File #: RS2021-906, **Version:** 2

Substitute resolution amending Resolution RS2015-1417 to extend the duration of the water and sewer extendable commercial paper program of The Metropolitan Government of Nashville and Davidson County.

WHEREAS, pursuant to the provisions of Title 9, Chapter 21, Tennessee Code Annotated (the "Act"), and Metropolitan County Council Resolution No. RS2015-1417, as heretofore amended by Metropolitan County Council Resolution No. RS2018-1253 (together, the "Extendable CP Resolution"), The Metropolitan Government of Nashville and Davidson County (the "Metropolitan Government") has heretofore authorized the issuance of up to $100 million at any time of water and sewer extendable commercial paper notes, provided that such notes finally mature no later than July 10, 2021;

WHEREAS, the Metropolitan Government desires to amend the Extendable CP Resolution to extend to January 1, 2026 the final maturity for such notes;

WHEREAS, the Extendable CP Resolution may be amended, pursuant to Section 6.0 I thereof, by extending the final maturity of the commercial paper notes insofar as such amendment does not affect the holders of any outstanding commercial paper notes, all of which mature prior to the current final maturity date.

NOW, THEREFORE, BE IT RESOLVED by the Metropolitan County Council of The Metropolitan Government of Nashville and Davidson County, as follows:

1. Final Maturity Date. The definition of Final Maturity date is hereby changed from July 10, 2021 to January 1, 2026.

2. Effective Date. This Resolution shall take effect immediately upon adoption.

3. Authorization of Additional Actions. That the officers of the Metropolitan Government are hereby authorized to take such actions, and execute and deliver such agreements and certificates, as may be necessary to effectuate the amendment of the Extendable CP Resolution and the ECP Program described in Section 1 above, including without limitation, (a) amending and restating the Dealer Agreement and the Issuing and Paying Agency Agreement and (b) supplementing the offering memorandum distributed in connection with the ECP Program.

4. Defined Terms. Capitalized terms not otherwise defined herein shall have the meanings ascribed by the Extendable CP Resolution.