

**TENNESSEE LOCAL DEVELOPMENT AUTHORITY**  
**May 11, 2017**

The Tennessee Local Development Authority (the "Authority" or "TLDA") met on Thursday, May 11, 2017, at 8:50 a.m. in the State Capitol, executive conference room, Nashville, Tennessee. The Honorable Tre Hargett, Secretary of State, was present and presided over the meeting.

The following members were also present:

The Honorable Justin Wilson, Comptroller of the Treasury  
 Commissioner Larry Martin, Department of Finance and Administration  
 Courtney Hess, Proxy for the Honorable David Lillard, State Treasurer

The following members participated telephonically as authorized by Tennessee Code Annotated Section 8-44-108 and as posted in the meeting notice:

Mr. Pat Wolfe, Senate Appointee  
 Dr. Kenneth Moore, House Appointee

The following member was absent:

The Honorable Bill Haslam, Governor

Recognizing a physical quorum present, Mr. Hargett called the meeting to order and asked Ms. Sandra Thompson, Director of the Office of State and Local Finance ("OSLF") to call the roll:

Dr. Moore — Present  
 Mr. Wolfe — Present  
 Mr. Hargett — Present  
 Mr. Wilson — Present  
 Mr. Martin — Present  
 Ms. Hess — Present

Mr. Hargett stated that the first item on the agenda item was to approve the minutes of the previous meeting held on April 6, 2017. Mr. Wilson made a motion to approve the minutes and Mr. Martin seconded the motion. Ms. Thompson called the roll:

Dr. Moore — Aye  
 Mr. Wolfe — Aye  
 Mr. Hargett — Aye  
 Mr. Wilson — Aye  
 Mr. Martin — Aye  
 Ms. Hess — Aye

The minutes were unanimously approved.

Mr. Hargett stated that the next item on the agenda was to hear an update on the City of Paris' (the "City") Qualified Energy Conservation Bonds ("QECCB") suballocation request that was approved at the TLDA's April 6, 2017 meeting, contingent upon the receipt of the final signed authorizing resolution from the City. Mr. Hargett asked Ms. Alexa Voytek, Grants Program Manager, Office of Energy Programs ("OEP") in the Department of Environment and Conservation, to present the update. Ms. Voytek stated this resolution was necessary because the original resolution for bonds in an amount not to exceed \$2,150,000 adopted by the City on March 2<sup>nd</sup> was not

sufficient due to increased project costs. As of the April 6<sup>th</sup> meeting, the City still needed to adopt a subsequent supplemental resolution for the issuance of an additional \$450,000 in bonds. On April 12<sup>th</sup>, the City provided OEP with the signed subsequent supplemental. Ms. Voytek then stated that on April 13<sup>th</sup>, Ms. Thompson confirmed that this resolution satisfied the TLDA's conditions for approval of the City of Paris' proposed QECB project.

Mr. Hargett then asked Ms. Alexa Voytek, to present the request by the Economic Development Growth Engine (EDGE). Ms. Voytek explained that EDGE, as a conduit issuer for the city of Memphis, proposed to use the proceeds of a \$2,142,850 bond issuance for energy efficiency upgrades at the Southbrook Towne Centre, as part of the Memphis Green Communities Program. The project would include the replacement of the roof with an energy efficient roof system, an upgraded HVAC system, and an upgrade to the building's electrical power grid. The issuance of the bonds was expected to take place between June and November of 2017. Ms. Voytek explained that the TLDA had approved an allocation to the Center City Revenue Finance Corporation (the "CCRFC"), another conduit issuer for the city of Memphis, for the Southbrook Town Centre. However, it was subsequently determined that the project was outside the geographical jurisdiction for which the CCRFC has bonding. Therefore, the allocation to the CCRFC had been returned to the program. Ms. Voytek stated that upon approval of this request, the total QECB allocation remaining for suballocation would be \$22,260,745.

Mr. Hargett made a motion to approve the request, and Mr. Wilson seconded the motion. Ms. Thompson called the roll:

Dr. Moore — Aye  
 Mr. Wolfe — Aye  
 Mr. Hargett — Aye  
 Mr. Wilson — Aye  
 Mr. Martin — Aye  
 Ms. Hess — Aye

The motion was unanimously approved.

Mr. Hargett stated that the next item on the agenda was the report of notification by the Town of Oliver Springs of an intent to issue additional debt. Mr. Hargett recognized Ms. Thompson, who explained that Oliver Springs intended to pledge water and sewer revenues to the debt, but that the new debt would be subordinate to the town's outstanding SRF loan. This notification was necessary to comply with SRF policy and guidance.

Mr. Hargett stated that the next item was a public hearing and approval of the TLDA Debt Management Policy (the "Policy"). Mr. Hargett recognized Ms. Thompson who stated that the Office of State and Local Finance had worked with the Attorney General's Office to review and update the Policy to conform to current regulations and to make the Policy consistent with the debt management policies of the Tennessee State School Bond Authority and the State Funding Board. Ms. Thompson stated that changes had been made in the following sections: the Introduction (to define the Authority's staff as the Office of State and Local Finance, as requested by Dr. Moore), Methods of Sale, Risk Assessment, Transparency, Debt Administration – Post-Sale, Investment of Proceeds, Disclosure, Debt Management, Types of Debt – Short-Term Debt, and Professional Services. Mr. Hargett thanked the Office of State and Local Finance, and the Attorney General's Office, for their work on the Policy.

Mr. Hargett asked if there were any public comments. Hearing none, Mr. Hargett made a motion to approve the revisions to the Policy, and Mr. Wilson seconded the motion. Ms. Thompson called the roll:

Dr. Moore — Aye  
 Mr. Wolfe — Aye  
 Mr. Hargett — Aye  
 Mr. Wilson — Aye  
 Mr. Martin — Aye  
 Ms. Hess — Aye

The motion was unanimously approved.

Hearing no other business, Mr. Wilson made a motion to adjourn the meeting, and Mr. Martin seconded the motion. Ms. Thompson called the roll:

Dr. Moore — Aye  
Mr. Wolfe — Aye  
Mr. Hargett — Aye  
Mr. Wilson — Aye  
Mr. Martin — Aye  
Ms. Hess — Aye

The meeting was adjourned.

Approved on this 22<sup>nd</sup> day of June, 2017.

Respectfully submitted,  
  
Sandra Thompson  
Assistant Secretary