

The Industrial Development Board of the City of Millington, Tennessee
7965 Veterans Parkway, Suite 101
Millington, Tennessee 38053
Minutes of Special Board Meeting
October 2, 2025 at 3:30 p.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
Theresa Cook
Jeff Phelps
Charlie Reed
LeeAnne Crisp
Teresa Phelps
Will Patterson
Renee Sakowski
And others in attendance

1. **Call to Order** – Chairman Gavin Smith opened the meeting at 3:30 p.m. on October 2, 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. **Consideration of a Memorandum of Understanding between the Industrial Development Board and the City of Millington** – At the IDB's last special meeting on September 19th, the IDB Board of Directors went through the Memorandum of Understanding (herein after referred to as "MOU") line by line and identified some changes to be made. Tricia Adrian, IDB Attorney, was asked to make the desired changes and send to Will Patterson, City Attorney. Ms. Adrian confirmed that this is what happened. However, the morning of this meeting, City Manager Frankie Dakin sent over some new changes to the MOU.
 - a. In Section 1 Subsection A, the IDB had requested that Ms. Adrian adjust the language to read that the IDB would retain one support staff employed by the IDB. Additional language was added in this section. Rod Loggins asked why there was, at the ninth hour, new information added to the MOU and why was the Board of Directors being asked to vote upon something they haven't been able to review for longer than a few hours? Kenneth Uselton

made a motion to table the resolution until the IDB has had time to digest the new document. Rod Loggins made a second to the motion. Jack Langford, Kenneth Uselton, James Blackwell, Jim Warberg, and Rod Loggins voted aye. Gavin Smith voted nay. Motion carried. The Board was in agreement to discuss the changes to the MOU but chose to table it so as to be clear the Board would not vote on it at this meeting.

- b. Mr. Langford asked why Executive Director Jon Crisp was back on the signature line. Ms. Adrian said it should be the Chairman. This was one of the changes she had made, but it had been added back in this draft received this morning.
- c. Mr. Dakin was invited to speak to the changes made on this most recent draft of the MOU. Mr. Dakin explained that after receiving Ms. Adrian's changes to the MOU, the City decided that the suggested changes did not fit with the original goal of the MOU. Mr. Dakin understood the Board wished to wait until they had more time to review the document, and appreciated their prudent decision to table it. Mr. Dakin thanked the Board for volunteering their time and energy to the IDB. Mr. Dakin expressed a desire to go line by line to explain the changes made by the City. A framework was created for the IDB to hire consultants of any kind by their own decision. The IDB wishes to have its own attorney. A change was put in place that effectively says this. As far as the section on "Leadership and Oversight," the IDB had requested that section be deleted. The City had added it back in, and Mr. Dakin explained the language was changed to be less authoritative over the IDB. Mr. Dakin stated that the monthly payment had been originally suggested at \$8,333.33. Now, it has been changed to \$10,000.00 a month. This change was made to help with the City's potential future cost of absorbing a current IDB staff member. Mr. Dakin stated the IDB and the City both have a high opinion of Ms. Grigsby, and Mr. Dakin extended a job offer to Ms. Grigsby. Ms. Grigsby gracefully declined, he said, in light of the IDB's consideration of the MOU in which she did not want to leave the IDB high and dry. Mr. Dakin said he would like to match Ms. Grigsby salary at the City, but to do so, the IDB's payment would increase to \$120,000.00 per year rather than the originally suggested \$100,000.00.
- d. Mr. Dakin invited Mayor Larry Dagen to speak. Mr. Dagen stated the Board of Mayor and Alderman unanimously passed the MOU, and he invited everyone to look at what the City was trying to accomplish. He stated the IDB was an important component of the City, and what the City is trying to do via this MOU is to empower the IDB and streamline the process. Mr. Dagen spoke again to the City's desire to make a one-stop shop for all developers coming in to the City. Mr. Dagen requested that the IDB tell the City exactly what changes they wish to make to the MOU and explain what items the IDB feels are contradictory to the IDB's mission. Mr. Dagen complimented the IDB Board of Directors on the work they have done thus far and asked for their help in resolving the differences in this MOU.
- e. Mr. Smith stated there were two big issues with the MOU that were discussed at the last meeting. He stated he would never vote for anything that would or could make the IDB beholden to the City's Planning Department. The changes in this document seem to reflect that the City Planning Department may recommend courses of action to the IDB Board of Directors, but the IDB's Board of Directors must approve any course of action. Ms. Adrian confirmed this is what the current document, as modified earlier today, outlines. Ms. Adrian pointed out one sentence at the end of Section 1 Subsection B which says, "The Department of Planning and Economic Development may direct the staff attorney to initiate legal proceedings to enforce contracts and any other proceedings that the Department of Planning and Economic Development deem necessary." Ms. Adrian recommended this sentence be either cleaned up or removed. An attorney must clearly know what client she or he is representing and the way this sentence is worded confuses that. Mr. Uselton agreed that if the IDB secures its own attorney, then the Planning Department should not direct the IDB's attorney. Mr. Dakin clarified that the intent is that the Planning Department staff can direct the IDB attorney to get an actionable item done. Mr. Smith asked if this means if he asks the IDB attorney to do something, then the Planning Department staff is privy to that knowledge and can make sure the IDB attorney gets that directed action done but cannot change what the IDB directed action actually is? Mr. Smith also questioned where the supermajority language came from and why the supermajority is required. Mr. Dakin explained the language was to accommodate IDB concerns and stated the supermajority would probably never happen. He also stated it is language mirrored in the City's policies in

which a department head can be fired by the Board of Mayor and Alderman by a supermajority vote without the City Manager's recommendation, or by a majority vote with the City Manager's recommendation. Mr. Uselton then asked if the IDB does not agree with the City Planner's performance in the work done for the IDB, then can the IDB fire the City Planner? Mr. Dakin stated the IDB could not fire the City Planner, but it would then have the option to terminate the MOU.

- f. Mr. Uselton stated the IDB was very clear in asking that Ms. Grigsby remain the IDB's employee. Mr. Uselton stated to Mr. Dakin that he did not appreciate Mr. Dakin offering Ms. Grigsby a position before this meeting occurred and offering her a position which paid less than the amount she was currently making and require that she make that decision within 24 to 48 hours. Mr. Dakin stated that he felt it was a good faith gesture on his part. Mr. Dakin asked if Mr. Uselton knew how much his employees make annually. Mr. Uselton stated he did know, but he would not announce it in a public forum. Mr. Dakin stated a framework could be laid out in which the IDB chooses their staff liaison, and then the IDB could have the power to fire their staff liaison. Mr. Dakin feels that the situation described is unlikely, though. Mr. Smith posed a question. If the Planning Director is not doing what the IDB asks him or her to do, then the City would be violating the MOU which would then give the Board the power to terminate the MOU. Mr. Dakin agreed and said with this MOU, staff being employed under the City and slated to work for the IDB have more accountability and there are more avenues for correction if those staff are not performing to the Board's standards. Gerald Lawson, City Attorney, spoke to the fact that the IDB should not have control over the City's employees. What the IDB would be doing under the outline of the proposed MOU is contracting out their employees through the City, so they would not have disciplinary capacity over the City employees. That would be handled under the City's Planning Department Head. Mr. Warberg feels that the language in the MOU is more flexible, because from what the MOU says, the IDB could hire a consultant. Mr. Warberg reads the MOU as the IDB being more closely aligned with the City, but not beholden to the Planning Department if there is a disagreement because of the supermajority vote overriding the City Planning Department Head's recommendation.
- g. Mr. Uselton expressed his desire to review and assess the package (the MOU) and the opportunity to respond to the package until each side is happy with the outcome. He wishes to work with the City and not be pushed to a yes or no vote. He also expressed his desire that this MOU be very clear in what it says and there are not different views.
- h. Mr. Dakin addressed Mr. Smith and stated that he is trying to do the will of the Alderman. So, at a certain point, he will simply withdraw the MOU. He stated a date certain to address the MOU would be appreciated, even if it is two weeks out, to show the IDB's willingness to continue the discussion on the MOU.
- i. Mr. Smith stated he was personally fine with the mechanisms in the MOU as modified earlier today, as it retains the IDB's autonomy better than the original draft that was present by the City. He stated that as a Board, he believes everyone is very grateful for Ms. Grigsby and her hard work and they do not wish to lose her. Mr. Smith stated he does not want Ms. Grigsby to be at a detriment because of any MOU or reform. Mr. Loggins added that our own counsel was also important. Mr. Smith agreed. There was discussion over the interpretation of the MOU on if the IDB can hire or cannot hire their own counsel. Mr. Loggins feels that the language should be cut and dry and obvious. Mr. Smith requested that the language be changed to reflect that the IDB have the unilateral ability to hire its own counsel, not subject to a recommendation based off the Planning Department. Mr. Dakin stated he believes it's irresponsible for the IDB to not have a clear framework for a set decision as part of this agreement. Mr. Smith asked if it helped to get the IDB and the City to the middle, could we just add it. Mr. Dakin said he is happy to consider it.
- j. Mr. Dakin said that the draft MOU which Ms. Adrian edited and sent last week was not a good document for this Board. He stated if the IDB wishes to keep the staff, they should do their job and staff the Board. If the Board wishes to save money, they should adopt the MOU. Mr. Smith thanked Mr. Dakin for his comments. Mr. Crisp asked for clarification if the intent is for Mr. Dakin to hire Ms. Grigsby and have her work on IDB projects. Mr. Dakin responded that the City of Millington would set her salary, and he stated the City would like to match her

base salary as long as it was appropriate. Mr. Smith stated he would not want to vote for anything that lessens Ms. Grigsby's take home because of this agreement. Mr. Smith asked clearly if the City would match Ms. Grigsby's base salary and benefits package. Mr. Dakin stated he would match her base salary and the benefits would be comparable. He stated the City would not give bonuses, however.

- k. Mr. Dakin offered the idea of taking a test vote to avoid wasting more time on the MOU. Mr. Dagen agreed, that if the MOU is something the IDB Board of Directors does not want to consider, to just take a vote and vote no. Mr. Loggins stated that Mr. Dakin has alluded the Board of Mayor and Alderman would pull the MOU if the IDB could not agree to it, and he asked what that would look like. Mr. Dakin said he would not sign an MOU that varied vastly from what the Board of Mayor and Aldermen passed, and so he would need to take it back before the Board of Mayor and Aldermen.
- l. The IDB had requested Section 1 Subsection D be removed. This section states "The City agrees to provide leadership, guidance, and operational oversight to the MIDB. This supervision will ensure that the goals of the MIDB and the City are aligned with respect to economic development and similar objectives." This draft of the MOU received today has it put back in. Mr. Dakin said it is a statement to generally be sure the IDB and the Planning Department are both aligned. Mr. Smith stated the language of "guidance and oversight" appears to be a synonym for authority over the IDB. He requested this language be massaged so that it does not appear like it could be broadly interpreted as authority over the IDB. Mr. Dakin stated this statement protects the IDB more than it protects the City, and that is why it was put back in. Mr. Uselton reasoned that Subsection D was not needed at all. Mr. Patterson stated it could be removed. Mr. Dakin stated he will review it and make changes.
- m. Mr. Uselton stated the IDB ought to be looking to enabling the City to accomplish its vision for the future. But the IDB needs to be players at the table to help the City reach its vision.
- n. Alderman Don Lowry stated thirteen years ago, the City decided to change from a strong Mayor form of government to the City Manager style of government. He stated we have all got to sit down and work together as a team, or we will be where we were twenty-five years ago. He stated that both the IDB and the Planning Department are very important. Mr. Uselton agreed with Mr. Lowry's statement of working together but also added that there is a right way to get to where we want to go.
- o. Mr. Langford asked if the IDB would make changes and send those to the City. Mr. Dakin said he would like the opportunity to make the changes and bring it back before the IDB.
- p. Mr. Smith posed a hypothetical. If the IDB wants to hire Mr. Smith to cut the yard, and the Planning Department Head did not recommend it, could the Board then with a supermajority vote hire Mr. Smith as a consultant to cut the yard? The answer was yes. The same hypothetical was applied to Ms. Grigsby. Mr. Dakin stated if the IDB wanted to hire Ms. Grigsby as a consultant, then of course that would be fine, but if the IDB wanted to hire her as a staff then that would be in violation of the MOU. And if the IDB chooses to do that within the first month of the MOU, then the IDB would be in violation of the MOU and the agreement would be terminated. Mr. Lawson stated that hiring a consultant such as an attorney or accountant is okay but if the IDB is hiring an employee and calling that employee a consultant, that defeats the purpose of the MOU. Mr. Lawson stated if the IDB wants to keep an employee in its employ, then the MOU would have to go back to the Board of Mayor and Aldermen for approval. Mr. Dakin stated that frankly, that would not even be a worthy item to put on the Board of Mayor and Aldermen's agenda.
- q. Mr. Smith asked if there were any other questions or concerns to be brought forward from the IDB Board of Directors. Mr. Uselton said he believes the IDB has a better idea of moving forward but has not yet reached the light at the end of the tunnel. There were no further questions or comments.

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 Usselton, James Blackwell, and Rod Loggins voted aye. Jim Warberg was not present for the vote. Motion carried.

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



Gavin Smith, Chairman



Kenneth Usselton, Secretary and Treasurer