

City of Bartlett

A. Keith McDonald, Mayor

July 14, 2017

Ms. Sandi Thompson
Director, State and Local Finance
State of Tennessee
Comptroller of the Treasury
James K. Polk State Office Building
505 Deaderick Street, Suite 1600
Nashville, Tennessee 37243-0274

**City of Bartlett, Tennessee
General Obligation Refunding and Improvement Bonds, Series 2017**

Dear Ms. Thompson:

We are submitting a plan of refunding for your review pursuant to TCA 9-21-901 et seq.

Plan of Refunding:

The City of Bartlett (the "City") has a potential opportunity to save debt service costs by refunding certain maturities of its outstanding tax-exempt General Obligation Public Improvement Bonds, Series 2007 (the "Series 2007 Bonds") and certain maturities of its outstanding tax-exempt General Obligation Public Improvement Bonds, Series 2009 (the "Series 2009 Bonds").

The Series 2007 Bonds have a dated date of September 12, 2007 and were authorized by the City pursuant to certain Resolutions adopted by the Board of Mayor and Aldermen on July 24, 2007. The Series 2009 Bonds have a dated date of September 9, 2009 and were authorized by the City pursuant to certain Resolutions adopted by the Board of Mayor and Aldermen on July 28, 2009. A copy of each of the previously submitted CT-0253 forms filed with the State is attached.

The preliminary plan of finance includes refunding all or a portion of the following maturities listed below which will generate debt service savings for the City.

Resolution	Tax Status	Series	Maturities	Coupons	Callable on or after	Call Price
General Obligation	Tax-Exempt	2007	2018-2027	4.00%-4.25%	9/1/2017	100.00
General Obligation	Tax-Exempt	2009	2018-2022	2.70%-3.45%	9/1/2017	100.00

The Series 2007 Bonds and the Series 2009 Bonds will be refunded from proceeds of the General Obligation Refunding and Improvement Bonds, Series 2017 (the "Series 2017 Bonds"). Proceeds from the Series 2017 Bonds will also be used to finance certain capital improvements within the City, and to pay the cost of issuance of the Series 2017 Bonds.

The amortization of the Series 2017 Bonds will be structured to provide uniform savings compared to the debt service of the Series 2007 Bonds and the Series 2009 Bonds in each fiscal year. Neither the final maturity nor the weighted average maturity of the debt is being extended. Attached are schedules demonstrating the proposed refinancing opportunity and includes the following information:

- Weighted Average Maturity of the Series 2017 Bonds
- Weighted Average Maturity of the Series 2007 Bonds
- Weighted Average Maturity of the Series 2009 Bonds
- Estimated cost of issuance associated with the Series 2017 Bonds

The table below highlights our refunding assumptions which are based on the expected maturities to be refunded.

Refunding Assumptions: General Obligation Refunding and Improvement Bonds, Series 2017¹	
Dated and Delivery Date	9/26/2017
Bonds Refunded	Series 2007 Bonds Series 2009 Bonds
Market Rates	AAA MMD + 28 bps as of 7/12/2017
Cost of Issuance	78,750
Underwriter's Discount	7.00 per bond

¹ Figures shown are preliminary estimates and are subject to change

The table below provides the estimated cost of issuance breakdown.

Cost of Issuance Assumptions: General Obligation Refunding and Improvement Bonds, Series 2017¹				
	New Money	Refunding of GO Series 2007	Refunding of GO Series 2009	Total
Financial Advisor	15,188.49	5,162.76	1,648.75	22,000.00
Bond Counsel	11,736.56	3,989.4	1,274.04	17,000.00
Rating Agency	20,021.20	6,805.45	2,173.35	29,000.00
Paying and Escrow Agent	690.39	234.67	74.94	1,000.00
Bidding Platform	862.98	293.34	93.68	1,250.00
Verification Agent	2,416.35	821.35	262.30	3,500.00
Printing / Miscellaneous	3,451.93	1,173.35	374.72	5,000.00
Total	54,367.90	18,480.32	5,901.78	78,750.00

The table below provides the estimated refunding results based on current market conditions and the expected maturities to be refunded.

Summary of Estimated Savings: General Obligation Refunding and Improvement Bonds, Series 2017¹			
	Refunding of GO Series 2007	Refunding of GO Series 2009	Total
Series 2017 Refunding Par Amount	1,550,000.00	495,000.00	2,045,000.00 ²
Refunded Bonds Par Amount	1,770,000.00	540,000.00	2,310,000.00
Net Present Value Debt Service Savings	175,916.60	17,359.21	193,275.81
PV Savings as a % of Refunded Bonds	9.94%	3.21%	8.37%

The City has established a stipulation that requires any potential current refunding candidates to have positive net present value savings. A copy of the City's Debt Management Policy is included within this plan of refunding. The net present value savings will be net of all costs

² Total only includes the estimated par that is allocable to the refunding of the Series 2007 Bonds and Series 2009 Bonds and does not include the estimated par that is allocable to new money

related to the refinancing. The City reserves the right to suspend or terminate all or a portion of the sale of the Series 2017 Bonds should the sale no longer be advantageous for the City.

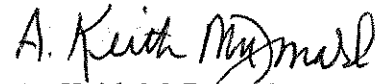
PFM Financial Advisors LLC, in its capacity as financial advisor to the City, has determined that it is in the City's best interest to sell the bonds on a competitive basis. The sale is anticipated to occur on September 12, 2017.

In Summary

Prior to seeking adoption of the resolution authorizing the Series 2017 Bonds on August 22, 2017, the City seeks your refunding report on the Series 2017 Bonds pursuant to the provisions of Title 9, Chapter 21, Tennessee Code Annotated. Additionally, the City intends to issue "Balloon Indebtedness" as defined by Section (a)(1)(A)(iv) of TCA 9-21-134 but does not require approval of the Comptroller because it is indebtedness that will have a general obligation pledge and is expected to receive a rating of AAA/Aa1, meeting the exemption provided for under Section 9-21-134 (a)(1)(B)(iii) of the Tennessee Code Annotated.

If you have any questions or comments on the above plan of refunding or require any additional information with respect thereto, please do not hesitate to contact Dick Phebus at (901) 385-1060, Mark Brown at (901) 385-6400, or Ricardo Callender from PFM Financial Advisors LLC at (901) 682-8356.

Sincerely,



A. Keith McDonald
kmcdonald@cityofbartlett.org
City of Bartlett, Tennessee
Mayor

CC: Mr. Mark Brown, *Chief Accounting Officer, City of Bartlett*
Mr. Dick Phebus, *Finance Director, City of Bartlett*
Ms. Lauren Lowe, *PFM Financial Advisors LLC*
Mr. Ricardo Callender, *PFM Financial Advisors LLC*
Mr. Micah Wasserman, *PFM Financial Advisors LLC*
Ms. Lillian Blackshear, *Bass, Berry & Sims*
Ms. Karen Neal, *Bass, Berry & Sims*