

There came on for consideration by the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi, the matter of the issuance of general obligation bonds of the Tupelo Public School District in the approximate principal amount of One Million One Hundred Thousand and No/100 Dollars (\$1,100,000.00). After a discussion of the subject, Board Member _____ offered and moved the adoption of the following resolution:

A RESOLUTION AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION BONDS OF THE TUPELO PUBLIC SCHOOL DISTRICT IN THE APPROXIMATE PRINCIPAL AMOUNT OF ONE MILLION ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$1,100,000.00), TO BORROW MONEY FOR THE PURPOSE OF PAYING THE COSTS OF BORROWING, OF ACQUIRING, PURCHASING, IMPROVING, ERECTING, EQUIPPING, REMODELING AND ENLARGING SCHOOL BUILDINGS AND RELATED FACILITIES, PURCHASING LAND THEREFOR, AND PROVIDING NECESSARY WATER, LIGHT, HEATING, AIR CONDITIONING AND SEWERAGE FACILITIES FOR SCHOOL BUILDINGS AND RELATED FACILITIES AT AN APPROXIMATE COST OF \$1,100,000; PRESCRIBING THE FORM AND INCIDENTS OF SAID BONDS; MAKING PROVISION FOR THE SECURITY AND PAYMENT THEREOF; PROVIDING FOR THE SALE OF SAID BONDS; AND MAKING PROVISIONS FOR MAINTAINING THE TAX-EXEMPT STATUS OF THE BONDS.

WHEREAS, the Board of Trustees (the "Board") of the Tupelo Public School District, acting for and on behalf of the Tupelo Public School District, (the "District") does hereby find, determine, adjudicate and declare as follows:

1. a) In addition to any words and terms elsewhere defined herein, the following words and terms shall have the following meanings, unless some other meaning is plainly intended:

"Act" shall mean Sections 37-59-1 through 37-59-45, Mississippi Code of 1972, as amended.

"Board" shall mean the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi.

"Bonds" shall mean the General Obligation Bonds, Series 2016, of the District authorized and directed to be issued in this resolution.

"Bond Counsel" shall mean the Young Law Group, PLLC law firm.

"Bond Fund" shall mean the fund of the District provided for in Section 12 hereof.

"Bond Resolution" shall mean this resolution.

"City" shall mean the City of Tupelo, Mississippi.

"Clerk" shall mean the Secretary of the Board.

"Code" shall mean the Internal Revenue Code of 1986, as amended, supplemented or superseded.

"Construction Fund" shall mean the school construction fund of the District provided for in Section 13 hereof.

"Notice" shall mean the Notice of Bond Sale set out in Section 18 hereof.

"Paying Agent" shall mean the District, acting as Paying Agent, or any bank, trust company or other institution hereafter designated by the Board to make payments of the principal and interest on the Bonds, and to serve as registrar and transfer agent for the registration of owners of the Bonds, and for the performance of other duties as may be herein or hereafter specified by the Board.

"Person" shall mean an individual, partnership, corporation, trust or unincorporated organization and a government or agency or political subdivision thereof.

"President" shall mean the President of the Board.

"Project" shall mean purchasing, erecting, repairing, equipping, remodeling and enlarging school buildings and related facilities, purchasing land therefor, establishing and equipping school athletic fields and necessary facilities connected therewith, and providing necessary water, light, heating, air conditioning and sewerage facilities for such school buildings and related facilities, including, but not limited to generally the following: installing security cameras and other security equipment in all schools in the District, installing new heating and cooling systems at King Early Childhood Education Center, Rankin Elementary, Lawhon Elementary, Milam Elementary, Carver Elementary, Tupelo Middle School and Tupelo High School, and making various site improvements, repairs, equipment installations, remodeling improvements and enlargements at Pierce Street Elementary, Thomas Street Elementary, Lawndale Avenue Elementary, Joyner Avenue Elementary and Parkway Elementary Schools, the Fillmore Center and all other schools in the District (the "Project"), paying construction period capitalized interest, if any, and paying the costs of issuing the Bonds.

"Purchaser" shall mean the successful bidder for the Bonds, to be hereafter designated by the Board.

"Record Date" shall mean, as to interest payments, the fifteenth (15th) day of the

calendar month preceding an interest payment date and, as to payments of principal, the fifteenth (15th) day of the calendar month preceding a principal payment date.

"Record Date Registered Owner" shall mean the registered owner as of the Record Date.

"Registered Owner" shall mean the Person whose name shall appear in the registration records of the District maintained by the Paying Agent.

"Superintendent" shall mean the Superintendent of Schools of the Tupelo Public School District, Tupelo, Mississippi.

b) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words and terms herein defined shall be equally applicable to the plural as well as the singular form of any of such words and terms.

2. Heretofore, on March 17, 2015, the Board adopted a resolution stating its intention to issue bonds to borrow the funds necessary to pay the costs of the Project and determining that the general obligation bonds of the District would be issued to pay the costs of the Project if the bond proposition obtained the necessary voter approval in a bond referendum scheduled for April 28, 2015.

3. Subsequent to the election, the Board adopted a resolution finding and determining that at least three-fifths (3/5) of the qualified voters voting in the special election approved the issuance of the bonds for the purposes set forth in the bond proposition and determining that, as allowed by the Act, such bonds would be issued at a later date, within two years from the date of the special election authorizing the bond issue.

4. The Board previously issued general obligation bonds in the aggregate principal amount of \$34,100,000 and reserved the right to issue the remaining authorized amount at a later date. The Board has determined that the District should now proceed to issue bonds in the aggregate principal amount of \$1,100,000 for the purposes set forth in the bond proposition and that the Board is now fully authorized pursuant to the Act to issue such bonds of the District in the amount and for the purposes hereinafter set forth and is authorized to issue bonds registered as to principal and interest in the form and manner hereinafter provided for by Sections 31-21-1 through 31-21-7, Mississippi Code of 1972. The Board reserves the right to issue the remaining authorized amount of approximately \$8,800,000 at a later date as determined by subsequent resolutions of the Board.

5. The net assessed value of the taxable property within the District, according to the last completed assessment for taxation, is Five Hundred Six Million Five Hundred Twenty-Six Thousand Five Hundred Twenty-Six and No/100 Dollars (\$506,526,526); the issuance of the Bonds hereinafter authorized, when added to its outstanding bonded indebtedness, will not result in the imposition on any of the property in the District of an indebtedness for school purposes of more than fifteen percent (15%) of the assessed value of taxable property within the District, and will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the District.

6. The Code provides that noncompliance with the provisions thereof may cause interest on obligations to become taxable retroactive to the initial date of issuance, and provides that the tax-exempt status of interest on obligations such as the Bonds is contingent on a number of future actions by the District. It is necessary and in the best interest of the District to make certain covenants pertaining to the exemption of the interest on the Bonds from federal income taxes since such exemption may depend, in part, upon continuing compliance by the District with certain requirements of the Code.

7. It has now become necessary to make provisions for the preparation, execution, issuance and sale of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board, acting for and on behalf of the District, as follows:

SECTION 1. Resolution a Contract. In consideration of the purchase and acceptance of any and all of the Bonds by the Registered Owners thereof, this Bond Resolution shall constitute a contract between the District and the Registered Owners from time to time of the Bonds. The pledge made herein and the covenants and agreements herein set forth to be performed on behalf of the District shall be for the equal benefit, protection and security of the Registered Owners of any and all of the Bonds, all of which shall be of equal rank without preference, priority or distinction.

SECTION 2. Bonds Authorized. The Bonds are hereby authorized and ordered to be prepared and issued in the aggregate total principal amount of One Million One Hundred Thousand and No/100 Dollars (\$1,100,000.00) (the "Bonds"). The District reserves the right to increase or decrease the principal amount of the Bonds prior to the sale of the Bonds.

SECTION 3. Details of Bonds.

a) Payments of principal of and interest on the Bonds shall be made to the Record Date Registered Owner, except that payment of final principal maturity of any Bonds shall be made upon presentation and surrender thereof at the principal office of the Paying Agent to the Record Date Registered Owner in lawful money of the United States of America.

b) The Bonds shall be registered as to both principal and interest; shall be dated September 1, 2016 or date of delivery; shall be issued in the denomination of \$5,000.00 each, or integral multiples thereof up to the amount of a single issuance; shall be numbered from one upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Board, payable on September 1, 2017; and shall mature and become due and payable on September 1, 2017.

c) The Bonds shall be subject to redemption prior to their maturity at the option of the District upon not less than fifteen (15) days' notice, in whole or in part at any time, at the par value of the Bonds to be redeemed together with accrued interest to the date fixed for redemption.

d) On the specified redemption date, all Bonds so called for redemption shall cease to bear interest and shall no longer be secured by the pledge and covenants of the Bond Resolution, provided monies for their redemption are on deposit at the place of payment at that time.

SECTION 4. Registration, Execution, Authentication and Delivery of Bonds.

a) When the Bonds shall have been validated and executed as herein provided, they shall be registered as an obligation of the District by the Clerk in a book maintained for that purpose in the administrative office of the District, and the Clerk shall cause to be imprinted upon the reverse side of each of the Bonds, over his facsimile signature and a facsimile seal, his certificate in substantially the form set out in Section 6.

b) The Bonds shall be executed by the manual or facsimile signature of the President and countersigned by the manual or facsimile signature of the Superintendent, with the facsimile seal of the District imprinted or affixed thereto; provided, however, all signatures and seals appearing on the Bonds, other than the signature of an authorized officer of the Paying Agent hereinafter provided for, may be facsimile and shall have the same force and effect as if manually signed or impressed. In case any official of the Board or the Superintendent whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such official or Superintendent before the delivery or reissuance thereof, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such official or Superintendent had remained in office until delivery or reissuance.

c) The Bonds shall be delivered to the Purchaser upon payment of the purchase price therefor in accordance with the terms and conditions of their sale and award, together with a complete certified transcript of the proceedings had and done in the matter of the authorization, issuance, sale and validation of the Bonds, and the final, unqualified approving opinion of Bond Counsel, which opinion shall be imprinted on the reverse of each of the Bonds.

d) Prior to or simultaneously with the delivery by the Paying Agent of any of the Bonds, the District shall file with the Paying Agent, if appropriate:

i) a copy, certified by the Clerk, of the transcript of proceedings of the Board in connection with the authorization, issuance, sale and validation of the Bonds;

ii) an authorization to the Paying Agent, signed by the President, to authenticate and deliver the Bonds to the Purchaser.

e) The Paying Agent shall authenticate the Bonds and deliver them to the Purchaser thereof upon payment of the purchase price of the Bonds to the District.

SECTION 5. Paying Agent. The District will serve as the initial Paying Agent on the Bonds.

a) The Board reserves the right to appoint a bank or trust company to serve as Paying Agent at a later date by subsequent resolution.

b) So long as any of the Bonds shall remain outstanding, the District shall maintain with the Paying Agent records for the registration and transfer of the Bonds. The Paying Agent is hereby appointed registrar for the Bonds, in which capacity the Paying Agent shall register in such records and permit to be transferred thereon, under such reasonable regulations as may be prescribed, any Bond entitled to registration or transfer.

SECTION 6. Form of Bonds. The Bonds shall be in substantially the following form, with such appropriate variations, omissions and insertions as are permitted or required by this Bond Resolution or by further action of the Board:

**UNITED STATES OF AMERICA
STATE OF MISSISSIPPI
TUPELO PUBLIC SCHOOL DISTRICT
GENERAL OBLIGATION BOND**

NO. R - 1

\$1,100,000.00

**Rate of
Interest**

**Maturity
Date**
September 1, 2017

**Date of
Original Issue**
September 1, 2016

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: 1,100,000 AND NO/100 DOLLARS (\$1,100,000.00)

The Tupelo Public School District, Tupelo, Mississippi (the "District"), a body politic existing under the Constitution and laws of the State of Mississippi, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the Registered Owner identified above, on the maturity dates shown below, the principal amounts shown below. Payment of the principal amount of this Bond shall be made by the District, or its successor, acting as paying agent (the "Paying Agent") on the District's \$1,100,000 General Obligation Bonds, Series 2016 (the "Bonds") to the registered owner hereof who shall appear in the registration records of the District maintained by the Paying Agent, which will also serve as registrar and transfer agent for the Bonds, as of the fifteenth (15th) day of the calendar month prior to the calendar month in which a principal payment is due. The payment of the final principal maturity shall be conditioned, however, upon the surrender of this Bond at the principal office of the District, acting as Paying Agent.

The District further promises to pay interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid at the rate of interest per annum set forth above on September 1, 2017 until said principal sum is paid, to the registered owner hereof who shall appear in the registration records of the District maintained by the Paying Agent as of the fifteenth (15th) day of the calendar month prior to the calendar month in which an interest payment is due. Interest on this Bond shall accrue on the basis of a 360-day year of twelve 30-day months.

The Bond shall be subject to redemption prior to its maturity at the option of the District upon not less than fifteen (15) days' notice, in whole or in part at any time, at the par value of the amount to be redeemed together with accrued interest to the date fixed for redemption.

On the specified redemption date, the portion of the Bond so called for redemption shall cease to bear interest and shall no longer be secured by the pledge and covenants of the Bond Resolution, provided monies for the redemption are on deposit at the place of payment at that time.

Payments of principal and interest on this Bond shall be made by check or draft mailed to such registered owner at his address as it appears on such registration records. The registered owner hereof may change such address by written notice to the Paying Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Paying Agent, such notice to be received by the Paying Agent not later than the fifteenth (15th) day of the calendar month prior to the calendar month in which the applicable principal or interest payment is due.

The proceeds of this Bond will be used to pay for capital improvements in the District and to pay for the costs of its issuance. This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 37-59-1 to 37-59-45, Mississippi Code of 1972, and by the further authority of proceedings duly had by the Board of Trustees of the District, including a resolution adopted on July 26, 2016, authorizing the issuance of the Bonds (the "Bond Resolution").

The Bond is registered as to both principal and interest. The Bond is to be issued or reissued in the denomination of \$5,000.00, or integral multiples thereof up to the amount of a single maturity.

The transfer of this Bond is restricted by the provisions of an investment letter executed and delivered by the initial Purchaser of the Bond. Subject to the provisions of the investment letter, this Bond may be transferred or exchanged by the Registered Owner hereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent, but only in the manner described in the Bond Resolution, subject to the limitations stated therein and in the aforesaid investment letter, and upon surrender and cancellation of the Bond. Upon such transfer or exchange, a new Bond or Bonds of like aggregate principal amount in authorized denominations of the same maturity will be issued.

The District and the Paying Agent may deem and treat the registered owner hereof as the absolute owner for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes and neither the District nor the Paying Agent shall be affected by any notice to the contrary.

The Bond is and will continue to be payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the District, to the extent other funds are not used for such purpose. The Bond will be paid from the avails of and are equally secured by the foregoing special tax. The City Council of Tupelo,

Mississippi, will levy annually a special tax upon all taxable property within the geographical limits of the District adequate and sufficient to provide for the payment of the principal of and the interest on the Bond as the same fall due.

The District has designated this Bond as a “qualified tax-exempt obligation” for purposes of Section 265(b) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Bond Resolution until the certificate of registration and authentication hereon shall have been signed by the Paying Agent.

IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of the Bond, in order to make the same a legal and binding general obligation of the District, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this Bond, both principal and interest, the full faith and credit of the District are hereby irrevocably pledged.

IN WITNESS WHEREOF, the District has caused this Bond to be executed in its name by the manual or facsimile signature of the President of the Board of Trustees, countersigned by the manual or facsimile signature of the Superintendent of Schools under the manual or facsimile seal of the District, which said facsimile signatures said officials adopt as and for their own proper signatures, all as of September 1, 2016.

TUPELO PUBLIC SCHOOL DISTRICT

By: specimen - not for signature
President, Board of Trustees

COUNTERSIGNED:

 specimen - not for signature
Superintendent of Schools,
School District

[SEAL]

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

This Bond is the Bond described in the within mentioned Bond Resolution and is the General Obligation Bond, Series 2016, of the Tupelo Public School District, Tupelo, Mississippi.

TUPELO PUBLIC SCHOOL DISTRICT
as Paying Agent

By: specimen - not for signature
Secretary, Board of Trustees

Date of Registration and Authentication: _____

REGISTRATION CERTIFICATE

STATE OF MISSISSIPPI
COUNTY OF LEE

I, the undersigned Secretary of the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi, do hereby certify that the within Bond has been duly registered by me as an obligation of the Tupelo Public School District, Tupelo, Mississippi, pursuant to law in a book kept in my office for that purpose.

_____ *specimen - not for signature*
Secretary, Board of Trustees

[SEAL]

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____

(Name and address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint _____
as the registrar and transfer agent to transfer the said Bond on the records kept for registration thereof with full power of substitution in the premises.

Signature guaranteed:

(Bank, Trust Company or
Paying Agent)

By: _____
Authorized Officer

NOTICE: The signature to this Assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without any alteration whatever.

Date of Assignment:: _____
Social Security Number
or Tax Identification
Number of Assignee: _____

SECTION 7. Mutilated, Destroyed, Lost or Stolen Bonds. In case any Bond shall become mutilated, destroyed, lost or stolen, the District shall, if not then prohibited by law, cause to be authenticated and delivered a new Bond of like date, number, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated bond, or in lieu of and in substitution for such Bond destroyed, lost or stolen, upon the Registered Owner's paying the reasonable expenses and charges of the District in connection therewith, and in case of a bond destroyed, lost or stolen, his filing with the District or Paying Agent evidence satisfactory to it or them that such bond was destroyed, lost or stolen, and of his ownership thereof, and furnishing the District or Paying Agent with such security or indemnity as may be required by law and by them to save each of them harmless from all risks, however remote.

SECTION 8. Security for Bonds. For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue, there shall be levied by the City Council of Tupelo, Mississippi, pursuant to the requirements of Mississippi Code Ann. § 37-59-23, a direct, continuing special tax upon all of the taxable property within the geographical limits of the District, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required for the payment of the principal of and the interest on the Bonds. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the District are collected, and the rate of the tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount. The avails of said tax are hereby irrevocably pledged equally for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue. Should there be a failure in any year to comply with the requirements of this section, such failure shall not impair the right of the Registered Owners of any of the Bonds in any subsequent year to have adequate taxes levied and collected to meet the obligations of the Bonds, both as to principal and interest.

SECTION 9. Certificate of Registration and Authentication. Only such of the Bonds as shall have been endorsed thereon a certificate of registration and authentication in substantially the form hereinabove set forth, duly executed by the Paying Agent, shall be entitled to the rights, benefits and security of this Bond Resolution. No Bond shall be valid or obligatory for any purpose unless and until such certificate of registration and authentication shall have been duly executed by the Paying Agent, which executed certificate shall be conclusive evidence of registration, authentication and delivery under this Bond Resolution. The Paying Agent's certificate of registration and authentication on any Bond shall be deemed to have been duly executed if manually signed by an authorized officer of the Paying Agent, but it shall not be necessary that the same officer sign said certificate on all of the Bonds that may be issued hereunder at any one time.

SECTION 10. Registered Owner.

a) In the event the Purchaser shall fail to designate the names, addresses and social security or tax identification numbers of the Registered Owners of the Bonds within thirty (30) days of the date of sale, or at such other later date as may be designated by the District, one Bond registered in the name of the Purchaser may be issued in the full amount for each maturity. Ownership of the Bonds shall be in the Purchaser until the initial

Registered Owner has made timely payment and, upon request of the Purchaser within a reasonable time of the initial delivery of the Bonds, the Paying Agent shall re-register any such Bond upon its records in the name of the Registered Owner to be designated by the Purchaser in the event timely payment has not been made by the initial Registered Owner.

b) Except as hereinabove provided, the person in whose name any Bond shall be registered in the records of the District maintained by the Paying Agent may be deemed the absolute owner thereof for all purposes, and payment of or on account of the principal of or interest on any Bond shall be made only to or upon the order of the Registered Owner thereof, or his legal representative, but such registration may be changed as hereinafter provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

SECTION 11. Transfer of Bonds.

a) Each Bond shall be transferable only in the records of the District, upon surrender thereof at the office of the Paying Agent, together with a written instrument of transfer satisfactory to the Paying Agent duly authorized in writing. Upon the transfer of any Bond, the District, acting through its Paying Agent, shall issue in the name of the transferee a new Bond or bonds of the same aggregate principal amount and maturity and rate of interest as the surrendered Bond or Bonds.

b) In all cases in which the privilege of transferring Bonds is exercised, the Paying Agent shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

c) The Registered Owner's ability to transfer the Bonds is limited by an investment letter to be executed by the Purchaser stating: (1) that the Bonds are being purchased to be held by the Purchaser for investment purposes and not to be resold, (2) that the Purchaser will not transfer the Bonds in violation of any securities laws, and (3) that the Purchaser has received the information necessary to make an informed investment decision to purchase the Bonds.

SECTION 12. Bond Fund.

a) The District shall maintain with a qualified depository of the District a fund in the name of the District for the payment of the principal of and interest on the Bonds and the payment of Paying Agents' fees in connection therewith (the "Bond Fund"). There shall be deposited into the Bond Fund as and when received:

- i) the accrued interest and premium, if any, received upon delivery of the Bonds;
- ii) the avails of any of the ad valorem taxes levied and collected pursuant to Section 8 hereof;

- iii) any income received from investment monies in the Bond Fund; and
- iv) any other funds available to the District which may be lawfully used for payment of the principal of and interest on the Bonds, and which may be directed to be deposited into the Bond Fund, including any balance of Bond proceeds remaining in the School Construction Fund after the purpose for which such bonds were issued shall have been accomplished.

b) As long as any principal of and interest on the Bonds remains outstanding, the District shall withdraw from the Bond Fund sufficient monies to make the payments herein provided for.

SECTION 13. Application of Proceeds of Bonds. From the principal proceeds received upon the sale of the Bonds there shall be first paid the costs, fees and expenses incurred by the District in connection with the authorization, issuance, sale, validation and delivery of the Bonds. The remaining principal proceeds received upon the sale of the Bonds shall be deposited with a qualified depository of the District in a special fund, hereby created, in the name of the District designated the "Construction Fund", and shall be held and disbursed for the Project, as authorized by the Act.

SECTION 14. Payment of Principal and Interest.

a) Payment of principal on the Bonds shall be made, upon presentation and surrender of the Bonds at the principal office of the Paying Agent, to the Record Date Registered Owner thereof whose name shall appear in the registration records of the District maintained by the Paying Agent as of the Record Date.

b) Payment of each installment of interest on the Bonds shall be made to the Record Date Registered Owner thereof. Interest shall be payable in the aforesaid manner irrespective of any transfer or exchange of such Bond subsequent to the Record Date and prior to the due date of the interest.

c) Principal of and interest on the Bonds shall be paid by check or draft mailed to Registered Owners at the addresses appearing in the registration records of the Paying Agent. Any such address may be changed by written notice from the Registered Owner to the Paying Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Paying Agent, such notice to be received by the Paying Agent not later than the first day of the calendar month preceding the applicable principal or interest payment date to be effective as of such date.

SECTION 15. Validation. The Bonds may be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, and to that end the Clerk is hereby directed to make up a transcript of all legal papers and proceedings relating to the Bonds and to certify and forward the same to the State's Bond Attorney for the institution of validation proceedings.

SECTION 16. Contest. It is specifically provided, notwithstanding the dates set out in this Bond Resolution for the date of the Bonds and the payment dates for principal and interest, that if the delivery of the Bonds is delayed by a contest of the validation of the Bonds or otherwise and the initial Purchaser shall decline to take delivery of the Bonds, then the Bonds may be reoffered for sale. In such event, all principal maturities may be adjusted so that such maturities will fall due in the same amounts and intervals as herein provided, but beginning one (1) year from the actual date of the Bonds as provided by the subsequent resolution directing the offer for sale thereof, and continuing through the first (1) year from such actual date of the Bonds. The interest payments may also be adjusted accordingly, with interest payments due semiannually, commencing one (1) year from such actual date of the Bonds. After the validation of the Bonds, no amendment, revision or supplement contemplated by this section shall be cause for the resubmission of the proceedings for the issuance of the Bonds, as amended, revised or supplemented, to any further validation proceedings, it being the intent of this Bond Resolution that any such amendments, revisions or supplements be covered by the initial validation proceeding.

SECTION 17. Public Sale. The Bonds shall be offered for sale on sealed bids at the place, and on the date and at the hour specified and upon the terms and conditions set out in the notice in Section 18 hereof. The Superintendent is authorized to designate the party offering to purchase the Bonds at the lowest net cost to the District. The Board will officially award the sale of the Bonds at its meeting on August 9, 2016. On or before said date and hour, such sealed bids must be filed with the Superintendent at the place specified in the notice. The Board reserves the right to reject any and all bids submitted, and if all bids are rejected, to sell the Bonds at a private sale at any time within sixty (60) days after the date advertised for the receipt of bids, at a price not less than the highest bid which shall have been received at the advertised sale.

In no event shall the Bonds be issued at a rate of interest in excess of that allowed in the notice and the Bonds shall in all other respects comply with the requirements of the Act.

SECTION 18. Notice of Bond Sale. As required by Section 31-19-25, Mississippi Code of 1972, the Clerk is hereby authorized and directed to give the notice by publishing an advertisement at least two (2) times in the *Northeast Mississippi Daily Journal*, a newspaper published in the District and of general circulation in the District, the first publication thereof to be made at least ten (10) days preceding the date fixed herein for the receipt of bids. The notice shall be in substantially the following form:

NOTICE OF BOND SALE

**\$1,100,000 (Approximate, Subject to Change)
TUPELO PUBLIC SCHOOL DISTRICT
TUPELO, MISSISSIPPI
GENERAL OBLIGATION BONDS
SERIES 2016**

NOTICE IS HEREBY GIVEN that the Board of Trustees (the "Board") of the Tupelo Public School District, Tupelo, Mississippi (the "District") acting for and on behalf of the District, will receive sealed bids in its meeting place in the Boardroom located in the District's Central Office, located at 72 South Green Street, Tupelo, Mississippi, until the hour of 2:30 p.m. (local time) on August 9, 2016, at which time said bids will be publicly opened and read for the purchase in its entirety, at not less than par and accrued interest to the date of delivery thereof, of an issue of One Million One Hundred Thousand and No/100 Dollars (\$1,100,000.00) General Obligation Bonds of the District (the "Bonds"). The principal amount of the Bonds is subject to change as set forth below.

THE BONDS: The Bonds will be dated and bear interest from September 1, 2016 or date of delivery; will be delivered in definitive form as registered bonds; will be in the denomination of \$5,000.00 each, or integral multiples thereof up to the amount of a single issuance; and will bear interest, payable on September 1, 2017 at the rate offered by the successful bidder in its bid in accordance with this Notice of Bond Sale.

MATURITIES: The Bonds will mature on September 1, 2017.

MATURITY SCHEDULE

<u>YEAR</u>	<u>AMOUNT</u>
2017	\$1,100,000

The District reserves the right to increase or decrease the principal amount of the Bonds by up to \$200,000 prior to awarding the sale of the Bonds.

OPTIONAL REDEMPTION: The Bonds shall be subject to redemption prior to their maturity at the option of the District upon not less than fifteen (15) days' notice, in whole or in part at any time, at the par value of the amount to be redeemed together with accrued interest to the date fixed for redemption. The Bonds will also be subject to any other call provisions as stated in the Bond Resolution (as defined below).

On the specified redemption date, all Bonds so called for redemption shall cease to bear interest and shall no longer be secured by the pledge and covenants of the Bond Resolution, provided monies for their redemption are on deposit at the place of payment at that time.

AUTHORITY AND SECURITY: The Bonds will be issued pursuant to the provisions of Sections 37-59-1 to 37-59-45, Mississippi Code of 1972 (the "Act"), and shall be general obligations of the District payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct, unlimited and continuing tax to be levied annually, without limitation as to time, rate or amount upon the taxable property within the geographical limits of the District. The City Council of Tupelo, Mississippi, will levy annually the special tax upon all taxable property within the geographical limits of the District in an amount adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same fall due, to the extent other funds are not used for such purpose. Closing on the Bonds shall be contingent upon the levy of this tax.

PURPOSE: The Bonds are being issued to provide funds for the purpose of paying the costs of making capital improvements in the District (the "Project"), paying construction period capitalized interest, if any, and paying the costs of issuing the Bonds, as further described in a resolution adopted by the Board on July 26, 2016 (the "Bond Resolution").

FORM OF BIDS: Bids should be addressed to the Board of Trustees of the Tupelo Public School District and delivered to the Superintendent of the District at the aforementioned regular meeting place, should be plainly marked "Bid for General Obligation Bonds, Series 2016, of the Tupelo Public School District," and should be filed with the Superintendent of the District on or prior to the date and hour hereinabove named. All bids should be submitted substantially in the form prepared by the District, copies of which may be obtained from the Superintendent of the District at the address shown below.

INTEREST RATE AND BID RESTRICTIONS: The Bonds shall not bear a greater overall maximum interest rate to maturity than eleven percent (11%) per annum, nor shall the interest rate for any one maturity exceed eleven percent (11%) per annum. No Bond shall bear more than one (1) rate of interest; each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity; and the lowest interest rate specified shall not be less than seventy percent (70%) of the highest interest rate specified. Each interest rate specified in any bid must be a multiple of one-eighth of one percent (1/8 of 1%) or one-tenth of one percent (1/10 of 1%) and a zero rate of interest cannot be named.

GOOD FAITH DEPOSITS: Each bid for the Bonds must be accompanied by a cashier's check, certified check, or exchange, issued or certified by a bank located in the State of Mississippi, payable to the Board of Trustees of the Tupelo Public School District in the amount of Twenty-Two Thousand and No/100 Dollars (\$22,000.00) as a guaranty that the bidder will carry out its contract and purchase the Bonds if its bid be accepted. All checks of unsuccessful bidders will be returned immediately on award of the Bonds. The amount of the good faith check submitted by the successful bidder shall be deposited by the District and applied against the purchase price of the Bonds. If the successful bidder fails to purchase the Bonds pursuant to its bid and contract, then the amount of such good faith check shall be retained by the District as liquidated damages for such failure. No interest will be allowed to the successful bidder on the amount of the good faith deposit.

AWARD OF BONDS: The award, if any, of the Bond will be made to the bidder complying with the terms of sale and offering to purchase the Bond at the lowest net interest cost to the District, which shall be determined by computing the aggregate interest on the Bond over the life of the issue at the rate or rates of interest specified by the bidder, less premium offered, if any. It is requested that each bid be accompanied by a statement of the net interest cost (computed to six decimal places), but such statement will not be considered a part of the bid. All bids shall remain firm for six (6) hours after the time specified for the opening of bids, and an award of the Bonds, or rejection of bids, will be made by the District within said period of time.

RIGHT OF REJECTION, CANCELLATION: The Board reserves the right to reject any or all bids submitted, as well as to waive any irregularity or informality in any bid. The successful bidder for the Bonds shall have the right, at its option, to cancel its agreement to purchase Bonds if the Bonds are not tendered for delivery within sixty (60) days from the date of sale thereof, and in such event the Board shall return to said bidder its good faith deposit. The Board shall have the right, at its option, to cancel its agreement to sell the Bonds if within five (5) days after the tender of Bonds for delivery the successful bidder shall not have accepted delivery of and paid for the Bonds, and in such event the Board shall retain the successful bidder's good faith deposit as liquidated damages as hereinabove provided.

PAYING AGENT, TRANSFER AGENT, AND REGISTRAR: The District will serve as the initial paying agent (the "Paying Agent") for such the Bonds. The Paying Agent shall be subject to change by order of the Board under the conditions and in the manner provided in the Bond Resolution under which the Bonds are issued. Both principal of and interest on the Bonds will be payable by check or draft mailed to registered owners of the Bonds as of the fifteenth day of the month preceding the maturity date for such principal or interest payment at the addresses appearing in the registration records of the District maintained by the Paying Agent. The Bonds will be transferable only upon the books of the Paying Agent, and payment of principal at maturity shall be conditioned on the proper presentation and surrender of the Bonds to the Paying Agent.

RESTRICTION ON TRANSFER: The Bond will be issued subject to the terms of an Investment Letter to be executed by the Purchaser stating: (1) that the Bonds are being purchased to be held by the Purchaser for investment purposes and not to be resold, (2) that the Purchaser will not transfer the Bonds in violation of any securities laws, and (3) that the Purchaser has received the information necessary to make an informed investment decision to purchase the Bonds.

DELIVERY: The Bonds will be delivered in the form of one paper Bond stating all annual maturities and interest rates.

LEGAL OPINION; CLOSING DOCUMENTS: The Bonds are offered subject to the unqualified approval of the legality thereof by Young Law Group, PLLC, Jackson, Mississippi, Bond Counsel. In the opinion of Bond Counsel, interest on the Bonds is not includable in gross income for federal income tax purposes and is exempt from Mississippi income taxes under existing laws, regulations, rulings and judicial decisions with such exceptions as shall be required by the Internal

Revenue Code of 1986. The District has designated the Bonds as "bank qualified" for purposes of Section 265(b) of the Internal Revenue Code. A copy of the opinion of Bond Counsel, which will be printed on the back of each Bond, together with the usual closing documents, including a non-litigation certificate dated the date of delivery of the Bonds, evidencing that no litigation is pending in any way affecting the legality of the Bonds or the taxes to be levied for the payment of the principal thereof and interest thereon, and a transcript of the proceedings relating to the Bonds will be delivered to the successful bidder without charge. The District will pay for all legal fees and will pay for the printing and validation of the Bonds.

FURTHER INFORMATION: Further information with respect to the Bonds may be obtained from the Office of the Superintendent of Schools of the Tupelo Public School District, 72 South Green Street, Tupelo, Mississippi 38802.

By order of the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi, on July 26, 2016.

/s/

Secretary, Board of Trustees,
Tupelo Public School District

SECTION 19. Publisher's Affidavit. The Clerk shall obtain from the publisher of the aforesaid newspaper the customary publisher's affidavit proving publication of the notice for the time and in the manner required by law, and such proof of publication shall be filed in the Clerk's office and exhibited before the Board at the hour and date aforesaid.

SECTION 20. Bonds Not Arbitrage Bonds. The Board covenants and certifies to and for the benefit of the owners of the Bonds that it will neither take any action nor omit to take any action nor make any investment or use of the proceeds from the issue and sale of the Bonds, including amounts treated as proceeds, if any, which will cause the Bonds to be classified as arbitrage bonds within the meaning of Section 148 of the Code, and any regulations thereunder as such may be applicable to the Bonds, at the time of such action, investment or use.

SECTION 21. Tax-Exempt Status. The Board covenants that it will take such action as is necessary and within its power to maintain the tax-exempt status of interest on the Bonds under the provisions of the Code and any regulations as such may be applicable to the Bonds.

SECTION 22. Rebate. The District expects to issue less than \$5,000,000 in tax-exempt debt in the calendar year 2016, and therefore, to be exempt from arbitrage rebate requirements. To the extent that such an exemption is not available, however, the District shall make or cause to be made any calculations with respect to any rebates payable to the United States required by the Code or any successor thereto and shall support such calculations with a letter from independent certified public accountants verifying the accuracy of such calculations. If, pursuant

to such calculations, any amount is to be set aside for potential rebate to the United States, the District will establish a Rebate Fund and within said fund a Rebate Income Account and Rebate Principal Account in accordance with the Code or any successor thereto and any income earned on investments of amounts in the Rebate Fund will be deposited immediately upon receipt thereof in the Rebate Income Account.

SECTION 23. Calculation of Rebate. Subject to Section 22, on or before the first day of each Bond Year, the District shall make or cause to be made the computation of the Rebate Deposit. The Rebate Deposit is hereby defined as the excess of (a) the aggregate amount earned for the period from the date of issue of the Bonds to the computation date on all obligations in which any moneys in the funds and accounts are invested (the "Nonpurpose Obligations"), over (b) the amount that would have been earned for such period if the yield on the Nonpurpose Obligations had been equal to the yield on the Bonds. If a deposit to the Rebate Principal Account is required as a result of such computation, the District shall make such deposit. If a withdrawal from the Rebate Principal Account is permitted as a result of such computation, the District shall withdraw such amount and deposit the same in the Bond Fund for the benefit of the District. Records of the determinations required by this Section must be retained until six (6) years after the Bonds are no longer outstanding. As used herein the term Bond Year shall mean the one (1) year period beginning after the expiration of the preceding bond year of such issue. The first Bond Year of an issue begins on the date of the issue and ends one (1) year later.

SECTION 24. Remittal of Rebate. Subject to Section 22, not later than thirty (30) days after the end of the fifth year after the date of issuance of the Bonds and every five (5) years thereafter, the District shall pay to the United States ninety percent (90%) of the amount required to be on deposit in the Rebate Principal Account as of such payment date and ninety percent (90%) of the amount on deposit in the Rebate Income Account as of such payment date. Not later than thirty (30) days after the final retirement of the Bonds, the District shall pay to the United States one hundred percent (100%) of the balance remaining in the Rebate Fund. Each payment required to be paid to the United States pursuant to this Section shall be filed with the Internal Revenue Service Center, Philadelphia, Pennsylvania 19255. The District shall provide with such payment a copy of the information reporting form originally filed with respect to the Bonds and a statement summarizing the determination of the amount to be paid to the United States.

SECTION 25. DESIGNATION OF BONDS. The Bonds are hereby designated as a portion of the maximum of \$10,000,000 of qualified tax-exempt obligations to be issued by the District during calendar year 2016, within the meaning and for the purposes of Section 265(b)(3) of the Code.

SECTION 26. Conflicting Proceedings Repealed. All orders, resolutions or proceedings of this Board in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this Bond Resolution shall become effective upon the adoption hereof.

Board Member _____ seconded the motion to adopt the foregoing resolution and, the question being put to a roll call vote, the result was as follows:

Board Member Joe Babb	Voted: _____
Board Member Sherry Davis	Voted: _____
Board Member Eddie Prather	Voted: _____
Board Member Kenneth Wheeler	Voted: _____
Board Member Rob Hudson	Voted: _____

The motion having received the affirmative vote of a majority of the members present, the President of the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi, declared the motion carried and the resolution adopted on July 26, 2016.

TUPELO PUBLIC SCHOOL DISTRICT

President, Board of Trustees

ATTEST:

Secretary, Board of Trustees