

**SPORTS AUTHORITY OF THE METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY**

MINUTES OF APRIL 15, 2021, MEETING OF THE BOARD OF DIRECTORS
WEBEX VIDEO CONFERENCE
10:30 a.m.

Board Members: Kim Adkins, Margaret Behm, Chair Cathy Bender, Don Deering, Jad Duncan, Glenn Farner, Melvin Gill, Jon Glassmeyer, Vice-Chair Frank Harrison, Anna Page, Secretary Emmett Wynn

Staff: Monica Fawknorton, Quinton Herring, Bob Lackey, Melissa Wells, Margaret Darby (Legal)

Titans/Nissan Stadium: Bob Flynn, Shannon Myers, Ashley Stokely

Predators/Ford Ice Center: Jennifer Boniecki, Heidi Bundren, Danny Butler, Kyle Clayton, Keith Hegger, Sean Henry, David Kells, Michelle Kennedy, Robin Lee, Courtni Mosley, Jill Ormandy, Bill Wickett

Sounds/First Tennessee Park: Doug Scopel

Nashville SC: Mary Cavarra

Visitors: Michell Bosch (Metro Nashville Treasurer), Michael Carter (Pinnacle Construction), Tom Cross (Metro Legal), Tim DeBuse (Gobbell-Hays Partners), Kellen DeCoursey (CAA/ICON), Ron Gobbell (Gobbell-Hays Partners), Carol Greenlee (Mortenson/Messer), Cindy Harrison (Metro Parks), Kim Hawkins (Hawkins Partners, Inc.), Parker Hawkins (Hawkins Partners, Inc.), Heidi Hoeffner (Metro Treasury), Nick Homrich (CAA/ICON), Gary Knopf (Troutman, Pepper), Greg McClarin (Metro Finance Manager), Scott Niesen (Ragan Smith Associates, Inc.), Bill Phillips (Metro Deputy Mayor), Shanae Phillips (Mortenson), Brittani Sanders, Chris Rhodes (Kimley-Horn), Matt Toulouisani (Bell Construction)

Chair Cathy Bender called the meeting of the Sports Authority Board of Directors to order at 10:30 a.m. and welcomed all in attendance. She then reviewed the appeals process and stated that the meeting was being held electronically (via WebEx) to protect the health, safety and welfare of Tennesseans during the COVID-19 outbreak and is being live streamed by Metro ITS on Metro Network 1. There were no objections.

Chair Bender provided a roll call of the Board Members; all were present except for Director Hogan. A motion was made by Vice-Chair Harrison to approve the minutes of the March 11, 2021, Board of Directors meeting and seconded by Director Adkins. The board unanimously voted to approve.

Executive Director's Report

Chair Bender recognized Ms. Monica Fawknorton to give the Executive Director's Report. Ms. Fawknorton thanked the Finance Committee for their hard work and for all in attendance at the Finance Committee meeting. She shared there were several action items being brought as recommendations from the Finance Committee: a Resolution approving an agreement for the grant of an easement for a conservation greenway at First Horizon Park, a Resolution approving a second amendment to the

Agreement with Kimley-Horn for design services for infrastructure improvements for the MLS Stadium Project, and three resolutions approving bond refunding for Nissan Stadium, Bridgestone Arena, and First Horizon Park.

Ms. Fawknorton reported there were questions at the March meeting that staff has since followed up on: The Board asked staff to engage Metro Purchasing in conversations around Director Gill's questions concerning minority and women-owned business qualifications, staff followed up with a meeting with Metro Purchasing Agent Michelle Lane and representatives from her team and Director Melvin. Director Gill shared that the comments received from all of the participants satisfied his concerns that everything is being done legally and that he had no additional questions

Ms. Fawknorton additionally reported that staff followed up on a question from Director Behm regarding the board's authority to approve raises for staff above what Metro has included in its budget. Human Resources confirmed that the Board both hires and sets the salary of the Executive Director; the other staff must follow Metro Civil Service guidelines and range restrictions.

Finally, Ms. Fawknorton updated the board on the RFP for Phase 2 consulting services for the Women's Professional Sports Initiative, noting that procurement has assigned a buyer to the solicitation and that the Authority will be working with him through the process.

Sports Authority Chair Cathy Bender expressed her appreciation for the work of the Finance Committee.

Finance Committee Report

Consider approval of a Resolution approving an agreement for grant of easement for a conservation greenway.

Finance Committee Chair Jon Glassmeyer shared that the proposed resolution would approve an agreement for the grant of an easement for a conservation greenway at First Horizon Park. This easement and partial realignment will eliminate the frequent closures on event days. Cindy Harrison, Assistant Director of Metro Parks, presented the request and was answer to any answers. Chair Glassmeyer reported that the Finance Committee voted to recommend approval of the resolution. Director Deering asked for clarification that this would not interfere with any operations at First Horizon Park for the Sounds' games and Doug Scopel, Vice President of Operations for the Sounds confirmed their organization would not be negatively impacted. ***Upon a motion duly made by Chair Glassmeyer and seconded by Director Adkins, the board approved unanimously by a roll call vote.***

Consider approval of a Resolution approving a second amendment to the Agreement with Kimley-Horn for design services for infrastructure improvements related to the Nashville Major League Soccer Stadium Project at the Nashville Fairgrounds.

Finance Committee Chair Glassmeyer shared that the committee received a proposed resolution approving a second amendment to the Agreement with Kimley-Horn for design services for infrastructure improvements for the MLS soccer project. Director Gill asked why construction administrative services were not part of the proposal and if an amount was allocated for construction and administrative services. He also asked if, in submitting a proposal for the services, the design team and the construction management team anticipated the construction engineering inspection services and the amount of time in those services and how the design fee was calculated. Jim Pustejovsky explained that the original contract was only for design services. A small amount was included originally for certain construction administration services; but not for engineering and inspection services, and that the design was calculated based on the concept at the time. The design team will be supporting Ragan-Smith, a sub-consultant for Kimley-Horn.

Director Gill also asked for clarification of the first amendment to the Kimley-Horn agreement, which was for \$399,400. Mr. Pustejovsky explained that it was for additional design services. Director Gill also asked how the design team and the construction management general contractor team are working together, and what the benefits have been of the design team, the construction management team, and the general contractor meetings. Mr. Pustejovsky shared they are working very well; there are weekly meetings, and a lot of coordination, as well as with Mortenson/Messer. He also shared that they have enabled coordination with how things are being phased with the stadium construction, enabling milestones to be met, and the projection that we will be on budget. We are starting to see some of the bid packages come in and they are being reviewed in detail.

Director Gill also asked about Ragan-Smith's participation in progress meetings, Chris Rhodes (Kimley-Horn) shared that every time there is active construction on site there will be a Ragan-Smith construction inspector on sight, this is to track that the project is being built according to design plans. Director Gill asked why Ragan-Smith is reviewing shop drawings, rather than the design team. Mr. Rhodes explained that Ragan-Smith's role is to do onsite construction engineering inspection; Kimley-Horn will lead shop drawing submittal review and the coordination between the contractor and Ragan-Smith.

The motion to approve the resolution was made by Director Glassmeyer and seconded by Vice-Chair Harrison.

Director Farner asked why should this is being amended rather than procured and what our obligations are regarding procurement, he also asked if there will be further amendments. Chris Rhodes (Kimley-Horn) shared that when Metro Procurement advertised for these services, CEI services were included; but, that they typically do not

budget until they know what is needed. Margaret Darby (Metro Legal) also shared that the original RFQ had the request for these services and that Kimley-Horn did include them in their proposal. Director Farner asked how the dollar amount was decided. Ms. Darby explained that the \$1.1M comes out of the original \$25M bond issue that is paying for the infrastructure, both hard and soft costs; it does not increase the total cost. Mr. Pustejovsky also shared that we do not anticipate further amendments. At the time the design services were procured, there was not a construction schedule in place, these services are based on the construction schedule and building the improvements. The \$1.1M is an allowance amount that will be billed against the hourly and unit rates in the contract and we will be monitoring it on a monthly basis, we do not anticipate going over this, and will provide updates on a monthly basis.

Director Gill asked if construction extends into nights and weekends or if there are weather delays will there be additional budget funds needed. Chris Rhodes (Kimley-Horn) shared they will track it on a monthly basis. If we have delays due to weather or an act of God, our contractor would not be there nor our CEI, it would have a schedule delay; but would not affect the manpower budget.

The Resolution was approved unanimously by roll call.

Finance Committee Chair Glassmeyer presented that the next three items are all related to refinancing of some of the bonds. Jeff Oldham, Metro Bond Counsel, took the Committee through the documents related to the refinancing—Series 2021A is for the Nissan Stadium (East Bank Stadium Project), Series 2021B is for Bridgestone Arena, and Series 2021C is for First Horizon Park. Chair Glassmeyer noted this is not new debt but, rather, a refinancing existing debt to take advantage of interest rates. Michele Bosch, Metro Treasurer, and Jeff Oldham were available to answer any questions. The Finance Committee recommended all three for approval.

Consider approval of a resolution approving the authorization, issuance and sale of not exceed \$35,000,000 of Federally Taxable Public Facility Revenue Refunding Bonds (East Bank Stadium Project), Series 2021A of the Sports Authority of the Metropolitan Government of Nashville and Davidson County; Approving a Supplemental Trust Indenture relating to the bonds; pledging certain revenues of the Authority to the payment of the bonds; Approving a Refunding Escrow Agreement and Authorizing the preparation and distribution of an official statement in connection with the sale of the bonds.

Chair Glassmeyer made the motion, Director Deering seconded and, there being no discussion or questions, the motion passed unanimously by roll call.

Consider a resolution approving the authorization, issuance and sale of not to exceed \$10,000,000 of Federally Taxable Public Facility Revenue Refunding Bonds (Arena Project), Series 2021B of the Sports Authority of the Metropolitan Government of Nashville and Davidson County; Approving a Supplemental Trust Indenture relating to the bonds; Pledging certain revenues of the Authority to the payment of the bonds;

approving a refunding escrow agreement and authorizing the preparation and distribution of an Official Statement in connection with the sale of the bonds.

Chair Glassmeyer made the motion, Director Adkins seconded, there being no discussion or questions, the motion passed unanimously by roll call.

Consider a resolution approving the authorization, issuance and sale of not to exceed \$62,000,000 of Federally Taxable Public Facility Revenue Refunding Bonds (Ballpark Project), Series 2021C of the Sports Authority of Nashville and Davidson County; Approving a Supplemental Trust Indenture relating to the Bonds; Pledging certain revenues of the Authority to the payment of the bonds; approving a refunding escrow agreement and authorizing the preparation and distribution of an Official Statement in connection with the sale of the bonds.

Chair Glassmeyer made the motion, Director Adkins seconded, there being no discussion or questions, the motion passed unanimously by roll call.

Michele Bosch, Metro Treasurer, shared Metro is hoping for a savings near \$10M with the refunding of the bonds, and that Metro underwent a strict regimen to decide what needed to be refunded and that they felt this was the best time to do it.

Nissan Stadium Update

Chair Glassmeyer shared that the Finance Committee also heard from Shannon Myers, the Titans new Vice President of Finance, who introduced herself and briefly reviewed the outstanding receivables which are about \$23M. Ms. Myers also reviewed some anticipated projects which including magnometers and turnstiles; there was no action for the committee to take.

MLS Stadium Update

Ms. Mary Cavarra provided an update on the stadium construction and the Team. The stadium is moving ahead on schedule and has a strong safety record. The opening match is this coming Saturday, April 17, 2021 against FC Cincinnati.

Director Deering asked if a report could be provided every month that shows where we stand, including where we started, change orders, and what is projected down the road. Mary Cavarra, CFO, Nashville SC, explained that we are still within the estimated total cost of \$335M, which included some contingency amounts and change orders have been covered by the contingency funds. Going forward we will be happy to provide a report to track that.

Kim Adkins asked how the recent weather with the substantial amount of rain has impacted the timing of the project and for an update on the safety. Ms. Cavarra shared that there were some rain days built into the schedule and that we are still on track for

substantial completion in May 2022. Kellen DeCoursey (CAA/ICON) shared that we are over 200k man-hours into the project and there has not been one recordable incident.

Ms. Carol Greenlee (Mortenson/Messer) provided the DBE Report. Over \$71M has been awarded to date and of that amount, 56 firms are MBE/SBE/WBE firms, 24 of those are from Davidson County, and 32 are from other Tennessee counties. 37% has been awarded to DBE firms. Ms. Greenlee introduced Michael Carter with Pinnacle. Mr. Carter shared that Pinnacle has been around since 2007 and that this project has really had a material economic impact on local firms, provided resume building for local contractors that have never had this type of experience before. Two minority firms will also be building the soccer practice facilities,

Sports Authority Project Manager Ron Gobbell (Gobbell-Hays) provided an update on the infrastructure project. The infrastructure project includes roads, water, sewer, and associated landscaping. There are currently three contractors on the site: one for infrastructure, one for the mixed-use development, and the contractor for the stadium. Infrastructure touches all of these and requires coordination. Mr. Pustejovsky shared that about 40% of the packages are in review, and everything is going according to contract terms.

Bridgestone Arena Report

David Kells, Executive Vice President of Events and Venues for the Nashville Predators, shared that after a slow start, the Predators have won 13 of their last 16 games and are heading to the playoffs. Bridgestone Arena will be able to increase capacity up to 33% for upcoming games and is moving to scheduling new events like the 2022 US Figure Skating Championships in February 2022.

Robin Lee, Senior Director of Corporate Sponsorship Services for the Predators, shared that in the summer of 2020 they created the Smashville Guider Board with the goal of bringing social awareness to under-represented groups. GUIDER stands for Growth, understanding, inclusion, diversity, quality, and representation. The goal is to use the full reach of the resources, relationships, and reach of the Nashville Predators and its affiliated entities to bring awareness and to implement change.

Danny Butler, Vice President and General Manager of Ford Ice Center shared the CORE program (Creating Opportunity to Reach Equality), which is a Youth Hockey Diversity Program, Funded by Bridgestone Americas through a \$100,000 grant, providing 72 students a full year of hockey programming. He also shared information on the Grades and Blades program which is for kids who have never played hockey, it is a free program, providing a full set of equipment, a high level of coaching, and the opportunity to play hockey.

Jennifer Boniecki, Manager, Amateur Hockey and Fan Development for the Predators shared a program for 4-17 year-old girls, which provide the opportunity to play hockey at no cost to them. There are four phases of the program, we launched Phase 1 this spring,

providing 12 weeks focusing on fundamentals and includes a full set of equipment to keep. This summer starts Phase 2, which is a 3v3 League. Phase 3 includes full programming and will be starting in the fall; it combines both programs to run consistently through the hockey season. Phase 4 includes hockey tournaments-- Smashville girls' hockey showcases and Smashville NCAA women's hockey. Director Behm invited Ms. Boniecki to attend the Ad Hoc Committee of the Women's Ad Hoc Initiative, which will be meeting in May as we make plans to celebrate the 50th anniversary of Title IX in June 2022.

Courtnei Mosely, Senior Director of Human Resources for the Predators shared the Predators' DEI Efforts, which are to: train and educate all employees, distribute DEI resources monthly, focus on respect in the workplace, build a pipeline for diverse talent, and commit to growth. One opportunity identified was with interns, TSU student involvement was missing from the schools represented, we now have formed a partnership with TSU and went from no TSU students to 12 students. Also, job listings weren't always reaching a diverse audience, TSU helped identify that. We are now using a platform that TSU was using - Hand Shake. We are also working with current interns when they're ready for full-time employment and working with education and training needs.

Sean Henry, CEO of the Predators shared that there are lots of reasons to be optimistic about the Team and the future. The last 13 months have focused on growth and working with the community.

Chair Bender shared that the next meeting will be Thursday, May 20, 2021, and will probably be in person.

There being no further business, Director Adkins made a motion that the meeting be adjourned, it was seconded by Vice Chair Harrison, and unanimously approved.