



JASON E. MUMPOWER
Comptroller

TENNESSEE STATE FUNDING BOARD
APRIL 26, 2022
AGENDA

1. Call meeting to order

2. Consideration for approval of minutes from the March 28, 2022, meeting

3. Report from the Department of Economic and Community Development for approval of funding for the following FastTrack projects:
 - **Nashville Record Pressing, LLC – Nashville (Davidson County)**
FastTrack Job Training Assistance Grant \$ 892,500

 - **Memphis Record Pressing LLC – Bartlett & Memphis (Shelby County)**
FastTrack Job Training Assistance Grant \$ 987,000

 - **Dot Foods, Inc. – Manchester (Coffee County)**
FastTrack Economic Development Grant \$1,750,000

4. Adjourn

TENNESSEE STATE FUNDING BOARD
March 28, 2022

The Tennessee State Funding Board (the “Board”) met on Monday, March 28, 2022, at 2:00 p.m., in the Executive Conference Room, State Capitol Building, Ground Floor, Nashville, Tennessee. The Honorable Jason Mumpower, Comptroller of the Treasury, was present and presided over the meeting.

The following members were also present:

The Honorable Tre Hargett, Secretary of State
The Honorable David Lillard, State Treasurer
Commissioner Butch Eley, Department of Finance and Administration

The following member was absent:

The Honorable Bill Lee, Governor

Having established that a quorum was present, Mr. Mumpower called the meeting to order and presented the minutes from the meeting held on February 23, 2022, for consideration and approval. Mr. Hargett made a motion to approve the minutes, and Mr. Eley seconded the motion. The motion was unanimously approved.

Mr. Mumpower then recognized Mr. William Wood, Financial Analyst, Tennessee Comptroller of the Treasury, who presented the staff analysis of “An Economic Report to the Governor of the State of Tennessee” (the “Economic report”). Mr. Wood stated that pursuant to state law, Tennessee Code Annotated Section 9-4-5202, the Board’s staff is directed to comment on the reasonableness of the estimates concerning the rate of growth of Tennessee’s economy from the Tennessee econometric model published by the University of Tennessee’s Boyd Center for Business and Economic Research (“CBER”) in its annual Economic Report. Mr. Wood stated that this analysis was accomplished by comparing the forecast in the Economic Report with forecasts from other governmental and non-governmental organizations. Mr. Wood then reported that based upon the review, the Economic Report’s forecasted estimates of nominal personal income growth of 2.60% in fiscal year 2022, 2.13% in calendar year 2022, and 5.19% in calendar year 2023, did not appear to be unreasonable.

Mr. Mumpower stated that upon receiving the report, that the Board shall make comments relating to the reasonableness of the estimate, including any different estimate the Board deems necessary. Mr. Mumpower then stated that he believed the estimates to be reasonable. Mr. Mumpower then stated that the Board shall also enclose a list identifying state tax and non-tax revenues sources (the “list”), approved by the Attorney General. Mr. Mumpower further stated that the list was included in the Board members’ packets. No further action was necessary.

Mr. Mumpower then recognized Ms. Betsy Knotts, Director of the Division of Local Government Finance (“LGF”) to present revisions to the Report on Debt Obligation – Form CT-0253 (the “Report”) for consideration and approval. Ms. Knotts stated that most of the changes to the Report were in form rather than substance. Ms. Knotts further stated that the Report was being converted from a pdf format to an online form. Ms. Knotts then stated that the only substantive proposed revision was to remove section sixteen (16) which required information about an entity’s written derivative policy. Ms. Knotts further stated that LGF must report on derivative compliance and requests for those approvals must include copies of relevant

derivative policies, making further reporting on the policy redundant. Mr. Mumpower then asked Ms. Knotts to summarize the purpose of the Report in layman terms for the public. Ms. Knotts responded that the purpose was truth in lending transparency. Ms. Knotts further responded that the Report is filed with any type of debt transaction by a public entity and that the Report is the state's equivalent to filing an IRS Form 8038-G or posting to the Electronic Municipal Market Access (EMMA) website. Mr. Hargett made a motion to approve the staff recommended revisions. Mr. Lillard seconded the motion, and it was unanimously approved.

Mr. Mumpower then recognized Ms. Knotts to present the Annual Report on Outstanding Debt for Industrial Development Boards ("IDBs") for fiscal year 2021. Ms. Knotts stated that LGF had received submissions from 163 IDBs, up from 107 from the fiscal year 2020 annual report and 99 from the 2019 annual report. Ms. Knotts further stated that there were 23 non-responsive IDBs, and that LGF would continue to reach out to those entities. Ms. Knotts then stated that there tended to be a high employee turnover rate at IDBs, if they have staff at all, which made it difficult to locate a primary contact. Ms. Knotts then stated that the data was helpful to state auditors in determining which IDBs were issuing debt to ensure they were audited. The Board acknowledged the report. No further action was necessary.

After Mr. Mumpower requested other business and heard none, Mr. Hargett made a motion to adjourn the meeting, and Mr. Eley seconded the motion. The motion was unanimously approved, and the meeting was adjourned.

Approved on this _____ day of _____ 2022.

Respectfully submitted,

Sandra Thompson
Assistant Secretary

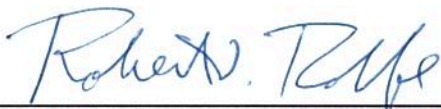
FastTrack Report to State Funding Board

4/20/2022

1. Previous FastTrack Balance, as of Last Report	224,908,706.49
2. + New Appropriations:	205,298.75
3. + Newly Deobligated Funds:	1,065,824.53
4. + Funds Transferred to FastTrack:	0.00
5. - Funds Transferred from FastTrack:	(3,000,000.00)
6. - FastTrack Grants or Loans Approved Greater Than \$750,000:	(13,855,000.00)
7. - FastTrack Grants or Loans Approved Less Than \$750,000:	(3,178,508.00)
8. - FastTrack Administration	(337,096.98)
9. Adjusted FastTrack Balance Available for Funding FastTrack Grants or Loans:	205,809,224.79
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10. Total Amount of Commitments:	172,651,334.43
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11. Uncommitted FastTrack:	33,157,890.36
12. Percentage Committed:	83.9%
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13. Amount of Proposed Grants or Loans:	3,629,500.00
14. Uncommitted FastTrack Balance if Proposed Grants or Loans Approved:	29,528,390.36
15. Percentage Committed:	85.7%

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: 4/20/22



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Lee
Governor

April 26, 2022

Comptroller Jason Mumpower
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Mumpower:

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. Nashville Record Pressing, LLC – Nashville (Davidson County)

Nashville Record Pressing is a wholly owned subsidiary of Czech Republic-based GZ Media. GZ Media employs nearly 2,000 people in the Czech Republic and 500 in North America and is the largest global manufacturer of vinyl records.

The Nashville facility will house the company's headquarters, manufacturing, and distribution operations, which will be equipped with brand new, best-in-class equipment and infrastructure, positioning Nashville Record Pressing to be highly competitive and resilient, while also supporting the Nashville music community.

Nashville Record Pressing, LLC has committed to create 255 net new jobs and make a \$13,345,000 capital investment within five (5) years. The company will have an average hourly wage of \$22.88 for the new positions.

FastTrack Job Training Assistance Program funds will be used to train the net new full-time employees. **(\$892,500)**



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Lee
Governor

Total FastTrack funds for this project - \$892,500

2. Memphis Record Pressing LLC – Bartlett & Memphis (Shelby County)

Memphis Record Pressing (MRP) is one of the leading providers of vinyl record manufacturing in the U.S. and is the key supplier of vinyl records for Sony Music Entertainment and Universal Music Group for North America. Memphis Record Pressing was founded by two young Memphians Brandon Seavers & Mark Yoshida. More than a decade later, the company, now majority owned by GZ Media out of the Czech Republic, is one of the world's largest producers of vinyl records.

Memphis Record Pressing has outgrown its Bartlett manufacturing operation and the supporting headquarters and logistics operations. The company plans to expand their manufacturing and supporting headquarters operations, both of which are currently located in the City of Bartlett, as well as, add an additional operation in the City of Memphis for their logistics operations.

Memphis Record Pressing LLC has committed to create 282 net new jobs and make a \$7,676,194 capital investment within five (5) years. The company will have an average hourly wage of \$19.17 for the new positions.

FastTrack Job Training Assistance Program funds will be used to train the net new full-time employees. **(\$987,000)**

Total FastTrack funds for this project - \$987,000

3. Dot Foods, Inc. – Manchester (Coffee County)

Founded in 1960 and headquartered in Mt. Sterling, Illinois, Dot Foods is North America's largest food industry redistributor, serving all 50 states and more than 55 countries with a product offering of more than 125,000 items. Today, the family-owned and -operated business employs more than 6,300 across North America.

Dot Foods, Inc. will expand its Tennessee operations by constructing a new 177,000-square-foot distribution facility at the Manchester Industrial Park, a Select Tennessee Certified Site. The facility will have the capacity to expand its square footage in order to meet Dot Foods' growing customer demand among the southeastern United States. Dot Foods anticipates breaking ground on its new distribution center late this summer, with operations expected to begin in late 2023.



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Lee
Governor

This will be Dot Foods' second distribution center in Tennessee. The Manchester site will function similarly to Dot Foods' operations in Dyersburg, Tennessee, and will include dry, refrigerated and frozen warehouse space.

Dot Foods, Inc. has committed to create 171 net new jobs and make a \$50,472,500 capital investment within five (5) years. The company will have an average hourly wage of \$22.84 for the new positions.

FastTrack Economic Development Grant Funds will help offset expenses such as new building construction. **(\$1,750,000)**

Total FastTrack funds for this project - \$1,750,000

Sincerely,

A handwritten signature in blue ink that reads "Robert W. Rolfe". The signature is written in a cursive style.

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*	Nashville Record Pressing, LLC	\$892,500	
<input type="checkbox"/> ECONOMIC DEVELOPMENT			
TOTAL		\$892,500	

(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): Nashville Record Pressing, 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)? 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

4/20/22
Date

Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Lee
Governor

November 9, 2021

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Nashville Record Pressing, LLC intends, in good faith, to create 255 private sector jobs in Nashville, Davidson County and make a capital investment of \$13,345,000 in exchange for incentives that will be memorialized in a grant agreement between Nashville Record Pressing, LLC and the State of Tennessee. New jobs must be in addition to the company's baseline of 0 jobs at the project site in Tennessee.

ECD OFFER SUMMARY

FastTrack Job Training Grant:	\$ 892,500
Total ECD Commitment:	\$ 892,500

Please sign your name in the space below to signify Nashville Record Pressing, LLC's acceptance of ECD's offer set forth above and return it by February 7, 2022 to:

Tennessee Department of Economic and Community Development
Attn: Joey Viola
312 Rosa Parks Avenue, 27th Floor
Nashville, TN 37243
Joey.Viola@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. ECD reserves the right to recover funds for this project if grant contracts are not executed within one year of the date of signature below.

Signature: _____

(Authorized Representative of Company)

Date: 12/20/21

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*	Memphis Record Pressing LLC	\$987,000	
ECONOMIC DEVELOPMENT			
TOTAL		\$987,000	

(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):** Memphis Record Pressing 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)? 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 Lee
Governor

January 10, 2022

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Memphis Record Pressing LLC intends, in good faith, to create 282 private sector jobs in Memphis, Shelby County and make a capital investment of \$7,676,194 in exchange for incentives that will be memorialized in a grant agreement between Memphis Record Pressing LLC and the State of Tennessee. New jobs must be in addition to the company's baseline of 137 jobs at the project site in Tennessee.


ECD OFFER SUMMARY

FastTrack Job Training Grant:	\$ 987,000
Total ECD Commitment:	\$ 987,000

Please sign your name in the space below to signify Memphis Record Pressing LLC's acceptance of ECD's offer set forth above and return it by February 9, 2022 to:

Tennessee Department of Economic and Community Development
Attn: Joey Viola
312 Rosa Parks Avenue, 27th Floor
Nashville, TN 37243
Joey.Viola@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. ECD reserves the right to recover funds for this project if grant contracts are not executed within one year of the date of signature below.

Signature: 
(Authorized Representative of Company)

Date: 02/09/2022

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	Industrial Board of Coffee County	\$1,750,000	
TOTAL		\$1,750,000	

(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): Dot Foods, 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.

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.

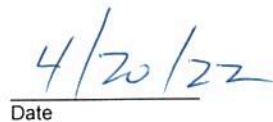
ECONOMIC DEVELOPMENT

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 Lee
Governor

March 24, 2022

INCENTIVE ACCEPTANCE FORM

This form serves as notice that Dot Foods, Inc. intends, in good faith, to create 171 private sector jobs in Coffee County and make a capital investment of \$50,472,500 in exchange for incentives that will be memorialized in a grant agreement between Dot Foods, Inc. and the State of Tennessee. New jobs must be in addition to the company's baseline of 0 jobs at the project site in Tennessee.

ECD OFFER SUMMARY

FastTrack Economic Development Grant:	\$ 1,750,000
Total ECD Commitment:	\$ 1,750,000

Please sign your name in the space below to signify Dot Foods, Inc.'s acceptance of ECD's offer set forth above and return it by June 22, 2022 to:

Tennessee Department of Economic and Community Development
Attn: Joey Viola
312 Rosa Parks Avenue, 27th Floor
Nashville, TN 37243
Joey.Viola@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. ECD reserves the right to recover funds for this project if grant contracts are not executed within one year of the date of signature below.

Signature: *W. F. Fox*
(Authorized Representative of Company)

Date: 3-27-2022



Department of Economic and Community Development

Bob Rolfe
Commissioner

Bill Lee
Governor

April 26, 2022

Comptroller Jason Mumpower
First Floor, State Capitol
Nashville, TN 37243

Dear Comptroller Mumpower:

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 Board of Coffee County for the benefit of Dot Foods, Inc. in the amount of \$1,750,000 to offset expenses such as new building construction. The project activities would not be eligible for the FastTrack Infrastructure Development Program.

This project will yield a proportionately significant impact on this community due to the number of net new, high wage jobs. Dot Foods, Inc. has committed to create 171 net new jobs and make a \$50,472,500 capital investment within five (5) years. The company will have an average hourly wage of \$22.84 for the new positions. This project will have an exceptional impact on this area of the state.

Sincerely,

A handwritten signature in blue ink that reads "Robert D. Rolfe".

Bob Rolfe

BR/js