

RESOLUTION NUMBER 2018-103

RESOLUTION TO APPROVE ISSUANCE BY THE HEALTH AND EDUCATIONAL FACILITIES BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE OF UP TO \$14,000,000 HEALTHCARE FACILITIES REVENUE BONDS (CENTERSTONE OF AMERICA, INC. PROJECT) SERIES 2018 FOR PROJECTS LOCATED IN FRANKLIN, TENNESSEE AND RELATED TRANSACTIONS

WHEREAS, Centerstone of America, Inc. (“Borrower”) and its subsidiaries are not for profit corporations engaged in providing services in the mental and behavioral healthcare sector; and

WHEREAS, the Borrower has requested that The Health and Educational Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee (the “Nashville Board”) issue its revenue bonds and loan the proceeds therefrom to Borrower to enable it to make improvements to various of the facilities located in and around the State of Tennessee and in other locations; and

WHEREAS, Borrower, through its subsidiary, Centerstone of Tennessee, Inc., operates a data center located at 425 Duke Drive in Franklin, Tennessee; and where it proposes to make improvements thereto from the proceeds of the Bond (as hereinafter defined); and

WHEREAS, the Bond proposed to be issued by the Nashville Board is payable solely from the revenues derived from payments to be made by Borrower under its Loan Agreement with the Nashville Board and from security provided by Borrower and its subsidiaries and shall not be the debt of The Health And Educational Facilities Board of the City of Franklin, Tennessee nor of the City of Franklin, Tennessee (the “City”); and

WHEREAS, to finance projects outside of Davidson County, Tennessee, the Nashville Board is required, pursuant to T.C.A. 48-101-308(a)(5), to obtain host governmental entity approval of the financing where improvements will be made with Bond proceeds outside of Davidson County, Tennessee; and

WHEREAS, at the request of Borrower, the City has conducted a public hearing concerning the improvements to be made in Franklin, Tennessee and related matters required by Internal Revenue Code §147; and

WHEREAS, the City is willing to approve the financing proposed to be undertaken by the Nashville Board, including the issuance of the Bond and the improvements contemplated thereby.

NOW, THEREFORE, BE IT RESOLVED that the City does hereby approve the issuance of not to exceed \$14,000,000 Healthcare Facilities Revenue Bonds (Centerstone of America, Inc. Project) Series 2018 (the “Bond”) to be issued by the Nashville Board and the transaction contemplated thereby;

BE IT FURTHER RESOLVED, that the Chairman, Vice Chairman and Secretary, or any of them, are authorized to take such additional action as may be necessary to implement the intent of this Resolution; and

BE IT FURTHER RESOLVED, that if any section, clause, provision or portion of the Resolution is held to be invalid or unconstitutional by any court of competent jurisdiction, such holding shall not affect any other section, clause, provision or portion of this Resolution; and

BE IT FURTHER RESOLVED, that this Resolution shall take effect on its adoption or the earliest date allowed by law, the public welfare requiring it.

PASSED AND ADOPTED BY THE BOARD OF MAYOR AND ALDERMEN OF THE CITY OF FRANKLIN, TENNESSEE THIS 11th day of December 2018.

CITY OF FRANKLIN, TENNESSEE

Dr. Ken Moore
Mayor

ATTEST:

Approved as to form:

Eric S. Stuckey
City Recorder

Shauna R. Billingsley
City Attorney