

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

**Board of Directors ANNUAL MEETING MINUTES
Thursday, July 20, 2023 | 10:30 am | Nissan Stadium – Press Box**

Attendees

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

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

Visitors: Sam Bailey (CARE), Rob Bigelow (CARE District 17), Lillian Blackshear (Bass, Berry & Sims), Adolpho Birch (Titans), Michell Bosch (Metro), Danny Butler (Preds), Dennis Daniels (WBA Architect), Jonah Duncan (with Dad), Adam English (Sounds), Ron Gobbell (GHP), Heidi Hoeffener (Metro Finance), Savanna Howie (Titans), Steve Johnson (Hilltop Securities), Angela Crane Jones (NBIC), Matthew Kuhn (BMS), Jacob Kupin (District 19 Candidate), Erica Lanier (District 17), Tim Lamson (Clark Construction), James Morrison (Barton Malow), Shannon Myers (Titans), Jeff Oldham (Bass, Berry & Sims), Milly Olykan (CMA), William Peltier (Metro Legal), Jim Pustejovsky (CPS), Ben Reeves (NSC), Michael Sadler, Doug Scopel (Sounds), Sharon Sepik (Metro), Colby Sledge (Metro Council), Katy Sheesley (GHP), Laura Solomon, Saul Solomon (KSM), John Spragens (CARE), Kelley Time, Will Traylor (CBMP), Mary Kate Tumelty (Metro Legal), Michael Vineyard (WBA Architect), Dinah Wells (PMC), Dan Werly (Titans), Brett A. Withers (Metro Council), Ben York (Metro)

Call to Order

Chair Bender called the meeting to order and thanked the Titans & Nissan Stadium. She welcomed all including Metro Nashville District 6 Council Member Brett Withers and special guest Mayor John Cooper whom she invited to share comments.

Mayor Cooper thanked Councilman Withers and the Sports Authority for their excellent stewardship over Nashville's taxpayers' money and their great work on the Titans' new stadium lease. He shared an overview of the stadium's initial negotiations and noted how proud he is that the new lease (if approved by the Authority today) will release the city of approximately \$1.9m in debt. The new \$2.1B domed stadium will be paid for entirely by the Titans, tourism, the state, and users of the East Bank Campus; plus, it will return valuable land back to the city.

Mayor Cooper noted that the deal before the Authority is the steppingstone for positioning Nashville as a Smart Growth City with affordable housing, river activation, neighborhood connectivity, the Greater North South Transit Boulevard and a conduit for future tourism dollars.

On behalf of the Authority, Chair Bender thanked Mayor Cooper for his leadership and guidance and for commending the efforts of the Authority. The goal of the Authority is to always make decisions for a greater Nashville. Chair Bender announced that congratulations are in order as the Nashville Predators have recently promoted Michelle Kennedy from Chief Operating Officer to President of the Nashville Predators.

Public Comment Period Pursuant to Tennessee Open Meetings Act, Tenn. Code Ann. § 8-44-101

Chair Bender reported that effective July 1, the Sports Authority Public Comment Policy invites up to 10 guests to speak for no more than two minutes in support of or opposition to any agenda item requiring action by the board. Because Bristol Motor Speedway requested the Authority to defer action on their resolution,

no public comment will be heard on their agenda item. One guest, Angela Crane-Jones requested to speak in support of the Titans' New Stadium Bond Resolution and was invited to share her comments.

Consider Approval of Board Meeting Minutes from June 15, 2023, and Special Called Work Session June 28, 2023

Chair Bender asked if there were additions or corrections to the June 15, 2023, board meeting and the June 28, 2023, Special Called Work Session minutes. There being none,

Upon a motion made by Chair Bender and seconded by Director Harrison, the board approved the minutes from the June 15 and June 28, 2023, meetings.

Executive Director's Report

ED Fawknorton reported that the Sports Authority continues to work with Metro Procurement on the solicitation process for a Construction Manager; the goal is to publish the solicitation sometime in late August. She noted that, in addition to the facility reports, the Authority's financial reports can now also be found in the back of the binders for review during each meeting.

Finance Committee Report

Director Harrison reported that the Finance Committee (FC) met just prior to the full board meeting. After hearing the following reports, the FC recommends approval as follows:

- a. Consider Approval of a Resolution Authorizing & Approving Salary Updates for FY 2024: Salary updates for Melissa Wells (funded by the Arena Account) and Bob Lackey (funded by the Arena Revenue Fund) to reflect the 3% merit and 6% COLA approved by Metro Council.

Upon a motion made by Director Harrison and seconded by Director Justice, the board approved a Resolution Authorizing & Approving Salary Updates for FY 2024

- b. Consider Approval of a Resolution Authorizing the Execution and Delivery of The Master Lease, Master Sublease and Intergovernmental Agreement with the Metropolitan Government of Nashville and Davidson County, Tennessee Relating to the Development, Funding, Use and Operation of a New Speedway Facility at the Nashville Fairgrounds: Deferred at the request of Bristol Motor Speedway.
- c. Consider Approval of a Resolution Approving the Stadium Project Budget for the New, Enclosed NFL Stadium: Titans' representatives Shannon Myers, SVP & CFO and Kellen DeCoursey, Project Executive gave an overview of the Project Budget for the proposed new NFL stadium for the board's approval and stated they are available to address any additional questions.

Upon a motion made by Director Harrison and seconded by Director Adkins, the board approved a Resolution Approving the Stadium Project Budget for the New, Enclosed NFL Stadium

- d. Consider Approval of Initial Resolution Authorizing the Issuance of Not to Exceed Seven Hundred Sixty Million Dollars (\$760,000,000) in Aggregate Principal Amount of Stadium Project Revenue Bonds of the Sports Authority of the Metropolitan Government of Nashville and Davidson County: Lillian Blackshear, Metro Bond Counsel, Bass Berry & Sims PLC reported the Authority needs to consider two, separate resolutions to authorize the bonds. This one is required pursuant to state law and will be published in the newspaper to give notice to the citizens of Nashville regarding the bond issuance.

Upon a motion made by Director Harrison and seconded by Director Hogan, the board approved the Initial Resolution Authorizing the Issuance of Not to Exceed Seven Hundred Sixty Million Dollars (\$760,000,000) in Aggregate Principal Amount of Stadium Project

Revenue Bonds of the Sports Authority of the Metropolitan Government of Nashville and Davidson County

- e. Consider approval of a Resolution Authorizing the Issuance and Sale of Stadium Project Revenue Bonds of the Sports Authority of the Metropolitan Government of Nashville and Davidson County; Approving the Execution and Delivery of Trust Indentures Relating to Said Bonds and Authorizing the Deposit of Certain Authority Funds in the Accounts Established Under Said Indentures; Approving the Execution and Delivery of a Bond Purchase Agreement, Construction Funds Trust Agreement and Personal Seat License Sales Administration Agreement Relating to Said Bonds and/or The Stadium Project; Authorizing Credit Facilities to Insure Payment of the Bonds or Portions Thereof When Due and Debt Service Reserve Fund Credit Facilities to Fund Debt Service Reserve Funds for Certain of the Bond; Authorizing Permitted Investments of the Authority in Connection with Funds Related to the Stadium Project; Authorizing the Preparation and Distribution of Offering and Disclosure Documents in Connection with the Sale and Issuance of the Bonds; Authorizing the Defeasance of Certain Outstanding Bonds of the Authority Issued to Fund or Refund Improvements to the Existing Stadium; and Authorizing the Application and Disposition of Certain Funds of the Authority: Ms. Blackshear reported that this is the second of the two resolutions and authorizes the issuance of the bonds and details the terms. It includes the various agreements and exhibits. Jeff Oldham, Metro Bond Counsel, Bass Berry & Sims PLC, noted also that this resolution outlines the financial plan including payment sources and the four types of bond Series.

Upon a motion made by Director Harrison and seconded by Director McGee, the board approved the Resolution Authorizing the Issuance and Sale of Stadium Project Revenue Bonds of the Sports Authority of the Metropolitan Government of Nashville and Davidson County; Approving the Execution and Delivery of Trust Indentures Relating to Said Bonds and Authorizing the Deposit of Certain Authority Funds in the Accounts Established Under Said Indentures; Approving the Execution and Delivery of a Bond Purchase Agreement, Construction Funds Trust Agreement and Personal Seat License Sales Administration Agreement Relating to Said Bonds and/or The Stadium Project; Authorizing Credit Facilities to Insure Payment of the Bonds or Portions Thereof When Due and Debt Service Reserve Fund Credit Facilities to Fund Debt Service Reserve Funds for Certain of the Bond; Authorizing Permitted Investments of the Authority in Connection with Funds Related to the Stadium Project; Authorizing the Preparation and Distribution of Offering and Disclosure Documents in Connection with the Sale and Issuance of the Bonds; Authorizing the Defeasance of Certain Outstanding Bonds of the Authority Issued to Fund or Refund Improvements to the Existing Stadium; and Authorizing the Application and Disposition of Certain Funds of the Authority.

Facilities Questions

There were no questions for the facilities.

Nissan Stadium/Titans Report

Titans' representatives Adolpho Birch, Chief External & Legal Affairs Officer and Kellen DeCoursey, Project Executive gave an update on the new NFL stadium as follows:

- The Project Team includes a Design Team and Consultant Team. A commitment was made to engage local entities, minority and women owned businesses. Thus far, about nine local and fourteen DBE firms have been hired. CAA ICON will serve as the Titans' Owner's representative.
- TVS proposal is anticipated to meet a 28- 29% DBE participation
- Utility relocations are ongoing in preparation for the new stadium
- Construction Manager at Risk (CMAR) contract proposal is anticipated for presentation to the Sports Authority in August for approval
- Tennessee State University Venue Agreement
 - An unprecedented agreement
 - Option to play up to six games per season, Titans to cover general stadium operation cost
 - \$0 base rent; \$3 ticket fee to Sports Authority

- \$150k direct payment to TSU in lieu of each unused date
- TSU to retain 100% of net revenue from TSU games
- Permanent “Home of the TSU Tigers” external signage and a 3-minute LED takeover at every Titans game
- Branded and custom-designed TSU locker rooms for TSU games and events
- Titans to become presenting sponsor of John Merritt Classic and feature TSU history and athletics at one Titans game per year
- One Community
 - TSU Introduction to Professional Sports included a 5-day training and education curriculum where they heard from Titans leaders
 - Advisory Community composed of community leaders and Titans representatives will consult and advise on the One Community program over the course of a one-year term
 - Project Destined partners with industry leaders through a virtual internship focused on students learning about real estate and stadium development
 - Bud Adams Fellowship Program is a paid opportunity designed for highly motivated individuals looking to be sports and entertainment industry leaders. Up to 15 fellows will be selected with five spots reserved for TSU students

The following questions and responses were asked/given during the work session:

Q1: Which firms on the list are from out of town? (Director Gill)

A1: Manica (Kansas City); TVS (Atlanta), Walter P. Moore (Houston), WJHW (Dallas), ME Engineers (Denver), S20 (Chicago), Howe (Boston), Persohn Hahn (Bay Area), Momentum (London), Lloyd Sports Engineering (Nevada), Downstream (Portland). (Mr. DeCoursey)

Q2: Were they selected through a competitive process? Who facilitated the process? (Director Gill)

A2: Yes. The process was facilitated by a combination of the Titans’ CAA ICON representatives, Don Hardin Group (local DBE Partner) and TVS (Architect of Record). (Mr. DeCoursey)

Q3: How many local firms competed in the process? (Director Gill)

A3: EOA, Culture and Community Solutions by Design (CSBD, the Architecture Disadvantaged Business Enterprise [DBE] Partner) is a combination of women and African American owned local companies. All were considered and an opportunity presented itself for a joint venture. There were other local companies that competed in the process. (Mr. DeCoursey)

Q4: Please expound on Culture Company. (Director Gill)

A4: Culture is an upstart firm owned by Jonathan Cole. Collaborating with the other firms presents a great opportunity for them to work on the project. (Mr. DeCoursey)

Q5: Were the three DBE partnership firms invited to participate? (Director Gill)

A5: Yes, they were solicited. (Mr. DeCoursey)

Q6: Were there other firms solicited for the same services? (Director Gill)

A6: There were no other firms identified with DBE certification (a certification recognized by the Office of Minority & Women Business Assistance (BAO)). (Mr. DeCoursey)

Q7: What is being done to ensure there are opportunities for other local firms to participate in all disciplines? (Director Gill)

A7a: Our goal is to maximize the local participation including a local MEP commissioning agent. (Mr. DeCoursey)

A7b: We are looking at every opportunity to maximize local and DBE participants including quality control and peer review, all within the budget. (Mr. Birch) **Discussion:** Hopefully it will not impact the budget given each of these disciplines will commit to a fee, their work will be shared, thus their fees will also be shared. With a \$2.1B budget, it appears there are very few firms participating. I would like to see more opportunities for more local firms

to participate in the project. (Director Gill). We agree with you, and it is certainly our intention to maximize the number, quality and variety of participants on the project. (Mr. Birch)

Q8: Please elaborate on the sustainability efforts. Are you considering permeable parking surfaces? Share one sustainable idea that you are most excited about. (Director Page)

A8a: We are pursuing LEED Gold certification and are working closely with Wilmot, our sustainability consultants, across many different pillars including design, materials, construction practices as well as operation of the stadium with our vendors. There will be very limited parking aside from a players underground parking garage. Efforts including recycling plastics and composting to ensure we are a Zero Waste facility is probably the one effort that we are most excited about. (Mr. DeCoursey)

A8b: We have formed an internal sustainability focus group and are working closely with LEED headquarters to gain insight on various sustainability models that can be incorporated into the project. (Mr. Birch)

Q9: Please elaborate on the \$625m approved by Metro Council to be allocated for women and minority owned business participation. Should the project experience overruns, will the commitment to DBE participation be incorporated? (Director McGee)

A9: I'm unsure if the dollar amount is correct, however DBE participation is a top priority and the dollars will be spread throughout the project's design, construction and post-construction. It is also heavily incorporated in our current operations and in extending opportunities to vendors. Should we go overbudget, we will have the same workforce components and level of DBE participation.

Q10: Has the construction manager been hired? (Director Gill)

A10: The process is still under way with two respondents to the RFP. Interviews are schedule for this afternoon. Our goal is to present the final selection at the August meeting. (Mr. DeCoursey)

Q11: How many games does TSU typically play at Nissan Stadium? What is the current parking & concession revenue sharing? Will TSU have the opportunity for advertising revenue? (Chair Bender)

A11: Historically they have played between two to four games per season. The number of games they play at the new stadium will be at their discretion. With the new structure and agreement, TSU will be paid \$150k for each of their six unused game days at the new stadium. TSU will retain 100% of net revenue from parking, concessions, tickets, merchandise, advertising, etc. Current revenue sharing is difficult to carve out due to usage fees. Yes, they will keep 100% of net advertisement revenue. (Mr. Birch)

Q12: At how many games will the Titans highlight TSU? (Director Gill)

A12: TSU will have a 3-minute LED takeover at every Titans home game; their history and athletics department will be featured at one Titans game per season.

Q13: Are you open to other firms participating on the project in a peer review capacity? (Director Gill)

A13: Yes, we think it is an excellent way to expand the pool. (Mr. Birch)

Q14: Will the Titans have any new players on the roster? (Director Deering)

A14: It is possible that a few new players will be added to the Titans roster, however, we are unable to disclose names at this time. (Mr. Birch)

FY24 Sports Authority Officer Elections

Chair Bender reported that according to the Authority's bylaws, the purpose of the annual meeting is to elect new officers for one year. Metro Legal Counsel Josh Thomas noted that in accordance with Robert's Rules of Order § 66, the Executive Committee may propose a slate of candidates or nominations may come from the floor. Counsel Thomas suggested that when making nominations, the board may want to consider the impact of new legislation where six board members may roll off in January 2024 and new appointments made by the state. Chair Bender noted that the Executive Committee does not have a slate of nominees and

opened the floor for Chair, Vice Chair and Secretary/Treasurer nominations. Director Adkins nominated Cathy Bender for Chair, Jad Duncan for Vice Chair and Aaron McGee for Secretary/Treasurer.

Upon a motion made by Director Adkins and seconded by Director Hogan, the board approved fiscal year 2023-2024 officer nominations for Cathy Bender to serve as Chair, Jad Duncan to serve as Vice Chair and Aaron McGee to serve as Secretary/Treasurer.

Director Adkins thanked Frank Harrison and Emmett Wynn for their commitments of serving honorably and proudly as Vice Chair and Treasurer/Secretary respectively.

ED Fawknorton recognized Milly Olykan, CMA Fest (Country Music Association) for a presentation. Ms. Olykan reported that the CMA Fest marked its 50th anniversary this year and a documentary celebrating its history is airing on HULU. Some of the highlights include over 90k participants, 50% were first time attendees, Fest participation from last year increased by 13%, over 51 countries represented, 90% of the 4,000 surveyed were highly satisfied. She reminded the board that all of the artists play for free and the event raises money for the CMA Foundation which supports music education in Tennessee. The Fest generated over \$74.7m in economic impact on Nashville.

Adjourn

Chair Bender reported that the board is scheduled meet at 10:30am on Thursday, August 17 at Ford Ice Center Bellevue and the Finance Committee is anticipated to meet prior to at 9:30am. The Personnel Committee will meet on August 9. There being no other business, the meeting adjourned.

Respectfully submitted, Valda Barksdale, The Metro Sports Authority

YouTube Link:

<https://www.youtube.com/watch?v=FeCCD1faNDQ&list=PL70A35525EA40FA72&index=1>