

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

**Board of Directors MEETING MINUTES
Tuesday, April 4, 2023 | 10:30 am | Geodis Park – Multipurpose Room**

Attendees

Members: Cathy Bender (Chair), Frank Harrison (Vice Chair), Emmett Wynn (Secretary), Kim Adkins, Don Deering, Jad Duncan, Glenn Farner, Melvin Gill, Dan Hogan, Winston Justice, Aaron McGee

Staff: Monica Fawknorton (ED), Valda Barksdale, Bob Lackey, Brandon Little, Melissa Wells, Joshua Thomas (Metro Legal), Lexie Ward (Metro Legal)

Visitors: John E. Agee (Terracon Consultants, Inc), Gaby Bardfield (Titans), Danny Butler (Preds), Colleen Coomes (Titans), Amy Daniels (WBA Architecture), Cole Durio (CPS), Glenn F., Kelly Flannery (Metro Finance), Ross Florey (Fifth Third Bank), Beecher Foster (Jigsaw), Kate Guerra (Titans), Peter Heidenreich (HS), Sean Henry (Preds), Tim Lamson (Clark Construction), Julia Masters (Nashville Business Journal), Burke Nihill (TN Titans), Jeff Oldham (Bass Berry & Sims), Patrick O’Leary (Terracon), Jim Pustejovsky (CPS), Ben Reeves (NSC), Dan Werly (Titans), Michael Vineyard (WBA Architecture), Sam Wilcox, (Mayor’s Office), Metro Council Member Brett A. Withers

Call to Order

Chair Bender called the meeting to order by thanking the Nashville Soccer Club & Geodis Park for hosting and welcoming all, including Metro Nashville Council Member Brett Withers.

Consider Approval of Minutes from March 28, 2023 Meeting

Chair Bender asked if there were additions or corrections to the March 28, 2023 meeting minutes. There being none,

Upon a motion made by Director Deering and seconded by Director Hogan, the board approved the minutes from the March 28, 2023 meeting.

Executive Director’s Report

ED Fawknorton noted that the agenda will be slightly modified with the Final Review of the East Bank Stadium Project moved to item IV and Geodis Park Report moved to item VI. She extended congratulations to Teresa Phillips, former Tennessee State University Athletic Director and one of the Sports Authority Title IX 50th Anniversary Celebration honorees on her induction to the Tennessee Sports Hall of Fame Class of 2023. Additionally, on April 13 the Geodis Park construction project will receive the 2023 American Society of Civil Engineers (ASCE) Nashville Engineering Project Award. The project was nominated by Barge Civil Associate.

Final Review of East Bank Stadium Project Plan & Documents, Mayor’s Office

Chair Bender invited the Metro Team (Deputy Mayor Sam Wilcox, Metro Deputy Law Director Tom Cross and Metro’s Bond Counsel Jeff Oldham [Bass Berry & Sims PLC]) to give an overview of the minimal

revisions that were made to the documents. The team reported that the modifications are miniscule and characterized as cleanup edits and do not change the financial numbers nor responsibility of the Sports Authority. Director Hogan requested an overview of the revisions given the magnitude and significance of the project. Director Adkins asked whether the Resolution had been revised to which Mr. Oldham stated no, only the exhibits were revised. Mr. Oldham reported on the following revisions:

- **Development & Funding Agreement:** Clarity was added to define terms as well as a clause stating should the PSL fall short, the team will be responsible
- **Stadium Lease Agreement:** Cross references were changed for lucidity purposes and clarity was made to indicate that a change-circumstance does not involve any change in funding from the state or other sources
- **Non Relocation Agreement:** A formal assignment and assumption clause was added to indicate that the successor owner must assume liability of previous owner
- **Team Guaranty:** Revisions made to clarify that the holder of the team is the Tennessee Titans.
- **State Funding Agreement:** Amended to require Metro Council to approve any amendments to the agreement
- **Stadium Ground Lease:** Gives clarification that the Sports Authority cannot assign its interest in the Ground Lease to another party.
- **Site Coordination Agreement:** Amended to require Metro Council to approve any amendments to the agreement
- **Intergovernmental Agreement:** Deleted section that required Metro Sports Authority to report to the Director of Finance
- **Amendment 7 to Existing Stadium Lease:** Gives clarification that Metro will own the parking lots which they will make available to the Titans
- **Option to Purchase Agreement:** Revised to state that the Sports Authority does not have the option to purchase the stadium site until the end of the existing lease

Director Deering requested clarification of the property exchange between Metro and Sports Authority. Mr. Oldham noted that under the new agreement, the Sports Authority will convey the parking lots to Metro who will in turn lease to the Titans. Metro, as the owner, will make the Stadium and lots available to the Titans similarly to how Sports Authority makes them available under the current lease. Additionally, the bonds will not be issued until the financial sustainability of the Titans has been confirmed. Director Deering asked whether the arrangement is in the best interest of all parties. Mr. Oldham noted that yes, the deal is in the best interest of all involved and it was agreed upon by all parties.

Director Gill asked whether the Sports Authority will unequivocally own the new Stadium. Following a brief discussion Director Farner requested clarity to the question to which Mr. Oldham responded that Metro will own the land, the Sports Authority will own the Stadium and lease it to the Titans.

Director Gill asked Mr. Wilcox to share a summary of their earlier conversation regarding MBE DBE representation on the construction project and the Sports Authority engaging a consultant to represent its interest. Mr. Wilcox stated that funding is available for the Sports Authority to hire a construction representative to ensure that the Sports

Authority's expectations and goals including DBE requirements are upheld. The scope of work can include independent monitoring and reports and will be paid out of the project budget.

Consider Approval of a Resolution Authorizing the Execution and Delivery of Certain Documents and Agreements with the Metropolitan Government of Nashville and Davidson County, Tennessee Football, LLC and Affiliates Thereof, The State of Tennessee, The Tennessee Board of Regents, Tennessee State University and/or Certain Other Parties Relating to the Development, Funding, Use and Operation of a New, Enclosed Stadium, the Disposition of Land Related Thereto, the Development of Certain Areas Around the New Stadium and the Continued Use of the Existing Stadium

Chair Bender read the consideration for approval of the resolution.

Upon a motion made by Director Hogan and seconded by Director Adkins, the Authority voted in favor of the Resolution Authorizing the Execution and Delivery of Certain Documents and Agreements with the Metropolitan Government of Nashville and Davidson County, Tennessee Football, LLC and Affiliates Thereof, The State of Tennessee, The Tennessee Board of Regents, Tennessee State University and/or Certain Other Parties Relating to the Development, Funding, Use and Operation of a New, Enclosed Stadium, the Disposition of Land Related Thereto, the Development of Certain Areas Around the New Stadium and the Continued Use of the Existing Stadium

Geodis Park Report

Lindsey Paola, Chief of Staff, Nashville Soccer Club (NSC) reported as follows:

- Last year the NSC traveled over 80k miles for games in the Western Conference
- On Saturday April 1 the NSC had a huge win on the road against Orlando City. This places NSC at a tie for fourth place with Columbus in the Eastern Conference with three wins, one draw and two losses. NSC has conceded only two goals this season which is the fewest in Major League Soccer (MLS).
- In collaboration with America's VetDogs, NSC has a new four-legged team member, Cash, who is a service dog in training. Cash will be in training with NSC staff for the next 14 to 16 months. Once training is complete, Cash will be placed with a veteran in need of a service dog.
- Monday, May 1st marks NSC's one year anniversary of operating in Geodis Park. The Park has over 23k season ticket holders, averages 28k fans per game and is in the top four for MLS ticket sales.
- Davidson, Williamson and Rutherford are the top three counties where fans are traveling from with Nashville, Franklin and Murfreesboro as the top three cities for fan travel base.
- In collaboration with the Johnny Cash Estate, the debut of the Man in Black Jersey has been a great way to connect Geodis Park with music city. It is the #2 top selling jersey in MLS.
- Two community related elements at Geodis Park:
 - The Soundwaves Gallery, an art gallery on the suite level, currently features the *Nashville in Rhythm* exhibition. In partnership with the Arts & Business Council of Greater Nashville, the exhibition includes 62 works of art by 51 Middle Tennessee artists. All artwork is for sale and the proceeds return to the artist.
 - Fan can enjoy several local eatery establishments including Prince's Hot Chicken, Daddy's Dog and Bearded Iris. Geodis Park prides itself in highlighting and supporting local eateries.
- Upcoming non-soccer events include three concerts: Shania Twain in June, Guns N' Roses in August and Pink in September. Many of the fans who have purchased tickets for these concerts have never been to Geodis Park. This is a great opportunity to highlight the venue to non-soccer fans. Geodis Park will also host NSC Dash at the Castle 5k Night Run in August and a family focused Summer Festival in September.

Facility Questions

Burke Nihill, TN Titans President and CEO, thanked the board for its support, engagement, investment and questions throughout the New Stadium Deal process. The Titans look forward to finding the best path forward for Nashvillians, the East Bank Project, Metro Nashville and the fans. Chair Bender thanked Mr. Nihill and the Titans for their approach in working with the Sports Authority and seeking common ground to make informed and beneficial decisions for the citizens of Nashville.

Adjourn

Director McGee extended thanks and gratitude to Chair Bender for her leadership and temperance in governing the board through its many processes, discussions and deliberations.

Chair Bender reported that the next step in the NFL stadium proposal will be a presentation by the Metro Team to the Metro Council for approval.

The next board meeting is scheduled for 10:30am on Thursday, May 18 at First Horizon Park and if necessary, the Finance Committee will meet prior to at 9:30am. There being no other business, the meeting adjourned.

Respectfully submitted, Valda Barksdale, The Metro Sports Authority

YouTube Link: <https://www.youtube.com/watch?v=yvoZUGJ-f4k&t=71s>

<https://metronashville.sharepoint.com/sites/SportsAuthority/Shared Documents/P-Drive-Sports Authority/SA BOARD/SA Board Materials/FY23/2023 Feb 16 Board Meetings/Minutes 2023 Jan 19 BODFINAL.docx>

