

RESOLUTION NO.: 2016-12

**RESOLUTION OF THE TOWN COUNCIL OF SIGNAL MOUNTAIN,  
TENNESSEE APPROVING A TAX EXEMPT BOND FINANCING TO BE  
UNDERTAKEN BY THE WISCONSIN HEALTH AND EDUCATIONAL  
FACILITIES AUTHORITY WITH RESPECT TO CERTAIN PROJECTS  
OF ALEXIAN VILLAGE OF TENNESSEE LOCATED IN THE TOWN OF  
SIGNAL MOUNTAIN, TENNESSEE**

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WHEREAS, the Wisconsin Health and Educational Facilities Authority (the "Issuer"), a public body politic and corporate, organized and existing under the laws of the State of Wisconsin is authorized and empowered by the provisions of Chapter 231 of the Wisconsin Statutes, as now in effect and as from time to time hereafter amended or supplemented (the "Act") to issue bonds for the purpose of making loans to "participating health institutions" for the purpose of financing or refinancing the costs of all or any part of a "project," within or outside the State of Wisconsin, undertaken by a "participating health institution" within the meaning of the Act; and

WHEREAS, Ascension Health Alliance d/b/a Ascension, a Missouri not-for-profit corporation ("Ascension") is the sole corporate member of Ascension Health, a Missouri not-for-profit corporation ("Ascension Health");

WHEREAS, Ascension Health is the sole corporate member of Ascension Health Senior Care d/b/a Ascension Senior Living, ("Ascension Senior Living");

WHEREAS, Ascension Senior Living is the sole corporate member of Alexian Village of Tennessee, a Tennessee not-for-profit corporation ("Alexian Village of Tennessee");

WHEREAS, Ascension has requested the assistance of the Issuer to finance or refinance the purchase, acquisition, construction, enlargement, remodeling, renovation, improvement, furnishing or equipping of the skilled nursing facilities, continuing care retirement communities, assisted living facilities, other health facilities and their related facilities, including land (the "Projects"), located within the geographical boundaries of the Town of Signal Mountain (the "Town") and operated by Alexian Village of Tennessee; and

WHEREAS, Ascension has requested the Issuer to issue revenue bonds (the "Bonds"), in an aggregate principal amount of not to exceed one billion seven hundred fifty million dollars (\$1,750,000,000) to finance and refinance projects in Wisconsin, Indiana, Texas and Tennessee, of which not to exceed thirty-five million dollars (\$35,000,000) is expected to be used to finance or refinance the Projects in the Town; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the issuance of the Bonds requires approval, following a public hearing, by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Projects is located; and

WHEREAS, a notice of public hearing with respect to the proposed issuance of the Bonds and meeting the requirements of Section 147(f) of the Code was published in a newspaper of

general circulation in the Town; and

WHEREAS, the Town Council conducted the public hearing, at which time an opportunity was provided to present arguments both for and against the issuance of the Bonds and the nature and location of the Projects to be financed and refinanced; and

WHEREAS, the Town Council now desires to approve the financing or refinancing and the issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Town Council of Signal Mountain, as follows:

Section 1. The Town Council hereby acknowledges the financing or refinancing described above and the issuance of the Bonds by the Issuer for Ascension in a total amount not to exceed \$1,750,000,000, and approves an amount not to exceed \$35,000,000 which is expected to be used to finance or refinance the Projects in the Town. It is the purpose and intent of the Town Council that this resolution constitutes approval of the financing or refinancing and the issuance of the Bonds for that portion of the Bonds which is expected to be used to finance or refinance Projects in the Town solely for the purposes of Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Projects is located, in accordance with said Section 147(f) of the Code.

Section 2. The Mayor, Town Manager, and the Town Recorder and all other officials of the Town are hereby authorized and directed, jointly and severally, to do any and all things and to prepare or cause to be prepared, negotiate, execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 3. Nothing in this resolution shall be construed to create any obligations of the Town or any Town officials or employees with respect to the repayment of the Bonds. Neither the Bonds nor the interest thereon shall ever constitute an indebtedness or a charge against the general credit or taxing powers of the Town within the meaning of any constitutional or charter provision or statutory limitation and neither shall ever give rise to any pecuniary liability of the Town. The owners of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the Town.

Section 4. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED on April 11, 2016

  
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Dick Gee, Mayor

  
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Recorder

4/11/16  
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Date

4-11-16  
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Date