



STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
OFFICE OF STATE AND LOCAL FINANCE
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August 22, 2016

Honorable John Holden, Mayor
and Honorable Board of Aldermen
City of Dyersburg
425 West Court Street
Dyersburg, TN 38025

Dear Mayor Holden and Members of the Board:

This letter and report, and the plan of refunding (the "Plan"), are to be posted on the website of the City of Dyersburg (the "City"). Please provide a copy of this report to each member of the Governing Body and present it at the next scheduled board meeting. Further, please make these documents available to the public.

This letter acknowledges receipt on August 16, 2016, of the City's request to review its Plan for the issuance of an amount not to exceed \$2,840,944 General Obligation Refunding Bonds, Series 2016, (the "Refunding Bonds") to advance refund \$2,824,000 outstanding under the terms of its variable rate loan agreement with the Public Building Authority of the City of Clarksville dated September 29, 2011. The maturities being considered for refunding are from May 25, 2017 through May 25, 2022, inclusive.

Pursuant to the provisions of Tennessee Code Annotated Title 9 Chapter 21, a plan must be submitted to our Office for review. The information presented in the Plan includes the assertions of the City and may not reflect either current market conditions or market conditions at the time of sale.

City's Proposed Refunding Objective

The City indicated the purpose of the refunding is to remove interest rate risk associated with the variable rate debt by refunding the outstanding maturities at a fixed interest rate of 2.24%.

Balloon Indebtedness

The structure of the Refunding Bonds presented in the Plan does not appear to be balloon indebtedness. If the Refunding Bonds' structure is revised, the City should determine if the new structure complies with the requirements of T.C.A. § 9-21-134 concerning balloon indebtedness. If it is determined that the bond structure constitutes balloon indebtedness, the City must submit a Plan of Balloon Indebtedness to the Director of the Office of State and Local Finance for approval prior to the City adopting the resolution authorizing the issuance of the debt.

Private Negotiated Sale Approval

The approval of this Office is required when a City desires to sell refunding general obligation bonds through a negotiated sale process. The City has requested approval to sell the Refunding Bonds through negotiated sale. This letter constitutes approval to negotiate the sale of the Refunding Bonds, conditioned upon the requirement that the Bonds are sold with the debt service payment schedule having the same principal repayment schedule as presented in the plan or the principal repayment schedule is accelerated.

Compliance with the City's Debt Management Policy

The City provided a copy of its debt management policy, and within forty-five days (45) of issuance of the debt approved in this letter, is required to submit a Report on Debt Obligation that indicates that this debt complies with its debt policy. If the City amends its policy, please submit the amended policy to this office.

Financial Professionals

The City has not reported a municipal advisor. Municipal advisors have a fiduciary responsibility to the City. Underwriters have no fiduciary responsibility to the City. They represent the interests of their firm and are not required to act in the City's best interest without regard to their own or other interests. The City prepared the Plan with the assistance of the Tennessee Municipal Bond Fund.

Report of the Review of a Plan of Refunding

The enclosed report does not constitute approval or disapproval for the proposed plan or a determination that a refunding is advantageous or necessary nor that any of the outstanding obligations should be called for redemption on the first or any subsequent available redemption date or remain outstanding until their respective dates of maturity. This letter and the enclosed report do not address the compliance with federal tax regulations and are not to be relied upon for that purpose. The City should discuss these issues with a bond counsel.

This report is effective for a period of one hundred and twenty (120) days. If the refunding has not been completed during this time, a supplemental plan of refunding must be submitted to this Office. At that time, we will issue a report thereon pursuant to the statutes. In lieu of submitting a supplemental plan, a statement may be submitted to our Office after the 120-day period has elapsed stating that the information contained in the current plan of refunding remains valid. Either the Chief Executive Officer or the Chief Financial Officer of the local government must submit such statement. We will acknowledge receipt of such statement and will issue our letter confirming that this refunding report remains valid for an additional 120-day period. However, with regard to the report currently being issued by this Office, during the initial 120-day period or any subsequent 120-day period no refunding reports will be issued relating to the debt obligations indicated herein as being refunded unless the Chief Executive Officer or the Chief Financial Officer notifies our Office that the plan of refunding which has been submitted is no longer valid.

We recognize that the information provided in the plan submitted to our Office is based on preliminary analysis and estimates, and that actual results will be determined by market conditions at the time of sale of the debt obligations. However, if it is determined prior to the issuance of these obligations that the actual results will be significantly different from the information provided in the plan which has been submitted, and the local government determines to proceed with the issue, our Office should subsequently be notified by either the Chief Executive Officer or the Chief Financial Officer of the local government regarding these differences, and that the local government was aware of the differences and determined to proceed with the issuance of the debt obligations. Notification to our Office will be necessary only if there is an increase or decrease of greater than fifteen percent (15%) in any of the following: (1) the principal amount of the debt obligations issued; (2)

the costs of issuance; (3) the cumulative savings or loss with regard to any refunding proposal. We consider this notification necessary to insure that this Office and officials of the local government are aware of any significant changes that occur with regard to the issuance of the proposed indebtedness.

Municipal Securities Rulemaking Board Notice 2011-52 on “Bank Loans” and Voluntary Disclosure

The Municipal Securities Rulemaking Board (MSRB) released regulatory notices: MSRB Notice 2011-52, providing guidance on the use of “bank loans” that could be a private placement of municipal securities subject to specific regulatory requirements including disclosure; and MSRB Notice 2012-18, encouraging the voluntary disclosure of bank loan financings through the MSRB’s Electronic Municipal Market Access (EMMA®) website (emma.msrb.org). For more information see the preceding notices on the MSRB’s website (msrb.org). To learn how to submit disclosure see the link at the bottom of the EMMA website labeled Submit Documents or the Education Center of the MSRB’s website.

Report On Debt Obligation

We are enclosing a Report on Debt Obligation, Form CT-0253. Pursuant to T.C.A. § 9-21-151, this form is to be completed and filed with the governing body of the City no later than forty-five (45) days after the issuance of this debt, with a copy (including attachments, if any) filed with the Director of the Office of State and Local Finance by email to stateandlocalfinance.publicdebtform@cot.tn.gov or by mail to the address on this letterhead. No public entity may enter into additional debt if it has failed to file the Report on Debt Obligation. A fillable PDF of Form CT-0253 can be found at <http://www.comptroller.tn.gov/sl/pubdebt.asp>.

If you should have any questions regarding this letter or the following report, please feel free to call us.

Sincerely,



Sandra Thompson
Director of the Office of State & Local Finance

Cc: Mr. Jim Arnette, Director of Local Government Audit, COT
Mr. Steve Anderson, Treasurer, City of Dyersburg
Ms. Linda Mooningham, Tennessee Municipal Bond Fund

Enclosures: Report of the Director of the Office of State & Local Finance
Report on Debt Obligation, Form CT-0253

**REPORT OF THE DIRECTOR OF THE OFFICE OF STATE AND LOCAL FINANCE
CONCERNING THE PROPOSED ISSUANCE OF
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2016
BY THE CITY OF DYERSBURG, TENNESSEE**

The City of Dyersburg (the “City”) submitted a plan of refunding (the “Plan”), as required by T.C.A. § 9-21-1003 regarding the issuance of an amount not to exceed \$2,840,944 General Obligation Refunding Bonds, Series 2016, (the “Refunding Bonds”) to advance refund \$2,824,000 outstanding under the terms of its variable rate loan agreement with the Public Building Authority of the City of Clarksville dated September 29, 2011. The maturities being considered for refunding are from May 25, 2017 through May 25, 2022, inclusive.

The Plan was prepared with the assistance of the Tennessee Municipal Bond Fund. This Office has not performed an evaluation of the preparation, support, and underlying assumptions of the Plan, therefore this report provides no assurances of the reasonableness of those assumptions. This report must be presented to the governing body prior to the adoption of a refunding bond resolution. The Refunding Bonds may be issued with a structure different from that of the Plan. The City provided a copy of its debt management policy.

Balloon Indebtedness

The structure of the Refunding Bonds presented in the Plan does not appear to be balloon indebtedness. If the Refunding Bonds’ structure is revised, the City should determine if the new structure complies with the requirements of T.C.A. § 9-21-134 concerning balloon indebtedness. If it is determined that the bond structure constitutes balloon indebtedness, the City must submit a Plan of Balloon Indebtedness to the Director of the Office of State and Local Finance for approval prior to the City adopting the resolution authorizing the issuance of the debt.

City’s Proposed Refunding Objective

The City indicated the purpose of the refunding is to remove interest rate risk associated with the variable rate debt by refunding the outstanding maturities at a fixed interest rate of 2.24%.

Refunding Analysis

- The results of the refunding are based on the assumption that an estimated \$2,840,944 Refunding Bonds will be sold by negotiated sale and priced at par.
- The Refunding Bonds are expected to be sold at a fixed rate coupon of 2.24%.
- The final maturity of the Refunding Bonds does not extend beyond the final maturity of the Refunded Bonds.
- Estimated cost of issuance of the Refunding Bonds is \$16,944, or \$5.96 per \$1,000 of par amount. See Table 1 for individual costs of issuance.

Table 1
Costs of Issuance of the Refunding Bonds

	Amount	Price per \$1,000 bond
Bond and Tax Counsel	\$ 2,840	\$ 1.00
Tennessee Municipal Bond Fund	14,104	4.96
Total Cost of Issuance	\$ 16,944	\$ 5.96

The City has not reported a municipal advisor. Municipal advisors have a fiduciary responsibility to the City. Underwriters have no fiduciary responsibility to the City. They represent the interests of their firm and are not required to act in the City's best interest without regard to their own or other interests. The City prepared the Plan with the assistance of the Tennessee Municipal Bond Fund.

This report of the Office of State and Local Finance does not constitute approval or disapproval by the Office for the Plan or a determination that a refunding is advantageous or necessary nor that any of the refunded obligations should be called for redemption on the first or any subsequent available redemption date or remain outstanding until their respective dates of maturity. This report is based on information as presented in the Plan by the City. The assumptions included in the City's Plan may not reflect either current market conditions or market conditions at the time of sale.

If not all of the Refunded Bonds are refunded as a part of the Refunding Bonds, and the City wishes to refund them in a subsequent bond issue, then a new plan will have to be submitted to this Office for review.



Sandra Thompson
Director of the Office of State and Local Finance
Date: August 22, 2016