

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

Board of Directors MEETING MINUTES
Thursday, August 17, 2023 | 10:30 am | Ford Ice Center – Draft Picks

Attendees

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

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

Visitors: Adolpho Birch (Titans), Katie Cafiero (Preds), Kyle Clayton (Preds), Jon Cooper (H&K/Titans), Dennis Daniels (WBA Architect), Kellen DeCoursey (Titans), Alexandra Fletch (Terracon Consultants), Ron Gobbell (GHP), Kate, Guerra (Titans), Don Hardin (Don Hardin Group), Paul Lawson (Turner/TBA), Lindsey Paola (NSC), Anna Petronella (GHP), Nicolle Praino (Nashville Post), Alexandra Fletch (Terracon Consultants), Jim Pustejovsky (CPS), Doug Scopel (Sounds), Katy Sheesley (GHP), Susan Vanderbilt (EntreeSavvy/TBA), Dan Werly (Titans), Bill Wickett (Preds), Brett A. Withers (Metro Council)

Call to Order, Chair Bender

Chair Bender called the meeting to order and thanked the Predators & Ford Ice Center (FIC) Bellevue for hosting, noting the last time the Sports Authority met here was in December 2019, a few months after opening. She recognized Metro Nashville District 6 Council Member Brett Withers. Chair Bender congratulated the Predators on receiving the Outstanding Diverse Organization-Giant Private Company award, one of the Nashville Business Journal's Leader in Diversity Awards. Additionally, she recognized Lindsey Paola on being promoted from Nashville Soccer Club's Chief of Staff to Chief Operating Officer.

Recognition of 2023 Urban Land Institute (ULI) Nashville 13th Annual Excellence in Development Award: The Fairgrounds Nashville Campus/GEODIS Park

GHP's Katy Sheesley and Ron Gobbell presented the 2013 ULI Excellence award to Chair Bender and Frank Harrison. Ms. Sheesley noted that being a recipient of the award is a great honor, especially considering that the nominees were judged by a team of experts from around the country.

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

There were no sign ups for public comment.

Consider Approval of July 20, 2023 Meeting Minutes

Chair Bender asked if there were additions or corrections to the July 20, 2023 board meeting minutes. There being none, **Upon a motion made by Director Page and seconded by Vice-Chair Duncan, the board approved the minutes from the July 20, 2023 meeting.**

Executive Director's Report

ED Fawknorton gave a brief overview of the agenda and noted that the two proposed resolutions on the agenda conditions for issuing bonds for the Titans' new stadium project. She directed the board's attention to *The East Bank: Smart Growth Reconnecting Nashville* booklet in their binders, reporting that Mayor

Cooper's office requested that the booklet (which includes information on the New Enclosed Stadium Deal) be provided to board members. ED Fawknorton further reported that Metro's Finance Department is working diligently to prepare for the bond closing at the end of the month. Finally, she noted that she recently had the privilege of speaking to the Donelson Hermitage Chamber of Commerce August monthly meeting and luncheon. It was a great opportunity to educate the community about the important work and role of the Sports Authority in tandem with its partners.

Consider Approval of a Resolution Authorizing and Approving the Agreement between Tennessee Stadium, LLC and Thompson, Ventulett, Stainback & Associates, Inc (TVS) for architectural and engineering services

Dan Werly, Titan's Sr. Vice President and Chief Operating Officer, noted that the Authority's confirmation of the Titans' Architect of Record (AOR) is a two-step process- first was approval of the selection of Thompson, Ventulett, Stainback & Associates (TVS) as the AOR which took place in May, and the second is approval of the agreement. He gave an overview of the agreement including:

- **Section Article IV** covers services to be provided. TVS shall provide all Design Development Documents required to construct the stadium such as Architectural & Civil, Structural, Mechanical & Plumbing and Electrical.
- **Section 3.9** list the TVS Project Team including Robert O'Keefe as Principal-in-Charge; Robert Swedberg as Project Executive and Erik Waldman as Program Director.
- **Section 3.16.2** addresses DBE requirements and states that the AOR shall use good faith efforts to maximize DBE participation in accordance with Metro Code. It is anticipated that DBE participation will be greater than 28% and engagement of local firms at 40%. (Verbiage clarified via email by Mr. Werly post-meeting to state: *It is anticipated that DBE participation will be greater than 28% and that 9 of 23 subconsultants are local*)
- **Schedule (Exhibit D)** Some of the remaining tasks on the project schedule include: Design Development (DD) Phase from 7/31/23 to 3/15/24; 100% DD Documents to start 10/30/23 and finish 1/26/24; 100% DD Estimate from 1/29/24 to 3/15/24; Construction Permit Set/GMP (total) from 3/18/24 to 8/30/24 and Develop & Execute GMP to start 6/3/24 and finish 7/26/24.
- **Project Fee (Exhibit K)** The breakdown of anticipated cost of the project is: TVS-\$14,305,410; Work Performed by Subconsultants-\$25,830,045; Expenses-\$2,067,167 for a total of \$42,202,632.

The following questions/responses were asked/given:

Q1: What happens if the 120 days allotted for construction permitting process goes beyond the scheduled date of completion? (Director Hogan)

A1: We see this happening in a phased approach. Because the 120 days are working days, this should be ample time to complete the permitting process. (Kellen DeCoursey, Project Executive, Titans)

Q2: What was the outreach method for soliciting local DBE firms? How many women owned businesses are involved on the project? How many architectural and structural firms submitted letters of qualifications? Will there be opportunities for other firms to be engaged? Are there opportunities for local DBE firms to provide quality control and quality assurance services? (Director Gill)

A2: An announcement was placed on the Titans website; contact was made with various Chamber of Commerce's including the National Black Chamber of Commerce and calls were made to various DBE firms. Many were too busy or not interested. Currently we have engaged about 7% local minority-owned and 14% (approximately 4) women-owned businesses. Approximately ten architectural firms submitted notice of interest; unsure about the number of structural firms. TVS has selected their team, but may be opportunities for other auxiliary scopes of work. The quality control and assurance service firms will not be hired by TVS, rather they will be selected by the Titans. (Don Hardin, President, Don Hardin Group/Titans Consultant).

Upon a motion made by Director Adkins and seconded by Director Page, the board approved the Resolution Authorizing and Approving the Agreement between Tennessee Stadium, LLC and Thompson, Ventulett, Stainback & Associates, Inc (TVS) for architectural and engineering services

Consider approval of a Resolution Authorizing and Approving Construction Manager At Risk for the New TN Titans NFL Stadium

Mr. Werly noted that in accordance with the Development Agreement, the Titans are seeking approval of the their selection for a Construction Manager at Risk (CMAR). The CMAR will serve as the general contractor whose responsibilities include selection of the subcontractors who will deliver the New Stadium. The Titans adhered to the Metro Procurement Code to the greatest extent practicable to procure the CMAR through a Request for Proposals (RFP) process. An Evaluation Committee was formed (which included the Authority's Executive Director and other Metro employees) to review the two RFP finalists responses and interview the firms. The selection timeline began in May with the RFP posted on the Titans procurement website. Responses were due July 7 and final interviews were conducted July 19-20 with Tennessee Builders Alliance (TBA) the team the Titans selected.

The TBA team is a joint venture with Turner, AECOM Hunt, ICF Builders & Consultants and Polk & Associates Construction. TBA has a long history of building iconic sports facilities and both Turner and AECOM Hunt have successfully collaborated on 17 of the 30 most recently completed NFL stadium projects. TBA is committed to prioritizing cost to ensure an on-time and on-budget facility.

Mr. Hardin shared some of the criteria and expectations indicated in the RFP including:

- The proposers were charged with articulating a comprehensive DEI (Diversity Equity Inclusion) plan.
- They were asked to clearly explain how their DEI teammates will be utilized and compensated.
- Equity inclusion on the core construction management team.
- Explanation of methods of public notification to inform the community about opportunities.
- Measurable participation of local, small and minority businesses.

TBA presented a robust DEI plan which successfully addressed the above while also ensuring the engagement of small, minority and women owned business in the construction, installation and supplier enterprises. TBA is comprised of an experienced team with extensive DBE expertise, strong community relationships and diversity inclusion program management. ICF participated in the construction (doors, frames & hardware) of Nissan Stadium. Outreach will include connecting with various Chambers of Commerce to enhance inclusion. The goal is to involve DBEs in every stage of the project.

Additionally, the Don Hardin Group is starting a four-seminar Master Class series which will include topics such as understanding surety bonds, the benefit of mentorships, building a skilled workforce and securing capital. TBA will also begin a series of workshops this Fall that will offer certification assistance to DBEs.

Mr. Werly reported that the next steps are: 1) Today - Sports Authority approval of TBA as CMAR; 2) August - Preliminary construction activities; 3) October - Sports Authority to consider approval of CMAR contract and 4) Early-to-mid 2024 the groundbreaking for construction of the New Stadium

The following questions and responses were asked/given:

Q1: How many construction firms were interviewed and how did the other firm compare to TBA? Did you receive references from the other facilities? (Director Gill)

A1: Two firms were interviewed. The other firm (Nationwide Builders) was very impressive and also had experience in the construction of NFL facilities. References were submitted by numerous firms. (Mr. Werly)

Q&A2: Director Gill raised questions regarding budget overruns, the cost to build other NFL stadiums, the names of those builders and their affiliation with the proposed construction of the New Titans Stadium. Mr. Werly stated that there are several circumstances that impact cost overruns. Director Gill also questioned whether the selection process took into consideration a firms' history of cost overruns. He noted that cost overruns typically reduce the quality of a construction project. Mr. Werly noted that it is a valid concern and the potential for cost overruns was a very critical part of their discussions and selection. TBA's data

presented to the Titans is in alignment with the Titans goals and expectations for a quality stadium. The Titans are responsible for any cost overruns, and should there be a need to deviate from the design to stay within budget, those designs must come before the Sports Authority for approval. We are extremely thorough and focused on building a quality stadium (Mr. Werly)

Q3: How were you able to precisely compare firms when there was not a numerical value assigned to each of the criteria in the solicitation? (Director Gill)

A3a: The intent was to not use a point value scoring system (Mr. Hardin)

A3b: The goal was to take a best value approach rather than assigning points to a particular category. The intent is to ensure we are engaging the best partner for the project. (Mr. DeCoursey)

R3: That approach does not seem to support a fair and equitable selection process. (Director Gill)

A3c: Whether or not to use a scoring system was a much-debated topic. It was determined that the Metro Procurement Code does not require scoring. Because this is not a standard building project, but rather a one-of-a-kind building, the Titans are focusing on engaging the best team for the project. I am confident that the selection process followed was in compliant with Metro Codes. (John Cooper, Titans' Legal Counsel, Holland & Knight)

Q4: During the selection process, how significant was a firm's proposed method for developing a safety plan? Are there any financial contingency clauses tied to safety records? A monthly safety report will be helpful. (Director Hogan)

A4: All firms were asked to provide their safety records and EMR scores and they were all in very high standing within the industry. We are focused on ensuring that the proper safety requirements are met and are in discussions with Gallagher Insurance about having onsite medics and safety superintendents. We are happy to provide monthly safety reports including hours worked on the job. (Mr. DeCoursey)

Q5: In serving on the Selection Committee, do you feel that your relationships with some of the firms may have influenced the choice of the CMAR? Was there anyone on the selection team that did not give the appearance of impropriety? (Director Gill)

A5a: I have relationships with both the selected and unselected teams. My priority is always to move forward with the firm that offers the best response for the needs of the project. As a reminder, the selection team included representatives from Metro's Office of Minority & Women Business Assistance (BAO) (Mr. Hardin)

A5b: Kellen and I were making the final decisions with the input of the Evaluation Committee which ED Fawknotson and Mr. Hardin served on. (Mr. Werly)

Q6: Are the joint venture firms in compliance with the RFP's requirement for a certificate of bonding insurance without a parental guarantee? (Director Gill)

A6: We are proud to report that the joint venture firms have provided surety documentation of their ability to bond up to \$80m without a parental guarantee. (Mr. Hardin)

Upon a motion made by Director Hogan and seconded by Director Adkins, the board approved the Resolution Authorizing and Approving Tennessee Builders Alliance (TBA) as the Construction Manager At Risk for the New TN Titans NFL Stadium.

Facility Questions

Chair Bender invited representatives from the Nashville Sounds baseball organization to share information about their recent community-wide opportunity. Doug Scopel, VP of Operations, Nashville Sounds reported that First Horizon Park was honored to host memorial services for Father Charles Strobel at the request of his family. Father Strobel provided decades of love and support for the city of Nashville and was also a huge fan of baseball. It was an honor to host the services at a venue that carried special meaning for Father Strobel. Director Hogan noted that he was in attendance and the atmosphere and ceremony was an exceedingly beautiful tribute.

Ford Ice Center Bellevue Report

Kristen Bowness, Director of Amateur Hockey & Fan Development gave an update on several activities including:

- Preds Hockey Pathways which is comprised of: Rookie Beginner Play, a 5 week “Try hockey for free” with gear rental and a 6-week Learn to Play Program with Gear Provided. Scholar Scholastic Competitive Play, a Spring Hockey Program for 5th – 8th graders, High School Varsity Hockey & Junior Varsity High School Hockey. All Star Competitive Travel Play with A, AA & AAA travel hockey programs.
- NHL Club Championships – 149 players competed online with the top 16 meeting at Ford Ice Center Bellevue to battle for top seed and represent the Preds during the NHL Draft week
- CORE (Creating Opportunities for Racial Equality) – Provides three 6-week sessions for children new to hockey with full equipment provided, scholarships for additional programming, dinner and tickets to Preds game and to the NHL Draft
- Preds Girls Hockey – 32 A & AA teams from around the country which encompassed a major focus on mental health and anti-bullying.
- Disable Programming – In partnership with Sled Preds & JR Sled Preds and USA Hockey’s Blind Hockey

Paula Trujillo, Director of Figure Skating shared highlights from Community Relations & Special Events including:

- The Scott Hamilton Skating Academy whose mission is to make skating available to people of all ages, ability and description while creating an environment of joy in learning how to skate
- Meeting Our Community Where They Are – A Summer Camp which provides one-on-one coaching was sold out with 14 campers; Camp Ultra Violet for girls age 7 – 13 which sponsored 10 students from The Covenant School and the Golden Club for advanced skaters ages 1 – 8 who raised \$18,000 within a three month period for the CARES Foundation.
- 2 Reform - a performance which proceeds benefited the Covenant School
- Director Gill questioned whether the rink has age one skaters who participate in the program to which Ms. Trujillo reported they are affectionately referred to as “cats in a bathtub” who are initially placed in a bucket and pushed around the rink and subsequently taught to walk on carpet in their skates before placing them on the ice. Director Duncan shared that as a native and current resident of Bellevue, he has witnessed the impactful and beneficial investment which FIC Bellevue has made within and outside of the community.

Adjourn

Chair Bender reported that the board’s next meeting is scheduled for 10:30am on Thursday, September 21 at Nissan Stadium and the Finance Committee is anticipated to meet prior to at 9:30am. The Personnel Committee will meet within the next few weeks. There being no other business, the meeting adjourned.

Respectfully submitted, Valda Barksdale, The Metro Sports Authority

YouTube Link:

<https://www.youtube.com/watch?v=5CPfega8XnA&list=PL70A35525EA40FA72&index=1>