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JUN 05 2013

State Form No. CT-0253

REPORT ON DEBT OBLIGATION
(Pursuant to Tennessee Code Annotated Section 9-21-151)

STATE AND LOCAL FINANCE

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MAY 30 2013

STATE AND LOCAL FINANCE

1. Public Entity:

Name: The Metropolitan Government of Nashville and Davidson County
Address: 1 Public Square, Suite 106
Nashville, Tennessee 37201
Water and Sewer Revenue Bonds, Series 2013

2. Debt Obligation:

- a. Bond [checked]
b. CON
c. BAN
d. GAN
e. TRAN
f. CRAN
g. Capital Lease
h. Loan Agreement

Note: Enclose a copy of the executed NOTE FORM if applicable.

5. Face Amount of Debt Obligation: \$237,930,000.00

Premium/Discount: \$30,039,289.50

6. Type of Sale:

- a. Competitive Public Sale
b. Informal Bid
c. Negotiated Sale [checked]
d. Loan Program

3. Security For Debt Obligation:

- a. General Obligation
b. General Obligation+Revenue+Tax
c. Revenue [checked]
d. TIF
e. Annual Appropriations

7. Tax Status:

- a. Tax Exempt [checked]
b. Tax Exempt - Bank Qualified
c. Taxable

8. Dated Date: 04/25/2013

9. Issue Date (Closing Date): 04/25/2013

4. Purpose of Issue:

- a. General Government %
b. Education %
c. Highways and Streets %
d. Public Safety %
e. Solid Waste Disposal %
f. Industrial Park %
g. Manufacturing Facilities %
h. Health Facilities %
i. Airports %
j. Utilities %
i. Water 25.00 % [checked]
ii. Sewer 75.00 % [checked]
iii. Electric %
iv. Gas %
k. Refunding or Renewal %
l. Other %

10. Ratings:

- a. Moody's Aa3
b. Standard & Poor's AA-
c. Fitch
d. Unrated

11. Interest Cost:

3.825779 % [checked]
a. TIC
b. NIC
c. Variable: Index plus bps
d. Other

12. Recurring Costs:

- a. Remarketing Agent (bps)
b. Liquidity (bps)
c. Credit Enhancements (bps)

15. Itemized Description of the Cost of Issuance

(Round to Nearest Dollar)

		Name of Firm
a. Financial Advisor Fees*	\$148,965.00	FirstSouthwest Company
b. Legal Fees:		
i. Bond Counsel	\$150,000.00	Bass, Berry & Sims, PLC
ii. Issuer's Counsel		
iii. Trustee's Counsel		
c. Paying Agent Fees and Registration Fees	\$1,500.00	Deutsche Bank
d. Trustee Fees		
e. Remarking Agent Fees		
f. Liquidity Fees		
g. Rating Agency Fees	\$141,000.00	Moody's, S&P
h. Credit Enhancement Fees		
i. Underwriter's Discount <u>0.47</u> %	\$1,116,934.00	Morgan Stanley
i. Take Down		
ii. Management Fee		
iii. Risk Premium		
iv. Underwriter's Counsel		
v. Other Expenses		
j. Printing and Advertising Fees	\$5,000.00	ImageMaster
k. Issuer Fees		
l. Real Estate Fees		
m. Bank Closing Costs		
n. Other Costs	\$28,535.00	Miscellaneous expenses
Total Costs	\$1,591,934.00	

*If other costs are included, please itemize

Note: Enclose a copy of the DISCLOSURE DOCUMENT/ OFFICIAL STATEMENT if applicable.

16. Description of Continuing Disclosure Obligations

(Use additional pages if necessary)

Individual Responsible for Completion:
Date Annual Disclosure is due:

Lannie Holland

Not later than one year after the end of the

Fiscal Year, commencing with Fiscal Year ending June 30, 2013. See attached continuing disclosure certificate. A copy of the Official Statement for the Bonds, which includes a form of the continuing disclosure certificate, can be accessed online at <http://emma.msrb.org/EP758269-EP588118-EP989636.pdf>.

17. Description of Compliance with Written Debt Management Policy:

(Use additional pages if necessary)

- Purpose of debt: to fund capital projects, retire bond anticipation notes, fund a reserve fund and pay costs of issuance, as permitted by state law and sections of policy, including "Types of Debt - Structure"
- Security: Bonds are secured by water and sewer revenues, as permitted by section entitled "Types of Debt - Structure".
- Structure/Term: Term and maturities of the Bonds comply with "Duration" and "Bond Structure" sections of policy
- Method of sale: Bonds were sold by negotiated sale as permitted by section of policy entitled "Issuance Process"
- Professionals: All professionals involved with the issuance of the Bonds were hired in accordance with the section of the policy entitled "Professionals/Consultants"

18. (If any) Description of Derivative and Compliance with Written Derivative Management Policy:

(Use additional pages if necessary)

N/A

19.



Authorized Representative
Mayor

Title
04/25/2013

Date
mayor@nashville.gov
Email

Jeffrey A. Oldham

Preparer
Member

Title
Bass, Berry & Sims PLC

Firm
04/25/2013
Date
joldham@bassberry.com
Email

20.

Submitted to Governing Body on 5/21/13 and presented at its public meeting held on 5/21/13

COPY TO: Director - Office of State and Local Finance, 505 Deaderick Street, Suite 1600,
James K. Polk State Office Building, Nashville TN 37243-1402

Attachment to State Form No. CT-0253
of The Metropolitan Government of Nashville and Davidson County

Water and Sewer Revenue Bonds, Series 2013

Box 13:

<u>Year</u>	<u>Principal Amount</u>	<u>Annual Interest Rate</u>
2022	\$ 525,000	3.000%
2022	5,730,000	5.000
2023	3,000,000	3.000
2023	3,540,000	5.000
2024	6,845,000	5.000
2025	7,195,000	5.000
2026	7,565,000	5.000
2027	7,950,000	5.000
2028	8,280,000	3.250
2029	8,635,000	5.000
2030	9,075,000	5.000
2031	9,540,000	5.000
2032	10,030,000	5.000
2033	10,545,000	5.000
2040	89,450,000	5.000
2043	50,025,000	4.000

The weighted average maturity for the Bonds is 21.2942 years.

Box 14: Below are the remaining repayment schedules:

Year	This Issue		Total Debt Outstanding	
	Cum. Principal Redeemed	% Total	Cum. Principal Redeemed	% Total
31	\$237,930,000.00	100%	827,450,000	100%

Box 15: Below is an itemization of the Underwriter's Discount:

Underwriter's Discount	\$/1000	Amount
Average Takedown	4.04310	961,975.00
Management Fee	0.25218	60,000.00
Underwriter's Counsel	0.25218	60,000.00
Internet Road Show	0.03152	7,500.00
IPREO Order Monitor	0.00458	1,088.75
CUSIP	0.00303	722.00
DTC Charges	0.00210	500.00
Misc	0.00630	1,500.00
Dalnet Wire Fees	0.00082	195.98
Day Loan	0.03128	7,443.59
Dalnet	0.06728	16,009.06
	4.69438	1,116,934.38