

Resolution to amend the Council FY22 grant allocations

WHEREAS, the FY22 Operating Budget included \$2.6 million in funding the Council’s Grants Program with an equal apportionment to the thirteen (13) Council members in the amount of \$200,000; and

WHEREAS, the Memphis City Council reviewed the applications and allowed presentations by the prospective organizations wherein members were able to select individual grant award amounts to the organizations that successfully completed the application process; and

WHEREAS, members of the Council were afforded the opportunity to designate their full FY22 \$200,000 allotment during the passage of the budget or hold a portion of their allotment in abeyance with further consideration and distribution of their remaining funds to be decided by resolution at a later date.

NOW, THEREFORE, BE IT RESOLVED by the Memphis City Council that the following request for disbursements of the remaining funds for be approved as follows:

ORGANIZATION NAME	AMOUNT
Lugenia Jeter Foundation	\$2,500
TOTAL	\$2,500

Sponsor:

Edmund Ford, Sr.

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NOW, THEREFORE, BE IT RESOLVED by the Memphis City Council that the following request for disbursements of the remaining funds for be approved as follows:

ORGANIZATION NAME	AMOUNT
Center for Transforming Communities	\$1,500
Heartfelt Moments	\$1,000
Taylor Ministries Inc.	\$1,500

Sponsor: Michalyn Easter-Thomas

Chair: Jamita Swearengen

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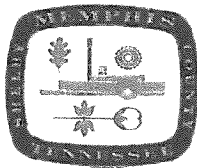
WHEREAS, members of the Council were afforded the opportunity to designate their full FY22 \$200,000 allotment during the passage of the budget or hold a portion of their allotment in abeyance with further consideration and distribution of their remaining funds to be decided by resolution at a later date.

NOW, THEREFORE, BE IT RESOLVED by the Memphis City Council that the following request for disbursements of the remaining funds for be approved as follows:

ORGANIZATION NAME	AMOUNT
Cathedral of Praise A New Beginning Community Organization, Inc.	\$10,000

Sponsor: Cheyenne Johnson

Chair: Jamita Swearengen



Memphis City Council Summary Sheet

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

Resolution authorizing the issuance, sale and delivery of not to exceed \$22,000,000 aggregate principal amount of General Improvement Refunding Bonds, Series 2022A.

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

The Finance Division is the initiating party.

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

This resolution does not constitute a change to an existing ordinance or resolution.

4. State whether this will impact specific council districts or super districts.

This resolution will not impact specific council districts or super districts.

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

This resolution does not require a new contract, nor does it amend an existing contract.

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

The resolution requires an expenditure of bond proceeds and an amendment to the Debt Service Fund's budget.

7. If applicable, please list the MWBE goal and any additional information needed

THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE

AUTHORIZING BOND RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF NOT TO EXCEED TWENTY-TWO MILLION DOLLARS (\$22,000,000) AGGREGATE PRINCIPAL AMOUNT OF CITY OF MEMPHIS, TENNESSEE, GENERAL IMPROVEMENT REFUNDING BONDS, SERIES 2022A; FOR THE PURPOSE OF CURRENTLY REFUNDING CERTAIN GENERAL OBLIGATION DEBT OF THE CITY; MAKING PROVISIONS FOR THE RAISING ANNUALLY BY THE CITY OF A SUM SUFFICIENT TO PAY, AS THE SAME SHALL BECOME DUE, THE PRINCIPAL OF AND PREMIUM, IF ANY, AND INTEREST ON SUCH BONDS; 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 AND REGISTRATION AGENT FOR SUCH BONDS; AUTHORIZING AND PROVIDING FOR THE COMPETITIVE SALE OF SUCH BONDS; APPROVING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT RELATING TO THE ISSUANCE AND SALE OF SUCH BONDS AND APPROVING THE FORM THEREOF; AUTHORIZING AND APPROVING AN OFFICIAL STATEMENT RELATING TO THE ISSUANCE AND SALE OF SUCH BONDS AND APPROVING THE FORM THEREOF; AUTHORIZING THE EXECUTION AND DELIVERY OF A REFUNDING TRUST AGREEMENT AND APPOINTING THE REFUNDING TRUSTEE THEREUNDER; AND AUTHORIZING CERTAIN OTHER MATTERS WITH RESPECT TO THE ISSUANCE AND SALE OF SAID BONDS.

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

SECTION 1. Findings and Determinations.

(a) The Council of the City of Memphis, Tennessee (the "Council") on March 3, 2009, and on January 18, 2011, adopted initial resolutions authorizing the issuance of general obligation bonds of the City of Memphis, Tennessee (the "City"), in the maximum principal amounts of One Hundred Fifty Million Dollars (\$150,000,000) and Eighty Million Dollars (\$80,000,000), respectively, as further described therein (together, the "Initial Resolution").

(b) Pursuant to the Initial Resolution and a resolution adopted by the Council on March 6, 2012 (the "Authorizing Resolution"), the City issued its Ninety-Three Million Five Hundred Ninety-Five Thousand Dollars (\$93,595,000) General Improvement and Refunding Bonds, Series 2012A (the "Refunded Bonds"), for the purposes of (i) refunding the City's (A) General Improvement Bonds, Series 2004 (the "2004 Bonds"), and (B) General Improvement Bonds,

Series 2006A (the “2006A Bonds”), (ii) financing various public works projects of the City, and (iii) providing for the payment of the costs of issuance related to the Refunded Bonds. The Refunded Bonds are currently outstanding in the principal amount of Nineteen Million Two Hundred Thousand Dollars (\$19,200,000).

(c) The 2004 Bonds were issued for the purpose of (i) providing for the financing the costs of public works project in the City and (ii) providing for the payment of the costs of issuance related to the 2004 Bonds. The 2006A Bonds were issued for the purposes of (i) providing for the refunding and payment, at maturity, of the principal of certain of the City’s outstanding bond anticipation notes and (ii) providing for the payment of the costs of issuance related to the 2006A Bonds.

(d) The City deems it to be in its best interests to provide at this time, by adoption of this resolution, for the issuance of general obligation refunding bonds of the City to currently refund all or portion of the City’s outstanding Refunded Bonds.

(e) The City has submitted its plan of refunding of the Refunded Bonds to the Office of State and Local Finance as required by Section 9-21-903 of the Tennessee Code Annotated, as amended (“T.C.A.”) and that Office’s report thereon has been presented to this Council and considered in adopting this resolution.

SECTION 2. Approval and Authorization of Series 2022A Bonds. There is hereby authorized to be issued, sold and delivered under the Initial Resolution and this Resolution, one or more series of general obligation refunding bonds of the City in the maximum aggregate principal amount of not to exceed Twenty-Two Million Dollars (\$22,000,000) to be designated “City of Memphis, Tennessee General Improvement Refunding Bonds, Series 2022A” (the “Series 2022A Bonds”) for the purposes of (a) funding an escrow account in an amount sufficient, together with other funds of the City to be deposited, to pay principal and interest, when due, on the Refunded Bonds; and (b) paying certain costs of issuance on the Series 2022A Bonds.

SECTION 3. Certain Details of the Series 2022A Bonds. The Series 2022A Bonds, or such portion thereof as shall be determined by the Chief Financial Officer of the City (the “Chief Financial Officer”), shall be sold at one time or from time to time on a date or dates to be selected by the Chief Financial Officer. The Series 2022A Bonds of each series shall be numbered from R-1 upwards in order of issuance. The Series 2022A Bonds shall be dated as of a date to be determined by the Chief Financial Officer, shall be issued in the denomination of \$5,000 each or any integral multiple thereof, and shall bear interest payable initially and semiannually thereafter in each year on the dates and at the rates per annum, not to exceed 6% per annum, to be determined by the Chief Financial Officer. The Series 2022A Bonds shall mature in serial or term forms not later than the end of the 30th fiscal year of the City following the fiscal year of the City in which the Series 2022A Bonds are issued, on the maturity dates and in the amounts to be determined by the Chief Financial Officer.

The Series 2022A Bonds shall be issued only in fully registered form without coupons. One Series 2022A Bond representing each maturity 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 2022A Bonds, and each such Series 2022A Bond shall be

immobilized in the custody of DTC. DTC will act as securities depository for the Series 2022A Bonds. Individual purchases will be made in book-entry only form. Purchasers will not receive physical delivery of certificates representing their interest in the Series 2022A Bonds except as provided by Section 4 hereof.

Unless the City agrees otherwise, so long as DTC or its nominee is the registered owner of the Series 2022A Bonds as such securities depository, payments of principal, premium, if any, and interest payments on the Series 2022A Bonds will be made by the City through the Paying and Registration Agent named below, by wire transfer to DTC or its nominee, Cede & Co., as registered owner of the Series 2022A Bonds, which will in turn remit such payments to the DTC participants for subsequent disbursement to the beneficial owners of the Series 2022A Bonds. Transfer of principal, premium, if any, and interest payments to DTC participants will be the responsibility of DTC. Transfers of such payments to beneficial owners of the Series 2022A 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 2022A Bonds will be accomplished by book entries made by DTC and, in turn, by the DTC participants who act on behalf of the indirect participants of DTC and the beneficial owners of the Series 2022A Bonds.

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 of the Series 2022A Bonds.

Regions Bank is hereby appointed as paying agent and as registration agent for the Series 2022A Bonds (the "Paying and Registration Agent").

SECTION 4. Procedure in the Event of Revision of Book-Entry Transfer System; Replacement Bonds. The City shall issue Series 2022A Bond certificates (the "Replacement Bonds") directly to the beneficial owners of the Series 2022A 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 2022A Bonds at any time by giving notice to the City and discharging its responsibilities; or

(b) the City discontinues use of DTC (or substitute depository or its successor) at any time upon determination by the City that the use of DTC (or substitute depository or its successor) is no longer in the best interests of the City and the beneficial owners of the Series 2022A Bonds, subject to applicable procedures of DTC. The City and the Paying and Registration Agent may rely upon information provided by DTC, DTC participants or other nominees of beneficial owners, or beneficial owners with respect to the names, addresses and amounts owned by the beneficial owners and other information supplied by them for the purpose of delivering the Replacement Bonds.

Upon occurrence of the events described in either (a) or (b) above, the City shall attempt to locate another qualified securities depository. If the City fails to locate another qualified securities depository to replace DTC, the City shall execute and deliver Replacement Bonds in substantially the form set forth in Section 11 hereof. Such Replacement Bonds shall bear thereon a certificate of authentication in the form set forth in Section 11 hereof executed manually, by

facsimile, or by electronic means by an authorized officer of the Paying and Registration Agent as registration agent for the City. Only such Series 2022A Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this resolution and no Series 2022A 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 Series 2022A Bond executed on behalf of the City shall be conclusive evidence that the Series 2022A Bond so authenticated has been duly authenticated and delivered under this resolution and that the registered owner of such Series 2022A Bond is entitled to the benefits and security of this resolution.

Prior to the execution and delivery of Replacement Bonds, the City shall notify the beneficial owners of the Series 2022A Bonds by mailing an appropriate notice to DTC. Principal of and interest on the Replacement Bonds shall be payable by check or draft mailed to each registered owner of such Replacement Bonds at the address of such owner as it appears in the books of registry maintained by the Paying and Registration Agent. Replacement Bonds will be transferable only by presentation and surrender to the Paying and Registration Agent, together with an assignment duly executed by the registered owner of the Replacement Bond or by such owner's representative in form satisfactory to the Paying and Registration Agent and containing information required by the Paying and Registration Agent in order to effect such transfer.

The City may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to an exchange or transfer of a Series 2022A Bond and may charge the person requesting such exchange or transfer a sum or sums which shall be paid as a condition precedent to the exercise of the privilege of making such exchange or transfer.

SECTION 5. Redemption. Any or all of the Series 2022A Bonds (or portions thereof in installments of \$5,000) may be subject to redemption at the option of the City and, in the case of term Series 2022A Bonds, be subject to mandatory sinking fund redemption, prior to their stated maturities, in whole at any time or in part from time to time; provided, however, that subject to the next proviso, the initial optional redemption date for Series 2022A Bonds shall be no later than April 1, 2032, approximately ten (10) years after the estimated date of delivery thereof and payment therefor; provided further, however, that any Series 2022A Bond also may be made non-redeemable prior to maturity. The redemption provisions for the Series 2022A Bonds, if any, shall be finally determined by the Chief Financial Officer.

If any Series 2022A Bond (or any portion of the principal amount thereof in installments of \$5,000) shall be called for redemption, notice of the redemption thereof, specifying the date, number and maturity of such Series 2022A Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption, and if less than the entire principal amount of such Series 2022A Bond is to be redeemed, that such Series 2022A Bond must be surrendered in exchange for the principal amount thereof to be redeemed and a new Series 2022A Bond or Series 2022A Bonds will be issued equaling in principal amount that portion of the principal amount thereof not to be redeemed, shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption by first class mail, postage prepaid, to the registered owner of such Series 2022A Bond at such owner's address as it appears on the books of registry kept by the Paying and Registration Agent as of the close of business on the

forty-fifth (45th) day preceding the date fixed for 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 Paying and Registration Agent to affected registered owners of Series 2022A Bonds 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.

If notice of the redemption of any Series 2022A Bond shall have been given as aforesaid, and payment of the principal amount of such Series 2022A 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 2022A Bond shall cease to accrue from and after the date so specified for redemption thereof. The failure of any registered owner to receive any such mailed notice shall not affect the sufficiency or validity of the proceedings for the redemption of the related Series 2022A Bonds.

Notwithstanding the foregoing, so long as the Series 2022A Bonds are registered in the name of DTC or its nominee for purchase in book-entry only form, (i) any notice of redemption or of rescission of conditional notice of redemption will be given only to DTC or its nominee, (ii) notice of redemption given to DTC or its nominee may be given at such time and in such manner as is required by the operational procedures of DTC or its nominee, (iii) the selection of beneficial ownership interests in the Series 2022A Bonds to be redeemed within a maturity may be determined in accordance with such procedures, and (iv) the City shall not be responsible for providing any beneficial owner of the Series 2022A Bonds with any such notice.

The Series 2022A Bonds may be made subject to purchase in lieu of redemption as determined by the Chief Financial Officer.

SECTION 6. Security. The full faith and credit and unlimited taxing power of the City as to all taxable property in the City are hereby pledged to the punctual payment of the principal of and interest on the Series 2022A Bonds. In accordance with the provisions of the Tennessee Code Annotated (“T.C.A.”) Section 9-21-215, it is hereby recited that adequate provision will be made for raising annually by tax upon all property subject to taxation by the City of a sum sufficient to pay the interest on and principal of the Series 2022A Bonds as the same shall become due. The City hereby agrees that a tax sufficient to pay when due such principal and such interest shall be levied annually and assessed, collected and paid in like manner with the other taxes of the City and shall be in addition to all other taxes authorized or limited by law. This resolution shall be deemed to be the tax resolution required to be adopted in respect of the Series 2022A Bonds under T.C.A. Section 9-21-215. It is the duty of the Council to include in the annual levy a tax sufficient to pay the principal of and interest on the Series 2022A Bonds as the same become due. If any part of the principal of or interest on any of the Series 2022A Bonds are not paid when due, there shall be levied and assessed by the Council and collected by the proper collecting officers at the first assessment, levy and collection of taxes in the City after such omission or failure, a tax sufficient to pay the same.

SECTION 7. Execution and Authentication of Series 2022A Bonds. The Series 2022A Bonds shall be executed on behalf of the City with the manual, facsimile or electronic signatures of the Mayor of the City and of the Comptroller of the City (to the extent allowable by law) and shall have impressed or imprinted thereon or affixed thereto, by manual, facsimile or electronic means (to the extent allowable by law), the official seal of the City. In the case of any officer of the City whose signature (which may be manual, facsimile or electronic, to the extent allowable by law) shall appear on the Series 2022A Bonds shall cease to be such officer before the delivery of such Series 2022A Bonds, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Series 2022A Bonds shall bear thereon a certificate of authentication in the form set forth in Section 11 hereof executed manually, by facsimile, or by electronic means (to the extent allowable by law) by an authorized officer of the Paying and Registration Agent. No Series 2022A 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.

SECTION 8. Payment of Series 2022A Bonds; Books of Registry; Exchanges and Transfers of Series 2022A Bonds.

(a) Payment of the Series 2022A Bonds.

(i) At any time during which the Series 2022A Bonds shall be in fully registered form, the interest on the Series 2022A Bonds shall be payable by wire transfer or by check or draft mailed by the Paying and Registration Agent to the registered owners of the Series 2022A Bonds at their addresses as the same appear on the books of registry as of a record date determined by the Chief Financial Officer, and the principal of and premium, if any, on the Series 2022A Bonds shall be payable at the principal office of the Paying and Registration Agent or any other office of the Paying and Registration Agent designated for such purpose; provided, however that at any time during which the Series 2022A Bonds shall be in book-entry only form, the principal of and premium, if any, and interest on the Series 2022A Bonds shall be payable in accordance with the provisions of Section 3 hereof.

(ii) The principal of and premium, if any, and interest on the Series 2022A Bonds shall be payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

(b) Books of Registry; Exchanges and Transfers of Series 2022A Bonds.

(i) At all times during which any Series 2022A Bond remains outstanding and unpaid, the Paying and Registration Agent shall keep, or cause to be kept, at its principal office or any other office of the Paying and Registration Agent designated for such purpose, books of registry for the registration, exchange and transfer of the Series 2022A Bonds. Upon presentation at the principal office of the Paying and Registration Agent or any other office of the Paying and Registration Agent designated for such purpose, the Paying and Registration Agent, under such reasonable regulations as it may prescribe, shall register, exchange, transfer, or cause to be registered, exchanged or transferred, on the books of registry the Series 2022A Bonds as herein set forth.

(ii) Any Series 2022A Bond may be exchanged for a like aggregate principal amount of such Series 2022A Bonds in authorized principal amounts of the same interest rate and maturity.

(iii) Any Series 2022A Bond may, in accordance with its terms, be transferred upon the books of registry by the person in whose name it is registered, in person or by his duly authorized agent, upon surrender of such Series 2022A Bond to the Paying and Registration Agent for cancellation, accompanied by a written instrument of transfer duly executed by the registered owner in person or his duly authorized agent, in form satisfactory to the Paying and Registration Agent.

(iv) All transfers or exchanges pursuant to this Section 8(b) shall be made without expense to the registered owner of such Series 2022A Bond, except as otherwise herein provided, and except that the Paying and Registration Agent shall require the payment of the registered owner of the Series 2022A Bond requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange. All Series 2022A Bonds surrendered pursuant to this Section 8(b) shall be canceled.

SECTION 9. CUSIP Identification Numbers. CUSIP identification numbers may be printed on the Series 2022A Bonds, but neither the failure to print any such number on any Series 2022A Bond, nor any error or omission with respect thereto, shall constitute cause for failure or refusal by the purchaser of the Series 2022A Bonds to accept delivery of and pay for the Series 2022A Bonds in accordance with the terms of its proposal to purchase the Series 2022A Bonds. No such number shall constitute or be deemed to be a part of any of the Series 2022A Bonds or a part of the contract evidenced thereby, and no liability shall attach to the City or any of its officers or agents because of or on account of any such number or any use made thereof.

SECTION 10. Tax Covenant. The City covenants and agrees to comply with the provisions of Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations promulgated thereunder or otherwise applicable thereto, in each case whether prospective or retroactive, that must be satisfied in order that interest on the Series 2022A Bonds shall be and continue to be excluded from gross income for federal income tax purposes under said Sections 103 and 141 through 150.

SECTION 11. Form of Series 2022A Bonds. The Series 2022A Bonds shall be in substantially the form set forth below with such necessary or appropriate variations, omissions and insertions as are incidental to their series, numbers, interest rates and maturities or as are otherwise permitted or required by law or this resolution:

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF DTC TO THE PAYING AND REGISTRATION AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR SUCH OTHER NAME AS REQUIRED BY AN AUTHORIZED REPRESENTATIVE OF DTC AND ANY PAYMENT IS MADE TO CEDE & CO., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSONS IS WRONGFUL SINCE THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

REGISTERED

No. R-___

REGISTERED

\$ _____

UNITED STATES OF AMERICA
STATE OF TENNESSEE
CITY OF MEMPHIS
GENERAL IMPROVEMENT REFUNDING BONDS,
SERIES 2022A

INTEREST RATE	DATED DATE	MATURITY DATE	CUSIP
	_____, 2022	_____, 20__	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The City of Memphis, Tennessee (hereinafter referred to as the "City"), for value received, hereby promises to pay the Registered Owner (named above), or registered assigns, on the Maturity Date (specified above), [unless this Bond is subject to redemption prior to maturity and shall have been called for previous redemption and payment of the redemption price shall have been duly made or provided for], the Principal Amount (specified above), and to pay interest on such Principal Amount semiannually on each _____ and _____ thereafter until the payment of such Principal Amount at the Interest Rate (specified above) per annum, calculated on the basis of a [30-day month and a 360-day] year, by wire transfer or by check or draft mailed by the Paying and Registration Agent hereinafter mentioned to the Registered Owner in whose name this Bond is registered on the books of registry kept and maintained by the Paying and Registration Agent as of the close of business on the fifteenth (15th) day of the calendar month preceding the month in which interest is payable to the address of the Registered Owner as it appears on such books of registry.

The principal of and premium, if any, on this Bond are payable upon presentation and surrender hereof to Regions Bank (the "Paying and Registration Agent") or such other office of the Paying and Registration Agent as may be designated for such purpose. The principal of and premium, if any, and interest on this Bond are payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

This Bond is one of a duly authorized series of 2022A Bonds (herein referred to as the “Series 2022A Bonds”) of the aggregate principal amount of [twenty-two million dollars (\$22,000,000)] of like date and tenor herewith, except for number, denomination, interest rate, maturity and redemption provisions, and is issued for the purpose of (a) funding an escrow account in an amount sufficient, together with other funds of the City to be deposited, [to pay principal and interest, when due, on the Refunded Bonds]; and (b) paying certain costs of issuance on the Series 2022A Bonds under and pursuant to and in full compliance with the Constitution and statutes of the State of Tennessee, including Title 9, Chapter 21, *et seq.*, of the Tennessee Code Annotated, and pursuant to resolution duly adopted by the Council of the City on [April 5, 2022].

[The Series 2022A Bonds maturing on or before _____ shall not be subject to redemption prior to maturity. The Series 2022A Bonds maturing on and after _____ (or portions thereof in authorized denominations) are subject to optional redemption by the City on and after _____, in whole or in part at any time in such order as determined by the City and by lot within a maturity (if less than a full maturity is to be redeemed,)] [at a redemption price equal to the principal amount of the Series 2022A Bonds or portion thereof to be redeemed, together with the interest accrued on such principal amount to the date fixed for redemption.] [at the prices and dates set forth below, in each case together with the interest accrued on the principal amount of the Series 2022A Bonds or portion thereof to be redeemed:]

[insert other applicable redemption provisions, if any]

[If this Series 2022A Bond or any portion of the principal amount hereof shall be called for redemption, notice of the redemption hereof, specifying the date and number of this Series 2022A Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption, and if less than the entire principal amount of this Series 2022A Bond is to be redeemed, that this Series 2022A Bond must be surrendered in exchange for the principal amount hereof to be redeemed and the issuance of a new Series 2022A Bond equaling in principal amount that portion of the principal amount hereof not redeemed, shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption by first class mail, postage prepaid, to the Registered Owner of this Series 2022A Bond at such owner’s address as it appears on the books of registry kept by the Paying and Registration Agent as of the close of business on the forty-fifth (45th) day preceding the date fixed for redemption; provided, however, that any notice of redemption may state that it is conditional 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 Paying and Registration Agent to affected registered owners of Series 2022A Bonds 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. If notice of redemption shall have been given as aforesaid, and payment of the principal amount of this Series 2022A Bond (or portion of the principal amount hereof to be redeemed) and of the accrued interest and premium, if any, payable upon such redemption shall have been made or provided for, interest hereon shall cease to accrue from and after the date so specified for the redemption hereof. The failure of the

Registered Owner to receive any such mailed notice shall not affect the sufficiency or validity of proceedings for the redemption of this Series 2022A Bond.]

Notwithstanding the foregoing, so long as the Series 2022A Bonds are registered in the name of a securities depository for purchase in book-entry only form, (i) any notice of redemption or of rescission of conditional notice of redemption will be given only to the securities depository or its nominee, notice of redemption given to the securities depository may be given at such time and in such manner as is required by their operational procedures, (ii) the selection of beneficial ownership interests in the Series 2022A Bonds to be redeemed within a maturity may be determined in accordance with such procedures, and (iii) the County shall not be responsible for providing any beneficial owner of the Series 2022A Bonds with any such notice.

[Insert provisions for purchase in lieu of redemption, if any.]

Subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Series 2022A Bonds, this Series 2022A Bond may be exchanged at the principal office of the Paying and Registration Agent, or such other office of the Paying and Registration Agent as may be designated for such purpose for a like aggregate principal amount of Series 2022A Bonds of other authorized principal amounts and of the issue of which this Series 2022A Bond is one. This Series 2022A Bond is transferable by the Registered Owner hereof, in person or by their attorney duly authorized in writing, at the office of the Paying and Registration Agent but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Series 2022A Bonds of the issue of which this Series 2022A Bond is one, and upon the surrender hereof for cancellation. Upon such transfer, a new Series 2022A Bond or Series 2022A Bonds of authorized denominations and of the same aggregate principal amount of the series of which this Series 2022A Bond is one will be issued to the transferee in exchange herefor.

The full faith, credit and unlimited taxing power of the City as to all taxable property in the City are hereby irrevocably pledged to the punctual payment of the principal of and interest on this Series 2022A Bond as the same become due. In the resolution hereinabove referred to adopted on [April 5, 2022], it is recited that adequate provision will be made for raising annually by tax upon all property subject to taxation by the City of a sum sufficient to pay the interest on and principal of this Series 2022A Bond as the same shall become due.

This Series 2022A Bond shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Paying and Registration Agent.

It is hereby certified, recited and declared that all acts, conditions and things required to have happened, to exist and to have been performed precedent to and in the issuance of this Series 2022A Bond and the series of which it is one, do exist, have happened and have been performed in regular and due time, form and manner as required by law, and that this Series 2022A Bond and the Series 2022A Bonds of the series of which this Series 2022A Bond is one do not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the City of Memphis, by its Council, has caused this Series 2022A Bond to be executed by the manual, facsimile or electronic signature of its Mayor; the seal of the City or a facsimile or electronic thereof to be impressed or imprinted hereon or affixed hereto, attested by the manual, facsimile or electronic signature of the Comptroller; and this Bond to be dated as of the Dated Date set forth above.

CITY OF MEMPHIS, TENNESSEE

Attest:

[SEAL]

MAYOR

CITY COMPTROLLER

Dated: _____

[Page break]

Certificate of Authentication

This Bond is one of the Bonds described in the within mentioned Resolution.

As Bond Paying and Registration Agent

By: _____
Authorized Officer

Date of Authentication: _____

(FORM OF ASSIGNMENT)

For value received, _____ hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY
OR OTHER TAX IDENTIFYING NUMBER
OF ASSIGNEE:

the within mentioned Bond and hereby irrevocably constitutes and appoints _____, attorney, to transfer the same on the books of registry of the County kept at the principal office of the Paying and Registration Agent with full power of substitution in the premises.

Dated: _____

Registered Owner

Signature Guaranteed: _____

NOTE: The signature to this assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration, enlargement or any change whatsoever.

SECTION 12. Sale of Series 2022A Bonds; Continuing Disclosure. The Series 2022A Bonds shall be sold at public sale on a date to be selected by the Chief Financial Officer and at a price of not less than ninety-eight percent (98%) of the principal amount of the Series 2022A Bonds. The Chief Financial Officer is hereby authorized to publish and distribute a Notice of Sale for the Series 2022A Bonds, substantially in the form previously delivered to the Council, with such changes as shall be approved by the Chief Financial Officer, upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) and the City's Co-Financial Advisors, which approval shall be conclusively evidenced by its publication and distribution, as applicable. The Chief Financial Officer is also hereby authorized to distribute to purchasers of and investors in the Series 2022A Bonds a Preliminary Official Statement of the City relating to the Series 2022A Bonds (the "Preliminary Official Statement"), substantially in the form previously delivered to the Council, with such changes as shall be approved by the Chief Financial Officer, upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) and the City's Co-Financial Advisors, which approval shall be conclusively evidenced by its publication and distribution, as applicable. As so changed, the Preliminary Official Statement may recite, or the Chief Financial Officer may separately certify, that it is in a form which is "deemed final" as of its date as described in, and with such omissions as are permitted by, Rule 15c2-12(b)(1) of the United States Securities and Exchange Commission (the "SEC"), but is subject to revision, amendment and completion of a final Official Statement as defined in Rule 15c2-12(e)(3) of the SEC, and the Chief Financial

Officer is authorized to separately so certify. The Chief Financial Officer also is hereby authorized to prepare or cause to be prepared, and distribute or cause to be distributed, and the Mayor or Chief Financial Officer is hereby authorized to execute, an Official Statement, relating to the Series 2022A Bonds (the "Official Statement") in substantially the form of the Preliminary Official Statement as so modified, after the same has been completed by the insertion of the maturities, interest rates, and other details of the Series 2022A Bonds and by making such other insertions, changes or corrections as the Chief Financial Officer, based on the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) and the City's Co-Financial Advisors, deem necessary or appropriate, such approval to be conclusively evidenced by the execution thereof; and the Council hereby authorizes the Preliminary Official Statement and the Official Statement and the information contained therein to be used by the initial purchasers in connection with the sale of the Series 2022A Bonds.

A Continuing Disclosure Agreement between the City and Digital Assurance Disclosure, L.L.C., as disclosure dissemination agent ("DAC"), substantially in the form described in the Preliminary Official Statement (as the same may be amended pursuant to the terms thereof, the "Continuing Disclosure Agreement"), is hereby authorized to be executed and delivered by the Mayor, upon consultation with the Chief Financial Officer. The form of the Continuing Disclosure Agreement as executed and delivered may include such changes as shall be approved by such officers, upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel), which approval shall be conclusively evidenced by the execution thereof.

Upon termination of DAC's services as disclosure dissemination agent under the Continuing Disclosure Agreement, the City agrees to appoint a successor disclosure dissemination agent under a successor continuing disclosure agreement, the execution and delivery of which by the Mayor, upon consultation with the Chief Financial Officer and advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel), is hereby authorized, to assume substantially the same responsibilities or, alternately, agrees to assume all disclosure responsibilities of DAC or the entity then serving as disclosure dissemination agent under such Continuing Disclosure Agreement. For purposes of the next paragraph, any such successor agreement or assumption of responsibilities by the City also shall be deemed to be a "Continuing Disclosure Agreement."

The City covenants with the holders from time to time of the Series 2022A Bonds that it will, and hereby authorizes the appropriate officers and employees of the City to take all action necessary or appropriate to, comply with and carry out all of the provisions of the Continuing Disclosure Agreement as amended from time to time. Notwithstanding any other provision of this resolution, failure of the City to perform in accordance with the Continuing Disclosure Agreement shall not constitute a default under this resolution and the Continuing Disclosure Agreement may be enforced only as provided therein.

SECTION 13. Refunding Trust Agreement; Appointment of Refunding Trustee; Authorization of Purchase of Securities; Redemption of the Refunded Bonds.

(a) The form of the Refunding Trust Agreement (the "Refunding Trust Agreement"), and the terms, conditions, and provisions thereof, are hereby approved, ratified and confirmed by

the Council, and the Mayor is hereby authorized and directed to execute and deliver the Refunding Trust Agreement in such form, together with such changes as shall be approved by the Mayor, upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) and the City's Co-Financial Advisors, such approval to be conclusively evidenced by the execution thereof. There shall be transferred to the Refunding Trustee designated below from the City's debt service fund, such amounts, if any, as shall be determined by the Chief Financial Officer, on credit to such fund attributable to the Refunded Bonds for deposit into the Refunding Trust Fund created and established under the applicable Refunding Trust Agreement (the "Refunding Trust Fund").

(b) Regions Bank, Nashville, Tennessee, is hereby appointed as the refunding trustee under the Refunding Trust Agreement (the "Refunding Trustee").

(c) The Refunding Trustee is hereby authorized to purchase from moneys deposited in the Refunding Trust Fund direct obligations of, or obligations the principal of and interest on which are guaranteed by, the United States or obligations of any agency or instrumentality of the United States as referred to in the Refunding Trust Agreement. Such securities so purchased shall be held by the Refunding Trustee under and in accordance with provisions of the Refunding Trust Agreement. The Chief Financial Officer is hereby authorized to execute, on behalf of the City, any instruments required to be executed on behalf of the City in connection with investments contemplated by the Refunding Trust Agreement.

(d) The Refunded Bonds shall be redeemed on a date or dates to be selected by the Chief Financial Officer, but in no event shall the Refunded Bonds be redeemed on any date that is more than ninety (90) days following the issuance and sale of the Series 2022A Bonds.

SECTION 14. Application of Proceeds of Sale of Series 2022A Bonds. Proceeds of the sale of the Series 2022A Bonds shall be applied as follows:

(a) Accrued interest received on the Series 2022A Bonds, if any, from their dated date to the date of delivery of and payment for the Series 2022A Bonds shall be applied to the payment of interest on the Series 2022A Bonds on the first interest payment date thereof;

(b) An amount shall be deposited into the Refunding Trust Fund and used and applied in accordance with the provisions of the Refunding Trust Agreement as shall be sufficient to provide for the payment of the principal or redemption price, if applicable, of and interest on the Refunded Bonds.

(c) The balance shall be deposited in a fund or account of, or to be established by, the City as determined by the Chief Financial Officer and shall be used to pay costs of issuance of the Series 2022A Bonds.

(d) The funds shall be invested as directed by the Chief Financial Officer in such investments as shall be permitted by applicable law and the earnings thereon shall be applied to the purposes described above. Any funds remaining following the refunding of the Refunded Bonds shall be deposited to the applicable City debt service fund to be used to pay debt service on the Series 2022A Bonds. The Chief Financial Officer shall be authorized to amend the budget of

the Debt Service Fund to account for any changes made in compliance with Section 8 and this Section 14.

SECTION 15. Defeasance. If the City shall pay and discharge the indebtedness evidenced by any of the Series 2022A Bonds in any one or more of the following ways, to wit:

(a) By paying or causing to be paid the principal of and interest on such Series 2022A Bonds as and when the same become due and payable; or

(b) By depositing or causing to be deposited with any trust company or bank whose deposits are insured by the Federal Deposit Insurance Corporation and which has trust powers (the "Agent" which Agent may be the Paying and Registration Agent), in trust, on or before the date of maturity or redemption, sufficient money or obligations of the United States of America that, at the time of the purchase thereof, are permitted investments under Tennessee law for the purposes described in this Section 15 (the "Obligations"), the principal of and interest on which, when due and payable, will provide sufficient moneys to pay or redeem such Series 2022A Bonds and to pay premium, if any, and interest thereon when due until the maturity or redemption date (provided, if such Series 2022A Bonds are to be redeemed prior to maturity thereof, proper notice of such redemption shall have been given or adequate provision shall have been made for the giving of such notice); or

(c) By delivering such Series 2022A Bonds to the Paying and Registration Agent for cancellation; and if the City shall also pay or cause to be paid all other sums payable hereunder by the City with respect to such Series 2022A Bonds, or make adequate provision therefor, and by resolution of the Council instruct any such Agent to pay amounts when and as required to the Paying and Registration Agent for the payment of principal of and interest and redemption premiums, if any, on such Series 2022A Bonds when due, then and in that case the indebtedness evidenced by such Series 2022A Bonds shall be discharged and satisfied and all covenants, agreements and obligations of the City to the holders of such Series 2022A Bonds shall be fully discharged and satisfied and shall thereupon cease, terminate and become void.

If the City shall pay and discharge the indebtedness evidenced by any of the Series 2022A Bonds in the manner provided in clause (b) above, then the registered owners thereof shall thereafter be entitled only to payment out of the money or Obligations of the United States of America deposited as aforesaid.

Except as otherwise provided in this Section 15, neither the Obligations of the United States of America nor moneys deposited with the Agent pursuant to this Section nor principal or interest payments on any such Obligations of the United States of America shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal and premium, if any, and interest on said Series 2022A Bonds; provided, that any cash received from such principal or interest payments on such Obligations of the United States of America deposited with the Agent, (i) to the extent such cash will not be required at any time for such purpose, shall be paid over to the City as received by the Agent and (ii) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested in Obligations of the United States of America maturing at times and in amounts sufficient to pay when due the principal and premium, if any, and interest to become due on said Series 2022A Bonds on or prior to such redemption date

or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the City, as received by the Agent.

SECTION 16. Further Authorizations. The appropriate officers and employees of the City are hereby authorized to take all such actions and execute (by manual, facsimile and/or electronic means) such documents (upon advice of counsel, including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) as shall be necessary to effect the delivery of and payment for the Series 2022A 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 2022A Bonds and to provide for the payment of the premium cost thereof.

SECTION 17. Severability. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements and provisions hereof or of the Series 2022A Bonds issued hereunder.

SECTION 18. Repealer. All resolutions in conflict or inconsistent herewith are hereby repealed insofar as any conflict or inconsistency.

SECTION 19. Effective Date. This resolution shall take effect immediately.

63218101.v4



Jason F. Mumpower
Comptroller

February 17, 2022

Honorable Jim Strickland, Mayor
and Honorable Councilmembers
City of Memphis
125 N. Main Street
Memphis, TN 38103

Dear Mayor Strickland and Councilmembers:

Thank you for your recent correspondence. We acknowledge receipt on February 9, 2022, of a request from the City of Memphis (the "City") for a report on a plan of refunding (the "Plan") for the City's proposed issuance of a maximum of \$22,000,000 General Improvement Refunding Bonds, Series 2022A.

Pursuant to the provisions of Tennessee Code Annotated Title 9, Chapter 21, enclosed is a report based upon our review of the City's Plan. The Plan, this letter, and the enclosed report should be made available on the City's website and must be presented to each member of the Board for review prior to the adoption of an authorizing resolution for the refunding bonds.

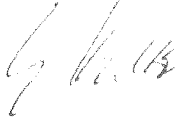
Requirements After Debt is Issued

Our website contains specific compliance requirements your local government will be responsible for once the bonds are issued: <http://tncot.cd-debt>. The listing is not all inclusive and you should work with your financial advisor and bond counsel to ensure compliance with legal and regulatory requirements related to the proposed refunding.

Memphis
February 17, 2022
Page 2

If you should have questions or need assistance, please refer to our online resources on our website or feel free to contact your financial analyst, Ronald Queen, at 615-401-7862 or Ron.Queen@cot.tn.gov.

Very truly yours,



Betsy Knotts
Director of the Division of Local Government Finance

cc: Ms. Jean Suh, Audit Review Manager, Local Government Audit, COT
Ms. Shirley Ford, Chief Financial Officer, City of Memphis
Ms. Pamela Z. Clary, ComCap Partners
Ms. Lauren Lowe, PFM Financial Advisors LLC
Ms. Miska L. Shaw, Esq., Ahmad Zaffarese, LLC
Mr. Michael Bradshaw, Jr., Butler Snow LLC

BK: rq



**Report on General Improvement Refunding Bonds, Series 2022A
 The City of Memphis, Tennessee**

This report is being issued pursuant to Tenn. Code Ann. § 9-21-903 and is based upon information as presented in a plan of refunding (the "Plan") received by our office on February 9, 2022, from the City of Memphis, Tennessee (the "City"). Our report provides information to assist the governing body in its responsibility to understand the nature of the refunding transaction, including the costs and benefits, prior to approving the issuance of the refunding bonds and is designed to provide consistent and comparable information for all local governments in Tennessee. This report does not constitute approval or disapproval of the Plan or a determination that a refunding is advantageous or necessary. This report and the City's Plan must be presented to the governing body prior to the adoption of a resolution authorizing the refunding bonds.

COSTS:

Estimated costs of issuance are summarized below and based upon the principal amount of \$17,490,000, of the Series 2022A Refunding Bonds:

	Amount	Price Per \$1,000 Bond
Underwriter's Discount*	\$ 52,470.00	\$ 3.00
Municipal Advisor (ComCap Partners & PFM Financial Advisors)	80,000.00	4.57
Bond Counsel (Butler Snow & Ahmad Zaffarese LLC)	72,000.00	4.12
Discusre Counsel	40,000.00	2.29
Rating Agency Fees (Moody's & S&P)	17,496.85	1.00
Miscellaneous	2,396.66	0.14
	\$ 264,363.51	\$ 15.12

* To be determined by competitive sale

The City plans to obtain additional funding for the transaction by selling the Series 2022A Refunding Bonds at a premium of \$2,112,895.

BENEFITS:

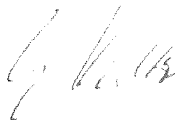
The City's stated objective for the refunding is to achieve savings. The anticipated net present value savings are \$1,757,378 achieved by issuing the Series 2022A Bonds with an average coupon of 4.24% that will produce a premium of \$2,112,895 decreasing the principal amount of the debt from \$19,200,000 for the Refunded Bonds to \$17,490,000 for the Series 2022A Bonds. In addition, the reduced principal amount will decrease interest payments from \$5,431,119 to \$5,168,300.

Balloon Indebtedness

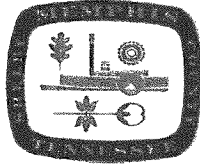
The proposed structure of the bonds is not balloon indebtedness as defined in Tenn. Code Ann. § 9-21-133 because each annual principal payment does not exceed the smallest prior principal payment by 50% or more.

Effective Date for this Report

This report is effective for a period of ninety (90) days from the date of the report. If the refunding transaction has not been priced during this ninety (90) day period, a new plan of refunding, with new analysis and estimates based on market conditions at that time, must be submitted to our office. We will then issue a report on the new plan for the City's governing body to review prior to adopting a new authorizing resolution for the refunding bonds.



Betsy Knotts
Director of the Division of Local Government Finance
Date: February 17, 2022



Memphis City Council Summary Sheet

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

Resolution authorizing the issuance, sale and delivery of not to exceed \$255,000,000 aggregate principal amount of General Improvement Refunding Bonds, Series 2022B (Federally Taxable).

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

The Finance Division is the initiating party.

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

This resolution does not constitute a change to an existing ordinance or resolution.

4. State whether this will impact specific council districts or super districts.

This resolution does not impact specific council districts or super districts.

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

This resolution does not require a new contract, nor does it amend an existing contract.

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

The resolution requires an expenditure of bond proceeds and an amendment to the Debt Service Fund's budget.

7. If applicable, please list the MWBE goal and any additional information needed

THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE

AUTHORIZING BOND RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF NOT TO EXCEED TWO HUNDRED FIFTY-FIVE MILLION DOLLARS (\$255,000,000) AGGREGATE PRINCIPAL AMOUNT OF CITY OF MEMPHIS, TENNESSEE, GENERAL IMPROVEMENT REFUNDING BONDS, SERIES 2022B (FEDERALLY TAXABLE); FOR THE PURPOSE OF REFUNDING CERTAIN GENERAL OBLIGATION DEBT OF THE CITY; MAKING PROVISIONS FOR THE RAISING ANNUALLY BY THE CITY OF A SUM SUFFICIENT TO PAY, AS THE SAME SHALL BECOME DUE, THE PRINCIPAL OF AND PREMIUM, IF ANY, AND INTEREST ON SUCH BONDS; 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 AND REGISTRATION AGENT FOR SUCH BONDS; AUTHORIZING AND PROVIDING FOR THE NEGOTIATED SALE OF SUCH BONDS; APPROVING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT RELATING TO THE ISSUANCE AND SALE OF SUCH BONDS AND APPROVING THE FORM THEREOF; AUTHORIZING AND APPROVING AN OFFICIAL STATEMENT RELATING TO THE ISSUANCE AND SALE OF SUCH BONDS AND APPROVING THE FORM THEREOF; AUTHORIZING THE EXECUTION AND DELIVERY OF A REFUNDING TRUST AGREEMENT AND APPOINTING THE REFUNDING TRUSTEE THEREUNDER; AND AUTHORIZING CERTAIN OTHER MATTERS WITH RESPECT TO THE ISSUANCE AND SALE OF SAID BONDS.

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

SECTION 1. Findings and Determinations.

(a) The Council of the City of Memphis, Tennessee (the "Council") (i) on October 15, 2013, adopted resolutions authorizing the issuance by the City of Memphis, Tennessee (the "City"), of its General Improvement Refunding Bonds, Series 2014B (the "Refunded 2014B Bonds"), in the maximum principal amount of Two Hundred Twenty-Five Million Dollars (\$225,000,000) (the "2014B Resolution"); and (ii) on March 17, 2015, adopted resolutions authorizing the issuance by the City of its General Improvement Bonds, Series 2015C (the "Refunded 2015C Bonds", and together with the Refunded 2014B Bonds, the "Refunded Bonds"), of the City in the maximum principal amount of Two Hundred Thirty-Five Million Dollars (\$235,000,000) (the "2015C Resolution", and together with the 2014B Resolution, the "Resolutions").

(b) Pursuant to the 2014B Resolution, the City issued the Refunded 2014B Bonds in the principal amount of Two Hundred Eight Million Two Hundred Thirty Thousand Dollars (\$208,230,000), for the purposes of (i) paying at maturity the principal of all of the City's (A) outstanding Bond Anticipation Notes, 2012 (the "2012 Notes"), and (B) outstanding General Obligation Commercial Paper (the "Commercial Paper"); and (ii) providing for the payment of costs of issuance of the Refunded 2014B Bonds. Pursuant to the 2015C Resolution, the City issued the Refunded 2015C Bonds in the principal amount of Sixty-Seven Million Eight Hundred Forty-Five Thousand Dollars (\$67,845,000) for the purposes of (i) paying \$75,000,000 in principal amount of outstanding General Obligation Commercial Paper at their respective maturities, and (ii) providing for the payment of the costs of issuance relating to the Refunded 2015C Bonds.

(c) The 2012 Notes were issued for the purpose of (i) providing for the refunding and payment, at maturity, of the principal of all of the City's Bond Anticipation Notes, 2010, and (ii) providing for the payment of the costs of issuance related to the 2012 Notes. The Commercial Paper was issued for the purpose of (i) providing for the financing, on an interim basis, the costs of public works projects in the City and (ii) providing for the payment of the costs of issuance related to the Commercial Paper.

(d) The City deems it to be in its best interests to provide at this time, by adoption of this resolution, for the issuance of general obligation refunding bonds of the City to refund all or portion of the City's outstanding Refunded Bonds in advance of their maturities.

(e) The City has submitted its plan of refunding of the Refunded Bonds to the Office of State and Local Finance as required by Section 9-21-903 of the Tennessee Code Annotated, as amended ("T.C.A.") and that Office's report thereon has been presented to this Council and considered in adopting this resolution.

SECTION 2. Approval and Authorization of Series 2022B Bonds. There is hereby authorized to be issued, sold and delivered under the Initial Resolution and this Resolution, one or more series of general obligation refunding bonds of the City in the maximum aggregate principal amount of not to exceed Two Hundred Fifty-Five Million Dollars (\$255,000,000) to be designated "City of Memphis, Tennessee General Improvement Refunding Bonds, Series 2022B (Federally Taxable)" (the "Series 2022B Bonds") for the purposes of (a) funding an escrow account in an amount sufficient, together with other funds of the City to be deposited, to pay principal and interest, when due, on the Refunded Bonds; and (b) paying certain costs of issuance on the Series 2022B Bonds.

SECTION 3. Certain Details of the Series 2022B Bonds. The Series 2022B Bonds, or such portion thereof as shall be determined by the Chief Financial Officer of the City (the "Chief Financial Officer"), shall be sold at one time or from time to time on a date or dates to be selected by the Chief Financial Officer. The Series 2022B Bonds of each series shall be numbered from R-1 upwards in order of issuance. The Series 2022B Bonds shall be dated as of a date to be determined by the Chief Financial Officer, shall be issued in the denomination of \$5,000 each or any integral multiple thereof, and shall bear interest payable initially and semiannually thereafter in each year on the dates and at the rates per annum, not to exceed 6% per annum, to be determined by the Chief Financial Officer. The Series 2022B Bonds shall mature in serial or term forms not

later than the end of the 30th fiscal year of the City following the fiscal year of the City in which the Series 2022B Bonds are issued, on the maturity dates and in the amounts to be determined by the Chief Financial Officer. The Series 2022B Bonds shall be issued as bonds the interest on which is included in gross income for Federal income tax purposes.

The Series 2022B Bonds shall be issued only in fully registered form without coupons. One Series 2022B Bond representing each maturity 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 2022B Bonds, and each such Series 2022B Bond shall be immobilized in the custody of DTC. DTC will act as securities depository for the Series 2022B Bonds. Individual purchases will be made in book-entry only form. Purchasers will not receive physical delivery of certificates representing their interest in the Series 2022B Bonds except as provided by Section 4 hereof.

Unless the City agrees otherwise, so long as DTC or its nominee is the registered owner of the Series 2022B Bonds as such securities depository, payments of principal, premium, if any, and interest payments on the Series 2022B Bonds will be made by the City through the Paying and Registration Agent named below, by wire transfer to DTC or its nominee, Cede & Co., as registered owner of the Series 2022B Bonds, which will in turn remit such payments to the DTC participants for subsequent disbursement to the beneficial owners of the Series 2022B Bonds. Transfer of principal, premium, if any, and interest payments to DTC participants will be the responsibility of DTC. Transfers of such payments to beneficial owners of the Series 2022B 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 2022B Bonds will be accomplished by book entries made by DTC and, in turn, by the DTC participants who act on behalf of the indirect participants of DTC and the beneficial owners of the Series 2022B Bonds.

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 of the Series 2022B Bonds.

Regions Bank is hereby appointed as paying agent and as registration agent for the Series 2022B Bonds (the “Paying and Registration Agent”).

SECTION 4. Procedure in the Event of Revision of Book-Entry Transfer System; Replacement Bonds. The City shall issue Series 2022B Bond certificates (the “Replacement Bonds”) directly to the beneficial owners of the Series 2022B 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 2022B Bonds at any time by giving notice to the City and discharging its responsibilities; or

(b) the City discontinues use of DTC (or substitute depository or its successor) at any time upon determination by the City that the use of DTC (or substitute depository or its successor) is no longer in the best interests of the City and the beneficial owners of the Series 2022B Bonds, subject to applicable procedures of DTC. The City and the Paying and Registration Agent may

rely upon information provided by DTC, DTC participants or other nominees of beneficial owners, or beneficial owners with respect to the names, addresses and amounts owned by the beneficial owners and other information supplied by them for the purpose of delivering the Replacement Bonds.

Upon occurrence of the events described in either (a) or (b) above, the City shall attempt to locate another qualified securities depository. If the City fails to locate another qualified securities depository to replace DTC, the City shall execute and deliver Replacement Bonds in substantially the form set forth in Section 11 hereof. Such Replacement Bonds shall bear thereon a certificate of authentication in the form set forth in Section 11 hereof executed manually, by facsimile, or by electronic means by an authorized officer of the Paying and Registration Agent as registration agent for the City. Only such Series 2022B Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this resolution and no Series 2022B 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 Series 2022B Bond executed on behalf of the City shall be conclusive evidence that the Series 2022B Bond so authenticated has been duly authenticated and delivered under this resolution and that the registered owner of such Series 2022B Bond is entitled to the benefits and security of this resolution.

Prior to the execution and delivery of Replacement Bonds, the City shall notify the beneficial owners of the Series 2022B Bonds by mailing an appropriate notice to DTC. Principal of and interest on the Replacement Bonds shall be payable by check or draft mailed to each registered owner of such Replacement Bonds at the address of such owner as it appears in the books of registry maintained by the Paying and Registration Agent. Replacement Bonds will be transferable only by presentation and surrender to the Paying and Registration Agent, together with an assignment duly executed by the registered owner of the Replacement Bond or by such owner's representative in form satisfactory to the Paying and Registration Agent and containing information required by the Paying and Registration Agent in order to effect such transfer.

The City may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to an exchange or transfer of a Series 2022B Bond and may charge the person requesting such exchange or transfer a sum or sums which shall be paid as a condition precedent to the exercise of the privilege of making such exchange or transfer.

SECTION 5. Redemption. Any or all of the Series 2022B Bonds (or portions thereof in installments of \$5,000) may be subject to redemption at the option of the City and, in the case of term Series 2022B Bonds, be subject to mandatory sinking fund redemption, prior to their stated maturities, in whole at any time or in part from time to time; provided, however, that subject to the next proviso, the initial optional redemption date for Series 2022B Bonds shall be no later than April 1, 2032, approximately ten (10) years after the estimated date of delivery thereof and payment therefor; provided further, however, that any Series 2022B Bond also may be made non-redeemable prior to maturity. The redemption provisions for the Series 2022B Bonds, if any, shall be finally determined by the Chief Financial Officer.

If any Series 2022B Bond (or any portion of the principal amount thereof in installments of \$5,000) shall be called for redemption, notice of the redemption thereof, specifying the date, number and maturity of such Series 2022B Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption, and if less than the entire principal amount of such Series 2022B Bond is to be redeemed, that such Series 2022B Bond must be surrendered in exchange for the principal amount thereof to be redeemed and a new Series 2022B Bond or Series 2022B Bonds will be issued equaling in principal amount that portion of the principal amount thereof not to be redeemed, shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption by first class mail, postage prepaid, to the registered owner of such Series 2022B Bond at such owner's address as it appears on the books of registry kept by the Paying and Registration Agent as of the close of business on the forty-fifth (45th) day preceding the date fixed for 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 Paying and Registration Agent to affected registered owners of Series 2022B Bonds 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.

If notice of the redemption of any Series 2022B Bond shall have been given as aforesaid, and payment of the principal amount of such Series 2022B 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 2022B Bond shall cease to accrue from and after the date so specified for redemption thereof. The failure of any registered owner to receive any such mailed notice shall not affect the sufficiency or validity of the proceedings for the redemption of the related Series 2022B Bonds.

Notwithstanding the foregoing, so long as the Series 2022B Bonds are registered in the name of DTC or its nominee for purchase in book-entry only form, (i) any notice of redemption or of rescission of conditional notice of redemption will be given only to DTC or its nominee, (ii) notice of redemption given to DTC or its nominee may be given at such time and in such manner as is required by the operational procedures of DTC or its nominee, (iii) the selection of beneficial ownership interests in the Series 2022B Bonds to be redeemed within a maturity may be determined in accordance with such procedures, and (iv) the City shall not be responsible for providing any beneficial owner of the Series 2022B Bonds with any such notice.

The Series 2022B Bonds may be made subject to purchase in lieu of redemption as determined by the Chief Financial Officer.

SECTION 6. Security. The full faith and credit and unlimited taxing power of the City as to all taxable property in the City are hereby pledged to the punctual payment of the principal of and interest on the Series 2022B Bonds. In accordance with the provisions of the Tennessee Code Annotated ("T.C.A.") Section 9-21-215, it is hereby recited that adequate provision will be made for raising annually by tax upon all property subject to taxation by the City of a sum sufficient

to pay the interest on and principal of the Series 2022B Bonds as the same shall become due. The City hereby agrees that a tax sufficient to pay when due such principal and such interest shall be levied annually and assessed, collected and paid in like manner with the other taxes of the City and shall be in addition to all other taxes authorized or limited by law. This Resolution shall be deemed to be the tax resolution required to be adopted in respect of the Series 2022B Bonds under T.C.A. Section 9-21-215. It is the duty of the Council to include in the annual levy a tax sufficient to pay the principal of and interest on the Series 2022B Bonds as the same become due. If any part of the principal of or interest on any of the Series 2022B Bonds are not paid when due, there shall be levied and assessed by the Council and collected by the proper collecting officers at the first assessment, levy and collection of taxes in the City after such omission or failure, a tax sufficient to pay the same.

SECTION 7. Execution and Authentication of Series 2022B Bonds. The Series 2022B Bonds shall be executed on behalf of the City with the manual, facsimile or electronic signatures of the Mayor of the City and of the Comptroller of the City (to the extent allowable by law) and shall have impressed or imprinted thereon or affixed thereto, by manual, facsimile or electronic means (to the extent allowable by law), the official seal of the City. In the case of any officer of the City whose signature (which may be manual, facsimile or electronic, to the extent allowable by law) shall appear on the Series 2022B Bonds shall cease to be such officer before the delivery of such Series 2022B Bonds, such signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. The Series 2022B Bonds shall bear thereon a certificate of authentication in the form set forth in Section 11 hereof executed manually, by facsimile, or by electronic means (to the extent allowable by law) by an authorized officer of the Paying and Registration Agent. No Series 2022B 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.

SECTION 8. Payment of Series 2022B Bonds; Books of Registry; Exchanges and Transfers of Series 2022B Bonds.

(a) Payment of the Series 2022B Bonds.

(i) At any time during which the Series 2022B Bonds shall be in fully registered form, the interest on the Series 2022B Bonds shall be payable by wire transfer or by check or draft mailed by the Paying and Registration Agent to the registered owners of the Series 2022B Bonds at their addresses as the same appear on the books of registry as of a record date determined by the Chief Financial Officer, and the principal of and premium, if any, on the Series 2022B Bonds shall be payable at the principal office of the Paying and Registration Agent or any other office of the Paying and Registration Agent designated for such purpose; provided, however that at any time during which the Series 2022B Bonds shall be in book-entry only form, the principal of and premium, if any, and interest on the Series 2022B Bonds shall be payable in accordance with the provisions of Section 3 hereof.

(ii) The principal of and premium, if any, and interest on the Series 2022B Bonds shall be payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

(b) Books of Registry; Exchanges and Transfers of Series 2022B Bonds.

(i) At all times during which any Series 2022B Bond remains outstanding and unpaid, the Paying and Registration Agent shall keep, or cause to be kept, at its principal office or any other office of the Paying and Registration Agent designated for such purpose, books of registry for the registration, exchange and transfer of the Series 2022B Bonds. Upon presentation at the principal office of the Paying and Registration Agent or any other office of the Paying and Registration Agent designated for such purpose, the Paying and Registration Agent, under such reasonable regulations as it may prescribe, shall register, exchange, transfer, or cause to be registered, exchanged or transferred, on the books of registry the Series 2022B Bonds as herein set forth.

(ii) Any Series 2022B Bond may be exchanged for a like aggregate principal amount of such Series 2022B Bonds in authorized principal amounts of the same interest rate and maturity.

(iii) Any Series 2022B Bond may, in accordance with its terms, be transferred upon the books of registry by the person in whose name it is registered, in person or by his duly authorized agent, upon surrender of such Series 2022B Bond to the Paying and Registration Agent for cancellation, accompanied by a written instrument of transfer duly executed by the registered owner in person or his duly authorized agent, in form satisfactory to the Paying and Registration Agent.

(iv) All transfers or exchanges pursuant to this Section 8(b) shall be made without expense to the registered owner of such Series 2022B Bond, except as otherwise herein provided, and except that the Paying and Registration Agent shall require the payment of the registered owner of the Series 2022B Bond requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange. All Series 2022B Bonds surrendered pursuant to this Section 8(b) shall be canceled.

SECTION 9. CUSIP Identification Numbers. CUSIP identification numbers may be printed on the Series 2022B Bonds, but neither the failure to print any such number on any Series 2022B Bond, nor any error or omission with respect thereto, shall constitute cause for failure or refusal by the purchaser of the Series 2022B Bonds to accept delivery of and pay for the Series 2022B Bonds in accordance with the terms of its proposal to purchase the Series 2022B Bonds. No such number shall constitute or be deemed to be a part of any of the Series 2022B Bonds or a part of the contract evidenced thereby, and no liability shall attach to the City or any of its officers or agents because of or on account of any such number or any use made thereof.

SECTION 10. Intentionally Deleted.

SECTION 11. Form of Series 2022B Bonds. The Series 2022B Bonds shall be in substantially the form set forth below with such necessary or appropriate variations, omissions and insertions as are incidental to their series, numbers, interest rates and maturities or as are otherwise permitted or required by law or this resolution:

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF DTC TO THE PAYING AND REGISTRATION AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR SUCH OTHER NAME AS REQUIRED BY AN AUTHORIZED REPRESENTATIVE OF DTC AND ANY PAYMENT IS MADE TO CEDE & CO., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSONS IS WRONGFUL SINCE THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

REGISTERED

No. R-___

REGISTERED

\$ _____

UNITED STATES OF AMERICA
STATE OF TENNESSEE
CITY OF MEMPHIS
GENERAL IMPROVEMENT REFUNDING BONDS,
SERIES 2022B (FEDERALLY TAXABLE)

INTEREST RATE	DATED DATE	MATURITY DATE	CUSIP
	_____, 2022	_____, 20__	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The City of Memphis, Tennessee (hereinafter referred to as the "City"), for value received, hereby promises to pay the Registered Owner (named above), or registered assigns, on the Maturity Date (specified above), [unless this Bond is subject to redemption prior to maturity and shall have been called for previous redemption and payment of the redemption price shall have been duly made or provided for], the Principal Amount (specified above), and to pay interest on such Principal Amount semiannually on each _____ and _____ thereafter until the payment of such Principal Amount at the Interest Rate (specified above) per annum, calculated on the basis of a [30-day month and a 360-day] year, by wire transfer or by check or draft mailed by the Paying and Registration Agent hereinafter mentioned to the Registered Owner in whose name this Bond is registered on the books of registry kept and maintained by the Paying and Registration Agent as of the close of business on the fifteenth (15th) day of the calendar month preceding the month in which interest is payable to the address of the Registered Owner as it appears on such books of registry.

The principal of and premium, if any, on this Bond are payable upon presentation and surrender hereof to Regions Bank (the "Paying and Registration Agent") or such other office of the Paying and Registration Agent as may be designated for such purpose. The principal of and premium, if any, and interest on this Bond are payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

This Bond is one of a duly authorized series of 2022B Bonds (herein referred to as the “Series 2022B Bonds”) of the aggregate principal amount of [two hundred fifty-five million dollars (\$255,000,000)] of like date and tenor herewith, except for number, denomination, interest rate, maturity and redemption provisions, and is issued for the purpose of (a) funding an escrow account in an amount sufficient, together with other funds of the City to be deposited, [to pay principal and interest, when due on the Refunded Bonds]; and (b) paying certain costs of issuance on the Series 2022B Bonds under and pursuant to and in full compliance with the Constitution and statutes of the State of Tennessee, including Title 9, Chapter 21, *et seq.*, of the Tennessee Code Annotated, and pursuant to resolution duly adopted by the Council of the City on [April 5, 2022].

[The Series 2022B Bonds maturing on or before _____ shall not be subject to redemption prior to maturity. The Series 2022B Bonds maturing on and after _____ (or portions thereof in authorized denominations) are subject to optional redemption by the City on and after _____, in whole or in part at any time in such order as determined by the City and by lot within a maturity (if less than a full maturity is to be redeemed,)] [at a redemption price equal to the principal amount of the Series 2022B Bonds or portion thereof to be redeemed, together with the interest accrued on such principal amount to the date fixed for redemption.] [at the prices and dates set forth below, in each case together with the interest accrued on the principal amount of the Series 2022B Bonds or portion thereof to be redeemed:]

[insert other applicable redemption provisions, if any]

[If this Series 2022B Bond or any portion of the principal amount hereof shall be called for redemption, notice of the redemption hereof, specifying the date and number of this Series 2022B Bond, the date and place or places fixed for its redemption, the premium, if any, payable upon such redemption, and if less than the entire principal amount of this Series 2022B Bond is to be redeemed, that this Series 2022B Bond must be surrendered in exchange for the principal amount hereof to be redeemed and the issuance of a new Series 2022B Bond equaling in principal amount that portion of the principal amount hereof not redeemed, shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption by first class mail, postage prepaid, to the Registered Owner of this Series 2022B Bond at such owner’s address as it appears on the books of registry kept by the Paying and Registration Agent as of the close of business on the forty-fifth (45th) day preceding the date fixed for redemption; provided, however, that any notice of redemption may state that it is conditional 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 Paying and Registration Agent to affected registered owners of Series 2022B Bonds 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. If notice of redemption shall have been given as aforesaid, and payment of the principal amount of this Series 2022B Bond (or portion of the principal amount hereof to be redeemed) and of the accrued interest and premium, if any, payable upon such redemption shall have been made or provided for, interest hereon shall cease to accrue from and after the date so specified for the redemption hereof. The failure of the

Registered Owner to receive any such mailed notice shall not affect the sufficiency or validity of proceedings for the redemption of this Series 2022B Bond.]

Notwithstanding the foregoing, so long as the Series 2022B Bonds are registered in the name of a securities depository for purchase in book-entry only form, (i) any notice of redemption or of rescission of conditional notice of redemption will be given only to the securities depository or its nominee, notice of redemption given to the securities depository may be given at such time and in such manner as is required by their operational procedures, (ii) the selection of beneficial ownership interests in the Series 2022B Bonds to be redeemed within a maturity may be determined in accordance with such procedures, and (iii) the County shall not be responsible for providing any beneficial owner of the Series 2022B Bonds with any such notice.

[Insert provisions for purchase in lieu of redemption, if any.]

Subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Series 2022B Bonds, this Series 2022B Bond may be exchanged at the principal office of the Paying and Registration Agent, or such other office of the Paying and Registration Agent as may be designated for such purpose for a like aggregate principal amount of Series 2022B Bonds of other authorized principal amounts and of the issue of which this Series 2022B Bond is one. This Series 2022B Bond is transferable by the Registered Owner hereof, in person or by their attorney duly authorized in writing, at the office of the Paying and Registration Agent but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Series 2022B Bonds of the issue of which this Series 2022B Bond is one, and upon the surrender hereof for cancellation. Upon such transfer, a new Series 2022B Bond or Series 2022B Bonds of authorized denominations and of the same aggregate principal amount of the series of which this Series 2022B Bond is one will be issued to the transferee in exchange herefor.

The full faith, credit and unlimited taxing power of the City as to all taxable property in the City are hereby irrevocably pledged to the punctual payment of the principal of and interest on this Series 2022B Bond as the same become due. In the resolution hereinabove referred to adopted on [April 5, 2022], it is recited that adequate provision will be made for raising annually by tax upon all property subject to taxation by the City of a sum sufficient to pay the interest on and principal of this Series 2022B Bond as the same shall become due.

This Series 2022B Bond shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Paying and Registration Agent.

It is hereby certified, recited and declared that all acts, conditions and things required to have happened, to exist and to have been performed precedent to and in the issuance of this Series 2022B Bond and the series of which it is one, do exist, have happened and have been performed in regular and due time, form and manner as required by law, and that this Series 2022B Bond and the Series 2022B Bonds of the series of which this Series 2022B Bond is one do not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the City of Memphis, by its Council, has caused this Series 2022B Bond to be executed by the manual, facsimile or electronic signature of its Mayor; the seal of the City or a facsimile or electronic thereof to be impressed or imprinted hereon or affixed hereto, attested by the manual, facsimile or electronic signature of the Comptroller; and this Bond to be dated as of the Dated Date set forth above.

CITY OF MEMPHIS, TENNESSEE

Attest:

[SEAL]

MAYOR

CITY COMPTROLLER

Dated: _____

[Page break]

Certificate of Authentication

This Bond is one of the Bonds described in the within mentioned Resolution.

As Bond Paying and Registration Agent

By: _____
Authorized Officer

Date of Authentication: _____

(FORM OF ASSIGNMENT)

For value received, _____ hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY
OR OTHER TAX IDENTIFYING NUMBER
OF ASSIGNEE:

the within mentioned Bond and hereby irrevocably constitutes and appoints _____,
attorney, to transfer the same on the books of registry of the County kept at the principal office of
the Paying and Registration Agent with full power of substitution in the premises.

Dated: _____

Registered Owner

Signature Guaranteed: _____

NOTE: The signature to this assignment must correspond with the name as written
on the face of the within Bond in every particular, without alteration,
enlargement or any change whatsoever.

SECTION 12. Sale of Series 2022B Bonds; Continuing Disclosure. The Series 2022B
Bonds shall be sold through a negotiated sale on a date to be selected by the Chief Financial Officer
and at a price of not less than ninety-eight percent (98%) of the principal amount of the Series
2022B Bonds. The Chief Financial Officer is hereby authorized to negotiate with a nominal
underwriting firm, or affiliates thereof, as book-running lead managing underwriter for the
underwriters of the Series 2022B Bonds, with respect to the purchase and sale of the Series 2022B
Bonds. The Chief Financial Officer is hereby authorized and directed to execute and deliver to the
underwriters a Bond Purchase Agreement substantially in the form presented to this meeting, and
having such terms as shall be determined by the Chief Financial Officer in accordance with the
terms of this Resolution, together with such changes as shall be approved by such officer, upon
the advice of counsel (including the City Attorney, Co-Bond Counsel and Co-Disclosure Counsel)
and the City’s Co-Financial Advisors, such approval to be conclusively evidenced by the execution
thereof. The Chief Financial Officer is hereby authorized to distribute to purchasers of and
investors in the Series 2022B Bonds a Preliminary Official Statement of the City relating to the
Series 2022B Bonds (the “Preliminary Official Statement”), substantially in the form previously
delivered to the Council, with such changes as shall be approved by the Chief Financial Officer,
upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel
and Co-Disclosure Counsel) and the City’s Co-Financial Advisors, which approval shall be
conclusively evidenced by its publication and distribution, as applicable. As so changed, the
Preliminary Official Statement may recite, or the Chief Financial Officer may separately certify,

that it is in a form which is “deemed final” as of its date as described in, and with such omissions as are permitted by, Rule 15c2-12(b)(1) of the United States Securities and Exchange Commission (the “SEC”), but is subject to revision, amendment and completion of a final Official Statement as defined in Rule 15c2-12(e)(3) of the SEC, and the Chief Financial Officer is authorized to separately so certify. The Chief Financial Officer also is hereby authorized to prepare or cause to be prepared, and distribute or cause to be distributed, and the Mayor or Chief Financial Officer is hereby authorized to execute, an Official Statement, relating to the Series 2022B Bonds (the “Official Statement”) in substantially the form of the Preliminary Official Statement as so modified, after the same has been completed by the insertion of the maturities, interest rates, and other details of the Series 2022B Bonds and by making such other insertions, changes or corrections as the Chief Financial Officer, based on the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) and the City’s Co-Financial Advisors, deem necessary or appropriate, such approval to be conclusively evidenced by the execution thereof; and the Council hereby authorizes the Preliminary Official Statement and the Official Statement and the information contained therein to be used by the initial purchasers in connection with the sale of the Series 2022B Bonds.

A Continuing Disclosure Agreement between the City and Digital Assurance Disclosure, L.L.C., as disclosure dissemination agent (“DAC”), substantially in the form described in the Preliminary Official Statement (as the same may be amended pursuant to the terms thereof, the “Continuing Disclosure Agreement”), is hereby authorized to be executed and delivered by the Mayor, upon consultation with the Chief Financial Officer. The form of the Continuing Disclosure Agreement as executed and delivered may include such changes as shall be approved by such officers, upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel), which approval shall be conclusively evidenced by the execution thereof.

Upon termination of DAC’s services as disclosure dissemination agent under the Continuing Disclosure Agreement, the City agrees to appoint a successor disclosure dissemination agent under a successor continuing disclosure agreement, the execution and delivery of which by the Mayor, upon consultation with the Chief Financial Officer and advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel), is hereby authorized, to assume substantially the same responsibilities or, alternately, agrees to assume all disclosure responsibilities of DAC or the entity then serving as disclosure dissemination agent under such Continuing Disclosure Agreement. For purposes of the next paragraph, any such successor agreement or assumption of responsibilities by the City also shall be deemed to be a “Continuing Disclosure Agreement.”

The City covenants with the holders from time to time of the Series 2022B Bonds that it will, and hereby authorizes the appropriate officers and employees of the City to take all action necessary or appropriate to, comply with and carry out all of the provisions of the Continuing Disclosure Agreement as amended from time to time. Notwithstanding any other provision of this resolution, failure of the City to perform in accordance with the Continuing Disclosure Agreement shall not constitute a default under this resolution and the Continuing Disclosure Agreement may be enforced only as provided therein.

SECTION 13. Refunding Trust Agreement; Appointment of Refunding Trustee; Authorization of Purchase of Securities; Redemption of the Refunded Bonds.

(a) The form of the Refunding Trust Agreement (the “Refunding Trust Agreement”), and the terms, conditions, and provisions thereof, are hereby approved, ratified and confirmed by the Council, and the Mayor is hereby authorized and directed to execute and deliver the Refunding Trust Agreement in such form, together with such changes as shall be approved by the Mayor, upon the advice of counsel (including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) and the City’s Co-Financial Advisors, such approval to be conclusively evidenced by the execution thereof. There shall be transferred to the Refunding Trustee designated below from the City’s debt service fund, such amounts, if any, as shall be determined by the Chief Financial Officer, on credit to such fund attributable to the Refunded Bonds for deposit into the Refunding Trust Fund created and established under the applicable Refunding Trust Agreement (the “Refunding Trust Fund”).

(b) Regions Bank, Nashville, Tennessee, is hereby appointed as the refunding trustee under the Refunding Trust Agreement (the “Refunding Trustee”).

(c) The Refunding Trustee is hereby authorized to purchase from moneys deposited in the Refunding Trust Fund direct obligations of, or obligations the principal of and interest on which are guaranteed by, the United States or obligations of any agency or instrumentality of the United States as referred to in the Refunding Trust Agreement. Such securities so purchased shall be held by the Refunding Trustee under and in accordance with provisions of the Refunding Trust Agreement. The Chief Financial Officer is hereby authorized to execute, on behalf of the City, any instruments required to be executed on behalf of the City in connection with investments contemplated by the Refunding Trust Agreement.

(d) The Refunded Bonds shall be redeemed on a date or dates to be selected by the Chief Financial Officer, but in no event shall the Refunded Bonds be redeemed on any date that is more than ninety (90) days following the issuance and sale of the Series 2022B Bonds.

SECTION 14. Application of Proceeds of Sale of 2022B Bonds. Proceeds of the sale of the Series 2022B Bonds shall be applied as follows:

(a) Accrued interest received on the Series 2022B Bonds, if any, from their dated date to the date of delivery of and payment for the Series 2022B Bonds shall be applied to the payment of interest on the Series 2022B Bonds on the first interest payment date thereof;

(b) An amount shall be deposited into the Refunding Trust Fund and used and applied in accordance with the provisions of the Refunding Trust Agreement as shall be sufficient to provide for the payment of the principal or redemption price, if applicable, of and interest on the Refunded Bonds.

(c) The balance shall be deposited in a fund or account of, or to be established by, the City as determined by the Chief Financial Officer and shall be used to pay costs of issuance of the Series 2022B Bonds.

(d) The funds shall be invested as directed by the Chief Financial Officer in such investments as shall be permitted by applicable law and the earnings thereon shall be applied to the purposes described above. Any funds remaining following the refunding of the Refunded Bonds shall be deposited to the applicable City debt service fund to be used to pay debt service on the Series 2022B Bonds. The Chief Financial Officer shall be authorized to amend the budget of the Debt Service Fund to account for any changes made in compliance with Section 8 and this Section 14.

SECTION 15. Defeasance. If the City shall pay and discharge the indebtedness evidenced by any of the Series 2022B Bonds in any one or more of the following ways, to wit:

(a) By paying or causing to be paid the principal of and interest on such Series 2022B Bonds as and when the same become due and payable; or

(b) By depositing or causing to be deposited with any trust company or bank whose deposits are insured by the Federal Deposit Insurance Corporation and which has trust powers (the "Agent" which Agent may be the Paying and Registration Agent), in trust, on or before the date of maturity or redemption, sufficient money or obligations of the United States of America that, at the time of the purchase thereof, are permitted investments under Tennessee law for the purposes described in this Section 15 (the "Obligations"), the principal of and interest on which, when due and payable, will provide sufficient moneys to pay or redeem such Series 2022B Bonds and to pay premium, if any, and interest thereon when due until the maturity or redemption date (provided, if such Series 2022B Bonds are to be redeemed prior to maturity thereof, proper notice of such redemption shall have been given or adequate provision shall have been made for the giving of such notice); or

(c) By delivering such Series 2022B Bonds to the Paying and Registration Agent for cancellation; and if the City shall also pay or cause to be paid all other sums payable hereunder by the City with respect to such Series 2022B Bonds, or make adequate provision therefor, and by resolution of the Council instruct any such Agent to pay amounts when and as required to the Paying and Registration Agent for the payment of principal of and interest and redemption premiums, if any, on such Series 2022B Bonds when due, then and in that case the indebtedness evidenced by such Series 2022B Bonds shall be discharged and satisfied and all covenants, agreements and obligations of the City to the holders of such Series 2022B Bonds shall be fully discharged and satisfied and shall thereupon cease, terminate and become void.

If the City shall pay and discharge the indebtedness evidenced by any of the Series 2022B Bonds in the manner provided in clause (b) above, then the registered owners thereof shall thereafter be entitled only to payment out of the money or Obligations of the United States of America deposited as aforesaid.

Except as otherwise provided in this Section 15, neither the Obligations of the United States of America nor moneys deposited with the Agent pursuant to this Section nor principal or interest payments on any such Obligations of the United States of America shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal and premium, if any, and interest on said Series 2022B Bonds; provided, that any cash received from such principal or interest payments on such Obligations of the United States of America deposited with the Agent,

(i) to the extent such cash will not be required at any time for such purpose, shall be paid over to the City as received by the Agent and (ii) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested in Obligations of the United States of America maturing at times and in amounts sufficient to pay when due the principal and premium, if any, and interest to become due on said Series 2022B Bonds on or prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the City, as received by the Agent.

SECTION 16. Further Authorizations. The appropriate officers and employees of the City are hereby authorized to take all such actions and execute (by manual, facsimile and/or electronic means) such documents (upon advice of counsel, including the Chief Legal Officer/City Attorney, Co-Bond Counsel and Co-Disclosure Counsel) as shall be necessary to effect the delivery of and payment for the Series 2022B 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 2022B Bonds and to provide for the payment of the premium cost thereof.

SECTION 17. Severability. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements and provisions hereof or of the Series 2022B Bonds issued hereunder.

SECTION 18. Repealer. All resolutions in conflict or inconsistent herewith are hereby repealed insofar as any conflict or inconsistency.

SECTION 19. Effective Date. This resolution shall take effect immediately.

63229413.v4



Jason E. Mtumpower
Comptroller

February 17, 2022

Honorable Jim Strickland, Mayor
and Honorable Councilmembers
City of Memphis
125 N. Main Street
Memphis, TN 38103

Dear Mayor Strickland and Councilmembers:

Thank you for your recent correspondence. We acknowledge receipt on February 9, 2022, of a request from the City of Memphis (the "City") for a report on a plan of refunding (the "Plan") for the City's proposed issuance of a maximum of \$255,000,000 General Improvement Refunding Bonds, Series 2022B.

Pursuant to the provisions of Tennessee Code Annotated Title 9, Chapter 21, enclosed is a report based upon our review of the City's Plan. The Plan, this letter, and the enclosed report should be made available on the City's website and must be presented to each member of the Board for review prior to the adoption of an authorizing resolution for the refunding bonds.

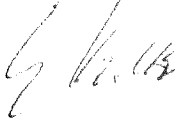
Requirements After Debt is Issued

Our website contains specific compliance requirements your local government will be responsible for once the bonds are issued: <http://tncot.cc/debt>. The listing is not all inclusive and you should work with your financial advisor and bond counsel to ensure compliance with legal and regulatory requirements related to the proposed refunding.

Memphis
February 17, 2022
Page 2

If you should have questions or need assistance, please refer to our online resources on our website or feel free to contact your financial analyst, Ronald Queen, at 615-401-7862 or Ron.Queen@cot.tn.gov.

Very truly yours,



Betsy Knotts
Director of the Division of Local Government Finance

cc: Ms. Jean Suh, Audit Review Manager, Local Government Audit, COT
Ms. Shirley Ford, Chief Financial Officer, City of Memphis
Ms. Pamela Z. Clary, ComCap Partners
Ms. Lauren Lowe, PFM Financial Advisors LLC
Ms. Miska L. Shaw, Esq., Ahmad Zaffarese, LLC
Mr. Michael Bradshaw, Jr., Butler Snow LLC

BK: rq



**Report on General Improvement Refunding Bonds, Series 2022B
 The City of Memphis, Tennessee**

This report is being issued pursuant to Tenn. Code Ann. § 9-21-903 and is based upon information as presented in a plan of refunding (the “Plan”) received by our office on February 9, 2022, from the City of Memphis, Tennessee (the “City”). Our report provides information to assist the governing body in its responsibility to understand the nature of the refunding transaction, including the costs and benefits, prior to approving the issuance of the refunding bonds and is designed to provide consistent and comparable information for all local governments in Tennessee. This report does not constitute approval or disapproval of the Plan or a determination that a refunding is advantageous or necessary. This report and the City’s Plan must be presented to the governing body prior to the adoption of a resolution authorizing the refunding bonds.

COSTS:

Estimated costs of issuance are summarized below and based upon the principal amount of \$250,405,000, of the Series 2022B Refunding Bonds:

	Amount	Price Per \$1,000 Bond
Underwriter’s Discount*	\$ 751,215.00	\$ 3.00
Municipal Advisor (ComCap Partners & PFM Financial Advisors)	150,000.00	0.60
Bond Counsel (Butler Snow & Ahmad Zaffarese LLC)	180,000.00	0.72
Disclosure Counsel	129,318.00	0.52
Rating Agency Fees (Moody’s & S&P)	250,503.15	1.00
Miscellaneous	18,003.34	0.07
	\$ 1,479,039.49	\$ 5.91

* To be determined by competitive sale

BENEFITS:

The City’s stated objective for the refunding is to achieve savings. The anticipated net present value savings are \$26,894,987 achieved by reducing the interest rate paid. The refunding will

also restructure debt service payments in fiscal years 2023 through 2026 to allow the City to meet its annual debt service without requiring new revenues to pay debt service.

Balloon Indebtedness

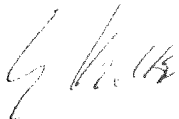
The proposed structure of the Series 2022B Refunding Bonds is balloon indebtedness as defined in Tenn. Code Ann. § 9-21-133. No principal payments will be made until fiscal year 2026. Additionally, the debt service payment for 2026 will be \$9,076,333 and subsequent debt service payments will be approximately twice that amount and approximately level except for fiscal year 2045 when the payment is \$4,954,297.

The City is effectively restructuring its debt service payments for fiscal years 2023 through 2026 with the issuance of the Series 2022B Refunding Bonds to allow for the repayment of debt within the City's current revenue stream thereby reducing the need for new revenues for the Debt Service Fund.

The City's request for approval to issue the Series 2022B Refunding Bonds as balloon indebtedness is approved in a separate letter.

Effective Date for this Report

This report is effective for a period of ninety (90) days from the date of the report. If the refunding transaction has not been priced during this ninety (90) day period, a new plan of refunding, with new analysis and estimates based on market conditions at that time, must be submitted to our office. We will then issue a report on the new plan for the City's governing body to review prior to adopting a new authorizing resolution for the refunding bonds.



Betsy Knotts
Director of the Division of Local Government Finance
Date: February 17, 2022



Jason E. Mumpower
Comptroller

February 17, 2022

Honorable Jim Strickland, Mayor
and Honorable Members of City Council
City of Memphis
125 N. Main Street
Memphis, TN 38103

Dear Mayor Strickland and Members of City Council:

Thank you for your recent correspondence. We acknowledge receipt on February 9, 2021, of a request from the City of Memphis (the "City") for the approval of a plan of balloon indebtedness (the "Plan") to issue approximately \$252,000,000 General Improvement Refunding Bonds, Series 2022B [Federally Taxable] (the "Series 2022B Bonds").

The proceeds of the Series 2022B Bonds will be used to advance refund all or portion of the following outstanding debt issues:

- General Improvement Refunding Bonds, Series 2014B ("Series 2014B Bonds") and
- General Improvement Refunding Bonds, Series 2015C ("Series 2015C Bonds").

Collectively, the Series 2014B Bonds and Series 2015C Bonds are the "Refunded Bonds." Total principal of \$251,530,000 is to be restructured with this advance refunding.

Balloon Indebtedness

In the planned transaction, no principal payments will be made until fiscal year 2026. The fiscal year 2026 debt service payment will be \$9,076,333. After fiscal year 2026, debt service

payments will be approximately twice that amount and approximately level except for fiscal year 2045 when the payment is \$4,954,297. The proposed life of this debt is 23 years. The transaction is balloon debt because the fiscal year 2026 payment is approximately 50% of any succeeding payment except for the fiscal year 2045 payment which is \$4,954,297.

The City's debt service payments are scheduled to decline significantly in fiscal year 2027. By restructuring its payments for fiscal years 2023 through 2026, the City will be able to manage its current debt service with its current projected revenues.

The City stated in its plan that issuing the Series 2022B Bonds as balloon indebtedness is in the public's interest because:

The Office of Local Government Finance may recall that the City's debt service payments are scheduled to decline from approximately \$146 million in fiscal year 2023 to \$91 million in fiscal year 2027. The City plans to recognize most of the savings from the Series 2022B Bonds in fiscal years 2023-2026 to reduce the City's annual debt service payments until fiscal year 2027 when the City's debt service payments materially decline. The proposed structure will allow the City greater flexibility as the City rebounds from the economic impacts of the COVID-19 pandemic.

The City believes that the proposed structure of the Series 2022B Bonds is in the public's best interest as it will further eliminate pressure on the City's Debt Service fund while still recognizing savings throughout the life of the bond issue.

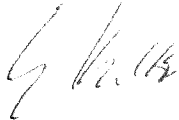
Approval

The comptroller of the treasury or the comptroller's designee shall evaluate each plan of balloon indebtedness based on the plan's specific circumstances and shall approve the plan only if a determination is made that the repayment structure is in the public's interest.

Based on the review of the Plan in accordance with statute, the Plan is approved for the Series 2022B Bonds.

If you should have questions or need assistance, please feel free to contact your financial analyst, Ron Queen, at 615.401.7862 or Ron.Queen@cot.tn.gov.

Very truly yours,



Betsy Knotts
Director of the Division of Local Government Finance

cc:

Ms. Jean Suh, Contract Audit Review Manager, Local Government Audit, COT
Ms. Shirley Ford, Chief Financial Officer, City of Memphis
Ms. Pamela Z. Clary, ComCap Partners
Ms. Lauren S. Lowe, PFM Financial Advisors LLC
Ms. Miska L. Shaw, Esq., Ahmad Zaffarese, LLC
Mr. Michael Bradshaw, Jr., Butler Snow LLC

BK: rq



**Pre-Kindergarten
2020-2021 &
Quarter 1 2021-2022**

**Memphis City Council
March 22, 2022**



Building Our City's Future From the Start: Universal Needs-Based Pre-K

Universal Needs-Based Pre-K is a primary equity strategy for ensuring underserved (< 185% FPL) students have an equal footing. High-quality Pre-K provides children with the tools to be Kindergarten ready and establishes the foundation of academic and social emotional success.

School Year 2019-2020:
7,800 Pre-K seats

School Year 2020-2021 Projected:
8,000 Pre-K seats

Goal for 2021-2022 School Year:
8,500 Pre-K seats



High-quality services to meet families where they are



Focus on **holistic family engagement** through wraparound service providers; meet immediate needs during COVID



Imbue services and metrics with **flexibility** to support both **virtual and in-person students**



Use assessments to **identify curricular needs** and implement **continuous quality improvement** practices



Hold all **stakeholders accountable** to delivering high quality services

Ensuring Quality in Pre-K



Attendance & Enrollment



Accommodate **attendance and enrollment** given **COVID-19 impact on communities**

Holistic Wraparound Services



Two-generation supports provided through ongoing family engagement, resources and referrals to support a families individual needs

Assessments



Use Brigance assessments to **identify DAP instructional processes** for individual learners, and implement **continuous quality improvement** practices


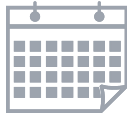









Instructional Coaching



Provide **job-embedded supports** to classroom teachers

Performance Measures



	Year One	2020-2021 & 2021-2022			
Engagement	 CONSISTENT ATTENDANCE	 TEACHER SYNCHRONOUS INSTRUCTION	 STUDENT ENGAGEMENT	 FAMILY OUTCOME ASSESSMENT	 FAMILY FOLLOW-UP SERVICES
Pre-K Skills	 PRE-LITERACY ASSESSMENT (PRE/POST GROWTH)	 PRE-K SKILLS ASSESSMENT	 PRE-LITERACY ADMINISTRATION & ASSESSMENT (POINT-IN-TIME)	 CONTINUOUS IMPROVEMENT	
Kindergarten Readiness	 K-READINESS ASSESSMENT		 K-READINESS ADMINISTRATION & ASSESSMENT		

2020-2021 F8M Pre-K Outcomes

August 31, 2020 - June 16, 2021



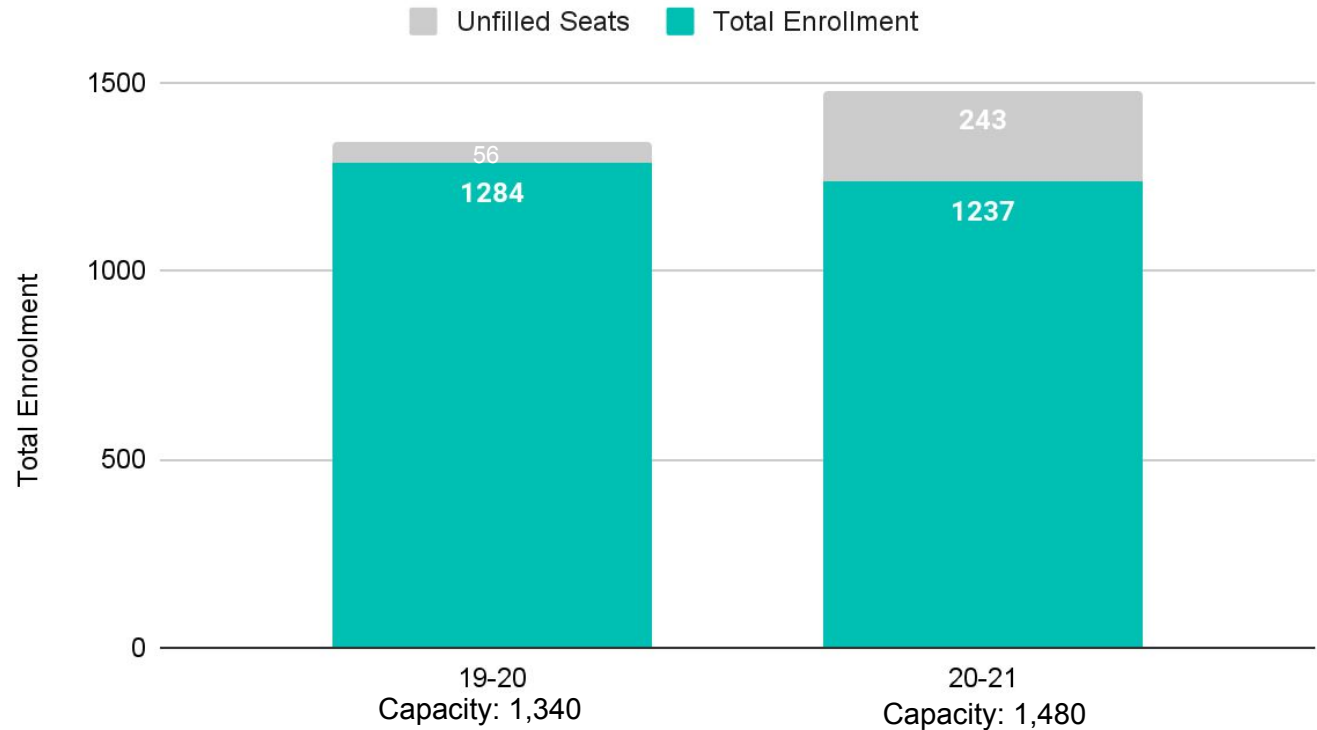
20-21 Pre-K Enrollment & Attendance



84%
capacity filled
of
1,480 seats
in 20-21

84%
(1,035/1,237)
of students met
the goal of
**80% daily
attendance**

Total Number of Students Enrolled



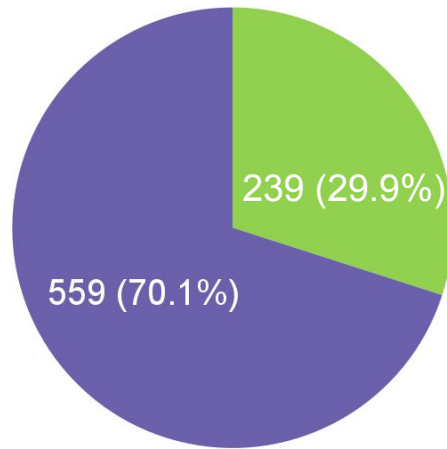
20-21 Pre-K Growth and K-Readiness Assessments



Grade Level Reading

n= 798

● Grade Level ● Below Grade Level

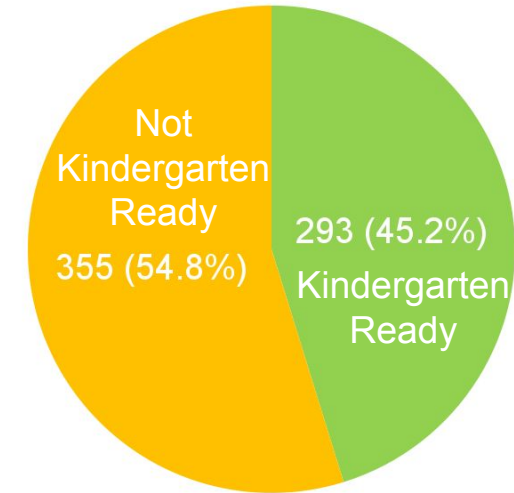


64% of F8M students (798/1,237) were assessed using Istation in 20-21.

78% of F8M students (964/1,237) were assessed using the pilot Brigance IED III assessment or Istation.

Kindergarten Readiness

n= 648



K-Ready is defined as the 50th percentile of a normed national sample.

Of the 850 “full service year” students, those who attended 66% or more total school days enrolled, 76% (648) were matched with a K-Ready assessment.

20-21 Family and Instructional Support



Greatest Needs for Families:



Food Resources



Utility Assistance



Internet Access



Transportation



Adult Education



Health Care Referrals

86%

(1,063/1,237)
of families
completed a
Family
Outcomes
Assessment

100%

of 74 classrooms
received one-on-one
**instructional
coaching**
to ensure
best practice in
teaching and learning

2021-2022 SY

Quarter 1 Outcomes

August 5, 2021 - October 8, 2021

Q1 2021-2022 Enrollment



66%
overall
capacity filled

N = 1,004

68%
non-financed
capacity filled

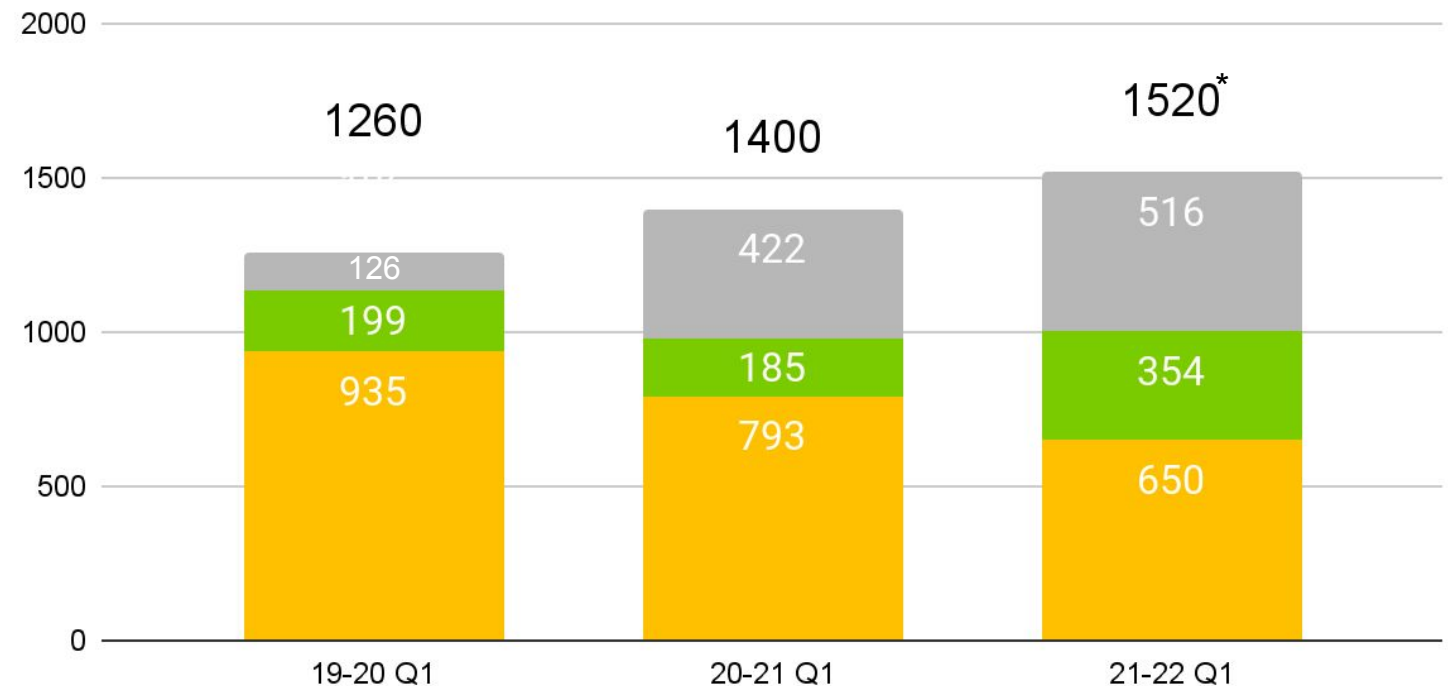
N = 354

65%
financed
capacity filled

N = 650

Total Enrollment By Funding Source

Unfilled Seats Non-Financed Financed



*Due to ongoing contract negotiations, data for 4 F8M classrooms is not included in this report.

11 The total capacity for 21-22 is 1,600.

Q1 2021-2022 Attendance



92%
overall
met 80%
attendance
goal

N = 960

92%
non-financed
met 80%
attendance
goal

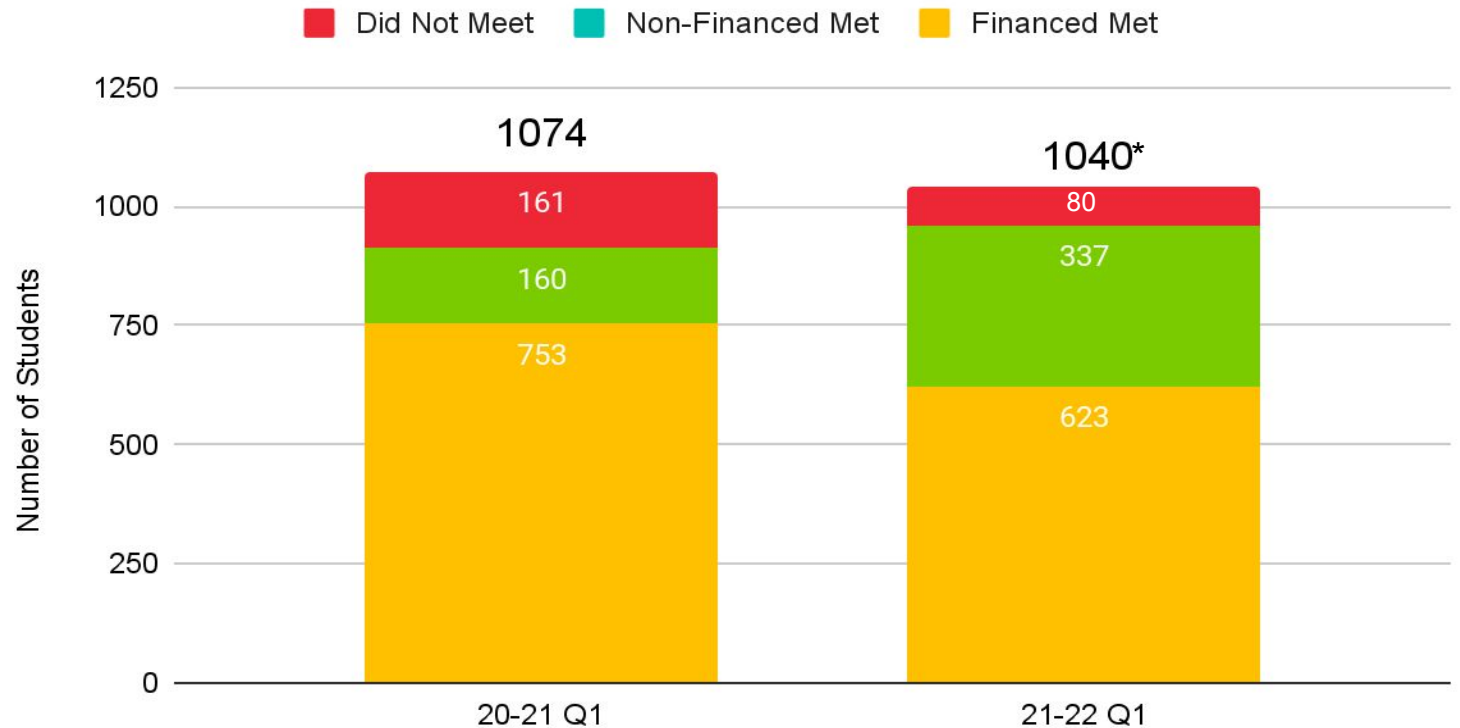
N=337

93%
financed met
80%
attendance
goal

N = 623

Attendance Goal = 80% or more daily attendance

Total Students Who Met Attendance Goal

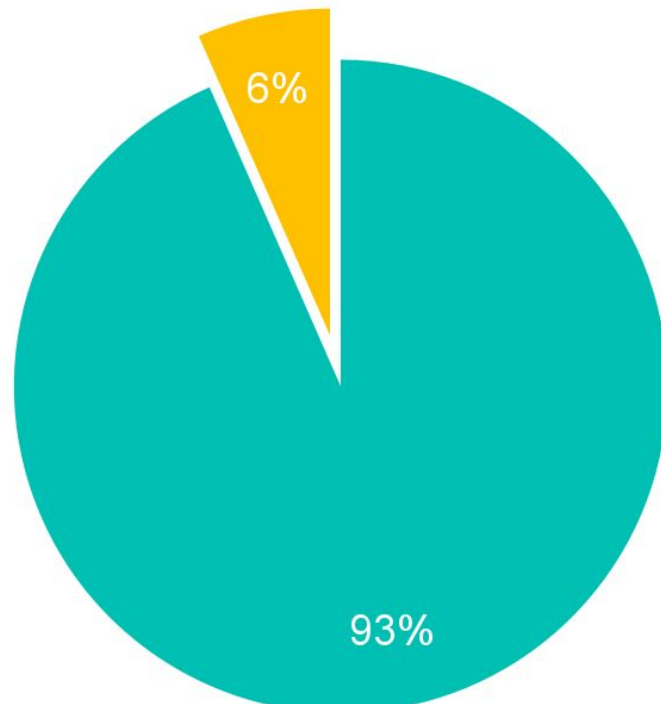


*Due to ongoing contract negotiations, data for 4 F8M classrooms is not included in this report.

Q1 2021-2022 Synchronous Learning

Percentage of Classrooms That Met Synchronous Learning Goal

● 3+ Synchronous Learning Opportunities ● <3 Synchronous Learning Opportunities



N = 76 Classrooms*

Synchronous Learning:

face to face, real time instruction;
in-person or virtual

Synchronous Learning Goal:

3 synchronous learning opportunities
per week

**5 total classroom closures due to
COVID-19 exposure**

*Due to ongoing contract negotiations, data for 4 F8M classrooms is not included in this report.

13 The total number of classrooms for 21-22 is 80.

Q1 2021-2022 Continuous Performance Improvement Reviews



Challenges Observed

- 1 Positive Environment**
Staff provide a positive and inviting learning environment; teacher uses a warm tone of voice.
- 2 Student Engagement**
Students were engaged in learning throughout the day- even during transitions!
- 3 Student Choice**
Students have freedom to choose from a variety of developmentally appropriate activities.

Exemplary Practices



- 1 Classroom Arrangement**
COVID-19 presents challenges in proximity of learning and use of materials in the learning environment.
- 2 Routines & Procedures**
Teachers establish routines and procedures to support student engagement and safety.
- 3 Higher Order Thinking**
Students engage in conversation that challenges them to analyze new information.

Q1 2021-2022 Family Supports



Greatest Needs



Adult Education and Skills Training



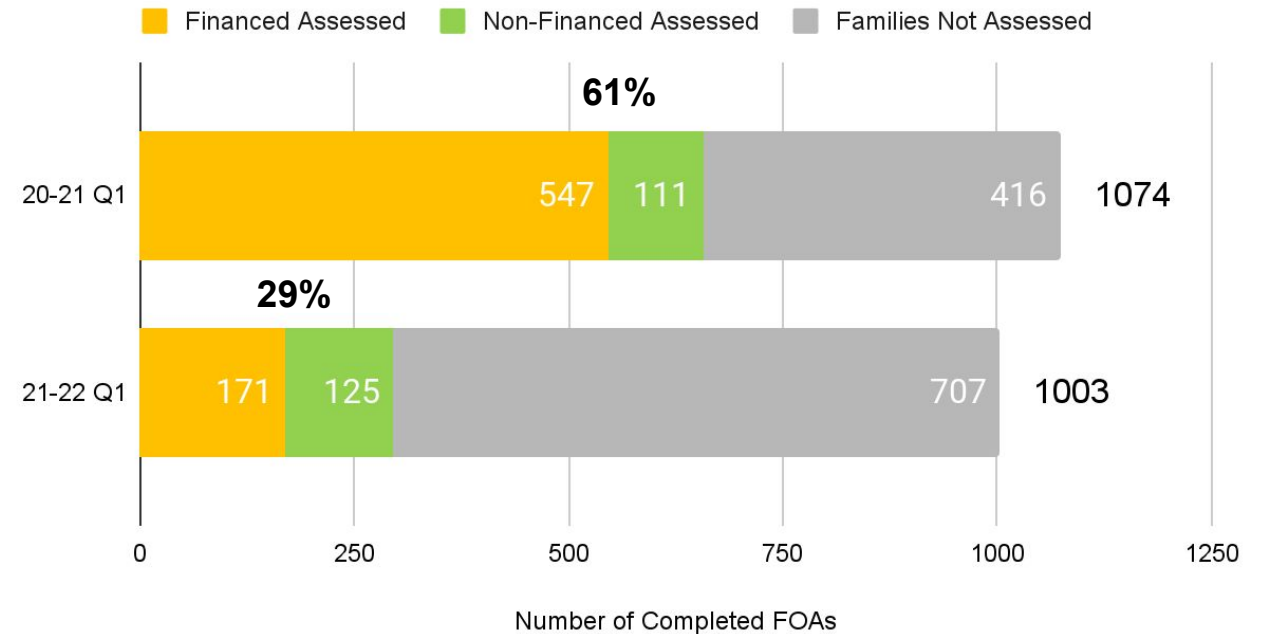
Health and Mental Health Resources



Child Care

The Family Outcomes Assessment is conducted 3x per year.

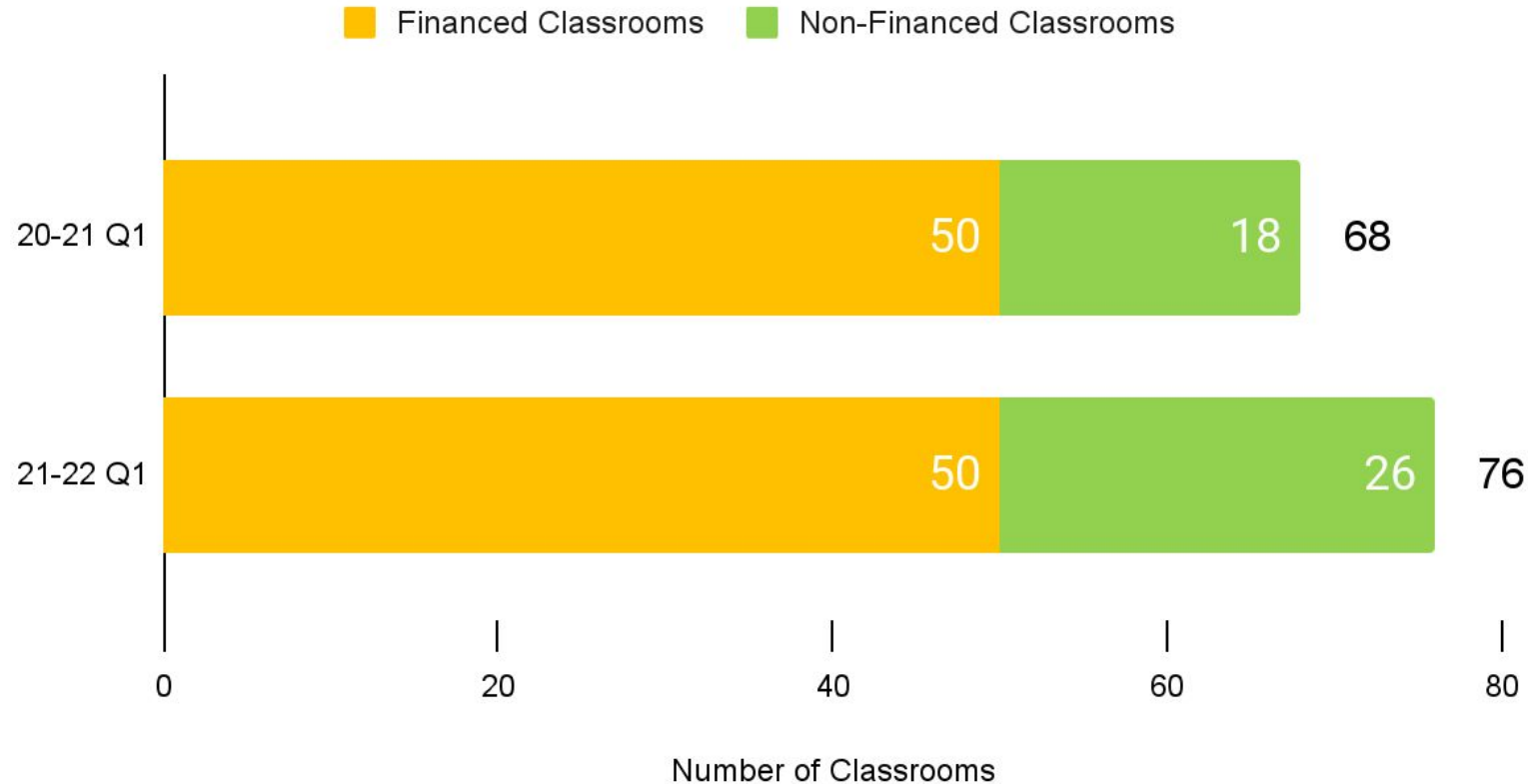
Completed FOAs By Funding Source



Q1 2021-2022 Pre-K Assessments



Total Number of Classrooms that Administered Assessments



In 2021-22, 10 classrooms completed Istation assessments in Q1, compared to 63 classrooms in Q1 of the 2020-21 school year.

Brigance IED III was administered across all operators and classrooms in Q1. Results from this assessment will be reported in Q2.*

*In 2021-2022, all operators are required to administer the Brigance IED III, three times per year..

THE ROLE OF FIRST 8 MEMPHIS



We partner with the City of Memphis and Shelby County government to support, coordinate, and administer funding for a comprehensive, universal needs-based Pre-K program.

- We are **leaders, collaborators, and conveners** working to increase advocacy and resources to improve systems for early childhood care and education.
- We **work directly with operators and partners** across Shelby County to support quality programs and services.

OUR PROGRESS SINCE 2019



- Increased total Pre-K seats from **7,800 to 8,500** and expanded available needs-based seats from **1,360 to 1,600**
- Managed the City and County's historic **\$14M investment** in 2021-22 for an improved Pre-K data infrastructure that increases **transparency and accountability** through data collection and reporting
- Established **collaborative spaces** for formal ongoing engagement and action, including the **Pre-K Consortium, Leadership Council, and Policy & Advocacy work group**
- Established a **neutral outcomes financing** structure for future projects

F8M Pre-K Actuals & Projected Budget



	Actual Year 1 (School Year 2019-2020)	Actual Year 2 (School Year 2020-2021)	Projected Year 3 (School Year 2021-2022)
Public Funding			
City of Memphis	\$3,000,000	\$4,500,000	\$6,000,000
Shelby County	\$8,000,000	\$8,000,000	\$8,000,000
Unspent Funds (School Year 2019-2020)		\$927,630	
Total Public Funding	\$11,000,000	\$13,427,630	\$14,000,000
Program Expenses			
Financed Classrooms	\$7,500,000	\$7,434,608	\$8,202,500
Non-Financed Classrooms	\$2,940,000	\$3,281,189	\$4,831,500
Program Expenses		\$927,630	
Total Classroom Subtotal	\$10,440,000	\$11,458,426	\$13,304,000
F8M Admin Fee (7%)	\$770,000	\$875,000	\$980,000
Total Classroom and Administrative Fee	\$11,210,000	\$12,333,426	\$14,014,000

Preliminary Proposed F8M Pre-K Budget



	Projected Year 4	Projected Year 5	Projected Year 6
REVENUE	(School Year 2022-2023)	(School Year 2023-2024)	(School Year 2024-2025)
City of Memphis	\$ 6,000,000	\$ 6,000,000	\$ 6,000,000
Shelby County	\$ 8,000,000	\$ 8,000,000	\$ 8,000,000
Additional Funds Requested*	\$ 800,000	\$ 1,920,000	\$ 3,120,000
	\$ 14,800,000	\$ 15,920,000	\$ 17,120,000
EXPENSES			
Classroom Expenses	\$ 13,200,000	\$ 14,320,000	\$ 15,520,000
Other Pre-K Program Expenses	\$ 564,000	\$ 485,600	\$ 401,600
Total Program Expenses	\$ 13,764,000	\$ 14,805,600	\$ 15,921,600
F8M Admin Fee (7%)	\$ 1,036,000	\$ 1,114,400	\$ 1,198,400
Total Administrative Expenses	\$ 1,036,000	\$ 1,114,400	\$ 1,198,400
	\$ 14,800,000	\$ 15,920,000	\$ 17,120,000

Thank you!



Kandace Thomas, MPP, PhD

Executive Director

First 8 Memphis

kandace@first8memphis.org

(901) 500-7871



**FIRST
EIGHT
MEMPHIS**



***Investing in Pre-K
as a Key Strategy
to Improve Long-
Term Economic
Viability***



***Quarter 1
Pre-K Report
School Year 2021-2022***



Executive Summary	3
Introduction & Overview	4
F8M Pre-K Program Overview	4
2021-2022 Q1 F8M Performance Overview	5-10
Pre-K Outcomes Financing Payment Update	10
Conclusion	11
Appendix A - F8M Pre-K Classrooms	12-14
Appendix B - Validator Report	17-22





Q1 Performance Highlights

Enrollment: 1,033 4-year-old children were enrolled in 76 F8M Pre-K classrooms across Shelby County.

Attendance: 92% met the goal for satisfactory attendance.

Pre-K Literacy Skills: 134 students, or 13% of the 1003 students' Pre-K skills were assessed in Q1. (Brigance IED III assessments to be reported in Q2.)

Synchronous Learning: With the goal of providing high-quality student-centric synchronous learning opportunities, 93% of F8M classrooms met the requirement of conducting three synchronous learning opportunities for students per week.

Continuous Performance Improvement Reviews: 96% of F8M Pre-K classrooms received observation and quality feedback supporting teachers to meet the needs of their students and developing best practices.

Family Support: 296 Family Outcomes Assessments were conducted across 293 students or 29% of families.

There were 1,435 Family Engagement follow-up actions made by Family Engagement Personnel in Q1.

Investing in early care and education helps young children increase social and emotional, cognitive, and physical development for success in school and in life. Pre-Kindergarten (Pre-K) is central to those investments. Pursuant to the Joint Ordinance NO 505 Section 1, Shelby County and the City of Memphis contracted with First 8 Memphis (F8M) to administer and manage joint-funding for a comprehensive, universal needs-based Pre-K program for children living in Shelby County. This report reflects the School Year 2021-2022 Quarter 1 (Q1) (August 5 to October 8, 2021)¹ Pre-K data.

This report adheres to, but is not limited to, the following Professional Services Agreement requirements:

- Number of at-risk 4-year-old children in City of Memphis and Shelby County provided classrooms
- Financial reporting detailing the use of public funds
- Data on parent and community engagement and delivery of services

The COVID-19 global pandemic significantly impacts early care and education and has had negative short- and long-term effects for children and families. All Tennessee students began the 2021-2022 academic year learning in-person. Pre-K has experienced unprecedented challenges due to the ongoing pandemic, including lower enrollment, attendance rates, and lower rates of family engagement. The numbers reported are reflective of these challenges.

As of the end of Q1, F8M contracted with 14 Pre-K operators and funded 76 Pre-K classrooms in total. All 80 classrooms are in operation; however, as operator contract negotiations are ongoing, data is not available for four F8M classrooms. Of the 76 classrooms, 50 participated in the Pay for Success model and are financed classrooms; the remaining 26 are non-financed, or direct funded, classrooms.

¹ Quarter ranges are determined by each school's reporting calendar.

Introduction & Overview



Central to investing in Shelby County's future is to support children's ability to thrive and engage in quality services and programs that support their early care, development, and learning. Pre-K gives children the building blocks to learn, be creative, and develop the social and emotional skills needed to navigate school and life. [First 8 Memphis](#) (F8M) was established to implement Shelby County's high-quality early care and education system and meet Shelby County's need for universal needs-based Pre-K.

This school year (2021-2022), Shelby County became the first county in the state of Tennessee with a universal needs-based Pre-K program for every income-eligible 4-year-old child.

F8M's Pre-K partners work to provide high-quality Pre-K for young children in Shelby County. Our Pre-K program includes academics and instruction, two-generation family support and wraparound services, and quality support and monitoring. All aspects of our program are measured to track student and educator outcomes and help us understand community needs. COVID-19 has had a tremendous impact on families, children, and the early care and education system. Schools across the nation have experienced teacher and staff shortages and lower enrollment and attendance. Memphis and Shelby County are no exception.

Pursuant to the Professional Service Agreement (PSA) with the City of Memphis and Shelby County, this report includes updates on F8M Quarter 1 (Q1) Pre-K Performance Data, Quality Performance, and Outcomes Financing Repayment.

F8M Pre-K Program Overview



F8M is implementing Shelby County, Tennessee's first high-quality early care and education system, which aims to prepare 90% of our children to be Kindergarten ready and to ensure that 90% of 3rd graders are reading on grade level by 2025. We are an advocacy, coordinating, and convening organization working across the age spectrum and with programs and systems that support young children and their families, including: home visiting, childcare, Pre-K, and Kindergarten through 3rd grade supports. We are working to create a high-quality, equitable early care and education system for all children in our community.

F8M's Pre-K program ensures that every income-eligible child in Memphis and Shelby County has access to Pre-K. Our performance-based Pre-K program includes three core components: academics and instruction, 2-generational family support, and quality support and monitoring. F8M has 15 Pre-K partners in the 2021-2022 school year; our Pre-K partners include childcare centers, early childhood programs, local education agencies (LEAs)/school districts, and charter schools.

F8M, with our partners at [Seeding Success](#), monitor and collect data to ensure quality programming for all students and families in our Pre-K classrooms. The Pre-K Consortium, convened by F8M, is Shelby County's only collaborative table for Pre-K Operators to openly discuss quality, performance metrics/standards, successes, and concerns related to Pre-K and early care and education systems.



Enrollment

Pre-K enrollment standards ensure that 95% of eligible students are enrolled in a F8M Pre-K classroom. Classrooms are considered at full capacity with 20 enrolled students, with a minimum of at least 17 students to sustain compliance.

F8M enrolled a total of 1,033 eligible 4-year-old children in 76 Pre-K classrooms throughout Q1, with a withdrawal rate of 3% or 30 students. End-of-quarter enrollment was 1,003 students (66% of the total capacity).²

>> **Financed Classrooms**

F8M's 50 financed classrooms have the capacity to serve 1,000 4-year-old children throughout Shelby County. At the end of each Pre-K operator's first quarter, 650 students were enrolled in F8M financed classrooms, meaning that these classrooms were filled to 65% of capacity.

>> **Non-Financed Classrooms**

F8M's 26 non-financed, or direct funded, classrooms have the capacity to serve 520 4-year-old children across Shelby County. At the end of each Pre-K operator's first quarter, 354 students were enrolled in F8M non-financed classrooms, meaning that these classrooms were filled to 68% of capacity.

>> **Challenges with Enrollment**

The return to school in 2021-2022 brought with it new state regulations for all students to return to learning in-person, without an option for families to choose virtual learning.³ As schools began, the mandates and orders for masks in public places began to change. By the end of Q1, operators had the option to mandate mask-wearing with some choosing for students and staff to remain masked. Many families chose not to enroll their child in a program due to the concern and fear for their child's health and safety, while others chose not to enroll their child due to the mask mandate requiring young children to be masked.

>> **Supports for Increased Enrollment**

Prekmemphis.com was created to support enrollment for all F8M Pre-K operators. During Q1, F8M promoted Pre-K enrollment through its social media outlets to increase community awareness of available seats. F8M Pre-K operators promoted Pre-K enrollment through community flyers, television commercials, social media outlets, billboards, and websites. Many F8M Pre-K operators shared messages with families and the community regarding the enhanced health and safety measures put in place to keep children, staff, and families safe and to stress the importance of early education.

² Withdrawal rates fluctuate throughout the year and are often a reflection at the beginning of the year of students who were only briefly enrolled.

³ Virtual learning was made available beginning Spring of 2020 to students and families due to the COVID-19 pandemic and continued through the 2020-2021 academic year.

Attendance

Attendance is considered satisfactory when students attend at least 80% of total school days for which they are enrolled.

In Q1, 92% (954) of F8M Pre-K students enrolled throughout the first quarter met the goal of satisfactory attendance, meaning they attended at least 80% of total school days for which they were enrolled.

>> **Financed Classrooms**

Of the 672 students enrolled in a F8M financed Pre-K classroom throughout the first quarter, 93% (623) met the goal of satisfactory attendance. The remaining 7% (49) of students missed more than 20% of the days for which they were enrolled.

>> **Non-Financed Classrooms**

Of the 368 students enrolled in an F8M non-financed Pre-K classroom throughout the first quarter, 92% (337) met the goal of satisfactory attendance. The remaining 8% (31) of students missed more than 20% of the days for which they were enrolled.

Pre-K Growth Assessments

The Brigance Inventory of Early Development III Standardized (Brigance IED III) is a nationally recognized comprehensive assessment to understand students' skill level and enable teachers to respond to students' cognitive, social, and emotional needs. All F8M Pre-K operators will administer Brigance IED III in 2021-2022. Istation may be administered at an operator's discretion to assess students' early literacy skills, but not in place of the Brigance IED III.

All Brigance IED III assessments were administered in Q1 from August 30 through October 8; however, the scoring window occurred in Q2 from October 18 - 29, 2021. Due to the scoring window occurring after the end of Q1, the first Brigance IED III assessment data will be reported in Q2. This year, 2021-2022, Istation assessments will continue across six operators, with assessments administered monthly. In Q1, 70% (134) of the 191 students enrolled throughout the first quarter were assessed on Istation. The F8M Quarter 4 report will provide early literacy growth data for Full Year Services (FYS) recipients – students who were enrolled for at least 66% of the school year. The number of students assessed on Istation will be reported quarterly.

Outcomes financing provides payments for Istation assessments with a cap of two assessments per student per year. During Q1, 99% (263) of the 267 total Istation assessments administered were eligible for payout under the two-assessment limit per student. For financed classrooms, 98% (111) of the 113 total assessments administered were eligible for payout. In non-financed classrooms, 99% (152) of the 154 total assessments administered were eligible for payout. Istation results will be shared in the F8M Pre-K Annual Report; outcomes financing Istation assessment tracking is complete for this school year.⁴

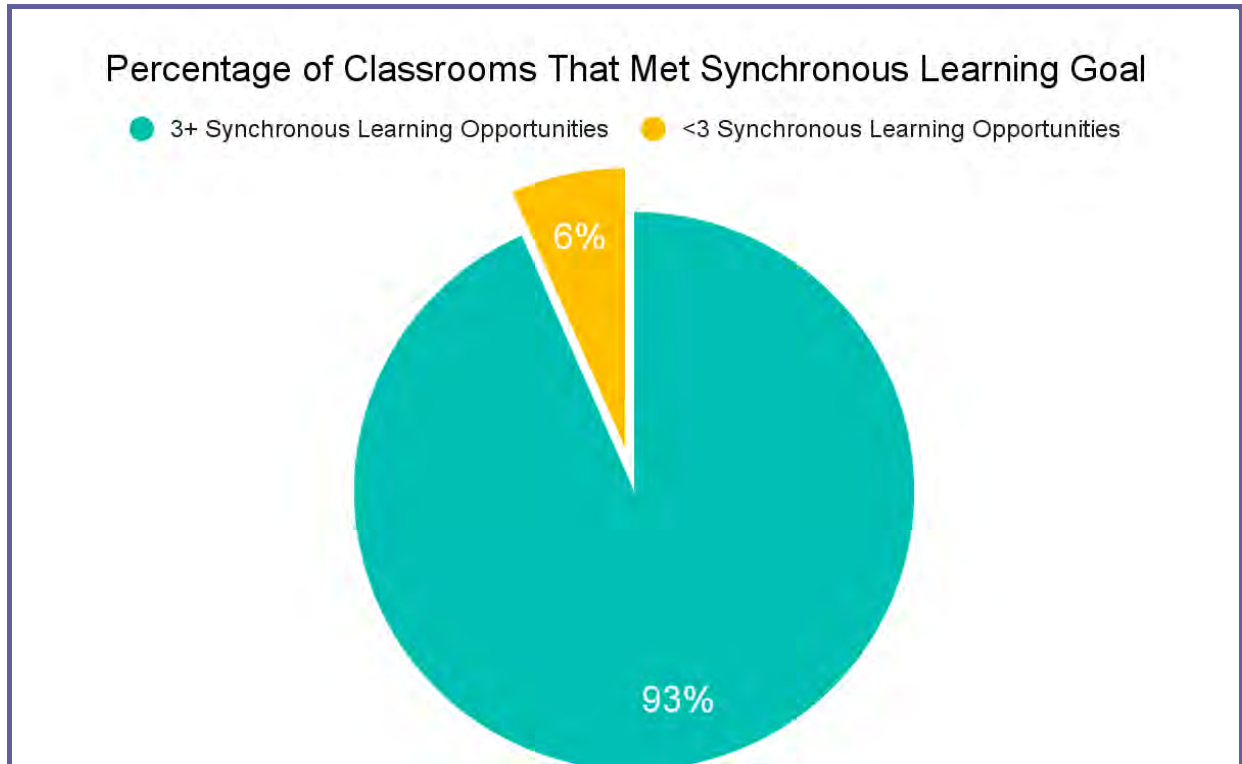
⁴ The majority of students assessed on Istation took the Istation a minimum of two times in Q1, meeting the payments cap of two assessments per year.

Synchronous Learning

Synchronous learning refers to teaching and learning in real-time, meaning face-to-face instruction, whether online or in-person.

In Q1, 93% (71) of F8M classrooms met the requirement of conducting three synchronous learning opportunities every week.

The five classrooms that were not able to meet the synchronous learning requirement were closed due to COVID and not being able to provide virtual instruction.



	All Portfolio*	Financed	Funded*
Classrooms with 3+ sessions every week	71/76	49/50	22/26
Percentage of classrooms with 3+ sessions every week	93%	98%	85%

**As stated in the executive summary; ongoing contract negotiations resulted in reporting for all but four of our classrooms for Q1.*

Attendance

To ensure quality teaching and learning in F8M Pre-K classrooms, F8M conducts Continuous Performance Improvement Reviews (CPIRs).

In Q1, 96% (73) of 76 total classrooms were provided support, observations, evaluations, feedback, and/or follow-up by an advisor or instructional coach.⁵

This support was spread across 47 of 50 financed classrooms and all 26 non-financed classrooms. The three classrooms that did not receive one-on-one support were not assigned a coach/advisor until mid-October.

>> Exemplary Practices in Q1:

- Staff provided positive, warm, and inviting learning environments
- Students were highly engaged
- Teachers provided differentiation and scaffolding of instruction
- Staff created learning environments for flexibility of student choice and student-led activities
- Teachers used advanced vocabulary during instruction

>> Challenges in Q1 include a Need for Improvement of Instructional Practices in the Following Ways:

- Establishing consistent routines and procedures
- Arranging classrooms ⁶ per COVID-19 protocol
- Planning for and implementing higher-order thinking skills
- Defining learning objectives clearly

Instructional coaches and advisors supported teaching staff with enhancing day-to-day instruction, navigating COVID-19 protocols, and integrating the use of student assessment data to inform instruction.



⁵ F8M requires instructional coaches to be hired and provide one-on-one job-embedded support in all F8M Pre-K classrooms. Due to a lack of instructional coaches for one operator, advisors served as instructional coaches in some F8M classrooms during Q1.

⁶ COVID-19 presented challenges for classroom arrangement in the early learning environments due to restrictions on proximity and use of materials by multiple individuals simultaneously.

Wraparound Services

F8M's holistic Pre-K program includes wraparound services and two-generation supports as young children's Pre-K achievement is driven by non-academic factors, including family need, stress, trauma, and overall family well-being.⁷ There was some disruption to wraparound services in Q1 due to staffing issues related to the hiring and on-boarding of Family Engagement Personnel (FEP). The majority of FEP were on-boarded by the start of Q2, October 18, 2022, and staff began regular engagement with families. Throughout Q1, F8M continually monitored services and tracked and collected data; the updates will be reported in the Q2 report.

I. Family Engagement

Success in a school year requires systematic and consistent engagement between families, schools, and school service providers. FEP *provide social work/case management and health services to children and families in the Pre-K program*. FEP contact families monthly to assist with achievement toward their goals, provide follow-up support, and other assistance as requested.

In Q1, there were 1,435 referrals and significant contacts⁸ made by FEP, including 680 referrals and contacts in financed classrooms and 755 in non-financed classrooms.

>> **The greatest needs for families in Q1 consisted of the following:**

- Health and mental health⁹
- Adult education and skills training¹⁰
- Childcare

Families were also supported with Pre-K attendance, behavior, social-emotional needs, and setting goals.

II. Family Outcomes Assessment¹¹

The Family Outcomes Assessment (FOA) is a needs assessment to ensure our Pre-K program helps families meet their needs and goals. The FOA is formally conducted three times per year.

>> **The following seven family outcomes are assessed through the FOA:**

- Family well-being
- Positive parent-child relationship
- Families as lifelong educators
- Families as learners
- Family engagement in transitions
- Family connections to peers and community
- Families as advocates and leaders

⁷ As referenced in the introduction, wraparound data is significantly reduced in Q1 due to a lack of FEP employed and background checks completed to serve families across multiple operators.

⁸ Significant contacts are communications with families that are individualized, address a stated need, and lead to concrete action.

⁹ Includes health and mental health screening referrals.

¹⁰ Some operators host ongoing family engagement events to support family referrals for adult education, skills training, and job placement.

¹¹ The number of FOAs are lower than anticipated due to vacant FEP positions during Q1. F8M anticipates an increase in FOAs during Q2 as new FEP staff began on-boarding at the end of Q1.

In Q1, 296 FOAs were conducted among the 1,003 students enrolled at the end of the quarter. The numbers of assessments administered and families reached can be found below:

	All Financing	Financed Classrooms	Non-Financed Classrooms
FOAs Conducted	296 ¹²	171	125
Families Assessed	293	168	125
Families Enrolled at End of Quarter with FOAs in Q1	29%	26%	35%

FOAs for F8M’s Pre-K classrooms are on target for the 2021-2022 school year.

III. Health and Mental Health Screening

F8M requires all Pre-K operators to provide hearing and vision screenings to all students. Operators may offer additional screenings at their discretion. During Q1, 420 vision and 415 hearing screenings were provided to students.¹³ An additional 924 screenings were provided, including but not limited to: dental, health, mental health, biometric screenings of height and weight, and development. Additional screenings will be reported subsequently as screenings are scheduled for families by the newly on-boarded FEP.

Pre-K Outcomes Financing Payment Update



The F8M Pay for Success public-private partnership uses private loan dollars to fund a portion of Pre-K classrooms (50) up front, with investors being repaid with Shelby County funding based on the noted validated performance outcomes. Pursuant to the Validator Agreement, the final outcome payment for F8M Q1 is \$1,236,650. For Q1, F8M has paid a total of \$3,086,000 to our Pre-K Operators, \$1,937,500 for financed classrooms and \$1,148,500 for non-financed classrooms.



¹² Three financed students had two FOAs in Q1; this accounts for three more assessments than the total number of families assessed.

¹³ Screenings were limited due to vacant FEP positions during Q1, and FEP staff are on-boarded health and mental health screenings will be scheduled.

Conclusion



A child's early years hold the key to their success. Research demonstrates that children who have access to quality early learning are better prepared when entering Kindergarten than children who do not attend early learning programs.

In year three of implementing a high-quality Pre-K program, F8M has enrolled a total of 1,033 eligible four-year-old students with 1,003 enrolled at the end of Q1, meeting 66% of enrollment capacity. COVID-19 contributed to overall low enrollment; however, notably, 92% of F8M Pre-K students were still able to meet the goal of satisfactory attendance. Pre-K growth assessments are administered and designed to help provide educators, parents, and families with critical information about a child's development and growth. In Q1, 134 students were assessed using the Istation assessment, all Brigance IED III assessment data will be reported in Q2.

F8M wraparound services included an FOA, which assessed strengths, progress made, or family needs. With the support of FEP, 296 FOAs were completed. With the goal of measuring the ongoing connections maintained and support given to families through wraparound services, records of case management and follow-up actions were collected. In total, 1,435 follow-up actions were completed by FEP. FEP were able to make referrals and assist families with achieving what they identified as their area of need.

Overall, Q1 results show that F8M Pre-K programs provided an engaging program for 4-year-old students and families, partnered with families to meet their growing needs during a pandemic, and adhered to program standards and protocol. F8M will continue collaborating with our stakeholders and Pre-K Operators to meet the needs of young children and families in Shelby County.





Financed Classrooms

School	Classroom	Operator
A.B. Hill Elementary	A. B. Hill #2	Shelby County Schools
Alton Elementary	Alton #2	Shelby County Schools
Bartlett Elementary	Bartlett #1	Bartlett City Schools
Berclair Elementary	Berclair #1	Shelby County Schools
Berclair Elementary	Berclair #2	Shelby County Schools
Chimneyrock Elementary	Chimneyrock #1	Shelby County Schools
Chimneyrock Elementary	Chimneyrock #2	Shelby County Schools
Cordova Elementary	Cordova #1	Shelby County Schools
Cornerstone Prep - Denver	Cornerstone Denver #1	Capstone Education Group
Dexter Elementary	Dexter #2	Shelby County Schools
Doubletree Elementary	Doubletree #2	Shelby County Schools
Downtown Elementary	Downtown #2	Shelby County Schools
Egypt Elementary	Egypt #2	Shelby County Schools
Evans Elementary	Evans #2	Shelby County Schools
Freedom Preparatory Academy Elementary	Freedom Prep #1	Freedom Preparatory Academy
Freedom Preparatory Academy Elementary	Freedom Prep #2	Freedom Preparatory Academy
Germanshire Elementary	Germanshire #1	Shelby County Schools
Germanshire Elementary	Germanshire #2	Shelby County Schools
Getwell Elementary	Getwell #3	Shelby County Schools

Highland Oaks Elementary	Highland Oaks #1	Shelby County Schools
Highland Oaks Elementary	Highland Oaks #2	Shelby County Schools
Holmes Road Elementary	Holmes Road #3	Shelby County Schools
Holmes Road Elementary	Holmes Road #4	Shelby County Schools
Journey Community Schools	Journey Hanley #1	Journey Community Schools
Kingsbury Elementary	Kingsbury #2	Shelby County Schools
Libertas School	Libertas Bridges/Wells*	Libertas School of Memphis
Libertas School	Libertas Jemison/Morrison*	Libertas School of Memphis
Libertas School	Libertas Greenfield/Houston*	Libertas School of Memphis
Lowrance School	Lowrance #2	Shelby County Schools
Oak Forest Elementary	Oak Forest #1	Shelby County Schools
Oak Forest Elementary	Oak Forest #2	Shelby County Schools
Peabody Elementary	Peabody #1	Shelby County Schools
Porter-Leath Academy II @ Frayser	PLA Frayser #1	Porter-Leath
Raleigh-Bartlett Meadows Elementary	Raleigh-Bartlett Meadows #1	Shelby County Schools
Raleigh-Bartlett Meadows Elementary	Raleigh-Bartlett Meadows #2	Shelby County Schools
Ridgeway Early Learning Center	Ridgeway #6	Shelby County Schools
Ridgeway Early Learning Center	Ridgeway #7	Shelby County Schools
Ridgeway Early Learning Center	Ridgeway #8	Shelby County Schools
Sea Isle Elementary	Sea Isle #1	Shelby County Schools
Shelby Oaks Elementary	Shelby Oaks #1	Shelby County Schools
Shelby Oaks Elementary	Shelby Oaks #2	Shelby County Schools
Sherwood Elementary	Sherwood #2	Shelby County Schools

Snowden Elementary	Snowden #1	Shelby County Schools
Southwind Elementary	Southwind #2	Shelby County Schools
Southwind Elementary	Southwind #3	Shelby County Schools
Southwind Elementary	Southwind #4	Shelby County Schools
Wells Station Elementary	Wells Station #2	Shelby County Schools
Whitehaven Elementary	Whitehaven #2	Shelby County Schools
White Station Elementary	Whitestation #2	Shelby County Schools
Winchester Elementary	Winchester #2	Shelby County Schools

**Indicates a Libertas classroom. For reporting purposes, two Libertas classrooms are merged together to count as one traditional classroom.¹⁴*



¹⁴ These classrooms each have a capacity of 13 students as permitted by The State Board of Education Office of Commissioner Chapter 0520-12-01 Standards for School Administered Child Care Programs permitting a 1:13 adult:child ratio maximum group size of 24 for multi-age groupings 3-6 years of age.

Non-Financed Classrooms

School	Classroom	Operator
Alcy	Alcy #2	Shelby County Schools
Belle Forest	Belle Forest #2	Shelby County Schools
Bethel Grove Elementary	Bethel Grove #2	Shelby County Schools
Circles of Success	Circles of Success #1	Circles of Success Learning Academy
Circles of Success	Circles of Success #2	Circles of Success Learning Academy
Cornerstone Denver	Cornerstone Denver #2	Capstone Education Group
Downtown Elementary	Downtown #1	Shelby County Schools
Dunbar Elementary	Dunbar #2	Shelby County Schools
Freedom Preparatory Academy Elementary	Freedom Prep #3	Freedom Preparatory Academy
Libertas School	Libertas Louie Armstrong	Libertas School of Memphis
Libertas School	Libertas Smith	Libertas School of Memphis
Millington Elementary	Millington #1	Millington Municipal Schools
Millington Elementary	Millington #2	Millington Municipal Schools
Perea Preschool	Perea #4	Perea Preschool
Perea Preschool	Perea #5	Perea Preschool
Porter-Leath Academy II @ Frayser	PLA Frayser #2	Porter-Leath
Promise Academy	Promise Academy Hollywood	Promise Academy
Promise Academy	Promise Academy Spring Hill	Promise Academy
Red Robin Learning Academy	Red Robin #2	Red Robin Learning Academy
Ridgeway Early Learning Center	Ridgeway #5	Shelby County Schools
Ridgeway Early Learning Center	Ridgeway #9	Shelby County Schools

Sharpe Elementary	Sharpe #3	Shelby County Schools
Springdale Elementary	Springdale #2	Shelby County Schools
SWTCC	SW Macon #3	Southwest Tennessee Community College
UofM Barbara K. Lipman Early Learning & Research Center	UofM #1	University of Memphis Barbara K. Lipman Early Learning and Research Center
White Station Elementary	White Station #5	Shelby County Schools

*** View copies of the Q1 Validation Report on the following pages (17-22).**





School of Public Health
Robison Hall
Memphis, TN 38152-3370
Office: (901) 678-2921
Email: jturchi@memphis.edu

December 12, 2021

First 8 Memphis, LLC 307
Madison Avenue
Memphis, Tennessee 38103

Community Outcomes Fund LP c/o
Maycomb Outcomes LLC 44 Court
Street
Suite 309
Brooklyn, NY 11201

First Horizon Bank 165
Madison Avenue
Memphis, Tennessee 38103

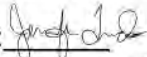
Dear Ladies and Gentleman,

Reference is made to that certain Escrow Agreement dates as of **September 23, 2021** by and among Community Outcomes Fund LP, First 8 Memphis, LLC and First Horizon Bank (the "Escrow Agreement") and that certain 2021-2022 School Year Validation Agreement by and between First 8 Memphis, LLC and the University of Memphis (the "Validation Agreement"). Terms defined in the Validation Agreement and used herein have the same meaning herein and therein. Pursuant to Section II.A of the Validation Agreement, the Independent Validator has issued a final report (the "Final Report") for the Program Quarter ending on **October 8, 2021** reflecting the Outcome Payments due and payable for such Program Quarter. Pursuant to the Validation Agreement and in accordance with the Final Report, the Outcome Payment required to be made pursuant to the Professional Services Agreement by **January 31, 2022** is a payment in the amount of **\$1,236,650.00**.

The recipients of this certificate may rely on it to prepare, execute and deliver the applicable escrow disbursement certificate in accordance with the Escrow Agreement.

Thank you,

University of Memphis

By: 
Name: Jennifer Turchi
Title: Visiting Assistant Professor

First 8 Memphis

was established to implement Shelby County's high-quality early care and education system which aims to prepare:



90%

of our children to be Kindergarten ready



90%

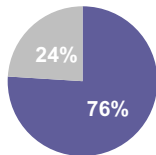
of our 3rd graders are reading on grade level by 2025

First 8 Memphis is partnering with the City of Memphis and Shelby County government to support, coordinate and administer funding for a comprehensive, universal needs-based Pre-K program for children living in Memphis and Shelby County.

Enrollment

1,237 four-year-old children enrolled

940 Students Enrolled in Financed Classrooms



297 Students Enrolled in Non-Financed Classrooms

■ Enrolled in Financed Classrooms
■ Enrolled in Non-Financed Classrooms

2020-21 Enrollment is reflective of students attending virtually, in person, and hybrid.

Outcomes Financing

74 Pre-K total classrooms With the capacity to serve **1,480** students (Up from 67 in the 2019-2020 school year.)

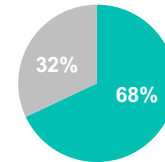
50 Financed or Pay for Success Classrooms

▲ +1 from 2019-20

24 Non-Financed or Direct Funded Classrooms

▲ +6 from 2019-20

Sometimes called Pay for Success – Outcomes Financing is a financing approach that gives the government the opportunity to expand services and pay for services that result in strong outcomes.



■ Financed Classrooms
■ Non-Financed Classrooms

The City of Memphis and Shelby County participated in outcomes financing to ensure accountability and transparency in human services delivery. All classrooms are held to the same standards.

Of the 74 classrooms, 50 participated in the Pay for Success model and are financed classrooms; the remaining 24 are non-financed or direct funded, classrooms.

12 Pre-K partners across Shelby County



Attendance

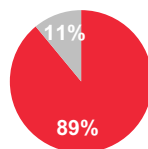
Attendance is considered satisfactory when students attend at least **80%** of total school days for which they were enrolled in a given quarter.

84% of students met attendance goals

In collaboration with our Pre-K partners, and to match national goals, First 8 Memphis decreased our Pre-K attendance goal from 90% to 80%.

Financed Classrooms

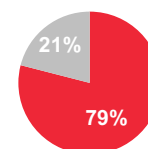
89% of financed classroom students met satisfactory attendance.



■ Satisfactory Attendance
■ Non Satisfactory

Non-Financed Classrooms

79% of non-financed classroom students met satisfactory attendance.



■ Satisfactory Attendance
■ Non Satisfactory



2020-21 Pre-K Assessments

78% of all First 8 Memphis students were administered a Brigance IED III or Istation Pre-K skills assessment during the 2020-21 school year. (964 / 1,237 enrolled students)

Brigance

Brigance was piloted during the 2020-21 school year. Four operators administered the Brigance IED III, and only to students who returned in person. Some students were assessed with both the Brigance and Istation.

There are a number of factors that could lead to kindergarten readiness not matching up with Pre-K performance. The difference in students reading on grade level when tested in Pre-K using Istation and kindergarten readiness could be attributed to summer slide, learning a new assessment and system for testing, information asked in different ways by differing assessment administrations.

Istation

65% of First 8 Memphis students were assessed using the Istation literacy Pre-K growth assessment.

84% of students assessed were in financed classrooms and **16%** were in non-financed classrooms.



70% of First 8 Memphis students assessed were on track for reading at grade level (Tier 1).

(555 / 798 students assessed)

Calculations only applied to the full-service year students (those enrolled at least 66% of the school year)

Kindergarten Readiness

Kindergarten Readiness data reported below are for 2020-21 Pre-K students who entered Kindergarten the Fall of 2021. Only full-service year students, those who attended 66% of the days enrolled in Pre-K, are included in the data set.

Kindergarten readiness is a marker of elementary school success. It is defined at the 50th percentile of a normed national sample.

76% Full-service year recipients were matched with a Kindergarten Readiness assessment (648 / 850 full-service year students)

45% of students assessed were deemed ready for kindergarten ✓
(293 / 648 students matched with an assessment)

55% of students assessed were deemed not ready for kindergarten ✗
(355 / 648 students matched with an assessment)

As a result of the public health crisis and subsequent school closures, kindergarten readiness and other achievement data from 2019-2020 was deemed unreliable. The United States Department of Education and the Tennessee General Assembly waived federal and state assessments and accountability for the school year. When compared to previous years, it is likely that First 8 Memphis Pre-K students would have likely tested similarly to students who share similar demographics as our Pre-K students.



Family Needs for 20-21

The Family Outcomes Assessment (FOA) is a needs assessment that gathers information from families to ensure that our Pre-K program helps the family meet their needs and goals. The assessment is formally conducted three times per year.



Food Resources



Utility Assistance



Internet Access



Transportation



Adult Education



Health Care Referrals

86% of students participated in the Family Outcomes Assessment.

**Virtual learning and continued COVID-19 pandemic likely contribute to many of these needs.*

Pre-K during COVID-19

COVID-19 has had an unimaginable impact on the education of young children. Young children learn best through play and meaningful interactions with others. Many Shelby County Pre-K students experienced virtual learning for much of the 2020-2021 school year.

Pre-K classrooms and programs had a more varied start to the school year than years prior, with most programs beginning in September, and ending late, in mid-June. Pre-K students who transitioned to Kindergarten during the pandemic participated in Kindergarten readiness assessments at the beginning of the school year. Local Pre-K programs, school districts and national Pre-K experts are raising concerns about the validity of remote assessments. School districts, teachers and families have had to adapt to the challenges of virtual learning, quarantining, and other challenges that the pandemic has engendered.

Shelby County data shows that the major contributing factors to low enrollment and attendance include transportation, child and/or family illness and other challenges related to poverty and family needs.

Synchronous Learning

Synchronous learning is the goal of providing high-quality student-centric learning opportunities throughout the school year. It refers to teaching and learning in real-time, face-to-face instruction, either online or in-person.

On average, **83%** of F8M classrooms met the requirement of conducting three synchronous learning opportunities for students per week.*

CPIR

Continuous Performance Improvement Reviews (CPIR) ensure best practice in teaching and learning.

100% of all First 8 Memphis classrooms received one-on-one job-embedded instructional coaching evaluations, quality feedback, and follow-ups.

Investing in First 8 Memphis Pre-K Students

\$9,868,000

Total 2020-2021 F8M Pre-K Budget

\$7,500

Spending per Child Enrolled*

100%

Local Government Funding

**F8M Pre-K spending was intended to match Preschool Development Grant spending of approximately \$7500 in 2018-2019 school year*





TENNESSEE

JIM STRICKLAND
MAYOR

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

Subject to Council approval, I hereby recommend that:

Albert Glenn

be appointed to the Memphis and Shelby County Airport Authority with a term expiration date of December 31, 2025.

I have attached biographical information.

Sincerely,

Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS & SHELBY COUNTY AIRPORT AUTHORITY
7 Member Board
(5) City & (2) County Nominations
Oath of Office Required
7 Year Term

Purpose:

To operate the Memphis International Airport, Charles Baker, General Dewitt Spain Airports.

Members:

City

Anderson, Belinda	F/B	12-31-27
Clary, Pamela	F/B	12-31-26
Cooper, Pace	M/W	12-31-24
Vacancy <i>pilot</i>	M/W	12-31-25
Sammons, Jack	M/W	12-31-22

County

Michael Keeney	M/W	12-31-23
Gregory Fletcher <i>partial term</i>	M/W <i>pilot</i>	12-31-28

2022 Council Liaison: Martavius Jones

Updated 03-2022



JIM STRICKLAND
MAYOR

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

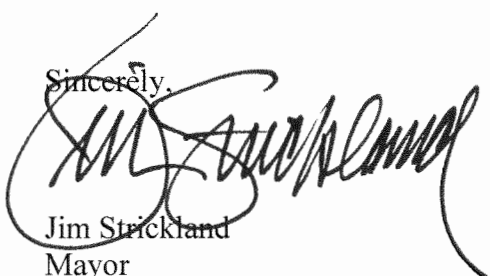
Subject to Council approval, I hereby recommend that:

Carolyn Goodwin Willett

be appointed to the Memphis Board of Ethics with a term expiration date of January 12, 2028.

I have attached biographical information.

Sincerely,



Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS BOARD OF ETHICS
8 Member Board
6 Year Term
Oath of Office Required

Purpose:

The Board of Ethics shall have jurisdiction of all ethics complaints lodged against all full-time and part-time elected or appointed officers and employees, whether compensated or not, including those of any separate board, commission, committee, authority, corporation, or other instrumentality appointed or created by the City.

Craig L. Cardwell	Dist. 7	M/W	01-12-24	
Vacancy	Dist. 4	M/W	01-12-22	
Cindy Newman	Dist. 1	M/W	04-12-24	
Vacancy	Dist. 2	M/B	01-12-20	
James Crone	Dist. 5	M/W	01-12-26	
Blanch Thomas	Dist. 3	F/B	01-12-28	
Edward L. Vaughn	Dist. 6	M/B	01-12-22	
Judge Karen Williams**	Judge/Atty	F/W	01-12-26	Chairperson

Memphis Board of Ethics
Meetings on 1st Wednesdays
From January 2020 to December 2021 Total No. of Meetings - 20

Member	Present	Absent
Blanch Thomas	17	3
Edward Vaughn	18	2

Updated 01/2022



JIM STRICKLAND
MAYOR

TENNESSEE

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

Subject to Council approval, I hereby recommend that:

Cheryl Pesce

be appointed to the Memphis Light, Gas, and Water Commission with a term expiration date of October 30, 2025.

I have attached biographical information.

Sincerely,

Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS LIGHT, GAS & WATER COMMISSION
Oath of Office Required
5 Member Board
3 Year Term

Purpose:

The Memphis Light, Gas & Water Board is responsible for providing oversight to the municipal utility system which provides electricity, natural or artificial gas, or water to the citizens of Memphis

Dickinson, Sr., Leon	M/B	10-30-19
Graves, Mitch	M/W	06-30-19
Vacancy	F/B	10-30-19
Pohlman, Michael	M/W	07-30-20
Vacancy`	M/W	11-01-19

Non-voting County Wide Advisory Members:

Dwain Kicklighter	M/W	07-30-20
Kevin Young	M/B	07-30-30

2022 Council Liaison: Patrice Robinson

Attendance Records for Current Members
Memphis Light, Gas, and Water Commission
From January 2020 to date Total No. of Meetings - 59

Member	Present	Absent
Mitch Graves	57	2
Leon Dickson	57	2
Michael Pohlman	57	2

Updated 02/2022



JIM STRICKLAND
MAYOR

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

Subject to Council approval, I hereby recommend that:

Carl J. Person

be appointed to the Memphis Light, Gas, and Water Commission with a term expiration date of October 30, 2025.

I have attached biographical information.

Sincerely,

A handwritten signature in blue ink, which appears to read "Jim Strickland". The signature is stylized and fluid.

Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS LIGHT, GAS & WATER COMMISSION
Oath of Office Required
5 Member Board
3 Year Term

Purpose:

The Memphis Light, Gas & Water Board is responsible for providing oversight to the municipal utility system which provides electricity, natural or artificial gas, or water to the citizens of Memphis

Dickinson, Sr., Leon	M/B	10-30-19
Graves, Mitch	M/W	06-30-19
Vacancy	F/B	10-30-19
Pohlman, Michael	M/W	07-30-20
Vacancy`	M/W	11-01-19

Non-voting County Wide Advisory Members:

Dwain Kicklighter	M/W	07-30-20
Kevin Young	M/B	07-30-30

2022 Council Liaison: Patrice Robinson

Attendance Records for Current Members
Memphis Light, Gas, and Water Commission
From January 2020 to date Total No. of Meetings - 59

Member	Present	Absent
Mitch Graves	57	2
Leon Dickson	57	2
Michael Pohlman	57	2

Updated 02/2022



JIM STRICKLAND
MAYOR

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

Subject to Council approval, I hereby recommend that:

Leon Dickson

be reappointed to the Memphis Light, Gas, and Water Commission with a term expiration date of October 30, 2025.

I have attached biographical information.

Sincerely,

Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS LIGHT, GAS & WATER COMMISSION
Oath of Office Required
5 Member Board
3 Year Term

Purpose:

The Memphis Light, Gas & Water Board is responsible for providing oversight to the municipal utility system which provides electricity, natural or artificial gas, or water to the citizens of Memphis

Dickinson, Sr., Leon	M/B	10-30-19
Graves, Mitch	M/W	06-30-19
Vacancy	F/B	10-30-19
Pohlman, Michael	M/W	07-30-20
Vacancy`	M/W	11-01-19

Non-voting County Wide Advisory Members:

Dwain Kicklighter	M/W	07-30-20
Kevin Young	M/B	07-30-30

2022 Council Liaison: Patrice Robinson

Attendance Records for Current Members
Memphis Light, Gas, and Water Commission
From January 2020 to date Total No. of Meetings - 59

Member	Present	Absent
Mitch Graves	57	2
Leon Dickson	57	2
Michael Pohlman	57	2

Updated 02/2022



JIM STRICKLAND
MAYOR

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

Subject to Council approval, I hereby recommend that:

Mitch Graves

be reappointed to the Memphis Light, Gas, and Water Commission with a term expiration date of June 30, 2025.

I have attached biographical information.

Sincerely,

A handwritten signature in blue ink, which appears to read "Jim Strickland". The signature is stylized and fluid.

Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS LIGHT, GAS & WATER COMMISSION
Oath of Office Required
5 Member Board
3 Year Term

Purpose:

The Memphis Light, Gas & Water Board is responsible for providing oversight to the municipal utility system which provides electricity, natural or artificial gas, or water to the citizens of Memphis

Dickinson, Sr., Leon	M/B	10-30-19
Graves, Mitch	M/W	06-30-19
Vacancy	F/B	10-30-19
Pohlman, Michael	M/W	07-30-20
Vacancy`	M/W	11-01-19

Non-voting County Wide Advisory Members:

Dwain Kicklighter	M/W	07-30-20
Kevin Young	M/B	07-30-30

2022 Council Liaison: Patrice Robinson

Attendance Records for Current Members
Memphis Light, Gas, and Water Commission
From January 2020 to date Total No. of Meetings - 59

Member	Present	Absent
Mitch Graves	57	2
Leon Dickson	57	2
Michael Pohlman	57	2

Updated 02/2022



JIM STRICKLAND
MAYOR

March 15, 2022

The Honorable Michalyn Easter-Thomas, Chairman
Personnel, Government Affairs, and Annexation Committee
City Hall - Room 514
Memphis, TN 38103

Dear Chairman Easter-Thomas:

Subject to Council approval, I hereby recommend that:

Michael Pohlman

be reappointed to the Memphis Light, Gas, and Water Commission with a term expiration date of July 30, 2023.

I have attached biographical information.

Sincerely,

A handwritten signature in blue ink, which appears to read "Jim Strickland". The signature is written in a cursive style and is positioned above the printed name and title.

Jim Strickland
Mayor

JSS/sss

Cc: Council Members

MEMPHIS LIGHT, GAS & WATER COMMISSION
Oath of Office Required
5 Member Board
3 Year Term

Purpose:

The Memphis Light, Gas & Water Board is responsible for providing oversight to the municipal utility system which provides electricity, natural or artificial gas, or water to the citizens of Memphis

Dickinson, Sr., Leon	M/B	10-30-19
Graves, Mitch	M/W	06-30-19
Vacancy	F/B	10-30-19
Pohlman, Michael	M/W	07-30-20
Vacancy`	M/W	11-01-19

Non-voting County Wide Advisory Members:

Dwain Kicklighter	M/W	07-30-20
Kevin Young	M/B	07-30-30

2022 Council Liaison: Patrice Robinson

Attendance Records for Current Members
Memphis Light, Gas, and Water Commission
From January 2020 to date Total No. of Meetings - 59

Member	Present	Absent
Mitch Graves	57	2
Leon Dickson	57	2
Michael Pohlman	57	2

Updated 02/2022

JOINT RESOLUTION OF THE SHELBY COUNTY BOARD OF COMMISSIONERS AND MEMPHIS CITY COUNCIL REQUESTING THE STATE OF TENNESSEE GOVERNOR BILL LEE AND THE TENNESSEE GENERAL ASSEMBLY INCREASE FUNDING TO THE TENNESSEE DEPARTMENT OF TRANSPORTATION (“TDOT”) FOR REGULAR ROADSIDE TRASH CLEAN UP ALONG INTERSTATES I-40, I-55, I-269, I-22 AND I-240 AS WELL AS ANY STATE HIGHWAYS SUCH AS HIGHWAYS 78, 70 AND OTHER DESIGNATED STATE HIGHWAYS WITHIN SHELBY COUNTY, TENNESSEE. SPONSORED BY COUNCILMAN FORD CANALE.

WHEREAS, Each year the Tennessee General Assembly convenes the legislative session in January and concludes in mid-May. During the legislative session, the General Assembly adopts new laws that affect a wide range of legislative issues; and

WHEREAS, The Memphis City Council and Shelby County Board of Commissioners implore Governor Bill Lee and the Tennessee General Assembly to set aside additional funding for the purposes of prevention and removal of debris, refuse, and various other materials, some of which are hazardous to the environment, as well as a danger to drivers, pedestrians, and wildlife; and

WHEREAS, The City of Memphis and Shelby County Government urge the Tennessee General Assembly and Governor Bill Lee to support the efforts of maintaining clean roadways and ensuring that there are no adverse effects upon the environment related to refuse flowing to rivers, streams and tributaries.

NOW, THEREFORE BE IT RESOLVED BY THE MEMPHIS CITY COUNCIL,
That the City of Memphis and Shelby County Government both fully support and encourage the Tennessee General Assembly and Governor Bill Lee to support enhanced funding for the

beautification of Shelby County roadways which will provide safe transportation, flood prevention, and further attract tourism throughout the county.

BE IT FURTHER RESOLVED, That a copy of this Resolution be transmitted forthwith to the Shelby County delegation to the General Assembly, which is hereby requested to introduce, lobby and support said legislation in the next session of the General Assembly.

Sponsors
Ford Canale

Chairwoman
Jamita Swearengen

**Resolution in support of House Bill 2829/Senate Bill 2766 of the 113th Session of the
General Assembly**

WHEREAS, Tennessee House Bill 2829 and Senate Bill 2766 (“HB 2829/SB 2766”) supported by Tennessee State Senator Raumes Akbari and House Representative Antonio Parkinson, has been introduced to amend State law and allow local governments the option to establish grant programs to incentivize eligible professionals to live and work within the boundaries of the local government by providing grants in an amount not to exceed the amount of property tax due on the eligible professional’s principal residence; and

WHEREAS, as defined and used in HB 2829/SB 2766, “eligible professionals” would mean medical professionals, police officers, firefighters, and teachers; grant recipients under SB 2494 “shall use the grant to offset expenses of living within the boundaries of local government” and “provide an itemized accounting of expenditures made utilizing the grant funds to the county trustee or the trustee’s designee on or before the date on which real property taxes are due”; an

WHEREAS, ongoing national discussions such as residency requirements for public safety personnel and improving relations between communities and police officers are happening congruently with a concerning and widespread rise in violent crimes; given local leaders primary responsibility is to provide safety for citizens, a local government incentivization program for eligible workers is a policy solution that will work well for the City of Memphis; and

WHEREAS, providing the opportunity for a local government to create their own, specifically tailored grant program to meet the needs of their constituents, while also incentivizing public safety, medical and education professionals to live within the boundaries of local government, will help to attract and retain critically needed professionals, encourage community relationship building and help maintain critically needed tax revenue for the City of Memphis; and

WHEREAS, the Memphis City Council supports State legislation, such as HB 2829/SB 2766, that offers choice to local governments in Tennessee, as local governments are more knowledgeable and closely involved with constituent concerns.

NOW, THEREFORE, BE IT RESOLVED, that the Memphis City Council hereby supports the passage of House Bill 2829/Senate Bill 2766 of the 113th Session of the General Assembly, being that the health, welfare, and public safety of the City of Memphis requires it.

Sponsored by
Rhonda Logan

Chairwoman
Jamita Swearingen



South Memphis / Soulsville TIF

City of Memphis and Shelby County
Community Redevelopment Agency

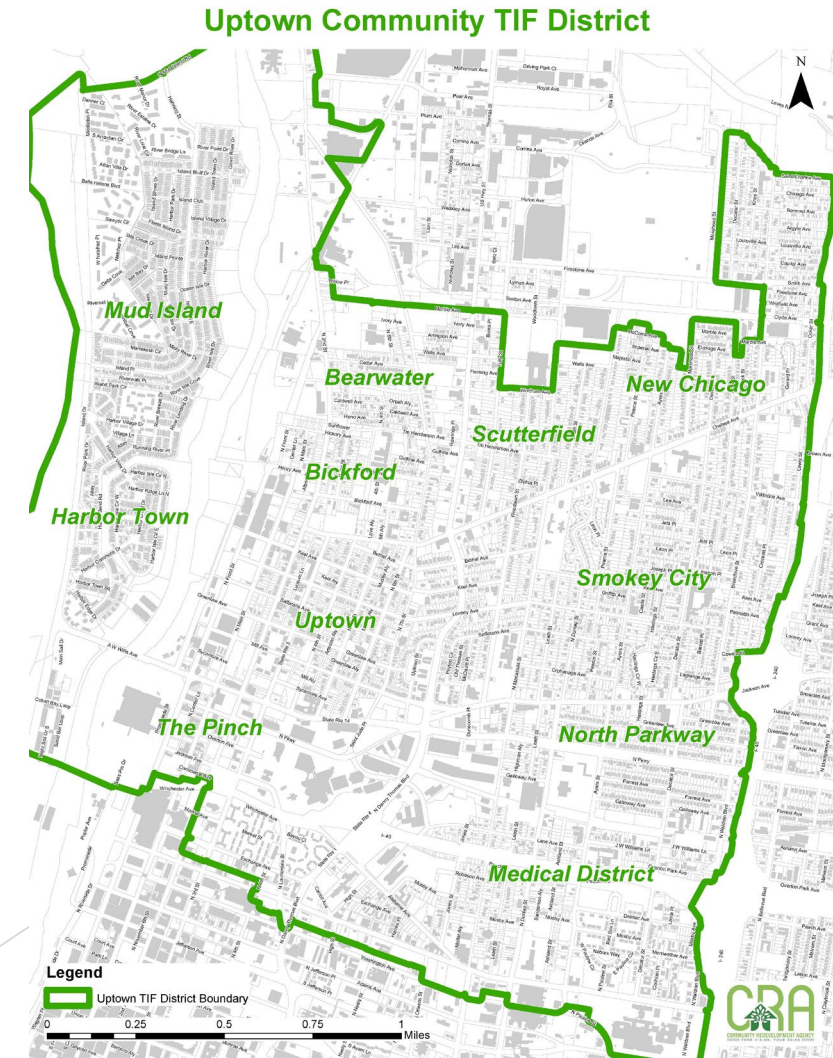
March 2022

CRA's Mission

To eliminate slum and blight conditions and provide affordable housing through a workable program that encourages *reinvestment in neighborhoods*, as directed by the comprehensive plans for the City of Memphis and Shelby County

Active CRA TIF Areas

- Uptown TIF (2001, expansions 2017 and 2019)
- Highland Row TIF (2008)
- Binghampton TIF (2017)

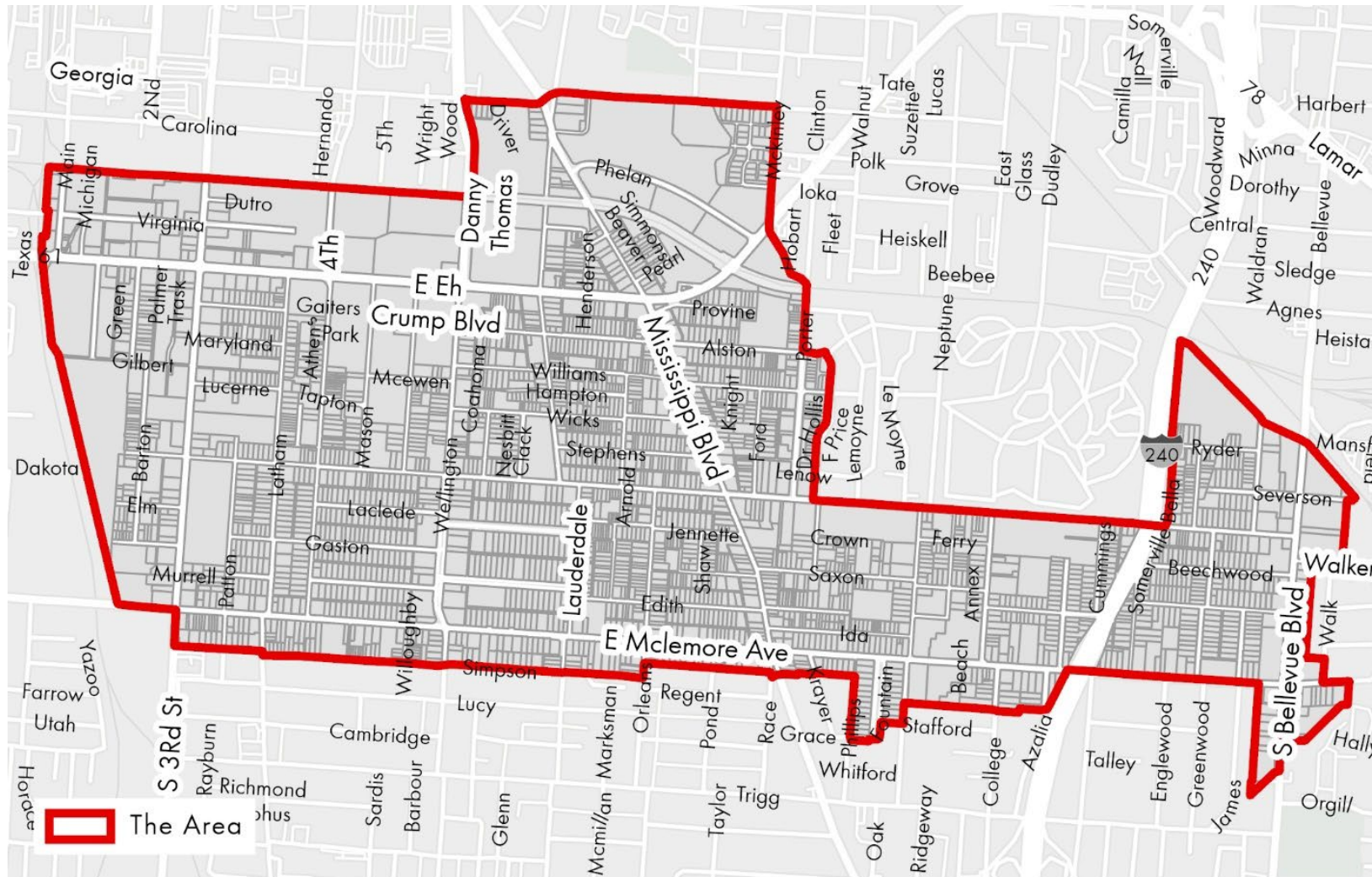


South Memphis / Soulsville TIF

- The CRA Received two overlapping proposals for a TIF for South Memphis
- CRA retained consultants to create revenue projections, plan, and qualifications analysis
- There is strong community support for the TIF
- CRA Board approved a compromise area / redevelopment plan that focuses on the Soulsville Neighborhood

South Memphis / Soulsville TIF

- The proposed TIF is anticipated to generate approximately \$3 million over 30 years, with a possibility of up to \$12 million
- A community advisory committee would assist the CRA Board in directing TIF funding to priorities outlined in the plan:
 - Housing and Neighborhood Development
 - Infrastructure Improvements
 - New & Enhanced Public Facilities
 - Blight Remediation, etc.



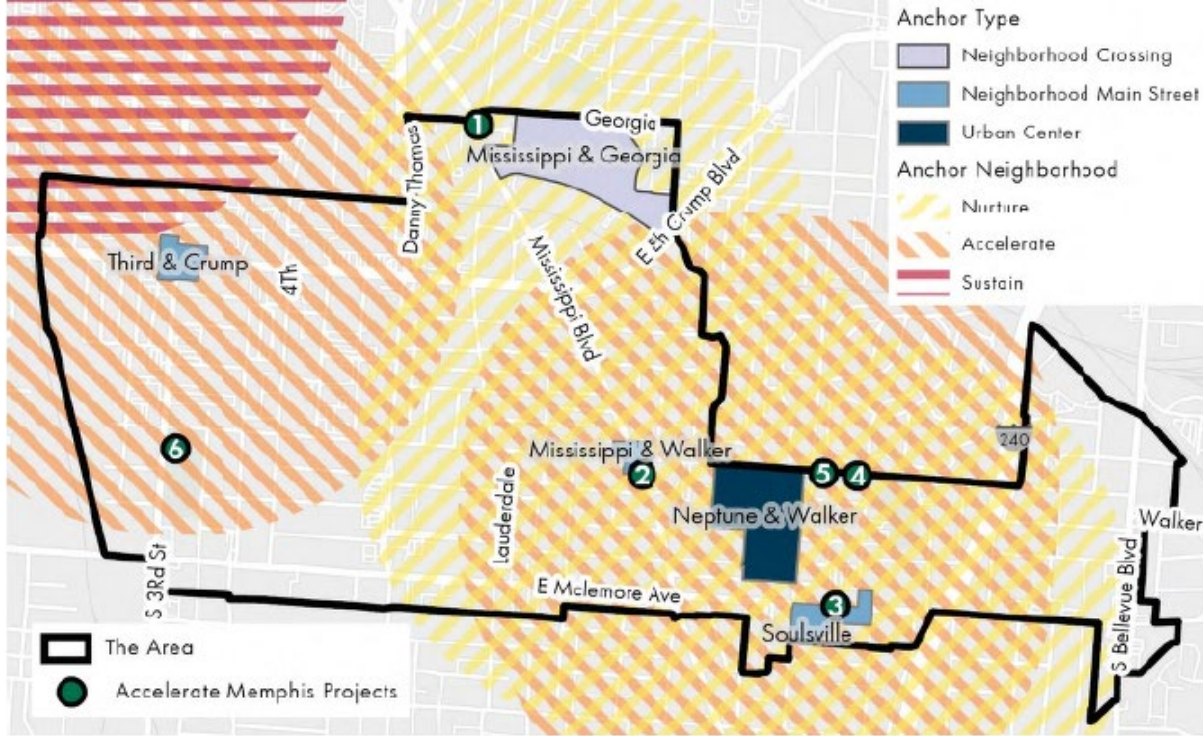
Boundary Overview

South Memphis/Soulsville Community Redevelopment Area
 Memphis, TN

October 2021

PCAV PLANNERS





Memphis 3.0 Plan and Accelerate Memphis Overview

South Memphis Redevelopment Area
Memphis, TN



October 2021

PGAV PLANNERS



Label	Name	Funding	Description
1	South City Large Scale Investment	\$4,000,000	Intersection improvements at Mississippi Blvd. and E. Georgia Ave. including the creation of public green space; and improvements to the railroad underpass at Mississippi Blvd. just north of BTW High School.
2	Soulsville Large Scale Investment	\$4,000,000	Street design improvements on Walker Ave. from Mississippi Blvd. east to Cummings St.; and walk-bike loop that will include street resurfacing and sidewalk installations.
3	Soulsville Early Stage Investment	\$400,000	Road and pedestrian improvements along McLemore St. from Neptune to College.
4	Walker Chandler Park Playground Resurfacing	\$5,000	Resurfacing of the existing playground at Chandler Park.
5	Neptune and Walker Early Stage Investment	\$400,000	Improvements will be included within the Soulsville Large Scale Investment.
6	Gaston Community Center Investment	\$4,000,000	Complete renovation of the existing Gaston Community Center. The most visible exterior change will be the restoration of the exterior windows, which are currently boarded up. The project is currently under design and scheduled for completion in May 2023.

Contact

Monice Hagler, Esq. - CRA General Counsel

Andrew Z. Murray, AICP - CRA Director of
Planning and Community Development

Community Redevelopment Agency

850 N. Manassas St.

Memphis, TN 38107

Phone: (901) 435-6992

Website: www.CRAMemphis.org



COMMUNITY REDEVELOPMENT AGENCY
===== YOUR VISION, YOUR VOICE =====

**A RESOLUTION ESTABLISHING A
PUBLIC HEARING DATE FOR APPROVING A FINDING OF CONDITIONS
NECESSARY FOR COMMUNITY REDEVELOPMENT AND AMENDING THE
COMMUNITY REDEVELOPMENT WORKABLE PROGRAM (STRATEGIC PLAN)
OF THE COMMUNITY REDEVELOPMENT AGENCY**

WHEREAS, the General Assembly of the State of Tennessee enacted the Community Redevelopment Act of 1998 and the Uniformity in Tax Increment Financing Act of 2012; and

WHEREAS, the City Council of the City of Memphis and The Shelby County Board of Commissioners by joint resolution and ordinance did establish the Memphis and Shelby County Community Redevelopment Agency, Bylaws, and Board of Directors; and

WHEREAS, the Memphis and Shelby County Community Redevelopment Agency, a joint city-county agency has all the necessary powers to plan, finance, and implement development and redevelopment activities; and

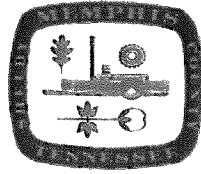
WHEREAS, in accordance with the Act, prior to undertaking community redevelopment activities, it is necessary that the City Council of the City of Memphis and the Shelby County Board of Commissioners make a determination that an area is slum, blighted, or lacks affordable housing; and

WHEREAS, the City Council of the City of Memphis and the Shelby County Board of Commissioners by Joint Resolution adopted the Community Redevelopment Workable Plan in March 2001 and amended said plan in November 2007 and December 2017 and 2019 and there is a need to further amend said Workable Plan to add the South Memphis / Soulsville Area; and

WHEREAS, the Community Redevelopment Act of 1998, requires that a fifteen-day notice be given on any action to amend a Community Redevelopment Workable Plan; and

WHEREAS, a public notice is to be placed in the Daily News and the New Tri-State Defender newspapers, and a notice sent to each taxing authority by registered mail in accordance with the Community Redevelopment Act of 1998.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, that a public hearing on “A Finding Of Conditions Necessary For Community Redevelopment And Amending A Community Redevelopment Plan for the Community Redevelopment Agency” shall be a part of and be held during the April 5, 2022 Memphis City Council Meeting.



Memphis City Council Summary Sheet

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

A resolution to amend a previously appropriated allocation of Department of Treasury funding in the amount of \$5,507,654.13 and to appropriate an additional allocation of \$15,570,982.96 for the Division of Housing and Community Development's Emergency Rental and Utility Assistance in response to the pandemic.

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

The Division of Housing and Community Development

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

Not applicable.

4. State whether this will impact specific council districts or super districts.

Citywide

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

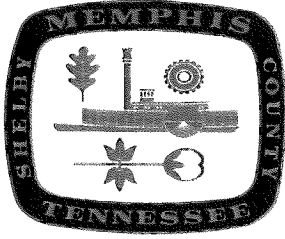
New contracts and contract amendments will be required.

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

Expenditure of funds will be required.

7. If applicable, please list the MWBE goal and any additional information needed.

Not applicable to MWBE.



RESOLUTION to amend a previously appropriated allocation of Department of Treasury funding in the amount of \$5,507,654.13 and to appropriate an additional allocation of \$15,570,982.96 for the Division of Housing and Community Development's Emergency Rental and Utility Assistance in response to the pandemic.

WHEREAS, the US Department of Treasury through the Emergency Rental and Utility Assistance Fund, has provided payments to assist State, Local, and Tribal governments in navigating the impact of the COVID-19 outbreak on rental and utility delinquency; and

WHEREAS, the US Department of Treasury requires that the payment from the Emergency Rental and Utility Assistance Funds only be used to cover expenses that –

1. Are necessary delinquencies incurred due to the COVID-19 Pandemic.
2. Provide assistance to eligible households that qualify for unemployment or has experienced a reduction in household income, incurred significant costs, or experienced a financial hardship due to COVID-19; demonstrates a risk of experiencing homelessness or housing instability; and has a household income at or below 80 percent of the area median.
3. Were incurred during the period that begins on March 13, 2020 through August 31, 2022; and

WHEREAS, the City of Memphis Division of Housing and Community Development has received a reallocation of a portion of the State's funding from the US Department of Treasury in the amount of \$28,735,586.76 to allocate towards Emergency Rental and Utility Assistance; and

WHEREAS, this represented an increase of \$5,507,654.13 over what was originally appropriated on September 7, 2021; and

WHEREAS, the City of Memphis Division of Housing and Community Development has received an additional reallocation of a portion of the State's funding from the US Department of Treasury in the amount of \$15,570,982.96 to allocate towards Emergency Rental and Utility Assistance; and

WHEREAS, guidance from the US Department of Treasury as of January 6, 2021, states that local government is authorized to use the funds to assist in Emergency Rental and Utility payments; and

WHEREAS, the COVID-19 pandemic has disrupted the national and local economy, resulting in an inability for some households to cover rental and utility payments; and

Resolution-Division of Housing and Community Development

WHEREAS, significant evictions and utility suspensions could result in more individuals and families without utility and/or becoming homeless resulting in more susceptible to contracting COVID-19; and

WHEREAS, the City of Memphis Division of Housing and Community Development has worked to develop Emergency Rental and Utility Assistance funding in partnership with Shelby County Division of Community Services, Shelby County General Sessions Court, Neighborhood Preservation Inc., Memphis Area Legal Services, University of Memphis Law School, Innovate Memphis, BLDG Memphis, United Housing, Memphis Light, Gas, and Water, Memphis Interfaith Association, United Way, and other stakeholders; and

WHEREAS, the Emergency Rental and Utility Assistance Funds will support residential tenants facing utility suspension, eviction or high risk of eviction as a result of the pandemic or facing housing instability if evicted; and

WHEREAS, program funds will help provide access to direct legal services to negotiate with property owners to settle delinquencies and to have eviction cases dropped or to raise available defenses in court, or on appeal; and

WHEREAS, program funds will be available to directly pay negotiated settlements to owners and cover administrative fees necessary to operate the program; and

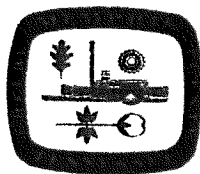
WHEREAS, customers and/or tenants will have voluntary access to counseling sessions with a certified housing counselor to discuss long term financial planning and housing goals after a payment to the landlord has been completed; and

WHEREAS, it is imperative that the general fund budget be amended in accordance with Tennessee Constitution Article 2 § 24, TCA § 9-1-116, Municipal Budget Law of 1982.

NOW, THEREFORE BE IT RESOLVED, that the following unbudgeted necessary expenditures to be incurred for actions taken in response to the public health emergency be approved as reallocated from the State's portion of funding through the US Treasury in the amended amount of \$44,306,569.72, which includes an amount not yet appropriated from the first reallocation of \$5,507,654.13 and amount not yet appropriated of \$15,570,982.96 from a subsequent reallocation as follows:

AWARD 13204 ERA Program

Previously Appropriated	\$23,227,932.63
Additional Reallocation #1	\$5,507,654.13
Additional Reallocation #2	<u>\$15,570,982.96</u>
Award 13204 Total	\$44,306,569.72



Memphis City Council Summary Sheet

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

A resolution amending and appropriating the sum of \$755,453.18 chargeable to the FY2022 Budget by appropriating funds to the Division of Housing and Community Development Affordable Housing Program and Memphis Housing Authority Low Income Housing Program accounts.

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

The Division of Housing and Community Development

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

Not applicable.

4. State whether this will impact specific council districts or super districts.

Citywide

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

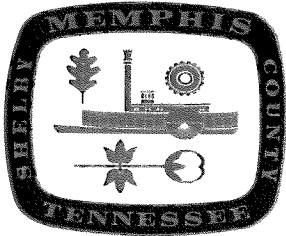
New contracts and contract amendments will be required.

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

Expenditure of funds will be required.

7. If applicable, please list the MWBE goal and any additional information needed.

Not applicable to MWBE.



A resolution amending and appropriating the sum of \$755,453.18 chargeable to the FY2022 Budget by appropriating funds to the Division of Housing and Community Development Affordable Housing Program account.

WHEREAS, the Division of Housing and Community Development continues in its efforts to assist in the development of affordable housing options within the City of Memphis; and

WHEREAS, the Council of the City of Memphis has declared by resolution dated May 7, 2002, that the Health Educational and Housing Facility Board of the City of Memphis, Tennessee to be performing a public function on behalf of and as a public instrumentality of the City, and recognizes that all property owned by it is exempt from all taxation in the State of Tennessee; and

WHEREAS, the Council of the City of Memphis also delegated to the Health Educational and Housing Facility Board of the City of Memphis, Tennessee by resolution dated May 7, 2002, the authority to negotiate and enter into with a lessee of the Board, payments in lieu of ad valorem taxes, provided that such authorization shall be granted only upon a finding that such payments are deemed to be in furtherance of the public purpose of the Board; and

WHEREAS, the Division of Housing and Community Development has received PILOT proceeds from the Health Educational and Housing Facility Board of the City of Memphis, Tennessee in the amount of SEVEN HUNDRED FIFTY-FIVE THOUSAND, FOUR HUNDRED FIFTY-THREE DOLLARS AND 18/100 (\$755,453.18); and

WHEREAS, the Division of Housing and Community Development also desires to enter into a contractual agreement to grant FIVE HUNDRED SEVENTY-NINE THOUSAND, ONE HUNDRED SIXTY-THREE DOLLARS AND 42/100 (\$579,163.42) of the PILOT proceeds to the Affordable Housing Program; and

WHEREAS, the Division of Housing and Community Development also desires to enter into a contractual agreement to grant ONE HUNDRED SEVENTY-SIX THOUSAND, TWO HUNDRED EIGHTY-NINE DOLLARS AND 76/100 (\$176,289.76) of the PILOT proceeds to the Memphis Housing Authority to support the Low-Income Housing Program; and

Division of Housing and Community Development-Resolution

WHEREAS, it is necessary to amend the Fiscal Year 2022 Budget by appropriating FIVE HUNDRED SEVENTY-NINE THOUSAND, ONE HUNDRED SIXTY-THREE DOLLARS AND 42/100 (\$579,163.42) in revenues for the Affordable Housing Program; and

WHEREAS, it is necessary to amend the Fiscal Year 2022 Budget by appropriating ONE HUNDRED SEVENTY-SIX THOUSAND, TWO HUNDRED EIGHTY-NINE DOLLARS AND 76/100 (\$176,289.76) in revenues for Memphis Housing Authority to support the Low-Income Housing Program;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that the Division of Housing and Community Development be authorized to enter into a contractual agreement to provide a grant in the amount of SEVEN HUNDRED FIFTY-FIVE THOUSAND, FOUR HUNDRED FIFTY-THREE DOLLARS AND 18/100 (\$755,453.18) to be set aside to the Division of Housing and Community Development Affordable Housing Program and Memphis Housing Authority Low Income Housing Program.

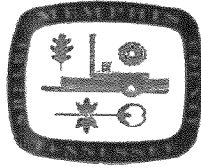
BE IT FURTHER RESOLVED, that there be and is hereby appropriated the sum of SEVEN HUNDRED FIFTY-FIVE THOUSAND, FOUR HUNDRED FIFTY-THREE DOLLARS AND 18/100 (\$755,453.18), chargeable to and amending the FY2022 Budget by appropriating funds for the HCD's Affordable Housing Programs and MHA's Low-Income Housing Program as follows:

REVENUE:

CD90043	Award 12106 HEHFB	\$755,453.18
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EXPENSE:

CD90043	Award 12106 Professional Services	\$755,453.18
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Memphis City Council Summary Sheet

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

A resolution to transfer and/or appropriate funds in the amount of \$197,579 for Training Audio Visual Equipment, FS22102.

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

Fire Services is the initiating party.

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

This is not a change to an existing ordinance or resolution.

4. State whether this will impact specific council districts or super districts.

Council District 7
Super District 8

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

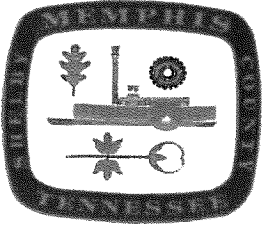
This work will be require a new contract with Nickson General Contractors, Inc.

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

This requires a budget amendment to transfer an allocation and/or appropriation to Furniture Fixture and Equipment.

7. If applicable, please list the MWBE goal and any additional information needed

4% MBE & 2% WBE



Resolution – Fire Services

A resolution to transfer and/or appropriate funds in the amount of \$197,579 for Training Audio Visual Equipment, FS22102.

WHEREAS, the Council of the City of Memphis did include Training Audio Visual Equipment, Furniture Fixture and Equipment FS22102, as part of the Fiscal Year 2022 Capital Improvement Program Budget; and

WHEREAS, a contract exists between the City of Memphis Fire Services and Nickson General Contractors in the amount of \$197,579 for the installation of Audio Visual Equipment; and

WHEREAS, it is necessary to allocate and/or appropriate \$197,579 for Furniture Fixture and Equipment FS22102, Training Audio Visual Equipment funded by G.O. Bonds and Property Sales Proceeds.

WHEREAS, there already exists \$37,033 in the Operating Budget for Training Audio Visual Equipment.

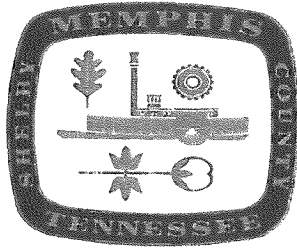
NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of Memphis that the Fiscal Year 2022 Capital Improvement Budget be and is hereby amended as follows:

- 1.) From: FS02011 Replace Fire Station #43 an allocation of \$15,756 Furniture Fixture and Equipment.
- 1.) To: FS22102 Training Audio Visual Equipment an allocation of \$15,756 Furniture Fixture and Equipment.
- 2.) From: FS02011 Replace Fire Station #43 an allocation of \$46,535 and an appropriation of \$28,224 Information Technology.
- 2.) To: FS22102 Training Audio Visual Equipment an allocation of \$46,535 and an appropriation of \$28,224 Furniture Fixture and Equipment.
- 3.) From: FS02029 FS5 Construction an allocation and appropriation of \$40,000 Furniture Fixture and Equipment
- 3.) To: FS22102 Training Audio Visual Equipment an allocation and appropriation of \$40,000 Furniture Fixture and Equipment.
- 4.) From: FS18102 Avery Renovations an allocation and appropriation of \$28,870 Information Technology.
- 4.) To: FS22102 Training Audio Visual Equipment an allocation and appropriation of \$28,870 Furniture Fixture and Equipment.
- 5.) From: FS22100 FY22 Fire Station Improvement Cover an allocation of \$9,385 Furniture Fixture and Equipment.

- 5.) To: FS22102 Training Audio Visual Equipment an allocation of \$9,385 Furniture Fixture and Equipment.
- 6.) From: FS22100 FY22 Fire Station Improvement Cover an allocation of \$20,000 Information Technology.
- 6.) To: FS22102 Training Audio Visual Equipment an allocation of \$20,000 Furniture Fixture and Equipment.

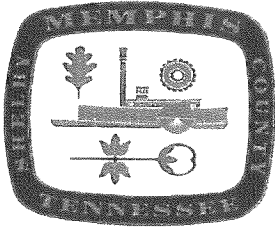
BE IT RESOLVED, by the Council of the City of Memphis there be and is hereby allocate and /or appropriate the amount of \$197,579 for Furniture Fixture and Equipment Number FS22102, Training Audio Visual Equipment:

Project Title:	Training Audio Visual Equipment
CIP Project Number:	FS22102
Construction Cost:	\$197,579



Memphis City Council Summary Sheet

1. Description of the Item (Resolution, Ordinance, etc.)
This item is a resolution that accepts, allocates and appropriates thirty three thousand, nine hundred sixty four dollars and zero cents (\$33,964.00) in grant funds for the Memphis Public Library and Information Center's LINC 2-1-1 Professional Fees/Grants & Awards.
2. Initiating Party (e.g. Public Works, at request of City Council, etc.)
Memphis Public Library and Information Center has drafted this resolution and is recommending City Council approval.
3. State whether this is a change to an existing ordinance or resolution, if applicable.
N/A
4. State whether this will impact specific council districts or super districts.
All Council Districts (both super districts)
5. State whether this requires a new contract, or amends an existing contract, if applicable.
This amendment requires a new contract with the United Way of Greater Nashville and the City of Memphis.
6. State whether this requires an expenditure of funds/requires a budget amendment.
This program requires an FY22 budget amendment to accept, allocate and appropriate grant funds for LINC 2-1-1 Professional Fees/Grants & Awards.
7. If applicable, please list the MWBE goal and any additional information needed.
N/A



A Resolution to accept, allocate, and appropriate funding for the Memphis Public Library & Information Center's LINC 211 to be used for Professional Fees/Grants & Awards from the United Way of Greater Nashville

WHEREAS, the City of Memphis/ Memphis Public Library & Information Center has received grant funds up to the amount of thirty three thousand, nine hundred sixty four dollars and zero cents (\$33,964.00) from the United Way of Greater Nashville; and

WHEREAS, these funds will be used for LINC 2-1-1 Professional Fees/Grants & Awards; and

WHEREAS, matching funds for the Professional Fees/Grants & Awards will come from Memphis Public Library and Information Center's operating budget; and

WHEREAS, it is necessary to accept, allocate, and appropriate the grant funds in the amount of thirty three thousand, nine hundred sixty four dollars and zero cents (\$33,964.00) for LINC 2-1-1; and

NOW, THEREFORE, BE IT RESOLVED by the council of the City of Memphis that thirty three thousand, nine hundred sixty four dollars and zero cents (\$33,964.00) for LINC 2-1-1 be accepted by the City of Memphis;

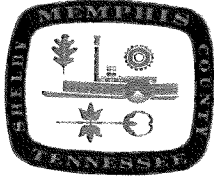
BE IT FURTHER RESOLVED, that the Fiscal Year Operating Budget be and is hereby amended by allocating and appropriating the revenues and expenditures for LINC 2-1-1 Professional Fees/Grants & Awards in the amount of thirty three thousand, nine hundred sixty four dollars and zero cents (\$33,964.00) as follows:

Revenue

United Way of Metropolitan Nashville	\$33,964.00
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Expense

Professional Fees/ Grants & Awards for LINC 2-1-1	\$33,964.00
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Memphis City Council Summary Sheet

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

This is a Resolution requesting the approval for the sale of a City-owned parcel located at 1799 Boxtown Road (38109) in Memphis, Shelby County, Tennessee and further described as Parcel ID # 082010 00050.

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 is not a change to an existing ordinance or resolution.

4. State whether this will impact specific council districts or super districts.

Council District 6 and Super District 8

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

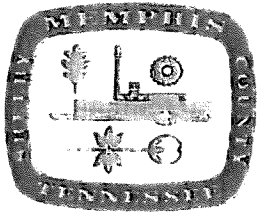
This item does not require a new contract or amend an existing contract.

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

This does not require expenditure of funds nor a budget amendment.

7. If applicable, please list the MWBE goal and any additional information needed

N/A



City Council Resolution

A Resolution requesting the approval for the sale of a City-owned parcel located at 1799 Boxtown Road, Shelby County, Tennessee and further described as Parcel ID # 082010 00050

Whereas an adjoining property owner, Marilyn Gooch-Hill, submitted an offer of Four Thousand Five Hundred Dollars (\$4,500.00) for the Parcel along with a Four Hundred Fifty Dollar (\$450.00) Earnest Money deposit to the City of Memphis Real Estate Center; and

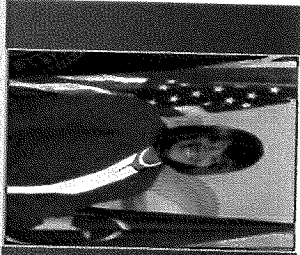
Whereas the sale of City-owned parcels will increase the General Fund, generate tax revenue, and eliminate blight and maintenance cost for the City of Memphis; and

Whereas it is deemed to be in the best interest of the Citizens of the City of Memphis and County of Shelby that this request be considered subject to terms and conditions set forth in the Offer to Purchase and City Ordinance 2-291-1(A);

Now, therefore be it resolved by the Council of the City of Memphis that the offer submitted by Marilyn Gooch-Hill, an adjoining property owner on the above described Parcel, is hereby accepted subject to City Ordinance 2-291-1(A), which states in part, "The city real estate manager shall place a value on all properties being considered for sale in a manner herein determined and on all properties having an estimated and probable value of \$10,000.00 or less shall place a value without obtaining an independent appraisal."

Be it further resolved that, subject to the Ordinance, the City of Memphis Real Estate Department shall prepare and arrange for the execution of the quit claim deed, and any other documents incidental to the completion of the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deeds or any other documents necessary to complete the sale and conveyance.

1799 Boxtown Road



Shelandra Y. Ford Shelby County Register of Deeds



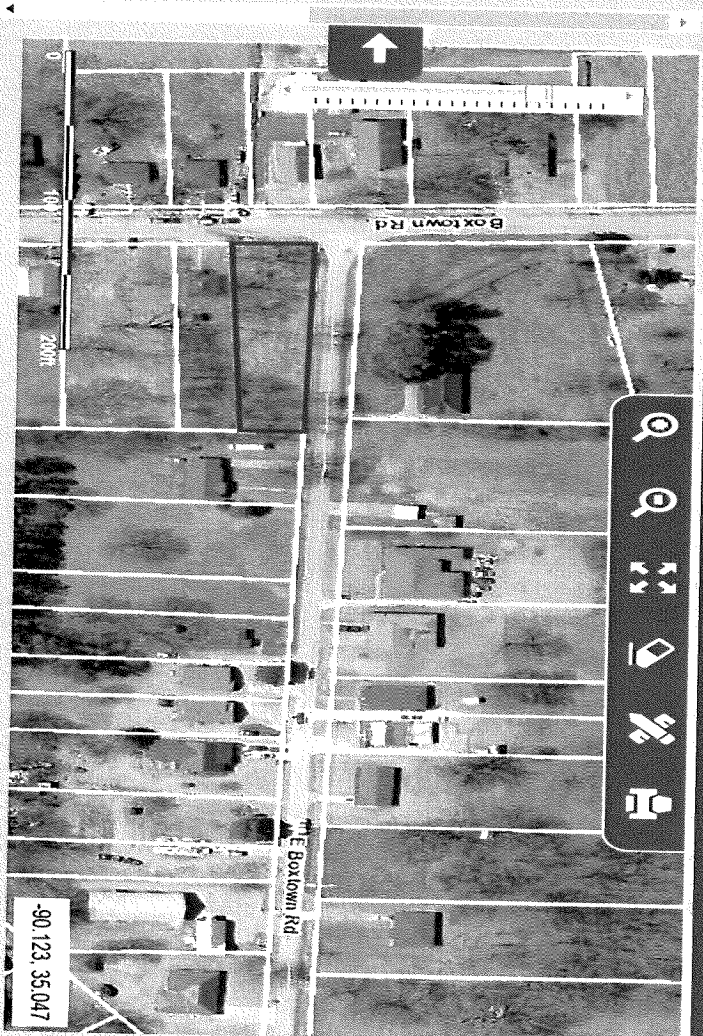
- Home
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- Contact
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- REGIS
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- Projects List
- Home - Shelby
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- Maps
- Paragon 5
- Files - OneDrive
- Home - Shelandra Y Ford
- Yahoo
- Baden Huse SHP 10 Pr...
- PortfolioRain Today
- Projects | Memphis 3.0
- Reading List

- Search
- Details
- Layers

Property Details

Owner Name: MEMPHIS CITY OF
Property Address: 1799 BOXTOWN RD
Parcel ID: 082010 00050
Appraisal: \$5,300
Tax District: MEMPHIS
Tax Map: 185M
Year Built: 185M
Lot Number: 1&2
Subdivision: HILDERBRAND
Plat Book & Page: UNKNOWN
Dimensions: 400/259.8X47.6/191.4
Total Acres: 0.44
Owner Address: 125 N MAIN ST



Ordinance No.

SUBSTITUTE ORDINANCE TO AMEND CHAPTER 41- WRECKERS OR TOWING OPERATOR
OF THE CODE OF ORDINANCES OF MEMPHIS, TENNESSEE, TO DEFINE PRIVATE
PROPERTY, ADD A METHOD OF PAYMENT PROVISION, AND REQUIRE THE PUBLISHING
OF RATES

WHEREAS, the Memphis City Council strives to ensure our laws are clear, current and relevant to keep our citizens safe and best serve our business community, assisting them in operating in accord with the laws contained within the Tennessee Code Annotated and the Code of Ordinances of Memphis, Tennessee; and

WHEREAS, the City of Memphis has a significant governmental interest in protecting the health, safety and welfare of the general public and preserving the public order; and

WHEREAS, Chapter 41 of the Code of Ordinances of Memphis, Tennessee, allows the Memphis City Council to define, prohibit, regulate, or abate acts, omissions, or conditions, detrimental to the health, safety, or welfare of the public, and the peace and dignity of the City; and

WHEREAS, the Memphis City Council has received complaints from the public regarding the fee requirements of wrecking and towing companies and the ways in which it limits the public's ability to access those services; and

WHEREAS, the absence of a provision that clearly defines private property causes Chapter 41 to be vague and unclear in its application; and

WHEREAS, the Memphis City Council desires to minimize and control the adverse effects that occur when the public is required to remit payment to wrecking and towing companies in the form of cash during a time where a larger number of transactions are done through alternative methods of payment, such as credit and debit cards; and

WHEREAS, the Memphis City Council wishes to better regulate the wrecker and towing industry to conform to present day conditions and to provide for the protection of the public interest relating to the towing of vehicles; and

WHEREAS, this amendment does not relate to, and is not intended to regulate, the price, route, or provision of consensual towing services as preempted by the Federal Authority over Intrastate Transportation, codified in 49 U.S.C. § 14501(c)(1).

NOW, THEREFORE,

Section 1. BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MEMPHIS, that Chapter 41 - Wreckers and Towing Operator, of the Code of Ordinances, is hereby amended as follows:

Article 1, Ch. 41-2. Definitions.

Add the following definition to Article 1, Ch. 41-2:

Private Property- for the purposes of this Chapter, includes, but is not limited to, a parking lot or garage for use by patrons of a particular business, or businesses or a lot or garage used for temporary storage of passenger cars or trucks for a fee and is staffed by an attendant.

Article 1, Ch. 41-10. Emergency Wrecker Service and Wrecker Service Requirements and Records.

Add the following subsection (f) to Article 1, Ch. 41-10:

(f) Every wrecker company or towing operator doing business within the corporate city limits of the City of Memphis shall publish its rates in such a place as to be in full view of anyone wishing to inspect same and/or be communicated to the owner of the vehicle, or party seeking the service, prior to services being rendered.

Article 5

Article 5 shall be added to Chapter 41, as follows:

Article 5, Methods of Payment

Ch. 41-51, Methods of Payment.

(a) Every wrecker company or towing operator and/or storage facility doing business within the corporate limits of the City of Memphis shall accept payment by:

1. Cash; or
2. Major credit card (i.e., Visa, Mastercard, American Express); and
3. Any additional forms of payment accepted by the City of Memphis impound lot, which shall be accepted within 60 days of implementation by the City.

(b) There may be an additional fee of no more than 4% charged for use of a credit card.

Section 2. BE IT FURTHER ORDAINED, That the provisions of this Ordinance are hereby severable. If any of these sections, provisions, sentences, clauses, phrases or parts are held unconstitutional or void, the remainder of this Ordinance shall continue in full force and effect.

Section 3. BE IT FURTHER ORDAINED, That this Ordinance shall take effect May 1, 2022 after having been passed by City Council, signed by the Chair of Council, certified and delivered to the office of the Mayor in writing by the comptroller, and becomes effective as otherwise provided by law.

Sponsors:

Martavius Jones

JB Smiley, Jr.

WHEREAS, upon occasion, the City Council approves the naming of specified public roads to honor those who have faithfully served this community, and **Bishop Brandon B. Porter**, Pastor of Greater Community Temple Church of God in Christ (COGIC), is a phenomenal example of a true leader and community advocate who is deserving of this City's recognition and gratitude; and

WHEREAS, **Bishop Brandon Burdette Porter** was born on December 15, 1958 to the late Bishop W.L. Porter and Mother Ida Marie Porter, destined for a life of great impact; and

WHEREAS, **Bishop Brandon B. Porter**, an international preacher, motivational speaker, author, and recording artist, has for over 30 years shared his gifts of delivering a dynamic message of spiritual empowerment and family enrichment to his congregation at Greater Community Temple COGIC, as well as reaching thousands more people through television, radio, and the internet; he is also an accomplished author of multiple books: *A Reason to Keep Going, It's Time to Be Filled, In His Likeness, You Have Been Planted*, and *Speaking Life*; and

WHEREAS, **Bishop Brandon B. Porter** has held many distinguished positions within the Church of God in Christ at the local, district, jurisdictional, and national levels including: Vice Chairman of the National Trustee Board, President of the International Youth Department, National Director of Public Relations and Marketing, and Executive Producer of the COGIC Today TV show; in 2009, he succeeded his father by becoming the Jurisdictional Prelate of the Tennessee Central Jurisdiction of the Church of God in Christ, a jurisdiction of over 95 churches and growing; and

WHEREAS, at the 105th Annual Holy Convocation in 2012 in St. Louis, Missouri, **Bishop Brandon B. Porter** was elected as one of the newest members of the Church of God in Christ's General Board, the highest executive and administrative board within the denomination, as well as serving as Secretary of International COGIC; and

WHEREAS, **Bishop Porter** has made Greater Community Temple COGIC an integral resource for the community, providing safe in-person worship, prayer, counseling, communion, weddings, funerals, outreach events such as Miracle in Memphis, distribution of masks and food, free rapid and PCR COVID-19 tests, and vaccination events, as well as providing worship and Bible study via live streaming for those seeking out the Gospel of Jesus Christ; and


WHEREAS, in addition to being CEO of several community developments, **Bishop Porter** is a loving husband to wife Melody G. Porter, father to two sons, Brandon II and Bryson, and grandfather to granddaughter, Braxton IdaMarie Porter; it is clear, **Bishop Brandon B. Porter** has been a man of stellar character, dedicated to faith, family, and community throughout his life, and we recognize his faithful and continued service to the Memphis community and beyond.


NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF MEMPHIS, TENNESSEE that congratulations are extended to **Bishop Brandon B. Porter** on this day of celebration and recognition of his many contributions and that Castleman Street between Winchester Road and Flanders Avenue shall be designated and always remembered as

Bishop Brandon B. Porter Street

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

ADOPTED: March 22, 2022


Patrice J. Robinson
Councilmember


Jamita Swearingen
Chairwoman