

BOARD OF MAYOR AND ALDERMEN  
TOWN OF NOLENSVILLE  
POST OFFICE BOX 547  
NOLENSVILLE, TN 37135

**RESOLUTION #16-10**

**A RESOLUTION TO APPROVE THE ISSUANCE OF BONDS  
FOR THE BENEFIT OF WCO AL DP, LLC**

**WHEREAS,** The Health and Educational Facilities Board of The Metropolitan Government of Nashville and Davidson County, Tennessee (the "Issuer"), a corporation organized and existing pursuant to Part 3 of Chapter 101, Title 48 Tennessee Code Annotated, as amended (the "Act"), proposes to issue its revenue bonds in one or more series from time to time in the aggregate principal amount of not to exceed \$20,000,000 (the "Bonds") and to loan the proceeds of the Bonds to WCO AL DP, LLC ("WCO"), a Tennessee nonprofit limited liability company whose sole member is Woodbine Community Organization (WCO), Inc., a Tennessee nonprofit corporation, such proceeds to be used by WCO for the purpose of (i) refinancing a loan obtained by WCO and used by WCO to acquire 32 residential treatment facilities for individuals with intellectual disabilities, each containing eight beds, for a total of 256 beds, and four day program service facilities (collectively, the "Existing Facilities"), and (ii) financing the acquisition, construction, installation and equipping of nine residential treatment facilities for individuals with intellectual disabilities, each containing four beds, for a total of 36 beds (collectively, the "New Facilities") (the Existing Facilities and the New Facilities being referred to herein collectively as the "Facilities"), the Existing Facilities being located in the counties of Davidson, Hamilton, Knox, Shelby and Williamson, and the New Facilities to be located in the counties of Greene, Hamilton and Knox; and

**WHEREAS,** the Act requires that the Board of Mayor and Aldermen for the Town of Nolensville, Tennessee (the "Board") approve the refinancing of the Existing Facility located in the Town of Nolensville, Tennessee (the "Nolensville Facility"), the Nolensville Facility being within the jurisdiction of the Board; and

**WHEREAS,** notice of the intention of the Board to hold a public hearing with respect to the proposed plan of financing for the issuance of the Bonds to refinance the Nolensville Facility was published in accordance with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

**WHEREAS,** the Board has conducted the public hearing and, at such hearing, afforded an opportunity to all persons desiring to be heard on the question of the proposed

issuance of the Bonds pursuant to the plan of financing for the Nolensville Facility; and

**WHEREAS,** Section 147(f) of the Code provides that the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of such private activity bonds is located shall approve the issuance of such bonds; and

**WHEREAS,** the Nolensville Facility is located in the Town of Nolensville, Tennessee (the "Town"), and the Board is the governmental unit having jurisdiction over the Town.

**NOW, THEREFORE, BE IT RESOLVED BY THIS LEGISLATIVE BODY IN SESSION ASSEMBLED:**

**SECTION 1.** The Board hereby approves the refinancing of the Nolensville Facility as required by the Act.

**SECTION 2.** The Board hereby approves the issuance of the Bonds as required by the Act.

**SECTION 3.** The plan of financing for the issuance of the Bonds by the Issuer from time to time in one or more series is hereby approved as follows:

(a) the Bonds shall be issued in an aggregate principal amount of not to exceed \$20,000,000;

(b) the street address of the Nolensville Facility being refinanced is as follows (such facility being a day program service facility):

2020 Johnson Industrial Blvd., Nolensville, TN 37135; and

(c) The Nolensville Facility is owned by WCO, is leased to Open Arms Care Corporation, a Georgia nonprofit corporation, and is managed by Integra Resources, LLC, a Tennessee limited liability company.

**SECTION 4.** This approval is solely for the purpose of complying with the provisions of the Act and Section 147(f) of the Code, and shall not result in or impose any pecuniary liability upon, or constitute a lien upon, the property, or a claim against, the State of Tennessee or any political subdivision thereof, including the Town of Nolensville, Tennessee.

**SECTION 5.** All acts and doings of the officers and board members of the Board which are in conformity with the purposes of this Resolution are, in all respects, approved and confirmed.

**SECTION 6.** The Town Mayor is hereby authorized to execute any and all documents or certificates necessary to approve the Bonds and the refinancing of the Nolensville Facility.

**SECTION 7.** All resolutions or parts thereof of the Board in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

**SECTION 8.** This Resolution shall be effective immediately upon its adoption.

**BE IT FURTHER RESOLVED THAT THIS RESOLUTION TAKE EFFECT FROM AND AFTER ITS PASSAGE THE PUBLIC WELFARE REQUIRING IT.**

Approved this 7th day of April, 2016.

**CERTIFICATION OF ACTION**

By: \_\_\_\_\_  
Title: Town Recorder

By: \_\_\_\_\_  
Title: Town Mayor