B1 (Official Form 1) (4/10)

UNITED STATES BANKRUPTCY COURT	VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): Jefferson County, Alabama	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): NONE	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): Room 280 Courthouse, 716 North Richard Arrington Jr Birmingham, AL ZIP CODE 35203	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Jefferson	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): SAME ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above): SAME ZIP CODE

Type of Debtor (Form of Organization) (Check one box.)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form*
- ☐ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☑ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Municipality

Nature of Business (Check one box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☑ Other

Municipal Government

Tax-Exempt Entity (Check box, if applicable.)

- ☑ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)

- ☐ Chapter 7
- ☑ Chapter 9
- ☐ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box.)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ☑ Debts are primarily business debts.

Filing Fee (Check one box.)

- ☑ Full Filing Fee attached.
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:
- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☐ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,343,300 (*amount subject to adjustment on 4/01/13 and every three years thereafter*).

Check all applicable boxes:
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information — THIS SPACE IS FOR COURT USE ONLY

- ☑ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors									
☐ 1-49	☐ 50-99	☐ 100-199	☐ 200-999	☐ 1,000-5,000	☑ 5,001-10,000	☐ 10,001-25,000	☐ 25,001-50,000	☐ 50,001-100,000	☐ Over 100,000

Estimated Assets									
☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☑ More than $1 billion

Estimated Liabilities									
☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☑ More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case.)*	Name of Debtor(s):	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☑ Yes, and Exhibit C is attached and made a part of this petition.

☐ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

☑ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

_____
(Name of landlord that obtained judgment)

_____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Jefferson County, Alabama

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X_____
Signature of Debtor

X_____
Signature of Joint Debtor

_____
Telephone Number (if not represented by attorney)

_____
Date

Signature of Attorney*

X_____
Signature of Attorney for Debtor(s)

Patrick Darby
Printed Name of Attorney for Debtor(s)

Bradley Arant Boult Cummings LLP
Firm Name

1819 Fifth Avenue North
Birmingham, AL 35203-2104
Address

205-521-8000
Telephone Number

11/9/11
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

_____
Signature of Authorized Individual

David Carrington
Printed Name

President
Title of Authorized Individual

11-9-11
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X_____
(Signature of Foreign Representative)

X_____
(Printed Name of Foreign Representative)

_____
Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation, and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. § § 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

_____
Printed Name and title, if any, of Bankruptcy Petition Preparer

_____
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

_____
_____
Address

X_____

_____
Date

Signature of Bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

B 1C (Official Form 1, Exhibit C)(9/01)

[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]

UNITED STATES BANKRUPTCY COURT

In re: JEFFERSON COUNTY, ALABAMA,	)	Case No. 11-_____
	)	
Debtor.	)	Chapter 9

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

Answer: To the debtor's actual knowledge, the debtor does not own or possess any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. Without contradiction of the foregoing, the debtor discloses the following information to the court.

The County owns a sanitary sewer system. In December 1996, the U.S. District Court for the Northern District of Alabama entered a Consent Decree directing the County to take certain actions to come into compliance with the federal Clean Water Act. In September 2010, John S. Young, Jr. LLC was appointed as a receiver for the County's sewer system. Since then, the receiver has controlled the operation of the sewer system. As of the time the receiver assumed control of the County's sewer system, the County was operating the sewer system in compliance with the terms of the Consent Decree, and the County did not believe that the sewer system posed, and was not alleged to pose, a threat of imminent and identifiable harm to the public health or safety. The County has no knowledge of any actions or omissions that have occurred during the receiver's operation and control of the sewer system that have created a threat or that have been alleged to pose a threat of imminent and identifiable harm to the public health or safety.

The County also owns and operates several landfills. The County operates the landfills in accordance with applicable environmental laws and regulations. To the County's actual knowledge, the County does not believe that any of the landfills pose or are alleged to pose a threat of imminent and identifiable harm to the public health or safety.

2. With respect to each parcel or real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

Answer: No response required.

RESOLUTION

WHEREAS, Jefferson County, Alabama (the "County"), is a political subdivision of the State of Alabama;

WHEREAS, Alabama law requires that the County operate pursuant to an annual balanced budget (the "Budget"), which historically has been funded by revenues derived from: (a) County sales and use taxes; (b) *ad valorem* taxes on real property and certain personal property; (c) an occupational tax on earnings of workers employed in the County (the "Occupational Tax") and business license fees; and (d) operational revenues generated from the County's "enterprise funds," such as the Cooper Green Hospital Fund and the Sanitary Operations Fund;

WHEREAS, for fiscal year 2010, which ended September 30, 2010, unrestricted revenues in the County's general fund (the "General Unrestricted Fund Revenues") totaled approximately $207.2 million;

WHEREAS, approximately $50.0 million of the unrestricted revenues were related to one-time non-recurring revenue events;

WHEREAS, for fiscal year 2010, revenues from the Occupational Tax and business license fees totaled approximately $75.7 million, accounting for roughly 48% of recurring General Unrestricted Fund Revenues;

WHEREAS, for fiscal year 2011, which ended September 30, 2011, General Unrestricted Fund Revenues totaled approximately $152.47 million;

WHEREAS, approximately $46.9 million of the unrestricted revenues for fiscal year 2011 were related to one-time non-recurring revenue events;

WHEREAS, General Unrestricted Fund Revenues for fiscal year 2011 included Occupational Tax collections totaling approximately $15.3 million from the beginning of fiscal year 2011 on October 1, 2010 through December 1, 2010, the date that a judgment invalidating the Occupational Tax became final;

WHEREAS, Alabama counties lack home rule and are therefore unable to raise revenue without express statutory authorization from the Alabama Legislature;

WHEREAS, the Occupational Tax was authorized by an act of the Alabama Legislature in 1967 (the "1967 Act"), and the 1967 Act survived no fewer than 17 legal challenges from 1987 until 2009;

WHEREAS, in November 1999, the Alabama Legislature enacted a statute that purported to repeal the 1967 Act, (the "1999 Repeal Act");

WHEREAS, in March 2000, in a lawsuit brought by the Jefferson County Employees' Association (the "JCEA Case"), the Circuit Court of Jefferson County declared that the 1999 Repeal Act did not receive enough favorable votes in the Legislature to become law and, as a result, was unconstitutional and void;

WHEREAS, in May 2005, the Alabama Supreme Court, in an unrelated case, (the "BJCCA Case"), ruled that the judicial branch of state government lacks jurisdiction to interpret and enforce provisions of the state constitution that apply to the legislative branch of state government and that the courts of Alabama lack jurisdiction to determine whether a bill received the requisite number of favorable votes to become law;

WHEREAS, in the class action lawsuit styled *Jessica Edwards, et al., v. Jefferson County Commission, et al.*, CV-07-900873 (the "Edwards Case"), Judge David A. Rains ruled: (a) based on the Alabama Supreme Court's opinion in BJCCA Case, the trial court in the JCEA Case lacked jurisdiction to invalidate the 1999 Repeal Act; (b) the 1999 Repeal Act was valid; (c) the 1967 Act had been repealed by the 1999 Repeal Act; and (d) the County had been collecting the Occupational Tax without express statutory authority since the effective date of the 1999 Repeal Act;

WHEREAS, in August 2009, the Alabama Supreme Court affirmed the trial court's ruling in the Edwards Case;

WHEREAS, then-Governor Bob Riley called a special session of the Alabama Legislature to enact a new statute authorizing future collection of the Occupational Tax and ratifying, validating and confirming the collection of Occupational Tax after the effective date of the 1999 Repeal Act;

WHEREAS, during the special session the Alabama Legislature enacted Act 2009-811 (the "2009 Act"), which, among other things, repealed the 1999 Repeal Act, revived the 1967 Act, and provided separate and additional authority to the County to levy the Occupational Tax and business license fees both retroactively and prospectively;

WHEREAS, the 2009 Act was challenged in the class action lawsuit styled *Jeffrey Weissman, D.D.S., et al. v. Jefferson County*, CV-09-904022 (the "Weissman Case");

WHEREAS, in the Weissman Case, Judge Charles Price ruled that the Alabama Legislature failed to comply with the publication requirement of section 106 of the Alabama Constitution when enacting the 2009 Act, and, as a result, the 2009 Act was unconstitutional and void;

WHEREAS, Judge Price's judgment became final on December 1, 2010 but did not require that the County refund Occupational Tax collected between the effective date of the 2009 Act (August 14, 2009) and the date of final judgment (December 1, 2010);

WHEREAS, both the County and the Taxpayer/Plaintiffs appealed Judge Price's ruling to the Alabama Supreme Court, the County challenging Judge Price's ruling that the 2009 Act

was unconstitutional and void and the Taxpayer/Plaintiffs challenging Judge Price's determination that his ruling would not be given retroactive effect;

WHEREAS, the Alabama Supreme Court bifurcated the issues on appeal and on March 16, 2011 upheld Judge Price's ruling that the 2009 Act was unconstitutional and void;

WHEREAS, there remains pending before the Alabama Supreme Court the issue of whether the County must refund approximately $100 million in Occupational Tax collected pursuant to the 2009 Act from its effective date (August 14, 2009) through the date of Judge Price's order (December 1, 2010);

WHEREAS, in response to the loss of the revenue derived from the Occupational Tax resulting from the rulings in the Weissman Case, and in accordance with the balanced budget requirement of Alabama law, the County eliminated nearly $35 million of expenditures in the fiscal year 2011 Budget;

WHEREAS, in the 2011 Regular Session the Alabama Legislature enacted a business license tax that may generate up to $7.0 million in annual revenues, but did not enact any statute authorizing the County to replace the revenue from the Occupational Tax;

WHEREAS, the failure to authorize the County to replace the Occupational Tax required the County to make further reductions in expenditures, which to date include: (a) placement of 550 employees on leave without pay; (b) closure of four satellite courthouses; (c) cessation of road maintenance; (d) curtailment of law enforcement; (e) implementation of stop-gap funding for security at the criminal, domestic relations and family courts with no feasible long-term funding solution; and (f) drawing down cash reserves to fund operating shortfalls;

WHEREAS, the multiple reductions in expenditures have resulted in a drastic decline in basic services provided to the citizens of the County;

WHEREAS, the County's remaining operating cash reserves are dangerously low in the absence of legislative authorization of additional revenue sources;

WHEREAS, the County has passed a balanced Budget for fiscal year 2012 that not only extends the spending cuts implemented during fiscal year 2011 but also further reduces the operating budgets of essentially all departments and anticipates the replacement of projected revenue shortfalls with the County's cash reserves;

WHEREAS, in addition to the financial distress associated with the loss of the Occupational Tax and the lack of a legislative solution, the County faces further uncertainty related to decreased revenues and increased expenditures resulting from the devastating outbreak of tornadoes and storms on April 27, 2011;

WHEREAS, during fiscal year 2011 the County was forced to draw approximately $20 million in funds from the cash reserves to cover expenses related to the County's recovery from the April 27, 2011 tornadoes and storms;

WHEREAS, the County projects that, absent further reductions in services or a replacement of at least some portion of the revenues previously raised through the Occupational Tax – and even after implementing severe reductions in services already implemented in connection with the fiscal year 2012 Budget – the County's operating funds likely will be severely depleted;

WHEREAS, the County faces additional financial distress related to its long-term debt;

WHEREAS, the County currently owes approximately $200,520,000 on account of four series of general obligation warrants issued in 2001, 2003 and 2004 (the "GO Warrants");

WHEREAS, the GO Warrants are general obligations of the County, repayment of which is backed by the full faith and credit of the County;

WHEREAS, due to the failure of the auction rate securities markets, credit downgrades and other events, the debt associated with the Series 2001-B GO Warrants has been accelerated and is currently due and owing in the approximate principal amount of $105,000,000, and default interest continues to accrue;

WHEREAS, in 2008, the County negotiated a forbearance agreement with the holders of the Series 2001-B GO Warrants and subsequently negotiated extensions of such agreement, but such agreement now has expired;

WHEREAS, the County currently owes approximately $814,075,000 on account of two series of limited obligation warrants issued in 2004 and 2005 to fund capital improvement projects in eleven local school districts in the County (the "School Warrants");

WHEREAS, the School Warrants are not backed by the full faith and credit of the County, but rather are secured by the gross proceeds of a 1% sales tax authorized in December 2004;

WHEREAS, the County is current on all scheduled payments related to the School Warrants but faces an indenture default based on the credit downgrade of Ambac Assurance Corporation, which had issued the surety bond deposited by the County as a cash substitute in the debt service reserve fund required by the indenture;

WHEREAS, in 2006, the County arranged for the construction of a new courthouse building in Bessemer, renovation of the existing courthouse and county jail in Bessemer, and the construction of an E911 communications center office building (the "Warrant-Financed Facilities"), all financed by lease revenue warrants issued by the Jefferson County Public Building Authority (the "Lease Revenue Warrants");

WHEREAS, the County has no direct obligation under the Lease Revenue Warrants but is party to a long-term lease pursuant to which it leases the Warrant-Financed Facilities, and the County has covenanted that so long as the Lease Revenue Warrants are outstanding, the County

will not relocate the County's Bessemer courthouse or jail from the Warrant-Financed Facilities to any alternative facility;

WHEREAS, the County has issued the following non-recourse debt obligations to fund improvements to its sewer system: Sewer Revenue Warrants Series 1997-A-B-C, Series 1997-D, Series 1999-A, Series 2001-A, Series 2002-A, Series 2002-B, Series 2002-C, Series 2002-D, Series 2003-A, 2003-B and Series 2003-C (collectively, the "Sewer Warrants");

WHEREAS, the outstanding principal indebtedness asserted under the Sewer Warrants totals approximately ~~$3.143~~ 3.136 billion;

WDC 11-9-11

WHEREAS, the Sewer Warrants are not backed by the full faith and credit of the County, but rather are secured solely by a lien on the net revenues generated by the County's sanitary sewer system (the "Sewer System");

WHEREAS, upon the issuance of the Sewer Warrants, the County obtained insurance from various third parties (collectively, the "Sewer Warrant Insurers") to insure the County's obligations with respect to the Sewer Warrants;

WHEREAS, the cost of the Sewer System substantially exceeded the County's initial projections due to many factors, including, without limitation: (a) the stringent compliance standards and accelerated time frame for compliance mandated by the federal district court under a 1996 consent decree; (b) corruption associated with the letting of contracts related to the Sewer System that resulted in convictions of no fewer than 20 County officials, contractors, and other parties; and (c) bribery and fraud associated with the financing of the Sewer System improvements involving, among others, JPMorgan Securities, Inc. ("JPMorgan") and Larry Langford, former President of the County Commission, who acted beyond any authority vested by applicable Alabama law;

WHEREAS, on September 2, 2009, the federal Securities and Exchange Commission entered an order instituting administrative cease-and-desist proceedings and imposing remedial sanctions (the "SEC Order") against JPMorgan;

WHEREAS, pursuant to the SEC Order, JPMorgan agreed to, among other things: (a) waive swap termination fees related to swap agreements between the County and JPMorgan related to the Sewer Warrants; (b) make a $50 million payment to and for the benefit of the County (the "County Payment"); (c) pay a civil monetary penalty to the SEC in the amount of $25 million to be deposited in a Fair Fund created pursuant to the Sarbanes-Oxley Act (the "Fair Fund Payment");

WHEREAS, in February 2011, pursuant to a Proposed Plan of Distribution and Order Directing Distribution of Fair Fund (the "Fair Fund Order"), the SEC distributed the Fair Fund Payment to the County, determining that the County suffered direct economic harm as a result of JPMorgan's actions, including harm to its reputation, credit rating and ability to refinance its Sewer System debts;

WHEREAS, due to the failure of the auction rate securities markets, credit downgrades and other events, the debt associated with a portion of the Sewer Warrants has been accelerated, and default interest is accruing;

WHEREAS, one or more of the Sewer Warrant Insurers has defaulted on its obligations with respect to the insurance policies issued with respect to the Sewer Warrants;

WHEREAS, the net revenues from the Sewer System are insufficient to service the obligations asserted under the Sewer Warrants;

WHEREAS, over the past three and a half years, the County has engaged in negotiations with The Bank of New York Mellon, as indenture trustee for the Sewer Warrants (the "Sewer Warrant Trustee") under that certain trust indenture dated February 1, 1997 (as amended, the "Indenture"), certain holders of the majority of the Sewer Warrants and with the Sewer Warrant Insurers regarding a restructuring of the terms of the Sewer Warrants;

WHEREAS, the Sewer Warrant Trustee filed a lawsuit against the County styled *The Bank of New York Mellon, et al, v. Jefferson County, Alabama*, CV-2009-002318 (the "Receivership Case"), in which suit the Sewer Warrant Trustee, among other things, requested the appointment of a receiver for the Sewer System;

WHEREAS, pursuant to an order dated September 22, 2010 (the "Receiver Order") in the Receivership Case, relying upon Alabama Code § 6-6-620 (which is specifically part of the Remedies Chapter, *i.e.*, Chapter 6 of Title 7 of the Alabama Code) and Section 13.2 of the Indenture (titled "Remedies on Default"), Judge Albert L. Johnson appointed John S. Young, Jr., LLC (the "Receiver") as receiver to operate the Sewer System;

WHEREAS, pursuant to an order dated July 8, 2011, Judge Johnson granted to the Receiver control over certain Sewer System bank accounts, directing the County to make the Receiver a signatory on such accounts;

WHEREAS, under the Indenture and the Receiver Order, the Receiver's powers are subject to and limited by all applicable state and federal law;

WHEREAS, the Receiver published notice of a public hearing on June 29, 2011 with respect to the Receiver's intent to raise the rates charged by the County for usage of the Sewer System by 25% to levels that the County believes are unreasonable and contrary to applicable law, particularly in light of the fact that Sewer System rates had increased by approximately 329% over the past decade;

WHEREAS, the Receiver has acknowledged publicly that, even if it is successful in implementing its proposed rates for sewer usage and in achieving other efficiencies from the Sewer System, the resulting net revenues from the Sewer System still will be insufficient to service the outstanding principal amount of the Sewer Warrants and the interest and other charges that have accrued and continue to accrue on such Sewer Warrants under the operative documents;

WHEREAS, on June 21, 2011, the Receiver demanded in writing that the County pay to the Receiver, within seven days, the $75.0 million the County received pursuant to the SEC Order and Fair Fund Order;

WHEREAS, the County disputes the Receiver's right to the money received by the County pursuant to the SEC Order and Fair Fund order;

WHEREAS, on June 15, 2011, Luther Strange, as Attorney General of the State of Alabama (the "Attorney General") filed a motion to intervene in the Receivership Case to protect the interest of ratepayers and to enforce Alabama law, and on July 25, 2011, Judge Johnson granted the Attorney General's motion;

WHEREAS, on June 21, 2011, certain members of the Alabama Legislature, namely Oliver Robinson, Mary Moore, Rod Scott, and John Rogers, filed a motion to intervene in the Receivership Case, asserting, among other things, that the delegation of ratemaking authority, to the Receiver or otherwise, violates the Alabama constitution, and on July 25, Judge Johnson denied such motion;

WHEREAS, in the class action lawsuit styled *Charles Wilson, et al., v. JPMorgan Chase & Company, et al.*, CV-08-901907 (the "Wilson Case"), a putative class of ratepayers has sued the County for, among other things, a declaration that rates currently set by the County for usage of the Sewer System are unreasonable and unlawful, and that the Indenture is void;

WHEREAS, subsequent to the County's receipt of the Receiver's June 21, 2011 demand letters, the Attorney General and the Governor of the State of Alabama (the "Governor") expressed a willingness to assist in negotiations with the Sewer Warrant Trustee, the Sewer Warrant Insurers, other holders of a majority of the Sewer Warrants, and certain holders of claims arising from the termination of the swap agreement executed in connection with the Sewer Warrants (collectively, the "Sewer Warrant Creditors");

WHEREAS, the Governor expressed the State's willingness to provide support to the County in the form of a credit enhancement in connection with a refinancing of a portion of the outstanding Sewer Warrants;

WHEREAS, based on the potential for renewed good faith negotiations between the Sewer Warrant Creditors and the County involving the Attorney General and the Governor, on June 27, 2011, the Director of the Alabama Department of Finance and the Receiver agreed that, from June 27, 2011 to July 29, 2011 (the "Standstill Period"): (a) the County would not seek relief under Chapter 9 of the Bankruptcy Code; (b) the Receiver would not conduct a public hearing regarding Sewer System rate increases; and (c) the Receiver would suspend efforts to collect $75.0 million from the County related to the funds received pursuant to the SEC Order and Fair Fund Order;

WHEREAS, on or about July 11, 2011, the County and the State submitted a good faith settlement offer (the "County/State Settlement Offer") to the Sewer Warrant Creditors;

WHEREAS, the County/State Settlement Offer was contingent on enactment of legislation by the Alabama Legislature, including the enactment of a revenue replacement tax to fill the funding gap created by the loss of the Occupational Tax;

WHEREAS, on or about July 27, 2011, the Receiver presented to the County and the State an outline of conditions to settlement (the "Receiver Outline");

WHEREAS, to further additional good faith negotiations the parties extended the Standstill Period through 5:00 p.m. on August 4, 2011, then through 12:00 p.m. on August 12, 2011, and finally through 12:00 p.m. on September 16, 2011;

WHEREAS, on or about August 8, 2011, the County submitted a good faith counter-proposal to the Receiver Outline;

WHEREAS, on or about August 11, 2011, the Receiver presented to the County and the State a revised outline of conditions to settlement (the "Revised Receiver Outline");

WHEREAS, the Receiver Outline and Revised Receiver Outline did not purport to be an offer from the Sewer Warrant Creditors and did not bind the Sewer Warrant Creditors;

WHEREAS, on August 12, 2011, after deliberating at a public hearing with respect to the Revised Receiver Outline and the potential authorization of an immediate Chapter 9 filing, the County rejected the Revised Receiver Outline, but, at the request of the Governor, agreed to additional direct negotiations with the Sewer Warrant Creditors;

WHEREAS, after extensive additional good faith negotiations directly between the County and Sewer Warrant Creditors, the County submitted a good faith counter-proposal to the Revised Receiver Outline (the "September 14 Term Sheet");

WHEREAS, on September 16, 2011, after a properly noticed public hearing, the County approved and entered into a term sheet (the "Term Sheet") with the Receiver that described the general terms and conditions under which the parties have agreed to pursue a refinancing of the Sewer Warrants in the principal amount of $2.05 billion and provided that the County, the Receiver and the Sewer Warrant Creditors would enter into one or more definitive and binding settlement agreements setting forth the terms and conditions under which the parties would agree to settle their differences (whether one or more agreements, the "Definitive Settlement Agreement");

WHEREAS, after more than seven weeks of negotiations, the County has been unable to obtain the agreement of the Receiver and all Sewer Warrant Creditors to the form or substance of the Definitive Settlement Agreement that implements the economic concessions contemplated in the Term Sheet;

WHEREAS, the County's efforts to negotiate the Definitive Settlement Agreement have been frustrated by the recent sale of Sewer Warrants to parties that have not agreed to restructure their newly-acquired claims in a manner consistent with the Term Sheet;

WHEREAS, the Governor has declined to call a special session of the Alabama Legislature to consider the legislative action contemplated in the Term Sheet unless and until (a) the Receiver and all Sewer Warrant Creditors with which the County has been negotiating have executed and delivered the Definitive Settlement Agreement;

WHEREAS, the execution and delivery of a Definitive Settlement Agreement that implements the economic concessions contemplated in the Term Sheet is neither imminent nor foreseeable;

WHEREAS, the Receiver has made clear its intention absent settlement to: (a) seek relief in the Receivership Case to collect from the County, presumably via attachment or otherwise, $75.0 million on account of payments the County received under the SEC Order and Fair Fund Order; and (b) pursue an increase in rates whether or not the County Commission supports such increase;

WHEREAS, notwithstanding the County's good faith attempts to resolve the claims related to the Sewer Warrants, litigation continues in state courts in Alabama and New York regarding not only claims asserted by the Sewer Warrant Insurers against the County totaling approximately $400 million, but also claims asserted by the County against JPMorgan and claims in the Wilson Case by ratepayers against the County related to the reasonableness of the current sewer rates;

WHEREAS, notwithstanding the County's good faith efforts to resolve claims related to the Occupational Tax – including a class action settlement in the Edwards Case – litigation continues in the Weissman Case with respect to the Occupational Tax and the County's right to moneys collected while the Occupational Tax was under legal attack, including approximately $100 million collected pursuant to the 2009 Act, which has since been declared unconstitutional;

WHEREAS, Pursuant to Section 11-3-11 of the Alabama Code (the "Alabama Code"), the Jefferson County Commission serves as the governing body of the County;

WHEREAS, the Jefferson County Commission consists of the following five commissioners elected from five districts within the County: George Bowman (District 1); Sandra Little Brown (District 2); Jimmie Stephens (District 3); Joe Knight (District 4); and David Carrington (District 5);

WHEREAS, Mr. Carrington serves as the President of the Jefferson County Commission;

WHEREAS, the current Jefferson County Commission took office on November 10, 2010 and is committed to finding a timely, permanent solution to the County's financial crisis;

WHEREAS, the County is a municipality, as such term is defined under title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code");

WHEREAS, pursuant to Alabama Code § 11-81-3, the County is specifically authorized to be a debtor under Chapter 9 of the Bankruptcy Code;

WHEREAS, the County generally is not paying its debts as they become due, is unable to pay its debts as they become due, and is insolvent;

WHEREAS, the County desires to effect of a plan of adjustment of debts to adjust the terms and conditions of the Sewer Warrants, the GO Warrants, the Non-Sewer Limited Obligation Warrants, judgment creditors and other debts and obligations;

WHEREAS, the attachment of – or an order compelling the County to pay – $75.0 million to the Receiver related to the funds received by the County under the SEC Order and Fair Fund Order would render the County unable to ensure payment of its necessary operating expenses for fiscal year 2012;

WHEREAS, other factors render further negotiations impracticable, including: (a) the size of the creditor body; (b) adverse and conflicting interests among the creditor body; (c) lack of an identifiable bargaining unit from the creditor body; and (d) the continued demands from some creditors that are unacceptable for multiple reasons;

WHEREAS, because of, among other things, the Receiver's aggressive attempts to collect $75.0 million from the County related to the funds received by the County under the SEC Order and Fair Fund Order and impose double-digit Sewer System rate increases, the large volume of creditors, the requirements in the operative documents relating to the County's warrants that all holders of such obligations must affirmatively consent to any material restructuring of their respective obligations, and the restrictions imposed on the County by state law and the County's current credit rating, the County is unable to negotiate with creditors the terms of a proposed chapter 9 plan of adjustment of debts for the County because such negotiation is impracticable;

WHEREAS, the County reasonably believes that the Receiver or certain creditors may attempt to obtain transfers avoidable under section 547 of the Bankruptcy Code;

WHEREAS, after over three years of diligent efforts toward regaining financial stability, the County has exhausted its options, and additional delays in resolving its financial crisis will further harm the County's prospects for recovery and future economic development;

NOW, THEREFORE, BE IT RESOLVED, that the Jefferson County Commission hereby Finds, Determines and Concludes that it is in the best interest of the County to authorize the filing of a petition for relief under Chapter 9 of the Bankruptcy Code on behalf of and in the name of the County;

BE IT FURTHER RESOLVED by the Jefferson County Commission that the President is hereby authorized and directed to execute a petition for relief under Chapter 9 of the Bankruptcy Code on behalf of and in the name of the County and is further authorized to execute, upon the advice of the County Attorney, such other motions, applications, certifications, forms, schedules and documents as are or may become necessary to commence and prosecute a case and to complete and fully discharge the rights and duties of the County under Chapter 9 of the Bankruptcy Code;

BE IT FURTHER RESOLVED by the Jefferson County Commission that counsel for the County may file the Chapter 9 petition with the United States Bankruptcy Court for the Northern District of Alabama upon execution of such petition by the President;

BE IT FURTHER RESOLVED by the Jefferson County Commission that the County shall be authorized – pursuant to Alabama Act 45-248, as amended, the rules and regulations of the Personnel Board of Jefferson County promulgated thereunder, the ordinances, resolutions and administrative orders of the Jefferson County Commission implementing such rules and regulations, and applicable federal law, including Sections 903 and 904 of the Bankruptcy Code – to honor all pre-petition accrued obligations to current County employees for wages and salaries, including earned vacation, severance and sick leave pay and contributions to employee benefit plans;

BE IT FURTHER RESOLVED by the Jefferson County Commission that the County shall be authorized, pursuant to Section 904 of the Bankruptcy Code, to honor pre-petition and post-petition continuing obligations to trade vendors that have provided and continue to provide goods and services to the County in the ordinary course of business and according to the credit terms agreed to by such vendors and the County; and

BE IT FURTHER RESOLVED by the Jefferson County Commission that the President is hereby authorized to retain, upon the advice of the County Attorney, claims and noticing agents and other bankruptcy service providers.

APPROVED BY THE
JEFFERSON COUNTY COMMISSION
DATE: 11-9-11
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