

The Industrial Development Board of the City of Millington, Tennessee

7965 Veterans Parkway, Suite 101

Millington, Tennessee 38053

Minutes of Regular Board Meeting

March 14, 2025

The following Board Members participated:

Gregory Moody
Jack Langford
Jim Warberg
Kenneth Uselton
Gavin Smith

Also participating:

Jon Crisp
Deanna Grigsby
Larry Dagen
Frankie Dakin
Don Lowry
Will Brantley
Candace Ward
Thomas McGhee
John Perales
Charles Reed
Michaelle Terhune
Paul Frazier
Phil LeBlanc
Will Patterson

1. **Determine Quorum** – Chairman Gregory Moody opened the meeting at 8:00 a.m. on March 14, 2025. The Board had a moment of silence. Then, the Board and all guests recited the Pledge of Allegiance. Chairman Moody thanked Mr. Perales for his time serving on the IDB's Board of Directors and presented him with a paperweight as a "thank you" for his service. Then, Chairman Moody welcomed the IDB's newly appointed Director, Mr. Gavin Smith. After determining a quorum, the IDB meeting was called to order.
2. **Public Comment Period** – There were no public comments.
3. **City Manager's Request to Speak** – Chairman Moody introduced the topic and gave the floor to City Manager Frankie Dakin. Mr. Dakin explained that Resolution 28-2025 was passed unanimously by the Board of Mayor and Alderman at its regular meeting on March 10, 2025. Mr. Dakin clarified that Resolution 28-2025 is not a directive, only a recommendation. Mr. Dakin stated there is a streamlined approach to the City's Department of Economic Planning and Development. He hopes that the City's Board of Mayor and Alderman and the IDB's Board of Directors can work together over many months to come to remove duplication, stretch taxpayer resources, and increase accountability. Mr. Dakin assured the Board that he was not looking for any response today, and that today was only about starting the conversation. Mr. Dakin also mentioned a presentation recently given by some of the students at Millington Central High School, and he highly recommended that the IDB attempt to attend a second presentation from the students. Director Uselton asked if the City's Resolution would be up for discussion later on this meeting's agenda. Chairman Moody asked Mr. Dakin if there was an expectation for the Board on when to give a response. Mr. Dakin replied that there was no expectation for a response, and he cautioned the Board to not get too bogged down in the details at this point in time as this proposal is only in the information gathering phase. He stated that since the IDB is an entirely separate entity, if the IDB staff were to move over to City Hall, then the City would charge the IDB rent for the space, probably between twelve and fourteen dollars per square foot. He suggested that the two entities work out the terms of a lease agreement, which would only go into effect if we were to move forward with this proposal. The IDB would save money in this way by utilizing free internet and wifi at the City, per Mr. Dakin, and would be able to rent out Suite 101 in the IDB's owned building at 7965 Veterans Parkway, where the IDB

is currently housed. Director Smith requested clarification that the proposal was more about reorganization and would not diminish the independent authority of the IDB. Mr. Dakin agreed. Kenneth Uselton made a motion to add further discussion of Resolution 28-2025, proposed by the Mayor and Alderman, to the agenda under Agenda Item 10. Other Business. Jack Langford made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, Kenneth Uselton and Gavin Smith voted aye. Motion carried.

4. **Consideration of Minutes from the February 14, 2025 Regular Board Meeting and the February 24, 2025 Special Meeting** – Chairman Moody introduced the topic and asked if there were any proposed changes to the minutes. Director Uselton proposed two corrections to the minutes of the February 24, 2025 Special Meeting. Director Uselton stated that Chairman Moody requested not to vote for himself upon his election to Chairman, and therefore the vote should be recorded as Chairman Moody abstained from the vote. The same is true for Vice Chairman Langford upon his election to Vice Chairman, and thus the vote should be recorded as Vice Chairman Langford abstained from the vote. Director Uselton proposed a correction to the minutes of the February 14, 2025 meeting. He stated that as a new Director, he had abstained from the vote approving the minutes of the December 13, 2024 regular meeting, and the minutes should be modified to reflect this. Kenneth Uselton made a motion to approve the minutes of the February 14, 2025 regular Board meeting and the February 24, 2025 special meeting with the proposed changes. Jack Langford made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg and Kenneth Uselton voted aye. Gavin Smith abstained from the vote. Motion carried.
5. **Consideration of the Financial Statements for February 2025** – Chairman Moody introduced the topic and gave the floor to Assistant Executive Director Deanna Grigsby. Ms. Grigsby offered a summary of the financial statements for February 2025 to the Board. After her review, Ms. Grigsby asked if there were any questions or comments on the financials. Alderman Liaison Don Lowry had some questions for his clarification. There were no other questions or comments. Jack Langford made a motion to approve the financial statements for February 2025. Jim Warberg made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, Kenneth Uselton and Gavin Smith voted aye. Motion carried.
6. **Amendment to Delta Concrete Option** – Chairman Moody introduced the topic and gave the floor to Executive Director Jon Crisp. Mr. Crisp explained that when Delta Acquisitions bought the 20 acres in July 2023, they also bought an option for the adjacent 20 acres. Now, a company called Memphis Fence is interested in obtaining the option from Delta Acquisitions, and purchasing the property from the IDB. Mr. Crisp explained that per the proposed amendment, the term of the option agreement will be extended to January 12, 2028. There was discussion that resulted in a general consensus of the Board that this extension will tie the property up for too long. The current expiration date of the option agreement is July 12, 2026, which ought to be sufficient time. There is no reason why the potential buyer of the option could not come back to the IDB in the future to ask for more time.
7. **Millington Area Chamber of Commerce Lease Agreement** – Mr. Crisp explained the Millington Area Chamber of Commerce's Lease Amendment Three expired on December 31st, 2024. Discussions on renewing the lease were put on hold due to the changes happening with the leadership of the Chamber. The agreement which was in place consisted of an in-kind sponsorship to exchange rent of Suite 102 for a \$25,000 sponsorship. Mr. Crisp stated the lease agreement being proposed at this meeting reflects a continuation of this agreement for another year. Director Uselton asked how the Chamber was promoting the IDB and if it was worth the \$25,000 annual sponsorship. There was some discussion. Director Smith stated that there was a lot of ground between \$0 and \$25,000, and that no one wants to run off the Chamber. All agreed with this. Director Uselton clarified that sponsorship is a wholly separate thing, and the IDB can decide on a sponsorship level to help support the Chamber thereby offsetting the cost of rent. Director Smith asked if this would prohibit future conversations with the Chamber, to which Chairman Moody replied that it would not. Kenneth Uselton made a motion to redo the lease agreement between the IDB and the Chamber with the going rate of \$14.00 per square foot. Jack Langford made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, Kenneth Uselton and Gavin Smith voted aye. Motion carried.
8. **Astoria TIF Development Agreement Extension Amendment** – Mr. Crisp reminded the Board that it has a Development Agreement in place with the developers of the Astoria TIF. The Development Agreement sets a time

period for activity to begin on the TIF. The developers have requested an extension to the Development Agreement via this Second Amendment, due to a complete redesign of the TIF with an updated plan and new builders. Mr. Crisp invited Paul Frazier of PFMT Holdings to speak. Mr. Frazier introduced his partner, Michaelle Terhune. He spoke on the redesign of the TIF plan and stated he had met with Mr. Jared Darby, the City Planner, last week to show him the steps of where the project was. Mr. Frazier stated some demo work has taken place to clean the site up a bit. Gavin Smith made a motion to approve the Resolution which approves the Second Amendment to the Development Agreement. Kenneth Uselton made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, Kenneth Uselton and Gavin Smith voted aye. Motion carried.

9. **Butler Buildings Update: Asbestos Inspection** – Mr. Crisp informed the Board that there was an inspector who came out and checked the buildings for asbestos. Ms. Terhune stated that they have not received the results of the asbestos survey yet. She stated that this is the last step required for obtaining the demolition permit. They were told that once PFMT Holdings has obtained the demolition permit, the City will record the subdivision plat, and then we can move forward with the sale and proceed to closing.

10. **Other Business**

- a. **Consideration to Transfer \$100,000 from Money Market into Checking Account** – Chairman Moody introduced the topic and asked Ms. Grigsby if this had been discussed at the last meeting. Ms. Grigsby stated that yes, the Board had discussed it at the last regular meeting. It was tabled to the next meeting, this one, under the assumption that the Board would have a Treasurer to make a recommendation. Ms. Grigsby stated that the Board has about \$94,000 right now in the checking account now, so the Board could potentially wait to the next meeting to make the transfer. Director Smith asked if we could write a check out of the Money Market account. Mr. Crisp explained that even if we could, staff cannot authorize the transfer of money from the Money Market account to the checking account. Chairman Moody said that it is inevitable this transfer will need to be made at some point. Ms. Grigsby stated that the reason for leaving the bulk of the funds in the Money Market is because the interest earned off the roughly \$253,000 in the Money Market is about 5.08%. While this rate is not locked in, it is significantly better than the 0.05% earned in interest off the funds in the checking account. The funds were left in the Money Market to earn that better interest until the IDB needed to pull it out to pad the checking account. Director Uselton asked that without a Treasurer, can we even transfer the money? That was a good question. Though we can from the Edward Jones' point of view, we may not from the point of view of the bylaws. Kenneth Uselton made a motion to transfer \$50,000 from the Money Market account to the checking account pursuant to legal counsel's approval of this move being okay to do without a Treasurer. Jack Langford made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, Kenneth Uselton and Gavin Smith voted aye. Motion carried.
- b. **Officer Election Discussion** – Chairman Moody introduced the topic. He stated that the Board had a special meeting on February 24, 2025. At that meeting, Director Rod Loggins was nominated and elected Secretary and Treasurer. However, Mr. Loggins declined the nomination and is unable to serve on the Board in that capacity. Therefore, the office of Secretary and Treasurer remains vacant. Chairman Moody moved the actual election to the Other Business section of this agenda.
- c. **April 11, 2025:** This is the date of the next regular meeting of the Board.
- d. **Other Business** – There were three other item of business to properly come before the Board.
- i) **Director Uselton's Added Agenda Item: Discussion of City's Resolution 28-2025** – Under the purview of the Resolution proposed by the Board of Mayor and Alderman, Director Uselton suggests that we have consultation between two persons from the IDB's Board of Directors, two persons from the City's Board of Mayor and Alderman, a staff person from each entity and a legal person from each entity, to sit down and have discussions on this topic. He suggested that this group then comes back and offers a presentation on the topic to both full Boards. City Manager Dakin thanked Director Uselton for his suggestion but explained that Resolution 28-2025

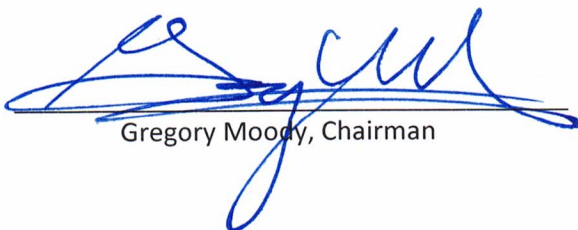
passed by the City was simply to sunshine the topic of discussion with both Boards and was not a push for quick action. Mr. Dakin stated that the idea of the ad hoc committee on this topic is a great but requested that Director Uselton table the idea until he can take it back to the Board of Mayor and Alderman to gauge their reaction on it. Mr. Dakin requested that the IDB simply pass a Resolution in support of the City's Resolution. That would take no official action other than indicating the IDB's support of this topic and will allow Mr. Dakin and Mr. Crisp to have discussions on such. Director Uselton asked if we cannot do the two together, to accept the City's Resolution and to create the ad hoc committee simultaneously, as this would be more efficient. Mr. Dakin suggested that if Director Uselton makes that motion, he do so a little less specifically. Mr. Dakin asked Chairman Moody if Attorney Will Patterson could speak to this. Chairman Moody agreed. Mr. Patterson stated two members of each board coming together on the ad hoc committee will run into Open Meetings Law issues, requiring publications for each meeting and constricting flexibility. Mr. Patterson agreed with Mr. Dakin's suggestion to support the City's Resolution without being too specific in the ad hoc committee creation, so that we could be as nimble as we might need to be. Mr. Patterson stated the intent is not to hide anything from the public, but it is easier to have initial discussions if we could do it more informally. Kenneth Uselton made a motion to receive and accept the City's Resolution 28-2025 and, in consideration of moving forward, recommends the creation of an ad hoc committee between the Board of Directors of the IDB and the Board of Mayor and Alderman. Director Uselton added that other persons may be brought into the ad hoc committee later, but this is not a part of the motion currently being made. Gavin Smith made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, Kenneth Uselton and Gavin Smith voted aye. Motion carried.

ii) **Secretary and Treasurer Nomination** – Director Gavin Smith nominated Kenneth Uselton for the office of Secretary and Treasurer. There were no other nominations. Gavin Smith made a motion to elect Kenneth Uselton to the office of Secretary and Treasurer. Jack Langford made a second to the motion. Gregory Moody, Jack Langford, Jim Warberg, and Gavin Smith voted aye. Kenneth Uselton abstained from the vote. Motion carried. Kenneth Uselton accepted the election. Congratulations, Secretary and Treasurer Uselton!

iii) **New Roof Needed Soon** – Mr. Crisp informed the Board that soon, the IDB will need to consider purchasing and installing a new roof. Secretary and Treasurer Uselton suggested that staff go ahead and begin procuring quotes for the roof for budgeting purposes.

11. **Adjourn** – With no other business to discuss, Kenneth Uselton made a motion to adjourn the meeting. Jim Warberg made a second to the motion. The Board was all in favor of adjourning the meeting.

I have read and approved the above minutes of this regular Board meeting:



Gregory Moody, Chairman



Kenneth Uselton, Secretary and Treasurer