

SPORTS AUTHORITY OF THE METROPOLITAN GOVERNMENT OF NASHVILLE &
DAVIDSON COUNTY

Minutes of March 21, 2019 Meeting of the Board of Directors
Nissan Stadium
10:30 a.m.

Board Members: Kim Adkins, Margaret Behm, Cathy Bender, Jad Duncan, Jon Glassmeyer, Dan Hogan, Bob Obrohta, Dudley West, Emmett Wynn

Staff: Monica Fawknotson, Ilesha Montesrin, Quinton Herring, Margaret Darby (Legal)

Titans/ Nissan Stadium: Steve Underwood, Jenneen Kaufman, Burke Nihill, Bob Flynn, Walter Overton, Robbie Bohren, Tina Tuggle, Stuart Spears, Logan Ryan

Predators/ Bridgestone Arena: Sean Henry, Kyle Clayton, Keith Hegger, Danny Butler, Michelle Kennedy

Sounds/First Tennessee Park: Doug Scopel, Adam Nuse

Visitors: Roxianne Bethune (Alliance Synergy Group), Mary Cavarra (MLS2Nashville), Ron Gobbell (Gobbell Hays Partners), Michelle Scopel (Gobbell Hays Partners), Bob Lackey (Metro Finance), Brasher Burbank (Stewart Parking), Kim Dettwiller (Rock and Roll Marathon), Erika Larsen (Rock and Roll Marathon), Butch Spyridon (NCVC)

Chairwoman Adkins called the meeting of the Sports Authority Board of Directors to order at 10:30 a.m. and welcomed all in attendance. Chairwoman Adkins introduced Mr. Dan Hogan who was recently appointed to the Board. Mr. Hogan is the founder of Medalogix, a healthcare analytics company. He was named Nashville's "2016 Entrepreneur of the Year," and one of the Nashville Business Journal's "Most Admired CEOs." He is also an active member (and past president) of Nashville's Entrepreneurs' Organization (EO) chapter. **Upon a motion duly made and seconded, the Sports Authority unanimously voted to approve the minutes of the February 21, 2019 Board of Directors meeting.**

Executive Director's Report

Chairwoman Adkins recognized Ms. Monica Fawknotson to give the Executive Director's Report. Ms. Fawknotson reviewed the agenda and reported that Mayor Briley has nominated Mr. Aaron McGee to fill the School Board District 6 seat previously held by Ms. Khalat Hama. Mr. McGee goes before the Metro Council for confirmation on April 2nd. Ms. Fawknotson noted that on March 27th, the Sports Authority will have its FY20 Operating Budget Discussion with Mayor Briley. She additionally reported that, with the assistance of Project Managers and Metro Purchasing, staff has been working on a solicitation for Infrastructure Design related to the MLS Stadium. The Request for

Quotes (RFQ) is open for submissions and a preproposal meeting was on March 20th. Proposals are due March 29th and Metro Purchasing will convene an evaluation committee to review. She anticipates the contract will come before the Board for consideration in May.

Consideration of the Sports Authority’s proposed FY20 Capital Budget Submission

Chairwoman Adkins recognized Ms. Fawknotson to discuss the Sports Authority’s Capital Improvements Budget (CIB) submission. Ms. Fawknotson reported that last month the Board approved the Sports Authority’s FY20 Operating Budget. At that time she mentioned that staff was working with Metro Planning, Metro Finance, and facility managers to determine Metro’s FY20 Capital Improvements Budget (or CIB). The CIB is an annual plan of proposed expenditures for capital projects. It does not appropriate funds but, rather, identifies projects that are eligible for consideration of funding in the Capital Spending Plan. Attached as *Exhibit 1*, is a list of projects submitted for FY19 (current year) and for FY20. Project amounts are based on recommendations in the Facility Conditions Assessments that Venue Solutions Group conducted on Bridgestone Arena and Nissan Stadium in 2016. **Upon a motion duly made and seconded, the Board voted to approve the Sports Authority’s proposed FY20 Capital Budget Submission.**

Consideration of a Resolution approving a License Agreement with Competitor, Inc. for use of Nissan Stadium for the 2019 St. Jude’s Rock and Roll Marathon

Chairwoman Adkins recognized Ms. Fawknotson to discuss the License Agreement for the 2019 St. Jude’s Rock and Roll Marathon. Ms. Fawknotson stated that on April 27th and 28th, St. Jude’s Rock ‘N Roll Marathon and the Kid’s Rock Race will take place in Nashville. Each year Competitor Group, Inc. rents the parking lots from the Sports Authority at a cost of \$10,000. The Resolution and License & Use Agreement is attached as *Exhibit 2*. Ms. Fawknotson noted that Mr. Walter Overton, General Manager of Nissan Stadium, submitted a letter acknowledging the Sports Authority will be permitting the marathon during a time the Titans have reserved all lots for the NFL Draft.

Ms. Fawknotson recognized Ms. Erika Larsen (Race Director) and Ms. Kim Dettwiller (Public Relations) to discuss the 2019 St. Jude’s Rock and Roll Marathon. On April 22nd – 28th, 2019, the Rock ‘N Roll Marathon (formerly the Country Music Marathon) and Kid’s Rock

Race will come to Nashville. Parking lots at Nissan Stadium will be used on race days as well as in the days leading up to the race for the following purposes:

- Lot A (Skinny) on April 22nd – 28th for Competitor Group’s Operations Compound
- Lot A (Skinny) on April 24th – 27th for staging of water station trucks
- Lot N from April 25th – 26th for attendees of the Health & Fitness Expo at Music City Center
- Lot D from April 25th – 27th for volunteer and overflow parking
- Lots A, B, D, E, F & N on April 27th for participant and attendee parking
- Lots A, B, D, E, & F on April 28th for participant and attendee parking during the Kids Rock race event

In 2018, almost 28,824 runners registered for the marathon, half marathon and the kid’s race. Ms. Dettwiller concluded the presentation with a short video clip. **Upon a motion duly made and seconded, the Board voted to approve the Resolution approving a License Agreement with Competitor, Inc. for use of Nissan Stadium for the 2019 St. Jude’s Rock and Roll Marathon.**

Consideration of Predators Reallocated and Substitute Guarantees

Chairwoman Adkins recognized Ms. Margaret Darby, with Metro Legal, to discuss the Predators’ reallocated and substitute guarantees. Ms. Darby stated that the Operating and Management Agreement between the Sports Authority and Mid-Ice, LLC. requires the Authority to approve changes related to Guarantees. Ms. Darby noted that guarantees were approved in 2012 when the agreement was entered into, but have returned to the board for approval due to changes with the ownership group being added. Ms. Michelle Kennedy (Chief Finance Officer with the Predators) stated that the following transactions occurred among current owners:

- Joel and Holly Dobberpuhl will sell 1.75 units to Herbert A. Fritch
- Warren Woo will sell 1.33 units to Herbert A. Fritch

She additionally noted that transactions requiring approval of substitute members included:

- CigHockey Partners (Cigarran’s) will sell 3 units to the Bryan F. Grane Revocable Trust (Bryan F. Grane will be the Guarantor)
- CigHockey Partners (Cigarran’s) will sell 2.7 units to John McEvoy

Investment Manager, Mr. Bryan F. Grane, resides in Illinois and Mr. John McEvoy resides in San Diego as a telecomm entrepreneur. Ms. Kennedy stated that the Predators are asking for approval of

the transactions listed above, contingent upon receiving certificates of net worth and the NHL's approval. Documents related to the Predators Guarantees are attached as *Exhibit 3*. **Upon a motion duly made and seconded, the Board voted to approve of the Predators Reallocated and Substitute Guarantees.**

Nashville Fairgrounds & MLS Stadium Updates

Chairwoman Adkins recognized Mr. Laura Womack, Executive Director of the Nashville Fairgrounds, to give an update on the site. Ms. Womack reported that their new exposition buildings are under construction and presented a map of the Fairgrounds site, detailing the components on page 2 of *Exhibit 4*, which include:

- 1a.) Fair Park – 46 acres of recreational space
- 1b.) Election Commission will be using for storage of voting machines
- 2.) Continuation of Fair Park
- 3.) Speedway improvements to stands and concourse
- 4.) Expo Center
- 5.) Demolition of existing buildings on the hill
- 6.) Infrastructure work
 - Continue Wedgewood through the campus
 - Bridge over Brown's Creek
- 7.) MLS Stadium
- 8.) Mixed-use Development

Ms. Womack recognized Mr. Ian Ayre, President & CEO of Nashville SC, to give an update on the MLS Stadium. Mr. Ayre reported that commencement of Nashville's MLS team is one year away and that the stadium, which has undergone some design changes, is now expected to be complete by the end of 2021 and will open for the team's 2022 Season. Mr. Ayre additionally reported that the team has reached an agreement with the Titans to play both its first and second season at Nissan Stadium. He noted that Nashville's MLS Stadium will be the largest soccer-specific stadium in the US, with over 30,000 seats.

Facility Questions

Chairwoman Adkins asked if there were any questions for First Tennessee Park or Bridgestone Arena; there were none.

Nissan Stadium/Tennessee Titans Report

Chairwoman Adkins recognized Mr. Steve Underwood, Titans' President & CEO, to begin the Nissan Stadium Report. Mr. Underwood reported that Nissan Stadium recently hosted a reception for members of the General Assembly. He noted that this is one of the 450 private events taking place at Nissan Stadium this year.

Mr. Underwood then recognized Mr. Logan Ryan, Titans starting cornerback. Prior to becoming a Titan, Mr. Ryan played for the New England Patriots under the direction of Mr. Jon Robinson. Mr. Ryan stated that he and his wife, Ashley, are animal advocates and created the Ryan Animal Rescue Foundation, a non-profit assisting with animal rescue. Mr. Ryan stated the importance of finding ways to connect with and serve the Nashville community and his desire to be a positive role model.

Mr. Underwood next recognized Mr. Stuart Spears to discuss the 2019 NFL Draft. Mr. Spears stated that the NFL Draft will be held April 25th – 27th, 2019 and is expected to be the biggest sporting event in Tennessee's history (estimated 250,000 in attendance). Nashville is only the 5th city to host the NFL Draft (New York City, Chicago, Philadelphia and Dallas). Mr. Spears noted that all NFL Draft events are free to the public and three stages will be placed around the city. The 2018 NFL Draft generated an estimated \$125.2 million in economic impact for Dallas and \$74 million in direct spending.

Mr. Spears recognized Ms. Tina Tuggle, Titans' Community Relations, to continue the report. Ms. Tuggle stated that the NFL partnered with Second Harvest and Bridge Ministries to host the Huddle Against Hunger Food Drive. Volunteers from the NFL and the Titans will pack 10,000 food bags for local children in need. Additionally, local high schools will participate in a competitive food drive during the week of the NFL Draft. Various youth football activities are also planned around the NFL Draft to encourage young athletes to pursue the game.

Ms. Tuggle recognized Mr. Bob Flynn, Vice President of Facilities, who announced the hours of the NFL Draft Experience at Nissan Stadium schedule and noted that the following activities will be offered:

- Interactive games, virtual reality, “Play Football” clinics, and children’s activities
- An autograph stage with current NFL players and NFL Legends
- Photo opportunities with the Vince Lombardi Trophy and other iconic NFL memorabilia at the NFL Museum
- Taste of Tailgate featuring Nashville restaurants
- NFL Draft Experience music stage with Nashville-based artists of all genres

There being no other business, the meeting was adjourned.

Metro Sports Authority: Capital Improvements Budget (CIB) – FY20 Proposed

	Project Status	Project Title	Project Description	FY19 Proposed Amount	FY20 Proposed Amount	Ready Status
19SP0001	Resubmitted Not Started	MUNICIPAL SOCCER FACILITY - STADIUM AND FIELDS	Municipal Soccer Facility - Construction of Stadium and Fields	\$225,000,000.00	\$225,000,000.00	Not Ready
19SP0002	Resubmitted Not Started	INFRASTRUCTURE IMPROVEMENTS - SOCCER FACILITY	Infrastructure Improvements to the Area Surrounding the Municipal Soccer Facility	\$25,000,000.00	\$25,000,000.00	Not Ready
19SP0003	Resubmitted Not Started	NISSAN STADIUM - IMPROVEMENTS	Nissan Stadium - Improvements	Initial: \$50,000,000.00 Final: \$10,000,000.00 (Council Amendment)	\$50,000,000.00*	Not Ready
19SP0004	Resubmitted Not Started	BRIDGESTONE ARENA - IMPROVEMENTS	Bridgestone Arena - Improvements	\$50,000,000.00	\$26,500,000.00*	Not Ready

*FY20 proposed amounts reflect the Facility Assessment recommendations for 2018 – 2020 and includes the following categories: Architectural & Interior, Major Systems, Roofs, Structure, Technology, Turf Systems and Vertical Transportation.