

Minutes: Meeting of the Metropolitan Government Board of Fair Commissioners

Date: May 20, 2020 8:00 a.m. (Electronic Meeting)

On the above referenced date, the May meeting for the Board of Fair Commissioners was held electronically. Those in attendance were Chairman Ned Horton, Vice-Chairman Erin McAnally, Commissioner Caleb Hemmer, Commissioner Jason Bergeron and new Commissioner Sheri Weiner. Also present were Fairgrounds Executive Director Laura Womack and Finance and Administrative Manager Satrice Allen. Metro Attorney Alex Dickerson was also in attendance. Ron Gobbell with Gobbell Hays Partners (GHP) was present as well as Ed Henley with Pillars Development. Mary Cavarra with the Nashville Soccer Club and the Ownership Group was in attendance. And Bob Sargent with Track Enterprises and Randy Dyce with DD Events were present as well.

Chairman Horton took attendance and then announced that the public could call in with their comments to the live call-in line. Metro Attorney Alex Dickerson explained that because of the Executive Order issued by Governor Lee that had been extended to June 30<sup>th</sup>, Boards and Commissions were allowed to meet to conduct essential business electronically (which was usually not permitted under the Tennessee Open Meetings Act) and to follow certain standards and requirements to meet the definition. Therefore, a motion was needed stating that this meeting was to conduct essential business and meeting electronically was appropriate for the health and to save lives of Tennesseans in light of the COVID-19 outbreak. Commissioner Hemmer then made a motion to proceed. Commissioner Bergeron seconded the motion, all were in favor and the motion was passed. Chairman Horton then made a second motion to temporarily suspend any rules/policies that might contradict the Governor's Executive Order permitting electronic meetings until the Executive Order was lifted. Vice-Chairman McAnally seconded the motion, all were in favor and the motion was passed.

Chairman Horton called the meeting to order and read the Appeal Announcement. He then moved to the approval of the March Meeting minutes. Chairman Horton made a motion to approve and Commissioner Hemmer seconded the motion. All were in favor and the minutes were passed. Since there were no public comments, Chairman Horton moved to the Financial Report.

Ms. Allen did a brief financial report. She stated that the Fairgrounds was currently a temporary emergency shelter to the homeless population. She announced that because events had been cancelled or postponed since March due to the COVID-19 outbreak, there would be a loss of revenue but also announced to the Board that a 1.3 million subsidy had been approved by Council for the Fairgrounds. There were a few questions and some discussion from the Board concerning the expenses that the Fairgrounds would **not** be incurring because of the cancellations due to the pandemic, the numbers concerning security expenses, the subsidy at year-end and plans for the rough year ahead concerning the loss of revenue due to cancellations and postponement of shows. Director Horton then moved to the Executive Director's Report.

Director Womack welcomed the new Board Member, Sheri Weiner. She thanked the staff for working so hard on the campus and at home with this unprecedented situation. She commended Social Services for their great work at the shelter and added that they would accommodate the shelter for as long as needed. She reported that she attended the Tennessee State Fair Commission virtual meeting on May 13<sup>th</sup> about the expression of interest for the future of the Tennessee State Fair and that the deadline for this interest had been extended to June 1<sup>st</sup>. She added that she was preparing a submission for the Fairgrounds on behalf of Nashville and Davidson County to host the fair. She stated that process would eventually reveal an RFP process once the interests were reviewed by a committee of the State Commission. She reported that there was quite a bit of discussion about the 2020 State Fair and whether or not it would proceed. The Commission would be meeting again on June 1<sup>st</sup> and a decision would then be made since this could not be decided at the last minute due to planning and the financial outlay to produce the fair. She stated that an appropriate decision would be made soon, and, in the meantime, staff would be working on the 2020 contract just in case. She finished by stating that, obviously, it would be a while before mass gatherings would take place and the Fairgrounds could start having events again but that staff was working with the COVID Task Force and the Health Department in navigating some possible outdoor events with the proper guidelines, of course. Chairman Horton then moved to Old Business and the Fairgrounds Improvement Project Update item on the agenda.

Mr. Henley reported that there was just a little under 4 million left out of the 41 million total monies. He then went over the numbers for the Fairgrounds projects. Chairman Horton moved to the Stadium Update item on the agenda.

Ms. Cavarra gave a brief update on the team and the MLS project. She stated that the team/owners were looking at various alternative ways to engage with fans and the community during the pandemic which included video matches (EMLS), virtual interviews and virtual happy hours as well as helping the tornado and virus victims and other projects. She reported that the demolition was on track and should be done by late June and that construction on the stadium should begin in early July. She added substantial completion of the stadium was targeted for mid-May of 2022 but added that schedules could change, as with any project, as work progressed. She then explained about the Development Committee which would be monitoring the stadium project construction, and which was one of the important provisions of the Development Agreement. One of the five members of this committee would need to be appointed by the Fair Board. She finished by stating that they would continue to give the Board updates as the project moved forward. Chairman Horton then moved to New Business and the Development Committee Appointment item on the agenda.

Director Womack stated that back in 2018 it was discussed that she would be the appointee from the Fair Board (as a Third-Party Beneficiary) for the five-member Development Committee according to the Development Agreement. The Board would also be allowed to send another Board Member in Director Womack's place if she were not able to attend. Therefore, she asked that the Board appoint her as the representative. Commissioner Bergeron then made a motion stating, *"I move that the Board appoint the Executive Director, Laura Womack, as the Fair Board's original representative on the Development Committee established under the Development Agreement between the Sports Authority and the stadium company."* Vice-Chairman McAnally seconded the motion. After a brief discussion, all were in favor, there were no opposed and the motion was approved. Chairman Horton then moved to the Speedway Contract item on the agenda.

Director Womack gave a brief summary of the contract draft and terms. She reminded the Board that this was a one-year contract and that because of the pandemic the original dates scheduled would need to be changed and agreed upon by both parties. She stated that a draft schedule would be sent to the Board soon and that, hopefully, they would be able to do some outdoor events in the near future. She also thanked Track Enterprises, DD Events and Fairgrounds Staff for the track and grandstand improvements. Commissioner Bergeron asked that Metro Legal be sure to insert the phrase in section D that there would need to be prior Board approval (or designee) to request an earlier start time on Saturdays. There was a lengthy discussion and several questions from the Board about the terms of the contract. Some of the discussion and questions were concerns about curfews, private track rentals, noise monitoring (and what intervals) and mufflers, mass gathering expectations, requirements and preparations to hold events with the pandemic going on, responsibility of maintenance and repair of the track, concession percentages, etc. There was some discussion about how to make the motion now to go ahead and approve the Speedway Contract but still make changes concerning policies/guidelines later concerning the pandemic requirements and Metro Attorney, Alex Dickerson, suggested that they go ahead and make a motion now to approve the contract and just do an amendment later, if needed, to address the pandemic issues.

Commissioner Weiner then made a motion and adopted a friendly amendment by Commissioner Bergeron *"to approve the contract between the Fair Board and Track Enterprises accounting for the discussed technical edit to Section 2.3(F)(4)(d) to add the phrase "unless prior approval is granted by the Fair Board or designee" and also to account for any other non-substantive edits (to the contract ) that the Executive Director is hereby empowered to make prior to execution."* Vice-Chairman McAnally seconded the motion. All approved and there were no opposed and the motion was carried.

Vice-Chairman McAnally then made a motion to adjourn and Commissioner Hemmer seconded the motion. All were in favor and the meeting was dismissed.

Respectfully submitted,

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Ned Horton, Chairman

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Laura Womack, Executive Director