

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

MINUTES OF NOVEMBER 19, 2020, MEETING OF THE BOARD OF DIRECTORS
WEBEX VIDEO CONFERENCE
10:30 a.m.

Board Members: Kim Adkins, Cathy Bender, Don Deering, Glenn Farner, Melvin Gill, Frank Harrison, Dan Hogan, Aaron McGee, Emmett Wynn

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

Titans/Nissan Stadium: Bob Flynn, Jenneen Kaufman, Ashlee Stokley

Predators/Ford Ice Center: Sean Henry, Kyle Clayton, Danny Butler, Keith Hegger, Heidi Bundren, David Kells, Jill Ormandy

Sounds/First Tennessee Park: Adam Nuse, Doug Scopel

Nashville SC: Ian Ayer, Mary Cavarra

Visitors: Tom Clark (Mortenson/Messer), Tim DeBuse (Gobbell Hays Partners), Kellen DeCoursey (CAA/ICON), Tom Eddlemon (Finance Deputy Director-Metro Finance), Carol Greenlee (Mortenson/Messer), Ron Gobbell (Gobbell Hays Partners), Nick Homrich (CAA/ICON), Michelle Lane (Chief Procurement Officer/Purchasing Agent-Metro Finance), Jeremy Mitchell (Bell & Associates Construction), Greg McClarin (Metro Finance Manager), Shanae Phillips (Mortenson/Messer), Jim Pustejovsky (Capital Project Solutions)

Chair Kim Adkins 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 2. There were no objections.

Upon a motion duly made by Don Deering and seconded by Glenn Farner, Quinton Herring provided a roll call of the Board Members, the Authority unanimously voted to approve the minutes of the October 29, 2020, Board of Directors meeting.

Executive Director's Report

Chair Adkins recognized Ms. Monica Fawknorton to give the Executive Director's Report. Ms. Fawknorton thanked everyone for being on the call. She briefly reviewed the agenda, noting that the Finance Committee has two recommendations for the Board to take up. The first is a resolution authorizing the Chair to execute an agreement for construction management services related to infrastructure for the MLS Stadium by and between the Sports Authority and Bell & Associates Construction. The second is a resolution authorizing and approving an increase in expenses related to project management consultant services related to preliminary planning, design, and construction of the new soccer stadium. Following these items, the Board will receive a brief MLS Stadium Update and will have the opportunity to ask any facility-related questions. Ms. Fawknorton noted that Bob Lackey has joined the Sports Authority and that the Metro team continues to work toward the closing of the soccer stadium revenue bonds with the closing on track and for mid-December. She thanked Chair Adkins for her presence at the recent bond ratings presentation.

Ms. Fawknotson noted that the bid opportunity for Phase 2 the Women's Professional Sports Initiative, approved at the last meeting, should be going out soon.

Quinton Herring provided an update on the cancellation of the Country Music Marathon, reporting that the decision was made to cancel the event due to the rising number of COVID cases and upon the advice of Metro Health. The Ironman Group has received a full refund of its rental fees from the Sports Authority.

Finance Committee Report

Chair Adkins reported that Director Frank Harrison has agreed to serve on the Finance Committee, increasing the total number of members to five. She recognized Finance Committee Acting Chair, Dan Hogan, to give the Finance Committee report. Director Hogan stated that the Finance Committee met prior to this meeting to discuss the following items presented to the committee:

1. Consider Approval of a Resolution authorizing the Chair to execute an agreement for construction management services related to infrastructure related to the MLS Stadium Area by and between the Sports Authority and Bell & Associates Construction.

Director Hogan shared that the Finance Committee heard from Jim Pustejovsky, Project Manager, as well as Michelle Lane who explained the Procurement process. Margaret Darby also provided additional guidance. The Guaranteed Maximum Price will be confirmed later in the process, which is standard and similar to the Mortenson/Messer contract for the stadium. The Committee discussed this at length and voted to recommend approval of the resolution.

Jim Putstejovsky provided an overview of the Bell Construction agreement. The Construction Manager was solicited several months ago, and an evaluation committee led by Metro Purchasing reviewed three proposals, evaluating them on qualifications, experience, staffing, and cost structure. Bell & Associates had the highest point total in both qualifications and cost. The Notice of Intent to Award was issued on October 28, 2020, and the contract is in the process of being prepared for execution.

Director Gill asked for clarification of the procurement process for the subcontractors that will be hired under this agreement, how they will advertise, and if they will be using temporary agencies or labor brokers. Jim Pustejovsky advised that Bell would put together bid packages and competitively bid all work according to the Metro Procurement code. They will send out solicitations and will also work through the BAO Office. We will know more about whether they will need to use temporary agencies or labor brokers later in the process.

Upon a motion duly made by Director Deering and seconded by Director Bender, Quinton Herring provided a roll call of the vote. The Authority unanimously approved the resolution.

2. Consideration of resolution authorizing and approving an increase in expenses related to project management consultant services related to preliminary planning, design, and construction of the new soccer stadium

Director Hogan shared that this resolution is requesting funding from the Arena Revenue Fund in the amount of \$370,000 to cover project management fees for Gobbell Hayes and Capital Project Solutions related to design and construction of the MLS stadium. Since April of 2018 the Board has authorized \$1,025,000 of project management fees to be paid from the Arena Revenue Fund. The majority of the authorized funds has been exhausted and the additional amount requested will allow the Authority to pay project managers through January 31, 2021. Director Hogan noted that Metro is on track to close the bonds related to this project on December 17, 2021, and at that point funding will come from the bond revenues and the Arena Revenue fund will be fully reimbursed. The Finance Committee voted to recommend approval.

Monica Fawknorton added that the \$370,000 and is based on proposals provided by project managers and Director Farner explained that while the resolution indicates that it is an increase in expenses and that relates to the amount of money that has been approved to be used from the Arena Revenue fund, it is not approving any additional cost for the project.

Upon a motion duly made by Director Deering and seconded by Director Hogan, Quinton Herring provided a roll call of the vote. The Authority unanimously approved the resolution.

MLS Stadium Update

Mary Cavarra provided an update of the team and the MLS stadium. Nashville SC finished seventh in the Eastern Conference- only the sixth team in MLS history to qualify for the playoffs in their inaugural year- and set the record for the fewest goals allowed by an expansion team. Walker Zimmerman was named MLS defender of the year. In regards to stadium construction, the earthwork phase should be finished by Thanksgiving and work continues on the utilities and the foundation. The next major milestone will be the fieldwork beginning in January 2021. There have been over 110 days without an accident on site—as Mortenson/ Messer continues to put safety into practice.

Director Farner asked how many people are working on the project at this point and what the COVID status is at this point. Kellen DeCoursey shared that there are about 150 craft workers on site at this time with the number expected to remain about the same through the end of 2020. Numbers are expected to increase to 200 in January 2021. Mortenson/Messer is doing a great job of maintaining COVID, masks are required and they are rolling out a grouping of the trade workers. There have

been only about five COVID cases over the last few months and in the future that data will be included in the Board reports.

Carol Greenlee provided a DBE update. Mortenson/ Messer has surpassed it's goal of 30% and is currently at 37%. A detailed spreadsheet has been provided to the Authority and is updated each week. Current breakdown of the DBE participation is as follows: 48% Women Business Enterprises, representing 21 firms, 43% Minority Business Enterprises, representing 27 firms, 9% Small Business Enterprises representing 8 firms. Also, the total DBE represents 56 firms, of which the majority are from the state of Tennessee and most are also in Davidson County. Mortenson/Messer voluntarily established a workforce goal of 22% initially and are currently operating now with the goal of 38%. Ms. Greenlee additionally reported they have been working with Nashville Workforce Network, with flyers provided to over 300 partners in Middle Tennessee, and also with Bordeaux Business Coalition, which provides information to those that would like to participate on this project.

Director Gill asked for an update on what is left to be awarded on the project and if the participation includes professional and non-professional services. Kellen DeCoursey shared that the project is almost fully awarded; there are only about two to three trades left, including carpentry and acoustical ceiling. Director Farner also asked if there will be any temporary agencies or labor brokers included in the project. Carol Greenlee advised that there is only one firm currently involved in the project that is a temporary agency, TOP, Inc., and they are certified by the BAO office. The professional and non-professional services are included in their spreadsheet.

Facility Questions

Director Deering asked if there has been any follow up on the NBA teams that may use Bridgestone Arena during COVID-19 and if there are any updates on baseball. Kyle Clayton advised that they are trying to keep Bridgestone as busy as possible and that they are pursuing everything they can. Doug Scopel shared that they are waiting on more information from Major League Baseball and hoping to have updates by the end of the year.

Chair Adkins shared that we are all supporting Nashville SC as they go into the playoffs! She thanked Director Hogan for acting as temporary chair of the Finance Committee and also thanked Director Harrison for joining the Finance Committee. She also thanked Quinton Herring for assisting with the roll call.

The next meeting is scheduled for December 17, 2020; but the hope is that any agenda items can be addressed at the January 2021 meeting.

There being no further business, the meeting was adjourned.