

# City of Memphis

TENNESSEE

A C WHARTON, JR.  
MAYOR

January 20, 2015

The Honorable Shea Flinn, Chairman  
Personnel, Intergovernmental & Annexation Committee  
City Hall - Room 514  
Memphis, TN 38103

Dear Chairman Flinn:

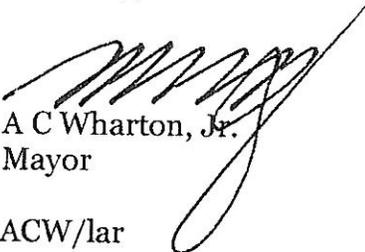
Subject to Council approval, it is my recommendation that:

**Lori Spicer Robertson**

be appointed to the Memphis Convention Center Commission with a term  
expiring July 1, 2016.

I have attached biographical information.

Sincerely,

  
A C Wharton, Jr.  
Mayor

ACW/lar

c: Council Members



# City of Memphis

## BIOGRAPHICAL INFORMATION APPOINTMENT TO BOARD/COMMISSION

Convention Center

BOARD/COMMISSION

Name: Lori Spicer Robertson Race B M  F

E-Mail Address: lmspicerrobertson@firsthorizon.com Fax \_\_\_\_\_

Profession/Employer: First Horizon National Corporation

Business Address: 300 Court Ave, Memphis, TN Zip 38103 Phone: 901-523-5913

Education: Master of Arts in Mass Communication - Public Relations;

Name of Spouse: Eric Robertson Number of Children: 1

Home Address: 1223 Fountain Court Phone: 901-569-2967

City: Memphis State: TN Zip: 38106

I certify that I am a resident of the City of Memphis (Unincorporated areas and surrounding counties are not considered). Yes  or No  If yes, how long? 30+ years

### Professional Organization/Associations:

- First Horizon Diversity Council, Chair
- First Horizon Women's Initiative Communications Chair

### Other Organizations/Association:

- Backgrounds for Development Permit Committee
- Memphis Vibes LLC
- Memphis Association of Professional Women
- Jubilee Neighborhood Association, Vice President
- Young Women Philanthropists Leadership Council, Liaison, of the Women's Foundation
- Women's Foundation for a Greater Memphis Marigny & Common Values Committee

### Other Interests:

Traveling, Planning Events, Branding, PR

Signature Lori Spicer Robertson Date 1/2/2015

# LORI SPICER ROBERTSON

12.15

1223 Fountain Court, Memphis, TN 38106 | Cell: (901) 569-2967 | Work: (901) 523-5913 | lori.spicer@gmail.com

## STRENGTHS PROFILE

*Achiever, Competitive, Communicator, Creative, Positivity, Includer*

A resourceful and strategic leader who excels in environments that connects to the community. An innovative advocate for the implementation of novel approaches to people development and team engagement. Quality-driven connector that is adept in bringing order to chaos with the ability to produce profitable results in a fast-paced environment. An individual who believes we must live in the vision and not our circumstances in order to excel.

## PROFESSIONAL EXPERIENCE

FIRST HORIZON NATIONAL CORPORATION, Memphis, TN

July 2013 – Present

### Manager, Change Leadership

*Manager, Change Leadership works with management and project teams to develop structured change management plans that minimize employee resistance and maximize employee engagement as changes are identified (culture, process, systems, job roles, organizational structure, etc.). These comprehensive plans will include everything from communications, to training, to sustainment. As part of leading change, the Manager, Change Leadership will execute on a comprehensive strategy to excel diversity and inclusion within the company.*

Supports the ongoing development of leaders and their teams.

- Identifies gaps in leader competencies and develops effective learning and development strategies to address those needs.
- Designs and facilitates highly engaging workshops for leaders based on adult learning principles that will challenge leaders to reach their full potential.
- Monitors organizational culture and the development of culture-building initiatives that increase employee engagement and reinforce key organizational values.
- Leads diversity and inclusion strategies as part of the overall development of our corporate culture.
- Applies effective change management strategies that help leaders and employees successfully absorb organizational changes and increase organizational performance.
- Creates and manages measurement systems to track adoption, utilization and proficiency of individual changes.
- Partners with our employee benefits function to establish effective change management plans that include communication and learning strategies, and the development of support tools.
- Manages client relationships and expectations effectively; influences thinking surrounding complex organizational problems and enables the acquisition of new knowledge, skills, and behaviors.
- Assists CHRO and CLO with planning and preparation of executive presentations.

UNIVERSITY OF MEMPHIS, Memphis, TN

September 2013-Present

### Adjunct Professor, Management/Business Communication

*Facilitated learning material on communication theory applied to business and the professional arena with emphasis on effective writing; presentation of written and oral case solutions, letters; memoranda, reports, and employment applications, selection and use of research resources; consideration of business ethics, technology, and intercultural communication.*

- Develop and manage syllabus materials, coordinate courseware and curriculum with academic department chair, and facilitate class instruction.
- Evaluate student performance, adhere to protocol guidelines of the University, and respond in a timely manner with grade determination.
- Challenged students to learn in a creative and accelerated environment.
- Provide adequate guidance and professional advice to students.

SMITTEN EVENTS, Memphis, TN

July 2009-Present

### Principal & Lead Designer

*Responsible for planning and designing events, including planning menus, booking musicians, putting up decorations, ordering flowers, hiring bartenders, and ensuring the event runs smoothly.*

- Coordinate details of events such as conferences, weddings, birthdays, anniversaries, charity events, surprise parties, trade shows, sales meetings, business meetings, employee appreciation events and virtual events.
- Calculate budgets and ensure they are adhered to.
- Book talent; select chefs or catering companies to prepare food for event; and schedule speakers, vendors, and participants.
- Visit venue to plan layout of seating and decorations.
- Coordinate and monitor event timelines and ensure deadlines are met.
- Initiates, coordinates and/or participates in all efforts to publicize event.
- Negotiate and secure event space, and work with printers and designers to develop event marketing materials
- Hire staff to manage the event, including bouncers and security personnel.
- Coordinate event logistics, including registration and attendee tracking, presentation and materials support and pre- and post-event evaluations.
- Keep inventory of backdrops, projectors, computers, and other display materials.

REGIONAL MEDICAL CENTER (THE MED), Memphis, TN

July 2010-July 2013

**Manager, Community Affairs & Engagement/Volunteer Services**

*Manages strategic community engagement activities, supports marketing/communications, government and external affairs and public relations; leads the recruitment and development of the internal and external volunteer programs, internships, and job shadowing and mentoring.*

- Planned, developed, and executed an integrated community engagement plan/strategy and outreach programs.
- Served as an interface between senior leaders and community and grassroots organizations and religious leaders.
- Sought partnerships with community organizations, religious institutions, neighborhood associations and other groups to develop strategies and relationships that enhance the image and overall performance of the hospital.
- Participated and represented the health system in community and grassroots organizations that enhance the image and visibility of Regional Medical Center.
- Established, implemented, monitored and evaluated community engagement's programmatic and operational effectiveness.
- Implemented public relations strategies to enhance the image, visibility and profile of the organization.
- Oversaw plans for programs, events and initiatives that meet community and constituents' needs and internal needs.
- Managed and coordinated the hospital's involvement in health fairs, health promotion and other activities.
- Supported and collaborated with the Director, Communications and Marketing in developing and maintaining positive media relations, as well as internal and external communication.
- Supported and collaborated with senior leadership of government affairs to develop and maintain professional relationships with elected officials and stay informed of legislative policies.
- Oversaw the restructuring and development of Volunteer Services.

UNIVERSITY OF PHOENIX, GROUND CAMPUS, Memphis, TN

November 2009-December 2012

**Adjunct Professor**

*Served as an Adjunct Professor for the Undergraduate Program*

- Responsible for facilitating evening courses for students to receptively comprehend course material relative to the Communications field and delivering hands-on experience.
- Challenged students to learn in a creative and accelerated environment.
- Provided adequate guidance and professional advice to students in Communications.
- Facilitated courses in Writing, Oral Presentations, Media Relations and Communications.

GREATER MEMPHIS CHAMBER, Memphis, TN August 2007-July 2010

**Communications Specialist/Editor-in-Chief, Memphis Crossroads Magazine**

*Communicated the Greater Memphis Chamber's mission through public relations, media relations, and marketing and design.*

- Managed internal/external communications for the Chamber through the planning, preparation and dissemination of information through print/broadcast media, the Internet, speeches and publications.
- Wrote stories and articles for news, magazines, *Memphis Crossroads*, and various other Chamber-related publications.
- Worked closely with Graphic Designer/Webmaster/Senior Staff Writer to design collateral material for Chamber events.
- Contacted media representatives to inform them of new initiatives and programs, special company events and to answer media calls.
- Oversaw the editorial of *Memphis Crossroads* magazine.
- Attended press interviews and wrote talking points for senior staff.
- Implemented public relations concepts to enhance the image, visibility and profile of the organization.
- Acted as the liaison for the International Business Council and all International events.

CRICHTON COLLEGE, Memphis, TN

December 2008-December 2009

### **Adjunct Professor**

*Served as an Adjunct Professor for the Undergraduate Program*

- Responsible for facilitating evening courses for students to receptively comprehend course
- Challenged students to learn in a creative and accelerated environment.

### **EDUCATION**

- **Master of Arts in Mass Communication – Public Relations**  
*The University of Florida, Gainesville, FL, August 2006*
- **Bachelor of Science in Business Administration – Management**  
*The University of Tennessee, Knoxville, TN, May 2004*

### **CERTIFICATIONS**

- **Bridges Out of Poverty Facilitator**  
*A community support program that provides a family of concepts and workshops address and reduce poverty in a comprehensive way by bringing people from all sectors and economic classes together to improve job retention rates, build resources, improve outcomes, and support those who are moving out of poverty.*
- **Getting Ahead in a Just-Gettin'-By World Facilitator**  
*A workshop that helps individuals in poverty build their resources for a more prosperous life for themselves, their families, and their communities.*
- **Senn Delaney Facilitator**  
*A series of comprehensive, culture-shaping workshops that engage people and measurably impact both the spirit and performance of organizations.*

### **RECOGNITION**

- *Commercial Appeal's* "Woman to Watch" (<http://bit.ly/ic3Fik>), February 2011
- *Tri-State Defender's* "Women of Excellence" Award Recipient (<http://bit.ly/Ya6PNK>), March 2011
- Facing History and Ourselves "Choosing to Participate: Everyday Upstanders" (<http://bit.ly/VRPhXh>), October 2011
- *Memphis Magazine's* "Unsung Heroines" (<http://bit.ly/VROl5f>), October 2012
- *Memphis Flyer's* "20 Under 30" (<http://bit.ly/14csdon>), January 2013
- Silver Pearl Award for Community Activism Recipient, Four Women Pearl Awards (<http://bit.ly/10lc5TV>), March 2013
- Heritage Award Presenter for Susan Coulan Scruggs, Women of Achievement Awards, March 2013
- *Daily News'* "I Choose Memphis" Profile (<http://bit.ly/10DaHNc>), October 2014

### **ACTIVITIES**

#### **CURRENT**

- First Horizon Diversity Council, Chair

- First Horizon Women's Initiative Communications Chair
- Fairgrounds Redevelopment/Re-Use Committee
- Memphis Urban League\*\*
- National Association of Professional Women
- Soulsville Neighborhood Association, Vice President\*\*
- Young Women Philanthropists Leadership Council, auxiliary of the Women's Foundation \*\*
- Women's Foundation for a Greater Memphis Marketing & Communications Committee

**FORMER**

- American Heart Association Go Red for Women 2013 Logistics Chair
- City of Memphis Minority Business Development and Oversight Commission, Secretary, 2011-2012 \*\*
- Dance Works, 2008-2010\*\*
- Girls, Inc., 2010-2012 \*\*
- Girl Scouts Heart of the Mid-South, Community Advisory Board, 2011-2013
- Green Shoe Party, Host Committee 2011
- Junior League LEAD Program, 2013
- Leadership Memphis, FastTrack, Fall 2008
- Memphis Library Foundation "Libration" Committee, 2013
- Memphis Theological Seminary Henry Logan Starks Dinner Décor Chair, 2011-2013
- Memphis Tourism Foundation of MCVB, 2011-2013\*\*
- Memphis Urban League Young Professionals, President, 2011-2012\*\*
- Modern Day Woman's Conference Chair, 2013
- MPACT Memphis, 2008-2010\*\*
- National Urban League Emerging Leaders Program, 2013
- National Urban League Young Professionals Global Corps Committee - Amsterdam, 2013
- New Memphis Institute Fellow, Fall 2014
- Public Relations Society of America, 2009 \*\*
- Stax to the Max, Host Committee 2011 & 2013

\*\* *Serve/Served as a Board Member*

**MEMPHIS CONVENTION CENTER COMMISSION**  
**7 Member Board**  
**2 Ex-Officio Members**

Douglas Browne	M/W	07-01-16	2yr. Term
Jason J. Fair	M/W	07-01-16	2yr. Term
Lee A. Jackson	M/B	07-01-16	2yr. Term
Hal J. Lansky	M/W	07-01-16	2yr. Term
Wayne D. Tabor	M/W	07-01-16	2yr. Term
Ellen Vergos	M/W	07-01-16	2yr. Term
Vacancy			

(City CAO)  
Bill Boyd (City Council Liaison)



## Memphis City Council Summary Sheet

**1. Description of the Item (Resolution, Ordinance, etc.)**

This item is a resolution to appropriate FY15 CIP funds for bus facility improvements for the Memphis Area Transit Authority.

**2. Initiating Party (e.g. Public Works, at request of City Council, etc.)**

MATA initiated the request for the City Council to appropriate \$400,000 in FY15 CIP funds under GA03025 Bus Facility Improvements.

**3. State whether this is a change to an existing ordinance or resolution, if applicable.**

This is not a change to an existing ordinance or resolution.

**4. State whether this requires a new contract, or amends an existing contract, if applicable.**

This project will require MATA to solicit bids and award contracts. MATA will procure the bus facility improvements in accordance with its Procurement Manual.

**5. State whether this requires an expenditure of funds/requires a budget amendment.**

Yes, this item requires an expenditure of funds in the amount of \$400,000; however, no budget amendments are required.



**A RESOLUTION TO APPROPRIATE FY15 CIP FUNDS FOR BUS FACILITY IMPROVEMENTS FOR THE MEMPHIS AREA TRANSIT AUTHORITY**

**WHEREAS**, The Council of the City of Memphis did approve Bus Facility Improvements, Project Number GA03025, as part of the Memphis Area Transit Authority's (MATA) FY15 Capital Improvement Program (CIP) budget; and

**WHEREAS**, The Memphis Area Transit Authority (MATA) periodically has to make periodic repairs or improvements to its bus facilities and infrastructure; and

**WHEREAS**, Bids will be solicited and evaluated according to MATA's adopted procurement procedures; and

**WHEREAS**, It is necessary to appropriate \$400,000 funded by G.O. Bonds – General in Bus Facility Improvements, CIP Project Number GA03025 to fund the local share for the bus facility improvements.

**NOW, THEREFORE, BE IT RESOLVED** By the Council of the City of Memphis that there be and is hereby appropriated the sum of \$400,000 funded by G. O. Bonds – General chargeable to the Fiscal Year 2015 Capital Improvement Budget and credited as follows:

Project Title:	Bus Facility Improvements
Project Number:	GA03025
Amount:	\$400,000



## Memphis City Council Summary Sheet

**1. Description of the Item (Resolution, Ordinance, etc.)**

This item is a resolution to appropriate FY15 CIP funds for rail facility improvements for the Memphis Area Transit Authority.

**2. Initiating Party (e.g. Public Works, at request of City Council, etc.)**

MATA initiated the request for the City Council to appropriate \$600,000 in FY15 CIP funds under GA03024 Rail Facility Improvements.

**3. State whether this is a change to an existing ordinance or resolution, if applicable.**

This is not a change to an existing ordinance or resolution.

**4. State whether this requires a new contract, or amends an existing contract, if applicable.**

This project will require MATA to solicit bids and award contracts. MATA will procure the rail facility improvements in accordance with its Procurement Manual.

**5. State whether this requires an expenditure of funds/requires a budget amendment.**

Yes, this item requires an expenditure of funds in the amount of \$600,000; however, no budget amendments are required.



**A RESOLUTION TO APPROPRIATE FY15 CIP FUNDS FOR RAIL FACILITY IMPROVEMENTS FOR THE MEMPHIS AREA TRANSIT AUTHORITY**

**WHEREAS**, The Council of the City of Memphis did approve Rail Facility Improvements, Project Number GA03024, as part of the Memphis Area Transit Authority's (MATA) FY15 Capital Improvement Program (CIP) budget; and

**WHEREAS**, The Memphis Area Transit Authority (MATA) periodically has to make periodic repairs or improvements to its rail facilities and infrastructure; and

**WHEREAS**, Bids will be solicited and evaluated according to MATA's adopted procurement procedures; and

**WHEREAS**, It is necessary to appropriate \$600,000 funded by G.O. Bonds – General in Rail Facility Improvements, CIP Project Number GA03024 to fund the local share for the rail facility improvements.

**NOW, THEREFORE, BE IT RESOLVED** By the Council of the City of Memphis that there be and is hereby appropriated the sum of \$600,000 funded by G. O. Bonds – General chargeable to the Fiscal Year 2015 Capital Improvement Budget and credited as follows:

Project Title:	Rail Facility Improvements
Project Number:	GA03024
Amount:	\$600,000



## Memphis City Council Summary Sheet

**1. Description of the Item (Resolution, Ordinance, etc.)**

Curb and Gutter - ST, Project #ST04010

**2. Initiating Party (e.g. Public Works, at request of City Council, etc.)**

The Public Works Division is the initiating party of this resolution.

**3. State whether this is a change to an existing ordinance or resolution, if applicable.**

NA

**4. State whether this requires a new contract, or amends an existing contract, if applicable.**

NA

**5. State whether this requires an expenditure of funds/requires a budget amendment.**

The resolution does require an expenditure of funds/a budget amendment.

This is a resolution to transfer an allocation of Contract Construction funds to Architecture and Engineering in Curb and Gutter-ST, project number ST04010, for planning cost.

**WHEREAS**, the Council of the City of Memphis approved Curb and Gutter-ST, project number ST04010, as part of the Public Works Fiscal Year 2015 Capital Improvement Budget; and

**WHEREAS**, it is necessary to amend the Public Works Fiscal Year 2015 Capital Improvement Budget by transferring an allocation of \$482,710.00 in G O Bonds-General (Storm Water) from Contract Construction to Architecture and Engineering in Curb and Gutter-ST, project number ST04010, for planning cost.

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the City of Memphis that the Fiscal Year 2015 Capital Improvement Budget be and is hereby amended by transferring an allocation of \$482,710.00 funded by G O Bonds – General (Storm Water) from Contract Construction to Architecture and Engineering in Curb and Gutter-ST, project number ST04010, for planning cost.



## Memphis City Council Summary Sheet

**1. Description of the Item (Resolution, Ordinance, etc.)**

This item is a Resolution approving a lease agreement and a temporary easement agreement with Center Point Terminal Company, LLC, a Delaware limited liability company, as approved by the Board of Commissioners of the Memphis and Shelby County Port Commission on December 17, 2014.

**2. Initiating Party (e.g. Public Works, at request of City Council, etc.)**

Memphis and Shelby County Port Commission

**3. State whether this is a change to an existing ordinance or resolution, if applicable.**

This is not a change to an existing ordinance or resolution.

**4. State whether this requires a new contract, or amends an existing contract, if applicable.**

This is a resolution for a new lease agreement and temporary easement agreement. The lessee will pay \$54,738.93 annually for the lease agreement. The term of the lease is for 5 years. The term of the easement will be the same as that of the lease agreement.

**5. State whether this requires an expenditure of funds/requires a budget amendment.**

This does not require expenditure of funds nor a budget amendment.

**CITY OF MEMPHIS RESOLUTION  
APPROVING LEASE AGREEMENT AND TEMPORARY EASEMENT  
WITH CENTER POINT TERMINAL COMPANY, LLC**

WHEREAS, Center Point Terminal Company, LLC, a Delaware limited liability company, has requested that Memphis and Shelby County Port Commission (“Port Commission”) enter into (i) a Lease Agreement providing that the Port Commission, along with the City of Memphis and County of Shelby, Tennessee, lease certain real property for five (5) years in the Port Commission’s Presidents Island Industrial Subdivision, and (ii) a Temporary Easement Agreement providing that the Port Commission, along with the City of Memphis and County of Shelby, Tennessee, grant a temporary easement for vehicular and pedestrian ingress and egress to maintain pipelines in the Port Commission’s Presidents Island Industrial Subdivision.

WHEREAS, said proposed Lease Agreement and Temporary Easement Agreement are in the best interests of the Port Commission and promote the economic development of the Presidents Island Industrial Subdivision and the community.

NOW, THEREFORE, BE IT RESOLVED, by the City of Memphis, on recommendation of the Memphis and Shelby County Port Commission, that the proposed Lease Agreement and Temporary Easement Agreement with Center Point Terminal Company, LLC be and is hereby approved

BE IT FURTHER RESOLVED, By the Council of the City of Memphis that the appropriate officials of the City of Memphis be hereby authorized to execute same.

BE IT FURTHER RESOLVED, That this action is subject to concurrence by Shelby County.

## PORT COMMISSION RESOLUTION

WHEREAS, Center Point Terminal Company, LLC, a Delaware limited liability company, has requested that Memphis and Shelby County Port Commission ("Port Commission") enter into (i) a Lease Agreement providing that the Port Commission, along with the City of Memphis and County of Shelby, Tennessee, lease certain real property for five (5) years in the Port Commission's Presidents Island Industrial Subdivision, and (ii) a Temporary Easement Agreement providing that the Port Commission, along with the City of Memphis and County of Shelby, Tennessee, grant a temporary easement for vehicular and pedestrian ingress and egress to maintain pipelines in the Port Commission's Presidents Island Industrial Subdivision.

WHEREAS, said proposed Lease Agreement and Temporary Easement Agreement are in the best interests of the Port Commission and promote the economic development of the Presidents Island Industrial Subdivision and the community.

NOW, THEREFORE, BE IT RESOLVED by the Port Commission that the proposed Lease Agreement and Temporary Easement Agreement with Center Point Terminal Company, LLC are hereby approved. The appropriate officials are authorized to execute same.

BE IT FURTHER RESOLVED that the City of Memphis and County of Shelby are respectfully requested to approve said Lease Agreement and Temporary Easement Agreement.

I hereby certify that the foregoing is a true copy and said document was adopted/granted by the Memphis and Shelby County Port Commission on the 17 day of November, 2014.

  
Secretary/Treasurer

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION TO ESTABLISH THE BEALE STREET  
TOURISM DEVELOPMENT AUTHORITY**

WHEREAS, Beale Street is the number one tourist attraction in the State of Tennessee and was recently named America's favorite iconic street by USA Today; and

WHEREAS, Beale Street is of enormous cultural and historical significance; and

WHEREAS, pursuant to the legislation known as the "Tourism Development Authority Act," codified at Tenn. Code Ann. § 7-69-101 et seq., the City of Memphis is authorized to create a tourism development authority; and

WHEREAS, it is the desire of the Mayor and the Council of the City of Memphis to establish a tourism development authority specifically dedicated to that property known as the Beale Street Historic District and that property known as Handy Park, which shall be known as the Beale Street Tourism Development Authority; and

WHEREAS, the purposes of the Beale Street Tourism Development Authority shall be to provide oversight of the development and management of Beale Street and further expand the vibrancy of Beale Street with new investment and greater connectivity to the rest of Downtown Memphis; and

WHEREAS, the Beale Street Tourism Development Authority created pursuant to the Tourism Development Authority Act shall be a public body corporate and politic which performs a public function on behalf of the City of Memphis; and

WHEREAS, the Beale Street Tourism Development Authority created pursuant to the Tourism Development Authority Act shall be a public and governmental body acting as an agency and instrumentality of the City of Memphis; and

WHEREAS, pursuant to the Tourism Development Authority Act, any acquisition, operating and financing of any project by the created Beale Street Tourism Development Authority shall be for a public and governmental purpose and a matter of public necessity; and

WHEREAS, the Beale Street Tourism Development Authority shall encourage and support the inclusion of minority-owned, women-owned, and locally-owned small businesses in its projects through the formulation and implementation of a diversity plan;

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to sue and be sued and to prosecute and defend, at law or in equity, in any court having jurisdiction of the subject matter and of the parties; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to acquire, whether by purchase, construction, exchange, gift, lease, or otherwise, and design, plan, site, improve, repair, extend, equip, furnish, operate and maintain one (1) or more projects, which projects shall be within the jurisdictional boundaries of the Beale Street Tourist Development Authority, as set forth herein, including all real and personal properties that the Board of Directors of the Authority may deem necessary in connection with the projects and regardless of whether or not any such projects shall then be in existence, and including the power to demolish any existing structures as may be on sites acquired when such structures are not needed for the project; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to appoint agents and employees, describe their qualifications and fix their compensation; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to operate, maintain, manage, and enter into contracts for the operation, maintenance and management of any project undertaken, and to make rules and regulations with regard to such operation, maintenance and management; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to employ, contract with, fix the compensation of, and discharge engineering, architectural, legal, financial and other professional experts, consultants, agents and employees as may be necessary to carry out the purposes of the Tourism Development Authority Act and to provide for the proper construction, operation and maintenance of any project; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to lease, rent and contract for the operation of all or any part of any project, and charge and collect rent for the project and terminate any such lease upon the failure of the lessee to comply with any of the obligations of the lease and include in or exclude from any such lease provisions that the lessee shall have the option to renew the term of the lease for such period or periods and at such rent as shall be determined by the Board of Directors; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to lease such space in a project as from time to time may not be needed for related purposes to any other person, corporation, partnership or association for such

purposes as the Board of Directors may determine are in the best interest of the Beale Street Tourism Development Authority or will help facilitate the purposes for which the Beale Street Tourism Development Authority was created, and upon such terms and in such manner as the Board of Directors may determine; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to fix and collect fees and charges for the use of any and all of the projects of the Beale Street Tourism Development Authority; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to make contracts, including, without limitation, contracts with service providers; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to sell, exchange, donate, and convey any or all of its properties, whenever the Board of Directors shall find any such action to be in furtherance of the purposes for which the Beale Street Tourism Development Authority was organized; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to procure and enter into contracts for any type of insurance or indemnity against loss or damage to property from any cause, including loss of use and occupancy, against death or injury of any person, against employer's liability, against any act of any member, officer or employee of the Authority in the performance of the duties of such person's office or employment, or any other insurable risk, as the Board of Directors, in its discretion, may deem necessary; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to accept donations, contributions, revenues, capital grants or gifts from any individuals, associations, public or private corporations, and municipalities, the state of Tennessee or the United States, or any agency or instrumentality of the state of Tennessee or the United States, for or in aid of any of the purposes of the Tourism Development Authority Act and enter into agreements in connection with the donations, contributions, revenues, capital grants or gifts; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including but not limited to all powers incidental to or necessary to obtain such licenses, permits, approvals and accreditations

as the Beale Street Tourism Development Authority deems necessary in connection with any project; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to borrow money from time to time and, in evidence of any obligation incurred, issue and, pursuant to Tenn. Code Ann. § 7-69-111, sell its revenue bonds in accordance with the Tourism Development Authority Act and the applicable provisions of title 9, chapter 21, in such form and upon such terms as its Board of Directors may determine, payable out of any revenues of the Beale Street Tourism Development Authority, including grants or contributions or other revenues specifically provided to the Beale Street Tourism Development Authority, for the purpose of financing the cost of any project and refund and refinance, from time to time, bonds so issued and sold, as often as may be deemed to be advantageous by the Board of Directors; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited to all powers incidental to or necessary to mortgage and pledge as security for the payment of the principal of and interest on any bonds so issued and any agreements made in connection with the bonds, any or all of the projects or any part or parts of the projects, whether then owned or thereafter acquired; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all the powers granted under the Tourism Development Authority Act, including but not limited to all powers incidental or necessary to exercise all powers expressly given under the Tourism Development Authority Act, as amended from time to time, and establish bylaws and make all rules and regulations not inconsistent with the Tourism Development Authority Act, deemed expedient for the management of the affairs of the Beale Street Tourism Development Authority; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all the powers granted under the Tourism Development Authority Act, including but not limited to all powers incidental or necessary to participate as a joint venturer in a joint venture or as a member in a nonprofit corporation that attracts and promotes tourism or performs activities related to the exercise of any power granted to a tourism development authority, including the power to elect all or any of the members of the board of directors of any nonprofit corporation of which the Beale Street Tourism Development Authority is a member and has the power to so elect under the nonprofit corporation's charter and bylaws, and including the power to accomplish and facilitate the creation, establishment, acquisition, operation or support of any such joint venture or nonprofit corporation, by means of loans of funds, acquisition or transfer of assets, leases of real or personal property, gifts and grants of funds or guarantees of indebtedness of such joint venture or nonprofit corporation; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited all powers and authority incidental or necessary to issue its bonds in accordance with the Tourism Development Authority Act and in accordance with the Local Government Public Obligations Law, compiled in title 9, chapter 21, and for such purposes the bonds shall be treated as revenue obligations of the Beale Street Tourism Development Authority under the Tourism Development Authority Act, in order to finance the costs of any project; the payment of the costs of issuance of such bonds, including underwriter's discount, financial advisory fee, preparation of the definitive bonds, preparation of all public offering and marketing materials, advertising, credit enhancement, and legal, accounting, fiscal and other similar expenses; reimbursement of the Beale Street Tourism Development Authority for moneys previously spent by the Beale Street Tourism Development Authority for any of the foregoing purposes; and the establishment of reasonable reserves for the payment of debt service on such bonds, for repair and replacement of any project, or for such other purposes as the Board of Directors shall deem necessary and proper in connection with the issuance of any bonds and operation of any project for the benefit of which the financing is being undertaken; and

WHEREAS, the Beale Street Tourism Development Authority shall be vested with all powers granted under the Tourism Development Authority Act, including, but not limited all powers and authority incidental or necessary to issue its bonds to refund and refinance outstanding bonds of the Beale Street Tourism Development Authority heretofore or hereafter issued or lawfully assumed by the Authority; provided, that in accordance with title 9, chapter 21, the Beale Street Tourism Development Authority shall request a report on any proposed refunding from the office of the comptroller. The proceeds of the sale of the bonds may be applied to the payment of the principal amount of the bonds being refunded and refinanced; the payment of the redemption or tender premium thereon, if any; the payment of unpaid interest on the bonds being refunded, including interest in arrears, for the payment of which sufficient funds are not available, to the date of delivery or exchange of the refunding bonds; the payment of fees or other charges incident to the termination of any interest rate hedging agreements, liquidity or credit facilities, or other agreements related to the bonds being refunded and refinanced; the payment of interest on the bonds being refunded and refinanced from the date of delivery of the refunding bonds to maturity or to, and including, the first or any subsequent available redemption date or dates on which the bonds being refunded may be called for redemption; the payment of the costs of issuance of the refunding bonds, including underwriter's discount, financial advisory fee, preparation of the definitive bonds, preparation of all public offering and marketing materials, advertising, credit enhancement, and legal, accounting, fiscal and other similar expenses, and the costs of refunding the outstanding bonds, including the costs of establishing an escrow for the retirement of the outstanding bonds, trustee and escrow agent fees in connection with any escrow, and accounting, legal and other professional fees in connection therewith; and the establishment of reserves for the payment of debt service on such bonds, for repair and replacement of any project, or for such other purposes as the Board of Directors shall deem

necessary and proper in connection with the issuance of any bonds and operation of any project for the benefit of which the refunding or refinancing is being undertaken.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and there hereby is created a Tourism Development Authority to be known as the Beale Street Tourism Development Authority, said Authority having all the responsibilities and powers set forth in Tenn. Code Ann. § 7-69-101 et seq., Chapter 846 of the Public Acts of 2012, known as the Tourism Development Authority Act, as amended from time to time;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is declared to be a public body corporate and politic, performing a public function on behalf of the City of Memphis, a public and governmental body acting as an agency and instrumentality of the City of Memphis, and that any acquisition, operating, and/or financing of any project is declared to be for a public and governmental purpose and a matter of public necessity;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the purposes of the Beale Street Tourism Development Authority are to provide oversight of the development and management of Beale Street and to further expand the vibrancy of Beale Street with new investment and greater connectivity to the rest of Downtown Memphis;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is authorized and empowered, to the extent permitted by the Tourism Development Authority Act and any and all other applicable federal, state, and local laws, to act as the tourism development authority for that property known as the Beale Street Historic District and that property known as Handy Park;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the City of Memphis shall retain its fee ownership of and interest in all that property known as the Beale Street Historic District;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, upon the appointment of the initial Board of Directors of the Beale Street Tourism Development Authority, the Board of Directors shall diligently proceed to identify and retain professional and qualified development and management services for the day-to-day operations of the Beale Street Historic District and Handy Park as well as the planning and development of the district's potential with new investment and greater connectivity to the rest of Downtown Memphis;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, effective upon the retention by the Board of Directors of the Beale Street Tourism Development Authority of such management and development services, pursuant to Tenn. Code Ann. § 7-69-110, the City of Memphis Administration is empowered and authorized to assign to the Beale Street Tourism Development Authority that leasehold interest assigned to the City of Memphis in that

certain Assignment and Assumption of Sublease, Merchant Subleases, and Ancillary Property Agreement, dated March 20, 2014, in the Beale Street Historic District, including all rights, powers, and responsibilities granted thereby, and such interests, rights, powers, and responsibilities conveyed to the Downtown Memphis Commission in that certain Memorandum of Understanding Between the City of Memphis and Downtown Memphis Commission regarding the Interim Management of Beale Street, dated December 10, 2013;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the City of Memphis shall ensure sufficient funding to the Beale Street Tourism Development Authority for the initial administration of the Authority, which funding shall come from income earned from Beale Street and not from the General Fund of the City of Memphis;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with any and all powers and authority available to tourism development authorities pursuant to the Tourism Development Authority Act, codified at Tenn. Code Ann. § 7-69-101, et seq., as amended from time to time, including all powers incidental to or necessary for the performance of those powers set forth in the Tourism Development Authority Act and/or set forth herein, in connection with its purposes related to Beale Street as set forth herein within the Beale Street Historic District and Handy Park, including the power to oversee, regulate, condition, and maintain the means and methods of access to the Beale Street Historic District and Handy Park to the extent permitted by law, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to sue and be sued and to prosecute and defend, at law or in equity, in any court having jurisdiction of the subject matter and the parties, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to acquire, whether by purchase, construction, exchange, gift, lease, or otherwise, and design, plan, site, improve, repair, extend, equip, furnish, operate, and maintain one or more projects, in connection with its purposes, which projects shall be within the Beale Street Historic District and/or Handy Park, including all real and personal properties that the Board of Directors may deem necessary in connection with the projects and regardless of whether or not any such projects shall then be in existence, and including the power to demolish any existing structures as may be on sites acquired when such structures are not needed for the project, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to appoint agents and

employees, describe their qualifications, and fix their compensation, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to operate, maintain, manage, and enter into contracts for the operation, maintenance, and management of any project undertaken, and to make rules and regulations with regard to such operation, maintenance, and management, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to employ, contract with, fix the compensation of, and discharge engineering, architectural, legal, financial and other professional experts, consultants, agents and employees as may be necessary to carry out the purposes of the Beale Street Tourism Development Authority and the Tourism Development Authority Act, and to provide for the proper construction, operation and maintenance of any project, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to lease, rent and contract for the operation of all or any part of any project, and charge and collect rent for the project and terminate any such lease upon the failure of the lessee to comply with any of the obligations of the lease and include in or exclude from any such lease provisions that the lessee shall have the option to renew the term of the lease for such period or periods and at such rent as shall be determined by the Board of Directors, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to lease such space in a project as from time to time may not be needed for related purposes to any other person, corporation, partnership or association for such purposes as the Board of Directors may determine are in the best interest of the Beale Street Tourism Development Authority, or will help facilitate the purposes for which the Authority was created, and upon such terms and in such manner as the Board of Directors may determine, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to fix and collect fees and charges for the use of any and all of the projects of the Beale Street Tourism Development Authority, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to make contracts,

including, without limitation, contracts with service providers, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to sell, exchange, donate, and convey any or all of its properties, whenever the Board of Directors shall find any such action to be in furtherance of the purposes for which the Beale Street Tourism Development Authority was organized, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to procure and enter into contracts for any type of insurance or indemnity against loss or damage to property from any cause, including loss of use and occupancy, against death or injury of any person, against employer's liability, against any act of any member, officer or employee of the Beale Street Tourism Development Authority in the performance of the duties of such person's office or employment or any other insurable risk, as the Board of Directors, in its discretion, may deem necessary, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to accept donations, contributions, revenues, capital grants or gifts from any individuals, associations, public or private corporations, and municipalities, the state of Tennessee or the United States, or any agency or instrumentality of the state of Tennessee or the United States, for or in aid of any of the purposes of this chapter and enter into agreements in connection with the donations, contributions, revenues, capital grants or gifts, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to obtain such licenses, permits, approvals and accreditations as the Beale Street Tourism Development Authority deems necessary in connection with any project, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to borrow money from time to time and, in evidence of any obligation incurred, issue and, pursuant to Tenn. Code Ann. § 7-69-111, sell its revenue bonds in accordance with this chapter and the applicable provisions of title 9, chapter 21, in such form and upon such terms as its Board of Directors may determine, payable out of any revenues of the Beale Street Tourism Development Authority, including grants or contributions or other revenues specifically provided to the Beale Street Tourism Development Authority, for the purpose of financing the cost of any project and refund and refinance, from time to time, bonds so issued and sold, as often as may be deemed to be advantageous by the Board of Directors, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to mortgage and pledge as security for the payment of the principal of and interest on any bonds so issued and any agreements made in connection with the bonds, any or all of the projects or any part or parts of the projects, whether then owned or thereafter acquired, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with the power to exercise all powers expressly given to tourism development authorities by the Tourism Development Authority Act, as amended from time to time, and establish bylaws and make all rules and regulations not inconsistent with the Tourism Development Authority Act, deemed expedient for the management of the affairs of the Beale Street Tourism Development Authority, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with all the powers granted under the Tourism Development Authority Act, including but not limited to all powers incidental or necessary to participate as a joint venturer in a joint venture or as a member in a nonprofit corporation that attracts and promotes tourism or performs activities related to the exercise of any power granted to a tourism development authority, including the power to elect all or any of the members of the board of directors of any nonprofit corporation of which the Beale Street Tourism Development Authority is a member and has the power to so elect under the nonprofit corporation's charter and bylaws, and the power to accomplish and facilitate the creation, establishment, acquisition, operation or support of any such joint venture or nonprofit corporation, by means of loans of funds, acquisition or transfer of assets, leases of real or personal property, gifts and grants of funds or guarantees of indebtedness of such joint venture or nonprofit corporation, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with all powers granted under the Tourism Development Authority Act, including, but not limited all powers and authority incidental or necessary to issue its bonds in accordance with the Tourism Development Authority Act and in accordance with the Local Government Public Obligations Law, compiled in title 9, chapter 21, and for such purposes the bonds shall be treated as revenue obligations of the Beale Street Tourism Development Authority under the Tourism Development Authority Act, in order to finance the costs of any project; the payment of the costs of issuance of such bonds, including underwriter's discount, financial advisory fee, preparation of the definitive bonds, preparation of all public offering and marketing materials, advertising, credit enhancement, and legal, accounting, fiscal and other similar expenses; reimbursement of the Beale Street Tourism Development Authority for moneys previously spent by the Beale Street Tourism Development Authority for any of the foregoing purposes; and the establishment of reasonable reserves for the

payment of debt service on such bonds, for repair and replacement of any project, or for such other purposes as the Board of Directors shall deem necessary and proper in connection with the issuance of any bonds and operation of any project for the benefit of which the financing is being undertaken, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with all powers granted under the Tourism Development Authority Act, including, but not limited all powers and authority incidental or necessary to issue its bonds to refund and refinance outstanding bonds of the Beale Street Tourism Development Authority heretofore or hereafter issued or lawfully assumed by the Beale Street Tourism Development Authority; provided, that in accordance with title 9, chapter 21, the Beale Street Tourism Development Authority shall request a report on any proposed refunding from the office of the comptroller. The proceeds of the sale of the bonds may be applied to the payment of the principal amount of the bonds being refunded and refinanced; the payment of the redemption or tender premium thereon, if any; the payment of unpaid interest on the bonds being refunded, including interest in arrears, for the payment of which sufficient funds are not available, to the date of delivery or exchange of the refunding bonds; the payment of fees or other charges incident to the termination of any interest rate hedging agreements, liquidity or credit facilities, or other agreements related to the bonds being refunded and refinanced; the payment of interest on the bonds being refunded and refinanced from the date of delivery of the refunding bonds to maturity or to, and including, the first or any subsequent available redemption date or dates on which the bonds being refunded may be called for redemption; the payment of the costs of issuance of the refunding bonds, including underwriter's discount, financial advisory fee, preparation of the definitive bonds, preparation of all public offering and marketing materials, advertising, credit enhancement, and legal, accounting, fiscal and other similar expenses, and the costs of refunding the outstanding bonds, including the costs of establishing an escrow for the retirement of the outstanding bonds, trustee and escrow agent fees in connection with any escrow, and accounting, legal and other professional fees in connection therewith; and the establishment of reserves for the payment of debt service on such bonds, for repair and replacement of any project, or for such other purposes as the Board of Directors shall deem necessary and proper in connection with the issuance of any bonds and operation of any project for the benefit of which the refunding or refinancing is being undertaken; and

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority is hereby vested with any and all other powers available to the Beale Street Tourism Development Authority under the laws of the United States, the State of Tennessee, and the City of Memphis, including all powers incidental or necessary thereto;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, pursuant to the provisions of the Tourism Development Authority Act, the Beale Street Development Authority shall be managed by a Board of Directors, consisting of nine (9) voting members, who shall be qualified residents and voters of the City of Memphis, all of whom shall be appointed by

the Mayor of the City of Memphis and submitted to the Memphis City Council for approval. The Board of Directors shall also include one (1) non-voting member who shall be the Mayor of the City of Memphis, or a City official acting as the Mayor's designee, and one (1) non-voting member who shall be a member of the City Council. At no time, however, shall there be fewer than five (5) voting Directors;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, pursuant to the provisions of the Tourism Development Authority Act, the Directors shall serve without compensation, except for reimbursement of necessary expenses incurred by Directors in performance of their duties;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, pursuant to the provisions of the Tourism Development Authority Act, the initial voting Directors of the Beale Street Tourist Development Authority shall serve staggered terms so that an approximately equal number of Directors have terms that expire in each year;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the terms of the appointed members of the Board of Directors of the Beale Street Tourism Development Authority shall run on a calendar year basis and, after the initial terms, shall be for three (3) years, excepting the Mayor or mayoral designee and City Council designee, who shall serve at the pleasure of the Mayor and City Council, respectively. The cumulative terms of any voting Director shall, however, be limited to the term limitation imposed by City of Memphis at the time of appointment;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that when the term of office for a voting Director expires, the Mayor of the City of Memphis shall appoint and the City Council approve a Director to replace such successor Director, provided that any Director shall continue to serve beyond the end of the Director's term until the Director's successor has been appointed, and provided that nothing herein shall be construed to prohibit the reappointment of a serving Director;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, in case of a vacancy on the Board of Directors, the Mayor of the City of Memphis shall appoint and City Council shall approve a successor to serve for the unexpired term of said Director position, provided that a position shall be considered vacant if the Director dies, resigns, or is adjudged incompetent, and it may be declared vacant by the Board of Directors if a Director misses three (3) consecutive meetings;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Board of Directors of the Beale Street Tourism Development Authority is instructed and empowered to formulate, approve, and implement a diversity plan to encourage the participation of minority-owned, women-owned, and locally-owned small businesses in the projects and activities of the Beale Street Tourism Development Authority;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority shall, pursuant to Tenn. Code Ann. § 7-69-109, (i) cause an annual audit to be made and filed with the City of Memphis, (ii) prepare and file with the City of Memphis an annual report of its business affairs and transactions, and (iii) before the commencement of each fiscal year, adopt and file with the City of Memphis an annual fiscal year budget;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the City of Memphis may, from time to time, perform legal and financial audits of the Beale Street Tourism Development Authority;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that the Beale Street Tourism Development Authority shall, pursuant to Tenn. Code Ann. § 7-69-115, upon determination that sufficient provision has been made for the full payment of the expenses, bonds, and other obligations of the Authority, pay any remaining net earnings to the City of Memphis and used in connection with the redevelopment of Downtown Memphis, as determined by the Mayor;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that, in the event that the provisions of said Tourism Development Authority Act, as amended from time to time, may come into conflict with any provisions set forth herein or in any subsequent ordinances or resolutions relating to the Beale Street Tourism Development Authority, and/or its rules and regulations, the provisions of the Tourism Development Authority Act shall control;

BE IT FURTHER RESOLVED by the Council of the City of Memphis that a certified copy of this Resolution be filed with the Secretary of State of the State of Tennessee; and

BE IT FURTHER RESOLVED by the Council of the City of Memphis, that this Resolution shall take effect from and after the date it shall have been passed by the Council, signed by the Chairman of the Council, certified, and delivered to the Office of Mayor in writing by the comptroller, and become effective as otherwise provided by law.

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CHAIRMAN  
COUNCIL OF THE CITY OF MEMPHIS

APPROVED:

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A C Wharton  
MAYOR OF THE CITY OF MEMPHIS



## Memphis City Council Summary Sheet

**1. Description of the Item (Resolution, Ordinance, etc.)**

Report on Debt Obligation for the issuance of the \$15,416,204 Lease of Solid Waste Refuse Trucks.

**2. Initiating Party (e.g. Public Works, at request of City Council, etc.)**

Initiating Party is the Division of Finance.

**3. State whether this is a change to an existing ordinance or resolution, if applicable.**

Not applicable.

**4. State whether this requires a new contract, or amends an existing contract, if applicable.**

Not applicable.

**5. State whether this requires an expenditure of funds/requires a budget amendment.**

Not applicable.

**REPORT ON DEBT OBLIGATION**  
(Pursuant to Tennessee Code Annotated Section 9-21-151)

<b>1. Public Entity:</b>		
Name:	<u>City of Memphis</u>	
Address:	<u>125 N. Main Street</u>	
	<u>Memphis, TN 38103</u>	
Debt Issue Name:	<u>2014 Solid Waste Lease</u>	
If disclosing initially for a program, attach the form specified for updates, indicating the frequency required.		
<b>2. Face Amount:</b> \$ <u>15,416,204.00</u>		
Premium/Discount:	\$ <u>0.00</u>	
<b>3. Interest Cost:</b> <u>1.3835</u> %		
<input checked="" type="checkbox"/> TIC	<input type="checkbox"/> NIC	
<input type="checkbox"/> Variable: Index _____ plus _____ basis points; or	<input checked="" type="checkbox"/> Tax-exempt	
<input type="checkbox"/> Variable: Remarketing Agent _____	<input type="checkbox"/> Taxable	
<input type="checkbox"/> Other: _____		
<b>4. Debt Obligation:</b>		
<input type="checkbox"/> TRAN	<input type="checkbox"/> RAN	
<input type="checkbox"/> BAN	<input type="checkbox"/> CRAN	
<input type="checkbox"/> Bond	<input type="checkbox"/> Loan Agreement	
<input type="checkbox"/> CON	<input checked="" type="checkbox"/> Capital Lease	
<input type="checkbox"/> GAN		
If any of the notes listed above are issued pursuant to Title 9, Chapter 21, enclose a copy of the executed note with the filing with the Office of State and Local Finance ("OSLF").		
<b>5. Ratings:</b>		
<input checked="" type="checkbox"/> Unrated		
Moody's _____	Standard & Poor's _____	
	Fitch _____	
<b>6. Purpose:</b>		
<input checked="" type="checkbox"/> General Government	<u>100.00</u> %	<b>BRIEF DESCRIPTION</b>
<input type="checkbox"/> Education	_____ %	<u>Lease / purchase of solid waste packers</u>
<input type="checkbox"/> Utilities	_____ %	_____
<input type="checkbox"/> Other	_____ %	_____
<input type="checkbox"/> Refunding/Renewal	_____ %	_____
<b>7. Security:</b>		
<input type="checkbox"/> General Obligation	<input type="checkbox"/> General Obligation + Revenue/Tax	
<input type="checkbox"/> Revenue	<input type="checkbox"/> Tax Increment Financing (TIF)	
<input checked="" type="checkbox"/> Annual Appropriation (Capital Lease Only)	<input type="checkbox"/> Other (Describe): _____	
<b>8. Type of Sale:</b>		
<input type="checkbox"/> Competitive Public Sale	<input type="checkbox"/> Interfund Loan _____	
<input checked="" type="checkbox"/> Negotiated Sale	<input type="checkbox"/> Loan Program _____	
<input type="checkbox"/> Informal Bid		
<b>9. Date:</b>		
Dated Date: <u>12/11/2014</u>	Issue/Closing Date: <u>12/11/2014</u>	

**REPORT ON DEBT OBLIGATION**  
(Pursuant to Tennessee Code Annotated Section 9-21-151)

**10. Maturity Dates, Amounts and Interest Rates \*:**

Year	Amount	Interest Rate	Year	Amount	Interest Rate
2015	\$ 2,998,812.67	1.3835 %		\$	%
2016	\$ 3,040,444.74	1.3835 %		\$	%
2017	\$ 3,082,654.78	1.3835 %		\$	%
2018	\$ 3,125,450.82	1.3835 %		\$	%
2019	\$ 3,168,840.99	1.3835 %		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%

If more space is needed, attach an additional sheet.

If (1) the debt has a final maturity of 31 or more years from the date of issuance, (2) principal repayment is delayed for two or more years, or (3) debt service payments are not level throughout the retirement period, then a cumulative repayment schedule (grouped in 5 year increments out to 30 years) including this and all other entity debt secured by the same source **MUST BE PREPARED AND ATTACHED**. For purposes of this form, debt secured by an ad valorem tax pledge and debt secured by a dual ad valorem tax and revenue pledge are secured by the same source. Also, debt secured by the same revenue stream, no matter what lien level, is considered secured by the same source.

\* This section is not applicable to the Initial Report for a Borrowing Program.

**11. Cost of Issuance and Professionals:**

No costs or professionals

	AMOUNT (Round to nearest \$)	FIRM NAME
Financial Advisor Fees	\$ 0	
Legal Fees	\$ 0	
Bond Counsel	\$ 0	
Issuer's Counsel	\$ 0	
Trustee's Counsel	\$ 0	
Bank Counsel	\$ 0	
Disclosure Counsel	\$ 0	
Paying Agent Fees	\$ 0	
Registrar Fees	\$ 0	
Trustee Fees	\$ 0	
Remarketing Agent Fees	\$ 0	
Liquidity Fees	\$ 0	
Rating Agency Fees	\$ 0	
Credit Enhancement Fees	\$ 0	
Bank Closing Costs	\$ 0	
Underwriter's Discount _____ %		
Take Down	\$ 0	
Management Fee	\$ 0	
Risk Premium	\$ 0	
Underwriter's Counsel	\$ 0	
Other expenses	\$ 0	
Printing and Advertising Fees	\$ 0	
Issuer/Administrator Program Fees	\$ 0	
Real Estate Fees	\$ 0	
Sponsorship/Referral Fee	\$ 0	
Other Costs _____	\$ 0	
<b>TOTAL COSTS</b>	<b>\$ 0</b>	

**REPORT ON DEBT OBLIGATION**  
(Pursuant to Tennessee Code Annotated Section 9-21-151)

**12. Recurring Costs:**

No Recurring Costs

	AMOUNT (Basis points/\$)	FIRM NAME (If different from #11)
Remarketing Agent	_____	_____
Paying Agent / Registrar	_____	_____
Trustee	_____	_____
Liquidity / Credit Enhancement	_____	_____
Escrow Agent	_____	_____
Sponsorship / Program / Admin	_____	_____
Other _____	_____	_____

**13. Disclosure Document / Official Statement:**

None Prepared

EMMA link \_\_\_\_\_ or

Copy attached \_\_\_\_\_

**14. Continuing Disclosure Obligations:**

Is there an existing continuing disclosure obligation related to the security for this debt?  Yes  No

Is there a continuing disclosure obligation agreement related to this debt?  Yes  No

If yes to either question, date that disclosure is due \_\_\_\_\_

Name and title of person responsible for compliance \_\_\_\_\_

**15. Written Debt Management Policy:**

Governing Body's approval date of the current version of the written debt management policy 01/07/2014

Is the debt obligation in compliance with and clearly authorized under the policy?  Yes  No

**16. Written Derivative Management Policy:**

No derivative

Governing Body's approval date of the current version of the written derivative management policy \_\_\_\_\_

Date of Letter of Compliance for derivative \_\_\_\_\_

Is the derivative in compliance with and clearly authorized under the policy?  Yes  No

**17. Submission of Report:**

To the Governing Body: on \_\_\_\_\_ and presented at public meeting held on 01/20/2015

Copy to Director to OSLF: on \_\_\_\_\_ either by:

Mail to: \_\_\_\_\_ OR  Email to: StateAndLocalFinance.PublicDebtForm@cot.tn.gov

505 Deaderick Street, Suite 1600  
James K. Polk State Office Building  
Nashville, TN 37243-1402

**18. Signatures:**

	AUTHORIZED REPRESENTATIVE	PREPARER
Name	<u>A C Wharton, Jr.</u>	<u>Andre D. Walker</u>
Title	<u>Mayor</u>	<u>Finance Deputy Director</u>
Firm	<u>City of Memphis</u>	<u>City of Memphis</u>
Email	<u>Mayor@MemphisTN.gov</u>	<u>Andre.Walker@MemphisTN.gov</u>
Date	_____	<u>01/06/2015</u>

## CITY COUNCIL RESOLUTION

Whereas, Cedar Street Hospitality I, LLC transferred ownership to KNA Family Inv, LLC, located at 1471 E. Brooks Road, Memphis, Tennessee 38116;

WHEREAS, this hotel is fully constructed and operated for many years; and

WHEREAS, this is a legitimate and reputable hotel; and

WHEREAS, the City has instituted a waiver policy to ensure that change of ownership for hotels/motels does not cause undue harm to these businesses.

NOW, THEREFORE, BE IT RESOLVED that the Memphis City Council waives the requirements for a Special Use Permit for the operation of the King Signature Hotel located at 1471 E. Brooks Road, Memphis, Tennessee 38116.

BE IT FURTHER RESOLVED that the Memphis City Council instructs the Office of Construction Code Enforcement to issue a Use and Occupancy permit to the King Signature Hotel, 1471 East Brooks Road Memphis, Tennessee 38116, assuming other requirements have been met and conditioned upon the owner executing the approved Waiver Agreement (in recordable form), in which the applicant agrees to be bound by the provisions of the Waiver Agreement, Resolution and application.

January 20, 2015

Harold Collins  
Chairman, Planning & Zoning Committee

**HMW 14-08**  
**King Signature Hotel**  
**1471 East Brooks Road**  
**Memphis, TN 38116**