

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

**1. Public Entity:**  
 Name: ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT  
 Address: BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE  
100 Peabody Place, Suite 1100, Memphis, TN 38103-3652  
 Debt Issue Name: Revenue Refunding Bond, Series 2019 (YMCA Projects)  
 If disclosing initially for a program, attach the form specified for updates, indicating the frequency required.

**2. Face Amount:** \$ 7,375,000.00  
 Premium/Discount: \$ \_\_\_\_\_

**3. Interest Cost:** 4.0635 %  Tax-exempt  Taxable  
 TIC  NIC  
 Variable: Index \_\_\_\_\_ plus \_\_\_\_\_ basis points; or  
 Variable: Remarketing Agent \_\_\_\_\_  
 Other: \_\_\_\_\_

**4. Debt Obligation:**  
 TRAN  RAN  CON  
 BAN  CRAN  GAN  
 Bond  Loan Agreement  Capital Lease  
 If any of the notes listed above are issued pursuant to Title 9, Chapter 21, enclose a copy of the executed note with the filing with the Office of State and Local Finance ("OSLF").

**5. Ratings:**  
 Unrated  
 Moody's \_\_\_\_\_ Standard & Poor's \_\_\_\_\_ Fitch \_\_\_\_\_

**6. Purpose:**

		<b>BRIEF DESCRIPTION</b>
<input type="checkbox"/> General Government	_____ %	_____
<input type="checkbox"/> Education	_____ %	_____
<input type="checkbox"/> Utilities	_____ %	_____
<input checked="" type="checkbox"/> Other	<u>100.00</u> %	<u>Refinancing 501(c)(3) facilities</u>
<input type="checkbox"/> Refunding/Renewal	_____ %	_____

**7. Security:**  
 General Obligation  General Obligation + Revenue/Tax  
 Revenue  Tax Increment Financing (TIF)  
 Annual Appropriation (Capital Lease Only)  Other (Describe): \_\_\_\_\_

**8. Type of Sale:**  
 Competitive Public Sale  Interfund Loan \_\_\_\_\_  
 Negotiated Sale  Loan Program \_\_\_\_\_  
 Informal Bid

**9. Date:**  
 Dated Date: 03/01/2019 Issue/Closing Date: 03/01/2019

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**10. Maturity Dates, Amounts and Interest Rates \*:**

Year	Amount	Interest Rate	Year	Amount	Interest Rate
	\$ See attached schedule	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%

If more space is needed, attach an additional sheet.

If (1) the debt has a final maturity of 31 or more years from the date of issuance, (2) principal repayment is delayed for two or more years, or (3) debt service payments are not level throughout the retirement period, then a cumulative repayment schedule (grouped in 5 year increments out to 30 years) including this and all other entity debt secured by the same source **MUST BE PREPARED AND ATTACHED**. For purposes of this form, debt secured by an ad valorem tax pledge and debt secured by a dual ad valorem tax and revenue pledge are secured by the same source. Also, debt secured by the same revenue stream, no matter what lien level, is considered secured by the same source.

\* This section is not applicable to the Initial Report for a Borrowing Program.

**11. Cost of Issuance and Professionals:**

No costs or professionals

	AMOUNT (Round to nearest \$)	FIRM NAME
Financial Advisor Fees	\$ 3,071	Echo Financial Products
Legal Fees	\$ 0	
Bond Counsel	\$ 30,000	Glankler Brown, PLLC
Issuer's Counsel	\$ 15,050	Farris Bobango, LLP
Trustee's Counsel	\$ 0	
Bank Counsel	\$ 0	
Disclosure Counsel	\$ 0	
YMCA Counsel	\$ 15,000	Evans Petree, P.C.
Paying Agent Fees	\$ 0	
Registrar Fees	\$ 0	
Trustee Fees	\$ 0	
Remarketing Agent Fees	\$ 0	
Liquidity Fees	\$ 0	
Rating Agency Fees	\$ 0	
Credit Enhancement Fees	\$	
Bank Closing Costs	\$ 15,746	First Tennessee Bank
Underwriter's Discount _____%		
Take Down	\$ 0	
Management Fee	\$ 0	
Risk Premium	\$ 0	
Underwriter's Counsel	\$ 0	
Other expenses	\$ 0	
Printing and Advertising Fees	\$ 2,670	Commercial Appeal
Issuer/Administrator Program Fees	\$ 11,375	EDGE
Real Estate Fees	\$ 8,607	Shelby County Register
Sponsorship/Referral Fee	\$ 0	
Other Costs _____	\$ 14,747	Title insurance, title search, UCC search, misc costs
<b>TOTAL COSTS</b>	<b>\$ 116,266</b>	

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**12. Recurring Costs:**

No Recurring Costs

	AMOUNT (Basis points/\$)	FIRM NAME (if different from #11)
Remarketing Agent	_____	_____
Paying Agent / Registrar	_____	_____
Trustee	_____	_____
Liquidity / Credit Enhancement	_____	_____
Escrow Agent	_____	_____
Sponsorship / Program / Admin	_____	_____
Other _____	_____	_____

**13. Disclosure Document / Official Statement:**

None Prepared

EMMA link \_\_\_\_\_ or

Copy attached \_\_\_\_\_

**14. Continuing Disclosure Obligations:**

Is there an existing continuing disclosure obligation related to the security for this debt?  Yes  No

Is there a continuing disclosure obligation agreement related to this debt?  Yes  No

If yes to either question, date that disclosure is due \_\_\_\_\_

Name and title of person responsible for compliance \_\_\_\_\_

**15. Written Debt Management Policy:**

Governing Body's approval date of the current version of the written debt management policy 11/19/2014

Is the debt obligation in compliance with and clearly authorized under the policy?  Yes  No

**16. Written Derivative Management Policy:**

No derivative

Governing Body's approval date of the current version of the written derivative management policy \_\_\_\_\_

Date of Letter of Compliance for derivative \_\_\_\_\_

Is the derivative in compliance with and clearly authorized under the policy?  Yes  No

**17. Submission of Report:**

To the Governing Body: on 03/15/2019 and presented at public meeting held on 03/20/2019

Copy to Director to OSLF: on 03/04/2019 either by:

Mail to: 505 Deaderick Street, Suite 1600  
James K. Polk State Office Building  
Nashville, TN 37243-1402

OR  Email to: [StateAndLocalFinance.PublicDebtForm@cot.tn.gov](mailto:StateAndLocalFinance.PublicDebtForm@cot.tn.gov)

**18. Signatures:**

	AUTHORIZED REPRESENTATIVE	PREPARER
Name	<u>Reid Dulberger</u>	<u>B. Douglas Earthman</u>
Title	<u>President</u>	<u>Member</u>
Firm	_____	<u>Glankler Brown, PLLC</u>
Email	_____	<u>dearthman@glankler.com</u>
Date	<u>03/01/2019</u>	_____

## AMORTIZATION SCHEDULE

<b>Principal</b> \$7,375,000.00	<b>Loan Date</b> 03-01-2019	<b>Maturity</b> 03-01-2029	<b>Loan No</b> TBD	<b>Call / Coll</b> 01E1 / OOSP	<b>Account</b>	<b>Officer</b> ***	<b>Initials</b>
References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item. Any item above containing "*****" has been omitted due to text length limitations.							

**Borrower:** YMCA of Memphis and the Mid-South

**Lender:** First Tennessee Bank National Association  
Commercial Banking Department-Memphis  
4385 Poplar Avenue  
Memphis, TN 38117  
(901) 681-2320

**Disbursement Date:** March 1, 2019  
**Interest Rate:** 3.970

**Repayment Schedule:** Balloon  
**Calculation Method:** 365/360 U.S. Rule

Payment Number	Payment Date	Payment Amount	Interest Paid	Principal Paid	Remaining Balance
1	04-01-2019	44,805.90	25,212.25	19,593.65	7,355,406.35
2	05-01-2019	44,805.90	24,334.14	20,471.76	7,334,934.59
3	06-01-2019	44,805.90	25,075.29	19,730.61	7,315,203.98
4	07-01-2019	44,805.90	24,201.13	20,604.77	7,294,599.21
5	08-01-2019	44,805.90	24,937.40	19,868.50	7,274,730.71
6	09-01-2019	44,805.90	24,869.47	19,936.43	7,254,794.28
7	10-01-2019	44,805.90	24,001.28	20,804.62	7,233,989.66
8	11-01-2019	44,805.90	24,730.20	20,075.70	7,213,913.96
9	12-01-2019	44,805.90	23,866.03	20,939.87	7,192,974.09
<b>2019 TOTALS:</b>		<b>403,253.10</b>	<b>221,227.19</b>	<b>182,025.91</b>	
10	01-01-2020	44,805.90	24,589.98	20,215.92	7,172,758.17
11	02-01-2020	44,805.90	24,520.87	20,285.03	7,152,473.14
12	03-01-2020	44,805.90	22,874.01	21,931.89	7,130,541.25
13	04-01-2020	44,805.90	24,376.55	20,429.35	7,110,111.90
14	05-01-2020	44,805.90	23,522.62	21,283.28	7,088,828.62
15	06-01-2020	44,805.90	24,233.95	20,571.95	7,068,256.67
16	07-01-2020	44,805.90	23,384.15	21,421.75	7,046,834.92
17	08-01-2020	44,805.90	24,090.39	20,715.51	7,026,119.41
18	09-01-2020	44,805.90	24,019.57	20,786.33	7,005,333.08
19	10-01-2020	44,805.90	23,175.97	21,629.93	6,983,703.15
20	11-01-2020	44,805.90	23,874.57	20,931.33	6,962,771.82
21	12-01-2020	44,805.90	23,035.17	21,770.73	6,941,001.09
<b>2020 TOTALS:</b>		<b>537,670.80</b>	<b>285,697.80</b>	<b>251,973.00</b>	
22	01-01-2021	44,805.90	23,728.58	21,077.32	6,919,923.77
23	02-01-2021	44,805.90	23,656.53	21,149.37	6,898,774.40
24	03-01-2021	44,805.90	21,301.88	23,504.02	6,875,270.38
25	04-01-2021	44,805.90	23,503.88	21,302.02	6,853,968.36
26	05-01-2021	44,805.90	22,675.21	22,130.69	6,831,837.87
27	06-01-2021	44,805.90	23,355.40	21,450.50	6,810,387.17
28	07-01-2021	44,805.90	22,531.03	22,274.87	6,788,112.31
29	08-01-2021	44,805.90	23,205.91	21,599.99	6,766,512.31
30	09-01-2021	44,805.90	23,132.08	21,673.82	6,744,838.49
31	10-01-2021	44,805.90	22,314.17	22,491.73	6,722,346.76
32	11-01-2021	44,805.90	22,981.09	21,824.81	6,700,521.95
33	12-01-2021	44,805.90	22,167.56	22,638.34	6,677,883.61
<b>2021 TOTALS:</b>		<b>537,670.80</b>	<b>274,553.32</b>	<b>263,117.48</b>	
34	01-01-2022	44,805.90	22,829.09	21,976.81	6,655,906.80
35	02-01-2022	44,805.90	22,753.96	22,051.94	6,633,854.86
36	03-01-2022	44,805.90	20,483.87	24,322.03	6,609,532.83
37	04-01-2022	44,805.90	22,595.42	22,210.48	6,587,322.35
38	05-01-2022	44,805.90	21,793.06	23,012.84	6,564,309.51
39	06-01-2022	44,805.90	22,440.82	22,365.08	6,541,944.43
40	07-01-2022	44,805.90	21,642.93	23,162.97	6,518,781.46
41	08-01-2022	44,805.90	22,285.18	22,520.72	6,496,260.74
42	09-01-2022	44,805.90	22,208.19	22,597.71	6,473,663.03
43	10-01-2022	44,805.90	21,417.04	23,388.86	6,450,274.17
44	11-01-2022	44,805.90	22,050.97	22,754.93	6,427,519.24
45	12-01-2022	44,805.90	21,264.38	23,541.52	6,403,977.72
<b>2022 TOTALS:</b>		<b>537,670.80</b>	<b>263,764.91</b>	<b>273,905.89</b>	
46	01-01-2023	44,805.90	21,892.71	22,913.19	6,381,064.53
47	02-01-2023	44,805.90	21,814.38	22,991.52	6,358,073.01
48	03-01-2023	44,805.90	19,632.32	25,173.58	6,332,899.43
49	04-01-2023	44,805.90	21,649.72	23,156.18	6,309,743.25
50	05-01-2023	44,805.90	20,874.73	23,931.17	6,285,812.08
51	06-01-2023	44,805.90	21,488.75	23,317.15	6,262,494.93

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52	07-01-2023	44,805.90	20,718.42	24,087.48	6,238,407.45
53	08-01-2023	44,805.90	21,326.69	23,479.21	6,214,928.24
54	09-01-2023	44,805.90	21,246.42	23,559.48	6,191,368.76
55	10-01-2023	44,805.90	20,483.11	24,322.79	6,167,045.97
56	11-01-2023	44,805.90	21,082.73	23,723.17	6,143,322.80
57	12-01-2023	44,805.90	20,324.16	24,481.74	6,118,841.06
<b>2023 TOTALS:</b>		<b>537,670.80</b>	<b>252,534.14</b>	<b>285,136.66</b>	
58	01-01-2024	44,805.90	20,917.94	23,887.96	6,094,953.10
59	02-01-2024	44,805.90	20,836.28	23,969.62	6,070,983.48
60	03-01-2024	44,805.90	19,415.34	25,390.56	6,045,592.92
61	04-01-2024	44,805.90	20,667.53	24,138.37	6,021,454.55
62	05-01-2024	44,805.90	19,920.98	24,884.92	5,996,569.63
63	06-01-2024	44,805.90	20,499.94	24,305.96	5,972,263.67
64	07-01-2024	44,805.90	19,758.24	25,047.66	5,947,216.01
65	08-01-2024	44,805.90	20,331.22	24,474.68	5,922,741.33
66	09-01-2024	44,805.90	20,247.55	24,558.35	5,898,182.98
67	10-01-2024	44,805.90	19,513.15	25,292.75	5,872,890.23
68	11-01-2024	44,805.90	20,077.13	24,728.77	5,848,161.46
69	12-01-2024	44,805.90	19,347.67	25,458.23	5,822,703.23
<b>2024 TOTALS:</b>		<b>537,670.80</b>	<b>241,532.97</b>	<b>296,137.83</b>	
70	01-01-2025	44,805.90	19,905.56	24,900.34	5,797,802.89
71	02-01-2025	44,805.90	19,820.43	24,985.47	5,772,817.42
72	03-01-2025	44,805.90	17,825.18	26,980.72	5,745,836.70
73	04-01-2025	44,805.90	19,642.78	25,163.12	5,720,673.58
74	05-01-2025	44,805.90	18,925.89	25,880.01	5,694,793.57
75	06-01-2025	44,805.90	19,468.29	25,337.61	5,669,455.96
76	07-01-2025	44,805.90	18,756.45	26,049.45	5,643,406.51
77	08-01-2025	44,805.90	19,292.61	25,513.29	5,617,893.22
78	09-01-2025	44,805.90	19,205.39	25,600.51	5,592,292.71
79	10-01-2025	44,805.90	18,501.17	26,304.73	5,565,987.98
80	11-01-2025	44,805.90	19,027.95	25,777.95	5,540,210.03
81	12-01-2025	44,805.90	18,328.86	26,477.04	5,513,732.99
<b>2025 TOTALS:</b>		<b>537,670.80</b>	<b>228,700.56</b>	<b>308,970.24</b>	
82	01-01-2026	44,805.90	18,849.31	25,956.59	5,487,776.40
83	02-01-2026	44,805.90	18,760.57	26,045.33	5,461,731.07
84	03-01-2026	44,805.90	16,864.62	27,941.28	5,433,789.79
85	04-01-2026	44,805.90	18,576.01	26,229.89	5,407,559.90
86	05-01-2026	44,805.90	17,890.01	26,915.89	5,380,644.01
87	06-01-2026	44,805.90	18,394.33	26,411.57	5,354,232.44
88	07-01-2026	44,805.90	17,713.59	27,092.31	5,327,140.13
89	08-01-2026	44,805.90	18,211.42	26,594.48	5,300,545.65
90	09-01-2026	44,805.90	18,120.50	26,685.40	5,273,860.25
91	10-01-2026	44,805.90	17,447.69	27,358.21	5,246,502.04
92	11-01-2026	44,805.90	17,935.75	26,870.15	5,219,631.89
93	12-01-2026	44,805.90	17,268.28	27,537.62	5,192,094.27
<b>2026 TOTALS:</b>		<b>537,670.80</b>	<b>216,032.08</b>	<b>321,638.72</b>	
94	01-01-2027	44,805.90	17,749.75	27,056.15	5,165,038.12
95	02-01-2027	44,805.90	17,657.26	27,148.64	5,137,889.48
96	03-01-2027	44,805.90	15,864.66	28,941.24	5,108,948.24
97	04-01-2027	44,805.90	17,465.51	27,340.39	5,081,607.85
98	05-01-2027	44,805.90	16,811.65	27,994.25	5,053,613.60
99	06-01-2027	44,805.90	17,276.34	27,529.56	5,026,084.04
100	07-01-2027	44,805.90	16,627.96	28,177.94	4,997,906.10
101	08-01-2027	44,805.90	17,085.90	27,720.00	4,970,186.10
102	09-01-2027	44,805.90	16,991.13	27,814.77	4,942,371.33
103	10-01-2027	44,805.90	16,351.01	28,454.89	4,913,916.44
104	11-01-2027	44,805.90	16,798.77	28,007.13	4,885,909.31
105	12-01-2027	44,805.90	16,164.22	28,641.68	4,857,267.63
<b>2027 TOTALS:</b>		<b>537,670.80</b>	<b>202,844.16</b>	<b>334,826.64</b>	
106	01-01-2028	44,805.90	16,605.11	28,200.79	4,829,066.84
107	02-01-2028	44,805.90	16,508.70	28,297.20	4,800,769.64
108	03-01-2028	44,805.90	15,353.13	29,452.77	4,771,316.87
109	04-01-2028	44,805.90	16,311.28	28,494.62	4,742,822.25
110	05-01-2028	44,805.90	15,690.83	29,115.07	4,713,707.18
111	06-01-2028	44,805.90	16,114.34	28,691.56	4,685,015.62
112	07-01-2028	44,805.90	15,499.59	29,306.31	4,655,709.31
113	08-01-2028	44,805.90	15,916.06	28,889.84	4,626,819.47
114	09-01-2028	44,805.90	15,817.30	28,988.60	4,597,830.87
115	10-01-2028	44,805.90	15,211.15	29,594.75	4,568,236.12
116	11-01-2028	44,805.90	15,617.03	29,188.87	4,539,047.25
117	12-01-2028	44,805.90	15,016.68	29,789.22	4,509,258.03

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<b>2028 TOTALS:</b>		<b>537,670.80</b>	<b>189,661.20</b>	<b>348,009.60</b>	
118	01-01-2029	44,805.90	15,415.40	29,390.50	4,479,867.53
119	02-01-2029	44,805.90	15,314.92	29,490.98	4,450,376.55
120	03-01-2029	4,464,118.33	13,741.78	4,450,376.55	0.00
<b>2029 TOTALS:</b>		<b>4,553,730.13</b>	<b>44,472.10</b>	<b>4,509,258.03</b>	
<b>TOTALS:</b>		<b>9,796,020.43</b>	<b>2,421,020.43</b>	<b>7,375,000.00</b>	

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**NOTICE:** This is an estimated loan amortization schedule. Actual amounts may vary if payments are made on different dates or in different amounts.