

**Tennessee Comptroller of the Treasury
Office of State and Local Finance**

Received Date: February 23, 2017

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

1. Public Entity:
 Name: The Health and Educational Facilities Board of The Metropolitan Government of Nashville and Davidson County, TN
 Address: c/o Adams and Reese LLP
424 Church Street, Suite 2700, Nashville, TN 37219
 Debt Issue Name: Charter School Revenue Bonds (Rocketship Education - Obligated Group) Series 2017F (Federally Taxable)
 if disclosing initially for a program, attach the form specified for updates, indicating the frequency required.

2. Face Amount: \$ 250,000.00
 Premium/Discount: \$ 0.00

3. Interest Cost: 5.6697 % 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:

		BRIEF DESCRIPTION
<input type="checkbox"/> General Government	_____ %	_____
<input checked="" type="checkbox"/> Education	<u>100.00</u> %	<u>Charter School</u>
<input type="checkbox"/> Utilities	_____ %	_____
<input type="checkbox"/> Other	_____ %	_____
<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: 02/22/2017 Issue/Closing Date: 02/22/2017

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10. Maturity Dates, Amounts and Interest Rates *:

Year	Amount	Interest Rate	Year	Amount	Interest Rate
2019	\$ 250,000.00	5.2500 %		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%

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: See attached.

No costs or professionals

	AMOUNT <small>(Round to nearest \$)</small>	FIRM NAME
Financial Advisor Fees	\$ 0	
Legal Fees	\$ 0	
Bond Counsel	\$ 13,750	Orrick, Herrington & Sutcliffe LLP
Issuer's Counsel	\$ 23,566	Adams and Reese LLP
Trustee's Counsel	\$ 0	
Bank Counsel	\$ 0	
Disclosure Counsel	\$ 18,500	Bass Berry & Sims PLC
Borrower Counsel	\$ 9,500	Dentons US LLP
Paying Agent Fees	\$ 0	
Registrar Fees	\$ 0	
Trustee Fees	\$ 10,000	Wilmington Trust, National Association
Remarketing Agent Fees	\$ 0	
Liquidity Fees	\$ 0	
Rating Agency Fees	\$ 0	
Credit Enhancement Fees	\$ 0	
Bank Closing Costs	\$ 0	
Underwriter's Discount <u>51.30 %</u>		
Take Down	\$ 128,259	Stifel, Nicolaus & Company, Incorporated
Management Fee	\$ 0	
Risk Premium	\$ 0	
Underwriter's Counsel	\$ 7,250	Stradling Yocca Carlson & Rauth, P.C.
Other expenses	\$ 0	
Printing and Advertising Fees	\$ 1,434	The Tennessean
Issuer/Administrator Program Fees	\$ 0	
Real Estate Fees	\$ 10,000	Integra Realty Resources
Sponsorship/Referral Fee	\$ 0	
Other Costs	\$ 300	Vicenti
TOTAL COSTS	\$ 222,559	

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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 <http://emma.msrb.org/ER1035280-ER811630-ER1212694.pdf>

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 150 days after each June 30

Name and title of person responsible for compliance Keysha Bailey, Chief Financial Officer

15. Written Debt Management Policy:

Governing Body's approval date of the current version of the written debt management policy 12/07/2011

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 02/22/2017 and presented at public meeting held on TBD

Copy to Director to OSLF: on 02/23/2017 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

18. Signatures:

	AUTHORIZED REPRESENTATIVE	PREPARER
Name	<u>Stephen L. Meyer</u>	<u>Cynthia M. Barnett, Esq.</u>
Title	<u>Chairman</u>	<u>Issuer's Counsel</u>
Firm		<u>Adams and Reese LLP</u>
Email		<u>cindy.barnett@arlaw.com</u>
Date	<u>02/22/2017</u>	<u>02/22/2017</u>

11. Cost of Issuance and Professionals

Costs of Issuance	2017A	2017B	2017C	2017D	2017E	2017F	Total
Bond Counsel (Orrick)	\$ -	\$ 233,750.00	\$ 13,750.00	\$ 13,750.00	\$ -	\$ 13,750.00	\$ 275,000.00
Borrower's Counsel (DENTONS)	-	76,000.00	-	9,500.00	-	9,500.00	95,000.00
Underwriter's & Disclosure Counsel (Stradling)	123,250.00	-	-	14,500.00	-	7,250.00	145,000.00
2017AB (CA) Issuer Fee (CSFA)	23,300.00	-	-	-	-	-	23,300.00
2017AB (CA) PFD Fee (CSFA)	6,000.00	-	-	-	-	-	6,000.00
2017AB (CA) 1st Annual Admin Fee (CSFA)	3,990.00	-	-	-	-	-	3,990.00
2017AB (CA) Issuer's Counsel (CA AG's Office)	10,000.00	-	-	-	-	-	10,000.00
2017CD (WI) Issuer's Counsel (Quarles & Brady)	-	-	-	19,500.00	-	-	19,500.00
2017EF (TN) Issuer's Counsel (Adams & Reese)	-	-	-	-	-	25,000.00	25,000.00
Bond & Master Trustee Fees (Wilmington Trust)	-	13,000.00	-	10,000.00	-	10,000.00	33,000.00
Appraisals (Rocketship Reimbursement)	-	22,500.00	-	10,000.00	-	10,000.00	42,500.00
Independent Consultant (VLS)	2,400.00	-	-	300.00	-	300.00	3,000.00
Printer & Investor Roadshow (ImageMaster)	5,489.49	-	-	-	-	-	5,489.49
Entity/UCC/Litigation Searches (Capitol Services)	5,000.00	-	-	-	-	-	5,000.00
Additional Disclosure Counsel (Quarles & Brady)	-	-	-	20,000.00	-	-	20,000.00
Additional Disclosure Counsel (Bass Berry Simms)	-	-	-	-	-	18,500.00	18,500.00
Contingency	4,200.99	7,794.75	910.30	4,036.67	2,806.66	4,737.19	24,486.56
Total Costs of Issuance Net of Title Fees & Charges	\$ 183,630.48	\$ 353,044.75	\$ 14,660.30	\$ 101,586.67	\$ 2,806.66	\$ 99,037.19	\$ 754,766.05
Add: Title Fees & Charges	47,899.63	-	37,279.83	-	50,361.66	-	135,541.12
Total Costs of Issuance (Gross)	\$ 231,530.11	\$ 353,044.75	\$ 51,940.13	\$ 101,586.67	\$ 53,168.32	\$ 99,037.19	\$ 890,307.17