

The Industrial Development Board of the City of Millington, Tennessee

Minutes of Regular Board Meeting

Held at Millington City Hall

7930 Nelson Road, Millington, TN 38053

September 12, 2025 at 8:00 a.m.

The following Board Members participated:

Jack Langford
Kenneth Uselton
James Blackwell
Jim Warberg
Rod Loggins
Gavin Smith

Also participating:

Jon Crisp
Deanna Grigsby
Frankie Dakin
Don Lowry
Will Brantley
Mike Gill
Charlie Reed
And others in attendance

1. **Call to Order** – Vice Chairman Jack Langford opened the meeting at 8:00 a.m. on September 9, 2025. The Board had a moment of silence. Then, the Board and all guests recited the Pledge of Allegiance. After determining a quorum, the IDB meeting was called to order. Mr. Langford asked if there were changes or additions to the meeting's agenda. There were none. Secretary and Treasurer Kenneth Uselton made a motion to accept the agenda as is. Jim Warberg made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Gavin Smith voted aye. Rod Loggins was not present for the vote. Motion carried.
2. **Consideration of Minutes** – Mr. Langford introduced the topic and asked if there were any proposed changes to the minutes of the regular Board meeting on August 8, 2025 and the special Board meeting on August 26, 2025. There were none. Mr. Uselton expressed his approval. Kenneth Uselton made a motion to approve the minutes of the August 8, 2025 regular Board meeting and the August 26, 2025 special Board meeting as printed. Gavin Smith made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Gavin Smith voted aye. Rod Loggins was not present for the vote. Motion carried.
3. **Consideration of the Financial Statements for August 2025** – Mr. Uselton gave a brief overview of the financial statements for August 2025. Kenneth Uselton made a motion to approve the financial statements for August 2025. James Blackwell made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Gavin Smith voted aye. Rod Loggins was not present for the vote. Motion carried.
4. **Public Comments** – There were no public comments.
5. **Public Relations Proposal** – Mr. Uselton explained to the Board that Journal Communications works with the Department of Tourism for the State of Tennessee. Journal Communications puts out a magazine across the state and nation. They approached the IDB about taking an article and publishing some of its sites and history. This will give the IDB the kind of visibility that it has been wanting as far as marketing. It is within budget. Mr. Langford asked if the IDB would get copies of the magazine. Mr. Uselton responded that the IDB would get 200 copies for itself. James Blackwell made a motion to accept the contract with Journal Communications. Kenneth Uselton made a

second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Gavin Smith voted aye. Rod Loggins was not present for the vote. Motion carried.

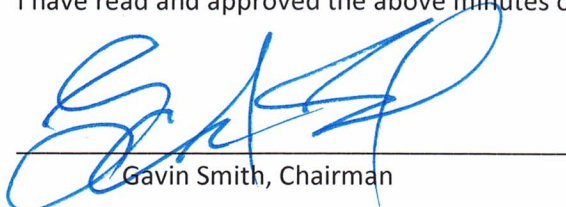
6. **Proposed Meeting with Mayor and City Manager on September 19th** – Mr. Langford introduced the topic and gave the floor to Mr. Uselton. Mr. Uselton explained that he has been in conversation with City Manager Frankie Dakin and Mayor Larry Dagen and all agreed it would be wise to gather together at the IDB office to discuss the Memorandum of Understanding. It was proposed to meet on September 19th at 3:30 p.m. Mr. Warberg stated he is intensely interested in this topic, but he is unable to make a meeting on that day at 3:30 p.m. due to his commitment to coaching girls' soccer. It was decided the meeting would be held at 8:00 a.m. on September 19th after all confirmed they could attend at that time. Mr. Langford informed the Board that he has asked Assistant Executive Director Deanna Grigsby to prepare a packet with all information pertaining to the MOU and IDB staff, so everyone has a clear understanding of what has happened up until this point.
7. **Engagement Letter for Ethics Investigation** – Mr. Langford introduced the topic and gave the floor to Will Brantley. Mr. Brantley explained the engagement letter is with Luran Stimac at Evans Petree, PC. Her action plan will be to review applicable law, gather facts from the IDB and other witnesses, determine who should be interviewed and conduct those interviews, and then present a report of findings to the IDB Board. Mr. Langford asked how long it would take. Mr. Smith stated he spoke with Tricia Adrian, IDB Attorney, and it is difficult to tell how long it will take. Mr. Loggins asked how this attorney was selected. Mr. Brantley stated Ms. Stimac is a well-respected attorney in Memphis and she is one of the few options who has a background in ethics investigations. Because it is an unusual task, the list of lawyers qualified to handle the ethics investigation is a short list anyways. Since Ms. Adrian was not in attendance at the meeting and Mr. Brantley could not explain Ms. Adrian's selection process, it was agreed that this item would be discussed at the end of the meeting when Ms. Adrian was able to call Mr. Brantley back. Gavin Smith made a motion to move this agenda item to the end of the agenda. Rod Loggins made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, Rod Loggins, and Gavin Smith voted aye. Motion carried.
8. **Executive Director's Update** – Prior to beginning his updates, Executive Director Jon Crisp stated he hopes the ethics investigation will be cleared up quickly. Mr. Crisp stated he has obtained counsel and on the advice of his counsel, he will be exercising all his rights under the Tennessee Public Protection Act.
 - a. **Most Dependable Fountains** – Mr. Crisp informed the Board that Connor McGrory is working to put together a Purchase and Sales Agreement to purchase the property. Alderman Don Lowery asked if any incentives were being offered to the company to entice them to come. Mr. Crisp said that Blake Swaggart is working with them on what incentives for which they might qualify, but the company is leery of incentives due to a deal that had gone awry in the past.
 - b. **Target** – Mr. Crisp informed the Board that Target is putting together their critical path document which outlines their next steps.
 - c. **Academy Sports** – Mr. Crisp stated he would have a conference call with Academy Sports the following week to discuss their Development Agreement and general questions about structuring their TIF loan. Justin Starling of Bass, Berry & Sims, PLC is representing Academy Sports.
 - d. **TCAT** – Mr. Crisp informed the Board that an ALTA survey has been ordered for the property that the Tennessee Board of Regents will purchase for the new TCAT. Mr. Crisp stated he will ask someone to make a motion to approve the purchase of the ALTA survey. TCAT is not asking for any incentives and is paying \$550,000 for the land price. Expediency is very important with the survey and so it is reasonable for the IDB to absorb the cost of the ALTA survey. James Blackwell made a motion to approve the purchase of an ALTA survey for the property slated for purchase by TCAT. Gavin Smith made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, Rod Loggins, and Gavin Smith voted aye. Motion carried.

- e. **Roof** – Mr. Crisp said he has contacted Simmons Roofing to inspect the roof. He said another presented option for an inspector happened to be one of the bidders on the roof, so IDB staff couldn't use that person to inspect the roof. Simmons should be coming onsite soon.
- f. **Landscaping** – Mr. Crisp pointed out the five oak trees that were under the power line in front of the IDB's office building are gone now. He said Ms. Grigsby spoke with the foreman of the crew cutting the tops off the trees and she asked if they could just take the whole trees instead of cutting off most of the tops. Her reasoning was that it would be safer and less time consuming, and ultimately kinder to the trees. The crew was able to do this at no cost. The landscaping company, Aim to Please, is doing a marvelous job with the landscaping at the IDB building, stated Mr. Crisp. Other landscaping news includes a discovered leak in the irrigation system. A technician was called out to repair a failed valve in the irrigation system and all seems to be working well now.
- g. **Heart to Heart Lease** – Mr. Crisp stated that the lease with Heart to Heart Home Health Care was going well. They requested information from the IDB to obtain a Use and Occupancy permit. IDB staff got the information to Heart to Heart and they are now obtaining their permit.
- h. **MLG&W** – Mr. Crisp stated that Ms. Grigsby, Mr. Uselton and himself met with Kim Bond from MLG&W to help put an information packet together for potential electric usage for Millington. Ms. Bond is listing out who needs to be at a future meeting to discuss the information packet such as IDB officials, City officials, MLG&W engineers, TVA engineers, etc. to figure out a more precise demand on the future electrical load to help push for a second substation in Millington. Mr. Warberg said the two steps in the process will be quantifying our load increases to move us up in the priority list of construction. Once we are moved up on the schedule to have a substation built, and once it is approved, then it takes about eighteen months from engineering to completion. Mr. Warberg stated there are 15 megaWatts of capacity left at the Millington Substation 15, but one outage event at that station will outage the City, and one large customer could easily use up all of the last 15 megaWatts of capacity. Mr. Warberg also said the new solar farm helps with the transmission side of power, making that a bit easier. On the distribution side, the IDB just needs to keep fighting to move up on distribution.
- i. **Astoria** – Mr. Crisp said Paul Frazier has made a new proposal to the City to adapt Astoria, which will look very different from the rendering. He is working with the City now to see what they can work out and how it will be developed.
- j. **Butler Buildings** – Mr. Crisp reminded the Board that Paul Frazier submitted an LOI, and then a Purchase and Sales Agreement, and a check for the full sale price that is in the IDB safe. Mr. Crisp stated that the problem is the IDB could not deliver the property on our side of things because the asbestos letter from the Navy had expired. And so a new asbestos survey needed to be done in order to obtain the demolition permit. The survey came back with asbestos found on the spray foam strip of insulation in the windows of one building and on all the buildings which had tile floors, the glue on the tiles being riddled with asbestos. The cost of the mitigation is about \$12,000. Mr. Crisp stated he will not ask the Board for \$12,000 today but what he will ask is if the IDB Board of Directors will call him individually and give their feelings on the mitigation. The sale is at a standstill until the asbestos is removed, which is required for the demolition permit to be filed, which needs to happen for the City to sign off on the subdivision plat. Mr. Loggins asked for clarification on the check that has been in the safe for two years and asked if it could be put into escrow. Mr. Brantley clarified that the property has not changed hands yet. Mr. Crisp agreed. Mr. Brantley stated he would speak with Ms. Adrian and ask about putting the check into escrow. Mr. Uselton suggested that the "players come to the table" to discuss the Butler Buildings. He suggested one or two representatives from the IDB, the City and the buyer, all come together to discuss it. Mr. Lowry asked questions about the contract. There was some discussion back and forth on the cost of the remediation, the cost of the land, and the reason for all of it. A direction from the Board was made to the Executive Director to ask for representatives of each involved and/or concerned party to initiate a meeting to discuss the Butler Buildings.

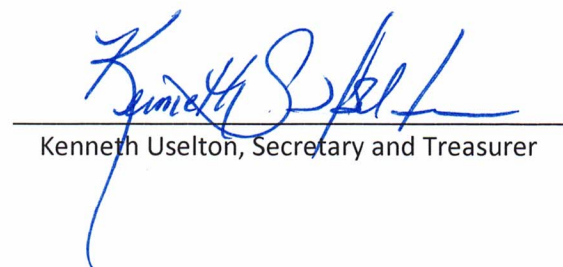
9. Other Business

- a. **Nomination and Election of Chair** – James Blackwell made a motion to nominate Gavin Smith for the office of Chairman. Jack Langford made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, Rod Loggins, and Gavin Smith voted aye. Motion carried. There was confusion on the vote due to the way the agenda was written. Some Directors thought they were nominating Gavin Smith to Vice Chair and others thought they were nominating Gavin Smith to Chairman. Therefore, Rod Loggins made a motion to do the nominations again due to the error. James Blackwell made a motion to nominate Gavin Smith to the office of Chairman. Jack Langford made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Gavin Smith voted aye. Rod Loggins abstained. Motion carried. Ken Uselton made a motion to elect Gavin Smith as Chairman. James Blackwell made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Gavin Smith voted aye. Rod Loggins abstained. Motion carried.
- b. **Revisiting Item 7** – Mr. Loggins asked Ms. Adrian what the process was in determining the attorney for the ethics investigation. Ms. Adrian explained that she asked for recommendations for ethics attorneys. Three recommendations were received. One was at Lewis Thomason who was conflicted out, one individual used to work at Lewis Thomason, and the third was Evans Petree. Mr. Loggins pointed out there is no estimated amount of time on completing the investigation so there is no way to estimate the cost. Mr. Smith asked if it is an at-will contract. Ms. Adrian responded yes, it is an at-will contract so they can be terminated at any time. Mr. Loggins disagreed with that being good business practice. Hypothetically, if Evans Petree drags their feet and the engagement was finally terminated, then the IDB would have to start all over (and pay all over) with another attorney. For Mr. Loggins' comfort level, he would like an idea of what kind of time this would take. Ms. Adrian estimated roughly one or two weeks plus whatever time it took to write their report. For billing purposes, it might be something like ten to twenty hours. Mr. Loggins' concern stems from staying within the IDB's budget. Mr. Blackwell pointed out that it needed to be done, no matter which attorney did it. Mr. Smith reiterated what Ms. Adrian said, that the choices were between a firm that is conflicted out or an individual that worked for a long time at the firm that is conflicted out or Evans Petree. Gavin Smith made a motion to accept the engagement letter with Evans Petree. James Blackwell made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, Rod Loggins, and Gavin Smith voted aye. Motion carried.
- c. **Other Business for the Good of the Order** – There was no other business to properly come before the Board.
10. **Adjourn** – With no other business to discuss, Kenneth Uselton made a motion to adjourn the meeting. James Blackwell made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, Rod Loggins, and Gavin Smith voted aye. Motion carried.

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



Gavin Smith, Chairman



Kenneth Uselton, Secretary and Treasurer