

**RESOLUTION
(PROJECT LAMPO)**

RESOLUTION AUTHORIZING, SUBJECT TO THE SUBMISSION OF SATISFACTORY IMPLEMENTING DOCUMENTS, THE ISSUANCE OF ONE OR MORE REVENUE NOTES IN A PRINCIPAL AMOUNT NOT TO EXCEED \$98,000,000, AUTHORIZING THE ACQUISITION AND LEASING OF A CERTAIN OFFICE FACILITY PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS IN CONNECTION THEREWITH, INCLUDING A TAX AGREEMENT PROVIDING FOR PAYMENTS IN LIEU OF AD VALOREM TAXES.

WHEREAS, the INDUSTRIAL DEVELOPMENT BOARD OF WILLIAMSON COUNTY, TENNESSEE (the "Issuer") is authorized under the provisions of Chapter 53, Title 7, of Tennessee Code Annotated, as amended from time to time (the "Act"), to issue, sell, and deliver revenue notes and revenue bonds, and to use the proceeds therefrom for, among other things, the purpose of financing, acquiring, improving, constructing, equipping, reconstructing, furnishing, bettering, extending, owning, leasing, and disposing of properties in order to maintain and increase employment opportunities in the State of Tennessee, by inducing manufacturing, industrial, governmental, educational, financial, service, commercial, recreational and agricultural enterprises to locate or remain in the State of Tennessee; and

WHEREAS, in order to implement the public purposes enumerated in the Act and in furtherance thereof to induce The Lampo Group, Incorporated, a Tennessee corporation, or its designee(s) (the "Applicant"), to relocate and expand its office facilities (the "Project") in the City of Franklin (the "City") and Williamson County, Tennessee (the "County"), the acquisition, construction, owning and leasing of which by the Issuer is expected to maintain or increase employment in the City and the County, the Issuer has offered to issue one or more revenue notes (the "Note") in a principal amount not to exceed Ninety Eight Million Dollars (\$98,000,000), under and pursuant to the provisions of the Act, and to use the proceeds therefrom to provide for the payment of the costs of acquiring, improving, constructing and/or installing all or a portion of the Project; and

WHEREAS, after careful study and investigation of the proposed Project, and at a public meeting following reasonable public notice, the Issuer hereby determines that the financing and acquisition of the proposed Project will promote industry, develop trade and commerce in and adjacent to the City and the County, contribute to the general welfare, alleviate conditions of unemployment by maintaining and increasing employment opportunities in the State of Tennessee, and further the use of natural resources in the State of Tennessee by inducing Applicant to undertake the construction of the Project and conducting its operations therein; and

WHEREAS, the Issuer further determines that the financing of all or a portion of the Project by the issuance and sale of revenue notes will be consistent with and effectuate the public purposes of the laws of the State of Tennessee, particularly the Act; and

WHEREAS, there has been prepared and submitted to this meeting of the Board of Directors of the Issuer a proposed Project Agreement (the "Agreement"), which is incorporated

herein by this reference, expressing formally and in writing the understanding heretofore and formerly agreed upon by the Issuer and the Applicant, such Agreement being attached hereto and incorporated herein by this reference.

NOW, THEREFORE, be it resolved by the Board of Directors of the Issuer as follows:

1. The Issuer hereby authorizes, subject only to submission of implementing documents, satisfactory to the Issuer and its legal counsel, the issuance of its Note for the purposes specified in the Preamble hereto and in the Agreement.

2. The form, content, and provisions of the Agreement are hereby approved and the Chairman or Vice-Chairman of the Issuer are hereby authorized and directed to execute and deliver such Agreement on behalf of the Issuer, with such changes therein as they, or either of them, approve, the signature affixed thereto of such Chairman or Vice-Chairman to be conclusive evidence of such approval.

3. The officers and employees of the Issuer are hereby authorized and directed to take such further actions as are deemed necessary or advisable to carry out the intent and purposes of the Agreement and this Resolution, and to issue the Note upon the terms and conditions stated herein and in the Agreement.

[Signatures on Following Page]

ADOPTED AND APPROVED this ___ day of September, 2015.

ISSUER:

**INDUSTRIAL DEVELOPMENT BOARD OF
WILLIAMSON COUNTY, TENNESSEE**

By: Burgess G. Oliver
Name: BURGESS G. OLIVER
Title: VICE CHAIR