

**BOND APPLICATION
MEMPHIS CENTER CITY
REVENUE FINANCE CORPORATION**

1. Applicant: City of Memphis
Company's Name: City of Memphis
Mailing Address: 125 N. Main Street, Rm 368
Memphis, Tennessee 38103
Phone: 901-576-6657 Fax: 901-576-6193
Email: brian.collins@memphistn.gov

Federal Employer Identification Number: _____
Company representative to be contacted: Brian Collins
Name and Title: Brian Collins, Director of Finance
Mailing Address: 125 N. Main Street, Rm 368
Memphis, TN 38103
Phone: 901-576-6557 Fax: 901-576-6193
Email: brian.collins@memphistn.gov

2. Describe the principal business of Applicant and its legal status. Briefly describe Applicant's corporate or other legal structure and identify its state of organization. If Applicant is a foreign entity, is it registered to do business in Tennessee?
The City of Memphis is a municipal corporation of the State of Tennessee.

3. Briefly describe the proposed Project.
The bonds will be issued to finance capital improvements to the convention center.

4. State the proposed location of the Project by street address and legal description.
Cook Convention Center, 255 N Main St, Memphis, TN 38103.

Who owns the real property at this time?
The City owns the convention center.

Does Applicant have an option to purchase the property if not already owned by Applicant?
N.A.

Are there presently outstanding any options or liens with regard to the property? If so, describe.
No.

5. (a) State the estimated Project costs broken down by components (i.e. land, buildings, equipment, soft costs, etc.) If available, attach third part cost estimates or bids.
Convention center improvements are estimated at \$1,500,000.

(b) State the principal amount of Bonds the Board will be requested to issue; whether tax-exempt or taxable, the proposed terms of such Bonds, including expected interest rate and maturity, and the proposed security therefor.

The proposed bonds will be issued as tax-exempt bonds and will have an estimated par amount of \$1,560,654. Such bonds will be issued at a rate not exceeding 3.50% and will amortize over a period not exceeding 4 years.

6. State the proposed procedure for sale of the Bonds (i.e., public or private sale). Name all principal underwriters, fiscal agents, promoters, or consultants, who will act in connection with the issue, including their addresses, telephone numbers, and individuals familiar with the issue. If no underwriter is to be involved, name the proposed purchaser(s) of the Bonds and the addresses, telephone numbers, email addresses and names of individual representatives of the purchaser(s) familiar with the financing. Attach a copy of the bond purchaser's commitment letter.

The proposed bonds will be sold via a private placement with SunTrust Bank.

Underwriter: SunTrust Bank
999 S. Shady Grove Rd
Memphis, TN 381205
Phone: (901) 415-7037
Email: jean.morten@suntrust.com

7. Name any Bond Counsel, Underwriter's Counsel, or Bond Purchaser's Counsel who will be involved with the issue, with addresses, telephone numbers and email addresses.

Bond Counsel: Steven I. Turner
Hawkins Delafield & Wood LLP
28 Liberty Street
New York, NY 10005
Phone: 212.820.9462 Fax: 212.820.9615
Email: sturner@hawkins.com

Issuer's Counsel: James B. McLaren, Jr.
Adams and Reese LLP
Crescent Center
6075 Poplar Avenue, Suite 700
Memphis, Tennessee 38119
Phone: (901) 524-5277 Fax: (901) 524-5377
Email: james.mclaren@arlaw.com

Bond Purchaser's Counsel: Charles Grice
Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, TN 37201
Phone: 615-742-7821 Fax 615-742-2756
Email: cgrice@bassberry.com

Other / Describe: N.A.

8. Name any Company Counsel, engineers, architects, financial consultants, or other professionals who will be involved in the Project, with addresses, telephone numbers and email addresses.

Borrower's Counsel: Steven I. Turner
Hawkins Delafield & Wood LLP
28 Liberty Street
New York, NY 10005
Phone: 212.820.9462 Fax: 212.820.9615
Email: sturner@hawkins.com

Architects / Engineers: N.A.

Financial Consultants: N.A.

Other (specify):
Paying Agent: Wallace Duke
Regions Bank-Corporate Trust
150 Fourth Avenue North, 9th Floor
Nashville, TN 37219
Phone: 615.770.4359 Fax: 615.770.4350
Email: wallace.duke@regions.com

9. Name the indenture trustee (if any) that will act with regard to the issue (with address, telephone number, email address and contact person).

N.A.

10. State the anticipated use of Bond proceeds in detail, including all anticipated underwriting or similar fees, trustee's acceptance fees and similar charges.

<u>Estimated Uses:</u>	<u>Amounts:</u>
<u>Borrower's/Bond Counsel</u>	<u>\$ 50,000</u>
<u>Issuer's Fees & Legal Expenses</u>	<u>7,804</u>
<u>Bond Purchaser Counsel Fee</u>	<u>2,500</u>
<u>Paying Agent Acceptance Fee</u>	<u>350</u>
<u>Capital Improvements to Convention Center</u>	<u>1,500,000</u>
<u>Total:</u>	<u>\$ \$1,560,654</u>

11. Attach as an exhibit a five-year pro forma cash-flow statement for the Project, which should include information showing how the Bond indebtedness will be serviced. The bonds will be secured by an annual appropriation of the City's non- ad valorem revenues. A pro forma cash flow statement is not applicable; however, a five year history of the City's non-ad valorem revenue is attached.

12. State the proposed time schedule for the Project including the dates anticipated for the following:

- (a) estimated closing of the loan or bond issue: February 2016
- (b) first expenditure of funds with regard to the Project: March 2016
- (c) anticipated date construction begins: March 2016
- (d) completion date of Project: June 2017

13. Attach the last five (5) years audited financial statements of Applicant and the most recent interim statements with regard to Applicant. If the Applicant does not have audited financial statements, unaudited statements and a current year audited statement or balance sheet must be submitted. If any party, including an individual or individuals, will guarantee the financing, financial statements for these parties must also be submitted. Has Applicant or any Sponsor changed accounting firms within the past five years? If so, please explain. If any Applicant or its parent is a reporting company, attach the most recent Form 10-K's, 10-Q's, and any subsequent Form 8-K's. Give names and addresses of three credit references. (At least one should be a bank.)

The City of Memphis Audited Financial Statements are available on the City's website at <http://cityofmemphis.org/Government/FinanceDivision.aspx>

It is the City's policy to change auditors every five years.

14. Is any materially significant litigation pending or threatened against the Applicant or any underwriter, promoter, fiscal agent, or consultant involved in this financing or the Project or against any officer or director of any of the above? If so, describe.

None.

Has the Applicant or any underwriter, promoter, fiscal agent, or consultant, or any officer or director thereof, ever been charged with or convicted of any civil or criminal offense regarding or growing out of the issuance, sale or solicitation for sale of any type of security or has any such person been convicted or is any such person presently under indictment or complaint alleging commission of a felony or misdemeanor involving moral turpitude in any court? If so, supply a detailed explanation of any such suit, action conviction or indictment. No.

APPLICATION REPRESENTATIONS AND COVENANTS

This Application is made in order to induce Memphis Center City Revenue Finance Corporation (the "Board"), to grant financial incentives to the Applicant. Applicant represents that the statements contained herein are true and correct and include all information materially significant to the Board in its consideration of this Application.

Applicant has read and agrees to comply with all requirements of the Application Procedures and Policies of the Board. Applicant specifically agrees to pay all reasonable costs, fees, and expenses incurred by the Board in connection with the Application whether or not the financial incentives are granted or the project is built. In the event any proposed bond financing closes, Applicant agrees to annually pay its proportionate share (based on total bonds outstanding) of the costs of directors' and officers' liability insurance, if any is ever obtained by the Board, or carried while the Bonds are outstanding.

Applicant: City of Memphis

By: 

Its: Director of Finance

Exhibit A
Schedule of Non-Ad Valorem Revenue

The table below presents historical collection by the City of revenues other than ad valorem tax revenues ("Non-Tax Revenues") for the Fiscal Years ended June 30, 2011 through June 30, 2015.

**Schedule of Historic Collection of Non-Tax Revenues⁽¹⁾
for City of Memphis, Tennessee**

	2011	2012	2013	2014	2015
Local Taxes	\$167,668,698	\$161,075,811	\$162,111,263	\$165,521,152	\$169,650,084
State Taxes	55,844,820	54,675,671	58,997,574	58,905,166	65,054,426
Licenses and Permits	10,416,920	9,998,808	10,563,089	11,584,370	11,934,999
Fines and Forfeitures	10,462,876	10,387,078	12,286,950	14,163,698	12,458,824
Charges for Services	1,188,546	1,570,134	1,303,407	1,533,727	1,766,845
Use of Money or Property	437,372	416,265	303,212	365,849	476,617
Total Non-Tax Revenues	\$246,019,232	\$238,123,767	\$245,565,495	\$252,073,961	\$261,341,794

⁽¹⁾ Totals may not add due to rounding. The revenues reported in this table include only unallocated legally available revenues, other than ad valorem tax revenues, in the following categories in the City's General Fund: (a) Local Taxes (excluding current ad valorem taxes, prior ad valorem taxes, revenue generated from the sale of prior ad valorem taxes, and special assessment taxes); (b) State Taxes; (c) Licenses and Permits; (d) Fines and Forfeitures; (e) Charges for Services; and (f) the Use of Money or Property. The revenues reported in this table exclude certain categories of revenue in the City's General Fund which constitutes Non-Tax Revenues and, accordingly, the total amount of Non-Tax Revenues may be greater than the amounts reported in this table.

Source: City of Memphis, Tennessee.