



METROPOLITAN COUNCIL

Metro Council Office

**PROPOSED AMENDMENTS
AND SUBSTITUTES FOR
RESOLUTIONS AND
ORDINANCES TO BE FILED
WITH THE METRO CLERK
FOR THE COUNCIL MEETING OF
TUESDAY, OCTOBER 18, 2016**

Amendment No. 1

To

Ordinance No. BL2016-302

Mr. President:

I move to amend Ordinance No. BL2016-302 as follows:

1. Section 2 of BL2016-302 is hereby deleted in its entirety and the following is substituted therefor:

Section 2. That the Telecommunications Franchise Contract by and between The Metropolitan Government of Nashville and Davidson Count and Grantee, which contract is attached hereto and by reference made a part of this Ordinance, as Exhibit A hereto, is hereby approved and the Metropolitan Mayor is hereby authorized to execute said contract.

2. Section 4 of Ordinance No. BL 2016-302 is hereby amended by renumbering the existing Section 4 as Section 5 and adding a new Section 4 preceding it to read as follows:

Section 4. In compliance with Ordinance BL2016-310, codified as Metropolitan Code of Laws Section 6.26.030.B.5., a certified report attesting to the applicant's possession of the necessary legal, character, financial, technical and other qualifications to construct and achieve full activation of its system, and ability to perform its obligations and faithfully adhere to all requirements of the franchise ordinance codified in this chapter, and that its construction arrangements are adequate and feasible, is hereby attached hereto as Exhibit B.

3. The document attached hereto and hereby incorporated into this Amendment No. 1 shall become Exhibit B to BL2016-302.

Introduced By:

Bill Pridemore
Member of Council

**TN BACKHAUL NETWORKS, LLC
LEGAL, CHARACTER, FINANCIAL, TECHNICAL AND OTHER QUALIFICATIONS FOR
TELECOMMUNICATIONS FRANCHISE IN METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY**

Legal and Character Qualifications:

Neither Applicant nor any principal has ever been convicted of any felony in any court of competent jurisdiction. Neither Applicant nor any principal is presently or has ever been a party to a civil proceeding involving any of the following: unfair or anticompetitive business practices, violations of securities law, false/misleading advertising, violations of FCC regulations, any actions in which a municipality is a party, or bankruptcy.

Neither Applicant nor any principal has ever had a business license revoked or the renewal thereof denied or is a party to a proceeding that may result in same. Neither Applicant nor any principal has ever been disciplined, cited, or prosecuted and convicted of any violation of the Communications Act of 1934, as amended and supplemented, or any other federal law affecting communications or any regulations of the FCC promulgated pursuant to any of the former.

Explanation of Parent/Subsidiary Structure:

TN Backhaul Networks, LLC is a Delaware limited liability company that is registered to do business in the State of Tennessee. Mobilitie, LLC transferred its Certificate of Public Convenience and Necessity (CCN) authorizing Mobilitie to provide competing local telecommunications services in the State of Tennessee to TN Backhaul Networks, LLC, its indirect, wholly-owned subsidiary to more accurately reflect the services it will provide in the state-specific geographic area.

Applicant:

TN Backhaul Networks, LLC
3475 Piedmont Rd NE, Suite 1000, Atlanta, GA 30305
(877) 999-7070

Parent Company:

Mobilitie, LLC
2220 University Drive, Newport Beach, CA 92660
(877) 999-7070

Attachments:

TN Backhaul Networks, LLC Certificate of Good Standing
TN Backhaul Networks, LLC Certificate of Formation

Financial Qualifications:

TN Backhaul Networks, LLC certifies that it possesses the necessary financial qualifications to achieve full activation of its system and adhere to all requirements of the Metropolitan Government of Nashville and Davidson County Code of Ordinances Chapter 6.26. As proof of such financial ability, TN Backhaul Networks, LLC offers a \$500,000 Performance Bond and a Certificate of Insurance, both as previously provided. In addition, TN Backhaul Networks, LLC offers a CCN granted by the Tennessee Regulatory Authority (TRA). In granting this certificate, the TRA acknowledged the necessary capital and financial ability for Mobilitie, LLC to provide its proposed services.

Mobilitie, LLC was granted the TRA CCN in December 2010 authorizing it to provide competing local telecommunications services. On March 3, 2016, Mobilitie, LLC filed with the TRA a notice of market regulation pursuant to TCA 65-5-109. Under TCA 65-5-109, "[u]pon election of market regulation by a certificated provider, the provider shall be exempt from all authority jurisdiction." Accordingly, Mobilitie, LLC's subsequent transfer of its TRA CCN to TN Backhaul Networks, LLC did not require notice to or approval of the TRA. Nonetheless, by virtue of the inter-company transfer, TN Backhaul Networks, LLC now holds Mobilitie, LLC's TRA CCN. TN Backhaul Networks, LLC is working with TRA staff to ensure that the TRA's records are up-to-date regarding this transaction.

Attachments:

Tennessee Regulatory Authority Certificate of Public Convenience and Necessity
Performance Bond
Certificate of Insurance

Description of Services:

TN Backhaul Networks, LLC's hybrid transport network proposes to install and operate transport utility structures that augment and extend backhaul solutions to increase bandwidth while improving connectivity. This hybrid transport network proposes to provide cutting edge connectivity to applications such as connected vehicles, weather monitoring stations, mobile service providers, agricultural equipment, and healthcare facilities, all designed to enhance public safety and to improve local residents' living experiences.

Although the proposed infrastructure will support data transfer, TN Backhaul Networks, LLC is not the telecommunications service provider. Instead, telecommunications service providers will utilize TN Backhaul Networks, LLC's infrastructure to assist in improving the quality of network interconnection.

Technical and Construction Qualifications:

The sites for which Applicant will apply for a permit will have construction drawings produced by licensed professional engineers in the State of Tennessee. On existing structures, a structural analysis will be completed by a company specializing in this function and staffed with Professional Engineers focused in structural design.

All general contractors who are used to physically build the infrastructure are trained on best practices and minimum safety requirements as required at the national, state, and local levels. For sites in rights-of-

way, Applicant takes great care to make sure vendors are accustomed to working in and around traffic and are familiar with managing traffic controls.

Code, traffic, and jurisdictional requirements are fundamental requirements incorporated into the plan for every site. If the Metropolitan Government of Nashville and Davidson County has a preferred format or process Applicant must follow to provide the assurances noted, Applicant will comply with such format or process.

Additionally, Applicant is nearing full execution of attachment agreements with Nashville Electric Service (NES). Applicant certifies it will have fully executed agreements in place and all attachments will be in compliance with NES standards.

Other Qualifications:

Mobilitie, LLC has a history of providing wireless infrastructure solutions in varying capacities across the nation in Sports & Entertainment, Real Estate, Hospitality, Healthcare, Higher Education, and Government & Transportation industries. Specific examples include deploying wireless systems at Churchill Downs, National September 11 Memorial & Museum, and MGM Resorts in Las Vegas. More information on Mobilitie, LLC's qualifications can be found at www.mobilitie.com.


In addition to venue specific solutions, Mobilitie, LLC has been granted franchises and is in the process of entering into right-of-way access agreements with municipalities across the country. Mobilitie, LLC is a party to agreements with cities including, but not limited to, the following: New York City, New York; Los Angeles, California; Greenwood, Indiana; and Jersey City, New Jersey.

AFFIDAVIT

BEFORE ME, the undersigned Notary, Melissa Ann Williams, on this 19th day of September, 2016, personally appeared Chris Glass, known to me to be a credible person and of lawful age, who being by me first duly sworn, states under oath as follows:

On behalf of TN Backhaul Networks, LLC, Mobilitie, LLC, its parent company, certifies the truth and accuracy of the information provided herein in support of establishing that TN Backhaul Networks, LLC possesses the necessary legal, character, financial, technical and other qualifications to construct and achieve full activation of its system, and to perform its obligations and faithfully adhere to all requirements of the franchise ordinance codified in Chapter 6.26 of the Metropolitan Code of Laws, and that TN Backhaul Networks, LLC's construction arrangements are adequate and feasible.

MOBILITIE, LLC

By: 
Chris Glass
Its: Senior Vice President

Date: 9/19/16

Subscribed and sworn to before me, this 19th day of September, 2019.

[Notary Seal]

~~Signature: _____~~

~~Name: _____~~

~~NOTARY PUBLIC~~

~~My commission expires: _____, 20__.~~

See attached

CALIFORNIA JURAT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA }

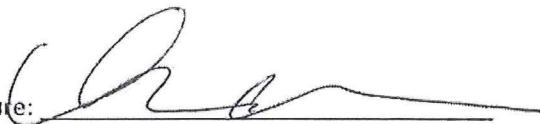
COUNTY OF Orange }

Subscribed and sworn to (or affirmed) before me on this 19th day of September, 2016
Date Month Year

by Chris Glass

Name of Signers

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: 
Signature of Notary Public



Seal
Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent attachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Affidavit

Document Date: September 19, 2016

Number of Pages: _____

Signer(s) Other Than Named Above: N/A

**CERTIFICATE OF LIABILITY INSURANCE**DATE (MM/DD/YYYY)
03/22/2016

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must be endorsed. If **SUBROGATION IS WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Silverstone Insurance Services Jetton & Assoc Ins Svs Inc P.O. Box 1200 (Lic #0C04829) Rancho Cucamonga, CA 91729-1200 Brent Jetton, AAI, CIC	Phone: 909-980-4211	CONTACT NAME:	
	Fax: 909-980-4785	PHONE (A/C, No, Ext):	FAX (A/C, No):
		E-MAIL ADDRESS:	
		INSURER(S) AFFORDING COVERAGE	
		INSURER A : Federal Insurance Company	NAIC # 20281
		INSURER B : Great American E&S Ins Co	37532
		INSURER C :	
		INSURER D :	
		INSURER E :	
		INSURER F :	

INSURED **TN Backhaul Networks LLC**
925B Peachtree St NE #710
Atlanta, GA 30309

COVERAGES**CERTIFICATE NUMBER:****REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> GENERAL LIABILITY			36036868	11/11/2015	11/11/2016	EACH OCCURRENCE \$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY						DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR			CONTRACTUAL LIABILITY			MED EXP (Any one person) \$ 10,000
					PERSONAL & ADV INJURY \$ 1,000,000		
	GEN'L AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE \$ 2,000,000
	<input type="checkbox"/> POLICY	<input type="checkbox"/> PROJECT	<input checked="" type="checkbox"/> LOC				PRODUCTS - COMP/OP AGG \$ 2,000,000
							\$
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY			73591570	11/11/2015	11/11/2016	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000
	<input checked="" type="checkbox"/> ANY AUTO						BODILY INJURY (Per person) \$
	<input type="checkbox"/> ALL OWNED AUTOS	<input type="checkbox"/> SCHEDULED AUTOS	<input type="checkbox"/> NON-OWNED AUTOS				BODILY INJURY (Per accident) \$
	<input checked="" type="checkbox"/> HIRED AUTOS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				PROPERTY DAMAGE (Per accident) \$
							\$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB			79897229	11/11/2015	11/11/2016	EACH OCCURRENCE \$ 5,000,000
	<input type="checkbox"/> EXCESS LIAB	<input checked="" type="checkbox"/> OCCUR					AGGREGATE \$ 5,000,000
	<input type="checkbox"/>	<input type="checkbox"/> CLAIMS-MADE					\$
	DED	RETENTION \$					\$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY			71749062	11/11/2015	11/11/2016	<input checked="" type="checkbox"/> WC STATUTORY LIMITS
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	Y/N	N/A				OTHER
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. EACH ACCIDENT \$ 1,000,000
							E.L. DISEASE - EA EMPLOYEE \$ 1,000,000
							E.L. DISEASE - POLICY LIMIT \$ 1,000,000
B	Pollution Liab			PRE315985701	02/09/2016	11/11/2017	Aggregate 5,000,000
A	Property			36036868	11/11/2015	11/11/2016	See Below

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

If required by written contract or agreement The Metropolitan Government of Nashville and Davidson County is an additional insured with respects to general liability.

CERTIFICATE HOLDER**CANCELLATION**

METROTN	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
The Metropolitan Government of Nashville and Davidson County Metropolitan Courthouse 1 Public Square, Suite 205 Nashville, TN 37201	AUTHORIZED REPRESENTATIVE

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

December 20, 2010

IN RE:)
)
APPLICATION OF MOBILITIE, LLC FOR A) DOCKET NO.
CCN TO PROVIDE COMPETING LOCAL) 10-00191
TELECOMMUNICATIONS SERVICES IN TENNESSEE)

ORDER GRANTING CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY

This matter came before Chairman Mary W. Freeman, Director Kenneth C. Hill and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a Hearing held on November 22, 2010 to consider the *Application for Certificate to Provide Competing Local Telecommunications Services* (the "Application") filed by Mobilitie, LLC ("Mobilitie" or "Company") on September 21, 2010. In its *Application*, Mobilitie seeks a Certificate of Public Convenience and Necessity ("CCN") for authority to provide competing local telecommunications services in Tennessee.

Legal Standard for Granting Certificate of Public Convenience and Necessity

Mobilitie's *Application* was made pursuant to and considered in light of the criteria for granting a CCN as set forth in Tenn. Code Ann. § 65-4-201 (Supp. 2010), which provides, in pertinent part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation,

and no person or corporation not at the time a public utility shall commence the construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . . .

* * *

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

* * *

Furthermore, pursuant to Tenn. Code Ann. § 65-5-112 (2004), a competing telecommunications provider is required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

The November 22, 2010 Hearing

Pursuant to Tenn. Code Ann. § 65-4-204 (2004), public notice of the Hearing in this matter was issued by the Hearing Officer on November 10, 2010. No persons sought intervention prior to or during the Hearing. On November 17, 2010, Mobilitie filed its *Motion of Mobilitie, LLC to Permit Gene Beall to Adopt the Sworn Pre-filed Testimony of Yvonne Schroeder De Orr and to Appear Telephonically at the Hearing on the Merits*. On November 18, 2010, the Hearing Officer granted Mobilitie's request in an *Order Granting Telephonic Appearance at Hearing*.

During the Hearing held on November 22, 2010, Mr. Gene Beall, who is responsible for strategy and services for Mobilitie, participated in the Hearing telephonically. Mr. Beall adopted the pre-filed testimony of Ms. Yvonne Schroeder De Orr, Senior Vice President/General Counsel, and was subject to examination by the panel. In accordance with the *Order Granting Telephonic Appearance at Hearing*, Sue Fores, a licensed Notary Public in good standing in the State of Washington, administered the testimonial oath to Mr. Beall and remained present with him throughout his examination and testimony. In addition, as required, the Authority received a properly executed *Witness Certification* and a *Notary Public Affidavit* on December 8, 2010. The Company was represented by Henry Walker, Esq., who appeared at the Hearing in person.

I. Mobilitie's Qualifications

1. Mobilitie is a corporation organized under the laws of the State of Nevada and was licensed to transact business in Tennessee by the Secretary of State as of January 29, 2007.

2. The complete street address of the registered agent for Mobilitie is National Registered Agents, Inc., 1900 Church Street, Suite 400, Nashville, Tennessee 37203. The complete street address of the corporate office of Mobilitie is 660 Newport Center Drive, Suite 200, Newport Beach, California 92660. The telephone number is (949) 999-5778.

3. The *Application* and supporting information existing in the record indicate that Mobilitie has the requisite technical and managerial ability to provide the applied for telecommunications services within the State of Tennessee. Specifically, Mobilitie's senior management team possesses sufficient business, technical and operational experience.

4. Mobilitie has the necessary capital and financial ability to provide the services it proposes to offer.

5. Mobilitie has represented that it will adhere to all applicable statutes, policies, rules and orders of the Authority.

II. Proposed Services

Mobilitie intends to offer wireline-based transport and backhaul services of voice and radio frequency signals to business customers in Tennessee. These business customers are telecommunications companies, primarily wireless providers. Mobilitie proposes to offer its services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers.

III. Permitting Competition to Serve the Public Convenience and Necessity


Upon a review of the *Application* and the record in this matter, the panel found that approval of Mobilitie's *Application* would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets in the State and fostering the development of an efficient, technologically advanced statewide system of telecommunications services.

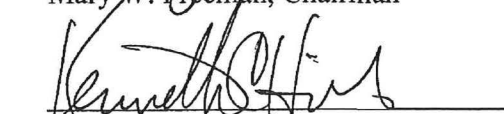
IV. Small and Minority-Owned Telecommunications Business Participation Plan and Business Assistance Program

Mobilitie has filed a satisfactory small and minority-owned telecommunications business participation plan, pursuant to Tenn. Code Ann. § 65-5-112 (2004) and the Authority's Rules.

IT IS THEREFORE ORDERED THAT:

Mobilitie, LLC's *Application for Certificate to Provide Competing Local Telecommunications Services* is approved.


Mary W. Freeman, Chairman


Kenneth C. Hill, Director


Sara Kyle, Director

Performance Bond

KNOW ALL PERSONS BY THESE PRESENTS: That we TN Backhaul Networks, LLC, a corporation duly organized under the laws of the State of Delaware; as Principal and The Hanover Insurance Company, as Surety, are held and firmly bound unto the Metropolitan Government of Nashville and Davidson County, TN as Obligee, in the amount of Five Hundred Thousand and 00/100 Dollars (\$500,000.00) for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents, the liability of the Surety being limited to the penal sum of this bond regardless of the number of years the bond is in effect.

WHEREAS the above bound Principal contemplates constructing communications facilities in the public right of way within the jurisdiction of said Obligee, and that has been issued a permit by said Obligee for this purpose. The above mentioned permit sets forth the terms and conditions which govern the access and use of the right of way and said permit is hereby specifically referred to and made part of this bond, with like force and effect as if herein at length set forth.

NOW, THEREFORE, if the principal does and shall well and truly observe, perform, fulfill, and keep its obligations as set forth in the above mentioned permit, then this obligation is void otherwise to remain in full force and effect unless cancelled as set forth below:

1. It shall be a condition precedent to any right of recovery hereunder that, in the event of any default on the part of the Principal, a written statement of the particular facts of such default shall be, within Thirty (30) days, delivered to Surety at it Home Office located at 440 Lincoln Street, Worcester, MA 01653 by registered mail to the Surety and the Surety shall not be obligated to perform Principals obligation until sixty (60) days after Surety's receipt of such statement.
2. The surety may cancel this bond at any time by giving Thirty (30) days notice, by registered mail or overnight courier service to 1 Public Square, Suite 205, Nashville, TN 37201 (Obligee).
3. No action, suit, or proceeding shall be maintained against the Surety on this bond unless the action is brought within twelve (12) months of the cancellation date of this bond.
4. Regardless of the number of years this bond may be renewed; in no event shall the liability of the Surety exceed the penal sum of this bond.
5. It is understood that the non-renewal of this bond by the Surety, or failure or inability of the Principal to file a replacement bond shall not constitute a loss recoverable by the Obligee under this bond.

Signed, sealed, and witnessed this 22nd day of March, 2016.

TN Backhaul Networks, LLC
Principal



[Handwritten Signature]
Witness

The Hanover Insurance Company
Surety

[Handwritten Signature]
Daniel Huckabay, Attorney-in-Fact

[Handwritten Signature]
Witness Karen Ritto

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Orange)

On March 22, 2016 before me, Karen L. Ritto, Notary Public
(insert name and title of the officer)

personally appeared Daniel Huckabay,
who proved to me on the basis of satisfactory evidence to be the person(~~s~~) whose name(~~s~~) is/~~are~~
subscribed to the within instrument and acknowledged to me that he/~~she/they~~
his/~~her/their~~ authorized capacity(~~s~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the
person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



Karen L. Ritto

(Seal)



THE HANOVER INSURANCE COMPANY
MASSACHUSETTS BAY INSURANCE COMPANY
CITIZENS INSURANCE COMPANY OF AMERICA

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That THE HANOVER INSURANCE COMPANY and MASSACHUSETTS BAY INSURANCE COMPANY, both being corporations organized and existing under the laws of the State of New Hampshire, and CITIZENS INSURANCE COMPANY OF AMERICA, a corporation organized and existing under the laws of the State of Michigan, do hereby constitute and appoint

Daniel Huckabay, Arturo Ayala, Dwight Reilly, Drew Ebright and/or Andrew Waterbury

of Commercial Surety Bond & Insurance Agency, Inc., Orange, CA and each is a true and lawful Attorney(s)-in-fact to sign, execute, seal, acknowledge and deliver for, and on its behalf, and as its act and deed any place within the United States, or, if the following line be filled in, only within the area therein designated any and all bonds, recognizances, undertakings, contracts of indemnity or other writings obligatory in the nature thereof, as follows:

Any such obligations in the United States, not to exceed Twenty Five Million and No/100 (\$25,000,000) in any single instance

WHEREAS, the Board of Directors of the Company duly adopted a resolution on March 24, 2014 authorizing and empowering certain officers of the Company to appoint attorneys-in-fact of the Company to execute on the Company's behalf certain surety obligations and other writings and obligations related thereto (the "Original Surety Resolution");

WHEREAS, the Company's Board of Directors wishes to affirm the continued authority of all of the attorneys-in-fact that were issued pursuant to the Original Surety Resolution prior to the date hereof and that remain issued and outstanding; and

WHEREAS, the Company's Board of Directors wishes to restate the Original Resolution and adopt certain related resolutions.

This Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America.

NOW THEREFORE, be it hereby:

- RESOLVED: That the authority of all attorneys-in-fact of the Company validly issued pursuant to the Original Surety Resolution prior to the date hereof and that remain issued and outstanding as of the date hereof are hereby ratified, confirmed and approved in all respects.
- RESOLVED: That the President or any Vice President, in conjunction with any Vice President, be and they hereby are authorized and empowered to appoint Attorneys-in-fact of the Company, in its name and as it acts, to execute and acknowledge for and on its behalf as surety, any and all bonds, recognizances, contracts of indemnity, waivers of citation and all other writings obligatory in the nature thereof, with power to attach thereto the seal of the Company. Any such writings so executed by such Attorneys-in-fact shall be binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company in their own proper persons.
- RESOLVED: That all such surety Attorneys-in-facts issued by the Company from and including the date hereof shall be authorized pursuant to the foregoing resolution (the "Surety Resolution").
- RESOLVED: That the President or any Vice President of the Company, in conjunction with any Vice President, be and hereby are authorized and empowered to establish, and from time to time review and amend, written security measures, protocols and safeguards for all Attorneys-in-fact issued by the Company pursuant to the Surety Resolution, including without limitation, security features on the actual certificates issued by the Company and evidencing such Attorneys-in-fact.

IN WITNESS WHEREOF, THE HANOVER INSURANCE COMPANY, MASSACHUSETTS BAY INSURANCE COMPANY and CITIZENS INSURANCE COMPANY OF AMERICA have caused these presents to be sealed with their respective corporate seals, duly attested by two Vice Presidents, this 9th day of July 2015.



THE HANOVER INSURANCE COMPANY
MASSACHUSETTS BAY INSURANCE COMPANY
CITIZENS INSURANCE COMPANY OF AMERICA

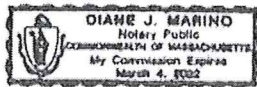
Robert Thomas
Robert Thomas, Vice President

THE HANOVER INSURANCE COMPANY
MASSACHUSETTS BAY INSURANCE COMPANY
CITIZENS INSURANCE COMPANY OF AMERICA

J. Michael Fata
J. Michael Fata, Vice President

THE COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF WORCESTER) ss.

On this 9th day of July 2015 before me came the above named Vice Presidents of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, to me personally known to be the individuals and officers described herein, and acknowledged that the seals affixed to the preceding instrument are the corporate seals of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, respectively, and that the said corporate seals and their signatures as officers were duly affixed and subscribed to said instrument by the authority and direction of said Corporations.



Diane J. Marino
Diane J. Marino, Notary Public
My Commission Expires March 4, 2022

I, the undersigned Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, hereby certify that the above and foregoing is a full, true and correct copy of the Original Power of Attorney issued by said Companies, and do hereby further certify that the said Powers of Attorney are still in force and effect.

GIVEN under my hand and the seals of said Companies, at Worcester, Massachusetts, this 22nd day of March 20 16.

CERTIFIED COPY

Theodore G. Martinez
Theodore G. Martinez, Vice President

California All-Purpose Certificate of Acknowledgment

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Orange

S.S.

On March 24, 2016 before me, Yumi Corvera, Notary Public

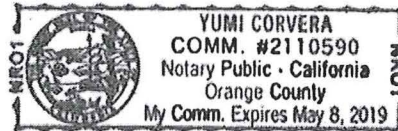
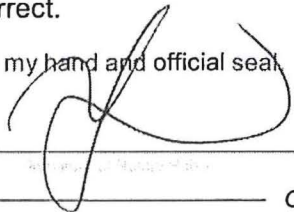
personally appeared Melissa Williams

Name of Signer (2)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal



OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled/for the purpose of _____

containing _____ pages, and dated _____

The signer(s) capacity or authority is/are as:

- Individual(s)
- Attorney-in-fact
- Corporate Officer(s) _____

- Guardian/Conservator
- Partner - Limited/General
- Trustee(s)
- Other: _____

representing: _____

Additional Information

Method of Signer Identification

Proved to me on the basis of satisfactory evidence:

- form(s) of identification credible witness(es)

Notarial event is detailed in notary journal on:

Page # _____ Entry # _____

Notary contact: _____

Other _____

- Additional Signer Signer(s) Thumbprints(s)

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TN BACKHAUL NETWORKS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TN BACKHAUL NETWORKS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2016.



5966545 8300

SR# 20160910953

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201849453

Date: 02-18-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:19 PM 02/17/2016
FILED 03:19 PM 02/17/2016
SR 20160888563 - File Number 5966545

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is TN Backhaul
Networks, LLC

Second: The address of its registered office in the State of Delaware is 160
Greentree Drive, Ste 101 in the City of Dover
Zip code 19904. The name of its Registered agent at such address is
National Registered Agents, Inc.

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

17th day of February, 2016.

By: /s/ Tracey Taylor
Authorized Person (s)

Name: Tracey Taylor

Amendment No. 2

To

Ordinance No. BL2016-302

Mr. President:

I move to amend Ordinance No. BL2016-302 as follows:

1. Section 1 of Ordinance No. BL 2016-302 is hereby amended by adding the following at the end of this section:

The grant of this franchise shall not be deemed to constitute individual approval of any new poles Grantee contends it needs for nodes indicated on any maps submitted by Grantee with its application. Such pole locations shall still be subject to approvals required under applicable law, including but not limited to Metropolitan Code of Laws Section 6.26.060 and the Zoning Code (Title 17), and the grant of this franchise shall not be deemed a substitute for any further and necessary governmental approvals.

Introduced By:

Bill Pridemore
Member of Council

SUBSTITUTE ORDINANCE NO. BL2016-318

An ordinance to amend Title 17 of the Metropolitan Code of Laws, the Zoning Ordinance of The Metropolitan Government of Nashville and Davidson County, by changing from RS10 to SP zoning for property located at 2913 Simmons Avenue, at the northwest corner of Simmons Avenue and Tanksley Avenue, (0.35 acres), to permit up to two residential units, all of which is described herein (Proposal No. 2016SP-091-001).

NOW, THEREFORE, BE IT ENACTED BY THE COUNCIL OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY:

Section 1. That Title 17 of the Code of Laws of The Metropolitan Government of Nashville and Davidson County, is hereby amended by changing the Official Zoning Map for Metropolitan Nashville and Davidson County, which is made a part of Title 17 by reference, as follows:

By changing from RS10 to SP zoning for property located at 2913 Simmons Avenue, at the northwest corner of Simmons Avenue and Tanksley Avenue (0.35 acres), being Property Parcel No. 003 as designated on Map 119-14 of the Official Property Identification Maps of The Metropolitan Government of Nashville and Davidson County, all of which is described by lines, words and figures on the attached sketch, which is attached to and made a part of this ordinance as though copied herein.

Section 3. Be it further enacted, that the uses of this SP shall be limited to up to two residential units.

Section 4. Be it further enacted, that the following conditions shall be completed, bonded or satisfied as specifically required:

1. If two dwellings are constructed on the property, one dwelling shall be oriented to Simmons Avenue while the other dwelling shall be oriented to Tanksley Avenue.
2. Height for principal dwellings shall be no more than 1.5 stories in 30 feet as measured from the average ground elevation at the front façade to the top ridge of the roof.
3. Principal dwellings shall provide a minimum of 25% glazing on the front facades.
4. Attached garages shall be side or rear-loaded and may not be located on a building façade directly oriented to either Simmons Avenue or Tanksley Avenue. Detached garages shall be located behind the rear of the primary structures. The garage door of a detached garage may face the street.
5. Only one shared driveway shall be permitted into the site, a driveway entrance shall be located entirely within 30 ft. of the north or west property line.
6. Prohibited building materials include vinyl, aluminum siding, and EIFS.

Section 6. Be it further enacted, minor modifications to the preliminary SP plan may be approved by the Planning Commission or its designee based upon final architectural, engineering or site design and actual site conditions. All modifications shall be consistent with the principles and further the objectives of the approved plan. Modifications shall not be permitted, except through an ordinance approved by Metro Council that increase the permitted density or floor area, add uses not otherwise permitted, eliminate specific conditions or requirements contained in the plan as adopted through this enacting ordinance, or add vehicular access points not currently present or approved.

Section 7. Be it further enacted, if a development standard, not including permitted uses, is absent from the SP plan and/or Council approval, the property shall be subject to the standards, regulations and requirements of the R10 zoning district as of the date of the applicable request or application. Uses are limited as described in the Council ordinance.

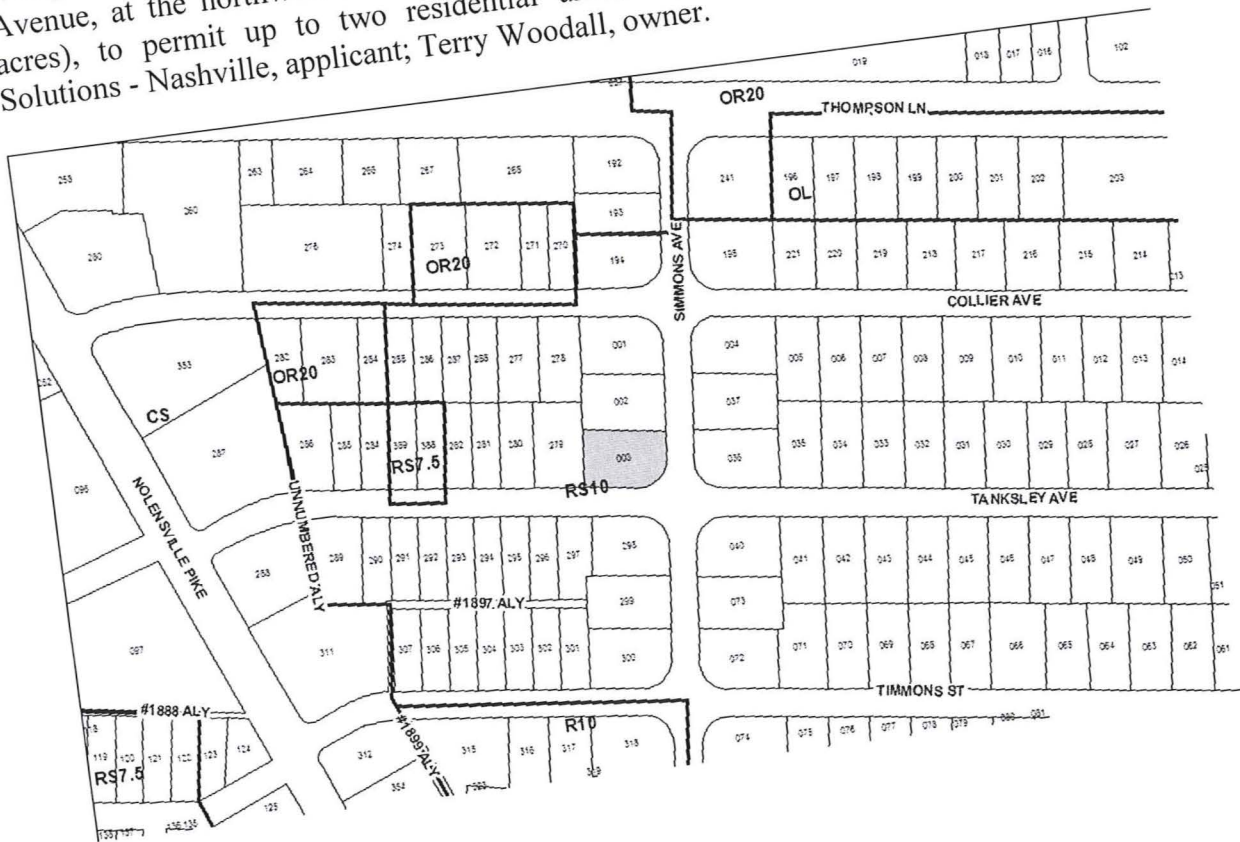
Section 8. Be it further enacted, that this ordinance take effect immediately after its passage and such change be published in a newspaper of general circulation, the welfare of The Metropolitan Government of Nashville and Davidson County requiring it.

INTRODUCED BY:

Mike Freeman
Member of Council

2016SP-091-001
Map 119-14, Parcel(s) 003
Subarea 11, South Nashville
District 16 (Freeman)

A request to rezone from RS10 to SP zoning for property located at 2913 Simmons Avenue, at the northwest corner of Simmons Avenue and Tanksley Avenue (0.35 acres), to permit up to two residential units, requested by Land Development Solutions - Nashville, applicant; Terry Woodall, owner.



2913 Simmons Avenue Specific Plan (SP)

Development Summary	
SP Name	2913 Simmons Avenue Specific Plan
2016SP-086-001	2016SP-091-001
Council District	16
Map & Parcel	Map 119-14; Parcel 003

Site Data Table	
Site Data	0.35 acres
Existing Zoning	RS10
Proposed Zoning	SP
Allowable Land Uses	Residential

Specific Plan (SP) Standards

1. Uses within this SP shall be limited to a single-family dwelling unit or one two-family residential dwelling unit.
2. If a development standard, not including permitted uses, is absent from the SP plan and/or Council approval, the property shall be subject to the standards, regulations and requirements of the R10 zoning district as of the date of the applicable request or application.
3. The requirements of the Metro Fire Marshal's Office for emergency vehicle access and adequate water supply for fire protection must be met prior to the issuance of any building permits.
4. If two dwellings are constructed on the property, one dwelling shall be oriented to Simmons Avenue while the other dwelling shall be oriented to Tanksley Avenue.
5. Height for principal dwellings shall be no more than 1.5 stories in 30 feet as measured from the average ground elevation at the front façade to the top ridge of the roof.
6. Principal dwellings shall provide a minimum of 25% glazing on the front facades.
7. Attached garages shall be side or rear-loaded and may not be located on a building façade directly oriented to either Simmons Avenue or Tanksley Avenue. Detached garages shall be located behind the rear of the primary structures. The garage door of a detached garage may face the street.
8. Only one shared driveway shall be permitted into the site. A driveway entrance shall be located entirely within 30 feet of the northern or western property line.
9. Prohibited building materials include vinyl, aluminum siding, and EIFS.

General Plan Consistency Note

The proposed Specific Plan is located within the South Nashville Community Plan (Subarea 11). The proposed SP is located in the following policy area:

- Urban Neighborhood Maintenance (T4 NM)

A single or two-family dwelling unit with appropriate design standards at a corner location is an appropriate land use in the T4 NM policy area.

SUBSTITUTE ORDINANCE NO. BL2016-417

An Ordinance amending Section 12.40.150 of the Metropolitan Code to prohibit the display of vehicles for sale upon residential properties abutting or adjacent to arterial streets.

BE IT ENACTED BY THE COUNCIL OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY:

Section 1. That Chapter 12.40 of the Metropolitan Code is hereby amended by deleting Section 12.40.150 in its entirety and substituting the following new Section 12.40.150:

12.40.150 - Parking for sale or repair purposes unlawful

A. No person shall park a vehicle upon the roadway for the purpose of:

1. Displaying such a vehicle for sale;
2. Washing, greasing or repairing such vehicle, except repairs necessitated by an emergency.

B. No person shall park a vehicle upon residential property abutting or adjacent to an arterial street, as specified in the Major and Collector Street Plan, for the purpose of displaying such a vehicle for sale.

Section 2. This Ordinance shall take effect from and after its enactment, the welfare of The Metropolitan Government of Nashville and Davidson County requiring it.

INTRODUCED BY:

Karen Johnson
Member of Council

AMENDMENT NO. _____
TO
ORDINANCE NO. BL2016-435

Mr. President,

I move to amend Ordinance No. BL2016-435 as follows:

I. By amending Section 1 by deleting in its entirety the Exhibit referenced therein and replacing it with the Exhibit attached hereto.

INTRODUCED BY:

Burkley Allen
Member of Council

Exhibit A

MDHA Housing Tax Credit PILOT Program General Program Description (AMENDED: _____ 2016)

Preamble:

With the increasing demand for affordable rental housing in Nashville-Davidson County, Metropolitan Development and Housing Agency (MDHA) is constantly seeking new methods to achieve its goal of expanding the local supply of affordable housing. The Tennessee General Assembly provided one such method when it amended Tennessee Code Annotated, Section 13-20-104 to grant MDHA the ability to negotiate a Payment in Lieu of Taxes (PILOT) with Low Income Housing Tax Credit Properties in its jurisdiction, a legal authority that previously existed for most housing authorities in Tennessee. Given the tight rental market conditions and the heavy demand for development of market rate units across Nashville, the State's action granting MDHA the ability to negotiate PILOTs could not have come at a better time. Metro Council's approval of MDHA's PILOT Program, as amended, would provide further financial incentives to developers considering construction or rehabilitation of affordable housing units through the federally sponsored low income housing tax credit programs resulting in a positive impact on the supply of affordable housing in Nashville-Davidson County.

General Program Requirements:

- The program will meet all requirements set forth in T.C.A., Section 13-20-104 which governs the rights of housing authorities to negotiate Payment In Lieu of Taxes (PILOT) from its lessees operating Low Income Housing Tax Credit (LIHTC) Properties.
 - Low Income Housing Tax Credit Property means low-income housing property restricted under government regulations pursuant to § 42 of the Internal Revenue Code of 1986 as amended (the low-income housing tax credit program), the definition of which is referenced in T.C.A., Section 13-20-104.
- Each individual PILOT agreement is subject to the approval of the Council of Metropolitan Government of Nashville and Davidson County pursuant to applicable law.
 - Maximum allowable term for the PILOT tax abatement shall be ten (10) years.
 - MDHA shall have annual authority to negotiate an amount to be established by the Metropolitan Council in additional tax abatements. This would only include additional tax liability over and above the pre-development assessed value of the property.
 - Both existing and new low income housing tax credit properties will be eligible for a PILOT agreement, and such agreements will be awarded competitively based on financial need as evidenced by the pro forma for new LIHTC properties, and financial statement submissions for existing LIHTC properties. In submitting PILOT agreements to the Metropolitan Council for consideration, MDHA must obtain a recommendation from the Metropolitan Planning Commission as to whether the project is consistent with the appropriate land uses indicated in the applicable adopted community plan and a list provided by the Planning Department of other federally subsidized multi-family properties in the same census tract; further MDHA must certify whether the project is consistent with the Consolidated Plan for Nashville-Davidson County and state whether other PILOT agreements are in effect in the same census tracts.

- A PILOT agreement will not affect taxes on the property for its unimproved value, but will only reduce the taxes paid on the property above its predevelopment value.
- Applications for participation in the PILOT Program will be accepted bi-annually and established on a schedule that works in conjunction with Tennessee Housing and Development Agency's award of Low Income Housing Tax Credits.
 - PILOT Applications must include a five year project pro-forma or financial statements of the project's income and expenses.
 - An applicant will have up to one (1) year from the time of approval by Metro Council to close a PILOT lease. If the lease has not been closed within that time the project must be resubmitted, reviewed, and reapproved by MDHA and reapproved by the Metro Council.
 - If property subject to PILOT lease is vacant and unoccupied for a period of two (2) years, the lease will be terminated, the MDHA will convey the property back to the owner, and the property will return to the tax rolls at the current tax assessment and rate.
- PILOT Agreements shall only be awarded to properties that have received an allocation of Low Income Housing Tax Credits (LIHTC), and no PILOT lease may be assigned prior to the completion of the project. This is not intended to be a prohibition on Metro Council's ability to pre-approve deals, as pre-approval may be necessary to ensure financial viability of the project in the eyes of the LIHTC award committee.
- An applicant must own the property or have an option or other right to purchase the property, so that it will be able to convey title to MDHA and be eligible to apply for tax abatement under the PILOT program. Conveyance of the property will be required.
- All PILOT leases will be closed in the name of the applicant or party designated in the application as the owner of the project. Prior approval of the MDHA board and the Metro Council will be required for substitution of another party as lessee under any PILOT.
- All PILOT Program projects will be required to submit annual documentation to MDHA showing that they remain compliant with LIHTC program rules.
- MDHA will determine a reasonable fee structure to ensure adequate financial compensation for agency staff time and resources spent on the administration, monitoring, and legal work related to the execution of the Housing Tax Credit PILOT Program.