

STATE OF TENNESSEE
COUNTY OF HENRY...

Be it remembered that the County Commission met in a regular session at the Courthouse in Henry County, Tennessee on November 21, 2011 at 7:00 PM. Present and presiding the Honorable Brent Greer, Chairman, Donna Craig, County Clerk and the County Commissioners:

ITEM NO. 1 The meeting was called to order by Deputy Randy Gean.

ITEM NO. 2 Invocation was led by Commissioner Travis.

ITEM NO. 3 The pledge to the flag was led by Commissioner Webb.

ITEM NO. 4 Roll Call

The following Commissioners were present: Wesley Bradley, Dell Carter, Bobby Freeman, Don Jones, Kreg Kyle, Paul Mathenia, Connie McSwain, Paul Neal, Dan Paschall, Monte Starks, James Travis, Marty Visser, David Webb. Absent: Earl Anderson and Kenneth Humphreys.

ITEM NO. 5 Citizen's Forum

NONE AND THE CHAIR CLOSED THE FORUM

ITEM NO. 6 Commissioner's Forum

NONE AND THE CHAIR CLOSED THE FORUM

ROLL CALL
COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
PARIS, TENNESSEE

A motion was made by Commissioner Neal and seconded by Commissioner Mathenia to approve the Consent Agenda, which consists of the following: Minutes of the meeting of October 17, 2011, approval of quarterly reports, report of property tax collections to date, report of total revenue collections to date, and the following Notary Public designations: Lisa A. Lindsey, Lindsay Robbins, Karen Millraney, Stacy J. Byrd, Christina L. Salmon, Cynthia Hrachovina, Cindy B. Bailey, Donna J. Paschall, Michael D. Hudson, Carla M. Kyle.

ITEM NO. 7

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL								
BRADLEY, WESLEY								
CARTER, DELL								
FREEMAN, BOBBY								
HUMPHREYS, KENNETH								
JONES, DON								
KYLE, KREG								
MATHENIA, PAUL				X				
MCSWAIN, CONNIE								
NEAL, PAUL			X					
PASCHALL, DAN								
STARKS, MONTE								
TRAVIS, JAMES								
VISSER, MARTY								
WEBB, DAVID								
TOTAL								

VOICE VOTE CARRIED

DATE : November 21, 2011

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Paschall and seconded by Commissioner Kyle to approve Resolution 1-11-11, opposing the closing of Cottage Grove and Mansfield Post Offices.

ITEM NO. 8

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL								
BRADLEY, WESLEY								
CARTER, DELL								
FREEMAN, BOBBY								
HUMPHREYS, KENNETH								
JONES, DON								
KYLE, KREG				X				
MATHENIA, PAUL								
MCSWAIN, CONNIE								
NEAL, PAUL								
PASCHALL, DAN			X					
STARKS, MONTE								
TRAVIS, JAMES								
VISSER, MARTY								
WEBB, DAVID								
TOTAL								

VOICE VOTE CARRIED

DATE : November 21, 2011

RESOLUTION NO. 1-11-11

**A RESOLUTION OF THE HENRY COUNTY, TENNESSEE
BOARD OF COMMISSIONERS OPPOSING THE CLOSING OF
COTTAGE GROVE AND MANSFIELD POST OFFICES**

WHEREAS, The United States Postal Services (USPS) has begun plans to study the potential closure of post offices in Cottage Grove and Mansfield, Tennessee; and

WHEREAS, these post offices serve as the centerpiece of the economic viability and community spirit for these communities; and

WHEREAS, neighborhood post offices provide essential services to community residents that include mailing packages, letters, providing stamps, purchasing money orders, delivery services, insurance services and post office box services; and

WHEREAS, these citizens will be severely inconvenienced having to travel a considerable distance to avail themselves to those services to which they have come to depend; and

WHEREAS, the availability of neighborhood resources such as post offices are essential elements in creating what are termed "complete" neighborhoods that promote a high quality of life; and

WHEREAS, the Cottage Grove and Mansfield post offices are invaluable to its citizens and helps create a "sense of place" and viability for each community.

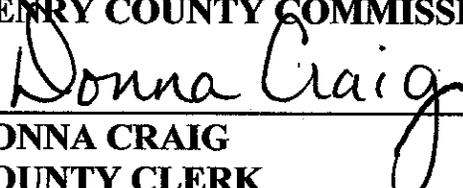
NOW, THEREFORE, BE IT RESOLVED that the Henry County Board of Commissioners meeting in regular session strongly voices its concern and opposition to the proposed closings of these vital services to the citizens of Cottage Grove and Mansfield, Tennessee.

BE IT FURTHER RESOLVED, that copies of this resolution be presented to Congressman Stephen Fincher, Senator Lamar Alexander, Senator Bob Corker, the U. S. Postmaster General, the U. S. Postal Regulatory Commission and the respective Postmasters of each community.

PASSED 11-21-11



**BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION**



**DONNA CRAIG
COUNTY CLERK**

APPROVED 11-21-11



**BRENT GREER
HENRY COUNTY MAYOR**

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Paschall and seconded by Commissioner Bradley to approve Resolutions 2-11-11 and 3-11-11, authorizing certain changes in the budget for the Henry County General Fund for Fiscal year 2011-2012.

ITEM NO. 9

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY				X	X			
CARTER, DELL					X			
FREEMAN, BOBBY					X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG					X			
MATHENIA, PAUL					X			
MCSWAIN, CONNIE					X			
NEAL, PAUL					X			
PASCHALL, DAN			X		X			
STARKS, MONTE					X			
TRAVIS, JAMES					X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				13			

MOTION CARRIED

DATE : November 21, 2011

RESOLUTION #2-11-11

**A RESOLUTION OF THE HENRY COUNTY, TENNESSEE BOARD OF
COMMISSIONERS TO AUTHORIZE CERTAIN CHANGES IN THE BUDGET
FOR THE HENRY COUNTY GENERAL FUND
FOR FISCAL 2011-2012**

WHEREAS, the Board of County Commissioners of Henry County, Tennessee at its August Recessed Session, 2011, adopted the budget for the Henry County General Fund for fiscal 2011-2012; and,

WHEREAS, the said Board of County Commissioners of Henry County, Tennessee must authorize and approve any and all changes and amendments of the said budget of the Henry County General Fund; and,

WHEREAS, the expenditures authorized in the said budget of the Henry County General Fund will be insufficient in certain line items with funds being available for transfer; and,

WHEREAS, it is necessary and appropriate that the said budget of the Henry County General Fund be amended to provide additional funds for certain line items.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Henry County, Tennessee assembled in regular session on this the 21st day of November 2011, a majority or more of said membership concurring, that the budget for the Henry County General Fund be and hereby is amended as follows, to-wit:

AIRPORT

INCREASE ACCOUNT 58220-338, entitled "Repair & Maintenance - Vehicles," in the amount of \$500.00

DECREASE ACCOUNT 58220-335, entitled "Repair & Maintenance - Buildings," in the amount of \$500.00

INCREASE REVENUE ACCOUNT 44135, entitled "Sale of Gasoline," in the amount of \$10,000.00

INCREASE ACCOUNT 58220-425, entitled "Gasoline," in the amount of \$10,000.00

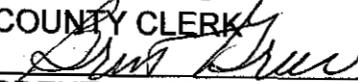
Please see email from Don Davenport regarding this request.

BE IT FURTHER RESOLVED that a true copy of this Resolution be spread upon the Commission record of this date.

PASSED 11-21-11


BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION

APPROVED 11-21-11

DONNA CRAIG
COUNTY CLERK

BRENT GREER
COUNTY MAYOR

(No Subject)

From: **Pat Hollingsworth** (probinson@henrycountyttn.org)
Sent: Thu 11/10/11 10:41 AM
To: Pat Hollingsworth (hollingsworth30@msn.com)

- > Pat, Please include the following in the upcoming Budget Committee meeting agenda.
- >
- >
- > Transfer \$500.00: From line 58220-335 Building Maintenance
- > To Line 58220-338 Vehicle maintenance
- >
- > Justification: Budgeted funds were used for
- > unexpected ball-joint replacement on crew van.
- >
- > Tires need to be replaced on the crew car.
- >
- >
- > Request additional funds:
- >
- > Line item 58220-425, Gasoline
- > Amount \$10,000
- > Revenue Generated: \$14,226 (2817 gal #@ 5.05 retail)
- > (based on current fuel prices 2817 gal @ 3.55 cost)
- >
- > Present balance \$23,000 is not sufficient to
- > purchase a load of Jet Fuel if needed.
- >
- > I will be at the meeting to give any additional explanation, should the committee ask.
- >
- > Thanks, Don
- >

00 116

RESOLUTION #3-11-11

A RESOLUTION OF THE HENRY COUNTY, TENNESSEE BOARD OF COMMISSIONERS TO AUTHORIZE CERTAIN CHANGES IN THE BUDGET FOR THE HENRY COUNTY GENERAL CAPITAL PROJECTS FUND FOR FISCAL 2011-2012

WHEREAS, the Board of County Commissioners of Henry County, Tennessee at its August Recessed Session, 2011, adopted the budget for the Henry County General Capital Projects Fund for fiscal 2011-2012; and,

WHEREAS, the said Board of County Commissioners of Henry County, Tennessee must authorize and approve any and all changes and amendments of the said budget of the Henry County General Capital Projects Fund; and,

WHEREAS, the expenditures authorized in the said budget of the Henry County General Capital Projects Fund will be insufficient in certain line items with funds being available for transfer; and,

WHEREAS, it is necessary and appropriate that the said budget of the Henry County General Capital Projects Fund be amended to provide additional funds for certain line items.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Henry County, Tennessee assembled in regular session on this the 21st day of November 2011, a majority or more of said membership concurring, that the budget for the Henry County General Capital Projects Fund be and hereby is amended as follows, to-wit:

DECREASE ACCOUNT 39000, entitled "Unappropriated Fund Balance," in the amount of \$5,000.00

INCREASE ACCOUNT 91110-791, entitled "Other Construction," in the amount of \$5,000.00

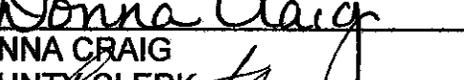
BE IT FURTHER RESOLVED that a true copy of this Resolution be spread upon the Commission record of this date.

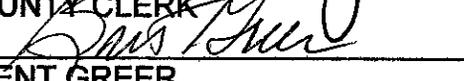
PASSED 11-21-11

APPROVED 11-21-11


BRENT GREER, CHAIRMAN

HENRY COUNTY COMMISSION


DONNA CRAIG
COUNTY CLERK


BRENT GREER
COUNTY MAYOR

HENRY COUNTY, TENNESSEE PARIS, TENNESSEE 38242 NO. 00005395

DATE	ACCOUNT NUMBER	INVOICE NUMBER	P.O. NO.	AMOUNT
06/15/2011	171-91110-791	06152011	17100001614	5000.00

JE
void ck
db cash 11140
cr 39000

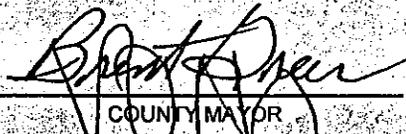
do not back into acct db 39000 cr 91110-791

void & reissue
11/2/11

Cash Account: 11140

DETACH BEFORE CASHING

FOR SECURITY PURPOSES THE FACE OF THIS DOCUMENT CONTAINS A COLORED BACKGROUND AND MICROPRINTING

TO THE TRUSTEE OF HENRY COUNTY TENNESSEE P.O. BOX 7 PARIS, TENNESSEE 38242		HENRY COUNTY, TENNESSEE GENERAL CAPITAL PROJECTS FUND		NO. 00005395
		FIRSTBANK PARIS, TN	87-703 640	
VOID AFTER 90 DAYS				
PAY *****5,000 DOLLARS AND 00 CENTS		DATE	CHECK NUMBER	AMOUNT
TO THE ORDER OF		06/16/2011 171	00005395	\$5,000.00
TN DEPT. OF TRANSPORTATION SUITE 800 JAMES K. POLK BLDG NASHVILLE, TN 37243-0329		 COUNTY MAYOR		

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

⑈00005395⑈ ⑆084307033⑆ ⑆4030869⑈

back
 ⊗ voided prior year ck. In order to put into budget - must do amendment

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Freeman and seconded by Commissioner Kyle to approve Resolution 4-11-11, to amend the Interlocal agreement between the City of Paris, Tennessee and the County of Henry, Tennessee.

ITEM NO. 10

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY					X			
CARTER, DELL					X			
FREEMAN, BOBBY			X		X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG				X	X			
MATHENIA, PAUL					X			
MCSWAIN, CONNIE					X			
NEAL, PAUL					X			
PASCHALL, DAN					X			
STARKS, MONTE					X			
TRAVIS, JAMES					X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				13			

MOTION CARRIED

DATE : November 21, 2011

RESOLUTION NO. 4-11-11

A RESOLUTION OF THE HENRY COUNTY, TENNESSEE BOARD OF COMMISSIONERS TO AMEND THE INTERLOCAL AGREEMENT BETWEEN THE CITY OF PARIS, TENNESSEE AND THE COUNTY OF HENRY, TENNESSEE

WHEREAS, the City of Paris and Henry County entered into an Interlocal Agreement for the operation of the Landfill on April 19, 1994; and

WHEREAS, the Paris-Henry County Landfill has been operated successfully under this agreement; and

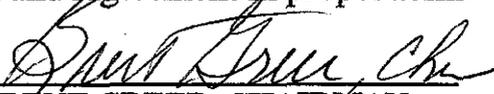
WHEREAS, both parties now desire to amend the Agreement; and

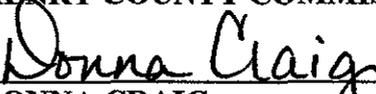
WHEREAS, the Interlocal Agreement is amended to include the following as paragraph 9 of the existing agreement:

The City of Paris will purchase a new Track Loader in November or December of 2011. Henry County will be responsible for the payment of one-half of the cost of the Track Loader, with Henry County's payment of \$28,735 being due January 1, 2013, 2014, 2015, 2016, and 2017.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Henry County, Tennessee, assembled in regular session on this 21st day of November, 2011, a majority or more of the membership concurring, that the that the Interlocal Agreement of April 19, 1994, between the City of Paris and the County of Henry shall be amended upon similar resolve by the City Commission of Paris, Tennessee and that the Mayor is authorized to sign this Resolution and Agreement in proper form.

PASSED 11-21-11


BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION


DONNA CRAIG
COUNTY CLERK

APPROVED 11-21-11


BRENT GREER
HENRY COUNTY MAYOR

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Mathenia and seconded by Commissioner Carter to approve Resolution 5-11-11, authorizing a grant of easement to Springville Utility District.

ITEM NO. 11

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY					X			
CARTER, DELL				X	X			
FREEMAN, BOBBY					X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG					X			
MATHENIA, PAUL			X		X			
MCSWAIN, CONNIE					X			
NEAL, PAUL					X			
PASCHALL, DAN					X			
STARKS, MONTE					X			
TRAVIS, JAMES					X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				13			

MOTION CARRIED

DATE : November 21, 2011

RESOLUTION NO. 5-11-11

A RESOLUTION OF THE HENRY COUNTY, TENNESSEE, BOARD OF COMMISSIONERS TO AUTHORIZE A GRANT OF EASEMENT TO SPRINGVILLE UTILITY DISTRICT

WHEREAS, Springville Utility District (Hereafter "District") is a utility district organized under the laws of the State of Tennessee, and

WHEREAS, the purpose of the District is to provide an abundant and potable water supply to the residents of the District,

WHEREAS, the District requires the right to go along through, across, and under the rights of ways possessed by the County as to all county Roads; and

WHEREAS, the Board of Commissioners does deem this to be in the best interest of the citizens of the county that the County grant the easement sought.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Henry County, Tennessee, assembled in regular session on this the 21st day of November, 2011, a majority or more of the membership concurring that:

1. The County Mayor and County Trustee are authorized to execute the attached Grant of Utility Easement on behalf of the County and deliver it to the District.
2. That the County Mayor, County Trustee, and all other officers of the County are authorized to sign all other instruments reasonably necessary to carry out this Grant of Easement to the District, without the necessity of further Board of Commissioners action.

BE IT FINALLY RESOLVED that a true copy of this Resolution be spread upon the Commission record of this date.

PASSED 11-21-11



BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION



DONNA CRAIG
COUNTY CLERK

APPROVED 11-21-11



BRENT GREER
HENRY COUNTY MAYOR

GREER AND GREER, ATTORNEYS, PLLC
114 ~ 116 South Poplar Street
P. O. Box 385
Paris, Tennessee 38242-4104

Lee M. Greer, III
Steve Greer

Telephone: 731-642-8781
Fax: 731-642-6861
leegreer@bellsouth.net
stevegreer@bellsouth.net

November 15, 2011

Brent Greer, County Mayor
PO Box 7
Paris, TN 38242

SENT BY FAX

Re: Springville Utility District

Dear Brent:

Attached please find a proposed Grant of Utility Easement from the County to Springville Utility District. Also enclosed is a suggested resolution authorizing the signing of that document by County officers.

Commissioners should be informed that I am the attorney for Springville Utility District. As the District's attorney, I am requesting that the County execute this easement to the district.

As you know, the district is in the process of receiving several governmental grants and loans to develop a water system for the District. The District territory is described in an earlier resolution adopted by the County Commission. It is a part of "the lake area".

Please place this on the agenda for the meeting of November 21. I stand ready to answer any questions from you or any member of the Commission. As always, I appreciate your cooperation.

Sincerely,
GREER & GREER, ATTORNEYS, PLLC

Lee M. Greer, III

00 124

THIS INSTRUMENT PREPARED
WITHOUT BENEFIT OF TITLE
EXAMINATION BY:
GREER & GREER ATTORNEYS, PLLC
P. O. BOX 385
PARIS, TN 38242

GRANT OF UTILITY EASEMENT

HENRY COUNTY, TENNESSEE 129 Evans Lane, Springville. TN. 38256, a county government duly organized under the Constitution and laws of the State of Tennessee ("County"), does hereby grant to **SPRINGVILLE UTILITY DISTRICT**, a utility district organized pursuant to TCA 7-82-101 *et seq.* ("District"), a perpetual easement to survey, construct, operate, maintain, install, remove, replace or abandon in place, water pipes or lines for the purpose of conveying water to the citizens of the District. For those purposes, this easement is over, across, through and under the following described property, located in the Eleventh Civil District of Henry County, Tennessee, to wit:

Being all of the County's rights of way along any and all roads within the District.

A complete description of the bounds of the District is recorded in Order of Creation of record in Record Book 285 pages 194-204 in the Register's Office of Henry County, Tennessee, which description is herein incorporated by reference.

This grant of easement includes the right at all times to enter upon and occupy the real property or any part of it and make any proper use of it consistent with this grant of easement **SO LONG AS** such occupancy and use do not infringe upon, hinder, or limit the right of County to the use of the same property for all proper government uses.

IN WITNESS WHEREOF, Henry County, Tennessee, being authorized so to do, has caused its corporate seal to be hereto affixed and these presents to be signed, executed and delivered in its name and behalf, by its County Mayor, Brent

00 125

Personally appeared before me, DONNA CRAIG, County Clerk of Henry County, Tennessee, BRENT GREER and DAVID STONE, Mayor and Trustee of said County, respectively with whom and whose official position I am personally acquainted, and who upon oath acknowledged that they, as such County Mayor and County Trustee, being authorized so to do, executed the foregoing Deed instrument in the name and on behalf of said County, for the purposes therein contained, by themselves as such County Mayor and County Trustee, and by causing the corporate seal of Henry

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Mathenia and seconded by Commissioner Travis to approve Resolution 6-11-11, authorizing the issuance, sale, and payment of Capital Outlay Notes not to exceed \$141,875.

ITEM NO. 12

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY					X			
CARTER, DELL					X			
FREEMAN, BOBBY					X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG					X			
MATHENIA, PAUL			X		X			
MCSWAIN, CONNIE					X			
NEAL, PAUL					X			
PASCHALL, DAN					X			
STARKS, MONTE					X			
TRAVIS, JAMES				X	X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				13			

MOTION CARRIED

DATE : November 21,2011

RESOLUTION NO. 6-11-11

**A RESOLUTION OF THE HENRY COUNTY, TENNESSEE
BOARD OF COMMISSIONERS TO AUTHORIZE THE ISSUANCE, SALE,
AND PAYMENT OF CAPITAL OUTLAY NOTES NOT TO
EXCEED \$141,875**

WHEREAS, the Governing Body of Henry County, Tennessee, (the "Local Government") has determined that it is necessary and desirable to issue capital outlay notes in order to provide funds for the following public works project (the "Project"): To purchase equipment to be used at the Paris-Henry County Landfill. (See Exhibit A.)

WHEREAS, the Governing Body has determined that the Project will promote or provide a traditional governmental activity or otherwise fulfill a public purpose; and

WHEREAS, under the provisions of Parts I, IV and VI of Title 9, Chapter 21, Tennessee Code Annotated (the "Act"), local governments in Tennessee are authorized to finance the cost of this Project through the issuance and sale of interest-bearing capital outlay notes upon the approval of the State Director of Local Finance; and

WHEREAS, the Governing Body finds that it is advantageous to the Local Government to authorize the issuance of capital outlay notes to finance the cost of the Project;

NOW, THEREFORE, BE IT RESOLVED, by the Governing Body as follows:

Section 1. That, for the purpose of providing funds to finance the cost of the Project in and for the Local Government, the Chief Executive Officer of the Local Government is hereby authorized in accordance with the terms of this resolution, and upon approval of the State Director of Local Finance, to issue and sell interest-bearing capital outlay notes in a principal amount not to exceed one-hundred forty-one thousand, eight-hundred seventy-five dollars (\$141,875) (the "Notes") by an informal bid process pursuant to the terms, provisions, and conditions permitted by law. The Notes shall be designated "2011 Capital Outlay Notes, Series 2011b"; shall be numbered serially from 1 upwards; shall be dated as of the date of issuance; shall be in denomination(s) as agreed upon with the purchaser; shall be sold at not less than 99% of par value and accrued interest; and shall bear interest at a rate or rates not to exceed .50 percent (.50%) per annum, and in no event shall the rate exceed the legal limit provided by law.

Section 2. That, the Notes shall mature not later than twelve (12) years after the date of issuance and, unless otherwise approved by the State Director of Local Finance, the Notes shall be amortized in an amount reflecting at least level debt service on the Notes approximately according to the following schedule:

<u>FISCAL YEAR</u>	<u>PRINCIPAL AMOUNT</u>
2012-2013	\$ 28,375.00
2013-2014	\$ 28,375.00
2014-2015	\$ 28,375.00
2015-2016	\$ 28,375.00
2016-2017	\$ 28,375.00

The final maturity of the Notes shall not exceed the reasonably expected economic life of the Project which is hereby estimated to be at least equal to or greater than the life of the notes.

Section 3. That, the Notes shall be subject to such early redemption provisions as are agreeable to the Local Government and in accordance with Title 9, Chapter 21, Tennessee Code Annotated.

Section 4. That, the Notes shall be direct general obligations of the Local Government, for which the punctual payment of the principal and interest on the notes, the full faith and credit of the Local Government is irrevocably pledged and the Local Government hereby pledges its taxing power as to all taxable property in the Local Government for the purpose of providing funds for the payment of principal of and interest on the Notes. The Governing Body of the Local Government hereby authorizes the levy and collection of a special tax on all taxable property of the Local Government over and above all other taxes authorized by the Local Government to create a sinking fund to retire the Notes with interest as they mature in an amount necessary for that purpose.

Section 5. That, the Notes shall be executed in the name of the Local Government; shall bear the manual signature of the chief executive officer of the Local Government and the manual signature of the county clerk, city recorder or other similar local government official as authorized by the governing body together with the Local Government seal affixed thereon; and shall be payable as to principal and interest at the office of the local government official as authorized by the Local Government or at the office of the paying agent duly appointed by the Local Government. Proceeds of the Notes shall be deposited with the county trustee, in the case of counties, or, in the case of municipalities or metropolitan governments, with the official designated by law as custodian of the funds. All proceeds shall be paid out for the purpose of financing the Project pursuant to this Resolution and as required by law.

Section 6. That, the Notes will be issued in fully registered form and that at all times during which any Note remains outstanding and unpaid, the Local Government or its agent shall keep or cause to be kept at its office a note register for the registration, exchange or transfer of the Notes. The note register, if held by an agent of the Local Government, shall at all times be open for inspection by the Local Government or any duly authorized officer of the Local Government. Each Note shall have the qualities and incidents of a negotiable instrument and shall be transferable only upon the note register kept by the Local Government or its agent, by the registered owner of the Note in person or by the registered owner's attorney duly authorized in writing, upon presentation and surrender to the Local Government or its agent together with a written instrument or transfer satisfactory to the Local Government duly executed by the registered owner or the registered owner's duly authorized attorney. Upon the transfer of any such Note, the Local Government shall issue in the name of the transferee a new registered note or notes of the same aggregate principal amount and maturity as the surrendered Notes. The Local Government shall not be obligated to make any such Note transfer during the fifteen (15) days next preceding an interest payment date on the Notes or, in the case of any redemption of the Notes, during the forty-five (45) days next preceding the date of redemption.

Section 7. That, the Notes shall be in substantially the form authorized by the State Director of Local Finance and shall recite that the Notes are issued pursuant to Title 9, Chapter 21, Tennessee Code Annotated.

Section 8. That, prior to the sale of the Notes, the Local Government shall submit a copy of this resolution authorizing the Notes to the State Director of the Local Finance for approval and a copy of the proposed disclosure statement, if any, and a statement showing the estimated annual principal and interest requirements for the Notes and a detailed statement showing the estimated cost of issuance which shall include at least the following, if applicable: (1) fiscal agent and/or financial advisor fees; (2) bond counsel fees; (3) other legal charges if any; (4) credit enhancement fees; (5) trustee fees; (6) registration fees; (7) paying agent fees; (8) rating agency fees; (9) underwriters' discount or charges; (10) remarketing agent fees; (11) printing, advertising and other expenses; (12) the number of financial institutions contacted by telephone or by letter (which should be at least three if possible) for the purpose of obtaining interest rates, and if only one institution was contacted a statement as to why only one institution was contacted.

In its request for approval, the Local Government shall state and demonstrate that the proposed sale by the informal bid process is feasible, in the best interest of the Local Government, and that the Local Government should be able to amortize the proposed indebtedness together with all the obligations then outstanding.

Section 9. The Notes shall not be sold until receipt of the State Director of Local Finance's written approval for the sale of the Notes.

Section 10. That, if so determined by bond counsel, the Notes may be designated as qualified tax-exempt obligations for the purpose of Section 265(b) (3) of the Internal Revenue Code of 1986.

Section 11. That, after the sale of the Notes, and for each year that any of the notes are outstanding, the Local Government shall prepare an annual budget in a form consistent with accepted governmental standards and as approved by the State Director of Local Finance (the "Director".) The budget shall be kept balanced during the life of the notes. The annual budget shall be submitted to the Director immediately upon its adoption; however, it shall not become the official budget for the fiscal year until such budget is approved by the Director in accordance with Title 9, Chapter 21, Tennessee Code Annotated (the "Statutes".) If the Director determines that the budget does not comply with the Statutes, the Governing Body shall adjust its estimates or make additional tax levies sufficient to comply with the Statutes, or as directed by the Director.

Section 12. That, if any of the Notes shall remain unpaid at the end of twelve (12) years from the issue date, then the unpaid Notes shall be retired from the funds of the Local Government or be converted into bonds pursuant to Chapter 11 of Title 9 of the Tennessee Code Annotated, or any other law, or be otherwise liquidated as approval by the State Director of Local Finance.

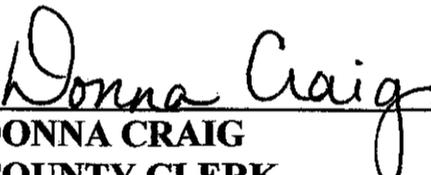
Section 13. That, all orders or resolutions in conflict with this Resolution are hereby repealed insofar as such conflict exists; and this Resolution shall become effective immediately upon its passage.

Duly passed and approved this 21st day of November, 2011.

PASSED 11-21-11

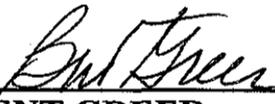


BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION



DONNA CRAIG
COUNTY CLERK

APPROVED 11-21-11



BRENT GREER
HENRY COUNTY MAYOR

EXHIBIT A (1) – SCOPE OF WORK

To purchase landfill equipment (963D Caterpillar Track Loader) that has a life expectancy in excess of 12 years.

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Freeman and seconded by Commissioner Mathenia to approve Resolution 7-11-11, adopting a model debt policy for Henry County.

ITEM NO. 13

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY					X			
CARTER, DELL					X			
FREEMAN, BOBBY			X		X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG					X			
MATHENIA, PAUL				X	X			
MCSWAIN, CONNIE					X			
NEAL, PAUL					X			
PASCHALL, DAN					X			
STARKS, MONTE					X			
TRAVIS, JAMES					X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				13			

MOTION CARRIED

DATE : November 21, 2011

RESOLUTION NO. 7-11-11

A RESOLUTION OF THE HENRY COUNTY, TENNESSEE BOARD OF COMMISSIONERS TO ADOPT A MODEL DEBT POLICY FOR HENRY COUNTY

WHEREAS, it is essential that Henry County adopt a Model Debt Policy; and

WHEREAS, the Tennessee Funding Board is directing all governmental entities in Tennessee to adopt a Model Debt Policy no later than December 31, 2011; and

WHEREAS, the Model Debt Policy is required for any governmental entity that may need to borrow money.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Henry County, Tennessee, assembled in regular session on this 21st day of November, 2011, a majority or more of the membership concurring, does hereby accept and approve the Henry County, Tennessee Model Debt Policy, as per attached, to become effective upon adoption by the County Commission and approval by the County Mayor.

BE IT FINALLY RESOLVED that a true copy of this Resolution and the attached Model Debt Policy be spread upon the Commission record of this date.

PASSED 11-21-11



BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION



DONNA CRAIG
COUNTY CLERK

APPROVED 11-21-11



BRENT GREER
HENRY COUNTY MAYOR

County of Henry Model Debt Policy

A. Transparency

Henry County shall comply with legal requirements for notice and for public meetings related to debt issuance. In the interest of transparency, all costs (including interest, issuance, continuing, and one-time) shall be disclosed to the citizens/members, governing body, and other stakeholders in a timely manner. The costs and all other information and documentation will be disclosed at the public meeting of the Henry County Commission at the time the debt issuance is addressed. In addition, the information will be made public through its posting via Henry County Tennessee's website.

B. Professionals

(1) Henry County shall require all professionals engaged in the process of issuing debt to clearly disclose all compensation and consideration received related to services provided in the debt issuance process by both Henry County and the lender or conduit issuer, if any. This disclosure will include all "soft" costs or any compensations in lieu of direct payments.

(2) Counsel: Henry County shall enter into an engagement letter with each lawyer or law firm representing Henry County in a debt transaction. It is noted that no engagement letter is required for any lawyer who is an employee of Henry County or a lawyer or law firm which is under a general appointment or contract to serve as counsel to Henry County. Henry County does not need an engagement letter with counsel not representing Henry County, such as underwriters' counsel.

(3) Financial Advisor: Should Henry County decide to hire financial advisors, Henry County shall enter into a written agreement with each person or firm serving as financial advisor for debt management and transactions. It is further agreed that whether in a competitive or negotiated sale, such financial advisor may bid on an issue for which they are providing advisory services only if:

- a. Authorized by the rules and regulations of the Municipal Securities Rulemaking Board (the "MSRB"), including Rule G-23, as may be amended and modified;
- b. The Legislative Body or designated official grants in writing specific authority on a transaction by transaction basis;
- c. Such sale is properly carried out through a widely and publicly advertised sale, during normal bond sale hours, and through an industry standard, electronic bidding platform; and
- d. The financial advisory fee is separately disclosed and billed from the underwriting fee.

(4) Underwriter: If Henry County engages an underwriter: Henry County shall require the underwriter to clearly identify itself in writing (e.g., in a response to a request for proposals or in promotional materials provided to an issuer) as an underwriter and not as a financial advisor from the earliest stages of its relationship with Henry County with respect to that issue. The underwriter shall clarify its primary role as a purchaser of securities in an arm's-length commercial transaction and state that it has financial and other interests that may differ from those of Henry County. The underwriter in a publicly offered, negotiated sale shall be required to provide pricing information both as to interest rates and to takedown per maturity to the governing body of Henry County or its designated official, whom is considered to be the Henry County Mayor unless otherwise noted, in advance of the pricing of the debt.

C. Conflicts

Professionals involved in a debt transaction hired or compensated by Henry County shall be required to disclose to Henry County's existing client and business relationships between and among professionals to a transaction. This includes but is not limited to financial advisor, swap advisor, bond counsel, swap counsel, trustee, paying agent, underwriter, counterparty and remarketing agent. Additionally, it includes conduit issuers, sponsoring organizations and program administrators. This disclosure shall include that information reasonably sufficient to allow Henry County to appreciate the significance of the relationships.

It is further noted that Professionals who become involved in the debt transaction as a result of a bid submitted in a widely and publicly advertised competitive sale conducted using an industry standard, through an electronic bidding platform are not subject to this disclosure process. No disclosure is required that would violate any rule or regulation of professional conduct.

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Kyle and seconded by Commissioner Travis to approve Resolution 8-11-11, authorizing the incurrence of indebtedness by Henry County, Tennessee, of not to exceed \$7,000,000, by the execution with the Public Building Authority of the City of Clarksville, Tennessee, of a loan agreement to provide funding for certain public works projects for the Henry County Medical Center, and to fund the incidental and necessary expenses related thereto.

ITEM NO. 14

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY					X			
CARTER, DELL					X			
FREEMAN, BOBBY					X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG			X		X			
MATHENIA, PAUL					X			
MCSWAIN, CONNIE					X			
NEAL, PAUL						X		
PASCHALL, DAN						X		
STARKS, MONTE					X			
TRAVIS, JAMES				X	X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				11	2		

MOTION CARRIED

DATE : November 21, 2011

RESOLUTION NO. 8-11-11

INITIAL RESOLUTION AUTHORIZING THE INCURRENCE OF INDEBTEDNESS BY HENRY COUNTY, TENNESSEE, OF NOT TO EXCEED \$7,000,000, BY THE EXECUTION WITH THE PUBLIC BUILDING AUTHORITY OF THE CITY OF CLARKSVILLE, TENNESSEE, OF A LOAN AGREEMENT TO PROVIDE FUNDING FOR CERTAIN PUBLIC WORKS PROJECTS FOR THE HENRY COUNTY MEDICAL CENTER, AND TO FUND THE INCIDENTAL AND NECESSARY EXPENSES RELATED THERETO

WHEREAS, it is necessary and in the public interest of Henry County, Tennessee (the "County"), to incur indebtedness (the "Indebtedness"), through the execution with The Public Building Authority of the City of Clarksville, Tennessee (the "Authority"), of a loan agreement (a "Loan Agreement"), for the purpose of financing certain public works projects, as hereinafter more fully described.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF HENRY COUNTY, TENNESSEE, AS FOLLOWS:

Section 1. For the purpose of financing all or a portion of the costs of certain public works projects, consisting of the acquisition of the Kentucky Lake Surgery Center, LLC, including all of its operations and assets, such surgery center to become part of the Henry County Medical Center, the acquisition of a da Vinci Surgical System for use by the Henry County Medical Center, the acquisition of all property real and personal appurtenant thereto and connected with such work, and to pay all legal, fiscal, administrative, and engineering costs incident thereto, costs incident to incurring the Indebtedness, and reimbursement for expenditures related to the foregoing project (collectively, the "Project"), the County is hereby authorized to incur Indebtedness in the amount of not to exceed Seven Million Dollars (\$7,000,000), for the financing of the Project through the execution of a Loan Agreement with the Authority. The rate of interest payable pursuant to the provisions of a Loan Agreement shall be a variable rate which rate shall not exceed the maximum rate of interest permitted under the laws of the State of Tennessee.

Section 2. The indebtedness evidenced by the Loan Agreement shall be payable from funds of the County legally available therefore and to the extent necessary from ad valorem taxes to be levied for such purpose on all taxable property within the corporate limits of the County, without limitation as to time, rate, and amount and for the punctual payment of said principal of, premium, if any, and interest on, the Loan Agreement, the full faith and credit of the County will be irrevocably pledged; provided, however, it is the intention of the County that the indebtedness be paid from the funds of the Henry County Medical Center.

Section 3. The Loan Agreement shall be executed pursuant to the provisions of Title 9, Chapter 21, Tennessee Code Annotated, as amended (the "Act"), and Title 12, Chapter 10, Tennessee Code Annotated, as amended.

Section 4. After the adoption of this Resolution, the County Clerk is directed to cause this Resolution, with the notice prescribed by the Act, to be published in full once in a newspaper published and having general circulation in the County.

Section 5. This Resolution shall take effect from and after its adoption, the welfare of the County requiring it.

Adopted and approved this 21st day of November, 2011.

PASSED 11-21-11



**BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION**



**DONNA CRAIG
COUNTY CLERK**

APPROVED 11-21-11



**BRENT GREER
HENRY COUNTY MAYOR**

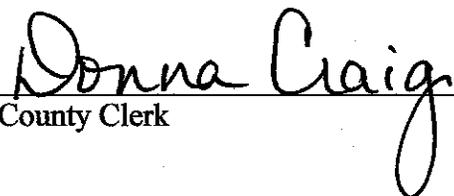
NOTICE

The foregoing Resolution has been adopted. Unless within twenty (20) days from the date of publication hereof a petition, signed by at least ten percent (10%) of the registered voters of Henry County, Tennessee, shall have been filed with the County Clerk of Henry County, Tennessee, protesting the incurrence of the Indebtedness by the execution of the Loan Agreement, such Loan Agreement will be executed, as proposed.

STATE OF TENNESSEE)
COUNTY OF HENRY)

I, Donna L. Craig, hereby certify that I am the duly qualified and acting County Clerk of Henry County, Tennessee (the "County"), and, as such official, I further certify as follows: (1) that attached hereto is a copy of a resolution excerpted from the minutes of the meeting of the Board of Commissioners (the "Board") of said County held on November 21, 2011; (2) that I have compared said copy with the original minute record of said meeting in my official custody; (3) that said copy is a true, correct, and complete transcript from said original record insofar as said original record relates, to, among other matters, the incurring of indebtedness in the amount of not to exceed \$7,000,000 by said County; (4) that the actions by said Board including the aforementioned, at said meeting were promptly and duly recorded by me in a book kept for such purpose; and, (5) that a quorum of the members of said Board was present and acting throughout said meeting.

WITNESS my official signature and the seal of said County this 21st day of November, 2011.


County Clerk

(SEAL)

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Travis and seconded by Commissioner Kyle to approve Resolution 9-11-11, authorizing a loan pursuant to a loan agreement between Henry County, Tennessee and the Public Building Authority of the City of Clarksville, Tennessee, in the principal amount of not to exceed \$7,000,000; authorizing the execution and delivery of such loan agreement and other documents relating to said loan; approving the issuance of bonds by such Public Building Authority; providing for the application of the proceeds of said loan and the payment of such indebtedness; and, consenting to the assignment of the County's obligation under such loan agreement.

ITEM NO. 15

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY					X			
CARTER, DELL					X			
FREEMAN, BOBBY					X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG				X	X			
MATHENIA, PAUL					X			
MCSWAIN, CONNIE					X			
NEAL, PAUL						X		
PASCHALL, DAN						X		
STARKS, MONTE					X			
TRAVIS, JAMES			X		X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				11	2		

MOTION CARRIED

DATE : November 21, 2011

RESOLUTION NO. 9-11-11

RESOLUTION AUTHORIZING A LOAN PURSUANT TO A LOAN AGREEMENT BETWEEN HENRY COUNTY, TENNESSEE, AND THE PUBLIC BUILDING AUTHORITY OF THE CITY OF CLARKSVILLE, TENNESSEE, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED \$7,000,000; AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH LOAN AGREEMENT AND OTHER DOCUMENTS RELATING TO SAID LOAN; APPROVING THE ISSUANCE OF BONDS BY SUCH PUBLIC BUILDING AUTHORITY; PROVIDING FOR THE APPLICATION OF THE PROCEEDS OF SAID LOAN AND THE PAYMENT OF SUCH INDEBTEDNESS; AND, CONSENTING TO THE ASSIGNMENT OF THE COUNTY'S OBLIGATION UNDER SUCH LOAN AGREEMENT

WHEREAS, the Board of Commissioners (the "Board"), of Henry County, Tennessee (the "County"), has determined that it is necessary to finance the costs of certain "public works projects", as defined in Title 9, Chapter 21, Tennessee Code Annotated, as from time to time amended and supplemented, consisting of the acquisition of the Kentucky Lake Surgery Center, LLC, including all of its operations and assets, such surgery center to become part of the Henry County Medical Center, the acquisition of a da Vinci Surgical System for use by the Henry County Medical Center, the acquisition of all property real and personal appurtenant thereto and connected with such work, and to pay all legal, fiscal, administrative, and engineering costs incident thereto, costs incident to incurring the Indebtedness, and reimbursement for expenditures related to the foregoing project (collectively, the "Project"), by obtaining a loan from The Public Building Authority of the City of Clarksville, Tennessee (the "Authority");

WHEREAS, the Henry County Medical Center is a hospital district created and established pursuant to the laws of the State of Tennessee, which is operated on behalf of the County through a Board of Trustees (the "Medical Center");

WHEREAS, the Board of Trustees of the Medical Center has requested that the County incur the indebtedness for the purpose of financing the Project for the Medical Center;

WHEREAS, it has been determined by the Board of the County to be in the best interests of the County to finance the Project through The Tennessee Municipal Bond Fund variable rate loan program;

WHEREAS, the Authority has been established pursuant to the provisions of Title 12, Chapter 10, Tennessee Code Annotated, as amended (the "Act"), and is authorized pursuant to the provisions of the Act to issue its bonds from time to time, in one more series, and to loan the proceeds thereof to the County for the above described purposes;

WHEREAS, in order to effectuate the program, the Issuer has authorized and approved by its Resolution, adopted October 14, 2009, the issuance of its Local Government Loan Program Bonds, in an aggregate principal amount not to exceed \$300,000,000;

WHEREAS, the Authority will issue its Variable Rate Local Government Loan Program Bonds, Series 2011 (Henry County Medical Center Loan) (the "Bonds"), in the principal amount of not to exceed Seven Million Dollars (\$7,000,000), and loan the proceeds thereof to the County pursuant to the provisions of a Loan Agreement, between the County and the Authority, to be dated the date of issuance and delivery (the "Loan Agreement");

WHEREAS, the Board of the County has heretofore adopted an Initial Resolution authorizing the borrowing of funds and the incurring of indebtedness for the purpose of financing the Project in the amount of not to exceed \$7,000,000, and the County Clerk of the County has been instructed to publish such Initial Resolution together with the Notice required by Section 9-21-206 of Tennessee Code Annotated, as amended, in a local newspaper in the County;

WHEREAS, the indebtedness evidenced by the Loan Agreement shall be payable from any and all funds of the County legally available therefor, including, but not necessarily limited to, ad valorem taxes to be levied for such purpose on all taxable property within the corporate limits of the County, without limitation as to time, rate, and amount and for the punctual

payment of said principal of, premium, if any, and interest on, the Loan Agreement, the full faith and credit of the County will be irrevocably pledged; provided, however, it is the intention of the County and the Medical Center that the indebtedness evidenced by the Loan Agreement shall be paid from funds of the Medical Center;

WHEREAS, the Bonds are to be secured by and contain such terms and provisions as set forth in (i) that certain Indenture of Trust (the "Indenture"), by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), and (ii) that certain Bond Purchase Agreement, entered into between the Authority and the purchaser of the Bonds (the "Purchaser").

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of Henry County, Tennessee:

Section 1. Approval of the Loan. (a) For the purpose of providing funds to finance the Project and to pay costs incident to the issuance and sale of the Bonds and the loan of the proceeds thereof to the County, the loan to the County from the Authority is hereby authorized in the principal amount of not to exceed \$7,000,000 and the County is hereby authorized to borrow such funds from the Authority.

(b) The Bonds to be issued by the Authority shall bear interest at a variable rate, such variable rate to be based on the Securities Industry and Financial Markets Association Rate ("SIFMA"), plus a purchasing bank spread to be determined at the time of the issuance of the Bonds, based on the County's long term debt rating by a nationally recognized rating agency, plus any additional fees, all as provided in the Indenture and Loan Agreement; provided, however, that such rate shall not exceed the maximum rate of interest permitted under the laws of the State of Tennessee. The County Mayor and County Clerk are authorized to enter into the Loan Agreement. The County shall make payments of interest, principal, and fees in the amounts and on the dates set forth in the Loan Agreement from the sources and funds described herein and in the Loan Agreement. The Loan Agreement shall be for a term of not exceed fifteen years. The final principal and interest payment dates, interest rate and fees payable, amortization of principal amounts of the loan evidenced by the Loan Agreement, may be established by the County Mayor and the Purchaser at the time of the sale of the Bonds and the execution and delivery of the Loan Agreement, as shall be determined to be in the best interests of the County.

Section 2. Approval of Loan Agreement. The form, terms, and provisions of the Loan Agreement are in the best interest of the County and are hereby approved and the Board hereby authorizes the County Mayor and the County Clerk of the County to execute and deliver such Loan Agreement, such Loan Agreement to be in substantially the form of the Loan Agreement presented to this meeting, the execution of such Loan Agreement by the County Mayor and the County Clerk to evidence their approval of any and all changes to such Loan Agreement, and any related documents necessary to the consummation of the transactions contemplated by the Loan Agreement. The County further agrees to comply with, and to enable the Authority to comply with, all covenants and requirements contained in the Indenture, Bond Purchase Agreement, and that certain Tax Exemption Certificate to be executed by the Authority at the time of the issuance of the Bonds.

Section 3. Fulfillment of Obligations. The Board of the County is authorized and directed to fulfill all obligations of the County under the terms of the Loan Agreement.

Section 4. Tax Levy. There shall be levied and collected in the same manner as other ad valorem taxes of the County on all taxable property within the corporate limits of the County without limitation as to time, rate, or amount, to the extent necessary in the event funds of the County legally available to pay the indebtedness evidenced by the Loan Agreement are insufficient, a tax sufficient to pay when due the amounts payable under the Loan Agreement, as and when they become due, and to pay any expenses of maintaining and operating the Project required to be paid by the County under the terms and provisions of the Loan Agreement. For the prompt payment of the Loan Agreement, both principal and interest, as the same shall become due, the full faith and credit of the County are irrevocably pledged.

It is the intention of the County and the Medical Center that the indebtedness evidenced

by the Loan Agreement shall be payable from funds of the Medical Center, subject to the payment of reasonable and necessary costs of operating, maintaining, repairing, and insuring such Medical Center, and to any pledge of such revenues in favor of other obligations of the Medical Center.

Section 5. Approval of Bonds, Indenture, and Bond Purchase Agreement. For the purpose of providing funds to make the loan to the County evidenced by the Loan Agreement, as provided herein and in the Loan Agreement, and to pay legal, fiscal, and administrative costs incident thereto, including costs incident to the issuance and sale of the Bonds related to the Loan Agreement, the issuance and sale of the Bonds by the Authority in connection with the Loan Agreement is hereby approved. The County further approves the execution and delivery of the Indenture and the Bond Purchase Agreement by the Authority in connection with the issuance of the Bonds.

Section 6. Disposition of Proceeds. The proceeds from the sale of the Bonds shall be paid, from time to time, to the official designated by the Medical Center as the custodian of the funds, upon submission of a requisition for such funds by the Medical Center to the Trustee, in accordance with the terms of the Indenture and Loan Agreement. Such proceeds shall be disbursed solely to finance the costs of the Project and to pay costs of issuance incurred in connection with the issuance of the Bonds and the loan of the proceeds thereof to the County.

Section 7. Consent to Assignment. The County hereby consents to the assignment of all of the Authority's right, title, and interest in and to the Loan Agreement to the Trustee as security for the Bonds to which such Loan Agreement relates, except for certain reserved rights of the Authority.

Section 8. Reimbursement Provisions. The County may have made or may hereafter make expenditures with respect to the Project from a source of funds other than proceeds of the loan from the Authority under the Loan Agreement, such expenditures occurring prior to the execution and delivery of the Loan Agreement. The County reasonably expects that it will reimburse such original expenditures with proceeds of the loan from the County made pursuant to the Loan Agreement to the extent permissible under Treasury Regulation 1.150-2.

Section 9. Arbitrage Certification. The County recognizes that the purchaser and owner of the Bonds will have accepted them on, and paid therefor a price that reflects the understanding that interest thereon is excludable from gross income for purposes of federal income taxation under laws in force on the date of delivery of the Bonds. In this connection, the County agrees that it shall take no action which may cause the interest on any of said Bonds to be included in gross income for federal income taxation. It is the reasonable expectation of the Board of the County that the proceeds of the Bonds will not be used in a manner which will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, and to this end the said proceeds of the Bonds and other related funds established for the purposes herein set out shall be used and spent expeditiously for the purposes described herein. The Board further covenants and represents that in the event it shall be required by Section 148(f) of the Code to pay any investment proceeds of the Bonds to the United States government, it will make such payments as and when required by said Section 148(f) and will take such other actions as shall be necessary or permitted to prevent the interest on the Bonds from becoming taxable. The County Mayor and County Clerk, or either of them, are authorized and directed to make such certifications in this regard in connection with the sale of the Bonds as either or both shall deem appropriate, and such certifications shall constitute a representation and certification of the County.

Section 10. Miscellaneous Acts. The County Mayor, the County Clerk, the County Trustee, the County Attorney, and all other appropriate officials of the County and the Medical Center are hereby authorized, empowered, and directed to do any and all such acts and things, and to execute, acknowledge, and deliver all such documents, instruments, and certifications, in connection with the execution of the Loan Agreement and the issuance of the Bonds by the Authority, 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.

Section 11. 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 12. Severability. Should any provision or provisions of this Resolution be declared invalid or unenforceable in any respect by final decree of any court of competent jurisdiction, the invalidity or unenforceability of such section, paragraph, ordinance, or provisions shall not affect the remaining provisions of such Resolution.

Section 13. Repeal of Conflicting Resolutions. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed.

Section 14. Effective Date. This Resolution shall take effect upon its adoption, the welfare of the County requiring it.

Approved and adopted this 21st day of November, 2011.

PASSED 11-21-11



BRENT GREER, CHAIRMAN
HENRY COUNTY COMMISSION



DONNA CRAIG
COUNTY CLERK

APPROVED 11-21-11

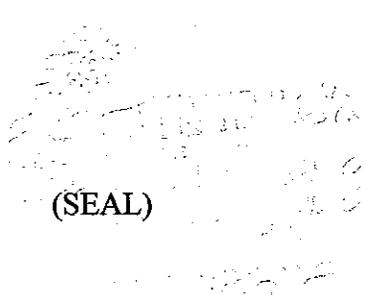


BRENT GREER
HENRY COUNTY MAYOR

STATE OF TENNESSEE)
COUNTY OF HENRY)

I, Donna L. Craig, hereby certify that I am the duly qualified and acting County Clerk of Henry County, Tennessee (the "County"), and, as such official, I further certify as follows: (1) that attached hereto is a copy of a resolution excerpted from the minutes of the meeting of the Board of Commissioners (the "Board") of said County held on November 21, 2011; (2) that I have compared said copy with the original minute record of said meeting in my official custody; (3) that said copy is a true, correct, and complete transcript from said original record insofar as said original record relates, to, among other matters, the incurring of indebtedness in the amount of not to exceed \$7,000,000 by said County; (4) that the actions by said Board including the aforementioned, at said meeting were promptly and duly recorded by me in a book kept for such purpose; and, (5) that a quorum of the members of said Board was present and acting throughout said meeting.

WITNESS my official signature and the seal of said County this 21st day of November, 2011.



Donna Craig
County Clerk

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

A motion was made by Commissioner Webb and seconded by Commissioner Paschall to conduct an Executive Session.

VOICE VOTE CARRIED

A motion was made by Commissioner Kyle and seconded by Commissioner Paschall to suspend the rules to consider a settlement against former Sheriff David L. Bumpus.

VOICE VOTE CARRIED

A motion was made by Commissioner Paschall and seconded by Commissioner Bradley to agree to a Consent Judgment in the amount of \$160,000 against David L. Bumpus.

ITEM NO. 16

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL	X							
BRADLEY, WESLEY				X	X			
CARTER, DELL					X			
FREEMAN, BOBBY					X			
HUMPHREYS, KENNETH	X							
JONES, DON					X			
KYLE, KREG					X			
MATHENIA, PAUL					X			
MCSWAIN, CONNIE					X			
NEAL, PAUL					X			
PASCHALL, DAN			X		X			
STARKS, MONTE					X			
TRAVIS, JAMES					X			
VISSER, MARTY					X			
WEBB, DAVID					X			
TOTAL	2				13			

MOTION CARRIED

ROLL CALL
 COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTYCLERK
 PARIS, TENNESSEE

Motion was made by Commissioner Jones and seconded by Commissioner Carter to Adjourn.

ITEM NO. 17

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
ANDERSON, EARL								
BRADLEY, WESLEY								
CARTER, DELL				X				
FREEMAN, BOBBY								
HUMPHREYS, KENNETH								
JONES, DON			X					
KYLE, KREG								
MATHENIA, PAUL								
MCSWAIN, CONNIE								
NEAL, PAUL								
PASCHALL, DAN								
STARKS, MONTE								
TRAVIS, JAMES								
VISSER, MARTY								
WEBB, DAVID								
TOTAL								

VOICE VOTE CARRIED

DATE : November 21, 2011