

**RESOLUTION APPROVING AND AUTHORIZING THE JACKSON COMMUNITY  
REDEVELOPMENT AGENCY TO ENTER INTO CERTAIN AGREEMENTS  
RELATED TO THE FINANCING OF THE CONSTRUCTION OF A NEW MADISON  
ACADEMIC HIGH SCHOOL AND A NEW JACKSON CENTRAL-MERRY MIDDLE  
AND HIGH SCHOOL**

**R E C I T A L S**

**WHEREAS**, the City of Jackson, a Tennessee Municipal Corporation (the “City”); Madison County, Tennessee, a body politic and political subdivision of the State of Tennessee (the “County”) and Jackson-Madison County School System, a Tennessee school district governed by a locally-elected school board (the “District”) are interested in the wellbeing of its students and believe there is both the need and demand for additional new and better educational opportunities and facilities for residents of Jackson, Madison County, Tennessee to improve the secondary school and educational experience for the students, parents, teachers and administration of the District:

**WHEREAS**, the redevelopment and construction of quality public middle- and high-school educational institutions and related facilities for District’s students provide direct and indirect benefits to the citizens and residents way of providing a well-educated and trained work force to aid in the continued economic growth and vitality of the City, County and surrounding areas for the years to come; and

**WHEREAS**, the Jackson Community Redevelopment Agency, a public instrumentality created pursuant to the Community Redevelopment Act of 1998 (the “CRA”) has as its purpose to identify and address issues of slum and blight through executing contracts, acquiring and disposing of real property, establishing tax incremental financing districts, and other programs and financial instruments to help stabilize, revitalize, and redevelop certain areas of Jackson, Madison County, Tennessee;

**WHEREAS**, the CRA, to effectuate such purpose, has created Healthy Community Education Partners, Inc, a Tennessee nonprofit public benefit corporation (the “Project Owner”) for the purpose of owning certain property on which two public schools will be constructed utilizing “new market tax credits” to reduce the overall construction costs for the schools;

**WHEREAS**, the District and Project Owner envision that the best way to facilitate the procurement of new or redeveloped public educational institutions and related facilities is to engage Healthy Community, LLC, a Tennessee limited liability company (the “Developer”) and a qualified development firm, experienced in the restoration and revitalization of Jackson, Madison County, Tennessee, to work with the District and Project Owner to develop and implement plans for the design, financing, construction and operation of two (2) new public educational institutions and related facilities in Jackson, Madison County, Tennessee, including a redeveloped middle/high

school serving approximately 800 students and consisting of approximately 132,870 square feet of new and renovated construction (the “JCM Project”) and a new magnet high school serving approximately 600 students and consisting of approximately 58,800 square feet of new construction (the “Madison Academic Project” and, together with JCM Project, collectively the “Project”);

**WHEREAS**, the JCM Project will be located on a portion of the campus of the former Jackson Central-Merry High School (the “JCM Campus”) and the Madison Academic Project will be located on the former location of Epworth Hall on the campus of the University of Memphis Lambuth (“Madison Academic Campus” and together with JCM Campus, collectively the “Project Locations”);

**WHEREAS**, the CRA owns or will own the real property at the Project Locations and will lease the Project Locations to Project Owner which, in turn, will sublease the Project Locations to the District and to the County and City, respectively, which said leases were previously approved in form by the CRA;

**WHEREAS**, the Project Locations qualify for New Market Tax Credits based on their location in qualified census tracts and proximity to neighborhoods with compelling needs, and on the Project being consistent with the mission of providing new and better educational opportunities to residents in a community with the greatest need;

**WHEREAS**, the Parties expect that New Market Tax Credit Financing will be utilized in the financing structure of the Project;

**WHEREAS**, in connection with the Project and the New Market Tax Credit Financing, Truist Bank, a North Carolina banking corporation (“Truist”), is making a loan to the CRA in the approximate amount of Seventeen Million Fifty-Six Thousand Five Hundred Twenty Five and No/100 Dollars (\$17,056,525.00) (the “Source Loan”);

**WHEREAS**, in connection with the Source Loan, the CRA will enter into a Loan Agreement with Truist (the “Source Loan Agreement”) evidencing the Source Loan, as well as the following other Loan documents:

- a. That certain Commercial Note in the amount of the Source Loan;
- b. That certain Allonge to Fund Promissory Note;
- c. That certain Pledge and Security Agreement from CRA in favor of Truist

- d. That certain UCC-1 Financing Statement naming CRA as debtor and Truist as secured party; and
- e. Certain other documents as defined in the Source Loan Agreement (collectively, the “Source Loan Documents”).

**WHEREAS**, also in connection with the Project, the CRA is making a loan to JCM-MAM JACKSON INVESTMENT FUND, LLC, a Georgia limited liability company (“Investment Fund Company”), in the same amount of the Source Loan (the “Fund Loan”);

**WHEREAS**, in connection with the Fund Loan, the CRA will enter into a Fund Loan Agreement with Investment Fund Company (the “Fund Loan Agreement”) evidencing the Fund Loan, as well as the following other Loan Documents:

- a. That certain Fund Promissory Note in the amount of the Fund Loan;
- b. That certain Fund Pledge Agreement;
- c. That certain Investment Fund Put/Call Agreement;
- d. That certain UCC-1 Financing Statement naming Investment Fund Company as debtor and CRA as secured party;
- e. That certain Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion; and
- f. Certain other documents as defined in the Fund Loan Agreement (collectively, the “Fund Loan Documents”).

**NOW, THEREFORE, BE IT RESOLVED** by the Board for the Jackson Community Redevelopment Agency, after due notice and at its special called meeting held at 11:00 a.m. on March \_\_\_\_\_, 2020 via telephone conference, that all of the agreements described hereinabove, having been reviewed by the CRA Attorney and found to be in good order are hereby approved, and that the Chairperson, Victoria S. Lake, or the Treasurer, Monte Jones, are hereby each individually authorized and directed to sign and deliver each document to the appropriate party. Additionally, the Chairperson or Treasurer are further each individually authorized and directed to sign any document reasonably and customarily required by the CRA, Truist, or any other lender in connection with the Project and New Market Tax Credit financing transaction to effectuate and bind such documents as reviewed and approved by the CRA Attorney.

**BE IT FURTHER RESOLVED**, that these resolutions shall take effect upon adoption and passage, the public welfare requiring it.

**APPROVED:**

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**VICTORIA S. LAKE, Chairperson**

**Date:** \_\_\_\_\_

**ATTESTED:**

\_\_\_\_\_  
**STANLEY PILANT, CRA Secretary**