MINUTES OF THE 25th MEETING OF THE CONVENTION CENTER AUTHORITY OF THE METROPOLITAN GOVERNMENT OF NASHVILLE & DAVIDSON COUNTY

The 25th meeting of the Convention Center Authority of the Metropolitan Government of Nashville and Davidson County (CCA) was held on December 1, 2011 at 8:01 a.m., in Room 207 at the Nashville Convention Center, Nashville, Tennessee.

AUTHORITY MEMBERS PRESENT: * **Mark Arnold, Marty Dickens, ***Francis Guess, Ken Levitan, Willie McDonald, *Luke Simons, Mona Lisa Warren and *Leo Waters, and Vice-Mayor Diane Neighbors, Ex-Officio

AUTHORITY MEMBERS NOT PRESENT: Vonda McDaniel

OTHERS PRESENT: Larry Atema, Charles Robert Bone, Rich Riebeling, Charles Starks, Barbara Solari, Mark Sturtevant, Ryan Johnson, Terry Clements, Roxianne Bethune, Peter Heidenreich, Holly McCall, Patrick Holcombe, Gary Schalmo, Bob Lackey, Natasha Blackshear, and Jeff Oldham

The meeting was opened for business by Chairman Marty Dickens who stated that a quorum was present.

The Authority then took a recess for an executive session at 8:01 a.m.

* Denotes arrival of Mark Arnold, Luke Simons, and Leo Waters

The meeting resumed at 8:29 a.m.

ACTION: Appeal of Decisions from the Convention Center Authority of the Metropolitan Government of Nashville and Davidson County – Pursuant to the provisions of § 2.68.030 of the Metropolitan Code of Laws, please take notice that decisions of the Convention Center Authority may be appealed to the Chancery Court of Davidson County for review under a common law writ of certiorari. These appeals must be filed within sixty days after entry of a final decision by the Authority. Any person or other entity considering an appeal should consult with private legal counsel to ensure that any such appeals are timely and that all procedural requirements are met.

Mr. Dickens announced that the next scheduled meeting of the CCA is February 2, 2012 at 8:00am.

ACTION: Luke Simons made a motion to approve the 24th Meeting Minutes of November 3, 2011. The motion was seconded by Willie McDonald and approved unanimously by the Authority.

Rich Riebeling and Jeff Oldham discussed the Debt Management Policy. (Attachment #1)

ACTION: Francis Guess made a motion to adopt the Debt Management Policies as presented this morning making them effective as of January 1, 2012. The motion was seconded by Willie McDonald and approved unanimously by the Authority.

Charles Starks was then asked to discuss the Contract Administrator position.

ACTION: Willie McDonald made a motion to authorize Charles Starks to interview candidates, select and hire a person for the position of Contract Administrator with a starting date as soon as possible and with a salary not to exceed $50,000 plus benefits. The motion was seconded by Mark Arnold and approved unanimously by the Authority.

*** Denotes departure of Francis Guess

Gary Schalmo then gave a project update. (Attachment #2)

** Denotes departure of Mark Arnold

Charles Starks was asked to give a tax collection update. (Attachment #2)

With no additional business a motion was made to adjourn, with no objection the CCA adjourned at 9:01 a.m.

Respectfully submitted,

Charles L. Starks
Executive Director
Nashville Convention Center

Approved:

Marty Dickens, Chairman
CCA 25th Meeting Minutes
of December 1, 2011

THE CONVENTION CENTER AUTHORITY OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY

Debt Management Policies

Adopted: _____

Effective date: _____

1. INTRODUCTION

Pursuant to Section 9-21-151 of Tennessee Code Annotated, the State Funding Board of the State of Tennessee has required that all "public entities" in Tennessee, including convention center authorities formed under Sections 7-89-101 et seq. of Tennessee Code Annotated (the "Act"), adopt debt management policies providing written guidance regarding the issuance of debt by such pubic entities.

Pursuant to the State Funding Board's recommendations, The Convention Center Authority of The Metropolitan Government of Nashville and Davidson County, a convention center authority formed under the Act (the "Authority"), has adopted the policies set forth herein (the "Debt Management Policies").

2. AUTHORITY DEBT

The Authority is authorized to issue its revenue bonds to finance "projects" as defined in the Act and to refinance its outstanding revenue bonds. The issuance of revenue bonds by the Authority must be first be approved by the Metropolitan Council of The Metropolitan Government of Nashville and Davidson County (the "Metropolitan Government").

3. DEBT ISSUANCE POLICIES

a. The Authority will issue no debt other than revenue bonds, as prescribed by the Act.

b. The Authority will issue its bonds only to finance projects contemplated by the Act and/or refinance outstanding revenue bonds.

c. The Authority will not execute any documents in connection with an issue of bonds unless:

i. Authority Counsel (as defined below) has advised the Authority that such documents reflect the transaction approved by the Authority; and

ii. Prior to or simultaneously with the delivery of such documents, the Authority receives:

A. An opinion of Bond Counsel (as defined below), addressed to the Authority, or upon which it is authorized in writing to rely, to the effect that the Authority has the corporate power and authority to enter into and perform its obligations under such documents;

B. If interest on such Bonds is intended to be excluded from the gross income of the holders thereof for federal income tax purposes, an opinion of Bond Counsel to that effect;

C. An opinion of Bond Counsel to the effect that no registration of the Bond Issue is required under the Securities Act of 1933, as amended, and no qualification of the indenture, if the Bond Issue is issued under an indenture, is required under the Trust Indenture Act of 1939, as amended; and

D. A certified resolution of the Metropolitan Council approving the proposed issuance of bonds.

d. The Authority will not enter into any interest rate swap or other derivative contract in connection with a bond issue.

e. The Authority will comply with the Tennessee Open Meetings Act, providing adequate public notice of meetings and specifying on the agenda matters related to the issuance of bonds that will be considered. Additionally, in the interest of transparency, all costs (including interest, issuance, continuing, and one-time) shall be disclosed to the citizens/members, governing body, and other stakeholders in a timely manner. To comply with the preceding sentence, the Authority will make available to the Governing Body an estimate of such costs at the meeting at which such debt is considered. The Authority will also direct Authority Counsel or Authority staff to make available to any person who submits a written request copies of any documents executed by the Authority in connection with the issuance of a series of bonds, provided such person pays a reasonable copying charge based on the number of pages requested.

f. With respect to persons or firms providing professional services in connection with the issuance of bonds:

i. The Authority will require all professionals to disclose clearly to all other parties involved in the issuance of such series of bonds all monetary compensation and other compensation received by each such professional related to services provided in connection with the issuance of bonds by the Authority, including "soft" costs or compensations in lieu of direct payments.

ii. The Authority will engage counsel to represent the Authority in connection with the issuance of Bonds, which counsel may be the Metropolitan Department of Law ("Authority Counsel"), either on a general or issue by issue basis. If such counsel is other than the Metropolitan Department of Law or other than counsel that represents the Authority on general matters, such engagement shall be pursuant to a written engagement letter with such counsel.

iii. The Authority will select an attorney or firm of attorneys with expertise in the issuance of municipal debt and the tax treatment thereof to serve as bond counsel for a series of Bonds ("Bond Counsel"), which Bond Counsel will perform the roles and tasks typically performed by an attorney or firm of attorneys serving in that capacity and issue the opinions traditionally issued by such counsel, including, without limitation, the opinions described in 3.c.ii.A., B. and C. above. Authority Counsel may serve as Bond Counsel. The Authority may also rely on Bond Counsel engaged by the Metropolitan Government.

iv. The Authority may choose to engage a financial advisor for a bond issue or utilize the services of the financial advisor currently engaged by the Metropolitan Government. If the Authority engages a financial advisor separate from the Metropolitan Government, the Authority shall enter into a written contract with the financial advisor on terms and conditions approved by the Authority. The financial advisor shall not be permitted to bid on or underwrite an issue for which they are or have been providing advisory services.

v. Any firm acting as an underwriter in connection with a series of bonds must clearly identify itself in writing as an underwriter and not as a financial advisor to any party from the earliest stages of its involvement in the issuance of a series of bonds. Such an underwriter must clarify its primary role as a purchaser of securities in an arm's length commercial transaction and that it has financial and other interests that differ from those of the Authority and the other parties to the issuance of such bonds. An underwriter in a publicly offered, negotiated sale of bonds must provide pricing information both as to interest rates and to takedown per maturity to the Authority in advance of the pricing of such bonds.

g. Professionals involved in a debt transaction hired or compensated by the Authority shall be required to disclose to the Authority existing client and business relationships between and amount the professionals to a transaction (including but not limited to financial advisor, swap advisor, bond counsel, swap counsel, trustee, paying agent, underwriter, counterparty, and remarketing agent), as well as conduit issuers, sponsoring organizations and program administrators. This disclosure shall include that information reasonably sufficient to allow the Authority to appreciate the significance of the relationships. Professionals who become involved in the debt transaction as a result of a bid submitted in a widely and publicly advertised competitive sale conducted using an industry standard, electronic bidding platform are not subject to this disclosure. No disclosure is required that would violate any rule or regulation of professional conduct.

h. To the extent not inconsistent with the provisions hereof, bonds of the Authority shall be issued in accordance the debt management policies of the Metropolitan Government, as in effect from time to time.

Convention Center Authority

December 1, 2011

Appeal of Decisions

Appeal of Decisions from the Convention Center Authority – *Pursuant to the provisions of 2.68.030 of the Metropolitan Code of Laws, please take notice that decisions of the Convention Center Authority may be appealed to the Chancery Court of Davidson County for review under a common law writ of certiorari. These appeals must be filed within sixty days after entry of a final decision by the Authority. Any person or other entity considering an appeal should consult with private legal counsel to ensure that any such appeals are timely and that all procedural requirements are met.*

Happy Birthday!!

Vonda McDaniel

December 18th

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

Construction Progress Update

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

•Exhibit Hall truss jacking is complete

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

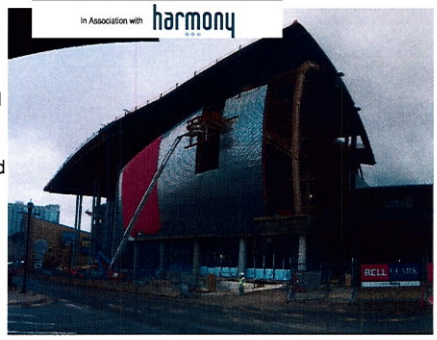
•Mechanical, Electrical and Plumbing work is underway in the Exhibit Hall

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

•Steel Work along the main concourse in building B continues
•Red Iron is starting along 8th Avenue

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

•Metal Panel installation has started on the Grand Lobby



BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

•Brick and Metal Panels continue down KVB High and Low

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

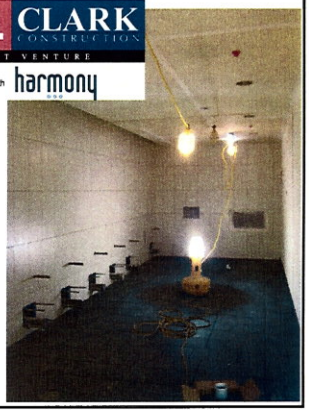
•Preparations are underway for the installation of the dirt for the green roof system

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

•Ceiling Gird installation has started in the meeting rooms

BELL CLARK CONSTRUCTION
A JOINT VENTURE
In Association with harmony

•Tile work has started in the first bathroom on level 1



MCC/Hotel Tax Collection

As of September 30, 2011

	2/5 of 5% Occupancy Tax	Net 1% Occupancy Tax	$2 Room Tax	Contracted Vehicle Tax	Rental Vehicle Tax	Total	Variance to FY 09-10
July	$950,195	$372,222	$950,065	$41,145	$107,934	$2,421,562	23.11%
August	$897,050	$363,000	$887,063	$60,318	$107,305	$2,294,736	40.63%
September	$903,843	$352,054	$845,285	$62,147	$108,239	$2,261,568	25.84%
October							
November							
December							
January							
February							
March							
April							
May							
June							
YTD Total	$2,751,088	$1,077,276	$2,682,413	$143,610	$323,478	$6,977,865	29.32%

These numbers are still subject to change by Metro/Division of Accounts Auditors

MCC/Hotel Tax Collection

September Total Tax Collections

	2010	2011	Variance
5% Occupancy Tax	$1,591,690	$2,259,607	41.96%
Gross 1% Occupancy Tax	$318,338	$451,921	41.96%
$2 Room Tax	$718,508	$845,285	17.64%
Contracted Vehicle	$31,177	$52,147	67.26%
Rental Vehicle	$92,496	$108,239	17.02%
$.50 Room Tax	$179,624	$211,180	17.57%
Total Collections	**$2,931,833**	**$3,928,379**	**33.99%**
Total YTD Collections	**$8,795,700**	**$12,073,227**	**37.26%**

MCC Portion of September Tax Collections

	2010	2011	Variance
2/5 of 5% Occupancy Tax	$636,676	$903,843	41.96%
Net 1% Occupancy Tax	$318,338	$352,054	10.59%
$2 Room Tax	$718,508	$845,285	17.64%
Contracted Vehicle	$31,177	$52,147	67.26%
Rental Vehicle	$92,496	$108,239	17.02%
MCC Collections	**$1,797,195**	**$2,261,568**	**25.84%**
MCC YTD Collections	**$5,395,977**	**$6,977,865**	**29.32%**

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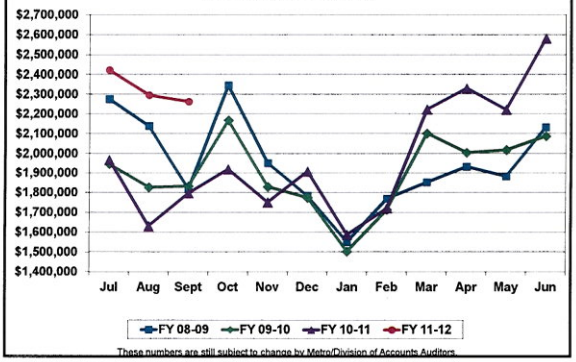
MCC Tax Collections

As of September 30, 2011



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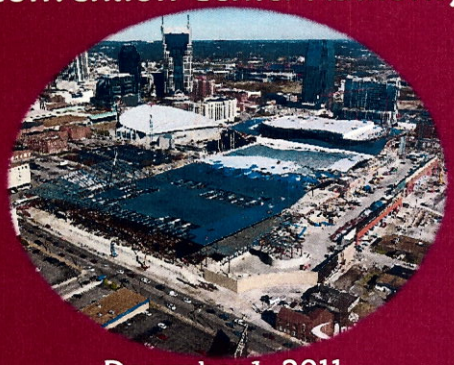
Convention Center Authority



December 1, 2011