

A RESOLUTION providing for the issuance of \$425,000 Electric Revenue Bonds, Series 1945, of Weakley County, Tennessee, providing for the sale thereof, providing for the security and payment of such bonds, and entering into certain covenants and agreements in that connection.

WHEREAS Weakley County has heretofore issued its Electric Plant Bonds in the amount of \$275,000 dated December 1, 1938, denomination \$1,000, numbered 1 to 275, inclusive, bearing interest at three and one-quarter per cent per annum, and falling due serially on December 1 of each of the years 1941 to 1958, inclusive; and

WHEREAS of the bonds so issued the county has heretofore paid and retired bonds numbered 1 to 56, inclusive, as they have become due, leaving now outstanding and unpaid bonds numbered 57 to 275, inclusive, aggregating in principal amount \$219,000; and

WHEREAS the holders of said bonds, to the amount of \$25,000, being bonds numbered 111 to 115, 203 to 212 and 266 to 275, all numbers inclusive, have indicated their willingness to accept payment of such bonds, and the county therefore desires to authorize bonds for the purpose of refunding said \$25,000 outstanding bonds in order to reduce the rate of interest borne by such bonds; and

WHEREAS it is the desire of the county to make certain additions and extensions to its electric system at an estimated cost of \$400,000, and it is therefore desired to issue the Electric Revenue Bonds of the county in the sum of \$425,000, of which bonds numbered 1 to 400, inclusive, are to be issued for the purpose of paying the cost of the construction of such additions and extensions, and bonds numbered 401 to 425, inclusive, are to be issued for the purpose of retiring the twenty-five outstanding bonds which are to be refunded, all as more particularly hereinafter provided, and as authorized by the provisions of The Revenue Bond Refinancing Act of 1937;

NOW, THEREFORE Be It Resolved by the Quarterly County Court of Weakley County, Tennessee, as follows:

Section 1. That for the purpose of refunding the outstanding bonds described in the preamble hereto and for the purpose of making extensions and additions to the electric distribution system of Weakley County, there are hereby authorized to be issued bonds in the amount of \$425,000, which bonds shall be known as "Electric Revenue Bonds, Series 1945", and shall be payable solely from the revenues of the system in the manner hereinafter more specifically provided. Wherever the words "The system" are used in this resolution they shall be understood to refer to the complete electric system of Weakley County lying within and without its boundaries, together with all improvements, extensions and additions thereto which may be made while any of the bonds herein authorized remain outstanding.

Section 2. That said bonds shall be dated December 1, 1945, shall be in the denomination of \$1,000 each, shall be consecutively numbered from 1 to 425, inclusive, and shall mature serially in numerical order on December 1 of each year as follows:

| <u>Amount</u> | <u>Year</u> |
|---------------|-------------|
|---------------|-------------|

The bonds shall bear interest at such rate or rates not greater than two per cent per annum as may be determined at the time the bonds are sold, which interest shall be payable on June 1, 1946, and semi-annually thereafter on the first days of December and June of each year until the payment of principal.

Bonds numbered 11 to 425, inclusive, shall be callable for redemption at the option of the county in inverse numerical order on December 1, 1948 and on any interest payment date thereafter at par plus accrued interest to the date fixed for redemption plus a premium as to each bond so redeemed of \$2.50 dollars for each year or fraction thereof intervening between the date fixed for redemption and the stated maturity date of the bond. Notice of redemption shall be given not less than thirty days prior to the date fixed for redemption by registered mail to the registered holder of each bond called for redemption which is registered as to principal. Notice of the intended redemption of any bond not so registered shall be given not less than thirty days prior to the date fixed for redemption by publication of an appropriate notice in a financial newspaper or journal published in the City of New York, New York, or Chicago, Illinois, and sent by registered mail to the bank hereinbelow named as paying agent for the bonds.

Section 3. That said bonds shall be payable as to both principal and interest in lawful money of the United States of America at Central Hanover Bank and Trust Company, in the City of New York, New York, and shall be signed by the County Judge, attested by the County Court Clerk, and shall have the official seal of the county impressed thereon. Interest falling due on and prior to maturity shall be represented by appropriate interest coupons attached to the bonds, which coupons shall be executed with the facsimile signatures of said County Judge and County Court Clerk, and which officials by the execution of said bonds shall be considered to have adopted as and for their own proper signatures their respective facsimile signatures appearing on said coupons.

Section 4. That the bonds shall be registerable as to principal in the manner for which provision is made in the following section.

Section 5. That said bonds and the coupons and the blanks to appear on the back thereof shall be in substantially the following form, and there shall be printed in each of the bonds the recital hereinbelow set out to the effect that the bonds are issued under authority of The Revenue Bond Refinancing Act of 1937:

(Form of Bond)
 UNITED STATES OF AMERICA
 STATE OF TENNESSEE
 COUNTY OF WEAKLEY
 ELECTRIC REVENUE BOND, SERIES 1945

Number _____ \$1,000

Weakley County, in the State of Tennessee, for value received hereby promises to pay to the bearer, or if this bond be registered as to principal then to the registered holder hereof, out of the special fund hereinbelow designated and not otherwise, the sum of One Thousand Dollars (\$1,000) on the first day of December 19____, with interest thereon from the date hereof until paid at the rate of _____ per cent (_____ %) per annum, payable on the first day of June and the first day of December of each year, interest falling due on and prior to maturity being payable upon presentation and surrender of annexed interest coupons as they severally mature. Both principal hereof and interest hereon are payable in lawful money of the United States of America at Central Hanover Bank and Trust Company, in the City of New York, New York.

Bonds numbered _____ to 425, inclusive, of the issue of which this is one are callable for redemption at the option of the county in inverse numerical order on December 1, 1948 and on any interest payment date thereafter at par plus accrued interest to the date fixed for redemption plus a premium as to each bond so redeemed of _____ dollars for each year or fraction thereof intervening between the date fixed for redemption and the stated maturity date of the bond. Notice of redemption is to be given not less than thirty days prior to the date fixed for redemption by registered mail to the registered holder of each bond called for redemption which is registered as to principal. Notice of the intended redemption of any bond not so registered is to be given not less than thirty days prior to the date fixed for redemption by publication of an appropriate notice in a financial newspaper or journal published in the City of New York, New York, or Chicago, Illinois, and sent by registered mail to the bank hereinabove named as paying agent for the bonds.

This bond is one of a series of four hundred twenty-five bonds issued by Weakley County pursuant to resolution passed by the Quarterly County Court of said county on January _____ 1946, for the purpose of making additions and extensions to the county's electric system and for the purpose of refunding, on a basis of par for par, \$25,000 Electric Plant Bonds of said county. Both principal of and interest on this bond and the issue of which it is a part are payable solely from a special fund designated as the "Weakley County Electric Plant Bond Fund," into which fund are to be placed so much of the revenues derived from the operation of said system as may be necessary for such purpose, in the manner for which provision is made in the aforesaid resolution, and for a statement of the terms on which other bonds may be issued in the future payable from such revenues on an equality with the bonds of this issue, and the priority enjoyed by certain outstanding bonds over bonds numbered 1 to 400, inclusive, of this issue, reference is made to said resolution. This bond and the series of which it is one have been authorized and issued under authority of and in full compliance with the Constitution and Statutes of Tennessee, including particularly The Revenue Bond Refinancing Act of 1937. Principal of and interest on this bond are payable solely from a special fund to be derived from the net revenues of the aforesaid system pledged to the payment thereof and this bond does not constitute an indebtedness of the County of Weakley within the meaning of any legal limit of indebtedness, nor is said county under any obligation to pay the same except from said revenues.

The county has covenanted and agreed and does hereby covenant and agree that it will fix such rates for the sale of electricity and services afforded by the aforesaid system and will collect and account for the revenues to be received for the sale of such electricity and services, that the net revenues so received will be sufficient promptly to pay the principal of and interest on this bond and the issue of which it forms a part, as each becomes due.

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 have existed, have happened and have been performed in due time, form and manner as required by law.

This bond may be registered as to principal in accordance with the provisions endorsed hereon.

This bond and the income therefrom are exempt from all state, county and municipal taxation in Tennessee, except inheritance, transfer and estate taxes.

IN TESTIMONY WHEREOF, Weakley County, Tennessee, has caused this bond to be signed by its County Judge and attested by its County Court Clerk under the official seal of said county, and has caused the interest coupons hereto attached to be executed by the facsimile signatures of said officers, all as of this first day of December, 1945.

Chas. M. Lewis
 County Judge

Attest:

Chas. M. Lewis
 County Court Clerk

(Form of Coupon)

Number _____ \$ _____

On the first day of _____ 19____, unless the hereinafter mentioned bond shall have been theretofore properly called for redemption and provision for the redemption thereof made, Weakley County, Tennessee, will pay to bearer _____ Dollars (\$) in the manner and out of the fund prescribed in the bond to which this coupon is attached, and not otherwise, in lawful money of the United States of America, at Central Hanover Bank and Trust Company, in the City of New York, New York, for interest due that day on its Electric Revenue Bond, Series 1945, dated December 1, 1945, and numbered _____.

Chas. M. Lewis
 County Judge

Attest:

Chas. M. Lewis
 County Court Clerk

(Provision for Registration)

The within bond may be registered in the name of the holder as to principal only on books to be kept for such purpose by the County Trustee of Weakley County, as Bond Registrar, such registration being noted hereon in the registration blank below; after which no transfer will be valid unless made on such books by the registered holder or his attorney duly authorized and similarly noted in said registration blank below, but it may be discharged from registration by being transferred to bearer, after which it shall be transferable by delivery but it may be again registered as before. Such registration shall not impair the negotiability of the coupons attached to this bond by delivery merely.

(No writing in this blank except by the Bond Registrar of Weakley

County)

| Date of Registration | : | Name of Registered Holder | : | Signature of Registrar |
|-------------------------|---|------------------------------|---|---------------------------|
| | : | | : | |
| | : | | : | |
| | : | | : | |
| | : | | : | |

Section 6. That the bonds issued under and pursuant to this resolution shall not be general obligations of the county and no holder or holders of any of the bonds shall ever have the right to compel any exercise of the taxing power of the county to pay said bonds or the interest thereon. The payment of principal of and interest on all bonds issued hereunder regardless of the dates of their issuance and the purpose for which issued, shall be secured forthwith equally and ratably by the net revenues of the system and, subject to the payment of the reasonably necessary cost of operating, maintaining and repairing the system as hereinafter in sub-section (d) of Section 7 provided, the revenues of the system in an amount sufficient to pay principal of and interest on the bonds are hereby irrevocably pledged to the payment of such principal and interest as the same become due.

Section 7. That so long as any of the bonds shall be outstanding and unpaid or until there shall have been set apart in the reserve account of the bond fund hereinafter established, a sum sufficient to pay when due the entire principal of the indebtedness evidenced by the bonds remaining unpaid, together with interest accrued and to accrue thereon, the county covenants with the holder of the bonds from time to time as follows:

(a) That the county will faithfully and punctually perform all duties with reference to the system required by the Constitution and Laws of the State of Tennessee and by this resolution, including the fixing of rates and collecting of charges for electric energy and the services, facilities and commodities furnished by the system and the segregation of the income and revenues of the system and the application of same to the funds created by this resolution so that such revenues will at all times be sufficient to pay as the same shall become due the principal of and interest on the bonds herein authorized in addition to paying as the same shall become due the necessary expenses of operating, maintaining and repairing the system and all other obligations and indebtedness payable out of the revenues thereof, and that such rates and charges shall never be reduced so as to be insufficient to provide revenues for said purposes.

(b) That the entire gross revenues derived from the operation of the system shall be deposited in a separate fund which shall be kept separate and distinct from all other funds of the county and is hereby designated "Electric Fund."

(c) That the county will maintain the system in good condition and will operate the system in an efficient and economical manner, making such expenditures for equipment and for renewals and replacements as may be proper for the economical operation and maintenance thereof, and that it will deposit semi-annually from the revenues of the system as a renewal and replacement fund a sum equal to one and one-half per cent of the value of the system, the value of the system being computed to be the sum of \$275,000 plus the value of the net additions to the properties of the system acquired subsequent to January 1, 1940, less accrued depreciation. Payments into said fund shall be made on May first and November first of each year to a bank located in Weakley County, Tennessee, which is a member of the Federal Reserve System, and shall be secured in the manner required by the Laws of Tennessee for securing public funds. Withdrawals from said fund shall be made solely for the purpose of paying the cost of renewals, additions and replacements to the plant properties of the system, or, to the extent not required for such purpose, at the option of the county for the purchase on the open market of bonds issued hereunder or Electric Plant Bonds dated December 1, 1938, at the best price or prices obtainable, which price shall not in any event exceed par and accrued interest. If the county is unable to obtain bonds for purchase at such price or prices, then bonds shall be called for redemption in such amounts as can be redeemed with the funds available for such purpose. All bonds so purchased or redeemed shall be cancelled. Withdrawals from the Renewal and Replacement Fund shall be made only upon certificate of the superintendent of the system, or certificate of such officer as may be in charge of the operation of the system, which certificate shall set forth the purposes for which the funds withdrawn are to be used and no withdrawals shall be made except for the purposes authorized by this paragraph.

(d) That from and after the issuance of any of the bonds herein authorized the system shall continue to be operated on the basis of sinking fund years commencing on December 1 and ending on November 30, and that all revenues received from the operation of the system shall be deposited in the Electric Fund and disposed of in the following manner:

(1) Revenues shall first be used to pay the reasonably necessary cost of operating, maintaining and repairing the system, including salaries, wages, cost of materials and supplies, power at wholesale and insurance.

(2) From the remaining revenues of the system there shall next be placed on the first day of each month into the Electric Plant Bond Fund the payments required to be made into said fund by the provisions of the resolution of December 15, 1938, pursuant to which the bonds herein authorized in part to be refunded were issued. The moneys into the Electric Plant Bond Fund shall be used for the payment of principal of and interest on, and the creation of a Reserve Fund for the bonds payable therefrom in all

SEE SECTION 2. page 531 of this Minute Book for continuation of this numerical listing of the \$1,000 bonds:

| <u>Amount</u> | <u>Year</u> |
|---------------|-------------|
| \$10,000.00 | 12-1-48 |
| 10,000.00 | 12.-1-49 |
| 15,000.00 | 12-1-50 |
| 15,000.00 | 12-1-51 |
| 20,000.00 | 12-1-52 |
| 20,000.00 | 12-1-53 |
| 25,000.00 | 12-1-54 |
| 25,000.00 | 12-1-55 |
| 30,000.00 | 12-1-56 |
| 30,000.00 | 12-1-57 |
| 35,000.00 | 12-1-58 |
| 40,000.00 | 12-1-59 |
| 40,000.00 | 12-1-60 |
| 40,000.00 | 12-1-61 |
| 40,000.00 | 12-1-62 |
| 30,000.00 | 12-1-63 |

Continuation of Section 7. Item (b) No. 2 respects as is provided in Section 7 of said resolution, and in the making of payemtns into and from said fund for such purposes bonds numbered 401 to 425, inclusive, aforesaid, shall be entitled to all rights and privileges to which the bonds so refunded would have been entitled had they not been refunded, provided however, that the amounts required to be paid into said fund by the provisions of Section 7 aforesaid shall be increased to the extent necessary to provide for the payment of whatever additional interest may prove to be necessary by reason of the refunding.

(3) From the remaining revenues of the system there shall next be placed in the Electric Plant Bond Fund on the first day of each month, but in an account separate and apart from the money provided to be placed into said fund by the last preceding paragraph hereof, such sums as will be fully sufficient to pay at least one-sixth of the interest on all bonds issued hereunder (except bonds numbered 401 to 425 inclusive) which shall become due within the six next succeeding calendar months and one-twelfth of the principal of all such bonds which will become due within the twelve next succeeding calendar months. The money in said Electric Plant Bond Fund which is not held therein for the benefit of the outstanding bonds dated December 1, 1938, and bonds numbered 401 to 425, herein authorized, is hereinafter in this resolution referred to as the "Bond Fund."

There is hereby established an account in said Bond Fund to be known as the "Reserve Account," into which the county shall pay from said revenues on the first day of each month beginning February 1, 1946, during the twenty-four months ending January 31, 1948, a sum equal to 1/24th of the principal amount of bonds issued hereunder (except bonds numbered 401 to 425, inclusive) comprising the earliest maturity thereof, and thereafter beginning February 1, 1948, a sum equal to ten per cent of the payments required to be made into the Bond Fund in such month under the preceding paragraph of this sub-section, provided that no such payments need be made into the Reserve Account at such times as the funds in said account are equal to at least the maximum requirements in any succeeding twelve months' period for the payment of interest on and principal of the bonds payable therefrom. Money in the Reserve Account may be used to purchase bonds of the next maturing installment of principal at reasonable prices but the purchase of such bonds shall not reduce the amounts of monthly payments into the Bond Fund hereinabove required, and if by reason of the purchase of bonds with money in the Reserve Account, a surplus remains in the Bond Fund after paying the next maturing installment of principal, such surplus shall be paid into the Reserve Account.

If in any twelve-month period the county shall for any reason fail to pay into the Bond Fund or the Reserve Account the full amounts above stipulated, then an amount equal to such deficiency shall be set apart and paid into said fund or account from the first available revenues of the following twelve month period or periods and such payments shall be in addition to the amounts hereinabove provided to be set apart and paid into said fund or account during such period or periods.

If for any reason the county shall fail to make such payment into the Bond Fund during any twelve-month period, any sums then held in the Reserve Account shall be used to pay any portion of interest on or principal of the bonds (except bonds numbered 401 to 425, inclusive) becoming due as to which there would otherwise be default, but such reserve shall be reimbursed from the first payments made into said fund in the following twelve-month period or periods in excess of the required payments for such period.

When the first day of any month shall be a Sunday or legal holiday, payments into the Bond Fund and Reserve Account shall be made on the next succeeding secular day. The Bond Fund and Reserve Account shall be kept on deposit in the bank which is hereinabove specified as paying agent for the bonds, and all such payments shall be transferred immediately to said bank and shall be held by said bank in a separate fund as a trust account solely for the purpose of paying principal of and interest on the bonds, or for the purchase of bonds from the moneys in the Reserve Account as herein provided.

If at any time after the adoption of this resolution there shall be issued, pursuant to authority contained in sub-section (f) of Section 7 hereof, additional bonds payable in whole or in part from the revenues of the system on a parity with the bonds herein authorized, revenues in the Electric Fund properly allocable to such additional bonds, shall be paid therefrom on a parity with the revenues paid therefrom into the Bond Fund under the provisions of this section, and if in any month the available revenues shall be insufficient to make all payments required to be made therefrom, they shall be equitably apportioned to the various sinking funds into which such revenues are subject to payment.

(4) The next available revenues in the Electric Fund shall be used to provide for the Renewal and Replacement Fund in the amounts and at the times provided in sub-section (c) of Section 7 hereof.

(5) The next available revenues in the Electric Fund shall be used to maintain a working fund for the system in an amount not less than ten per cent of the total revenues received by the county from the operation of the system in the last preceding fiscal year. The working fund is defined as net current assets under Standard accounting practice, excluding from current assets loans and investments, deposits in the Electric Plant Bond Fund and Renewal and Replacement Fund, and excluding from current liabilities all accrued principal of and interest on the bonds.

(6) The next available revenues in the Electric Fund shall at the option of the county be used to pay principal of and interest on any bonds or other evidences of indebtedness, other than the bonds authorized in this resolution and all other bonds which may hereafter be issued on a parity with such bonds in the manner for which provision is made in sub-section (f) of Section 7 hereof, which by their terms are payable from the revenues of the system and the proceeds of which were used for renewals, replacements or additions to the system.

(7) The next available revenues in the Electric Fund shall be used to pay when due such taxes as may legally be levied against the system or any part thereof.

(8) All remaining revenues shall be considered surplus revenues.

(9) It is agreed that the revenues of the system are to be paid into the various funds hereinabove established in the order in which said funds are listed and that if in any fiscal period the revenues are insufficient to place the required amounts in any of the said funds, the deficiencies shall be made up in the following fiscal period or periods after payments into all funds enjoying a prior claim to the revenues have been made in full, provided however, that nothing contained in this resolution shall be so construed as unfavorably to affect any contract rights existing in the outstanding bonds dated December 1, 1938, which are not refunded hereunder, and that all payments required to be made for the benefit of said bonds by the provisions of the aforesaid resolution of December 15, 1938, shall, so far as required by the contract rights enjoyed by the holders of such bonds, continue to be collected, allocated and paid in the manner provided in said resolution.

It is further agreed that if money in any of said funds shall be lost, through bank failure or through any other cause, the money so lost will be placed in said funds by the county in the manner hereinabove provided for the making up of deficiencies in said funds caused through failure to make the required original payments thereinto.

(e) That the system may be sold, mortgaged, leased or otherwise disposed of only as a whole or substantially as a whole and then only if all bonds and obligations payable from the revenues of the system are then subject to redemption and if the proceeds to be realized from such sale, mortgage or lease are sufficient fully to redeem at the then current redemption prices all bonds issued hereunder and other obligations payable from the revenues of the system. Such sale, mortgage or lease must be handled in such manner that so much of the proceeds of such sale, mortgage or lease as is necessary to pay the full redemption price of all such bonds and obligations, including accrued interest, is paid directly to the bank which is acting as depository for the Bond Fund and such payment is made to said bank at the time the sale, mortgage or lease is consummated. All bonds then outstanding shall immediately be called for payment on the next interest payment date as of which they may be called and the proceeds of the sale, mortgage or lease so held by the bank shall be held as a trust fund to be used solely for the purpose of paying principal of, the redemption premiums and accrued interest on the bonds.

Notwithstanding the foregoing provision, the county shall have the right to sell, lease or otherwise dispose of any of the property of the system which is found by the Superintendent and the board in charge of the operation of the system to be no longer necessary and useful in the operation of the system. The proceeds received from the sale, lease or disposal of any such property shall be paid into the Renewal and Replacement Fund but shall not be permitted to reduce the amount otherwise required to be paid into said fund. The disbursement of such additional payments shall be made in the same manner and for the same purposes as are other disbursements from the Renewal and Replacement Fund.

(f) That the county will not incur any other obligations or indebtedness payable from the revenues of the system which will have priority to or equality with the bonds herein authorized with respect to the payment of principal or interest out

of the revenues of the system, except that additional obligations may be issued on an equality with the bonds herein authorized, but only if all of the following conditions are met:

(aa) The net earnings of the system for a period of twelve consecutive months out of the fifteen months preceding the issuance of such additional bonds must have been equal to at least one and one-third times the highest combined interest and principal requirements for any succeeding twelve months' period on all bonds outstanding and then to be issued.

(bb) The payments required to be made into the respective funds provided by sub-sectional to 5, inclusive, of paragraph (d) of this section must have been paid in full.

(cc) There must be sufficient money in the Electric Plant Bond Fund, including the Reserve Fund, including the Reserve Fund and Reserve Account, to pay all principal of and interest on the outstanding bonds which become due during the twelve months' period succeeding the issuance of the additional bonds.

(dd) The additional bonds must be payable serially, with principal and interest amortized over a period not shorter than the remaining life of any of the outstanding bonds, with principal payments beginning not more than three years from the date of the additional bonds in such manner as to make the total amount of principal of and interest on the additional bonds due in each year approximately the same in each year in which there is a maturity of principal, and with principal falling due on December first of each year and interest falling due on June first and December first of each year.

(ee) The proceeds of the additional bonds must be paid into the Renewal and Replacement Fund. Such payments shall not reduce the amounts otherwise required to be paid into said fund. Disbursement of such proceeds shall be made in the same manner and for the same purposes as other disbursements from such fund. The provisions of this sub-section

(f) are subject to the exception that if, prior to the payment of the bonds herein authorized, it shall be found desirable to refund said bonds under the provisions of any law then available, said bonds or any part of said bonds may be refunded with the consent of the holders thereof (unless the bonds so refunded have matured or are then optional for redemption and have been properly called for redemption, in which case such consent shall not be necessary) and the refunding bonds so issued shall enjoy complete equality of lien with the portion of said bonds which is not refunded, if any there be, and the refunding bonds shall continue to enjoy whatever priority of lien over subsequent issued may have been enjoyed by the bonds refunded, provided however, that if only a portion of the bonds outstanding is so refunded and if such bonds are refunded in such manner that the interest rate of the refunded bonds is increased or that any refunding bond matures at a date earlier than the maturity date of any of the bonds not refunded, then such bonds may not be refunded without the consent of the holders of the unrefunded portion of the bonds issued hereunder.

(g) That so long as any of the bonds are outstanding the county will carry for the benefit of the holders of the bonds adequate fire and wind-storm insurance on all buildings of the system which are subject to loss through fire and wind-storm and will carry adequate public liability insurance and will carry for the benefit of the holders of the bonds insurance of the kinds and in the amounts normally carried by private companies engaged in the operation of electric systems in Tennessee. All money received for losses under any of such insurance policies, except public liability, shall be use first for the purpose of restoring or replacing the property loss or damage, and any remainder shall be paid into the Electric Plant Bond Fund, and such payments shall not reduce the amounts otherwise required to be paid into said fund. Disbursement of such proceeds shall be made in the same manner and for the same purposes as are other disbursements from said fund.

(h) That the county will cause proper books and accounts adapted to the system to be kept, and will cause the books and accounts to be audited annually by a recognized independent firm of certified public accountants and will make generally available to the holders of any of the bonds the balance sheet and the profit and loss statement of the system as certified by such accountants. The holders of any of said bonds shall have at all reasonable times the right to inspect the system and the records, accounts and data of the county relating thereto.

(i) That the county will permit no free electricity or service to be furnished by the system to any consumer, including the county and its various departments and that rates for electricity and service furnished to all consumers, including the county and its various departments will be fixed and charges collected on the same basis as rates are fixed and charges collected for electricity and similar service furnished to other consumers.

(j) That the holders of the twenty-five per cent in principal amount of bonds issued pursuant to this resolution and outstanding at any time, including a trustee or trustees for such holders, shall, in addition to all other remedies and rights of holders of any of the bonds, have the right by appropriate proceedings in any court of competent jurisdiction, in the event of default in the payment of principal of or interest on the bonds, to obtain the appointment of a receiver for the system, which receiver may enter upon and take possession of the system, operate and maintain the system, and fix rates and collect all revenues arising therefrom in as full a manner and to the same extent as the county itself might do. The receiver shall deposit all moneys collected by him in a separate account or accounts and shall dispose of such revenues in accordance with the terms and conditions of this resolution and as the court shall direct.

(k) That the county will not grant a franchise to any competing electric system or service until all of the bonds issued pursuant to this resolution have been paid in full as to both principal and interest.

Section 8. That all rights and remedies authorized to be granted to or exercised by the holders of the bonds herein authorized under the provisions of The Revenue Bond Refinancing Act of 1937 are hereby given to such holders in all respects as though said rights and remedies were herein set out in full.

Section 9. That the provisions of this resolution shall constitute a contract between Weakley County and the holder or holders of the bonds, and that after the issuance of any of such 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 all of the bonds issued hereunder have been paid in full.

Section 10. That the bonds herein authorized shall be sold pursuant to sealed bids to the highest responsible bidder at 2:00 o'clock P.M. on Sixth

MARCH, 1946. Notice of the sale of said bonds shall be given by publication of the following notice once at least seven days prior to the sale date in The Bond Buyer, a financial newspaper published in the City of New York, New York, which carries municipal bond notices:

NOTICE OF BOND SALE

Notice is hereby given that Weakley County, Tennessee, will receive sealed bids up to 2:00 o'clock P.M. on March sixth, 1946, and at said hour and on said date in the Court House in Dresden, Tennessee, will open said bids and will award to the highest responsible bidder \$425,000 Electric Revenue Bonds, Series 1945, Dated December 1, 1945, denomination \$1,000, due serially in numerical order on December 1 of each year as follows:

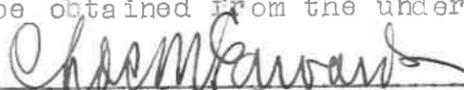
| <u>Amount</u> | <u>Year</u> | <u>Amount</u> | <u>Year</u> |
|---------------|-------------|---------------|-------------|
| | | \$10,000.00 | 12-1-48 |
| | | 10,000.00 | 12-1-49 |
| | | 15,000.00 | 12-1-50 |
| | | 15,000.00 | 12-1-51 |
| | | 20,000.00 | 12-1-52 |
| | | 20,000.00 | 12-1-53 |
| | | 25,000.00 | 12-1-54 |
| | | 25,000.00 | 12-1-55 |
| | | 30,000.00 | 12-1-56 |
| | | 30,000.00 | 12-1-57 |
| | | 35,000.00 | 12-1-58 |
| | | 40,000.00 | 12-1-59 |
| | | 40,000.00 | 12-1-60 |
| | | 40,000.00 | 12-1-61 |
| | | 40,000.00 | 12-1-62 |
| | | 30,000.00 | 12-1-63 |

Bonds numbered 11 to 425, inclusive, are optional in inverse numerical order on December 1, 1948 and on any interest payment date thereafter at par plus accrued interest plus a premium per bond of \$2.50 dollars per year or fraction thereof intervening between the redemption date and the stated maturity date of the bond. Bidders are requested to name a rate or rates of interest in multiples of one-quarter of one per cent not exceeding two per cent per annum. The bonds will be awarded to the responsible bidder whose bid results in the lowest interest cost to the county without the consideration of premiums except in the case of bids otherwise resulting in identical interest cost.

To the extent of \$25,000 these bonds are being issued for the purpose of refunding a part of the bonds originally issued for the acquisition of the county's electric system. The remainder of the issue is being issued for the purpose of making additions and extensions to said system. Bonds numbered 401 to 425, inclusive, are payable from the net revenues of the county's electric system on a parity with \$194,000.00 outstanding bonds dated December 1, 1938. The remaining bonds of this issue are subordinate to such outstanding bonds in the application of such revenues. Additional parity bonds may be issued in the future under the restrictions provided in the resolution authorizing the bonds.

The county will supply the approving opinion of Chapman and Cutler. The right is reserved to reject any and all bids. No bids will be accepted for less than par and accrued interest. A good faith deposit in the amount of \$ Two Percent shall be made by each bidder in the form of a certified check payable to the order of the County Trustee.

Additional information may be obtained from the undersigned County Court Clerk.


County Court Clerk

Section 11. That the proceeds of the sale of the bonds shall, to the extent of \$25,000, be used for the simultaneous payment and cancellation of the bonds authorized to be refunded. The proceeds of the sale of the remainder of the bonds, being bonds numbered 1 to 400, inclusive, shall be placed in a fund separate and

apart from all other funds of the county and used solely for the payment of the cost of constructing additions and extensions to the county's electric system. Such safeguards to assure the proper application of the money in said fund shall be established as may be agreed upon between the County Judge, the County Court Clerk and the purchasers of the bonds. All money received as accrued interest on the entire issue shall be paid into the Bond Fund.

Section 12. That if any one or more sections, paragraphs, clauses or provisions contained in this resolution shall be held to be invalid or ineffective for any reason, the remainder of this resolution shall remain in full force and effect, it being expressly hereby found and declared that the remainder of this resolution would have been adopted despite the ineffectiveness of such section, paragraph, clause or provision.

Section 13. That all orders and resolutions or parts thereof in conflict herewith are to the extent of such conflict hereby repealed, and that this resolution shall be in effect immediately upon its adoption.

Adopted and approved January Seventh 1946.


Gayce Pentecost, County Judge.

Attest:


County Court Clerk

Upon the motion of Esquire John C. Hatler and the Second of Esquire Gilbert Hatler the "Resolution providing for the issuance of \$425,000 Electric Revenue Bonds, Series 1945, of Weakley County, Tennessee, providing for the sale thereof, providing for the security and payment of such bonds, and entering into certain covenants and agreements in that connection" was duly adopted as follows:
Roll Call was made of the January Term of all Magistrates present, which number was thirty-seven individuals at the calling of the Roll, however, Four Magistrates who were in attendance at the January session were absent from this particular Roll Call and there were TWELVE MAGISTRATES who were not in attendance for the January Session. Therefore, the above set forth Resolution was adopted by the Thirty-Seven Magistrates in attendance at the Quarterly Session of the January 1946 meeting of the Weakley County Court, unanimously.