

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL
DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND
DAVIDSON COUNTY, TENNESSEE

August 22, 2019

The Board of Directors of the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County (the "Board") met on Wednesday, July 17, 2019 at 10:02 a.m. at the Council Committee Room 2 at the Metropolitan Courthouse, Nashville, Tennessee 37201.

Board members present were: Ginger Hausser, Cristina Allen, Lindsey Cox, Aubrey Gregory, Nigel Hodge, Andrea Perry, Carnell Scruggs, and Ken Weaver.

Also present were: Jamari Brown, Metro ECD; Margaret Darby, Metro Legal; Cathy West, Metro Finance; Rhonda Pedley, Metro Finance; Aaron Schneider, Oliver McMillan; Patrick Emery, Oliver McMillan; Jacki Ants, Mayor's Office;

Meeting Minutes:

Madam Chair asked if there were any corrections or discussion for the June 13, 2019 meeting minutes. Mr. Scruggs made a request for corrections to the June 13, 2019 minutes to include his request for a roll call vote for the Remittance of Funds Balance. The June 13, 2019 minutes will be revised / corrected and presented to the Board for approval at the August 22, 2019 meeting.

Public Comment Period:

There were not any public comments.

Items for Approval:

National Museum of African American Music Deed of Conveyance, PILOT Agreement and Operating and Development Agreement Amendment

Mr. Hicks gave a brief history of the National Museum of African American Music. The project has been in the works for approximately 20 years. Over the last 5 or 6 years, they have been working to develop the site at 5th and Broadway for the National Museum of African American Music. Some of the history of the project with the Board has to do with an original fiscal grant in the amount of 10 million dollars that was provided by the city. When the convention center site at 5th and Broad was sold, a part of the provision in the RFQ was that space would be provided in the redeveloped site for the National Museum of African American Music. The National Museum of African American Music Deed of Conveyance, PILOT Agreement and Operating and Development Agreement Amendment come before the Board to insure that the original intent is essentially maintained and will permit the space that the Museum occupies not to be taxed through a contractual relationship with the city.

Ms. Darby gave additional information regarding the National Museum of African American Music Deed of Conveyance, PILOT Agreement and Operating and Development Agreement Amendment. Originally, the location of the National Museum of African American Music was going to be in the Rosa Parks area. The State decided to use the location in the Rosa Parks area for a State Museum. The decision to relocate the State of Tennessee Museum to the original site resulted in a necessity of changing the location of the National Museum of African American Music from what was originally contemplated. In order to realize the new site and the new development partner while continuing to utilize Metro's general obligation bond proceeds, a new contracting structure is necessary. The length of the deal is approximately 20 years. Three legislation items are currently before the Metro Council for approval to effectuate the new contracting structure: a resolution to approve a PILOT lease agreement between the Board and Oliver McMillan /

Spectrum Emery (OMSE); an ordinance to approve a sublease agreement between OMSE and the Metropolitan Government; and an ordinance to approve an amended and restated development and operation agreement among the Board, the Metropolitan Government and the Museum operator. The PILOT lease agreement is important because the Board is an exempt entity leasing property to a non-exempt entity, OMSE, and as required by law either the lessee is obligated to pay a full tax equivalent or the Board and Metro Council can abate those taxes. The two documents before the Board for approval are the PILOT Agreement and Operating and Development Agreement Amendment.

Mr. Scruggs asked how do we get from the Board to Oliver McMillan since the Board doesn't own the property at this time. Ms. Darby stated that currently, the Board doesn't own the property but as of the final execution and delivery of all the documents, there will be a Deed of Conveyance showing that Oliver McMillan will be proclaiming the Museum unit to the Board.

Madam Chair asked if there were any other questions or discussion for the National Museum of African American Music Deed of Conveyance, PILOT Agreement and Operating and Development Agreement Amendment. There being none, Mr. Hodge made a motion to approve the National Museum of African American Music Deed of Conveyance, PILOT Agreement and Operating and Development Agreement Amendment. The motion was seconded by Mr. Scruggs. The Board voted and approved. Ms. Perry abstained from voting.

Financial Matters:

Ms. West reported there were parking invoices for May in the amount of \$105.00. Mr. Gregory made a motion to pay the invoice and it was seconded by Ms. Perry. The Board voted and approved the expenditure.

Scheduled Next Board Meeting

The next Board meeting was scheduled for August 22, 2019.

Adjourn

The meeting was adjourned at 10:46 a.m.

APPROVED, this 22nd day of August 2019.

Ginger Hausser, Chair

Aubrey Gregory, Secretary