



**AGENDA**  
**HENRY COUNTY COMMISSION**  
**May 2024 Recessed Meeting & Joint Meeting**  
**Thursday, May 30, 2024, 5:00 P.M.**  
**911 OFFICE – 204 N. BREWER ST**

1. Call to order and re-opening of the May 28, 2024 recessed County Commission meeting.
2. Invocation
3. Pledge to the Flag of the United States of America
4. Roll call
5. Citizen's forum
6. Commissioner's forum
7. Consideration of a resolution to approve the sale of Henry County Healthcare Center.  
**RESOLUTION #1-5R-24**
8. Consideration of a resolution to approve the appointment of Interim Property Assessor.  
**RESOLUTION #2-5R-24**
9. Consideration of a resolution to accept the resignation for District 1 Commissioner Ricky Wade and action thereon by the Commission. **RESOLUTION #3-5R-24**
10. Announcements and Statements – **The June, 2024 meeting will be moved to Tuesday June 11<sup>th</sup> to distribute a copy of the proposed HC budget for FY 2024-2025**
11. Adjournment of recessed May 28, 2024 meeting
12. **BUSINESS:**
  - a. Joint Zoom call with HCMC and Angela Humphreys, Co-Chair, Healthcare Private Equity - Bass, Berry & Sims PLC

## **RESOLUTION 1-5R-24**

### **A RESOLUTION OF THE BOARD OF COMMISSIONERS OF HENRY COUNTY, TENNESSEE TO APPROVE THE SALE OF THE HENRY COUNTY HEALTHCARE CENTER**

The undersigned hereby certifies that the following resolutions were duly adopted by the Members of the County Commission of Henry County, Tennessee (the "Commission") at a meeting duly held on May 30, 2024, pursuant to the laws of the State of Tennessee and the governing documents of the Commission:

**WHEREAS**, Chapter 176 of the Private Acts of 1953, as amended by Chapter 524 of the Private Acts of 1953, Chapter 95 of the Private Acts of 1985, Chapter 56 of the Private Acts of 1991, Chapter 157 of the Private Acts of 1994, Chapter 7 of the Private Acts of 2015, and Chapter 42 of the Private Acts of 2024, (collectively the "Henry County Private Acts"), all adopted by the Tennessee General Assembly, created and govern the Henry County Hospital District (the "District").

**WHEREAS**, with the approval of the Commission and the Henry County Hospital District d/b/a Henry County Medical Center and Henry County Healthcare Center ("HCHC"), HCHC previously entered into an Asset Purchase Agreement (the "APA"), dated as of March 1, 2024 with Paris Realty Group LLC, a Tennessee limited liability company ("PRG") for the sale of the Henry County Healthcare Center, a nonprofit county facility with 136 skilled nursing beds, commonly known as "Henry County Healthcare Center" (and sometimes known as "Henry County Healthcare Center & Plumley Rehabilitation") located at 239 Hospital Circle, Paris, Tennessee 38242 (the "Nursing Home"), with a purchase price of \$8,865,000.00 (a copy of the executed APA being attached hereto as Exhibit A).

**WHEREAS**, pursuant to the Henry County Private Acts (specifically Chapter 42 of the Private Acts of 2024), the Commission is vested with sole authority (a) to sell or lease any portion of the real estate which the District owns and (b) to sell or lease personal property that the District owns outside the ordinary course of business (including, without limitation, the power to sell or lease any and all of the District's assets to one (1) or more other public or privately owned entities); and in the event of such a sale or lease the County Mayor is authorized to execute any deeds of conveyance, leases, bills of sale and other assignments, agreements, certificates and documents necessary or convenient to complete the sale of assets directed by the Commission.

**WHEREAS**, HCHC and PRG are now ready to conclude the transactions contemplated by the APA.

**WHEREAS**, after discussion the Members of the Commission deem it to be in the best interests of the Commission to conclude the transactions contemplated by the APA.

**NOW THEREFORE, BE IT RESOLVED**, that John Penn Ridgeway, as County Mayor ("Mayor"), and John R. Tucker, Chief Executive Officer of HCHC ("CEO"), or either of them, shall execute and deliver the Deed, Operations Transfer Agreement, and other documents required for or contemplated by the APA, and any other documents deemed necessary or convenient to the purposes of the transaction contemplated by the APA (collectively the "APA Transaction Documents"), and each is hereby authorized and empowered to effectuate the actions contemplated above, on such terms and conditions as

he determines to be necessary or appropriate; and make, execute and deliver, in the name of and on behalf of the County and/or the District, as appropriate, the APA Transaction Documents and any and all other documents, agreements and instruments of any kind or nature whatsoever, as determined necessary or appropriate by either of them, and the execution and delivery of such APA Transaction Documents and other documents, agreements and instruments by either of them shall constitute conclusive evidence that the terms and conditions contained therein have been determined to be appropriate by the Commission and/or the District.

**BE IT FURTHER RESOLVED**, that the net sale proceeds from the sale described in the APA (after the payment of any expenses payable by HCHC pursuant to the provisions of the APA and the funding of a 24 month escrow with \$884,000 of the sale proceeds), shall first be applied to pay that indebtedness evidenced by that certain \$4,000,000 Tax Anticipation Note, Series 2023 (closing date: July 18, 2023) authorized by Henry County Commission Resolution No. 12-6-23) (the “2023 Note”), and any net proceeds remaining thereafter shall be retained by the District for its general purposes; and

**BE IT FURTHER RESOLVED**, that any and all actions heretofore or hereafter taken by the Mayor or CEO to affect the actions authorized by the foregoing resolutions or otherwise in furtherance of the actions authorized by the foregoing resolutions are hereby adopted, ratified and confirmed in all respects.

**IN WITNESS WHEREOF**, the foregoing actions were approved as set forth above by the Members of the County Commission of Henry County, Tennessee.

**PASSED**

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**JOHN PENN RIDGEWAY, CHAIRMAN  
HENRY COUNTY COMMISSION**

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**DONNA CRAIG  
COUNTY CLERK**

**APPROVED**

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**JOHN PENN RIDGEWAY  
HENRY COUNTY MAYOR**

**RESOLUTION NO. 2-5R-24**

**A RESOLUTION OF THE HENRY COUNTY, TENNESSEE BOARD OF COMMISSIONERS TO APPOINT AN INTERIM HENRY COUNTY PROPERTY ASSESSOR TO SERVE UNTIL THE GENERAL COUNTY ELECTION**

**WHEREAS**, a vacancy exists for the elected position of Henry County Property Assessor;  
and

**WHEREAS**, it is the duty and responsibility of the Board of Commissioners of Henry County, Tennessee to appoint a qualified citizen to fill the said vacancy; and

**WHEREAS**, the Board of Commissioners has examined and evaluated the qualifications of certain citizens for appointment to the said position.

**NOW, THEREFORE BE IT RESOLVED** by the Board of Commissioners of Henry County, Tennessee, assembled in recessed session on this 30<sup>th</sup> day of May, 2024, a majority or more of said Commissioners concurring, that Ginger Cox be and hereby is appointed as Interim Henry County Property Assessor to serve until the position is filled and not later than August 31, 2024.

**BE IT FURTHER RESOLVED** that any and all acts previously passed by this Board of County Commissioners which are in conflict with this Resolution be and hereby are rescinded, repealed, and are of no effect whatsoever.

**BE IT FURTHER RESOLVED** that this Resolution shall take effect retroactive to May 1, 2024 upon its passage by this Board of County Commissioners and approval by the County Mayor, the public welfare requiring it.

**BE IT FINALLY RESOLVED** that a true copy of this Resolution be spread upon the

Commission record of this date.

**PASSED** \_\_\_\_\_

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**JOHN PENN RIDGEWAY, CHAIRMAN  
HENRY COUNTY COMMISSION**

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**DONNA CRAIG  
COUNTY CLERK**

**APPROVED**

\_\_\_\_\_  
**JOHN PENN RIDGEWAY  
HENRY COUNTY MAYOR**

**RESOLUTION NO. 3-5R-24**

**A RESOLUTION OF THE HENRY COUNTY, TENNESSEE, BOARD OF COMMISSIONERS TO ACCEPT RESIGNATION OF COUNTY COMMISSIONER RICKY WADE**

**WHEREAS**, the Honorable Ricky Wade has announced his intent to resign the office of **County Commissioner for Henry County District 1**; and

**WHEREAS**, Ricky Wade has (in his individual capacity) signed this Resolution for purposes of irrevocably resigning from said office effective May 31, 2024; and

**WHEREAS**, immediately upon the acceptance of said resignation by approval of this Resolution by the Board of Commissioners of Henry County, Tennessee, the office of County Commissioner for Henry County District 1 held by Ricky Wade shall be deemed vacant; and

**WHEREAS**, as contemplated by TENN. CODE ANN. § 5-1-104, the county legislative body shall make an appointment to fill a vacancy within one hundred twenty (120) days of receiving notice of the vacancy unless during that time period there is a general election scheduled in the county and there is sufficient time for the vacancy to be placed on the ballot.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of Henry County, Tennessee, assembled in recessed session on this the 30<sup>th</sup> day of May, 2024, a majority or more of the membership concurring that Ricky Wade's resignation from the office of County Commissioner for Henry County District 1 is accepted and irrevocable, and said office is deemed vacant effective 11:59 PM on May 31, 2024.

**BE IT FURTHER RESOLVED** that a true copy of this Resolution be delivered to the Henry County Administrator of Elections and each member of the Henry County Election Commission; and

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

**PASSED** \_\_\_\_\_

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**JOHN PENN RIDGEWAY, CHAIRMAN  
HENRY COUNTY COMMISSION**

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**DONNA CRAIG  
COUNTY CLERK**

**APPROVED** \_\_\_\_\_

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**JOHN PENN RIDGEWAY  
HENRY COUNTY MAYOR**

I, **Ricky Wade**, individually, join in this resolution for purposes of irrevocably resigning from the Office of **County Commissioner for Henry County District 1** as stated in the above resolution (with my final day of service in such capacities to be **May 31, 2024**), subject to the approval of said Resolution by the Board of Commissioners of Henry County, Tennessee.

\_\_\_\_\_  
**Ricky Wade**

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