Master Resolution and pursuant thereto, the City has issued and may hereafter issue several series of bonds (the "1981 Sewer Bonds") secured by the Revenues (as defined in the Existing 1981 Master Resolution) of the Sanitary Sewerage System (as defined in the Existing 1981 Master Resolution);

**WHEREAS**, the City has determined that it is in the best interests of the City and the System (as hereinafter defined) to amend, restate and replace the Existing 1981 Master Resolution upon the adoption and subsequent effective date of this Amended and Restated Master Resolution, for the purpose of making covenants and agreements with respect to the Bonds; providing security for such Bonds; providing flexibility for System operations; and permitting the use of other financing devices and structures in the future;

**WHEREAS**, the Existing 1981 Master Resolution may be terminated and replaced, and this Amended and Restated Master Resolution may become effective, when no 1981 Sewer Bonds remain outstanding or upon the consent of the holders of sixty-six and two-thirds percent (66 - 2/3%) of the principal amount of the 1981 Sewer Bonds outstanding under the Existing 1981 Master Resolution, and upon the fulfillment of all other requirements for amendment as set forth in Article VIII and Article X of the Existing 1981 Master Resolution (collectively, the "1981 Amendment Requirements");

**WHEREAS**, the date upon which all of the 1981 Amendment Requirements have been satisfied shall be known as the "Effective Date" of the Amended and Restated Master Resolution;

**WHEREAS**, in addition to the 1981 Sewer Bonds outstanding on the date of the adoption of this Amended and Restated Master Resolution, the City has proposed to issue additional 1981 Sewer Bonds which it intends to designate as Sanitary Sewerage System Revenue Bond, Series 2020A (WIFIA Project) (Federally Taxable) (the "2020 WIFIA Sewer Bond") and Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 2020B (the "Series 2020B Sewer Bonds"), and in connection therewith, the City has determined to initiate its fulfillment of the 1981 Amendment Requirements in order to amend, restate and replace the Existing 1981 Master Resolution;

**WHEREAS**, the City proposes that the purchasers of the 2020 WIFIA Sewer Bond and the Series 2020B Sewer Bonds (and any subsequent holders thereof) consent, as a condition of their purchase, to approve the adoption of this Amended and Restated Master Resolution as an amendment, restatement and replacement of the Existing 1981 Master Resolution upon the Effective Date;

**WHEREAS**, upon the City's proposed issuance of the 2020 WIFIA Sewer Bond and the Series 2020B Sewer Bonds and the City having incurred the maximum principal amounts it is allowed to borrow thereunder, if the holders of the 2020 WIFIA Sewer Bond and the Series 2020B Sewer Bonds do not affirmatively represent, in the aggregate, at least sixty-six and two-thirds percent (66 - 2/3%) of the principal amount of the 1981 Sewer Bonds then outstanding, the City will require the purchasers of all subsequent 1981 Sewer Bonds issued by the City to consent, as a condition of their purchase, to approve the adoption of this Amended and Restated Master Resolution as an amendment, restatement and replacement of the Existing 1981 Master Resolution upon the Effective Date;

**WHEREAS**, upon the Effective Date, the City intends that any outstanding 1981 Sewer Bonds shall be thereafter governed by this Amended and Restated Master Resolution and the portions of their respective authorizing Series Resolutions (as defined below) that survive thereafter, and the City shall take certain actions to ensure the proper transition of funds held in certain accounts and funds existing under the Existing 1981 Master Resolution into the new accounts and funds established by this Amended and Restated Master Resolution; and

**WHEREAS**, each series of Bonds issued under this Amended and Restated Master Resolution will be incurred, issued or entered into in accordance with the provisions of this Amended and Restated Master Resolution, including the conditions required for the incurrence, issuance, or entry into thereof, pursuant to a resolution supplementing this Amended and Restated Master Resolution (each a "Series Resolution") providing for the particular terms of such Bonds;

**NOW, THEREFORE**, in order (a) to set forth certain instructions to enable the proper transition of the 1981 Sewer Bonds currently governed by the Existing 1981 Master Resolution to be governed by this Amended and Restated Master Resolution upon its Effective Date; (b) to secure the Bonds to be incurred, issued or entered into hereunder, the payment of the principal of, and interest and premium, if any, on such Bond according to their tenor, purport and effect; and (c) to secure the performance and observance of all the covenants and conditions provided in this Amended and Restated Master Resolution, in any subsequent Series Resolution and in each Bond, and of the purchase and acceptance of the Bonds by the Bondholder(s) (as hereinafter defined) thereof from time to time, **BE IT RESOLVED** by the City Council of the City Memphis, Tennessee (the "City Council"), as follows:

## **ARTICLE I.**

### **DEFINITIONS; AUTHORITY TO ADOPT RESOLUTION; RESOLUTION A CONTRACT**

#### **1.1 Terms Defined in Recitals.**

The following terms shall have the meanings specified in the foregoing recitals and clauses:

1981 Amendment Requirements	Effective Date
1981 Sewer Bonds	Revenue Bond Law
Act	Series 2020B Sewer Bonds
Amended and Restated Master Resolution	Series Resolution
City	T.C.A.
City Council	2020 WIFIA Sewer Bond
Existing 1981 Master Resolution	

#### **1.2 Other Definitions.**

The following terms shall have the following meanings in this Amended and Restated Master Resolution unless the text expressly or by necessary implication requires otherwise:

"Account" or "Accounts" means, as the case may be, each or all of the accounts established in Article VI hereof.

"Acquired System" means any sanitary sewer system, combined sewer system or facilities hereafter constructed, acquired or otherwise established by the City pursuant to the Act.

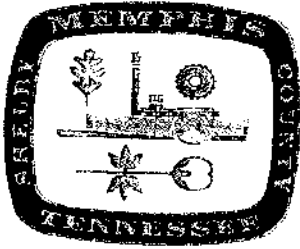
**AMENDED AND RESTATED MASTER RESOLUTION FOR SANITARY  
SEWERAGE SYSTEM REVENUE BONDS**

**AN AMENDED AND RESTATED MASTER RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND PAYMENT OF BONDS SECURED BY REVENUES OF THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE FOR THE PURPOSE OF FINANCING OR REFINANCING CERTAIN COSTS OF THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE; AND AMENDING, RESTATING AND REPLACING THE MASTER RESOLUTION FOR THE SANITARY SEWERAGE SYSTEM ADOPTED ON FEBRUARY 24, 1981, AS AMENDED (IN ITS ENTIRETY), AND AMENDING, RESTATING AND REPLACING ALL OTHER SERIES RESOLUTIONS OR PARTS OF RESOLUTIONS IN CONFLICT WITH THIS AMENDED AND RESTATED MASTER RESOLUTION**

**ADOPTED: September [1], 2020**

**BY THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE**





2

T-018

# City Council Item Routing Sheet

Division Finance Committee PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE  
Hearing

Date August 18, 2020

- Ordinance
- Resolution
- Grant Acceptance
- Budget Amendment
- Commendation
- Other

Item Description:

An initial resolution authorizing the issuance of not to exceed one hundred forty million dollars (\$140,000,000) Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City of Memphis, Tennessee.

Recommended Council Action. Adopt resolution.

Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken: N. A.

<p>Does this item require city expenditure? No</p> <p>\$ Amount</p> <p>\$ Revenue to be received;</p>	<p>Source and Amount of Funds</p> <p>\$ Operating Budget</p> <p>\$ CIP Project #</p> <p>\$ Federal/State/Other</p>
---	--

### Approvals

Deputy Chief Financial Officer *Carol Walker* Date 8-6-20

Budget Manager *Richard Blum* Date 8-6-20

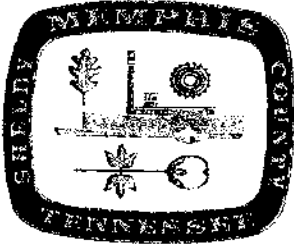
Chief Finance Officer *S. Bird* Date 08/10/2020

Chief Legal Officer \_\_\_\_\_ Date \_\_\_\_\_

Chief Operating Officer \_\_\_\_\_ Date \_\_\_\_\_

Council Committee Chair \_\_\_\_\_ Date \_\_\_\_\_

TD18



## Memphis City Council Summary Sheet

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

An initial resolution authorizing the issuance of not to exceed one hundred forty million dollars (\$140,000,000) Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City of Memphis, Tennessee.

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

The Finance Division is the initiating party of this resolution.

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

There is no change to an existing ordinance or resolution.

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

The resolution does not require a new contract, or amends an existing contract.

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

The resolution does not require an expenditure of funds.

**AN INITIAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED ONE HUNDRED FORTY MILLION DOLLARS (\$140,000,000) SANITARY SEWERAGE SYSTEM REVENUE BONDS OF THE CITY OF MEMPHIS, TENNESSEE, PURSUANT TO THE LOCAL GOVERNMENT PUBLIC OBLIGATIONS ACT OF 1986, BEING TITLE 9, CHAPTER 21, OF THE TENNESSEE CODE ANNOTATED, FOR THE PURPOSE OF FINANCING THE COST OF VARIOUS IMPROVEMENTS, ADDITIONS AND EXTENSIONS TO THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE.**

**BE IT RESOLVED** by the Council of the City of Memphis, Tennessee (the "City Council") as follows:

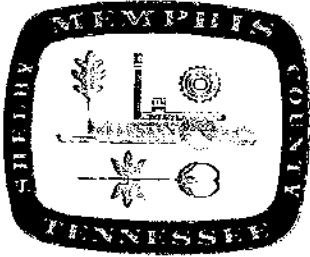
1. It is hereby determined that there shall be issued and there are hereby authorized to be issued sanitary sewerage revenue bonds of the City of Memphis, Tennessee (the "City"), in the maximum principal amount of not to exceed One Hundred Forty Million Dollars (\$140,000,000), pursuant to the Local Government Public Obligations Act of 1986, being Title 9, Chapter 21, of the Tennessee Code Annotated (the "Code"), for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City.
2. Such bonds shall bear interest at such rate or rates not to exceed 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 City Council.
3. Such bonds shall be payable exclusively from revenues of the Sanitary Sewerage System of the City.
4. In the event that it is determined that it is in the City's best financial interest (i) to expend moneys from other sources of the City prior to issuance of the bonds and (ii) to reimburse such expenditures from such other sources from the proceeds of the bonds when sold,

the Chief Financial Officer of the City is hereby authorized to declare from time to time the official intent on behalf of the City as to reimbursement from the proceeds of the bonds of expenditures made from other sources of the City.

5. Pursuant to Section 9-21-304 of the Code, this complete resolution shall be published once in a newspaper of general circulation in the City.

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

| | | |



T-019

# City Council Item Routing Sheet

3

Division Finance Committee PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE  
Hearing Date August 18, 2020

- Ordinance
- Resolution
- Grant Acceptance
- Budget Amendment
- Commendation
- Other:

**Item Description:**  
 A series resolution authorizing the issuance of not to exceed one hundred fifty-eight million dollars (\$158,000,000) aggregate principal amount of Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 2020B, of the City of Memphis, Tennessee (the "City"), of which the refunding portion shall not exceed eighteen million dollars (\$18,000,000) in total aggregate principal amount, for the purpose of financing various improvements, additions and extensions to the City's Sanitary Sewerage System and Refunding all or a portion of the City's (i) Sanitary Sewerage System Revenue Refunding Bonds, Series 2013 and (ii) Sanitary Sewerage System Revenue Bonds, Series 2010B.

Recommended Council Action: Adopt Resolution.

Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken: N. A.

<b>Does this item require city expenditure? No</b>	<b>Source and Amount of Funds</b>
\$ Amount	\$ Operating Budget
\$ Revenue to be received;	\$ CIP Project #
	\$ Federal/State/Other

### Approvals

Deputy Chief Financial Officer [Signature] Date 8-6-20

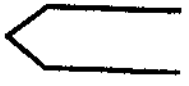
Budget Manager Richard B. [Signature] Date 8-6-20

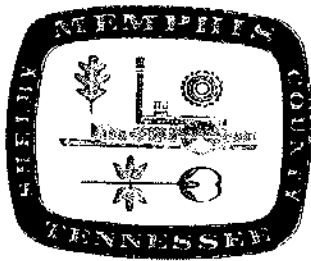
Chief Financial Officer [Signature] Date 8/6/2020

Chief Legal Officer \_\_\_\_\_ Date \_\_\_\_\_

Chief Operating Officer \_\_\_\_\_ Date \_\_\_\_\_

Council Committee Chair \_\_\_\_\_ Date \_\_\_\_\_





1019

## Memphis City Council Summary Sheet

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

A series resolution authorizing the issuance of not to exceed one hundred fifty-eight million dollars (\$158,000,000) aggregate principal amount of Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 2020B, of the City of Memphis, Tennessee (the "City"), of which the refunding portion shall not exceed eighteen million dollars (\$18,000,000) in total aggregate principal amount, for the purpose of financing various improvements, additions and extensions to the City's Sanitary Sewerage System and Refunding all or a portion of the City's (i) Sanitary Sewerage System Revenue Refunding Bonds, Series 2013 and (ii) Sanitary Sewerage System Revenue Bonds, Series 2010B.

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

Initiating Party is the Division of Finance.

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

This Resolution does not change any existing Ordinance or Resolution.

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

The resolution does not require new contracts, or amend an existing contract.

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

No, this Resolution does not require an expenditure of funds/requires a budget amendment.

1019

**A SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED ONE HUNDRED FIFTY-EIGHT MILLION DOLLARS (\$158,000,000) AGGREGATE PRINCIPAL AMOUNT OF SANITARY SEWERAGE SYSTEM REVENUE AND REVENUE REFUNDING BONDS, SERIES 2020B, OF THE CITY OF MEMPHIS, TENNESSEE (THE "CITY"), OF WHICH THE REFUNDING PORTION SHALL NOT EXCEED EIGHTEEN MILLION DOLLARS (\$18,000,000) IN TOTAL AGGREGATE PRINCIPAL AMOUNT, FOR THE PURPOSE OF FINANCING VARIOUS IMPROVEMENTS, ADDITIONS AND EXTENSIONS TO THE CITY'S SANITARY SEWERAGE SYSTEM AND REFUNDING ALL OR A PORTION OF THE CITY'S (i) SANITARY SEWERAGE SYSTEM REVENUE REFUNDING BONDS, SERIES 2013 and (ii) SANITARY SEWERAGE SYSTEM REVENUE BONDS, SERIES 2010B (RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS); APPROVING THE SALE THEREOF THROUGH NEGOTIATION; PRESCRIBING THE FORM AND CERTAIN DETAILS OF SUCH BONDS AND DELEGATING TO THE CHIEF FINANCIAL OFFICER OF THE CITY THE AUTHORITY TO DETERMINE ADDITIONAL DETAILS; APPOINTING THE PAYING AGENT AND REGISTRAR FOR SUCH BONDS; APPOINTING THE REFUNDING TRUSTEE FOR SUCH BONDS; AUTHORIZING AND APPROVING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT RELATING TO SUCH BONDS AND APPROVING THE FORM THEREOF; AND APPROVING AN OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF A REFUNDING TRUST AGREEMENT IN CONNECTION THEREWITH; AND AUTHORIZING AND RATIFYING CERTAIN OTHER ACTS IN CONNECTION WITH THE SALE AND ISSUANCE OF SUCH BONDS.**

**WHEREAS**, the Council of the City of Memphis, Tennessee (the "City Council"), adopted on February 24, 1981 a resolution authorizing and providing for the issuance of revenue bonds of the City for the purposes of the Sanitary Sewerage System (the "System") of the City, as amended by resolutions adopted by the City on March 3, 1981, December 17, 1985, April 11, 2000, and June 1, 2004 (together, the "Bond Resolution");

**WHEREAS**, pursuant to the Bond Resolution the City currently has outstanding sanitary sewerage revenue bonds (the "Outstanding Bonds" defined herein);

**WHEREAS**, the City adopted an Initial Resolution on September 1, 2020 (the "Initial Resolution") determining to issue not to exceed \$140,000,000 principal amount of Sanitary Sewerage System Revenue Bonds of the City;

**WHEREAS**, it is deemed advisable to issue a series of bonds pursuant to the Bond Resolution and the Initial Resolution to finance various improvements, additions and extensions to the System;

2019

WHEREAS, it is deemed advisable to issue a series of refunding bonds, for the purposes of achieving debt service savings and to refund all or a portion of the Sanitary Sewerage System Revenue Refunding Bonds, Series 2013 (the "Series 2013 Bonds") and the Sanitary Sewerage System Revenue Bonds, Series 2010B (Recovery Zone Economic Development Bonds) (the "Series 2010B Bonds");

WHEREAS, the Series 2013 Bonds and the Series 2010B Bonds (or portions thereof) designated for refunding herein shall be collectively referred to herein as the "Refunded Bonds"; and

WHEREAS, pursuant to the Bond Resolution and the Initial Resolution, the City determined to adopt this series resolution authorizing and providing for the issuance of its Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 2020B (the "Series 2020B Bonds") to issue not to exceed \$158,000,000 in total aggregate principal amount of Sanitary Sewerage System Revenue and Revenue Refunding Bonds of the City, of which the refunding portion shall not exceed \$18,000,000 in total aggregate principal amount.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY, AS FOLLOWS:

**SECTION 1. Definitions.**

(a) Unless the context shall clearly indicate some other meaning, all words and terms used in this Series Resolution which are defined in the Bond Resolution (the Bond Resolution as from time to time amended or supplemented by Series Resolutions being defined in the Bond Resolution as the "Resolution") shall for all purposes of this Series Resolution have the respective meanings given to them in the Bond Resolution.

(b) Unless the context shall clearly indicate some other meaning, the following terms shall, for all purposes of the Bond Resolution and of any Series Resolution (including for all purposes, this Series Resolution) and for all purposes of any certificate, opinion, instrument or other document therein or herein mentioned, have the following meanings, with the following definition to be equally applicable to both the singular and plural forms of such terms and vice versa:

"Chief Financial Officer" shall mean the Chief Financial Officer of the City.

"Chief Legal Officer/City Attorney" shall mean the Chief Legal Officer/City Attorney of the City.

"Code" means the Internal Revenue Code of 1986, as amended.

"Comptroller" shall mean the Comptroller of the City.

"Mayor" shall mean the Mayor of the City.



2019

"Outstanding Bonds" shall mean collectively, the City's (i) Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 2018, (ii) Sanitary Sewerage System Revenue Refunding Bonds, Series 2014, (iii) Sanitary Sewerage System Revenue Refunding Bonds, Series 2013<sup>(1)</sup> (iv) Sanitary Sewerage System Revenue Refunding Bonds, Series 2011 and (v) Sanitary Sewerage System Revenue Bonds, Series 2010B<sup>(1)</sup> (Recovery Zone Economic Development Bonds).

"Paying Agent and Registrar" shall mean Regions Bank, Nashville, Tennessee, or its successor by acquisition of corporate trust department or otherwise.

"Refunding Trustee" shall mean Regions Bank, Nashville, Tennessee.

"Series 2020B Bonds" shall mean the Bonds issued pursuant to Section 2 hereof at any time Outstanding.

<sup>(1)</sup> A portion of the proceeds of the Series 2020B Bonds will be used to refund all or a portion of the Series 2013 Bonds and the Series 2010B Bonds.

(c) Unless or except as the context shall clearly indicate otherwise or may otherwise require in this Series Resolution: (i) all references to a particular Article, Section and or subdivision of the Bond Resolution or this Series Resolution, as the case may be, are to the corresponding Article, Section or subdivision of the Bond Resolution only, or this Series Resolution only, as the case may be; (ii) the terms "herein", "hereunder", "hereby", "hereto", "hereof", and any similar terms refer to this Series 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 Bond Resolution and to the Bond Resolution as a whole and not to any particular Article, Section or subdivision thereof; and (iv) the term "heretofore" means before the time of effectiveness of this Series Resolution and the term "hereafter" means after the time of effectiveness of this Series Resolution.

**SECTION 2. Authorization and Details of the Series 2020B Bonds.**

(a) Authorization of the Series 2020B Bonds. There is hereby authorized to be issued and shall be issued under and secured by the Bond Resolution a series of Bonds to be designated "Sanitary Sewerage System Revenue and Revenue Refunding Bonds, Series 2020B" (herein referred to as the "Series 2020B Bonds") in the total aggregate principal amount of not to exceed One Hundred Fifty-Eight Million Dollars (\$158,000,000), of which the refunding portion shall not exceed Eighteen Million Dollars (\$18,000,000) in total aggregate principal amount, for the purpose of (i) financing various improvements, additions and extensions to the System; (ii) refunding all or a portion of the Refunded Bonds and (iii) funding a debt service reserve fund, as shall be determined by the Chief Financial Officer; and (iv) paying the costs of issuance of the Series 2020B Bonds.

(b) Certain Details of the Series 2020B Bonds. The Series 2020B Bonds shall mature in serial or term forms not later than the end of the 30<sup>th</sup> fiscal year of the City following the fiscal year of the City in which the Series 2020B Bonds are issued, in the amounts, bear interest at the

rates not to exceed 6.00% per annum, and be payable on the dates, all as shall be determined by the Chief Financial Officer.

The Series 2020B Bonds shall be dated as shall be determined by the Chief Financial Officer, shall be issuable in the form of fully registered Bonds, without coupons, in denominations of \$5,000 or any integral multiple of \$5,000, and shall be numbered in consecutive numerical order from R-1 upwards in chronological order as issued. The Paying Agent and Registrar shall endorse on the Series 2020B Bonds the date of their authentication. Interest on the Series 2020B Bonds shall be payable from the date of the Series 2020B Bonds. Interest on the Series 2020B Bonds shall be payable to the registered owner as of the close of business on a record date as shall be determined by the Chief Financial Officer.

One Series 2020B Bond representing each maturity initially will be issued to and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), as registered owner of the Series 2020B Bonds. DTC will act as securities depository for the Series 2020B Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof, and purchasers will not receive physical delivery of certificates representing their interest on the Series 2020B Bonds purchased, all subject to Section 3.

Principal, premium, if any, and interest payments on the Series 2020B Bonds will be made by the Paying Agent and Registrar by wire transfer to DTC or its nominee, Cede & Co., as registered owner of the Series 2020B Bonds, which will in turn remit such payments to the DTC participants (the "DTC Participants") for subsequent disbursement to the beneficial owners of the Series 2020B Bonds (the "Beneficial Owners"). 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 2020B 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 2020B 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.

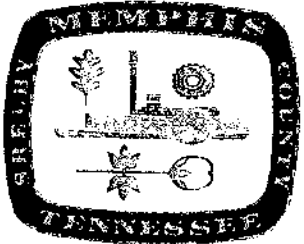
The City will not be responsible or liable for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC, its participants or persons acting through such participants or for transmitting payments to, communicating with, notifying, or otherwise dealing with any Beneficial Owner.

**SECTION 3. Procedure in the Event of Revision of Book-Entry Transfer System - Replacement Bonds.** The City shall issue Bond certificates (the "Replacement Bonds") directly to the beneficial owners of the Series 2020B Bonds other than DTC, or its nominee, but only in the event that:

(a) DTC determines to discontinue providing its services with respect to the Series 2020 Bonds at any time by giving notice to the City and discharging its responsibilities; or

T-020

4



# City Council Item Routing Sheet

Division Finance Committee PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE  
Hearing

Date August 18, 2020

- Ordinance
- Resolution
- Grant Acceptance
- Budget Amendment
- Commendation
- Other:

**Item Description:**  
 An initial resolution authorizing the issuance of not to exceed one hundred and fifty-six million dollars (\$156,000,000) Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, pursuant to the Local Government Public Obligations Act of 1986, being Title 9, Chapter 21, of the Tennessee Code Annotated, for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City of Memphis, Tennessee.

**Recommended Council Action:** Adopt Resolution.

**Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken:** N. A.

<b>Does this item require city expenditure? No</b>	<b>Source and Amount of Funds</b>
\$ Amount	\$ Operating Budget
\$ Revenue to be received;	\$ CIP Project #
	\$ Federal/State/Other

### Approvals

Deputy Chief Financial Officer [Signature] Date 8-6-20

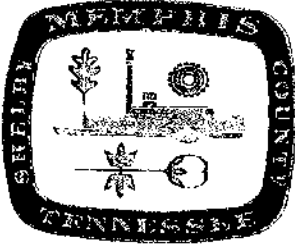
Budget Manager [Signature] Date 8-6-20

Chief Financial Officer [Signature] Date 08/18/2020

Chief Legal Officer \_\_\_\_\_ Date \_\_\_\_\_

Chief Operating Officer \_\_\_\_\_ Date \_\_\_\_\_

Council Committee Chair \_\_\_\_\_ Date \_\_\_\_\_



TOAD

## Memphis City Council Summary Sheet

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

An initial resolution authorizing the issuance of not to exceed one hundred and fifty-six million dollars (\$156,000,000) Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, pursuant to the Local Government Public Obligations Act of 1986, being Title 9, Chapter 21, of the Tennessee Code Annotated, for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City of Memphis, Tennessee.

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

The Finance Division is the initiating party of this resolution.

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

There is no change to an existing ordinance or resolution.

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

The resolution does not require a new contract, or amends an existing contract.

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

The resolution does not require an expenditure of funds.

**AN INITIAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED ONE HUNDRED AND FIFTY-SIX MILLION DOLLARS (\$156,000,000) SANITARY SEWERAGE SYSTEM REVENUE BONDS OF THE CITY OF MEMPHIS, TENNESSEE, PURSUANT TO THE LOCAL GOVERNMENT PUBLIC OBLIGATIONS ACT OF 1986, BEING TITLE 9, CHAPTER 21, OF THE TENNESSEE CODE ANNOTATED, FOR THE PURPOSE OF FINANCING THE COST OF VARIOUS IMPROVEMENTS, ADDITIONS AND EXTENSIONS TO THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE.**

**BE IT RESOLVED** by the Council of the City of Memphis, Tennessee (the "City Council") as follows:

1. It is hereby determined that there shall be issued and there are hereby authorized to be issued sanitary sewerage revenue bonds of the City of Memphis, Tennessee (the "City"), in the maximum principal amount of not to exceed One Hundred and Fifty-Six Million Dollars (\$156,000,000), pursuant to the Local Government Public Obligations Act of 1986, being Title 9, Chapter 21, of the Tennessee Code Annotated (the "Code"), for the purpose of financing the cost of various improvements, additions and extensions to the Sanitary Sewerage System of the City.
2. Such bonds shall bear interest at such rate or rates not to exceed 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 City Council.
3. Such bonds shall be payable exclusively from revenues of the Sanitary Sewerage System of the City.
4. In the event that it is determined that it is in the City's best financial interest (i) to expend moneys from other sources of the City prior to issuance of the bonds and (ii) to reimburse such expenditures from such other sources from the proceeds of the bonds when sold,

the Chief Financial Officer of the City is hereby authorized to declare from time to time the official intent on behalf of the City as to reimbursement from the proceeds of the bonds of expenditures made from other sources of the City.

5. Pursuant to Section 9-21-304 of the Code, this complete resolution shall be published once in a newspaper of general circulation in the City.

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

|

|

|

|

5

T-024



# City Council Item Routing Sheet

Division Finance Committee PUBLIC WORKS, SOLID WASTE, TRANSPORTATION & GENERAL SERVICES COMMITTEE  
Hearing Date August 18, 2020

- Ordinance
- Resolution
- Grant Acceptance
- Budget Amendment
- Commendation
- Other:

Item Description:  A series resolution authorizing the issuance of not to exceed one hundred and fifty-six million dollars (\$156,000,000) aggregate principal amount of a series of Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, for the purpose of financing improvements, additions and extensions to the City's Sanitary Sewerage System.	
Recommended Council Action: Adopt Resolution.	
Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken: N. A.	
Does this item require city expenditure? No	Source and Amount of Funds
\$ Amount	\$ Operating Budget
\$ Revenue to be received;	\$ CIP Project #
	\$ Federal/State/Other

### Approvals

Deputy Chief Financial Officer [Signature] Date 8-6-20

Budget Manager [Signature] Date 8-6-20

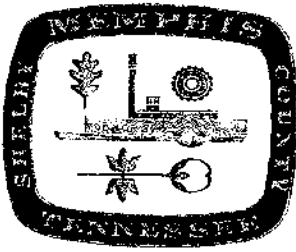
Chief Financial Officer [Signature] Date 8/6/2020

Chief Legal Officer \_\_\_\_\_ Date \_\_\_\_\_

Chief Operating Officer \_\_\_\_\_ Date \_\_\_\_\_

Council Committee Chair \_\_\_\_\_ Date \_\_\_\_\_

1021



## Memphis City Council Summary Sheet

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

A series resolution authorizing the issuance of not to exceed one hundred and fifty-six million dollars (\$156,000,000) aggregate principal amount of a series of Sanitary Sewerage System Revenue Bonds of the City of Memphis, Tennessee, for the purpose of financing improvements, additions and extensions to the City's Sanitary Sewerage System.

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

The Finance Division is the initiating party of this resolution.

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

There is no change to an existing ordinance or resolution.

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

The resolution does not require a new contract, or amends an existing contract.

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

The resolution does not require an expenditure of funds.



**A SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED ONE HUNDRED AND FIFTY-SIX MILLION DOLLARS (\$156,000,000) AGGREGATE PRINCIPAL AMOUNT OF A SERIES OF SANITARY SEWERAGE SYSTEM REVENUE BONDS OF THE CITY OF MEMPHIS, TENNESSEE, FOR THE PURPOSE OF FINANCING IMPROVEMENTS, ADDITIONS AND EXTENSIONS TO THE CITY'S SANITARY SEWERAGE SYSTEM; PRESCRIBING THE FORM AND CERTAIN DETAILS OF SUCH BONDS AND DELEGATING TO THE CHIEF FINANCIAL OFFICER OF THE CITY THE AUTHORITY TO DETERMINE ADDITIONAL DETAILS; PROVIDING FOR THE NEGOTIATED SALE OF SUCH BONDS TO THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY AND APPROVING THE FORM OF THE WIFIA LOAN AGREEMENT; APPOINTING REGIONS BANK AS INITIAL PAYING AND REGISTRATION AGENT FOR SUCH BONDS; AND AUTHORIZING AND RATIFYING CERTAIN OTHER ACTS IN CONNECTION WITH THE SALE AND ISSUANCE OF SUCH BONDS.**

**WHEREAS**, the Council of the City of Memphis, Tennessee (the "City"), adopted on February 24, 1981 a resolution authorizing and providing for the issuance of revenue bonds of the City for the purposes of the Sanitary Sewerage System of the City (the "System"), as amended, restated and repealed, as the case may be, by resolutions adopted by the City on March 3, 1981, December 17, 1985, April 11, 2000, and June 1, 2004 (together, the "Existing 1981 Master Resolution");

**WHEREAS**, the City is concurrently adopting an Initial Resolution dated the date hereof (the "WIFIA Initial Resolution") determining to issue not to exceed \$156,000,000 principal amount of Sanitary Sewerage System Revenue Bonds of the City;

**WHEREAS**, no bonds have been issued pursuant to the WIFIA Initial Resolution;

**WHEREAS**, it is deemed advisable to issue a series of bonds pursuant to the Existing 1981 Master Resolution and the WIFIA Initial Resolution to finance improvements, additions and extensions to the System;

**WHEREAS**, pursuant to the Existing 1981 Master Resolution and the WIFIA Initial Resolution, the City has determined to adopt this series resolution authorizing and providing for the issuance of its Sanitary Sewerage System Revenue Bonds, Series 2020A (WIFIA Project) (Federally Taxable) (the "Series 2020A Bonds") to issue not to exceed \$156,000,000 in total aggregate principal amount of Sanitary Sewerage System Revenue Bonds of the City;

**WHEREAS**, prior to the issuance of the Series 2020A Bonds, the City intends to adopt an Amended and Restated Master Resolution (as the same may be amended, the "New Resolution") that will amend, restate and replace the Existing 1981 Master Resolution, but such New Resolution will not become effective until such time as the Bondholder approval requirements of the Existing 1981 Master Resolution have been met, as further set forth in the New Resolution (the "Effective Date");

**WHEREAS**, the purchaser of the Series 2020A Bonds will be required to consent, as a condition of their purchase thereof, to approve the adoption of the New Resolution as an

amendment, restatement and replacement of the Existing 1981 Master Resolution upon the Effective Date; and

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AS FOLLOWS:**

SECTION 1. Definitions.

(a) Unless the context shall clearly indicate some other meaning, all words and terms used in this Series Resolution which are defined in the Existing 1981 Master Resolution shall for all purposes of this Series Resolution have the respective meanings given to them in the Existing 1981 Master Resolution.

(b) Unless the context shall clearly indicate some other meaning, the following terms shall, for all purposes of the Existing 1981 Master Resolution and of any Series Resolution (including for all purposes, this Series Resolution) and for all purposes of any certificate, opinion, instrument or other document therein or herein mentioned, have the following meanings, with the following definitions to be equally applicable to both the singular and plural forms of such terms and vice versa:

"Chief Financial Officer" shall mean the Chief Financial Officer of the City.

"Chief Legal Officer/City Attorney" shall mean the Chief Legal Officer/City Attorney of the City.

"City" shall have the meaning set forth in the above Preamble section.

"Comptroller" shall mean the Comptroller of the City.

"Effective Date" shall have the meaning set forth in the above Preamble section.

"Existing 1981 Master Resolution" shall have the meaning set forth in the above Preamble section, the form of which is attached hereto as **Exhibit A**.

"Mayor" shall mean the Mayor of the City.

"New Resolution" shall have the meaning set forth in the above Preamble section.

"Paying and Registration Agent" shall mean Regions Bank, Nashville, Tennessee.

"Series 2020A Bonds" shall mean the Bonds issued pursuant to Section 2 hereof at any time Outstanding, which may consist of a single maturity Bond and which may also include a drawdown feature whereby the City receives the proceeds of the Bonds in multiple installments, as further set forth in the WIFIA Loan Agreement.

"System" shall have the meaning set forth in the above Preamble section and in the Existing 1981 Master Resolution.

“WIFIA Conditions” means certain definitions, conditions, restrictions and obligations of the City set forth in the WIFIA Loan Agreement which explicitly provides that such definitions, conditions, restrictions and obligations shall apply to the Series 2020A Bonds upon their issuance and, after the Effective Date of the New Resolution, shall apply to all then Outstanding Bonds, until the maturity or early redemption of the WIFIA Loan and the WIFIA Bond. While the Series 2020A Bonds are outstanding, the following definitions and related provisions set forth in the WIFIA Loan Agreement shall govern the Series 2020A Bonds (and, on the Effective Date, shall govern the Bonds then Outstanding) where doing is required in order for the City to comply with the WIFIA Loan Agreement: “Acceptable Credit Rating”, “Hedge Agreement”, “Permitted Hedge Termination”, “Qualified Hedge Provider”, “Variable Interest Rate”, and “Variable Interest Rate Obligations”.

“WIFIA Initial Resolution” shall have the meaning set forth in the above Preamble section.

“WIFIA Lender” means the United States Environmental Protection Agency, an agency of the United States of America, acting through its Administrator, and its successors and assigns, as a party to a WIFIA Loan Agreement (as hereafter defined) and as a Bondholder.

“WIFIA Loan” means the loan made by the WIFIA Lender to the City pursuant to the WIFIA Loan Agreement and secured by payments the City makes on the Series 2020A Bonds according to the terms and conditions set forth in the WIFIA Loan Agreement and this Series Resolution, such WIFIA Loan being made by the WIFIA Lender pursuant to the Water Infrastructure Finance and Innovation Act, as amended by Section 1445 of the Fixing America’s Surface Transportation Act of 2015, as further amended by Section 5008 of the Water Infrastructure Improvements For the Nation Act of 2016 and by Section 4201 of America’s Water Infrastructure Act of 2018, which is codified as 33 U.S.C. §§ 3901-3914 (collectively, as the same may be amended from time to time, “WIFIA”).

“WIFIA Loan Agreement” means the WIFIA Loan Agreement the City enters into with the WIFIA Lender setting forth the terms and conditions of the WIFIA Loan and the Series 2020A Bonds, as the same may be amended pursuant to the terms thereof, the form of which is attached hereto as **Exhibit B**.

“WIFIA Term Sheet” means the WIFIA Loan Term Sheet to be offered by the WIFIA Lender to the City and to be acknowledged and agreed by the City, approving the WIFIA Loan, as the same may be amended and the form of which is attached hereto as **Exhibit C**.

(c) Unless or except as the context shall clearly indicate otherwise or may otherwise require in this Series Resolution: (i) all references to a particular Article, section and or subdivision of the Existing 1981 Master Resolution or this Series Resolution, as the case may be, are to the corresponding Article, section or subdivision of the Existing 1981 Master Resolution only, or this Series Resolution only, as the case may be; (ii) the terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof”, and any similar terms refer to this Series 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 Existing 1981 Master

Resolution and to the Existing 1981 Master Resolution as a whole and not to any particular Article, section or subdivision thereof; and (iv) the term "heretofore" means before the time of effectiveness of this Series Resolution and the term "hereafter" means after the time of effectiveness of this Series Resolution.

SECTION 2. Authorization and Details of Series 2020A Bonds.

(a) *Authorization of Series 2020A Bonds.* There is hereby authorized to be issued and shall be issued under and secured by the Existing 1981 Master Resolution a series of Bonds to be designated "Sanitary Sewerage System Revenue Bonds, Series 2020A (WIFIA Project) (Federally Taxable)" (herein referred to as the "Series 2020A Bonds") in the total principal amount of not to exceed One Hundred and Fifty-Six Million Dollars (\$156,000,000), for the purpose of (i) financing improvements, additions and extensions to the System; (ii) paying the costs of issuance of the Series 2020A Bonds; and (iii) making deposits into the Bond Reserve Account as required to comply with the Existing 1981 Master Resolution.

(b) *Certain Details of Series 2020A Bonds.*

(i) The Series 2020A Bonds shall mature in serial or term forms not later than the end of the 40th fiscal year of the City following the fiscal year of the City in which the Series 2020A Bonds are issued, in the amounts, bear interest at fixed rates not to exceed 6.00% per annum, and be payable on the dates, all as shall be determined by the Chief Financial Officer.

(ii) The Series 2020A Bonds shall be dated as shall be determined by the Chief Financial Officer, shall be issuable in the form of fully registered Bonds without coupons in a single denomination equal to the then outstanding principal balance of the Series 2020A Bonds (subject to periodic adjustment as the City continues to draw down on the Series 2020A Bonds), and shall be numbered in consecutive numerical order from R-1 upwards in chronological order as issued. The Paying and Registration Agent shall endorse on the Series 2020A Bonds the date of their authentication. Interest on the Series 2020A Bonds shall be payable from the date of each respective draw down on the Series 2020A Bonds, as further set forth in the WIFIA Loan Agreement. Interest on the Series 2020A Bonds shall be payable to the registered owner of the Series 2020A Bonds as of the close of business on a record date as shall be determined by the Chief Financial Officer.

(iii) One Series 2020A Bond representing the entire principal amount of the Series 2020A Bonds of all maturities shall be registered in the name of the WIFIA Lender as registered owner of the Series 2020A Bonds.

(iv) Principal, premium, if any, and interest payments on the Series 2020A Bonds will be made to the WIFIA Lender by wire transfer pursuant to its instructions set forth in the WIFIA Loan Agreement.

(v) The Series 2020A Bonds may be subject to a default interest rate under certain conditions as set forth in the WIFIA Loan Agreement.

(vi) Under the Existing 1981 Master Resolution and on and after the effective date of the New Resolution, the City shall record equal monthly accruals for each semi-annual interest payment and for each annual principal payment on the Series 2020A Bonds. Such accruals will be held in a dedicated account to be referred to as the "WIFIA Bond Debt Service Account" (as established in Section 6(a) hereof) solely for payment of the Series 2020A Bonds and pledged solely for payment of the Series 2020A Bond (and shall cease to be a Net Revenue upon transfer to such account to the extent that doing so does not prejudice the holders of other Bonds or disturb the parity between such Bonds and the Series 2020A Bonds) until such time as funds are paid to the holder of the Series 2020A Bonds on an applicable payment date. These monthly transfers shall be recorded on the record-keeping books of the City as deposited in a WIFIA Bond Debt Service Account, as such term is defined and as further set forth in the WIFIA Loan Agreement.

### SECTION 3. Redemption of Series 2020A Bonds.

(a) All or any portion of the Series 2020A Bonds shall be subject to redemption prior to maturity at the option of the City at such times and at such redemption prices, or shall not be subject to redemption prior to maturity at the option of the City, as may be determined by the Chief Financial Officer in compliance with terms of the WIFIA Loan Agreement. Any Series 2020A Bonds (or any portion of the principal amount thereof in installments of \$1,000,000 minimum) shall be called for redemption, notice of the redemption thereof, specifying the date, number and maturity of such Series 2020A Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption; provided, however, that any notice of redemption may state that it is conditioned upon the receipt by the Paying and Registration Agent of sufficient moneys to pay the redemption price, plus interest accrued and unpaid to the redemption date, or upon satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before payment of such redemption price and accrued interest if any such condition so specified is not satisfied or if any other such event occurs. Notice of such rescission shall be given by the City to the WIFIA Lender as promptly as practicable upon the failure of such condition or the occurrence of such other event and shall be given in the same manner as the notice of redemption was given.

(b) If notice of the redemption of any Series 2020A Bond shall have been given as aforesaid, and payment of the principal amount of such Series 2020A Bond (or the portion of the principal amount thereof to be redeemed) and of the accrued interest and premium, if any, payable upon such redemption shall have been duly made or provided for, interest on such Series 2020A Bond shall cease to accrue from and after the date so specified for redemption thereof.

SECTION 4. Appointment of Paying and Registration Agent. Regions Bank, Nashville, Tennessee is hereby appointed and will serve as initial Paying and Registration Agent for the Series 2020A Bonds.

SECTION 5. Execution and Authentication of Series 2020A Bonds; Form of Series 2020A Bonds.

(a) The Series 2020A Bonds shall be executed in the name of the City by the manual or facsimile signature of the Mayor of the City and the seal of the City (or a facsimile thereof) shall be affixed thereto or impressed, imprinted, engraved or otherwise reproduced thereon and attested by the manual or facsimile signature of the Comptroller of the City, neither of which signatures shall be required to be manual, or in such other manner as may be required or permitted by law. In case any one or more of the officers who shall have signed or sealed any of the Series 2020A Bonds shall cease to be such officer before the Series 2020A Bonds so signed and sealed shall have been delivered by the City, such Series 2020A Bonds may, nevertheless, be delivered as herein provided, and may be issued as if the persons who signed or sealed such Series 2020A Bonds had not ceased to hold such offices. Any Series 2020A Bond may be signed and sealed on behalf of the City by such persons as at the time of the execution of such Series 2020A Bonds shall be duly authorized or hold the proper office in the City, although at the date borne by the Series 2020A Bonds such persons may not have been so authorized or have held such office.

(b) The Series 2020A Bonds shall be in substantially the form set forth in *Exhibit A* to the WIFIA Loan Agreement (the form of which is set forth as **Exhibit B** and is hereby approved as to form) and shall recite that they are issued pursuant to Chapter 21 of Title 9 of the Tennessee Code Annotated, as amended. The terms included in the Series 2020A Bonds and the WIFIA Loan Agreement shall govern adjustments to the principal amortization schedule in accordance with the terms thereof.

(c) The Series 2020A Bonds shall bear thereon a certificate of authentication in the form set forth in *Exhibit A* to the WIFIA Loan Agreement executed manually by an authorized officer of the Paying and Registration Agent as registration agent for the City. Only such Series 2020A Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under the Existing 1981 Master Resolution and this Series Resolution and no Series 2020A 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 Paying and Registration Agent. Any such certificate of the Paying and Registration Agent upon any Bond executed on behalf of the City shall be conclusive evidence that the Series 2020A Bond so authenticated has been duly authenticated and delivered under the Existing 1981 Master Resolution and this Series Resolution and that the holder of such Series 2020A Bond is entitled to the benefits and security of the Existing 1981 Master Resolution and this Series Resolution.

SECTION 6. WIFIA Bond Debt Service Account; Application of Proceeds of Sale of the Series 2020A Bonds; Bond Proceeds Special Account; Bond Reserve Account.

(a) There is hereby created a special account of the City to be known as the "WIFIA Bond Debt Service Account" which shall be held in trust and administered by the City for purposes of making monthly transfers of accrued interest and principal with respect to payments due under the WIFIA Bond, as may be further set forth in the WIFIA Loan Agreement.

(b) Proceeds of the sale of the Series 2020A Bonds shall be applied as follows:

(i) Accrued interest received on the Series 2020A Bonds, if any, from their date to the date of delivery of and payment for the Series 2020A Bonds shall be deposited into the Interest Sub-account of the Bond Account in the Revenue Fund to be applied to the payment of interest on the Series 2020A Bonds on the initial interest payment date.

(ii) If the amount required to be credited to the Bond Reserve Account in the Revenue Fund shall not then be on deposit therein, an amount shall be deposited in the Revenue Fund for credit to the Bond Reserve Account therein such that there shall be credited thereto an amount equal to the maximum Debt Service Requirement on the Bonds, including the Series 2020A Bonds.

(iii) The Chief Financial Officer shall be authorized to amend the budget of the Sewer Collection and Treatment Fund to account for any changes made in compliance with this Section 6 and Section 2.

(iv) The balance of the proceeds shall be deposited in the Series 2020A Bond Proceeds Special Account created by subsection (c) of this Section 6 to be held by the City and applied to the payment of (i) costs of improvements, additions and extensions to the System; and (ii) fees and expenses in connection with the sale and issuance of the Series 2020A Bonds.

(c) There is hereby created a special account of the City to be known as the "Series 2020A Bond Proceeds Special Account" (the "Bond Proceeds Special Account"), which shall be held in trust and administered by the City.

(d) The Bond Proceeds Special Account shall be drawn upon for the sole purpose of paying (i) costs of improvements, additions and extensions to the System and (ii) fees and expenses in connection with the sale and issuance of the Series 2020A Bonds, including but not limited to the reimbursement of such costs, fees and expenses authorized by subsection (b)(iv) of this Section 6 to the extent not applied pursuant to said subsection.

(e) Moneys in the Bond Proceeds Special Account not required for immediate disbursement for the purposes for which the Bond Proceeds Special Account is created shall, to the fullest extent practicable and reasonable, be invested and reinvested by the City solely in, and obligations deposited in the Bond Proceeds Special Account shall be, Investment Securities maturing, or subject to redemption at the option of the holder thereof, at or prior to the estimated time for the disbursement of such moneys. Notwithstanding the foregoing, the City may invest moneys set aside in the Bond Proceeds Special Account in accordance with the provisions of this Section 6 and with the comprehensive investment program of the City.

(f) All income resulting from the investment or reinvestment of the moneys in the Bond Proceeds Special Account shall accrue to and be deposited in the Bond Proceeds Special Account.

(g) All moneys held or set aside by the City in the Bond Proceeds Special Account shall, until otherwise invested or applied as provided in this Section 6, be deposited by the City in its name, for the account of the Bond Proceeds Special Account, in such banks, trust companies, national banking associations or savings and loan associations as the City shall at any

time or from time to time appoint for the purpose, and which are eligible under the laws of the State of Tennessee to receive deposits of state and municipal funds. Such deposits shall at all times be secured in accordance with the laws of the State of Tennessee and the Charter of the City.

(h) All income resulting from the investment or reinvestment of moneys on deposit in the Bond Reserve Account in the Revenue Fund shall accrue to and be deposited in the Revenue Fund.

SECTION 7. Federally Taxable Issuance. Interest on the Series 2020A Bonds shall be and continue to be included in gross income for federal income tax purposes.

SECTION 8. CUSIP Identification Numbers. CUSIP identification numbers shall be placed on the Series 2020A Bonds, but neither the failure to place any such number on any Series 2020A 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 2020A Bonds. No such CUSIP identification number shall constitute a part of the contract evidenced by the particular Series 2020A Bond upon which it is imprinted and no liability shall attach to the City or any officer or agent thereof, including any Paying and Registration Agent for the Series 2020A Bonds, by reason of such numbers or any use made thereof, including any use thereof made by the City, any such officer or any such agent, or by reason of any inaccuracy, error or omission with respect thereto or in such use.

SECTION 9. Negotiated Sale of Series 2020A Bonds: WIFIA Loan Agreement.

(a) The Series 2020A Bonds shall be sold at a negotiated, private placement sale on a date to be selected by the Chief Financial Officer and at a price of not less than 98% of the principal amount of the Series 2020A Bonds. The WIFIA Loan Agreement between the City and the WIFIA Lender substantially in the form attached hereto as **Exhibit B**, and the WIFIA Term Sheet substantially in the form attached hereto as **Exhibit C**, are each hereby authorized to be executed and delivered by the Mayor, upon consultation with the Chief Financial Officer. The form of WIFIA Loan Agreement as executed and delivered and the WIFIA Term Sheet as proposed and accepted, may include such changes as shall be approved by such officers, upon the advice of counsel (including the Chief Legal Officer/City Attorney, bond counsel and co-disclosure counsel), which approval shall be conclusively evidenced by the execution thereof.

(b) The City covenants with the holders from time to time of the Series 2020A Bonds that it will, and hereby authorizes the appropriate officers and employees of the City to take, all action necessary or as set forth in the WIFIA Loan Agreement. Notwithstanding any other provision of this Series Resolution, failure of the City to provide certain of the continuing disclosures set forth in the WIFIA Loan Agreement shall not constitute a default under this Series Resolution, the requirements for such continuing disclosure may be enforced only as provided in the WIFIA Loan Agreement and such continuing disclosure obligations shall not be governed by Securities Exchange Commission Rule 15c-2(12) or related regulations to the extent allowable under law.



SECTION 10. Additional Findings and Determinations; Authority for This Series Resolution; Series 2020A Bonds are "Bonds" under the Existing 1981 Master Resolution; Further Authorizations.

(a) The City hereby finds and determines that (a) the Series 2020A Bonds are issued under the authorization of Section 3.2 of the Existing 1981 Master Resolution; (b) no default exists in the payment of the principal of or interest and premium (if any) on any Bond, including the Outstanding Bonds, and (c) all provisions and conditions of the Existing 1981 Master Resolution required to the date of adoption of this Series Resolution have been complied with in the issuance under the Existing 1981 Master Resolution of the Series 2020A Bonds.

(b) This Series Resolution (i) supplements the Existing 1981 Master Resolution; (ii) is hereby found, determined and declared to constitute and to be a "Series Resolution" within the meaning of the quoted words as defined and used in the Existing 1981 Master Resolution; and (iii) is adopted pursuant to and under the authority of the Existing 1981 Master Resolution.

(c) The Series 2020A Bonds are hereby found, determined and declared to be issued under the Existing 1981 Master Resolution and to constitute and be "Bonds" within the meaning of the quoted words as defined and used in the Existing 1981 Master Resolution. As more fully set forth in the Existing 1981 Master Resolution, the Series 2020A Bonds: (i) shall be entitled to the benefits, security and protection of the Existing 1981 Master 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 Existing 1981 Master Resolution subject to the prior payment of the Operating Expenses; and (iii) shall be equally and ratably secured under the Existing 1981 Master 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 Series 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 Existing 1981 Master Resolution.

(d) The appropriate officers and employees of the City are hereby authorized to take all such actions and execute such documents (upon advice of counsel, including the Chief Legal Officer/City Attorney, bond counsel and co-disclosure counsel) and the City's co-financial advisors, as shall be necessary to effect the delivery of and payment for the Series 2020A Bonds and as may be reasonably required to carry out, give effect to and consummate the transactions contemplated hereby, including the purchase, if deemed to the City's financial advantage, of a bond insurance policy guaranteeing payment of principal of and interest on the Series 2020A Bonds and to provide for the payment of the premium cost thereof.

SECTION 11. Reimbursement. It is reasonably expected that moneys advanced by the City prior to the issuance of the Series 2020A Bonds from the City's Sewer Collection and Treatment Fund to finance improvements to the System will be reimbursed from proceeds of the Series 2020A Bonds as determined by the Chief Financial Officer of the City.

SECTION 12. Economic Life. The reasonably expected remaining economic life of the improvements, additions and extensions to the System to be financed and refinanced from the

proceeds of the Series 2020A Bonds is greater than the term of the Series 2020A Bonds financing said projects.

SECTION 13. Series 2020A Bondholder Acknowledgement and Consent. Contemporaneously with the adoption of this Series Resolution, the City is adopting the New Resolution, a form of which is attached as **Exhibit A**. It is the intention of the City that the New Resolution shall amend, restate and replace in its entirety the existing Existing 1981 Master Resolution. The New Resolution shall become effective at such time as the Bonds outstanding under the Existing 1981 Master Resolution are no longer outstanding under the Existing 1981 Master Resolution, or the Bondholders of not less than sixty-six and two-thirds percent (66-2/3rds %) in principal amount of the aggregate amount of Bonds then outstanding consent to such New Resolution. As a condition of the City's execution of the WIFIA Loan Agreement and its sale of the WIFIA Bond to the WIFIA Lender, as Bondholder of the Series 2020A Bonds, the City shall have obtained the written consent of the WIFIA Lender to the adoption of the New Resolution as an amendment, restatement and replacement of the Existing 1981 Master Resolution upon the Effective Date.

SECTION 14. Effect of Section Headings. The heading or titles of the several sections hereof shall be solely for convenience of reference and shall not affect the meaning, construction, interpretation or effect of this Series Resolution.

SECTION 15. Repeal of Inconsistent Resolutions. Any resolution of the City, or any portion thereof, in conflict or inconsistent with this Series Resolution is hereby repealed to the extent of such conflict or inconsistency.

SECTION 16. Series Resolution a Contract. The provisions of this Series Resolution shall constitute a contract between the City and the WIFIA Lender.

SECTION 17. Effective Date. This Series Resolution shall not become effective unless and until the WIFIA Initial Resolution shall have been adopted and published, as set forth in Tennessee Code Annotated, Section 9-21-304.

{Remainder of Page Intentionally Left Blank}

**EXHIBIT A**

**FORM OF AMENDED AND RESTATED MASTER RESOLUTION**

| | | | |

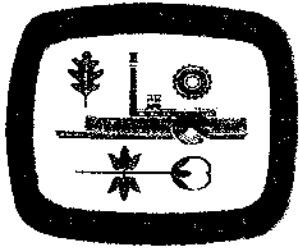
**AMENDED AND RESTATED MASTER RESOLUTION FOR SANITARY  
SEWERAGE SYSTEM REVENUE BONDS**

**AN AMENDED AND RESTATED MASTER RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND PAYMENT OF BONDS SECURED BY REVENUES OF THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE FOR THE PURPOSE OF FINANCING OR REFINANCING CERTAIN COSTS OF THE SANITARY SEWERAGE SYSTEM OF THE CITY OF MEMPHIS, TENNESSEE; AND AMENDING, RESTATING AND REPLACING THE MASTER RESOLUTION FOR THE SANITARY SEWERAGE SYSTEM ADOPTED ON FEBRUARY 24, 1981, AS AMENDED (IN ITS ENTIRETY), AND AMENDING, RESTATING AND REPLACING ALL OTHER SERIES RESOLUTIONS OR PARTS OF RESOLUTIONS IN CONFLICT WITH THIS AMENDED AND RESTATED MASTER RESOLUTION**

**ADOPTED: September [1], 2020**

**BY THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE**

590 Washington



# City Council Item Routing Sheet

Division: General Service

Committee: PW, Trans, GS

Hearing Date: [Click here to enter text.](#)

Ordinance

Resolution

Grant Acceptance

Budget Amendment

Commendation

Other: [Click here to enter text.](#)

[Click here to enter text.](#)

Item Description: **A Resolution approving a Ground Lease for 590 Washington Avenue, also known as the former Washington Avenue Vehicle Inspection Station, Parcel ID #023003 00041 Memphis, Tennessee 38103**

Recommended Council Action: **Whatever the Council deems appropriate**

Describe previous action taken by any other entity (i.e. board, commission, task force, council committee, etc.) and date of any action taken: **On May 07, 2019, the Memphis City Council and the Shelby County Commission approved a joint Resolution for the Hub to open and operate a Women's shelter at the Property**

Does this item require city expenditure? **No**

Source and Amount of Funds:

\$Amount:

\$Revenue to be received:

### Approvals

Director

Date

8/7/20

Chief Operating Officer

Division Chief

Date

Budget Manager

Date

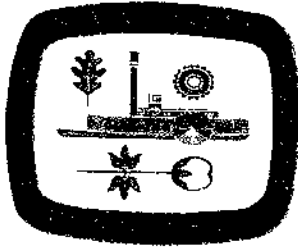
Date

Chief Financial Officer

Date

Council Committee Chair

Date



## Memphis City Council Summary Sheet

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

A Resolution approving a Ground Lease for 590 Washington Avenue, also known as the former Washington Avenue Vehicle Inspection Station, Parcel ID #023003 00041 Memphis, Tennessee 38103

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

General Services

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

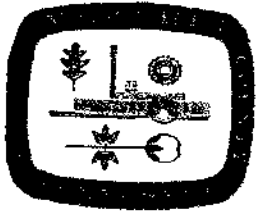
This item does not require a change to an existing ordinance.

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

This transaction only requires the execution of necessary conveyance documents (Offer to purchase, Quit Claim Deed, Ground Lease)

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

This item does not require an expenditure of funds or a budget amendment.



**A Resolution approving a Ground Lease for 590 Washington Avenue, also known as the former Washington Avenue Vehicle Inspection Station, Parcel ID #023003 00041 Memphis, Tennessee 38103**

**Whereas** the Hospitality Hub (the "Hub"), a non-profit organization, desires to enter into a ground lease with the City of Memphis, for the purpose of building and operating a homeless shelter for the benefit of the citizens of the community;

**Whereas** the Hub's goal is to provide relief from homelessness while working with families to ensure housing and financial stability. They also offer Hub Haven, a three-month program which includes wrap around case management, financial literacy workshops, and financial assistance for qualified applicants. Hub Haven seeks to reduce the risk of reentry into homelessness and circumvent the associated traumas within the family unit;

**Whereas** the City of Memphis owns real property located at 590 Washington Avenue and is further identified by Shelby County Tax Assessor as Parcels 023003 00041 containing 2.251 ac, more or less (the "Property");

**Whereas** on May 07, 2019, the Memphis City Council and the Shelby County Commission approved a joint Resolution for the Hub to open and operate a Women's shelter at the Property. The approved Resolution listed stipulations and conditions and contemplated a nominal lease of the Property. However, through their architects and engineers, the Hub has concluded that they can build a more efficient facility with lower annual operating and maintenance cost for roughly the same cost of renovating the existing building. Therefore, the Hub is seeking Council's approval to demolish the existing building and enter into a long-term ground lease pursuant to Code of Ordinance 2-291 (10), Amendment to Ordinance 5346 where it states in part "any lease or license agreement 2 years or more shall be considered a conveyance and shall be submitted to City Council for approval"; and

**Whereas** the Hospitality Hub has raised more than \$6.25M towards the construction of the new state of the art facility which would be the regions' first barrier-free emergency shelter for women offering immediate stability and a space to heal for its guest. The facility would include 32 beds, 24/7 case management and other amenities including a gardening area and energy saving solar panels all working together to provide the necessary baseline from which to rebuild a stable life. If approved, the Ground Lease would include and the Hub must commit to the following terms to ensure that the redevelopment and preservation of the Property is

City Council Resolution

completed in a timely manner: 1) show substantial construction progress in the rebuilding of 590 Washington Avenue within twelve months of the signed ground lease; 2) open for community outreach within three months following the substantial completion of construction; 3) if the Hub fails to redevelop this Property within 24 months, the Property will revert back to the City of Memphis with no recourse by the Hub; and 4) the Hub cannot assign its rights under the Ground Lease without the express written consent of the City of Memphis.

***Now therefore, be it resolved*** by the Council of the City of Memphis that the long-term ground lease with the Hub of Memphis of Shelby County Tennessee on the above described property is hereby approved;

***Be it further resolved***, the City of Memphis Real Estate Department shall prepare and arrange for the execution of the ground lease and the Mayor of the City of Memphis is hereby authorized to execute said lease or any other documents necessary to complete the ground lease.



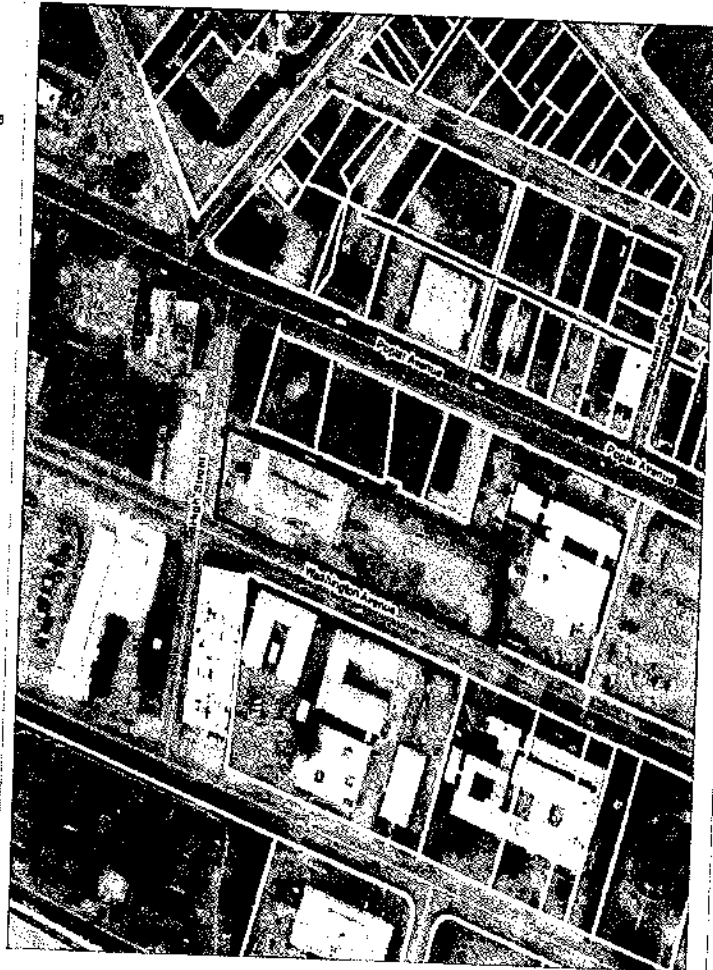
Exhibit A



Shalanda Y Ford  
Shelby County Register of Deeds

Owner: CITY OF MEMPHIS  
Parcel Address: 156 WASHINGTON AVE, MEMPHIS  
Parcel ID: 023003 00041  
2020 Appraisal: \$407,100  
Tax District: MEMPHIS  
Year Built:  
Lot Number:  
Subdivision:  
Plat BK & PG:  
Dimensions:  
Total Acres:  
Owner Address:

38103-1866



arising by operation of law and/or in connection with the delivery and provision of goods and services in connection with capital improvements to the Property (hereafter "Permitted Liens"). The Hub agrees to: (1) use its best efforts to obtain the release of all Permitted Liens in due course; and (2) indemnify and hold harmless the City from and against all Permitted Liens created or arising from the Hub's conduct upon the Property.

7. The City and the Hub agree that the relationship created by this Ground Lease shall be that of landlord and tenant, and not by any means or construction as that of principal and agent, employer and employee, or that of joint venturers or as partners.
8. The Hub shall not commence any work under this Agreement until it has obtained and caused its general contractor to procure and keep in force all insurance as required herein. The Hub shall furnish the Risk Manager a Certificate of Insurance and/or policies attested by a duly authorized representative of the insurance carrier evidencing that the insurance required hereunder is in effect. All insurance companies must be licensed in the state of Tennessee.

If any of the Insurance Requirements have lapsed at the expiration dates, the City may terminate any options noted herein.

The Hub shall indemnify, defend, save and hold harmless the City, its officers, employees, and agents, from and against any and all claims, demands, suits, actions, penalties, damages, settlements, costs, expenses, or other liabilities of any kind and character arising out of or in connection with the breach of this Ground Lease by the Hub, its employees, subcontractors, or agents, or any negligent act or omission of the Hub, its employees, subcontractors, or agents, which occurs pursuant to the performance of this Ground Lease, and this indemnification shall survive the expiration or earlier termination of this Ground Lease. The provisions of this paragraph shall not apply to any loss or damage caused solely by the acts, errors, or omissions of the City, its officers, employees and agents. The Hub shall be responsible for all injuries or damages of any kind to persons or property resulting from construction on the Property.

The following clauses shall apply to the insurance to be maintained by the Hub:

The Hub shall provide notice to the City within three (3) business days following receipt of any notice of cancellation or material change in the Hub's insurance policy from the Hub's insurer. Such notice shall be provided to the City by registered mail, to the following addresses:

City of Memphis  
Attn: Risk Management  
170 N, Main Street, 5<sup>th</sup> Floor  
Memphis, TN 38103

City of Memphis  
Attn: Purchasing Agent  
125 North Main, Room 354  
Memphis, TN 38103

To the extent applicable, the Certificate of Insurance shall state the following: "The City of Memphis, its officials, agents, employees and representatives shall be named as additional insured on all liability policies." The additional insured endorsements shall be attached to the Certificate of Insurance and the Certificate of Insurance shall also state: "The additional insured endorsement is attached to the Certificate of Insurance."

#### WORKERS COMPENSATION:

The Hub shall maintain in force Workers' Compensation coverage in accordance with the Statutory Requirements and Minimum Limits of the State of Tennessee and shall require all subcontractors to do likewise.

Employers Liability	\$100,000	Each Accident
	\$500,000	Disease – Policy Limit
	\$100,000	Disease – Each Employee

#### AUTOMOBILE LIABILITY:

Covering owned, non-owned and hired vehicles with LIMITS OF:

\$1,000,000 Each Occurrence – Combined Single Limits

#### COMMERCIAL GENERAL LIABILITY:

Comprehensive General Liability Insurance, including Property and Operations, Contractual Liability, Independent Contractor's Liability, and Broad Form Property Damage Liability coverage with Minimum Limits:

\$2,000,000	General Aggregate
\$2,000,000	Products & Completed Operations
\$2,000,000	Personal & Advertising

\$2,000,000	Each Occurrence (Bodily Injury & Property Damage)
\$ 50,000	Fire Damage - any One Fire
\$ 5,000	Medical Expense - any One Person

General Liability coverage shall also include Liquor Liability coverage with minimum limits of not less than \$1,000,000 per occurrence if any alcoholic beverages are served.

POLLUTION LIABILITY with Minimum Limits of:

\$2,000,000	General Aggregate
\$2,000,000	Each Occurrence

PROPERTY INSURANCE:

The Hub shall be responsible for maintaining any and all property insurance on their own equipment and shall require all contractors to do likewise. The Hub shall require its general contractor to carry insurance as outlined above, in case they are not protected by the policies carried by the Hub.

The Hub is required to provide copies of the insurance policies upon request.

9. The Hub further agrees:
  - a. Not to sell, assign or sub-let the Property, or any part thereof, or in any other manner transfer any of its rights under this Ground Lease without prior written consent of the City;
  - b. To allow no nuisance to exist on the Property, and when required by the proper authorities, to abate all nuisances at its own expense, other than those nuisances, if any, existing on the Property as of August 1, 2020;
  - c. Suffer nothing to remain on or about the Property which will invalidate the insurance carried thereon by the Hub and/or City, unless first obtaining written consent from the City; and
  - d. Deliver the Property to the City at the end of the Term in as good condition as of the commencement date of this Ground Lease, ordinary wear and tear and proper use excepted.

Should any continuing nuisance be deemed to have arisen or existed on or before August 1, 2020, the City shall have no duty or obligation under this Ground Lease to correct such nuisance.

10. The Hub may, but shall not be required to, remove such personal improvements as the Hub has made but will be responsible for any damage resulting from removal of said improvements.
11. Neither the Hub nor City shall incur any personal responsibility for any damage by fire, earthquake, acts of God or the elements. However, this shall in no way act to relieve any insurance carrier from any contractual liability resulting from policies of insurance either party may acquire.
12. Except as may be required by and during the construction of any capital improvements and/or renovations to the Property, should the Property cease being used as a homeless shelter for any period, in excess of sixty (60) days, the Property shall revert to the City without the necessity of any other action at law. However, the Hub will have the right to remove items of personal property, and fixtures, placed by the Hub in and upon the Property; provided that the Hub shall bear the expense of repairing any damage resulting from the Hub's removal of such personal property, and fixtures.
13. This Lease, together with covenants, agreements, conditions and undertakings contained herein, shall inure to the benefit of, and extend to and bind all of the City's and the Hub's successors and assigns.
14. This Lease, together with any exhibits, schedules, annexes or the like attached hereto, is intended to be a completely integrated instrument, containing the entire agreement of the parties hereto, and superseding any prior agreement and understanding of the parties relating to the subject matter hereof. There are no other promises, agreements, conditions or understandings, either oral or written, between them other than those set forth herein. This Lease shall not be amended unless and except by written instrument making direct reference hereto, executed by the Hub and the City.
15. If the Hub shall fail to comply with any (material) term, provision or covenant of this agreement and shall not begin the process necessary to cure such failure (said process to be actively and diligently pursued) within sixty (60) days after receipt of written notice thereof from the City. The City may terminate this agreement by providing sixty (60) days advance written notice to the Hub of its intention to terminate.

16. The provisions of this Lease shall be construed in accordance with the laws of the State of Tennessee, excluding any conflicts of law rule, or principal by which reference is made to the laws of another jurisdiction.
17. Any notice required under this Ground Lease shall be in writing and sent by certified mail, return receipt requested, to the addresses set forth in this paragraph, or such other address as either party shall have designated by subsequent valid written notice to the other pursuant to this paragraph.

If to City:                   City of Memphis Real Estate Manager  
125 N. Main, Room 568  
Memphis, Tennessee 38103  
Phone No. (901) 636-6673

With a Copy To:       City of Memphis City Attorney's Office  
125 N. Main, Room 336  
Memphis, Tennessee 38103  
Phone No. (901) 636-6614

To Hub:                    Hospitality Hub  
**Attn: ??**  
**118 16th Ave South, Ste. 200**  
**Memphis, TN 38???**

18. **Reformation and Severability:** In case any provision of this Ground Lease shall be invalid, illegal or unenforceable, it shall, to the extent possible, be modified in such manner as to be valid, legal and enforceable but so as to most nearly retain the intent of the parties, and if such modification is not possible, such provision shall be severed from this Ground Lease, and in either case the validity, legality and enforceability of the remaining provisions of this Lease shall not in any way be affected or impaired thereby. No provision of this Lease shall be interpreted or construed against any party solely because that party or its legal representative drafted such provision.
19. If the City desires to sell, transfer, assign, or convey all or any part of the Property, the City shall deliver to the Hub written notice of its desire to make such transfer no less than ninety days prior to the intended sale date, subject however to the right of first refusal hereafter. Any transfer will be subject to the terms and conditions of this Ground Lease.

The Hub is granted a right of first refusal to purchase all or part of the Property under the following terms and conditions. If City receives a bona fide offer from a third party to acquire all or part of the Property which City is willing to accept, City will then immediately notify Hub in writing of all details of the offer, including a copy of the offer, and Hub will have 30 days after receipt of such notice to notify City whether or not Hub will purchase all or part of the Property covered by the offer pursuant to the terms and conditions thereof, and if Hub notifies City that it will purchase all or part of the Property pursuant to the terms and condition of the offer, the City and the Hub shall proceed to closing of the sale by City to Hub, provided that any deadlines or time periods in the offer shall be reasonably extended.

***[REMAINDER INTENTIONALLY LEFT BLANK]***

**IN WITNESS WHEREOF**, the parties, by and through their duly authorized representatives, have executed this **GROUND LEASE** for City owned property located at 590 Washington Avenue as of the date first above written.

**CITY OF MEMPHIS**

**HOSPITALITY HUB**

\_\_\_\_\_  
Jim Strickland, Mayor

BY: \_\_\_\_\_

Title: \_\_\_\_\_

APPROVED:

\_\_\_\_\_  
Chief Legal Officer/City Attorney

\_\_\_\_\_  
Director of Public Works

\_\_\_\_\_  
City Engineer

\_\_\_\_\_  
Director of General Services

\_\_\_\_\_  
City Real Estate Manager

**This instrument prepared by:**

City of Memphis Real Estate Department  
125 N. Main, Room 568  
Memphis, TN 38103



STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, the undersigned Notary Public in the state and county aforesaid, personally appeared **Jim Strickland**, Mayor of the City of Memphis, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Mayor of the City of Memphis, the within named bargainer, a municipal corporation, and that he as such Mayor, being duly authorized so to do, executed the foregoing instrument on behalf of the City, for the purposes therein contained, by signing the name of the City by himself as such Mayor.

WITNESS my hand and seal, at office, this \_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, the undersigned Notary Public in the state and county aforesaid, personally appeared \_\_\_\_\_, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the \_\_\_\_\_ of Hospitality Hub, the within named bargainer, a Tennessee non-profit corporation, and that he/she as such \_\_\_\_\_, being duly authorized so to do, executed the foregoing instrument on behalf of Hospitality Hub for the purposes therein contained, by signing the name of the organization by himself/herself as such \_\_\_\_\_.

WITNESS my hand and seal, at office, this \_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

# *a kindness initiative*

PROGRESS PRESENTATION: JULY 8, 2020



City of  
Memphis



haizlipstudio  
**A2H**  
ENGINEERS  
ARCHITECTS  
PLANNERS

## DAY PLAZA

25,000sf of world-class urban park space created specifically as a respite from street and shelter life, the Plaza translates the Hub's institutional capacity into the built environment of public space. The Plaza is an environment where the most vulnerable and damaged members of our community find respite and a soft threshold into the continuum of care.

## THE HOSPITALITY HUB

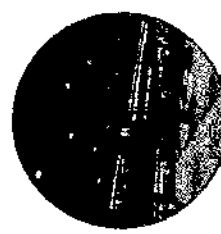
An expanded center of operations for the region's single point of entry for homeless individuals, Hub intake and assessments triage the most vulnerable members of our community and connects them with the stabilizing resources they need. Hub Outreach, Work Local (jobs), shelter, and supportive housing operate from this central point.

## WOMEN'S SHELTER

The region's first barrier-free emergency shelter for women provides immediate stability and a space to begin to heal from the trauma of the streets. Paired with top-tier, 24/7 case management, the shelter provides a necessary baseline from which to rebuild a stable life.

**DAY PLAZA**

As typical world class urban park space, several special calls to a specific form factor are included. In the Plaza, the Plaza manifests the Daily commitment to provide high quality recreation and public space. The Plaza is an environment where the most vulnerable and marginalized members of our community find respite and a safe threshold into the community at large.



**SHADE & SHELTER**

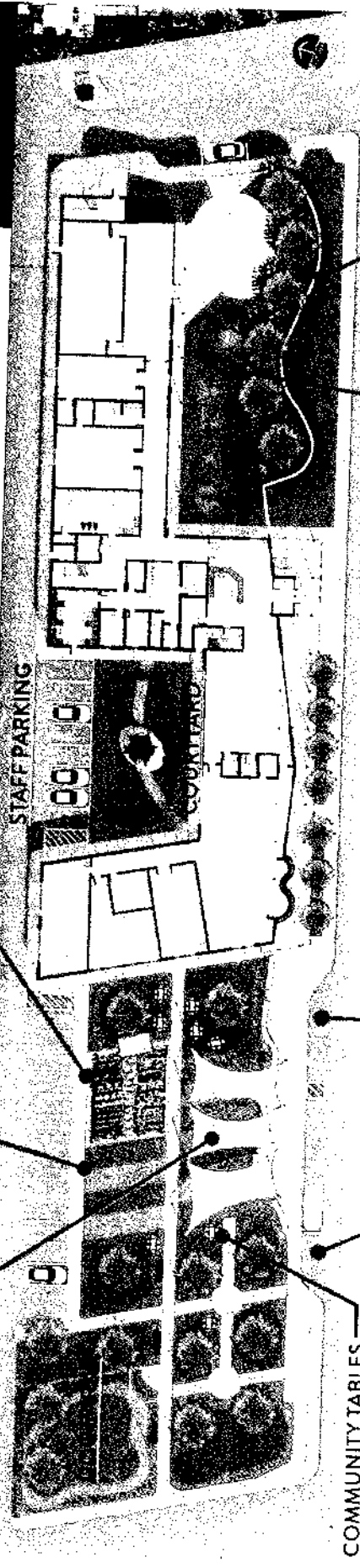
- Community Benches
- Shade Structures
- Seating
- Passive Cooling Features
- Heating
- Water Fountains and Bottle Fillers
- Solar Charging Stations
- Painted Asphalt
- Canopies
- String Lights



**PARTNER KIOSKS, MOBILE CLINICS AND HUB AND OUTREACH SERVICES**

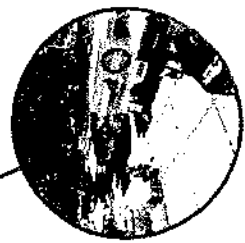


**GARDENS**



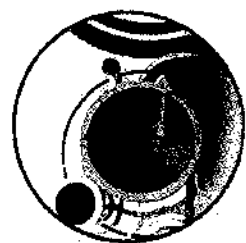
**COMMUNITY TABLES**

- Volunteer-led community meals



**FOOD TRUCKS**

**CAR WASH**



**ART EDGE**

- Day use park where everyone feels welcome
- Serves as Park Boundary
- Daytime Rest Area
- Plaza Structure

**WOMAN'S GARDEN**

- Dedicated Outdoor Space
- Children's Play Area

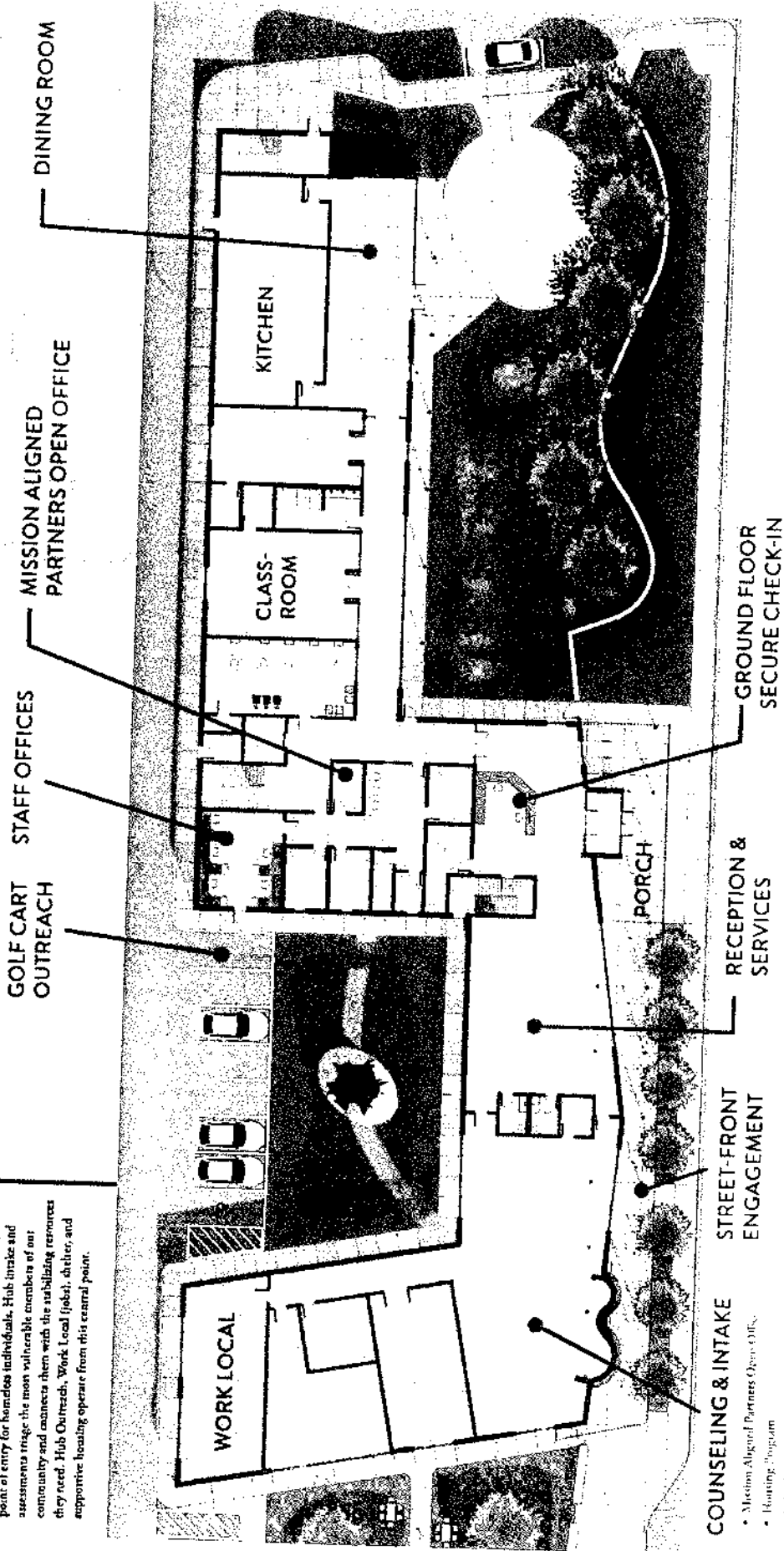


**PUBLIC ART**

**DAY PLAZA + HUB + SHELTER SITE PLAN**

## THE HOSPITALITY HUB

An expanded center of operations for the region's single point of entry for homeless individuals. Hub intake and assessments engage the most vulnerable members of our community and connects them with the stabilizing resources they need. Hub Outreach, Work Local (jobs), shelter, and supportive housing operate from this central point.



GOLF CART  
OUTREACH

STAFF OFFICES

MISSION ALIGNED  
PARTNERS OPEN OFFICE

WORK LOCAL

CLASS  
ROOM

KITCHEN

DINING ROOM

PORCH

COUNSELING & INTAKE

- Mission Aligned Partners Open Office
- Housing Program
- SUD/PSI/Verizon's Assistance
- ID and Birth Certificate Document from Assisted
- Case Management
- Employment Assistance

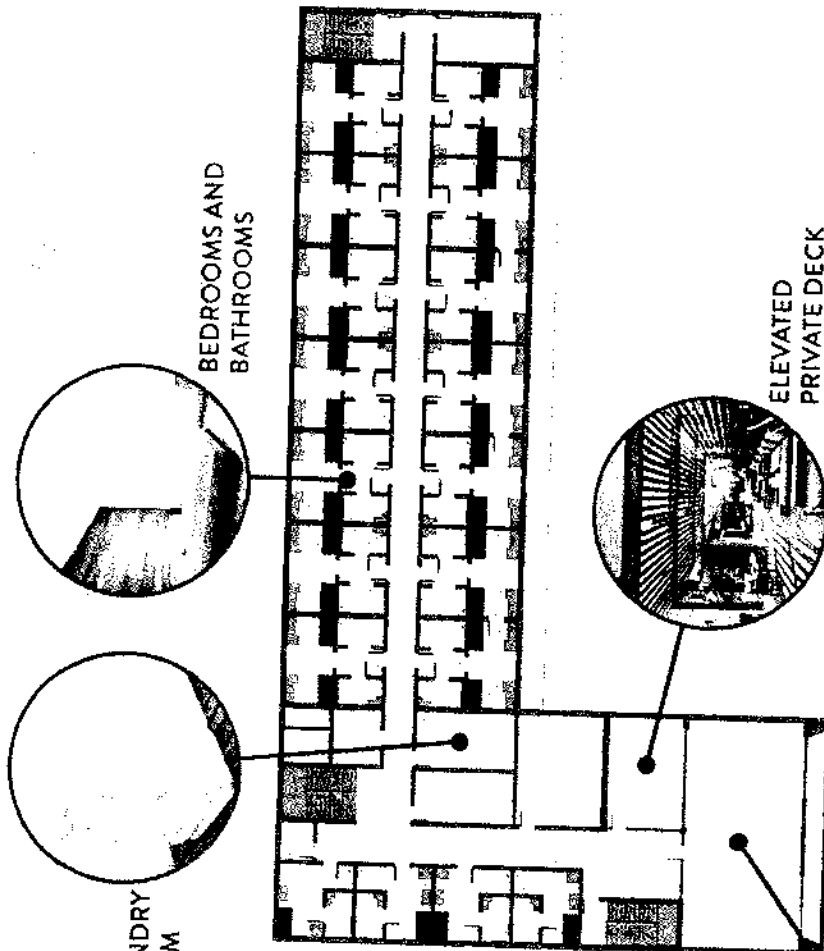
STREET-FRONT  
ENGAGEMENT

RECEPTION &  
SERVICES

- Mail
- Lockers
- Phones
- Internet access/tables

GROUND FLOOR  
SECURE CHECK-IN

## HUB + SHELTER FIRST FLOOR PLAN



LAUNDRY ROOM

BEDROOMS AND BATHROOMS

ELEVATED PRIVATE DECK

ELEVATED FAMILY ROOM

SOLAR PANELS

**WOMEN'S SHELTER**

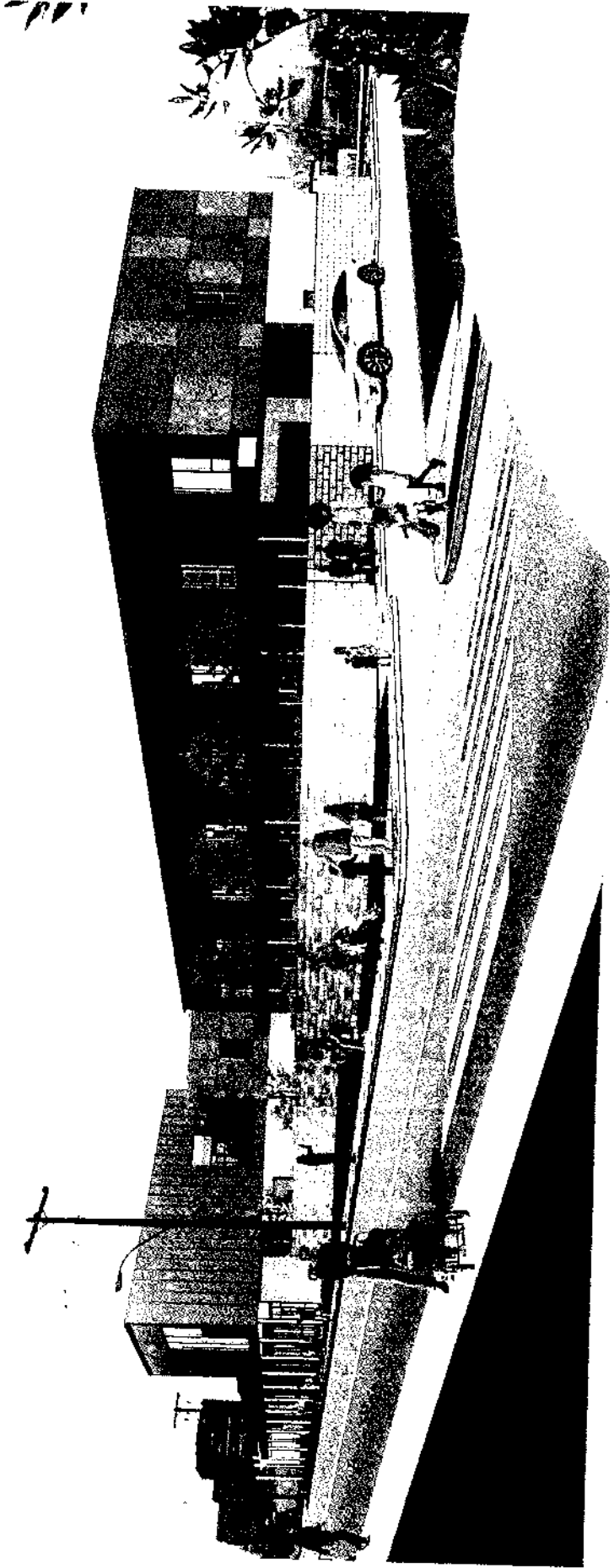
The region's first barrier-free emergency shelter for women provides immediate stability and a space to begin to heal from the trauma of the streets. Paired with rep-lic, 24/7 case management, the shelter provides a necessary baseline from which to rebuild a stable life.

**32-BEDS**

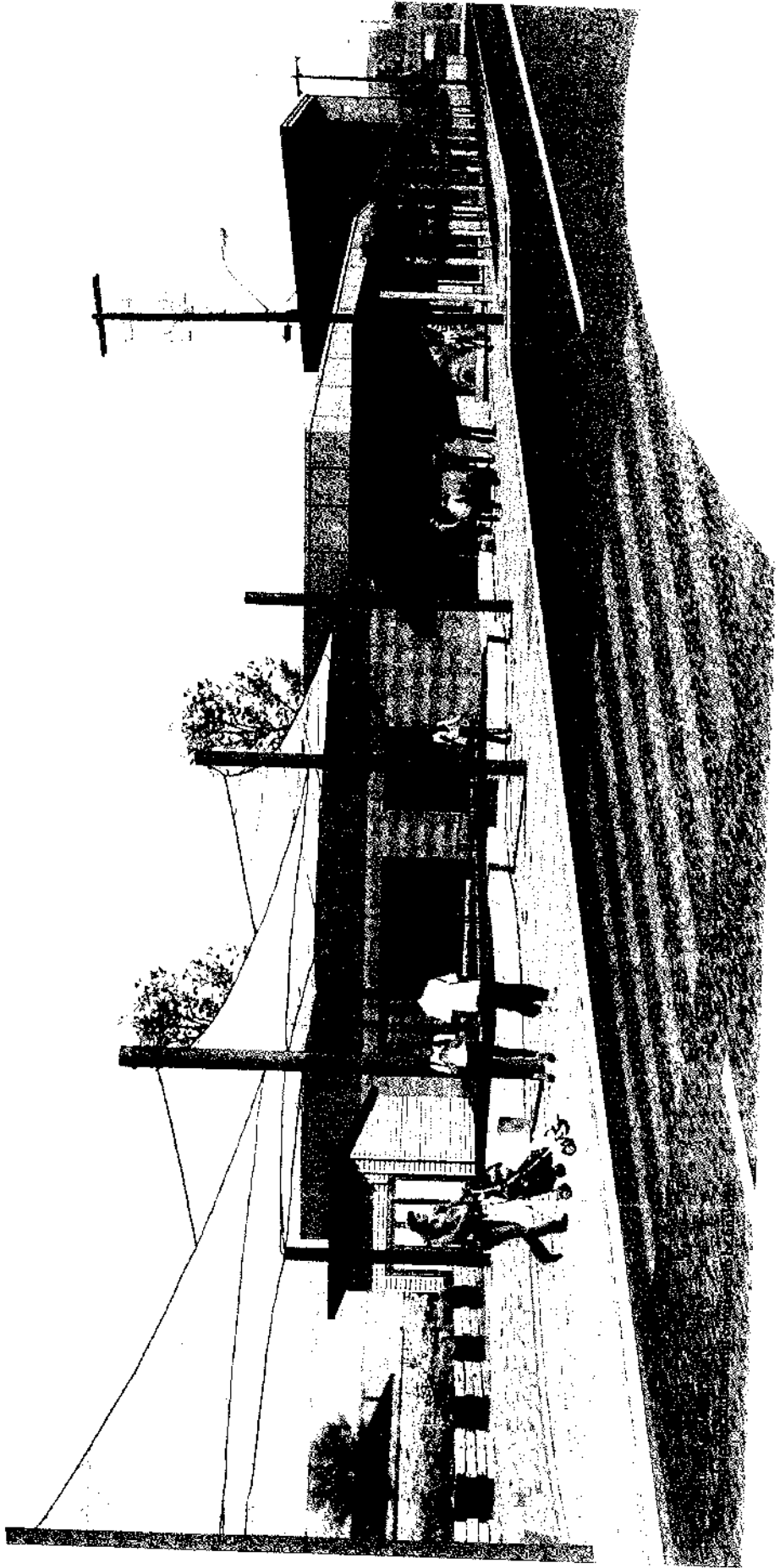
- Unit A - Shared Room (2 beds) Qty: 7
- Unit A1 - Shared Room (2 beds) adjoining door between rooms to accommodate large family Qty: 7
- Unit B - Single Rooms Qty: 4

**WOMAN'S SHELTER SECOND FLOOR PLAN**

KINDNESS: CREATED

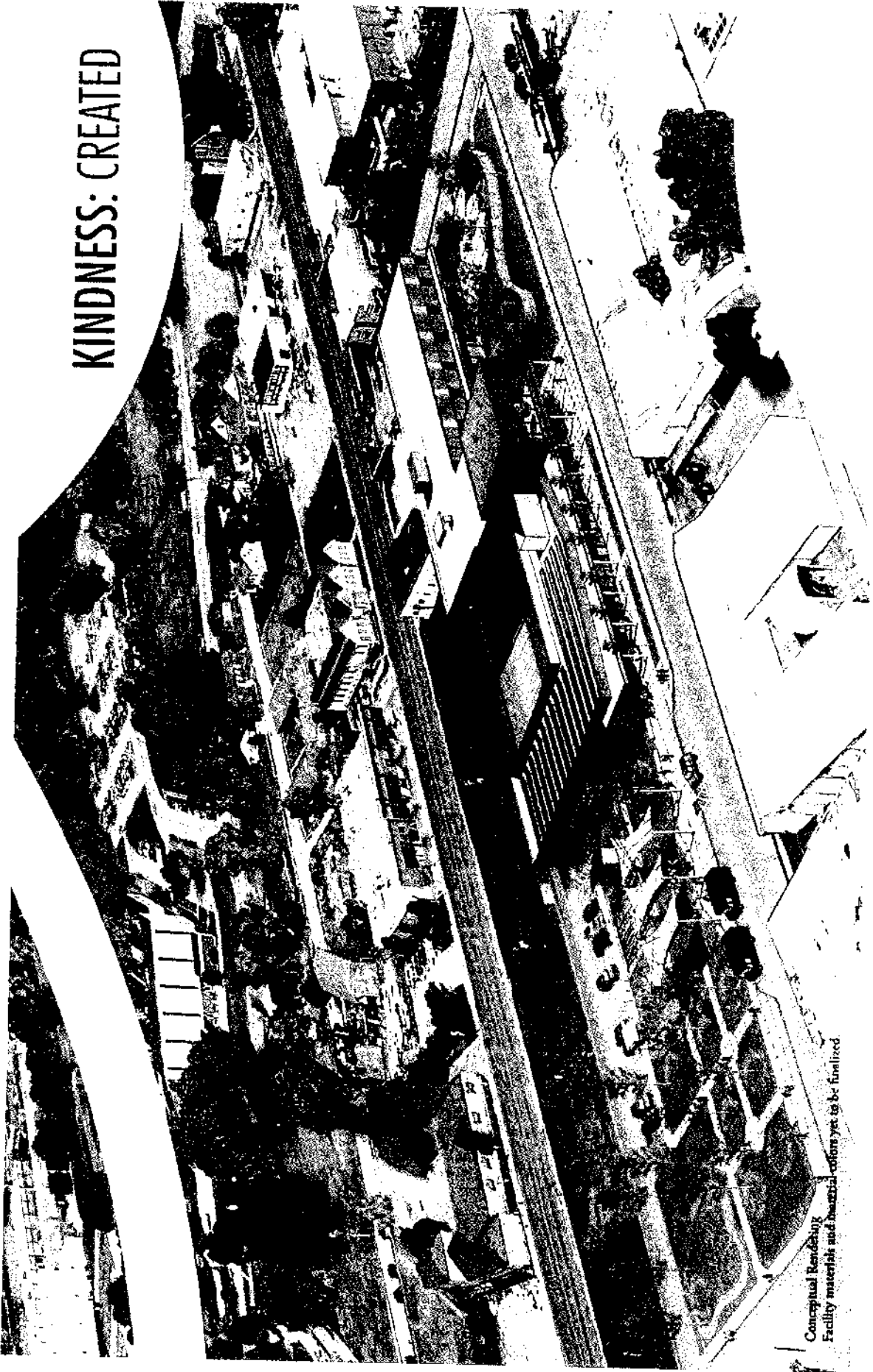


KINDNESS: CREATED



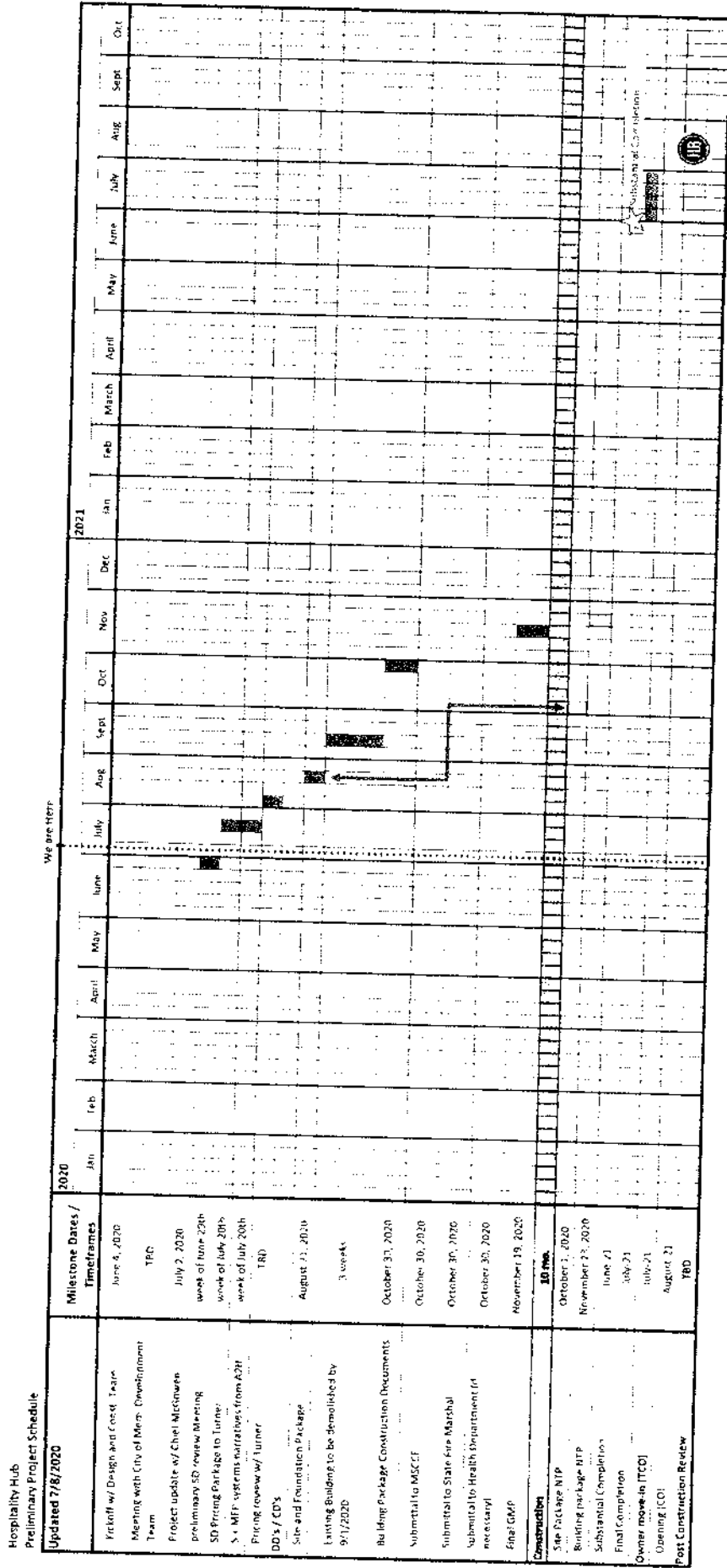


# KINDNESS: CREATED



Conceptual Rendering  
Facility materials and horizontal colors yet to be finalized

# SCHEDULE



## **A Resolution Authorizing a Pocket Park by extending the Temporary Partial Street Restriction of Mimosa Street at Highland Street for Twelve Months**

Whereas, on October 19, 2019, the Memphis City Council approved a resolution with same night minutes to create a Pocket Park by authorizing temporary partial street restriction of Mimosa Street and Highland Street for a six-month pilot period; and

Whereas, the creation of this park was a neighborhood-led pilot project that added a “pocket park” to the High Point Terrace neighborhood, adjacent to the Greenline, that provided a magnet for Memphians to gather and recreate, improve traffic problems, and increase safety; and

Whereas, while offering the neighborhood a nice, family-friendly amenity, the pocket park, installed on the pavement with street restrictions and a pavement mural, also came with the added benefit of decreased traffic due to the limited access from Highland Street, which served as a high-speed, cut-through into the neighborhood – making the area safe for the residents; and

Whereas, the Memphis Fire Division and Public Works Division have vetted and approved plans that allow emergency and sanitation vehicles unhindered access to the neighborhood; and

Whereas, this community-led effort secured approval of the street closure and pilot project among 75 percent of homeowners or renters at addresses in the right-of-way on Mimosa between Highland Street and High Point Terrace along Aurora Circle and Wilkinson Place, and raised the necessary funds for closure and pocket park installation; and

WHEREAS, the six-month pilot for this pocket park demonstrated ways community members can work together to create innovative approaches to engage with neighbors, deter crime, provide amenities for children, and continue practicing social distancing for the duration of the pandemic; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS CITY COUNCIL that approval be granted to extend the temporary restriction of Mimosa Avenue at Highland Street for twelve months as necessary to continue this community-led effort of a pocket park.

BE IT FURTHER RESOLVED and understood by the Council, Administration and High Point Terrace neighborhood leaders that no vehicle, stand, platform, park equipment etc., shall be placed in the 16ft emergency lane so as to block the passage of emergency vehicles, and the placement of such items shall be in compliance with the City's Fire Marshall regulations.

BE IT FURTHER RESOLVED and understood by the Council and Administration and the High Point Terrace neighborhood that a permanent, partial restriction must be approved by the Memphis City Council to extend this temporary partial restriction beyond the twelve-month period.

Sponsors:  
Ford Canale  
Jeff Warren

Patrice Robinson, CHAIRWOMAN

**WHEREAS**, upon occasion, the City Council approves the naming of specified public roads to honor those who have served this community, and the late **Reverend Dr. Steve Montgomery** is an impeccable example of such a stalwart pastor and progressive leader deserving of this City's recognition and gratitude; and

**WHEREAS**, he grew up in Richmond, Virginia, driven by a passion for social justice, **Rev. Dr. Steve Montgomery** obtained his Master of Divinity from the Yale Divinity School, later receiving a Doctorate of Ministry from Columbia Theological Seminary and was ordained in 1980; and

**WHEREAS**, a nationally and internationally respected minister and author, **Rev. Dr. Steve Montgomery** dedicated his life to respecting and protecting the basic human rights of people of all creeds, colors and national and sexual identities; and

**WHEREAS**, **Rev. Dr. Steve Montgomery** served as the pastor at Idlewild Presbyterian Church for over 19 years as he led the congregation and the community with gratitude, respect and courage; and

**WHEREAS**, the untimely passing of **Reverend Dr. Steve Montgomery** leaves a significant void in our community and left to celebrate his life and his legacy, he leaves behind his wife, Patti; his children, Sumita and Aaron (AJ); his sister, Deedee Murphy; two brothers, David Montgomery and Jim Montgomery, other loving family members and a grateful community; and

**WHEREAS**, the Memphis City Council extends sincere condolences and memorializes the loss of **Reverend Dr. Steve Montgomery**, a great Memphian, dedicated community leader and a true visionary who pursued his work in service to the all citizens of Memphis.

**NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF MEMPHIS, TENNESSEE** that Union Avenue between South Belvedere Blvd and South McLean Blvd in Memphis, Tennessee be designated and always remembered as

## **“Reverend Dr. Steve Montgomery Street”**

**BE IT FURTHER RESOLVED** that the City Engineer is requested to affix suitable signs so designating such public road.

ADOPTED: August 18, 2020



Ford Canale

Memphis City Councilmember

## **RESOLUTION OF THE MEMPHIS CITY COUNCIL IN OPPOSITION TO OPERATION LEGEND**

**WHEREAS**, on December 18, 2019, Attorney General William P. Barr announced the establishment of Operation Relentless Pursuit, an initiative aimed at combating violent crime in seven United States (U.S.) cities via a surge in federal resources, i.e., federal agents complemented by mission-critical equipment and technology; and

**WHEREAS**, the City of Memphis was one of the seven cities selected under Operation Relentless Pursuit to experience the surge in federal agents complemented by mission-critical equipment and technology; and

**WHEREAS**, on May 11, 2020, the U.S. Department of Justice announced an award of \$61M to support Operation Relentless Pursuit; and

**WHEREAS**, Fourteen days later, George Floyd, an unarmed African-American man, was murdered by law enforcement officers, triggering an international call for law enforcement reform on the local, state, and federal levels, alike; and

**WHEREAS**, present reform efforts overwhelmingly emphasize the need to improve relations between public safety officials and the general public, Operation Relentless Pursuit's surge of federal agents into communities, despite those agents' lack of history within said communities, creates outcomes that run counter to the progress sought by citizens seeking new solutions to long-standing law enforcement issues; and

**WHEREAS**, on July 8, 2020, Attorney General William P. Barr announced the establishment of Operation LeGend, an initiative aimed at combating violent crime in the same seven cities at the focus of Operation Relentless Pursuit, the City of Memphis included; and

**WHEREAS**, on August 4, 2020, the Memphis City Council voted to remove the question of residency from the November 2020 ballot, thereby furthering the stance that a key component to law enforcement reform involves residency policies that require public safety officials to live within the area that they are tasked with protecting and serving; and

**WHEREAS**, despite the motivations of Operation LeGend, the Memphis City Council believes it reasonable to question whether the appropriate response to citizens' pleas to (1) accomplish local law enforcement reform via (2) improved relations with public safety officials, should be thwarted by an outside police presence, namely one that lacks transparency, and operates outside of the sole control of the City of Memphis Division of Police Services; and

**WHEREAS**, with reform in mind, the Memphis City Council stands firm in its belief that the continued militarization of local law enforcement is counterproductive to the long-term goal of improved community relations, and thus, improved community outcomes.

**NOW THEREFORE BE IT FURTHER RESOLVED**, the Memphis City Council is in opposition to Operation LeGend.

**BE IT FURTHER RESOLVED**, the Memphis City Council urges the Administration to decline to allow federal agents into the City of Memphis to police our fellow neighbors, friends, and families.

**Sponsor:**  
Councilwoman Michalyn Easter-Thomas