

The Industrial Development Board of the City of Millington, Tennessee
7965 Veterans Parkway, Suite 101
Millington, Tennessee 38053
Minutes of Special Board Meeting
September 19, 2025 at 8:00 a.m.

The following Board Members participated:

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

Also participating:

Jon Crisp
Deanna Grigsby
Larry Dagen
Frankie Dakin
Don Lowry
Tricia Adrian
Mike Gill
Katherine Webb
Cole Yoders
Jared Darby
Gerald Lawson
Will Patterson
Ben Womble
Teresa Phelps
Jeff Phelps
Theresa Cook
Bethany Huffman
Chris Ford
Amanda Faurbo
And others in attendance

1. **Call to Order** – Chairman Gavin Smith opened the meeting at 8:00 a.m. on September 19, 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. Secretary and Treasurer Kenneth Uselton made a motion to accept the agenda as it is written. Jack Langford made a second to the motion. Gavin Smith, Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Rod Loggins voted aye. Motion carried.
2. **Public Comment Period** – There were no public comments.
3. **Discussion of Proposed Memorandum of Understanding as Outlined in City Resolution 42-2025** – There was heavy discussion on the topic of the proposed Memorandum of Understanding, hereinafter referred to as “the MOU.” Key points of the discussion are listed below:
 - a. Director Jim Warberg suggested the Board of Directors use the Kepner-Tregoe Decision Analysis method to come to a solid and defensible decision on the MOU. Mr. Warberg explained the method and the importance of properly weighting the objectives within the analysis of the MOU. Above all, he stated, whatever the IDB chooses to do, be it accepting the MOU or rejecting the MOU or amending the MOU, it must be legal. A risk assessment is

a critical part of the Kepner-Tregoe Methodology. Mr. Uselton asked how long the process would take. Mr. Warberg responded that once all of the data is gathered and the situation is appraised, it will be a matter of an hour or two to reach a decision. However, it is unclear exactly how long the situation appraisal would take, but it could take a couple of weeks.

- b. City Manager Frankie Dakin asked to make preliminary comments and introduce some employees of the City's Planning Department. Mr. Dakin offered an organizational chart and a copy of the MOU. Mr. Dakin expressed his gratitude to the Board of Directors for volunteering their time and energy to the IDB. Mr. Dakin stated that the reason for the proposed MOU is because the IDB has been underperforming as an organization. He said the IDB has not been successful. He stated the IDB does have a handful of projects, true, but when the overhead cost is analyzed, the return on the Millington taxpayers' investment is not there. Mr. Dakin said that the IDB is in decline, running a deficit budget, indicating a waste of taxpayer resources. Mr. Dakin said the good news is that the City has a path forward and leadership to offer the IDB. He stated the City's goal is to build a one-stop shop for economic development in Millington. Mr. Dakin said we have an opportunity to work together seamlessly to move the City forward and by adopting the MOU, the IDB would move from a staff of two employees to a team including a city planner and city engineer and zoning professionals. Mr. Dakin wished to explicitly state that this MOU does not remove any authority from the IDB Board of Directors. Rather, it empowers the IDB with a capable staff that is sustainable. Mr. Dakin said over the last year, this Board has not been leveraged to its fullest potential. Millington is growing, and the IDB is in decline. Mr. Dakin stated Millington's growth is in spite of the activity of the IDB's staff, not because of it. Mr. Dakin stated that does not mean he does not like Mr. Crisp and it does not mean that Ms. Grigsby does not have a bright future, hopefully in service to the Millington community. Mr. Dakin stated he heard the IDB may have an interest in having one of its employees absorbed into City staff and said it could certainly be discussed.
- c. Mr. Dakin introduced City staff. First, he introduced Jared Darby, the City's Director of Planning and Economic Development. Mr. Darby gave a brief background of his time and his accomplishments as a City Planner. Then Mr. Darby introduced Ben Womble, the City's Engineer. Mr. Womble introduced Katherine Webb, the City's Zoning and Stormwater Manager. Also introduced was Cole Yoders. Mr. Yoders works as an intern for the City of Millington and is tasked with updating the City's mapping system. Mr. Dakin expressed his gratitude for the City's staff and commended them on their dedication to Millington.
- d. Mr. Smith asked if any Director of the IDB had any glaring concerns that ought to be addressed before reviewing the MOU line by line. Mr. Uselton was recognized and voiced his concern that the MOU had been presented as an item to be thoroughly reviewed and assessed by the IDB, yet the MOU was passed by the City before the IDB even had a chance to see it. Mr. Uselton stated that it does not feel like the City and the IDB are on the same rail. Mr. Uselton stated he believes the goals of the IDB and the City are the same, the question is just how we get there. Mr. Uselton cited differences between Millington's IDB and Arlington's IDB. He stated it is not fair to compare the Millington IDB with the Arlington IDB, because the two are not the same. It's a comparison of apples to oranges, rather than apples to apples. Mr. Dakin addressed Mr. Uselton's question regarding timing and legality. Mr. Dakin stated that the MOU was passed by the City in June, but it was first suggested in March. Mr. Dakin stated this is how the City proposes ideas, by drawing something up and passing it, then it waits on amendments or changes to be received from the other party.
- e. Will Patterson, attorney for the City, spoke. He clarified that the only difference between Arlington IDB and Millington IDB is operational. They both operate under the same statute and are charted separately from their City. Gerald Lawson stated that Millington's IDB has always been operated differently because Millington's IDB, unlike other local IDBs, has land and money. The other local IDB's such as Arlington's, Lakeland's, and Atoka's, are all similar to each other because they have no land or money. Mr. Lawson stated that the City's intention with the MOU was to provide support to the IDB regarding staff. Mr. Lawson stated the MOU is beneficial to the City, to the IDB, and to the developers wishing to build in Millington.

- f. The MOU was displayed on the screen in the IDB's Boardroom. Mr. Smith drew attention to Section 1 Subsection A. He stated this seems to be where some of the concern is coming from regarding if the MOU was legal. Mr. Smith quoted the MOU, "The MIDB agrees that it will not retain additional staff, contractors, consultants, accountants, real estate brokers or agents, or legal counsel to assist with the ongoing administrative and operational functions of the MIDB unless approved by the City's Planning and Economic Development Department or through formal amendment of this MOU." Mr. Smith stated the concerns of legal ramifications echoed by Mr. Uselton and Mr. Loggins is that the statute vests the IDB as an independent corporation with all its inherent authority. This particular language of the MOU is contradictory of the power vested in the IDB by the statute. No matter what the wish of the IDB is, the IDB cannot contract that power away. Mr. Patterson spoke to this and stated that if the City is absorbing the expense of staffing the IDB, the City needs assurances that the IDB won't ruin the good work the City is trying to do by hiring staff and effectively ruining the budget. Mr. Lawson restated this later. The specific language "unless approved by the City's Planning and Economic Development Department" was carefully written so an amendment to the MOU was not necessary every time something wanted to be changed, said Mr. Patterson. Mr. Smith suggested that the language be switched so that the Planning Department may recommend an action to the IDB, because the way it is written now says that the IDB can't do anything without the approval of the Planning Department. Mr. Dakin stated the idea of this language was so that five years down the road, if there is some dissent between the IDB and Planning, the IDB cannot hire a consultant and therefore have a parallel position to the City which defeats the purpose of the MOU and does not save money. Attorney Tricia Adrian weighed in and both she and Mr. Smith agreed that this sentence as quoted above needs to be deleted in its entirety.
- g. Mr. Langford stated that IDB is trying to work together with the City to achieve its goals. Mr. Loggins reiterated Mr. Dakin's earlier statement of the IDB not making a return on investment and asked, "What matrix have you used to determine that the IDB is not making a return on its investment?" Mr. Dakin responded that he has seen a \$230,000 payroll and lack of production from the IDB over the past year. Mr. Dakin stated in the last year, there have been less than half a dozen conversations between City Planning staff and the IDB staff, so the IDB staff is not bringing anything of import to the Planning Department currently. Mr. Dakin stated he has not been to a groundbreaking or ribbon cutting that was initiated by IDB staff. Mr. Dakin stated he does not understand what IDB staff has been up to over the past year. Mr. Dakin asked Mr. Darby to explain his experience with interactions of IDB staff. Mr. Darby stated he had been in the employ of the City for almost a year and immediately went to work. Mr. Darby stated every week that has gone by in the past year, City Planning staff are having conversations with potential development activity, sometimes three or four a week. During this time period, Planning has only had conversations with the IDB staff a handful of times. Mr. Loggins asked if the Planning Department was having all of these conversations with developers, then were they reaching out to IDB staff to include them and let the IDB be a part of these conversations. Mr. Darby's response was that no, not at this time because the IDB is not a part of those conversations and they are not a part of the process. Mr. Dakin stated he brought one project to the IDB staff, the survey and subdivide project, many months ago and there has been minimal action on that. He also stated that many months ago the City purchased the Old Timer's building and he asked to meet with the IDB. He met with IDB staff and indicated how big of an investment this was for the city, he said. He stated this is the kind of core activity that the IDB should be spearheading. Mr. Dakin stated he attempted to bring the Old Timer's project idea to the IDB, but the request was stonewalled by potential sunshine law violations. Mr. Dakin stated one way to address these problems is to have everyone in the same room and get in alignment with how every other city is doing it instead of this standalone program where two people have no accountability outside of this Board. And this Board has not given the accountability that is required. He understands that this Board is trying to turn the budget around and is doing investigations. But now is an important time. Mr. Dakin wanted to make it clear that both IDB staff are capable people and he is not trying to pile on but there is no marketing of the IDB properties. He was also glad to see for sale signs put up on IDB property but was disappointed to learn that IDB had not filed permits for the signs.
- h. Mr. Smith stated that discussions today ought to be focused on the MOU and the future, not on the past. Ms. Adrian asked about the role of the Chamber. Mr. Dakin stated the Chamber is a standalone entity, and so that discussion should happen between the IDB and the Chamber.

- i. Mr. Uselton requested clarification on Mr. Darby's statement of the many meetings with developers. Is Mr. Darby talking about industrial or commercial or home builders or what kind of development? Mr. Darby stated some of it was industrial. He said smaller industrial meetings were two to three times a month. Mr. Uselton asked what kind of smaller? Mr. Darby stated local small shops with small footprints. Mr. Uselton asked are they businesses or industries, and if they are industrial then what are they? Mr. Darby stated he is talking with these folks and they have not made any documentation yet, so the names of the industries will remain undisclosed. Mr. Uselton said that he was not asking for who the developers are but what they are doing, what kind of product. Mr. Dakin stated that Mr. Darby could answer if he liked.
- j. Mr. Blackwell stated that he disagrees with Mr. Dakin's statement that the IDB is stagnant. Mr. Blackwell stated he has been on the IDB Board for eight years and the IDB has brought more growth to Millington in the last eight years through this Board than he has anywhere.
- k. Ms. Adrian asked if the Board was done discussing Section 1 Subsection A and if the Board was okay with the City providing its staff? She clarified that the logistics of this would be the IDB would have to terminate its two employees. Mr. Dakin stated that the MOU as it is written now assumes the IDB severs its current staff. If the IDB wants the City to absorb one or more staff, that is a fair recommendation to make, and it can review that. But the City and the IDB cannot each have IDB staff. So yes, the IDB would have to sever staff. The City is not interested in staffing the IDB if the IDB retains its own staff.
- l. There were no disagreements with Section 1 Subsection B regarding "Land Maintenance."
- m. Mr. Uselton asked what happens if the City is staffing the IDB, but the IDB doesn't like the quality of work of the staff. How can the IDB make that situation right if the employee(s) does not report to the IDB but to the City? Mr. Uselton asked if the City charges rent to the Planning Department, to which Mr. Dakin responded in the negative. Mr. Uselton then asked why the IDB is being asked to pay rent if the City departments are not paying rent. Mr. Dakin responded that the Planning Department generates revenue with a lot of fees so that the taxpayers don't absorb the cost. Mr. Dakin said it is appropriate for the IDB to pay rent because the City and the IDB are two financially separate entities.
- n. Section 1 Subsection C seems to read the same as the last sentence of Section 1 Subsection A, as stated by Mr. Smith, and so he recommends that Section 1 Subsection C be deleted entirely. The Board of Directors all agreed with this. Mr. Dakin stated he felt that this subsection was to the benefit of the IDB, but if the IDB wants it removed, he will remove it.
- o. Mr. Langford pointed out the IDB's Policy Book states that the Office Manager is employed by the IDB through the City. Mr. Lawson stated that's what the IDB used to do, but the City changed it several years ago. Mr. Blackwell asked who requested that change, and if the City is the entity that wanted to end that relationship with the IDB. Ms. Grigsby said that the Policy Book was approved September 9, 2022 and has not been updated since then. Hence the title of Office Manager rather than Ms. Grigsby's correct title of Assistant Executive Director. Ms. Grigsby was pushed off City payroll in November 2022. The IDB set its own payroll and benefits up effective July 1, 2023. Mr. Crisp was a 1099 contractor up until July 1, 2023 when he became a W2 employee. Mr. Crisp noted that Ms. Grigsby was not given any notice to being kicked off City payroll and benefits. Thankfully, the City worked with the IDB until it could get its own set up over the next six months.
- p. Mr. Loggins recommends that the IDB keep separate counsel. The Board of Directors all agreed with this.
- q. There were no disagreements with Section 1 Subsection D "Space and Resources." Mr. Blackwell asked if the IDB is relocated to City Hall and paying rent, then what would be done with Suite 101? Mr. Smith replied that the IDB would still own it, so the IDB can choose what to do with the Suite like rent it out for a revenue stream. Mr. Dakin

said that if it is that important to the IDB that the IDB remain in Suite 101, then it can, but he does not recommend that course of action.

- r. The amount of rent which the IDB would pay as set in Section 2 Subsection A “Monthly Payment” is set by the City at \$8,333.33 a month.
 - s. There were no disagreements with Section 3.
 - t. There were no disagreements with Section 4.
 - u. Mr. Smith asked where the four years came from as far as the term set in Section 5. Ms. Adrian stated she did not have an MOU with any other of her other IDBs or cities, so she was not sure. Mr. Patterson stated it was synonymous with the term limits of elections. Mr. Loggins asked if none of Ms. Adrian’s other municipalities have an MOU like this, then what is the benefit? Mr. Lawson stated that the Millington IDB is very different from other IDBs. Millington’s IDB has land and money. Mr. Patterson said the MOU is a crystallization of the reorganization. Mr. Loggins reasoned that the Millington IDB is the standard that other IDBs look towards. Ms. Adrian stated that Millington’s IDB is more aligned with EDGE and the Port Authority than it is other IDBs.
 - v. Mr. Blackwell stated the Millington IDB operates in a deficit because of the contaminated Navy land. Ms. Adrian stated that most IDBs operate in a deficit. Mr. Crisp said that most cities have to fund their IDBs. Millington’s IDB has not had to ask the city for a penny in a very long time, if ever. But, he said, a lot of this land came with expenses, not just the environmental. Navy Lake for example was a maintenance nightmare. Mr. Dakin asked to circle the wagons on this for a moment and reaffirmed that the MOU will cure the deficit.
 - w. Mayor Larry Dagen expressed his concern over some decisions the IDB was making. One of the glaring concerns is the IDB’s cash basis, said Mr. Dagen. He stated the IDB hold \$2.5 million. Mr. Dagen said a portion of this money should be given to the City to serve the taxpayers. Mr. Dagen admitted that he and Mr. Crisp had discussed the IDB holding onto enough to fund three operational years at the IDB. Mr. Uselton said these are the kinds of things that the City and the IDB need to sit down and talk about. For example, the IDB has done a lot of surveys for the City and for the Airport and the IDB has not received payment from the other entities. Mr. Uselton stated that it looks like IDB debt but it is in fact debt incurred on behalf of other Millington entities. Mr. Uselton added that the picture of the IDB’s deficit is much broader than just alleged high salaries. The other thing is that the previous Chairman, Greg Moody, was a part of Mr. Dagen’s visioning for the future. He resigned almost immediately after. So how can the IDB work in concert with Mr. Dagen’s vision if the IDB does not know what that vision is? Mr. Dakin stated the City’s vision is to pass the MOU as it is written.
 - x. There were no disagreements with Sections 6, 7 or 8. Mr. Langford asked if the signature line will be changed from Mr. Crisp to Mr. Smith. Ms. Adrian agreed that the Chairman needs to be the signatory. Mr. Langford also stated we need to update the Policy Book if the MOU is amended and then accepted.
 - y. All present at the meeting were clear on what changes the IDB wants to make to the proposed MOU. Mr. Smith expressed his desire for Ms. Adrian to talk with Mr. Patterson on the changes that should be made to the MOU. Mr. Dakin requested that a date be picked now to approve or not approve the MOU. The Board decided upon October 2nd at 3:30 p.m.
4. **Adjourn** – With no other business to discuss, Rod Loggins made a motion to adjourn the meeting. Jack Langford made a second to the motion. Gavin Smith, Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Rod Loggins voted aye. Motion carried.

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

A handwritten signature in blue ink, appearing to read 'Gavin Smith', written over a horizontal line.

Gavin Smith, Chairman

A handwritten signature in blue ink, appearing to read 'Kenneth Usellon', written over a horizontal line.

Kenneth Usellon, Secretary and Treasurer