

MINUTES OF THE DECEMBER 12, 2018  
MEETING OF THE HEALTH AND EDUCATIONAL FACILITIES BOARD OF  
THE METROPOLITAN GOVERNMENT OF NASHVILLE  
AND DAVIDSON COUNTY, TENNESSEE

The Board of Directors (the “Board of Directors”) of The Health and Educational Facilities Board of The Metropolitan Government of Nashville and Davidson County, Tennessee (the “Corporation”), a public corporation, met in public, special session in Metropolitan County Council Committee Room No. 1, 2nd Floor, Metropolitan Courthouse, Nashville, Tennessee, on the 12<sup>th</sup> day of December, 2018 at 3:30 p.m., local time, pursuant to call and waiver of same, with the following members of the Board of Directors of the Corporation being present:

Stephen L. Meyer, Chairman  
Richard L. Brown, Secretary  
Dr. Isaac Addae, Assistant Secretary  
Chris Moth, Member  
Becky Sharpe, Member

Absent:

Robert F.C. Perry, Vice Chairman  
Shia Hendricks, Member

Also present were Cindy Barnett and Larry Stewart of Adams and Reese LLP, Legal Counsel for the Corporation, and the following additional persons:

David Guth, Centerstone  
Jim Porter, Butler Snow  
Steve Holman, Centerstone  
Jim Mosby, FirstBank  
Alex Buchanan, Waller Lansden Dortch & Davis LLP  
Shay Binkley, FirstBank

The meeting was called to order by the Chairman, who then duly noted the presence of a quorum of the members of the Board of Directors of the Corporation.

At the request of the Chairman, Ms. Barnett then presented the following documents: (1) Waiver of Notice and Call of Special Meeting; and, (2) the Public Notice stating the time, place, and purpose of the Special Meeting of the Board of Directors, said Notice having been published once on or about Monday, November 26, 2018, in *The Tennessean*, a newspaper of general circulation in Nashville and Davidson County, Tennessee.

The minutes of the meeting of the Board of Directors held on November 13, 2018 were then presented. Upon motion by Dr. Addae, seconded by Mr. Moth, that such minutes be approved, such minutes were approved, all members present voting thereon, subject to any correction at any future meeting(s) of the Board of Directors of the Corporation.

The Chairman then recognized Alex Buchanan, Esq., of Waller Lansden Dortch & Davis LLP, who requested on behalf of Centerstone of America, Inc., an Indiana corporation (“Centerstone”), that the Board of Directors of the Corporation approve all documents and matters necessary or desirable in connection with the approval of that certain not to exceed \$14,000,000 Healthcare Facilities Revenue Bond (Centerstone of America, Inc. Project) Series 2018 (the “Bond”), the proceeds of the sale thereof to be loaned to Centerstone to make improvements to Centerstone’s or its subsidiaries’ mental and behavioral healthcare facilities, including replacing or making renovations to and refurbishment of administrative offices, clinics, halfway houses and group homes, apartments for patients and crisis stabilization units, continuing recovery centers and in-patient treatment facilities, all such facilities located or to be located at scattered sites in the State of Tennessee and other states. Mr. Buchanan described the structure of the Bond to be purchased by FirstBank as a direct purchase, with a twenty year maturity bearing interest at a variable rate indexed to LIBOR.

The Chairman then recognized Mr. Guth, who discussed Centerstone’s services, the history of the organization, the improvements to be made to its facilities located in Tennessee and other states, and its efforts to grow community access and outreach.

The Chairman then requested that Ms. Barnett explain the legal authority of the Corporation to issue debt to finance facilities in other jurisdictions. Ms. Barnett noted that the Corporation’s State of Tennessee authorizing statute expressly grants the Corporation statewide issuing authority to finance facilities in other Tennessee jurisdictions upon consent of such other jurisdictions and related public hearings. Ms. Barnett further explained that the State of Tennessee authorizing statute was recently amended to also grant the Corporation the power to finance facilities out of state if the borrower’s corporate headquarters was located in Tennessee.

After questions and discussion by members of the Board of Directors of the Corporation, the Chairman then stated that it was necessary to hold a public hearing required by Section 147(f) of the Internal Revenue Code of 1986, as amended, in connection with the consideration of the issuance of the Bond and the nature and location of the facilities to be financed with the Bond. The Chairman then asked if there was anyone present from the public who wished to speak on behalf of or oppose the issuance of the Bond or the nature and location of the facilities to be financed with the Bond. The Chairman then noted that there was no one from the public present who wished to speak on behalf of or oppose such approval and then declared the public hearing closed.

After further questions and discussion by the members of the Board of Directors of the Corporation, the following Resolution was presented:

RESOLUTION AUTHORIZING AND APPROVING ALL DOCUMENTS, INSTRUMENTS, ACTIONS, AND MATTERS NECESSARY OR APPROPRIATE FOR, OR PERTAINING TO, THE ISSUANCE, SALE, AND DELIVERY BY THE HEALTH AND EDUCATIONAL FACILITIES BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE OF ITS HEALTHCARE FACILITIES REVENUE BOND (CENTERSTONE OF AMERICA, INC. PROJECT) SERIES

2018, IN THE PRINCIPAL AMOUNT NOT TO EXCEED FOURTEEN MILLION DOLLARS (\$14,000,000)

WHEREAS, The Health and Educational Facilities Board of The Metropolitan Government of Nashville and Davidson County, Tennessee (the “Issuer”), is a public, nonprofit corporation organized and existing under, and by virtue of the provisions of Part 3 of Chapter 101 of Title 48 of the Tennessee Code Annotated, as amended (the “Act”);

WHEREAS, the purpose of said Act, as stated therein, is to authorize the incorporation in the several municipalities in the State of Tennessee of public corporations to finance, refinance, acquire, own, lease, and/or dispose of projects to promote and maintain and increase commerce, welfare, health, housing, education and prosperity of the people of the State of Tennessee;

WHEREAS, the Issuer is authorized by the Act to, among other things, issue, sell, and deliver revenue notes and revenue bonds, and to use the proceeds therefrom for, among other things, financing, refinancing, acquiring, improving, constructing, equipping, owning, leasing and disposing of properties for the purpose of enabling certain types of institutions as described in the Act, to provide facilities in order to promote the welfare, health, housing, education, prosperity and living conditions of the people of the State of Tennessee;

WHEREAS, the Issuer is authorized under the Act to finance improvements located both within and outside of Tennessee subject to satisfaction of certain conditions, including that the borrowing entity maintain its principal place of business in Tennessee throughout the term of the debt proposed to be issued;

WHEREAS, Centerstone of America, Inc., an Indiana not-for-profit corporation (the “Company”) has its principal office in Nashville, Davidson County, Tennessee and has represented that it will maintain its principal place of business in Tennessee throughout the term of the bond proposed to be issued by the Issuer on its behalf;

WHEREAS the Company has requested the Issuer issue not to exceed \$14,000,000 in principal amount of its Healthcare Facilities Revenue Bond (Centerstone of America, Inc., Project) Series 2018 or such different Series designation as shall be approved by the officers of the Board executing the same pursuant to Section 5 hereof (the “Series 2018 Bond”) and to lend the proceeds of the sale of the Series 2018 Bond to pay cost of issuance, if requested, and to finance the following: making improvements to Company’s or its subsidiaries’ mental and behavioral healthcare facilities including replacing, renovating and/or refurbishing administrative offices, clinics, halfway houses and group homes, apartments for patients and crisis stabilization units, continuing recovery centers and in-patient treatment facilities; and anticipated improvements include capital improvements to or replacements of various buildings and heating and lighting and utility improvements, parking facilities, roofing and heating and air conditioning replacements and improvements, additions and replacement of washers, dryers, and bath fixtures, drainage and landscaping improvements, acquisition of miscellaneous furniture, fixtures and equipment associated therewith, computer system upgrades and improvements including new software, hardware and licenses associated therewith, the replacement of existing buildings and improvements with new facilities and other miscellaneous projects;

WHEREAS, the Company has represented that it anticipates that bond proceeds in an aggregate amount of approximately \$8,650,000 will be spent in Tennessee on healthcare projects located in Tennessee; and all of the projects in Tennessee (the “Tennessee Projects”) to be financed, refinanced or reimbursed with proceeds of the Series 2018 Bond are or shall be located at either Company’s facilities in Tennessee or at facilities operated by Company’s subsidiary, Centerstone of Tennessee, Inc., a Tennessee not for profit corporation (“COT”);

WHEREAS, the Tennessee Projects are of the type and at the locations listed below:

<b>Facility Address</b>	<b>Facility Type</b>	<b>Facility Address</b>	<b>Facility Type</b>
1816 Washington St. Tullahoma, TN 37388	Clinic	6110 Shallowford Rd. Chattanooga, TN 37421	Clinic
713 Cheatham St. Springfield, TN 37172	Clinic	620 Gallatin Rd. Madison, TN 37115	Clinic
1921 Ransom Place Nashville, TN 37172	Clinic	6000 Ramsey Way Dickson, TN 37055	Clinic
1090 Old Florence Rd. Lawrenceburg, TN 38464	Clinic	2400 White Ave. Nashville, TN 37204	Clinic
1601 Nashville Highway Lewisburg, TN 37091	Clinic	425 Duke Dr. Franklin, TN 37067	Data Center

WHEREAS, the Company anticipates that the balance of the proceeds from the sale of the Series 2018 Bond will be spent on projects in Florida (the “Florida Projects”), projects in Illinois (the “Illinois Projects”) and projects in Indiana (the “Indiana Projects”) as more fully hereinafter described;

WHEREAS, the Florida Projects are of the type and at the locations listed below:

<b>Facility Address</b>	<b>Facility Type</b>
2020 26 <sup>th</sup> Avenue, East Bradenton, FL	Hospital and related facilities
379 6 <sup>th</sup> Avenue W, Bradenton, FL	Clinic
5214 4 <sup>th</sup> Avenue W. Bradenton, FL	Clinic

Whereas, the Illinois Projects are of the type and at the locations listed below:

<b>Facility Address</b>	<b>Facility Type</b>	<b>Facility Address</b>	<b>Facility Type</b>
902 W. Main St. West Frankfort, IL	Clinic	1305 W. Main St. Marion, IL	Half Way House
2311 S. Illinois Ave. Carbondale, IL	Clinic	1306 W. Cherry St. Marion, IL	Administrative Office
1307 W. Main St. Marion, IL	Clinic	1305 ½ Boulevard Marion, IL	Group Home
409 St. George St.	Group Home	118 Krause St.	Group Home

<b>Facility Address</b>	<b>Facility Type</b>	<b>Facility Address</b>	<b>Facility Type</b>
West City, IL		Jerseyville, IL	
2615 Edwards St. Alton, IL	Clinic	3111 Williamson Co. Pkwy. Marion, IL	Clinic
1302 W. Cherry St. Marion, IL	Housing	1507 Rendleman St. Marion, IL	Group Home
904 E. Main St. Benton, IL	Group Home	1404 S. 14 <sup>th</sup> St. Herrin, IL	Group Home
409 St. George St. West City, IL	Group Home	1600 N. Main St. Benton, IL	Group Home
1912 N. State St. Marion, IL	Group Home	112 Sassy Lane Herrin, IL	Group Home
402 E. Plaza Carterville, IL	Crisis Stabilization Unit	2411 S. Illinois Ave. Carbondale, IL	Group Home
1311 W. Main St. Marion, IL	Administrative Office	606 N. Columbia West Frankfort, IL	Group Home
403 Commerce Dr. Carterville, IL	Crisis Stabilization Unit	1734 Main St. Alton, IL	Group Home
606 E. Foch St. Herrin, IL	Group Home		

WHEREAS, the Indiana Projects are of the type and at the locations listed below:

<b>Facility Address</b>	<b>Facility Type</b>
952 South Main Street Martinsville, IN 46151	Office
823 North Maple St. Bloomington, IN 47404	Group home
390 E. Erie Ave. Connersville, IN 47331	Office
391 E. Erie Ave. Connersville, IN 47331	Office
1025 Morton Ave. Martinsville, IN 46151	Apartments for patients receiving care
645 S. Roger St. Bloomington, IN 47403	Office and clinic
720 N. Marr Rd. Columbus, IN 47201	Office and clinic
831 Dillon Dr. Richmond, IN 47374	Office
816 Dillon Dr. Richmond, IN 47374	Office
109 N. 15 <sup>th</sup> St.	Group Home

<b>Facility Address</b>	<b>Facility Type</b>
Richmond, IN 47374	
1811 S. 9 <sup>th</sup> St. Richmond, IN 47374	CRC
76 S. 14 <sup>th</sup> St. Richmond, IN 47374	Group Home
216 N. State St. North Vernon, IN 47265	Office
121 N. Hopewell St. Bloomington, IN 47403	Apartments for patients receiving care
817 W. 1 <sup>st</sup> St. Bloomington, IN 47403	Office
200 N. 13 <sup>th</sup> St. Richmond, IN 47474	Office
1315 Hillcrest Rd. Bedford, IN 47421	Office
325 Smith Rd. Greensburg, IN 47240	Office

WHEREAS, the Issuer desires to definitively authorize and approve, the issuance, execution, sale, and delivery of the Series 2018 Bond to be dated as of the date of issuance and delivery, or such other date as may be determined by the officers of the Issuer executing the Series 2018 Bond, in principal amount not to exceed Fourteen Million and No/100 Dollars (\$14,000,000), or such lesser amount as may be determined by the officers of the Issuer executing the Series 2018 Bond;

WHEREAS, the Issuer hereby determines that the issuance of the Series 2018 Bond, and the loan of the proceeds thereof to the Company for the above purposes, will be in accordance with the provisions, and will further the purposes and the policies, of the Act;

WHEREAS, contemporaneously with the execution of the Series 2018 Bond, the Issuer, the Company, the first and second tier subsidiaries of the Company that guarantee the H&E Note (as defined below) and the Purchaser (as defined below) will enter into a Loan Agreement (the “Loan Agreement”), of even date with the Series 2018 Bond, specifying the terms and conditions pursuant to which the Issuer will loan the proceeds of the sale of the Series 2018 Bond to the Company for the purposes set forth above;

WHEREAS, to further evidence its obligation to repay the loan under the Loan Agreement, the Company will execute a promissory note (the “H&E Note”) of even date with the Series 2018 Bond (the “H&E Note”) in the original principal amount of the Series 2018 Bond as issued;

WHEREAS, FirstBank as purchaser of the Series 2018 Bond (“Purchaser”) will purchase the Series 2018 Bond in accordance with the provisions of that certain Bond Purchase Agreement of even date with the Series 2018 Bond (the “Bond Purchase Agreement”), by and among the Issuer, the Company, and the Purchaser;

WHEREAS, the principal of, and the premium, if any, and interest on, the Series 2018 Bond will be payable solely and exclusively from payments to be made by the Company under the Loan Agreement and the H&E Note;

WHEREAS, in consideration for the Purchaser's purchase of the Series 2018 Bond; and as further security for the payment of the principal and the interest on the Series 2018 Bond, the Issuer will assign to the Purchaser, pursuant to an Assignment of even date with the Series 2018 Bond (the "Assignment") by and between the Issuer and the Purchaser, all of the right, title, and interest of the Issuer (excepting only certain reserved rights as specified in such Assignment) in and to the Loan Agreement and the H&E Note;

WHEREAS, the following documents have been presented to the Issuer for approval in connection with the issuance, sale, and delivery of the Series 2018 Bond:

- (1) The proposed form of the Assignment;
- (2) The proposed form of the Loan Agreement;
- (3) The proposed form of the Series 2018 Bond;
- (4) The proposed form of the H&E Note; and
- (5) The proposed form of the Bond Purchase Agreement;

WHEREAS, it appears to the Issuer that all of such documents are in due form and that the execution, delivery, and implementation thereof, and the execution, issuance, and delivery of the Series 2018 Bond will facilitate and further the purposes of the Act;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE HEALTH AND EDUCATIONAL FACILITIES BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE AS FOLLOWS:

Section 1. Findings with Respect to the Series 2018 Bond. The Issuer hereby finds that the issuance of the Series 2018 Bond will contribute to the general welfare, prosperity, health, education and living conditions of the people of the State of Tennessee.

Section 2. Authorization of the Issuance of the Series 2018 Bond. Under and pursuant to the provisions of the Act, the Issuer hereby authorizes the execution, issuance, sale, and delivery of the Series 2018 Bond to the Purchaser in consideration of payment therefor in accordance with the provisions of the Bond Purchase Agreement, the proceeds of the sale thereof to be used for the purposes specified in the preamble hereto.

Section 3. Approval of the Loan Agreement. The form, content, and provisions of the Loan Agreement, as presented to this meeting of the Board of Directors of the Issuer, are in all particulars approved, and the Chairman and Vice Chairman, or either of them, and the Secretary and Assistant Secretary, or either of them, are hereby authorized, empowered, and directed to

execute, acknowledge, and deliver said Loan Agreement in the name, and on behalf, of the Issuer.

The Loan Agreement is to be in substantially the form now before this meeting of the Board of Directors of the Issuer, or with such changes therein as shall be approved by the officers of the Issuer executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all such changes or revisions.

The officers of the Issuer are hereby authorized, empowered, and directed, from and after the execution and delivery of the Loan Agreement, to do all acts and things, and execute all documents, as may be necessary or convenient to carry out, and comply with, the provisions of said Loan Agreement, as executed and delivered.

Section 4. Approval of the Assignment. The form, content, and provisions of the Assignment, as presented to this meeting of the Board of Directors of the Issuer, are in all particulars approved and the Chairman and Vice Chairman, or either of them, and the Secretary and Assistant Secretary, or either of them, are hereby authorized, empowered and directed to execute, acknowledge, and deliver said Assignment in the name and on behalf of the Issuer.

The Assignment is to be in substantially the form now before this meeting of the Board of Directors of the Issuer, or with such changes therein as shall be approved by the officers of the Issuer executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all such changes or revisions.

The officers of the Issuer are hereby authorized, empowered, and directed, from and after the execution and delivery of the Assignment, to do all acts and things, and execute all documents, as may be necessary or convenient to carry out; and comply with, the provisions of said Assignment, as executed and delivered.

Section 5. Approval of the Series 2018 Bond. The form, content, and provisions of the Series 2018 Bond, as presented to this meeting of the Board of Directors of the Issuer, subject to appropriate insertions and revisions, are in all particulars hereby approved, and the Chairman and Vice Chairman, or either of them, and the Secretary and Assistant Secretary, or either of them, are hereby authorized, empowered; and directed to execute, attest, and deliver to the Purchaser, the Series 2018 Bond in consideration of payment therefor in the name and on behalf of the Issuer, such Series 2018 Bond to be in substantially the form now before this meeting of the Board of Directors of the Issuer, or with such changes therein as shall be approved by the officers of the Issuer executing the same, including changing the Series designation of the Series 2018 Bond if requested by the Company, their execution thereof to constitute conclusive evidence of their approval of any and all such changes or revisions and, when the Series 2018 Bond shall be executed, attested, and delivered in the manner contemplated herein, in the principal amount of not exceeding Fourteen Million and No/100 Dollars (\$14,000,000), or such lesser aggregate amount as may be determined by the officers of the Issuer executing the same, such signatures constituting conclusive approval of the final form of the Series 2018 Bond.



Section 6. Approval of the Bond Purchase Agreement. The form, content, and provisions of the Bond Purchase Agreement, as presented to this meeting of the Board of Directors of the Issuer, are in all particulars approved, and the Chairman and Vice Chairman, or either of them, and the Secretary and Assistant Secretary, or either of them, are hereby authorized, empowered, and directed to execute, acknowledge, and deliver said Bond Purchase Agreement in the name, and on behalf, of the Issuer.

The Bond Purchase Agreement is to be in substantially the form now before this meeting of the Board of Directors of the Issuer, or with such changes therein as shall be approved by the officers of the Issuer executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all such changes or revisions.

The officers of the Issuer are hereby authorized, empowered, and directed, from and after the execution and delivery of the Bond Purchase Agreement to do all acts and things, and execute all documents, as may be necessary or convenient to carry out, and comply with, the provisions of said Bond Purchase Agreement, as executed and delivered.

Section 7. Approval of the H&E Note. The form, content and provisions of the proposed H&E Note, as presented to this meeting of the Issuer, are in all particulars approved, and the Chairman and Vice Chairman, or either of them, and the Secretary and Assistant Secretary, or either of them, are hereby authorized, empowered, and directed to assign the H&E Note to the Purchaser as security the Series 2018 Bond.

Section 8. Miscellaneous Acts. The appropriate officers of the Issuer are hereby authorized, empowered, and directed to do any and an such acts and things, and to execute, acknowledge, deliver, and, if applicable, file or record, or cause to be filed or recorded, in any appropriate public offices, all such documents, instruments, and certifications, in addition to those acts, things, documents, instruments, and certifications hereinbefore authorized and approved, as may, in their discretion, be necessary or desirable to implement or comply with the intent of this Resolution, or any of the documents herein authorized and approved, for the authorization, issuance, and delivery by the Issuer of the Series 2018 Bond. To the extent the Series 2018 Bond is issued as a tax-exempt bond, any officer of the Issuer is hereby authorized (i) to sign and file or cause to be filed a completed Internal Revenue Service Form 8038; "Information Return for Private Activity Bond Issues," as required by Section 149(e) of the Code and (ii) to execute a tax certificate and agreement in order to comply with Section 148 of the Code and the applicable Treasury Regulations thereunder and in order to document compliance with the Code.

Section 9. Limited Obligation and Liability. The Series 2018 Bond, and the interest payable thereon, are limited obligations of the Issuer, and shall not be deemed to constitute a general debt or liability of the Issuer, but shall be payable solely from such special sources and funds provided therefor in accordance with the provisions thereof.

Neither The Metropolitan Government of Nashville and Davidson County, Tennessee (the "Metropolitan Government") nor the State of Tennessee, nor any other political subdivision thereof, shall be liable for the payment of the principal of, or the interest on, the Series 2018 Bond, or for the performance of any pledge, mortgage, obligation, agreement, or certification, of

any kind whatsoever of the Issuer, and neither the Series 2018 Bond nor any of the pledges, mortgages, agreements, obligations, or certifications of the Issuer shall be construed to constitute an indebtedness of the Metropolitan Government, the State of Tennessee or any other political subdivision thereof, within the meaning of any constitutional or statutory provisions whatsoever.

No recourse under, or upon, any statement, obligation, covenant, agreement, or certification, contained in any of the foregoing documents, including, without limitation, the Series 2018 Bond and the Assignment, or in any other document or certification whatsoever, or under any judgment obtained against the Issuer or by the enforcement of any assessment or by any legal or equitable proceeding or by virtue of any constitution or statute or otherwise, or under any circumstances, under or independent of the foregoing documents, including, without limitation the Series 2018 Bond and the Assignment; or any other document or certification, whatsoever, shall be had against any incorporator, member, director, or officer, as such, past, present, or future, of the Issuer, either directly or through the Issuer, or otherwise, for the payment for, or to, the Issuer, or any receiver thereof, or from, or to, the owner of the Series 2018 Bond, for any sum that may be due and unpaid by the Issuer upon the Series 2018 Bond or the interest payable thereon. Any and all personal liability of every nature, whether at common law or in equity or by statute or by constitution or otherwise, of any such incorporator, member, director, or officer, as such, to respond by reason of any act or omission on his or her part or otherwise for, directly or indirectly, the payment for, or to, the Issuer or any receiver thereof, or for, or to, the owner of the Series 2018 Bond, of the principal of, or the premium, if any, or interest on, the Series 2018 Bond, shall be deemed to have been waived and released as a condition of, and consideration for, the execution of the aforesaid documents and the issuance of the Series 2018 Bond.

Section 10. Captions. The captions or headings in this Resolution are for convenience only and shall in no way define, limit, or describe the scope or intent of any provision hereof.

Section 11. Partial Invalidity. If any one or more of the provisions of this Resolution shall be held invalid, illegal, or unenforceable in any respect, by final decree of any court of lawful jurisdiction, such invalidity, illegality, or unenforceability shall not affect any other provision hereof, but this Resolution shall be construed the same as if such invalid, illegal, or unenforceable provision had never been contained herein, or therein, as the case may be.

Section 12. Conflicting Resolutions Repealed. All resolutions or parts thereof in conflict herewith, are, to the extent of such conflict, hereby repealed, and this Resolution shall take effect from and after its adoption.

Approved and adopted this 12th day of December, 2018.

THE HEALTH AND EDUCATIONAL  
FACILITIES BOARD OF THE METROPOLITAN  
GOVERNMENT OF NASHVILLE AND  
DAVIDSON COUNTY, TENNESSEE

By: \_\_\_\_\_  
Title: Stephen L. Meyer, Chairman

ATTEST

By: \_\_\_\_\_  
Title: Richard L. Brown, Secretary

After further discussion and questions by the members of the Board of Directors of the Corporation, upon motion by Mr. Brown, seconded by Ms. Sharpe, that the above Resolution be adopted, such Resolution was adopted, all members present voting affirmatively thereon.

The Chairman then recognized Mr. Chris Moth, who presented as a matter of new business, a motion requiring the Corporation to publish on-line all completed CT-0253 forms for bond issues approved by the Board of Directors of the Corporation. For purposes of discussion, Ms. Sharpe seconded the motion. After questions and discussion by the members of the Board of Directors of the Corporation, Mr. Moth requested deferral of consideration of his motion to the next meeting of the Board of Directors, and such deferral was adopted, all members voting affirmatively thereon.

As another matter of new business, the Chairman then recognized Ms. Barnett, who suggested the Board of Directors consider, as a matter of efficiency and convenience due to their busy schedules, the designation of one or more officers of the Board of Directors as a public hearing officer for the purpose of holding public hearings on behalf of the Corporation under certain circumstances in lieu of a full Board of Directors meeting. After questions and discussion by the members of the Board of Directors of the Corporation, the Board of Directors agreed to consider this further at a future meeting.

The Chairman then stated pursuant to the Bylaws, the annual election of officers of the Board of Directors is to be considered at the December Board of Directors meeting. Upon motion by Dr. Addae, seconded by Mr. Moth, that the election of officers be deferred to the next meeting of the Board of Directors of the Corporation when more members could be present, such motion was adopted, all members present voting affirmatively thereon.

The Chairman then recognized Ms. Barnett to present, as a matter of information, confirmation of the mailings to each member of the State Report on Debt Obligation for the issue that closed since the last meeting of the Corporation on November 13, 2018. Ms. Barnett stated the Report presented was the following:

\$4,657,900 Educational Facilities Revenue Refunding Bond (Saint Bernard Academy Project) Series 2018.

There being no further business, upon motion duly made, seconded, and unanimously adopted, the meeting of the Board of Directors was adjourned.

/s/ Richard L. Brown  
SECRETARY

/s/ Stephen L. Meyer  
CHAIRMAN