

**RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD  
OF RUTHERFORD COUNTY, TENNESSEE**

**WHEREAS**, The Industrial Development Board of Rutherford County, Tennessee (the "Board"), is meeting pursuant to proper notice on February 27, 2013; and

**WHEREAS**, the Board is a public, nonprofit corporation organized and existing under, and by virtue of, the provision of Chapter 53, Title 7, Tennessee Code Annotated, as amended (the "Act"); and

**WHEREAS**, the Board is authorized by the Act to, among other things, issue, sell, and deliver revenue bonds, and to use the proceeds therefrom for, among other things, financing, acquiring, improving, constructing, equipping, owning, leasing and disposing of properties for the purpose of enabling certain types of institutions, including "domestic nonprofit corporations" as described in the Act, to provide such facilities in order to promote the welfare, commerce, prosperity, health, and living conditions of the people of the State of Tennessee; and

**WHEREAS**, the Board has been requested to issue its revenue bonds in the total amount not to exceed \$10,000,000 (the "Bonds") in one or more issues and/or series pursuant to the Act, the proceeds of the Bonds, if issued, would be loaned to Goodwill Industries of Middle Tennessee, Inc., a Tennessee nonprofit corporation (the "Company"), to assist it in financing (or reimbursing costs previously incurred to the extent applicable) a portion of the cost of acquiring three parcels of real property located in Hendersonville, Murfreesboro and Mt. Juliet, Tennessee, and constructing and equipping on each site an approximately 30,000 square foot facility to house a retail store, donation center and Career Solutions training center to be operated by the Company (and all related costs) (collectively, the "Projects"), and to pay the costs of issuance incurred in connection with the financing of the foregoing; and

**WHEREAS**, the Company proposes that the Projects to be financed through assistance provided by the Board will be located at the following addresses: 205A Indian Lake Blvd., Hendersonville, Tennessee; Providence West Parkway, Mt. Juliet, Tennessee; and 2955 South Church Street, Murfreesboro, Tennessee; and

**WHEREAS**, pursuant to a notice to be published in a newspaper of general circulation in Rutherford County, Tennessee, the Board will hold a public hearing with respect to the proposed financing of the Projects through the issuance of the Bonds prior to the issuance of the Bonds; and

**WHEREAS**, prior to the issuance of the Bonds, The Industrial Development Board of the City of Hendersonville, Tennessee, and the City of Mt. Juliet, Tennessee, as well as the highest elected executive officer or the elected legislative body of each such governmental entity, will each consent to and approve the issuance of the Bonds by the Board to finance the above described facilities in their respective jurisdictions (collectively, the "Other Jurisdictions").

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE INDUSTRIAL DEVELOPMENT BOARD OF RUTHERFORD COUNTY, TENNESSEE:**

1. The Company has requested the Board to assist the Company to finance the acquisition, construction and equipping of the Projects by undertaking the issuance of the Bonds

in an amount now estimated not to exceed \$10,000,000. The Bonds, if issued, shall not be deemed to constitute a debt or a pledge of the faith and credit of the State of Tennessee or any political subdivision or agency thereof, including the Board, but shall be payable solely from the revenues and other funds provided under the proposed agreement(s) with the Company.

2. The Company intends to proceed with plans for the acquisition, construction and equipping of the Projects, enter into contracts for the same and take such other steps as it may deem appropriate in connection therewith, including spending its own funds as necessary to pay such costs, and nothing herein shall be deemed to authorize the Company to obligate the Board without its consent to the payment of any moneys or the performance of any act in connection with the Projects. The Board agrees that the Company may be reimbursed from the proceeds of the Bonds for all qualifying costs for the Projects if the Bonds are issued. The Board intends that the adoption of this resolution be considered as "official action" toward the issuance of the Bonds within the meaning of the regulations issued by the Internal Revenue Service pursuant to Section 141 of the Internal Revenue Code of 1986, as amended, including Regulations Section 1.150-2(e).

3. All obligations of the Board hereunder are subject to the agreement of the Board and the Company to terms for the issuance, sale and delivery of the Bonds and the execution of a loan agreement, indenture or security agreement and other documents and agreements necessary or desirable for the issuance of the Bonds, and to the consent and approval of The Industrial Development Board of the City of Hendersonville, Tennessee, and the City of Mt. Juliet, Tennessee, and highest elected executive or legislative body of each of the Other Jurisdictions to the issuance of the Bonds for the portion of the Projects located in their respective jurisdictions. All costs and expenses in connection with the financing and the acquisition, construction and equipping of the Projects, including the reasonable fees and expenses of the Board's counsel, bond counsel and the proposed purchaser of the Bonds, shall be paid from the proceeds of the Bonds or by the Company, but if for any reason the Bonds are not issued, all such expenses shall be paid by the Company and the Board shall have no responsibility therefor.

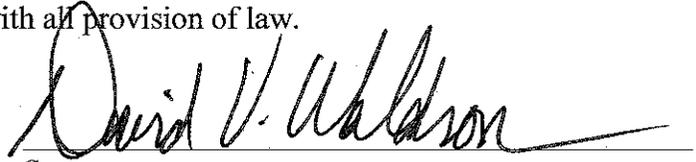
4. Prior to financing any project under the Act, the Board is required in its Certificate of Incorporation to obtain the approval of the governing body of Rutherford County, Tennessee, and the Board agrees that it will not undertake the financings of the Projects contemplated hereby unless and until such approval shall have been obtained. The Board hereby authorizes the Board's counsel and any of its authorized officers or Bond Counsel to take such additional steps as may be required or deemed advisable to attempt to obtain the same. The Board further authorizes the publication of the notice of public hearing with respect to the financing of the Projects as may be required under applicable law.

5. The Company shall at all times protect, indemnify and hold the Board and Rutherford County, Tennessee and their respective members, directors, officers, employees, attorneys and agents, harmless against any and all liability, losses, damages, costs, expenses, taxes, causes of action, suits, claims, demands and judgments of any nature arising from or in connection with the Projects or the financing of the Projects, including, without limitation, any loss or damage to property or any injury to or death of any person that may be occasioned by any cause whatsoever pertaining to the Projects or the use thereof, including without limitation any lease thereof or assignment of its interest in the loan agreement, such indemnification to include the reasonable costs and expenses of defending itself or investigating any claim of liability and other reasonable expenses and attorneys' fees incurred by the Board and Rutherford County,

Tennessee and their respective members, directors, officers, employees, attorneys and agents, in connection therewith. The Board and Rutherford County, Tennessee shall have the right, in the event of a suit against the Board or Rutherford County, Tennessee in connection with any claim described in this paragraph, to hire their own counsel, and the Company shall pay on demand the Board's and Rutherford County's cost thereof.

**STATE OF TENNESSEE  
RUTHERFORD COUNTY**

I, *David Waldron*, the duly qualified and acting Secretary of The Industrial Development Board of Rutherford County, Tennessee, do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Board at a regular meeting held on February 27, 2013, the original of which is on file in my office. Public notice of said meeting was given pursuant to and in compliance with all provision of law.

  
Secretary

Dated: February 27, 2013