

Megasite Authority of West Tennessee Board of Directors

Meeting Date: September 20, 2023

Time: 10:00 a.m. – 12:15 p.m.

Location: William R. Snodgrass Tennessee Tower, Nashville, Tennessee

Attendees Included:

Clay Bright, CEO

Charles Tuggle, Chairman

Sharon Kolb, Designee for Commissioner McWhorter

Commissioner Branscom (absent)

Commissioner Bryson (absent)

Jeff Huffman

Jim Duke

Evelyn Robertson

Michael Banks (virtual attendee)

Chris Richards

Carolyn Hardy (absent)

Christy Allen, Legal Counsel

Presenters:

Jessica Lucyshyn, Executive VP & Market VP, Land Planning, Gresham Smith

Trey Rudolph, Senior Landscape Architect, Gresham Smith

Sarah Houston, Executive Director, Protect Our Aquifer (virtual attendee)

- The Meeting was called to order at 10:02 a.m. by Chairman Tuggle.
- CEO Bright performed the roll call. A physical quorum was present.
- The first item of discussion was approving the July 19 meeting minutes.
 - A motion was made by Jim Duke to approve the minutes.
 - Motion was seconded by Evelyn Robertson.
 - In a voice vote, the motion passed.
 - Minutes approved.
- The next item on the agenda was approval of the landscape ordinance. CEO Bright asked Jessica Lucyshyn and Trey Rudolph from Gresham Smith to provide some background on the current status and next steps, and what the Board is trying to obtain with the landscape ordinance that Ford is fully backing. Sarah Houston with Protect Our Aquifer attended virtually to comment on the landscape ordinance and had some general comments for the Board as it relates to protecting the aquifer.

- Mr. Rudolph with Gresham Smith reported that they have been working a long time to get all the parties in agreement and pulling in the same direction and believe they have now landed on that spot. The ordinance has a lot of language about protecting the existing trees to maintain that preservation. The biggest thing past all the regulatory comments is the intent of the development that focuses on native and naturalized plant material. It is downplaying the number of manicured lawns in the development, which is good for the environment and cheaper to maintain. CEO Bright stated that planting season will be in the winter and may require Phase I and Phase II, over two winters. Also, Gresham Smith will assist with oversight. The suppliers are under the same ordinance. Christy Allen clarified that the zoning regulations include a definition of owner, and the owner is not the State, and it is not the Megasite Authority for the purpose of these regulations.
- Ms. Houston joined virtually and serves as the Executive Director of Protect Our Aquifer, a non-profit group based in Memphis, Tennessee, whose mission is to protect, conserve and preserve the Memphis aquifer. Ms. Houston stated that her primary goal for this meeting was to encourage the continuing evolution of these regulations for the protection of the aquifer. In the organization's letter to CEO Bright, three main items were requested to protect the Memphis aquifer: 1) low-impact development strategies built into the regulations that are in addition to the native plantings and tree requirements; 2) to add a new section on a wellhead overlay protection district; and 3) underground storage tanks be banned.
- CEO Bright stated that the Megasite Authority is in discussions with TDEC, and the Megasite Authority is the regulatory authority for the wellhead protection site. Dr. Walden with the University of Memphis is conducting a study. That study will be completed in October and presented to TDEC. Upon TDEC's approval, it will become the Megasite Authority's wellhead protection plan. CEO Bright asked Ms. Houston to send the list of the different overlays that may be in operation for the Board's review.
- Chairman Tuggle asked if there were other questions or comments, and seeing none, asked for a motion for approval of the landscape ordinance.
- A motion was made by Jim Duke to approve the landscape ordinance.
- Motion was seconded by Chris Richards.
- No further discussion.

- Mr. Banks joined the meeting virtually, so the vote was taken by roll call. In a roll call vote, all approved and none opposed.
 - The landscape ordinance was approved.
- The next item was the approval of the Stanton Pump Station and Chickasaw Electric property transfers. Chickasaw is a 5-acre sub-station that will serve the TCAT. This is a fee-simple transfer. The other is also a fee-simple property transfer from the Megasite Authority to the City of Station for them to build a pump station for sewer.
 - Chairman Tuggle asked for other questions or discussions, and being none, asked for a motion for approval of the Stanton Pump Station and Chickasaw Electric property transfers.
 - A motion was made by Evelyn Robertson that the item be approved.
 - Motion was seconded by Mayor Huffman.
 - CEO Bright commented that these have all been vetted and discussed through STREAM, the real estate arm of General Services, and what their thoughts were as far as fee-simple transfers versus easements. There will be a reversionary clause in the documents so that if the property is not used for its intended purpose, then it would return to the Megasite.
 - Chairman Tuggle conducted a roll call vote, all approved, none opposed.
 - Motion passed, and the transfers were approved.
- The next item on the agenda was the supplier PILOT updates. CEO Bright reported they have only worked through one of the six PILOTs. The Board previously approved the structure for ECD to negotiate the PILOTs, but the Board did not discuss in that meeting how those funds would be distributed to the two counties. CEO Bright proposed that once those PILOTs are all in, they will be brought back to the Board to decide how those funds are dispersed.
 - Chairman Tuggle clarified that the PILOT payments were negotiated by the State. CEO Bright responded that the ECD negotiated the PILOTs according to the structure approved by the Board but that the Megasite Authority was not a party to those negotiations. CEO Bright further stated that each PILOT will come back to the Board for final approval. Chris Richards noted that when it comes back for approval, it is important to make it clear that those payments will go directly to the IDBs and not through the State. Ms. Richards further stated that the board should establish the process for getting the PILOT payment from Ford so that it can be done routinely every September

15 or a determined date. Chairman Tuggle requested that Chris Bowles prepare a memo to the Board explaining the developer's role as it relates to the suppliers and the PILOTs.

- The next agenda item was an update on the meeting on October 23, 10:00 a.m., at the TN Department of Labor and Workforce Development Center office at Metro Center with Ford and BOSK to get a better understanding of what their labor needs are. Agencies attending: Labor and Workforce Development, Higher Education, TN Board of Regents, DHS, and DOE. There are four different levels of hiring, and some of those will go through training at the TCAT. There will likely continue to be quarterly meetings, as a lot of the hiring for the assembly plant and the battery plant will be ramping up this time next year.
- CEO Bright provided an update on the treatment plant operator and the plant. Most of the pipeline is in, the water treatment plant, storage tank and wells are on schedule. Major milestones coming up are the temporary system coming online on November 1 with temporary measures coming in this October to get that set up. The next milestone commitment to Ford is July, next summer, and the overall water treatment plant will be online, and then the final part of that is February 2025 when the wastewater treatment plant will be online. Ford is updated monthly. The procurement for the operator started earlier this year. Three proposers were short-listed, but the procurement was unsuccessful. An emergency procurement resulted in a short term contract with an operator who will work for a year beginning in October. The procurement process will start over to obtain an operator for the 10-year period.
- SR222 Update: CEO Bright reported they are waiting on final approval and then it will go through the final bid process. Funds are in place from USDA.
- Christy Allen stated that the next agenda item is a requirement from the General Assembly for all boards and commissions, which involves allocating time for public comments. Chairman Tuggle announced that the floor is open; no comments were received.
- Chairman Tuggle presented the next agenda item, which was a compensation approval related to the memo sent earlier to the board. There was an approved raise for all commissioners effective September 1. The approved raise for all

commissioners was 8%. Chairman Tuggle asked the Board to consider approving an 8% raise for CEO Bright, consistent with the commissioners, effective October 1.

- A motion was made by Jim Duke to approve.
 - Motion was seconded by Evelyn Robertson.
 - Discussion was held regarding the timeline of increases for commissioners.
 - Chairman Tuggle conducted a roll call vote, all approved, none opposed.
 - The motion passed.
- CEO Bright presented the proposed 2024 board meeting dates. Staying on an every-other-month schedule, the third Wednesday of the month, alternating between Nashville and Jackson. Calendar appointments will be sent. Chairman Tuggle noted that if there is a month that there is no business to be dealt with or items to vote on then the board would not meet.
 - CEO Bright provided an update on capital grants. The capital grants have been totaled out and are being reviewed with the State Architect's office.
 - CEO Bright reported that the easement documents are close to going out this week.
 - Evelyn Robertson asked if there were any updates on the disputes with TDOT and the landowners. CEO Bright stated that they are with the Attorney General's office and are ongoing. Chris Richards asked if that had negatively impacted the dates originally given with respect to the planned start of construction and completion of the additional interchange and requested an update at the next board meeting.
 - Chris Richards asked for someone from the Department of Transportation to come to a Board meeting to discuss widening I-40. CEO Bright stated he would continue to reach out to Transportation Commissioner Eley.
 - Chairman Tuggle asked if there was any other business any member wanted to bring before the board today. Being none, the Chairman called for a motion to adjourn.
 - A motion was made by Mayor Huffman to adjourn.
 - The motion was seconded by Chris Richards.
 - In a roll call vote, all approved, none opposed.
 - The meeting Adjourned at 12:15 p.m.

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