

## Commission Minutes for Recessed Meeting of May 28, 2024.

May 30, 2024

- Resolution to approve the sale of Henry County Healthcare Center- Resolution 1-5R-24.
- Appointment of Interim Property Assessor- Resolution 2-5R-24.
- Resignation of District 1 Commissioner Ricky Wade- Resolution 3-5R-24.
- During Announcements and Statements Mayor John Penn Ridgeway announced that he was resigning as Chairman over the Henry County Commission. No Vote needed.
- Adjournment of Recessed May 28, 2024 meeting.

STATE OF TENNESSEE  
COUNTY OF HENRY...

Be it remembered that the County Commission met in a recessed session at the Henry County 911 Office, in Henry County Tennessee on Thursday, May 30, 2024 at 5:00 p.m. Present and presiding the Honorable John Penn Ridgeway, Chairman, Donna Craig, County Clerk and the County Commissioners:

ITEM NO. 1 Roll Call:

The following Commissioners were present: Patrick Burns, Dell Carter, Charles Elizondo, Rita Gean, Missy Hamilton, David Hayes, Kenneth Humphreys, Melissa McElroy, Paul Neal, Monte Starks, Jay Travis, Marty Visser, Ralph Wiles.

Absent: Ricky Wade & David Webb

ROLL CALL  
COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTY CLERK  
PARIS, TENNESSEE

A motion was made by Commissioner Hamilton and seconded by Commissioner Gean to amend & approve the agenda by adding Resolution 2-5R-24 & 3-5R-24 for the May 30, 2024 recessed meeting.

ITEM NO. 2

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
BURNS, PATRICK					X			
CARTER, DELL					X			
ELIZONDO, CHARLES					X			
GEAN, RITA				X	X			
HAMILTON, MISSY			X		X			
HAYES, DAVID					X			
HUMPHREYS, KENNETH					X			
McELROY, MELISSA					X			
NEAL, PAUL					X			
STARKS, MONTE					X			
TRAVIS, JAY					X			
VISSER, MARTY					X			
WADE, RICKY		X						
WEBB, DAVID		X						
WILES, RALPH					X			
TOTAL		2			13			

DATE : 5-30-2024

MOTION CARRIED

ROLL CALL  
COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTY CLERK  
PARIS, TENNESSEE

Commissioner Travis made a motion to approve Resolution 1-5R-24, to approve the sale of the Henry County Healthcare Center. The motion was seconded by Commissioner Humphreys.

ITEM NO. 3

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
BURNS, PATRICK							X	
CARTER, DELL					X			
ELIZONDO, CHARLES					X			
GEAN, RITA					X			
HAMILTON, MISSY					X			
HAYES, DAVID						X		
HUMPHREYS, KENNETH				X	X			
McELROY, MELISSA					X			
NEAL, PAUL					X			
STARKS, MONTE					X			
TRAVIS, JAY			X		X			
VISSER, MARTY					X			
WADE, RICKY	X							
WEBB, DAVID	X							
WILES, RALPH						X		
TOTAL	2				10	2	1	

MOTION CARRIED

DATE : 5-30-24

## **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**

5-30-24

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

  
\_\_\_\_\_  
**DONNA CRAIG**  
**COUNTY CLERK**

**APPROVED**

5-30-24

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

ROLL CALL  
COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTY CLERK  
PARIS, TENNESSEE

Commissioner Starks made a motion to approve Resolution 2-5R-24, to appoint an Interim Henry County Property Assessor to serve until the General County Election.  
Commissioner Burns seconded the motion.

ITEM NO. 4

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
BURNS, PATRICK				X	X			
CARTER, DELL					X			
ELIZONDO, CHARLES					X			
GEAN, RITA					X			
HAMILTON, MISSY					X			
HAYES, DAVID					X			
HUMPHREYS, KENNETH					X			
McELROY, MELISSA					X			
NEAL, PAUL					X			
STARKS, MONTE			X		X			
TRAVIS, JAY					X			
VISSER, MARTY					X			
WADE, RICKY	X							
WEBB, DAVID	X							
WILES, RALPH					X			
TOTAL	2				13			

MOTION CARRIED

DATE : 5-30-24

**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.

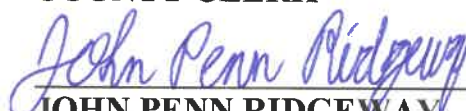
**PASSED** 5-30-24

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

  
\_\_\_\_\_  
**DONNA CRAIG  
COUNTY CLERK**

**APPROVED**

5-30-24

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

**From:** Griffin, Joseph Stanton <joe.griffin@tennessee.edu>  
**Sent:** Thursday, April 25, 2024 10:00 AM  
**To:** jpridgeway@henrycountyttn.org; phollingsworth@henrycountyttn.org; rob@greergreerandwhitfield.com  
**Cc:** Charles VanDyke; Ginger Cox; rfrench@hctrustee.com; Hart, James Michael; Galey, Mike; Looney, John Gabriel  
**Subject:** Henry County Assessors Office May 1st-Aug 31st 2024

To whom it may concern,

My Name is Joe Griffin, I am the CTAS Property Assessment Consultant for Middle and West Tn. I have been made aware of Charles Van Dyke's retirement effective April 30, 2024. It is also my understanding that the County Commission has decided to have Ginger Cox become the leader/Interim Assessor for the office in the time until the August Election and subsequent Swearing in of the New Assessor on September 1, 2024. I feel this is a great move and should help keep the office on track until the newly elected Assessor takes over.

There are a few items that I feel need to be addressed from a "best practices" standpoint. I have met with Charles and Ginger and the following are items that were addressed and some need approval of the County Commission:

1. Ginger should have her salary temporarily adjusted to the elected official's salary, since she will be responsible for those duties as well as her continued responsibilities. Charles is going to request an emergency line-item change to achieve this. As you are aware, the Sheriff and the Assessor are the only 2 offices in County Government that can adjust salaries as long as there enough funding in the budget to cover the adjustments. As long as the Budget Committee and full Commission allow the line-item change, Ginger can have her salary adjusted until Aug 31st, 2024, and it will go back to her normal wages (plus any increases or adjustments that she may be eligible for). TCA 67-1-506(b)(1) addresses the Assessors unique ability to adjust salaries if the budget is adequately funded. There is also an Attorney General's Opinion from 2015 that confirms this as well. It is Opinion Number 15-41.
2. Ginger will run the office day to day during this time. She will handle any retirements, new employee hirings or employee time and attendance approvals. There is a foreseen retirement in June, that should require a new employee to be hired to ensure timely completion of office duties.
3. The Office will be required to begin the 2025 Reappraisal during this time. That will require her to work closely with the Comptroller's Office to get the files opened and allow work to begin. She will have to sign off on the initial numbers, factors, rates and processes. I have agreed to assist her with this as well.
4. County Boards of Equalization will begin June 1st, and this will require her to make sure they are present and receive the required 4-hour training to be able to serve.
5. There are some mandated forms and procedural deadlines that she will have to meet during this time as well.
6. She will be requesting assistance from the Comptroller's Office in regard to specific training for newer (and new employees as they need to hired), during this time.

I have discussed all of this with Ginger, Charles and Randi. Ginger is willing to do the above and other duties as they arise. This is why I am recommending that she receive the full Assessors Salary during this interim time. There are many key deadlines and functions that must be followed to ensure a quality office and performance of employees and duties. If you have any questions or would like to have further discussion, please let me know.

Thank you for your time and consideration,

ROLL CALL  
COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTY CLERK  
PARIS, TENNESSEE

A motion was made by Commissioner Humphreys to approve Resolution 3-5R-24, to accept resignation of County Commissioner Ricky Wade. The motion was seconded by Commissioner Hayes.

ITEM NO. 5

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
BURNS, PATRICK					X			
CARTER, DELL					X			
ELIZONDO, CHARLES					X			
GEAN, RITA					X			
HAMILTON, MISSY					X			
HAYES, DAVID				X	X			
HUMPHREYS, KENNETH			X		X			
McELROY, MELISSA					X			
NEAL, PAUL					X			
STARKS, MONTE					X			
TRAVIS, JAY					X			
VISSER, MARTY					X			
WADE, RICKY	X							
WEBB, DAVID	X							
WILES, RALPH						X		
TOTAL	2				12	1		

MOTION CARRIED

DATE : 5-30-24

## **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** 5-30-24

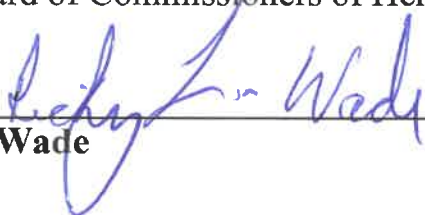
  
**JOHN PENN RIDGEWAY, CHAIRMAN**  
**HENRY COUNTY COMMISSION**

  
**DONNA CRAIG**  
**COUNTY CLERK**

**APPROVED** 5-30-24

  
**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.

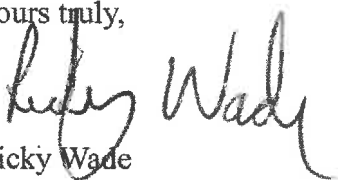
  
**Ricky Wade**

5/31/2024  
**Date**

April 29, 2024

It has been my privilege to serve as a commissioner for the 1<sup>st</sup> District of Henry County. I have served for the last twenty (20) months. Throughout this year, I have worked diligently to fully comprehend county issues, such as the hospital, deputy clerk raises, building repairs, grants and numerous other issues to help the citizens. I have never let politics and friendship influence my decision on what was best for the 1<sup>st</sup> District and all the other citizens of Henry County. I have stood strong in my beliefs and have fought to help all the citizens of Henry County. I ran for this position believing I could make a difference and I'm always out voted. I hope and pray that the citizens of Henry County will hold the commissioners accountable for keeping our county strong. I appreciate Mayor John Penn Ridgeway for his hard work on the problems that he has had to deal with even though he had nothing to do with them. He is a great mayor and takes the blame much of the time for what the commissioners vote on, and he doesn't even get to vote. The County has been fortunate to have him. I have contemplated my decision to resign for several months and, therefore, I am resigning my position as commissioner of the 1<sup>st</sup> District of Henry County effective May 31, 2024 at 11:59pm. I thank the voters who voted for me, and I hope and pray that the citizens of Henry County will hold this commission accountable for every vote they cast.

Yours truly,

A handwritten signature in black ink, appearing to read "Ricky Wade". The signature is stylized with a large, looped "R" and a cursive "Wade".

Ricky Wade

ROLL CALL  
COUNTY COMMISSION, HENRY COUNTY, DONNA CRAIG, COUNTY CLERK  
PARIS, TENNESSEE

\*During Announcements and Statements Mayor John Penn Ridgeway announced that he was resigning as Chairman over the Henry County Commission. No Vote needed.

Commissioner Burns made a motion to adjourn. The motion was seconded by Commissioner Visser.  
ITEM NO. 6

	ABSENT	PRESENT	MOTION	SECOND	AYE	NO	ABSTAIN	PASS
BURNS, PATRICK			X					
CARTER, DELL								
ELIZONDO, CHARLES								
GEAN, RITA								
HAMILTON, MISSY								
HAYES, DAVID								
HUMPHREYS, KENNETH								
McELROY, MELISSA								
NEAL, PAUL								
STARKS, MONTE								
TRAVIS, JAY								
VISSER, MARTY				X				
WADE, RICKY	X							
WEBB, DAVID	X							
WILES, RALPH								
TOTAL								

VOICE VOTE CARRIED

DATE : 5-30-24