

There came on for consideration by the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi, the matter of the borrowing of money and the issuance of notes therefor in the maximum principal amount of Eight Million Seven Hundred Fifty Thousand and No/100 Dollars (\$8,750,000). After a discussion of the subject, Board Member _____ offered and moved the adoption of the following resolution:

RESOLUTION OF THE BOARD OF TRUSTEES OF THE TUPELO PUBLIC SCHOOL DISTRICT DECLARING THE NECESSITY FOR AND ITS INTENTION OF BORROWING MONEY FOR THE PURPOSE OF PAYING THE COSTS DESCRIBED HEREIN; ORDERING SAID RESOLUTION TO BE PUBLISHED; AND SETTING THE DATE UPON WHICH THE BOARD OF TRUSTEES IS TO TAKE FINAL ACTION UPON THE QUESTION OF AUTHORIZING THE BORROWING OF SAID MONEY.

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

1. It is necessary and desirable that a maximum of Eight Million Seven Hundred Fifty Thousand and No/100 Dollars (\$8,750,000) be borrowed for the purposes of making repairs, alterations and additions to school buildings of the District, for the purpose of erecting school buildings and other buildings used for school purposes, for the purpose of purchasing heating plants, air conditioning, fixtures and equipment for such buildings, for the purpose of purchasing land for school purposes, school buses and transportation equipment, and for the purpose of improving and equipping such lands for school recreational and athletic purposes, and paying the costs of such borrowing, including any capitalized interest or reserve fund, if necessary (the "Project");

2. No funds are available in the school funds of the District or from any other source with which to pay the costs of the Project;

3. It would be in the best interests and to the advantage of the District that the funds needed for the Project be obtained by the issuance of notes of the District in the maximum principal amount of Eight Million Seven Hundred Fifty Thousand and No/100 Dollars (\$8,750,000) (the "Notes") in the manner and form provided by Section 37-59-101, et. seq., of the Mississippi Code of 1972, as amended (the "Act");

4. An annual levy of a special tax which shall not exceed three (3) mills on the dollar of assessed value of taxable property within the District shall be sufficient to pay the principal and interest on the Notes to be issued hereunder and all other notes issued and outstanding under the Act, as the same shall respectively mature and accrue. Some or all of the Notes may be issued as interest-free qualified school construction bonds pursuant to the American Recovery and Reinvestment Act of 2009;

5. Under the provisions of Section 37-59-115 of the Mississippi Code of 1972, as amended, the limitation of Section 37-59-5 of the Mississippi Code of 1972, as amended, on the

indebtedness which may be incurred by school districts is not applicable to the proposed issuance of the Notes;

6. The purpose for which the proposed Notes are to be issued as herein set forth in this resolution are purposes authorized by the laws of the State of Mississippi, and particularly in Section 37-59-101, et. seq., of the Mississippi Code of 1972, as amended, and that said Board is authorized and required to declare the necessity and its intention of borrowing money and issuing the Notes of the District as evidence of the same.

7. Pending the completion of the Project plans and specifications and the issuance of the Notes, the District needs to pay certain expenses incurred in connection with the performance of the Project, with such expenditures to be reimbursed from the proceeds of the Notes, when issued.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of the Tupelo Public School District, as follows:

Section 1. The Board does hereby find, determine and adjudicate that the foregoing premises are true and correct.

Section 2. The Board does hereby declare that it is necessary to borrow an amount not exceeding Eight Million Seven Hundred Fifty Thousand and No/100 Dollars (\$8,750,000) for the purpose of paying the costs of the Project, previously described herein, all at a total cost approximately equal to the principal amount of the Notes to be issued hereunder.

Section 3. The Board does hereby further declare that no funds are available in the school funds of the District or from any other source with which to pay the costs of the Project, and that it is necessary that the costs thereof be borrowed in the manner and form provided by Section 37-59-101, et. seq., of the Mississippi Code of 1972, as amended, and the American Recovery and Reinvestment Act of 2009, if applicable.

Section 4. The Board hereby declares its intention to borrow such money and to issue the Notes as evidence of the same. Any Notes not issued as qualified school construction bonds shall bear interest at a rate to be specified by further resolution of the Board, but shall not exceed a greater overall maximum interest rate to maturity than the rates now or hereafter authorized under the provisions of Section 19-9-19 of the Mississippi Code of 1972, as amended. The Notes shall not be sold for less than par and accrued interest. The Notes shall be dated August 1, 2009, or such later date as the Board may specify, and shall mature over a period not to exceed twenty (20) years, with the first installment of principal and/or interest, if applicable, thereon to be made within one year from the date thereof.

Section 5. That unless a petition signed by 20% of the qualified electors of said District, requesting that an election be called on the question of incurring said indebtedness, is filed prior to ___ P.M. on July 28, 2009, in the meeting place of the Board at the Hancock Leadership Center,

1920 Briar Ridge Road, Tupelo, Mississippi, final approval of the borrowing of said money and authority for the issuance of said Notes shall be given by the Board at a meeting held on such date and hour at the aforesaid address.

Section 6. The Secretary of the Board be and is hereby authorized and directed to cause this Resolution, as adopted, to be published in the *Northeast Mississippi Daily Journal*, a newspaper of general circulation in the District and qualified under the provisions of Section 13-3-31 of the Mississippi Code of 1972, as amended. Said Resolution shall be published once a week for two consecutive weeks, with the first publication thereof to be made not less than 15 days prior to July 28, 2009, on which date the Board will take final action on the question of authorizing the borrowing of said money.

Section 7. The District shall use funds currently available in its District Maintenance Fund to pay certain initial costs of the acquisition and construction of the Project, as subsequently identified by the Board, with such expenditures to be reimbursed from a portion of the proceeds of the Notes, when issued. The allocation of the Note proceeds to reimburse the District Maintenance Fund shall be made in writing not later than 18 months after the later of: (a) the date the original expenditure is paid or (b) the date the Project is placed in service or abandoned, but in no event more than three years after the original expenditure is paid. The expenditures to be reimbursed from the Note proceeds shall be incurred solely to acquire, renovate, construct, or improve property having a reasonably expected economic life of at least one year and to pay the cost of such acquisition, construction and improvements. The Note proceeds shall be used to reimburse these expenditures, and not for the reimbursement of operating costs or similar working capital items. This resolution is the official action of the Board adopted as required by regulations promulgated by the Internal Revenue Service governing the reimbursement of prior expenses from note proceeds.

Section 8. That all orders, resolutions or proceedings of the Board in conflict with the provisions of this Resolution shall be and the same are hereby repealed.

The motion to adopt the foregoing Resolution motion was duly seconded by Board Member _____ . The motion then being put to a vote, the results were as follows:

Board Member Mike Clayborne	Voted: _____
Board Member Amy Heyer	Voted: _____
Board Member Lee Tucker	Voted: _____
Board Member John Nail	Voted: _____
Board Member Eddie Prather	Voted: _____

Having received a majority of the affirmative votes of the Board, the Resolution passed on June 23, 2009.

**BOARD OF TRUSTEES OF THE TUPELO
PUBLIC SCHOOL DISTRICT**

By: _____
President

ATTEST:

Secretary