

**ANDERSON COUNTY
REGULAR SESSION
COUNTY COMMISSION
DECEMBER 17, 2018**

BE IT RESOLVED THAT THE ANDERSON COUNTY BOARD OF COMMISSION MET IN REGULAR SESSION ON DECEMBER 18, 2018 WITH THE FOLLOWING COMMISSIONERS PRESENT: CHUCK FRITTS, TRACY WANDELL, ROBERT JAMESON, RICK MEREDITH, DENVER WADDELL, JOSH ANDERSON, SHAIN VOWELL, ROBERT MCKAMEY, JERRY WHITE, STEVE MEAD, JERRY CREASEY, THERESA SCOTT, PHIL YAGER AND BOB SMALLRIDGE. ABSENT: TIM ISBEL AND CATHERINE DENENBERG.

Prayer was led by Nathan Sweet EMS Director.

Pledge of Allegiance led by Commissioner Anderson.

1. Commissioner Meredith made a motion to approve the Consent Agenda. Seconded by Commissioner White.

Commissioner Mead made a motion to amend to remove off of Consent Agenda Item 4 Reports because they are on Regular Agenda and to move Item 5 Committee Reports up to Item 4. Seconded by Commissioner Creasey. Motion carried by voice vote to approve amended Consent Agenda.

- Approval of December 3, 2018 County Commission Minutes (Make up for November 19, 2018 Meeting).
- Notary and Notary Bonds
- Courtesy Resolutions/Proclamations
 - Matthew Pyke(Exhibit A)
- Committee Reports
 - ADA Oversight Committee Meeting Minutes(11/5/18)(12/3/18)
 - ACTV Minutes (11/12/18)

Notaries

Joseph A Farias

Hannah Park

Jo Anne Harmon

Michaela Lynn Sharp

Brandi Lee Jackson

Xavier Lyn Taylor

Notary Bonds

SBCA

Cynthia M Skidmore

2. Regular Agenda

Commissioner Fritts made a motion to add under Mayors Report as Item 4 a letter regarding a TVA project Bull Run Fossil Plant. Seconded by Commissioner Mead. Motion carried by voice vote.

Commissioner Creasey made a motion to add under Mayors Report as Item 5 the discussion of DOE Waste Management Facility. Seconded by Commissioner Meredith. Motion carried by voice vote.

Purchasing Committee

3. Commissioner Fritts made a motion to approve a contract with Robert Gilliam for the State of Tennessee DBA Seventh Judicial Task Force for a one year building lease. Seconded by Commissioner Meredith. Motion carried by voice vote.

4. Commissioner Fritts made a motion to approve the following contracts subject to approval by Law Director. Seconded by Commissioner Yager. Motion carried by voice vote.

- Comcast Business, Motor Pool-Three year contract for broadband service.
- Industrial Refrigeration Services, Board of Education-Thirty month contract for refrigeration repair and preventative maintenance for Anderson County Schools
- Energy Systems Group LLC, Board of Education-Twenty year contract to install energy efficient equipment and guarantee energy savings performance.

5. Commissioner Fritts made a motion to approve a contract with Centriworks for the Emergency Medical Services for a five year lease contract for copy machine. Seconded by Commissioner McKamey. Motion carried by voice vote. Voting no: Vowell and Waddell.

Budget Committee

6. Commissioner Fritts made a motion to approve the following school appropriations. Seconded by Commissioner Mead. Voting aye: Fritts, Wandell, Jameson, Meredith, Waddell, Anderson, Vowell, McKamey, White, Mead, Creasey, Scott, Yager and Smallridge. Voting no: none. Absent: Isbel and Denenberg. Motion passed.

Increase Expenditure Code:

141-71100-449	Textbooks	\$40,000.00
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Decrease Reserve Code:

141-39000	Unassigned Fund Balance	\$40,000.00
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Increase Expenditure Code:

141-76100-707	Regular Capital Outlay – Building Improvements	\$550,000.00
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Decrease Reserve Code:

141-39000	Unassigned Fund Balance	\$550,000.00
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(amendment will be from 141-34685 Committed for Education – Capital Projects Reserve Fund and a JE will replenish the reserve for 39000)

7. Commissioner Fritts made a motion to approve the following non-school appropriations. Seconded by Commissioner Meredith. Voting aye: Fritts, Wandell, Jameson, Meredith, Waddell, Anderson, Vowell, McKamey, White, Mead, Creasey, Scott, Yager and Smallridge. Voting no: none. Absent: Isbel and Denenberg. Motion passed.

Decrease Reserve Code:

122-34525-1000	Restricted for Public Safety	\$25,500.00
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Increase Expenditure Code:

122-54150-718	Motor Vehicle	\$25,500.00
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Increase Expenditure Code:

101-52500-709	Data Processing Equipment	\$1,500.00
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Increase Revenue Code:

101-46990-6000	Other Revenue – County Clerk Business Tax Fees	\$1,500.00
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Decrease Reserve Code:

101-39000	Unassigned Fund Balance	\$4,235.00
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(amendment will be from 101-34520-CSCOM Courthouse Security Reserve Fund and a JE will replenish the reserve for 39000)

Increase Expenditure Code:

101-53100-317-0400	Data Processing – Digital Recording	\$4,235.00
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Decrease Reserve Code:

101-39000	Unassigned Fund Balance	\$2,000.00
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(amendment will be from 101-34520-6000 Circuit Court Data Processing Reserve Fund and a JE will replenish the reserve for 39000)

Increase Expenditure Code:

101-53100-709	Circuit Court Data Processing	\$2,000.00
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Increase Revenue Code:

101-48130-3001	Revenue for Oak Ridge Reservation Community Alliance	\$5,000.00
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Increase Expenditure Code:

101-54410-599-ORRCA	Civil Defense – Other Charges – ORRCA	5,000.00
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Decrease Reserve Code:

115-34535	Library Board Reserve	\$1,332.00
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Increase Expenditure Codes:

115-56500-129-4000	Full Time Salary	\$1,152.00
115-56500-201-4000	Social Security	71.00
115-56500-204-4000	Retirement	84.00
115-56500-209-4000	Disability	8.00
115-56500-212-4000	Medicare	<u>17.00</u>
	Total Increased Expenditures:	\$1,332.00

Increase Revenue Code:

101-48610	Donation	\$2,386.15
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Decrease Expenditure Code:

101-53100-599-DARC	Other Charges	\$2,386.15
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Increase Revenue Code:

127-49800	Transfers In	\$15,335.86
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Decrease Reserve Code:

127-39900	Unassigned Fund Balance	\$15,335.86
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Increase Expenditure Code:

101-51720-399-ZNRM	Planning – Other Contracted Services	\$10,000.00
	Zoning remediation	

Decrease Reserve Code:

101-39000	Unassigned Fund Balance	\$10,000.00
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Increase Revenue Code:

101-47590-ASAP	Federal Through State – ASAP Grant	\$100,000.00
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Increase Expenditure Code:

101-58500-310-ASAP	Contracts with other Public Agencies	\$100,000.00
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Increase Expenditure Code:

151-82110-612-USDA	General Government – Principal on	\$94,000.00
	Other loans – USDA loan	

Decrease Reserve Code:

151-34580	Restricted for Debt Service	\$94,000.00
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8. Commissioner McKamey made a motion to approve the following non-school transfer on approval of Law Director. Seconded by Commissioner Fritts. Voting aye: Fritts, Wandell, Jameson, Meredith, McKamey, White, Mead, Creasey and Smallridge. Voting no: Waddell, Anderson, Vowell, Scott and Yager. Absent: Isbel and Denenberg. Motion passed.

Decrease Expenditure Code:

118-55130-334	Maintenance Agreements	\$6,500.00
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Increase Expenditure Code:

118-55130-335	Travel	\$6,500.00
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9. Commissioner Fritts made a motion to approve the following non-school transfer. Seconded by Commissioner Meredith. Voting aye: Fritts, Wandell, Jameson, Meredith, Waddell, Anderson, Vowell, McKamey, White, Mead, Creasey, Scott, Yager and Smallridge. Voting no: none. Absent: Isbel and Denenberg. Motion passed.

Increase Expenditure Code:

101-58300-169	Veteran Service – Part Time Help	\$17,745.00
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Decrease Expenditure Code:

101-58300-103	Veterans Service – Assistant’s Wages	\$17,745.00
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10. Commissioner Fritts made a motion to approve the following non-school transfers. Seconded by Commissioner Mead. Voting aye: Fritts, Wandell, Jameson, Meredith, McKamey, White, Mead, Creasey and Smallridge. Voting no: Waddell, Anderson, Vowell, Scott and Yager. Absent: Isbel and Denenberg. Motion passed.

Decrease Expenditure Codes:

118-55130-131	Medical Personnel	\$20,000.00
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118-55130-187	Overtime	15,000.00
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118-55130-209	S/T Disability	5,000.00
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118-55130-204	State Retirement	10,000.00
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118-55130-336	Maintenance & Repair Equipment	1,006.40
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118-55130-410	Custodial Supplies	500.00
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118-55130-450	Tires & Tubes	2,000.00
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118-55130-524	Staff Development	4,500.00
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118-55130-709	Data Processing Equipment	3,000.00
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118-55130-711	Furniture & Fixtures	<u>1,000.00</u>
	Total Decreased Expenditures:	\$62,006.40

Increase Expenditure Code:

118-55130-790	Other Equipment	\$62,006.40
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11. Commissioner Fritts made a motion to approve the following general fund unassigned fund balance appropriation. Seconded by Commissioner Mead. Voting aye: Fritts, Wandell, Jameson, Meredith, Waddell, Anderson, Vowell, McKamey, White, Mead, Creasey, Scott, Yager and Smallridge. Voting no: none. Absent: Isbel and Denenberg. Motion passed.

Increase Reserve Code:

101-39000	Unassigned Fund Balance	\$14,780.48
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Decrease Reserve Code:

101-39000	Unassigned Fund Balance	\$14,780.48
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(amendment will be from 101-34685-1002 Committed – ADFAC Home Improvement Reserve Fund and a JE will replenish the reserve for 39000)

Finance Committee

12. Commissioner Meredith made a motion to approve resolution 18-12-723 in the amount of \$5,850,000.00 rural elementary school bonds (Fund 152) and resolution 18-12-724 in the amount of \$5,700,000.00 rural high school bonds (Fund 156). (Exhibit B) Seconded by Commissioner Fritts. Voting aye: Fritts, Wandell, Jameson, Meredith, Waddell, Anderson, Vowell, McKamey, White, Mead, Creasey, Scott, Yager and Smallridge. Voting no: none. Absent: Isbel and Denenberg. Motion passed.

13. Commissioner Fritts made a motion to add the December 10, 2018 Financial Management Committee Minutes to the County Commission Minutes. Seconded by Commissioner McKamey. Motion carried by voice vote.

Director of Schools

No action at this time.

Mayor

14. Commissioner Meredith made a motion to approve the reappointment of Mr. John Stair as Commissioner for the Powell Clinch Utility District. Seconded by Commissioner Fritts. Motion carried by voice vote.

15. Commissioner Meredith made a motion that Commission has accepted and reviewed with the County Mayor Anderson County’s debt management policy currently on file in the Comptroller of the Treasury’s Office. Seconded by Commissioner Mead. Motion carried by voice vote.

16. Commissioner Mead made a motion acknowledging that Commission and the County Mayor are aware that prior to the issuance of debt, an annual cash flow forecast must be prepared for the appropriate fund and submitted to the Comptroller's office. Seconded by Commissioner Smallridge. Motion carried by voice vote.

17. Commissioner Mead made a motion acknowledging that all county offices, funds and departments under the authority and administration of elected officials of Anderson County are required to develop a documented system of internal controls in compliance with Section 9-18-102(a), Tennessee Code Annotated. Seconded by Commissioner Yager. Motion carried by voice vote.

18. Commissioner Fritts made a motion to approve the letter as presented that the Mayor drafted regarding Bull Run Fossil Plant Retirement Environmental Assessment: TVA Project 2018-35. (Exhibit C) Seconded by Commissioner Meredith. Motion carried by voice vote.

19. Commissioner Creasey made a motion to hold a public hearing on January 3, 2018 at 6 P.M. concerning DOE Waste Management Facility. Seconded by Commissioner Meredith.

Commissioner Creasey amended that the meeting be a special call meeting. Seconded by Commissioner Meredith.

Commissioner Creasey amended the amendment that it be a workshop on January 7, 2019 at 6 P.M. Seconded by Commissioner Meredith. Motion carried by voice vote.

Law Director

No action at this time.

Operations Committee

20. Commissioner Mead made a motion to approve the Operations Committee recommendation to send the Tuppertown property to the Purchasing Department to surplus. Seconded by Commissioner McKamey. Motion carried by voice vote.

21. Commissioner Smallridge made a motion to approve the Operations Committee recommendation to put the City of Norris sidewalk grant item on the Operations agenda for January 2019. Seconded by Commissioner Smallridge. Motion carried by voice vote.

22. Commissioner Scott made a motion to approve the Operations Committee recommendation to add to their agenda next month the request for one secured entrance to the Courthouse. Seconded by Commissioner McKamey. Motion carried by voice vote.

23. Commissioner McKamey made a motion to approve the Operations Committee recommendation to request the opportunity to discuss Judicial Commissioners to next month's Operations meeting. Seconded by Commissioner Smallridge. Motion carried by voice vote.

24. Commissioner Scott made a motion to approve Operations Committee recommendation to allow the Mayor to proceed with items discussed and to evaluate requests regarding the DARC building and roof, the need for additional storage for the courts and for the addition of the witness/conference rooms in the Courthouse and report back to Operations Committee in January. Seconded by Commissioner McKamey. Motion carried by voice vote.

Resolution

25. Commissioner Mead made a motion to approve resolution 18-12-725 establishing meeting dates and times for the Anderson County Board of Commissioners. (Exhibit D) Seconded by Commissioner McKamey. Motion carried by voice vote.

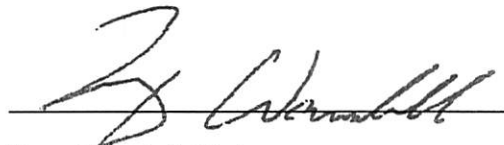
Old Business

No action at this time.

New Business

No action at this time.

Meeting adjourned.



Tracy Wandell, Chairman

County Commissioner



Jeff Cole

County Clerk



EXHIBIT PAGE

DECEMBER 17, 2018

EXHIBIT A: RESOLUTION 18-12-726 HONORING MATT PYKE FOR EXCELLENCE AS A STUDENT ATHLETE.

EXHIBIT B: RESOLUTION 18-12-723 AND RESOLUTION 18-12-724 A RURAL ELEMENTARY BOND AND A RURAL HIGH SCHOOL BOND.

EXHIBIT C: LETTER REGARDING BULL RUN FOSSIL PLANT RETIREMENT ENVIRONMENTAL ASSESSMENT.

EXHIBIT D: RESOLUTION 18-12-725 ESTABLISHING MEETING DATES AND TIMES FOR THE ANDERSON COUNTY BOARD OF COMMISSIONERS.

***ALL ORIGINAL CERTIFIED COPIES OF DOCUMENTS ARE FILED IN THE COUNTY CLERKS CLINTON LOCATION LOCATED IN COURTHOUSE ROOM 111.**

Anderson County, Tennessee
Board of Commissioners

RESOLUTION NO. 18-12-726

RESOLUTION HONORING MATT PYKE FOR EXCELLENCE AS A STUDENT ATHLETE

WHEREAS, in December of 2009 this Commission honored a young Matthew Pyke for his many athletic accomplishments while an Anderson County student. Although we knew at that time, Matt was a special football player, none of us realized that he would proceed to become one of the most prolific college football players to ever hail from our great county; and

WHEREAS, Matt's tremendous accomplishments, both on and off the field, demonstrate his dedication, leadership and commitment to excellence and will certainly bode well in his professional life and garner much attention from NFL scouts; and

WHEREAS, Matt played his college football at East Tennessee State University (ETSU) and was an original member of the class that brought back Buccaneer football. His name will forever be etched in the history of ETSU football as one of the primary building blocks responsible for restoring the hallowed tradition of Buccaneer football; and

WHEREAS, as a four year starting center for ETSU, Matt was recently named to the First Team FCS All-American Team for 2018 making him the first Buccaneer offensive lineman to achieve such honor since 1969. In fact, this is Matt's second time being named as an All-American; and


WHEREAS, he started all forty-five (45) games during his football career and played 98.8 % of all offensive plays, missing only thirty-five (35) offensive plays during his entire college career. The Bucs rushed for over 16,124 yards, or 9.2 miles, behind Matt's blocking skills, and he was on the field for each offensive touchdown, except one during his incredible career; and

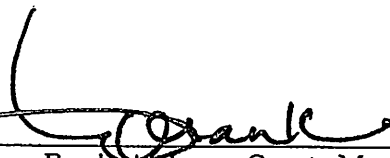
WHEREAS, he has also been selected to the First Team All-Southern Conference Team in 2018; a four time SoCon Player of the Week; winner of the Jacobs Award for the best Southern Conference Offensive Lineman for 2018 and an anchor on the ETSU Leadership Team. He has been invited to three post-season all-star games including the FCS Bowl in Daytona. Of all Matt's individual awards, he is most proud of his team accomplishments, including winning the 2018 Southern Conference Championship and making the FCS playoffs.

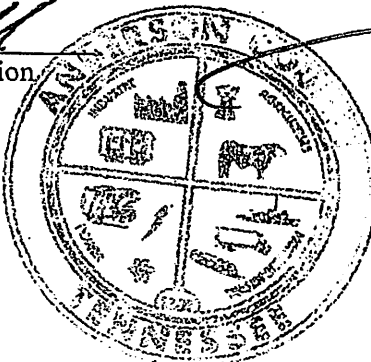
NOW THEREFORE, BE IT RESOLVED by the Anderson County Board of Commissioners meeting in regular session this 17th day of December, 2018 that we honor Matt Pyke for his exemplary efforts and many awards while at ETSU, but most importantly his commitment to excellence. His perseverance, leadership and hard work are to be admired by all. We wish him well in his future endeavors and hope to see him playing football on Sundays in the near future.

BE IT FURTHER RESOLVED that we declare December 31st, 2018 as "Matt Pyke Day" in Anderson County in honor of his lifelong dedication to student-athletic excellence. Speaking for all Anderson County citizens, we thank you Matt Pyke for a job well-done, and no doubt you will be forever remembered by all.


DULY PASSED AND EFFECTIVE this 17th day December of 2018.


Tracy Wandell, Chair, AC Commission


Terry Frank, Anderson County Mayor



ATTEST:


Jeff Cole, Anderson County Clerk

Resolution No. 18-12-724

A RESOLUTION AUTHORIZING THE ISSUANCE OF RURAL HIGH SCHOOL BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED FIVE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$5,700,000) OF ANDERSON COUNTY, TENNESSEE; MAKING PROVISION FOR THE ISSUANCE, SALE AND PAYMENT OF SAID BONDS; ESTABLISHING THE TERMS THEREOF AND THE DISPOSITION OF PROCEEDS THEREFROM; AND PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT OF PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS.

WHEREAS, pursuant to Sections 49-3-1001, et seq., inclusive, Tennessee Code Annotated, as amended, counties in Tennessee are authorized through their respective governing bodies to issue and sell bonds of said counties for school purposes; and

WHEREAS, the Board of County Commissioners of the County hereby determines that it is necessary and advisable to issue not to exceed \$5,700,000 in aggregate principal amount of rural high school bonds, for the purpose of providing funds for (i) acquisition, construction, and equipping of the portion of certain County school facilities providing educational services to students residing outside the corporate limits of the City of Oak Ridge, Tennessee, including, but not limited to, energy efficiency improvements to school facilities; (ii) payment of legal, fiscal, administrative, architectural and engineering costs incident to all of the foregoing; (iii) reimbursement to the County for funds previously expended for the foregoing costs, if applicable; and (iv) payment of costs incurred in connection with the issuance and sale of the bonds authorized herein; and

WHEREAS, it is the intention of the Board of County Commissioners to adopt this resolution for the purpose of authorizing not to exceed \$5,700,000 in aggregate principal amount of said bonds, providing for the issuance, sale and payment of said bonds, establishing the terms thereof, and the disposition of proceeds therefrom, and providing for the levy of a tax within that portion of the County lying outside the corporate limits of the City of Oak Ridge, Tennessee, for the payment of principal thereof, premium, if any, and interest thereon.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Anderson County, Tennessee, as follows:

Section 1. Authority. The bonds authorized by this resolution are issued pursuant to Sections 49-3-1001, et seq., Tennessee Code Annotated, as amended, and other applicable provisions of law

Section 2. Definitions. The following terms shall have the following meanings in this resolution unless the text expressly or by necessary implication requires otherwise:

(a) "Bonds" means the not to exceed \$5,700,000 Rural High School Bonds, Series 2019B, of the County, having such series designation and dated date as shall be determined by the County Mayor pursuant to Section 7 hereof;

(b) "Book-Entry Form" or "Book-Entry System" means a form or system, as applicable, under which physical bond certificates in fully registered form are issued to a Depository, or to its nominee as Registered Owner, with the certificate of bonds being held by and "immobilized" in the custody of such Depository, and under which records maintained by persons, other than the County or the Registration Agent, constitute the written record that identifies, and records the transfer of, the beneficial "book-entry" interests in those bonds;

(c) "Code" means the Internal Revenue Code of 1986, as amended, and all regulations promulgated thereunder;

(d) "County" means Anderson County, Tennessee;

(e) "Depository" means any securities depository that is a clearing agency under federal laws operating and maintaining, with its participants or otherwise, a Book-Entry System, including, but not limited to, DTC;

(f) "DTC" means the Depository Trust Company, a limited purpose company organized under the laws of the State of New York, and its successors and assigns;

(g) "DTC Participant(s)" means securities brokers and dealers, banks, trust companies and clearing corporations that have access to the DTC System;

(h) "Governing Body" means the Board of County Commissioners of the County;

(i) "Projects" mean (i) the acquisition, construction, and equipping of the portion of certain County school facilities providing educational services to students residing outside the corporate limits of the City of Oak Ridge, Tennessee, including, but not limited to, energy efficiency improvements to school facilities; and (ii) payment of legal, fiscal, administrative, architectural and engineering costs incident to all of the foregoing; and

(j) "Registration Agent" means Regions Bank, Nashville, Tennessee or any successor appointed by the Governing Body.

Section 3. Authorization and Terms of the Bonds. (a) For the purpose of providing funds to finance (i) the costs of the Projects; (ii) reimbursement to the County for funds previously expended for costs of the Projects, if any; and (iii) payment of costs incident to the issuance and sale of the Bonds, there is hereby authorized to be issued rural high school bonds of the County in the aggregate principal amount of not to exceed \$5,700,000. The Bonds shall be issued in one or more series, in fully registered, book-entry form (except as otherwise set forth herein), without coupons, and subject to the adjustments permitted under Section 7, shall be known as "Rural High School Bonds, Series 2019B," and shall have such series designation or other designation and such dated date as shall be determined by the County Mayor pursuant to Section 7 hereof. The Bonds shall bear interest at a rate or rates not to exceed the maximum rate or rates permitted by applicable Tennessee law, payable (subject to the adjustments permitted under Section 7) semi-annually on May 1 and November 1 in each year, commencing November 1, 2019. The Bonds shall be issued initially in \$5,000 denominations or integral multiples thereof, as shall be requested by the original purchaser thereof. Subject to the adjustments permitted pursuant to Section 7 hereof, the Bonds and any series thereof, shall mature serially or be subject to mandatory redemption and shall be payable on May 1, subject to prior optional redemption as hereinafter provided, in the years 2020 through 2039, inclusive.

(a) Subject to the adjustments permitted under Section 8 hereof, Bonds maturing on May 1, 2029 and thereafter shall be subject to redemption prior to maturity at the option of the County on May 1, 2028 and thereafter, as a whole or in part, at any time, at the redemption price of par plus accrued interest to the redemption date.

If less than all the Bonds shall be called for redemption, the maturities to be redeemed shall be selected by the Governing Body in its discretion. If less than all of the Bonds within a single maturity shall be called for redemption, the interests within the maturity to be redeemed shall be selected as follows:

if the Bonds are being held under a Book-Entry System by DTC, or a successor Depository, the Bonds to be redeemed shall be determined by DTC, or such successor Depository, by lot or such other manner as DTC, or such successor Depository, shall determine; or

if the Bonds are not being held under a Book-Entry System by DTC, or a successor Depository, the Bonds within the maturity to be redeemed shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall determine.

(b) Pursuant to Section 7 hereof, the County Mayor is authorized to sell the Bonds, or any maturities thereof, as term bonds ("Term Bonds") with mandatory redemption requirements as determined by the County Mayor. In the event any or all the Bonds are sold as Term Bonds, the County shall redeem Term Bonds on redemption dates corresponding to the maturity dates set forth herein, in aggregate principal amounts equal to the maturity amounts established pursuant to Section 7 hereof for each redemption date, as such maturity amounts may be adjusted pursuant to Section 7 hereof, at a price of par plus accrued interest thereon to the date of redemption. The Term Bonds to be redeemed within a single maturity shall be selected in the manner described in subsection (b) above.

At its option, to be exercised on or before the forty-fifth (45th) day next preceding any such mandatory redemption date, the County may (i) deliver to the Registration Agent for cancellation Term Bonds to be redeemed, in any aggregate principal amount desired, and/or (ii) receive a credit in respect of its redemption obligation under this mandatory redemption provision for any Term Bonds of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of this mandatory sinking fund redemption provision) and canceled by the Registration Agent and not theretofore applied as a credit against any redemption obligation under this mandatory sinking fund provision. Each Term Bond so delivered or previously purchased or redeemed shall be credited by the Registration Agent at 100% of the principal amount thereof on the obligation of the County on such payment date and any excess shall be credited on future redemption obligations in chronological order, and the principal amount of Term Bonds to be redeemed by operation of this mandatory sinking fund provision shall be accordingly reduced. The County shall on or before the forty-fifth (45th) day next preceding each payment date furnish the Registration Agent with its certificate indicating whether or not and to what extent the provisions of clauses (i) and (ii) of this subsection are to be availed of with respect to such payment and confirm that funds for the balance of the next succeeding prescribed payment will be paid on or before the next succeeding payment date.

(c) Notice of call for redemption, whether optional or mandatory, shall be given by the Registration Agent on behalf of the County not less than twenty (20) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Bonds to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Bond registration records of the Registration Agent as of the date of the notice; but neither failure to mail such notice nor any defect in any such notice so mailed shall affect the sufficiency of the proceedings for redemption of any of the Bonds for which proper notice was given. As long as DTC, or a successor Depository, is the registered owner of the Bonds, all redemption notices shall be mailed by the Registration Agent to DTC, or such successor Depository, as the registered owner of the Bonds, as and when above provided, and neither the County nor the Registration Agent shall be responsible for mailing notices of redemption to DTC Participants or Beneficial Owners. Failure of DTC, or any successor Depository, to provide notice to any DTC Participant or Beneficial Owner will not affect the validity of such redemption. The Registration Agent shall mail said notices as and when directed by the County pursuant to written instructions from an authorized representative of the County (other than for a mandatory sinking fund redemption, notices of which shall be given on the dates provided herein) given at least forty-five (45) days prior to the redemption date (unless

a shorter notice period shall be satisfactory to the Registration Agent). From and after the redemption date, all Bonds called for redemption shall cease to bear interest if funds are available at the office of the Registration Agent for the payment thereof and if notice has been duly provided as set forth herein.

The Registration Agent is hereby authorized and directed to maintain Bond registration records with respect to the Bonds, to authenticate and deliver the Bonds as provided herein, either at original issuance or upon transfer, to effect transfers of the Bonds, to give all notices of redemption as required herein, to make all payments of principal and interest with respect to the Bonds as provided herein, to cancel and destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer, to furnish the County at least annually a certificate of destruction with respect to Bonds canceled and destroyed, and to furnish the County at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds. The County Mayor is hereby authorized to execute and the County Clerk is hereby authorized to attest such written agreement between the County and the Registration Agent as they shall deem necessary and proper with respect to the obligations, duties and rights of the Registration Agent. The payment of all reasonable fees and expenses of the Registration Agent for the discharge of its duties and obligations hereunder or under any such agreement is hereby authorized and directed.

The Bonds shall be payable, both principal and interest, in lawful money of the United States of America at the main office of the Registration Agent. The Registration Agent shall make all interest payments with respect to the Bonds by check or draft on each interest payment date directly to the registered owners as shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the "Regular Record Date") by depositing said payment in the United States mail, postage prepaid, addressed to such owners at their addresses shown on said Bond registration records, without, except for final payment, the presentation or surrender of such registered Bonds, and all such payments shall discharge the obligations of the County in respect of such Bonds to the extent of the payments so made. Payment of principal of and premium, if any, on the Bonds shall be made upon presentation and surrender of such Bonds to the Registration Agent as the same shall become due and payable. All rates of interest specified herein shall be computed on the basis of a three hundred sixty (360) day year composed of twelve (12) months of thirty (30) days each. In the event the Bonds are no longer registered in the name of DTC, or a successor Depository, if requested by the Owner of at least \$1,000,000 in aggregate principal amount of the Bonds, payment of interest on such Bonds shall be paid by wire transfer to a bank within the continental United States or deposited to a designated account if such account is maintained with the Registration Agent and written notice of any such election and designated account is given to the Registration Agent prior to the record date.

Any interest on any Bond that is payable but is not punctually paid or duly provided for on any interest payment date (hereinafter "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date; and, in lieu thereof, such Defaulted Interest shall be paid by the County to the persons in whose names the Bonds are registered at the close of business on a date (the "Special Record Date") for the payment of such Defaulted Interest, which shall be fixed in the following manner: the County shall notify the Registration Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment, and at the same time the County shall deposit with the Registration Agent an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Registration Agent for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest as in this Section provided. Thereupon, not less than ten (10) days after the receipt by the Registration Agent of the notice of the proposed payment, the Registration Agent shall fix a Special Record Date for the payment of such Defaulted Interest which Date shall be not more than fifteen (15) nor less than ten (10) days prior to the date of the proposed payment to the registered owners. The Registration Agent shall promptly notify the County of such Special Record

Date and, in the name and at the expense of the County, not less than ten (10) days prior to such Special Record Date, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each registered owner at the address thereof as it appears in the Bond registration records maintained by the Registration Agent as of the date of such notice. Nothing contained in this Section or in the Bonds shall impair any statutory or other rights in law or in equity of any registered owner arising as a result of the failure of the County to punctually pay or duly provide for the payment of principal of, premium, if any, and interest on the Bonds when due.

The Bonds are transferable only by presentation to the Registration Agent by the registered owner, or his legal representative duly authorized in writing, of the registered Bond(s) to be transferred with the form of assignment on the reverse side thereof completed in full and signed with the name of the registered owner as it appears upon the face of the Bond(s) accompanied by appropriate documentation necessary to prove the legal capacity of any legal representative of the registered owner. Upon receipt of the Bond(s) in such form and with such documentation, if any, the Registration Agent shall issue a new Bond or the Bond to the assignee(s) in \$5,000 denominations, or integral multiples thereof, as requested by the registered owner requesting transfer. The Registration Agent shall not be required to transfer or exchange any Bond during the period commencing on a Regular or Special Record Date and ending on the corresponding interest payment date of such Bond, nor to transfer or exchange any Bond after the publication of notice calling such Bond for redemption has been made, nor to transfer or exchange any Bond during the period following the receipt of instructions from the County to call such Bond for redemption; provided, the Registration Agent, at its option, may make transfers after any of said dates. No charge shall be made to any registered owner for the privilege of transferring any Bond, provided that any transfer tax relating to such transaction shall be paid by the registered owner requesting transfer. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the County nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bonds shall be overdue. The Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of the Bonds of the same maturity in any authorized denomination or denominations.

The Bonds shall be executed in such manner as may be prescribed by applicable law, in the name, and on behalf, of the County with the manual or facsimile signature of the County Mayor and attested by the manual or facsimile signature of the County Clerk.

Except as otherwise provided in this resolution, the Bonds shall be registered in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the Bonds. References in this Section to a Bond or the Bonds shall be construed to mean the Bond or the Bonds that are held under the Book-Entry System. One Bond for each maturity shall be issued to DTC and immobilized in its custody. A Book-Entry System shall be employed, evidencing ownership of the Bonds in authorized denominations, with transfers of beneficial ownership effected on the records of DTC and the DTC Participants pursuant to rules and procedures established by DTC.

Each DTC Participant shall be credited in the records of DTC with the amount of such DTC Participant's interest in the Bonds. Beneficial ownership interests in the Bonds may be purchased by or through DTC Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive the Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the DTC Participant from which such Beneficial Owner purchased its Bonds. Transfers of ownership interests in the Bonds shall be accomplished by book entries made by DTC and, in turn, by DTC Participants acting on behalf of Beneficial Owners. SO LONG AS CEDE & CO., AS NOMINEE FOR DTC, IS THE REGISTERED OWNER OF THE BONDS, THE REGISTRATION AGENT SHALL TREAT CEDE & CO., AS THE ONLY HOLDER OF THE BONDS FOR ALL PURPOSES UNDER

THIS RESOLUTION, INCLUDING RECEIPT OF ALL PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS, RECEIPT OF NOTICES, VOTING AND REQUESTING OR DIRECTING THE REGISTRATION AGENT TO TAKE OR NOT TO TAKE, OR CONSENTING TO, CERTAIN ACTIONS UNDER THIS RESOLUTION.

Payments of principal, interest, and redemption premium, if any, with respect to the Bonds, so long as DTC is the only owner of the Bonds, shall be paid by the Registration Agent directly to DTC or its nominee, Cede & Co. as provided in the Letter of Representation relating to the Bonds from the County and the Registration Agent to DTC (the "Letter of Representation"). DTC shall remit such payments to DTC Participants, and such payments thereafter shall be paid by DTC Participants to the Beneficial Owners. The County and the Registration Agent shall not be responsible or liable for payment by DTC or DTC Participants, for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or DTC Participants.

In the event that (1) DTC determines not to continue to act as securities depository for the Bonds, or (2) to the extent permitted by the rules of DTC, the County determines that the continuation of the Book-Entry System of evidence and transfer of ownership of the Bonds would adversely affect their interests or the interests of the Beneficial Owners of the Bonds, then the County shall discontinue the Book-Entry System with DTC or, upon request of such original purchaser, deliver the Bonds to the original purchaser in the form of fully registered Bonds, as the case may be. If the County fails to identify another qualified securities depository to replace DTC, the County shall cause the Registration Agent to authenticate and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner.

THE COUNTY AND THE REGISTRATION AGENT SHALL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO ANY DTC PARTICIPANT OR ANY BENEFICIAL OWNER WITH RESPECT TO (i) THE BONDS; (ii) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (iii) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS; (iv) THE DELIVERY OR TIMELINESS OF DELIVERY BY DTC OR ANY DTC PARTICIPANT OF ANY NOTICE DUE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED UNDER THE TERMS OF THIS RESOLUTION TO BE GIVEN TO BENEFICIAL OWNERS, (v) THE SELECTION OF BENEFICIAL OWNERS TO RECEIVE PAYMENTS IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (vi) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC, OR ITS NOMINEE, CEDE & CO., AS OWNER.

If the Bonds are sold to a single purchaser that certifies that it does not intend to re-offer the Bonds to the public, then the Registration Agent may deliver fully registered Bonds to the purchaser without utilizing the Book-Entry System and the form of the Bond in Section 5 hereof shall be so conformed.

The Registration Agent is hereby authorized to take such action as may be necessary from time to time to qualify and maintain the Bonds for deposit with DTC, including but not limited to, wire transfers of interest and principal payments with respect to the Bonds, utilization of electronic book entry data received from DTC in place of actual delivery of Bonds and provision of notices with respect to Bonds registered by DTC (or any of its designees identified to the Registration Agent) by overnight delivery, courier service, telegram, telecopy or other similar means of communication. No such arrangements with DTC may adversely affect the interest of any of the owners of the Bonds, provided, however, that the Registration Agent shall not be liable with respect to any such arrangements it may make pursuant to this section.

The Registration Agent is hereby authorized to authenticate and deliver the Bonds to the original purchaser, upon receipt by the County of the proceeds of the sale thereof and to authenticate and deliver Bonds in exchange for Bonds of the same principal amount delivered for transfer upon receipt of the Bond(s) to be transferred in proper form with proper documentation as hereinabove described. The Bonds shall not be valid for any purpose unless authenticated by the Registration Agent by the manual signature of an officer thereof on the certificate set forth herein on the Bond form.

In case any Bond shall become mutilated, or be lost, stolen, or destroyed, the County, in its discretion, shall issue, and the Registration Agent, upon written direction from the County, shall authenticate and deliver, a new Bond of like tenor, amount, maturity and date, in exchange and substitution for, and upon the cancellation of, the mutilated Bond, or in lieu of and in substitution for such lost, stolen or destroyed Bond, or if any such Bond shall have matured or shall be about to mature, instead of issuing a substituted Bond the County may pay or authorize payment of such Bond without surrender thereof. In every case the applicant shall furnish evidence satisfactory to the County and the Registration Agent of the destruction, theft or loss of such Bond, and indemnity satisfactory to the County and the Registration Agent; and the County may charge the applicant for the issue of such new Bond an amount sufficient to reimburse the County for the expense incurred by it in the issue thereof.

Section 4. Security Source of Payment. The Bonds shall be payable from unlimited ad valorem taxes to be levied on all taxable property within the County lying outside the corporate limits of the City of Oak Ridge, Tennessee. For the prompt payment of principal of, premium, if any, and interest on the Bonds, the full faith and credit of the County are hereby irrevocably pledged.

Section 5. Form of Bonds. The Bonds shall be in substantially the following form, the omissions to be appropriately completed when the Bonds are prepared and delivered:

(Form of Face of Bond)

REGISTERED
Number _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF TENNESSEE
COUNTY OF ANDERSON
RURAL HIGH SCHOOL BOND, SERIES 2019B

Interest Rate: Maturity Date: Date of Bond: CUSIP No.:

Registered Owner: CEDE & CO.

Principal Amount:

FOR VALUE RECEIVED, Anderson County, Tennessee (the "County") hereby promises to pay to the registered owner hereof, hereinabove named, or registered assigns, in the manner hereinafter provided, the principal amount hereinabove set forth on the maturity date hereinabove set forth (or upon earlier redemption as set forth herein), and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on said principal amount at the annual rate of interest hereinabove set forth from the date hereof until said maturity date [or redemption date], said interest being payable on November 1, 2019, and semi-annually thereafter on the first day of May and November in each year until this Bond matures [or is redeemed]. The principal hereof and interest hereon are payable in lawful money of the

United States of America by check or draft at the principal corporate trust office of Regions Bank, Nashville, Tennessee, as registration agent and paying agent (the "Registration Agent"). The Registration Agent shall make all interest payments with respect to this Bond on each interest payment date directly to the registered owner hereof shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the "Regular Record Date") by check or draft mailed to such owner at such owner's address shown on said Bond registration records, without, except for final payment, the presentation or surrender of this Bond, and all such payments shall discharge the obligations of the County to the extent of the payments so made. Any such interest not so punctually paid or duly provided for on any interest payment date shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date; and, in lieu thereof, such defaulted interest shall be payable to the person in whose name this Bond is registered at the close of business on the date (the "Special Record Date") for payment of such defaulted interest to be fixed by the Registration Agent, notice of which shall be given to the owners of the Bonds of the issue of which this Bond is one not less than ten (10) days prior to such Special Record Date. Payment of principal of [and premium, if any, on] this Bond shall be made when due upon presentation and surrender of this Bond to the Registration Agent.

Except as otherwise provided herein or in the Resolution, as hereinafter defined, this Bond shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds of the series of which this Bond is one. One Bond for each maturity of the Bonds shall be issued to DTC and immobilized in its custody. A book-entry system shall be employed, evidencing ownership of the Bonds in \$5,000 denominations, or multiples thereof, with transfers of beneficial ownership effected on the records of DTC and the DTC Participants, as defined in the Resolution, pursuant to rules and procedures established by DTC. So long as Cede & Co., as nominee for DTC, is the registered owner of the Bonds, the County and the Registration Agent shall treat Cede & Co., as the only owner of the Bonds for all purposes under the Resolution, including receipt of all principal and maturity amounts of [, premium, if any,] and interest on the Bonds, receipt of notices, voting and requesting or taking or not taking, or consenting to, certain actions hereunder. Payments of principal, maturity amounts, interest, [and redemption premium, if any,] with respect to the Bonds, so long as DTC is the only owner of the Bonds, shall be paid directly to DTC or its nominee, Cede & Co. DTC shall remit such payments to DTC Participants, and such payments thereafter shall be paid by DTC Participants to the Beneficial Owners, as defined in the Resolution. Neither the County nor the Registration Agent shall be responsible or liable for payment by DTC or DTC Participants, for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or DTC Participants. In the event that (1) DTC determines not to continue to act as securities depository for the Bonds or (2) to the extent permitted by the rules of DTC, the County determines that the continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect its interests or the interests of the Beneficial Owners of the Bonds, the County may discontinue the book-entry system with DTC. If the County fails to identify another qualified securities depository to replace DTC, the County shall cause the Registration Agent to authenticate and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner. Neither the County nor the Registration Agent shall have any responsibility or obligations to any DTC Participant or any Beneficial Owner with respect to (i) the Bonds; (ii) the accuracy of any records maintained by DTC or any DTC Participant; (iii) the payment by DTC or any DTC Participant of any amount due to any Beneficial Owner in respect of the principal or maturity amounts of and interest on the Bonds; (iv) the delivery or timeliness of delivery by DTC or any DTC Participant of any notice due to any Beneficial Owner that is required or permitted under the terms of the Resolution to be given to Beneficial Owners, (v) the selection of Beneficial Owners to receive payments in the event of any partial redemption of the Bonds; or (vi) any consent given or other action taken by DTC, or its nominee, Cede & Co., as owner.

Subject to the adjustments permitted under Section 8 hereof, Bonds maturing on May 1, 2029 and thereafter shall be subject to redemption prior to maturity at the option of the County on May 1, 2028 and thereafter, as a whole or in part, at any time, at the redemption price of par plus accrued interest to the redemption date.

[Subject to the credit hereinafter provided, the County shall redeem Bonds maturing _____ on the redemption dates set forth below opposite the maturity dates, in aggregate principal amounts equal to the respective dollar amounts set forth below opposite the respective redemption dates at a price of par plus accrued interest thereon to the date of redemption. DTC, as securities depository for the series of Bonds of which this Bond is one, or such Person as shall then be serving as the securities depository for the Bonds, shall determine the interest of each Participant in the Bonds to be redeemed using its procedures generally in use at that time. If DTC, or another securities depository is no longer serving as securities depository for the Bonds, the Bonds to be redeemed within a maturity shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall select. The dates of redemption and principal amount of Bonds to be redeemed on said dates are as follows:

<u>Final Maturity</u>	<u>Redemption Date</u>	<u>Principal Amount of Bonds Redeemed</u>
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***Final Maturity**

At its option, to be exercised on or before the forty-fifth (45th) day next preceding any such redemption date, the County may (i) deliver to the Registration Agent for cancellation Bonds to be redeemed, in any aggregate principal amount desired, and/or (ii) receive a credit in respect of its redemption obligation under this mandatory redemption provision for any Bonds of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of this mandatory sinking fund redemption provision) and canceled by the Registration Agent and not theretofore applied as a credit against any redemption obligation under this mandatory sinking fund provision. Each Bond so delivered or previously purchased or redeemed shall be credited by the Registration Agent at 100% of the principal amount thereof on the obligation of the County on such payment date and any excess shall be credited on future redemption obligations in chronological order, and the principal amount of Bonds to be redeemed by operation of this mandatory sinking fund provision shall be accordingly reduced. The County shall on or before the forty-fifth (45th) day next preceding each payment date furnish the Registration Agent with its certificate indicating whether or not and to what extent the provisions of clauses (i) and (ii) of this subsection are to be availed of with respect to such payment and confirm that funds for the balance of the next succeeding prescribed payment will be paid on or before the next succeeding payment date.]

Notice of call for redemption[, whether optional or mandatory,] shall be given by the Registration Agent not less than twenty (20) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Bonds to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Bond registration records of the Registration Agent as of the date of the notice; but neither failure to mail such notice nor any defect in any such notice so mailed shall affect the sufficiency of the proceedings for the redemption of any of the Bonds for which proper notice was given. As long as DTC, or a successor Depository, is the registered owner of the Bonds, all

redemption notices shall be mailed by the Registration Agent to DTC, or such successor Depository, as the registered owner of the Bonds, as and when above provided, and neither the County nor the Registration Agent shall be responsible for mailing notices of redemption to DTC Participants or Beneficial Owners. Failure of DTC, or any successor Depository, to provide notice to any DTC Participant will not affect the validity of such redemption. From and after any redemption date, all Bonds called for redemption shall cease to bear interest if funds are available at the office of the Registration Agent for the payment thereof and if notice has been duly provided as set forth in the Resolution, as hereafter defined.

This Bond is transferable by the registered owner hereof in person or by such owner's attorney duly authorized in writing at the principal corporate trust office of the Registration Agent set forth on the front side hereof, but only in the manner, subject to limitations and upon payment of the charges provided in the Resolution, as hereafter defined, and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds of authorized denominations of the same maturity and interest rate for the same aggregate principal amount will be issued to the transferee in exchange therefor. The person in whose name this Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the County nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bond shall be overdue. Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of the Bonds of the same maturity in authorized denomination or denominations, upon the terms set forth in the Resolution. The Registration Agent shall not be required to transfer or exchange any Bond during the period commencing on a Regular Record Date or Special Record Date and ending on the corresponding interest payment date of such Bond [, nor to transfer or exchange any Bond after the notice calling such Bond for redemption has been made, nor during a period following the receipt of instructions from the County to call such Bond for redemption.]

This Bond is one of a total authorized issue aggregating \$5,700,000 and issued by the County for the purpose of providing funds for (i) acquisition, construction, and equipping of the portion of certain County school facilities providing educational services to students residing outside the corporate limits of the City of Oak Ridge, Tennessee, including, but not limited to, energy efficiency improvements to school facilities; (ii) payment of legal, fiscal, administrative, architectural and engineering costs incident to all of the foregoing; (iii) reimbursement to the County for funds previously expended for the foregoing costs, if applicable; and (iv) payment of costs incurred in connection with the issuance and sale of the Bonds of the issue of which this Bond is one, pursuant to Sections 49-3-1001 et seq., Tennessee Code Annotated, as amended, and pursuant to a resolution duly adopted by the Board of County Commissioners of the County on the 17th day of December, 2018 (the "Resolution") which is incorporated herein by reference.

This Bond is payable from unlimited ad valorem taxes to be levied on all taxable property within the County lying outside the corporate limits of the City of Oak Ridge, Tennessee. For a more complete statement of the general covenants and provisions pursuant to which this Bond is issued, reference is hereby made to the Resolution.

This Bond and the income therefrom are exempt from all present state, county and municipal taxes in Tennessee except (a) Tennessee excise taxes on interest on the Bond during the period the Bond is held or beneficially owned by any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee, and (b) Tennessee franchise taxes by reason of the inclusion of the book value of the Bond in the Tennessee franchise tax base of any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee.

It is hereby certified, recited, and declared that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Bond exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together

Signature guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of a Medallion Program acceptable to the Registration Agent.

Section 6. Levy of Tax. The County, through its Governing Body, shall annually levy and collect a tax upon all taxable property within the County lying outside the corporate limits of the City of Oak Ridge, Tennessee, in addition to all other taxes authorized by law, sufficient to pay principal of, premium, if any, and interest on the Bonds when due, and for that purpose there is hereby levied a direct annual tax in such amount as may be found necessary each year to pay principal and interest coming due on the Bonds in said year. Principal and interest falling due at any time when there are insufficient funds from this tax levy on hand shall be paid from the current funds of the County and reimbursement therefor shall be made out of the taxes hereby provided to be levied when the same shall have been collected. The tax herein provided may be reduced to the extent of any appropriations from other legally available funds, taxes and revenues of the County to the payment of debt service on the Bonds.

Section 7. Sale of Bonds. (a) The Bonds shall be offered for public sale, as required by law, in one or more series, at a price of not less than ninety-nine percent (99%) of par, plus accrued interest, as a whole or in part from time to time as shall be determined by the County Mayor, in consultation with the County's financial advisor (the "Financial Advisor"). The Bonds, or any series thereof, shall be sold at public sale by physical delivery of bids or by electronic bidding means of an Internet bidding service as shall be determined by the County Mayor, in consultation with the Financial Advisor.

(b) If the Bonds are sold in more than one series, the County Mayor is authorized to cause to be sold in each series an aggregate principal amount of Bonds less than that shown in Section 3 hereof for each series, and to make corresponding adjustments to the maturity schedule of each series designated in Section 3 hereof, so long as the total aggregate principal amount of all series issued does not exceed the total aggregate of Bonds authorized to be issued herein.

(c) The County Mayor, upon consultation with the County's Financial Advisor, is further authorized, with respect to each series of Bonds:

- (1) to designate the dated date of the Bonds or any series thereof;
- (2) to specify the series designation of the Bonds, or any series thereof and/or to change the designation of the Bonds, or any series thereof, to a designation other than "Rural High School Bonds";
- (3) to change the first interest payment date on the Bonds or any series thereof to a date other than November 1, 2019, provided that such date is not later than twelve months from the dated date of such series of Bonds;
- (4) to adjust the principal and interest payment dates and determine maturity or mandatory redemption amounts of the Bonds or any series thereof, provided that (A) the total principal amount of all series of the Bonds does not exceed the total amount of Bonds authorized herein, (B) the final maturity date of each series shall be not later than the end of twenty-fifth fiscal year following the fiscal year of its series, and (C) the average life of such series shall not exceed 20 years;

(5) to adjust the optional redemption provisions relating to any Bonds, provided that the premium amount to be paid does not exceed two percent (2%) of the principal amount thereof;

(6) to sell the Bonds, or any series thereof, or any maturities thereof as Term Bonds with mandatory redemption requirements determined by the County Mayor, as she shall deem most advantageous to the County; and

(7) to cause all or a portion of the Bonds to be insured by a bond insurance policy issued by a nationally recognized bond insurance company to achieve the purposes set forth herein and to serve the best interests of the County and to enter into agreements with such insurance company with respect to any series of Bonds to the extent not inconsistent with this Resolution.

(d) The County Mayor is authorized to sell the Bonds, or any series thereof, simultaneously with any other bonds or notes authorized by resolution or resolutions of the Governing Body. The County Mayor is further authorized to sell the Bonds, or any series thereof, as a single issue of bonds with any other bonds with substantially similar terms authorized by resolution or resolutions of the Governing Body, in one or more series or series as he shall deem to be advantageous to the County and in doing so, the County Mayor is authorized to change the designation of the Bonds to a designation other than "Rural High School Bonds"; provided, however, that the total aggregate principal amount of combined bonds to be sold does not exceed the total aggregate principal amount of Bonds authorized by this resolution or bonds authorized by any other resolution or resolutions adopted by the Governing Body.

(e) The County Mayor is authorized to award the Bonds, or any series thereof, in each case to the bidder whose bid results in the lowest true interest cost to the County, provided the rate or rates on the Bonds does not exceed the maximum rate permitted by applicable Tennessee law. The award of the Bonds by the County Mayor to the lowest bidder shall be binding on the County, and no further action of the Governing Body with respect thereto shall be required. The form of the Bond set forth in Section 5 hereof, shall be conformed to reflect any changes made pursuant to this Section 7 hereof.

(f) The County Mayor and County Clerk, or either of them, are authorized to cause the Bonds, in book-entry form (except as otherwise permitted herein), to be authenticated and delivered by the Registration Agent to the successful bidder and to execute, publish, and deliver all certificates and documents, including an official statement and closing certificates, as they shall deem necessary in connection with the sale and delivery of the Bonds. The County Mayor and County Clerk are hereby authorized to enter into a contract with the Financial Advisor, for financial advisory services in connection with the sale of the Bonds and to execute an engagement letter with Bass, Berry & Sims PLC to serve as bond counsel for the issuance of the Bonds.

Section 8. Disposition of Bond Proceeds. The proceeds of the sale of the Bonds shall be disbursed as follows:

(a) all accrued interest, if any, shall be deposited to the appropriate fund of the County to be used to pay interest on the Bonds on the first interest payment date following delivery of the Bonds;

(b) the remainder of the proceeds of the sale of the Bonds shall be deposited with a financial institution regulated by the Federal Deposit Insurance Corporation or similar federal agency in a special fund known as the 2019 Rural High School Construction Fund (the "Construction Fund") to be kept separate and apart from all other funds of the County. If applicable, the County shall disburse funds in the Construction Fund to pay costs of issuance of the Bonds, including necessary legal, accounting and fiscal expenses, printing, engraving, advertising and similar expenses, administrative and clerical costs, Registration Agent fees, bond insurance premiums, if any, and other necessary miscellaneous expenses incurred in connection with

the issuance and sale of the Bonds. The remaining funds in the Construction Fund shall be disbursed solely to pay the costs of the Projects. Money in the Construction Fund shall be secured in the manner prescribed by applicable statutes relative to the securing of public or trust funds, if any, or, in the absence of such a statute, by a pledge of readily marketable securities having at all times a market value of not less than the amount in said Construction Fund. Money in the Construction Fund shall be expended only for the purposes authorized by this resolution. Any funds remaining in the Construction Fund after completion of the Projects and payment of authorized expenses shall be used to pay principal of and interest on the Bonds. Moneys in the Construction Fund shall be invested by the County Trustee in such investments as shall be permitted by applicable law. Earnings from such investments shall be placed in the Construction Fund, or at the direction of a legally authorized County official, used to pay debt service on the Bonds, subject to any modifications by the Governing Body.

Section 9. Official Statement. The County Mayor and Finance Director of the County, or either of them, are hereby authorized and directed to provide for the preparation and distribution, electronic or otherwise, of a Preliminary Official Statement describing the Bonds and any other bonds or notes which in the discretion of the County Mayor are sold at the same time as the Bonds. After the Bonds have been sold, the County Mayor and Finance Director, or either of them, shall make such completions, omissions, insertions and changes in the Preliminary Official Statement not inconsistent with this resolution as are necessary or desirable to complete it as a final Official Statement for purposes of Rule 15c2-12(e)(3) of the Securities and Exchange Commission. The County Mayor and Finance Director, or either of them, shall arrange for the delivery to the underwriter of a reasonable number of copies of the Official Statement within seven business days after the Bonds, or any emission thereof, have been sold to the Underwriter, to each potential investor requesting a copy of the Official Statement and to each person to whom such underwriter and members of its selling group initially sell the Bonds.

The County Mayor and Finance Director, or either of them, are authorized, on behalf of the County, to deem the Preliminary Official Statement and the Official Statement in final form, each to be final as of its date within the meaning of Rule 15c2-12(b)(1), except for the omission in the Preliminary Official Statement of certain pricing and other information allowed to be omitted pursuant to such Rule 15c2-12(b)(1). The distribution of the Preliminary Official Statement and the Official Statement in final form shall be conclusive evidence that each has been deemed in final form as of its date by the County except for the omission in the Preliminary Official Statement of such pricing and other information.

If the Bonds, or any emission thereof, are sold to a purchaser that does not intend to reoffer the Bonds to the public as evidenced by a certificate executed by the purchaser then an Official Statement is authorized but not required, as shall be determined by the County Mayor.

Section 10. Federal Tax Matters. The County expects that the interest on the Bonds will be excludable from gross income for purposes of federal income taxation under laws in force on the date of delivery of the Bonds. In such case, the County agrees that it shall take no action which may cause the interest on any of said Bonds to be included in gross income for federal income taxation. It is the reasonable expectation of the Governing Body of the County that the proceeds of the Bonds will not be used in a manner which will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, and to this end the said proceeds of the Bonds and other related funds established for the purposes herein set out shall be used and spent expeditiously for the purposes described herein. The Governing Body further covenants and represents that in the event it shall be required by Section 148(f) of the Code to pay any investment proceeds of the Bonds to the United States government, it will make such payments as and when required by said Section 148(f) and will take such other actions as shall be necessary or permitted to prevent the interest on the Bonds from becoming taxable. The County Mayor and County Clerk, or either of them, are authorized and directed to make such certifications in this regard in connection with the sale of the

Bonds as either or both shall deem appropriate, and such certifications shall constitute a representation and certification of the County.

Section 11. Discharge and Satisfaction of Bonds. If the County shall pay and discharge the indebtedness evidenced by any of the Bonds in any one or more of the following ways:

(a) By paying or causing to be paid, by deposit of sufficient funds as and when required with the Registration Agent, the principal of and interest on such Bonds as and when the same become due and payable;

(b) By depositing or causing to be deposited with any trust company or financial institution whose deposits are insured by the Federal Deposit Insurance Corporation or similar federal agency and which has trust powers ("an Agent"; which Agent may be the Registration Agent) in trust or escrow, on or before the date of maturity or redemption, sufficient money or Defeasance Obligations, as hereafter defined, the principal of and interest on which, when due and payable, will provide sufficient moneys to pay or redeem such Bonds and to pay interest thereon when due until the maturity or redemption date (provided, if such 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);

(c) By delivering such Bonds to the Registration Agent, for cancellation by it;

and if the County shall also pay or cause to be paid all other sums payable hereunder by the County with respect to such Bonds, or make adequate provision therefor, and by resolution of the Governing Body instruct any such Escrow Agent to pay amounts when and as required to the Registration Agent for the payment of principal of and interest on such Bonds when due, then and in that case the indebtedness evidenced by such Bonds shall be discharged and satisfied and all covenants, agreements and obligations of the County to the holders of such Bonds shall be fully discharged and satisfied and shall thereupon cease, terminate and become void.

If the County shall pay and discharge the indebtedness evidenced by any of the Bonds in the manner provided in either clause (a) or clause (b) above, then the registered owners thereof shall thereafter be entitled only to payment out of the money or Defeasance Obligations deposited as aforesaid.

Except as otherwise provided in this Section, neither Defeasance Obligations nor moneys deposited with the Registration Agent pursuant to this Section nor principal or interest payments on any such Defeasance Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal and interest on said Bonds; provided that any cash received from such principal or interest payments on such Defeasance Obligations deposited with the Registration Agent, (A) to the extent such cash will not be required at any time for such purpose, shall be paid over to the County as received by the Registration Agent and (B) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested in Defeasance Obligations maturing at times and in amounts sufficient to pay when due the principal and interest to become due on said 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 County, as received by the Registration Agent. For the purposes of this Section, Defeasance Obligations shall mean direct obligations of, or obligations, the principal of and interest on which are guaranteed by, the United States of America, or any agency thereof, obligations of any agency or instrumentality of the United States or any other obligations at the time of the purchase thereof are permitted investments under Tennessee law for the purposes described in this Section, which bonds or other obligations shall not be subject to redemption prior to their maturity other than at the option of the registered owner thereof.

Section 12. Continuing Disclosure. The County hereby covenants and agrees that it will provide annual financial information and material event notices if and as required by Rule 15c2-12 of the Securities Exchange Commission for the Bonds and, at the option of the County Mayor, to a purchaser of the Bonds that certifies that such purchaser has no present intent to reoffer the Bonds. The County Mayor is authorized to execute at the Closing of the sale of the Bonds, an agreement for the benefit of and enforceable by the owners of the Bonds specifying the details of the financial information and material event notices to be provided and its obligations relating thereto. Failure of the County to comply with the undertaking herein described and to be detailed in said closing agreement, shall not be a default hereunder, but any such failure shall entitle the owner or owners of any of the Bonds to take such actions and to initiate such proceedings as shall be necessary and appropriate to cause the County to comply with their undertaking as set forth herein and in said agreement, including the remedies of mandamus and specific performance.

Section 13. Reimbursement. It is reasonably expected that the County will reimburse itself for certain expenditures made by it in connection with the Projects by issuing the Bonds. This resolution shall be placed in the minutes of the Governing Body and shall be made available for inspection by the general public at the office of the Governing Body. This resolution constitutes a declaration of official intent under Treas. Reg. §1.150-2.

Section 14. Qualified Tax-Exempt Obligations. The Governing Body hereby authorizes the County Mayor to designate the Bonds, or any series thereof, as "qualified tax-exempt obligations," to the extent the Bonds, or any series thereof, may be so designated, within the meaning of and pursuant to Section 265 of the Internal Revenue Code of 1986, as amended.

Section 15. Resolution a Contract. The provisions of this resolution shall constitute a contract between the County and the registered owners of the Bonds, and after the issuance of the Bonds, no change, variation or alteration of any kind in the provisions of this resolution shall be made in any manner until such time as the Bonds and interest due thereon shall have been paid in full.

Section 16. Separability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Section 17. Repeal of Conflicting Resolutions and Effective Date. All other resolutions and orders, or parts thereof in conflict with the provisions of this resolution, are, to the extent of such conflict, hereby repealed and this resolution shall be in immediate effect from and after its adoption.

Adopted and approved this 17th day of December, 2018.

/s/ Terry Frank
County Mayor

Attest:

/s/ Jeff Cole
County Clerk

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STATE OF TENNESSEE)

COUNTY OF ANDERSON)

I, Jeff Cole, certify that I am the duly qualified and acting County Clerk of Anderson County, Tennessee, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of a regular meeting of the governing body of the County held on December 17, 2018; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to not to exceed \$5,700,000 Rural High School Bonds, Series 2019B.

WITNESS my official signature of said County this 17th day of December, 2018.

/s/ _____
County Clerk

A RESOLUTION AUTHORIZING THE ISSUANCE OF RURAL ELEMENTARY SCHOOL BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED FIVE MILLION EIGHT HUNDRED FIFTY THOUSAND DOLLARS (\$5,850,000) OF ANDERSON COUNTY, TENNESSEE; MAKING PROVISION FOR THE ISSUANCE, SALE AND PAYMENT OF SAID BONDS; ESTABLISHING THE TERMS THEREOF AND THE DISPOSITION OF PROCEEDS THEREFROM; AND PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT OF PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS.

WHEREAS, pursuant to Sections 49-3-1001, et seq., inclusive, Tennessee Code Annotated, as amended, counties in Tennessee are authorized through their respective governing bodies to issue and sell bonds of said counties for school purposes; and

WHEREAS, the Board of County Commissioners of the County hereby determines that it is necessary and advisable to issue not to exceed \$5,850,000 in aggregate principal amount of rural elementary school bonds, for the purpose of providing funds for (i) acquisition, construction, and equipping of the portion of certain County school facilities providing education services to students residing outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee, including, but not limited to, energy efficiency improvements to school facilities; (ii) payment of legal, fiscal, administrative, architectural and engineering costs incident to all of the foregoing; (iii) reimbursement to the County for funds previously expended for the foregoing costs, if applicable; and (iv) payment of costs incurred in connection with the issuance and sale of the bonds authorized herein; and

WHEREAS, it is the intention of the Board of County Commissioners to adopt this resolution for the purpose of authorizing not to exceed \$5,850,000 in aggregate principal amount of said bonds, providing for the issuance, sale and payment of said bonds, establishing the terms thereof, and the disposition of proceeds therefrom, and providing for the levy of a tax within that portion of the County lying outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee, for the payment of principal thereof, premium, if any, and interest thereon.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Anderson County, Tennessee, as follows:

Section 1. Authority. The bonds authorized by this resolution are issued pursuant to Sections 49-3-1001, et seq., Tennessee Code Annotated, as amended, and other applicable provisions of law

Section 2. Definitions. The following terms shall have the following meanings in this resolution unless the text expressly or by necessary implication requires otherwise:

(a) "Bonds" means the not to exceed \$5,850,000 Rural Elementary School Bonds, Series 2019A, of the County, having such series designation and dated date as shall be determined by the County Mayor pursuant to Section 7 hereof;

(b) "Book-Entry Form" or "Book-Entry System" means a form or system, as applicable, under which physical bond certificates in fully registered form are issued to a Depository, or to its nominee as Registered Owner, with the certificate of bonds being held by and "immobilized" in the custody of such Depository, and under which records maintained by persons, other than the County or the Registration Agent, constitute the written record that identifies, and records the transfer of, the beneficial "book-entry" interests in those bonds;

(c) "Code" means the Internal Revenue Code of 1986, as amended, and all regulations promulgated thereunder;

(d) "County" means Anderson County, Tennessee;

(e) "Depository" means any securities depository that is a clearing agency under federal laws operating and maintaining, with its participants or otherwise, a Book-Entry System, including, but not limited to, DTC;

(f) "DTC" means the Depository Trust Company, a limited purpose company organized under the laws of the State of New York, and its successors and assigns;

(g) "DTC Participant(s)" means securities brokers and dealers, banks, trust companies and clearing corporations that have access to the DTC System;

(h) "Governing Body" means the Board of County Commissioners of the County;

(i) "Projects" mean (i) the acquisition, construction, and equipping of the portion of certain County school facilities providing educational services to students residing outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee, including, but not limited to, energy efficiency improvements to school facilities; and (ii) payment of legal, fiscal, administrative, architectural and engineering costs incident to all of the foregoing; and

(j) "Registration Agent" means Regions Bank, Nashville, Tennessee or any successor appointed by the Governing Body.

Section 3. Authorization and Terms of the Bonds. (a) For the purpose of providing funds to finance (i) the costs of the Projects; (ii) reimbursement to the County for funds previously expended for costs of the Projects, if any; and (iii) payment of costs incident to the issuance and sale of the Bonds, there is hereby authorized to be issued rural elementary school bonds of the County in the aggregate principal amount of not to exceed \$5,850,000. The Bonds shall be issued in one or more series, in fully registered, book-entry form (except as otherwise set forth herein), without coupons, and subject to the adjustments permitted under Section 7, shall be known as "Rural Elementary School Bonds", and shall have such series designation or other designation and such dated date as shall be determined by the County Mayor pursuant to Section 7 hereof. The Bonds shall bear interest at a rate or rates not to exceed the maximum rate or rates permitted by applicable Tennessee law, payable (subject to the adjustments permitted under Section 7) semi-annually on May 1 and November 1 in each year, commencing November 1, 2019. The Bonds shall be issued initially in \$5,000 denominations or integral multiples thereof, as shall be requested by the original

purchaser thereof. Subject to the adjustments permitted pursuant to Section 7 hereof, the Bonds and any series thereof, shall mature serially or be subject to mandatory redemption and shall be payable on May 1, 2029 and thereafter, as a whole or in part, at any time, at the redemption price of par plus accrued interest to the redemption date.

(b) Subject to the adjustments permitted under Section 8 hereof, Bonds maturing on May 1, 2029 and thereafter shall be subject to redemption prior to maturity at the option of the County on May 1, 2028 and thereafter, as a whole or in part, at any time, at the redemption price of par plus accrued interest to the redemption date.

If less than all the Bonds shall be called for redemption, the maturities to be redeemed shall be selected by the Governing Body in its discretion. If less than all of the Bonds within a single maturity shall be called for redemption, the interests within the maturity to be redeemed shall be selected as follows:

(i) if the Bonds are being held under a Book-Entry System by DTC, or a successor Depository, the Bonds to be redeemed shall be determined by DTC, or such successor Depository, by lot or such other manner as DTC, or such successor Depository, shall determine; or

(ii) if the Bonds are not being held under a Book-Entry System by DTC, or a successor Depository, the Bonds within the maturity to be redeemed shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall determine.

(c) Pursuant to Section 7 hereof, the County Mayor is authorized to sell the Bonds, or any maturities thereof, as term bonds ("Term Bonds") with mandatory redemption requirements as determined by the County Mayor. In the event any or all the Bonds are sold as Term Bonds, the County shall redeem Term Bonds on redemption dates corresponding to the maturity dates set forth herein, in aggregate principal amounts equal to the maturity amounts established pursuant to Section 7 hereof for each redemption date, as such maturity amounts may be adjusted pursuant to Section 7 hereof, at a price of par plus accrued interest thereon to the date of redemption. The Term Bonds to be redeemed within a single maturity shall be selected in the manner described in subsection (b) above.

At its option, to be exercised on or before the forty-fifth (45th) day next preceding any such mandatory redemption date, the County may (i) deliver to the Registration Agent for cancellation Term Bonds to be redeemed, in any aggregate principal amount desired, and/or (ii) receive a credit in respect of its redemption obligation under this mandatory redemption provision for any Term Bonds of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of this mandatory sinking fund redemption provision) and canceled by the Registration Agent and not theretofore applied as a credit against any redemption obligation under this mandatory sinking fund provision. Each Term Bond so delivered or previously purchased or redeemed shall be credited by the Registration Agent at 100% of the principal amount thereof on the obligation of the County on such payment date and any excess shall be credited on future redemption obligations in chronological order, and the principal amount of Term Bonds to be redeemed by operation of this mandatory sinking fund provision shall be accordingly reduced. The County shall on or before the forty-fifth (45th) day next preceding each payment date furnish the Registration Agent with its certificate indicating whether or not and to what extent the provisions of clauses (i) and (ii) of this subsection are to be availed of with respect to such payment and

confirm that funds for the balance of the next succeeding prescribed payment will be paid on or before the next succeeding payment date.

(d) Notice of call for redemption, whether optional or mandatory, shall be given by the Registration Agent on behalf of the County not less than twenty (20) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Bonds to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Bond registration records of the Registration Agent as of the date of the notice; but neither failure to mail such notice nor any defect in any such notice so mailed shall affect the sufficiency of the proceedings for redemption of any of the Bonds for which proper notice was given. As long as DTC, or a successor Depository, is the registered owner of the Bonds, all redemption notices shall be mailed by the Registration Agent to DTC, or such successor Depository, as the registered owner of the Bonds, as and when above provided, and neither the County nor the Registration Agent shall be responsible for mailing notices of redemption to DTC Participants or Beneficial Owners. Failure of DTC, or any successor Depository, to provide notice to any DTC Participant or Beneficial Owner will not affect the validity of such redemption. The Registration Agent shall mail said notices as and when directed by the County pursuant to written instructions from an authorized representative of the County (other than for a mandatory sinking fund redemption, notices of which shall be given on the dates provided herein) given at least forty-five (45) days prior to the redemption date (unless a shorter notice period shall be satisfactory to the Registration Agent). From and after the redemption date, all Bonds called for redemption shall cease to bear interest if funds are available at the office of the Registration Agent for the payment thereof and if notice has been duly provided as set forth herein.

(e) The Registration Agent is hereby authorized and directed to maintain Bond registration records with respect to the Bonds, to authenticate and deliver the Bonds as provided herein, either at original issuance or upon transfer, to effect transfers of the Bonds, to give all notices of redemption as required herein, to make all payments of principal and interest with respect to the Bonds as provided herein, to cancel and destroy Bonds which have been paid at maturity or upon earlier redemption or submitted for exchange or transfer, to furnish the County at least annually a certificate of destruction with respect to Bonds canceled and destroyed, and to furnish the County at least annually an audit confirmation of Bonds paid, Bonds outstanding and payments made with respect to interest on the Bonds. The County Mayor is hereby authorized to execute and the County Clerk is hereby authorized to attest such written agreement between the County and the Registration Agent as they shall deem necessary and proper with respect to the obligations, duties and rights of the Registration Agent. The payment of all reasonable fees and expenses of the Registration Agent for the discharge of its duties and obligations hereunder or under any such agreement is hereby authorized and directed.

(f) The Bonds shall be payable, both principal and interest, in lawful money of the United States of America at the main office of the Registration Agent. The Registration Agent shall make all interest payments with respect to the Bonds by check or draft on each interest payment date directly to the registered owners as shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the "Regular Record Date") by depositing said payment in the United States mail, postage prepaid, addressed to such owners at their addresses shown on said Bond registration records, without, except for final payment, the presentation or surrender of such registered Bonds, and all such payments shall discharge the obligations of the County in respect of such Bonds to the extent of the payments so made. Payment of principal of and

premium, if any, on the Bonds shall be made upon presentation and surrender of such Bonds to the Registration Agent as the same shall become due and payable. All rates of interest specified herein shall be computed on the basis of a three hundred sixty (360) day year composed of twelve (12) months of thirty (30) days each. In the event the Bonds are no longer registered in the name of DTC, or a successor Depository, if requested by the Owner of at least \$1,000,000 in aggregate principal amount of the Bonds, payment of interest on such Bonds shall be paid by wire transfer to a bank within the continental United States or deposited to a designated account if such account is maintained with the Registration Agent and written notice of any such election and designated account is given to the Registration Agent prior to the record date.

(g) Any interest on any Bond that is payable but is not punctually paid or duly provided for on any interest payment date (hereinafter "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date; and, in lieu thereof, such Defaulted Interest shall be paid by the County to the persons in whose names the Bonds are registered at the close of business on a date (the "Special Record Date") for the payment of such Defaulted Interest, which shall be fixed in the following manner: the County shall notify the Registration Agent in writing of the amount of Defaulted Interest proposed to be paid on each Bond and the date of the proposed payment, and at the same time the County shall deposit with the Registration Agent an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Registration Agent for such deposit prior to the date of the proposed payment, such money when deposited to be held in trust for the benefit of the persons entitled to such Defaulted Interest as in this Section provided. Thereupon, not less than ten (10) days after the receipt by the Registration Agent of the notice of the proposed payment, the Registration Agent shall fix a Special Record Date for the payment of such Defaulted Interest which Date shall be not more than fifteen (15) nor less than ten (10) days prior to the date of the proposed payment to the registered owners. The Registration Agent shall promptly notify the County of such Special Record Date and, in the name and at the expense of the County, not less than ten (10) days prior to such Special Record Date, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each registered owner at the address thereof as it appears in the Bond registration records maintained by the Registration Agent as of the date of such notice. Nothing contained in this Section or in the Bonds shall impair any statutory or other rights in law or in equity of any registered owner arising as a result of the failure of the County to punctually pay or duly provide for the payment of principal of, premium, if any, and interest on the Bonds when due.

(h) The Bonds are transferable only by presentation to the Registration Agent by the registered owner, or his legal representative duly authorized in writing, of the registered Bond(s) to be transferred with the form of assignment on the reverse side thereof completed in full and signed with the name of the registered owner as it appears upon the face of the Bond(s) accompanied by appropriate documentation necessary to prove the legal capacity of any legal representative of the registered owner. Upon receipt of the Bond(s) in such form and with such documentation, if any, the Registration Agent shall issue a new Bond or the Bond to the assignee(s) in \$5,000 denominations, or integral multiples thereof, as requested by the registered owner requesting transfer. The Registration Agent shall not be required to transfer or exchange any Bond during the period commencing on a Regular or Special Record Date and ending on the corresponding interest payment date of such Bond, nor to transfer or exchange any Bond after the publication of notice calling such Bond for redemption has been made, nor to transfer or exchange any

Bond during the period following the receipt of instructions from the County to call such Bond for redemption; provided, the Registration Agent, at its option, may make transfers after any of said dates. No charge shall be made to any registered owner for the privilege of transferring any Bond, provided that any transfer tax relating to such transaction shall be paid by the registered owner requesting transfer. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the County nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bonds shall be overdue. The Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of the Bonds of the same maturity in any authorized denomination or denominations.

(i) The Bonds shall be executed in such manner as may be prescribed by applicable law, in the name, and on behalf, of the County with the manual or facsimile signature of the County Mayor and attested by the manual or facsimile signature of the County Clerk.

(j) Except as otherwise provided in this resolution, the Bonds shall be registered in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the Bonds. References in this Section to a Bond or the Bonds shall be construed to mean the Bond or the Bonds that are held under the Book-Entry System. One Bond for each maturity shall be issued to DTC and immobilized in its custody. A Book-Entry System shall be employed, evidencing ownership of the Bonds in authorized denominations, with transfers of beneficial ownership effected on the records of DTC and the DTC Participants pursuant to rules and procedures established by DTC.

Each DTC Participant shall be credited in the records of DTC with the amount of such DTC Participant's interest in the Bonds. Beneficial ownership interests in the Bonds may be purchased by or through DTC Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive the Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the DTC Participant from which such Beneficial Owner purchased its Bonds. Transfers of ownership interests in the Bonds shall be accomplished by book entries made by DTC and, in turn, by DTC Participants acting on behalf of Beneficial Owners. **SO LONG AS CEDE & CO., AS NOMINEE FOR DTC, IS THE REGISTERED OWNER OF THE BONDS, THE REGISTRATION AGENT SHALL TREAT CEDE & CO., AS THE ONLY HOLDER OF THE BONDS FOR ALL PURPOSES UNDER THIS RESOLUTION, INCLUDING RECEIPT OF ALL PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS, RECEIPT OF NOTICES, VOTING AND REQUESTING OR DIRECTING THE REGISTRATION AGENT TO TAKE OR NOT TO TAKE, OR CONSENTING TO, CERTAIN ACTIONS UNDER THIS RESOLUTION.**

Payments of principal, interest, and redemption premium, if any, with respect to the Bonds, so long as DTC is the only owner of the Bonds, shall be paid by the Registration Agent directly to DTC or its nominee, Cede & Co. as provided in the Letter of Representation relating to the Bonds from the County and the Registration Agent to DTC (the "Letter of Representation"). DTC shall remit such payments to DTC Participants, and such payments thereafter shall be paid by DTC Participants to the Beneficial Owners. The County and the Registration Agent shall not be responsible or liable for payment by DTC or DTC Participants, for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or DTC Participants.

In the event that (1) DTC determines not to continue to act as securities depository for the Bonds, or (2) to the extent permitted by the rules of DTC, the County determines that the continuation of the Book-Entry System of evidence and transfer of ownership of the Bonds would adversely affect their interests or the interests of the Beneficial Owners of the Bonds, then the County shall discontinue the Book-Entry System with DTC or, upon request of such original purchaser, deliver the Bonds to the original purchaser in the form of fully registered Bonds, as the case may be. If the County fails to identify another qualified securities depository to replace DTC, the County shall cause the Registration Agent to authenticate and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner.

THE COUNTY AND THE REGISTRATION AGENT SHALL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO ANY DTC PARTICIPANT OR ANY BENEFICIAL OWNER WITH RESPECT TO (i) THE BONDS; (ii) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (iii) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS; (iv) THE DELIVERY OR TIMELINESS OF DELIVERY BY DTC OR ANY DTC PARTICIPANT OF ANY NOTICE DUE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED UNDER THE TERMS OF THIS RESOLUTION TO BE GIVEN TO BENEFICIAL OWNERS, (v) THE SELECTION OF BENEFICIAL OWNERS TO RECEIVE PAYMENTS IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (vi) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC, OR ITS NOMINEE, CEDE & CO., AS OWNER.

If the Bonds are sold to a single purchaser that certifies that it does not intend to re-offer the Bonds to the public, then the Registration Agent may deliver fully registered Bonds to the purchaser without utilizing the Book-Entry System and the form of the Bond in Section 5 hereof shall be so conformed.

(k) The Registration Agent is hereby authorized to take such action as may be necessary from time to time to qualify and maintain the Bonds for deposit with DTC, including but not limited to, wire transfers of interest and principal payments with respect to the Bonds, utilization of electronic book entry data received from DTC in place of actual delivery of Bonds and provision of notices with respect to Bonds registered by DTC (or any of its designees identified to the Registration Agent) by overnight delivery, courier service, telegram, telecopy or other similar means of communication. No such arrangements with DTC may adversely affect the interest of any of the owners of the Bonds, provided, however, that the Registration Agent shall not be liable with respect to any such arrangements it may make pursuant to this section.

(l) The Registration Agent is hereby authorized to authenticate and deliver the Bonds to the original purchaser, upon receipt by the County of the proceeds of the sale thereof and to authenticate and deliver Bonds in exchange for Bonds of the same principal amount delivered for transfer upon receipt of the Bond(s) to be transferred in proper form with proper documentation as hereinabove described. The Bonds shall not be valid for any purpose unless authenticated by the Registration Agent by the manual signature of an officer thereof on the certificate set forth herein on the Bond form.

(m) In case any Bond shall become mutilated, or be lost, stolen, or destroyed, the County, in its discretion, shall issue, and the Registration Agent, upon written direction from the County, shall authenticate and deliver, a new Bond of like tenor, amount, maturity and date, in exchange and substitution for, and upon the cancellation of, the mutilated Bond, or in lieu of and in substitution for such lost, stolen or destroyed Bond, or if any such Bond shall have matured or shall be about to mature, instead of issuing a substituted Bond the County may pay or authorize payment of such Bond without surrender thereof. In every case the applicant shall furnish evidence satisfactory to the County and the Registration Agent of the destruction, theft or loss of such Bond, and indemnity satisfactory to the County and the Registration Agent; and the County may charge the applicant for the issue of such new Bond an amount sufficient to reimburse the County for the expense incurred by it in the issue thereof.

Section 4. Security Source of Payment. The Bonds shall be payable from unlimited ad valorem taxes to be levied on all taxable property within the County lying outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee. For the prompt payment of principal of, premium, if any, and interest on the Bonds, the full faith and credit of the County are hereby irrevocably pledged.

Section 5. Form of Bonds. The Bonds shall be in substantially the following form, the omissions to be appropriately completed when the Bonds are prepared and delivered:

(Form of Face of Bond)

REGISTERED
Number _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF TENNESSEE
COUNTY OF ANDERSON
RURAL ELEMENTARY SCHOOL BOND, SERIES 2019A

Interest Rate: Maturity Date: Date of Bond: CUSIP No.:

Registered Owner: CEDE & CO.

Principal Amount:

FOR VALUE RECEIVED, Anderson County, Tennessee (the "County") hereby promises to pay to the registered owner hereof, hereinabove named, or registered assigns, in the manner hereinafter provided, the principal amount hereinabove set forth on the maturity date hereinabove set forth (or upon earlier redemption as set forth herein), and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) on said principal amount at the annual rate of interest hereinabove set forth from the date hereof until said maturity date [or redemption date], said interest being payable on November 1, 2019, and semi-annually thereafter on the first day of May and November in each year until this Bond matures [or is redeemed]. The principal hereof and interest hereon are payable in lawful money of the

United States of America by check or draft at the principal corporate trust office of Regions Bank, Nashville, Tennessee, as registration agent and paying agent (the "Registration Agent"). The Registration Agent shall make all interest payments with respect to this Bond on each interest payment date directly to the registered owner hereof shown on the Bond registration records maintained by the Registration Agent as of the close of business on the fifteenth day of the month next preceding the interest payment date (the "Regular Record Date") by check or draft mailed to such owner at such owner's address shown on said Bond registration records, without, except for final payment, the presentation or surrender of this Bond, and all such payments shall discharge the obligations of the County to the extent of the payments so made. Any such interest not so punctually paid or duly provided for on any interest payment date shall forthwith cease to be payable to the registered owner on the relevant Regular Record Date; and, in lieu thereof, such defaulted interest shall be payable to the person in whose name this Bond is registered at the close of business on the date (the "Special Record Date") for payment of such defaulted interest to be fixed by the Registration Agent, notice of which shall be given to the owners of the Bonds of the issue of which this Bond is one not less than ten (10) days prior to such Special Record Date. Payment of principal of [and premium, if any, on] this Bond shall be made when due upon presentation and surrender of this Bond to the Registration Agent.

Except as otherwise provided herein or in the Resolution, as hereinafter defined, this Bond shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds of the series of which this Bond is one. One Bond for each maturity of the Bonds shall be issued to DTC and immobilized in its custody. A book-entry system shall be employed, evidencing ownership of the Bonds in \$5,000 denominations, or multiples thereof, with transfers of beneficial ownership effected on the records of DTC and the DTC Participants, as defined in the Resolution, pursuant to rules and procedures established by DTC. So long as Cede & Co., as nominee for DTC, is the registered owner of the Bonds, the County and the Registration Agent shall treat Cede & Co., as the only owner of the Bonds for all purposes under the Resolution, including receipt of all principal and maturity amounts of [, premium, if any,] and interest on the Bonds, receipt of notices, voting and requesting or taking or not taking, or consenting to, certain actions hereunder. Payments of principal, maturity amounts, interest, [and redemption premium, if any,] with respect to the Bonds, so long as DTC is the only owner of the Bonds, shall be paid directly to DTC or its nominee, Cede & Co. DTC shall remit such payments to DTC Participants, and such payments thereafter shall be paid by DTC Participants to the Beneficial Owners, as defined in the Resolution. Neither the County nor the Registration Agent shall be responsible or liable for payment by DTC or DTC Participants, for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or DTC Participants. In the event that (1) DTC determines not to continue to act as securities depository for the Bonds or (2) to the extent permitted by the rules of DTC, the County determines that the continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect its interests or the interests of the Beneficial Owners of the Bonds, the County may discontinue the book-entry system with DTC. If the County fails to identify another qualified securities depository to replace DTC, the County shall cause the Registration Agent to authenticate and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner. Neither the County nor the Registration Agent shall have any responsibility or obligations to any DTC Participant or any Beneficial Owner with respect to (i) the Bonds; (ii) the accuracy of any records maintained by DTC or any DTC Participant; (iii) the payment by DTC or any DTC Participant of any amount due to any Beneficial Owner in respect of the principal or maturity amounts of and interest on the Bonds; (iv) the delivery or timeliness of delivery by DTC or any DTC Participant of any

notice due to any Beneficial Owner that is required or permitted under the terms of the Resolution to be given to Beneficial Owners, (v) the selection of Beneficial Owners to receive payments in the event of any partial redemption of the Bonds; or (vi) any consent given or other action taken by DTC, or its nominee, Cede & Co., as owner.

Subject to the adjustments permitted under Section 8 hereof, Bonds maturing on May 1, 2029 and thereafter shall be subject to redemption prior to maturity at the option of the County on May 1, 2028 and thereafter, as a whole or in part, at any time, at the redemption price of par plus accrued interest to the redemption date.

[Subject to the credit hereinafter provided, the County shall redeem Bonds maturing _____ on the redemption dates set forth below opposite the maturity dates, in aggregate principal amounts equal to the respective dollar amounts set forth below opposite the respective redemption dates at a price of par plus accrued interest thereon to the date of redemption. DTC, as securities depository for the series of Bonds of which this Bond is one, or such Person as shall then be serving as the securities depository for the Bonds, shall determine the interest of each Participant in the Bonds to be redeemed using its procedures generally in use at that time. If DTC, or another securities depository is no longer serving as securities depository for the Bonds, the Bonds to be redeemed within a maturity shall be selected by the Registration Agent by lot or such other random manner as the Registration Agent in its discretion shall select. The dates of redemption and principal amount of Bonds to be redeemed on said dates are as follows:

<u>Final Maturity</u>	<u>Redemption Date</u>	<u>Principal Amount of Bonds Redeemed</u>
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***Final Maturity**

At its option, to be exercised on or before the forty-fifth (45th) day next preceding any such redemption date, the County may (i) deliver to the Registration Agent for cancellation Bonds to be redeemed, in any aggregate principal amount desired, and/or (ii) receive a credit in respect of its redemption obligation under this mandatory redemption provision for any Bonds of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of this mandatory sinking fund redemption provision) and canceled by the Registration Agent and not theretofore applied as a credit against any redemption obligation under this mandatory sinking fund provision. Each Bond so delivered or previously purchased or redeemed shall be credited by the Registration Agent at 100% of the principal amount thereof on the obligation of the County on such payment date and any excess shall be credited on future redemption obligations in chronological order, and the principal amount of Bonds to be redeemed by operation of this mandatory sinking fund provision shall be accordingly reduced. The County shall on or before the forty-fifth (45th) day next preceding each payment date furnish the Registration Agent

with its certificate indicating whether or not and to what extent the provisions of clauses (i) and (ii) of this subsection are to be availed of with respect to such payment and confirm that funds for the balance of the next succeeding prescribed payment will be paid on or before the next succeeding payment date.]

Notice of call for redemption[, whether optional or mandatory,] shall be given by the Registration Agent not less than twenty (20) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Bonds to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Bond registration records of the Registration Agent as of the date of the notice; but neither failure to mail such notice nor any defect in any such notice so mailed shall affect the sufficiency of the proceedings for the redemption of any of the Bonds for which proper notice was given. As long as DTC, or a successor Depository, is the registered owner of the Bonds, all redemption notices shall be mailed by the Registration Agent to DTC, or such successor Depository, as the registered owner of the Bonds, as and when above provided, and neither the County nor the Registration Agent shall be responsible for mailing notices of redemption to DTC Participants or Beneficial Owners. Failure of DTC, or any successor Depository, to provide notice to any DTC Participant will not affect the validity of such redemption. From and after any redemption date, all Bonds called for redemption shall cease to bear interest if funds are available at the office of the Registration Agent for the payment thereof and if notice has been duly provided as set forth in the Resolution, as hereafter defined.

This Bond is transferable by the registered owner hereof in person or by such owner's attorney duly authorized in writing at the principal corporate trust office of the Registration Agent set forth on the front side hereof, but only in the manner, subject to limitations and upon payment of the charges provided in the Resolution, as hereafter defined, and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds of authorized denominations of the same maturity and interest rate for the same aggregate principal amount will be issued to the transferee in exchange therefor. The person in whose name this Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes and neither the County nor the Registration Agent shall be affected by any notice to the contrary whether or not any payments due on the Bond shall be overdue. Bonds, upon surrender to the Registration Agent, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of the Bonds of the same maturity in authorized denomination or denominations, upon the terms set forth in the Resolution. The Registration Agent shall not be required to transfer or exchange any Bond during the period commencing on a Regular Record Date or Special Record Date and ending on the corresponding interest payment date of such Bond [, nor to transfer or exchange any Bond after the notice calling such Bond for redemption has been made, nor during a period following the receipt of instructions from the County to call such Bond for redemption.]

This Bond is one of a total authorized issue aggregating \$5,850,000 and issued by the County for the purpose of providing funds for (i) acquisition, construction, and equipping of the portion of certain County school facilities providing education services to students residing outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee, including, but not limited to, energy efficiency improvements to school facilities; (ii) payment of legal, fiscal, administrative, architectural and engineering costs incident to all of the foregoing; (iii) reimbursement to the County for funds previously expended for the foregoing costs, if applicable; and (iv) payment of costs incurred in connection with the issuance and sale of the Bonds of the issue of which this Bond is one, pursuant to Sections 49-3-1001 et seq., Tennessee Code Annotated, as amended, and pursuant to a resolution duly adopted by the Board of

County Commissioners of the County on the 17th day of December, 2018 (the "Resolution") which is incorporated herein by reference.

This Bond is payable from unlimited ad valorem taxes to be levied on all taxable property within the County lying outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee. For a more complete statement of the general covenants and provisions pursuant to which this Bond is issued, reference is hereby made to the Resolution.

This Bond and the income therefrom are exempt from all present state, county and municipal taxes in Tennessee except (a) Tennessee excise taxes on interest on the Bond during the period the Bond is held or beneficially owned by any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee, and (b) Tennessee franchise taxes by reason of the inclusion of the book value of the Bond in the Tennessee franchise tax base of any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee.

It is hereby certified, recited, and declared that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Bond exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other indebtedness of the County, does not exceed any limitation prescribed by the constitution and statutes of the State of Tennessee.

IN WITNESS WHEREOF, the County has caused this Bond to be signed by its County Mayor with his manual or facsimile signature and attested by its County Clerk with his manual or facsimile signature as of the date hereinabove set forth.

ANDERSON COUNTY

By: _____
County Mayor

ATTESTED:

County Clerk

Transferable and payable at the
principal corporate trust office of: Regions Bank
Nashville, Tennessee

Date of Registration: _____

This Bond is one of the issue of Bonds issued pursuant to the Resolution hereinabove described.

Registration Agent

By: _____
Authorized Officer

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned sells, assigns, and transfers unto _____, whose address is _____ (Please insert Federal Identification or Social Security Number of Assignee _____), the within Bond of Anderson County, Tennessee, and does hereby irrevocably constitute and appoint _____, attorney, to transfer the said Bond on the records kept for registration thereof with full power of substitution in the premises.

Dated: _____

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

Signature guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of a Medallion Program acceptable to the Registration Agent.

Section 6. Levy of Tax. The County, through its Governing Body, shall annually levy and collect a tax upon all taxable property within the County lying outside the corporate limits of the City of Oak Ridge, Tennessee and the City of Clinton, Tennessee, in addition to all other taxes authorized by law, sufficient to pay principal of, premium, if any, and interest on the Bonds when due, and for that purpose there is hereby levied a direct annual tax in such amount as may be found necessary each year to pay principal and interest coming due on the Bonds in said year. Principal and interest falling due at any time when there are insufficient funds from this tax levy on hand shall be paid from the current funds of the County and reimbursement therefor shall be made out of the taxes hereby provided to be levied when the same shall have been collected. The tax herein provided may be reduced to the extent of any appropriations from other legally available funds, taxes and revenues of the County to the payment of debt service on the Bonds.

Section 7. Sale of Bonds. (a) The Bonds shall be offered for public sale, as required by law, in one or more series, at a price of not less than ninety-nine percent (99%) of par, plus accrued interest, as a whole or in part from time to time as shall be determined by the County Mayor, in consultation with the County's financial advisor (the "Financial Advisor"). The Bonds, or any series thereof, shall be sold at public sale by physical delivery of bids or by electronic bidding means of an Internet bidding service as shall be determined by the County Mayor, in consultation with the Financial Advisor.

(b) If the Bonds are sold in more than one series, the County Mayor is authorized to cause to be sold in each series an aggregate principal amount of Bonds less than that shown in Section 3 hereof for each series, and to make corresponding adjustments to the maturity schedule of each series designated in Section 3 hereof, so long as the total aggregate principal amount of all series issued does not exceed the total aggregate of Bonds authorized to be issued herein.

(c) The County Mayor, upon consultation with the Financial Advisor, is further authorized, with respect to each series of Bonds:

(1) to designate the dated date of the Bonds or any series thereof;

(2) to specify the series designation of the Bonds, or any series thereof and/or to change the designation of the Bonds, or any series thereof, to a designation other than "Rural Elementary School Bonds";

(3) to change the first interest payment date on the Bonds or any series thereof to a date other than November 1, 2019, provided that such date is not later than twelve months from the dated date of such series of Bonds;

(4) to adjust the principal and interest payment dates and determine maturity or mandatory redemption amounts of the Bonds or any series thereof, provided that (A) the total principal amount of all series of the Bonds does not exceed the total amount of Bonds authorized herein, (B) the final maturity date of each series shall be not later than the end of twenty-fifth fiscal year following the fiscal year of its series, and (C) the average life of such series shall not exceed 20 years;

(5) to adjust the optional redemption provisions relating to any Bonds, provided that the premium amount to be paid does not exceed two percent (2%) of the principal amount thereof;

(6) to sell the Bonds, or any series thereof, or any maturities thereof as Term Bonds with mandatory redemption requirements determined by the County Mayor, as she shall deem most advantageous to the County; and

(7) to cause all or a portion of the Bonds to be insured by a bond insurance policy issued by a nationally recognized bond insurance company to achieve the purposes set forth herein and to serve the best interests of the County and to enter into agreements with such insurance company with respect to any series of Bonds to the extent not inconsistent with this Resolution.

(e) The County Mayor is authorized to sell the Bonds, or any series thereof, simultaneously with any other bonds or notes authorized by resolution or resolutions of the Governing Body. The County Mayor is further authorized to sell the Bonds, or any series thereof, as a single issue of bonds with any other bonds with substantially similar terms authorized by resolution or resolutions of the Governing Body, in one or more series or series as he shall deem to be advantageous to the County and in doing so, the County Mayor is authorized to change the designation of the Bonds to a designation other than "Rural Elementary School Bonds"; provided, however, that the total aggregate principal amount of combined bonds to be sold does not exceed the total aggregate principal amount of Bonds authorized by this resolution or bonds authorized by any other resolution or resolutions adopted by the Governing Body.

(f) The County Mayor is authorized to award the Bonds, or any series thereof, in each case to the bidder whose bid results in the lowest true interest cost to the County, provided the rate or rates on the Bonds does not exceed the maximum rate permitted by applicable Tennessee law. The award of the Bonds by the County Mayor to the lowest bidder shall be binding on the County, and no further action of the Governing Body with respect thereto shall be required. The form of the Bond set forth in Section 5 hereof, shall be conformed to reflect any changes made pursuant to this Section 7 hereof.

(g) The County Mayor and County Clerk, or either of them, are authorized to cause the Bonds, in book-entry form (except as otherwise permitted herein), to be authenticated and delivered by the Registration Agent to the successful bidder and to execute, publish, and deliver all certificates and documents, including an official statement and closing certificates, as they shall deem necessary in connection with the sale and delivery of the Bonds. The County Mayor and County Clerk are hereby authorized to enter into a contract with the Financial Advisor, for financial advisory services in connection with the sale of the Bonds and to execute an engagement letter with Bass, Berry & Sims PLC to serve as bond counsel for the issuance of the Bonds.

Section 8. Disposition of Bond Proceeds. The proceeds of the sale of the Bonds shall be disbursed as follows:

(a) all accrued interest, if any, shall be deposited to the appropriate fund of the County to be used to pay interest on the Bonds on the first interest payment date following delivery of the Bonds;

(b) the remainder of the proceeds of the sale of the Bonds shall be deposited with a financial institution regulated by the Federal Deposit Insurance Corporation or similar federal agency in a special fund known as the 2019 Rural Elementary School Construction Fund (the "Construction Fund") to be kept separate and apart from all other funds of the County. If applicable, the County shall disburse funds in the Construction Fund to pay costs of issuance of the Bonds, including necessary legal, accounting and fiscal expenses, printing, engraving, advertising and similar expenses, administrative and clerical costs, Registration Agent fees, bond insurance premiums, if any, and other necessary miscellaneous expenses incurred in connection with the issuance and sale of the Bonds. The remaining funds in the Construction Fund shall be disbursed solely to pay the costs of the Projects. Money in the Construction Fund shall be secured in the manner prescribed by applicable statutes relative to the securing of public or trust funds, if any, or, in the absence of such a statute, by a pledge of readily marketable securities having at all times a market value of not less than the amount in said Construction Fund. Money in the Construction Fund shall be expended only for the purposes authorized by this resolution. Any funds remaining in the Construction

Fund after completion of the Projects and payment of authorized expenses shall be used to pay principal of and interest on the Bonds. Moneys in the Construction Fund shall be invested by the County Trustee in such investments as shall be permitted by applicable law. Earnings from such investments shall be placed in the Construction Fund, or at the direction of a legally authorized County official, used to pay debt service on the Bonds, subject to any modifications by the Governing Body.

Section 9. Official Statement. The County Mayor and Finance Director of the County, or either of them, are hereby authorized and directed to provide for the preparation and distribution, electronic or otherwise, of a Preliminary Official Statement describing the Bonds and any other bonds or notes which in the discretion of the County Mayor are sold at the same time as the Bonds. After the Bonds have been sold, the County Mayor and Finance Director, or either of them, shall make such completions, omissions, insertions and changes in the Preliminary Official Statement not inconsistent with this resolution as are necessary or desirable to complete it as a final Official Statement for purposes of Rule 15c2-12(e)(3) of the Securities and Exchange Commission. The County Mayor and Finance Director, or either of them, shall arrange for the delivery to the underwriter of a reasonable number of copies of the Official Statement within seven business days after the Bonds, or any emission thereof, have been sold to the Underwriter, to each potential investor requesting a copy of the Official Statement and to each person to whom such underwriter and members of its selling group initially sell the Bonds.

The County Mayor and Finance Director, or either of them, are authorized, on behalf of the County, to deem the Preliminary Official Statement and the Official Statement in final form, each to be final as of its date within the meaning of Rule 15c2-12(b)(1), except for the omission in the Preliminary Official Statement of certain pricing and other information allowed to be omitted pursuant to such Rule 15c2-12(b)(1). The distribution of the Preliminary Official Statement and the Official Statement in final form shall be conclusive evidence that each has been deemed in final form as of its date by the County except for the omission in the Preliminary Official Statement of such pricing and other information.

If the Bonds, or any emission thereof, are sold to a purchaser that does not intend to reoffer the Bonds to the public as evidenced by a certificate executed by the purchaser then an Official Statement is authorized but not required, as shall be determined by the County Mayor.

Section 10. Federal Tax Matters. The County expects that interest on the Bonds will be excludable from gross income for purposes of federal income taxation under laws in force on the date of delivery of the Bonds. In such case, the County agrees that it shall take no action which may cause the interest on any of said Bonds to be included in gross income for federal income taxation. It is the reasonable expectation of the Governing Body of the County that the proceeds of the Bonds will not be used in a manner which will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, and to this end the said proceeds of the Bonds and other related funds established for the purposes herein set out shall be used and spent expeditiously for the purposes described herein. The Governing Body further covenants and represents that in the event it shall be required by Section 148(f) of the Code to pay any investment proceeds of the Bonds to the United States government, it will make such payments as and when required by said Section 148(f) and will take such other actions as shall be necessary or permitted to prevent the interest on the Bonds from becoming taxable. The County Mayor and County Clerk, or either of them, are authorized and directed to make such certifications in this regard in connection with the sale of the Bonds

as either or both shall deem appropriate, and such certifications shall constitute a representation and certification of the County.

Section 11. Discharge and Satisfaction of Bonds. If the County shall pay and discharge the indebtedness evidenced by any of the Bonds in any one or more of the following ways:

(a) By paying or causing to be paid, by deposit of sufficient funds as and when required with the Registration Agent, the principal of and interest on such Bonds as and when the same become due and payable;

(b) By depositing or causing to be deposited with any trust company or financial institution whose deposits are insured by the Federal Deposit Insurance Corporation or similar federal agency and which has trust powers ("an Agent"; which Agent may be the Registration Agent) in trust or escrow, on or before the date of maturity or redemption, sufficient money or Defeasance Obligations, as hereafter defined, the principal of and interest on which, when due and payable, will provide sufficient moneys to pay or redeem such Bonds and to pay interest thereon when due until the maturity or redemption date (provided, if such 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);

(c) By delivering such Bonds to the Registration Agent, for cancellation by it;

and if the County shall also pay or cause to be paid all other sums payable hereunder by the County with respect to such Bonds, or make adequate provision therefor, and by resolution of the Governing Body instruct any such Escrow Agent to pay amounts when and as required to the Registration Agent for the payment of principal of and interest on such Bonds when due, then and in that case the indebtedness evidenced by such Bonds shall be discharged and satisfied and all covenants, agreements and obligations of the County to the holders of such Bonds shall be fully discharged and satisfied and shall thereupon cease, terminate and become void.

If the County shall pay and discharge the indebtedness evidenced by any of the Bonds in the manner provided in either clause (a) or clause (b) above, then the registered owners thereof shall thereafter be entitled only to payment out of the money or Defeasance Obligations deposited as aforesaid.

Except as otherwise provided in this Section, neither Defeasance Obligations nor moneys deposited with the Registration Agent pursuant to this Section nor principal or interest payments on any such Defeasance Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal and interest on said Bonds; provided that any cash received from such principal or interest payments on such Defeasance Obligations deposited with the Registration Agent, (A) to the extent such cash will not be required at any time for such purpose, shall be paid over to the County as received by the Registration Agent and (B) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested in Defeasance Obligations maturing at times and in amounts sufficient to pay when due the principal and interest to become due on said 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 County, as received by the Registration Agent. For the purposes of this Section, Defeasance Obligations shall mean direct obligations of, or obligations, the principal of and

interest on which are guaranteed by, the United States of America, or any agency thereof, obligations of any agency or instrumentality of the United States or any other obligations at the time of the purchase thereof are permitted investments under Tennessee law for the purposes described in this Section, which bonds or other obligations shall not be subject to redemption prior to their maturity other than at the option of the registered owner thereof.

Section 12. Continuing Disclosure. The County hereby covenants and agrees that it will provide annual financial information and material event notices if and as required by Rule 15c2-12 of the Securities Exchange Commission for the Bonds and, at the option of the County Mayor, to a purchaser of the Bonds that certifies that such purchaser has no present intent to reoffer the Bonds. The County Mayor is authorized to execute at the Closing of the sale of the Bonds, an agreement for the benefit of and enforceable by the owners of the Bonds specifying the details of the financial information and material event notices to be provided and its obligations relating thereto. Failure of the County to comply with the undertaking herein described and to be detailed in said closing agreement, shall not be a default hereunder, but any such failure shall entitle the owner or owners of any of the Bonds to take such actions and to initiate such proceedings as shall be necessary and appropriate to cause the County to comply with their undertaking as set forth herein and in said agreement, including the remedies of mandamus and specific performance.

Section 13. Reimbursement. It is reasonably expected that the County will reimburse itself for certain expenditures made by it in connection with the Projects by issuing the Bonds. This resolution shall be placed in the minutes of the Governing Body and shall be made available for inspection by the general public at the office of the Governing Body. This resolution constitutes a declaration of official intent under Treas. Reg. §1.150-2.

Section 14. Qualified Tax-Exempt Obligations. The Governing Body hereby authorizes the County Mayor to designate the Bonds, or any series thereof, as "qualified tax-exempt obligations", to the extent the Bonds, or any series thereof, may be so designated, within the meaning of and pursuant to Section 265 of the Internal Revenue Code of 1986, as amended.

Section 15. Resolution a Contract. The provisions of this resolution shall constitute a contract between the County and the registered owners of the Bonds, and after the issuance of the Bonds, no change, variation or alteration of any kind in the provisions of this resolution shall be made in any manner until such time as the Bonds and interest due thereon shall have been paid in full.

Section 16. Separability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Section 17. Repeal of Conflicting Resolutions and Effective Date. All other resolutions and orders, or parts thereof in conflict with the provisions of this resolution, are, to the extent of such conflict, hereby repealed and this resolution shall be in immediate effect from and after its adoption.

Adopted and approved this 17th day of December, 2018.

/s/ Terry Frank
County Mayor

Attest:

/s/ Jeff Cole
County Clerk

(The remainder of this page left blank intentionally.)

STATE OF TENNESSEE)

COUNTY OF ANDERSON)

I, Jeff Cole, certify that I am the duly qualified and acting County Clerk of Anderson County, Tennessee, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of a regular meeting of the governing body of the County held on December 17, 2018; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to not to exceed \$5,850,000 Rural Elementary School Bonds, Series 2019A.

WITNESS my official signature of said County this 17th day of December, 2018.

/s/ _____
County Clerk



EXHIBIT

C

ANDERSON COUNTY GOVERNMENT

TERRY FRANK
COUNTY MAYOR

December 18, 2018

Ms. Ashley Pilakowski
Tennessee Valley Authority
400 West Summit Hill Drive WT 11B
Knoxville, TN 37902

Via electronic mail: aapilakowski@tva.gov

RE: BULL RUN FOSSIL PLANT RETIREMENT
ENVIRONMENTAL ASSESSMENT: TVA Project 2018-35

Dear Ms. Pilakowski:

Anderson County appreciates the opportunity to comment on the Draft Potential Bull Run Fossil Plant Retirement Environmental Assessment: TVA Project 2018-35. The contents of the letter were considered by the Anderson County Board of Commissioners meeting in regular session on December 17, 2018. The Board of Commissioners voted to approve the transmittal of these comments.

The Bull Run Fossil Plant is located inside unincorporated Anderson County in the Claxton community. We are thankful and appreciative of the power TVA has provided the citizens of our community, county and region since Bull Run Fossil Plant came online in 1967. Because the facility is located in the Claxton Community, Anderson County is also appreciative of the community partnership with TVA that has enabled the community to provide additional services to its citizens.

Anderson County is fully aware of TVA's mission: *"to improve the quality of life in the Valley through the integrated management of the region's resources" and serving "the people of the Tennessee Valley by focusing on three key areas: energy, environment and economic development."*

Anderson County has been a vital and productive partner in helping TVA fulfill its mission.

The possible closure of the Bull Run Fossil Plant, known locally for generations as the Bull Run Steam Plant, would be a major negative impact to our county—not only financially to our citizens and the people employed at the plant, but also symbolically given the plant's physical size, importance, location and historical significance.

Anderson County understands that it makes sense for our ratepayers/users for TVA to evaluate the future costs of maintenance and environmental compliance; however, we wish to stress that an in-depth, no stone unturned review of energy needs in our community is critical to your assessment. Our county is a regional leader in manufacturing and also the home to the vital missions of Y-12 and also neighboring Roane County's ORNL facility. A core key to the success of these industries, and the missions of DOE and DOE related missions, is an uninterrupted power supply that has successfully been provided by TVA over the decades. We cannot stress enough that failure to properly score these needs could be detrimental and possibly economically crippling.

Anderson County conveys our desires to keep the Bull Run Fossil Plant open for the employees who work there, the economic benefits that being a host site provides to our citizens and the diversification of energy that it supplies in your generation mix.

Should your assessment and recommendation lead to closure, our priority is on the environmental protection of the area and neighboring community, and in keeping with TVA missions, the economic development of the site.

Please know that on August 15, 2016, the Anderson County Board of Commissioners voted to request the Tennessee Valley Authority to construct a natural gas combined cycle power plant on the Bull Run Property in an effort to decrease coal ash storage facilities and reduce the environmental footprint of the Bull Run Steam Plant. Anderson County believes this is a viable option.

If TVA does not support a generation asset on the site, we support quick, full decommissioning and redevelopment of this vital site. The acreage, the prime regional location, the access to rail, road and water makes the location ideal for major significant economic development and significant opportunity for partnership between the county and TVA.

As recently as 2012, TVA acquired an additional 155 acres, including over 20 residences in the Claxton area for its landfill expansion. Locally, that decision was unpopular given the removal of those properties from local taxation. While we do receive PILT for those properties, that value is capped at the value at time of acquisition and gives no opportunity for growth as our county values increase. In addition, while we know that TDEC is working with TVA on the expansion of coal ash storage, we want to make you aware that we do continue to receive negative comments of concern regarding the expansion of the coal ash landfill.

Anderson County agrees with the City of Oak Ridge that Alternative B, where the plant is closed and the equipment removed but its buildings and structures remain in place, is a

wholly unsupported option in that it removes an important economic resource and prevents its timely replacement.

Anderson County also agrees with comments by the City of Oak Ridge regarding major expansion and improvement of SR 170 between SR 9/US 25W and SR 62. The City importantly notes, "cumulative impacts of the closure must be accounted for in any assessment: financial impacts to local governments, sensible environmental remediation, roadway and ROW enhancements, railroad integration for industrial use, removal of facilities and an established timeline for implementation for completion. All transportation issues should be prioritized on the regional Transportation Improvement Plan (TIP)."

Anderson County is thankful for the opportunity to comment and hopeful that you will seriously consider the full economic and quality of life impacts to our county in your closure assessment. We have proven to be a strong partner with TVA where both our missions to improve quality of life in our community intersect. We hope to continue a relationship that improves the quality of life for people in Anderson County.

Sincerely,



Terry Frank
Anderson County Mayor



Tracy Wandell
Chairman, Anderson County Commission

cc: President Donald Trump
Lamar Alexander, United States Senator
Marsha Blackburn, United States Senator
Chuck Fleischmann, United States Congressman
Randy McNally, Lt. Governor
Ken Yager, State Senator
John Ragan, State Representative

Anderson County, Tennessee
Board of Commissioners
RESOLUTION No: 18-12-725

EXHIBIT

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**RESOLUTION ESTABLISHING MEETING DATES AND TIMES FOR
THE ANDERSON COUNTY BOARD OF COMMISSIONERS.**

WHEREAS, notice is hereby given to all County Commissioners and residents of Anderson County, and to all other interested persons, that open, public and regular meetings of the Anderson County Board of Commissioners will be held on the third Monday of each month for the 2019 calendar year excluding January and February which will be held on the third Tuesday each month due to the holidays, schedule is as follows:

January 22, 2019 at 6:30 P.M. (Tuesday)

February 19, 2019 at 6:30 P.M. (Tuesday)

March 18, 2019 at 6:30 P.M.

April 15, 2019 at 6:30 P.M.

May 20, 2019 at 6:30 P.M.

June 17, 2019 at 6:30 P.M.

July 15, 2019 at 6:30 P.M.

August 19, 2019 at 6:30 P.M.

September 16, 2019 at 6:30 P.M.

October 21, 2019 at 6:30 P.M.

November 18, 2019 at 6:30 P.M.

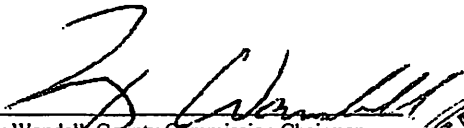
December 16, 2019 at 6:30 P.M.

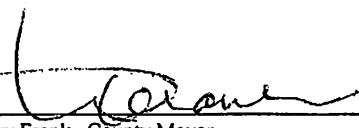
WHEREAS, meetings will be conducted in Room 312 of the Anderson County Courthouse located at 100 North Main Street, Clinton, TN. 37716.

WHEREAS, the Commission Chairman and County Clerk reserve the right to call for Special Called Sessions of the Board of Commissioners as needed with due public notice.

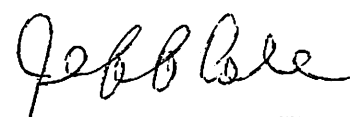
NOW THEREFORE, BE IT RESOLVED, by the Anderson County Board of Commissioners meeting in regular session this 17th day of December, 2018, that we hereby approve and establish the above-recited meeting dates and times as the official calendar for the 2019 year.

RESOLVED, DULY PASSED, APPROVED AND EFFECTIVE this 17th day of December 2018.


Tracy Wandell, County Commission Chairman


Terry Frank, County Mayor

ATTEST:


Jeff Cole, County Clerk

