REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY (MSCAA) July 26, 2018

CALL TO ORDER

APPROVAL OF BOARD MEETING MINUTES June 21, 2018

RECOGNITION OF VISITORS, OTHERS

Resolutions for Approval This Month


2. Approval of Agreement– Sole Source Vendor American Association of Airport Executives (AAAE) for Training Courses via the Interactive Employee Training System (IET)

3. Approval of Agreement- Marketing Partnership w/Memphis Grizzlies

4. Approval of Amendment No. 1 – Elevator Modernizations/Construction – Grinder Taber & Grinder, Inc.

5. Resolution Authorizing and Providing for the Issuance and Sale of One or More Series of Airport Revenue Bond In an Aggregate Principal Amount Not to Exceed $200,000,000; Approving the Preparation and the Distribution of Preliminary Official Statement with Respect to the Aforesaid Series of Bonds and Authorizing the Preparation and Distribution of Official Statement with Respect to the Aforesaid Series of Bonds; Prescribing Certain Details of Such Series of Bonds; Authorizing the Execution and Delivery of a Bond Purchase Agreement with Underwriters to Be Selected by the Authority for the Purchase of the Aforesaid Series of Bonds; Authorizing the Purchase of a Bond Insurance Policy, Debt Service Reserve Fund Policy or Surety Bond and Agreements in Connection with the Aforesaid Series of Bonds; Making Certain Findings and Determinations with Respect to the Issuance of the Aforesaid Series of Bonds; and Certain Other Matters Related Thereto;

Division Reports

TREASURER and PROPERTIES REPORTS
    Forrest Artz, Vice President of Finance and Administration/CFO

OPERATIONS REPORT
    Terry Blue, Vice President of Operations

INFORMATION ITEMS

NEXT BOARD MEETING – August 16, 2018
RESOLUTION

WHEREAS, in accordance with state law requirements, the Memphis-Shelby County Airport ("Authority") is authorized by the public purchasing provisions of state law to participate in the cooperative purchasing of supplies and/or services; and,

WHEREAS, by Resolution #14-4684, dated, September 18, 2014, the Authority approved purchases pursuant to the Joint Exercise of Powers Agreement ("Agreement") with the National Joint Powers Alliance ("NJPA"); and,

WHEREAS, pursuant to this Agreement, the Authority desires to purchase two (2) multi-tasking snow removal vehicles to be utilized primarily in winter operations to clear airfield pavements; and,

WHEREAS, the purchase of the two (2) vehicles will be under NJPA Contract Number 080114-MBC with M-B Companies, Inc.; and,

WHEREAS, the purchase of the multi-tasking snow removal vehicles under the NJPA Contract referenced above is priced as follows:

<table>
<thead>
<tr>
<th>UNIT PRICE</th>
<th>QUANTITY</th>
<th>TOTAL PURCHASE PRICE</th>
</tr>
</thead>
<tbody>
<tr>
<td>$727,297.78</td>
<td>2</td>
<td>$1,454,595.56</td>
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</tbody>
</table>

WHEREAS, Airport Management recommends approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to execute a contract with M-B Companies, Inc. as herein described, cost to be paid from MSCAA Operating Funds or any other funds as identified by the CFO.

# 07-26-18
RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Authority") currently utilizes an Interactive Employee Training (IET) System at Memphis International Airport; and,

WHEREAS, on September 24, 2004 by Resolution # 04-4295, the Board of Commissioners of the Authority, approved the purchase and installation of the IET System as a sole source from the American Association of Airport Executives (AAAE); and,

WHEREAS, on February 22, 2018 by Resolution # 18-4823, the Board of Commissioners of the Authority, approved a complete upgrade of the IET System to allow for new software and training programs; and,

WHEREAS, as the IET system is proprietary, the Authority has determined that AAAE is the sole source provider of this and future upgrades to the IET Learning Suite in accordance with Authority policy; and,

WHEREAS, the Authority desires to purchase additional training courses to include Federal Aviation Regulation Part 139, American Disabilities Act, and Active Shooter training programs; and,

WHEREAS, the cost of the additional training modules to the IET Learning Suite, as reference above, are $127,000; and,

WHEREAS, Airport Management recommends approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to execute an agreement with America Association of
Airport Executives as herein described, with cost to be paid from Authority's Annual Operating Funds or any other funds as identified by the CFO.

# 07-26-18
RESOLUTION

WHEREAS, by Resolution No. 14-4683, adopted by the Memphis-Shelby County Airport Authority ("Authority") Board of Commissioners on September 18, 2014, the Authority was authorized to execute a three-year contract with RedRover Company Memphis, LLC ("RedRover") to provide Public Relations and Marketing Services; and,

WHEREAS, by Resolution No. 15-4712, adopted by the Board on April 16, 2015, the Authority was authorized to execute a three-year contract with the Memphis Basketball, Inc. d/b/a the "Memphis Grizzlies" for a marketing partnership; and,

WHEREAS, the Authority would like to continue to increase the public’s understanding of the future vision for Memphis International Airport ("MEM" and "Airport") and promote the addition of new affordable flight options with a concentrated targeted marketing approach; and,

WHEREAS, the Authority recognizes that such marketing is in support of efforts to drive additional passenger traffic through MEM which benefits MEM and the mid-south by providing added incentive for additional airlines to consider the Airport, and for those airline partners already providing air service at MEM to consider additional flight options; and,

WHEREAS, as part of a multi-year comprehensive marketing plan, RedRover has recommended and negotiated to continue the marketing partnership agreement with the Memphis Grizzlies NBA team to assist the Authority in meeting this objective; and,
WHEREAS, the Memphis Grizzlies are the only major league sports franchise in the Memphis area and as such are considered a single source for this type of targeted market partnership agreement; and,

WHEREAS, the proposed agreement will offer the Grizzlies exposure opportunities against a target market that aligns well with the Airport’s target; supportive cross-channel social media marketing; and Grizzlies.com and email advertising; as well as in-arena advertising that includes video board marketing and program advertising; and,

WHEREAS, Authority management recommends entering into a three-year agreement with the Memphis Grizzlies with a first year cost of $98,000, $107,000 in year two, and $110,250 in year three, to be effective immediately and ending on June 30, 2021;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to execute a marketing partnership agreement with the Memphis Grizzlies as set forth herein and pay for the same from the Authority’s annual operating budget.

# 07/26/18
RESOLUTION

WHEREAS, pursuant to public advertisement, bids were received on March 22, 2018 by the Memphis-Shelby County Airport Authority ("Authority") for the project described as:

ELEVATOR MODERNIZATIONS – CONSTRUCTION
MSCAA PROJECT NO. 14-1379-22-01

WHEREAS, Airport Management’s Capital Program Executive Staff, by action taken on May 1, 2018, approved the Contract with Grinder Taber & Grinder, Inc., which was executed and dated May 22, 2018; and,

WHEREAS, the original agreement’s scope of services included upgrades to one (1) existing terminal elevator unit. The improvements include, but are not limited to, jack replacement, controller/programmer replacement, hall button replacements, door operator replacement, new audible signal, new hands-off phone, interlock replacement, new emergency lighting, new wiring and electrical interconnections, light demolition and door/frame modification and other efforts as required; and,

WHEREAS, it is now Airport Management’s desire to implement Contract Amendment No. 1 to accept bid Alternates #1, #2, and #3 for refurbishment of three (3) additional terminal elevators. The scope of work generally consists of operational and safety upgrades to existing terminal elevator units. The improvements may include, but are not limited to, jack replacement, controller/programmer replacement, hall button replacements, door operator replacement, new audible signal, new hands-off phone, interlock replacement, new emergency lighting, new wiring and electrical interconnections, light demolition and door/frame modification and other efforts as required; and,
WHEREAS, Alternates #1, #2, and #3, included in Amendment No. 1, are as follows:

<table>
<thead>
<tr>
<th>Alternate</th>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alternate #1</td>
<td>#15, &quot;A Terminal&quot;</td>
<td>$238,579.00</td>
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<tr>
<td>Alternate #2</td>
<td>#14, &quot;C Terminal&quot;</td>
<td>$186,828.00</td>
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<tr>
<td>Alternate #3</td>
<td>#25, &quot;Freight&quot;</td>
<td>$79,461.00</td>
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TOTAL AMOUNT OF ALTERNATES $504,868.00

WHEREAS, Management proposes to amend the contract as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Original Contract Amount</td>
<td>$350,433.00</td>
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<tr>
<td>Amendment No. 1</td>
<td>$504,868.00</td>
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</tbody>
</table>

TOTAL AMENDED CONTRACT AMOUNT $855,301.00

and,

WHEREAS, Airport Management’s Capital Program Executive Staff, by action taken July 2, 2018, recommends approval of Amendment No. 1 to Contract Agreement 14-1379-22-01; and,

WHEREAS, the Airport Authority’s Capital Program Executive Staff recommends an Initial Contingency Amount (ICA) in the amount of $50,486.80 (10%) for the project, which accordance with Policy 701, requires approval of the President and CEO and the Board; and,

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 8% for the full term of this contract; and,

WHEREAS, Grinder Taber & Grinder, Inc., a local prime contractor, is using a local certified DBE subcontractor totaling 12% of the project, which will total $44,500.00 on this Amendment No. 1; and,

WHEREAS, Airport Management recommends approval;
NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, Memphis-Shelby County Airport Authority, that the President and CEO or his designee, is hereby authorized to execute Amendment No. 1 to Contract Agreement 14-1379-22-01 with Grinder Taber & Grinder, Inc., and hereby approves the increase in the Initial Contingency Amount, as herein described, cost to be paid from Capital Outlay Carryover funds.

# 07-26-18
RESOLUTION NO. 18-____

MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

RESOLUTION AUTHORIZING AND PROVIDING FOR
THE ISSUANCE AND SALE OF ONE OR MORE SERIES
OF AIRPORT REVENUE BONDS IN AN AGGREGATE
PRINCIPAL AMOUNT NOT TO EXCEED $200,000,000;
APPROVING THE PREPARATION AND DISTRIBUTION
OF PRELIMINARY OFFICIAL STATEMENT WITH
RESPECT TO THE AFORESAID SERIES OF BONDS AND
AUTHORIZING THE PREPARATION AND
DISTRIBUTION OF OFFICIAL STATEMENT WITH
RESPECT TO THE AFORESAID SERIES OF BONDS;
PRESCRIBING CERTAIN DETAILS OF SUCH SERIES OF
BONDS; AUTHORIZING THE EXECUTION AND
DELIVERY OF A BOND PURCHASE AGREEMENT WITH
UNDERWRITERS TO BE SELECTED BY THE
AUTHORITY FOR THE PURCHASE OF THE AFORESAID
SERIES OF BONDS; AUTHORIZING THE PURCHASE OF
A BOND INSURANCE POLICY, DEBT SERVICE
RESERVE FUND POLICY OR SURETY BOND AND
AGREEMENTS IN CONNECTION WITH THE
AFORESAID SERIES OF BONDS; MAKING CERTAIN
FINDINGS AND DETERMINATIONS WITH RESPECT TO
THE ISSUANCE OF THE AFORESAID SERIES OF
BONDS; AND CERTAIN OTHER MATTERS RELATED
THERETO

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE MEMPHIS-
SHELBY COUNTY AIRPORT AUTHORITY:

SECTION 1. Definitions. Unless the context shall clearly indicate some other
meaning, all words and terms used in this resolution (including, without limitation, in the next
paragraph hereof) which are defined in Resolution No. 88-3227 of the Authority adopted by the
Board on January 29, 1988, as amended by Resolution No. 96-3985 adopted by the Board on
October 17, 1996, and by Resolution No. 09-4489 adopted by said Board on November 19, 2009
(the “Resolution”) shall have the meanings given to them in the Resolution.

Unless the context shall clearly indicate some other meaning, the following terms
shall, for all purposes of the Resolution and of any resolution supplemental thereto (including for
all purposes of this Nineteenth Supplemental Resolution) and for all purposes of any opinion or
instrument or other document therein or herein mentioned, have the following meanings:
“Authorized Denominations” shall mean, with respect to the Series 2018 Bonds, the denominations in which the Series 2018 Bonds may be issued as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Certificate of Determination” shall mean, with respect to the Series 2018 Bonds, a certificate in a form similar to that attached hereto as Schedule 1 and signed by the Designated Financial Officer upon the sale of the Series 2018 Bonds setting forth matters to be therein determined pursuant to this Nineteenth Supplemental Resolution. The Certificate of Determination shall be deemed a part of and incorporated into the Nineteenth Supplemental Resolution.

“Debt Service Reserve Account Requirement” shall mean, with respect to the Series 2018 Bonds, the amount determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Designated Financial Officer” shall mean the President and Chief Executive Officer or the Vice President of Finance and Administration/Chief Financial Officer of the Authority.

“Nineteenth Supplemental Resolution” shall mean this resolution.

“Interest Payment Date” shall mean, with respect to the Series 2018 Bonds, the interest payment dates for the Series 2018 Bonds as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Maturity Date” shall mean, with respect to the Series 2018 Bonds, the maturity date for the Series 2018 Bonds as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Project” shall have the meaning set forth in Section 2 hereof.

“Purchaser” shall mean, with respect to the Series 2018 Bonds, any purchaser or purchasers of the Series 2018 Bonds designated by the Designated Financial Officer and set forth in the Certificate of Determination.

“Record Date” shall mean, with respect to the Series 2018 Bonds, the record date as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

“Series 2018 Bonds” shall mean Bonds of the Series of Bonds issued pursuant to Section 2 hereof at any time outstanding, with such definition to be equally applicable to both the singular and plural form of such term.

Unless or except as the context shall indicate otherwise or may otherwise require, in this Nineteenth Supplemental Resolution: (i) all references to a particular section or subdivision of the Resolution, or this Nineteenth Supplemental Resolution, as the case may be, are to the corresponding section or subdivision of the Resolution or this Nineteenth Supplemental Resolution, only, as the case may be; (ii) the terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof” and any similar terms, refer to this Nineteenth Supplemental
Resolution only, and to this Nineteenth Supplemental Resolution as a whole and not to any particular section or subdivision hereof; (iii) the terms “therein”, “thereunder”, “thereby”, “thereto”, “thereof” and any similar terms, refer to the Resolution only, and to the Resolution as a whole and not to any particular section or subdivision thereof; and (iv) the term “heretofore” means before the time of effectiveness of this Nineteenth Supplemental Resolution and the term “hereafter” means after the time of such effectiveness.

SECTION 2. The Project. There is hereby authorized, ratified, confirmed and approved the undertaking of the Project. The Project is defined as and shall mean the terminal and concourse improvements at the Airport, including, but not limited to, the modernization of Concourse B, including the redesign, reconstruction and expansion of the southeast leg of Concourse B with additional passenger amenities such as higher ceilings, increased natural lighting, wider corridors and larger gate areas, new concessions, moving walkways, additional seating, children’s play area, military lounge, and charging stations, and bringing Concourse B up to modern seismic standards, and other related facilities, equipment and improvements. The Project has a reasonably expected average economic life of at least 31 years.

SECTION 3. Series 2018 Bonds. Pursuant to and under the authority of the Metropolitan Airport Authority Act and Section 2.2 of the Resolution, for the purpose of funding all or a portion of the Costs of Construction of the Project, there are hereby authorized to be issued under and secured by the Resolution a Series of Bonds in the aggregate principal amount of not to exceed Two Hundred Million Dollars ($200,000,000) consisting of Airport Revenue Bonds, Series 2018. The Series 2018 Bonds shall be dated their date of issuance and shall be in such principal amount, be issued in Authorized Denominations, bear interest at such rate or rates per annum payable on Interest Payment Dates, be subject to optional or mandatory redemption or tender for purchase, and shall mature on the Maturity Date in each of the years and in the principal amounts, all as determined by the Designated Financial Officer and set forth in the Certificate of Determination. To the extent determined by the Designated Financial Officer and set forth in the Certificate of Determination, the Series 2018 Bonds may be issued in several Series, in which case the Series designation for each such separate Series shall distinguish each such Series and shall be as determined by the Designated Financial Officer and set forth in the Certificate of Determination.

The Series 2018 Bonds will be issued as fully registered bonds in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”) as registered owner of the Series 2018 Bonds and immobilized in the custody of DTC. One fully registered Series 2018 Bond for the principal amount of each maturity of each series will be registered to Cede & Co. Beneficial owners of Series 2018 Bonds will not receive physical delivery of certificates. Individual purchases of Series 2018 Bonds may be made in book-entry form only in principal amounts of Authorized Denominations. Principal, premium, if any, and interest payments on the Series 2018 Bonds will be made by wire transfer to DTC or its nominee as registered owner of such Series 2018 Bonds, which will in turn remit such payments to the DTC participants for subsequent disbursal to the beneficial owners of the Series 2018 Bonds. Transfer of principal, premium, if any, and interest payments to DTC participants will be the responsibility of DTC. Transfers of such payments to beneficial owners of the Series 2018 Bonds by DTC participants will be the responsibility of such participants and other nominees of such beneficial owners. Transfers of ownership interests in the Series 2018 Bonds will be
accomplished by book entries made by DTC and, in turn, by the DTC participants who act on behalf of the indirect participants of DTC and the beneficial owners of the Series 2018 Bonds.

The Authority will not be responsible or liable for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC, its participants or persons acting through such participants or for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owner of the Series 2018 Bonds.

Series 2018 Bonds certificates ("Replacement Bonds") will be issued directly to owners of Series 2018 Bonds other than DTC, or its nominee, but only in the event that:

(i) DTC determines not to continue to act as securities depository for the Series 2018 Bonds; or

(ii) the Authority has advised DTC of its determination that DTC is incapable of discharging its duties; or

(iii) the Authority has determined that it is in the best interests of the Authority not to continue the book-entry system of transfer or that the interests of the beneficial owners of the Series 2018 Bonds might be adversely affected if the book-entry system of transfer is continued.

Upon occurrence of the event described in (i) or (ii) above, the Authority shall attempt to locate another qualified securities depository. If the Authority fails to locate another qualified securities depository to replace DTC, the Authority shall execute and deliver Replacement Bonds in certificate form to the beneficial owners of the Series 2018 Bonds or their nominees. In the event the Authority makes the determination noted in (iii) above (the Authority undertakes no obligation to make any investigation to determine the occurrence of any events that would permit the Authority to make any such determination), the Authority shall execute and deliver Replacement Bonds in certificate form to the beneficial owners of the Series 2018 Bonds or their nominees. Principal of and interest on the Replacement Bonds shall be payable by check or draft mailed to each owner of such Replacement Bond at the address of such owner as it appears in the books of registry kept pursuant to Section 2.5 of the Resolution, and such Replacement Bonds will be transferable in accordance with Section 2.5 of the Resolution. In the event Replacement Bonds are issued and delivered to Bondholders, payment of interest may thereafter be made by wire transfer to any Bondholder of more than $1,000,000 principal amount of such Replacement Bonds. If the Authority has designated in the Replacement Bonds an agent for the payment of principal and interest on the Series 2018 Bonds and further designated such agent as Registrar such agent and registrar shall authenticate such Replacement Bonds.

The principal of and premium (if any) on the Series 2018 Bonds shall be payable at the office of the Authority, or an agent of the Authority if designated in the Replacement Bonds. Interest on the Series 2018 Bonds shall be payable by check or draft mailed by the Authority, or an agent of the Authority if designated in the Replacement Bonds. Such payments will be made to the registered owners of record as of the close of business on the Record Date at their addresses as they appear on the books of registry kept pursuant to Section 2.5 of the Resolution provided that so long as such Series 2018 Bonds are registered to Cede & Co. such payment of interest may be made by wire transfer. The Authority shall act as Registrar for the
Series 2018 Bonds in accordance with Section 2.5 of the Resolution unless otherwise provided in the Replacement Bonds. The Series 2018 Bonds shall bear interest from the interest payment date to which interest has been paid next preceding the authentication date or if not authenticated the date of transfer and exchange unless (1) the authentication date, or if not authenticated the date of transfer and exchange, is also an interest payment date to which interest has been paid, in which event the Series 2018 Bonds shall bear interest from such authentication date or date of transfer and exchange, or (2) the authentication date, or if not authenticated the date of transfer and exchange, is prior to dated date, in which event the Series 2018 Bonds shall bear interest from their date, or (3) the authentication date, or if not authenticated the date of transfer and exchange, is after a Record Date and prior to the next succeeding interest payment date, in which event the Series 2018 Bonds shall bear interest from the next succeeding interest payment date.

The Series 2018 Bonds maturing in the years designated by the Designated Financial Officer in the Certificate of Determination shall be subject to redemption prior to maturity, at the option of the Authority, on and after the date, at such times, in whole or in part, to be selected for redemption in such manner, and at such prices designated by the Designated Financial Officer in the Certificate of Determination.

The Series 2018 Bonds are subject to mandatory sinking fund redemption in part prior to maturity, at such time and in such amounts, as shall be determined by the Designated Financial Officer and set forth in the Certificate of Determination. The Authority shall cause to be deposited in the Airport Improvement Principal and Interest Fund amounts sufficient to redeem the principal amounts of the Series 2018 Bonds on the sinking fund payment dates as set forth in the Certificate of Determination, but only upon payment of the principal amount thereof from amounts required to be credited as sinking fund installments to the Sinking Fund Account in the Airport Improvement Bond Fund pursuant to Section 4.2 of the Resolution and Section 5 hereof, together with the interest accrued thereon to the date fixed for redemption.

In the event of the redemption of Series 2018 Bonds, (i) if less than all of a series of Series 2018 Bonds of a maturity are to be called for redemption, the Series 2018 Bonds of such maturity to be redeemed shall be selected by lot as provided in Section 2.4 of the Resolution, provided, however, that the Authority may select the particular sinking fund installments to which any optional redemption shall apply, and (ii) notice of such redemption shall be given, and such redemption shall have the effect, as is provided in said Section 2.4 of the Resolution.

If at the time of the giving of any notice of redemption there shall not be on deposit with the Paying Agent moneys sufficient to redeem all the Series 2018 Bonds called for redemption, the notice of redemption shall state that the redemption of such Series 2018 Bonds is conditional and subject to deposit of moneys with the Paying Agent sufficient to redeem all such Series 2018 Bonds not later than the opening of business on the redemption date, and that such notice shall be of no effect with respect to any of such Series 2018 Bonds for which moneys are not on deposit. If the amount on deposit with the Paying Agent, or otherwise available, is insufficient to pay the redemption price and accrued interest on the Series 2018 Bonds called for redemption on such date, the Paying Agent shall redeem and pay on such date an amount of such Series 2018 Bonds for which such moneys or other available funds are sufficient, selecting the maturities of Series 2018 Bonds to be redeemed and Series 2018 Bonds within a maturity to be redeemed by lot.
SECTION 4. Certificate of Determination. The Designated Financial Officer is hereby authorized and directed to determine (i) subject to the limitations set forth in Section 2 hereof, the aggregate principal amount, Series designations, the principal maturity dates and amounts, and sinking fund installments with respect to the Series 2018 Bonds, (ii) the interest rates or manner of determining the interest rates and amounts of original issue discount or premium for each maturity of the Series 2018 Bonds, and (iii) the Paying Agent and Registrar, the place or places of payment and registration, and (iv) the other matters in connection with the Series 2018 Bonds as set forth herein, all of the foregoing to be set forth in the Certificate of Determination; provided, that no maturity shall be more than thirty-one (31) years from the date of issuance of the Series 2018 Bonds.

The Series 2018 Bonds may be issued as Bonds bearing a fixed rate of interest; provided no interest rate per annum shall exceed the maximum interest rate permitted by law or be at a rate per annum resulting in a yield in excess of 8.5% per annum with respect to the Series 2018 Bonds, no amount of original issue discount shall exceed 5% of the principal amount of a maturity and no amount of premium shall exceed 30% of the principal amount of a maturity.

The Series 2018 Bonds shall be sold to the Purchasers for an aggregate price of not less than 97% of the principal amount thereof, as such principal amount may be reduced by any net original issue discount. The execution of the Certificate of Determination shall be conclusive evidence of the determination of terms and details of the Series 2018 Bonds.

SECTION 5. Forms of Series 2018 Bonds and Endorsement and Assignment Provisions. The form of Series 2018 Bond, the form of the certificate of authentication thereof, the form of endorsement to appear thereon and the form of assignment thereof shall be set forth in the Certificate of Determination. In case any one or more of the officers who shall have signed or sealed any of the Series 2018 Bonds shall cease to be such officer before the Series 2018 Bonds so signed and sealed shall have been delivered by the Authority, or an agent of the Authority if designated in the Replacement Bonds, such Series 2018 Bonds may, nevertheless, be delivered as herein provided, and may be issued as if the persons who signed or sealed such Series 2018 Bonds had not ceased to hold such offices. Any Series 2018 Bonds may be signed and sealed on behalf of the Authority by such persons as at the time of the execution of such Series 2018 Bonds shall be duly authorized or hold the proper office in the Authority, although at the date borne by the Series 2018 Bonds such persons may not have been so authorized or have held such office.

If Replacement Bonds are issued and if the Authority designates in the Replacement Bonds a Paying Agent and Registrar for such Replacement Bonds, the Series 2018 Bonds shall bear thereon a certificate of authentication in the form set forth in the Certificate of Determination executed manually by an authorized officer of the Registrar as registration agent for the Authority. If a certificate of authentication is so required only such Series 2018 Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under the Resolution and this Nineteenth Supplemental Resolution and no Series 2018 Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by an authorized officer of the Registrar. Any such certificate of the Registrar upon any Bond executed on behalf of the Authority shall be conclusive evidence that the Series 2018 Bond so authenticated has been duly authenticated and delivered under the Resolution and this
Nineteenth Supplemental Resolution and that the holder of such Series 2018 Bond is entitled to the benefits and security of the Resolution and this Nineteenth Supplemental Resolution.

SECTION 6. Interest Account Credits, Serial Principal Account Credits, Sinking Fund Account Credits and Debt Service Reserve Account Credits for Series 2018 Bonds.

Interest Account Credits. In order to provide for the payment of the interest on the Series 2018 Bonds, monthly credits shall be made to the Interest Account for the Series 2018 Bonds hereby created in the Airport Improvement Bond Fund, from the moneys, in the amounts and at the times required by Section 4.2 of the Resolution. In making such credits, consideration shall be given to and allowance made for the amounts credited to said Interest Account of accrued interest, if any, credited to such Interest Account in the Certificate of Determination.

Serial Principal Account Credits. For the purpose of paying the principal of the Series 2018 Bonds issued in serial form, if any, monthly credits shall be made to the Serial Principal Account, created by Section 4.2 of the Resolution in the Airport Improvement Bond Fund, from the moneys, in the amounts and at the times required by said Section 4.2 of the Resolution and commencing on the last business day of the month which is twelve (12) months prior to the first principal payment date of the Series 2018 Bonds.

Sinking Fund Account Credits. For the purpose of retiring the Series 2018 Bonds being issued in the form of term bonds, if any, monthly credits shall be made, commencing with the last business day of the month which is twelve (12) months prior to the first mandatory retirement of any term bond, and on the last business day of each month thereafter so long as any of the Series 2018 Bonds issued as term bonds remain outstanding, to the Sinking Fund Account created by Section 4.2 of the Resolution in the Airport Improvement Bond Fund, from the moneys, in the amounts and at the times required by Section 4.2 of the Resolution.

The amounts of moneys credited to the Sinking Fund Account for the purpose of providing for the retirement of the Series 2018 Bonds issued as term bonds, shall, without further authorization or direction, be applied by the Authority to the redemption of the Series 2018 Bonds on the dates designated by the Designated Financial Officer in the Certificate of Determination, provided that any amounts which are applied on the due date or dates of the term bonds to the retirement of the Series 2018 Bonds maturing on such date or dates shall be applied to such retirement without the calling of such Series 2018 Bonds for redemption on such date or dates.

The Authority, without further authorization or direction, may also apply the moneys credited to this Account for the retirement of the Series 2018 Bonds maturing on the due date or dates of the term bonds to the purchase of the Series 2018 Bonds of such maturities, such maturity or purchases to be made in accordance with the provisions of Section 4.2 of the Resolution applicable to the purchase of Bonds from moneys on credit to the Sinking Fund Account in the Airport Improvement Bond Fund.

Debt Service Reserve Account. There is hereby created a separate account in the Airport Improvement Bond Fund for the Series 2018 Bonds, to be known and designated as the “Debt Service Reserve Account, Series 2018” (referred to herein as the “Debt Service Reserve Account”), the moneys on credit to which shall constitute reserves for the payment of the
principal of and interest and premium, if any, on the Series 2018 Bonds. Subject to the remaining provisions of this paragraph with respect to the credits to be made to such Debt Service Reserve Account, (i) the moneys on credit to such Debt Service Reserve Account, or a surety bond, insurance policy or letter of credit as hereinafter provided, shall always be maintained at an amount at least equal to the Debt Service Reserve Account Requirement for the Series 2018 Bonds in any Fiscal Year; (ii) if at any time the moneys on credit to a Debt Service Reserve Account are less than the Debt Service Reserve Account Requirement for the Series 2018 Bonds in any Fiscal Year the amount of the deficiency shall be restored from the first available moneys after payments to the Interest Accounts, Serial Principal Accounts and Sinking Fund Accounts taking into consideration amounts also required to be deposited into the Debt Service Reserve Accounts for other Series of Bonds; and (iii) if at any time and for so long as the moneys on credit to the Debt Service Reserve Account are at least equal to the Debt Service Reserve Account Requirement for the Series 2018 Bonds in any Fiscal Year, no further credits shall be made to such Account, and, notwithstanding the provisions of the Resolution, any amounts in excess of the Debt Service Reserve Account Requirement for the Series 2018 Bonds in any Fiscal Year may be transferred to the Revenue Fund, the Airports Improvement Fund, the Special Reserve Fund or the International Park Fund, as determined by the Authority, for use and application as are all other moneys on deposit therein.

The Authority may obtain a surety bond or bonds, an insurance policy or policies payable or a letter of credit to provide all or part of the Debt Service Reserve Requirement. The provisions pertaining to any such surety bond, insurance policy or a letter of credit shall be determined by the Designated Financial Officer and set forth in the Certificate of Determination.

SECTION 7. Construction Fund, Series 2018, and Accounts Therein. There is hereby created and established hereunder a separate special trust fund of the Authority, which fund shall be held and administered by the Construction Fund Trustee designated by the Designated Financial Officer and set forth in the Certificate of Determination (the “Construction Fund Trustee”), and be designated the “Memphis-Shelby County Airport Authority Construction Fund, Series 2018” (herein referred to as the “Construction Fund, Series 2018”). There are hereby created two accounts in the Construction Fund, Series 2018, one of which shall be known and designated as the “Construction Account, Series 2018” (hereinafter referred to as the “Construction Account, Series 2018”) and the other of which shall be known and designated as the “Construction Interest Account, Series 2018” (hereinafter referred to as the “Construction Interest Account, Series 2018”).

There shall be deposited in the Construction Fund, Series 2018 and credited to the Construction Account, Series 2018 and Construction Interest Account, Series 2018 the amounts determined by the Designated Financial Officer and set forth in the Certificate of Determination.

SECTION 8. Sale of the Series 2018 Bonds. The Board hereby authorizes and approves the entering into and the execution and delivery by the Designated Financial Officer of a Bond Purchase Agreement, between the Authority and the Purchaser, under which said Purchaser shall agree to purchase the Series 2018 Bonds under the terms provided therein, in such form as the officers executing the same shall approve upon the advice of counsel, such approval to be conclusively evidenced by their execution thereof. The Board hereby further ratifies, validates, confirms and approves said Bond Purchase Agreement and the terms, conditions and provisions thereof.
SECTION 9. Municipal Bond Insurance Policy; Debt Service Reserve Policy; Execution and Delivery of the Debt Service Reserve Fund Policy Agreement. The Authority is authorized to obtain from, and pay the required premium for, the municipal bond insurance policy from any insurance company selected by the Designated Financial Officer with respect to any of the Series 2018 Bonds. The Board hereby authorizes and approves obtaining a debt service reserve policy of surety in the amount of the Airport Improvement Reserve Account Requirement, and the payment of the required premium therefor, with respect to any of the Series 2018 Bonds and the entering into and the execution and delivery by the Designated Financial Officer of a debt service reserve fund policy agreement between the Authority and the insurance company in connection therewith, in such form as the officers executing the same shall approve upon the advice of counsel, such approval to be conclusively evidenced by their execution thereof; provided, however, no interest rate payable thereunder shall exceed the maximum interest rate permitted by law. The Board hereby further ratifies, validates, confirms and approves the debt service reserve fund policy agreement and the terms, provisions and conditions thereof.


SECTION 11. Official Statement. The Board hereby approves and ratifies the preparation and distribution of a preliminary official statement and a final official statement relating to any of the Series 2018 Bonds in such form as the Designated Financial Officer shall approve upon the advice of counsel and authorizes (a) the execution by the Designated Financial Officer of such final official statement, (b) the delivery of such preliminary official statement and final official statement as so executed to the Purchaser of any of the Series 2018 Bonds, and (c) the use of such preliminary official statement and final official statement by the Purchaser in effecting sales of any of the Series 2018 Bonds. The Designated Financial Officer is authorized to deem final the preliminary official statement for the purposes of SEC Rule 15c2-12.

SECTION 12. Findings and Determinations; Authority for This Nineteenth Supplemental Resolution; Series 2018 Bonds are “Bonds” under the Resolution. The Authority hereby finds and determines: (a) Airport Revenue Bonds or Airport Refunding Revenue Bonds, Series 2010A, Series 2010B, Series 2011A-I, Series 2011B, Series 2011C, Series 2011D and Series 2016A (the “Outstanding Bonds”) have been heretofore issued and are Outstanding under the Resolution; (b) the Series 2018 Bonds are issued under the authorization of Section 2.2 of the Resolution; (c) no default exists in the payment of the principal of or interest and premium (if any) on any Bond; and all payments required by law or agreement to have been made to the time of such finding or determination to the City of Memphis or the County of Shelby or any other municipality by reason of issuance of bonds, notes or other evidences of indebtedness of such city or county or other municipality for the Airport have been made; and (d) all provisions and conditions of the Metropolitan Airport Authority Act and the Resolution have been complied with in the issuance under said Act and the Resolution of the Series 2018 Bonds.

This Nineteenth Supplemental Resolution (1) supplements the Resolution; (2) is hereby found, determined and declared to constitute and to be a “Supplemental Resolution” within the meaning of the quoted words as defined and used in the Resolution; and (3) is adopted pursuant to and under the authority of the Resolution.
The Series 2018 Bonds are hereby found, determined and declared to be issued under the Resolution and to constitute and be "Bonds" within the meaning of the quoted words as defined and used in the Resolution. As more fully set forth in the Resolution, the Series 2018 Bonds: (i) shall be entitled to the benefits, security and protection of the Resolution, equally and ratably with one another, with the Outstanding Bonds and with any other Bonds hereafter issued thereunder; (ii) shall be payable as provided in the Resolution solely from the Revenues on a parity with one another, with the Outstanding Bonds and with all Bonds hereafter issued under the Resolution subject to the prior payment of the Costs of Operation and Maintenance; and (iii) shall be equally and ratably secured under the Resolution with one another, with the Outstanding Bonds and with all Bonds hereafter issued thereunder, without priority by reason of series, number, date of adoption of the Supplemental Resolution providing for the issuance thereof, date of Bonds, date of sale, date of execution, date of issuance, date of delivery, or otherwise, by the liens, pledges, charges and assignments created by the Resolution.

SECTION 13. Additional Findings and Determinations. The Authority further finds and determines: (a) the Resolution has not been amended or supplemented or rescinded since the adoption thereof except as provided herein and except by Supplemental Resolutions authorizing the issuance of the Outstanding Bonds; (b) there are not outstanding any bonds, notes or other evidences of indebtedness payable from and secured by a parity lien on or pledge or charge upon the Revenues other than Outstanding Bonds now Outstanding; (c) the Revenues are not encumbered by any parity lien and charge thereon or pledge thereof, other than the lien and charge thereon and pledge thereof created by the Resolution for the payment and security of the Bonds and (d) there does not exist an "Event of Default" as defined in Section 8.1 of the Resolution, nor does there exist any condition which, after notice and the passage of time, would constitute such an "Event of Default".

SECTION 14. Tax Covenants. To the extent the Series 2018 Bonds are issued as tax-exempt bonds, the Authority hereby covenants with the holders from time to time of the Series 2018 Bonds, that so long as any Series 2018 Bonds shall be Outstanding under the Resolution and through the date that the final rebate, if any, must be made to the United States in accordance with Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), it will comply with the provisions of Sections 103 and 141 through 150 of the Code and all regulations proposed and promulgated thereunder that must be satisfied in order that interest on the Series 2018 Bonds shall be and continue to be excluded from gross income for federal income tax purposes under said Section 103.

SECTION 15. CUSIP Identification Numbers. CUSIP identification numbers, at the sole option of the Authority, may be placed on the Series 2018 Bonds but neither the failure to place any such number on any Bond nor any inaccuracy, error or omission with respect thereto shall constitute cause for failure or refusal by the purchasers to accept delivery of and pay for the Series 2018 Bonds. No such CUSIP identification number shall constitute a part of the contract evidenced by the particular Series 2018 Bonds upon which it is imprinted and no liability shall attach to the Authority or any officer or agent thereof, including any registrar or paying agent for the Series 2018 Bonds, by reason of such numbers or any use made thereof, including any use thereof made by the Authority, any such officer or any such agent, or by reason of any inaccuracy, error or omission with respect thereto or in such use.
SECTION 16. Approvals. A Designated Financial Officer or the Secretary are hereby authorized to execute such further documents, tax certificate or agreement, federal tax and state filings, continuing disclosure undertaking, certificate or agreement, or a letter of representation with DTC or take any and all such further action as upon the advice of counsel to the Authority (a) he, she or they shall deem necessary or desirable in order to effectuate the issuance, delivery and payment of the Series 2018 Bonds in accordance with the terms of the Resolution and this Nineteenth Supplemental Resolution, or (b) may be reasonably required on the part of the Authority to carry out, give effect to and consummate the transactions contemplated hereby.


SECTION 18. Section Headings; Table of Contents. The headings or titles of the several sections hereof, and any table of contents appended thereto or to copies hereof, shall be solely for convenience of reference and shall not affect the meaning or construction, interpretation or effect of this Nineteenth Supplemental Resolution.

SECTION 19. Effectiveness of Nineteenth Supplemental Resolution. This Nineteenth Supplemental Resolution shall become effective upon its adoption.