

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL
DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND
DAVIDSON COUNTY, TENNESSEE

February 9, 2016

The Board of Directors of the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County (the "Board") met on Tuesday, February 9, 2016 at 10:00 a.m. in Council Committee Room 2 at the Metropolitan Courthouse, Nashville, Tennessee 37201.

Board members present were: Ginger Hausser, Aubrey Gregory, Richard Fulton, Andrea Perry, Carnell Scruggs, Cristina O. Allen, Nigel Hodge, Chris Harmon, and Ken Weaver.

Also present were Counsel to the Board, Bob Tuke; Matt Wiltshire, Metro ECD; Kim McDoniel, Metro Finance; Cathy West, Metro Finance; Summer Carr, State of TN ECD Legal; Ron Colter, Metro Public Property; Jason Bobo, Metro Legal; Lillian Blackshear, Bass Berry & Sims; Zak Kelley, Metro Finance; Tom Trent, Bradley Arant Boult Cummings LLP

Madam Chair informed all that she will be leaving the meeting at 10:15am to attend other business. Mr. Fulton was appointed to take over the meeting at that time.

Administrative change:

Doris Cal, previous recorder for meeting minutes, has started a new position and will no longer record meeting minutes. Jamie Hunter will become recorder for meeting minutes.

Meeting Minutes:

Madam Chair opened the meeting asking if there were any corrections or discussion from last month's minutes. There being none, Ms. Allen made a motion to approve; it was seconded. The Board voted and approved the minutes from January 12, 2016.

Madam Chair asked if there were any Committee Reports and, there being none, Madam Chair moved to New Business.

New Business:

Right to Incur Costs Agreement for Community Health Systems, Inc.

The first item of business was Approval of a Right to Incur Costs Agreement regarding a FastTrack Economic Development Grant for Community Health Systems, Inc. ("CHS"). Matt Wiltshire introduced Summer Carr from the Tennessee Department of Economic and Community and Development ("TNECD"). Mr. Wiltshire reviewed previously provided information regarding the CHS project and the Right to Incur Costs State Grant process. Ms. Carr along with Mr. Wiltshire provided a review of the project and answered questions from the Board. Ms. Carr stated the request to incur cost is for November 30, 2015 and already has State approval. Mr. Scruggs asked about the amount of the incentives. Ms. Carr stated it was \$6.75 million. Mr. Wiltshire noted the project had already begun construction.

Madam Chair made a motion to approve The Right to Incur Costs Agreement; it was seconded by Mr. Gregory. The Board voted and approved the Right to Incur Costs Agreement. Madam Chair signed the Agreement.

Approval of Proposed Amendments to Existing PILOT documents for the HealthSpring Project

Mr. Fulton introduced Mr. Tom Trent to go over the proposed amendments. In 2011 and 2012 the Board approved a Payment-In-Lieu of Taxes arrangement with HealthSpring for buildings in Metro Center. The owner of the project subsequently sold the project to Mr. Trent's client. Mr. Trent's client is now conveying the project from an entity that is a Delaware Statutory Trust to a limited liability company. Mr. Trent has reviewed the proposed amendment to the current fee deed of trust and stated that there is no liability to the Board with changes. Mr. Trent stated that Mr. Tuke had reviewed the amendment and the Estoppel Certificates for the payment in lieu of tax agreement, the two bonds and the two leases and found them to be in order. Mr. Trent stated the loan is expected to close sometime in early March and that he will forward the completed paperwork at that time. Mr. Tuke confirmed that he had reviewed the Estoppel Certificates and documents and the overall deal was the same as before, it is in order, and there is no liability to the Board. Mr. Tuke also noted the receipt of the \$750.00 amendment check. Mr. Scruggs asked for additional information on the reason for the amendment. Mr. Trent clarified the modifications and reasons for the amendment and the updated Estoppel Certificates.

Madam Chair asked if there were any other questions and, there being none, Mr. Fulton made a motion to approve the amendments to existing PILOT financing documents for the HealthSpring Project. It was seconded by Mr. Gregory. The Board voted and approved the amendments to existing PILOT financing documents for the HealthSpring Project.

Presentation of CT Forms for Closing of Bellevue Mall TIF Financing

Mr. Tuke introduced Ms. Lillian Blackshear with Bass Berry & Sims. Mr. Tuke stated no action by the Board was needed. Ms. Blackshear explained that the TIF Financing related to the Bellevue Mall project closed on December 31, 2015. Per state law, the form CT253 detailing the final closing must be presented to the Board. The chairman received a copy of the form and a copy was distributed to the room. Madam Chair asked if there were any questions and, there being none, Madam Chair left the meeting and Mr. Fulton continued meeting as Chair.

The Discussion of Matters Considered by the Industrial Development Board.

Mr. Fulton briefly reviewed the presentations made at the last meetings and the fact that several items were tabled to this meeting due to time constraints. Because Ms. Darby with Metro Legal was absent Mr. Wiltshire introduced Mr. Jason Bobo who works with Ms. Darby at Metro Legal.

Mr. Wiltshire reviewed information of how the various entities engaged in economic development activities in Nashville – the Nashville Chamber of Commerce, TNECD, the Tennessee Valley Authority, and the Mayor's Office of Economic and Community Development – connect and work together. Mr. Wiltshire then provided an overview of the local incentive programs beginning with Payment In-Lieu Of Taxes ("PILOT") Agreements. Board Members asked questions and discussed previous PILOT projects. Mr. Wiltshire then discussed the per-job Cash Grant incentive program. Mr. Wiltshire then talked briefly about the IDB TIF processes. Mr. Wiltshire answered questions from Board. Mr. Fulton proposed that the

remainder of items on the agenda be postponed to the next meeting in order for sufficient time to be available for their discussion.

Other Business

Mr. Fulton asked if there was any Other Business and, there being none, Mr. Fulton moved to Approval of Financial Matters.

Approval of Financial Matters

Ms. Cathy West reported that there were no invoices. A check for \$7,500 was received for Bellevue Mall administrative fees on closing.

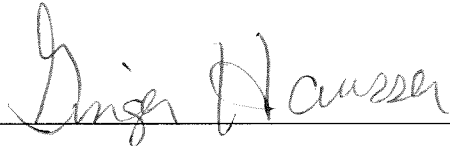
Scheduled Next Board Meeting

The next Board meeting was scheduled for March 8, 2016.

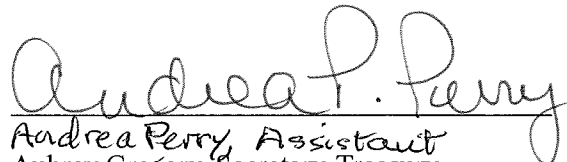
Adjourn

The meeting was adjourned at 11:20 a.m.

APPROVED, this 10th day of May, 2016



Ginger Hausser, Chairpersons



Andrea Perry, Assistant
~~Aubrey Gregory~~, Secretary-Treasury