

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

BOARD OF DIRECTORS
MEETING MINUTES

Thursday, December 14, 2023 | 10:30 am | Nissan Stadium – Press Box

Attendees

Board Members: Chair Cathy Bender, Kim Adkins, Jad Duncan (Vice Chair), Don Deering, Melvin Gill, Frank Harrison, Dan Hogan, Winston Justice, Aaron McGee (Treasurer/Secretary), Michael Zerah

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

Visitors: Brad Boullion (DRS), Katie Cafiero (Preds), Brittany Campagna (Avison Young), Jon Cooper (Holland & Knight), Kyle Clayton (Preds), Rich Crimm (GHP), Haley Davidson (Titans), Innocent Dargbey (Metro Audit), Wally Dietz (Metro Legal), Beth Duffield (TBA), Adam English (Sounds), Allie Fletch (Terracon Consultants), Bob Flynn (Titans), Ron Gobbell (GHP), Kate Guerra (Titans), Don Hardin (DHC), Jessie Knowles (Clark Construction), Michelle Lane (Metro Finance), Emanuel Mathis (NDOT), Shannon Myers (Titans), Ginny Nedham (Titans), Burke Nihil (Titans), Jill Ormandy (Preds), Lindsey Paola (NSC), Jennifer Pedginski (Metro Finance), Beth Penfield (CAA ICON), Jim Pustejovsky (CPS), Lauren Riley (Metro Internal Audit), Doug Scopel (Sounds), Katy Sheesley (GHP), Brian Tibbs (Moody Nolan), Don Twining (Cumming Gray), Susan Vanderbilt (TBA), Bill Walker (Metro Audit), Dinah Wells (PMC)

Call to Order

Chair Bender called the meeting of the Sports Authority Board of Directors to order, welcomed all to Nissan Stadium, and thanked the Titans' staff for hosting.

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 Meeting Minutes from November 16, 2023

Chair Bender asked if there were questions or comments pertaining to the November 16, 2023 meeting minutes. There being none, **upon a motion made by Director Deering and seconded by Director McGee, the Board of Directors unanimously approved the November 16, 2023 meeting minutes.**

Executive Director's Report

ED Fawknorton gave a summary of the agenda. She gave an update on the RFP for the Sports Authority's Construction Representative for the Titans New NFL Stadium noting that the deadline to submit proposals was Tuesday, December 19 and four proposals were submitted. She is working with Metro's Procurement team to finalize individuals who will serve on the Evaluation Committee. Also, she reported that the Sports Authority office is moving downtown to 2nd Avenue North on January 4. The office space will be shared with other Metro Departments including the Beer Board, Human Relations Commission, Internal Audit and Public Defender. Additionally, ED Fawknorton reported that a Work Session is scheduled for 10:30am on January 11 at Nissan Stadium for the board to review the design of the Titans New NFL Stadium.

Metro Law Director's Report

Metro Law Director Wally Dietz gave an update on the Hearing Injunction concerning Metro's lawsuit asking the Court to declare unconstitutional the recently enacted state legislation replacing six Metro-appointed members of the Sports Authority with appointments by state officials. The Injunction was heard by a three-

panel judge from all three regions of the state. The three constitutional claims are very similar to those of the Airport Authority legislation in that the state legislation violated the Constitution's Home Rule Amendment, the Ripper Bill and the Equal Protection Clause. Metro argued a motion for a temporary injunction against the state's legislation to replace six of the thirteen Sports Authority board members with appointments by state officials. It is anticipated that an opinion will be rendered by the end of the year.

Law Director Dietz encouraged the board to continue business as usual until the court says otherwise. He will update ED Fawknorton upon any developments. Director Hogan requested next steps in the Appellate Court process and ask whether the state appealed the Airport Authority case. Law Director Dietz stated the losing party has 30 days to file an appeal in the Tennessee Court of Appeals. If Metro is not satisfied with that decision, they have 60 days to file an application for permission to appeal to the Tennessee Supreme Court (TSC). The TSC hears cases at their discretion and is not under any obligation to hear an appeal. Tennessee Attorney General filed a notice of appeal against the judges' decision which struck down the state's attempted takeover of Nashville Airport Authority; it can take up to a year for an opinion to be issued. Should Metro win the temporary injunction for the Sports Authority, this board will continue business as usual. Director Deering asked what happens if an opinion is not issued on the Sports Authority Injunction Hearing by end of 2023 to which Law Director Dietz responded if the court does not rule then the law goes into effect January 1. The 3-judge-panel is aware of the time sensitivity.

Finance Committee Report

Finance Committee (FC) Chair Harrison reported on the following items from the FC which met earlier at 9:30am:

- A. Kyle Clayton, Preds, Chief Strategy Officer provided a review of FY23 Bridgestone Arena Capital Asset Management Plan (CAMP)
- B. Brad Boullion, Disaster Recovery Services LLC provided an update on Bridgestone Arena flood repairs and plans
- C. Lauren Riley, Metro Auditor gave an overview of the audit of the Major League Soccer Stadium construction project. The audit recommends the Sports Authority establish wage law monitoring procedures for all applicable contracts to ensure compliance by the construction manager and all sub-contractors throughout the life of the contract. The FC recommends the board defer approval of the resolution approving the recommendation. A deferral will allow the board time to research and collect information that would allow the board to formulate an informed decision.

Upon a motion made by Director Harrison and seconded by Director Hogan, the board voted unanimously to defer a Resolution Approving the Audit of the Major League Soccer Stadium Construction Project Recommendations

- D. The FC recommends approval of a Resolution Approving the Delegation of Authority (*to the Board Treasurer*) of Receiving, Reviewing, and Approving Reimbursement Requests Made Pursuant to the Stadium Lease as Amended by Amendment No. 7 to the Stadium Lease

Upon a motion made by Director Harrison and seconded by Director Adkins, the board voted unanimously to recommend approval of a Resolution Approving the Delegation of Authority (to the Board Treasurer) of Receiving, Reviewing, and Approving Reimbursement Requests Made Pursuant to the Stadium Lease as Amended by Amendment No. 7 to the Stadium Lease

- E. The FC considered a Resolution Approving and Adopting a Proposed Procurement Policy drafted by Director Gill. Director Gill and Michelle Lane provided details concerning the policy. The FC recommends approval of the resolution. Director Duncan stated he was not available to attend the FC meeting and has several questions including whether there is a need for the policy and why the policy was brought before the FC instead of the full board. Director Adkins state

she did attend the meeting and believes there needs to be more discussions surrounding the policy; she recommends and supports a deferral. Director Gill stated he recommends the policy because in his opinion the board was bamboozled by the Titans. His intent for the policy is to ensure all businesses in Nashville have an opportunity to express an interest and submit their qualifications to work on the Titans New NFL Stadium. Because the process did not go through Metro Procurement, solicitation was not distributed to all potentially qualified businesses in Nashville, businesses were not selected transparently nor was there a protest procedure included in the process. This policy will ensure that all RFPs & RFQs for Sports Authority funded projects will be fair and open, noted Director Gill. Director Hogan stated the policy is worth considering, however a deferral is necessary to address questions and entertain further discussions. Director Harrison stated that he also attended the FC meeting and is in support of approving the policy. Further he stated, Metro Procurement reported during the FC meeting that the policy does not deviate from their current operating standards and will not impose a burden.

Chair Bender invited Michelle Lane, Metro Chief Procurement Officer to share her perspective. Ms. Lane reported she recognizes and respects the independence of the Sports Authority Board and it is at their discretion to request Metro Procurement services. When she was asked to review the policy, she did so through the lens of recognizing that all request made by any of Metro's 52 departments, are to be consistent with Procurement Code, state law and Procurement Regulations. The protest process is baked in Procurement Code and Regulations and would not impose any additional burdens. We work daily with departments who make recommendations that delineates from our current processes and we ensure that they are consistent with Procurement Regulations and void of conflicts. This would be our approach regarding the policy recommendation for the Evaluation Committee to be composed of a minimum of five and maximum of nine members. Should the Authority engage Metro Procurement, the proposed policy does not deviate from nor contradict Metro's standard procurement processes, noted Ms. Lane.

Director Deering asked what impact will the proposed policy have on the Titans New NFL Stadium and future projects. Metro Legal Counsel Thomas responded that application of the policy would be in accordance with the agreements. Should the board choose to adopt the policy, it would not impact the Titans New NFL Stadium because the agreements have been executed and cannot be amended.

Director Deering asked to hear from a Titans representative. John Cooper, Holland & Knight, LLC, Counsel to the Titans on the Titans New NFL Stadium project reminded the group that the Development Agreement approved by the board included a procurement policy and procedure which stated that the Titans will follow the Metro Procurement Code to its greatest extent practical. Further, he stated, in working with the Titans throughout the process it is his belief that the Titans have complied with both state law and the Metro Procurement Code and there has not been any violation of the code. The protest right does exist in the Procurement Code, noted Mr. Cooper. Director Gill noted that the right to a protest was not included in the RFP for either of the contracts nor was there a weighted value for the evaluation criteria.

**Upon a motion made by Director Harrison and seconded by Director McGee, the vote (4
yays/5 nays) failed to approve the Resolution Approving and Adopting the Proposed
Procurement Policy**

Ron Gobbell, GHP President Emeritus, reminded the group that GHP and CPS are Acting Program Managers for the Titans New NFL Stadium in a similar role provided to the Sports Authority and Metro for GEODIS Park. GHP-CPS has expanded its team with trusted consultants, including the following:

- a. Barge Civil Associates – to review Civil design on behalf of the Sports Authority / Metro
- b. FD Energy Solutions – to review Mechanical, Electrical and Plumbing design on behalf of SA/ Metro
- c. Moody Nolan – to review Architectural design on behalf of SA / Metro. They will include reviewing public areas of the stadium and the capacity to handle anticipated crowds.

Additionally, GHP-CPS is reviewing the 50% Design Development Package, which includes over 2,000 drawings and over 4,000 documents. GHP-CPS is reviewing the design plans to ensure compliance with industry best practice standards, Metro standards, and various agreements specific to the stadium. They will monitor the work during construction reported Mr. Gobbell. GHP-CPS will continue to attend monthly design coordination meetings that involve well over 100 professionals designing and estimating various components of the stadium. The team is working to coordinate stadium design with the Titans, East Bank Team and the newly selected developer of the East Bank. Much of this work is time sensitive to coincide with the opening of the stadium. The 100% Design Development Package is expected to be issued in January 2024 and our team will be involved in reviewing compliance with design documents, subcontractor procurement, pay requests, change orders, and schedule. The earthwork is scheduled to start in February or March of 2024.

Jim Pustejovsky, CPS Owner reported the team will continue to attend frequent Owner Architect Contractors, BAO, East Bank Coordination and other meetings as needed. The bid package schedule is aggressive but moving along smoothly. The overall project is a massive undertaking; however, the work is progressing agreeably. Director Hogan questioned whether there was a relocation of a gas main to which Mr. Gobbell reported the gas line is outside the footprint of the Stadium and it is his understanding that the relocation process is underway. Pending the Authority's approval of the 50% design development drawings, the earthwork should begin by March 2024. Mr. Pustejovsky noted that the construction trailers should be in place by February.

Facility Questions

There were no questions presented.

Titans Monthly Stadium Report,

In referencing conversations earlier regarding the Proposed Procurement Policy, Adolpho Birch, Chief External & League Affairs Officer, stated the Titans are extremely proud of the process, transparency and result of the bid process. The process was rigorous and they believe the results are reflective of their invitation to a broad group of companies and individuals to participate. They are always looking for ways to improve processes and welcome all helpful suggestions.

Highlights of Construction & Design updates include: 1) Additional DBE Pre-Bid hours for the Exterior Skin & Enclosure (59 attendees), MEP, Fire Protection & AV & Communications and Finishes (95 attendees); 2) Sewer main work is complete; 3) Piedmont Gas line relocation completion is anticipated by end of December; 3) The process for the Nissan Stadium Demolition RFP is continuing with responses due in January; 4) The Titans issued RFPs for Third-Party Testing & Inspection and for the Fall Arrest Systems; responses are due in January; 5) Permit Applications for earth work have been submitted; work is anticipated to begin March 2024 contingent upon permit receipts and Authority approval on design documents; 6) The Titans continue to collaborate with Metro's BAO team to ensure proper DBE outreach and participation; 7) Communication continues with surrounding stakeholders including NDOT & various Metro Departments regarding logistics and parking plans.

Titans Town will be the trailer complex that will serve as the hub/working space for the many stakeholders/partners associated with the Titans New NFL Stadium project. The hub will encompass approximately five football fields in size and will include 56 trailers totaling more than 40k square feet of office space. The complex will include a robust Workforce Development trailer dedicated to job training and resources.

Project Budget spend to date is \$80,212,279 as of end of November 2023 and there have been no changes to the project team directory since last report.

Burke Nihil, President/CEO, Titans, also circled back to address the procurement process and shared the history of his grandfather's admiration for Nashville and the various construction project buildings he was affiliated with as an electrician. The Titans New NFL Stadium will be the people's house and an opportunity for people to learn a trade, grow their business and work on future iconic buildings. The Titans will ensure diverse participation, their processes will continue to evolve and the organization is worthy of the public's trust.

Continuing, Mr. Nihil shared an animated video of the new stadium design and announced Nissan USA has agreed to carry over the naming rights in a twenty-year partnership and will collaborate with the Titans on the One Community initiative.

Mr. Nihil further reported the Titans hosted Mr. Football Awards 2023 last week where Mr. KeShawn Tarleton, Pearl-Cohn H.S. c/o 2024 won the Division 1 Class 4A trophy. Additionally, Coach Tony Brunetti of Pearl-Cohn High School was 2023 Tennessee Titans High School Coach of the Year; he is the winningest coach in Metro Public Schools history. One of Nissan Stadium's season highlights is the attendance of over 900k during 2023, the third highest stadium attendance worldwide. The ten biggest weekends for Nashville in 2023 were all Nissan Stadium concert weekends. Director Adkins asked what the attendance record was for 2022; Mr. Nihil stated the numbers were very similar. Director Deering commented that former Titans Frank Wycheck will be missed; Mr. Nihil stated he will be honored at the next game.

Director Gill asked whether there will be opportunity for additional businesses to be added to the Tennessee Titans Stadium Project Team list; Mr. Birch responded the project team is set, however, there will be numerous business opportunities during the design and construction phase of the project.

Adjourn

In closing, Chair Bender announced the next meeting is a Work Session schedule for 10:30am on Thursday, January 11 at Nissan Stadium for the design presentation of the Titans New NFL Stadium. The next board meeting will be 10:30am on Thursday, January 18 at Geodis Park; all will be notified if there is a need for the Finance Committee to meet prior to at 9:30am. There being no further questions or business, the Board of Directors meeting adjourned.

Respectfully submitted, Valda Barksdale, Metro Nashville Sports Authority

YouTube Meeting Link:

<https://www.youtube.com/watch?v=5TM33dJxw6w&list=PL70A35525EA40FA72&index=2>