

TENNESSEE STATE FUNDING BOARD
JUNE 22, 2017
AGENDA

1. Call meeting to order
2. Approval of State Funding Board minutes from the May 11, 2017, meeting
3. Presentation and consideration for approval of the Tennessee Housing Development's Agency's Schedule of Financing for Fiscal Year 2017-2018
4. Report from the Department of Economic and Community Development (ECD) for approval of funding for the following projects:
 - **LKQ Corporation – Nashville (Davidson Co.)**
FastTrack Economic Development Grant \$1,950,000
 - **Mint Tennessee International, LLC – Lewisburg (Marshall Co.)**
FastTrack Economic Development Grant \$1,000,000
 - **PathGroup – Nashville (Davidson Co.)**
FastTrack Economic Development Grant \$ 828,000
 - **Sedgwick Claims Management Services, Inc. – Memphis (Shelby Co.)**
FastTrack Economic Development Grant \$1,575,000
 - **Stanley Black & Decker, Inc. – Jackson (Madison Co.)**
FastTrack Economic Development Grant \$1,000,000
 - **To Be Announced**
FastTrack Economic Development Grant \$3,636,718
5. Consideration for approval of a “Resolution Allocating Funds to Defray a Portion of the Cost of Highway Bridge Construction Projects and to Cancel Authorized Bonds”
6. Consideration for approval of a “Resolution Certifying and Authorizing the Allocation of Funds to the Sinking Fund for the 2017-2018 Fiscal Year”
7. Consideration for approval of a “Resolution Allocating Funds to Defray a Portion of the Cost of Highway Construction Projects and to Cancel Authorized Bonds”
8. Consideration for approval of a “Resolution Authorizing the Issuance of General Obligation Bonds of the State of Tennessee”
9. Tennessee Consolidated Retirement System (TCRS) affirmation of Standby Commercial Paper Agreement
10. Acceptance and approval of fees for the Standby Letter of Credit between TCRS and the State Funding Board; authorization of staff to prepare a document reflecting the same; and delegation to the Secretary of the Board to execute such document
11. Adjourn

TENNESSEE STATE FUNDING BOARD
May 11, 2017

The Tennessee State Funding Board (the “Board”) met on Thursday, May 11, 2017, at 11:30 a.m., in the Legislative Plaza, Room LP-30, Nashville, Tennessee. The Honorable Justin Wilson, Comptroller, was present and presided over the meeting.

The following members were also present:

The Honorable Tre Hargett, Secretary of the State of Tennessee
Commissioner Larry Martin, Department of Finance and Administration

The following members were absent:

The Honorable Bill Haslam, Governor
The Honorable David Lillard, State Treasurer

Seeing a physical quorum present, Mr. Wilson called the meeting to order and asked for approval of the minutes from the March 21, 2017 meeting. Commissioner Martin made a motion to approve the minutes. Mr. Hargett seconded the motion, and it was unanimously approved.

Mr. Wilson then recognized Ms. Jamie Stitt, Deputy Assistant Commissioner of Business Development, Tennessee Department of Economic and Community Development (“ECD”), to present FastTrack projects for consideration and Mr. Paul VanderMeer, Senior Advisor for Fiscal Policy, ECD, to present the “FastTrack Report to State Funding Board” (the “Report”). Mr. VanderMeer reported that, as of the date of the last Board meeting, the FastTrack balance was \$188,684,440.64. Since that time, \$1,694,600 in funds has been deobligated and returned to the FastTrack program, \$15,304,667 in new loans had been approved and \$232,986.38 in funds were spent on FastTrack administrative expenses, which resulted in an adjusted FastTrack balance available for funding grants and loans of \$174,841,387.26 as of the date of the Report. Mr. VanderMeer reported that commitments had been made in the amount of \$148,861,899.13, resulting in an uncommitted FastTrack balance of \$25,979,488.13. Mr. VanderMeer reported that the projects to be considered at this meeting totaled \$13,215,150, and if these projects were approved, the uncommitted balance would be \$12,764,338.13 and the total committed balance would be \$162,077,049.13, which represented 92.7% of the FastTrack balance. Mr. Wilson inquired if the balance of approximately \$12 million would be an adequate balance to finish fiscal year 2017. Mr. VanderMeer responded that ECD does believe the remaining FastTrack balance is adequate.

Ms. Stitt stated that the projects were being presented to the Board because state law required that FastTrack projects in amounts exceeding \$750,000 per eligible business within any three-year period be reviewed and approved by the Board. Mr. Borden then presented the following FastTrack projects:

- **La-Z-Boy Incorporated – Dayton (Rhea Co.)**
FastTrack Economic Development \$ 862,500

- **LG Electronics U.S.A., Inc. – Clarksville (Montgomery Co.)**
FastTrack Job Training \$1,500,000
FastTrack Infrastructure Development \$2,032,150

- **Iatric Manufacturing Solutions – Morristown (Hamblen Co.)**
 FastTrack Job Training \$ 200,000
 FastTrack Economic Development \$1,600,000
- **Frazier Industrial Company – Dyersburg (Dyer Co.)**
 FastTrack Economic Development \$1,000,000
- **SCCY Industries, LLC – Maryville (Blount Co.)**
 FastTrack Economic Development \$2,848,000
- **Science Applications International Corporation – Cookeville (Putnam Co.)**
 FastTrack Job Training \$3,000,000
- **Lowe’s Home Centers, LLC – Coopertown (Robertson Co.)**
 FastTrack Infrastructure Development \$ 50,000
- **Topre America Corporation – Smyrna (Rutherford Co.)**
 FastTrack Job Training \$ 122,500

The Board received in their packets signed letters, FastTrack checklists, and incentive acceptance forms from the Commissioner of ECD, Mr. Bob Rolfe. Mr. Wilson inquired if the information provided in the ECD packets was true and correct and Ms. Stitt responded affirmatively. Mr. Wilson also inquired if the companies that have signed the incentive acceptance forms fully understand the agreements and Ms. Stitt responded affirmatively. Mr. Hargett inquired about the SCCY Industries project in Putnam County. Mr. Hargett explained that compared to the other FastTrack projects being presented, the SCCY Industries project did not appear to be committing as much of a capital investment as other companies and he inquired how ECD decided that making a FastTrack grant for this project was a good business decision. Ms. Stitt explained that when evaluating projects, ECD looks at the number of jobs, the average wage of those jobs, the capital investment and the location. Ms. Stitt explained that the SCCY Industries project is located in a Tier 3 county and the other projects being presented are in Tier 1 counties. She also stated that workforce training was a big need for the SCCY Industries project. Ms. Stitt explained that when evaluating a county for tax tier status, ECD looks at poverty rate, unemployment rate and household income. Ms. Stitt explained that Tier 1 counties end up being the most economically strong counties in the State on Tennessee (the “State) and Tier 4 are the most distressed counties. Ms. Stitt explained that there is usually not many high paying jobs in a Tier 3 county, which played a big part in the evaluation of the SCCY Industries project. Commissioner Martin inquired how ECD evaluates the variables, number of jobs, average wage rate and capital investment, of a project which are not all equal and play out differently based on the county’s need. Ms. Stitt explained that ECD has a return on investment (ROI) model used in evaluating projects. The number of jobs, the average wage rate, the capital investment and location are entered into the ROI model and this allows ECD to see the rate of return and the payback in years on a project. Mr. Hargett then made a motion to approve the FastTrack projects that were presented. Commissioner Martin seconded the motion, and it was unanimously approved.

Mr. Wilson then presented for discussion and approval a “Resolution Making Findings for Decrease in Special Revenues” (the “Resolution”). Mr. Wilson explained that Public Acts 2017, Chapter 181, Sections 28 and 29 (the “2017 Tax Cut Act”) amended the franchise tax law which is expected to result in a decrease in the franchise taxes for fiscal year 2017-2018. Mr. Wilson then explained that the annual proceeds of franchise taxes imposed by franchise tax law are pledged as security for the payment of the principal and interest on the bonds of the State outstanding as of July 1, 2013. Mr. Wilson explained that the State has covenanted with the holders of the bonds that it will not decrease by legislative action any of the fees or

taxes that constitute Special Revenues (which a portion of is made up of franchise taxes) unless the Board made a certification as required by Section 9-9-104(b). Mr. Wilson then stated that pursuant to Section 9-9-104(b), Tennessee Code Annotated, the Board must certify: (1) all payments due the Board under Title 9, Chapter 9, Tennessee Code Annotated, have been made in full; (2) the State is not in default in the payment of any outstanding debt or in the payment of interest; and (3) the Special Revenues, calculated with respect to the franchise tax proceeds as required by the 2017 Tax Cut Act, for the fiscal year 2017-2018, will be sufficient to provide funds adequate to meet all payments required to be made by the Board in such fiscal year, as well as provide for the other obligations and expenses of the State for such fiscal year to be defrayed. Mr. Wilson then stated that the Board received a letter from the Commissioner of Finance and Administration confirming the three requirements above. Mr. Hargett made a motion to approve the Resolution. Commissioner Martin seconded the motion, and it was unanimously approved.

Mr. Wilson then recognized Ms. Sandra Thompson, Director of the Office of State and Local Finance, to present the amended State Funding Board Debt Management Policy (the "Policy"). Ms. Thompson explained that it is a policy of the Board to review the Policy annually. Ms. Thompson stated that staff reviewed the Policy and recommended changes which were necessary to conform to current regulations. Ms. Thompson stated that in addition, which recognizing that there are certain qualities of each program that are unique, staff sought to make the policies of the Board, the Tennessee State School Bond Authority and the Tennessee Local Development Authority more consistent in areas where appropriate. Ms. Thompson stated that staff recommended changes in the following sections of the Policy:

- Methods of Sale- Negotiated Sale
 - To add additional factors which might make a negotiated sale more favorable
- Risk Assessment
 - To recognize an additional market risk recognizing that for short-term debt, a market failure could be so severe that not only would we not be able to find a buyer for our short-term debt, but that the liquidity provider (who is in place to buy the debt if we can't otherwise provide a buyer) might also fail
- Transparency
 - To clarify requirement for information that should be posted to the website subsequent to a sale and to modify the timeline in keeping with current practice (previously it required posting a "debt service schedule outlining the rate of retirement of the principal" within four weeks from closing – this referred to a schedule in the Official Statement and we actually post the entire Official Statement within two weeks from closing)
 - To clarify that information posted to EMMA is to comply with requirements of SEC Rule 15c2-12
- Debt Administration – Post Sale
 - To add an item related to the filing of the Form CT-0253 "Report on Debt Obligation"
 - To add items related to the annual Post-Issuance Compliance review for outstanding debt issuances
- Investment of Proceeds
 - To add language as to certain restrictions on bond proceeds to be escrowed in order to refund outstanding bonds

- Disclosure
 - To add the additional events which now require a notice to be disclosed on EMMA

Ms. Thompson then explained there were two changes specific to the Board's Policy:

- Refunding of Outstanding Debt:
 - To add the additional consideration for Arbitrage
- Professional Services:
 - To add descriptions of the following types of professional services: "Dealer", "Issuing and Paying Agent", "Credit/Liquidity Provider", "Refunding Trustee"

Mr. Wilson then called a Public Hearing in relation to the Policy and asked if anyone had any comments or statements. After hearing none, Mr. Wilson closed the Public Hearing. Commissioner Martin made a motion to approve the amended Policy. Mr. Wilson seconded the motion, and it was unanimously approved.

After requesting other business and hearing none, Mr. Wilson adjourned the meeting.

Approved on this _____ day of _____ 2017.

Respectfully submitted,

Sandra Thompson
Assistant Secretary

TENNESSEE HOUSING DEVELOPMENT AGENCY

SCHEDULE OF FINANCING

FISCAL YEAR 2017-2018

SUMMARY

The Tennessee Housing Development Agency (“THDA”) is required, under Tennessee Code Annotated Section 13-23-120(e)(1), to submit a schedule to the State Funding Board showing financings proposed for the fiscal year. The proposed schedule for fiscal year 2017-2018 is attached.

Total amount of bonds or notes reflected on Schedule of Financing for Fiscal Year 2017-2018:	\$ 410,000,000
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Total amount of bonds reflected on schedule, designed to produce proceeds for mortgage loans:	\$ 357,895,000
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Total amount of bonds or notes reflected on schedule related to refunding (not expected to produce proceeds for mortgage loans this fiscal year):	\$ 52,105,000
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TENNESSEE HOUSING DEVELOPMENT AGENCY
SCHEDULE OF FINANCING
FISCAL YEAR 2017-2018

ISSUE 2017-3 - RESIDENTIAL FINANCE PROGRAM BONDS –NEW VOLUME CAP/REFUNDING
September 2017

Sources of Funds

Proceeds of the Issue	\$ 155,000,000
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Uses of Funds

To Purchase Mortgage Loans or Refund Outstanding Bonds	\$ 155,000,000
Bond Reserve Funds)
Underwriting Fee/Bond Discount)
Capitalized Interest)
Cost of Issuance)
	\$ THDA contribution, or no more than 1% of bond proceeds, or a combination thereof

ISSUE 2018-1 - RESIDENTIAL FINANCE PROGRAM BONDS –NEW VOLUME CAP
February 2018

Sources of Funds

Proceeds of the Issue	\$ 100,000,000
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Uses of Funds

To Purchase Mortgage Loans or Refund Outstanding Bonds	\$ 100,000,000
Bond Reserve Funds)
Underwriting Fee/Bond Discount)
Capitalized Interest)
Cost of Issuance)
	\$ THDA contribution, or no more than 1% of bond proceeds, or a combination thereof

**ISSUE 2018-2 - RESIDENTIAL FINANCE BONDS –NEW VOLUME CAP/REFUNDING
June 2018**

Sources of Funds

Proceeds of the Issue \$ 155,000,000

Uses of Funds

To Purchase Mortgage Loans or Refund Outstanding Bonds \$ 155,000,000

Bond Reserve Funds)	
Underwriting Fee/Bond Discount)	\$ THDA contribution, or no more than 1% of
Capitalized Interest)	bond proceeds, or a combination thereof
Cost of Issuance)	

Single Family Bonds Sold in FY 2016-2017

	\$ 125,000,000	Issue 2016-2 Residential Finance Program Bonds, Dated October 18, 2016
	\$ 62,000,000	Issue 2016-3 Residential Finance Program Bonds, Dated November 17, 2016
	\$ 100,000,000	Issue 2017-1 Residential Finance Program Bonds, Dated March 30, 2017
	\$ 175,000,000	Issue 2017-2 Residential Finance Program Bonds, Dated June 27, 2017
TOTAL	<u>\$ 462,000,000</u>	(includes approximately \$109,615,000 in refundings)

Multifamily Bonds Sold in FY 2015-2016 \$ 0

**Volume Cap Used by Local Issuers
For Multi-Family Housing in 2016** \$ 165,873,000 From THDA's 2016 Volume Cap Allocation

**Volume Cap Available to Local Issuers
For Multi-Family Housing in 2017** \$ 210,000,000 From THDA's 2017 Volume Cap Allocation

ASSUMPTIONS

1. A bond issue may include any structure authorized by the Board and approved by the Bond Finance Committee, including, without limitation, convertible option bonds, short term notes, variable rate debt, taxable debt, planned amortization class bonds.
2. Dates of bond issues are based on estimated absorption of available funds and expected need for additional funds for three to four months, subject to the actual rate at which mortgage loans are currently being purchased.
3. THDA anticipates taking the maximum spread allowed under federal law for each bond issue, which is 112 basis points. The maximum spread could, however, be reduced based on program requirements at the time of sale. Interest rates for THDA loans could be further subsidized.
4. THDA anticipates future bonds will be issued under the 2013 General Resolution to continue to reduce the moral obligation of the state for THDA bonds.
5. The volume cap assumption is that 35% of the annual total tax-exempt bond authority amount available in Tennessee is made available to THDA at the beginning of each calendar year. This is the allocation to THDA for all tax-exempt housing bond issuance in the state in the current Department of Economic and Community Development plan. For bond issues in calendar year 2017, volume cap carried forward from 2014 will be used. THDA currently has \$624,523,000 in 2014 carried forward volume cap available. For bond issues in calendar year 2018, volume cap THDA carried forward from 2015 will be used. THDA currently has \$536,842,000 in 2015 carried forward volume cap available. Unused 2014 volume cap will be made available for the THDA Mortgage Credit Certificate Program by making the required elections on or before December 31, 2017.
6. A THDA contribution may be made with each bond issue as needed to over-collateralize the bond issue for the benefit of THDA borrowers, to fund required reserves, to pay cost of issuance and to ensure that the maximum amount of bond proceeds is used to fund mortgage loans. The amount and source of the THDA contribution is determined at the time it is needed. The amount of the contribution, if needed, is based on the structure of the bond issues, an analysis of debt service requirements of the general resolution under which the bonds are issued, the fee paid to underwriters and an estimate of other costs of issuance expected to be incurred. The source of such THDA contribution is assets available for such purpose under the 2013 General Resolution, 1985 General Resolution or the 2009 General Resolution.

FastTrack Report to State Funding Board

6/19/2017

1. Previous FastTrack Balance, as of Last Report	174,841,387.26	
2. + New Appropriations:	5,498,941.08	
3. + Newly Deobligated Funds:	1,627,320.04	
4. + Funds Transferred to FastTrack:	0.00	
5. - Funds Transferred from FastTrack:	0.00	
6. - FastTrack Grants or Loans Approved Greater Than \$750,000:	(2,405,000.00)	
7. - FastTrack Grants or Loans Approved Less Than \$750,000:	(2,250,362.00)	
8. - FastTrack Administration	(36,447.17)	
9. Adjusted FastTrack Balance Available for Funding FastTrack Grants or Loans:		177,275,839.21
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10. Total Amount of Commitments:	163,955,684.96	
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11. Uncommitted FastTrack:		13,320,154.25
12. Percentage Committed:		92.5%
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13. Amount of Proposed Grants or Loans:	9,989,718.00	
14. Uncommitted FastTrack Balance if Proposed Grants or Loans Approved:		3,330,436.25
15. Percentage Committed:		98.1%

See next page for explanations of the above questions.

I have reviewed the above and believe it to be correct:


 Commissioner of Economic and Community Development

Date: 6/20/17



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

The Department of Economic & Community Development (the "Department") seeks approval by the State Funding Board (the "Board") pursuant to T.C.A. § 4-3-717(a) authorizing FastTrack infrastructure, training, and economic development grants where there is a commitment by an eligible business to create or retain private sector jobs or engage in private investment or where the Commissioner of Economic and Community Development determines that such investment will have a direct impact on employment and investment opportunities in the future. The following projects meet the statutory requirements and the Department presents these projects to the Board pursuant to the mandates of T.C.A. § 4-3-717(e), which requires approval of grants and loans under the FastTrack Infrastructure Development Program, the FastTrack Job Training Assistance Program, and the FastTrack Economic Development Program that exceed \$750,000 per eligible business within a three (3) year period.

1. **LKQ Corporation – Nashville (Davidson County)**

LKQ Corporation is a leading provider of alternative and specialty parts and accessories to repair and accessorize automobiles and other vehicles. The company has operations in North America, Europe and Taiwan. LKQ offers a broad range of replacement systems, components, equipment and parts to repair and accessorize automobiles, trucks, recreational and performance vehicles. LKQ plans to build a new approximately 100,000 square foot building in Nashville to accommodate the company's future growth. Once built, LKQ's 415 current Nashville employees will move to the new facility where the company will create 150 new jobs over the next five years.

LKQ Corporation has committed to create 150 new jobs and make a \$23,576,462 capital investment within five years. The company will have an average wage of \$34.06 per hour for the new positions.

FastTrack Economic Development Grant funds will be used to offset the costs that LKQ Corporation will incur in new construction. **(\$1,950,000)**

Total FastTrack funds for this project - \$1,950,000



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

2. Minth Tennessee International, LLC – Lewisburg (Marshall County)

Minth Group Limited, an investment holding company, engages in the design, development, manufacture, processing, and sale of automobile body parts and molds of passenger cars in the People's Republic of China. It is also involved in the design of automobile exterior and interior decorative parts; design, manufacture, import, export, and consulting of stamping dies; customer service and market development activities; and wholesale of automobile body parts and materials of automobile spare parts.

The project is an expansion of the company's manufacturing foot print and setting up a base for them in the southern region of the US to manufacture and support OEMs in the region. This base will act a distribution warehouse for parts coming from facilities abroad along with full manufacturing of metal structural parts. They will have a variety of manufacturing process capabilities in this facility

Minth Tennessee International, LLC has committed to create 201 new jobs and make a \$13,200,000 capital investment within five years. The company will have an average wage of \$18.21 per hour for the new positions.

FastTrack Economic Development Grant funds will be used for building retrofit, replacement of the roof, and an upgrade of the parking lot. **(\$1,000,000)**

Total FastTrack funds for this project - \$1,000,000

3. Associated Pathologists, LLC (PathGroup) – Nashville (Davidson County)

Associated Pathologists, LLC (PathGroup), is the largest physician owned pathology group in the United States. PathGroup is headquartered in Brentwood, TN. With more than 75 pathologists, they provide a wide range of anatomic, clinical and molecular services to hospitals, multi-specialty groups, surgery centers, physician offices and other clinical reference laboratories.



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

Associated Pathologists has committed to create 209 new jobs and make an \$18,147,330 capital investment within five years. The company will have an average wage of \$32.22 per hour for the new positions.

FastTrack Economic Development Grant funds will be used to offset costs Associated Pathologists, LLC will incur in the buildout of the lab facilities. **(\$828,000)**

Total FastTrack funds for this project - \$828,000

4. Sedgwick Claims Management Services, Inc. – Memphis (Shelby County)

Headquartered in Memphis, Sedgwick is a global corporation focused on delivering services that include management of workers' compensation, disability, FMLA, property and specialty claims, as well as managed care, special and forensic investigation, Medicare and OSHA solutions and risk consulting. Nearly 15,000 colleagues in approximately 275 offices in the U.S., Canada, U.K. and Ireland serve more than 2.6 million claimants each year. With this expansion, Sedgwick will consolidate its headquarters into a single campus in Shelby County and locate R&D functions at the site. Sedgwick has made an investment in an innovation lab focused on developing technology for next-generation claims management models centered on the needs of the client and the claimant. By redesigning the claims management process, the company would not only improve the client and claimant experience, but also give its colleagues a more meaningful work experience.

Sedgwick Claims Management Services, Inc. has committed to create 150 new jobs and make a \$34,091,629 capital investment within five years. The company will have an average wage of \$26.40 per hour for the new positions.

FastTrack Economic Development Grant funds will be used to offset the costs that Sedgwick Claims Management Services, LLC will incur due to retrofit of the office relocation. **(\$1,575,000)**

Total FastTrack funds for this project - \$1,575,000

5. Stanley Black & Decker, Inc. – Jackson (Madison County)

One of the leading U.S. toolmakers, the company markets power tool products, components, and air compressors globally. Besides the Stanley Black & Decker brands, it sells such brands as



Department of Economic and Community Development

Bob Rolfe
Commissioner

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Governor

Bostitch, Mac Tools, DEWALT, and Porter Cable. Stanley Black & Decker peddles its products through home centers and mass-merchant distributors, as well as through third-party distributors and a direct sales force. Founded in 1843, Stanley changed its name after merging with Black & Decker in 2010.

One of the projects associated with this expansion is a major facility renovation so that Jackson can become one of Stanley Black & Decker's first "Lighthouse" facilities. The Jackson plant will serve as a showcase and model for new advanced manufacturing techniques, systems and processes.

Alongside manufacturing upgrades, Stanley Black & Decker plans to bring its 500,000-square-foot distribution center onsite back into full service.

Stanley Black & Decker, Inc. has committed to create 256 new jobs and make a \$29,117,899 capital investment within five years. The company will have an average wage of \$14.01 per hour for the new positions.

FastTrack Economic Development Grant funds will be used to offset the costs Stanley Black & Decker, Inc. will incur in the renovations of the facility. **(\$1,000,000)**

Total FastTrack funds for this project - \$1,000,000

6. Dal-Tile Tennessee, LLC – Dickson (Dickson County)

Mohawk Industries is a leading global flooring manufacturer that creates products to enhance residential and commercial spaces around the world. Mohawk's vertically integrated manufacturing and distribution processes provide competitive advantages in the production of carpet, rugs, ceramic tile, laminate, wood, stone, and vinyl flooring. Its industry-leading innovation has yielded products and technologies that differentiate brands in the marketplace and satisfy all remodeling and new construction requirements. Mohawk's brands are among the most recognized in the industry and include American Olean, Bigelow, Dal-Tile, Durkan, Karastan, Lees, Marazzi, Mohawk, Pergo, Unilin and Quick-Step.

With plans to open this tile manufacturing plant in the fourth quarter of 2018, the company will produce countertops. This expansion is above and beyond the 320 jobs the company committed for the production of ceramic tiles.



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

Dal-Tile Tennessee, LLC has committed to create 245 new jobs and make a \$142,000,000 capital investment within five years. The company will have an average wage of \$21.59 per hour for the new positions.

FastTrack Economic Development Grant funds will be used to offset the costs Dal-Tile Tennessee, LLC will incur in acquiring the land and building as well as retrofitting the building. **(\$3,636,718)**

Total FastTrack funds for this project - \$3,636,718

Sincerely,

A handwritten signature in black ink that reads "Robert Rolfe".

Bob Rolfe

BR/js

State Funding Board FastTrack Checklist

FastTrack grants or loans exceeding seven hundred fifty thousand dollars (\$750,000) per eligible business within a three-year period require state funding board approval T.C.A. § 4-3-717(e).

Please identify the type of FastTrack funding requested and the grant or loan amount:

TYPE OF FUNDING	RECIPIENT ENTITY	GRANT AMOUNT	LOAN AMOUNT
INFRASTRUCTURE			
TRAINING*			
ECONOMIC DEVELOPMENT	The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County	\$1,950,000	
TOTAL		\$1,950,000	

(Recipient entity must be a local government, their economic development organization, a political subdivision of the state, or an eligible business beneficiary [for training only].)

*ELIGIBLE BUSINESS BENEFICIARY (if different than Recipient Entity): LKQ Corporation

Complete the General Statutory Compliance section below and the section(s) that corresponds with the type of funding indicated above. General Statutory Compliance items apply to all types of funding represented above.

GENERAL STATUTORY COMPLIANCE

- Will this new commitment cause the FastTrack appropriations to be over-committed T.C.A. § 4-3-716(g)?
If "yes," state funding board concurrence is required. Attach the commissioner's rationale used to determine the amount of actual commitments unlikely to be accepted based on historical program trends (maximum allowed is 130% of the appropriations available for new grants). Yes No
- Will this new commitment place in jeopardy compliance with the legislative intent that actual expenditures and obligations to be recognized at the end of the fiscal year not exceed available reserves and appropriations of the programs T.C.A. § 4-3-716(g)? Yes No
- Does this grant or loan comply with the legislative intent to distribute FastTrack funds in all areas of the state to the extent practicable T.C.A. § 4-3-716(f)? Yes No
- Has the commissioner of economic and community development provided to the commissioner of finance and administration (with copies transmitted to the speaker of the house of representatives, the speaker of the senate, the chairs of the finance, ways and means committees, the state treasurer, the state comptroller, the office of legislative budget analysis, and the secretary of state) the most recent quarterly report regarding the status of the appropriations for the FastTrack fund T.C.A. § 4-3-716(h)? Yes No

Identify which of the following apply:

- Does the business export more than half of their products or services outside of Tennessee T.C.A. § 4-3-717(h)(1)(A)?
 - Do more than half of the business' products or services enter into the production of exported products T.C.A. § 4-3-717(h)(1)(B)?
 - Does the use of business' products primarily result in import substitution on the replacement of imported products or services with those produced in the state T.C.A. § 4-3-717(h)(1)(C)?
 - Has the commissioner of economic and community development determined the business has other types of economic activity that contributes significantly to community development education and has a beneficial impact on the economy of the state T.C.A. § 4-3-717(h)(1)(D)? If "yes," attach the commissioner's rationale.

Applicant must answer "Yes" to a or b.

- Is there a commitment by a responsible official in an eligible business for the creation or retention of private sector jobs and investment T.C.A. § 4-3-717(a)? If "yes," attach documentation.
 - Has the commissioner of economic and community development determined that this investment will have a direct impact on employment and investment opportunities in the future T.C.A. § 4-3-717(a)? If "yes," attach the commissioner's rationale.

Yes No

TRAINING

Yes No

- 7. Will the grant support the training of new employees for locating or expanding industries T.C.A. § 4-3-717(c)(1)?
- 8. Will the grant support the retraining of existing employees where retraining is required by the installation of new machinery or production processes T.C.A. § 4-3-717(c)(2)?

Yes No

INFRASTRUCTURE

Yes No

- 9. Is the land to be improved publicly owned and not subject to a purchase option by a private entity where the purchase option covering the land may be exercised within a period of five (5) years following the date of the infrastructure grant? T.C.A. § 4-3-717(b)(2-3)?
- 10. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?
- 11. In determining the level of assistance for infrastructure and site preparation, was consideration given to local ability-to-pay with areas of lesser ability being eligible for higher grant rates T.C.A. § 4-3-717(f)?

Yes No

Applicant must answer "Yes" to a or b.

- 12. a. Will the grant or loan address infrastructure, such as, water, wastewater, transportation systems, line extensions, industrial site preparation or similar items where it is demonstrated that such improvements are necessary for the location or expansion of business or industry T.C.A. § 4-3-717(h)(2)?
- b. Has the commissioner of economic and community development determined the funds make significant technological improvements such as digital switches or fiber optic cabling that would have a beneficial impact on the economy of this state T.C.A. § 4-3-717(h)(2)? If "yes," attach the commissioner's rationale.

Yes No

ECONOMIC DEVELOPMENT

Yes No

- 13. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?
- 14. Is this grant or loan eligible for FastTrack infrastructure development or job training assistance funds T.C.A. § 4-3-717(d)(1)?
- 15. Will this grant or loan be used to facilitate economic development activities that include, but are not limited to, retrofitting, relocating equipment, purchasing equipment, building repairs and improvements, temporary office space or other temporary equipment related to relocation or expansion of a business T.C.A. § 4-3-717(d)(1)?
- 16. Will the funds be used in exceptional circumstances wherein the funds will make a proportionally significant economic impact on the affected community T.C.A. § 4-3-717(d)(1)? If "yes," attach an explanation of the exceptional circumstances and the proportionally significant economic impact.
- 17. The department of economic and community development is required to notify and provide the state funding board a detailed written explanation of the purpose for which this economic development grant or loan is being awarded or used T.C.A. § 4-3-717(d)(2). Attach documentation.

Yes No

Yes No

Yes No

I have reviewed this document and believe it to be correct.



Commissioner of Economic and Community Development

6/20/17
Date



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

May 4, 2017

INCENTIVE ACCEPTANCE FORM

This form serves as notice that LKQ Corporation intends, in good faith, to create 150 private sector jobs in Nashville, Davidson County and make a capital investment of \$23,576,462 in exchange for incentives that will be memorialized in a grant agreement between LKQ Corporation and the State of Tennessee.

ECD OFFER SUMMARY

FastTrack Economic Development Grant:	\$ 1,950,000
Total ECD Commitment:	\$ 1,950,000

Please sign your name in the space below to signify LKQ Corporation's acceptance of ECD's offer set forth above and return it by August 1, 2017 to:

Tennessee Department of Economic and Community Development
Attn: Jordan Taylor Sloan
312 Rosa Parks Avenue, 27th Floor
Nashville, TN 37243
jordan.taylorsloan@tn.gov

Please note that this Incentive Acceptance Form does not give rise to any legal obligations on the part of the State of Tennessee, any department or instrumentality of the State of Tennessee (including ECD and the Department of Revenue) or the Company. The terms and conditions governing the award of the incentive package described herein will be set forth in a grant agreement, the form of which will be provided to the Company following the delivery of an executed copy of the Incentive Acceptance Form. The incentives described in this letter are based upon the representations made by the Company to ECD regarding the project. ECD reserves the right to revise the incentives described in this Incentive Acceptance Form if any aspect of the project changes after receipt of this form. Changes that could result in revision of incentives include, but are not limited to: number of jobs, amount of capital investment, composition of company vs. contract jobs, average wage, or location of the project.

Signature: Walter Hamby
(Authorized Representative of Company)

Date: 5/10/17



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

Pursuant to Tennessee Code Annotated §4-3-717 (d)(1)-(2), I am writing to inform you that the Department of Economic and Community Development is awarding a FastTrack Economic Development Grant to the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County for the benefit of LKQ Corporation in the amount of \$1,950,000 to offset the costs LKQ Corporation will incur in new construction. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on the community due to the number of high paying jobs and significant capital investment. LKQ Corporation has committed to create 150 net new jobs and to make a \$23,576,462 capital investment within five years. The company will have an average wage of \$34.06 per hour for the new positions. This project will have an exceptional impact.

Sincerely,

Bob Rolfe

BR/js

State Funding Board FastTrack Checklist

FastTrack grants or loans exceeding seven hundred fifty thousand dollars (\$750,000) per eligible business within a three-year period require state funding board approval T.C.A. § 4-3-717(e).

Please identify the type of FastTrack funding requested and the grant or loan amount:

TYPE OF FUNDING	RECIPIENT ENTITY	GRANT AMOUNT	LOAN AMOUNT
INFRASTRUCTURE			
TRAINING*			
ECONOMIC DEVELOPMENT	Lewisburg Industrial Development Board	\$1,000,000	
TOTAL		\$1,000,000	

(Recipient entity must be a local government, their economic development organization, a political subdivision of the state, or an eligible business beneficiary [for training only].)

*ELIGIBLE BUSINESS BENEFICIARY (if different than Recipient Entity): Mint Tennessee International, LLC

Complete the General Statutory Compliance section below and the section(s) that corresponds with the type of funding indicated above. General Statutory Compliance items apply to all types of funding represented above.

GENERAL STATUTORY COMPLIANCE

1. Will this new commitment cause the FastTrack appropriations to be over-committed T.C.A. § 4-3-716(g)?
If "yes," state funding board concurrence is required. Attach the commissioner's rationale used to determine the amount of actual commitments unlikely to be accepted based on historical program trends (maximum allowed is 130% of the appropriations available for new grants). Yes No
2. Will this new commitment place in jeopardy compliance with the legislative intent that actual expenditures and obligations to be recognized at the end of the fiscal year not exceed available reserves and appropriations of the programs T.C.A. § 4-3-716(g)? Yes No
3. Does this grant or loan comply with the legislative intent to distribute FastTrack funds in all areas of the state to the extent practicable T.C.A. § 4-3-716(f)? Yes No
4. Has the commissioner of economic and community development provided to the commissioner of finance and administration (with copies transmitted to the speaker of the house of representatives, the speaker of the senate, the chairs of the finance, ways and means committees, the state treasurer, the state comptroller, the office of legislative budget analysis, and the secretary of state) the most recent quarterly report regarding the status of the appropriations for the FastTrack fund T.C.A. § 4-3-716(h)? Yes No

Identify which of the following apply:

5. a. Does the business export more than half of their products or services outside of Tennessee T.C.A. § 4-3-717(h)(1)(A)?
- b. Do more than half of the business' products or services enter into the production of exported products T.C.A. § 4-3-717(h)(1)(B)?
- c. Does the use of business' products primarily result in import substitution on the replacement of imported products or services with those produced in the state T.C.A. § 4-3-717(h)(1)(C)?
- d. Has the commissioner of economic and community development determined the business has other types of economic activity that contributes significantly to community development education and has a beneficial impact on the economy of the state T.C.A. § 4-3-717(h)(1)(D)? If "yes," attach the commissioner's rationale.

Applicant must answer "Yes" to a or b.

6. a. Is there a commitment by a responsible official in an eligible business for the creation or retention of private sector jobs and investment T.C.A. § 4-3-717(a)? If "yes," attach documentation.
- b. Has the commissioner of economic and community development determined that this investment will have a direct impact on employment and investment opportunities in the future T.C.A. § 4-3-717(a)? If "yes," attach the commissioner's rationale.

TRAINING

7. Will the grant support the training of new employees for locating or expanding industries T.C.A. § 4-3-717(c)(1)? Yes No
8. Will the grant support the retraining of existing employees where retraining is required by the installation of new machinery or production processes T.C.A. § 4-3-717(c)(2)? Yes No

INFRASTRUCTURE

9. Is the land to be improved publicly owned and not subject to a purchase option by a private entity where the purchase option covering the land may be exercised within a period of five (5) years following the date of the infrastructure grant? T.C.A. § 4-3-717(b)(2-3)? Yes No
10. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)? Yes No
11. In determining the level of assistance for infrastructure and site preparation, was consideration given to local ability-to-pay with areas of lesser ability being eligible for higher grant rates T.C.A. § 4-3-717(f)? Yes No

Applicant must answer "Yes" to a or b.

12. a. Will the grant or loan address infrastructure, such as, water, wastewater, transportation systems, line extensions, industrial site preparation or similar items where it is demonstrated that such improvements are necessary for the location or expansion of business or industry T.C.A. § 4-3-717(h)(2)?
- b. Has the commissioner of economic and community development determined the funds make significant technological improvements such as digital switches or fiber optic cabling that would have a beneficial impact on the economy of this state T.C.A. § 4-3-717(h)(2)? If "yes," attach the commissioner's rationale.

ECONOMIC DEVELOPMENT

13. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)? Yes No
14. Is this grant or loan eligible for FastTrack infrastructure development or job training assistance funds T.C.A. § 4-3-717(d)(1)? Yes No
15. Will this grant or loan be used to facilitate economic development activities that include, but are not limited to, retrofitting, relocating equipment, purchasing equipment, building repairs and improvements, temporary office space or other temporary equipment related to relocation or expansion of a business T.C.A. § 4-3-717(d)(1)? Yes No
16. Will the funds be used in exceptional circumstances wherein the funds will make a proportionally significant economic impact on the affected community T.C.A. § 4-3-717(d)(1)? If "yes," attach an explanation of the exceptional circumstances and the proportionally significant economic impact. Yes No
17. The department of economic and community development is required to notify and provide the state funding board a detailed written explanation of the purpose for which this economic development grant or loan is being awarded or used T.C.A. § 4-3-717(d)(2). Attach documentation. Yes No

I have reviewed this document and believe it to be correct.



Commissioner of Economic and Community Development

6/20/17

Date



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 2, 2017

INCENTIVE ACCEPTANCE FORM

This form serves as notice that intends, in good faith, to create 201 private sector jobs in Lewisburg, Marshall County and make a capital investment of \$13,200,000 in exchange for incentives that will be memorialized in a grant agreement between Minth Tennessee International, LLC and the State of Tennessee.

ECD OFFER SUMMARY

FastTrack Economic Development Grant:	\$ 1,000,000
Total ECD Commitment:	\$ 1,000,000

Please sign your name in the space below to signify Minth Tennessee International, LLC's acceptance of ECD's offer set forth above and return it by August 30, 2017 to:

Tennessee Department of Economic and Community Development
Attn: Jordan Taylor Sloan
312 Rosa Parks Avenue, 27th Floor
Nashville, TN 37243
jordan.taylor Sloan@tn.gov

Please note that this Incentive Acceptance Form does not give rise to any legal obligations on the part of the State of Tennessee, any department or instrumentality of the State of Tennessee (including ECD and the Department of Revenue) or the Company. The terms and conditions governing the award of the incentive package described herein will be set forth in a grant agreement, the form of which will be provided to the Company following the delivery of an executed copy of the Incentive Acceptance Form. The incentives described in this letter are based upon the representations made by the Company to ECD regarding the project. ECD reserves the right to revise the incentives described in this Incentive Acceptance Form if any aspect of the project changes after receipt of this form. Changes that could result in revision of incentives include, but are not limited to: number of jobs, amount of capital investment, composition of company vs. contract jobs, average wage, or location of the project.

Signature: [Handwritten Signature]
(Authorized Representative of Company)

Date: 6/17/2017



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

Pursuant to Tennessee Code Annotated §4-3-717 (d)(1)-(2), I am writing to inform you that the Department of Economic and Community Development is awarding a FastTrack Economic Development Grant to Lewisburg Industrial Development Board for the benefit of Minth Tennessee International, LLC in the amount of \$1,000,000 to offset the costs Minth Tennessee International, LLC will incur to retrofit the building, replace the roof, and upgrade the parking lot. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on the community due to the number of jobs and significant capital investment. Minth Tennessee International, LLC has committed to create 201 net new jobs and to make a \$13,200,000 capital investment within five years. The company will have an average wage of \$18.21 per hour for the new positions. This project will have an exceptional impact.

Sincerely,

A handwritten signature in black ink that reads "Robert Rolfe". The signature is written in a cursive style with a large, prominent "R" at the beginning.

Bob Rolfe

BR/js

State Funding Board FastTrack Checklist

FastTrack grants or loans exceeding seven hundred fifty thousand dollars (\$750,000) per eligible business within a three-year period require state funding board approval T.C.A. § 4-3-717(e).

Please identify the type of FastTrack funding requested and the grant or loan amount:

TYPE OF FUNDING	RECIPIENT ENTITY	GRANT AMOUNT	LOAN AMOUNT
INFRASTRUCTURE			
TRAINING*			
ECONOMIC DEVELOPMENT	The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County	\$828,000	
TOTAL		\$828,000	

(Recipient entity must be a local government, their economic development organization, a political subdivision of the state, or an eligible business beneficiary [for training only].)

*ELIGIBLE BUSINESS BENEFICIARY (if different than Recipient Entity): Associated Pathologists, LLC

Complete the General Statutory Compliance section below and the section(s) that corresponds with the type of funding indicated above. General Statutory Compliance items apply to all types of funding represented above.

GENERAL STATUTORY COMPLIANCE

1. Will this new commitment cause the FastTrack appropriations to be over-committed T.C.A. § 4-3-716(g)?
If "yes," state funding board concurrence is required. Attach the commissioner's rationale used to determine the amount of actual commitments unlikely to be accepted based on historical program trends (maximum allowed is 130% of the appropriations available for new grants). Yes No
2. Will this new commitment place in jeopardy compliance with the legislative intent that actual expenditures and obligations to be recognized at the end of the fiscal year not exceed available reserves and appropriations of the programs T.C.A. § 4-3-716(g)? Yes No
3. Does this grant or loan comply with the legislative intent to distribute FastTrack funds in all areas of the state to the extent practicable T.C.A. § 4-3-716(f)? Yes No
4. Has the commissioner of economic and community development provided to the commissioner of finance and administration (with copies transmitted to the speaker of the house of representatives, the speaker of the senate, the chairs of the finance, ways and means committees, the state treasurer, the state comptroller, the office of legislative budget analysis, and the secretary of state) the most recent quarterly report regarding the status of the appropriations for the FastTrack fund T.C.A. § 4-3-716(h)? Yes No

Identify which of the following apply:

5. a. Does the business export more than half of their products or services outside of Tennessee T.C.A. § 4-3-717(h)(1)(A)?
- b. Do more than half of the business' products or services enter into the production of exported products T.C.A. § 4-3-717(h)(1)(B)?
- c. Does the use of business' products primarily result in import substitution on the replacement of imported products or services with those produced in the state T.C.A. § 4-3-717(h)(1)(C)?
- d. Has the commissioner of economic and community development determined the business has other types of economic activity that contributes significantly to community development education and has a beneficial impact on the economy of the state T.C.A. § 4-3-717(h)(1)(D)? If "yes," attach the commissioner's rationale.

Applicant must answer "Yes" to a or b.

6. a. Is there a commitment by a responsible official in an eligible business for the creation or retention of private sector jobs and investment T.C.A. § 4-3-717(a)? If "yes," attach documentation.
- b. Has the commissioner of economic and community development determined that this investment will have a direct impact on employment and investment opportunities in the future T.C.A. § 4-3-717(a)? If "yes," attach the commissioner's rationale.

Yes No

TRAINING

Yes No

- 7. Will the grant support the training of new employees for locating or expanding industries T.C.A. § 4-3-717(c)(1)?
- 8. Will the grant support the retraining of existing employees where retraining is required by the installation of new machinery or production processes T.C.A. § 4-3-717(c)(2)?

Yes No

INFRASTRUCTURE

Yes No

- 9. Is the land to be improved publicly owned and not subject to a purchase option by a private entity where the purchase option covering the land may be exercised within a period of five (5) years following the date of the infrastructure grant? T.C.A. § 4-3-717(b)(2-3)?
- 10. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?
- 11. In determining the level of assistance for infrastructure and site preparation, was consideration given to local ability-to-pay with areas of lesser ability being eligible for higher grant rates T.C.A. § 4-3-717(f)?

Yes No

Applicant must answer "Yes" to a or b.

- 12. a. Will the grant or loan address infrastructure, such as, water, wastewater, transportation systems, line extensions, industrial site preparation or similar items where it is demonstrated that such improvements are necessary for the location or expansion of business or industry T.C.A. § 4-3-717(h)(2)?
- b. Has the commissioner of economic and community development determined the funds make significant technological improvements such as digital switches or fiber optic cabling that would have a beneficial impact on the economy of this state T.C.A. § 4-3-717(h)(2)? If "yes," attach the commissioner's rationale.

Yes No

ECONOMIC DEVELOPMENT

Yes No

- 13. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?
- 14. Is this grant or loan eligible for FastTrack infrastructure development or job training assistance funds T.C.A. § 4-3-717(d)(1)?
- 15. Will this grant or loan be used to facilitate economic development activities that include, but are not limited to, retrofitting, relocating equipment, purchasing equipment, building repairs and improvements, temporary office space or other temporary equipment related to relocation or expansion of a business T.C.A. § 4-3-717(d)(1)?
- 16. Will the funds be used in exceptional circumstances wherein the funds will make a proportionally significant economic impact on the affected community T.C.A. § 4-3-717(d)(1)? If "yes," attach an explanation of the exceptional circumstances and the proportionally significant economic impact.
- 17. The department of economic and community development is required to notify and provide the state funding board a detailed written explanation of the purpose for which this economic development grant or loan is being awarded or used T.C.A. § 4-3-717(d)(2). Attach documentation.

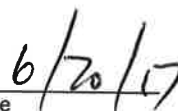
Yes No

Yes No

Yes No

I have reviewed this document and believe it to be correct.


 Commissioner of Economic and Community Development


 Date



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

April 12, 2017

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Associated Pathologists, LLC intends, in good faith, to create 209 private sector jobs in Nashville, Davidson County and make a capital investment of \$18,147,330 in exchange for incentives that will be memorialized in a grant agreement between Associated Pathologists, LLC and the State of Tennessee.

ECD OFFER SUMMARY

FastTrack Economic Development Grant:	\$ 828,000
Total ECD Commitment:	\$ 828,000

Please sign your name in the space below to signify Associated Pathologists, LLC's acceptance of ECD's offer set forth above and return it by July 10, 2017 to:

Tennessee Department of Economic and Community Development
Attn: Jordan Taylor Sloan
312 Rosa Parks Avenue, 27th floor
Nashville, TN 37243
jordan.taylorsloan@tn.gov

Please note that this Incentive Acceptance Form does not give rise to any legal obligations on the part of the State of Tennessee, any department or instrumentality of the State of Tennessee (including ECD and the Department of Revenue) or the Company. The terms and conditions governing the award of the incentive package described herein will be set forth in a grant agreement, the form of which will be provided to the Company following the delivery of an executed copy of the Incentive Acceptance Form. The incentives described in this letter are based upon the representations made by the Company to ECD regarding the project. ECD reserves the right to revise the incentives described in this Incentive Acceptance Form if any aspect of the project changes after receipt of this form. Changes that could result in revision of incentives include, but are not limited to: number of jobs, amount of capital investment, composition of company vs. contract jobs, average wage, or location of the project.

Signature: 
(Authorized Representative of Company)

Date: 4-13-17



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

Pursuant to Tennessee Code Annotated §4-3-717 (d)(1)-(2), I am writing to inform you that the Department of Economic and Community Development is awarding a FastTrack Economic Development Grant to The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County for the benefit of Associated Pathologists, LLC in the amount of \$828,000 to offset the costs Associated Pathologists, LLC will incur in the buildout of the lab facilities. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on the community due to the number of high paying jobs and significant capital investment. Associated Pathologists, LLC has committed to create 209 net new jobs and to make an \$18,147,330 capital investment within five years. The company will have an average wage of \$32.22 per hour for the new positions. This project will have an exceptional impact.

Sincerely,

A handwritten signature in black ink that reads "Robert Rolfe".

Bob Rolfe

BR/js

State Funding Board FastTrack Checklist

FastTrack grants or loans exceeding seven hundred fifty thousand dollars (\$750,000) per eligible business within a three-year period require state funding board approval T.C.A. § 4-3-717(e).

Please identify the type of FastTrack funding requested and the grant or loan amount:

TYPE OF FUNDING	RECIPIENT ENTITY	GRANT AMOUNT	LOAN AMOUNT
INFRASTRUCTURE			
TRAINING*			
ECONOMIC DEVELOPMENT	Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee	\$1,575,000	
TOTAL		\$1,575,000	

(Recipient entity must be a local government, their economic development organization, a political subdivision of the state, or an eligible business beneficiary [for training only].)

*ELIGIBLE BUSINESS BENEFICIARY (if different than Recipient Entity): Sedgwick Claims Management Services, Inc.

Complete the General Statutory Compliance section below and the section(s) that corresponds with the type of funding indicated above. General Statutory Compliance items apply to all types of funding represented above.

GENERAL STATUTORY COMPLIANCE

1. Will this new commitment cause the FastTrack appropriations to be over-committed T.C.A. § 4-3-716(g)?
If "yes," state funding board concurrence is required. Attach the commissioner's rationale used to determine the amount of actual commitments unlikely to be accepted based on historical program trends (maximum allowed is 130% of the appropriations available for new grants). Yes No
2. Will this new commitment place in jeopardy compliance with the legislative intent that actual expenditures and obligations to be recognized at the end of the fiscal year not exceed available reserves and appropriations of the programs T.C.A. § 4-3-716(g)? Yes No
3. Does this grant or loan comply with the legislative intent to distribute FastTrack funds in all areas of the state to the extent practicable T.C.A. § 4-3-716(f)? Yes No
4. Has the commissioner of economic and community development provided to the commissioner of finance and administration (with copies transmitted to the speaker of the house of representatives, the speaker of the senate, the chairs of the finance, ways and means committees, the state treasurer, the state comptroller, the office of legislative budget analysis, and the secretary of state) the most recent quarterly report regarding the status of the appropriations for the FastTrack fund T.C.A. § 4-3-716(h)? Yes No

Identify which of the following apply:

5. a. Does the business export more than half of their products or services outside of Tennessee T.C.A. § 4-3-717(h)(1)(A)?
- b. Do more than half of the business' products or services enter into the production of exported products T.C.A. § 4-3-717(h)(1)(B)?
- c. Does the use of business' products primarily result in import substitution on the replacement of imported products or services with those produced in the state T.C.A. § 4-3-717(h)(1)(C)?
- d. Has the commissioner of economic and community development determined the business has other types of economic activity that contributes significantly to community development education and has a beneficial impact on the economy of the state T.C.A. § 4-3-717(h)(1)(D)? If "yes," attach the commissioner's rationale.

Applicant must answer "Yes" to a or b.

6. a. Is there a commitment by a responsible official in an eligible business for the creation or retention of private sector jobs and investment T.C.A. § 4-3-717(a)? If "yes," attach documentation.
- b. Has the commissioner of economic and community development determined that this investment will have a direct impact on employment and investment opportunities in the future T.C.A. § 4-3-717(a)? If "yes," attach the commissioner's rationale.

Yes No

TRAINING

Yes No

- 7. Will the grant support the training of new employees for locating or expanding industries T.C.A. § 4-3-717(c)(1)?
- 8. Will the grant support the retraining of existing employees where retraining is required by the installation of new machinery or production processes T.C.A. § 4-3-717(c)(2)?

Yes No

INFRASTRUCTURE

Yes No

- 9. Is the land to be improved publicly owned and not subject to a purchase option by a private entity where the purchase option covering the land may be exercised within a period of five (5) years following the date of the infrastructure grant? T.C.A. § 4-3-717(b)(2-3)?
- 10. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?
- 11. In determining the level of assistance for infrastructure and site preparation, was consideration given to local ability-to-pay with areas of lesser ability being eligible for higher grant rates T.C.A. § 4-3-717(f)?

Yes No

Applicant must answer "Yes" to a or b.

- 12. a. Will the grant or loan address infrastructure, such as, water, wastewater, transportation systems, line extensions, industrial site preparation or similar items where it is demonstrated that such improvements are necessary for the location or expansion of business or industry T.C.A. § 4-3-717(h)(2)?
- b. Has the commissioner of economic and community development determined the funds make significant technological improvements such as digital switches or fiber optic cabling that would have a beneficial impact on the economy of this state T.C.A. § 4-3-717(h)(2)? If "yes," attach the commissioner's rationale.

Yes No

ECONOMIC DEVELOPMENT

Yes No

- 13. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?
- 14. Is this grant or loan eligible for FastTrack infrastructure development or job training assistance funds T.C.A. § 4-3-717(d)(1)?
- 15. Will this grant or loan be used to facilitate economic development activities that include, but are not limited to, retrofitting, relocating equipment, purchasing equipment, building repairs and improvements, temporary office space or other temporary equipment related to relocation or expansion of a business T.C.A. § 4-3-717(d)(1)?
- 16. Will the funds be used in exceptional circumstances wherein the funds will make a proportionally significant economic impact on the affected community T.C.A. § 4-3-717(d)(1)? If "yes," attach an explanation of the exceptional circumstances and the proportionally significant economic impact.
- 17. The department of economic and community development is required to notify and provide the state funding board a detailed written explanation of the purpose for which this economic development grant or loan is being awarded or used T.C.A. § 4-3-717(d)(2). Attach documentation.

Yes No

Yes No

Yes No

I have reviewed this document and believe it to be correct.


 Commissioner of Economic and Community Development

Date 6/20/17



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

May 19, 2017

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Sedgwick Claims Management Services, Inc. intends, in good faith, to create 150 private sector jobs in Memphis, Shelby County and make a capital investment of \$34,091,629 in exchange for incentives that will be memorialized in a grant agreement between Sedgwick Claims Management Services, Inc. and the State of Tennessee.

ECD OFFER SUMMARY

FastTrack Economic Development Grant:	\$ 1,575,000
Total ECD Commitment:	\$ 1,575,000

Please sign your name in the space below to signify Sedgwick Claims Management Services, Inc.'s acceptance of ECD's offer set forth above and return it by August 16, 2017 to:

Tennessee Department of Economic and Community Development
Attn: Jordan Taylor Sloan
312 Rosa Parks Avenue, 27th floor
Nashville, TN 37243
jordan.taylorsloan@tn.gov

Please note that this Incentive Acceptance Form does not give rise to any legal obligations on the part of the State of Tennessee, any department or instrumentality of the State of Tennessee (including ECD and the Department of Revenue) or the Company. The terms and conditions governing the award of the incentive package described herein will be set forth in a grant agreement, the form of which will be provided to the Company following the delivery of an executed copy of the Incentive Acceptance Form. The incentives described in this letter are based upon the representations made by the Company to ECD regarding the project. ECD reserves the right to revise the incentives described in this Incentive Acceptance Form if any aspect of the project changes after receipt of this form. Changes that could result in revision of incentives include, but are not limited to: number of jobs, amount of capital investment, composition of company vs. contract jobs, average wage, or location of the project.

Signature: 
(Authorized Representative of Company)

Date: 5/27/2017



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

Pursuant to Tennessee Code Annotated §4-3-717 (d)(1)-(2), I am writing to inform you that the Department of Economic and Community Development is awarding a FastTrack Economic Development Grant to the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee for the benefit of Sedgwick Claims Management Services, Inc. in the amount of \$1,575,000 to offset the costs Sedgwick Claims Management Services, Inc. will incur due to retrofit of office relocation. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on the community due to the number of high paying jobs and significant capital investment. Sedgwick Claims Management Services, Inc. has committed to create 150 net new jobs and to make a \$34,091,629 capital investment within five years. The company will have an average wage of \$26.40 per hour for the new positions. This project will have an exceptional impact.

Sincerely,

A handwritten signature in black ink that reads "Robert Rolfe".

Bob Rolfe

BR/js

State Funding Board FastTrack Checklist

FastTrack grants or loans exceeding seven hundred fifty thousand dollars (\$750,000) per eligible business within a three-year period require state funding board approval T.C.A. § 4-3-717(e).

Please identify the type of FastTrack funding requested and the grant or loan amount:

TYPE OF FUNDING	RECIPIENT ENTITY	GRANT AMOUNT	LOAN AMOUNT
INFRASTRUCTURE			
TRAINING*			
ECONOMIC DEVELOPMENT	City of Jackson, Tennessee	\$1,000,000	
TOTAL		\$1,000,000	

(Recipient entity must be a local government, their economic development organization, a political subdivision of the state, or an eligible business beneficiary [for training only].)

*ELIGIBLE BUSINESS BENEFICIARY (if different than Recipient Entity): Stanley Black & Decker, Inc.

Complete the General Statutory Compliance section below and the section(s) that corresponds with the type of funding indicated above. General Statutory Compliance items apply to all types of funding represented above.

GENERAL STATUTORY COMPLIANCE

1. Will this new commitment cause the FastTrack appropriations to be over-committed T.C.A. § 4-3-716(g)? Yes No
If "yes," state funding board concurrence is required. Attach the commissioner's rationale used to determine the amount of actual commitments unlikely to be accepted based on historical program trends (maximum allowed is 130% of the appropriations available for new grants).
2. Will this new commitment place in jeopardy compliance with the legislative intent that actual expenditures and obligations to be recognized at the end of the fiscal year not exceed available reserves and appropriations of the programs T.C.A. § 4-3-716(g)? Yes No
3. Does this grant or loan comply with the legislative intent to distribute FastTrack funds in all areas of the state to the extent practicable T.C.A. § 4-3-716(f)? Yes No
4. Has the commissioner of economic and community development provided to the commissioner of finance and administration (with copies transmitted to the speaker of the house of representatives, the speaker of the senate, the chairs of the finance, ways and means committees, the state treasurer, the state comptroller, the office of legislative budget analysis, and the secretary of state) the most recent quarterly report regarding the status of the appropriations for the FastTrack fund T.C.A. § 4-3-716(h)? Yes No

Identify which of the following apply:

5. a. Does the business export more than half of their products or services outside of Tennessee T.C.A. § 4-3-717(h)(1)(A)?
- b. Do more than half of the business' products or services enter into the production of exported products T.C.A. § 4-3-717(h)(1)(B)?
- c. Does the use of business' products primarily result in import substitution on the replacement of imported products or services with those produced in the state T.C.A. § 4-3-717(h)(1)(C)?
- d. Has the commissioner of economic and community development determined the business has other types of economic activity that contributes significantly to community development education and has a beneficial impact on the economy of the state T.C.A. § 4-3-717(h)(1)(D)? If "yes," attach the commissioner's rationale.

Applicant must answer "Yes" to a or b.

6. a. Is there a commitment by a responsible official in an eligible business for the creation or retention of private sector jobs and investment T.C.A. § 4-3-717(a)? If "yes," attach documentation.
- b. Has the commissioner of economic and community development determined that this investment will have a direct impact on employment and investment opportunities in the future T.C.A. § 4-3-717(a)? If "yes," attach the commissioner's rationale.

TRAINING

- 7. Will the grant support the training of new employees for locating or expanding industries T.C.A. § 4-3-717(c)(1)? Yes No
- 8. Will the grant support the retraining of existing employees where retraining is required by the installation of new machinery or production processes T.C.A. § 4-3-717(c)(2)? Yes No

INFRASTRUCTURE

- 9. Is the land to be improved publicly owned and not subject to a purchase option by a private entity where the purchase option covering the land may be exercised within a period of five (5) years following the date of the infrastructure grant? T.C.A. § 4-3-717(b)(2-3)? Yes No
- 10. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)? Yes No
- 11. In determining the level of assistance for infrastructure and site preparation, was consideration given to local ability-to-pay with areas of lesser ability being eligible for higher grant rates T.C.A. § 4-3-717(f)? Yes No

Applicant must answer "Yes" to a or b.

- 12. a. Will the grant or loan address infrastructure, such as, water, wastewater, transportation systems, line extensions, industrial site preparation or similar items where it is demonstrated that such improvements are necessary for the location or expansion of business or industry T.C.A. § 4-3-717(h)(2)?
- b. Has the commissioner of economic and community development determined the funds make significant technological improvements such as digital switches or fiber optic cabling that would have a beneficial impact on the economy of this state T.C.A. § 4-3-717(h)(2)? If "yes," attach the commissioner's rationale.

ECONOMIC DEVELOPMENT

- 13. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)? Yes No
- 14. Is this grant or loan eligible for FastTrack infrastructure development or job training assistance funds T.C.A. § 4-3-717(d)(1)? Yes No
- 15. Will this grant or loan be used to facilitate economic development activities that include, but are not limited to, retrofitting, relocating equipment, purchasing equipment, building repairs and improvements, temporary office space or other temporary equipment related to relocation or expansion of a business T.C.A. § 4-3-717(d)(1)? Yes No
- 16. Will the funds be used in exceptional circumstances wherein the funds will make a proportionally significant economic impact on the affected community T.C.A. § 4-3-717(d)(1)? If "yes," attach an explanation of the exceptional circumstances and the proportionally significant economic impact. Yes No
- 17. The department of economic and community development is required to notify and provide the state funding board a detailed written explanation of the purpose for which this economic development grant or loan is being awarded or used T.C.A. § 4-3-717(d)(2). Attach documentation. Yes No

I have reviewed this document and believe it to be correct.



Commissioner of Economic and Community Development


Date



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

May 4, 2017

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Stanley Black and Decker, Inc. intends, in good faith, to create 256 private sector jobs and make a capital investment of \$29,117,899 in exchange for incentives that will be memorialized in a grant agreement between Stanley Black and Decker, Inc. and the State of Tennessee.

ECD OFFER SUMMARY

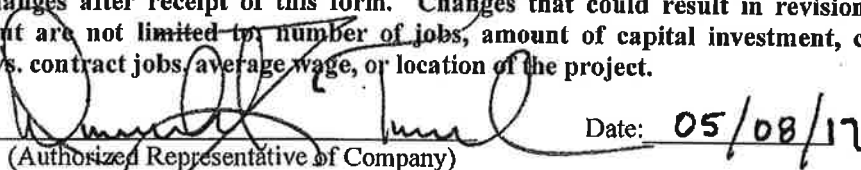
FastTrack Economic Development Grant:	\$ 1,000,000
Total ECD Commitment:	\$ 1,000,000

Please sign your name in the space below to signify Stanley Black and Decker, Inc.'s acceptance of ECD's offer set forth above and return it by August 1, 2017 to:

Tennessee Department of Economic and Community Development
Attn: Jordan Taylor Sloan
312 Rosa Parks Avenue, 27th floor
Nashville, TN 37243
jordan.taylorsloan@tn.gov

Please note that this Incentive Acceptance Form does not give rise to any legal obligations on the part of the State of Tennessee, any department or instrumentality of the State of Tennessee (including ECD and the Department of Revenue) or the Company. The terms and conditions governing the award of the incentive package described herein will be set forth in a grant agreement, the form of which will be provided to the Company following the delivery of an executed copy of the Incentive Acceptance Form. The incentives described in this letter are based upon the representations made by the Company to ECD regarding the project. ECD reserves the right to revise the incentives described in this Incentive Acceptance Form if any aspect of the project changes after receipt of this form. Changes that could result in revision of incentives include, but are not limited to, number of jobs, amount of capital investment, composition of company vs. contract jobs, average wage, or location of the project.

Signature:


(Authorized Representative of Company)

Date: 05/08/17

DON TUCKER
PLANET MGR - JACKSON



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

Pursuant to Tennessee Code Annotated §4-3-717 (d)(1)-(2), I am writing to inform you that the Department of Economic and Community Development is awarding a FastTrack Economic Development Grant to the City of Jackson, Tennessee for the benefit of Stanley Black & Decker, Inc. in the amount of \$1,000,000 to offset the costs Stanley Black & Decker, Inc. will incur in the renovations of the facility. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on the community due to the number of jobs and significant capital investment. Stanley Black & Decker, Inc. has committed to create 256 net new jobs and to make a \$29,117,899 capital investment within five years. The company will have an average wage of \$14.01 per hour for the new positions. This project will have an exceptional impact.

Sincerely,

A handwritten signature in black ink that reads "Robert Rolfe".

Bob Rolfe

BR/js

State Funding Board FastTrack Checklist

FastTrack grants or loans exceeding seven hundred fifty thousand dollars (\$750,000) per eligible business within a three-year period require state funding board approval T.C.A. § 4-3-717(e).

Please identify the type of FastTrack funding requested and the grant or loan amount:

TYPE OF FUNDING		RECIPIENT ENTITY	GRANT AMOUNT	LOAN AMOUNT
<input type="checkbox"/>	INFRASTRUCTURE			
<input type="checkbox"/>	TRAINING*			
<input checked="" type="checkbox"/>	ECONOMIC DEVELOPMENT	The Industrial Development Board of the County of Dickson	\$3,636,718	
TOTAL			\$3,636,718	

(Recipient entity must be a local government, their economic development organization, a political subdivision of the state, or an eligible business beneficiary [for training only].)

*ELIGIBLE BUSINESS BENEFICIARY (if different than Recipient Entity): Dal-Tile Tennessee, LLC

Complete the General Statutory Compliance section below and the section(s) that corresponds with the type of funding indicated above. General Statutory Compliance items apply to all types of funding represented above.

GENERAL STATUTORY COMPLIANCE

- Will this new commitment cause the FastTrack appropriations to be over-committed T.C.A. § 4-3-716(g)? If "yes," state funding board concurrence is required. Attach the commissioner's rationale used to determine the amount of actual commitments unlikely to be accepted based on historical program trends (maximum allowed is 130% of the appropriations available for new grants). Yes No
- Will this new commitment place in jeopardy compliance with the legislative intent that actual expenditures and obligations to be recognized at the end of the fiscal year not exceed available reserves and appropriations of the programs T.C.A. § 4-3-716(g)? Yes No
- Does this grant or loan comply with the legislative intent to distribute FastTrack funds in all areas of the state to the extent practicable T.C.A. § 4-3-716(f)? Yes No
- Has the commissioner of economic and community development provided to the commissioner of finance and administration (with copies transmitted to the speaker of the house of representatives, the speaker of the senate, the chairs of the finance, ways and means committees, the state treasurer, the state comptroller, the office of legislative budget analysis, and the secretary of state) the most recent quarterly report regarding the status of the appropriations for the FastTrack fund T.C.A. § 4-3-716(h)? Yes No

Identify which of the following apply:

- Does the business export more than half of their products or services outside of Tennessee T.C.A. § 4-3-717(h)(1)(A)?
 - Do more than half of the business' products or services enter into the production of exported products T.C.A. § 4-3-717(h)(1)(B)?
 - Does the use of business' products primarily result in import substitution on the replacement of imported products or services with those produced in the state T.C.A. § 4-3-717(h)(1)(C)?
 - Has the commissioner of economic and community development determined the business has other types of economic activity that contributes significantly to community development education and has a beneficial impact on the economy of the state T.C.A. § 4-3-717(h)(1)(D)? If "yes," attach the commissioner's rationale.

Applicant must answer "Yes" to a or b.

- Is there a commitment by a responsible official in an eligible business for the creation or retention of private sector jobs and investment T.C.A. § 4-3-717(a)? If "yes," attach documentation.
 - Has the commissioner of economic and community development determined that this investment will have a direct impact on employment and investment opportunities in the future T.C.A. § 4-3-717(a)? If "yes," attach the commissioner's rationale.

TRAINING

Yes No

7. Will the grant support the training of new employees for locating or expanding industries T.C.A. § 4-3-717(c)(1)?

Yes No

8. Will the grant support the retraining of existing employees where retraining is required by the installation of new machinery or production processes T.C.A. § 4-3-717(c)(2)?

INFRASTRUCTURE

Yes No

9. Is the land to be improved publicly owned and not subject to a purchase option by a private entity where the purchase option covering the land may be exercised within a period of five (5) years following the date of the infrastructure grant? T.C.A. § 4-3-717(b)(2-3)?

Yes No

10. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?

Yes No

11. In determining the level of assistance for infrastructure and site preparation, was consideration given to local ability-to-pay with areas of lesser ability being eligible for higher grant rates T.C.A. § 4-3-717(f)?

Applicant must answer "Yes" to a or b.

12. a. Will the grant or loan address infrastructure, such as, water, wastewater, transportation systems, line extensions, industrial site preparation or similar items where it is demonstrated that such improvements are necessary for the location or expansion of business or industry T.C.A. § 4-3-717(h)(2)?

b. Has the commissioner of economic and community development determined the funds make significant technological improvements such as digital switches or fiber optic cabling that would have a beneficial impact on the economy of this state T.C.A. § 4-3-717(h)(2)? If "yes," attach the commissioner's rationale.

ECONOMIC DEVELOPMENT

Yes No

13. Is this grant or loan made to a local government, a local government economic development organization or other political subdivision of the state T.C.A. § 4-3-717(d)(1)?

Yes No

14. Is this grant or loan eligible for FastTrack infrastructure development or job training assistance funds T.C.A. § 4-3-717(d)(1)?

Yes No

15. Will this grant or loan be used to facilitate economic development activities that include, but are not limited to, retrofitting, relocating equipment, purchasing equipment, building repairs and improvements, temporary office space or other temporary equipment related to relocation or expansion of a business T.C.A. § 4-3-717(d)(1)?

Yes No

16. Will the funds be used in exceptional circumstances wherein the funds will make a proportionally significant economic impact on the affected community T.C.A. § 4-3-717(d)(1)? If "yes," attach an explanation of the exceptional circumstances and the proportionally significant economic impact.

Yes No

17. The department of economic and community development is required to notify and provide the state funding board a detailed written explanation of the purpose for which this economic development grant or loan is being awarded or used T.C.A. § 4-3-717(d)(2). Attach documentation.

I have reviewed this document and believe it to be correct.



Commissioner of Economic and Community Development

6/20/17
Date



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

March 3, 2017

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Dal-Tile Tennessee, LLC intends, in good faith, to create 245 private sector jobs and make a capital investment of \$142,000,000 in exchange for incentives that will be memorialized in a grant agreement between Dal-Tile Tennessee, LLC and the State of Tennessee.

ECD OFFER SUMMARY

FastTrack Economic Development Grant:	\$ 3,636,718
Total ECD Commitment:	\$ 3,636,718

Please sign your name in the space below to signify Dal-Tile Tennessee, LLC's acceptance of ECD's offer set forth above and return it by June 1, 2017 to:

Tennessee Department of Economic and Community Development
Attn: Jordan Taylor Sloan
312 Rosa Parks Avenue, 27th floor
Nashville, TN 37243
jordan.taylorsloan@tn.gov

Please note that this Incentive Acceptance Form does not give rise to any legal obligations on the part of the State of Tennessee, any department or instrumentality of the State of Tennessee (including ECD and the Department of Revenue) or the Company. The terms and conditions governing the award of the incentive package described herein will be set forth in a grant agreement, the form of which will be provided to the Company following the delivery of an executed copy of the Incentive Acceptance Form. The incentives described in this letter are based upon the representations made by the Company to ECD regarding the project. ECD reserves the right to revise the incentives described in this Incentive Acceptance Form if any aspect of the project changes after receipt of this form. Changes that could result in revision of incentives include, but are not limited to: number of jobs, amount of capital investment, composition of company vs. contract jobs, average wage, or location of the project.

Signature: 
(Authorized Representative of Company)

Date: 4-28-2017



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Haslam
Governor

June 22, 2017

Comptroller Justin Wilson
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Wilson:

Pursuant to Tennessee Code Annotated §4-3-717 (d)(1)-(2), I am writing to inform you that the Department of Economic and Community Development is awarding a FastTrack Economic Development Grant to The Industrial Development Board of the County of Dickson for the benefit of Dal-Tile Tennessee, LLC in the amount of \$3,636,718 to offset the costs Dal-Tile Tennessee, LLC will incur in acquiring the land and building as well as retrofitting the building. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on the community due to the number of high paying jobs and significant capital investment. Dal-Tile Tennessee, LLC has committed to create 245 net new jobs and to make a \$142,000,000 capital investment within five years. The company will have an average wage of \$21.59 per hour for the new positions. This project will have an exceptional impact.

Sincerely,

Bob Rolfe

BR/js

**RESOLUTION ALLOCATING FUNDS TO DEFRAY A PORTION OF
THE COST OF HIGHWAY BRIDGE CONSTRUCTION PROJECTS
AND CANCELING AUTHORIZED BONDS**

Recitals

The State of Tennessee, acting by resolution of its Funding Board, is authorized pursuant to Chapter 1109, Public Acts of Tennessee, 2010 (the “2010 Act”), to issue and sell its general obligation bonds in an amount not to exceed One Hundred Ninety-Four Million, One Hundred Thousand Dollars (\$194,100,000) of which Eighty-Seven Million, Five Hundred Thousand Dollars (\$87,500,000) is allocated pursuant to Section 4(4) of the 2010 Act for the Department of Transportation for the purpose of providing funds to be spent for the implementation of Phase II of the Tennessee transportation infrastructure improvement bond program for the construction of bridges and highways (the “2010 Bridge Construction Bonds”).

The Funding Board has previously canceled Fifty-Eight Million Dollars (\$58,000,000) of the 2010 Bridge Construction Bonds; none of the remaining Twenty-Nine Million, Five Hundred Thousand Dollars (\$29,500,000) of the 2010 Bridge Construction Bonds principal amount authorized has been issued.

Section 6, Item 2 (b) of Chapter 758, Public Acts of Tennessee, 2016 (the “2016 Appropriations Act”) directs the Funding Board to cancel highway bonds in an amount equal to the conversion to federal funding related to the bridge construction bonds.

Based on notification from the Department of Transportation that Twenty-Nine Million, One Hundred Thousand Dollars (\$29,100,000) of the 2010 Bridge Construction Bond authorization was converted to federal financing in the fiscal year ending June 30, 2017, the Commissioner of Finance and Administration by memorandum dated June 12, 2017, recommended that the Funding Board proceed with canceling Twenty-Nine Million, One Hundred Thousand Dollars (\$29,100,000) of the unissued 2010 Bridge Construction Bonds.

Be It Resolved By The Funding Board Of The State Of Tennessee:

1. The projects authorized to be financed by the 2010 Bridge Construction Bonds have been financed in whole or in part with current funds and a total of Twenty-Nine Million, One Hundred Thousand Dollars (\$29,100,000) is no longer needed to fund such authorized projects.
2. Twenty-Nine Million, One Hundred Thousand Dollars (\$29,100,000) of the unissued 2010 Bridge Construction Bonds are hereby cancelled.
3. This resolution shall be effective June 22, 2017, and all resolutions in conflict herewith are hereby repealed.

Adopted by the Funding Board at its meeting on June 22, 2017.

JUSTIN P. WILSON, SECRETARY
TENNESSEE STATE FUNDING BOARD

RESOLUTION CERTIFYING AND AUTHORIZING THE ALLOCATION OF FUNDS TO THE SINKING FUND FOR THE 2017-2018 FISCAL YEAR

Recitals

Pursuant to Chapter 176, Public Acts of Tennessee, 2013 (the “Act”), effective July 1, 2013, the State of Tennessee has pledged in T.C.A. Section 9-9-104 for the payment of debt service on a pro rata basis on its general obligation bonds issued on or before June 30, 2013, the following:

- Annual proceeds of a tax to five cents (\$.05) per gallon upon gasoline;
- Annual proceeds of the special tax on petroleum products imposed by T.C.A. Section 67-3-203 (formerly T.C.A. Section 67-3-1303);
- One half (1/2) of the annual proceeds of motor vehicle registration fees; and
- Entire annual proceeds of franchise taxes imposed by the franchise tax law in Title 67, Chapter 4, Part 21 (formerly Title 67, Chapter 4, Part 9).

Pursuant to the Act, the State Funding Board is authorized by T.C.A. Section 9-9-106 to certify the amount necessary to provide for the payment of debt service from the fees, taxes and other revenues and funds available for such purpose.

Section 1, Title III-31 of Chapter 460, Public Acts of Tennessee, 2017, (the “General Appropriations Act”) appropriates the aggregate sum of Three Hundred Eighty Million, Three Hundred Eight Thousand Dollars (\$380,308,000) for debt service expenses and amortization of authorized and unissued bonds for the 2017-2018 fiscal year. Section 1, Title III-33 of the General Appropriations Act, appropriates to the Sinking Fund such amount of the excise tax receipts as determined by the State Funding Board.

The Commissioner of Finance and Administration recommended by memorandum dated June 12, 2017, that the State Funding Board allocate Three Hundred Sixty-Five Million, Two Hundred Thousand Dollars (\$365,200,000) in pledged tax revenues. Further, he recommended the following specific dollar allocation of taxes for the payment of debt service on general obligation debt of the State of Tennessee:

<u>TAX OR FEE</u>	<u>AMOUNT</u>	<u>BASIS OF ALLOCATION</u>
Franchise Tax	\$ 18,000,000	Equal monthly
Excise Tax	197,800,000	Equal monthly
Gasoline Tax	83,800,000	Equal monthly
Motor Vehicle Title Fees	2,700,000	Equal monthly

Further, he recommended a monthly allocation totaling Sixty-Two Million, Nine Hundred Thousand Dollars (\$62,900,000) of Sales Tax revenues [which is the estimated allocation of the net receipts of State Sales Tax pursuant to T.C.A. Section 67-6-103]. These recommendations assume (i) utilization of Sports Authority Revenue in the amount of Three Million, Five Hundred Thousand Dollars (\$3,500,000) and Other Revenues (College and Universities and State Veterans’ Homes) in the amount of Four Million, Eight Hundred Fifteen Thousand Dollars (\$4,815,000), (ii) a Federal Highway Bridge Funds Match of Seven Million, Two Hundred Thousand Dollars (\$7,200,000), and (iii) an adjusted balance at June 30, 2018 of Four Hundred Seven Thousand Dollars (\$407,000).

Be It Resolved By The Funding Board Of The State Of Tennessee:

1. It is hereby certified to the Commissioner of Finance and Administration that the following sums shall be allocated to the Sinking Fund for debt retirement for the 2017-2018 fiscal year:

<u>SOURCE, TAX OR FEE</u>	<u>AMOUNT</u>	<u>BASIS OF ALLOCATION</u>
Franchise Tax	\$ 18,000,000	Equal monthly
Excise Tax	197,800,000	Equal monthly
Gasoline Tax	83,800,000	Equal monthly
Motor Vehicle Title Fees	2,700,000	Equal monthly
Sales Tax (estimated TCA allocation)	62,900,000	Monthly

2. This resolution shall be effective as of July 1, 2017, and all resolutions in conflict herewith are hereby repealed.

Adopted by the Funding Board at its meeting on June 22, 2017.

JUSTIN P. WILSON, SECRETARY
TENNESSEE STATE FUNDING BOARD

**RESOLUTION ALLOCATING FUNDS TO DEFRAID A PORTION OF
THE COST OF HIGHWAY CONSTRUCTION PROJECTS AND
CANCELING AUTHORIZED BONDS**

Recitals

(1) The State of Tennessee, acting by resolution of its Funding Board, is authorized pursuant to Chapter 552, Public Acts of Tennessee, 2009 (the “2009 Act”), to issue and sell its general obligation bonds in an amount not to exceed Four Hundred Thirty-Eight Million, Six Hundred Thousand Dollars (\$438,600,000) of which Eighty Million Dollars (\$80,000,000) is allocated pursuant to Section 4(4) of the 2009 Act (the “2009 DOT Bonds”) for the Department of Transportation for the purpose of providing funds to be spent for the construction of highways and highway projects.

None of the 2009 DOT Bonds principal amount authorized has been issued.

Section 6, Item 2(a) of Chapter 460, Public Acts of Tennessee, 2017 (the “2017 Appropriations Act”) appropriates to the Funding Board the sum of Eighty Million Dollars (\$80,000,000) to cancel a like amount of unissued 2009 DOT Bonds.

The Commissioner of Finance and Administration by memorandum dated June 12, 2017, recommended that the Funding Board proceed with canceling Eighty Million Dollars (\$80,000,000) of the unissued 2009 DOT Bonds.

(2) The State of Tennessee, acting by resolution of its Funding Board, is authorized pursuant to Chapter 1024, Public Acts of Tennessee, 2012 (the “2012 Act”), to issue and sell its general obligation bonds in an amount not to exceed Three Hundred Eighty-One Million, Nine Hundred Thousand Dollars (\$381,900,000) of which Eighty Million Dollars (\$80,000,000) is allocated pursuant to Section 4(4) of the 2012 Act (the “2012 DOT Bonds”) for the Department of Transportation for the purpose of providing funds to be spent for the construction of highways and highway projects.

The Funding Board has previously canceled Four Million Dollars (\$4,000,000) of the 2012 DOT Bonds; none of the remaining Seventy-Six Million Dollars (\$76,000,000) of the 2012 DOT Bonds principal amount authorized has been issued.

Section 6, Item 2(a) of the 2017 Appropriations Act appropriates to the Funding Board the sum of One Million Dollars (\$1,000,000) to cancel a like amount of unissued 2012 DOT Bonds.

The Commissioner of Finance and Administration by memorandum dated June 12, 2017, recommended that the Funding Board proceed with canceling One Million Dollars (\$1,000,000) of the unissued 2012 DOT Bonds.

(3) The State of Tennessee, acting by resolution of its Funding Board, is authorized pursuant to Chapter 452, Public Acts of Tennessee, 2013 (the “2013 Act”), to issue and sell its general obligation bonds in an amount not to exceed Two Hundred Sixty-Six Million Dollars (\$266,000,000) of which Eighty-One Million Dollars (\$81,000,000) is allocated pursuant to Section 4(2) of the 2013 Act (the “2013 DOT Bonds”) for the Department of Transportation for the purpose of providing funds to be spent for the construction of highways and highway projects.

The Funding Board has previously canceled Two Million Dollars (\$2,000,000) of the 2013 DOT Bonds; none of the remaining Seventy-Nine Million Dollars (\$79,000,000) of the 2013 DOT Bonds principal amount authorized has been issued.

Section 6, Item 2(a) of the 2017 Appropriations Act appropriates to the Funding Board the sum of One Million Dollars (\$1,000,000) to cancel a like amount of unissued 2013 DOT Bonds.

The Commissioner of Finance and Administration by memorandum dated June 12, 2017, recommended that the Funding Board proceed with canceling One Million Dollars (\$1,000,000) of the unissued 2013 DOT Bonds.

Be It Resolved By The Funding Board Of The State Of Tennessee:

1. The projects authorized to be financed by the 2009 DOT Bonds, 2012 DOT Bonds and 2013 DOT Bonds have been financed in whole or in part with current funds and a total of Eighty-Two Million Dollars (\$82,000,000) is no longer needed to fund such authorized projects.
2. Eighty Million Dollars (\$80,000,000) of the unissued 2009 DOT Bonds are hereby canceled.
3. One Million Dollars (\$1,000,000) of the unissued 2012 DOT Bonds are hereby canceled.
4. One Million Dollars (\$1,000,000) of the unissued 2013 DOT Bonds are hereby canceled.
5. This resolution shall be effective July 1, 2017, and all resolutions in conflict herewith are hereby repealed.

Adopted by the Funding Board at its meeting on June 2, 2017.

JUSTIN P. WILSON, SECRETARY
TENNESSEE STATE FUNDING BOARD

**A RESOLUTION AUTHORIZING THE ISSUANCE OF
GENERAL OBLIGATION BONDS OF THE STATE OF TENNESSEE**

Be It Resolved By The Funding Board Of The State Of Tennessee:

1. The Funding Board of the State of Tennessee (the "Funding Board") hereby finds and determines that the Funding Board is authorized to provide for the issuance of general obligation bonds of the State of Tennessee (the "State") under the provisions of Sections 1 and 4 of Chapter 462, Public Acts of Tennessee, 2017, to be allocated as follows:

Eighty Million Dollars (\$80,000,000) to the Department of Transportation to be expended for the construction of highways and for the purpose of acquisition of equipment and sites, and erection, construction and equipment of sites and buildings, expressly including the acquisition of existing structures for expansion, improvements, betterments and extraordinary repairs to existing structures.

Further, the Funding Board is authorized to sell bonds in amounts not to exceed 2.5% of all of the amounts stated above, the proceeds of which are to be allocated to the Funding Board and expended for the purpose of funding discounts and the costs of issuance.

2. The Funding Board hereby finds and determines that no bonds or bond anticipation notes have been issued pursuant to the Public Acts referred to in Section 1 hereof, and that such authorization has not been cancelled or rescinded.

3. The Funding Board hereby authorizes the issuance of general obligation bonds of the State in the respective maximum principal amounts and for the respective purposes set forth in Section 1 hereof (the "Bonds"). The sale and issuance of the Bonds shall be provided for by subsequent resolution of the Funding Board. Pending the issuance of Bonds, bond anticipation notes may be issued from time to time under and pursuant to the resolution adopted by the Funding Board on March 6, 2000, entitled "RESOLUTION AUTHORIZING AND PROVIDING FOR THE ISSUANCE AND SALE OF COMMERCIAL PAPER; AUTHORIZING AND PROVIDING FOR A STANDBY COMMERCIAL PAPER PURCHASE AGREEMENT; AND PROVIDING FOR CERTAIN OTHER MATTERS RELATED THERETO", as amended or restated, or under and pursuant to other resolutions hereafter adopted by the Funding Board.

4. The Funding Board reserves the right to rescind the authorization of any Bonds authorized hereunder to the extent (i) general obligation bonds have not been issued against such Bond authorization or (ii) general obligation bond anticipation notes have not been issued in anticipation of the issuance of Bonds to be issued against such Bond authorization.

5. Available State funds may be expended for any or all of the purposes specified in Section 1 hereof, in anticipation of reimbursement from the proceeds of Bonds or bond anticipation notes issued under and pursuant to the respective authorizations specified in Section 1 hereof. The Funding Board hereby authorizes the Commissioner of Finance and Administration or the Secretary or Assistant Secretary of the Board to evidence an official intent to this effect, and otherwise execute, file and publish such documents or take such other action, as may be necessary to permit reimbursement from the proceeds of Bonds or bond anticipation notes, the interest on which shall be excluded from gross income for federal income tax purposes.

6. If any provisions of this resolution or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of the resolution which can be given effect without the invalid provision or application, and to that end the provisions of this resolution are declared to be severable.

7. This resolution shall be effective as of July 1, 2017, and all resolutions in conflict herewith are hereby repealed.

Adopted by the Funding Board at its meeting on June 22, 2017.

JUSTIN P. WILSON, SECRETARY
TENNESSEE STATE FUNDING BOARD

**TENNESSEE CONSOLIDATED RETIREMENT SYSTEM
STATE OF TENNESSEE**



DAVID H. LILLARD, JR.
STATE TREASURER

TREASURY DEPARTMENT
STATE CAPITOL
NASHVILLE, TENNESSEE 37243-0225

MARY JO PRICE
CHIEF OPERATING OFFICER

MICHAEL BRAKEBILL
CHIEF INVESTMENT OFFICER

JAMIE WAYMAN
DIRECTOR OF TCRS

June 20, 2017

The Honorable Justin Wilson
Secretary of the Funding Board
Comptroller of the Treasury
State Capitol, 1st Floor
Nashville, TN 37243

Dear Comptroller Wilson:

The Tennessee Consolidated Retirement System ("TCRS") has entered into an amended and restated contract (the "Contract") with the State of Tennessee (the "State"), acting by and through the State Funding Board, whereby TCRS serves as a standby purchaser under the State's commercial paper program. The Contract was effective as of July 1, 2016 and expires on July 1, 2021.

Either party may terminate the Contract by giving notice to the other party at least the longer of (i) ninety (90) calendar days or (ii) the remaining number of calendar days to maturity of any then-outstanding commercial paper plus one (1) calendar day. TCRS does not presently plan to terminate the Contract at any time prior to July 1, 2018.

Tennessee Code Annotated, Section 8-37-104 (a)(8) authorizes TCRS to serve as a standby note purchaser. The Board of Trustees (the "Board") of TCRS has adopted a provision in the investment policy of TCRS (the "Policy") authorizing TCRS to enter into such contracts.

Pursuant to the powers accorded it in Tennessee Code Annotated, Section 8-3 7-110 and in the Policy, the Board has delegated implementation of the Policy to the Treasurer. The Policy further provides that the Treasurer has delegated certain responsibilities to the Chief Investment Officer of TCRS, including the power to invest and reinvest the assets of TCRS.

Accordingly, I have the authority to issue this letter on behalf of TCRS.

Sincerely,

A handwritten signature in blue ink, appearing to read "M Brakebill".

Michael Brakebill, CFA, CAIA
Chief Investment Officer

June 13, 2017

Mr. Michael Brakebill
Chief Investment Officer
Tennessee Consolidated Retirement System
Nashville, TN 37243

Dear Mr. Brakebill:

The Tennessee Consolidated Retirement System (“TCRS”) has entered into an amended and restated contract (the “Contract”) with the State of Tennessee (the “State”), acting by and through the State Funding Board, whereby TCRS serves as a standby purchaser under the State’s commercial paper program. The Contract was effective as of July 1, 2016 and expires on July 1, 2021.

Either party may terminate the Contract by giving notice to the other party of at least the longer of (i) ninety (90) calendar days or (ii) the remaining number of calendar days to maturity of any then-outstanding commercial paper plus one (1) calendar day. You have informed me that TCRS does not presently plan to terminate the Contract at any time prior to July 1, 2018.

In consideration of, and in response to, your advance notification that TCRS will not cancel during the upcoming fiscal year, I am authorized to inform you that the State Funding Board also does not plan to terminate the Contract at any time prior to July 1, 2018.

Sincerely,

Justin P. Wilson
Secretary, State Funding Board

**TENNESSEE CONSOLIDATED RETIREMENT SYSTEM
STATE OF TENNESSEE**



DAVID H. LILLARD, JR.
STATE TREASURER

TREASURY DEPARTMENT
STATE CAPITOL
NASHVILLE, TENNESSEE 37243-0225

MARY JO PRICE
CHIEF OPERATING OFFICER

MICHAEL BRAKEBILL
CHIEF INVESTMENT OFFICER

JAMIE WAYMAN
DIRECTOR OF TCRS

TO: Justin P. Wilson, Comptroller – Secretary, State Funding Board

FROM: Michael Brakebill, Chief Investment Officer

DATE: June 1, 2017

SUBJECT: Liquidity Guarantee Fee Schedule

The purpose of this memo is to propose the fee structure in place for TCRS's liquidity guarantee. This fee structure is reviewed and updated annually and is modified based on market conditions for comparable guarantee programs.

Under last year's agreement, TCRS was reimbursed 30 basis points for providing the Liquidity Guaranty while the State carried a rating of AAA/Aaa. There have not been any funding requests in the history of providing back-up support to the Funding Board. Market conditions for liquidity support agreements have been stable for the last few years but changing regulatory requirements have reduced their use.

Treasury staff reviewed information on the rate for one, three, and five-year high quality General Obligation Bonds and surveyed high quality domestic banks that provide this service. Based on this review of market conditions, I would like to propose a rate of 35 basis points for ratings of AAA by Moody's or Standard and Poor's, 45 basis points for AA, and 55 basis points A or below.

This recommendation is assuming that the fees will apply beginning July 1, 2017 through June 30, 2021. A review will then be conducted in June, 2021 to establish the fee schedule for the next agreement period. It is further provided that the liquidity commitment for this period shall not exceed \$350 million.

If you have any questions, please call me at 532-1157.



STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
OFFICE OF STATE AND LOCAL FINANCE
SUITE 1600 JAMES K. POLK STATE OFFICE BUILDING
505 DEADERICK STREET
NASHVILLE, TENNESSEE 37243-1402
PHONE (615) 401-7872
FAX (615) 741-5986

The Standby Commercial Paper Purchase Agreement (the “Agreement”) between the State Funding Board (the “Board”) and the Tennessee Consolidated Retirement System (TCRS) in Section 2.03(b) allows the commitment fees to be revised as may be agreed to from time to time by the Board. This document serves as an amendment to this Agreement.

The State Funding Board (the “Board”) reviewed and discussed the commitment fees in the Agreement at its meeting on June 22, 2017. The following commitment fees were approved by the Board:

- 35 bps if the highest rating by Moody’s or Standard & Poor’s is AAA
- 45 bps if the highest rating by Moody’s or Standard & Poor’s is AA
- 55 bps if the highest rating by Moody’s or Standard & Poor’s is A

The commitment fees will apply to the period July 1, 2017 through June 30, 2021. A review will then be conducted in June 2021, to establish the commitment fee schedule for the next fiscal year.

Justin P. Wilson
Secretary, State Funding Board

Michael Brakebill
Chief Investment Officer, TCRS



June 15, 2017

Memorandum

To: Sandi Thompson, Director of State and Local Finance, State of Tennessee

From: PFM Financial Advisors LLC

Re: Commercial Paper Program – TCRS Liquidity Guarantee Fee Recommendation

PFM Financial Advisors LLC, (“PFM”), in our capacity as financial advisor to the State of Tennessee (the “State”), assisted the State in a review of liquidity market pricing on behalf of the State’s Commercial Paper (“CP”) program. PFM evaluated the pricing of liquidity in the form(s) of Standby Bond Purchase Agreements and/or Letters of Credit for issuers similar to the State in order to provide information during the fee discussion with TCRS. PFM surveyed the liquidity market and recent pricing results received by PFM clients during 2016. From our research, the most comparable liquidity information was that of Shelby County, TN (Aa1/AA+/AA+) from November 2016. Shelby County, TN received eight (8) proposals to provide a three (3) year liquidity commitment and four (4) proposals to provide a five (5) year liquidity commitment.

Issuer	Liquidity Provider	Issuer ratings	Liquidity Term	Bps per year
Shelby County, TN	BMO	Aa1/AA+/AA+	3	40
Shelby County, TN	Citi	Aa1/AA+/AA+	3	45
Shelby County, TN	Barclays	Aa1/AA+/AA+	3	50
Shelby County, TN	SMBC	Aa1/AA+/AA+	3	30
Shelby County, TN	MUFG	Aa1/AA+/AA+	3	35
Shelby County, TN	State Street Bank	Aa1/AA+/AA+	3	38
Shelby County, TN	JP Morgan	Aa1/AA+/AA+	3	43
Shelby County, TN	Bank of America	Aa1/AA+/AA+	3	45
<i>3 year average</i>			3	40.75
Issuer	Liquidity Provider	Issuer ratings	Liquidity Term	Bps per year
Shelby County, TN	MUFG	Aa1/AA+/AA+	5	45
Shelby County, TN	State Street Bank	Aa1/AA+/AA+	5	39
Shelby County, TN	JP Morgan	Aa1/AA+/AA+	5	55
Shelby County, TN	Bank of America	Aa1/AA+/AA+	5	55
<i>5 year average</i>			5	48.5



TCRS has proposed a four (4) year fee structure beginning July 1, 2017 through June 30, 2021 at 35 basis points (Bps) per year. If the State's ratings changes to AA or A by Moody's or S&P such fee would increase to 45 Bps and 55 Bps, respectively.

Based on the research completed by PFM on liquidity pricing, the proposal from TCRS seems appropriate and reflective of the liquidity market. PFM recommends the State and TCRS proceed with finalizing the fee arrangement through June 30, 2021.



STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
DIVISION OF BOND FINANCE
SUITE 1600 JAMES K. POLK STATE OFFICE BUILDING
NASHVILLE, TENNESSEE 37243-1402
PHONE (615) 401-7872
FAX (615) 741-5986

MEMORANDUM

DATE: June 14, 2017
TO: Members of the Tennessee State Funding Board
FROM: Sandra Thompson, Assistant Secretary *Sandra Thompson*
SUBJECT: Notice of State Funding Board Meeting

The Tennessee State Funding Board (the "Funding Board") is scheduled to meet on Thursday, June 22, 2017, in the Tennessee State Capitol, Executive Conference Room, Nashville, Tennessee, at 2:35 p.m. CST. The following members have indicated that they will attend:

The Honorable Tre Hargett, Secretary of State
The Honorable Justin Wilson, Comptroller
The Honorable David Lillard, Treasurer
Commissioner Larry Martin, Finance and Administration

At that time, the Funding Board will meet to consider the following:

- Presentation and consideration for approval of the Tennessee Housing Development's Agency's Schedule of Financing for Fiscal Year 2017-2018
- Report from the Department of Economic and Community Development (ECD) for approval of funding for the following projects:
 - **LKQ Corporation – Nashville (Davidson Co.)**
FastTrack Economic Development Grant \$1,950,000
 - **Minth Tennessee International, LLC – Lewisburg (Marshall Co.)**
FastTrack Economic Development Grant \$1,000,000
 - **PathGroup – Nashville (Davidson Co.)**
FastTrack Economic Development Grant \$ 828,000
 - **Sedgwick Claims Management Services, Inc. – Memphis (Shelby Co.)**
FastTrack Economic Development Grant \$1,575,000
 - **Stanley Black & Decker, Inc. – Jackson (Madison Co.)**
FastTrack Economic Development Grant \$1,000,000
 - **To Be Announced**
FastTrack Economic Development Grant \$3,636,718

- Consideration for approval of a “Resolution Allocating Funds to Defray a Portion of the Cost of Highway Bridge Construction Projects and to Cancel Authorized Bonds”
- Consideration for approval of a “Resolution Certifying and Authorizing the Allocation of Funds to the Sinking Fund for the 2017-2018 Fiscal Year”
- Consideration for approval of a “Resolution Allocating Funds to Defray a Portion of the Cost of Highway Construction Projects and to Cancel Authorized Bonds”
- Consideration for approval of a “Resolution Authorizing the Issuance of General Obligation Bonds of the State of Tennessee”
- Tennessee Consolidated Retirement System (TCRS) affirmation of Standby Commercial Paper Agreement
- Acceptance and approval of fees for the Standby Letter of Credit between TCRS and the State Funding Board; authorization of staff to prepare a document reflecting the same; and delegation to the Secretary of the Board to execute such document

Should you have questions, please let us know.

TENNESSEE STATE FUNDING BOARD
JUNE 22, 2017
AGENDA

1. Call meeting to order
2. Approval of State Funding Board minutes from the May 11, 2017, meeting
3. Presentation and consideration for approval of the Tennessee Housing Development's Agency's Schedule of Financing for Fiscal Year 2017-2018
4. Report from the Department of Economic and Community Development (ECD) for approval of funding for the following projects:
 - **LKQ Corporation – Nashville (Davidson Co.)**
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 - **Stanley Black & Decker, Inc. – Jackson (Madison Co.)**
FastTrack Economic Development Grant \$1,000,000
 - **To Be Announced**
FastTrack Economic Development Grant \$3,636,718
5. Consideration for approval of a “Resolution Allocating Funds to Defray a Portion of the Cost of Highway Bridge Construction Projects and to Cancel Authorized Bonds”
6. Consideration for approval of a “Resolution Certifying and Authorizing the Allocation of Funds to the Sinking Fund for the 2017-2018 Fiscal Year”
7. Consideration for approval of a “Resolution Allocating Funds to Defray a Portion of the Cost of Highway Construction Projects and to Cancel Authorized Bonds”
8. Consideration for approval of a “Resolution Authorizing the Issuance of General Obligation Bonds of the State of Tennessee”
9. Tennessee Consolidated Retirement System (TCRS) affirmation of Standby Commercial Paper Agreement
10. Acceptance and approval of fees for the Standby Letter of Credit between TCRS and the State Funding Board; authorization of staff to prepare a document reflecting the same; and delegation to the Secretary of the Board to execute such document
11. Adjourn



TENNESSEE STATE FUNDING BOARD
NOTICE OF MEETING
JUNE 22, 2017

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- Acceptance and approval of fees for the Standby Letter of Credit between TCRS and the State Funding Board; authorization of staff to prepare a document reflecting the same; and delegation to the Secretary of the Board to execute such document

State Funding Board Meeting Notice
June 22, 2017

Should you have questions, please let us know.


Assistant Secretary

June 14, 2017

Individuals with disabilities who wish to participate in these proceedings or to review these filings should contact the Office of State & Local Finance to discuss any auxiliary aids or services needed to facilitate such participation. Such contact may be in person or by writing, telephone, or other means, and should be made prior to the scheduled meeting date, to allow time to provide such aid or service. Contact the Office of State & Local Finance for further information.

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