

Megasite Authority of West Tennessee Board of Directors

Meeting Date: July 19, 2023

Time: 10:20 a.m.

Location: Southwest TN Development District Office, Jackson, TN

Attendees Included:

Clay Bright, CEO

Charles Tuggle

Sharon Kolb, Designee for Commissioner McWhorter

Commissioner Branscom (virtual attendee)

Commissioner Bryson

Jeff Huffman

Jim Duke

Evelyn Robertson (virtual attendee)

Michael Banks

Carolyn Hardy

Christy Allen, Legal Counsel

- The Meeting was called to order at 10:20 a.m. by Chairman Tuggle.
- CEO Bright performed the roll call. Chairman Tuggle confirmed a quorum was present.

- The first discussion item was approval of the May 17, 2023 meeting minutes.
 - A motion was made by Mayor Huffman to approve the minutes.
 - Motion was seconded by Michael Banks.
 - In a voice vote, a physical quorum of those present voted to approve the minutes with no changes. Virtual attendees, Commissioner Branscom and Evelyn Robertson, also verbally approved.
 - The motion passed.

- The next item on the agenda was the approval of the Fayette County PILOT Resolution & Agreement. CEO Bright reiterated that the MAWT Board passed the Haywood County PILOT Resolution & Agreement and the Board wanted to keep everything in this agreement the same. What the MAWT Board was sent was the Fayette County PILOT Resolution & Agreement, which has been signed and approved by Fayette County and their board.
 - Michael Banks made a motion to approve the Intergovernmental Funding Agreement with Fayette County.

- Seconded by Carolyn Hardy.
 - In a roll call vote the motion passed unanimously.
- Approval of Supplier Site Plans was the next item on the agenda.

CEO Bright reviewed the supplier sites that have been located by Ford that are going to be subleased from Ford to the suppliers. CEO Bright asked the Board for general site plan approval. What will follow this is a more detailed review by the consultant at Gresham Smith as the zoning ordinance is reviewed or revised. Also, as the plans are developed, they will be reviewed and approved by the State Fire Marshal for their building certificate and the ability to move forward.

 - Commissioner Bryson made a motion to approve.
 - Seconded by Jim Duke.
 - After discussion, in a roll call vote the motion passed unanimously.
- The next item was the Landscape Zoning Ordinance.

CEO Bright provided an update on the meeting with Ford and its landscape consultant. LRK is helping Stanton and Haywood County and was also at the meeting. The concept plan was presented and vetted with Ford, and their opinion is that the plan matches what is in the landscape ordinance that has been presented to this Board and that the Board discussed passing at the upcoming September meeting. The next step is to further verify in detail that the landscape ordinance as written correlates or corresponds with their concept plan. By the September 20, 2023, Board meeting, the hope is to have a landscape ordinance that can be presented to the Board for approval.
- The next item was the approval of the Easement Plan.

CEO Bright noted that he will review line item by line item the different utilities then have Chris Bowles present a resolution for the Board to vote on. The ask today is for the Board's approval to allow CEO Bright to sign those documents as they are executed by the other parties. Chris Bowles explained that the resolution accomplishes two purposes: one is approving the various instruments necessary to implement the easement plan that was just presented, and authorizing conveyances of full fee simple interest where appropriate, which would be the areas with a quitclaim deed to STEMC, and eventually to Chickasaw Electric and the gate station for BEA; and two is giving CEO Bright the authority to sign those instruments on behalf of the Board. Some will be accomplished through a facility lease amendment that is being presented, and those areas will be carved out of Ford's lease so that

they are solely under the jurisdiction of the Megasite Authority so that the Megasite Authority alone can convey those interests unencumbered by Ford's lease. Mr. Bowles explained that this is the same form that the Board entered into previously and the amendment is simple in that it just attaches a new legal description. The legal description will be vetted one more time among STREAM, Craig Barron, the surveyor, and Ford.

Mayor Huffman asked if the Board could have more time to review the resolution. CEO Bright stated that approval of the easement plan and the quitclaim deeds for the substations for TVA, BNA, and STEMC were all that were needed at that time. Christy Allen stated that the suppliers are not part of this resolution. The intent of this resolution is to have a document to effectuate the amendments to the lease that will be necessary to transfer some of the parcels in fee simple and to also authorize CEO Bright to proceed with all of the easements and quitclaim deeds that are depicted on the spreadsheet the Board reviewed.

- A possible motion could be to approve the implementation and approval of the easement plan and the related list of easements and authorizing CEO Bright to move forward with the negotiation and finalization of each of the transactions contemplated by that plan, including execution and delivery of those agreements and including the second amendment to the Ford facility lease necessary to exclude the areas that are being conveyed to utilities or TDOT consistent with the plan and the list of conveyances.
 - Mayor Huffman made the motion as stated.
 - Seconded by Jim Duke.
 - After further discussion, in a roll call vote the motion passed unanimously.
- The next item was an update on the Johnson Family Property. CEO Bright reported that an appraisal was received; however, the Johnson family feels it is worth a lot more than the appraisal. Something may change in the future, but for now, discussions are closed.
- The next item was an update on the Treatment Plant Operator & Treatment Plant. Commissioner Branscom reported on the infrastructure. The pipeline is 87% complete. They are starting to test the initial sections of the pipeline. Otherwise, the plant's water, wastewater, and pumping station are all on schedule. They have done a selection process and have identified the entity to which they will propose as

the water and wastewater operator and have issued an intent to award. They hope to be able to announce it at the next meeting.

CEO Bright added that the operator will be on board this Fall since they are starting temporary services in November. Part of what is in the statute is for the Megasite Authority to not operate at a deficit after December 31, 2026, and part of the first order of business will be coming up with the rate structure to cover the costs.

- The next item was an update from CEO Bright on SR222. Mayor Sterbinsky continues to move forward with USDA, and Ford signed the agreement with Delta Regional Authority. They are very close to having the loan value and continuing to move forward with the engineering part of it on the water and the wastewater. The schedule in December was to be at a point of awarding and starting construction sometime in August/September, and they are still on schedule.
- There were no public comments or any other business.
- Adjournment
 - A motion was made by Chairman Tuggle to adjourn.
 - The motion was seconded by Mayor Huffman.
 - The meeting Adjourned at 12:07 p.m.

/kc