

CALL TO ORDER – Sheriff Norman Lewis

PLEDGE OF ALLEGIANCE

INVOCATION – Chaplain Joe Creek

PROCLAMATION – Lt. Gen. Hubert G. Smith

ROLL CALL

APPROVAL OF NOVEMBER 10, 2008 MINUTES

VOTE ON RESOLUTIONS:

- 08-12-1:** Resolution Authorizing an Application with Tennessee Department of Transportation for Assistance with Construction of an Access Highway to the Commerce Park TVA Megasite
- 08-12-2:** Resolution to Accept a Federal Emergency Management and the Department of Homeland Security FY2008 Assistance to Firefighters Grant in the County General Fund
- 08-12-3:** Resolution to Adopt the 2009 Legislative Agenda as Presented by the Legislative Liaison Committee
- 08-12-4:** Resolution to Amend the Budgets of Various Funds for Fiscal Year 2009 in Certain Areas of Revenues and Expenditures
- 08-12-5:** Resolution Authorizing the Issuance of Interest Bearing General Obligation Capital Outlay Notes of Montgomery County, Tennessee, in an Aggregate Principal Amount of Not to Exceed Four Million Five Hundred Thousand Dollars (\$4,500,000); Making Provision for the Issuance, Sale and Payment of said Notes, Establishing the Terms Thereof and the Disposition of Proceeds Therefrom; and Providing for the Levy of Tax for the Payment of Principal Thereof and Interest Thereon

UNFINISHED BUSINESS

REPORTS

1. County Clerk's Report – **Requires approval from County Commission**

REPORTS FILED

1. November 2008 Permit Revenue and Adequate Facilities Tax Report
2. Accounts & Budgets Year-to-Date Report
3. Trustee's Report
4. Highway Dept: October 1, 2008 thru December 31, 2008 Road List; January 1, 2009 County Road List; and January 1, 2009 County Road System List (**all lists require approval from County Commission**)

NOMINATIONS BY NOMINATING COMMITTEE – Ginger Miles, Chairman

COUNTY MAYOR NOMINATIONS – Mayor Bowers

ANNOUNCEMENTS

1. Don't forget the Mayor's Christmas Breakfast in the morning from 7:00 to 9:00 a.m. at the Civic Hall.
2. Employee Service Awards Reception: December 9, 2:30 p.m. to 4:30 p.m. in the Civic Hall – Mayor Bowers will present awards at 3:00 p.m.
3. Legislative Reception: December 11 at 5:00 p.m. in the large conference room

ADJOURN

**RESOLUTION AUTHORIZING AN APPLICATION WITH TENNESSEE
DEPARTMENT OF TRANSPORTATION FOR ASSISTANCE
WITH CONSTRUCTION OF AN ACCESS HIGHWAY
TO THE COMMERCE PARK TVA MEGASITE**

WHEREAS, Montgomery County, Tennessee, is vitally interested in the economic welfare of its citizens and wishes to provide the necessary leadership to enhance this area's capabilities for growth and development; and

WHEREAS, the provision of jobs to area citizens by local industry is both necessary and vital to the economic well-being of Montgomery County Tennessee; and

WHEREAS, the Industrial Highway Act of 1959 authorizes the Tennessee Department of Transportation to contract with cities and counties for the construction and maintenance of "Industrial Highways" to provide access to industrial areas and to facilitate the development and expansion of industry within the State of Tennessee; and

WHEREAS, Project Washington plans to construct a manufacturing Plant in Montgomery County Tennessee creating 300 plus jobs and an investment in excess of \$500,000,000.00; and

WHEREAS, the construction of an industrial access road to serve said proposed plant is necessary and vital to the successful completion of this project and the future economic well-being of this area.

NOW, THEREFORE, BE IT RESOLVED by the Montgomery County Board of Commissioners that an application with the Tennessee Department of Transportation is hereby authorized for assistance in construction and completion of an industrial access highway to the Commerce Park Industrial Mega Site under the provisions of the Industrial Highway Act of 1959.

Duly passed and approved this 8th day of December, 2008.

Sponsor _____

Commissioner _____

Approved _____
County Mayor

Attested _____
County Clerk

**RESOLUTION TO ACCEPT A FEDERAL EMERGENCY MANAGEMENT AND
THE DEPARTMENT OF HOMELAND SECURITY FY2008 ASSISTANCE TO
FIREFIGHTERS GRANT IN THE COUNTY GENERAL FUND**

WHEREAS, Steve Jones, Chief of the County Volunteer Fire Service, has applied for a grant through the Federal Emergency Management Agency and the Department of Homeland Security FY2008 Assistance to Firefighters Grant for equipment and training materials; and

WHEREAS, on November 14, 2008, Chief Jones was notified that his grant application had been approved in the amount of \$43,659.00, federal share is 90% or \$39,294.00 of the approved amount, and the County's share is 10% or \$4,365.00; and

WHEREAS, the proceeds from the grant will be used to purchase a Mobile Air Unit, 9 cylinder cascade system and storage for additional SCBA tanks contained in a dual axle enclosed trailer and training materials consisting of DVDs for Essentials Firefighter I and Firefighter II, 2008 Edition, Haz-Mat Awareness DVD series and the Haz-Mat Response DVD series; and

WHEREAS, the matching portion of this grant was included in the original budget that was approved on September 4, 2008 in account 101-54310; and

WHEREAS, the grant period begins November 3, 2008 and expires November 2, 2009 and the grant will not require any continued funding after the expiration.

NOW, THEREFORE, BE IT RESOLVED by the Montgomery County Board of Commissioners assembled in regular session on this 8th day of December 2008 that the following appropriation be approved.

County General Fund

Revenue
Homeland Security Grants

101-54310-00000-54-47235 39,294.00

Expenditure
FY2008 Assistance to Firefighters Grant

101-54310-00000-54-54290 Instructional Supplies/Materials 9,594.00
101-54310-00000-54-57900 Other Equipment 29,700.00

Duly passed and approved this 8th day of December 2008.

Sponsor _____

Commissioner _____

Approved _____
County Mayor

Attested _____
County Clerk

**RESOLUTION TO ADOPT THE 2009 LEGISLATIVE AGENDA
AS PRESENTED BY THE LEGISLATIVE LIAISON COMMITTEE**

WHEREAS, the Legislative Liaison Committee acts as a liaison between the Montgomery County Board of Commissioners and the Tennessee State Legislature; and

WHEREAS, the Legislative Liaison Committee reviews bills that may affect budget plans and/or bills that would have an adverse effect on counties, and makes recommendations to the county commission prior to presenting to the state legislature; and

WHEREAS, the Legislative Liaison Committee has prepared a Legislative Agenda to the 106th General Assembly for consideration by our state delegation.

NOW, THEREFORE, BE IT RESOLVED by the Montgomery County Board of Commissioners meeting in regular business session on this 8th day of December 2008 that the attached 2009 Legislative Agenda prepared by the Legislative Liaison Committee is hereby approved.

Duly passed and approved this 8th day of December 2008.

Sponsor _____

Commissioner _____

Approved _____
County Mayor

Attested _____
County Clerk

**THE
MONTGOMERY COUNTY COMMISSION**

PRESENTS ITS

2009 LEGISLATIVE AGENDA

TO THE

**106TH GENERAL ASSEMBLY
STATE DELEGATION**

**SENATOR TIM BARNES
REPRESENTATIVE CURTIS JOHNSON
REPRESENTATIVE PHILLIP JOHNSON
REPRESENTATIVE JOE PITTS**

Forwarded by

Montgomery County Mayor Carolyn Bowers

And Legislative Liaison Committee members

Commissioner Mark Banasiak

Commissioner Dwain Etterling

Commissioner J.M. Genis

Commissioner Keith Politi

Commissioner Elizabeth Rankin

DECEMBER 2008

Commissioner Mark Banasiak

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Commissioner Dwain Etterling

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Commissioner J.M. Genis

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Commissioner Keith Politi

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Commissioner Elizabeth Rankin

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I. HIGHWAY TRANSPORTATION/INFRASTRUCTURE

LEGISLATIVE ITEM: Encourage the Tennessee Department of Transportation to obligate funding for the following projects: partnering with the City and County on engineering funding for SR48/Trenton Road from SR 13/Wilma Rudolph to SR236/Tiny Town Road; utility/construction money for SR112/US41-A from SR76 to McAdoo Creek Road; and construction funding for SR374/Warfield Blvd. from Dunbar Cave Road to Stokes Road/SR13.

PURPOSE: Support the Region's and State's economic vitality by enabling competitiveness, productivity and efficiency. Increase the safety and security of the transportation system. Protect and enhance the environment, promote energy conservation, improve air quality and overall quality of life.

For more detailed information, please contact the following individuals:

Commissioner Dwain Etterling
Stan Williams, Metropolitan Planning Organization

LEGISLATIVE ITEM: Support the replacement of the Lynwood Tarpley Memorial Bridge (Bridge Identification Number 63SR0130015) over the Red River Bridge this fiscal year.

PURPOSE: With a sufficiency rating of 29.1, the Lynwood Tarpley Memorial Bridge has one of the worst ratings of any bridge in the state. This bridge has been designated for replacement. According to the local TDOT construction project manager, the work to replace the bridge, and its 1969 southbound counterpart, could begin in late spring 2009. Preliminary engineering and right-of-way acquisition has been completed. However, since construction funds have not yet been authorized, a TDOT spokesperson indicated the beginning date may be delayed. This State-owned bridge, completed in 1931, carries northbound traffic on Wilma Rudolph Boulevard. TDOT estimates approximately 18,700 vehicles cross this bridge daily. Since preliminary engineering and right-of-way acquisition has been completed, and this bridge has one of the worst ratings in the state, work to replace the bridge should begin during this fiscal year.

For more detailed information, please contact the following individuals:

Commissioner Mark Banasiak
Stan Williams, Metropolitan Planning Organization

LEGISLATIVE ITEM: Request assistance in funding to replace the bridge on Gholson Road.

PURPOSE: This structure, a 4-span concrete deck girder bridge built around 1965, was last inspected in January 2007. At that time, it was rated poor – the bridge was found structurally deficient with a sufficiency rating of 45.2. In the past, TDOT has offered the BZE Program, wherein the State paid 80 percent of construction costs, with individual Counties being responsible for the remaining 20 percent. This program has been eliminated. Counties must now bear the full brunt of any costs associated with bridge repair/reconstruction.

For more detailed information, please contact the following individuals:

Commissioner Mark Banasiak
Mike Frost, Montgomery County Highway Supervisor

LEGISLATIVE ITEM: Support for State Emergency E-911 centers

PURPOSE: Support from our legislators in retaining funding from the collection of cell phone charges to be used *only for* 911 centers across the State, allowing all interest and principal from the collection of such funds to be retained in the 911 State board accounts. This request is imperative to continue the upgrades across the State for the Next Generation 911.

For more detailed information, please contact the following individuals:

Commissioner Elizabeth Rankin
Loretta Bryant, Director of E-911

II. STATE PARKS/NATURAL AREAS

LEGISLATIVE ITEM: Support the release of State funding that was set aside for an interpretive center to benefit Dunbar Cave State Natural Area.

PURPOSE: Approximately two years ago, the State of Tennessee allocated \$1.3 million for three state parks, of which \$250,000 was designated for the purpose of building an interpretive center inside the existing Visitor's Center at Dunbar Cave State Natural Area. To date, those funds have not been released. According to park staff, the hiring of an architect and a contractor is at issue. An interpretive center will help the public better understand cave formation and the long, varied history of humans in the cave during modern, as well as ancient, times. In addition,

an interpretive center will give people another reason to visit and explore Dunbar Cave State Natural Area, as well as other sites and attractions in Montgomery County.

For more detailed information, please contact the following individuals:

Commissioner Keith Politi
Robert Wells, Park Manager, Dunbar Cave State Natural Area
TDEC Commissioner Jim Fyke
Mike Carlton, Assistant Commissioner, Parks and Conservation/Operation
David Boen, Friends of Dunbar Cave

LEGISLATIVE ITEM: Support Port Royal State Park by joining a local delegation in meeting with TDEC Commissioner Jim Fyke to discuss the future of the park.

PURPOSE: Port Royal has been recognized as a Trail of Tears site by the National Park Service. A portion of the road was placed on the National Historic Register. We are interested in seeking pedestrian access to the north side of the Red River. Access is currently closed to the public due to safety concerns. This access would provide an additional 15+ acres that include the road bed, as well as additional hiking trails. Port Royal played a major role in the founding and settling of Tennessee. Protection and interpretation of this site is of utmost importance.

For more detailed information, please contact the following individual:

Commissioner Elizabeth Rankin

III. EDUCATION

LEGISLATIVE ITEM: Support enhancement and expansion of the Tennessee Technology Center in Clarksville.

PURPOSE: Montgomery County Government, along with the Clarksville-Montgomery County Board of Education, strongly supports a major expansion of the Tennessee Technology Center to better serve the community and the school district. Considering Montgomery County's size and growth, it is critical that a major investment in this center be a priority, especially in receiving planning funds for the project on the Tennessee Board of Regents capital budget request. Our schools would benefit from partnerships that could be created by the expansion to allow high school students dual enrollment to benefit from courses at an

expanded Technology Center. The Clarksville-Montgomery County School System is very interested in creating strong partnerships with post-secondary institutions so students can have access to programs of interest.

For more detailed information, please contact the following individuals:

Commissioner J.M. Genis
Debbie Griffin, Tennessee Technology Center

LEGISLATIVE ITEM: Support the formation of a committee to study the feasibility of implementing a voluntary, pilot program that would allow participating school systems to extend the use of transit style buses beyond the current State standard of 15 years or 150,000 miles.

PURPOSE: As it currently stands, state law requires that school systems retire school buses at 15 years. Buses can be extended up to an additional two years provided the mileage remains less than 150,000 miles. As a result, the Clarksville Montgomery County School System retires approximately 18 buses every year at a cost to the taxpayers of approximately \$1.35 million. Based on a review of the literature, it appears this standard is based more on subjective opinion, rather than objective data. With a documented history of careful and timely maintenance, we believe the Clarksville Montgomery County School System can operate reliably, and most importantly, safely, beyond the current state mandated bus retirement standard. Given the current climate of fiscal restraint at the Federal, State and local levels, local communities need to have some flexibility in using their resources more efficiently to meet the pressures of these spending restraints and to save taxpayer dollars.

For more detailed information, please contact the following individuals:

Commissioner Keith Politi
Jim Sumrell, COO, Clarksville-Montgomery County School System

IV. VETERANS' CONCERNS

LEGISLATIVE ITEM: Support the need for a Veterans' Nursing Home in Clarksville.

PURPOSE: Fort Campbell supports the third largest military population in the Department of Defense. Considering the number of soldiers currently serving at Fort Campbell who retire and continue to reside in the

Clarksville-Montgomery County area, having a Veterans' Nursing Home in Montgomery County would be an extraordinary benefit. Veterans living in this area enjoy the convenience of shopping in one of the largest commissaries on a military installation, as well as receiving excellent medical attention on Fort Campbell. A Veterans' Nursing Home would be an enormous advantage to those retired veterans. A Veterans' Nursing Home in Montgomery County would have a huge impact on the overall quality of life for our Veterans and would support our community as an even more desirable choice for retirement living.

For more detailed information, please contact the following individuals:

Commissioner J.M. Genis
Sydney Brown, chairman, Veterans' Nursing Home Committee

V. SUPPORT THE TENNESSEE COUNTY SERVICES ASSOCIATION'S 2009 LEGISLATIVE PLATFORM (SEE ATTACHED INFORMATION).



**RESOLUTION TO AMEND THE BUDGETS
OF VARIOUS FUNDS FOR FISCAL YEAR 2009
IN CERTAIN AREAS OF REVENUES AND EXPENDITURES**

WHEREAS, the director of Accounts and Budgets has performed continuing reviews of the status of funding needs and the receipts of revenues anticipated in support of the various budgets; and

WHEREAS, current year expenditures in certain accounts will permit decreases in budgetary appropriation for such accounts and these may be applied to the funding needs of other accounts.

NOW THEREFORE BE IT RESOLVED, by the Montgomery County Board of Commissioners, assembled in regular business session this 8th day of December 2008, that the budgets for various funds for FY09 be amended as to revenues and expenditures, according to the attached Account Schedule.

Duly passed and approved this 8th day of December, 2008.

Sponsor _____

Commissioner _____

Approved _____

County Mayor

Attested _____

County Clerk

Account Schedule

Account	Department	Description	Current Budget	Amendment	Amended Budget	Description
101-56700-44990	Parks and Recreation	Other Local Revenues	\$ -	\$ 5,973.85	\$ 5,973.85	Insurance Recovery
101-54240-46110-05234	At-Risk Grant	Revenue	\$ -	\$ 70,929.00	\$ 70,929.00	Grant Revenue
101-53300-46980	General Sessions	Other State Grants	\$ -	\$ 21,000.00	\$ 21,000.00	Grant Revenue
101-51500-46980	Election Commission	Other State Grants	\$ -	\$ 64,250.00	\$ 64,250.00	Grant Revenue
101-54110-44990	Sheriffs Office	Other Local Revenues	\$ -	\$ 710.00	\$ 710.00	Insurance Recovery
101-55120-44530	Animal Control	Sale of Equipment	\$ -	\$ 805.00	\$ 805.00	Sale of '95 GMC truck
101-54120-09010	Litter Abatement	Other Public Safety Grants	\$ -	\$ 100,000.00	\$ 100,000.00	Grant Revenue
101-54410-44170	Emergency Management	Miscellaneous Refunds	\$ -	\$ 1,600.00	\$ 1,600.00	District 7 GIS software reimbursement
101-51910-43350	Archives	Copy Fees	\$ 1,300.00	\$ 392.50	\$ 1,692.50	Copy fee revenue for service provided
101-54110-47250	Sheriffs Office	Law Enforcement Grants	\$ -	\$ 3,828.00	\$ 3,828.00	Roll forward grant funds
101-54110-48610	Sheriffs Office	Donations	\$ -	\$ 250.00	\$ 250.00	Donated funds
101-54240-05234	At-Risk Grant	Salaries	\$ -	\$ 48,234.00	\$ 48,234.00	Offset of Grant revenue
101-54240-05234	At-Risk Grant	Benefitis	\$ -	\$ 13,718.00	\$ 13,718.00	Offset of Grant revenue
101-54240-05234	At-Risk Grant	Supplies & Materials	\$ -	\$ 2,800.00	\$ 2,800.00	Offset of Grant revenue
101-54240-05234	At-Risk Grant	Other Contracted Services	\$ -	\$ 5,723.00	\$ 5,723.00	Offset of Grant revenue
101-54240-05234	At-Risk Grant	Other Charges	\$ -	\$ 454.00	\$ 454.00	Offset of Grant revenue
101-55110	Health Department	Other Contracted Services	\$ 40,554.00	\$ (1,004.00)	\$ 39,550.00	Adjusting Budget Approval Amount
101-55110	Health Department	Supplies & Materials	\$ 85,097.86	\$ 10,660.14	\$ 95,758.00	Adjusting Budget Approval Amount
101-54240-ENHNC	Community Corrections	Other Contracted Services	\$ -	\$ 354.31	\$ 354.31	Roll forward grant funds
101-51800-57180	County Buildings	Capital Outlay	\$ 18,990.00	\$ (18,990.00)	\$ -	Recovering prior-year budget designation
101-54110-53380	Sheriffs Office	Other Contracted Services	\$ 47,500.00	\$ 710.00	\$ 48,210.00	Offset of insurance recovery revenue
101-54110-54510	Sheriffs Office	Supplies & Materials	\$ 45,430.00	\$ 250.00	\$ 45,680.00	Offset of donated revenue
101-54120-09010	Litter Abatement	Salaries	\$ -	\$ 12,040.00	\$ 12,040.00	Offset of Grant revenue
101-54120-09010	Litter Abatement	Benefitis	\$ -	\$ 20,383.60	\$ 20,383.60	Offset of Grant revenue
101-54120-09010	Litter Abatement	Other Contracted Services	\$ -	\$ 3,750.00	\$ 3,750.00	Offset of Grant revenue
101-54120-09010	Litter Abatement	Supplies & Materials	\$ -	\$ 63,826.40	\$ 63,826.40	Offset of Grant revenue
101-54410-53990	Emergency Management	Other Contracted Services	\$ 2,500.00	\$ 1,600.00	\$ 4,100.00	Software maintenance expenditure
101-51910-53990	Archives	Other Contracted Services	\$ 785.00	\$ 342.50	\$ 1,127.50	Copy fee offsetting expenditure
101-51910-53550	Archives	Other Contracted Services	\$ 855.00	\$ 50.00	\$ 905.00	Copy fee offsetting expenditure
101-51500-53510	Election Commission	Rentals	\$ 5,000.00	\$ 64,250.00	\$ 69,250.00	Offset of Grant revenue
101-58400-55020	Other Charges	Other Charges	\$ 399,799.00	\$ (62,000.00)	\$ 337,799.00	Funding prior year carry-forward
101-58400-55060	Other Charges	Other Charges	\$ 45,260.00	\$ (3,262.61)	\$ 41,997.39	Funding prior year carry-forward
Total Increase in County General Fund Balance				\$ 105,849.01		
151-82230-56030	Rossvie Elementary	Interest on Bonds		\$ (75,000.00)	\$ (75,000.00)	Update record-keeping method
151-82330-56060	Rossvie Elementary	Other Debt Charges		\$ (10,000.00)	\$ (10,000.00)	Update record-keeping method
151-82230-56030-P0335	Rossvie Elementary	Interest on Bonds	\$ -	\$ 75,000.00	\$ 75,000.00	Update record-keeping method
151-82330-56060-P0335	Rossvie Elementary	Other Debt Charges	\$ -	\$ 10,000.00	\$ 10,000.00	Update record-keeping method
Net Effect on Debt Service Fund				\$ -		
171-91190-57070	Other Projects	Building Improvements	\$ 805,365.00	\$ (805,365.00)	\$ -	Update Record-keeping method
171-91190-57070-09020	Cumberland Heights	Building Improvements	\$ -	\$ 805,365.00	\$ 805,365.00	Update Record-keeping method
171-91190-44990-09020	Cumberland Heights	Other Local Revenues	\$ -	\$ 4,374.38	\$ 4,374.38	Insurance Recovery
171-91190-57070-09020	Cumberland Heights	Building Improvements	\$ 805,365.00	\$ 4,374.38	\$ 809,739.38	Insurance Recovery offset
171-91110-57070-P0274	Civic Hall	Building Improvements	\$ 455,030.88	\$ 18,990.00	\$ 474,020.88	Offset budget designation
171-91190-57990-P0340	General Gov Building Projects	Other Capital Outlay	\$ 38,510.56	\$ 65,262.61	\$ 103,773.17	Carry-forward from prior-year
Net Effect on Capital Projects Fund				\$ (84,252.61)		

A RESOLUTION AUTHORIZING THE ISSUANCE OF INTEREST BEARING GENERAL OBLIGATION CAPITAL OUTLAY NOTES OF MONTGOMERY COUNTY, TENNESSEE, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED FOUR MILLION FIVE HUNDRED THOUSAND DOLLARS (\$4,500,000); MAKING PROVISION FOR THE ISSUANCE, SALE AND PAYMENT OF SAID NOTES, ESTABLISHING THE TERMS THEREOF AND THE DISPOSITION OF PROCEEDS THEREFROM; AND PROVIDING FOR THE LEVY OF TAX FOR THE PAYMENT OF PRINCIPAL THEREOF AND INTEREST THEREON.

WHEREAS, pursuant to authority granted by Sections 9-21-101 et seq., Tennessee Code Annotated, subject to the approval of the State Director of Local Finance, counties in Tennessee are authorized to issue interest bearing capital outlay notes for all county purposes for which general obligation bonds can be legally authorized and issued for a period of ending not later than the end of the third fiscal year following the fiscal year in which said notes are issued;

WHEREAS, the Board of County Commissioners of Montgomery County, Tennessee (the "County") has determined that it is necessary and desirable to issue not to exceed \$4,500,000 in aggregate principal amount of capital outlay notes to provide funds for the purpose of (i) construction, renovation and equipping of parks and related facilities, including, but not limited to acquisition and site development of land and purchase of related equipment; (ii) purchase and equipping of school buses; (iii) acquisition of all property, real and personal appurtenant to the foregoing; (iv) payment of legal, fiscal, administrative, architectural and engineering costs incident to the foregoing (the "Projects"); (v) reimbursement for funds previously expended for the Projects costs, if any; and (vi) payment of costs incident to the issuance and sale of the Notes authorized herein; and

WHEREAS, it appears to the Board of County Commissioners of the County that it will be advantageous to the County to issue not to exceed \$4,500,000 in aggregate principal amount of capital outlay notes for said purposes; and

WHEREAS, it is the intention of the Board of County Commissioners of the County to adopt this resolution for the purpose of authorizing such notes, establishing the terms thereof, providing for the issuance, sale and payment of the notes and disposition of proceeds therefrom, and providing for the levy of a tax for the payment of principal thereof and interest thereon.

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

Section 1. Authority. The notes authorized by this resolution are issued pursuant to Sections 9-21-101 et seq., Tennessee Code Annotated, 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) "Code" shall mean the Internal Revenue Code of 1986, as amended, and all regulations promulgated or proposed thereunder;

(b) "County" shall mean Montgomery County, Tennessee;

(c) "Governing Body" shall mean the Board of County Commissioners of the County;

(d) "Notes" shall mean the not to exceed \$4,500,000 General Obligation Capital Outlay Notes of the County, to be dated the date of issuance, and having such series designation or such other dated date as shall be determined by the County Mayor, authorized to be issued by this resolution;

(e) "Projects" shall mean (i) construction, renovation and equipping of parks and related facilities, including, but not limited to acquisition and site development of land and purchase of related equipment; (ii) purchase and equipping of school buses; (iii) acquisition of all property, real and personal appurtenant to the foregoing; and (iv) payment of legal, fiscal, administrative, architectural and engineering costs incident to the foregoing;

(f) "Registration Agent" shall mean the County Trustee who shall serve as registration and paying agent or any successor registration agent and paying agent appointed by the Governing Body.

Section 3. Authorization and Terms of the Notes. (a) For the purpose of funding the Projects and reimbursing the County for funds previously expended for Project costs, if any, subject to the adjustments permitted pursuant to Section 7 hereof, including the costs incident to the issuance and sale of the Notes as more fully set forth in Section 7 hereof, there are hereby authorized to be issued interest bearing capital outlay notes of the County, in certificated form, or such other form as authorized herein, as shall be determined by the County Mayor to be advantageous to the County, in an aggregate principal amount of not to exceed \$4,500,000. Subject to the adjustments permitted in Section 7 hereof, the Notes shall be issued in one or more emissions, in fully registered form, without coupons, shall be known as "General Obligation Capital Outlay Notes" and shall be dated the date of issuance, and having such series designation or such other dated date as shall be determined by the County Mayor; and shall bear interest at a rate or rates not to exceed six percent (6%) per annum, payable, subject to the adjustments permitted pursuant to Section 7 hereof, semi-annually on April 1 and October 1 until the Notes mature or are redeemed, commencing October 1, 2009. The Notes 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 by Section 7 hereof, the Notes shall mature serially or be subject to mandatory redemption and be payable on April 1 of each year in such manner that will retire not less than one ninth (1/9) of the original principal amount of the Notes but in no event shall the Notes mature later than the end of the third fiscal year following the fiscal year in which the Notes are issued provided, that, with the approval of the State Director of Local Finance, the maturity of the Notes may be extended or renewed for not more than two (2) additional periods not exceeding three (3) years each and periodic retirement may not be required.

(b) Subject to the adjustments permitted by Section 7 hereof, the Notes shall be subject to redemption prior to maturity at the option of the County, 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 Notes shall be called for redemption, the maturities to be redeemed shall be designated by the Governing Body, in its discretion, and, if less than all of the Notes of a maturity shall be called for redemption, the Notes 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 Notes, or any maturities thereof, as term notes ("Term Notes") with mandatory redemption requirements as determined by the County Mayor, consistent with the requirements of Section 3(a) hereof. In the event any or all the Notes are sold as Term Notes, the County shall redeem Term Notes on redemption dates in aggregate principal amounts equal to the maturity amounts determined by the County Mayor at a price of par plus accrued interest thereon to the date of redemption. The Term Notes 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 Notes 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 Notes of the maturity to be redeemed which prior to said date have been purchased or redeemed (otherwise than through the operation of a 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 Note 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 Notes 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 thirty (30) nor more than sixty (60) days prior to the date fixed for redemption by sending an appropriate notice to the registered owners of the Notes to be redeemed by first-class mail, postage prepaid, at the addresses shown on the Note 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 Notes for which proper notice was given. 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 determined by the County

Mayor) 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 Notes 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 County hereby authorizes and directs the Registration Agent to maintain Note registration records with respect to the Notes, to authenticate and deliver the Notes as provided herein, either at original issuance or upon transfer, to effect transfers of the Notes, to give all notices of redemption as required herein, to make all payments of principal and interest with respect to the Notes as provided herein, to cancel and destroy Notes 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 Notes canceled and destroyed, and to furnish the County at least annually an audit confirmation of Notes paid, Notes outstanding and payments made with respect to interest on the Notes.

(f) The Notes 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 Notes by check or draft on each interest payment date directly to the registered owners as shown on the Note 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 Note registration records, without, except for final payment, the presentation or surrender of such registered Notes, and all such payments shall discharge the obligations of the County in respect of such Notes to the extent of the payments so made. Payment of principal of and premium, if any, on the Notes shall be made upon presentation and surrender of such Notes 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. If requested by the Owner of at least \$1,000,000 in aggregate principal amount of the Notes, payment of interest on such Notes shall be paid by wire transfer to a bank within the continental United States and written notice of any such election is given to the Registration Agent prior to the record date.

(g) Any interest on any Note 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 Notes 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 Note 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 Note registration records maintained by the Registration Agent as of the date of such notice. Nothing contained in this Section or in the Notes 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 Notes when due.

(h) The Notes are transferable only by presentation to the Registration Agent by the registered owner, or his legal representative duly authorized in writing, of the registered Note(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 Note(s) accompanied by appropriate documentation necessary to prove the legal capacity of any legal representative of the registered owner. Upon receipt of the Note(s) in such form and with such documentation, if any, the Registration Agent shall issue a new Note or the Note 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 Note during the period commencing on a Regular or Special Record Date and ending on the corresponding interest payment date of such Note, nor to transfer or exchange any Note after the notice calling such Note for redemption has been made, nor to transfer or exchange any Note during the period following the receipt of instructions from the County to call such Note 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 Note, provided that any transfer tax relating to such transaction shall be paid by the registered owner requesting transfer. The person in whose name any Note 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 Notes shall be overdue. The Notes, upon surrender to the Registration Agent, may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of the Notes of the same maturity in any authorized denomination or denominations.

(i) The Notes 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 with the official seal, or a facsimile thereof, of the County impressed or imprinted thereon and attested by the manual or facsimile signature of the County Clerk.

(j) The Registration Agent is hereby authorized to authenticate and deliver the Notes to the original purchaser, upon receipt by the County of the proceeds of the sale thereof and to authenticate and deliver Notes in exchange for Notes of the same principal amount delivered for transfer upon receipt of the Note(s) to be transferred in proper form with proper documentation

hereinabove set forth on the maturity date hereinabove set forth, and to pay interest (computed on the basis of a 360 day year of twelve 30 day months) on said principal amount at the rate of interest hereinabove set forth from the date hereof until this Note matures [or is redeemed], said interest being payable on [October 1, 2009], and semi-annually thereafter on April 1 and October 1. Both principal hereof and interest hereon are payable in lawful money of the United States of America by check or draft at the office of the Montgomery County Trustee, Clarksville, Tennessee as registration and paying agent (the "Registration Agent"). The Registration Agent shall make all interest payments with respect to this Note on each interest payment date directly to the registered owner hereof shown on the Note 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 note registration records, without, except for final payment, the presentation or surrender of this Note, 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 Note 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 Notes of the issue of which this Note is one not less than ten (10) days prior to such Special Record Date. Payment of principal hereof shall be made upon presentation and surrender of this Note to the Registration Agent when due.

Notes of the issue of which this Note are subject to redemption at any time prior to maturity at the option of the County at a price of par plus accrued interest to the redemption date.

This Note 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 Note. Upon such transfer a new Note or Notes 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 Note 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 Note shall be overdue. Notes, 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 Notes 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 Note during the period commencing on a Regular Record Date or Special Record Date and ending on the corresponding interest payment date of such Note, [nor to transfer or exchange any Note after the notice calling such Note for redemption has been made, nor during a period following the receipt of instructions from the County to call such Note for redemption.]

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 Note exist, have

happened and have been performed in due time, form and manner as required by law, and that the amount of this Note does not exceed any limitation prescribed by the constitution and statutes of the State of Tennessee.

This Note is one of a total authorized issue aggregating \$4,500,000 and issued by the County for the purpose of providing funds for the for the purpose of (i) construction, renovation and equipping of parks and related facilities, including, but not limited to acquisition and site development of land and purchase of related equipment; (ii) purchase and equipping of school buses; (iii) acquisition of all property, real and personal appurtenant to the foregoing; (iv) payment of legal, fiscal, administrative, architectural and engineering costs incident to the foregoing (the "Projects"); [(v) reimbursement for funds previously expended for the Projects costs] and [(vi)] payment of costs incident to the issuance and sale of the Notes of the issue of which this Note is one, under and in full compliance with the constitution and statutes of the State of Tennessee, including Sections 9-21-101 et seq., Tennessee Code Annotated, and pursuant to a resolution (the "Resolution") duly adopted by the Board of County Commissioners of the County on the 8th day of December, 2008.

This Note is payable from unlimited ad valorem taxes to be levied on all taxable property within the County. For the prompt payment of principal of and interest on this Note, the full faith and credit of the County are irrevocably pledged. For a more complete statement of the general covenants and provisions pursuant to which this Note is issued, reference is hereby made to said Resolution.

This Note and the income therefrom are exempt from all present state, county and municipal taxes in Tennessee except (a) inheritance, transfer and estate taxes, (b) Tennessee excise taxes on interest on the Note during the period the Note 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 (c) Tennessee franchise taxes by reason of the inclusion of the book value of the Note 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.

IN WITNESS WHEREOF, Montgomery County, Tennessee, has caused this Note to be signed by its County Mayor with her manual [facsimile] signature and attested by its County Clerk with her manual [facsimile] signature under an impression [facsimile] of the corporate seal of the County, all as of the day and date hereinabove set forth.

MONTGOMERY COUNTY

BY: _____
County Mayor

(SEAL)

ATTESTED:

County Clerk

Transferable and payable at the principal office of:

Montgomery County Trustee
Clarksville, Tennessee

Date of Registration: _____

This Note is one of the issue of Notes issued pursuant to the Resolution hereinabove described.

Montgomery County Trustee
Registration Agent

(FORM OF ASSIGNMENT)

FOR VALUE RECEIVED, the undersigned sells, assigns, and transfers unto _____, whose address is _____ (Please insert Social Security or Federal Tax Identification Number _____), the within Note of Montgomery County, Tennessee and does hereby irrevocably constitute and appoint _____, attorney, to transfer the said Note 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 Note in every particular, without alteration or enlargement or any change whatsoever.

Signature guaranteed:

NOTICE: Signature(s) must be guaranteed by a member 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, in addition to all other taxes authorized by law, sufficient to pay principal of and interest on the Notes when due, and for that purpose there is hereby levied a direct tax in such amount as may be found necessary each year to pay principal and interest coming due on the Notes. 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 direct appropriations from the general funds or other legally available funds of the County to the payment of debt service on the Notes.

Section 7. Sale of Notes. (a) The Notes shall be offered for public sale, pursuant to an informal or competitive bid process, or by private negotiated sale, as required by law, at a price of not less than ninety-nine percent (99%) of par, plus accrued interest, if any, as a whole or in part from time to time as shall be determined by the County Mayor, in consultation with Stephens Inc., Nashville, Tennessee, the County's financial advisor (the "Financial Advisor").

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

(c) The County Mayor is authorized (i) to change the dated date of the Notes to a date other than the date of issuance; (ii) to change the designation of the Notes to a designation other than "General Obligation Capital Outlay Notes, Series 2008"; (iii) to change the first interest payment date on the Notes to a date other than October 1, 2009 but not later than twelve (12) months from the dated date of the Notes; (iv) to adjust the principal and interest payment dates and maturity amounts of the Notes, provided that (A) the total principal amount of all emissions of the Notes does not exceed the total amount of Notes authorized herein, (B) the first maturity date of the Notes or any emission thereof is a date not earlier than April 1, 2009, (C) the final maturity date of each emission shall not exceed the end of the third fiscal year following the fiscal year in which the Notes are issued; and (D) such maturity schedule is approved by the Director of Local Finance, if required; (v) to change the County's optional redemption provisions of the Notes, provided that, if the Notes are sold at not less than par, the redemption premium, if any, shall not exceed one percent (1%) of the par amount of the Notes called for redemption; (vi) to sell less than the authorized principal amount of Notes authorized herein; (vii) to sell the Notes, or any emission thereof, or any maturities thereof as Term Notes with mandatory redemption requirements corresponding to the maturities determined by the County Mayor, consistent with the requirements of Section 3(a) hereof and as she shall deem most advantageous to the County; (viii) if deemed advantageous to the County, to cause the Notes, or any emission thereof, to be issued in book-entry form in accordance with the guidelines and procedures of The Depository Trust Company, as securities depository of the Notes; and (ix) to cause all or a portion of the Notes 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 an agreement with such insurance company with respect to the Notes to the extent not inconsistent with this Resolution.

(d) The County Mayor is authorized to sell the Notes, or any emission 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 Notes, or any emission thereof, as a single issue of notes with any other general obligation capital outlay notes with substantially similar terms authorized by resolution or resolutions of the Governing Body, in one or more emissions or series as she shall deem to be advantageous to the County; provided, however, that the total aggregate principal amount of combined notes to be sold does not exceed the total aggregate principal amount of Notes authorized by this resolution or notes authorized by any other resolution or resolutions adopted by the Governing Body.

(e) The County Mayor is authorized to award the Notes, or any emission thereof, to the bidder whose bid results in the lowest true interest cost to the County, as determined by the County Mayor, or to sell the Notes to a purchaser pursuant to negotiated sale, provided the rate or rates on none of the Notes does not exceed six percent (6%) per annum. The sale of the Notes by the County Mayor shall be binding on the County, and no further action of the Governing Body with respect thereto shall be required. The form of the Note set forth in Section 5 hereof, shall be conformed to reflect any changes made pursuant to this Section 7 hereof. The County Mayor is hereby authorized to enter into a purchase agreement with the purchaser of the Notes, if sold at negotiated sale. The terms of such purchase agreement shall be consistent with the terms of this resolution.

(f) The County Mayor and County Clerk, or either of them, are authorized to cause the Notes to be authenticated and delivered by the Registration Agent to the original purchaser 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 Notes.

(g) The Notes, nor any emission thereof, shall not be issued until after the approval of the State Director of Local Finance shall have been obtained as required by Sections 9-21-101 et seq., Tennessee Code Annotated.

(h) 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 enter into a contract with Bass, Berry & Sims PLC to serve as bond counsel in connection with the Notes.

Section 8. Disposition of Note Proceeds.

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

(b) The remainder of the proceeds of the sale of the Notes shall be paid to the County Trustee to be deposited with a financial institution regulated by the Federal Deposit Insurance Corporation or similar or successor federal agency in a special fund known as the 2008 Note Fund (the "Note Fund"), or such other designation as shall be determined by the County Mayor, to be kept separate and apart from all other funds of the County. The monies in the Note Fund shall be solely used by the County to pay other costs of the Projects and, if applicable, to reimburse the County for any funds previously expended for Project costs. Moneys in the Note Fund shall be invested at the direction of the County Trustee in such investments as shall be permitted by applicable law. Earnings from such investments shall be retained in the Note Fund to the extent needed to reimburse the Note Fund for any costs of issuance paid related to the issuance of the Notes and any remaining earnings from such investments shall be deposited by the County Trustee in the County's general debt service fund to pay principal and interest on the Notes unless otherwise approved by the Governing Body. Funds remaining in the Note Fund after the completion of the Projects and reimbursement to the County for funds previously expended for Project costs, if any, shall be transferred to the County's debt service to be used to pay principal and interest on the Notes.

(c) In accordance with state law, the various department heads responsible for the fund or funds receiving and disbursing funds are hereby authorized to amend the budget of the proper fund or funds for the receipt of proceeds from the issuance of the obligations authorized by this resolution including bond and note proceeds, accrued interest, reoffering premium and other receipts from this transaction. The department heads responsible for the fund or funds are further authorized to amend the proper budgets to reflect the appropriations and expenditures of the receipts authorized by this resolution.

Section 9. Official Statement. The County Mayor, working with Stephens Inc., Nashville, Tennessee (the "Financial Advisor"), is hereby authorized to provide for the preparation and distribution of a Preliminary Official Statement or Preliminary Offering Circular describing the Notes. No Official Statement or Offering Circular need be prepared if the Notes are sold to a purchaser that does not intend to reoffer the Notes to the public. After bids have been received and the Notes have been awarded, if sold at public sale or informal bid process, or after the Notes have been sold, if sold at negotiated sale, the County Mayor shall make such completions, omissions, insertions and changes in the Preliminary Official Statement or Preliminary Offering Circular not inconsistent with this resolution as are necessary or desirable to complete it as a final Official Statement or final Offering Circular for purposes of Rule 15c2-12(e)(3) of the Securities and Exchange Commission. The County Mayor shall arrange for the delivery to the successful bidder, if sold at public sale or informal bid process, or to the original purchaser, if sold at negotiated sale, of the Notes of a reasonable number of copies of the Official Statement or Offering Circular within seven business days after the Notes have been awarded, if

sold at public sale or informal bid process, or sold, if sold at negotiated sale, for delivery, by the successful bidder, if sold at public sale or informal bid process, or, if sold at negotiated sale, the original purchaser, on the Notes, to each potential investor requesting a copy of the Official Statement or Offering Circular and to each person to whom such bidder and members of his bidding group, if sold at public sale or informal bid process, or, if sold at negotiated sale, to each person to whom its selling group, initially sell the Notes.

The County Mayor and the County Clerk are authorized, on behalf of the County, to deem the Preliminary Official Statement or Preliminary Offering Circular and the Official Statement or Offering Circular 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 or Preliminary Offering Circular 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 or Preliminary Offering Circular and the Official Statement or Offering Circular 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 or Preliminary Offering Circular of such pricing and other information.

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

Section 10. Tax Covenants. The County recognizes that the purchasers and owners of the Notes will have accepted them on, and paid therefor a price that reflects, the understanding that interest thereon is excluded from gross income for purposes of federal income taxation under laws in force on the date of delivery of the Notes. In this connection, the County covenants that it shall take no action or omit to take any action which may render the interest on any of said Notes subject to inclusion in gross income for purposes of federal income taxation. It is the reasonable expectation of the Governing Body of the County that the proceeds of the Notes will not be used in a manner which will cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code including any lawful regulations promulgated or proposed thereunder, and to this end the said proceeds of the Notes 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 Notes 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 Notes 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 Notes 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 Notes. If the County shall pay and discharge the indebtedness evidenced by any of the Notes 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 Notes as and when the same become due and payable;

(b) By depositing or causing to be deposited with any trust company or bank whose deposits are insured by the Federal Deposit Insurance Corporation and which has trust powers ("a Trustee"), in trust, on or before the date of maturity, sufficient money or Federal Obligations, the principal of and interest on which, when due and payable, will provide sufficient moneys to pay such Notes and to pay interest thereon when due until the maturity date;

(c) By delivering such Notes 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 Notes, or make adequate provision therefor, and by resolution of the Governing Body instruct any such Trustee to pay amounts when and as required to the Registration Agent for the payment of principal of and interest on such Notes when due, then and in that case the indebtedness evidenced by such Notes shall be discharged and satisfied and all covenants, agreements and obligations of the County to the owners of such Notes 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 Notes 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 Federal Obligations deposited as aforesaid.

Except as otherwise provided in this Section, neither Federal Obligations nor moneys deposited with the Registration Agent pursuant to this Section nor principal or interest payments on any such Federal Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal and premium, if any, and interest on said Notes; provided that any cash received from such principal or interest payments on such Federal 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 Federal Obligations maturing at times and in amounts sufficient to pay when due the principal and interest to become due on said Notes 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, Federal 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 Notes. The County Mayor is authorized

to execute at the Closing of the sale of the Notes, an agreement for the benefit of and enforceable by the owners of the Notes 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 Notes 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. Qualified Tax-Exempt Obligations. The Governing Body hereby authorizes the County Mayor to designate the Notes as "qualified tax-exempt obligations", to the extent the Notes, or any emission thereof, may be designated, within the meaning of and pursuant to Section 265 of the Internal Revenue Code of 1986, as amended.

Section 14. Reasonably Expected Economic Life. The "reasonably expected economic life" of the Projects within the meaning of Section 9-21-101 et seq., Tennessee Code Annotated, is greater than four (4) years.

Section 15. Resolution a Contract. The provisions of this resolution shall constitute a contract between the County and the registered owners of the Notes, and after the issuance of the Notes, 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 Notes 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 8th day of December, 2008.

Sponsor _____

Commissioner _____

Approved _____

County Mayor

Attested _____

County Clerk

STATE OF TENNESSEE)

COUNTY OF MONTGOMERY)

I, Kellie Jackson, certify that I am the duly qualified and acting County Clerk of Montgomery 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 December 8, 2008 of the governing body of the County; 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 \$4,500,000 General Obligation Capital Outlay Notes of said County.

WITNESS my official signature and seal of said County this _____ day of _____, 2008.

County Clerk

(SEAL)

The Board of County Commissioners of Montgomery County, Tennessee, met in a regular called session on December 8, 2008, at 7:00 p.m., at the Montgomery County Courthouse, 1 Millennium Plaza, Clarksville, Tennessee with Carolyn Bowers, County Mayor, presiding.

The following Commissioners were present:

The following Commissioners were absent:

There were also present Kellie Jackson, County Clerk and Erinne J. Hester, Director of Accounts and Budgets.

After the meeting was duly called to order, the following resolution was introduced by _____, seconded by _____ and after due deliberation, was adopted by the following vote:

AYE:

NAY:

#7283898.1

7283898.2